

**CLUUC BOT MEETING MINUTES –February 16, 2016**

Agenda:

Approval of consent agenda  
Midyear review  
Retreat review and follow up  
Board Membership  
Nominations for Board Chair  
Finance report  
Staffing discussion, decisions  
Motion regarding commitment to larger movement, teaching congregation  
Motion regarding affirmation of the work of Rev. Michelle Collins  
Motion regarding direction to Governance Committee, bylaws revision  
Motion regarding updates to Board Policy Manual

**ATTENDANCE:**

*Board Members Present:* Jim Anderson; Rebecca Bond; Maryann Dillon; Maureen Donnelly, Dave Hawver (Chair Elect); Emily Mellgren (Assistant Secretary); Lyn Peters (Chair); Melissa Reichley; Jack Rodgers (Treasurer); Kate Simon (Secretary); Michael Thoryn (Communications); Jack Welch (Assistant Treasurer)

*Board Members Absent:* Gwen Warman

*Staff Present:* Rev. Abhi Janamanchi; Sara Deshler

**Opening:** The meeting convened at 7:30 p.m. with centering words, chalice lighting, covenant reading and check in.

**Approval of Consent Agenda:**

1. Appendix A Minutes of January 19, 2016 Board Meeting
2. Appendix B- Senior Staff Report
3. Appendix C- Items for Governance Committee Consideration

Kate Simon moved, and Maryann Dillon seconded approval of the Consent Agenda; it was approved by unanimous voice vote.

**Other Reports received by the Board:**

1. Appendix D Endowment Committee Report

**Financial Update:**

Financial Report and Discussion:

1. We are living well within budget this year. We are having a great year in terms of gifts but the amount pledged and pledge income is way below budget. Since we cannot guarantee a repeat on gifts next year, the deficit will likely be \$160,000 in FY 2017 if spending is allowed to increase at the usual 3%.

2. Last Tuesday, the FPC and Abhi set a target deficit for FY 2017 of \$120,000, roughly the same as this year, with spending levels for three different pledge outcomes -- 1.5% growth in total pledged, 3.0% growth, and 4.5% growth.
3. Over the next month, Abhi will develop specific proposals to meet each specific pledge level. This is Abhi's responsibility under Governance by Policy. FPC members can offer help as needed.
4. Abhi and Sara will discuss three scenarios at the March Board meeting and explain how the three spending levels will be achieved. Abhi will revise the budgets, based on Board suggestions and better information, and present almost final scenarios at the April Board meeting. In May, Abhi will present one final budget to the Board, based on the pledge level as of May.
5. There have been challenges in transferring the data from the old database to the new system. This has been very time consuming in terms of fixing data errors.

### **Board Activities:**

#### **Item 1** Midyear Review

- The Communications Committee conducted a church wide survey. An internal report is due soon, including comments from congregants. A summary of the survey will also be shared with the congregation.
- Leadership Development will become a ministry team in the spring.
- The May Board meeting will focus on development and fundraising.
- Strategic Directions Team -- What are the next steps for this group? Could the group help with the implementation of strategic directions? The Board can request they stay on and help to carry out the strategic directions. Some members of the SDT may be interested in continuing.
- Regarding the staffing analysis, a small group (Dave, Lyn, Jack W. and others) will meet to figure out next steps. The Human Resources committee is meeting on February 18 to discuss the Personnel Policy Manual, including position descriptions.

#### **Item 2** Winter Retreat Summary

- Some work started at the Winter Retreat is unfinished. For example, creating ENDS statements. How does the Board want to further discussing ENDS that we started at the retreat? Some members of the Board have begun drafting possible ENDS statements. Usually Ends are created for a 3-year period. In this way, it doesn't impact the budget for any individual year. Timeline/goal: By June retreat ENDS should be developed. At the June retreat, the next Board will discuss Priorities and Goals.
- The Board will create a subcommittee to work on developing draft ENDS for the whole Board to consider. The following Board members volunteered: Maryann, Jack W., Jim, Dave, Lyn. Jim will take the lead. Abhi will help us through the process.

#### **Item 3** Board Membership

Lyn Peters opened the floor up for additional nominations for Board Chair. No additional names were presented. Dave Hawver, being the Chair-elect this year, will be the sole nominee for Board Chair, with the election to be held before March 31, 2016.

A Chair-elect is nominated by a nominating sub-committee consisting of outgoing members of the Board who consider the three first- year Board members as potential candidates. The election of the chair-elect will occur before March 31, 2016.

The Nominating Committee has been looking to fill the vacancy left by the resignation of Rebecca Bonds. Ariel Mora, who recently served on the Board, was nominated to fill the vacancy for the remaining 2 years, 4 months of the term. The Board approved her nomination and appreciates her willingness to serve on the Board again.

A big thank you to Rebecca Bond for her service to the Board. She will be missed.

**Other Discussion:**

The Board discussed declaring our commitment to the education and development of new UU ministers through a Board resolution or Board policy. There was general agreement regarding being a “teaching congregation” and supporting internship, given budgetary constraints. There is no written history of Cedar Lane’s commitment to supporting internship in the past. However, it was decided by the Board several years ago to set aside \$6,000 per year from endowment earnings in order to support an intern every three years. The discussion before the current Board was on a more philosophical level. The Board approved a motion that supports the education and development of new Unitarian Universalist ministers through internship and collaboration.

The Board discussed the need to review and revise the bylaws so that they are more consistent with the new governance structure. The Board approved a motion to direct the Governance Committee to create a plan to fully review and revise the bylaws, in order to be more consistent with Governance by Policy.

The Board discussed how it is able to conduct not-in-person votes. There are specific regulations found in Maryland law that dictate different forms of vote (e.g. via email, conference call etc). The Board discussed the need to investigate this further and create a Board policy regarding the conduct of votes. The Board will ask the Governance Committee to discuss and recommend a Board policy.

**Board Decisions (include motions passed):**

- Michael Thoryn moved that the Board of Trustees approves the nomination of Ariel Mora to fill the vacancy on the Board left by retiring member, Rebecca Bond for the remaining 2 years 4 months of her term. Jack Welch seconded the motion. The motion was passed by unanimous voice vote.
- Melissa Reichley moved that the Board of Trustees direct the Governance Committee to create a plan to fully review and revise the bylaws, in order to be more consistent with Governance by Policy. Jack Welch seconded the motion. The motion was passed by unanimous voice vote.
- Michael Thoryn moved that the Board supports the education and development of new Unitarian Universalist ministers through internship and collaboration. Melissa Reichley seconded the motion. The motion was passed by unanimous voice vote.
- Jim Anderson moved that the Board authorize the Senior Minister to hire an associate or assistant minister at 3/4 time or 1/2 time for a one-year contract, renewable for one year by mutual agreement.

The Board authorizes the senior minister, following consultation with the Board Chair, to make appropriate adjustments in:

- (1) his duties and responsibilities to accommodate any reduction in the work hours of the Associate/Assistant minister, and,
- (2) the duties and responsibilities of the Church Administrator to accommodate any resulting adjustments in his duties and responsibilities

The Board recognizes the senior minister's authority to make adjustments in the duties and responsibilities of other staff positions to accommodate any resulting adjustments in the duties and responsibilities of the Church Administrator.

Jack Rodgers seconded the motion. During discussion, Dave Hawver offered a friendly amendment to delete the word "hire" and insert "create a position for." Both Jim Anderson and Jack Rodgers accepted the amendment. It was passed by unanimous voice vote.

- Maryann moved that the Board affirm our support for the work of Rev. Michelle Collins and express our desire to have her continue at CL in 2017, if a mutually agreeable contract can be reached. Melissa Reichley seconded the motion. The motion was passed by unanimous voice vote.
- Maryann Dillon moved to accept the proposed changes to the Board Policy Manual. Jack Welch seconded the motion. The motion passed with unanimous voice vote. Changes are noted below in red ink (additions) or strikethrough (deletions).

Changes II. GOVERNANCE

C. Board Officers & Replacement of Board Members

BOT approved 6/17/14; **BOT modified 2/16/16**

OFFICERS OF THE BOARD:

The Chair of the Board shall possess such powers and duties as are normally incident to the office and as may be conferred upon her or him by the Trustees. Such powers shall include the execution, in the name of the corporation, of such deeds, mortgages, bonds, contracts, and other instruments as the Trustees have authorized and have not been delegated to staff. The Chair shall convene and preside over meetings of the Board of Trustees and disseminate in advance of such meetings an agenda and documents pending consideration by the Board. The Chair also shall preside over the Annual and Special Congregational Meetings and prepare the Report of the Board of Trustees for the Annual Report. The Chair shall confer frequently with the Head of Staff in a collaborative fashion on issues pending Board decision and of concern to the Congregation. The Chair may recommend to the Board the establishment of Task Forces to address specific issues and may delegate some of her or his authority to other Trustees.

The Chair-Elect shall work collaboratively with the Chair and Head of Staff and shall perform such duties as delegated by the Chair.

The Secretary of the Board, in addition to any duties bestowed by law, by the Articles of Incorporation and the Bylaws, shall record the proceedings of all official Congregational and Trustee meetings; shall certify the list of members qualified to vote at each meeting of the Congregation; ~~shall maintain a list of members of the Congregation with their current addresses; shall have custody of any seal adopted by the Trustees;~~ shall maintain a list of action items approved by the Board and assign and monitor follow-up responsibilities; shall ensure that records of the Board's minutes, decisions and policies are maintained and accessible to the Trustees and the Congregation, and shall perform all other duties customary to the office.

The Treasurer of the Board, in addition to any other duties assigned by law, the Articles of Incorporation and the Bylaws, shall be responsible for the oversight and safekeeping of the funds of the Church (except the Endowment Funds), the proper disbursement of such funds, the maintenance of accurate financial accounts of all receipts and disbursements, the preparation of periodic reports to the Trustees on the financial status of the Church, and the rendering of a financial report at the Annual Congregational Meeting. The Treasurer shall perform such other duties as are customary to the office and as directed by the Board, including reporting on various financial trends, advising the Board on the approval of the annual operating and capital budgets, and instructing the Board on its fiduciary responsibilities.

~~A Communications Coordinator, elected for a one year term by the Board, shall chair the Board's Communications Task Force, which shall be responsible for preparing a Communications Plan that will enable the Board to engage the Congregation in articulating and revisiting the Mission and Vision Statements, Core Values and "Open Questions" and in setting the Board's Annual Priorities and Goals. The Coordinator shall also facilitate communications with the Congregation on issues pending before the Board and the decisions of the Board. The Communications Coordinator shall work with the Secretary to the Board to monitor and follow-up on actions of the Board.~~

#### EXECUTIVE COMMITTEE:

The officers of the Board shall constitute the Executive Committee, which shall plan the agenda for Board meetings and address issues that arise between Board meetings. The Executive Committee shall meet with the Senior Minister ~~monthly~~ ~~biweekly~~, at a time and place designated by the Chair in consultation with the Senior Minister. The Chair of the Board shall be Chair of the Executive Committee.

#### PROCEDURES FOR ELECTIONS OF CHAIR AND CHAIR-ELECT:

##### FOR CHAIR:

- a. The BOT will schedule a meeting before March 31 of each year to elect a Chair and Chair-Elect for one-year terms, effective July 1 ("election meeting"). If there are no other nominations for Chair other than the Chair-Elect, as provided in b. below, the Board shall elect the current Chair-Elect to the position of Chair by voice vote.
- b. At the Board meeting preceding the scheduled election meeting, members of the Board may nominate other eligible candidates for Chair, with the consent of the nominee[s]. An eligible candidate is a member of the Board fulfilling a three-year term. The Chair-elect shall automatically be nominated unless s/he withdraws.
- c. If there is more than one nominee for Chair, the vote shall be taken by secret ballot and election shall require a majority. Run-off ballots, if necessary, will drop the nominee with the lowest number of votes until one nominee receives a majority of the votes present.

##### FOR CHAIR-ELECT:

- a. Before the scheduled election meeting, the current Chair-Elect, after consulting with the first year members of the Board, shall convene a nominating committee consisting of the Chair-Elect and the retiring members of the Board, who shall recommend to the Board a candidate for

Chair-Elect for the coming year. The nominee shall be a Board member fulfilling a three-year term currently in his/her first year. She/he must consent to be nominated.

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● ~~Volunteering for desk duty: Every Sunday a Board Member volunteers to sit at the main desk in the office to assist with answering phone and in person inquiries. Desk duties begin immediately following each service and concludes after 30 minutes.~~

- Performing supporting tasks: Board members are expected to help support or assist with various functions in the Church; this may include the pledge drive or other fundraisers, organizing the Annual Meeting or Board retreat, and special events.
- Serving on Task Forces (and Committees): Each Board member is asked to participate in one or more Board Committees or Task Forces to study and develop recommendations to the Board on policies, goals, congregational vision, capital needs, budget priorities, and Board procedures.
- Participation in Congregational Conversations: Board members organize opportunities to engage the Congregation about issues pending before the Board.
- Welcoming visitors and new members: Board members should actively welcome visitors and new members and help assimilate new members into church life.
- Listening to members and visitors: By listening, Board members are able to reflect congregational aspirations and exercise its oversight responsibilities.
- Participation in significant church events: To the extent possible, Board members should attend special events such as the Auction, Stewardship Dinners, Board-sponsored Community Lunches, and community outreach events.
- Participation in study practices: Periodically the Board will discuss and commit to a shared routine (study or spiritual practice) that is relevant to the transcendent meaning of the Board's work on Congregational Mission and Vision.
- Represent the Church: Trustees shall, to the extent possible, represent Cedar Lane in denominational affairs.
- Direct administrative and program concerns: Such concerns raised by congregants shall be directed to the Senior Minister or Senior Staff.

#### **BOARD MEETINGS:**

The Board of Trustees shall meet at least monthly at a time and place determined by the Chair in consultation with the Senior Minister. A quorum consists of a majority of voting members. An agenda for the meeting approved by the Executive Committee and documents on issues pending discussion and decision shall be distributed to the Board at least three days in advance of the meeting. The minutes of prior meetings and reports to the Board that do not require action shall be handled by the Consent Agenda. The Secretary of the Board shall review outstanding action items from previous meetings. Robert's Rules shall guide Board deliberations. Urgent matters occurring between regularly scheduled meetings may be handled by conference call. Decision-making by email should be used only when no other alternative is possible due to time constraints and the urgency of the matter. Whenever possible, a Board member planning to introduce a motion for Board decision shall circulate it in writing in advance. The Board may appoint from its members an "ombudsman" who will monitor the meeting and (1) indicate if the discussion veers into areas delegated to the Head of Staff, and (2) evaluate how effectively the Board has performed its duties, e.g. sufficient time for discussion of significant issues. All Board meetings shall be open to the members and friends of Cedar Lane, and the Board's minutes shall be posted on the Board bulletin board and the website. The Chair may call an "Executive Session" when only elected Board members and other persons designated by the Chair may be present to discuss a highly confidential and sensitive issue. The initial discussion of the annual evaluation of the Senior Minister as Head of

Staff may be held in Executive Session. Minutes of Executive Sessions shall be summary in nature and shall report on any decisions made. Executive Sessions shall be used sparingly, and if a Board member objects to the Chair’s call for an executive session, the issue shall be put to a vote of the Board and the majority vote shall prevail.

**CONFLICT OF INTEREST:**

All members of the Cedar Lane Board of Trustees, Board Committees, and Task Forces shall scrupulously avoid any conflict between their personal, professional, or business interests and the interests of the Church. A conflict of interest is any actual or perceived situation in which an individual’s close relationship to another party would make it difficult for the individual to be unbiased in carrying out her or his obligations to the Board. A close relationship could be a family member, spouse or domestic partner or a close personal, professional or business relationship. If a Member is in doubt whether a situation presents a conflict of interest, he or she should consult with the Chair or Chair-Elect to determine whether recusal from participating or voting on a matter is appropriate.

**OTHER OFFICIAL RECURRING DUTIES OF THE BOARD:**

- Approve contributions to the Unitarian Universalist Association (UUA), the Joseph Priestley District (JPD) and affiliated denominational organizations,
- Approve the Ministers’ housing allowances,
- Approve delegates to the UUA and JPD General Assemblies, and to other affiliated organizations,
- Set salaries and approve contracts with the Senior Minister and senior staff, and
- Conduct an Annual Performance review of the Senior Minister.

**OTHER**

**The Board Chair has the option to appoint a Board member as** Communications Coordinator, elected for a one-year term ~~by the Board, shall chair the Board’s Communication Task Force~~ **who** shall be responsible for preparing a Communications Plan that will enable the Board to engage the Congregation in articulating and revisiting the Mission and Vision Statements, Core Values and “Open Questions” and in setting the Board’s Annual Priorities and Goals. The Coordinator shall also facilitate communications with the Congregation on issues pending before the Board and the decisions of the Board. The Communications Coordinator shall work with the Secretary to the Board to monitor and follow-up on actions of the Board.

**GBP Process Check**

Pro	Con
more spirited debate	went 7 minutes overtime
	some talking over one and other

**Closing words read by Jim Anderson**

**Adjournment at 9:37 PM**

Calendar Items

1. February 20- Festival Ruah
2. February 21 (snow date 2/28) - Board Pancake Dinner (Volunteers are still needed. Contact Melissa R.)
3. February 28 - Stewardship Kick-off Sunday
4. March 2- Executive Committee meeting
5. March 5 - CLUUC Hosts Leadership Conference on Building Authentic Diversity
6. March 12 - Congregational Potluck Dinner, 6-9 PM
7. March 15- Board meeting "State of Cedar Lane"; Election of Chair and Chair-Elect
8. March 20 - Celebration Sunday! End of Stewardship campaign

**Action Items:**

Ask the SDT to further develop a formal plan for implementation	Lyn	
Staffing analysis- Develop a plan	Lyn, Dave, Jack W., HR committee	
Create a subcommittee to work with Mary and Archene to get started with writing ENDS statements	Dave, Jack W, Jim (will take the lead), Lyn	
Internal nominating committee for Board chair elect	Dave, outgoing members of the Board	
Request that the Governance Committee develop a Board policy regarding "not-in-person" votes	Maureen	
Update Board Policy Manual with changes made at the 2/16/16 Board meeting	Emily, Lyn	