

CLUUC Board of Trustees Meeting Minutes**August 15, 2017****Action Items:**

WHO	WHAT	WHEN
All	Take picture when next all present	Sept meeting
All	Rescheduling Sep regular meeting to Sep 26: if you cannot make it let Jim know.	
Ariel, Greg	Launch Committee Charter update task force: Update Committee Charters: <ul style="list-style-type: none"> • Add Executive Director as non-voting member to HR Committee and Financial Policy Committee • Request charter updates to all to include annual open recruiting and favor new members instead of repeated terms. Clarify qualifications, involvement of friends in good standing. 	
Returning members	Turn in Board evaluations (see Jack's emails)	
Jim and Ariel	Room? Closing Words? Packet for special Sep 6 meeting	Sep 6 meeting
Linda needs to swap with other	Closing Words and Process Observer next time	Sep 19 meeting
Greg	Update google-groups with latest emails for board members	By Sep 2 (packet deadline for special 9/6 meeting)
Rebecca	Post approved Board Minutes to website, bulletin board, library binder	by Sep 5, Executive Committee meeting
Rebecca	Summarize this meeting for Board Matters	Submit to Sara Davidson by August 23

ATTENDANCE:

Board Members Present: Jim Anderson (President), Carol Bertaut (Treasurer), Greg Falcigno (Secretary), Linda Gianessi, Peggy Jackson, Ellen Kelley (Assistant Treasurer), Ariel Mora, Rebecca Nachtrieb (Assistant Secretary), Suzanne Pineau, Gail Riley (President Elect).

Board Members Absent: Raj Rajendran,

Staff Present: Sara Deshler, Abhi Janamanchi, Katie Romano Griffin

Others Present: Michael Lentz, Jim Laurenson, Joan Riggs

Board Meeting Reports:

Appendix A (published separately) - Board Meeting Minutes July 25 2017

Appendix B (website) - Mea Culpa_LTD_Board letter

- Appendix C (website) - Exec Com Meeting August 1, 2017
- Appendix D (website) - Investment Policy and Fossil Fuels
- Appendix E (website) - Board Committee Nominations 2017-18
- Appendix F (website) - Senior Minister Board Report - August 2017
- Appendix G (website) - Assistant Minister Board Report - August 2017
- Appendix H (website) - Executive Director Board Report - August 2017
- Appendix I (website) - CLUUC Strategic Plan, SD 1, Working Draft
- Appendix J (website) - Role of a Participant Process Observer

Opening: Convened at 7:31 p.m. with centering words, chalice lighting, and check in.

Board Business:

Approval of Consent Agenda:

- Appendix A (published separately) - Board Meeting Minutes July 25 2017
- Appendix B (website) - Mea Culpa_LTD_Board letter
- Appendix C (website) - Exec Com Meeting August 1, 2017
- Appendix F (website) - Senior Minister Board Report - August 2017
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Approved.

Report on Previously Open Action Items

Create Evaluation Task Force	Gail	June 2017
Circulate board evaluation	Jack and Jim	June 2017
Launch a Congregational Conversation on Covenant of Right Relations	Jim	June 2017
Send letter to UUA	Jim	
Refresh of the 'dismal' Board bulletin board in lounge	Rebecca	July 2017

Evaluation Task Force - 7/25: Gail volunteered to chair the task force, requested volunteers. Action Item stays open. 8/15:

Circulate board evaluation - 7/25: stays open. 8/15: circulated via email. Closed.

Launch a Congregational Conversation on Covenant of Right Relations - 7/25: Jim discussing with Governance Committee. Stays open. 8/15: needs follow up.

Send letter to UUA - 8/15: Jim will check.

Refresh the bulletin board: 8/15 Done! Closed.

Investment Policy and Fossil Fuels (Appendix D)

An Endowment Committee (EC) visitor participated in the discussion.

Discussion included

- Questions about whether classifying investments as ESG/SRI would be a burden on the EC.
- Since the classification of ESG/SRI is broader than the environmental focus that started the discussion, question about accuracy of the language that says it is because of global climate change concerns.

Fiscal 2017 Year End Review (Appendix H)

Discussion included:

- How the Actual compared to Expected in the various categories
- The deficit is substantially lower than previous fiscal year
- The coming fiscal year is planned to have an even smaller deficit, expecting greater pledge income.

Committee membership: terms, term limits, and members vs. friends. approve this year's memberships. (Appendix E)

Discussion included:

- For Endowment Committee
 - Was there open call for new members? It is a point of Leadership Development to have new people involved.
 - Is Jack there non-voting because he is Chair of FPC? Not in charter, but a healthy development. Could refer that to them as a change.
 - There had been talk of them requesting a non-member join the committee, but the proposed roster has only members. It would be good policy for Chair-ing a committee to require membership, but others can be a wider roster including committed friends.
- Generally, that committee charters should cover membership related information like qualifications, recruiting, and term limits. Setting up a task force to support committees doing this. See Action Items.

The Board entered EXECUTIVE SESSION to discuss several topics.

- Cedar Lane Strategic Plan - Measures for Strategic Direction 1 (Appendix I)
 - Postponed, ran out of time.
- Repayment Schedule for Greg Stewart Obligations
- Readout from Executive Committee Meeting

Board Decisions (include motions passed):

1. Draft Motion: "I move that the Board make the following change to the Board Policy Manual:
 - a. add a final sentence to III.A.5: **In particular, to give due consideration to the key factors on global climate change, the Committee shall consider *Environmental, Social, and Governance (ESG) / Socially Responsible Investing (SRI) criteria when making investment decisions.***
 - b. Add a final clause to the last sentence in III.B.2: **, *and whether the investment is ESG/SRI***".

Carol moved, Gail seconded. The vote was unanimous. The motion is passed .

2. "I move that the Board approve the proposed 2017-2018 membership of the Governance Committee."

Linda moved, Greg seconded. The vote was unanimous. The motion is passed.

3. "I move that the Board approve the proposed 2017-2018 membership of the Human Resources Committee."

Carol moved, Gail seconded. The vote was unanimous. The motion is passed.

4. "I move that the Board approve the proposed 2017-2018 membership of the Financial Policy Committee."

Ariel moved, Linda seconded. The vote was unanimous . The motion is passed.

5. "I move that the Board approve the proposed 2017-2018 membership of the Endowment Committee, waiving for this year normal restriction against exceeding consecutive terms."

Greg moved, Peggy seconded. The vote was 7 aye, 1 nay, 1 abstention. The motion is passed.

6. "I move that the Board approve the proposed 2017-2018 membership of the Development and Fundraising Committee."

Carol moved, Ariel seconded. The vote was unanimous. The motion is passed.

7. "I move that the Board approve the proposed 2017-2018 membership of the Mosaic Makers Committee."

Gail moved, Greg seconded. The vote was unanimous. The motion is passed .

8. "I move that the Board ratify the actions taken by the Executive Committee during the meeting of July 31 as described in Appendix C."

Ellen moved, Rebecca seconded. The vote was , 8 aye, 1 nay. The motion is passed.

9. "I move that the Board approve the Promissory Note concerning Greg Stewart's obligations."

Suzanne moved, Carol seconded. The vote was unanimous. The motion is passed.

Process Check (Ariel)

Due to late hour, not discussed in real time. Ariel submitted these after the fact:

- Discussions were thoughtful and focused. Item to review committee charters took longer than planned.
- All members participated, but we could benefit from more attention to the "step forward, step back" principle to ensure more equal participation.
- Executive session discussion was respectful and thoughtful. It was not clear to everyone at the outset what we were specifically called to vote on.
- Agenda for the meeting was modified after the initial agenda had been shared. It would have been helpful to have printed copies of the revised agenda to ensure all members could follow along.

Adjournment at 9:55 p.m.