

**CLUUC Board of Trustees Meeting Minutes**  
**July 25, 2017**

**Action Items:**

WHO	WHAT	WHEN
Executive Committee	Revisit Investment Policy on next month's agenda	Aug 2017 meeting
Greg	Put Process Observer role description in next month's packet	Aug 2017 meeting
All	Put meetings on your calendars	This week
Rebecca	Summarize this meeting for Board Matters	Submit to Sara Davidson by August 2

**ATTENDANCE:**

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

*Board Members Absent:* Jim Anderson (President), Ellen Kelley (Assistant Treasurer)

*Staff Present:* Sara Deshler.

*Others Present:* Jack Rodgers, Judy Rodgers, Michael Lentz, Jack Welch, Melissa Reichley, Gwen Warman

*Board Meeting Reports:*

Appendix A (website)- Board Meeting Minutes June 27 2017

Appendix B (website) - Signups for Closing Words and Process Observer FY18

Appendix C (website) - Stewardship Campaign Report June 2017

Appendix D (website) - Investment Policy and Fossil Fuels

Appendix E (website) - Roberts Rules of Order Simplified

Appendix F (website) - Board Rules of the Road by Kenn Hurto and Abhi Janamanchi

Appendix G (website) - Board meeting procedures FY18

Appendix H (website) - Proposed Changes to Disruptive Behavior Procedures 7-25-17

Appendix I (website) - Working Draft of CLUUC Strategic Plan

Appendix J (website) - Notes from July Architect Listening Sessions

Appendix K (website) - Exec Com Minutes July 2017

Appendix L (website) - Tim Atkins Resume

Appendix M (website) - executive director report

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

**Board Business:****Approval of Consent Agenda:**

Appendix A (website)- Board Meeting Minutes June 27 2017

- Appendix E (website) - Roberts Rules of Order Simplified
  - Appendix F (website) - Board Rules of the Road by Kenn Hurto and Abhi Janamanchi
  - Appendix G (website) - Board meeting procedures FY18
  - Appendix J (website) - Notes from July Architect Listening Sessions
  - Appendix K (website) - Exec Com Minutes July 2017
  - Appendix M (website) - executive director report
- Approved.

**Report on Previously Open Action Items**

Create Evaluation Task Force	Exec Committee	June 2017
Circulate board evaluation	Jack and Jim	June 2017
Launch a Congregational Conversation on Covenant of Right Relations	Jim	June 2017
Add email vote on Loans to July meeting minutes	Greg	July Exec Comm

Evaluation Task Force - Gail volunteered to chair the task force, requested volunteers. Action Item stays open.

Circulate board evaluation - stays open.

Launch a Congregational Conversation on Covenant of Right Relations - Jim discussing with Governance Committee. Stays open.

Add email vote on Loans to July meeting minutes - done, appears next..

**Email Vote Between Meetings**

On June 29 via email Dave Hawver (then President) initiated an email vote on the following motion (seconded by Ariel). The vote was unanimous, the motion is passed.

“I move to revise the Board Policy Manual IV B to add the following:

Any loans to staff members must be reported to the Treasurer and Board President; any loans of more than \$500 must be discussed with, and approved by, the Treasurer or Board President; any loans of more than \$1000 must be approved by the Board of Trustees.”

**Investment Policy and Fossil Fuels (Appendix D)**

Several Endowment Committee (EC) visitors participated in the discussion.

Discussion included summary of the steps that brought us to tonight’s discussion, and summary of the inputs from the EC. Then 3 different approaches surfaced from the various viewpoints:

- Make no changes, the current policy mentions ethical concerns and social responsibility, which is adequate.
- Minimize the language in Paragraph 5, to avoid redundancy and overly restricting the EC decision making
- Soften the language from “shall select” to “shall consider” but otherwise keep as is.

Some of the other ideas that came up during the discussion

- Why not specify percentages in the policy? Don't we have goals for how much should be invested in this manner? (Majority response was that was too detailed and restrictive for the Board to direct on the EC.)
- If we make no changes, we do not have the tangible, quantifiable labels that ESG (and SRI) represent, so it would not seem to have the benefit that can come from having an investment policy that uses such quantifiable measures -- some donors look for these labels as confirmation that their money will be invested with such values.

The group decided to further consider the consequences and take the issue up next month.

### **DLRE Search Team Announcement (Appendix L)**

Discussion included the outstanding impression that Tim Atkins made on the search team. That he exceeded all the qualities the team was looking for, including those qualities that Hillary suggested we should look for.

The Board needs to approve his hiring in order for Cedar Lane to finalize his employment ... for his part he has accepted the offer. His compensation package is roughly equivalent to the planned budgetary expense - more here, less there.

### **Revisions to Disruptive Behavior Procedures (Appendix H)**

There was no discussion, straight to the vote.

### **Cedar Lane Strategic Plan - Outcomes and Measures for Strategic Directions (Appendix I)**

Discussion included how unlike last Board Year where a Board Task Force worked on Outcomes and Measures and brought them to the Board, instead this year as a Board we will work on parts of this each month.

### **Close of FY17 Budget Review**

Discussion included how the material is not available (the books are not yet closed) because of the Accounting Manager's departure, as described in the Executive Director's report. Also because of delays in the banking transition.

### **Report on banking/credit issues (refer to Executive Director's Report)**

Discussion included the transition from Wells Fargo to Eagle Bank primarily for issues with customer service.

### **Mosaic Makers Participation**

The Mosaic Makers charter calls for 1 Board member as participant. Because Ariel is head of the committee, we are looking for at least 1 more Board member to join who will wear more of a Board hat. The committee meets monthly, on a Thursday.

ALSO Linda requested a volunteer for cluster rep, the meeting requirements of which are a regular video conference.

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

1. Draft Motion: "I move that the Board retain the current Policy Manual language concerning Investment Policy, instead of making any changes suggested in Appendix D."

Ariel moved, Peggy seconded. The vote was 4 ayes, 4 opposed. Gail broke the tie with a vote in opposition. The motion is defeated.

2. "I move that the Board approve the selection of Tim Atkins as Cedar Lane's Director of Lifespan Religious Education."

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

3. "I move that the Board reaffirm its approval of the Disruptive Behavior Procedures, including the revisions as discussed at this meeting."

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

**Process Check (Gail)**

Pro: Very healthy discussion, with an informality that invited . Lively.

Con: sometimes talked over others. Went long on Investment item, but made up the time on other items.

**Adjournment at 9:16 p.m.**