

Approved by BOT

May 20, 2014

Cedar Lane Unitarian Universalist Church

Board of Trustees

Minutes

April 15, 2014

Action Items:

1. Completion of Social Justice and Report to BOT on Implementation of Recommendations, Progress report in May- **Abhi, Heather, Lay Leaders**
2. Completion of Community Outreach Task Force Work and Report to BOT on Implementation of Recommendations, Progress report in May-**Abhi, Heather, Lay Leaders**
3. Sign up for Desk Duty openings- now- **All Board members**
4. Congregational Conversations- Ongoing- **Michael Murray and Communications Subcommittee**
 - Update chart listing dates, topics and leads
 - Prior to Cong. Conversations, leads review Promotion Plans, including questions listed and discuss tactics
5. Communications Committee will suggest ways to communicate BOT's GBP Transition Plans to the Congregation and affected groups, including putting info on webpage. Ongoing- **Michael M, Michael Thoryn, Susannah Vesey, Lyn Peters, Vicky Strella**
6. Communications to committees – ongoing- **Board Liaison Clusters, Vicky**
7. SJC working with staff to report results of Share the Plate policy- Update analysis in Sept.- **Sara Deshler, Kate, Marilyn Hathaway**
8. Share ideas for involving children and youth in stewardship campaign- Ongoing – **Karen**
9. Determine if the investment of funds other than Endowment need to be delegated to the Board Endowment Committee; if so, draft a policy – May **FPC**
10. Create Staff Organization Chart - Ongoing– **Abhi**

11. Notify Congregation of June 1 Special Congregational Meeting on GBP and budget-
by May 1- **Anne**
12. Review sabbatical leave policy-- September, **Executive Committee, Paul, Linda G.,
Abhi**
13. Recommend a process of Congregational engagement to develop a Vision Statement,
Ongoing- **Ariel, Tim, John, Susannah, Kate**
14. Senior Minister Evaluation Process- May- **Kate, Anne, Lyn (advisors: Ariel, Tim,
Michael M, Elsie Durland)**
15. Approve Board Policy Book, By-Law amendments- May, **GTF**
16. Plan Leadership Roundtable- May 30, **Tim**
17. Dan Hotchkiss new contract and next visit- June Report to Board- **Bill Z, Abhi, Tim.**
18. Blumenthal Futures Fund Task Force- Implement Phase I, including strategies for
communicating to Congregation- Progress Report to the Board, May, **Maryann and
task force members**
19. Notify Congregation of proposed bylaw changes at least 10 days prior to June 1-
Anne
20. Meeting with Debbie Goodwin to discuss upkeep of Board Policy Manual- **Anne,
Susannah and Kate**
21. Read Board Policy Manual prior to May BOT meeting; send edits to Debbie- **All**
22. Write short explanation of process for developing vision statement May- **Ariel**
23. Attend Spring B Coffee Hour with Board 4/27, 5/4, 5/11, 5/18- **All**
24. Prepare light lunch for 4/27 meeting- **Susannah**
25. Interim RE Evaluation- May, **Maryann, Susannah, Don**

Attendance:

Board Members Present: Don Bliss (Chair); Kate Curtis; Maryann Dillon; Anne Fretz (Secretary); Stew Grubman (Treasurer); Ariel Mora; Michael Murray (Communications); Tim Persons (Chair Elect); Lyn Peters; Paul Stella (Asst. Treasurer); Michael Thoryn; Susannah Vesey (Asst. Secretary); John Wing

Board Members Absent: None

Staff Present: Rev. Abhi Janamanchi; Rev. Heather Janules; Karen Lee Scrivo (Interim DRE); Sara Deshler (Church Administrator)

Staff Absent: None

Others Present: Dian Belanger; Debbie Goodwin; Bob Harrison; Sandy Shaw; Vicky Stella; Bill Zelmer

Opening: The meeting convened at 7:34 p.m. with the lighting of the chalice. The Rev. Abhi Janamanchi provided opening words, a poem titled "Spring" by Mary Wellemeyer. Board members read the BOT Covenant together out loud. Board and staff responded to a question raised in *Governance and Ministry* by Dan Hotchkiss: **How has this church moved your spirit in the last month?**

Approval of Consent Agenda:

The Consent Agenda contained the following items:

- March 18th Minutes
- Rev. Abhi Janamanchi Report
- Rev. Heather Janules Report
- Church Administrator Sara Deshler Report
- IDRE Karen Scrivo Report
- Liaison Reports: REC, Facilities, Partnership Church, Worship, SJC

Anne Fretz moved, and Ariel Mora seconded, the approval of the Consent Agenda; it was approved by unanimous voice vote.

Task Follow-up: Review of the Action Items from the March Board meeting was dispensed with because many of the items would be discussed during the meeting. Board members and staff should refer to the current list for responsibilities to be completed in upcoming weeks.

Approval of delegate to the General Assembly:

Anne Fretz moved, and Kate Curtis seconded, that the Board approve Linda Gianessi as delegate to General Assembly. The motion was approved by unanimous voice vote.

Board sign-up for Upcoming Events:

Anne Fretz circulated sign-up sheets for upcoming spring events: Spring B Coffee Hour; April 27th Congregational Conversation; Leadership roundtable; June 1st Special Congregational Meeting.

Treasurer's Report:

--**2013-2014 Budget Status:** Stew Grubman distributed the Treasurer's Financial Report for April 2014 (**Appendix A**) and reported that the planned budget is on target as long as outstanding pledges for FY13-14 are received. He suggested that the Stewardship Team might need to help bring in the remaining pledge income. He pointed out that plate income has increased this year and rental income is up. The auction proceeds are at the budgeted level though the final dollar amount has not yet been determined. Facilities and Grounds expenses are over budget for the year, but the Bridge the Gap income has helped to defray the costs.

--**Stewardship Progress Report:** Sandy Shaw and Bob Harrison, Co-Chairs of the Stewardship Team, reporting on the progress of the Mission Possible pledge campaign, stated that pledges for FY14-15 are now at 75% of the goal and that the team has begun reaching out to 130 pledge units who have not yet responded. Several non-team members have volunteered to assist with this effort by making phone calls to those who have pledged in the past but not yet this year, keeping the conversations positive and focusing on the exciting changes taking place at Cedar Lane. It is hoped that good progress will be made by the June 1 Special Congregational Meeting when the team will report to the Congregation.

Regarding those who haven't fulfilled their pledges yet for this fiscal year, Bob suggested sending personalized letters from the church bookkeeper to remind them of their obligation.

Don Bliss proposed creating a Legacy Circle of ----- church members to encourage them to remember Cedar Lane in their estate planning, perhaps sponsoring an in-home dinner with an estate planning specialists to explain various options.

--**Capital Budget Policy:** Referring to the Capital Budget Policy (**Appendix B**), John Wing explained that there would be minor edits to change the format of the document and to shorten it before it would be placed in the new Board Policy Manual. Maryann Dillon, Co-Chair of the Blumenthal Futures Fund Task Force, mentioned that her committee supports the policy.

Tim Persons moved, and Maryann Dillon seconded, that the Board generally approve the Capital Budget Policy subject to appropriate modification for inclusion in the policy book; it was approved by unanimous voice vote.

--**Condominium Bequest:** Cedar Lane recently received a condo bequest from a church member. John Wing distributed the Motion on Dan Wilson Condo Bequest (**Appendix C**), pointing out that the motion outlines the decisions made by the Finance Team regarding the bequest, including deputizing the Board Treasurer, in consultation with the Finance Committee Chair and the Church Administrator, to make all necessary decisions to receive and then to sell the condo. The Board will make decisions regarding the use of the proceeds from the sale. During discussion, it was suggested that "in consultation with the Finance

Committee Chair” be changed to “in consultation with the current Finance Committee Chair, Michael Lentz.”

John Wing moved, and Tim Persons seconded, that the Board approve the Motion on Dan Wilson Condo Bequest as amended to change the wording from “in consultation with the Finance Committee Chair” to “in consultation with the current Finance Committee Chair, Michael Lentz.” The motion was approved by unanimous voice vote and is attached hereto in its entirety.

Updates on Blumenthal Funds: Maryann Dillon reported that to better accomplish their goals, the Blumenthal Futures Fund Task Force members have divided into three subgroups, each focusing on a specific area: 1) Immediate facilities needs; 2) Meeting with key stakeholders, such as committees and staff to determine longer-range facilities needs; 3) Communications.

Status Report on Evaluation of Senior Minister: Anne Fretz, member of the Senior Minister Evaluation Task Force, reported that the group has been gathering information regarding evaluations from a variety of sources and would meet on Thursday, April 17 to develop a procedure for evaluating the senior minister. She stated that Elsie Durland has agreed to assist the Task Force.

Status Report on Evaluation of Interim RE Program: Don asked for Board volunteers to develop and carry out an evaluation of the Interim RE program. He mentioned that because Interim RE Leader Karen Scriver’s term is up on June 30, the evaluation should take place in May. Maryann Dillon and Susannah Vesey agreed to assist Don with this task.

Governance by Policy:

-Report of the Governance Task Force: Bill Zelmer reported that the Report of the Governance Task Force (**Appendix D**) was written with input from all members of the Governance Task Force. He mentioned that the Task Force shared the full report with consultant Dan Hotchkiss, who suggested several minor changes and complimented the group on a job well done. Board members also acknowledged the countless hours that went into writing the report and creating the Board Policy Manual and expressed appreciation to the Task Force for its efforts. Bill explained that the report has three sections:

PART 1: This section includes an introduction, background information, goals and the tasks of the Governance Task Force, as well as the Philosophy of Governance Statement. In addition, it outlines the Board’s plan for a phased rollout of Governance by Policy, the transition to ministry teams and a description of the rollout year. This will be recast and communicated to the Congregation prior to the June 1st Special Congregational Meeting. Copies will be made available at the April 27th meeting of lay leaders and it will be posted on the Cedar Lane Website.

Recognizing that there may be some edits still to be done, Lyn Peters moved, and Maryann Dillon seconded, that the Board accept the Report of the Governance Task Force; the motion was approved by unanimous voice vote.

PART 2: This section contains the Motion on Authorization of the Rollout Year for Governance by Policy (**Appendix E**) to be presented at the Special Congregational Meeting

on June 1st. Tim will make the motion on behalf of the Board, followed by a discussion and a call of the question on whether to proceed with the phased rollout. It was mentioned that some background information would need to be given at the meeting to inform members who haven't been following the plans to move to Governance by Policy. The proposed motion follows:

- . *Proposed Motion on Authorization of the Rollout Year for Governance by Policy: To authorize the Board of Trustees to proceed with implementing governance by policy (GBP) during a rollout year of July 1, 2014 – June 30, 2015, consistent with the Philosophy of Governance Statement affirmed by the Board on January 15, 2013; further, To require the Board of Trustees to report periodically to the Congregation on progress in the rollout of GBP; further, To require the Board of Trustees at the next annual meeting of the Congregation to (1) report on the overall status of GBP at Cedar Lane and (2) propose any necessary Congregational authorizations for additional development or adoption of governance by policy.*

Maryann Dillon moved, and Michael Murray seconded, that the Board approve the motion; the motion was approved by unanimous voice vote.

PART 3: This section includes Proposed Bylaw Amendments (**Appendix F**) as follows:

Proposal A: Amendment of “Article II. Trustees”— *Amendment of this article is proposed to charge the Board with responsibility for (1) establishing a process for engaging Cedar Lane members in creating the Congregation’s mission and vision and (2) developing annual priorities and goals to advance the Congregation’s mission and vision. It is also proposed to delete a provision that requires Trustees to serve as liaisons with standing committees, to be consistent with changes proposed in the Bylaws article on Standing Committees.*

Dan Hotchkiss recommends adding the word “statements” following the word “vision” in Lines 114 and 115.

Maryann Dillon moved, and Ariel Mora seconded, that the Board present Proposal A to the Congregation on June 1 as approved by Dan Hotchkiss; the motion was approved by unanimous voice vote.

Proposal B: Amendment of “Article III. Members”--*Amendment of this article is proposed to remove operational details related to member financial contribution and to require the Board to adopt policies on (1) a path to membership for persons wishing to join the Congregation, (2) entitlement to vote at congregational meetings, and (3) obligations of sustaining membership.*

Paul Strella moved, and Stew Grubman seconded, that the Board present Proposal B to the Congregation on June 1; the motion was approved by unanimous voice vote.

Proposal C: Amendment of “Article VI. Social Justice Council”--*The leaders of the Social Justice Council have advised the Governance Task Force and the Board of Trustees that this article is antiquated and imposes unnecessary procedural burdens on the social-justice work of Cedar Lane. Based on these in-house consultations, and in consideration of the successful social-justice processes of other UU congregations, the GTF and Board believe that social-justice work at Cedar Lane would be more vibrant and effective if it were conducted as an*

integral part of the Congregation's ministry through ministry teams. Hence, we propose to delete the entire Social Justice Council article from the Bylaws. The elected members of the current Social Justice Council would constitute the core of the new social-justice ministry team.

It was pointed out that the current Social Justice leadership endorses the amendment. To focus attention on this support, it was recommended that the amendment be presented to the Congregation by one of the Social Justice leaders.

Maryann Dillon moved, and Ariel Mora seconded, that Proposal C be presented to the Congregation on June 1.

Vicky Strella suggested changing the word "antiquated" to "outdated."

Maryann accepted Vicky's suggestion. The motion was approved by unanimous voice vote.

Proposal D: Amendment of "Article VII. Leadership Development and Nominations Committee"--*The GTF and Board have observed that it has not been feasible for this congregationally elected committee to conduct a formal leadership development program in addition to its primary function of nominating candidates for its own committee and for the Board of Trustees. Further, the Board believes that leadership development at Cedar Lane should be a continuous function of ministry. Hence, a Bylaws amendment is proposed to reconstitute this body strictly as a Nominating Committee elected by the Congregation. The amendment would also remove the requirement that the number of committee members be divisible by three, which has been found to be constraining. The Board will request that the Senior Minister (working with senior staff) create a formal leadership development program that includes a process, conducted in collaboration with the Nominating Committee, for identifying individuals with demonstrated leadership skills.*

Paul Strella moved, and Michael Murray seconded, that the Board present Proposal D to the Congregation on June 1; the motion was approved by unanimous voice vote.

Proposal E: Amendment of "Article VIII. Standing Committees," and Addition of a New Article on Engaging Members in Ministry--*Amendments to this article are proposed to (1) clarify that committees advise the Board on its work and (2) require the Board to delegate to the Senior Minister responsibility for establishing a method of engaging members of the Congregation in the ministry work of the Church. These changes are consistent with current plans for implementing GBP.*

In discussion, it was noted that some existing committees would transition gradually to ministry teams so that there would be time to tailor their needs to the new structure.

John Wing moved, and Ariel Mora seconded, that the Board present Proposal E to the Congregation on June 1; the motion was approved by unanimous voice vote.

-Board Policy Book: Dian Belanger and Debbie Goodwin distributed copies of the Cedar Lane Unitarian Universalist Church Board Policy Manual to Board members and staff, pointing out that the Table of Contents is divided into five sections: I) Vision and Strategy, II) Governance, III) Delegation of Management Authority, IV) Guidance and Limitations, V) Oversight. They mentioned that the words in the manual highlighted in yellow raised issues that the Board might want to address by asking these questions: 1) Is this in keeping with the principles of Governance

by Policy, 2) Is there a better way to do this? 3) Is this how things are being done today?

For instance, a question arose regarding the highlighted words “in the Record Book” on p. 7 that makes reference to an official record kept by the Board Secretary. Don noted that the Record Book is mentioned in the Bylaws, but no one present at the meeting could recall this being used at Cedar Lane. Abhi explained that in the past many churches kept such record books to record all Board motions as well as marriages, deaths, etc.

In any case, Don emphasized that the Board Secretary should keep the Board Policy Manual up to date as revisions are made. This should be done in coordination with a staff member who would maintain an online version. When updates are made, the cover sheet should be replaced with a new one reflecting the date of the change. Debbie and Dian will meet with the Board Secretary, Assistant Secretary and incoming Assistant Secretary to discuss the proper upkeep of the manual.

Don asked Ariel to write a short explanation of the process for developing the vision statement and the core values statement to be added to pp. 2 and 3 of the Board Policy Manual.

John pointed out that two Board policies are not yet included in the Manual, the Operating Budget Policy and the Capital Budget Policy.

Debbie requested that Board members read the Policy Manual prior to the May Board meeting and email editing suggestions to her. Following further discussion at the May meeting, the Governance Task Force will ask the Board for preliminary approval of the manual. Final approval will take place at the June Board meeting, at which time previous Board policies will be rescinded. After passage, the manual will be placed on the Cedar Lane Website.

Communications Strategy Update: Michael Murray reported that he is assisting Tim with plans for the April 27th meeting to discuss Governance by Policy with lay leaders. Susannah volunteered to organize a light lunch to be served prior to the meeting.

Spring B Coffee Hour with the Board will be held on four Sundays in the Lounge, providing opportunities for church members to drop in and ask Board members questions on any topic, including the proposed change to Governance by Policy. Michael recommended that a notice be placed in the Order of Service each Sunday during Spring B.

Roundtable: The Roundtable meeting of chairs and lay leaders will be held on Friday, May 30 at 7:30 pm in the Sanctuary. This will be the final meeting of the group, and the format will not include reports from the chairs of committees as it has in the past. Instead, the meeting will focus on discussing Governance by Policy with Congregational leaders.

Special Congregational Meeting: The Special Congregational Meeting will be held on June 1 at 11:30 am. Following a discussion of Governance by Policy, there will be a vote to approve the rollout and a vote to approve the amendments. The meeting will also include a presentation of the FY14-15 budget and reports from the Stewardship Team and the Blumenthal Futures Fund Task Force.

Committee Liaisons: When meeting with committees, Board liaisons should continue to discuss the details of Governance by Policy and transitioning to teams. If appropriate and feasible, it was suggested that liaisons use the PowerPoint presentation to generate discussion and questions.

June Board Retreat: The Board Retreat will be held on June 20-21 with dinner for the outgoing

and new Board on Friday evening and meetings for the new Board on Saturday from 9:00 am – 3:00 pm. Consultant Dan Hotchkiss will attend.

Election of the Chair-Elect for FY 2014-15: Tim announced that Lyn Peters has been nominated to be Chair Elect for FY 2014-15, effective July 1, 2014.

Tim Persons moved, and Stew Grubman seconded, that the Board elect Lyn Peters to be Chair-Elect for FY 2014-15; the motion was approved by unanimous voice vote.

UUA Award: Abhi announced that the Rev. Dr. Kenneth T. MacLean, Minister Emeritus of Cedar Lane, would receive the UUA Board of Trustees Distinguished Service Award at the General Assembly in June.

Closing Words: Lyn Peters read a poem titled “Saying No” by Campbell McGrath, published in The New Yorker on April 14, 2014.

Adjournment: The meeting concluded at 9:40 pm.

Respectfully submitted,

Anne J. Fretz
Secretary, Board of Trustees

Appendix A- Treasurer’s Financial Report for April 2014

Appendix B- Capital Budget Policy

Appendix C- Motion on Dan Wilson Condo Bequest

Appendix D- Report of the Governance Task Force

Appendix E- Motion on Authorization of the Rollout Year for Governance by Policy

Appendix F- Proposed Bylaw Amendments

Dates for Your Calendar:

- April 27, Spring B Starts
- April 27, Noon Congregational Conversation on Governance by Policy
- May 4, Frank Sullivan and the Dirty Kitchen Band
- May 18, All church picnic, Spring B ends
- May 20, Board meeting--Closing words- Paul Strella
- May 30, 7:30 pm Leadership Roundtable—Sanctuary
- June 1, Special Congregational Meeting—GBY and FY 2015 Budget
- June 20-21, Board dinner and new Board retreat

