

Minutes

Board of Trustees, First Unitarian Church of Oakland
January 27, 2009 – 7:37 to 10:00 p.m.

Trustees Present: Richard Bruehl, Dan Goss, Jon Greer, Noemi de Guzman, Claire Eustace (Vice President), Chris Palm (Secretary), Mark Savage (President), Gail Schulz (Treasurer) and Charles Williams.

Others Present: Eva Bunce (scribe), Rev. Michelle Favreault (Minister for Religious Education), Rev. Kathy Huff (Senior Minister), Charles Masten and Charla Weiss (Executive Team), Liam Alequire, Giselle Ampuero and Roger Hallsten (visitors).

1. Claire Eustace led the opening.
2. **Consent Calendar** – Claire Eustace moved, Gail Schulz seconded a motion to approve the minutes of the December, 2008 meeting; approve the confidential minutes of the executive session of the December, 2008 meeting; approve setting March 15, 2009 as the date for the annual meeting; approve amending Board Policies to change financial reports from monthly to quarterly; nominate Gini Courter as UUA Moderator; and sponsor Mary Foran to be a UU minister. Approved.
3. **Discussion of the consultants' draft report and meeting with Board members and congregational retreat** – feelings and impressions surrounding the experience were expressed. Comments included that the report dealt with the existing polarities within the congregation, the need to reach outward in order to live out our ideals, and the need for purpose behind the recommendations. Some felt depressed as they heard the critique and wished for an assessment in addition to a mirror of what had happened. Some stated that it is important to remember that the report focuses on just one small portion of the work and efforts of First Unitarian Church of Oakland. Also expressed was the need to “pick ourselves up, dust ourselves off, and get going”, and the hope that the three new Trustees will need to be dynamic individuals.

It was agreed that, except for planning to maintain an on-going relationship with consultants Jacqui Lewis and John Jenkins, the Board should wait for the consultants' final report and recommendations to give further consideration and action on next steps. This was expected within the next two weeks.

4. **Annual Congregational Meeting Board Policy Amendment** – Claire Eustace moved, Jon Greer seconded a motion to amend board policy to include the requirement that the nominating committee will collect statements of interest

from all persons interested in serving on the Board and the Board will distribute those statements to the congregation immediately after the February board meeting as well as with the materials for the congregational meeting. To ensure that the entire congregation has minimal advance notice of names and statements of interest of all who seek election as Trustee, the amendments delete the provision for nominations from the floor and require interested candidates to notify the chair of the nominating committee by February 15. Approved, as attached.

5. **Annual Congregation Meeting Rules of Procedure Amendments** – Gail Schulz moved, Claire Eustace seconded a motion to add two rules to the rules of procedure for congregational meetings. The two rules direct the church manager to provide a list of members who are eligible to vote, as already defined in the Church's Bylaws, and provide that voting for Trustee will occur by paper ballot because the number of candidates for Trustee may exceed the number of open positions. Approved, as attached.

Gail Schulz moved, Dan Goss seconded a motion to approve a rule that requires all speakers to use one of the microphones and be recognized by the moderator before speaking. Approved, as attached.

6. **Hamilton Hall renovation** – Gail Schulz reported on the financial considerations relating to the renovation of Hamilton Hall and the need for a resolution by the Board of Trustees to authorize a construction loan of \$1.1 million that would then be converted to an amortized loan at completion of construction. Gail Schulz moved, Noemi de Guzman seconded a motion to approve the resolution, as presented, to authorize the Church to secure a construction loan of up to \$1.1 million for purposes of completing the seismic retrofit of Hamilton Hall, so long as the congregation subsequently ratifies it at a congregational meeting. Approved, as attached.

Claire Eustace moved, Chris Palm seconded a motion to call a special congregational meeting on February 22, 2009, to vote on whether to ratify the proposed resolution.

7. **Transforming our learning community** – Rev. Michelle Favreault reported on the current state of our educational ministries and sketched some of the adaptive changes needed to transform our learning community and educational ministries in the directions we've been discussing for the past year.
8. **Annual Priorities discussion** – The Board must adopt set annual priorities for the coming year and present them at the annual congregational meeting. Discussion centered around the consultants' expected recommendations,

educational ministry, accountability and transparency, the expansion of Vision 2012 into our Ends Policies, stewardship and then a question about whether setting priorities is even necessary.

9. Claire Eustace led the closing.

Respectfully submitted,

Eva Bunce, Scribe

M. Nominating Committee:

1. The Board of Trustees establishes a nominating committee as an advisory committee of the Board. The nominating committee comprises two Trustees and a representative of each of the existing Councils. The Minister confers with the committee as well.
2. Every September, the Board shall appoint two Trustees to the nominating committee, for terms of one year, and shall appoint one of those Trustees as the chair of the committee. The chair of the nominating committee then asks each Council to appoint a representative for a term of one year.
3. The nominating committee shall review the existing job description for Trustee and recommend any changes for approval by the Board in advance of the annual search for new Trustees. The committee shall also assess the Board of Trustees's particular needs as one factor in the committee's search for new candidates.
4. At least three months before the annual meeting, the committee shall notify the congregation that there will be vacancies on the Board of Trustees upon the expiration of certain Trustees' terms, and encourage members of the congregation to notify the committee of their interest in being a candidate for Trustee by a specified deadline. The committee shall publish the notice and invitation broadly, at various times, to ensure that the congregation is informed. The committee may also approach members of the congregation directly to inquire about their interest and availability to become a candidate for Trustee.
5. With each member who expresses interest, the committee shall share a copy of the job description, the current Bylaws, the current Board Policies and Limitations, and any other materials the committee deems appropriate, and generally discuss what serving as Trustee requires.
6. The committee shall work to identify a sufficient number of candidates to fill the anticipated vacancies on the Board of Trustees. ~~To be considered for election at the annual meeting in March, a member of the congregation must notify the chair of the nominating committee before February 15.~~ The committee shall notify the Board ~~before its February meeting~~ of all ~~such~~ members who request to be considered for election as Trustee, and the Board of Trustees shall ensure that the agenda for the annual meeting includes their candidacies.
7. ~~The committee will collect statements of interest from each candidate and will provide those statements to the congregation immediately after the Board's February meeting, and with the agenda distributed at the annual meeting.~~
8. ~~In the case of a vacancy between annual meetings, the nominating committee shall recommend a member or members of the congregation for appointment by the Board of Trustees.~~
9. ~~In all of its work, the committee strives to welcome the presence and participation of, and to provide an intentionally affirming environment for, the diversity of cultures, races, sexual orientations, gender identities, classes, ages, abilities, theologies, and religious heritages.~~

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Section M adopted September 23, 2008, ~~amended January 27, 2009~~

RULES OF ORDER

1. In accordance with the by-laws, only members of the congregation may vote. A simple majority of members present (based on the initial quorum count) will be sufficient to act on behalf of the entire membership
2. Voting shall be by raising hands. Votes are “up or down,” with allowance for minor, friendly amendments at the discretion of the Moderator. If there is a need for discussion which cannot be completed within the time allocated on the agenda, the matter will be referred back to the Board of Trustees with the charge of arranging for an opportunity for congregational discussion and vote, if needed, within the next 60 days.
3. Discussion must be limited in order to complete the agenda in the time allotted:
 - a. Any person may speak only once to an issue.
 - b. Comments should be brief and to the point.
 - c. The Moderator may limit comment.
4. Any modification of the rules is at the discretion of the Moderator.
5. Robert’s Rules of Order apply, except that the above rules will prevail in the event of conflict.
6. The Church’s bylaws specify that members with recorded contributions at the rate of \$100 per year are eligible to vote. Accordingly, the church manager will provide the secretary of the congregational meeting with a list of the names of those members who are eligible to vote at the congregational meeting.
7. Because the number of candidates for Trustee may exceed the number of open positions, voting for Trustee will occur by paper ballot. The secretary of the congregational meeting will cause paper ballots to be distributed to those eligible to vote.
8. All speakers at the annual meeting must use one of the microphones to speak. Before speaking, speakers must be recognized by the Moderator.

Adopted by the Board of Trustees
Amended January 27, 2009

Resolution of the Board of Trustees of the First Unitarian Church of Oakland

January 27, 2009

The Congregation of the First Unitarian Church of Oakland, at a congregational meeting in September 2007, resolved that “we, the congregation of the First Unitarian Church of Oakland, do hereby approve undertaking a Capital Campaign to take place early in 2008 for the purpose of raising the funds needed to make our sanctuary, Hamilton Hall, safe in the event of an earthquake.” In furtherance of that resolution, the 2008 Capital Campaign was held.

In order to proceed with construction while funds are being collected pursuant to this Capital Campaign, The church needs to obtain a loan in the amount of not to exceed \$1,100,000.

Community Bank of the Bay has expressed interest in making such a loan to the church. In order to secure this loan, the church must adopt appropriate enabling resolutions. The Board of Trustees has the authority to adopt a resolution authorizing the Executive Team to proceed with the seismic retrofit project and to secure financing, but also desires that the voting members of the congregation ratify the Board’s resolution.

Now therefore, be it resolved:

The Board of Trustees authorizes the Executive Team to obtain a loan not to exceed \$1,100,000, on reasonable terms, secured by a First Deed of Trust on the property of the church, if this action is ratified by a vote of the congregation at a duly called special meeting of the congregation.

The Board of Trustees hereby authorizes Charla Weiss, Church Manager, to sign on behalf of the church all documents related to obtaining the loan, and all other documents needed to pursue the revised Hamilton Hall project.