

**FIRST UNITARIAN CHURCH OF OAKLAND**  
**Board of Trustees Meeting Minutes**  
**September 22, 2009 – 7:30 to 10:00 PM**

**Trustees Present:** Rinda Bartley, Dan Goss (Vice President, Acting President), Jon Greer (via Skype video call), Noemi de Guzman (Secretary), Gail Schulz (Treasurer), Bev Smrha, Charles Williams

**Others Present:** Eva Bunce (scribe), Rev. Kathy Huff (Senior Minister and Executive Team), Cat Ishida (Intern Minister), Charles Masten, and Charla Weiss (Executive Team)

Dan Goss led the opening and chalice lighting.

**Agenda Approval** – To allow Trustees sufficient time to review meeting materials, the Board will follow the practice of having materials due by 24 hours prior to meetings. The topic, “Appointment to Vacant Trustee Position,” was changed from an action item to a discussion item. Rinda Bartley moved, Charles Williams seconded a motion to approve the amended agenda. Approved unanimously.

**Consent Agenda** – Gail Schulz moved, Noemi de Guzman seconded motion to approve minutes of August 25, 2009, Board meeting and the updated minutes of April 2009 Board meeting; and to acknowledge receipt of Steering Committee memo on action between meetings, receipt and acceptance of resignation of Roger Hallsten, and delay of scheduled reports. Approved unanimously.

The following items were received the day of the meeting and will be acted on at the October meeting: special report from Executive Team, Senior Minister’s report.

**One Voice Policy Clarification (Bev Smrha)** – Four Board members (Roger Hallsten, Bev Smrha, Gail Schulz, and Charles Williams) comprised the group charged with evaluating the One Voice Policy. Ingrid Mittermaier met with Board members and provided a seminar on California’s law governing non-profit organizations. Her advice was that because the Board has an over-arching fiduciary responsibility it is best practice that as a body it speak with one voice. While a Board member can say they do not agree with a Board decision, they must abide by the Board decision. This policy is not originate with the Carver model of governance, nor is it unique to the Board. This requirement preserves the integrity of actions, and individual interests become secondary when part of a group. The congregation needs to be made aware of this requirement and the reasons for it.

It was observed that some members of the congregation desire for greater access to the Board, where decisions are made. Suggestions for improving access include posting the agenda for Board meetings in advance and providing time at meetings for member input about agenda items.

Bev Smrha, Gail Schulz, and Charles Williams recommend the following language to clarify this Board's interpretation of the policy, without revising the policy:

"Board speaks with one voice," means that Board members recognize that authority for decisions resides with the Board as a whole, not individual members. Board members are expected to inform themselves on all matters that come before the Board, including seeking input from other members of the Congregation. However, once the Board has reached a decision on a matter, each Board member is expected to support that decision and its implementation in the Congregation. Since the actual vote on any matter is recorded in the minutes of the Board meeting and is published to the Congregation, a Board member may report his or her vote to any Congregant.

Any Board member is free to seek reconsideration of a Board decision at any time, but must do so by working within Board process, and not by going outside the Board to the Congregation to solicit support or encourage non-compliance with the decision.

When dealing with matters of Board policy or Board decisions, a Board member must forego expressing disagreement with such board policy or decisions in ways otherwise available to Congregation members, in order to support procedural integrity and Board process.

Rinda Bartley moved that this language be used in a *Sower* article to explain this Board's interpretation of the one voice policy; Noemi de Guzman seconded. Approved unanimously.

**Revised Nominating Committee Policy (Noemi de Guzman)** – Revisions to the policy, requested at the last Board meeting, have been incorporated into the latest version. In addition, the policy was changed so that in the case of a vacancy between annual meetings, responsibility did not necessarily reside with the nominating committee to recommend a member or members of the congregation for appointment by the Board; this change allows for a more expedited process. Gail Schulz moved, Bev Smrha seconded motion to accept the amended Section IV.M, Trustee Nominating Committee. Approved unanimously.

**Appointment to Vacant Trustee Position (Noemi de Guzman)** –Article 5, Section I(b) of the Bylaws govern this action. There is a need to act quickly because the Board is currently missing two members with Claire Eustace on family leave for the next few months. At this time the Leadership Development Team has not had the time to match people to tasks. Last year the Council of Conveners identified potential candidates. Dan Goss, Charles Williams, and Bev Smrha will form an ad hoc committee which may expand to include the Leadership Development Team to identify a replacement trustee. Dan Goss will convene this committee.

**Endowment Fund Policy (Gail Schulz)** – Very few people attended the meeting introducing the Endowment Fund Policy. The only funds available for an endowment fund must be specifically named for an endowment. California law covers how disbursements are handled. People to administer these funds will be named by the end of the year. The Policy for Endowment Fund

will be added to Board policies. Rinda Bartley moved, Bev Smrha seconded motion to add this policy as a stand-alone policy. Approved unanimously.

**Process Observations** - Charles Williams and Gail Schulz commented on the meeting.

**Celebrating Re-Dedication of Hamilton Hall (Gail Schulz, Kathy Huff)** – This is a chance not only to give thanks to all those who made the retrofitting of Hamilton Hall possible but also to raise our visibility in the community and reach beyond the UU community. There is already publicity planned, including participation in a historic tour and coverage in a Tribune column to be published in late October. Linda Propert and Kelly Jonick have volunteered to organize this event, and Kathy Huff has some ideas about honored guests, including former ministers Rob and Jann Eller-Isaccs. At this time, there are no funds available and funding needs to be addressed. We may have access in late October, but a big event should probably wait until sometime in January.

**Subcommittee Recommendations on Consultants' Report (Dan Goss)** – The recommendation from the subcommittee is for one person from the Board to be part of a team to report to the congregation the work the Board, the Executive Team, and Journey Towards Wholeness Team have done in response to the recommendations. The Board has not yet communicated to the congregation the breadth of their efforts to implement the recommendations. In addition the Board needs to have an in-depth discussion about the content of the recommendations and the responses of various working groups. This work then needs to be communicated to the congregation at large. The Board members will engage in an on-line discussion with a focus on possible changes. Gail Schulz will post a summary of responses.

**Stewardship Committee report (Jon Greer)** – Jon Greer is starting the process of building strong foundation as we move into this year's stewardship campaign. Materials for the campaign will be available the first week in October. Training sessions for volunteers will be held on October 10 and 13. More volunteers are needed, and Board members are expected to take an active part in the campaign.

**Process Observations** – Bev Smrha and Noemi de Guzman commented on the meeting.

The meeting was adjourned at 10:00 PM.

Respectfully submitted,

Noemi de Guzman, Secretary

*Approved October 27, 2009*