

# First Unitarian Church of Oakland, Board of Trustees Meeting

April 23, 2013

Present: Andy Lee, Randall Wright, Claudia Morgan, Margaret Woodside, Giselle Ampuero, Rev. Kathy Huff, Brian Jeffries, Robert Crowe, Jill Miller, Chris Sutherland, Dan Goss, Jaki Lee, Anne Lown (this constitutes all members of the old board and all members of the new board)

Guests: Liam Alequire, Dick Bailey, Bev Smrha, Charlotte Dickson, Jack Macy, Noemi de Guzman, Julie Baeder, Molly Hermes, Tom Haw

The board meeting convened at 7:15 pm.

Opening reading: Giselle Ampuero

Rev. Kathy Huff thanked Giselle and Bob, the two outgoing board members and presented them with a gift.

Litany of welcome reading was read by new, old and all board members.

## **Election of new officers**

**Motion:** Margaret moved to elect Chris to be the president of the Board of Trustees (BoT).

Brian seconded the motion.

All voted in favor with one abstention.

**Motion:** Claudia moved to elect Dan Goss as Vice President.

Margaret seconded the motion.

All voted in favor with one abstention.

**Motion:** Claudia moved to elect Anne as secretary.

Margaret seconded the motion.

All voted in favor.

**Motion:** Margaret moved to elect Brian as the treasurer.

Chris seconded the motion.

All voted in favor.

## **Consent Agenda**

The March minutes were removed for correction.

The agenda for April 23, 2013 was removed for further discussion.

Minutes for the February meeting were approved.

Receipt of the Senior Minister's report and the Asset Report was acknowledged.

The 4/23/13 agenda was modified to include discussion of the monitoring committee work. The time for the item “Board Practices” was modified to be 2 minutes and “Monitoring Committee discussion was added at 8 minutes.

### **Board Practices**

**Dan Goss**

During the BoT training there were break-out discussions on best board practices. Claudia took notes in her group (business practices) and Andy took notes in his group (board communication). Both parties will type up their notes and distribute to the board for the next meeting in May.

During the training we had discussion about how the agendas will be established and the following agreement was made.

- 1) The board chair will elicit agenda items for next meeting at the end of the current meeting.
- 2) Officers will create the agenda at least one week in advance or regularly scheduled board meetings and distribute it to board members.
- 3) Any items suggested at the end of a BoT meeting that did not go on that meeting’s agenda will be included at the end of that agenda to be saved for a future meeting.
- 4) Agenda and reports will be posted one week prior to the scheduled meeting.
- 5) Each agenda will include committed time (15 minutes) for the multicultural activity.

### **Monitoring Committee Report/Discussion**

**Anne Lown**

The monitoring committee has developed a plan to monitor both the executive performance and the ends goals as formulated and interpreted (Executive Interpretation of High Level Ends – 2011) by the past board members. The monitoring committee plan was developed based on

- the Board Policies document, section III, Executive Role and Limitations (Amended Jan 2012 to clarify Stewardship language) and section V, G and
- An educational session with Robert Latham, Pacific Central District Executive Director and
- By studying other UU congregations practices and
- The explicit directive from the previous board that close monitoring of the sole executive be conducted when she was first appointed as sole executive.

Action: The monitoring committee will submit two documents to BoT members for discussion at the next meeting: 1) a suggestion for the first steps in the implementation of the monitoring plan; and 2) notes from the training session with Robert Latham. The monitoring committee will request to be given the power to proceed. Documents will be submitted 2 weeks in advance of the next scheduled BoT meeting and members are encouraged to make comments on the document in preparation for the discussion.

**Motion:** Dan Goss expressed interest in joining the monitoring committee.

Claudia made a motion to have Dan join the monitoring committee.

Anne seconded the motion.

Dan was elected unanimously to join the monitoring committee.

**Connecting with the Fund for the Future Committee** **Brian Jeffries**

The committee is now called the “Fund for the Future committee.” The goal of the committee is to figure out a sustainable way to fund the calling of Rev. Jacqueline Duhart and to retire the Capital Campaign debt.

The Fund of the Future Committee is currently a committee of the BoT. Brian asked that the committee be removed from the BoT oversight and be structured as a committee of the executive, consistent with policy governance model.

**Motion:** Brian moved to disband the Fund for the Future committee as a committee under the BoT.

Claudia seconded the motion.

Unanimously approved.

Brian will report to the BoT as needed and reflecting the pace of the work.

**Connecting with the Coordinating Team-Fiscal Health** **Julie Baeder**

Julie distributed a Budget to Actuals Financial Report. Highlights include the possible \$30,000 shortfall.

Other highlights from the budget include that fact that the Men’s Retreat made money this year, the Auction final financial report will be provided soon.

It is possible that \$30,000 in cuts will need to be made to balance the budget. It is not clear where these cuts will come from.

Molly Hermes was introduced. She will now be working with Julie as a partner on finances.

Tom Haw suggested that Julie/Molly present a balance sheet along with a Budget to Actuals at a future meeting. Julie/Molly agreed.

**Connecting with the Committee on Shared Ministry** **Charlotte Dickson**

In response to issues raised at the Annual All Church Meeting the Committee on Shared Ministry (COSM) met with ten people after church to hear about people’s concerns about the role of COSM. As a result of these discussions the COSM decided to withdraw the motion that was originally raised at the annual meeting (to become a committee of the congregation) and it will remain as a committee of the board. This structure best addresses concerns expressed in an after-church meeting where congregants wanted to be in closer touch with the COSM.

Charlotte announced that Noemi will be resigning from the COSM for personal reasons.

At the end of the month the COSM will have three vacancies since the COSM can have up to 6 people.

Charlotte proposed that we use the Nominating Committee to identify and appoint new COSM members.

**Connecting with the Senior Minister**

**Rev. Kathy Huff**

Rev. Kathy noted that she had:

- 1) Sent documentation of the liability policy for the BoT members and it has been posted on the BoT website.
- 2) Sent an asset management report to us
- 3) Will move forward with a contract to hire Rev. Jacqueline at  $\frac{3}{4}$  time for the next year starting at the time of the end of her current contract. The BoT can still move ahead to work towards calling Rev. Jacqueline. This hire provides her with job stability as the church works towards a call.
- 4) Trent signed a contract for another year.

BREAK

At 8:50 the BoT called a closed session for the remainder of the meeting.

**TASKS for follow-through**

- Claudia will write up notes from the board training on business practices
- Andy will write up notes from the board training on communication practices
- Anne will circulate monitoring aims and goals and notes from training with Robert Latham
- Nom Com will be given opportunity to identify and suggest new CoSM members.