

Unitarian Society of New Haven  
Minutes of the Board Meeting of the Board of Trustees  
June 11, 2015

*Accepted July 9, 2015*

Board Members Present: Mary Donohue, Rod Groff, Russell Heinrich, David Jones, Merrily Kaplan, Mary Losee, Holly Hawkins, Peggy Rae

Board Members Absent: Dan Gelperin, Suzanne Miller

Also Present: Fritz Hudson, Michael Kaczinski, Greg Seaman

M. Donohue called the meeting to order at 7:00 pm and P. Rae recorded the minutes. A quorum of Board Members was present, and the meeting proceeded with M. Donohue presiding.

Consent Agenda

Approval of Minutes from 5/14/15 Board Meeting

**MOTION** H. Hawkins, to approve Minutes; **SECONDED** M. Losee; **PASSED** unanimously, with two abstentions.

Lisa Comen Estate Lawsuit: Engagement of Pathways Legal Group

At the April 9, 2015 Board Meeting, Atty. Michael Kaczinski of Pathways Legal Group spoke with the Board about filing a lawsuit against Morgan Stanley to recover funds from deceased USNH member Lisa Comen's estate. Lisa, who died in 2005, named USNH as beneficiary of her IRA/401k account, held by Morgan Stanley; the firm has not responded to repeated requests by attorneys working on behalf of USNH to turn the funds over to USNH. The Board voted to authorize Pathways Legal Group to file a lawsuit against Morgan Stanley and approved up to \$500 to be used for filing costs. (See the Minutes of 4/9/15 Board Meeting for a more detailed account of M. Kaczinski's presentation and the Board vote).

At tonight's meeting, M. Kaczinski presented a formal letter of engagement and reviewed the terms with the Board. The Board agreed to the terms, and President M. Donohue signed the letter, a copy of which is attached to these Minutes (see Re: Engagement Letter, from Pathways Legal Group LLP to Board of the Unitarian Society, June 11, 2015).

**MOTION** M. Losee, that M. Donohue sign the June 11, 2015 Pathways Legal Group Engagement Letter provided by M. Kaczinski; **SECONDED** H. Hawkins; **PASSED** unanimously, with one abstention.

Mike explained that the next step in the process will be to send Morgan Stanley a demand letter. If this fails, then a lawsuit will be filed. The suit may take from 6 months to 3-4 years to resolve. During this time, Mike will provide regular updates to the Board President and meet with the Board when asked.

Although there will be no attorney's fees, there will be an initial cost of \$450 to file the lawsuit, and there may be additional costs later, e.g. for depositions. Any additional costs will require the Board's approval before they are incurred, and the Board will be given a cost-benefit analysis by Mike or a colleague before making its decision.

For USNH accounting purposes, G. Seaman will set up a line item (placeholder) for funding lawsuit costs and to keep track of expenses. Payments will be made upon receipt of an invoice from M. Kaczinski/Pathways Legal Group, and Mike intends to submit an invoice for the initial \$450 this week. The expenses will be offset by monies received when the estate matter is settled.

M. Kaczinski and G. Seaman departed the meeting at 7:27 pm.

### Executive Session

The Board met in executive session from 7:30 pm to 7:45 pm to discuss a personnel matter.

### Management Team Report

D. Jones reported that incoming Minister Megan Lloyd Joiner is already in regular contact with the Management Team and staff, although her official start date is not until August 1. The Board and Management Team agreed that she will be allowed to use funds from her professional expense account for reimbursement of costs associated with her attendance at this June's UUA General Assembly, even though the costs are incurred before she officially begins her USNH ministry.

David presented the Management Team's Ends Monitoring Report 2014-2015, which summarizes activities undertaken this year toward the achievement of USNH's stated Ends. The report, dated June 11, 2015, is attached to these Minutes.

In keeping with its requirement to monitor and report to the Board on governance policies, the Team examined compliance with Governance Policy 1.7, which deals with asset protection. Among other things, Policy 1.7 addresses insurance (including liability), maintenance of buildings and grounds for safe use and value, and financial controls. The Team found good compliance in these areas (see Report to the Board of Trustees on Asset Protection – 6/10/15, attached to these Minutes), but a more extensive review of major systems in the building will be done in August by Leland Torrence, in conjunction with the Management Team and members of the Building and Grounds Committee. The Team plans to set up a regular maintenance schedule and develop a capital budget.

As part of the Board's monitoring of Management Team performance, M. Donohue has sent paid and volunteer staff a questionnaire to evaluate compliance with Governance

Policy 1.3 (Treatment of Paid and Volunteer Staff). She expects to report on the results at next month's Board meeting.

The Management Team met with Megan Joiner, M. Donohue, and H. Hawkins, and it was decided that a third lay person will be added to the Team for next year. On July 1, Georgia Jennings will begin a two-year term on the Team, joining D. Jones, Sandy Frawley, and Megan.

### Treasurer's Report

M. Losee reported that the FY14-15 budget looks OK at this moment, although some expenses remain and it is not known how much additional income will come in before the books close at the end of July. She noted that due to a bookkeeping glitch, this month's balance sheet erroneously lists a negative balance of about \$87,000 in the capital fund; the balance is actually positive (about \$12,000).

### Orientation of New Board Members

The July 9 Board meeting will be devoted to familiarizing new Board members with a variety of Board activities. Topics will include the Board website, Policy Governance, finances, and the Board Meeting calendar. New members will be given access to the Board website prior to the meeting. Old members will share or pass on books about governance and leadership that have proved especially helpful.

### Final Interim Progress Appraisals

The Board and F. Hudson discussed their final Interim Progress Appraisals, which will be filed with the UUA Transitions office later this month. Board members agreed this has been a very fruitful year for USNH and thanked Fritz for his leadership, guidance, and good cheer during his ministry here.

### Other Business

The Board briefly discussed July tag sale logistics and the June 7 Congregational Meeting.

### Adjournment

The meeting was adjourned at 9:20 pm.



# PATHWAYS LEGAL GROUP LLP

INNOVATIVE PATHS. UNIQUE SOLUTIONS.

THEA MARTIN, ESQ.  
MICHAEL JACK KACZVNSKI, ESQ.

15 HOSLEY AVENUE, SUITE 9  
BRANFORD, CT 06405  
TEL: (203) 903-4529  
FAX: (203) 672-6509

June 11, 2015

Unitarian Society of New Haven  
700 Hartford Turnpike  
Hamden, Connecticut 06517

**RE: Eneagement Letter**

Dear Board of the Unitarian Society of New Haven,

Thank you for choosing Pathways Legal Group for your legal needs. You have requested that we represent your interests with regards to the Lisa Comen estate and Morgan Stanley. We are prepared to represent you based on the terms of this letter.

Specifically, we will undertake the following representation on a pro-bono basis: (1) the issuance of a demand letter on Morgan Stanley, and (2) the commencement of a suit against Morgan Stanley should the letter prove fruitless. Before commencing a lawsuit in this case, we require a deposit of \$450 for initial costs and fees. This money will not be spent on attorney's fees, but rather court fees, martial fees, postage, or any other costs incurred during the course of the representation. Be advised that more costs may be incurred as the case progresses. Your attorney will consult the board before incurring these expenses.

If any unearned money remains in trust at the conclusion of all work on this case, it will be returned to you in the form of a check. We will keep your file for at least two (2) years and you may request a copy at any time.

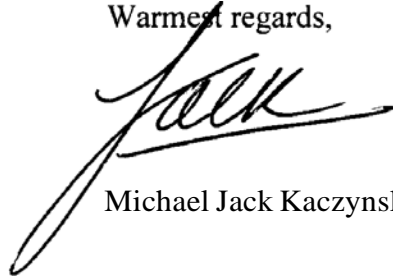
This representation will conclude once all work has been performed, or if you decide to discharge our firm from our duties. We may withdraw from representation with your consent, or without your consent if (1) you fail to pay any necessary cost, (2) you provide your attorney with false or misleading information, (3) any breach of this agreement, or (4) any other reason which might render continuing representation unethical or unlawful.

Please remember that we cannot guarantee a specific outcome in this case; no attorney can make such a promise. The nature of litigation and negotiation is such that no attorney can predict any particular outcome with complete certainty. However, we can promise that we will advocate for your interests to the best of our professional ability.

If you have read all of the above and you understand and agree to it, please sign below. If anything in this letter contradicts your understanding of our attorney-client relationship, please **do not** sign this letter and instead contact my office.

Otherwise, please sign below.

Warmest regards,



Michael Jack Kaczynski, Esq.

I have read and understood the above, and I consent to it. I am duly authorized by the board of the Unitarian Society of New Haven to retain counsel on behalf of the Unitarian Society of New Haven in the above matter.

Mary Donohue  
ON BEHALF OF USNH

Name: Mary Donohue

Position: President, Board of Trustees

# UNITARIAN SOCIETY OF NEW HAVEN

ENDS MONITORING REPORT 2014-2015  
Management Team – June 11, 2015

**We are a diverse, multi-generational faith community that**  
**- inspires lives of compassion and generosity**  
**- nurtures spiritual growth**  
**- cultivates transformative connections, and**  
**- creates a more just world**

**ENDS** (*What specific, measurable differences will we make and for whom?*)

## **AMONG**

*USNH is a congregation of welcome and connection, where people of all ages:*

*\* Treat one another with respect*

- > The Right Relations Task force Covenant "Community Conversations" were held (Jan)
- > A Covenant for Right Relations was adopted by Society Membership (Jun.7)
- > The Right Relations Task Force submitted a charge to a permanent Committee on Right Relations and is facilitating staffing the Committee

*\* Give and receive support in times of joy, sorrow and transition*

- > The Sunday Service Joys & Sorrows Sharing format was opened to more congregational input
- > The Lay Ministry program mission and limitations were clarified: long-term end-of-life support
- > The Lay Ministry Team & Minister began Pastoral Services coordination utilizing congregational input gained at the February 1 Sunday Service
- The Sunday Morning Team provided support in our joy at calling a settled minister.

*\* Give generously of ourselves and our resources*

- > A Founder's Sunday Service included recognition of Legacy Society members (Nov.9)
- > At the close of the Pledge Campaign 1<sup>st</sup> Ask (May 26), the results were reported as
  - 209 pledges received totaling \$463,409
  - 132 pledgers increased 2014-15 amount; 98 pledges increased by 10% or more
  - 20 pledgers from 2014-15 still unresponsive; their 2014 pledges totaled: \$23,110In comparison, at the close of the 2014-15 Pledge Campaign 1<sup>st</sup> & 2<sup>nd</sup> Ask (Sep), the results were reported were
  - 232 pledges received totaling \$469,149
  - 86 pledgers increased 2013 amount; 60 pledges increased by 10% or more

# UNITARIAN SOCIETY OF NEW HAVEN

ENDS MONITORING REPORT 2014-2015

Management Team – June 11, 2015

> The Endowment & Legacy Committee's recognition display naming Legacy Society Donors has been mounted in the Entrance Foyer

\* *Embrace diversity*

> Sanctuary hearing assistance system was upgraded (Nov.)

> The Kid's Service Team Mitten Tree collected and distributed winter wear to Waverly partners and Integrated Refugee and Immigrant Service clients (Jan)

> The "Hope's Nest" Welcome Program held monthly sessions (Jan-May)

\* *Engage in life-long learning*

> The Adult Religious Education Committee offered the Cakes for the Queen of Heaven program (Nov-Dec)

> The Society Membership's adopted 2015-2016 Budget funds expanding the DRE position to full-time to support adult education and spiritual formation (Jun.7)

## **WITHIN**

*Respecting different spiritual journeys, the people of USNH find inspiration and a safe place to*

\* *Develop our best selves*

\* *Grow spiritually*

\* *Live with more joy and open-heartedness*

\* *Experience a connection to something larger than ourselves*

\* *Find meaning and purpose in our lives*

\* *Articulate our Unitarian Universalist identity*

> The Membership Committee offered

\* 8 Sunday After-Service Newcomers discussions (Nov-Jun. monthly)

\* 3 Introduction to UUism programs (Dec;Feb;Apr) ~ 18 attended

\* 3 "Steps to Join USNH?" (Jan;Mar;May) ~ 20 attended

# UNITARIAN SOCIETY OF NEW HAVEN

ENDS MONITORING REPORT 2014-2015  
Management Team – June 11, 2015

## **BEYOND**

*The people of USNH, together and with our partners, act on our values in the larger world.  
We:*

*\* Advance justice in our community and beyond*

- > The Immigration Task Force advanced fair treatment of newly arrived immigrants from Central America
- > The Anti-Racism actively advocated for just policing practices in a Black Lives Matters rally

*\* Expand our understanding and awareness of social and environmental issues*

- > The Anti-Racism Task Force, in partnership with 3 Dixwell-UUC, co-sponsored 3 Sacred Conversations on Race. 40>75 were in attendance (Sep.Jan.May)
- > The Green Sanctuary Task Force facilitated USNH participation in the New York City March on Climate Change (Sep) and the Hartford Rally on Climate Change (May)
- > The Peace Task Force held a study session on military recruitment in high schools (Dec.14)
- > The Peace Task Force participated in a statewide "Counter Recruitment Workshop" (Feb.1)
- > The Kid's Service Team Mitten Tree collected and distributed winter wear to Waverly partners and Integrated Refugee and Immigrant Service clients (Dec)
- > Abraham's Tent week-long housing for homeless involved 54 USNHers (Apr)

*\* Develop new understanding of ourselves and others through our justice work*

- > The Waverly partnership strengthened USNH understanding of housing project living
- > The East Rock Mentors developed greater understanding in the context of educational challenges

*\* Strengthen Unitarian Universalism*

- > The Society Membership's adopted 2015-16 Budget raised our contributions to the UU Association to full Fair Share Dues level



## Report to the Board of Trustees on Asset Protection – 6/10/15

This report is a review by the management team to the Board of Trustees of the Asset Protection policies in place for USNH as required in section 1.7 of the governance policy book.

There is insurance in place to protect the building and its contents from loss as well as an additional umbrella liability insurance.

The officers, board, management team, and staff have professional liability insurance.

The buildings and grounds have been maintained for safe use and value, and a review of the major systems is planned as well as a regular maintenance schedule.

This will be reinforced with the establishment of a capital budget.

Financial controls are in place to guard against loss and mismanagement of funds.