

Unitarian Society of New Haven
Minutes of the Board Meeting of the Board of Trustees
July 9, 2015

Accepted August 13, 2015

Board Members Present: Mary Donohue, Daniel Gelperin, Holly Hawkins, Russ Heinrich, Merrily Kaplan , Mary Losee, John Manning, Pamela Miller, Bobbi Pace

Board Members Absent:
Bernice Marie-Daily, Suzanne Miller

Also Present: Sandra Frawley, David Jones

H. Hawkins called the meeting to order at 7:06 pm and P. Miller recorded the minutes. A quorum of Board Members was present, and the meeting proceeded with H. Hawkins presiding.

M. Donohue read a brief poem which was followed by a Check-in with all attendees participating.

How the Board of Trustees operates

H. Hawkins provided background on the establishment of the Management Team, the governance policy, and the resulting changes to the role of the Board of Trustees. Much of the decision making has been moved to the Management Team. The Board is to be forward thinking and to take a broader view of USNH. The Board is to make sure that we work to achieve our end goals. The President sets the agenda for Board meetings. The Clerk sends the agenda to the Board. The Consent Agenda usually includes minutes from the previous meeting. Changes should be sent to the Clerk prior to the BoT meeting.

Consent Agenda

1. Approval of Minutes from 6/11/15 Board Meeting

MOTION M. Donohue to approve Minutes; **SECONDED** D. Gelperin; **PASSED**
5 in favor, with 4 abstentions.

Management Team Report

D. Jones and S. Frawley presented the Report to the Board by the Management Team on July 9, 2015, which is attached to these Minutes.

The Management Team is looking at new ways to present their reports. Fritz had his method and we can expect changes when Megan joins the team. The Team's current focus is on Buildings and Ground and on finding a replacement for Tisha. Details on both subjects can be found in the attached report.

D. Jones raised the issue that the Management Team is out of compliance with policy due to the fact that they did not go out to bid for the compressor replacement. M. Donohue pointed out that they could be in compliance if they received Board approval of a sole source for the compressor job. S. Frawley requested that the Board approve sole sourcing for the job. R. Heinrich stated that a motion would be required.

MOTION M. Kaplan to accept Sandy's request to not require multiple bids for the air conditioner work; **SECONDED** M. Donohue;

MOTION TO AMEND J. Manning to require corrective action that the current compressor work is to be monitored and a competitive quote is to be required for the next compressor replacement **SECONDED** B. Pace; **AMENDMENT FAILED** 1 in favor, 7 opposed, 1 abstention

MOTION PASSED All in favor, none opposed, with no abstentions

D. Jones continued with the Management Team report, discussing activities planned for the coming year and the level of involvement of Team members. Multiple meetings have been held in the last 24 hours. The team cannot continue at this pace in the long run. Georgia Jennings, a new MT member is already taking on tasks. The expectation is that the number of meetings will eventually be reduced to one or two per month. Fritz had warned that his Nebraska congregation achieved this after several years. In the fall, the team will focus on finding someone to take leadership in the Buildings and Grounds area.

Discussion turned to the Council of Chairs. H. Hawkins asked whether Board members could attend Council of Chairs meetings to observe. S. Frawley provided information about the history of the Council of Chairs and its function in USNH. The discussion will continue when Megan is available to participate.

How to read a financial statement & how money works at USNH

M. Losee explained how to read the financial statements, how accounts are used, how to interpret restricted funds and defined specific line items including the SWAP liability and the K. McTigue Social Justice Fund.

Treasurer's Report

M. Losee distributed a budget overview which is attached to the minutes, a balance sheet and a report of year to date vs budget with dollars over budget and % of budget. USNH ended the year in good shape. The balance sheet shows approximately \$3 million in assets. Liabilities total \$703,014.10.

BOT website

P. Miller gave an overview of how the BOT web site is organized and explained naming conventions for folders and files. H. Hawkins and P. Miller plan to archive files to clean up the site.

Board Business

a. Schedule of executive & board meetings, congregational meetings

Meeting Wizard will be used. The next Board meeting will be on Thursday, August 13. Other dates will be determined after Megan's arrival. Last year, Fritz attended Executive Committee meetings in the capacity of Minister and attended BOT meetings as a member of the Management Team.

b. Newsletter schedule

Volunteers were requested to prepare two BOT articles per month for the USNH newsletter. Only one newsletter is published in August.

August – M. Kaplan
September – M. Donohue
October – M. Losee
November – J. Manning
December – R. Heinrich
January – B. Pace
February - D. Gelperin
March
April

c. Tisha's gift and July 26 recognition

On July 26 USNH will host a gathering to say goodbye to Tisha. Fritz will attend. A cake will be served and gifts will be given to Tisha. The gifts will include a \$25 gift certificate to the UUA Bookstore and scarves to be purchased with Board funds.

d. Megan's housing form

The Clergy Housing Allowance form was submitted by Rev. Megan Lloyd Joiner for total estimated expenses of \$23,258.

MOTION B. Pace to accept the Clergy Housing Allowance form submitted by Rev. Megan Lloyd Joiner; **SECONDED** D. Gelperin; **PASSED** All in favor, none opposed, with no abstentions

S. Frawley departed at 8:25 pm. D. Jones departed at 8:28 pm.

Board Covenant

BoT is considering the advisability of drafting a new Board Covenant. Copies of the USNH Covenant of Right Relations and a Draft 2014-2015 Board Covenant were distributed and are attached to the minutes. B. Pace proposed that a covenant was needed to cover items that are not in the Covenant of Right Relations. M. Donohue stated that most topics were covered in written policies. J. Manning asked what the rules on confidentiality are. M. Donohue responded that BoT meetings are open to visitors unless a move is made to go into executive session. The discussion was tabled until the August BoT meeting.

Bylaw revision

M. Donohue stated that bylaws may need to be updated. Work on this topic will probably start in September. Volunteers are needed for a task force. The task force will not be limited to BoT members. Long term USNH members, lawyers, and others with expertise on the subject will be asked to participate. M. Kaplan volunteered to serve on the task force.

Megan's arrival/welcome support of the BOT and Management Team

D. Gelperin talked about the need to support Megan and maintain the high level of enthusiasm after her arrival. The Management Team also need to be supported in light of the amount of work that team members have to handle. Both can cause anxiety. The BoT needs to do what it can to promote them. Fritz was quoted saying that "the board spend time looking at its naval and need to look to the future and outside". H. Hawkins suggested that we work on things that other congregations are working on as a form of linkage. M. Donohue stated that there is a desire to become more involved in the denomination. D. Gelperin said that this is similar to experiences he has had with the Social Justice Council. Discussion will continue at future meetings.

Policy Governance

a. Read the policies

H. Hawkins distributed copies of the Governance Policy Book to new Board members.

b. How does the mission statement and ends fit in?

BoT plans to survey the congregation. Details will be discussed at future meetings.

c. Focus on monitoring

With the establishment of the Management Team the BoT is intended to spend more time monitoring rather than managing. The Monitoring schedule can be found in the Governance Policy Book

d. Where to find additional information and resources

M. Donohue shared books on policy governance:

- Getting Started with Policy Governance by Caroline Oliver
- Who's in Charge Here?
- Governance and Ministry by Dan Hotchkiss

e. Board retreat?

Due to time constraints, this agenda item was deferred to a future meeting.

Thank you' s

Last year the BoT established that practice of writing thank you notes to those who have contributed in various ways to USNH. M. Kaplan will continue to perform this role. Notes will be written to Greg Seaman for the work that he did to manage the parking lot paving project and to David Stagg for his efforts supervising the A/C repairs and handling the extractor fan in the sanctuary.

Process observations about meeting

H. Hawkins opened a discussion on how the meeting worked. Comments included:

- Happy to be following Robert's Rules of Order
- Glad we are speaking
- Comfortable to speak at the meeting
- We asked questions
- We are feeling our way through a transition and will improve over time
- Policy requires detail

Adjournment

There being no further business, the meeting was adjourned at 9:08 pm.

Pamela Miller

July 10, 2015

Report to the Board by the Management Team on 7/9/15

This report is to update the Board of Trustees on the activities of the management team towards achieving the mission and ends of USNH. This is meant as an interim reporting style until Rev. Joiner is with us next month. We will be looking with her at what format to use for reporting going forward.

We welcomed Georgia Jennings to the team on 7/1 with her very first management team! We are glad to have her.

The work of the MT in the past month has been focused on staffing and B&G.

1. Staffing- Replacement of the congregational administrator (short and long term) has been the primary focus of our efforts. Discussions with Rev. Joiner, Jean Rosenthal of the personnel committee, staff, and other lay leaders led to an evaluation of the congregational administrator and office assistant positions. We are reviewing and revising the tasks required for effective financial, facility, communications, and other administrative tasks. New job descriptions are being prepared. This should be completed in time for advertising to begin in the latter half of July with interviews hopefully in August.

In the short term, the MT will be working with Leslie and volunteer staff to cover the office functions for August and September, including volunteering time ourselves. We will look at hiring part time temporary office help as well if needed.

2. B&G continues to demand our attention. While the parking lot has been completed as well as the work to repair leaks over the RE wing windows, new issues have emerged. We passed the test of our oil tank for our DEEP violation. No further work is required now, but a longer range look at switching to natural gas is being taken. Our current 3,000 gal. oil tank will also require removal or remediation at the end of its life in 2019. Leaks in the sanctuary roof have been patched (not totally successfully), but more work will be required and we await an estimate.

Most significantly, one of the compressors in one of our two air conditioning units for the sanctuary requires replacement for a total cost of about \$6,000. Due to the urgent need and Environmental Engineering being our regular provider we have not gone out to bid on this project as is usually required.

3. Finally, the MT continues our efforts on several fronts to plan and coordinate activities for the upcoming congregational year. This includes planning for the Council of Chairs meeting in August.

July 2015 Budget Overview

There are two types of reports: profit and loss and balance sheet.

1. Balance Sheet displays our assets and liabilities,
 - a. Assets: cash on hand/investments/Endowment, Stop & Shop cards, and fixed assets (building and furniture).
Note: Endowment and Finance Committee are working on a developing a recommendation for managing/investing the assets as well as coming to agreement on what we do with donations (Estate bequests, In memory of, etc)
 - b. Liabilities: Payroll, mortgage, restricted funds
 - i. Capital fund does not have \$87k. We moved \$100K into it and it's almost all spent.
2. Profit and Loss Report shows where we stand with our current budget.
This is not the YE Report. We haven't closed out the books and the accountant prepares the final report.
 - a. Income
 - i. Pledges: \$5270 came in after 7/1 and will be transferred to the FY15 budget. Even so, pledges are under what was planned.
 - ii. Donations are over budget due to Massey donation. Donations received with no restrictions go to our current budget. If there are restrictions, they do not go into our budget.
 - iii. Restricted Funds released: annually we move money from the restricted funds to our operating budget.
 - iv. Endowment transfer – usually 2%
 - v. Income exceeded budget for FY15 by \$991.
 - b. Expenses
 - i. Utilities and Service contracts were under estimated.
 - ii. Denominational Affairs: If there are other dues paid to UUA through Social Justice, lets move it here so it's transparent.
 - iii. Office: the copier was costing us more than planned and was replaced in June. We pay extra for color copies so people need to be sure to wet the machine to B&W.
 - iv. Committee Supports is under what was budgeted.
 - v. Payroll expenses include
 1. Salary
 2. Health and dental insurance
 3. Pension
 4. Taxes/SS/Medicare
 5. Expense Allowance
 6. Worker Compensation
 7. Moving Expenses for minister
 - vi. BOT Research and Development
3. Balance for FY15 (as of 6/30/15) is \$6440. We appear to be under budget! But the accountant prepares the final report.
4. Questions:
 - a. What would you like from me in terms of reports – anything different than what was provided last year?

UUA social action issues presented by M. Lossee:

Hi USNH-ers,

Join us this Sunday - July 12th after the service...

Let's Talk About Social Action - Issues from General Assembly @ USNH

- Black Lives Matter
- Act for a Livable Climate
- End Immigrant Child & Family Detentions
- Economic Inequality
- Reproductive Justice

Discuss the *Actions of Immediate Witness & Congregational Study/Action Issues* from the 2015 UUA General Assembly...

...In the Library at USNH after the service on Sunday 07/12/2015 11:15 - 12:15.

Join Together - and Make Something Good Happen!



Draft 2014-2015 Board Covenant
Promises we make to each other on the Board
Drafted on 8/14/14

- Respect each other
- Assume good intentions
- Be fully present during the meetings
- Come prepared
- Listen openly with each other
- Seek clarification
- Be honest
- Gracious disagreeing
- Allowing criticism – critical thoughts based as a question
- Board speaks with one voice
- Support each other and ourselves
- Maintain confidentiality
- Take responsibility for when things should be confidential that we name them
- Listen to the quiet people
- Speak one at a time
- Commit to using the meeting time wisely, respecting people's time
- Start & end on time
- Decisions?
- Bring food

Unitarian Society of New Haven

COVENANT OF RIGHT RELATIONS

We covenant together to create and nurture a culture of respect and kindness, and to engage in the spiritual and everyday practice of loving more generously. While the following words express our intentions in writing, our true covenant lives and breathes in our actions.

To this end we will strive to:

Be Open

to new ideas, experiences, and change; to create space for all opinions; and to warmly welcome newcomers into our community.

Value Differences

by welcoming diversity in all its forms; celebrating the unique qualities and gifts of every individual; and by honoring the diversity of our spiritual paths.

Listen Deeply

and honor others with our full attention, seeking to understand, and assuming good intentions.

Use Kind Language

speaking with care and consideration; being gentle with one another; and remembering there is power in silence and reflection.

Speak our Truths

by sharing personal stories that build trust and community; by speaking our truths with courage and encouraging others to do the same, especially in difficult times.

Work with Conflict

addressing differences with honesty and compassion; requesting support when needed; making and receiving authentic apologies; being willing to forgive.

Seek Humor and Joy

remembering that these qualities can enrich all that we do; and by holding things lightly when we are able.