

Unitarian Society of New Haven  
Minutes of the Board Meeting of the Board of Trustees  
May 21, 2013

Accepted June 13, 2013

Board Members Present: Alison Cunningham; Gregg Burton; Sandra Frawley; David Jones; Sue Linsley; Bobbi Pace; Margaret (Peggy) Rae; Jessie Whitehead

Board Members Absent: Thea Bourke-Martin; Russell Heinrich; Georgia Jennings;

A. Cunningham called the meeting to order at 7:05pm and G. Burton recorded the minutes. A quorum of Board Members was present, and the meeting proceeded with A. Cunningham presiding.

### **Roof Replacement and Financing**

G. Burton provided an update on the roof replacement final quotes. S. Frawley presented options for financing the roof repair. The Board discussed the financing options. It was noted that since the current mortgage on the building must be refinanced in 2018, that funds could be borrowed from the Shuttee Fund while preserving the amount necessary to make all stipend payments to Pat Shuttee from the fund through the date of the refinance in 2018 and that funds from the refinance would replenish the fund as needed. The consensus among the Board was to avoid taking out a commercial loan and incurring the additional interest expense if member loans could be obtained at lower interest. It was noted that Endowment and Legacies Committee was meeting to reconsider its contribution for the current year, which may result in additional income in the budget that could be applied to the roof replacement. The Board tabled the discussion of the roof replacement and financing pending an update from the Endowment and Legacies Committee.

### **Ministerial Search Committee**

P. Rae gave an update on absentee voting process. Some inquires have been made by people that believe that they are members, but are not on the membership role. Concern was raised about the accuracy of the membership role. The Board discussed the logistics of staffing the absentee and principal voting day processes.

The Board discussed the need to get the Ministerial Search Committee started quickly in order for the process to get underway as soon as possible. The first step is for the MSC to engage in a retreat to get to know each other and to assign roles and responsibilities.

ACTION A. Cunningham to follow up with Georgeanne Green about serving as facilitator for the MSC retreat.

The Ministerial Search Committee Commissioning ceremony will be on June 2nd.

## **Board Nominations**

G. Jennings explained the nominating process that has been underway, her role in the process as the Board liaison and the policies and procedures that have been employed in that process. The slate of Board candidates will be dependent on the outcome of the MSC selection process. The Board discussed holding a Board transition retreat to welcome the new Board members. The consensus among the Board was to include outgoing Board members on Friday night and continuing on Saturday with only those Board members continuing on next year. G. Jennings suggested that the Board assess the current nominating process in the context of governance reform.

## **Roof Replacement and Financing**

The Board returned to the discussion of the roof replacement and financing. It was noted that Endowment and Legacies reconsidered the contribution from the endowment funds for the coming year resulting in an increase of \$10,000.

**MOTION** by G. Jennings: that the Board make arrangements to fund the roof replacement as follows: \$10,000 from the Board Capital Fund; \$30,000 as a loan from the Shuttee Fund; \$10,000 from the additional endowment contribution; \$40,000 in loans from members. **SECONDED** by D. Jones; **PASSED** without dissent or abstention.

The Board discussed whether to move forward with the roofing contract or wait until all financing is secured. It was noted that the roof situation is getting worse with each rainfall and that the roof must be replaced regardless of the ultimate source of funding. It was also noted that if the Board proceeds with the roof replacement contract and the planned financing is not secured, that a bank loan would serve as the failsafe financing.

**MOTION** by S. Frawley: to approve execution of the roof replacement contract with Eagle Rivet. **SECONDED** G. Jennings; **PASSED** without dissent or abstention.

## **Congregational Meeting**

The Board discussed the matters to be addressed at the congregational meeting.

**ACTION ITEM:** G. Burton to coordinate with T. Birenbaum to send out the warrant for the congregational meeting.

## **Executive Session**

**MOTION** B. Pace: to move into executive session. **SECONDED** P. Rae; **APPROVED WITHOUT DISSENT OR ABSTENTION.**

The Board conducted a meeting in executive session. Following executive session, the Board resumed its regular meeting.

## **Adjournment**

There being no further business, the meeting was adjourned at 9:15 pm