

DRAFT MINUTES

Unity Church-Unitarian: Meeting of the Board of Trustees

November 11, 2017

The meeting was held in Anderson Library at Unity Church.

Board of Trustees (BOT) members present: Stu Alger, Estelle Brouwer, Justin Cummins, Mark Foster, Angela Newhouse, John Steiner-Manning

Executive Team (ET) members present: Rob Eller-Isaacs, Janne Eller-Isaacs, Barbara Hubbard, Lisa Friedman

Others present: Andrea Johnson and Arif Mamdani, ministerial interns; Laura Park; Ruth Kirkland; Sally Scoggin, Board counsel; Jennifer Tong and Russell Peterson, ARLT.

Mark Foster gave an opening reading.

Prophetic Leadership

- Policy Sub-team
 - Update on proposed bylaws revisions

Sally Scoggin reviewed proposed revisions to the bylaws for consideration by the board. Discussion covered a number of issues including:

 - Board membership, term limits, required breaks in service between terms, officer elections, clarifying that Minnesota statute requires that there be a treasurer. Proposed language would allow the treasurer to not be a trustee and continue current practice, which is that the executive director of the church serves as treasurer.
 - Process for removing a trustee
 - Designation of the President of the Corporation (required by Minnesota statute)
 - Executive leadership of the church

The following issues were identified as potentially needing further action in the future:

- Clarification that trustees wishing to continue for a second term will need to go through the standard nominating and selection process.
- Clarification that if the board chair serves as President, some duties of the President may be delegated to other parties.

The following question was asked: Will there be an opportunity to review proposed bylaws changes with the congregation before they come up for a vote?
Response: the intent is to do so, either prior to or during the special meeting of the congregation that will be called to consider the bylaws.

- All trustees, new and continuing, are encouraged to attend the policy governance orientation/refresher at 7 on 11/29.
- Board Capacity Sub-team
 - Update on identifying potential candidates to fill the board vacancy

A number of candidates have come forward and a Zoom meeting will be scheduled to discuss further.

- New board member guide/mentor selection
Justin Cummins described the idea, which is to pair each incoming board member with a continuing board member for support through their first year of board service.
- Board self-evaluation
Only a few trustees have completed the survey. Remaining trustees need to complete the survey so that discussion can occur at the December board meeting.
- Transitions subteam report
 - Update on the engagement with the transitions consultant and the ET
Angela Newhouse and John Steiner-Manning reported that Jen Crow will be our transitions consultant. She has suggested an initial meeting in early 2018 for a discussion with the board. Rob explained that the ET has also engaged a consultant (Larry Pierce) who will work with them. The decision that needs to be made fairly early is which model we will use for the transition period, e.g. interim minister or another option.
- Ends Statements Task Force report
 - Update on Ends renewal plan implementation
Laura Park walked through the Draft Appreciative Inquiry Workshop Design to familiarize trustees with the process the task force is proposing be used in discussions with congregants, and to get trustees' feedback. Estelle Brouwer reported that we are close to having enough facilitators for the congregant discussions, but a few more would be good.
- Financials Task Force
 - Update on action plan for the board to become better at monitoring the financials
John Steiner-Manning, Bailey Webster, and Nancy Evert met with Barbara Hubbard to discuss process, roles, and developing a charge for the task force. Questions identified in that meeting included: How do we strengthen the board's relationship with the auditor? How do we proceed in helping the board get educated? How do we think about the board's role in supporting the ET?
- ARLT Annual Report
Russell Peterson and Jennifer Tong gave an overview of the report:
The mandate of the ARLT is to measure Unity's progress toward becoming an anti-racist institution and embedding that work in the work of the church. ARLT has been operating as the proverbial 5 people touching different parts of the elephant; we're all touching the elephant but no one touches the whole elephant. Questions have arisen this year about how to measure progress against an unspecified end state. A clearly articulated vision for what it means to be an anti-racist organization is needed (see recommendation in report). There's a lot of good work going on; we just need the whole board to be able to see it in a clearer, more encompassing way.

It was pointed out that the ends renewal process can help us move in this direction and the generative question was specifically formulated to lift up these concerns and aspirations. Some discussion also took place related to the IDI score that emerged from the session for congregational leaders earlier this fall; the group sat mostly at minimization.

Rob Eller-Isaacs recommended that the ARLT and Beloved Community staff team meet as a next step.

Business Matters

- **Consent agenda**

Stu Alger moved approval of the consent agenda as amended. Angela Newhouse seconded the motion.

The motion passed.

- **Update on proposed language for Policy II.E. based on input from the outside accountant/auditor**

This item was tabled.

- **Planning for the pancake breakfast and the annual meeting**

Mark Foster reported that planning for the pancake breakfast is well underway. He'll send details to all board members about responsibilities and when to arrive.

- **Planning for the December board meeting**

Mark Foster offered to have the meeting at his house. Mark and Estelle Brouwer will plan the food.

- **Description of sub-teams and task forces for incoming board members**

Justin suggested that we use the descriptions from last year. Financial task force needs to be added – we will need to find the charter, which was crafted earlier this year by the policy sub-team.

Monitoring

Executive Team Report

II.B. Staff Changes

Stu Alger moved to accept the Executive Team Report as compliant within the limitations of Policy II.B. Mark Foster seconded the motion.

Discussion: There were no staff changes to report.

The motion was approved.

II.D. Financial Planning

Mark Foster moved to accept the Executive Team Report as compliant within the limitations of Policy II.D. Stu Alger seconded the motion.

Discussion: Budget documents were sent to the congregation for review and consideration prior to the congregational meeting.

The motion was approved.

II.E. Financial Condition

Angela Newhouse moved that the Executive Team is not in compliance with the limitations of Policy II.E. and the board is satisfied that the plan the ET has presented will move us toward compliance. Mark Foster seconded the motion.

Discussion: Barbara Hubbard recommended that the draft proposed policy language go both to the policy sub-team and the financial task force to consider before it comes back to the full board. The rewrite was launched by the staff in consultation with the consulting accountant and the auditor. It needs board consideration, partly to determine where this policy, and the issue of reserves, fits in the context of other financial considerations the board needs to take into account. Barbara suggested that the accounting professionals attend the next meeting of the financial task force to advise as the task force considers the proposed language.

Barbara did a high level review of the current financials, highlighting a number of indicators that show that all in all, Unity's financial condition is quite healthy at this time.

The motion was approved.

II.H. Communication & Counsel

Angela Newhouse moved to accept the Executive Team Report as compliant within the limitations of Policy II.H. Stu Alger seconded the motion.

Discussion:

There was no discussion.

The motion was approved.

Debriefing/Potential Future Training Topics

Justin Cummins asked Trustees to consider future training topics arising out of today's meeting.

Estelle Brouwer offered a closing reading.

The meeting was adjourned at 1:15 pm.

Respectfully submitted, Estelle Brouwer, Board Secretary