

Eliot Chapel Board of Trustees Meeting

Promoting Transparency and Trust

Minutes

April 10, 2018 7:00pm

Present: Angie Bowland, David T. Cox, Karen Fuchs, Todd Stark, Allison Hibbs, Brian Krippner, Sheryl Foster, Barbara Gadon, Camile Novak
Absent: Trina Priese

Chalice lighting & Opening Reading
Check-ins

Angie

Visitor Comments

Rich Heuermann: reinforce email looking for additional information in budget package

1. Report by each different fund, starting value, income, expenses, major planned expenses.
2. Additional information: breakout on "Other Income".
3. Statement of asset and liabilities.

Rich indicates he has real concerns about the financial status of the Chapel. Multiple years of deficits, decreased pledge receipts, double mortgage burden, hard to see what's going on with last published report being 5 months old (October 2017).

David Cox responded that he will put the reports up on the website and let Rich know when available. Hopefully the reports will be found to be more complete.

Consent Agenda

- Approval of new members:
 - Noah Rowan
 - Kat Hostman
 - Emma Pratts
- Accept March Minutes
- Accept Monitoring Reports
 - o3.3 Delegation to Lead Minister
 - o3.4 Monitoring Lead Minister Performance
 - oLead Minister evaluation & compensation review
 - o2.7 Cost of Governance
 - o4.6 Financial Condition and Operation (current quarter)
- Accept calendar review
 - oApril 15 Sanctuary Church Discussion
 - oApril 21 Executive Meeting
 - oApril 22 Sanctuary Church Discussion
 - oApril 25 Sanctuary Church Discussion
 - oMay 8 Board Meeting
 - oMay 9 Sanctuary Church Discussion
 - oMay 20 Annual Meeting

Angie, Todd
David, Karen
David
Brian, Trina
Barbara

New Business

Budget Presentation

Camille

- We will be reviewing this over the next month and will vote on it in the next meeting.
- Current pledge amount accounts for 39% of pledging units & it represents 58% of goal
- We have 30 weeks worth of income pledged.
- Increasing the budget 10% over last year.
- Contributions = Non pledging units (random gifts and ½ of Sunday collection)
- Rent amount will be increased. Large increase in music recMoney runs out of 222 fund in December, so \$ amount listed is half the year.
- Endowment is based on previous year's earnings.
- Salaries up 6% to try to get much of the stuff within UUA guidelines (this doesn't get us there, but closer).
- Pastoral Care was bumped to cover actuals (aging population has more needs)
- Summer up 17% to represent what's been actually happening.
- Admin covers office supplies, housewares, kitchen, computers
- Contract Labor (plumber, landscapers, hvac repairs, etc)
- Reserves = FECA expenses

Treasurer's Report

Sheryl

Minister's Incidental Report

Barbara

- Allison asked for an update on proposal to pick up and move the house next door? The man does not have a place to move the house to.
- Insurance for both historic building and residential use of church seems to be an anomaly. Current insurers were unaware of RATI use and may not renew us even if we vote against Sanctuary.
- No information on roof issue.
- Survey on Bergfried will start end of week and will take two weeks. Closing will be in May.

Annual Meeting Issues

David

- Staff communication - David to communicate with Camille regarding staff involvement.
- We only anticipate two votes: Sanctuary & Board Members - David proposes "voice vote" counted by flag.
- No need for ballots, write ins are not allowed per our by-laws
- Back up plan if vote on sanctuary is very close: flags will be put in yes, no & abstain box for counting.
- Music not included in meeting this time.
- Sheryl will share budget documents with Deby/Barbara for sharing prior to the meeting...must get the March financials first.
- Assigned meeting day tasks on spreadsheet in Annual Meeting folder.

Discuss Board's Fiduciary Duties (non-profit specific)

David

- Laura Parks was conferenced in by phone: felt like we needed some solid background to have a fair and complete conversation about this topic.
- Pulled up presentation that we were to pre-read and reviewed this: <http://www.armaninollp.com/events/board-governance-the-fiduciary-responsibility-of-new-trustees/>
- Professionals have a different duty than a regular board member, but will not act as "our attorney" for instance. Treasurer's Reports should be reliable. As a Director, we need to be able to rely on those reports, but we have a duty to continue to inquire if the reports are not what we need to do our due diligence.
- Loyalty...our own interest should not be greater than our loyalty to the organization.
- Key Responsibilities:
 - Hire with congregation's help per our by-laws.
 - Oversee the Nonprofit's financial health
 - Set the strategic direction of non-profit.
- Actions to implement:
 - Board Meeting Attendance
 - Involvement in Committee and task force work
 - Financial Support
 - Role as Ambassador
 - Understanding roles and respecting boundaries

Nominating Committee Membership:

David

- Allison asked if we should we have someone with a different perspective (maybe someone who hasn't been in the congregation as long or hasn't been a board chair) with a more diverse position?
 - Response: Nominations to the committee: 5 members (2 from the board, 3 from congregation) staggered 2 year terms from board, 3 year terms from congregation.
- Committee needs to understand what it's like to be on the board.

Discuss wording of sanctuary church motion for annual meeting

David

- ***“That Eliot Unitarian Chapel sign the St Louis Coalition for Sanctuary’s ‘Declaration of Sacred Resistance’ thereby declaring itself to be a sanctuary congregation”***
 - <http://www.stlsanctuary.org/declaration.html>
- Barbara has FAQ's for our educational events. We need to figure out how much time to add to Agenda for Sanctuary Presentation before comments/questions by next meeting.

Old Business

- Todd & Allison to revisit Ends Policies to ensure they are still valid and aligned with Vision/Mission by April Board meeting.
- Trina & Allison to review policy monitoring schedule and come back with a recommendation for potential timing change by May
- Trina to convert Word Docs to Google Docs as they are reviewing above timing.

9:25 Meeting Summary:

Assignments

- | | |
|---------------------------------------|---------------|
| ◦ 3.5 Policy Non-compliance | Allison, Todd |
| ◦ 4.9 Board communication and support | Barbara |
| ◦ Budget discussion | Admin |

Actions

- David to Review New Proposed Policy Revisions in May meeting.
- David to ask Parliamentarian about logistics of Sanctuary motion for Annual meeting.
- Board to review Allison's document called *Ends- validity and alignment Final Document* for next meeting.

Decisions:

- Consent Agenda adopted.
- Motion to nominate David T Cox to the Nominating Committee: Brian/Todd

Adjourned 9:35 PM

Transparency Report

Meeting Evaluation Form

This meeting evaluation form is intended to guide the board in assessing and improving its performance. Each meeting will have a designated meeting evaluator who will facilitate discussion by the full board of its performance at the conclusion of the meeting.

Meeting Date: April 10, 2018

Legend: S indicates 'Satisfactory'; NI indicates 'Needs Improvement'; UNS indicates 'Unsatisfactory'; and NA indicates Not Applicable

	S	NI	UNS	NA
Preparation				
The Board was prepared for this meeting	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The Chair was prepared for this meeting	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda				
Items on agenda dealt with the board's job (i.e. "Ends") only	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Issues and intended outcomes were clear	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Appropriate time was allocated for each agenda item	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Action items were assigned with deadlines	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Participation				
Each board member had an adequate opportunity to participate in discussion and decision-making	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Board Chair				
Board chair kept to the agenda	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Board chair facilitated answers to questions & issues	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The board adhered to its adopted governance style:				
Emphasized outward vision over management	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Encouraged diversity in viewpoints	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Exercised strategic leadership more than oversight of administrative details	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Maintained a clear distinction between Board and Staff roles	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Used collective decision making	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Looked to the future	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Treated all with courtesy, fairness and dignity	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Obedied the Trustee Code of Conduct as outlined in Policy 2.5	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Any action the Board directed the Lead Minister to undertake was recorded as a passed motion	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Any authority the Board delegated to an individual or group was recorded in a passed motion that is specific and states the limitations of the delegated authority	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Transparency Issues to Consider

1. What items discussed in the meeting need to be communicated beyond the minutes? To whom, how and who is responsible for the communication?

N/A

2. Did visitors seem to have a clear idea of what to expect from the meeting? 1 visitor, Yes.

3. Are there any outstanding transparency issues that need handling? Who will handle, how, when?

N/A

Comments:

Educations on duties for Board Trustees.

Evaluator:



Form Revised: Jul-2015