

# Eliot Chapel Board of Trustees Meeting

*Promoting Transparency and Trust*

## Minutes

**May 8, 2018 7:00pm**

Present: Angie Bowland, David T. Cox, Karen Fuchs, Trina Priebe, Todd Stark, Allison Hibbs, Brian Krippner, Sheryl Foster, Rev. Barbara Gadon, Camille Novak

Gather Chalice lighting & Opening Reading David

Check-ins

Visitor Comments (N/A)

Meeting Preparation

- Finalize agenda
- Confirm meeting assignments:
  - timekeeper
  - process and transparency observer

Trina  
Allison

Consent Agenda

- Approval of new members:
  - Jennifer Hindes
  - Anne Marie Grassman
  - Alycia Cissell
  - Emma Prats
  - Janelle Burger
  - Francis Beecher
  - Lara Snyder
  - Jason Snyder
  - Bonnie Brumpton
- Accept April Minutes
- Accept Monitoring Reports
  - 4.9 Board communication and support
- Accept calendar review
  - May 9 Sanctuary Church Discussion
  - May 16 Budget Meeting (Bergfried Room)
  - May 20 Annual Meeting
  - May 26 Executive Meeting
  - June 12 Board Meeting

Barbara

## New Business

Budget Discussion and Vote Camille

Treasurer's Report Sheryl

- Bergfried Operating line item (-\$27,000) is the money that was previously allocated in the budget, but not moved from the Corpus for 3 years by Charlie. Camille will be requesting a check from UUCEF to execute this move.

Discuss 3.5 Policy Non-compliance Allison, Todd

## Review Minister's Incidental Report

Barbara

## Discuss Proxy Voting Issues

David

- Unlike for 222 property vote where there was a surprise, unscheduled meeting, this annual meeting has been on the calendar for an entire year. Our By-Laws do not currently allow this, but we could decide to add, if necessary.
- Some thoughts discussed:
  - Annual Meeting votes require a quorum, if we allow Proxy/Absentee votes, it could be a reason for people not to attend and therefore not meet a quorum.
  - Shareholder standpoint - individuals have different weights of what their vote is. Proxy voting may make more sense if you have some with more "shares". This does not pertain to Eliot. Need larger quorums at most corporations.
  - The vote for Sanctuary is not the same type of vote as a property vote. It's not required by our by-laws, but rather to inform Rev. Barbara and get congregational buy-in.
  - Could we have a call-in number for the folks who cannot make the meeting so they can at least listen and ask questions? They would still not be able to vote.
    - We need to consider new technology in an effort to retain or attract new/young members.
  - We need to be able to be present and value it. Proxy/Absentee votes would be made prior to the larger conversation where you might be voting on something before hearing both sides and/or entertaining any amendments.
  - Giving a vote could be symbolic to a person that cannot be in attendance so they feel a sense of belonging.

## Review New Proposed Policy Revisions

David

- N/A this month - but David has agreed to come back to continue discussing this with next year's board.

## Discuss Fiduciary Duties and Policy Governance

David

- Laura Park conferenced into our meeting.
  - Board can get overwhelmed or confused when there are questions about what effective monitoring means in relation to fiduciary duties.
  - She would like us to ask questions so she can be more specific about how we are responding to our responsibilities.
  - Defining our fiscal responsibility for the financial health and the execution of the budget. We ask for different pieces as described in our policies and there is a gap about what information executive needs to provide us and what is being presented. Laura revised David's question: Seems we are not sure we have the data we need to confirm compliance with the policies?
  - At what point do we say "asking for more information" may or may not help us make the call? We need common understanding - what does this look like to have Financial Jeopardy This can be complicated.
  - Board was considering asking about the latent giving capacity of our congregation but our exec thought we might be crossing a line. She does include indicators of giving capacity & benchmarks for historical trends. Feel this helps frame the conversation...what will assure us all that this is true and the time to take to do this is worth the effort to provide direction and context?
    - Is this written in a policy? No, but we need to be able to look at data and

know that we are comfortable.

- Be broad in the outcome you want to see as a board.
- Building a budget without knowing how the congregation was going to pledge. It's not reasonable for us to consider compliance without some historical basis.
- Should we, as a board, come together and agree on what the information needs to be? Classic PG interpretation is that the Lead Minister spells out what should be provided in the policy. In practicality, I have seen boards and ministers collaborate more on this, but the interpretation should be tweaked over time. Drilling down and getting more specific up to the personality of each board.
- At any point we could ask for an interpretation to be changed versus waiting until a specific policy is up for monitoring.
- Measures and indicators evolve over time and they collaborated with auditors to determine how to define these. Need to work together to identify key indicators of financial health that we should be looking for along with benchmarks. An explanation in the interpretation would be helpful for board continuity.
- Barbara would like more clarification about what the board wants and allow negotiation about exactly what they can provide depending on what is available with reasonable amounts of work.
- Unity developed a dashboard over the years to show health. Dashboard is on UnityUnitarian.org - go to Board of Trustees/Governance tab: link is here: [Unity Dashboard](#)
- Laura will send David and Barbara some additional details about what reports they are working with from their auditors.

#### Discuss Allison's Motion

David, Allison

- Per Barbara - Is it possible to attach this to an existing policy?
- Per Brian - Should we table this motion to give Barbara and Camille a chance to review and decide how we can negotiate this plan?
- David would be more comfortable if this is presented as an interpretation to the policy per Laura's suggestions. If we passed this motion here, it would not be part of our actual policies for back-reference.

#### Discuss Annual Meeting Issues

David

- The Parliamentarian indicates that we should allow for write-in candidates for Board. If there are write in nominations, we just need to have blank paper and pens and David has direction with which to proceed.

#### Old Business

- Trina & Allison to review policy monitoring schedule and come back with a recommendation for potential timing change by May
- Trina continues work on Google Docs

#### Meeting Summary:

##### Assignments

- 4.3 Compensation and Benefits Barbara
- 4.5 Financial planning /budgeting Barbara
- 4.8 Temporarily Restricted and Permanently Restricted Funds Barbara
- 4.10 Gifts and planned giving Barbara

**Actions**

- Sheryl to collate the two budget reports into one PDF and let David know by next week.
- David to discuss our Proxy/Absentee voting suggestions with Mary Quinn before the Annual Meeting.
- David to move Barbara's LM Statement presentation after Sheryl's Budget presentation in the annual meeting agenda.
- Sheryl to insert financial information from this year into the Annual Meeting Document before Friday, May 11.
- All Board members to review the assignments for the Annual Meeting.
- Allison to follow up with Barbara and other Board members to determine how to proceed with Canvas Development motion. Potential to incorporate the contents into the interpretation for policy 4.6.

**Decisions**

- 2018-19 budget approved - Trina/Karen
- Motion to approve the transfer of funds from the sale of the Bergfried Property to the Bergfried Corpus. - Sheryl/Brian
- Motion to accept Monitoring Report 3.5 Policy Non-compliance. - Trina/Karen
- Motion to table Allison's motion on Canvas Development Brian/Trina

**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:** 5-8-2018

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

	<b>S</b>	<b>NI</b>	<b>UNS</b>	<b>NA</b>
<b>Preparation</b>				
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"/>
<b>Agenda</b>				
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"/>
<b>Participation</b>				
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"/>
<b>Board Chair</b>				
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"/>
<b>The board adhered to its adopted governance style:</b>				
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 type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" 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 type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" 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?

N/A

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

**Comments:**

Evaluator: Allison Hubbs

Form Revised: Jul-2015