

ELIOT CHAPEL BOARD OF TRUSTEES MEETING

Feb 9-11, 2021

Via Zoom

[APPROVED BY BOARD ON MAR 9, 2021](#)

Decisions in bold

Action items highlighted

- Brian called the meeting to order at 6:33 pm on Tues, Feb 9.
- Board members present: Brian Krippner (2021), Cathy Converse (2021) Ken Denson (2021), Jordi Prats (2021), Paula Fulks (2022), Steve Harvey (2022); Claire Wyneken (2022); Toni Saunders (2023); Rev Barbara Gadon.
- Opening reading by Ken
- Check-ins
- No visitors

- OMBUDSPERSON'S REPORT - as of last week all is in order.

- **ADOPTED CONSENT AGENDA**
 - **Approve January 2021 Meeting Minutes**
 - **Approve moving June Board Meeting from June 8 to June 15**
 - **Affirmation of New members (Bylaws, Article III, Part A): Pam Hardester**
 - **Accept Policy Monitoring Reports:**
 - **Ends Monitoring - Barbara**
 - **3.2 Lead Minister Accountability (Cathy/Paula)**
 - **4.6 a, b & c - Revised Interpretation by Rev. Barbara**

- Treasurer's Report & UUCEF Performance
 - **Camille and Rev Barbara's 2nd half budget presentation rescheduled to Mar Board meeting**
 - **Requested explanation of why cash on hand is currently \$331k**
 - **Accepted 2.2.4 Investment Performance Review (Ken/Jordi)**

- Beginning with the Ends in Mind
 - Recap Progress and Next Steps:
 - Linkage
 - **Preparing for Project Renew (Brian/Steve/Paula)**
 - **Review Project Renew Schedule**
 - **Board to continue preparation for Board Winter Workshop on Feb 13**
 - **Board to observe Facilitator Training for Project Renew on Apr 3**

- Board to provide names of potential Project Renew facilitators by Feb 20
 - Monitoring
 - Financial Reporting Committee - (Ken/Brian/Cathy)
 - Recommendation regarding accounting policies & procedures - meeting did not take place
 - Addition of 4.6.11 - Due date of accountant's compilation
 - Meeting to be rescheduled by Feb 11 (Ken)
 - Board Development
 - Board Winter Workshop Feb13, 2021, 9:00AM - 2:30PM
- Old Business
 - Claire Wyneken elected Chair-Elect for 2021-22 Church Year
 - Steve - Recap Board Bits communication plan
- Lead Ministers Incidental Report - Rev. Barbara
- New Business
 - Accept Policy 4.10 monitoring report - Gifts and Planned Giving
 - Board approved motion that the Lead Minister provide an interim report detailing the progress toward meeting the action shown in 4.10.6 at its October meeting.
 - Resolution regarding PPP Loan \$106,800
 - Jordi to share resolution for Board's consideration by Weds, Feb 10
 - Per 4.6.5 limitations on what funds Lead Minister can borrow, per 4.6.4 (90 days) - Barbara to make sure she's ok.
 - Need to understand what date of N/A means
- PROCESS & TRANSPARENCY OBSERVATION - Cathy. All good except inadequate time for some items.
- Board voted to stand in recess at 9:11pm until 8:00am Thursday.
- Board returned from recess at 8:01am on Thursday, Feb 11.
 - All in attendance except Paula and Rev Barbara
- PPP 2.0 Loan Resolution discussion
 - Agreed with N/A on date as recommended by bank.
 - Brian relayed Barbara's agreement with her compliance with 4.6.4 and 4.6.5 in the governance policy. Funds would be available to repay loan within 90 days if not forgiven.
 - Board approved resolution below regarding PPP 2.0 loan from Commerce Bank. Jordi to sign document as Secretary.

RESOLUTIONS ADOPTED. At a meeting of the Directors of the Corporation, or if the Corporation is a close corporation having no Board of Directors then at a meeting of the Corporation's shareholders, duly called and held on _____, at which a quorum was present and voting, or by other duly authorized action in lieu of a meeting, the resolutions set forth in this Resolution were adopted.

OFFICERS. The following named persons are officers of Eliot Unitarian Chapel:

<u>NAMES</u>	<u>TITLES</u>	<u>AUTHORIZED</u>		<u>ACTUAL SIGNATURES</u>
Camille Novak	Director of Finance and Operations	Y	X	_____
Jordi Prats	Board Secretary	Y	X	_____

ACTIONS AUTHORIZED. Any one (1) of the authorized persons listed above may enter into any agreements of any nature with Lender, and those agreements will bind the Corporation. Specifically, but without limitation, any one (1) of such authorized persons are authorized, empowered, and directed to do the following for and on behalf of the Corporation:

Borrow Money. To borrow, as a cosigner or otherwise, from time to time from Lender, on such terms as may be agreed upon between the Corporation and Lender, such sum or sums of money as in their judgment should be borrowed, without limitation.

Execute Notes. To execute and deliver to Lender the promissory note or notes, or other evidence of the Corporation's credit accommodations, on Lender's forms, at such rates of interest and on such terms as may be agreed upon, evidencing the sums of money so borrowed or any of the Corporation's indebtedness to Lender, and also to execute and deliver to Lender one or more renewals, extensions, modifications, refinancings, consolidations, or substitutions for one or more of the notes, any portion of the notes, or any other evidence of credit accommodations.

Grant Security. To mortgage, pledge, transfer, endorse, hypothecate, or otherwise encumber and deliver to Lender any property now or hereafter belonging to the Corporation or in which the Corporation now or hereafter may have an interest, including without limitation all of the Corporation's real property and all of the Corporation's personal property (tangible or intangible), as security for the payment of any loans or credit accommodations so obtained, any promissory notes so executed (including any amendments to or modifications, renewals, and extensions of such promissory notes), or any other or further indebtedness of the Corporation to Lender at any time owing, however the same may be evidenced. Such property may be mortgaged, pledged, transferred, endorsed, hypothecated or encumbered at the time such loans are obtained or such indebtedness is incurred, or at any other time or times, and may be either in addition to or in lieu of any property theretofore mortgaged, pledged, transferred, endorsed, hypothecated or encumbered.

Execute Security Documents. To execute and deliver to Lender the forms of mortgage, deed of trust, pledge agreement, hypothecation agreement, and other security agreements and financing statements which Lender may require and which shall evidence the terms and conditions under and pursuant to which such liens and encumbrances, or any of them, are given; and also to execute and deliver to Lender any other written instruments, any chattel paper, or any other collateral, of any kind or nature, which Lender may deem necessary or proper in connection with or pertaining to the giving of the liens and encumbrances. Notwithstanding the foregoing, any one of the above authorized persons may execute, deliver, or record financing statements.

Subordination. To subordinate, in all respects, any and all present and future indebtedness, obligations, liabilities, claims, rights, and demands of any kind which may be owed, now or hereafter, from any person or entity to the Corporation to all present and future indebtedness, obligations, liabilities, claims, rights, and demands of any kind which may be owed, now or hereafter, from such person or entity to Lender ("Subordinated Indebtedness"), together with subordination by the Corporation of any and all security interests of any kind, whether now existing or hereafter acquired, securing payment or performance of the Subordinated Indebtedness; all on such subordination terms as may be agreed upon between the Corporation's Officers and Lender and in such amounts as in their judgment should be subordinated.

Negotiate Items. To draw, endorse, and discount with Lender all drafts, trade acceptances, promissory notes, or other evidences of indebtedness payable to or belonging to the Corporation or in which the Corporation may have an interest, and either to receive cash for the same or to cause such proceeds to be credited to the Corporation's account with Lender, or to cause such other disposition of the proceeds derived therefrom as they may deem advisable.

Further Acts. In the case of lines of credit, to designate additional or alternate individuals as being authorized to request advances under such lines, and in all cases, to do and perform such other acts and things, to pay any and all fees and costs, and to execute and deliver such other documents and agreements, including agreements waiving the right to a trial by jury, as the officers may in their discretion deem reasonably necessary or proper in order to carry into effect the provisions of this Resolution.

- **Board voted to adjourn the meeting at 8:12am on Thurs, Feb 11.**
- **REMINDER DATES**
 - Winter Retreat - February 13, 2021 9:00AM - 2:30PM - Via Zoom
 - March 9, 2021 - Board Meeting 6:30PM - Via Zoom
 - April 3, 2021 - Facilitator Training - Project Renew Sessions
 - April 13, 2021 - Board Meeting 6:30PM - Via Zoom
 - May 11, 2021 - Board Meeting 6:30PM - Via Zoom
 - May __, 2021 - Rehearsal for Congregational Meeting
 - May 16, 2021 - Congregational Meeting (New Trustees Elected)
 - May __, 2021 - Nested Bowls Retreat
 - June 15, 2021 - Board Meeting 6:30PM - Via Zoom - Final Meeting of Church Year

- POLICY MONITORING SCHEDULED FOR MAR MEETING (See [Policy Compliance Record](#))
 - [3.3 DELEGATION TO THE LEAD MINISTER](#) (Cathy/Steve)
 - [3.4 MONITORING LEAD MINISTER PERFORMANCE](#) (Brian/Steve)
 - Lead Minister Performance Review and Compensation - (Brian/Steve)
 - Lead Minister Discretionary Fund Review (Ken)

Respectfully submitted,
Jordi Prats