

**First Unitarian Society of Newton
Board of Trustees
August 11, 2009**

Present: Pat Rohan, Phil Davis, Adrian Bishop, Alan Cody, Jean Chaisson, Susan Bartlett, Pamela Mc'Anulty, Will Batchelor, Arlene Duelfer for Lesley Sneddon (Clerk)
Also present: John Nicols, Barbara Bates

Meeting called to order at 7:32 PM

Invocation/Chalice Lighting (Phil)

Covenant

As we, the members of this Board and staff, gather to serve this congregation in leadership, we commit to ourselves and to each other: to be present and prepared for the work of this meeting; to listen well and contribute respectfully; to balance both our short and long-term visions with fiscal responsibility; to support the decisions of the Board; to uphold the democratic process; and to lead with goodwill and faith in the work we can accomplish together.

Administrivia (Adrian)

- When you receive the minutes, approve over email. Reply with yes/approve or send in comments.
- Importance of email – vote on youth group advisor, basement.

Capital Campaign spending recap
(Adrian B)

- Issue was \$150K spend limit approved – including some additional items for basement classroom – flooring and air filter – needed extra money – anonymous donation came in that would be \$10K extra so that's what was voted on last month.
- Update – demo going on, HVAC going on, new window well. \$30K will be paid of the \$150K.
- Concern about the size of the bill – amount of building modifications expenses. *First estimate was \$72K or \$75K many years ago when the capital campaign kicked off. Some things go up. Project managed by Treff's company with Laurel's oversight. They are reviewing the costs. Not a simple project – have to move all the boilers.*
- When members of our community are doing and overseeing the work, how does the Board audit or ask for information when necessary? Board is responsible for

money and needs to make proper judgments. Question offered as something to be mindful of.

Board would need a consulting engineer to oversee architects – consulting construction engineer – but would cost some additional money. One capital campaign promise was to do the basement classroom. Building additional classroom space was a capital campaign promise.

Review End of year financial statement

(Alan C.)

- New financial policies identify a list of Treasurer's tasks. Most important is #4, monthly reconciliation of bank statements. This task confirms the money is going where supposed to and the accounting system agrees. Task #10 is also important.
- Description of how cash is handled. (See handout).
 - In any given week – don't have cash in Fran's office of more than \$100 unless there is a second collection or its Christmas. Cash is well taken care of and deposited on a timely basis. We separate cash handling from accounting, compare notes and agree. Treasurer does not oversee cash of the Capital Campaign and Board of Investment.
 - The Holiday Fair is the only other area of cash handling. Not quite as strict as on Sundays but fair amount of cash during the day. Two people do counting.
- Neither Alan nor the Assistant Treasurer is bonded. Suggest that this should be done. The church is insured if someone takes the money.
Cost?
- Two signatures are required on checks of \$5K or more. Plan to have printed on our checks that it should not be honored if over \$5K without 2 signatures.
- Financial policies are on the web site and the Board is encouraged to read the financial policies.
- End of year financial statements
 - 3 main finance areas: 1) annual operating budget (routine activity); 2) capital campaign and 3) Board of Investment. Capital Campaign and Board of Investment accounting don't flow through our Quick Books accounting system. Their accounting is supported by spreadsheets and bank statements. For an end of year balance sheet need to bring Board of Investment and Capital Campaign accounting into the balance sheet.
 - What was done: Got reports from Capital Campaign and Board of Investment and supporting bank statements. Accounting journal entries were done to bring these amounts into balance sheet.
 - Results:
 - Asset side is good.
 - Net income is negative mostly due to losses from Board of Investment
 - Operating Budget cash flow – for 2009 net positive change in cash but cash expenditure exceeded cash income by about 25K so that's why we needed the allocations from the endowment and cell tower.
 - Longer term – discussion for Operations Council. Not ready for an audit. Should have accountant to come in to use Quick Books and integrate the activities.

- Balance sheet exercise important aspects -- Should watch cash more closely during the year. If we had a good handle on the cash – we could make some changes so we don't draw down entirely in May and could treat Board of Investment as a line of credit.
- Discussion
Is the \$255 loss a concern? *Question for the Board of Investment. Paper losses. Market somewhat back up. Board of Investment accumulated cash so we did not have to sell investments when the market was at its low point. Issue – if run out of cash and have to liquidate investments at low – turn paper loss into real loss. Lost about 30%.*
- Publish? *Wait until Board members have time to digest. Get back to Alan on questions. Feel a need for the Board to understand reconciliation.*
- Should we have a primer on finances for people joining the Board? *Finance Committee would take Board through budgeting, reports. Directed to new members but open to all Board and non Board members of the Operations Council. Work on scheduling. Materials exist.*

Vote on Arthur Anderson as member services committee chair

Motion (Pam): Accept Arthur Anderson as Member Services Committee chair

Seconded

Vote: Yes -- unanimous

Vote on Brian Burba, Bill Horne and Pamela Mc'Anulty as the new minister negotiating team

Motion: Brian Burba, Bill Horne and Pamela Mc'Anulty serve as the new minister negotiating team

Seconded

Vote: Yes -- unanimous.

Operations Council update

(Pat R.)

Pending Board approval, have 6 members who have agreed to be the Operations Council: Pat Rohan, Jeanie Chaisson, Alan Cody, Kim Shanks, Laurel Farnsworth, Carla Erb.

Status: They have not met as an Operations Council yet. Pat hoping that the Board approves the group; then the Ops Council divides up the 6 areas, elects officers for the Operations Council and sets meetings.

Open issue – Should the Operations Council have a youth member? Would the Youth member have a vote? Recommended that the 6 people get together themselves to start working through process before anything else is added in.

Discussion points

- The Board needs to come up with Board Policies before the Operations Council comes up with their policies – for example, how the Operations Council interacts with committees. Only have a basic structure. Lot of fleshing out that needs to be done.
- Logical progression needed. The Board needs to approve Operations Council members. Then, the Ops Council needs to get together to figure out how to structure the Ops Council.
- People whose names suggested – finding the right people who are open to doing the work. Act on behalf of the congregation. People who have expertise in an area but will act on behalf of the congregation.
- Council meetings expected to be at least once a month, publicized and open.
- Three year transition
- Term of office – one year? Two? Has been a little vague. Hope people will stick with for hopefully a couple of years as get through the transition.

Motion – Approve 3 people Kim Shanks, Laurel Farnsworth and Carla Erb to the Operations Committee

Seconded

Vote: Yes -- unanimous.

Follow up--

1. Pull off action items from old minutes to divide up between the Board and Ops Council.
2. Go through the calendar.

Ministerial Search

(Phil)

Phil goes to Search Committee meetings and provides connection to the Board. He will step out of meetings in November when discussion of actual people begins. He will check in at high level. Role will be to keep communication between the Search Committee and the Board

Activities:

- Series of dinner meetings – open meetings invited comment – Where people hope to see the congregation in 5 years. Two more coming up in Sept. for people who didn't go to dinner meeting.
- Also doing a web based survey more quantifiable

Issues:

1. The Board proceeding with values and mission exercise. Search Committee is looking for congregational input to the question, "What will a successful minister have accomplished?" The committee sees the Board focused on similar question in the same time frame.
2. Who reviews the minister and how often? Board? Not specific currently.

3. Minister's Term. *Offer letter you don't say a term – open term which is standard practice.*
4. Compensation.
5. Supervision and the role of the Committee on Ministry – feedback? Evaluation? Sounding board? Committee on Ministry acts as sounding board – channeling device from congregation to ministry. Gets confusing when this role is combined with minister evaluation. Committee should pick up vibes from the congregation and relay the information to the minister. Minister knows what people won't say to his/her face. Minister can go to them and ask what's going on? Same people can than not evaluate the minister. Minister is supervisor of staff – hitch is in firing the staff.

->Board will evaluate the minister.

Should come up with something about evaluation and role of the Committee on Ministry. *The Negotiating Committee plans to go through a sample contract, James' contract, and come up with a first draft with idea of opening up questions to bring to the Board. Address questions at next Board meeting.*

Purpose / Core Values next steps (All)

- Haven't defined next steps and how to approach.
- Three parts: 1) Purpose statement; 2) Core values – words; 3) Description of words – definitions (more wordsmith from the committee (Jeff)).
- What are we going to go forward with? Everything the committee came up with at the annual meeting? Purpose, core values, and description?
- Discussion – Search Committee activity and Board Core Values next steps
 - Search Committee has notes on goals and values that they plan to confirm with a survey. They want to have something for 5 years that is directional for the packet. Not the same thing as a meeting with language that everyone votes on.
 - After the Search Committee finishes we'll be in a different place. They are asking – not what do we value but what do we want to be?
 - What is the most important thing to do next year as a congregation and Board? Get a called minister and find the best we can find. So that is the process that should take priority. Defer to what the Search Committee wants -- not go to the congregation until after . Talking about Nov time frame.

End of process is on Oct. 25 – 3 hours on a Sunday. Planning for a workshop called Categorical Thinking. Last thing before seclusion.

- Clarify among Board members – sounds like may have time at retreat and don't bring up til Nov time frame. Back burner. Defer to the search committee process then get back on discussion with congregation once ministerial search done.
- May require another congregational update –build upon work and bring it all together in Nov. Look at information collected over the summer and work in.

- Discuss with Jeff what's going on. How they might take info from the Search Committee. Also concern about disrupting process of Jeff's committee with Search Committee information. Jeff's committee looks at results and synthesizes them.
- Ask Jeff's committee to plan for something in Nov that takes Core Values and doesn't conflict with Search Committee – put the purpose and value words (not definitions) for approval. Synthesize as much information as they can.

Overviews and Updates Assignments –

Governance- Sue/Pat

Linkages - Jeannie/Jonathan

Ends - Phil/Barney

Limits - Alan/Dede

To move forward with new governance framework, need to define the interactions between the Board and the Operations Council or how things get done.

Place to check in – one of the bigger issues to finalize.

Background –

Board broke into groups, took sample policies and massaged them to fit FUSN, and this is a second massaging of that document.

Action –get familiar with documents and provide feedback to teams. Understand where we are with all policies at the retreat. May need all the policies because what's missing in one may be in another.

Groups urged to discuss code of conduct and re-write samples to fit FUSN. Having policies means we don't have to re-invent the wheel. What have we said before in policy that affects what comes before us? What is not covered in policies? Then, have a discussion and decide if need another policy or the issue is a one- off. Pick one or two of twelve test scenarios and run procedures/policies. Where in policies do we address the scenario? Which policy applies? Job descriptions? Restrictions? Something in Operations Council?

These become the institutional memory- the way to be transparent to rest of the organization.

1. Sue/Pat – Governance (handout)

Ready for feedback

Covers Board behavior -- How the Board interacts - orients folks, ethics, meetings, job descriptions, roles, codes of conduct – everything and the kitchen sink. Couldn't

see anything missing. Could kick some stuff out. Couple of undecided things – e.g. Governance officer.

2. Limits- Alan/ Dede – spent time reviewing. Didn't bring copies.
3. Linkages – Jeanie/Jonathan – no copies. Basically cut a lot out; described how Board would interact with Operations Council. Operations Council does operations issues – frequency of updates. Deleted sections that have to do with supervision. Looked at linkages between the Ops Council to committees – develop a framework for interaction. Keep as simple as possible.
4. Ends Phil/Barney – Adapted from other UU societies. Handouts. What we aspire to. May want to align major headers with values.

Process going forward

- Read each others' and send comments – overall discussion needs to be live – at a Board meeting.
- Focus on simple as possible. Look at them as living documents. Two years of getting use to the whole structure. Will change things as go along.
- Action item: everyone send a soft copy to everyone on the Board.

Retreat

Needham First Parish for retreat.

Retreat is 12th; second Tues in Sept is the 8th.

Ideas for the retreat? Bring in someone as guest speaker – lots of governance to go through; working meeting. Dinner Fri night – no work. Set priorities for the year. Review the calendar. Using scenarios from Barbara as an exercise- go through some of them and see how policies work out for what written at the time.

Thoughts for retreat send to Adrian.

Adjourned 9:50

Respectfully submitted by Arlene Duelfer for Lesley Sneddon

Action items

New Action Items from August 11, 2009 meeting

1. Neither Alan nor the Assistant Treasurer is bonded. Suggest that this should be done.
2. Review end of year Balance Sheet and reconciliation and get any questions to Alan.

3. Pull off action items from old minutes to divide up between the Board and Ops Council and review the calendar.
4. Adrian will talk to Jeff. Include some of the output of Search Committee and move forward with values/mission in Nov timeframe.
5. Every group (Governance, Linkages, Ends, Limits) sends a soft copy (of revised sample policies) to everyone on the Board.

Carryover Action Items from Prior Year:

1. Set up Task Force to address the issue of membership
2. Begin discussions of fund raising for the organ (Judy)
3. Add balcony signage on no announcements policy
4. Create a Board of Trustees area in the hallway for pictures, minutes and other announcements (Adrian and Dede)

New Action Items from August 12, 2008 meeting

1. Keep track of conflict of interest policies developed by UUA and evaluate them for adoption by FUSN
2. Ask finance committee to develop comprehensive list of accounts with the goal of eliminating some of them over several years (Alan)
3. Create an emergency plan for possible dangerous situations during services

New Action Items from September 9, 2008 meeting

1. Remind the congregation of the ability to send comments and volunteer for things to the board via the e-mail system that is in place. Publicize answers to questions.

New Action Items from December 9, 2008 meeting

1. Consider pursuing amending the by-laws so that board approval is not required in order to remove members who have not pledged for two years or more.

New Action Items from April 13, 2009 meeting

1. Follow up with Fran and Nancy Tobias on accounting for cell tower income (Alan)
2. Explore alternate way to track gifts
3. Bring off-book accounts into compliance with our financial policies.