

UUCAVA Board of Directors Meeting Minutes

October 15, 2019

Attendees

- Board of Trustees: Linda Battaglini--Chair, Janice Morris, Linda Lutes Corsoro, Amy Shepherd, Lila Vizzard
- Excused: Al Himes, Hieu Nguyen, Irv Lachow, Rev. Terasa Cooley
- Resigned: Bruce Rieder
- Officers: Kate Gallup – Secretary, Peter Vitaliano – Treasurer
- Guests: Tamara Srader – Chief Administrative Officer

Board Minute Attachments:

- September 17, 2019 Minutes
- Ministry Assessment Committee Charge
- Senior Minister Board Report (Work Plan 2019-2020 October Update)
- UUCA September Treasurer's Report
- Financial Statements 2018 and 2019
- Chief Administrative Officer Report to the Board of Trustees Fiscal Year 2020 Period 3, Quarter 1 September 2019 (CAO Board Report P3Q1 2019)
- UUCA Purpose Statement Review October
- UUCA Governance Committee Charter
- Governance Committee 2019/2020 Work Plan
- Ministerial Search Committee Congregational Record Questions for Board Input

Call to Order, Opening Words and Check-In Question

Board Chair Linda Battaglini called the meeting to order at 7:32pm

Janice Morris, the meeting process observer, did a reading and check-in question of how is your spirit today?

Consent Agenda

The September Minutes were removed from the consent agenda to be edited according to specifics provided by board members. Board Chair moved to approve the consent agenda. The motion was seconded and the motion passed to approve the Senior Minister October Board Report.

September Minutes were approved as amended based on the inputs suggested.

Final Charge to Ministerial Assessment Committee

Lila Vizzard updated the board that the Ministerial Assessment and Review Committee (MARC) was changed to Ministerial Assessment Committee (MAC). The Board discussed that we should have committee materials with a standardized format going forward, and that we should brand materials in a certain way. A Board Member proposed a specific format for all charters, with a specific background, purpose, and additional sections in the same general format. It was suggested that the governance committee could develop a policy template policy. Additionally, the board decided that the Senior Minister should be referred to in documents as the Senior Minister. Lila Vizzard moved to approve the MAC charge with proposed changes, the motion was seconded and unanimously approved.

Operations Update: Chief Administrative Officer Report--Tamara Srader

Tamara Srader provided the CAO Board Report P3Q1 2019 and gave an operations update. A Board Member asked about the overage of funds versus expenses that is shown in the report, and Tamara discussed that there are still expenses coming in from the flood and other related building expenses. Tamara noted that an example of future expenses include that all the Legos were stolen from RE, and that the Nursery needs additional carpeting due to the sticky cement floor. Tamara further noted that items for consideration and discussion of using any additional funds not needed for the flooding rehabilitation include the choir lift which is \$40-50,000, and other building expenses like outdoor cleaning of windows, painting, etc.

Tamara noted that she is in ongoing discussions with the facilities manager Paul and that she will keep the process collaborative with the board and congregation. Tamara also noted that drywall in activity room needs some work. Further, Tamara informed the board that the Arlington Police are investigating the art heist that occurred in the center gallery but the culprit(s) and art pieces have not been found.

A Board Member asked about Day Alliance monies that had been pledged and the Board Chair asked about the status of receiving money. Tamara informed that not all pledged money has come in but that UUCA did get a \$5,000 donation from Kol Ami.

Tamara further talked about having a financials dashboard, and the importance of onboarding new members to be able to understand how the financial dashboard relays information. She noted that we collect a lot of information, and that we also need to think about how to use data. For instance, Tamara also brought up that replay of Sunday sermons has increased. Tamara noted the need to measure and report the use and engagement of this building and community outside of Sunday worship since many people engage outside of Sunday sermons. Tamara stressed that with the data we collect, we should use it to inform policy to increase membership numbers or attach some specific goal and outcome to its tracking. Multiple board members agreed that we needed to better track and utilize information. The Board Chair noted that we only get about half open rate in connections and that we should think about what does that mean for our engagement with congregants and dissemination of information.

Church Finances Update

Treasurer Peter Vitaliano and CAO Tamara Srader gave an update on the church's financial situation and Treasurer's report.

Peter mentioned that the operating report is only a snapshot of the current church finances and not an exact year to year comparison because of differences in how some expenses have been budgeted. As an example, Peter noted that with for instance an endowment draw that is budgeted, some years it has been taken and not in others. In the report, Peter has added in the Budget and Expenses for the mortgage even though this item is not seen in the operating statement. He noted that the budget doesn't show mortgage expenses this year since that would potentially be covered through a capital campaign. He also noted that there has been a \$100,000 endowment draw because of a cash flow shortfall.

A Board Member noted that as a board we are out of compliance for the last 2 months, but Peter noted that normally we are supposed to be at 100%, but that the board had made an exception during the 2017 refinance with a 50% exception clause.

Tamara noted that the church finances have been out of compliance repeatedly, considering what percentage the endowment must be at; if the budget should be balanced; and what the UUA full fair share is for UUCA. She noted that the fair share has been out of compliance for 10 years. The areas we're out of compliance have been due to longstanding situations and it will take significant changes in revenues to get back into compliance.

Peter noted that we will further discuss the audit report during the finance orientation meeting Monday.

Capital Campaign feasibility study startup

Peter Vitaliano noted that the board confirmed to move ahead with Klote. There is now a consultant on board and the consultant has had two meetings with Task Force and has met church staff. Peter noted that the Klote model is to have the consultant as a full time staff at UUCA.

Peter noted that the 1st phase of the capital campaign feasibility study is a readiness assessment and open meetings, set to start Oct. 27th and end Dec. 1st. The sessions will be mostly after services on Sunday and additionally planning to hopefully have sessions with RE parents and members at Goodwin House. Meetings mostly after services with just a few off site meetings and times.

Each readiness assessment (RA) meeting will have 2 presenters; one for background on building and use; and one for visioning. A Board Member noted that this work goes beyond just stewardship and is also about community building. Another Board Member noted that we have a

lot of energy directed outward from our congregation and that this is the time to now refocus on this place, and the physical building of UUCA, to more effectively use the church as springboard.

Congregational Meeting Date Discussion

Peter discussed that the Readiness Assessment report is expected to be done by Dec. 2nd, which would then make Dec. 8th an appropriate congregational meeting date. A Board Member brought up the question of what might happen if there is a lukewarm response to a capital campaign, and whether it might be more critical not to have a meeting if not a positive assessment. Another Board member brought up that it needs to be discussed and that we will know more as the RA meetings take place.

A Board Member suggested that another option is Dec. 15th, and Peter said that Dec. 8th would give time in December for a silent pledge stage. Another Board Member thought that it is important for the congregation to have time to see the report and other members felt transparency moving forward is very important. It was noted that the bylaws require a minimum 10 day notice to the congregation for a congregational meeting.

Peter discussed that we can approach some members before the congregational meeting to get started on the silent pledge phase. He noted that it is important to have a portion of the capital campaign goal pledged before the official kickoff to start off strong.

The Board Chair noted that she believes that there is a lot going on so the extra time between the report release and the congregational meeting is good.

Lila Vizzard made a motion for the proposed congregational meeting to be set for Dec. 15th, the motion was seconded, and the motion passed unanimously.

Year End Financial Statements – Peter Vitaliano - *deferred to a future meeting*

Mission Statement Proposed Draft – Lila Vizzard

Lila went over the meetings of the group that has further been working on the “why” statements and what was discussed as shared in the Purpose Statement Notes document.

The Board discussed various words and ideas that had come out of the meetings. For instance, it was noted that David McTaggart created visuals and wanted to rename UUCA to “The Bridge.”

Lila noted that one of the strongest phrases was “diverse spiritual community united to...” Another Board Member brought up different opinions on words, and noted that we are diverse in spiritual backgrounds, from faith and atheist. A member liked the statement that we are a diverse spiritual community united to promote justice, seek meaning, and practice love.

A Board Member considered how we connect the purpose/why statement to our “Connect, Grow and Serve” mission. The purpose statement was further discussed and how we will utilize the statement to provide guidance through developing the “hows” of accomplishing our “why”. It was discussed that we might consider how our why incorporates the importance of our face-to-face interactions and how we are anchored in a physical space where we come together in community.

Tamara raised the point that we might be a model of a “mothership” (the church) and then “satellites” (outward work) and questioned what does that look like going forward. She also brought up that how we interact might be changing, with one example being that the main cash flow is not really collected through Sunday Service but through monthly giving online.

The Board Chair asked the group to reconsider this statement and requested they return in the November with a proposal for the Board that takes into account the feedback from this meeting.

Draft Charge to Board Governance Committee and Work Plan, Membership Update – Linda Lutes Corsoro

Linda Lutes Corsoro discussed the draft that Bruce had done, the committee’s meeting, and then the draft that had been further completed through email with the group.

Linda LC had us look at the charter to start, and she noted the move to consistent formatting with dates and page numbers. She further discussed that the governance Committee work plan is a roadmap for the first few years, and the Committee Process Work Plan will answer what does this mean in this next year. The overall goal is to formalize what came out of the task force to then charge the committee.

A Board Member suggested that with the committee charter, it should be written in plain language and make materials accessible. The Board Member further recommend that instead of clauses to write background in plain language, and to move away from shall to must or stating in the affirmative --ie reviews, promotes, etc. It was also suggested to make the background more narrative.

Linda Lutes Corsoro called a motion to accept the charter with discussed edits, including consistency of use of Senior Minister, the motion was seconded, the motion passed unanimously.

Linda LC called a motion to add Janice to the Committee, the motion was seconded, the motion passed unanimously.

Board Communications – Janice Morris

Janice updated that we had the first between services meeting to meet the board. She noted that it was small and will take a while for people to know to come and chat with the board, and that the work the board does is important but not always accessible. An interaction was noted that someone was advocating to change how we do things completely and asked Linda Lutes and Al Himes to be a champion. Janice updated that the next event will be in January.

Additional updates on the board communications include the Monthly Board Chair Report out to the congregation.

Further, Kate mentioned meeting with Mary Anne and Tamara about the website and resources to get materials out to congregation.

Lila will meet with Walter and Mary Anne to have a periodic board facebook post.

Meeting Recap with Process Evaluation

Janice noted that the meeting went well, with good listening, discussion and everyone on-time.

Linda Battaglini officially adjourned the September Board Meeting into Executive Session at 9:17 pm