

## **UUCAVA Board of Trustees Meeting Minutes**

**September 17, 2019**

### **Attendees**

- Board of Trustees: Linda Battaglini--Chair, Al Himes, Janice Morris, Hieu Nguyen, Linda Lutes Corsoro, Bruce Rieder, Amy Shepherd, Lila Vizzard
- Excused: Irv Lachow (online for part)
- Officers: Kate Gallup – Secretary, Peter Vitaliano – Treasurer
- Guests: Rev. Dr. Terasa Cooley – Interim Senior Minister, Tamara Srader – Chief Administrative Officer
- Other Attendees: Allen Keiswetter, Diane Ullius

### **Board Minute Attachments:**

- July 2019 Minutes (revised)
- August 2019 Minutes
- Governance Task Force Final Report
- UUCA August Treasurer's Report
- Commissioned Lay Minister (CLM) Agreement Document
- Senior Minister Board Report (Work Plan 2019-2020 September Update)
- Chief Administrative Officer Report to the Board of Trustees Fiscal Year 2020 Period 2, Quarter 1 August 2019 (CAO Board Report P2Q1 2019)
- Capital Campaign Recommendation to the Board Report
- James D. Klote & Associates Proposal
- Ministerial Assessment and Review Committee Charge Report
- UUCA Board Communication Plan

### **Call to Order, Opening Words and Check in Question**

Board Chair Linda Battaglini called the meeting to order at 7:30pm. Bruce Rieder, the meetings Process Observer, provided opening words and check in question. Members and guests answered: What is your expectation? A brief discussion and confirmation was made of the upcoming ministerial search committee cottage meeting with the board scheduled for Oct. 8th.

### **Consent Agenda**

Linda Battaglini moved to approve the consent agenda. The motion was seconded and the motion passed. The board voted to approve the following:

- a. July Minutes Revised
- b. August Minutes
- c. Governance Task Force Final Report
- d. August Treasurer's Report

## **2019-20 Agreement signing with Diane Ullius, Commissioned Lay Minister (CLM)**

Diane Ullius, Commissioned Lay Minister, presented the CLM Agreement Document and provided an update on her role as CLM at UUCA. She has reduced the number of obligation items to provide more focus to her ministry. She spends 12-20 hours a week on this work. It was signed by Diane Ullius, CLM, Linda Battaglini, Board Chair, and Rev. Dr. Terasa Cooley, Interim Senior Minister.

### **Senior Minister Report – Rev. Terasa Cooley**

Rev. Dr. Terasa Cooley presented the Senior Minister Work Plan 2019-2020 September Board Report (SMBR-Sept), which lays out the role of the SM in conjunction with staff including the CAO Tamara Srader, Director of Congregational Life Sarah Masters, Director of Spiritual Development LeeAnn Williams and the Ministerial Assistant Walter Clark. The SMBR-Sept was prepared to align with board goals set 8/19/19, and shows the work plan with updates in red.

The discussion of the SMBR-Sept included a presentation of Minister/Staff Goals and an update on the progress of these goals in September. As noted in the report, under the Long-Term Financial Planning Goal, Sarah Masters will work with capital campaign consultant. Further, Rev. Terasa Cooley noted that under Governance Review in the report, the space use policies meeting was put off so that the task force can look at what other congregations are doing.

Further, Rev. Terasa updated that the transition team met, and on January 11th she is providing training for people to be facilitators of small groups so that they have conversations with one another, the conversations about being part of the community, which falls under further leadership development training to the congregation. She noted that the right relations team is being taken on by Bill Fogerty.

Further, Rev. Terasa noted that Faith 360 materials put together by the DSD are available on the UUCAVA website and people have been visiting the Sunday table about the courses. As an update on the work of the Ministerial Assistant, Rev. Terasa noted that the Social Justice Council will bring ideas into the budgeting and financial process.

Rev. Terasa called for the board to consider that we should have a process to make a commitment to our partners and be part of the budget. She further noted that the congregational survey (created through the work ministerial search committee and presented at cottage meetings) showed important priorities of this congregation.

Rev. Terasa committed to providing additional documentation of goal integration in October.

### **Operations Update: Chief Administrative Officer Report – Tamara Srader**

Tamara Srader provided the CAO Board Report P2Q1 2019 and gave a brief operations update. Regarding the flood, Tamara noted that members have commented that it looked like nothing ever happened. She asks that we please acknowledge staff for getting the work done, for example,

Annie, Lisa, LeeAnn, Jose, Manuel, etc, especially to get the classrooms ready for RE. Tamara noted that not everything is done, with the space still needing a deep clean and little things done.

Tamara discussed the finances of the water damage mitigation. The church raised about \$16,000 through Faithify for repairs. Tamara also noted that Day Alliance offered money for repairs but that the mitigation costs ended up being lower than originally projected.

A Board Member mentioned that any excess monies should go to capital purpose as that is what type of need people gave to. Tamara noted that any use of excess monies will be discussed with the board.

Regarding the Homeland Security grant awarded to UUCA: Tamara is writing a project management plan for building security and not to ruin historical building designation. We have to follow submission requirements. Funding will happen in January. The funding agency has to approve the plan, and it is a reimbursement grant, meaning they reimburse us for approved expenses after the work is done. Alert system will be around \$30,000 so will need board approval down the line. The security grant can be spent over 3 years. A Board Member proposed that we say that we got a special grant if asked but we will not be publicizing according to the grant guidelines.

The upcoming Birthday celebration is Sunday, Sept. 22nd. UUCA has started getting presents and it is noted that everyone should come on Sunday as they are able for this church wide celebration and fundraiser.

A Board Member asked about the Shelby finance and bookkeeping database system. It was noted that reports are not very readable. Peter explained report a little and a future one-on-one session is planned and will clear up confusion.

Tamara also reported that paintings were stolen from the Center gallery worth \$5000.

### **Capital Campaign Consultant Recommendation and Vote– Peter Vitaliano/Hieu Nguyen**

Peter and Hieu presented information from the attached Capital Campaign Recommendation to the Board and James D. Klote & Associates Proposal.

Peter noted that the report of the Task Force was distributed in separate emails and that we should review the board materials email from Friday which had the most updated information. He further noted that the congregation voted in June to approve the Long term Financial Planning Committee to explore options, with an option being a capital campaign. The Subcommittee on the Capital Campaign solicited proposals from 3 consultants and the committee did due diligence to assess each consultant.

As outlined in Capital Campaign Recommendation document, the Subcommittee recommends Klote and Associates to serve as our advisers. As explained by Hieu, Klote has experience with church communities and UUs; further, Klote provides most in-person and on site support of the

interviewed consultants. The committee felt that UUCA needs significant support to conduct a campaign, which Klote provides. Although Klote is a higher cost, they also set higher fundraising targets, and the increased cost should return higher proceeds. Further, Klote was more supportive of the potential for a Debt campaign to pay off the mortgage.

A Board member asked how we would get higher levels of contribution. Hieu described different methods of developing the targets and of approaching donors. He noted that Klote, who supported our last capital campaign, had a “hard ask” and that this was an area that we need to work with them on modifying.

Board member asked: How did Klote get to 5x annual giving as a potential target? Hieu noted that the last campaign was 4.7x annual campaign. He noted that the Task Force did due diligence and it seems reasonable given what other Klote projects have raised. The Task Force believes the intense on-site presence of Klote will help with campaign success.

Board Members thanked the task force and presented the idea of utilizing a different word than “successful” when describing the 2010-11 campaign. Suggested maybe ‘productive.’ Further, a Board member stressed that it is important that Klote team reacts to what is said and adjusts the messaging and approach. They need to be aware of who this congregation is, especially considering gender and identity. The Board members further wanted to note that we should make sure to have a clear period of time between cottage meetings and CC meetings.

A Board Member requested that Klote provide a draft of messaging, and that we ensure that we meet our goals and use this capital campaign as a positive process and strengthen community.

Linda Battaglini called for a motion to approve the Task Force recommendation. The following motion was made and seconded. The motion passed unanimously.

That UUCA undertake a capital campaign feasibility study through a contract with James D. Klote & Associates. If it is thereby found that a capital campaign is feasible, the Task Force will return a recommendation to the Board to secure approval by the congregation to launch a full capital campaign with James D. Klote & Associates during the current fiscal year with the primary purpose of paying off the mortgage balance of approximately \$3 million and with the final goal to be determined in the course of the feasibility phase. The board specifically authorizes payment of the proposed fee during the study period totaling \$49,000, and payment of the subsequent fee at the rate of \$7,000 per week for a proposed campaign period of 20 weeks. The latter authorization is contingent upon an affirmative vote of the congregation, at a duly-called congregational meeting, to proceed with a capital campaign on the basis of the feasibility study.

**Charge to Personnel Committee: Ministerial Assessment and Review – Lila Vizzard**

Lila discussed the Ministerial Assessment and Review Committee Charge. The committee changed the name from Personnel Committee to Ministerial Assessment and Review Committee to more accurately reflect the work.

Lila explained that the committee is focused on developing this framework and creating a process to do benchmarking. They have a goal to put this system in place for before a senior minister is called.

She further described developing a framework for getting congregants, board and staff input and believes that another committee or a further iteration of this committee will develop down the line on implementing a developed plan.

Rev. Terasa noted that they should coordinate/develop an approach for evaluation of Interim ministry (not just minister).

Linda noted that she anticipates that this board committee will become a regular committee with annual responsibilities.

Technical correction in document: change to Governance Committee from Governance TF

The discussion also included Board Members bringing up the need for a mechanism within the board to handle issues within staff or a whistle blower mechanism. The board felt it was important to make staff aware of a channel they can use to bring issues to the board's attention.

The Committee Charge document will be edited and the changed version will be on the October Consent Agenda.

### **Board Communication Plan – Janice Morris**

Janice discussed the UUCA Board Communication Plan, and the Board agreed to her proposal. This will include quarterly meetings involving publicity, snacks, people and something accessible to discuss. Have it as a “meet the board.” It will be a chance to talk about committees. The First session is Oct. 6th with Amy Shepherd Coordinating a between services meet and greet.

### **Meeting Recap with Process Evaluation**

How we did: Bruce Rieder noted that everyone came prepared. Having the Motion pre-prepared in advance saved time.

### **Adjourned into Executive Session. Additional Note to Include from Executive Session**

Board accepted the resignation of Bruce Rieder as of October 1, 2019 due to health challenges. The board offers its love and support and best wishes for a good outcome for his treatment process.

**Linda Battaglini officially adjourned the September Board Meeting at 9:18pm.**