

First Unitarian Society of Ithaca

Board of Trustees Meeting

July 21, 2021 Minutes

President Don Barber called the regular monthly meeting of the Board of Trustees (BoT) to order at 6:00pm on Wednesday, July 21, 2021.

Trustees Present: Don Barber (President), Diana Nier (Clerk), Valerie Graves, Simon Catterall, Nancy Miller, Margaret Nichols, John Gaines, Elton Hall, Walt Peck (Treasurer, ex officio). Therese O'Connor (Vice President) arrived at 6:20pm.

Trustees Absent: none

FUSIT Members & Guests: Fred Balfour, Harry Dutton, Michelle Waffner (Administrator), Emily Richards (DRE)

Documents:

- [Proposal to form a Transition Team for Interim Ministry](#)
- [Resolution concerning an ad-hoc committee on communication](#)
- [Draft resolution for a Board of Trustees Slack channel](#)
- [Resolution amending Covid-19 Response Way Forward Team policy](#)
- [Phase 2 guidance for limited space use, as of July 13, 2021](#)
- [Retreat Agenda, July 16 draft version](#)
- [Nominating Committee report, July 2021](#)
- [Way Forward Team report, July 2021](#)
- [Hybrid meeting technology options report](#)
- [Action steps for developing a Board narrative to the FUSIT community about what just happened, why, and what our plans are for going forward](#)

Agenda Item # 1: Opening Reading and Consent Agenda Approval

Margaret Nichols lit the chalice and Don Barber read a selection.

CONSENT AGENDA ITEMS:

- Approve the minutes of the July 1, 2021 Board of Trustees Special Meeting, shown in Google Docs folder as of the date and time of this meeting

MOTION: Approve the Consent Agenda Items. Moved by Simon Catterall, seconded by Margaret Nichols. **PASSED.**

Agenda Item # 2: Resolution Creating and Appointing a Transition Team

- [See attached Google Doc for text of Resolution](#)

First Unitarian Society of Ithaca

Board of Trustees Meeting

July 21, 2021 Minutes

- Amend resolution to include Therese O'Connor and Elton Hall as Board members, and other members to be appointed between July 21 and August 1
- Nominating Committee has been asked to suggest members
- Suggestion to use full names of all committees and teams named in Minutes and Agendas, to ensure comprehensibility for future generations

MOTION: Approve the Resolution as amended. (Full text appended at the end of the Minutes.)
Moved by Walt Peck, seconded by Valerie Graves. **PASSED.**

Agenda Item # 3: Resolution Creating an Ad Hoc Committee to Advise the Board on Board Communication Strategies

- [See attached Google Doc for text of Resolution](#)
- Question about number of members and composition of the ad hoc committee
- Maybe 5 people: someone from the Board, someone from Outreach, someone from the Way Forward Team, someone from staff, someone from the congregation at large (not required to be on any other committee)
- Duration of committee? One year commission, with review and potential renewal next year
- Intended to have an advisory/recommendation role on social and technological aspects of communication within FUSIT
- Amendments: set membership at 5 people, set duration at one year with potential to renew.

MOTION: Approve the Resolution as amended. (Full text appended at the end of the Minutes.)
Moved by Margaret Nichols, seconded by Nancy Miller. **PASSED.**

Agenda Item # 4: Role of EXCO

- EXCO serves to make emergency decisions, later ratified by the whole Board
- EXCO additionally serves as a channel of communication between the Board (policy) and the Ministry (staff and operations), since it's difficult to build relationships during Board meetings
- Bylaws mandate that EXCO include the President, Vice President, Clerk, and Treasurer. Minister has traditionally also been a member, but is not mandatorily so.
- May be some overlap between current role and role of Transition Team
- EXCO will continue to meet and see what the best role seems to be

Agenda Item # 5: Board Agenda Structure and Creation Policy

- [See attached Google Doc for text of Resolution relating to use of Slack](#)

First Unitarian Society of Ithaca

Board of Trustees Meeting

July 21, 2021 Minutes

- Discussion of organization of Google Docs folders
 - Diana will look into organization
 - Michelle may need to adjust access permissions for some Board members
 - Difficulty finding documents
- Diana can/will get items from Slack to Michelle Waffner as required

MOTION: Approve the Resolution as written. (Full text appended at the end of the Minutes.)
Moved by Don Barber, seconded by Therese O'Connor. **PASSED.**

Agenda Item # 6: Q&A of Reports from: Treasurer, Nom Com, Hybrid Meeting, and Retreat Agenda Committees/Teams

- Retreat Agenda is still a work in progress. There are some comments and questions in the document. Please read and provide feedback.
- No questions with regard to other reports

Agenda Item # 7: Executive Session with Andy and Matt to Discuss the Past Year's Events

- The Board unanimously consented to enter Executive Session
- Zoom recording was paused and ownership of the call was transferred from Michelle Waffner to Fred Balfour to preserve privacy of the Executive Session. Fred then left his computer running and departed the room.
- Emily Richards (DRE) expressed willingness to stay in the Executive Session to provide a staff perspective. Don Barber declined on behalf of the Board, since this session was intended specifically to establish a Board perspective.
- ***[This portion of the minutes has been redacted to maintain confidentiality.]***
- Thank you to Andy and Matt for coming.

Agenda Item # 8: Process and Information Needed to Establish Narrative About What Just Happened

- Rather than the very structured process outlined in the attached Google Doc, we might also schedule a special meeting and use it as a listening circle to discuss how we individually have been affected and are/were hurting
 - Walt Peck volunteered to moderate a Board listening circle
 - Would be healthier to do in-person or via Zoom than entirely via Slack and/or Google Docs
- Creating a narrative is very important, but we need time to think about it
- Suggestion: create a "Narrative" channel on Slack to discuss before either a special meeting or a structured outline process

First Unitarian Society of Ithaca

Board of Trustees Meeting

July 21, 2021 Minutes

- Lessons Learned is a good framing technique
- General consensus in favor of posting individual thoughts on Slack and then having a listening circle
- Valerie volunteered to create the Slack channel. It will be private (locked) with only Board members invited
 - Be careful about using Slack and what you post where. Confidentiality is vital!
- What if we have a listening circle and then a separate meeting later to craft the narrative, after we have time to process emotions?
- Do we have a deadline for releasing the narrative?
 - Definitely by early September, to help bring congregants back together

Agenda Item # 9: Agenda Items for August 18 Board Meeting

- Personnel Committee
- Governance Committee
 - We need a resolution to create and establish a charge for governance committee
 - John Gaines would like to create a resolution in partnership with one or two other people
 - Please post on the "governance" Slack channel to volunteer
- Communications process with Rev. Tony
- Building Security Policy
- Discussion of Healthy Congregations Team, Shared Ministry Team, etc. and how they relate to the Board and what Rev. Tony needs/wants from them
- Approve Transition Team membership
- Approve Ad Hoc Communications Committee membership

Agenda Item # 10: Resolution Addressing Way Forward Team's Request for Building Use Guidance Approval

- [See attached Google Doc for text of Resolution](#)
- Amendments to Goal section, and to replace Qualities with Knowledge

MOTION: Approve the Resolution as written. (Full text appended at the end of the Minutes.)
Moved by Don Barber, seconded by Nancy Miller. **PASSED.**

Agenda Item # 11: Meeting/Action Summary for Communication

- Diana will post a summary to Slack
- Valerie has created a new Slack channel for minutes and meeting summaries

First Unitarian Society of Ithaca

Board of Trustees Meeting

July 21, 2021 Minutes

- We will move the Slack use resolution to the August meeting. Valerie is willing to be the Slack administrator, and we can have two "owners" who have almost all of the administrator's powers.

Agenda Item # 9: Extinguish Chalice

- Don Barber read a selection and Simon Catterall extinguished the chalice.

Meeting adjourned at 8:05pm.

Minutes taken by Diana Nier, 21 July 2021.

Resolution Creating and Appointing a Transition Team:

The Board will appoint 2 to 3 search committee members and 2-3 congregants at large to serve in on the Transition Team for 2021-2022. Team should consist of a total of 5 members. At this time, the transition team will be a hybrid group reporting to both the Interim minister and board. This "hybrid" may be assessed and changed as per an agreement between the minister and board.

Members of the team will recognize that:

1. They serve to assist the interim minister navigate the congregational community.
 2. They serve as partners with the interim minister in conducting meetings and processes integral to the interim process.
 3. They will act as liaisons to congregational teams, staff, committees, work groups, as the minister requests and may include planning meetings, working with staff, working with ministry teams, orienting the minister to Building & Grounds work, financial processes, etc.
 4. The team will keep reports or logs of the minister's plans and progress to report to the board where appropriate.
- Meetings with the interim minister will likely be once per week initially and may change to a more ad hoc mode.
 - The interim minister may change the team's composition as the interim ministry evolves.
 - Specific activities of the Transition Team will be defined by the Interim Minister in consultation as appropriate with the Board.
 - The transition team will not be involved with evaluation of the interim minister.
-
-

First Unitarian Society of Ithaca

Board of Trustees Meeting

July 21, 2021 Minutes

Resolution Concerning an Ad Hoc Committee on Communication:

Whereas, we and our congregants are emerging from 16 months of enforced isolation due to the COVID-19 pandemic, and during that time most of us saw few if any of the others in the congregation, and none of them in person;

Whereas, we will likely continue to function in a hybrid communications environment for both meetings and Sunday celebrations, which is likely to lead to both technological and social communication issues and challenges that we have never encountered before;

Whereas, we have a new Administrator, five new members on the Board of Trustees, and an Interim Minister for the 2021-22 church year;

And whereas, good communication between and among all groups in the First Unitarian Society is essential for the health of the Society, its smooth functioning, good morale, and the pursuit of its mission;

Be it resolved, that we will create an Ad Hoc Committee on Communication to gather and share information on communication methods, challenges, and possibilities, and to advise the Board on communication issues.

The scope of the Committee's work may include some or all of the following:

- communication within the Board of Trustees;
- communication between the Board and the Minister;
- communication between the Board and the Society's various committees and teams;
- communication between the Board and the congregation; and
- communication among members of the congregation.

The Committee may consider social and psychological aspects as well as technological aspects of communication, and communication media, methods, and strategies.

The Committee will do its work with the goal of arriving at a set of policy recommendations for fostering open, constructive, and meaningful communication at all levels on an ongoing basis at FUSIT. We create this Committee with the recognition that communication is an ongoing challenge, but also with the recognition that effective communication has great potential to foster strong, constructive relationships and build community.

First Unitarian Society of Ithaca

Board of Trustees Meeting

July 21, 2021 Minutes

Resolution Creating a Board of Trustees Slack Workspace:

Whereas the First Unitarian Board of Trustees needs a private workspace for daily work such as projects and normal BoT member-to-member communications;

Whereas the business application Slack offers such a workspace;

Whereas Slack free version provides a wide range of group communications features but with a number of limitations:

- Up to 10k searchable messages;
- Up to 10 apps appended for functionality (for example: Dropbox, Google Drive; Zendesk);
- Up to 5Gbytes of storage before automatic archiving starts;
- 1-to-1 video calls but not group video calls;
- Ability for a Trustee to set up an outside thread (direct message) with a non-Trustee, therefore eliminating an extra email conversation.

Whereas Slack's "PRO version" offers additional features including the feature that "outside users" can be admitted to specific projects. For example, the church administrator could be a limited member for a project "channel" such as reorganizing the BoT Policy Book, but the administrator would have no access to any other conversations or project channels;

Whereas First Unitarian's annual cost for the PRO version would be \$80/user or \$800/year for the 10-member board; now therefore be it

Resolved that the First Unitarian Board of Trustees:

- Implement the Slack free version;
 - Name two Trustees as "owners";
 - Limit Slack membership to Trustees;
 - Review and update membership and ownership status on July 1st of each year when the newly elected board is seated;
 - Adjust Slack membership for any mid-year board changes; and
 - Require each Trustee to implement "two factor authentication".
-
-

First Unitarian Society of Ithaca

Board of Trustees Meeting

July 21, 2021 Minutes

Resolution Amending COVID-19 RESPONSE WAY FORWARD TEAM Policy:

Whereas, the Board of Trustees adopted a resolution creating the COVID-19 Response Way Forward Team in 2020 (see below), and

Whereas, the adopted Way Forward resolution does not fit squarely with Partnership Governance model described in our Article IV Section 8 of our bylaws which states: *“The Board shall establish and maintain a comprehensive Board Policy Book”*; and in our Policy Book Section 2.2 *“The board delegates the daily operation of the church to the minister, who is thus accountable for the Society’s overall performance. The minister guides the work of paid staff and volunteers and helps the ministry teams adhere to board governance policies”* by inserting the Board into operations decision of the church, and

Whereas, the Way Forward Team, in compliance with the current resolution creating the COVID-19 Response Way Forward Team, has asked the Board to approve its updated guidelines,

Now Therefore Be It Resolved, that the Board accepts the updated Way Forward Team's July 13, 2021 Phase 2 Building Use Guidance as complying with the policy stated in resolution creating the COVID-19 Response Way Forward Team, and

Further resolved that the resolution creating the COVID-19 Response Way Forward Team is amended as follows:

Purpose: As we care for the most vulnerable among us, we seek to develop guidelines to reduce the risk of the First Unitarian Society of Ithaca (FUSIT) community to transmit or contract COVID-19 when either on the FUSIT property (herein referred to as FUSIT campus) or when staff, church clergy, or church groups, are in official functions in the wider community.

Goal: Develop guidelines for a phased re-opening of the FUSIT campus **as soon as practical**, based on current local, county & state health orders and Unitarian Universalist Association Guidelines for Gathering.

Responsibilities:

- Create and update guidelines as needed, using Unitarian Universalist Association Guidelines for Gathering, current Tompkins County Health Department’s 4 Phase approach and Church Mutual & Insurance Company’s best practices for space use.
- Make decisions that prioritize the “good of the whole” including: the health and safety of staff, congregants, contractors, renters, and visitors of all ages, frailties, and physical abilities when on site or in official church capacity off-site.

First Unitarian Society of Ithaca

Board of Trustees Meeting

July 21, 2021 Minutes

- Develop an anticipated “order of re-opening” template.
- Design recommendations for implementation including consideration of program and budget ramifications.
- Be available as a resource to supervisory staff and the Board regarding COVID-19 staffing and budget issues.
- Ensure that the approved guidelines are made readily available to the FUSIT community.

Special Knowledge or Skills Needed by Members:

- Experience related to public health and safety
- Knowledge of FUSIT operations
- Understanding of Core FUSIT Values
- Knowledge of the demographics of our congregation
- Ability to think through critical issues
- Ability to provide leadership during times of crisis
- Trusted by the congregation

Frequency of Meetings: Once a month or as needed if there are major changes in COVID-19 trending.

Selection Process for Members: The Minister and the Board Chair will identify and recruit church members based on the special knowledge or skills needed in this charge.

Reporting: This team will be under Operations. Final approval of the guidelines for use of the FUSIT campus is made by the Minister, in consultation with appropriate staff and leaders. These guidelines will be enforced by the clergy, staff, and the Board.