

# First Unitarian Society of Ithaca

## Board of Trustees Meeting

August 18, 2021 Minutes

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President Don Barber called the regular monthly meeting of the Board of Trustees (BoT) to order at 6:31pm on Wednesday, August 18, 2021.

This was a hybrid meeting, held partly in person and partly via Zoom.

**Trustees Present:** Don Barber (President), Diana Nier (Clerk), Simon Catterall, Nancy Miller, Margaret Nichols, John Gaines, Walt Peck (Treasurer, ex officio), Rev. Tony Johnson (Minister, ex officio)

**Trustees Absent:** Therese O'Connor (Vice President), Elton Hall, Valerie Graves

**FUSIT Members & Guests:** Emily Richards (DRE), Michelle Waffner (administrator), Angela Zhang

### **Handouts:**

- [Treasurer's Report, August 2021](#)
- [Treasure Auction Team Report](#)
- [Updated Way Forward Team guidance for limited space use policy](#)
- [DRAFT Minutes of the July 21, 2021 Board meeting](#)
  
- [Amended Resolution Concerning an Ad Hoc Committee on Communication](#)
- [Amended Resolution Forming a Transition Team for Interim Ministry](#)
- [Executive Session Policy Resolution](#)
- [Resolution Creating a Governance Committee](#)
- [Resolution to Establish and Charge a Personnel Committee](#)
- [Resolution for a Board of Trustees Slack Channel for Intra-Board Communication](#)
- [DRAFT Board Narrative](#)

### **Agenda Item # 1: Opening Reading and Consent Agenda Approval**

Simon Catterall lit the chalice and John Gaines read a selection.

### **Agenda Item # 2: Congregational Communication Period**

- Angela Zhang reported from the Transition Team. The congregation is very interested in meeting Rev. Tony. An in-person event will take organization and may not be possible soon. A quick 1-hour Zoom introductory meeting might be a good interim step
- Emily Richards reported that staff have been looking into reserving a pavilion at Stewart Park on September 12, after our first virtual service of the year. This could double as a meet-Rev.-Tony event and our annual Sundae Sunday event
- Upgrading/fixing FUSIT internet connection should start this coming week, but at the moment we are still doing pre-recorded virtual services rather than live

# First Unitarian Society of Ithaca

## Board of Trustees Meeting

August 18, 2021 Minutes

---

### **Agenda Item # 3: Changes to Agenda**

- Margaret Nichols withdrew the Ad Hoc Communication Committee Resolution and postponed it to next month

### **Agenda Item # 4: Consent Agenda**

#### **CONSENT AGENDA ITEMS:**

- Approve the minutes of the July 21, 2021 Board of Trustees meeting, as shown in Google Docs folder as of the date and time of this meeting
- Accept the Treasurer's Report and June Financial Reports
- Accept the Treasure Auction Report
- Accept the updated Way Forward Team guidance policy
- Accept the sanctuary repair update: The narthex was patched and painted to match the interior of the sanctuary
- Accept the updated Retreat Agenda

**MOTION:** Approve the Consent Agenda Items. Moved by John Gaines, seconded by Nancy Miller. **PASSED.**

### **Agenda Item # 5: Minister's Report and Upcoming Dates**

(Newsletter deadline this Thursday, August 19)

#### **Rev. Anthony Johnson updated the board on:**

- Rev. Tony's ministry will be a mixture of remote and onsite ministry. He follows the same office hours both virtually and when physically present; these hours aren't yet finalized
- Rev. Tony has met with FUSIT staff and a few neighbors. The staff retreat on Monday, August 16 went well!
- He has begun meeting groups and individuals within the congregation, including worship team, but has many more people and committees to meet and learn about
- His office is mostly not set up. Rev. Margaret left several shelves of books that must be boxed up and removed before he can fully move in
- He looks forward to working with the worship team, tech team, and musicians to launch Sunday services beginning September 12. Several virtual meetings still required
- He's confident that although we live in an unusual time, the lay and professional leadership can provide effective ministry for FUSIT

**First Unitarian Society of Ithaca**  
**Board of Trustees Meeting**  
August 18, 2021 Minutes

---

Date	Event	Comments
9/12	First virtual service	Hopefully Sundae Sunday in Stewart Park after the YouTube broadcast

**Agenda Item # 6: Executive Session Policy**

- Don Barber moved the Policy and John Gaines seconded. The floor was then opened to discussion
- Suggested amendment to add "other matters which the Board deems can be best served by a formal Board-only discussion before further action is taken, and" to the end of the fourth paragraph. Moved by Nancy Miller, seconded by Diana Nier.
  - Discussion opened on the amendment

**MOTION:** Accept the proposed amendment. Moved by Nancy Miller, seconded by Diana Nier.  
**FAILED.**

- Suggested amendment to add ", both elected and ex officio," to the third paragraph, between "shall mean that only Trustees" and "are present and able to see and hear the discussion". Moved by Diana Nier, seconded by Walt Peck.
  - Discussion opened on the amendment

**MOTION:** Accept the proposed amendment. Moved by Diana Nier, seconded by Walt Peck.  
**PASSED.**

**MOTION:** Approve the Executive Session Policy as amended. (Full text appended to the end of the minutes.) Moved by Don Barber, seconded by John Gaines. **PASSED.**

**Agenda Item # 7: Amended Transition Team Resolution with Team Members**

- Walt Peck briefly discussed the first proposed amendment to the Transition Team Resolution, which consists of naming the team members and .
- Nancy Miller discussed the proposed amendment to the charge to the Team

**MOTION:** Approve the Transition Team Resolution as amended. (Full text appended to the end of the minutes.) Moved by Walt Peck, seconded by Simon Catterall. **PASSED.**

**Agenda Item # 8: Financial and Sexton Update**

- Walt updated the Board on the financial situation. The 2020-21 numbers came back better than expected, which allows us to roll some funds over to the 2021-22 year.
- However, we cannot expect to use those funds in 2022-23

# First Unitarian Society of Ithaca

## Board of Trustees Meeting

August 18, 2021 Minutes

---

- The most immediate financial outlay will be for a sexton or equivalent thereof, as we begin to reopen our physical building
- We can't get the necessary services at the cost proposed in the budget (\$16,000)
- Building and Grounds strongly recommends hiring a sexton at \$21,000. Twenty hours a week for 10 months, at \$20/hour. This reflects the fact that RE classroom cleaning will be limited for now
- This increase would be within the budget approved by the congregation at the 2021 Annual Meeting
- However, we may not be able to hire anyone at that rate, so Walt requests the Board approve an increase of this line item to \$26,000
- He also requests the Board pre-approve, if it proves necessary, for a return to 'contracting out' the cleaning and snow removal services.

**MOTION:** The Board resolves to coalesce the three budget items 'sexton', 'cleaning', and 'snow removal' into one line item: 'sexton', with a total amount of \$21,000, but allowing a total cost of up to \$26,000. Additionally, if it proves necessary, the Board pre-approves a return to contracting out the cleaning and snow removal services, but with the increased financial cap. Moved by Walt Peck, seconded by Nancy Miller.

- The floor was opened to discussion of the motion
- Question whether this is within the Board's sphere of responsibility, when staff are clearly under Ministry's purview.
  - May or may not be, but the Board must approve budget increases
  - Additionally, Rev. Tony was not involved in this year's budget process and we want to give him the greatest flexibility in hiring choices
- Does the increased financial cap remain even if we return to contracting out the cleaning and snow removal?
  - Yes. Text of motion amended to clarify that point
- Need for a sexton is urgent. We cannot reopen without regular cleaning services

Discussion closed and motion called. **PASSED.**

### **Agenda Item # 9: Board Communication - Slack**

- Review of the proposal, which was discussed at the July 21 meeting but not voted upon
- We will need to assign two Trustees to be the channel owners, taking over from Fred Balfour. These will be assigned at a later date

**MOTION:** Approve the resolution to create a private Board-only Slack channel for the Board of Trustees. Moved by Don Barber, seconded by Margaret Nichols. **PASSED.**

**First Unitarian Society of Ithaca**  
**Board of Trustees Meeting**  
August 18, 2021 Minutes

---

**Agenda Item # 11: Governance Committee Resolution**

**MOTION:** Approve the Resolution Creating a Governance Committee. Moved by John Gaines, seconded by Simon Catteral.

The floor was then opened to discussion.

- Do proposed Bylaw changes need to go to the Board before going to the full congregation?
  - Our current bylaws and policies are unclear on this issue
  - However, committees of the Board are often technically advisory committees, which suggests that proposals should come to the Board first
- Proposed amendment: add "the Board and" to the first bullet point, between "submit recommended changes to" and "the congregation for approval". Moved by John Gaines, seconded by Nancy Miller.
  - Discussion opened on the amendment

Discussion closed and motion called. **PASSED.**

- Discussion about accessibility of existing policies. They are not easily found. all the policies previously approved that are not Board Policies and organize such that they can be easily accessed
- Is this directly pertinent to the resolution currently before the Board?

**MOTION:** Approve the Resolution Creating a Governance Committee as amended. (Full text appended to the end of the minutes.) Moved by John Gaines, seconded by Simon Catteral. **PASSED.**

**Agenda Item # 11: Personnel Committee Resolution**

- Don Barber presented the resolution and discussed some text changes since it was initially posted

**MOTION:** Approve the Resolution to Establish and Charge a Personnel Committee. (Full text appended to the end of the minutes.) Moved by Don Barber, seconded by Walt Peck. **PASSED.**

**Agenda Item # 12: Process and Timeline for Establishing our Narrative**

- The idea of this process is to create a Board narrative from a high-level perspective on events of the past year. This has been repeatedly requested by congregation members
- Rev. Renee Ruchotzke recommended that Rev. Tony be included in any such narrative creation process
- We cannot let this become the focus of our fall!

**First Unitarian Society of Ithaca**  
**Board of Trustees Meeting**  
August 18, 2021 Minutes

---

- Additionally, is this completely necessary? Will it do more good than harm?
- Even if we issue a statement, we will almost certainly still have people asking "but what really happened?"
- Any statement issued by the Board will be read by only about 30% of the congregation and won't satisfy all of the people who read it
  - Any process must therefore include some provision for listening to congregants, even if no additional information is provided
- Any statement should include a staff perspective, because staff are the people most likely to be asked about any statement and it's important for lay and staff leadership to project a united front
  - The statement would be issued by the Board and any questions should be referred to the Board
  - However, because staff will be on the firing line, it is important to get staff input into any narrative
- Walt Peck and Nancy Miller will be responsible for creating a statement, gathering input from the Board and the staff.

**Agenda Item # 13: September Meeting Agenda Items**

- Ad Hoc Communication Committee Resolution will be moved to September
- Other items will be added after the August 20 and 21 Board Retreat, when we have a clearer picture of upcoming events

**Agenda Item # 14: Meeting/Action Summary for Communication**

- Diana Nier gave a quick summary of the meeting
- Michelle Waffner will provide Transition Team contact information to the congregation.

**Agenda Item # 15: Closing Words**

John Gaines read a selection and Diana Nier symbolically extinguished the chalice.

**Meeting adjourned at 8:08pm.**

Minutes taken by Diana Nier, 18 August 2021.

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**Executive Session Policy Resolution**

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**First Unitarian Society of Ithaca**  
**Board of Trustees Meeting**  
August 18, 2021 Minutes

---

Whereas, the Board of Trustees (Board) strives for transparency by intentionally conducting its business in open session, and

Whereas, the Board occasionally has personnel and contract issues as well as competitive bid comparisons come before it that demand privacy or would compromise competitive bids, and

Now Therefore Be It Resolved, that the Board adopts the policy that Executive Session shall mean that only Trustees, both elected and ex officio, are present and able to see and hear the discussion as well as any intentionally invited guests, and that no decisions are made in Executive Session, and

Resolved, that the Board will seek by motion and second to retire to Executive Session to discuss subjects that involve private and/or confidential information. For instance: personnel issues that will divulge private information, contract and lawsuit discussion including real estate that could compromise legal position if Board discussion were made known, and discussion of competitive bids, and

Resolved, that to maintain the privacy sought by meeting in Executive Session, no minutes of the Executive Session discussion are taken or archived.

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**Amended Resolution Forming a Transition Team for Interim Ministry**

The Board **appoints Therese O'Connor, Elton Hall, Angela Zhang, Jessica Brown, Fred Balfour, and Marie Benedetti** as the Transition Team for 2021-2022. At this time, the transition team will be a hybrid group reporting to both the Interim Minister and the 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; to be a conduit for communication from the interim minister to the congregation and from the congregation to the interim minister.
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.

# First Unitarian Society of Ithaca

## Board of Trustees Meeting

August 18, 2021 Minutes

---

4. The team will keep reports or logs of the minister's plans and progress to **share with** 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.
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### **Resolution for a Board of Trustees Slack Channel for Intra-Board Communication**

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 BoT 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" which is 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";



# First Unitarian Society of Ithaca

## Board of Trustees Meeting

August 18, 2021 Minutes

---

- 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”.
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### **Resolution to Establish and Charge a Personnel Committee**

Whereas, Bylaws Article IX Committees, says in part: Committees, both standing and ad hoc, function to inform and support the work of governing the Society. Standing Committees shall exist through the years and provide continuity and means for fulfilling the mission of the Society. Chairpersons of these committees shall be empowered by the President of the Board and then confirmed by the Board as soon after the Annual Meeting as is practical. Chairpersons of Standing Committees shall be members of the Society and shall submit reports for the monthly meeting of the Board. Where appropriate, trustees shall be appointed as liaisons to standing committees. The Board shall, when necessary, ... provide direction to committees to ensure Board policies are implemented and program areas are being adequately supported, and

Whereas, Bylaws Article IX SECTION 2: Standing Committees, says in part Committee chairs shall prepare reports to the Board in the months of October and February, shall submit an annual report for Members at the Annual Meeting and may, as needed, suggest policy initiatives that may be adopted by the Board, and

Whereas, Bylaws Article IX SECTION 2.4: Personnel: says This committee shall oversee and review compensation and benefit matters for employees and make recommendations on these to the Board. The committee shall develop and administer general personnel policies. It shall serve as liaison to the Board and to other committees and staff regarding compensation and benefit issues for the settled or interim ministers and for staff. This committee’s membership must be confirmed annually by the Board and at least one member of this committee shall be a member of the Board, and

Whereas, Policy Book Section 1.3.3 says: Personnel Committee Assists the board in developing personnel policies, ensuring compliance with applicable laws, and carrying out the staff-grievance process as defined by these policies. The Committee has no staff management authority and does not participate in supervision or personnel decision-making. When it is necessary to hold a hearing on a staff grievance, the board will appoint an ad hoc committee in each case.

**First Unitarian Society of Ithaca**  
**Board of Trustees Meeting**  
August 18, 2021 Minutes

---

Resolved, in compliance with Article IX of the Bylaws, the FUSIT Board of Trustees hereby creates a Personnel Committee which acts as resource for the Board and staff on Personnel matters; including but not limited:

1. To ensure compliance with state and federal employment statutes,
2. To counsel the Board on compensation and benefit policies
3. To bi-annually review the Personnel Manual
4. To serve in the ombudsman function for staff concerns that are not felt to be satisfactorily addressed by supervisor
5. To support and counsel the Board on proper grievance procedures when the Board is called into fulfilling its responsibilities

Further resolved, the Personnel Committee is a resource for staff supervisors but does not participate or interfere with their supervision authority.

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**Board Resolution Creating a Governance Committee**

The Board hereby creates a standing committee, the Shared Partnership Governance Committee (hereafter GOVCO). GOVCO will continually monitor all aspects of partnership governance and make recommendations to the Board to improve our society's governance as appropriate. GOVCO will periodically review the FUSIT Constitution and Bylaws, Board Policy Book and related documents for compliance with partnership governance as defined in Bylaws Article IV Section 8:

- 1) Specifying mission-related human needs to be met, for whom, and at what cost to recipients.
- 2) The boundaries of methods, practices, situations, and conduct within which methods and activities can responsibly be left to staff.
- 3) The manner in which the Board delegates authority and how it evaluates performance relative to ends (#1 above) and limitations (#2 above).
- 4) The manner in which the Board determines its philosophy, its accountability, and the specifics of its own job.

GOVCO will

- help prepare amendments to the Constitution and Bylaws and submit recommended changes to the Board and the congregation for approval;
- suggest modifications to the Board Policy Book and submit recommended modifications to the Board for approval;

**First Unitarian Society of Ithaca**  
**Board of Trustees Meeting**  
August 18, 2021 Minutes

---

GOVCO is advisory to the Board. Its members and Chair are appointed by the Board. GOVCO may consult with others outside the committee, including the minister, staff and lay leaders, members and friends, professional persons, and the UUA and its regional bodies. GOVCO will provide the Board with regular reports and suggestions for refinement of the scope of work of the committee.