

First Unitarian Society of Ithaca

Board of Trustees Meeting

March 16, 2022 Minutes

President Don Barber called the regular monthly meeting of the Board of Trustees (BoT) to order at 6:16pm on Wednesday, March 16, 2022.

Trustees Present: Don Barber (President), Therese O'Connor (Vice President), Diana Nier (Clerk), Simon Catterall, John Gaines Valerie Graves, Elton Hall, Nancy Miller, Margaret Nichols

Trustees Absent: Walt Peck (Treasurer)

FUSIT Members & Guests: Emily Richards (DRE), Michelle Waffner (Administrator), Fred Balfour, Preston Wilson, Jens Wennberg, Beth Howard, Marie McRae

Handouts:

- [Amended Charge for the Personnel Committee](#)
- [Treasurer's Report](#)
- [Team and Committee Reports:](#) Board Training Committee, Anti-Racism Ministry Team, Buildings & Grounds, Care Team, Communication Policy Committee, Administrator's Report, Finance Committee, Governance Committee, Personnel Committee, Nominating Committee, Religious Exploration Team, Social Justice Council, Stewardship Committee, Profit & Loss Statement
- [Motion to appoint Elizabeth Bixler to Nominating Committee](#)
- [Spring 2022 Open Question](#)
- [FUSIT Voting Reform Proposition](#)
- [Ministerial Fulfillment Special Committee Resolution](#)
- [Prioritizing Ministerial Functions](#)
- [Partnership Governance Adaptation Proposal](#)
- [Winter Open Question responses](#)

Agenda Item # 1: Welcome and Chalice Lighting

Therese O'Connor lit the chalice and Nancy Miller read a selection.

Agenda Item # 2: Congregational Communication Period

- Preston Wilson read a list of requests:
 - Parking issues: we need to regain access to the parking lot, and people should be reminded that the Seneca Street garage is not always an option
 - Current restrictions on use of the sanctuary building are overly restrictive and scary, and should be lightened
- Fred Balfour presented some information on Board Training options. Current recommendation is for the UUA's Strategic Leadership 301 course

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- Links are in the Board Training folder in the Board Google Drive

Agenda Item # 3: Changes to Agenda

- Moved the Personnel Committee charge to its own agenda item
- Removed amended key policy from consent agenda to be dealt with next month

Agenda Item # 4: Consent Agenda

CONSENT AGENDA ITEMS:

- Approve the minutes of the March 2, 2022 Board of Trustees meeting, shown in Google Docs folder as of the date and time of this meeting
- Accept the [Treasurer's Report](#)
- Accept [Team and Committee Reports](#): Board Training Committee, Anti-Racism Ministry Team, Buildings & Grounds, Care Team, Communication Policy Committee, Administrator's Report, Finance Committee, Governance Committee, Personnel Committee, Nominating Committee, Religious Exploration Team, Social Justice Council, Stewardship Committee
- Appoint Elizabeth Bixler to the Nominating Committee
- Approve the [Spring 2022 Open Question](#), as shown in the linked document
- Charge the Governance Committee to review our voting procedures and regulations, as set forth in the [FUSIT Voting Reform Proposition document](#)

MOTION: Approve the Consent Agenda Items. Moved by Therese O'Connor, seconded by John Gaines. **MOTION PASSED.**

Agenda Item # 5: Ministry Reports and Upcoming Dates

- Stewardship requests information about the Board's decisions on ministerial fulfillment, to be incorporated into the pledge campaign
- Don Barber summarized highlights of the team and committee reports
- Nancy Miller highlighted that several members of the Care Team and the Engagement & Outreach Team are stretched thin right now. This item is purely informational
- There are still some outstanding issues relating to Rev. Tony Johnson's contract
- Therese O'Connor mentioned that some people have expressed concerns over the structure and timing/availability of small group ministry groups. This item is purely informational.

Agenda Item # 6: Ministerial Position Priorities

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- Don explained the five priorities that the congregation and Board have settled on, and suggested that they be adopted as guidelines for the Ministerial Fulfillment Team.
- Discussion of whether these could be winnowed down to three, and if so, how
- Revised list of three priorities:
 - Spiritual and Community Leadership: lead celebrations, be a voice for liberal religion within and outside our congregation, challenge us to be better personally and collectively, team focus, coaching for opportunities of engagement and inspiration, help keep the congregation together
 - Pastoral Care
 - Administration and Operations Director: monitor/manage programs, hold responsibility for daily operation of the organization. May include staff supervision.
- The Board agreed to give these revised priorities to the Ministry Fulfillment Team as guidelines for their work

Agenda Item # 7: Partnership Governance Structure Proposal

- Elton presented the proposal for restructuring FUSIT governance to allow for smooth transitions between operating with a minister and without a minister
- See [Partnership Governance Adaptation Proposal](#) for more details
- This offers a structured way for a minister to relate to the Board and to the Ministry, and also offers a way for other staff to move into those roles during periods without a minister
- Additionally, this helps create permanent structures for proposed new groups to look to for guidance
- Discussion about the problem of unpaid volunteers supervising staff
 - Since the Board is ultimately responsible for hiring and evaluating staff, this is a cost-effective and time-effective way for the Board to manage that duty
 - Additionally, because committee membership would rotate frequently, no one person can become entrenched in a supervisory position
- Concern over finding people who have the energy and time to staff these committees
 - Additionally, finding appointees will be an additional drain on Board attention
 - We could have members of one team also serve on the other simultaneously
 - Why not combine the teams? Having two teams creates a potential communication bottleneck
 - On the other hand, combining the teams would create a very large workload for that one team
- Concern over continuity of supervision -- two years is not a long period of time. Would this lead to staff confusion?
- Proposal: during periods when we don't have a minister, what if one person from the Vision Team and one person from the Operations Team work together as a joint Head of

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Staff? If one is a staff member, this could also alleviate concerns about volunteers supervising paid staff.

- Could some existing committees and teams be absorbed into these two teams?

MOTION: The Board hereby accepts the proposal from the Governance Committee for the adaptation of partnership governance as set forth in detail at the end of the minutes. Moved by John Gaines, seconded by Elton Hall.

The floor was opened to discussion.

- Is this proposal ready to be voted on? It feels like we created a bunch of ideas that GovCo should work on and bring back a revised proposal.
- The Head of Staff question should be given to Personnel Committee
- This seems to be a good framework even if details aren't yet in place

Discussion was closed. **MOTION PASSED** with one abstention.

Agenda Item # 8: Amended Charge for Personnel Committee

- This item was held for the next meeting. In the intervening month, the Personnel Committee will discuss implementation of the adaptation of partnership governance.

Agenda Item # 8: Winter Open Question Results

- Therese O'Connor presented the [answers to the Winter Open Question](#)
- The question was, ***"Given our history and our hopes for the future, for what purpose does our religious community exist in 2022 and beyond? In other words, what is and should be our true Mission?"***
- Heavy emphasis on three broad areas:
 - Spiritual growth and learning, creating a spiritual home
 - Transforming the wider community, social justice
 - Improve and foster community within FUSIT
- Margaret Nichols, Valerie Graves, and Nancy Miller will present a draft Mission at the April Board meeting

Agenda Item # 9: Ministry Fulfillment Committee

- [Ministry Fulfillment Special Committee Resolution](#)
- John Gaines presented the resolution
- Discussion of how to appoint members
 - All Board members should submit suggestions for members to the Slack channel, for other Board members to review

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MOTION: The Board of Trustees hereby establishes a Special Committee entitled the Ministry Fulfillment Committee to advise the Board on fulfilling Ministry responsibilities in service to the Congregation. (Full text of motion appended to the end of the minutes.) Moved by John Gaines, seconded by Therese O'Connor. **MOTION PASSED.**

Agenda Item # 10: Set Date for Annual Meeting

- GovCo and staff suggest having the annual meeting on Wednesday, May 25, at 6:30pm
 - Unsure yet if this will be in-person, Zoom-only, or hybrid
- The May Board meeting is May 18, just one week prior to that
- Michelle Waffner is on vacation from May 19 through May 24
- When will the annual report be ready? That is a question for Loretta Heimbuch
- The bylaws state that the budget must be presented to the congregation either 2 Sundays OR 14 days before the annual meeting. That's May 11 or May 15

Agenda Item # 11: Next Meeting Agenda Items

- Amended charge for Personnel Committee
- Amended key policy
- Mission first draft
- Spring Open Question responses from the Board
- Review Congregational Conversation
- Budget update
- Decide format of annual meeting

Agenda Item # 12: Meeting/Action Summary for Communication

- Diana will send a "Sense of the Meeting" summary to Michelle for the midweek announcement email

Agenda Item # 13: Closing Words

Nancy Miller read a selection and Therese O'Connor extinguished the chalice.

Meeting adjourned at 7:59pm.

Minutes taken by Diana Nier, 3/16/22.

Executive Session: The Board went into Executive Session at 8:00pm. Topics discussed included messages from Rev. Tony Johnson's spouse relating to his medical insurance, and

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investigations into the issue by Michelle Waffner and the Personnel Committee. FUSIT has attempted mediation via Rev. Renee Ruchotzke of the UUA.

Executive Session Adjourned at 8:16pm.

Partnership Governance Adaptation Proposal

Introduction:

The core principles of Partnership Governance divide the work of the church between two partners: the Board and the Ministry. In this relationship, the Board sets the policies and goals for the community, the Ministry implements them and reports back to the Board on the community's progress. The primary goal here is to maintain that division of labor so that the Board of Trustees is preserved for goal-setting and oversight. And so that the Ministry can operate independently of the Board.

A key thing to understand is that the MINISTRY is not the same thing as a minister. Yes, a minister is a component of this work, but the MinisTRY refers to the broader community of lay leaders, volunteers, and staff who all do the work of bringing about the mission and vision of the community. The Ministry is so much more than the minister.

So while the system as it has been previously organized at FUSIT structured a central role for a minister, **Partnership Governance does not rely on the presence of a minister for full functionality.** In fact, it should NOT depend on a minister. It is designed to be minisTRY-centric, not minister-centric. At FUSIT we have a long history of being minister-centric. This time is offering us an exciting opportunity to help us shift our emphasis to the Ministry.

Without a minister, the Partnership Governance model will work most effectively if there is an identifiable Ministry Partner to provide leadership and guidance to the community of lay volunteers and staff and to report back to and work closely with the Board of Trustees.

Taking evidence from the Congregational Conversations of the past few months, from Board discussions, and from the Board Policy Handbook which lays out the principles of Partnership Governance, GovCo identified four key areas of church life and work that have in the past been allocated to the Minister:

- Vision and Goal implementation in the Ministry

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- Directing church administration and operations
- Creating and leading spiritually meaningful celebrations
- Pastoral care

While the leading and creation of services and pastoral care are essential to the work of the ministry, they are beyond the purview of the GovCo, so our work focused on the first two sets of tasks: implementing the Vision of Ministry and the direction of church administration and operations.

Proposal:

We recommend the Board of Trustees create the following two oversight Teams:

Team 1: Ministry Visioning Team

This team will consist of four people, whose task will be to guide and coordinate the work of the ministry and serve as partners with the Board to implement the goals articulated in the annual Vision of Ministry.

This team will also regularly report back to the Board the progress in its implementation of the Vision of Ministry. It will guide the Team Leader Council and ensure coordinated efforts across all of FUSIT's ministry teams.

Members (4): 1 Board member, 2 Board appointees made in consultation with the TLC; staff representation from the Minister or a Ministry-focused staff member.

Charge:

- To guide the implementation of the Vision of Ministry by coordinating **the work of the staff and the Teams.**
- To report the results of the Ministry work to the Board.
- To propose annual budget expenditures to support the ministry work.

Term of Service: 2 years, with 1 possible reappointment. After the first year of implementation, members will rotate off in alternate years to ensure a degree of continuity from year to year.

Team 2: Operations Administration Team

This 4-person team will work to oversee the administration of the church operations. It will serve as a supervisor to the paid staff members and review their work annually. It will also

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be responsible for recommending the hiring and firing of paid staff members, should the need arise. It will also oversee spending and make budget recommendations.

Members (4): Members (4): The Board Treasurer, 2 Board appointees; staff representation from the Minister and/or the Congregational Administrator.

Charge:

- To guide and coordinate the work of the paid staff
- coordinate searches for new staff members
- To recommend hiring and firing of staff members to the Board
- To provide input on the creation of annual budgets
- To evaluate the paid staff's work, and report those reviews to the Board at least annually

Term of Service: 2 years, with 1 possible reappointment. After the first year of implementation, members will rotate off in alternate years to ensure a degree of continuity from year to year.

Conclusion:

GovCo envisions that these two teams would remain in place regardless of the status of a full-time minister. Should FUSIT call a full-time settled minister, we envision these teams would serve as a critical support system for that minister and their work with FUSIT.

Should the Board accept these recommendations, GovCo will undertake a substantial re-writing of the language of the Board Policy book to recognize these Teams, allocate their responsibilities, and define their limits within the Partnership Governance model. It will submit that language to the Board for approval and adoption into the set of Board Policies.

A key aspect of Partnership Governance is the built-in expectation that the congregation's needs will change, and that the system will need to adapt. In making these recommendations, we are living into that promise of flexibility and change. Furthermore, the fact that we are able to make those changes nimbly right now and will be able to do so in the future, is testimony to the ongoing strength and resilience of our beloved community.

Ministry Fulfillment Special Committee Resolution

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The Board of Trustees hereby establishes a Special Committee entitled the Ministry Fulfillment Committee to advise the Board on fulfilling Ministry responsibilities in service to the Congregation.

The work of the Committee shall be informed by the following elements:

- ◆ Organizational structure as recommended by the Governance Committee and the Board;
- ◆ Congregational priorities as determined by the Board;
- ◆ Financial considerations as recommended by the Finance Committee.

Tasks required of the Committee include:

- Develop and implement a timeline and a plan for the committee's work including: in concordance with elements above, developing a responsibilities description for Ministry fulfillment, advertising the position(s), recruiting candidates, interviewing candidates, and recommending one or more or no candidates to the Board;
- Consider meeting Ministry responsibilities through any available UUA processes, cooperative arrangements with other organizations (either local or regional), combinations of paid and volunteer positions or other non-traditional approaches;
- In conjunction with the Communications Committee, develop and implement a communications plan to keep the Congregation informed, consistent with requirements of confidentiality, as the Committee's work unfolds;
- Develop and implement a communications plan to keep the staff informed, consistent with requirements of confidentiality, as the Committee's work unfolds;
- Work closely throughout this process with the Board, while keeping appropriate confidences.

Committee membership:

- There shall be 4-6 members on the committee;
- Committee members are appointed by the Board for a one year term, such term may be renewed for one year at a time;
- Committee members shall be broadly representative of the congregation and may include the following:
 - one or more trustees;
 - one or more members of the Governance Committee;
 - one or members of the Celebrations Team;
 - one or more members of the Team Leaders Council;
 - one or more at large members with experience in organizational structure;
 - one or more newer or younger members.