

**First Unitarian Society of Ithaca
Board of Trustee Meeting Minutes
July 20, 2022**

Vice-President Therese O'Connor called the regular monthly meeting of the Board of Trustees (BoT) to order at 6:35pm on Wednesday, July 20, 2022.

Trustees Present:

Don Barber (Past President), Valerie Graves, Dick Kurtz, Nancy Miller, Margaret Nichols, Therese O'Connor (Past Vice President), and Walt Peck (Past Treasurer, ex officio).

Trustees Absent:

None

FUSIT Members & Guests:

Fred Balfour, Emily Richards (DRE), Joined at 8pm: Ministry Fulfillment Committee Members, Betsy East and Sue Rakow.

Handouts:

- Team and Committee Reports
- Board Agenda Creation and Structure Policy Resolution
- Board Committees- Chair, Liaison
- Board Communication Process and Expectations
- Board Covenant
- Parliamentary Procedure Proposal

Agenda Item # 1: Welcome and Chalice Lighting

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

Agenda Item # 2: Congregational Communication Period

- Fred: A man walked into the church with a backpack, wearing military-style fatigues. He argued with Keith and Fred. He seemed to come in to challenge theology. He yelled out "That's not true." Fifteen minutes later he walked out and shouted obscenities as he was leaving. The Board and congregation need to think seriously about safety.
- Walt: The Operations and Administration Team (OAT) is discussing safety. Michelle has expressed concerns about being alone during the day. Scott Grover, Jack Roscoe, and Geoff Dunn were named as potential members for a safety team.

- Fred: Maybe the rules for social media and breeze need to be publicized to the congregation. Are we better prepared for personnel controversies than we were a year ago?
- Don: We now have a personnel committee to support whomever needs HR support. We also have a functioning operational and administrative team so when and if there is a change in leadership it will be handled better.
- Walt: We also have a healthy congregation team. The team has dealt with several concerns in the past year.
- Don: We are better equipped to handle personnel difficulties,, but only time will tell if they will be effective.

Agenda Item # 3: Changes to Agenda

There were no changes to the agenda

Agenda Item #4: Board Covenant and Parliamentary Procedures

The Board members were asked if there were any questions or if a review of the Board Covenant and parliamentary procedures was necessary. The members have all read the documents and there were no questions.

Motion: A motion was made by Therese O'Connor and seconded by Nancy Miller to accept the Board Covenant and Parliamentary Procedure.

The motion passed.

Agenda Item #5: Election of Officers

- **Clerk:** The former clerk has completed her time with the Board. The clerk is responsible for taking minutes at the board, annual, and other congregational meetings. The clerk is also a member of the Executive Committee of the Board. The clerk will submit a summary of each Board meeting to Michelle Waffner, the Church administrator, for her to include in the Weekly Announce the next week. Don Barber nominated Valerie Graves and she accepted the nomination.
- **Treasurer:** Don Barber nominated Walt Peck to continue as Treasurer and he accepted the nomination.

Motion: A motion was made by Don Barber and seconded by Therese to elect Valerie Graves as Clerk and Walt Peck as Treasurer.

The motion passed.

- **President:** Don Barber was nominated to continue as President and accepted the nomination.
- **Vice president:** Therese O'Connor was nominated to continue as Vice President and accepted the nomination.

Motion: A motion was made by Walt Peck and seconded by Valerie Graves to elect Don Barber as President and Therese O'Connor as Vice President.

The motion passed.

Discussion:

- The Board will need to consider succession. This is Therese's last year with the board.
- Fred: The nominating committee (NomComm) would like to know if any calls were made after the list of potential candidates for leadership positions was shared with the board?
 - Therese called Peggy McKernan, Ron Liso and Sue Rakow, who all respectfully declined.
 - Nancy was in touch with Marsha Kardon, who declined.
 - Fred talked to a couple younger adults, who are also parents, who might be interested in leadership. The job descriptions for leadership positions need to be considered so that there are leadership opportunities that they can be involved in. It can be hard for new members, and parents with young children, to connect with the current leaders within the society. They will need jobs that are manageable.

Agenda Item # 6: Establish monthly meeting date and time

Motion: A motion was made by Don Barber and seconded by Therese O'Connor to resolve to meet as a Board on the third Wednesday of each month at 6:30 PM.

The motion passed.

Agenda Item #7: Board Agenda Creation and Structure Policy Resolution

The resolution, which is available on google drive, states that establishing the agenda is collaborative. An initial draft will be released two weeks in advance for Board edification and established one week before the Board meeting. The agenda can be modified at the meeting.

Discussion:

- Files on google drive can be changed. Valerie will follow up with Michelle to see if there is a final copy of meeting minutes filed within the church to avoid corruption of approved documentation.

- Emily: Google records a history of changes to google documents, so earlier versions can be restored. The application saves documents automatically.
- Dick: There are a lot of acronyms to learn with in Board documents.

Motion: A motion was made by Therese O'Connor and seconded by Nancy Miller to adopt the Agenda Creation and Structure Policy Resolution as written.
The motion passed.

Agenda Item #8: Consent Agenda

Consent Agenda Items:

- Board Meeting minutes for the June 15th meeting
- Treasury report

Discussion:

- Margaret: The communications committee made a few minor changes to the digital communication documents. The changes were highlighted in yellow and shared with the Board. The changes are not included in the consent agenda. Is that all right with the Board members?
- Don: The committee will formalize the documents as a policy for a subsequent meeting and adopt the policy at that time.
- Don: With nine Board members, we need at least 5 to pass a motion.

Motion: A motion was made by Don Barber and seconded by Dick Kurtz to approve the Consent Agenda Items.
The motion passed.

Agenda Item # 9: Ministry Reports and Upcoming Dates

The Ministry and Team reports are part of the monitoring function of the Board and do not require Board action. Board members were asked if there were any aspects of the reports that should be given additional attention.

Discussion:

- Therese: I would like to highlight the reports from Buildings and Ground and OAT, and the importance of security, the keys to the basement, and the changing of locks. Can these concerns be prioritized?
- Walt: It is time for a safety team.
- Therese: Keys have been given to so many people.
- Dick: Is there an accurate list of who was given the new keys? The basement key is a level 5 key and only given to those who are approved for the level 5 key. The building

was rekeyed in February 2020. It is not clear that the keys are the issue. If someone had a key to the basement they could not access the building.

- Therese: The concerns are security in the FUSIT buildings when the preschool is open and during Sunday service.
- Dick: The issue is solved for the preschool. There are ways to lock doors between the preschool and the rest of the Annex.
- Emily: Michelle has a list of who has keys.
- Walt: The keys are not the issue. The worries are Michelle being here alone so often, and Sunday morning security.
- Nancy: Is the safety team under OAT?
- Walt: Yes.
- Emily: Safety is different than the concept of safe congregations and safe spaces. Physical building security is under OAT. Personnel and interpersonal safety is a ministry issue.
- Don: There was a donation from Beverly Henderson for the library. Has anyone sent her a thank you note?
- Walt: I will do it.
- Don: Nomcom had three questions at the bottom of their report. Someone from the Board should formulate a response.
- Therese will respond.
- Nancy: The MVT has nothing to do with committees.

Agenda Item # 10: Committee Liaisons

Finance Committee: Nathan Fawcett is the Chair. Walt Peck is willing to continue as the liaison.

Endowment Committee: Rich Dolge is the Chair. Walt Peck is willing to continue as the liaison.

Stewardship Committee: Matt Hare is the Chair. Margaret Nichols is willing to continue as the liaison.

Personnel Committee: Jenna Rosenberg is the Chair. The Board liaison position is open.

Discussion:

- Don: What was the time commitment for the personnel liaison?
- Walt: If the liaison does not take on tasks, and just listens and reports to the Board then the commitment is just a few hours a month. The committee meets on Saturday mornings and meetings are an hour long.

Governance Committee: Laura Free is the Chair and Don Barber was appointed as liaison.

Communication Committee: Margaret Nichols is the chair and the liaison.

Discussion:

- Nancy: MVT and OAT do not need liaisons since they are teams.
- Don: The Board does not have a liaison with NomComm. They are an autonomous group. Is a liaison needed? Don and Therese will discuss this.

Open Questions Committee: MVT will partner with the Board in developing two open questions per year in the fall and winter. Therese O'Connor volunteered to coordinate this year's open question development, tabulation, and summarization of results.

Motion: A motion was made by Don Barber and seconded by Therese O'Connor to appoint the chairs and liaisons as listed.

The motion passed.

Agenda Item # 11: Board Communication Process and Expectations

Discussion:

- Don: Concern has been expressed that not everyone is participating over Slack.
- Nancy: There is no way to know if people read what is posted. Usually only one or two people comment on a particular topic.
- Walt: I read everything, but often have nothing to add and therefore do not make a comment.
- Therese: I read everything, but do not always respond.
- Dick: I have been monitoring it but had nothing to add.
- Therese: When there are questions, everyone should respond.
- Don: Can we promise to each other that we will check Slack a couple times a week?
- Nancy: And we are also allowed to go on vacation at times. It is helpful to let others know.
- The agenda packet needs to be read before each meeting. Items need to be added beforehand with enough time for everyone to read and internalize the information.
- Walt: As treasurer, I often rely on other people to get information and then post the report the day before the meeting. If someone is adding something close to the meeting, they can notify others by email.
- Therese: If something is not posted 48 hours before the meeting I will not see it.
- Don: The weekend before is better so people can read material and make comments. There is no vote needed on this material. Can we all pinky promise? If we set the expectation for items to be shared the weekend before the meeting, we should all agree to check slack twice a week.
- Therese: And to let others know when traveling.

Agenda Item # 12: Retreat Agenda

The Board was invited to assist with the creation of the agenda for the board retreat, taking place over two days: 9:00 AM to 12:00 PM on Saturday, August 13th, and 6:00 PM to 9:00 PM on Wednesday, August 17th.

- Therese: GovCo could lead a couple things, but they may not have completed the work.
- Don: GovCo is meeting next Tuesday and has an updated policy book with MVT and OAT included. The work on the policy book might be done in time for retreat.
- Therese: Should we review bylaws and policies?
- Fred: If there is a major piece of leadership development, would it be helpful to invite MVT and OAT as well as committee leaders? Laura could present on partnership governance which is great for onboard training. Going over it again might be helpful. Should we ask Laura about presenting on governance?
- Therese: It would be helpful to look at partnership governance with the new structure and get a feel from everyone about their sense of these new teams. The entire MVT and OAT members are invited.
- Nancy: If the presentation is done on the first day of the retreat neither Don Rakow or Nancy Miller will be there.
- Therese: Maybe we can rewatch the David Pile video again about culture and identity.
- Fred: The video and the related deep questions might be two important pieces for the Board and two teams to reflect on.
- Don: A refresher on Partnership Governance would be helpful for these two teams. If Don Rakow cannot come we need to tape this, but that is hard to do at Stewart park. We also need to set Board goals for the year. Last year we met at Cass park and it was an opportunity to get to know each other. The retreat needs to include time to get to know each other and the members of MVT and OAT.
- Therese: I can bring some interactive activities that I have done with corporate adults.
- Dick: I want to go into the retreat prepared and then have further questions and discussion.
- Therese: We can have groups working on questions and coming back together.
- Valerie: It is possible to record without zoom. We just need a mic and video recording device. And I can take good notes. I will work on how to record the retreat.
- Therese: We can stick with Stewart Park for a location for the morning session on the 13th of August..
- Therese: Should MVT and OAT members enroll in leadership modules offered by the UUA?
- Nancy: That would depend on what the modules are.
- Emily: There is a lot of good information available there.

- Fred: To prepare for Board professional development, I chatted with Renee Ruchotzki of the UUA and asked about what is most useful. She can guide us for what the teams might find valuable. I will connect with Renee for advice. She is aware of what we are trying to do.
- Don: You can give her the update of the team members being chosen.
- Fred: I will come back with suggestions to pass to the two teams.
- Nancy: MVT and OAT are both leaderful teams so any professional development would include the whole team.

General Retreat Agenda:

Saturday, August 13th:

Laura Free: presentation on Partnership Governance.

Interactive activities to get to know each other.

Set Board goals for the year.

Begin looking at Board Policy book with the inclusion of MVT and OAT

Wednesday, August 17th:

Watch the David Pile video and discuss culture and identity.

Flesh out the roles of MVT and OAT.

Continue work on the Board Policy book.

Discussion:

- Don: Should we be including staff? Emily and Michelle are invited - should others come, and if so, for what part?
- Emily: It would be nice to send an invite, especially to Stephanie, but also to all the staff. But attendance should be optional. The staff is having their staff retreat that same week.
- Walt: Is there anything you would like us to be more clear on for the staff?
- Emily: That is a good discussion for after the executive session this evening. At that point the staff can meet with the board.
- Walt: Would the retreat be a good time to communicate about that?
- Emily: It will be important for whatever team is tasked with ministry to have a conversation so that group can figure out how the partnership governance will work and serve ministry in general.
- Walt: The Board can have a conversation with the new ministry and staff as part of the second day of retreat. The Board will likely have lots of questions for the Minister Team.
- Don: We will be bringing a bunch of new players together. The Board is the only part that is not changing and the retreat is for the Board. MVT should take the lead on ministry.
- Walt: The retreat is an opportunity to have a conversation.
- Don: The Board shouldn't shy away from it, but should focus on the work of the retreat

Agenda Item 13: Executive Session

Motion: A motion was made by Don Barber and seconded by Nancy Miller to move into executive session.

The motion passed.

Agenda Item # 14: Closing Words

The closing words were read by Therese O'Connor.

Meeting adjourned at 8:45pm.

Minutes taken by Valerie Graves, 6/15/2022.

Resolutions and handouts:

Board Agenda Creation and Structure Policy Resolution

Whereas, Board responsibilities with Policy Governance are:

1. Goal Setting
2. Long Term Planning
3. Monitoring and Evaluation of the governance process
4. Policy Creation, and Delegation?

Whereas, the Board must be vigilant to focus its agenda on its responsibilities and not managing operations, which include:

1. Long Term Planning
2. Monitoring and Evaluation of church activities, committees, Board, and our relationship with MVT and OAT
3. Policy Creation: add or amend policy to provide better guidance and support. These should be framed around: "What guidance might we give that will enable someone else to make decisions of this kind away from the Board table?"
4. Goal Setting,
and

Whereas, when developing its agenda, the Board needs to identify up to three meeting goals;

Be It Resolved: FUSIT Board Agenda Setting Policy and Process

1. Agenda setting is an intentional process of the entire Board.
2. Agenda will include the list of, up to three, important things it wants to accomplish.
3. Meeting time goal is up to 90 minutes.
4. Meetings will begin and end with holy UU Chalice Lighting and Extinguishing Chalice space.
5. Meeting Agenda will include an opportunity for congregants to address the Board, but this time will be limited. If additional time is needed, the Board can either intentionally extend this agenda time allotment or schedule a subsequent time to receive this input.
6. Agenda and Agenda packet will be posted in the Board shared google doc folder.
7. The Board will use Consent Agenda to condense items needing Board approval which typically require no discussion and reports to the Board which do not require action. Trustees are expected to have become familiar with Consent Agenda items in advance of the meetings and, where possible, address their concerns ahead of the meeting. Trustees are asked to review the Consent Agenda and make others aware of any items needing to be pulled and placed on the discussion portion of the meeting's agenda at least 12 hours ahead of the meeting. The Consent Agenda is brought forward by a motion and second. Although not a preferred manner of operation, a Trustee can have items removed from the Consent Agenda during this portion of the meeting. After any items have been removed, the Board will vote to approve the consent agenda items in one motion. Discussion of pulled items from the Consent Agenda are then discussed.
8. Agenda for monthly Board meetings will be posted one week before the meeting but can be amended at Board meetings.

9. Board Meeting agenda packet will be finalized 48 hours before meeting.

Submitted by D. Barber 7/6/22

BOARD COVENANT

Revised 8/18/20

We, the members of the First Unitarian Society of Ithaca's Board of Trustees, covenant with each other to foster a beloved community as we engage in the work of the board.

As a member of the beloved community, I will treat others with respect.

- I will use "I" statements and speak for myself.
- I will be respectful in words, tone, and body language.
- I will avoid interrupting others and respect the order of persons speaking.
- I will actively listen in order to better understand.
- I will share "air time" and take care how often and how long I speak.
- I will ask questions and check out my own assumptions.
- I will give my full attention to my fellow Board members and the work of the Board during meetings.
- I will assume the best possible motive of others.
- I will be open to feedback from others.
- I will actively participate in the life of the Society.
- I will uphold this covenant and give voice when I feel others are not.

As a member of the Board, I will abide by Board policies.

- I will place the mission of the congregation first.
- I will join my fellow Board members in creating a supportive climate that welcomes new ideas and supports creativity.
- I will be mindful that Board members may have access to sensitive information that may require careful communication to others.
- I will respect the confidentiality of sensitive information and settings, by communicating clearly about what information or settings are confidential and by agreeing to the boundaries of that confidentiality.
- I will give voice to differences in information being shared and opinion to assist the Board in its deliberative process.
- I will honor the Board speaking as one voice after decisions are made.
- I will have a positive public voice.

As a member of the Board, I will fulfill my responsibilities.

- I will commit to a shared journey that seeks deeper meaning in our work.
- I will embrace opportunities to contribute while giving space for others to do the same.
- I will follow through on my commitments.
- I will be on time and prepared for meetings.
- I will respect the value of being physically present.
- I will support the chairperson in following the designated agenda, including time allocated for each item.
- I will support-the Board, Minister, Staff, and Congregation to promote the mission of the Society.
- I will seek and actively work toward joy and camaraderie with my fellow Board members.

Parliamentary Procedure Proposal (06/24/21)

Overarching Goal: Orderly, efficient, consistent, democratic, respectful process that provides a safe space all for opinions to be expressed.

General Principles:

- Ø Entire Board comes and works together as equals.
- Ø Board establishes rules for conducting meetings.
- Ø Presider is servant of Board and applies Board established rules.
- Ø Members obey presider.
- Ø Except decision by presider can be overridden by appeal.
- Ø If successfully appealed, presider obeys group.
- Ø Members have the right to information for making a decision.
- Ø All actions require a majority vote (5) of the total number of trustees- (9)
- Ø All votes must be made at a meeting. Meetings are open. Members can attend in real time audio/visual.

Parliamentary Procedure

- Ø Presider recognizes a Board member to speak.
- Ø All Board actions require a motion and a second before discussion can begin.
- Ø Presider restates motion after 2nd before discussion begins- (having motions in writing ahead of meeting helps this process step)
- Ø Discussion- one trustee at a time as recognized by presider.
- Ø Ranking of Motions: (note in each case the Board members seeking a procedural action must be recognized by the Presider)
 - Ø Subsidiary Motions: (Table, refer to committee, call the question (limit or close debate), withdraw of motion (by mover only), and Amend) take precedence over pending motion but not Privileged Motions
 - Ø Subsidiary motions of: table & call the question are not debatable and not amendable.
 - Ø Subsidiary motions of refer to committee and amend are debatable and amendable.
 - Ø Incidental Motions: (Request for information and point of order) do not require a second – the chair rules
 - Ø Privileged Motions: (Recess, adjourn, and, Fix time to adjourn) are not debatable or amendable- except fix time to adjourn
- Ø Presider recognizes all trustees wishing to speak before second chances.
- Ø Motions can be amended by a motion and second. All discussion is now on the Secondary amendment until it is voted. (note: there is not a friendly amendment process)
- Ø Once the secondary amendment is voted, the main resolution (possibly amended) returns to the floor for discussion.
- Ø Once the main motion is voted on or otherwise handled, the Presider again recognizes a Board member for the next motion.

Motion Description Appendix:

SUBSIDIARY:

- Ø Board member seeks to amend the motion on the floor. Amendment motion does require a 2nd. This motion is debatable. (note: this motion is amendable also) Majority vote is needed.
- Ø Board member requests the motion be Tabled and discussion cease for now. May not interrupt speaker. Table motion does require a 2nd. This motion goes to immediate vote without debate. Majority vote is needed.

Ø Board member can seek to end debate by stating “Call the question”. May not interrupt speaker. This motion requires a 2nd, no discussion and is carried by 2/3 affirmative vote.

Ø Board member asks for the subject matter to be Referred to Committee by stating “Refer to Committee”. May not interrupt speaker. This motion requires a 2nd and is debatable. Majority vote is needed.

PRIVILEGED:

Ø (Recess, adjourn, and, Fix time to adjourn) are not debatable or amendable- except fix time to adjourn

INCIDENTAL:

Ø Board member questions if a procedural mistake has been made by saying Point of Order. May interrupt speaker. No 2nd is required. Presider determines if procedural error has been made and pathway to correct.

Ø Board members makes Request for or Clarification of information. May interrupt speaker. No 2nd is required. Presider determines if more information is needed to have an informed Board with all relevant information for the decision on the floor.

Ø Board member appeals a presider’s decision by stating “Appeal Decision”. May interrupt speaker. This requires a 2nd. This action is debatable. Majority vote is needed.

<u>Board Committees/Partners</u>	<u>Chair</u>	<u>Liaison</u>
Finance	Nathan Fawcett	Walt Peck
Endowment	Rich Dolge	Walt Peck
Stewardship	Matt Hare	Margaret Nichols
Personnel	Jenna Rosenberg	
Governance	Laura Free	Don Barber
Communication Policy	Margaret Nichols	Margaret Nichols

Ministry Visioning Team

Nancy Miller

Operations and Administration Team

Walt Peck

Nominations Committee

Fred B. & Therese O. will discuss this.

Open Questions Lead

Nancy Miller (MVT) Therese O'Connor

Prepared by D. Barber 7/15/22