

**First Unitarian Society of Ithaca  
Board of Trustee Meeting Minutes  
June 21, 2023**

Don Barber (President) called the regular monthly meeting of the Board of Trustees (BoT) to order at 6:31 pm on Wednesday, June 21, 2023.










**Trustees Present:** Don Barber (President), Fred Balfour, Valerie Graves (Clerk), Dick Kurtz, Nancy Miller, Margaret Nichols, Therese O'Connor (Vice President), Renee Rogers.

**Ex- Officio Members of the Board:** Walt Peck (Treasurer)

**Trustees Absent:** None

**FUSIT Members & Guests:** Tom Coakley (Trustee elect), Michelle Waffner

**Handouts:**

-  VOM 22-23 Results Feedback.xlsx
-  Staff and Volunteer Recognition Dinner June 22nd
-  OAT Appt Resolution
-  Job Description Resolution
-  Exempt Employment Position Resolution
-  Building Use Policy- Final for BoT Approval
-  BOT Self-Eval Response Data 22-23.xlsx
-  Amended Adapted Organization Resolution
-  23-24 Orientation and Organization Discussion Topics

## **Agenda Item # 1: Welcome and Chalice Lighting**

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

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

### **Topic: Hans Fleishman's passing - Dick Kurtz**

Hans Fleishman passed away a little while ago and Dick and Hans were close during the last few years. Hans asked Dick to be executor of his estate and Fred Balfour is the alternate. One of the beneficiaries in the will is FUSIT. He left the bulk of his estate to charities in Ithaca (Second Wind Cottages, Catholic Charities, Loaves and Fishes). The totals amounts are unknown. Some money was earmarked for Babies First - \$4000 for each of the next five years. He also left money to be used to bring in speakers for Sunday services. He left some money for upgrades to the church. Michelle Waffner got a letter about his donations so it is public knowledge. In 6-9 months, once the estate has been settled, the dollar amounts will be known.

### **Topic: Martha Ferber and Linda Loomis - Nancy Miller**

Both Martha Ferber and Linda Loomis are in hospice.

### **Discussion:**

- Will they be mentioned in joys and sorrows?  
Response: They can be mentioned in the weekly email announcement, but there are no joys and sorrows announced during the summer services.

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

Walt Peck (Treasurer) requested an executive session at the end of the meeting. Later in the meeting the Building Use Policy was removed from the agenda.

## **Agenda Item #4: Visioning Question**

The visioning question time on the agenda was used to review the Board self evaluation and ask how well the Board has completed its tasks this church year. The reflections on the vision of ministry (VoM) were also discussed. Therese O'Connor had put all the responses into spreadsheets and reviewed the information with the Board.

There were some individuals that expressed concern about mutual accountability. If it is a serious issue they were asked to bring up the concern to the Board.

**Discussion:**

- Communication over slack fell off and in the end there were very few people who participated.
- Maybe going forward trustees need to state when something has been read so that others are aware it was seen and by whom.
- Since it isn't used all the time people forget to look at Slack. The Board may need to decide whether to use it or not.
- There is the option to have an icon on the computer desktop that changes color when there are new comments.
- The Slack channel was used for communication outside of email, and to keep information secure. The Board used slack more when there were sensitive issues.
- There are also so many emails to address, and those conversations often include people who are not on the Board, so Slack is not useful in those cases, even if the information is confidential.
- When Slack was first set up, there were a bunch of options that were not defaults. Perhaps options were not set for everyone. It would be hard to remember to check Slack without notifications. Some of those settings are useful.
- The inability to recruit volunteers was mentioned in both reports. It has been hard to get people engaged.
- The Stewardship committee has had trouble getting a normal increase in pledges. It has been hard to get people for hospitality and for the Board. The Board has to think about ways to raise the issue and address volunteerism in the fall.
- The Board typically has retreats in the summer with discussion of goals - that topic could be brought forward as part of the retreat.
- These years have been difficult for various reasons. The Board was not careful about keeping to time commitments. Most meetings ran long. Board members would be happier if the meetings and discussions were contained.
- The agenda is sent out in advance with times listed for each topic. Board members can look over the agenda and ask for more or less time on a topic or to add a topic if needed.
- Time control is hard for the clerk to do while taking note, but a better effort will be made.
- Shorter meetings are another reason for using Slack - decisions that can be made outside of meetings.
- Responses to the material in the Board packet are needed ahead of time so that the Board can get through the material more quickly during the meeting.
- If things come up that are important, but are not on the agenda it will make the meeting longer.
- There were some Board members who were deeply involved in the past couple of years. OAT and MVT were evolving so a lot of things came back to the Board. A lot of amazing work has been done and OAT and MVT can take more of the load going forward. Hopefully it will be easier for the upcoming Board.

- For the work products assessment, a score of 36 possible, with reported scores ranging from 15-32. That is an average of 28 - about a C+, The score for culture was an A. There were things we didn't do or that didn't get done.
- That is another area where we can grade on a curve. Some of the things the Board set out to do took much longer than anticipated, like getting OAT and MVT started, and the job descriptions for the congregational life team.
- The score might be more of a B-. At times the Board was in a bureaucratic nightmare. More smaller groups need more decision making power.
- Job descriptions were especially difficult because of all the relevant laws. Personnel met every second Saturday morning mostly working on job descriptions and the policy manual.
- The work products on the list are also in the Board Policy Book (BPB) or Board bylaws. There were other things that came up that took priority over some of those work products..

Regarding the VoM feedback, there was only a small number of respondents, who were mostly in leadership within the church. The lowest ranking part of the VoM was our ability to work toward collective liberation. Several people said that projects were started but never got any traction. Everything else got nice scores. It was disheartening that only 19 people responded.

#### **Discussion:**

- Part of the issue is related to people not getting involved. The anti-racist and social justice work didn't move much because of reorganizing. Getting into action is hard. It is hard to move from a vision and education to action. It is well deserved to hear that we didn't do as well as we might have.
- It was a minority that brought up the concern.
- The wording of the vision of ministry is problematic: "collective liberation" is hard to define. Going forward the vision of ministry needs to be shorter and clearer.
- The Board can revisit the VoM for next year.
- There were lots of great comments so everyone should peruse the spreadsheets.

## **Agenda Item #5: Consent Agenda**

#### **Consent agenda items:**

- [W Treasurer's Report, May 2023.docx](#)
- [DRAFT Board Meeting Minutes 051723](#)

**Motion:** A motion was made by Therese O'Connor and seconded by Fred Balfour to approve the consent agenda items.

**The motion passed.**

## Agenda Item #6: Team and Committee Reports

### Discussion:

- The AdHoc team working with Janet Shortall, Emily Richards, and Peaches Gillette has not reported to the Board. Most of the job descriptions have been done for a while.
- There are things to talk about, but it would be better to wait until the executive session.
- One question is whether the team is expected to put together offer letters or does the Board do that?

Response: The board put together offer letters for this past church letter - using a form offer letter from personnel. The bulk of what was filled in was from the job descriptions. It should be mostly a cut and paste project, but it is not clear who should do that. The president of the board should sign those letters once they are complete.

- Should wage and salary be included in the offer letters?

Response: Yes. The administrator and the Treasurer should sit down and make sure the information is accurate.

### Action item:

Walt Peck will work on the offer letters with Michelle Waffner.

- Is OAT doing a self-evaluation?

Response: No. They have one more meeting for transitional purposes tomorrow. If OAT members coming in want to do something they are welcome to.

- Who is on OAT?

Walt Peck, Michelle Waffner, John Gaines, and Rod Howe.

- For the policy on memorial services and weddings. The procedural material from Michelle was made into policy. Nancy Dolge is working to draft updated procedures from the updated policy. The policy is already established - if there are any needed adjustments they can be brought to the Board. The policy is finished unless it needs to be formally adopted and put into the BPB.
- The building use policy is on agenda for adoption, But a few things have been brought up recently so the Board will not be adopting the policy until it has been updated. OAT is working to separate out procedures from policy - the policy still has procedures in it. OAT should pull out the procedure parts and define the policy parts they need, and then the Board could formally adopt the final policy. One fundamental question is: Does the board approve procedures? Or only policy? According to our governance, the Board sets policy and shouldn't wade into procedures. This is a good subject for practicing that separation.
- The policy for memorial services and weddings and building use should be done soon.
- Procedures should be the work of OAT, MVT, teams, and maybe committees.
- If there is a controversy - they may need to come to board, but otherwise procedures are not the work of the Board.

- The memorial procedures are currently with the church administrator and should be done soon. The procedures contain an overview of roles and responsibilities.
- The reports have been a very helpful and good tool for understanding what is happening in the church. The Board should set an expectation for reports and work on providing liaisons for the coming year so there is good communication.
- (*Captured later in the meeting*) Reports with page numbers are helpful. If leaders need help adding page numbers they can talk to Fred Balfour.

## **Agenda Item # 7: Revised Adapted Policy Governance Structure Resolution**

Most of the language in the resolution has been gathered by GovCo from interviewing MVT, OAT, and church staff. The structure is different from the original idea. The BPB is not yet complete, but this section should be adopted so the incoming board knows everyone's roles and what is expected of them.

### **Discussion:**

- One issue is the number of people on MVT, which will have five people this year, with the addition of Janet Shortall. Flexibility of the number of members is not reflected in the resolution. Is there some way MVT could consist of four or five people?
- The minimum was four and that would allow MVT to have more if needed. If the church has a settled minister they might want to be on these teams as well.
- The Minister and RE Director need to be on MVT no matter who they are and how those jobs are designated. So a minimum of four would make the membership more flexible
- Given the heavy work these teams have to do - They may need to have more bodies in case something happens with an individual.
- The term of service got bumped up to three years without discussion with the members of MVT.

Response: Since the team has three members of congregation that are not necessarily board members on the team, a three year commitment would allow one person to transition off each year while keeping continuity.

- To ask people to commit to three years when having a hard time getting people engaged might make it harder to find volunteers.
- There were members of the OAT team who said they would do two years and only did one.
- All the members of MVT are committed to doing another year because they just got a sense of what they are doing and they all want to continue, but it will be interesting to see who will want to continue after two years.
- The resolution is written so that folks can stay on after their first term, but must leave their post after the second.
- And anyone can resign at any time.

- It was surprising to see the term length changed without input from MVT.
- MVT, and OAT did meet with GovCo.
- The resolution has been out since the June 14th for review.
- It is dated June 20th  
Response: That was because there was an amendment on that date.
- This is part of the revised BPB coming from GovCo. GovCo is working on reconciling the differences from the original resolution and what has happened in reality. Personnel is working on their part now.
- Is there a proposal for the term of service to remain at two years?  
Response: none.

**Motion:** A motion was made by Don Barber and seconded by Nancy Miller to accept the Resolution without the 6th bullet under the charge for MVT, which repeats the first bullet.

**Proposed amendment:** To include the text “a minimum” before “of 4 people” for both OAT and MVT. Moved by Nancy Miller and seconded by Therese O’Connor.

**The amendment was accepted.**

**The motion passed.**

## **Agenda Item #8: Exempt/Non-exempt Discussion**

Job descriptions state whether a position is exempt or non-exempt. There was discussion over Slack about the related legal issues. Personnel recommends that all senior staff be exempt. The FLSA Exempt Flowchart was included over Slack and can be a useful tool. The Board could adopt a policy so that whether new positions are created the flow chart is used as a checklist to find out if the position should be exempt or not.

### **Discussion:**

- Exempt means salaried and not paid time and a half overtime over 40 hours. One of the issues for Stephanie was that she had to work a certain number of hours each week rather than more hours one week and less another.  
Response: With the position being exempt that concern is no longer an issue.

**Motion:** A motion was made by Don Barber and seconded by Therese O’Connor to accept resolution as written.

**The motion passed.**

## **Agenda Item #9: Job Description Approval**

The Board is in the position of approving job descriptions which have been approved by OAT and the Personnel Committee, not for the purpose of micromanaging but to provide a balcony view.

### **Discussion:**

- What do question marks in the boxes used as bullet points mean?
- One job description said the individual was the co-leader of meetings, but no other job description says who the other co-leader is.  
Response: That shouldn't be an issue.
- The job descriptions can always be adjusted later. The Board should not hold them up after all the work that has been done.
- The job descriptions went through many iterations so there may be thing that were missed. The Board can pass them and send them to the Personnel Committee.

### **Action Item:**

Nancy Miller will bring those questions to John Gaines and get the issues sorted out.

**Motion:** A motion was made by O'Connor and seconded by Margaret to approve the job description resolution.

### **Discussion:**

- There will not be an associate director of congregational life next year.
- It is fine to still have the job description.
- The question marks may be a formatting issue. They do not show up on other people's devices.
- The Board would like to pass along a thank you to OAT for their work.

**The motion passed.**

### **Discussion:** *(Captured later in the meeting)*

- Who communicates to senior staff about the change to exempt status?  
Response: The treasurer will share the job description with Janet and will also talk to her about what has changed. Michelle Waffner is in the online meeting so she now knows. Emily Richards is already exempt.

### **Action Item:**

Walt Peck will talk to Janet Shortall and Stephanie Ortolano about the change to exempt status.



- If Janet is exempt, will she still receive a still paid minister fee for memorials or weddings?  
Response: Yes. She will receive a fee from people being memorialized that are not members. If the individual is a member then that fee is already included in pastoral care. Weddings may be different.
- The AdHoc group working on staffing issues includes: Betsy East, Nancy Miller, Walt Peck, and John Gaines. They will meet again to clarify the fees.

## **Agenda Item #10: OAT Membership Appointment**

Resolved, the Board of Trustees hereby appoints Rod Howe, Michelle Waffner, Dick Kurtz, and Don Barber to the Operations and Administrative Team.

**Motion:** A motion was made by Don Barber and seconded by Therese O'Connor to accept the resolution.

### **Discussion:**

- Don Barber: I cannot do both the Board president position and serve on OAT as OAT will take time. Anyone on the Board could be president. The job is not difficult, but they may be called in on things happening within the church. With a good Vice Chair the work is very possible. Therese O'Connor was an excellent Vice Chair.

**The motion passed.**

## **Agenda Item #11: New Board Members Orientation**

### **Monthly Board Meeting:**

The new Trustees, who were elected in May to start their service in July, were invited to the meeting. Megan McCormick could not attend, but Tom Coakley came. This board needs to set the meeting date for the next board. Tom Coakley cannot attend on the third Wednesday of the month. Megan did not rule out any dates. Trustees were asked about days that would work for meetings starting in July.

### **Discussion:**

- To receive a report from the treasurer the third week is earliest the meeting could be held.  
Response: The treasurer receives a report from the bank and bookkeeper on the 7th of each month. It may be hard to have a report prepared before the 15th of the month. So the third week is best in order to be consistent.
- The third week is best for the Clerk.
- The church staff meets on Tuesday in the morning.

- The third Tuesday of every month is an option.

**Motion:** A motion was made by Don Barber and seconded by Rene Rogers for the board meetings of the upcoming year to take place on the third Tuesday of every month.

**The motion passed.**

### **New Board Member Orientation:**

The Board currently has four board members who have not gone through training on the Board bylaws and policies. It may be helpful to do some training before the first board meeting, on July 18th.

### **Discussion:**

- The UUA UU Institute Board training programs are valuable.
- Members who are leaving the Board can give up their membership so it can be given to current Board members. There is a fee for those memberships.
- The David Pyles video piece is important for Board members to see.
- It would be helpful to also host a partnership governance talk from Laura Free. Her slides are available, but it would be better if they were presented.
- If the orientation were in August, the treasurer would like to help with training on how to read financial statements. But that cannot be before August because the bookkeeper is on maternity leave and there will not be an updated budget summary until she is back.
- Looking at the budget is another area where the Board members could use training. It was on the list but there were too many other crises.
- It would be helpful to also orient the Board to how endowments work - There is a lot of confusion about endowments. It would be good to know our authority as a Board.
- Did the David Pyles video come from the "Building Good Board Habits" training? In one of the trainings the fact that there is often a lag between where leadership is and where congregation is was discussed. It would be helpful to know where that came from. It was useful information.
- Will the Laura Free presentation on partnership governance - include the current organizational structure?  
Response: Yes, she could talk about the current organizational structure. A separate discussion will be needed when the amended board policy book comes forward and that will put much of the information in context.
- The Board also typically has retreats and may want to have a retreat with both MVT and OAT so that they can work on communication with them as well. Typically the retreat is in the summer, before the fall. Volunteerism and funding sources are other big issues to discuss at the retreat.
- For the new Board members, they should be oriented to Open Questions (OQ) twice a year to the congregation. There will have to be someone new who can take that on and send out requests for responses to teams, committees, congregants, and staff.

- The responses from OQs feed into the VoM for the coming year and they are another way to engage the congregation to think about where the church is going.
- MVT helps with OQs as well. But the Board will need someone to champion that effort.
- When will the Board be setting date for retreats?  
Response: The Board could set dates tonight.
- Are they usually on a weekend? In July? In August?  
Response: The last year was two half days in mid August. Part two was on weekday at the usual Board meeting time.
- Tom Coakley: I will not be around in July or August, as I will be out of the country. I can zoom in if needed.
- If the retreat is hybrid it will need to be inside.
- Valerie Graves: I am available August 12th. That is the only Saturday that is free this summer.
- The members can work on picking a date over email.
- Are we planning for one full day or two half day retreats?  
Response: One 6-hour retreat is preferred.

**Action Item:**

Fred will send links to new board members for Board training and will talk to Renee Ruchotzke (UUA) to see what she recommends for our church Board. Fred will propose an orientation plan and discuss it with Therese O'Connor.

**Action Item:**

Don will talk to Laura Free about a presentation for the Board.

**Action item:**

Rene Rogers will work with Michelle Waffner to set up a doodle poll to ask Board members about available dates.

## **Agenda Item #12 Volunteer and Staff Recognition**

Everyone was reminded about the dinner for trustees, MVT and OAT members, and church Staff. The event will be Thursday, June 22, at 6pm on the second floor of the annex. There will be mementos, notes, and comments and food, dessert, and wine will be served. Volunteers are needed to help clean up at the end.

**Discussion:**

- Is there confirmed child care if those with children do try to make it?  
Response: Emily's children will be there with a movie to watch.

- What happened to the Cornell Yacht Club?  
Response: There were contract negotiation issues with the yacht club that made the offered dates unavailable.

## **Agenda Item # : Closing Words**

The closing words were read by Therese O'Connor.

## **Executive session:**

**Motion:** A motion by Walt Peck and seconded by Fred Balfour to accept a one time gift of an asset that has not been cashed out by the donor as a one time exemption to the gift policy.

**The motion passed.**

## **Meeting adjourned at 8:28 pm.**

Minutes taken by Name, 6/21/2023.

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## **Resolutions and handouts:**

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