

**First Unitarian Society of Ithaca
Board of Trustee Meeting Minutes
September 18, 2023**

Fred Balfour called the regular monthly meeting of the Board of Trustees (BoT) to order at 6:35 pm on Wednesday, September 18, 2023.

Trustees Present: Don Barber, Fred Balfour (President), Tom Coakley, Valerie Graves (Clerk), Megan McCormick, Margaret Nichols (Vice President)

Ex- Officio Members of the Board: Walt Peck (Treasurer), Emily Richards (Director of Congregational Life)

Trustees Absent: Renee Rogers

FUSIT Members & Guests: Michelle Waffner

Handouts:

- Agenda Item # 2: [w Treasurer's Report, September 2023.docx](#)
- Agenda Item # 5: [David Pyle - Five Good Ideas for Your Board.pdf](#)
- Agenda Item # 7: [Resolution - Adopt a Conflict of Interest policy](#)
- Agenda Item # 8: [Resolution - Board Work-Product Schedule & Assignments - \(20...](#)
- Agenda Item # 10: [Resolution - Initiate a Strategic Planning Process \(9-15-2023\)](#)

Agenda Item # 1: Welcome and Chalice Lighting

Margaret Nichols lit the chalice and read a selection.

Discussion:

- Fred Balfour shared that Don Barber made the job of president look easy. Fred will be trying out an email of what to look for just before the Board meeting so members are aware. The meeting will be recorded for Renee.
- Valerie Graves asked all Board members not to change documents once they are in the Board folder. If members would like to comment on the documents, they can use the comment function on the documents.
- Fred Balfour oriented the group to the projector which will be used during the meeting to show motions and resolutions. During the meeting, when everyone is looking at a document, would be a good time to make changes if needed.

Agenda Item # 2: Review and Accept Treasurer's Report

The treasurer was not present when the meeting began. The report was reviewed and comments were recorded to bring to the treasurer.

Discussion:

- The last Board had budgeted \$12,000 for a denominational contribution to the UUA. There was no Board resolution to adjust that amount so how did it end up as \$10,000 in the budget?
- For a more long term view, as the Board looks at ways to make income and decides on programs that the church wants to invest in, the budget will need to report more information about programs. Beacon on Aurora is an example of a project, and the Board will want to be able to track the cost and income of that project. those specific things. The retired chair of the Board at St. John's Episcople Church said that Loaves and Fishes is a permanent renter and helps with utilities. Those details would be helpful to know when determining actual income.
- The Board wants to know the cost benefits of a particular project.
- Is there a chart of accounts that is more specific?
- The Operations and Administrative Team (OAT) is looking for rental costs for new renters coming in and last year's operations cost which include insurance and inspections and utilities.

Walt Peck, treasurer, joined the meeting.

- The Board is looking for project level information - the net cost of a program and the net income. As the Board tries to increase revenue, they need to have detailed information and be able to track programs and projects. It would be helpful if the budget vs actual report could show the income and the expense for projects.
Response: For the Montessori School, the income is the rental and the cost is heating, which is a small fraction of what they pay in rent.
- In the future, if there is more rental activity, there may be management costs.
Response: Other than Michelle's time there are no expenses related to rentals yet.
- OAT is working on current rentals and whether they make sense given the cost and will bring that information forward.
Response: Rachel's salary could also be an expense, but she doesn't do much related to rentals. Going forward more details can be provided.
- The Board will have to make big decisions for the society going forward and needs to know the cost benefit of programs that the church supports.
Response: Two thirds of the expenses are personnel, specifically, salaries are most of

the expenses. Those costs cannot be assigned to rentals. Going forward, if revenue does not increase, it will be an issue! More giving is needed from congregants.

- At the finance meeting - Nathan Fawcett? is calling for projects that will bring in revenue. In the long term for any new project, the income and cost need to be called out separately.

Response: But right now, the only significant income is the Montessori School, which is a five year contract and cannot be changed in that time. If rental of the second floor is being discussed, that is a different issue and can be delineated more.

- The Board will need to know the additional overhead of any project.

Response: Once there is a project to assign things to, if there are improvements to be made, that could be a subject for the endowment committee.

- In the recent report through August, the auction has revenue listed, but there has not been any auction activity this church year, so how is there revenue listed?

Response: The treasurer will follow up and find out.

- What about the budgeted \$12,000 for denominational contribution to UUA?

Response: FUSIT ended up paying \$10,000, which was decided by Michelle and the treasurer to help balance the budget.

Agenda Item # 3: Congregational Communication Period

There were no congregants present to raise any issues.

Agenda Item # 4: Changes to Agenda

The Treasurer's report was moved to the first agenda item to accommodate the treasurer's schedule and Board members were notified by email before the meeting. The Fall Open Question was added to the agenda because the Board will need to have a question ready to go for next month. The process will need to be developed or reviewed and responsibilities delegated.

Agenda Item # 5: Visioning Question

David Pyle's "Five Good Ideas for Your Board" was read through. The following question was considered: What might our programs and staff look like in five years?

Discussion:

- The Board needs to think about the long term need for a minister. Some people still do not come because there is no minister.
- Is the question to think about what it will look like ideally or more realistically?
- I hope that programming and staffing will look like they look now, but the budget doesn't look great.

- In an ideal world we would have a minister.
- What would a minister bring that we are currently not getting? It would be good to know what it is that people feel is lacking.
- People are looking for a figure head. If you try to nail down what that person should be doing, it is all covered, but it brings people in.
- It is hard to understand, there are UU fellowships that have multiple ministers and it is fine - it is not regarded as a transitional phase where everyone stays home until it is over. Maybe it is an emotional reaction.
- Or people are looking for a mentor and want to connect with someone, and know who to connect with. It is hard to know who to go to within FUSIT. The structure works but for people coming in it is harder to understand.
- There are many UU congregations that have no minister and some with many. How do we shift the unrealistic expectation about what we can offer to an understanding that UU communities work in many ways. One big issue with ministers is that they are expected to know and do everything for everyone. No one can do that. No one can fulfill that role. In ministry work, people are talking about this issue. There is an outcry for congregations being held accountable for being unkind to ministers.
- We are a community and we do not have to have a leader - people miss the point of community. There is work to be done but it is really about expectations.
- It is easy to see how people get confused - we have this building that points up to the sky and the pulpit where a leader stands - people come in and worship that way. If we want to do something different than what is more traditional, we have a lot of structural things that make it seem like we are waiting for the minister to come back.
- For some a minister is just a point of reference for them. We can function as a community. How do we relay that message and help those who are coming in feel welcome?
- We have a history of good ministers so it is something this community expects.
- We need to help people who come in see what we have to offer.
- When at Unirondack, it was surprising to see many people who had never been seen at church.
- In other congregations, there were people with kids in RE who came every week, people who came when the minister was there, and those who came for lay leaders. It is fine for people to connect in different ways.
- Do we need to decentralize the Sunday service as the main thing we offer?
- We can change the inside once they are in the door and think about the optics.
- Maybe we need a minister to bring people in. Or maybe there is a shared value to focus on community. Maybe the community just needs to make a decision.
- Volunteerism is a long term goal. Another term from MVT is a “culture of involvement”.

Agenda Item # 6: Consent Agenda

Consent agenda items:

- [DRAFT Board Meeting Minutes 081523](#)
- [Building Use Policy](#)
- [Resolutions - Consent Agenda \(2023-09-16\)](#)
- [Shearwater Productions, LLC - Fiscal_Sponsorship_Agreement_Sample](#)
- [Treasurer's Report, September 2023.docx](#)

Motion: A motion was made by Fred Balfour and seconded by Don Barber to accept the consent agenda.

The motion was amended to add the Treasurer's Report by Valerie Graves and seconded by Don Barber.

Discussion:

There was a discussion about the consent agenda including five or six items because two items, the Resolution to Recruit members for Ad Hoc Communications Committee and the Resolution to Confirm members of MVT for 2023-2024 were included in one document. In the future each resolution will be in a separate document to avoid confusion.

The amendment was accepted unanimously.

The motion passed.

Agenda Item #7: Conflict of Interest Policy

There is a conflict of interest policy in the Board Policy Book (BPB) that requires a written form. A simple conflict of interest policy was found and used as a template and the form that was shown needs to be adopted for use now and in the future.

Discussion:

- Only Board members have to file the form, other leaders need to know it exists.
- As clarification, the Board is adopting the use of a form and not a policy - there is already a policy in place.
- This is a specific form that provides a written way for people to fulfill the policy.

Motion: A motion was made by Fred Balfour and seconded by Megan McCormick to adopt the conflict of interest policy in the file *Conflict of Interest Policy - (2023-09-19)_ First Unitarian Society of Ithaca*.

The motion passed.

Agenda Item #8: Board Work Product Schedule and Assignments

The lists of what the Board needs to do can get confusing so the table includes the actual text of the bylaws. The work products were reviewed.

Discussion:

- The group that worked on the Vision of Ministry (VoM) was an ad hoc committee. In this list Finance and the Treasurer are involved - why is that?
Response - The text may have been pulled from a draft of the BPB. (The source of the text was not found)
- For the last several years, working on the VoM was a ministry visioning exercise - it was aspirational.
- The VoM informed the budget rather than the other way around.

The current applicable section of the BPB was read - section 1.1.1.

- MVT is called out as the partner for the VoM in the new BPB, but that is not yet adopted.
- An elected board member should be part of this process as well, since no elected Board member would be right now.
- The BPB draft is close to approval. The personnel committee is bringing additional information to the governance committee (GovCo). Then the BPB will become a board document to deal with or adopt.
- The goal of the document is to get familiar with Board work products and the schedule of those work products. Rather than vote on this, the Board members should all look at this and come back next month with clarity about what the work products are and who is involved with them

Agenda Item # 9: Update from Personnel

The changes to the BPB can be given to GovCo in early October. After that, the personnel committee will be finalizing the employee handbook. Once those projects are done, the committee plans to move to monthly meetings, but would like to remain a committee to hold space for employees who might have concerns. The personnel committee had a few questions for the Board:

- Who oversees personnel day to day?
Response: Michelle Waffner, administrator.

- Who is in charge of making sure policies are implemented?
Response: Michelle Waffner. The only people supervised by OAT are Michelle, (one other person!) and the Sexton.
- Personnel would like a visual organizational chart.
Response: The one we have can be updated.
- Who is the designated contact for MVT?
Response: Emily Richards.
- What is the consistent name of the church for documentation? FUSIT, or the First Unitarian Society of Ithaca.
- Where does the proposal for an Ombudsman position stand?
Response: The proposal was brought up last year, when Dick Kurtz was on the Board and was the Board representative on the personnel committee. Dick is now on OAT and will be the leader of that process so he needs to contact personnel, healthy congregations and a few other groups to work on this proposal.

In the future, the personnel committee should create a report that can be viewed by the general population that can be placed in the team and committee reports folder each month for the Board. Megan McCormick, the liaison to personnel, will ask them to create the report. If there is sensitive information that cannot be made public, she will put it in a folder on Slack for the Board to access.

Action Item:

Megan McCormick will reach out to Dick Kurtz to check on the progress of the ombudsman proposal.

There were not a lot of Board reports this month and the reviewing of team and committee reports was not on the agenda. The reports should be appropriate for sharing with the public and should not just be meeting minutes.

Action Item:

All Board members should review the annual Board work products.

Action Item:

Emily Richards and Michelle Waffner will remind all Team Leadership Council (TLC) leaders to send in reports to the Board each month.

Agenda Item # 10: Resolution to Initiate Strategic Plan Process

The resolution was projected on the screen during the meeting and the three proposed steps were read.

Discussion:

- Why is it called a spending plan?
Response: FUSIT is in a crisis of sorts, we do not have the revenue to support the desired programming. A plan is needed that includes everything, but the current budget needs to be corrected to match income first. The plans for revenue need to be determined and projected and then the spending plan is based on that revenue plan. Endowment is often inaccessible, but if there is a strategic plan in place those funds could become available. The idea will be to work with the congregation on this strategic plan.
- Where is this discussion happening?
Response: MVT, OAT and the Board will work through this and then ask the congregation for ideas. An Ad Hoc committee will determine when to bring people into the process.
- If the society wants a minister, they need to give more.
- The strategic plan will be building on the rich work of the dream catchers in 2018-2020. Their process is documented in detail and includes some clarity about what the congregation wanted at that time. The information can be summarized and taken to the congregation to see what still works and what doesn't.
- The report is in the Board Google file under strategic planning 2022-2023. It includes the analysis and the raw data.

Action Item:

Board members will read the dream catchers data.

Motion: A motion was made by Fred Balfour and seconded by Tom Coakley to adopt the Strategic Planning Process resolution.

Comments:

- It has been a long time since 2018 and the congregation is a different group now. So we would want to make sure the discussion of aspirations is not limited too much by the prior work that was done.
- And some major things have happened since then so it is more like 20 years ago.
- Without the pandemic, the next step would be to summarize the data and take it to the congregation, but the changes need to be considered as well.

- From the work that was done, we can learn about the process - it provides a roadmap of where we could go.
- The wording in the resolution says to build on not be beholden to the past process.

The motion passed.

Agenda Item # 11: Fall Open Question

The past data from the Open Questions process was added to the Board meeting folder for reference. There are five spreadsheets and some summaries. The process of the development, sharing, and response gathering of the last couple of years was reviewed. There is usually someone to oversee the process and someone to do data analysis. The process started before MVT was involved, but not with the new BPB that is planned for adoption, MVT will partner with the Board on Open Question development. Input from MVT would be helpful since they are more aware of what is going on in the congregation. We are working to make this a two way conversation between the Board and the congregation.

Discussion:

- A general question is “what do you need?” or “How are you feeling?”
- That is actually similar to other past questions.
- There is a list from 2021 of question ideas from the Board and staff.
- A channel can be created in slack and everyone can add something they want to know from the congregation.
- Question idea: “What encourages you to give?”
- Hard to ask about money and giving when people are strapped.
- We could ask for ideas for how to raise money.
- There are great ways to raise money from the general community, like a walkathon.
- Which also means giving time.
- How do we create a situation so that when congregants give, they are also getting something back?

Action Item:

Valerie Graves will make a slack channel and all Board members can add things they want to know from the congregation.

Agenda Item # 10: Closing Words

The closing words were read by Margaret Nichols.

Meeting adjourned at 8:37pm.

Minutes taken by Valerie Graves, 9/19/2023.

Resolutions and handouts:

Building Use Policy

When the facilities are to be used by non-church individuals or groups, a fee will be required unless waived by senior staff. The only exception shall be that for weddings, child dedication services, funerals and memorial services. In those cases, the Minister conducting the service or designated Care Team members shall have authority to reduce or waive the amount listed.

It is our intention that an active member of record shall not be expected to pay a building rental fee for a wedding, child dedication, funeral or memorial service. Nor are they charged the ministerial fee.

BARTERS

FUSIT is open to barter arrangements in exchange for use of the building.

CHURCH COMMITTEES & TEAMS are allowed sponsorships of various events and activities that are consistent with the VOM. One person should be designated from the committee/team as a liaison (the proposed event having been supported by the group as a whole) to be in contact with the Administrator to make sure that space is available and that procedures are followed. The use of the 2nd Floor Annex for large space gatherings is encouraged over the sanctuary. It is assumed that where a committee/team sponsors an outside group that at least one member of the committee/team will be in attendance

at the event. The sponsored group is expected to sign the FUSIT rental agreement, including the release of liability.

STAFF: Staff will be allowed one free rental each year for a non-FUSIT activity. The staff member should do all set up and clean up and this should not create any extra work for the Sexton.

PUBLICITY for events to be held in the church must be approved in advance by the Administrator. No publicity or advertising of any event occurring in church facilities may indicate or imply any sponsorship of the event by the church without the explicit agreement of someone from the senior staff team.

INSURANCE: For all non-church events insurance riders must be obtained by renter and given to the Administrator to protect church's interests including non-church music events/concerts, dance classes, etc. or a liability waiver must be signed.

ALCOHOL POLICY: If alcohol will be served, the renter will be required to provide proof of sufficient insurance coverage. This may be obtained through a rider on one's homeowner's policy, or by a catering or "event company", if applicable.

SIGNATURE REQUIRED: These approved policies will be mailed out to renters and will need to be signed and returned with payment.

Approved by OAT: 8/3/23

Approved by Board of Trustees: 09/19/23

Resolution: Recruit members for Ad Hoc Communications Committee

Whereas the Board formed and populated an Ad Hoc Communications Committee during the Society year 2021-2022; and

Whereas the Communications Committee is currently unstaffed with the exception of Margaret Nichols serving as liaison between the Board and the Committee; now, therefore, be it

Resolved that the Board directs its President and Vice President to work with Board members and MVT to recruit at least three persons to serve on the Ad Hoc Communications Committee.

Resolution: Confirm members of MVT for 2023-2024

Whereas the definition and charge of the Ministry Visioning Team approved at the Board meeting June 21, 2023 stipulated that the Board annually confirm MVT committee members; now, therefore, be it

Resolved that the Board confirms the membership of the 2023-24 Ministry Visioning Team to consist of joAnn Kowalski, Nancy Miller, Don Rakow, Emily Richards and Janet Shortall.

Resolution: Adopt Building Use Policy

Whereas the Organization Administration Team (OAT) has approved the Building Use Policy described in the file "Building Use Policy"; now, therefore, be it

Resolved that the Board approves a Building Use Policy as defined by the document titled "Building Use Policy".

Resolution: Review and Approve Board President Action Between Board Meetings

Whereas the First Unitarian Society of Ithaca (FUSIT) Bylaws charge the Executive Committee to handle administrative actions between Board meetings and to bring those actions to the next Board meeting for reconsideration;. (Article IV; Section 4);

Whereas the Board has charged FUSIT's Operations Administrative Team (OAT) to make independent decisions regarding the administration of the church operations. (Resolution at regular Board meeting June 21, 2023);

Whereas OAT has made a decision, in consultation with MVT and our Treasurer, that FUSIT enter into a contract with nonprofit Shearwater Productions LLC (Shearwater) where FUSIT will act as Fiscal Sponsor to oversee the implementation and operation of a funded project to be undertaken by Shearwater to develop a middle school curriculum unit;

Whereas said contract protects FUSIT appropriately; and

Whereas Board President Fred Balfour signed said contract on September 15, 2023 to meet Shearwater's deadline for the grant application; now, therefore, be it

Resolved that the Board approves of the action taken by the Executive Committee since the Board meeting of August 15, 2023 :

- Board President Fred Balfour signed a Contract dated September 15, 2023 between the First Unitarian Society of Ithaca (FUSIT) and nonprofit Shearwater Productions LLC,
- The Operations Administrative Team approved the Contract,
- The Contract commits FUSIT to act as Fiscal Sponsor to nonprofit Shearwater Productions LLC,
- The Contract stipulates that Shearwater Productions LLC implements a middle school Curriculum unit using grant funding awarded to them by outside funding agencies.

First Unitarian Society of Ithaca - Fiscal Sponsor Agreement

The Fiscal Sponsor has determined that sponsorship of the Project would be consistent with its goals, and wishes to make arrangements with the Sponsored Organization (Shearwater Productions LLC) for the implementation and operation of the Project **(Survival Guide for**

Lost Discoverers (Middle School Guide).

1. The Fiscal Sponsor hereby agrees to sponsor the Project and to assume administrative, programmatic, financial, and legal responsibility for purposes of the requirements of funding organizations. The Sponsored Organization agrees to implement and operate the Project, in accordance with the terms of this agreement and with any requirements imposed by funding organizations.
2. The Project shall be operated in a manner consistent with the Fiscal Sponsor's tax-exempt status and as described in this agreement. No material changes in the purposes or activities of the Project shall be made without prior written permission of the Fiscal Sponsor and in accordance with any requirements imposed by funding organizations, nor shall the Sponsored Organization carry on activities or use funds in any way that jeopardizes the Fiscal Sponsor's tax-exempt status.
3. The Sponsored Organization shall not, and shall not permit the Project to, attempt to influence legislation or participate or intervene in any political campaign on behalf (or in opposition to) any candidate for public office or otherwise engage in the carrying on of propaganda (within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986).
4. The Sponsored Organization will provide the Fiscal Sponsor with reports describing programs and services of the Project in accordance with the following schedule:

Addendum to this Agreement detailing the "Schedule" will be attached when the Schedule from Grantor is known.
5. The Sponsored Organization will provide all information and prepare all reports, including interim and final reports, required by funding organizations, with the Fiscal Sponsor's assistance and final approval.
6. On behalf of the Sponsored Organization, the Fiscal Sponsor will establish and operate for the use of the Project a designated account ("Account") segregated on the Fiscal Sponsor's books. All amounts deposited into a Project's Account will be used in its support, less administrative charges, if any, and subject to the conditions set forth below.
7. The Fiscal Sponsor will disburse funds from the Account in the following manner:

Disbursements may be made in the form of a check to Shearwater Productions LLC. Holly Adams, as the legal proprietor of said LLC, will fill out any and all paperwork required or requested by the sponsoring organization (First Unitarian Society of Ithaca).

Disbursements will be restricted to the support and implementation of the Project only.

8. The Sponsored Organization designates **Holly Adams** to act as authorizing official. The authorizing official shall act as principal coordinator of the Project's daily business with the Fiscal Sponsor, and shall have authority to sign disbursement requests.
9. The Fiscal Sponsor and Sponsored Organization will maintain all financial records relating

to the Project according to generally accepted accounting principles, retain records as long as required by law, and make records available to auditors as required by law.

10. The Fiscal Sponsor and the Sponsored Organization will reflect the activities of the Project, to the extent required, on their state and federal government tax returns and financial reports. All disbursements from an Account shall be treated as payments made to or on behalf of the Sponsored Organization to accomplish the purposes of the Project. The Sponsored Organization will provide the Fiscal Sponsor with proper documentation to accomplish this, including furnishing the Fiscal Sponsor with the Sponsored Organization's Federal Employer Identification Number.
11. This agreement will be subject to review when Funding Organization Contract Agreement is made known and will terminate if any of the following events occur:
 - a. The Fiscal Sponsor requests the Sponsored Organization to cease activities that it deems might jeopardize its tax-exempt status and the Project fails to comply within a period of ten (10) days;
 - b. The Sponsored Organization fails to perform or observe any other covenant of this agreement, and this failure remains unremedied fifteen (15) days after notice in writing;
 - c. Upon expiration of four weeks after either the Sponsored Organization or the Fiscal Sponsor has given written notice of its intent to terminate the agreement.
 - D. Terms of Grant from Funding Organization have been completed and Grant funds have been disbursed
12. In the event this Agreement is terminated, the Fiscal Sponsor and Sponsored Organization will comply with any termination conditions imposed by funding organizations.

In witness whereof, the parties hereto have executed this Agreement on the day and year first written above.

Accepted for the Fiscal Sponsor:

Authorized signer

Authorized signer
9/14/2023 _____
Date

Karen Stanley

Frederick M. Balfour

Frederick M. Balfour
First Unitarian society of Ithaca
Date 9/15/2023

For the Sponsored Organization:

Karen Stanley

*holly adams*_____

Treasurer's Report, September 2023

Walt Peck

I apologize for the lateness of this report. I had to await a final, important adjustment to the '22-23 fiscal year Profit and Loss statement; namely, the receipt of the \$14,000 transfer of money from the Endowment accounts to operating. Please note that this means that the actual deficit for the year is smaller than originally reported.

The important things for you to note are the following:

- Expenses were approximately in line with what we expected for the year.
- Income came up short, mostly shortfalls in pledge receipts. This happened to a greater extent than usual in the spring, near the end of the fiscal year.
- The cash balances remain strong.
- However, this rate of deficit spending cannot continue for long. How long depends on decisions by the Board.
- To reduce the deficit, income can be increased and/or expenses reduced. Again, these will be Board-level challenges.

Respectfully submitted by Walt Peck, Treasurer