

Subject: Board Chair's Report to the Congregation
From: Mark de Solla Price, Board of Trustees Chair
To: The Congregation
Date: January 25, 2009

I'd like to begin my Board of Trustees Chair's report by thanking you for the opportunity and privilege of serving Community for the last year. At last year's Annual Meeting, You elected me to a three-year term on the Board of Trustees, and the Board of Trustees elected me to serve as chair for one year. It has been a difficult but wonderful year and it has been a great opportunity for me to grow my soul.

I'd like to draw your attention to the Board of Trustees Letter to the Congregation dated January 21. It was e-mailed and paper copies sent by US mail. There are copies available today and they have a yellow sticker on them. On the bottom of page three we wrote "see attached documents" and I apologize if this confused anybody.

As a Board we're always trying to find the balance between publishing everything electronically out of respect for our planet and publishing everything on paper to ensure that everyone has all the information in front of them in order to be fully informed and engaged. In the final revision, we moved toward being more electronic and didn't correct the text. All these attachments are available on the ccny.org website under the "Trustees" section.

As always with all church publications and documents, you may always telephone or see Valerie Lynch who can provide paper copies, large type versions, plain text electronic versions, or whatever other formats you might need. There are a few paper copies here to read and share.

I don't want to comment on the Committee on Ministry Study Group Report. As a board, we got it after we drafted our letter to the congregation, and we haven't had time to discuss it yet.

I do see that my Chair's Report to the Board of Trustees for November 19, 2008 was extensively quoted. Unfortunately, it was substantially misquoted and taken out of context. I have included a

copy of that report at the end of this one. I think it is really important to read the correct quote in its full context.

As a board, we have many mechanisms for communication with our congregation members. Our Quarterly meetings and this report is one of them. Another mechanisms for our communications is through the (mostly) monthly "Community Connections" with our "Board Briefs" section. Our Board meetings are always open to our members, so you can observe our process first-hand. So many of you have done so over the last many months. These meetings are often on the fourth Wednesday of each month, but they move sometimes to step over holidays and accommodate quarterly meetings. You can sign-up on our website to get e-mails with Board Chair's Report to the Board of Trustees and our minutes, once they are accepted.

It's important to understand that the minutes are a legal document of the official business of the church, and not a mechanism for communications.

I'm attaching our official minutes policy at the end of this report, so folks can understand that the board's rationale behind adopting this policy and why it is the right choice.

In my written report, I have excerpted all of this year's important actions, so folks can look them over chronologically in one place:

• • •

Wednesday, January 23, 2008

ACTIONS

- Created a Right Relations Team
- Adopted a Conflict of Interest Policy
- Adopted a theme for the year: "Our Sense of Place: The Seven Principles"
- Adopted the Earth Stewardship Policy

Diane Kaylor presented a Resolution on Right Relations. A "whole church advocate" example from the Moving On Book by Robert Latham. Janice has trained 2 congregations to pre-empt conflict which she continues to monitor. Natalie added Strategic Planning

Committee sees the need for a more active group too. Treasurer agrees the budget needs more work. She hopes it is not just shuffled off the Board's plate. Add a Safe Congregations component. Relate it to the Council. Does this come ahead of Safe Congregation implementation? Need to revisit a policy that was adopted already. Diane will report at the next meeting.

MOTION 1 That the Board create a Right Relations Team (not necessarily of Board members) standing committee for the appraisal of ministries, a whole-church advocate for the well-being of the congregation; and charged with the monitoring, appraising/evaluating, and proposing of recommendations to the Board of Trustees in any area regarding goals, activities, and programs in alignment of church bodies and administration with church mission and values and to ensure effective pastoral care and lay leadership, resource allocation, and relationships within the congregation and with the larger community and denomination;

And further move that this team be led by people who serve the church wide good not the parts or personal interests, consisting principally of past leadership, preferably led by past presidents of the Board and others who have had leadership training with church systems; and that the committee reports directly to Board at least quarterly, be provided a startup budget of \$800 for the upcoming year to establish the role it's charged with, and then provided with an annual budget for information gathering, consultation, resources, and communications. M: D. Kaylor 2nd: N. Webb. Passed.

A. Conflict of Interest Policy [attached] distributed by Treasurer. It has been recommended by our auditors was adopted.

B. MOTION 2 : Accept Conflict of Interest Policy as distributed. M; M. Dugan 2nd; PASSED

C. MOTION 3 Theme: Board chose the Theme "Our Sense of Place: The Seven Principles" was adopted, using feedback from Council members. Passed. One abstention. m: Committee; 2nd PASSED

D. Added. An Earth Stewardship policy, proposed by the Green Sanctuary Committee, was brought back to the table.

MOTION 4: Passed [attached]

Wednesday, February 27, 2008

ACTIONS

- Elected Diane and Gary as the two trustees-at-large to the Executive Committee.
- Approved five General Assembly Delegates: Anna-Lisa Hafgren, Reena Kondo, Vinny Allegrini, Mark de Solla Price and Natalie Webb were approved. Two more are to be recruited.
- Authorized up to \$2,000 to be spent on a laptop computer as a gift Honoring Molly Scott on her retirement
- Liaison assignments were made for all infrastructure committees: Building & Grounds-Deborah, Finance-Mary, Communications-Mark, Membership-Fay, Personnel-Natalie
- Nominated Teresa Hummel for the Unsung Heroes award of UU Metro NY District for her work in educating our congregation and the general public on the problems with electronic voting and in helping to create legislation in NYS for voter verified voting machines
- Elected Gary as recording secretary for the Board of Trustee meetings until June 2009
- Honoring Molly Scott on her retirement

MOTION 1: for retirement gift for Membership Coordinator

"To Molly Scott, in grateful recognition of 31 years of dedicated service to Community Church of New York as Membership Coordinator", the Board authorizes up to \$2,000 to be spent on a laptop computer for her. The funds are authorized by us to be spent from Account 503080 - Membership Expense.

MOTION 2: (M: Deborah, 2nd: Jennifer Hampshire. Passed unanimously) Board will Nominate Teresa Hummel for the Unsung Heroes award of UU Metro NY District for her work in educating our congregation and the general public on the problems with electronic voting and in helping to create legislation in NYS for voter verified voting machines.

Motion 3: Appointed Gary as recording secretary for the Board of Trustee meetings through June 2009. M: Mary, 2nd: Wade. Passed.

Wednesday, March 26, 2008

ACTIONS

- Split a motion by Mark de Solla Price to 4 Motions
- Motion 1: Board reaffirms letter, spirit and intent of certain sections of bylaws on powers and duties of the Board and Senior Minister. Passed.
- Motion 2: Chair to act on the Board's behalf as chief executive officer between Board meetings. Passed.
- Motion 3: Rescinds Board's delegation to Senior Minister of the day-to-day oversight of non-ministerial staff. Tabled.
- Motion 4: Board to move to propose change Bylaws section 13a to add Director of Music and Director of Lifespan Religious Education as those not part of "non-ministerial staff"

Motion 1: (all 2nds were by Jennifer.) Section 12.4 and the word "highlighting" were added by friendly amendments.

(1) "I move that the Board of Trustees and all other organizations and personnel of the Church honor and reaffirm the letter, spirit and intent of our bylaws, especially highlighting the sections below:

3.7 To practice open and democratic procedures in our Church, and promote the full participation of all — without regard to race, color, sex, sexual orientation, age, class, faith, or national origin;

* * *

6.4a The Chairperson of the Board. The Chairperson of the Board shall be the chief executive officer of the Church, presiding at all meetings of the Board and the Congregation, and being responsible for the preparation of their respective agendas. Except for the Committee on Ministry, he or she shall be a nonvoting, ex officio member of all committees appointed by the Board or Council, and shall be a nonvoting, ex officio member of any Search Committee.

* * *

Section 7.3. Powers and Duties. Subject to actions taken by the Congregation pursuant to Section 5.2, the Board shall have general supervision of the affairs of the Church. The Board shall have custody and control of all property and funds of the Church, shall conduct the business affairs, shall supervise the management and administration of the Church, it being understood that the conduct of worship services and pastoral duties are reserved to the Ministers. The Board shall provide what it deems to be succinct reports at all

regular meetings of the Congregation, covering what to be all important discussions and decisions of the Board which have taken place since the last regular meeting of the Congregation, and the Congregation shall have the authority to deliberate upon, and make decisions with respect to such of these matters as it seems advisable.

* * *

Section 12.4. Senior Minister. The Senior Minister is the spiritual leader of the Church. He /she shall assign the ministerial duties among the members of the ministerial staff.

* * *

Section 12.5. Duties. The ministerial staff shall be responsible for the worship services, pastoral calls, counseling, hospital calls, weddings, dedication of babies, funerals, the induction of new members, and generally furthering the purposes of the Church.

* * *

[Section 12.5b] The Senior Minister shall report regularly on the state of the Church to the Board and Council and to each regular meeting of the Congregation, bringing to their attention any matters that seem pertinent to the general welfare of the Church. He/she shall provide a full written report on the condition of the Church at the Annual Meeting.

* * *

13.1a Definition. In these Bylaws, "non-Ministerial staff" refers to all persons employed by the Church other than Ministers and Interns.

* * *

13.1b Administrator. The Board is empowered to hire an Administrator who shall be business manager of the Church, and have such terms of employment and duties as shall be determined by the Board.

* * *

13.1c Annual Review. The Board shall conduct an annual review of the compensation and performance of the non-ministerial staff at the end of each year, and report its findings to the Annual Meeting.

* * *

Section 13.6. Bylaw Review. The Board is responsible for the effective implementation of the Bylaws by the Board itself and by all other organizations and personnel of the Church. Each year, the Board shall conduct, or cause to be conducted, an informal review of the state of implementation of the Bylaws by all organizations and personnel of the Church. If it finds that one or more provisions are being either ignored or contravened, it shall determine which steps shall be taken to bring about implementation of these provisions, or

it shall initiate a proposal to change these provisions."

Passed.

Motion 2: [Chief Executive Officer was switched to lower case by friendly amendment]

(2) "That the Board of Trustees reaffirm the spirit of the bylaws to empower our congregational polity and reinforce the separation and balance of powers between the Senior Minister and the Board of Trustees. The Board Chair is empowered to act on the board's behalf between meetings, as defined in the bylaws 6.4a, that the Board Chair shall be the chief executive officer, and shall perform such other duties as may be usually incident to this office and may be prescribed by the Board, and is directly accountable to the Board of Trustees and to the Congregation."

Bruce believes Motion 2 violates the bylaws because the Congregation would have specified such language, as it does for the Clerk and Treasurer, if it had wished the Chairperson to be so empowered. Gary spoke of how this policy interprets an ambiguous area of the bylaws. Peter spoke of Executive Committee as the executive function, rather than the Chair. Bruce: Section 13.3c, iii specifies when the Board Chair can act for emergency budget changes; the bylaws are quite specific as to the role of the Chairperson and are seemingly intentionally restrictive.

Passed.

Motion 4:

(4) "Lastly, I move that the Board of Trustees propose a bylaw amendment to article 13.1a to replace "Ministers and Interns" with "Ministers, Director of Music, Director of Lifespan Religious Education, and Ministerial Interns" so that the paragraph reads:

13.1a Definition. In these Bylaws, "non-Ministerial staff" refers to all persons employed by the Church other than Ministers, Director of Music, Director of Lifespan Religious Education, and Ministerial Interns."

Vincent: Could add Membership Coordinator to this motion.
Motion to amend: Doug then 2nd: Fay. 2-8-0 failed. Original Motion passed.

Tuesday, April 8, 2008

ACTIONS

- Right Relations Team members to serve as process observers for Board, Congregation, and Council meetings.
- Elected Jennifer Hampshire to replace Nancy Ruckes as Clerk.
- Increased support of lay delegates to the Metro NY Annual meeting to the actual cost of early registration plus the carbon footprint offset option. Selected 7 delegates.
- First Quarter of 2009 Congregational Meeting delayed 1 week to 3/29/09.

MOVE that the Board invites the Right Relations Team members to serve as process observers for Board, Congregation, and Council meetings, in cooperation with the presiding chairs of those meetings, and that this role be added to its statement of purpose. M: Diane,

a) Resignation of Clerk, Nancy Ruckes. Diane moved: "Board accepts with regret and great appreciation all of Nancy's service to the Board." Passed.

Vacancy of trustee and Clerk. Appoint or Fill by election. M: Diane: "Jennifer Hampshire shall be the new Clerk". Passed

b) Metro District Annual Meeting lay delegate selection
Moved: "First take 5 who have not been supported Carol Apicella, David Will, Heidi Siegfried, Ken Wachtell", Passed. Voted for 2 of the 5 who had already received support this year. Selected Mark de solla Price and Anna Lisa Hafgren.

Tuesday, April 23, 2008

ACTIONS

- Approved the budget recommended by the Finance Committee for presentation at the Budget Hearing May 18.
- Approved forming a task force to study and advance hiring an administrator.
- Approved hiring a temporary (acting) Membership Coordinator for 1 year with a 90 day probation, based on the 3 agreed shared outcomes.
- Appointed 4 members to each serve their second two-year terms as members on the Ethelwyn Doolittle Justice and Outreach Fund Committee

Motion by Jennifer: Form a task force to study, recruit and hire a new administrator reporting along the way to the board. 7-2-2 Carried.
Motion For the Board to set 3 shared outcomes for the 1st year of the Membership Coordinator? Passed. It was pointed out that an Interim cannot apply for a job so the Board decided to call the position Acting. Bold are suggested outcomes to be refined. Underlined is the big area covered.

1. Peter: 8-10 page Community Connections, so that the Congregation is well informed. Communications.
Winifred: Outcomes need to be negotiated with the employee. Which goals?
2. 10% growth in membership,: Wade and Fay would like to see this as an outcome even though this has problems such as not being in the Membership Coordinator's control.
3. Chairs of committees and committees and newcomers get two-way support in assimilation of the newcomers.
4. Consistent use of editorials on a plan (Theme for the year, etc.).
Winifred
5. We should look at "How We Welcome People" more broadly :
Janice though details of this would have to be fleshed out some other time.
6. Write a "New Member Book": Peter How to be a New Member all in one place.
7. Confident, welcoming, loving leadership training on welcoming for members of the congregation: Bruce
8. Membership Committee Training

Motion: That Bruce should hire an Acting (temporary) Membership Coordinator for one year (with a 90-day probation period) based on his most recent updated job description as presented at the 4/23 board meeting provided that this person also meets and reports on three "shared outcomes that the board will adopt at the May 13 meeting Motion: Peter Passed.

a) Appointed Phyllis Andrews, Paul Hampton, Mark de Solla Price, and David Will to each serve their second two-year terms as members on the Ethelwyn Doolittle Justice and Outreach Fund Committee. Peter asks for Committee history. It was suggested that the terms should be staggered for better continuity. Mark said that this would require being submitted to the congregation for action, but was a good idea for the future. Moved Natalie. Passed.

Tuesday, May 13, 2008

ACTIONS

- Appointed members of the Task Force To Study and Recruit A New Administrator: Brenda Shrobe, Winifred Zubin, Mary Dugan, Deborah Gambs, Mark de Solla Price, Bruce Southworth, and Rosanna Rosado
- Rescinded prior Board resolutions of 1981, 1982 and 1984 "Delegating Supervision of the Administrator and Day-to-Day Operations to the Senior Minister".
- Motion: Board of Trustees explicitly rescinds Prior Board Resolutions attached to the end of these minutes as reviewed in Motion #3 of the March 23, 2008 meeting "various 1981, 1982, 1984 resolutions delegating Day-to-Day Operations to the Senior Minister" and Supervision of the Administrator by the Senior Minister. Carried.

Wednesday, May 28, 2008

ACTIONS

- Approved Building and Grounds' request for funds for Hall of Worship brick cleaning and reupholstering
- Approved funding for UU Leadership Training institute (UULTI) for 9 members
- Approved 6 of the funded 9 members to attend UULTI.
- Approved Committees of the Board and their Council membership for 2008-2009
- Approved Board liaisons to Committees and Groups.

Moved: Approve spending up to \$450,000 for brick cleaning, reupholstering seats, and related expenses for the Hall of Worship. Passed.

- a) Approved \$6,235 UULTI funding per written memo (9 people, transport, shipping, transfers). Carried.

b) Approved UULTI teammates. Vinnie Allegrini, Jennifer Hampshire, Ruth Miller, Mark de Solla Price, Erin Tower, and Natalie Webb. Carried.

c) Discussion of a "Kitchen Team" and allocation of \$2,500 for kitchen expenses and upgrades* Postponed.

Wednesday, July 9, 2008

ACTIONS

- Allocated up to \$2,500 for kitchen expenses and upgrades.
- Approved soliciting financial support from the Congregation for Association Sunday in October 2008.
- Approved Board minutes from meetings 4/23/08 through Executive Committee meeting of 6/19/08.
- Approved UULTI attendee change to Karen Hoover from Erin Tower.
- Approved Building & Grounds request for funds to refurbish the lamps in the Hall of Worship. Includes rewiring the fixtures. \$22,200 to come from Renovation Fund. Carried.
- For UULTI, (UU Leadership Training Institute) approved replacing Erin Tower (who was previously approved but can not attend) with Karen Hoover.

Motion: Approve B&G request for funds to refurbish the lamps in the Hall of Worship. Includes rewiring the fixtures. \$22,200 from Renovation Fund. No Second required. Carried.

Motion: To Support Association Sunday participation by soliciting financial contributions from the congregation in October 2008. Carried.

UULTI: Rachel Stone, Bill Rothfarb, Mary Dugan, and Marjorie Vai

Friday, July 25, 2008 (Special Meeting)

Motion: Accept Fay's written excuse for missing 3 meetings. M: Diane. 2nd. Carried.

Motion: To hire Bruce Prince as Business Administrator to report directly to and work with the board of trustees at a strategic level to maximize the use of all of our assets to further our mission. The salary

will be within the range recommended by the recruiting task force. Employment is subject to passing pending background and credit checks.

Motion Diane, Carried unanimously

Wednesday, August 20, 2008

ACTIONS

- Approved check signing policy, attached.
- Welcomed Bruce Prince, Business Administrator and Valerie Lynch, Acting Membership Coordinator
- Finalized Board liaisons to Committees of the Board

Check Signing Authorization Policy. Moved by Mary (with deletion of Clerk as a signer) Passed 8 -1-0. Friendly amended to require background, credit and x check.

Wednesday, September 24, 2008

MOTIONS

- Authorized the expenditure of \$200 for the Committee Fair
- Approved the Standardized Board Minutes Policy submitted by the Board Minutes Task force.
- Approved a motion empowering the Board Chair to explore how to strengthen the relationship and collaboration between congregations in New York City.
- Authorized expenditures for the overlap period allowing the Interim administrator to assist in the transition with the incoming Administrator, Bruce Prince.
- Approved a correction to the minutes of November 28, 2007 regarding advertising expenses for the Craft Fair.
- Approved looking for a facilitator for the next congregational meeting and for healthy congregations consultant.
- Approved a motion to educate the congregation that the Board feels that it is not the time to pass the proposed Bylaw Amendment
- Approved the minutes of the July 9, 2008 Board meeting
- Approved the minutes of the August 20, 2008 Board meeting.

Action Taken between Meetings

The Chair of the Board "acting as c. e. o." reported that he had
1) authorized the purchase of an electronic key system for \$3,500

2) appointed Bruce Prince, Administrator, to Congregational Assessment and Strategic Planning Task Force.

3) Minutes Policy

Motion: It was moved that in order to simplify Board Minutes to ensure an accurate and objective record of the proceedings, their purpose of follow-up by Board Members, and the long-term continuity for information retrieval the Board will standardize Board Minutes and make the minutes data base accessible by the adoption of the following operating policy, which will be overseen by the Clerk and the Administrator. The Senior Minister made a point of order that the bylaws state, "Board proceedings shall be fully reflected in the minutes"(7.6) and "The Clerk shall keep an accurate record of the transactions of all meetings of the Board..." (6.4.e), and that the church's parliamentary authority, Robert's Rules of Order, states, "When a count has been ordered or the vote is by ballot, the number of votes on each side should be entered;" (p. 453. lines 29-30), and it would be important for this to be added to the policy.

Motion: Diane Kaylor. The motion passed as presented.

Annual Plan Update and review. The Right relations team was added to the Plan (Supporting volunteers). There are no working groups at this time.

Motion: The Board Chair is empowered to explore strengthening the relationship and collaboration between the congregations in NYC.

Motion: Peter Robinson The motion passed.

Motion: It was moved that the Board approve \$7,415 for the 5 weeks August 18 to September 26,2008 to cover the overlap period provided by the departing Administrator, Rosanna Rosado, to assist in a smooth transition with Bruce Prince, the new Administrator, to be taken from _____ [Moved: Mary Dugan. The motion passed.

Motion: It was moved that the November 28, 2007 minutes be corrected. The expense of \$5,000 for the Holiday Craft Fair, Religious Education/Family Ministries, and Sunday worship advertising in weekly papers be covered in Communications line items _____]of the FY 2008 budget that were underspent. Moved: Mary Dugan. The motion passed

Motion: The Board approved a) looking for someone to facilitate the

next Congregational Meeting on November 9, 2008 (Check with Andrea Lerner and Blanton Peale); b) identify a healthy congregations consultant.

Moved : Mary Dugan. The motion passed.

Motion: it was moved that the Board support the action of the Congregation on June 1 to add the Membership Coordinator to the bylaw amendment. M/S The motion failed, 4-5, with the Chair casting his vote to break a tie.

Motion: it was moved that the Board educate the congregation that the Board feels that the this is not the time to pass this amendment..

Moved: Diane Kaylor. Seconded ; The motion passed.

October 22, 2008

ACTIONS TAKEN:

Approved consent agenda minutes of 09/23/08 and 09/25/08

Motion to send the letter prepared by Deborah Gambs, Diane Kaylor and Janice Marie Johnson with the Congregational Meeting agenda, with 3 edits by P. Robinson, Carried.

Motion to ask attorney to clarify if chair exceeded bylaw authority. By Rev. Bruce Southworth, Defeated 2-5

Motion: Accept Personnel Committee's Recommendation to Adopt Personnel Policy Manual* by Wade Hampton. Approved.

Motion to approve the amended agenda for Congregational Quarterly Meeting 11/9/08 by Who? Approved.

Board Chair as ceo. Motion to ask attorney to clarify if chair exceeded bylaw authority. By Rev. Bruce Southworth, Defeated 2-5.

Motion: Accept Personnel Committee's Recommendation to Adopt Personnel Policy Manual* by Wade Hampton. Approved.

November 19, 2008

ACTIONS TAKEN:

- A motion to accept the minutes of 10/22/08, as submitted by the clerk was approved.
- The Board decided that we should work more closely with the Personnel Committee; possibly having two joint meetings a year.
- The Board decided to form a Task force to look at the possibility of a mid-year budget adjustment.

Motion Crafts decoration of Assembly Hall. M: Peter. Passed.

Approval of October 22, 2008 Board Meeting Minutes* Moved to accept the corrected minutes of October 22, 2008. Motion by Rev. Southworth to amend motion to add detail to item 11a., (Board Chair as ceo. Motion to ask attorney to clarify if chair exceeded bylaw authority) Defeated. Motion by Rev. Southworth to add detail to 12d (Board report for January Congregational meeting defeated). Defeated. Minutes approved as submitted.

December 17, 2008

Motion 1: On recommendation of the Finance Committee, the Board wishes to postpone spending on the pews in the Hall of Worship until after the January Congregational Meeting. 2nd. Carried.

Motion 2: On recommendation of the Finance Committee, the Board recommends that the Congregation postpone spending on the pews in the Hall of Worship until after the June 2009 Congregational Meeting. By G. Geoghegan. 2nd. 4 to 4 tie. Failed.

Motion 3: On recommendation of the Finance Committee, the Board recommends that the Congregation move that the FY09 Doolittle budget allocation of \$72,887 be reduced and Finance and Doolittle committee will meet to agree on an amount of reduced spending. By G. Geoghegan. 2nd. Failed.

Motion 4: That the Chair will act with the consultation of the Exec committee between meetings. By D. Gambs. 2nd. Carried.

Motion 5: Art Group charter accepted to be a Committee. By __
2nd. Carried.

Motion 6: Approve no cost Guest House Accommodations
(Fri/Sat/Sun) for both UUA Presidential Candidates 2/13 – 2/16. 2nd.
Carried.

Motion 7: Resolved that the housing allowance portion of Rev.
Bruce Southworth's compensation for 2009 continue at the current
level of \$7,300 per month. By __ 2nd. Carried.

Motion 8: to accept Board minutes of November 17 as amended.
By G. Geoghegan. 2nd. Carried.

Discussion of Natalie Webb's standing as a member. It is clear from
the bylaws that she is off the Board. Even though August was a
Special meeting. Bylaws do not allow that as an exception. Not an
issue because Natalie does not wish to be re-appointed even on a
temporary basis due to the amount of time she now spends out of
state.

Annual Plan

Communication Committee

Effective use of Assets: Guest House Business Plan,

Congregational Assessment: met with Consultant has been
been meeting

Right Relations (stopped)

Website: updated many committee's Web Pages

Better Infrastructure Support

Stabilizing Technology (done well)

January 21, 2009

(please note that because they are from the most recent Board meeting, these minutes have not yet been approved, so this information is from the Chair's notes only)

Motion 1: To endorse the following letter from the Board to the congregation in response to requests from congregants on Board positions, and to publish it and its attachments as soon as possible, by email Board report, the trustees web page, for hand out at the Congregational meeting, for mailing at least to members who do not use email and possibly other means.

By Gary Geoghegan 2nd. Carried

Motion 2: that the Board of Trustees task the Executive Committee to hold half-hour monthly conference calls with the Business Administrator for this purpose ["to report directly to and work with the board of trustees at a strategic level to maximize the use of all of our assets to further our mission"]. In addition, the Board of Trustees shall endeavor to spend 10 to 15 minutes at each regular board meeting for a collaborative dialog with the Business Administrator to further this goal

By Mark de Solla Price 2nd. Carried

Motion 3: Accept the Finance Committee recombination that the expense reallocations outline in the attached Excel Sheet, in accordance with bylaws budget modification requirements. Bruce Prince has provided the Finance Committee with a preliminary but not exhaustive forecast of FY09 based on revenue and costs areas he is most familiar with."

Motion 4: We accept the Hospitality Committee's request to spend \$500 for the food on Sunday for the Annual Meeting for sandwiches etc. The cost will be equally shared between the board expenses and hospitality budget line items. Moved: Mark de Solla Price Carried.

Discussion of Transparency, Accountability Openness and Collaboration

Discussion of Fiduciary Responsibilities/Liability



Board Chair's Report to the Board of Trustees

Subject: Board Chair's Report to the Board of Trustees
From: Mark de Solla Price, Board of Trustees Chair
To: Board of Trustees
Date: November 19, 2008

As most of you know, I gave my Board Chair's Report to the Congregation on November 9th. There are copies of my report in with your package.

Although we're tight on time tonight, I want to spend my chair's report to the board today talking about my perspective on leadership, shared leadership and our financial issues.

A true democracy is like alcoholics anonymous, where there aren't really any leaders just trusted servants acting on the group consensus. But America and our congregation are more like republics, where citizens select leaders who work for the good of those citizens, but those leaders make their own choices based on their personal intelligence, information and ethics and not necessarily the consensus view of their constituents. The most important, bold work can never be achieved just through popular consensus or "by committee."

Let me repeat this. I feel that our job as elected leaders are NOT to act based on the group consensus but to act for the best interest of our congregation and mission, which is a lot more work.

If my fellow trustees, both elected and ex-officio staff, have any doubt that my intent, efforts and motivations are anything less than to support the best interests of our congregation and mission, then I should resign as your chair. I really mean this.

Our Board of Trustees is the shared leadership of this congregation, If my fellow congregation members, have any doubt that the Trustees intent, efforts and motivations are anything less than to support the best interests of our congregation and mission, then we should ALL resign as your Trustees – yes, really!

You should then elect people you do trust to lead you, and then you need to really support those people to be our shared leadership – to follow their leadership into the future.

I'm sorry if I sound like a drama queen. If you **do have** confidence in and support of me as board chair and of our leadership as trustees, then you need to support our leadership, **if not, we need to change it.** We simply can't waste hours wordsmithing our minutes, rehashing the we need to work on the important matters of revitalizing our congregation.

You notice that I said that our Board of Trustees is the shared leadership of this congregation, and I wanted to be clear that I wasn't showing any disrespect for the valuable and vital roles that other lay leaders, committee members and chairs serve. We're lucky to have their insight and input. Finance Committee, Personnel Committee, Buildings and Grounds, even our business administrator all have important jobs to do to advise, recommend and consult with the board.

But as I said in my Board Chair's Report to the Congregation on March 30, **board members have a fiduciary and legal responsibility and accountability that others just don't have, and we can't shirk that responsibility by delegating it.**

In our bylaw section 7.3 **"the Board shall have general supervision of the affairs of the Church. The Board shall have custody and control of all property and funds of the Church, shall conduct the business affairs, shall supervise the management and administration of the Church, it being understood that the conduct of worship services and pastoral duties are reserved to the Ministers."**

In our bylaw section 9.5. "Board-appointed committees shall be responsible to, and subject to the direction of, the Board."

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Although Rev. Bruce Southworth, Janice Marie Johnson and Bruce Prince are non-voting ex-officio board members, they are most certainly a vital part of our board, and their voices are always listened to and considered.

At our last board meeting, we discussed if getting further clarification from our Congregational Council, Attorney Paul Godlin, Would be helpful and in the best interest of the congregation. After weighing the pros and cons, the board decided that it wouldn't be the best use of our time, or in the best interest of the congregation to get further clarification from our Congregational Attorney.

As most of you know, between our last board meeting and the congregational meeting, the Senior Minister wrote his own letter to Paul Godlin with his own spin on the issues and facts. Later in our agenda, we'll

talk about the specifics of this matter, but I want to talk about the larger, collaborative issue now.

I need to assume good intentions on behalf of the Senior Minister, and that he must have believed that the board made the wrong call and that it was vitally important to the congregation to take action here. Again, I need to assume his best motives, but I have a real problem with the process. The Senior Minister has been requesting that we talk about "transparency and accountability" and I hope we will talk about not only our transparency and accountability to the congregation but also on our transparency and accountability of how we work collaboratively as a team together. If we're not committed to collaborate, then we'll just bicker among ourselves.

If after a board meeting *I* were to strongly disagree with the collective wisdom of the board, I hope I would feel compelled to send an e-mail or memorandum to the board, and either discuss it at the next board meeting, or if it were more urgent, call an Executive Committee or Special Board meeting to address it. I cannot imagine a process where it would be healthy to reject the collaborative process and take dissenting, renegade action on my own. Collaboration is essential to all our work. If the board can't work together, both elected and ex-officio staff, how will we ever hope to change our congregation and our world?

Most of you know my politics and I myself am surprised that I'm holding up John McCain as a role model. He fought hard for what he thought would be best for the country. He lost and was gracious and reconciliatory in defeat and he has worked hard since to heal and collaborate and move forward in a very different direction that what he had fought for. I hope we can all learn by his good example.

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Another item on our agenda today is looking at the possibility of a mid-year adjustment of this year's budget.

For the overwhelming majority of congregations, the annual budget and the pledge income have to balance. As I said in my March 30 report to the Congregation, if that were the case of us, we'd have no professional staff, no ministerial staff, no building of our own and we'd be a totally different sort of congregation.

Luckily we have income from investments and other business income, but both of those have been impacted by the recent financial crisis.

First, let's talk about the theory, as I understand it, of our endowment: The conventional wisdom of endowment management is that one only spends the income and never touches the principle. The actual dollar value of the principle has to increase by a small amount each year to offset inflation.

If one has a good year, then one gets to spend lots of income; if one has a bad year, then one doesn't get to spend anything; if one has a very bad year, then one might not get any income to spend for a number of years until the losses are recouped.

This isn't very practical for institutions, where there needs to be multi-year stability and predictability. What is often called "The Harvard Model" where the "long-term investment objective for the endowment is to attain an average annual real total return of at least 5%, as measured over rolling five-year periods and current income adjusted for inflation. Annual spending is not to exceed [4% to] 4.5% of a trailing 13-quarter average [just over three year] of the endowment's market values."

This means that even if our endowment were to lose half its value overnight (god forbid, says the atheist) our "draw" would adjust slowly over three years.

The theory, behind the other business income is a bit more complex. We talk about our Guest House and Facilities Rental as if they are a separate operating company and that profits are used to fund our programs. In reality, we have one operating budget including each month's other business income and related other business expense. This makes us susceptible to business hiccups – just like a family budget doesn't have a lot of wiggle room if the utility bill doubles or the paycheck is cut in half.

I think it was Mark Twain that wrote it's okay to "put all Your Eggs in one Basket [as long as you] Then Watch That Basket very carefully" This is why our Business Administrator position is so mission critical. These aren't long-range, year-end problems, these have to be addressed VERY proactively as they come up.

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Proposed Standardized Board Minutes Policy**September 2008**

Moved that, in order to simplify board minutes to ensure an accurate and objective record of the proceedings, their purpose of follow-up by board members, and the long-term continuity for information retrieval, the Board will standardize board minutes and make the minutes database accessible by adoption of the following operating policy, which will be overseen by the Clerk and managed by the Administrator:

The Board meeting minutes are a record of business, informed by Bylaw Sections 7.6 (Conduct of Meetings), 6.4e (Clerk), 4.3c (Membership: regarding access to information) and 4.3d (Membership procedural rights) and current edition of *Roberts Rule's of Order Newly Revised* (RONR), primarily under "Minutes and Reports of Officers." Their content is described in Robert's Rules as an accurate record of actions and decisions of the board, including proper identification of the meeting and who presides, all main motions, proposals, notices, amendments, and any secondary motions required for clarity. A quorum is assumed unless otherwise noted. [For references below, RONR 10th Ed., as of October 2000, primarily from Chapter 15, Section 48, pp. 451-454.]

The minutes are kept concise to expedite approval by Board members and ensure accuracy. Legally, they attest to the following of proper procedures according to bylaws and regulations. They do not contain opinions or commentary [p. 451] and are not designed to be used to document the decision making process, to lead communications with the congregation for further discussion, or to expose select board members to select criticism. Brief descriptions of proposals, project status, or announcements are appropriate if kept factual, but no summaries of discussions are recorded.

Unless ordered otherwise by a vote of the Board (including a balloted, roll call, or counted rising vote, where counting is recorded for constituency reporting or disputed results [pp. 46, 49-50, 452]), individual votes are not recorded, just the disposition of the motion [pp. 452-453], such as "carried," "rejected," or equivalent indication. For clarification: To declare a vote unanimous means complete agreement, whereas unanimous consent is defined as having no objection [p. 52] and usually only is used for routine business.

Except by consent of the Board [p. 119], reports are not attached to the minutes and are not read into the minutes [pp. 490-491], but they are entered into the official file kept by the administrator [p. 454]. The Board can adopt or implement recommendations from reports (without adopting reports, since to adopt [accept or agree to] a report makes it an official document of the church, thereby endorsement of every word in it, which is rarely appropriate). Receipt of an information-only report does not get recorded, because it is already received before being read or addressed, but it can be "placed on file" [pp. 454, 455]. The Treasurer's report may consist of simple statements with no action as described in Roberts Rules [p. 459], with the exception of Board approval [p. 462] of the annual proposed budget [Bylaw 13.2b].

As with reports [cited above], additional reasons (other than what is stated in motions) for any decisions and dissenting views are included only if agreed upon by the board during the meeting [pp. 510-511], but are generally considered dilatory [according to RONR online forum of parliamentarians]. Also, unless previously tabled and therefore on record, a motion that is withdrawn is not recorded [p. 452 footnote].

Reading of the minutes before approval usually can be dispensed with, if the minutes are distributed in advance for Board members to read [pp. 343-344, 457]. If corrections are made to minutes, that meeting's minutes will indicate approval of the minutes "as corrected" with the specifics of the corrections made to the official version on file [p. 452].

Regarding the form of the minutes: See sample. Actions and decisions should be itemized at the beginning of the minutes and tasks can be itemized at the end, in a format compatible to transferring to the database, including key words.

The minutes are not "published" [p. 458] as defined in Robert's Rules (described as formal transactions and usually requiring special staffing). Distribution is limited to member requests [p. 444 and Bylaw 4.3c] (including email lists) and can accompany other mailings as well as be made available as hard-copy versions at the Board bulletin board. A database report with new data from the draft minutes will be made available monthly to the Board by the Administrator.

Background Info on Bylaws (bolded emphasis added):

Section 7.6. Conduct of Meetings. All questions shall be decided either by general consent without objection or by a majority vote of the trustees present and voting. Board meetings shall be conducted according to the informal rules prescribed by Section 48 **[now 50]** of the Roberts' Rules. Board proceedings shall be fully reflected in the minutes. The Board's special rules of procedure shall not be inconsistent with these Bylaws.

6.4e Clerk. The Clerk shall keep an accurate record of the transactions of all meetings of the Board and the Congregation.

Membership: 4.3c Access to Information. Voting members shall have reasonable access to the rules and records of the Church.

Membership Rights: 4.3d Procedural Rights. Voting members of the Church shall be entitled to those procedural rights granted by Roberts' Rules, the Church's parliamentary authority. These rules shall govern the Church and all its component organizations in all cases in which they are applicable and in which they are not inconsistent with these Bylaws or any special rules of order which the Church or its component organizations may adopt.

In these Bylaws, "Roberts' Rules" shall always refer to the then current edition of "Roberts' Rules of Order Newly Revised."