Board of Trustees
Meeting Minutes

All Souls Church, Unitarian
June 17, 2015
7:30 p.m.

Trustees, Officers, and Staff in Attendance:

Jenice View, President
Bruce DePuyt, First Vice President
Peg Barratt, Second Vice President (on speaker phone)
Cledwyn Jones, Trustee
Emily Koechlin, Trustee
Ken Ambrose, Trustee
Vickie Lindsey, Trustee
Kysseline Jean-Mary Chérestal, Trustee
Chuck Dulaney, Trustee
Cheryl Gray, Treasurer
Anne Bradley, Membership Secretary
Mark Matthews, Secretary
Susan Newman Moore, Associate Minister; Acting Senior Minister
Gary Penn, Acting Executive Director

Not in attendance: Rob Hardies, Senior Minister (vacation); Katie Loughary, Executive Director (sabbatical); Erika Landberg, Moderator

Call to order: Jenice View

Chalice lighting and reading – Emily Koechlin: "Money," a poem by Howard Simon.

Follow-up to June 13 Money Talks special meeting – Jenice View and all: Questions to be decided include shifting, for a year, $500,000 of the endowment from the current managers to a low-cost balanced fund such as one of the offerings from Vanguard or Fidelity. Board members indicated support for the plan, but asked Cheryl Gray to return with an Investment Committee recommendation on which of the two managed funds – The Investment Fund for Foundations or the Unitarian Universalist Common Endowment Fund – to take the money from and where it should be put. The IC has also suggested creating a separate reserve fund for building repairs or other major expenses.

A question was raised about whether socially responsible investing vehicles should be explored. TIFF does not make SRI a priority. UUCEF's SRI is mostly limited to shareholder advocacy.

Jenice View, Cheryl Gray, and Brian Marshall, immediate past president, prepared several recommendations to put All Souls' finances on a sounder footing and keep the Board better

informed. They include establishing a Finance Committee, partly or largely composed of board members; reinvigorating the Audit Committee; and clarifying the responsibilities of the Investment Committee. The IC membership would be capped at seven, appointed by the Board in consultation with the Nominating Committee. The Audit Committee would ensure that the church follows requirements of bequests and other purpose-restricted gifts, a task currently assumed by the Investment Committee.

No action was taken.

Motion by Emily Koechlin, seconded by Chuck Dulaney, to approve two delegates to the General Assembly: Jennifer Du Mond and Stephen Simon. Approved unanimously.

Membership: Anne Bradley reported that she has granted Polly and Bob Wright Emeritus Member status, which will prevent their being listed as inactive. The Wrights were active members for many years but now live in Maine.

Discussion: Chuck Dulaney would like the Board to be more involved in what membership means. He noted that a lot of people are considered members who make no financial contribution.

Safe Congregation Update – Emily Koechlin, Peg Barratt: Office Manager Rose Eaton has prepared a working document on emergency evacuation. Discussion focused on when a fire drill should be held (during the summer and/or, as suggested by Rev. Susan, in late September), whether it should occur during a regular service or immediately afterward, and how the congregation should be notified. Work will continue.

Staff report – Susan Newman Moore and Gary Penn: Rev. Susan has adjusted her schedule so she can be at the church when staff members are present. Two new receptionists have been hired. Gary hopes more members will volunteer to fill in at reception desk. Leo Jones intends to fill the social justice and welcoming/membership staff positions by the time Patrice Curtis leaves.

The Board went into **closed session** to discuss a legal-personnel matter.

When the public meeting resumed, Gary reported on a bequest by church member Edna Lingreen and a request for $37,000 in legal fees to be paid by All Souls and other beneficiaries of the Lingreen estate. Gary is gathering more information and consulting with the UUA, the church's attorney, and others on whether the fee is appropriate.

Several post-renovation problems have developed, including flooding in classrooms during a heavy rainstorm; inadequate filtration of storm-water used to flush toilets; and improper grading of the terrace. The architect and general contractor disagree on how to proceed. Gary will enlist the consultant who served as owner's representative during the renovation the help resolve the problem. He will also provide a report before the next meeting.

A motion was made and seconded to approve the Consent Agenda (May BOT minutes). Approved unanimously.

Peg Barratt announced that she plans to accept a Semester at Sea teaching position. She will be able to participate in Board meetings by phone in September and October, but will be out of touch in November and December. In her absence, it's possible a former Board member could substitute. A broader discussion ensued on remote access to meetings by speaker phone or video link; whether they provide adequate communication; what reasons and approval are needed; and whether votes should be considered valid. Kysseline Jean-Mary Chérestal made a case for accepting remote access, but the matter was left open.

The next meeting – Wednesday, July 22 – will take up Board self-monitoring; the question of shifting a portion of the endowment to a new investment vehicle, and proposed changes to financial oversight.

The meeting adjourned at 9:31 p.m.

Respectfully submitted,
Mark Matthews, Secretary

All Souls Church, Unitarian
Board of Trustees Meeting – June 17, 2015
Revised - Draft Agenda

6:30 p.m.	Leadership Social with the Leadership Development and Nominating Committee	All
7:30	Call to Order	Jenice View
7:31	Chalice Lighting and Reading	Emily Koechlin
7:32	Welcoming Remarks; Introductions; Brief Check In	Jenice View
7:40	Discussion: Follow up to Money Talks retreat	All
8:00	Denominational Affairs Committee	Emily Koechlin
8:05	Discussion: Membership Emeritus status	Anne Bradley
8:10	Staff Report	Rob Hardies
8:25	Follow-up report Safe Congregations – fire drills	Peg Barratt Emily Koechlin
8:30	Discussion: Proposed board governance change regarding digital meetings	Jenice View
8:45	Discussion: Board self-monitoring	Bruce DePuyt
8:50	Consent Agenda --Minutes of May 27, 2015 BOT Meeting	Trustees
8:55	Announcements •	Jenice View
8:57	Agenda Items for Next Board Meeting on July 22, 2015: • Discussion: Narrative budget preparation •	Jenice View
9:00	Prayer and Adjournment *Keep alert, stand firm in your faith, be courageous, be strong*	

	Let all you do be done in love.

As Trustees & Officers, we are the chief stewards of All Souls Church, its mission, & vision:
To build the Beloved Community, All Souls Church cultivates & celebrates…
….Spiritual growth & transformation as we question, learn from others, & seek lives of meaning & reverence
…A welcoming, diverse, & vibrant community where we love, respect, & care for one another
…Service & prophetic action to move the world toward justice, healing, & sustainability
…A welcoming & accessible building that provides nurturing spaces for spiritual growth, serves the community within and outside the walls of All Souls Church, & embodies our commitment to sustainability

Report from the ASC BOT/IC Money Talks Retreat
Saturday, June 13, 2015 9:00 am – 1:00 pm

Facilitator: Patricia Infante, Joseph Priestly District

In Attendance: Anne Bradley, Bob Bonner, Brian Marshall, Cheryl Gray, Chuck Dulaney, Cledwyn Jones, Emily Koechlin, Jenice View, Ken Ambrose, Kysseline Cherestal, Lucia Savage, Phyllis Caldwell, Steve Newburg-Renn

Objectives of the retreat (as suggested by Pat Infante following interviews)

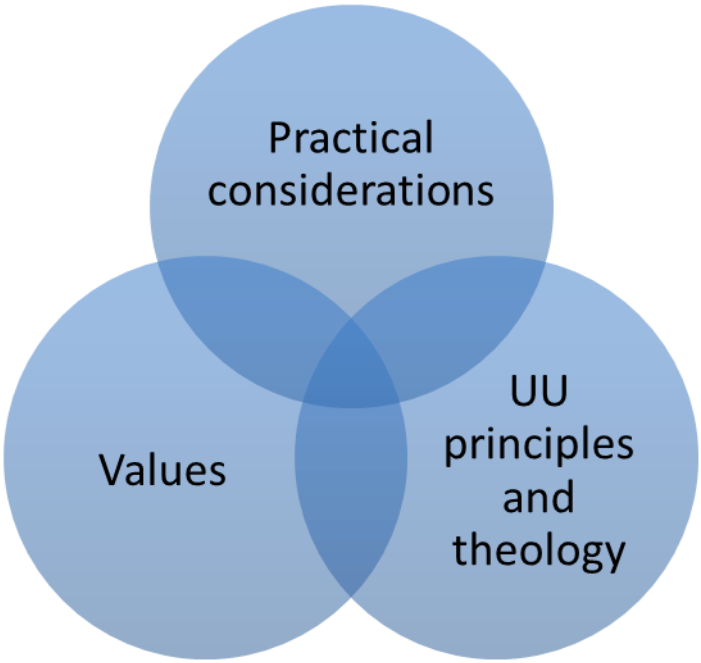
1. To build trust among and between the Board of Trustees and the Investment Committee
2. To put the technical issues in priority order
3. To create a path forward

Additional objectives proposed by participants:
Draw on our shared experiences
Create common goals
Balance the past and the future
Address the challenges of governance
Understand that "We Are the Ones" under our democratic governance structure
Make space for difficult conversations
Address concerns about sustainability
Figure out "intent" and how to fulfill moral obligations to donors
Be aware of accounting v. investment when it comes to using church financial resources
Stay mindful of the 3 C's: contract, covenant, and common sense when thinking about bequests

Our Covenant for the retreat
Okay to disagree
Engage in respectful listening
Use agreed upon terms, common understanding, honor learning
Remember that there are no dumb questions: ask away!
Leave with a path forward, tactics v. strategy, looking for higher answers
Look for win-win, intersection of needs/goals
Remember that we have multiple accountabilities: past, present, and future

Mission Statement
To build the beloved community, ASC cultivates and celebrates:

- Spiritual growth and transformation as we question, learn from others, and seek lives of meaning and reverence
- A welcoming, diverse, and vibrant community where we love, respect, and care for one another
- Service and prophetic action to move the world toward justice, healing and sustainability.



WHAT DOES IT LOOK LIKE FOR ALL THREE TO BE ALIGNED?

From these considerations and a series of activities related to our personal values about money, we generated a list of tasks that we might aim to complete by the November 18 Board of Trustees meeting. Any that are not complete will be on the 2016 to-do list for the incoming Board.

Cheryl Gray proposed categorizing the tasks as listed below. Kysseline Cherestal will offer another way of organizing the tasks with an overarching lens of transparency and alignment with our values.

Categories of tasks (Cheryl Gray)

Policy review

- Definitions of bequests, gifts, etc.
- Interpretation of donor intent
- Bequest policy statements
- Compliance with intent of bequests

- Disbursement policy
- Budget impact statement for all changes to structure

Board decisions

- Keep or change fund managers (TIFF, UUCEF)
- Add a fund? Index fund was suggested.
- Investigate socially responsible investing (SRI) performance
- Insist on monthly reporting of financial information

Governance structure

- Reconsider oversight of Executive Team (ET)
- Review composition of/ requirements for Investment Committee (IC) and other committees
- Consider establishing a reserve fund
- Establish a narrative budget
- Consider creating a finance committee + five-year financial plan
- Strengthen our Audit Committee because our audits are incomplete
- Be aware of the difference between having lawyers on the IC (or any committee) vs. lawyers that we hire for legal advice.
- Budget is ET generated; consider a better way to do this

TO DO list

- The BOT needs raw data from the ET and the IC
- Facts vs. subjective descriptions (need access to documents); for example, once we accept a gift with written instructions, how "bound" are we to the instructions (instructions; suggestions; interpretations)
- BOT and IC need to identify what we need from each other
- BOT needs to figure out its charge to the IC
- BOT needs to respond to the three recommendations made by IC at May board meeting.
- BOT needs to understand the impact of adding a finance committee
- BOT needs to arrange these tasks in priority order

Terms of Reference for All-Souls Treasurer (proposed by Cheryl Gray)

Responsibilities.

The broad roles of the All Souls Treasurer are to serve as the "eyes and ears" of the congregation in overseeing the financial management of the church and to advise the Executive Team and the Board of Trustees on financial matters. Responsibilities include the following:

- Budget
    - Helping the Executive Director prepare the annual budget and presenting that budget to the annual meeting (for congregational approval). This requires that the Treasurer have a good feel for past and likely future trends in individual revenue and expenditure items.
    - Regularly monitoring the status of the budget, including reviewing monthly reports from the accountant, discussing issues and getting updates from the Executive Director, and undertaking analyses of revenue and spending trends over time.
    - Logging in to All Souls Bank accounts from time to time to review transactions.
    - Helping to monitor TCC receipts and expenditures and participate in discussions on financing and borrowing options.
    - Conducting ad hoc reviews and analysis of particular budget items as needed.
- Meetings
    - Attending and actively participating in monthly meetings of the Board of Trustees, and being prepared to brief BoT members on financial issues and trends as needed.
    - Serving on the All Souls Investment Committee, which oversees investment of the Bank's endowment.
    - Serving on the All Souls Audit Committee, which oversees the tri-annual audit and annual reviews and helps update financial policies as needed.
    - Serving on ad hoc committees (such as the TCC construction oversight committee) as needed.
- Check signing
    - Signing All-Souls checks (generally those over $5000) on a weekly basis. This role is shared with the Assistant Treasurer.

These tasks are expected to take at least 8-10 hours per month over the course of the year, with somewhat more time required in the fall.

Necessary skills.

- Analytic mind and good feel for numbers
- Willingness to assume responsibility and undertake regular financial monitoring

- Deep understanding of the mission of All Souls and sound judgment regarding the appropriate level of budget discipline needed to achieve that mission (typically acquired through 3 or more years of active involvement at All Souls)
- Availability to attend meetings and sign checks many if not most weeks during the year
- Capacity to communicate effectively with audiences with varying levels of financial acumen and knowledge of the finances of All Souls
- Patience and ability to deal amicably with a wide range of people
- Understanding of basic accounting, banking, and investments
- Easy familiarity with on-line banking and investment analysis

Additional desirable skills and experience.

- Professional or volunteer experience with financial management and fundraising, especially with churches or other non-profit organizations
- Knowledge of internal controls and audit principles
- Education in a finance-related field
- Ability and experience in making financial projections
- Familiarity with investment principles and options and experience making significant financial investment decisions