

Minutes of the UUCA Board of Trustees January 27, 2015

Attending

Board Members: Christian Harden, Cindy Hoffner, June Lester (presiding), Howard Lewis, Melissa Marion-Landais, Karen Martin (recording), Bill Mengel, Laura Murvartian, Marie Palena, Amelia Shenstone, Erin Stanfill, Grier Page (joined us late due to a business trip)

Staff: Senior Minister Anthony Makar, Director of Administration Karen Roy

Guests: Carol Galanty representing the Nominating Committee

Absent: None

June called the meeting to order at 7 p.m.

Spirit & Community

Chalice lighting: Bill lit the chalice with words from A Course in Miracles by Helen Schucman.

Introductions and Welcoming Guests: Carol Galanty and Karen Roy were introduced and welcomed.

Announcements: June made announcements as listed in the agenda.

Circle of connection: What one question/issue about Policy Governance do you want Dan Hotchkiss to address? Responses included:

- What do vital, good, strong relationships between board and nominating committee look like?
- How effective are we in measuring the Executive's progress toward ends?
- Is there a way of determining the success of policy governance in large congregations?
- Coordinating Ends Statements with Long Range Plan
- Concern that it makes us more administrative than strategic. Has anyone gone back to a different model?
- Where does leadership development function reside? It didn't work for us to have it with Nom Com.
- Accountability of the board to its own rules - process for dealing with conflicts
- How to make policy governance more nimble - issues that fall in between major policy issues and small issues resolved in the huddle
- How are we doing and what are our next steps?
- Improve the work flow to avoid bottlenecks
- How does the Board monitor its compliance and avoid scope creep?

This month's *Thank You* cards were written to Jessica Seales for her great work as Director of Congregational Life and the Lakly family for their help with Fiesta de Libros.

Board Education

Policy Governance at UUCA: Historical Review: June provided a review of the history of Policy Governance at UUCA since the Board began working on it in 2005.

Decisive Action 1

Approval of Minutes of December 2014 Meeting: June confirmed that approval of the minutes of the December 2014 meeting came via email.

Need to Know

Executive Report: Rev. Makar reviewed the Executive Report sent to the Board via email. He highlighted the following:

- Three positions have been filled since Christmas. Karen Roy is our new Director of Administration. Karen was able to work with Clark for a transitional period. Jude Peters is our new Facilities Administrator. Travis is training him. Tiffany Kindred is our new Communications and Marketing Specialist. She was able to spend some time working with Erian.
- We are teaming with the Georgia Psychological Association to present a panel discussion on Improving Community Police Relationships in the Wake of Post-Ferguson, on February 17. Rev. Makar was encouraged to ensure that historically marginalized communities were represented on the panel. Rev. Makar is also speaking with police captains about a possible follow-up event.
- UUCA is hosting an event to honor the 50th Anniversary of the Selma Voting Rights Campaign on March 4. The family of Rev. James Reeb will be present.
- On February 15, we will host a panel of UUCA Congregants speaking about Doing Justice to Mental Illness.

The Work of the Board

Board's role in promoting anti-racism, anti-oppression & multiculturalism as a core value at UUCA: Changes to Executive Limitations E, G, and H.

Draft language for an addition to EL H was presented as follows.

4. *Enter into a grant or contract agreement without adequately assessing the AR/AO/MC practices of the grantor or contractor.*

Questions arose as to the clarity of the phrase "adequately assess." What would this require? The Executive would provide his interpretation of the EL and PEM would assess the interpretation. It may be that the Director of Administration would develop a protocol to follow. It may be that we provide a letter asserting our values and require a grantor or contractor to sign it. Concern was expressed about not wanting to prevent the hiring of small companies or individuals who do not have written non-discrimination policies. Possible rewording was suggested: without confirming..., without acknowledging..., without considering... The item was sent back to the Bylaws and Governance Committee for revision.

Ad Hoc Rev. Makar Letter of Agreement Review Committee: The Ad Hoc Committee has consulted a book on churches and copyright law by Richard R. Hammar. New language aimed at protecting the Congregation's 501(c)3 status while allowing Rev. Makar to earn potential proceeds from the publication of his works for hire was introduced by Christian. The proposed language is as follows.

Revised Clause:

3.9. Intellectual Property

The Senior Minister is entitled to copyright protection of his unpublished manuscript/collection including all notes, research, sermons, and other non-administrative products. At the time, any work made for hire is published for sale, UUCA asserts copyright ownership unless the parties stipulate otherwise in a signed writing (Hammar, 2010).

A vote on the draft of the letter of agreement was deferred to allow Rev. Makar time to research and consider the new language.

Congregational Life Committee: Bill reported that Congregational Life Committee is working with Jessica Seales and Tiffany Kindred to explore ways to improve communications. They are planning monthly meetings with groups from the Congregation to explore issues that came up in the survey. They are also documenting “lessons learned” in the survey process for the next time we do a Congregational Survey.

Planning, Evaluation, and Monitoring: PEM has completed a follow-up of Executive Limitation A, Treatment of Congregants. They are requesting a few further items in order to be in compliance. These include an updated Communication Policy, development of a new process for regularly reviewing the building, revision of the Accessibility Audit Form and development of procedures for a regular Accessibility Audit. These items are due in March. PEM has also completed a follow-up of Executive Limitation B, Treatment of Staff. PEM has requested that revisions to the Personnel Policy, particularly the addition of a Sabbatical Policy, be completed by April. Additionally, PEM has completed an initial evaluation of Executive Limitation H, Grants and Contracts. PEM recommends that the Grants and Contracts Policies and Procedures including the Grantor and Contractor Assessment Process be reviewed and updated. PEM acknowledges that there are 9 reports to be completed by March and is working with the Executive to set priorities and establish a reasonable workload while balancing monitoring responsibilities. PEM extended gratitude to Rev. Makar and the staff for all of their work on compliance and monitoring.

PEM has set up a Google drive folder to house final reports between PEM and the Executive and provided access to the Board.

Bylaws and Governance: June reviewed minor changes to the Taking a Public Stand Policy since it was last brought before the Board. The policy reads as follows.

Taking a Public Stand Policy

As Unitarian Universalists, we affirm the right of conscience and the use of the democratic process within our congregations and in society at large (Fifth Principle). We also affirm justice, equity and compassion in human relations (Second Principle).

The purpose of this policy is to define procedures by which UUCA can take a public stand for issues of social justice, equity and compassion. We seek to do this through a democratic process that engages the entire congregation and is felt to be fair to all concerned.

As in all democracies that affirm the right of individual conscience, there are minority opinions. The purpose of this policy is also to ensure that minority positions are honored, and that, even in the midst of disagreement and difference, we continue to treat each other respectfully and humanely.

There are two methods to start the process of having UUCA take a public stand. First, an official UUCA group, as defined by the Official UUCA Groups Policies and Procedures, or a UUCA team, appointed by the Executive to assist with Executive functions, may vote to approve a resolution according to that group's or team's policies. If approved, the resolution can be publicized as a Resolution of that Official Group or Team. If the group or team wishes to have UUCA take a public stand supporting the resolution, it must draft a petition and gather the signatures of at least fifteen percent of verifiable UUCA members. The petition must clearly display the language of the proposed Congregational Resolution. The group or team would then request to be on the agenda of a Business Meeting. Upon receipt and verification of the petition by the Board of Trustees, the Senior Minister will begin the process of discussion and debate outlined below. The Board will either add the resolution to the agenda of the next Congregational Meeting or the Board will schedule a Special Business Meeting. Congregational Resolutions must be supported by a three-quarters ($\frac{3}{4}$) majority vote of voting members present at a business meeting of the Congregation.

Second, the Board of Trustees, as duly authorized representatives of the congregation, may, by a majority vote, endorse a proposed resolution brought by a member of UUCA. If approved, the resolution can be publicized as a Resolution of the Board of Trustees of the Unitarian Universalist Congregation of Atlanta. If the Board wishes to have UUCA take a public stand, the Senior Minister will begin the process of discussion and debate outlined below. The Board will either add the resolution to the agenda of the next Congregational Meeting or schedule a Special Business Meeting. Congregational Resolutions must be supported by a three-quarters ($\frac{3}{4}$) majority vote of voting members present at a business meeting of the Congregation.

The language of the proposed Congregational Resolution must be crafted while keeping the following things in mind:

- UUCA's Mission and Ends Statements;
- Our Unitarian Universalist Principles and Purposes;
- Existing UUA resolutions including Statements of Conscience, Actions of Immediate Witness (AIWs) and Congregational Study/Action Issues (CSAIs).

Discussion and Debate

Once the process has been successfully started, the Senior Minister (or his/her designee) forms a Congregational Resolution Team, composed of at least one staff member, one Board member, one Healthy Relationships Team member, and other congregants. This team is charged with developing, publicizing and facilitating a series of events which has the following over-all characteristics/results:

- Covenant-centeredness: all efforts are made to ground the process in healthy relationship practices;
- UUCA values-centeredness: all efforts are made to link the process to UUCA's Ends and to strengthen awareness of our UU commitment to public witness, democratic process, and other shared values;
- Timeliness: the period between the verification of the petition and the congregational vote should not exceed 90 days;

- Comprehensiveness: all reasonable measures are taken to ensure that as many congregants as possible are engaged in the process and have the opportunity for asking questions, discussion, and debate;
- Balance: educational events include diverse viewpoints that are communicated accurately and fairly;
- Completeness: the Congregational Resolution Team includes an “after-vote” plan that seeks resolution of difficult feelings and any unresolved issues.

Congregational Vote

In collaboration with the Congregational Resolution Team, the Board of Trustees will set a date for a vote on the proposed Congregational Resolution.

Before the vote, the meeting notice will include the text of the proposed resolution, together with brief viewpoints that fairly represent a sampling of differing viewpoints.

After quorum is established, adoption of a Congregational Resolution requires a favorable three-quarters (¾) majority vote from those members present and voting. Twenty percent of the voting members of the Congregation shall constitute a quorum

Post-Congregational Vote, and Beyond

Approved resolutions will be published in the congregational newsletter and website. The following must be clearly stated: “The congregational resolution does not bind any individual UUCA member nor devalue those members who oppose the resolution. Minority opinions foster the diversity we cherish and represent an opportunity for continued dialog among ourselves and in the community at large.”

Approved resolutions represent the view of the Congregation and may be ascribed to the Congregation at Large. (“The Unitarian Universalist Congregation of Atlanta takes X stance on Y issue.”)

The Senior Minister and any Additional Ministers have the right and responsibility to voice stands on social issues in a public manner, as per the UUCA Bylaws.

Howard presented suggested changes for Bylaw Article XIII Section B.4 (b). This language mirrors the amendment passed in December regarding the Senior Minister position. Rev. Makar confirmed that the new Associate Minister will have a Letter of Agreement and it will contain a “for cause” clause. The proposed new language is as follows.

Article XIII Section B. 4 (b) should be amended by adding the italicized sentence below:

(b) An additional Minister may be dismissed by the Senior Minister. In the event of dismissal, the Minister shall be given a minimum of three months’ notice, or, in place of notice, a minimum of the equivalent of three months’ salary. *However, in the event that the Senior Minister determines that the Minister shall be dismissed for cause, as defined in the letter of agreement, the Minister is not entitled to three months notice or severance pay.*

Finally, June pointed out a conflict between the membership requirements and the dismissal from membership sections of the Bylaws. There was some disagreement as to the interpretation of the dismissal clause. The Bylaws and Governance Committee will continue to work on this issue.

Finance Committee: Grier reviewed documents previously emailed to Board members and explained our present financial status. We are currently about \$148,000 in the black due to overpayment of pledges, successful fundraising, plates and lowering of some expenses! Grier reviewed our restricted accounts, which are also in good shape. We will need to discuss the best ways to responsibly use our surplus. Rev. Makar and Karen Roy will create a proposal to bring to the Finance Committee and the Board. Per the Board Policies, the Board will only be able to approve the expenditure of an amount equal to 4% of the budgeted income; the rest of the plan for the surplus will have to be approved by the Congregation at the May 2015 meeting.

Decisive Actions II

Certification of the UUCA response to the UUA Study Action Issue (addition to agenda): The UUA is seeking feedback on the language to be brought to GA on the Reproductive Justice Statement of Conscience. The UUCA Reproductive Justice Team has crafted a suggested revised version of the statement. They ask the Board to designate them as the UUCA Group with the authority to respond to the UUA on this matter. A motion was made to designate the Reproductive Justice Group of UUCA to respond to the UUA on the Reproductive Justice Congregational Poll following verification of the group as an Official Group of UUCA.¹ The motion passes unanimously.

Vote on Taking a Public Stand: A motion was made to approve the Taking a Public Stand Policy as presented earlier by the Bylaws and Governance Committee. The motion passed unanimously. It will be posted on the UUCA website as a separate policy with Board Policies.

Vote on proposed Board Policy change, EL H: This vote was deferred and will be brought back at the February Board meeting.

Vote on Bylaw change, Article XIII, Section B.4: A motion was made to approve the revision to Article XIII, Section B Additional Ministers, 4. Termination as presented earlier by the Bylaws and Governance Committee. The motion passed unanimously.

Closing

Observer's Insights: Christian shared observer's insights.

Extinguishing the Chalice: Bill extinguished the chalice with words from Martin Luther King Jr.

¹ Following the meeting, it was confirmed by email that the group that met to address the Reproductive Justice Statement of Conscience was convened at the request of and under the authority of the Social Justice Coordinating Team.

Next Meeting: February 24, 2015

Meeting Host: Grier Page

Chalice Lighter: June Lester

Process Observer: Laura Murvartian

Above Board [*due Feb. 8*]: Melissa Marion-Landais

Upcoming Committee Meetings:

- Bylaws and Governance: February 15, 12:30 p.m.
- PEM Committee: February 26, 7 p.m.
- Finance Committee: February 16, 7 p.m.
- Congregational Life:

June adjourned the meeting at 9:00 p.m.