**First Unitarian Church of Oakland**

**Minutes of the Board of Trustees Meeting**

**July 26, 2016, 7 P.M.**

*Present:*

*Board Members:* Laurel Egenberger, Michael Fitzhugh, Micheas Herman, Janet McFarland, Kenji Oshima, Lisa Rosene, Emily Stoper, Kris Wedding Crowell (Chair)

*Absent:* Rev. Jacqueline Duhart, Claudine Tong, Suzanne Van Houten

*Visitors:* Bill Blakely, Donna Fujioka, Bev Smrha

The meeting was called to order at 7:05 p.m.

# Consent Agenda

After a chalice lighting and opening words, the consent agenda was unanimously approved, which means that the Board approved congregational support for the ministerial candidacy of Em Kianka. The minutes of the June 2016 meeting had been approved earlier by email.

Executive Team Report

The report had been sent to the Board earlier by Linda Hodges. At the meeting, it was noted that there had been a useful informal meeting of the Board and Executive Team the previous Sunday.

Treasurer’s Report

Lisa, who sits on the church’s Finance Team, reported that since March the church has been paying down the mortgage at the rate of about $2000 a month over and above the minimum $5000 payment, as payments from the capital campaign come in. The mortgage is now down to $179,000. The overall church budget is in the black.

A question was raised about the expenditure of $4000 for a new sound board after the Board had approved only $2000. Musicopia funded the entire $4000, but the question remains about the Board’s ability to monitor implementation of its decisions. Lisa will bring us further details on this matter.

Stewardship Report

Janet raised the question of the emphasis for the upcoming Stewardship Campaign, which she is leading. Should the campaign emphasize more the past fund-raising successes of the church or its future aspirations that require funding? The Board’s responses placed greater stress on the church’s future aspirations (for ministry, for fair pay for all its employees, for funding items on the wish list), but with mention of its achievements in the recent past. A possible theme: “Your money will be well spent.”

Report from the General Assembly of the Unitarian Universalist Association

Bev Smrha reported that she learned as a delegate to the General Assembly in June in Columbus, OH, that in her view the UUA has a new and exciting level of commitment to justice work that is collaborative with other groups such as the UCC (United Church of Christ) and Moral Mondays.

Board of Trustees Vacancy

The Nominating Committee is seeking to fill the empty seat on the Board – so far without success.

Updating Board Policies, Section V

After discussion, the Board unanimously passed the following motions which amend Section V, Executive-Board Linkage, of the Board Policies document. They are based on a proposal developed by the subcommittee on Board Policy Revision, which was sent to the Board in advance. At the meeting, Laurel represented the subcommittee.

Motion by Emily, seconded by Micheas, to expand the size of the Executive, which in the existing document was the senior minister. The new wording of Section B is as follows:

*B****. The Executive:*** *The Executive shall be a team composed of the parish minister, the church administrator, and 1-3 lay members appointed by the Board.*

 *1. The lay members shall serve one-year terms, renewable for no more than three years.*

 *2. The Executive Team may establish operational teams or other structures as it deems appropriate and necessary in carrying out its duties.*

Motion by Lisa, seconded by Kenji, to expand the circumstances under which the decisions or instructions of individual Board members are binding on the Executive Team while affirming that in general only decisions of the Board acting as a body are binding on the Executive Team. The new wording of Section C is as follows.

***C. Unity of Control:*** *Decisions of the Board acting as a body are binding on the Executive Team.*

* + 1. *Decisions or instructions of individual Board members, officers, committees, or Church members are not binding on the Executive Team except in instances when the Board has specifically authorized such exercise of authority; when a Board officer is acting within their role; or when Board members, committees, or Church members are acting within a committee charter or charge, or authority already conferred by the Board.*
		2. *In the case of Board members or Board committees requesting information or assistance without Board authorization or outside of their explicit charter or charge, the Executive Team may decline such requests that require, in the Executive Team’s opinion, a material amount of staff time or funds, or are disruptive.*

Motion by Micheas, seconded by Michael, to delete some limitations on the Board’s powers with respect to the Executive Team and to add a requirement that the Executive Team and the Board’s Steering Committee will meet at least quarterly to review and assess progress. The new wording of Section D is as follows.

***D. Accountability of Executive Team:*** *The Executive Team is the Board’s principle link to operational achievement and conduct. Accordingly, the Executive Team and the Steering Committee will meet at least quarterly to review and assess progress and success with organizational and operational accomplishment and conduct.*

Motion by Janet, seconded by Micheas, to simplify the description of the respective powers of the Board and the Executive Team in Section F. The new wording is as follows.

***F. Delegation to the Executive Team:*** *The Board’s job is generally confined to establishing policies, leaving implementation and procedure development to the Executive Team.*

Motion by Micheas, seconded by Lisa, to delete three required reports to the

Executive Team (from the Committee on Ministry, the Stewardship Committee

and the Journey Toward Wholeness Transformation Team), since those bodies

now report to the Board but to leave intact the rest of Section G. This is

reflected in the chart below.

 ***G. Monitoring Executive Team Performance****: Systematic and rigorous monitoring of Executive Team performance will be in light of the expected Executive Team job outputs: organizational accomplishment of policies, and operational accomplishments as established in section on Executive Team Roles and Limitations.*

*1. Monitoring is to determine the degree to which Policies are being met and the Executive Team’s own established procedures are being followed. The Board will acquire monitoring data by one or more of three methods:*

*i. By internal report, in which the Executive Team discloses compliance information to the Board;*

*ii. By external report, in which an external, disinterested third party selected by the Board assesses compliance with Policies;*

*iii. By direct Board inspection, in which a designated Board member or members, or the Board as a whole, assess compliance with the appropriate policy criteria. In every case, the standard for compliance shall be any reasonable Executive Team interpretation of the Policy being monitored.*

 *2. All policies that instruct the Executive Team will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule.*

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| ***SCHEDULE OF REPORTS*** |
| *Report* | *Timing (due before Board's meeting of month indicated)* | *Content* |
| *Executive Team Report* | *Monthly* | *Noteworthy matters in last month related to important issues that need to be addressed or reported, particularly in relation to any significant changes in personnel or other church policies.* |
| *Monitoring Report* | *Annually* | *Measures how well the church is achieving its ends.* |
| *Budgeting* | *Annually (October - December)* | *Present budget assumptions in October, preliminary budget November and final budget in December for approval.* |
| *Financial Activities* | *Quarterly or as needed (May for Quarter 1, August for Quarter 2, November for Quarter 3, February for Quarter 4)* | *Includes information that enables the Board to measure compliance with financial policies.* |
| *Asset Management/ Building Utilization* | *Annually (March)* | *Measures compliance with Section III, D Asset Management, “Property and Equipment.”* |
| *Urgent Matters* | *As needed* | *Where the Executive Team concludes that the Board should be informed of a significant development sooner than the next regular report, the Executive Team shall timely notify the Board of the development by electronic mail, and incorporate the item as well in the next regular report.* |

Appoint task force to work with congregation on a new vision for the church

Revs. Jacqueline and Sheri would like to work on this, and Emily too. Emily will ask for volunteers from the church.

Report on Membership of Church Communications Task Force

Michael reported that he is still seeking new members for this group.

Implementation of the New Board Communication Plan

Laurel had sent out a plan in advance of the meeting, which will be discussed at a future meeting.

Progress Report on Board’s Charge to JTW

Emily reported that she is assisting Claudine with this work. The first step is to meet with JTW; their next meeting will be in late August.

The meeting included opening and closing readings, a multicultural exercise, a break and a process monitoring report.

Adjournment, which was at 8:55, was followed by an executive session, which lasted until about 9:30.

Respectfully submitted,

Emily Stoper