

**First Unitarian Church of Oakland
Board of Trustees Meeting Minutes**

May 26, 2020, 6:45-9:00 pm, Zoom

Our Mission

We, the members of the First Unitarian Church of Oakland, unite to build a beloved community within and beyond our walls. Guided by individual conscience and wisdom from many sources, we gather in worship and service to nourish the spirit, work for justice, and celebrate the divine in all.
– Adopted by the congregation on March 18, 2019

Present: Rinda Bartley, Hester Green, Tara Noone, Steve Thomasberger, Dan Wright, Alanna Kelly, Meri Lane, Kathy Radez, Rev. Soto Absent: India Miller-Morton Guests: Bev Smrha, Jodie Mathies, Stefan Schneider, Ingrid Mittermaier, Bill Blakely, Claudine Tong, Carol Wood	
Timekeeper: Alanna Process Monitor: Ingrid Mittermaier	Readings: Dan Communication Facilitator: Hester

Motions are highlighted using **bolded blue font**.

Time		Item	Name
6:45	15 min	Open Comment Period	<i>Rinda / Alanna</i>
No one offered comments this evening.			
7:00	5 min.	Chalice Lighting and Opening Reading	<i>Dan</i>
<i>Note: Board's six Priorities: Items should be put on the board agenda and time allotted only if they need Board attention this month, as determined by the "Champion". If not, time will be ceded to other priorities, and information can be shared with the Board via a report to the Consent Agenda). Champions should request agenda time by the third Tuesday of the month by informing the Steering Team of the topic/s to be discussed or decisions to be made. Order of items will be rotated periodically.</i>			

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7:05	5 min	<p>Board Duties this month</p> <ul style="list-style-type: none"> - Chalice Chatter May article - Kathy - Chalice Chatter June article - Alanna 	Rinda
<p>Discussion: Alanna asked a process question, whether the article should be written using minutes from that month's Board meeting. Rinda answered that using information most fresh in a person's mind would probably be helpful so using the minutes would be good.</p>			
7:10	10 min	<p>Consent agenda</p> <p>Actions taken since previous meeting:</p> <ul style="list-style-type: none"> - Approved April 2020 minutes - Approved execution and delivery of paycheck protection loan documentation on the Church's behalf (text below). <p>Reports received:</p> <ul style="list-style-type: none"> - Balance Sheet March 2020 - Budget vs. Actuals Q1 2020 - Profit & Loss Q1 2020 - Operations Team Report May 2020 - Shining Star billings thru Feb. 2020 - Rev. Prudhomme Minister's Report - Rev. Soto Minister's Report - 2020 Learning Goal Proposal (Discussion only) (by Learning Goal Subcommittee) - Financial Clarity (Goal #1) Narrative - 2020 Revenue Variance Forecast - Children's Worship Study (three documents: Children's Worship interview questions, Children's Worship Study Summary, Children's Worship Study Program Overview) (by Kathleen Ford on behalf of COSM) <p>Board member: <i>Motion to approve the consent agenda and receive April reports</i></p>	Rinda
<p>Motion: Approve April Board meeting minutes. Approved unanimously online (BaseCamp).</p> <p>Motion: I move that the board approve and authorize Co-Treasurer Hester Green's May 6, 2020 execution and delivery of the following documents on behalf of First Unitarian Church of Oakland (FUCO):</p>			

1. Paycheck Protection Program (PPP) Borrower Application dated May 6, 2020;
2. Note for SBA Loan # 95341773-10 in the amount of \$71,184 dated May 6, 2020 for borrower FUCO and lender Community Bank of the Bay (CBOB);
3. Loan Agreement dated May 6, 2020 by and between Hester Green on behalf of borrower FUCO and Mukhtar Ali on behalf of lender CBOB;
4. ACH, Direct Deposit and Wire Transfer Authorization Agreement dated May 6, 2020 for borrower FUCO; and
5. Disbursement Direction, Request and Authorization dated May 6, 2020 for lender CBOB and borrower FUCO. Moved: Meri Lane. Seconded: Dan Wright. Approved unanimously online (BaseCamp).

Motion: accept Consent Agenda by Dan Wright, seconded by Steve Thomasberger. Unanimous assent.

7:20	10 min	Minister's Report	<i>Rev. Soto</i>
<p>Pastor welcomed questions about worship, pastoral care. Re: pastoral care: There's a high volume of pastoral care requests; mostly related to and shaped by the fact that people are coping with a lot of uncertainty, peoples' desire to control what's going on, and an intense desire to have answers we don't have. Steve (Operations liaison) and Pastor Soto requested a slight change in the agenda: asked that we have an executive session at the end of tonight's Board meeting, and reserved some time from the Minister's Report segment for that session.</p>			
7:20	10 min	Operations Report	<i>Steve, Rev. Soto</i>
<p>Discussion: Question regarding Rev. Sheri's exit: she will remain away for a year consistent with usual practice and consistent with her professional covenant with Pastor Soto. We intend to have a celebration of Rev. Sheri which she'll be invited to; and also intend to invite her to participate in such things as special celebrations and holiday activities during the year.</p> <p>Steve mentioned the updated Board policies, asking that people review them; and mentioned the Shining Star contract: the original motion approved \$18,000 but with the new budget we approved continued bookkeeping services - that is currently done by Shining Star. Operations Team still does not know what a normal bookkeeping month should look like because we've been doing so much catching up, the new loan, new chart of accounts, and producing new reports. Shining Star will be asked to let the Operations Team know when such a 'normal' month occurs.</p>			
7:30 - 8:05	25 min	Goal #1 Financial Clarity and Health - Presentation of Quarter 1 financial reports	<i>Hester, Meri</i>
<p>Hester presented the Variance report. Pledges are expected to continue to be down, with 80% collections this year. Collection plate total estimate did not anticipate sharing the plate with outside organizations. Income from trusts and endowments estimated to be down only 5%</p>			

because of the UUA CEF's algorithm has a 'look back'. But the Hamilton and some other endowments are expected to be down about 10% for the year. We received some income from rental income the first quarter of the year, but the remainder of the year none is expected. There is uncertainty about how much of the \$71,000 PPP loan will be forgiven. The variance guesses that \$60,000 will be forgiven, but if Congress extends the period, all 71k might be forgiven. The office manager position was unfilled for some time, so that is put down as a savings. There are suggestions for how to offset the gap between expenses and income, but these one-time suggestions do not help us to balance the budget next year. Since we don't know what our expenses are and are going to be, there's a lot of uncertainty, making the creation of a new, updated budget difficult at best. This is a suggestion to think about bridging the revenue gap, and leaving further tweaks or analyses to later, when we've had a chance to consider expense reduction as well as opportunities for raising revenues.

Comments: Tara has an open question to the Board: who discusses / decides on expense reduction? Op Team? Board? Rinda suggests the Operations Team would be able to look at expenses. Jodie: vast majority of expense is personnel. That's the only way to get big reductions. No changes to personnel could be made before July 6 because of the conditions of the PPP loan.

Tara's opinion: To consider personnel changes we must look hard at revenue first because we do not want to consider layoffs.

7:55 8:06	5 min	Break	<i>All</i>
8:00 8:11	30 min	<p>Exploration: Churchwide Learning Goal selection for church year 2020-21. (and assignment of board Champions when appropriate)</p> <ul style="list-style-type: none"> - Presentation by working group of learning goal proposal - Motion to adopt the learning goal - Discussion and possible vote - Understanding the proposal - Which of the existing goals should remain active as stand-alone goals or embedded into one of the ends statement teams? - Existing goals include <ul style="list-style-type: none"> - #1 Financial Clarity and Health - #2 Ministerial Transition - #3 JTW Assessment - #4 Stewardship - #5 Policy Governance Transition - #6 Strategic Planning 	<i>Kathy</i>

Presentation: to what extent should the situation we're in dictate our goal-setting? Responsive to but not dictated by.

Discussion: Dan asked how the Congregation is engaged in these learning goals, whether they're Board learning goals or Congregation-wide?

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Presentation continues with Alanna reading through her 'sample' learning goal. As an example of the importance of approaching the ends as learning goals, decisions about finances require us to know what we're about.

Discussion: excitement because it's great to know what we're about when we make decisions but we don't yet know what our capacities are. We will only get there by all working together on it, all the work by a few is not sustainable. Wrapping up the first year of Pastor Theresa's ministry may be a good time to be reflecting on our values & mission. The report is only an accountability piece, not the product of the process. There has been a culture of report writing, but we can use our words and a series of worship services could be presented to show our learnings. Learning can be experiential and in the conversation rather than in a report-writing exercise. Should involve the whole congregation to start asking about what can be in the future, where would we like to go based on our vision, mission and ends. As each has only so many hours a month to give, and financial clarity, stewardship and strategic planning are critical, these must either be folded in or we're clear that they are still things we need to be working on. To honor previous work, this may be a way to approach strategic planning. (learning goals as #6). Are we three teams working on three learning goals, or are we one team working on three learning goals? We could do 4 months with one end and then decide whether to move to another end or continue with that end...

Alanna moves that we accept the learning goal proposal presented May 26 2020 which focuses on our Ends statement. Dan second.

Discussion: none. Carried unanimously.

Action items: people who were champions for last year's goals are asked to consider whether that goal can be part of this year's learning goals, need to continue as a separate goal during this year, is complete, or can be set aside for the year.

Action item: The Working Group (Steve, Alanna, and Kathy) will meet and prepare a proposal for the June Board meeting on next steps.

8:50	10 min	<p style="text-align: center;"><i>For the Good of the Order</i></p> <p>(questions, brief planning, items outside of the 6 Goals, spontaneous items, items pulled from consent)</p> <p><u><i>These are pending items for board action, to be considered when setting goals for the year:</i></u></p> <ul style="list-style-type: none"> - JTW report - clarity needed in charter? - Ops report - fundraising location? Future item - Board member contact information - COSM reconstitution - RE Leadership hiring process - UUA recommendation for virtual operation one year - what does this mean for us? - Stewardship - Policy writing and revision 	ALL
Discussion: Rinda suggested a check-in time for the Board which is NOT for business but for relationship Thur June 4 at 7 pm.			
8:40	10 min	<p style="text-align: center;"><i>Housekeeping</i></p> <ul style="list-style-type: none"> - RACI review (Kathy) 	ALL

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		<ul style="list-style-type: none"> - Next meeting agenda items (Rinda) - Calendar review - duties/events for Board participation in the coming month (all) 	
Discussion: Action items ...suggestions for expense reduction: should go to the Treasurers. Board members should read policies carefully. 3 pm the 31st is Michelle Ma ordination.			
9:05	5 min	Process monitoring	<i>Ingrid Mittermaier</i>
Discussion: good commitment to timeliness. Good commitment to interacting and hearing and seeing one another within limitations of zoom. Commitment to stepping up and back, listening and felt that was strongly applied. Felt confusion about the Minister's request for an executive session and noted that guests' possible reaction to this were not addressed. A lot of energy around the learning goals discussion.			
9:10	10 min	Executive Session	<i>ALL</i>
9:35		Closing Reading and Adjourn	<i>Dan</i>

* Indicates an item for which additional documents are to be filed on Team Drives / Board of Trustees / Meeting Materials/...

Bike Rack Items

- ☐ Church name change proposal
- ☐ Professional/Office duties vs. Volunteer duties (Operations)
- ☐ Use of Zoom as a tool to increase access and promote equity
- Policies to revise or create in the new year:**
 - **Update** existing policy on sharing of collection plate.
 - **Review and revise** existing policy on the management of endowments
 - **Board policy or advisory** to support training locally when possible
 - **Policy on** church sponsorship of ministerial candidates and what that entails. Rev. Soto/Dan Wright/CoSM
 - **Policy** prohibiting hire of church members, except under certain circumstances
 - **Policy around** financial support for community organizations, e.g., Boost
- ☐ **Shall we go to year-round pledging?**

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Ground rules:

- Phones on vibrate,
- One person speaks at a time (stack process to be used),
- No side conversations,
- Start on time and if a need develops to go beyond 9:00, check with the group.
- Stick to the agenda: items that run long will either be tabled for the next meeting or, if agreed to by the group, to stay late or table other agenda items.