

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

December 14, 2021, 6:45 - 9:00pm

### 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

<b>Present:</b> Kathy Radez, Debby Kaplan, Claudia Morgan, Meri Lane, Dan Wright, Rev. Theresa Ninán Soto, Daisy Quan, Lucia Savage <b>Absent:</b> <b>Guests:</b> Dick Bailey, Christina Rivera, Noemi de Guzman, Stefan Schneider, Ingrid Mittermaier, Leslie Brandt, Sarah Letson	
<b>Meeting Chair:</b> Kathy Radez <b>Timekeeper:</b> Lucia Savage <b>Process Monitor:</b> Ingird Mittermaier	<b>RACI chart:</b> Dan Wright <b>Readings:</b> Meri Lane <b>Communications Facilitator:</b> Lucia Savage
<b>Board Officers 2021-2022:</b> <ul style="list-style-type: none"> <li>• President: Kathy Radez</li> <li>• Vice President: Dan Wright</li> <li>• Treasurer: Debby Kaplan</li> <li>• Secretary: Meri Lane</li> </ul>	<b>Board Partners and Champions 2021-22</b> <ul style="list-style-type: none"> <li>• Program Council: Daisy Quan</li> <li>• Policy Review and Revision: Lucia Savage</li> <li>• Nominating Committee: Kathy Radez</li> <li>• Software Transition: Dan Wright</li> <li>• Stewardship: Dan Wright</li> </ul>

Approx. Start	Approx. Time	Item	Name
6:45	15 min	<b>Open Comment Period</b> All members and friends welcome. 3 minutes per speaker. Secretary reads aloud comments sent via email.	<i>Kathy</i>
<p>Noemi de Guzman: As a Journey Toward Wholeness (JTW) representative, Noemi thanks the board for getting us to the point of voting to adopt the 8th Principle. Congratulations to all, especially Dan Wright, the board liaison to JTW. Thanks also to Rev. Soto for helping us to understand the 8th Principle.</p> <p>Rev. Soto thanks JTW and the congregation for the big YES on the 8th Principle.</p> <p>Dick Bailey: Concurs with what's been said. The turnout was phenomenal, the vote was overwhelming. We might not be past the finish line, but we've gotten across the starting line.</p>			

Dan Wright: being part of this was an honor and a gift. We were handed Vision 2012, but this was the first time that congregation has taken time to support it since then. This is definitive and comes directly from the congregation.

Kathy Radez reads text of 8th Principle:

We, the member congregations of the Unitarian Universalist Association, covenant to affirm and promote: journeying toward spiritual wholeness by working to build a diverse multicultural Beloved Community by our actions that accountably dismantle racism and other oppressions in ourselves and our institutions.

Christina Rivera: Christina is a board member of Laredo and a Good Officer. They are here to observe the board meeting and to support Rev. Ninán.

7:00	5 min	<b>Chalice Lighting and Reading</b>	<i>Meri</i>
<i>When we come by Sonia Sanchez</i>			
7:05	5 min	<b>Welcome and Preview of Meeting Agenda and Process</b> <ul style="list-style-type: none"> <li>- Introductions</li> <li>- Meeting roles and process</li> <li>- Goals for tonight</li> </ul>	<i>Kathy</i>
7:10	5 min.	<b>Consent Agenda: action and reporting actions taken since previous meeting</b> <ul style="list-style-type: none"> <li>- Actions taken since previous meeting: <ul style="list-style-type: none"> <li>- Approved <a href="#">minutes of Nov. 16 Board Meeting via Basecamp</a></li> </ul> </li> <li>- Reports Received: <ul style="list-style-type: none"> <li>- On Agenda: <ul style="list-style-type: none"> <li>- <a href="#">CoWSM - CHARTER 2021 1212 For BoT Approval</a></li> <li>- <a href="#">1221 Reopening Plan</a></li> <li>- <a href="#">Projected 2022 Budget w/ Nov. YTD Actuals</a></li> <li>- <a href="#">Conf. - MFC Eval. Timeline</a> (excluded from public board packet)</li> <li>- <a href="#">2021.12.14 Minister's Report</a></li> </ul> </li> <li>- Not on Agenda:</li> </ul> </li> </ul> <p>Board member(s):</p> <ul style="list-style-type: none"> <li>• May "pull" a doc from consent agenda if they believe further discussion (not already on agenda) should occur during "For the Good of the Order";</li> <li>• <b>Moves to approve the consent agenda and receive October reports.</b></li> </ul>	<i>ALL</i>

**Motion by Lucia to approve the consent agenda. Seconded by Claudia.**

**Motion to approve consent agenda passed unanimously with usual abstention by board president.**

7:10	5 min.	<b>Minister's Report/Operations Team Report</b> <ul style="list-style-type: none"> <li>• Update on hiring process</li> <li>• Update on budget process</li> </ul>	<i>Reverend Ninán Soto</i>
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Rev. Soto reviews materials contained in the Minister's Report. They invite board members to the second interviews of two candidates for the Congregational Administrator position. They prefer that the same board representative attend both interviews, which will be on Wed., Dec. 22. Rev. Soto will email the board with resumes, and board members interested in attending should respond to that email.

7:15	23 min.	<b>Report from Reopening Team</b>	<i>Stefan Schneider</i>
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The reopening team met last Tuesday, attended by Claudia as board rep and Vincent Raines, who is good at statistics. The team decided that the prior metric for opening is no longer appropriate, as it was designed before the widespread availability of vaccines. The current status is that local vaccination levels are very high with 85% of persons over age 18 vaccinated in Alameda County. Other local comparable operations, such as Freight and Salvage, have been open for several months, using protocols that we will also apply after reopening. Among UU churches in Northern California, 15 out of 20 are open for indoor services with masks. The case rate per 100,000 is in the 6-7 range and relatively stable. The team's conclusion is that it's time to reopen with masking and vaccination, although we will make accommodations for persons who show up without vaccinations. The team was unanimous that we should reopen, but will reevaluate as conditions change. On Jan. 2, there will be a group gathering with masks in the sanctuary to test the ventilation system. If the numbers are good, we'll have homecoming on Jan. 9.

Rev. Soto: Our standard is safety. Now it's safe enough to try; people who are vaccinated are not likely to get seriously ill; it's unlikely that we would become a super spreader event. If we close later, it'll be because of safety, not just because we feel like it. But we assume that things will continue to get better.

Stefan: We will also have a live stream and zoom for persons who can't attend in person. We will try to eventually phase out zoom as people become used to the livestream, although we'll continue to have coffee hour over zoom.

Dan: thanks Stefan as a great steward of our facilities.

Stefan accepts Lucia's offer to show Stefan physical gestures used at All Souls UU church in DC for congregants to signal their preferences on physical proximity in greetings.

**Dan moves that the board approve the reopening plan as presented in the Board Packet. Claudia seconds.**

Discussion regarding whether the motion should be amended to include language regarding the committee's sharing of its plans to verify and keep records of persons' vaccination status. Board agrees not to amend the motion, but to include in the minutes a statement of the board's interest in hearing about the arrangements before the reopening.

Stefan: We plan to work out a vaccination verification and record keeping system after we get general board approval of the plan. We will, for example, be able to maintain such info on our new software system Breeze.

**Unanimous vote in favor of Dan's motion to approve the Reopening Plan, with usual abstention by Board President.** The board looks forward to hearing, prior to reopening, the Reopening Team's plans for vaccination verification and record keeping.

7:38	15 min.	<b>Review of proposed COWSM charter</b>	Kathy
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**Motion by Kathy Radez to adopt the proposed charter for the Committee on Wellness of Shared Ministries, as presented in the Board Packet. Seconded by Meri.**

Debby: is interested in getting things off the ground, to provide confidence that the board wants things to work. She appreciates the work that all have done to get us to this point. She hopes we envision our relationship with CoWSM as collaborative, to see perspectives beyond our usual focus.

Daisy: What is the difference between a chartered committee and non-chartered committee?

Lucia: The formality of a charter creates a space for chartered committees to act independently. We want CoWSM to act with some independence, although legally the board can't delegate away its own fiduciary duties. A simple majority vote of board members will be sufficient to pass the charter; it doesn't require a supermajority.

Claudia: has conflicting feelings because of experiences with conflict in the church both recently and in the past. To vote yes on this charter, she would need to see something on conflict resolution. It's missing concrete information on conflict management.

Kathy: thanks Noemi and Sarah for working through comments on the drafts. Kathy is eager for this committee to spend time on the well being of the congregation and less time on the charter, knowing that this is a living document, and this may not be the last time we look at it.

Dan: There are too many cooks in the kitchen, and the "best" can get in the way of the "good enough". This committee will also need support to do all the work it has set out to do.

Lucia: wants to get this committee up and running. We have not handled conflict well for the past 10 years. We need a better way to handle intra-congregational conflict than what is described in this document. Bev was on the committee when they had a way for managing conflict some years ago, and there has been no explanation as to why that approach is no longer in place.

Rev. Soto: The committee when Rev. Soto started did not understand the difference between a minister in preliminary and full fellowship. That particular committee was not set up to say the things that it knew. Rev. Soto asked repeatedly, but the committee was not prepared to have those conversations. We went to mediation about our differences, but did not come to an understanding that what Rev. Soto asked for in ministry could be achieved. Rev. Soto wasn't asking for emotional support, but for feedback on the ministry itself. That's why they went to the board to say that they needed something different. One specific thing around conflict resolution is to take training from the Mennonite Peace Center. There are a variety of different methods for conflict resolution. But the prior committee just wanted to talk about evaluation and not about a

developmental conversation.

Claudia: This is a different version of the story from what Claudia had understood from prior meetings. Claudia had understood that Pastor Ninán felt that they needed a new committee at the beginning of their ministry. This is the first time Claudia has heard that they went to mediation.

Rev. Soto: didn't bring up mediation before, because it brings up a hard moment. But it's otherwise the same story, substituting the word preliminary for beginning.

Debby: It would be useful to recruit a member for the committee with conflict management expertise. As long as conflict resolution is part of the charter, it's okay if there isn't a specific approach, as long as there's consistency in approach and process.

Daisy: wants to understand how these issues relate to language in the prior charter and how the current proposal relates to difficulties with the prior charter. How was the current proposal drafted, e.g., what conversations were there with persons on the prior committee, and was there feedback on the current draft?

Dan: has heard a consistent story from Pastor Ninán throughout.

8:06	9 min.	<b>Break</b>	
8:15	19 min.	<b>Review of proposed COWSM charter (continued)</b>	<i>Kathy</i>

Rev. Soto: Regarding Daisy's question re outreach, we did not consult with former committee members on this proposal, but there was continuity in Sarah, Noemi and Bev as members [Note by MNL: KVR believes that Bev was the only carryover member]. The substance of the prior charter spent a lot of time on evaluation [LCS note: the prior charter is public at this link: <https://uuoakland.org/about-us/our-governance/cosm/>], while the new charter's language focuses on practice, accountability and UUA tools on evaluation of persons in preliminary ministry, which together cover the needs of a person in that position. Also, we'd like to add a customized approach for professional development suited for this minister and this congregation.

Noem de Guzman (CoWSM): informs all that she shared notes with the board this afternoon on the charter. She hopes that the charter communicates what can be expected from the committee. The committee intends the charter to be responsive to the church and will revisit the charter as needs change.

Sarah Letson (CoWSM): the committee did look at the comments submitted by board members and worked hard to incorporate them in the charter.

Lucia: has a question for the board, Pastor Ninán, Noemi and Sarah. When Lucia left in 2013, the church had a strong process for conflict resolution. Is it wrong to look at that as something needed? Does the literature on committees on ministry usually include processes for conflict resolution? How do we as a church have a covenanted way to resolve our own conflicts?

Noemi: We want to distinguish between conflict management and conflict resolution. The committee can't bring conflict to resolution. We can offer facilitation and other resources, we can remind people of our covenant. Procedures that existed before didn't distinguish between the types of conflict that present to the committee. Prior documents referred to complaints as violations of policy. [LCS note: in 2007 the Committee on Ministry adopted a policy for **Policy for Addressing Concerns and Conflicts** which has not been previously

revoked or superseded; there also are separate complaint procedures for congregants to complain to the Board about violations of Church policy.] The CoWSM is concerned with the health of the congregation as a whole, and in conflict as it threatens the health as a whole. We will address that, but there needs to be space for creativity in the conflict management process.

Rev. Soto: This conversation is hard, because the conflict already exists. It requires something we don't have yet. Before we had shots, we didn't have them but we needed them. We need to take more time, and holding good boundaries in the meantime is plenty. Rev. Soto didn't expect that there was going to be a problem saying the truth in kind ways, but there's ambivalence about going forward and back about telling the truth. We're not talking about complaints; we're talking about conversations. We're not going to spend \$32,000 on a stranger. Specific tools will be required, but we're already in the middle of a conflict. Just take 3 months on this charter, if we need to change it later, we can look at it. We should be accustomed to taking requests. If you want to see more bones on the skeleton, give it a minute. We already have a problem we're working on, let's save the energy for working on our relationships.

**The motion is passed with four votes in favor, two votes no, and the usual abstention by the Board President.**

Claudia emphasized the Board's policy to speak with one voice following this vote, even though it was not unanimous..

8:34	6 min.	<b>Update on Stewardship</b>	<i>Dan</i>
<p>About half of our congregants have responded to our email. Another segment has indicated that they're supporting members. About 30 have pledges that end at year end. We have \$200,000 in pledges confirmed so far for 2022. About 15 people (5%) have moved away or changed spiritual direction, representing a loss of about \$17,000. For about a third of our pledge base, we don't have confirmation yet. Dan will provide better numbers for the budget process and will get back to us on the number of persons board members need to contact to follow up on pledges that end at year end.</p>			
8:40	10 min.	<b>Financial Health and Clarity</b>	<i>Debby</i>

Board packet contains a spreadsheet that includes a summary sheet with actuals through the end of November, although it hasn't all been reconciled with bank statements. But the info is good enough for our purposes.

Projected budget deficit for 2021 is much lower at \$15,000 than the original projection of \$66,000.

It's been difficult for the Finance Team without a Congregational Administrator and the time spent trying to communicate with one another about tasks. They have worked very hard. Hester and the rest of the Finance Team have been amazing.

The projected 2022 budget is based on guesses about stewardship and rental income, which Stefan thinks at 38,000 is optimistic. .

Debby and Daisy will meet with the Operations Team about program requests and expenses.

Based on analysis of operational reserve at Tab 2, we will need to cut deficit by about 50%.			
8:50	3 min.	<b>Update Regarding Ministerial Fellowship Committee Renewal Process</b>	<i>Meri and Kathy</i>
Kathy: The MFC process is a tool for ministerial evaluation for congregations like ours with ministers like ours in preliminary fellowship. We will send letters this week to about 30 persons representing a cross section of our church seeking feedback. There will be an article in Chalice Chatter describing the process. We will need to tag in board members to help with aspects of the process.			
8:53	2 min.	<b>For the Good of the Order</b> (questions, brief planning, spontaneous items, items pulled from consent agenda) <ul style="list-style-type: none"> <li>- <u>Monthly Board Tasks</u> for next month</li> <li>- Review Church Calendar for major events that deserve / need Board presence</li> <li>- <b>Next BoT meeting Dec. 14, 6:45 - 9:00pm.</b> Agenda items?</li> <li>- Review <u>RACI (Responsible, Accountable, to be Consulted, to be Informed) Chart</u> (Dan)</li> </ul>	<i>ALL</i>
Kathy: We will address the RACI chart, board tasks and calendar over basecamp.			
Rev. Soto requests thank you notes to Susan Keiter and Renee Witon for work on Christmas chapel. Also to Vincent Raines for support on Christmas, and to Ron Weisberg for his poetry class.			
8:55	5 min	<b>Process monitoring</b>	<i>Ingrid Mittermaier</i>
<p>Observed in the meeting a majority of women, with some mixture of men, people of color and white persons, a narrow age range with some older and younger persons. The meeting began with remarks by visitors. There were contributions by many persons and she heard invitations to speak to board members who hadn't spoken. There were difficult conversations that needed sensitivity around re-opening, but that came to a good solution. There was also a complex discussion regarding the CoWSM charter. She observed good conversation and listening on sensitive topics. While the goal was consensus, the vote was 4-2, but it wrapped up well with a statement of conciliation.</p> <p>Lucia; thanks Pastor Ninán for telling a fuller story about the prior Committee on Ministry. Lucia thanks Pastor Ninán for trusting us with that story.</p> <p>Pastor Ninán: is grateful for everyone who held that story and for the information it gives us now.</p>			
8:58	5 min.	<b>Closing Reading and Adjournment</b>	<i>Meri</i>
<i>Dónde estoy: this Ikea table from Ando that is now a desk by Cassandra Montenegro</i>			

## 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

## Bike Rack:

- Healthy Congregations
- COWSM charter
- Timely appointment of delegates to UUA General Assembly
- Stewardship
- Software transition
- Board nominations
- Leadership development (see 2021 annual report update)