

Unitarian Universalist Society of San Francisco
Board of Trustees Regular Meeting - Minutes
June 15, 2010

Present:

Board Members:

Matt Fuller, Moderator
Claire Weber, Vice-Moderator
Laura Gilmore, Secretary
Thad Smith, Treasurer
Bill Wise
Judith Stoddard
Stephen Schwichow
Don Williams
Ben Bear

Board Members-Elect:

Jim Barnett
Millie Phillips
Elizabeth Gruner
Howard Oringer

Staff:

Greg Stewart, Senior Minister
Jeff Barrett, Director of Finance and Administration

Member Guests:

David Jones
Mason Ingram
Karla Jones

Call to Order. The meeting was called to order by Matt Fuller at 7:05 p.m.

Opening Words and Chalice Lighting. Judith Stoddard read opening words from Judith Quarles.

Members Opportunity to Address the Board. No members addressed the Board.

Feedback from Board Members.

Laura shared feedback from newer members who seemed confused about how to get involved in new committees and activities that are not official committees, such as plans for a mid-week worship. Since this triggered a large discussion of re-examining committee policies at the Executive Team meeting, it was decided that committee policies would be discussed at the August Board of Trustees retreat.

Consent Agenda.

1. Approval of Minutes of May 19, 2010 Board Meeting.

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The minutes from the May 19, 2010 Board Meeting were accepted with a several changes.

2. Approval to change signature authority for First Republic, KCM, and Charles Schwab Investment accounts.

Matt explained that signatories on the First Republic, KCM, and Charles Schwab Investment accounts needed to be updated to reflect the new board Officers. This update does not require a specific motion, but does require the consent of the Board of Trustees. The updated signatories were approved and Matt obtained the necessary paper work to complete the change.

Governance Review.

1. Honoring Service.

Matt took a moment to thank all of the outgoing Board members--Ben Bear, Thad Smith, Don Williams, and Bill Wise for their years of service.

2. What is the democratic process?

Matt raised this question based on the discussion of democracy that took place at the annual meeting. He asked how we can best communicate our use of democratic process and what democracy is.

Judith commented that the Board has had the discussion about slate versus multiple candidate for nominated positions, but has not reached any consensus on the issue. Claire pointed out that according to the bylaws, the Board does not tell the Nominating Committee how to select candidates, since the Nominating Committee is elected by congregation as a whole. Stephen clarified that the issue of whether to nominate a slate or multiple candidates seems to come down to how a given Nominating Committee interprets the bylaws. Currently, they are interpreting the bylaws to say that they find the most qualified people and put that slate forward.

Laura shared that she had asked for this discussion of democracy to be brought up in a wider context than the issue of slate versus multiple candidates. She suggested that education about what our democratic processes are would be a useful refresher and Matt agreed. Matt also commented that he often feels like people say they are angry about democracy or not upholding principles when really about a specific issue. Stephen suggested that since having an informed members is important to democracy, the Board should work to provide information in as many ways as possible.

Ben said that he believes the Society would be stronger and more engaged if as part of the Board election process, there was a discussion of nominees' vision. This might help us learn how to do conflict well. Judith commented that in the past there may have been a Sunday forum in which candidates discussed the issues, and that this could be reinstated regardless of whether the Nominating Committee runs a slate or many candidates. This could give people an opportunity to feel informed. Don, who has previously argued for nominating more candidates than positions, commented that the issue of nominations is not a closed issue and probably will not be in the near future. Since the issue will continue to be debated, he noted that it is especially important to explain it is currently being done one way and not the other.

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Claire reacted to a comment by Galen Workman, Nominating Committee Chair, during the Annual meeting. Galen had said that the current reason for the Nominating Committee putting forth a slate was to try to balance who is going on the board. She was compelled by the argument that without a slate "everyone will vote for worship associates" and those who are often seen in Sunday Service. Claire noted that she is not sure if a slate is the absolute answer, but it provides another perspective. Thad agreed and gave the example of candidates for General Assembly delegate elections, noting that often newer members do not get elected. Jeff suggested that the Board might not need to decide this issue, but rather should leave it open for flexibility when there are different needs in the future.

Special Guests.

1. David Jones, Solar Task Force.

David Jones came to share good news regarding the Solar Task Force. The Task Force selected a vendor for the solar panel project. They chose Luminalt, a local San Francisco company, after carefully considering Luminalt and one other potential vendor.

David also shared the text of a resolution from a recent Board meeting of the Society for Community Work (SCW) supporting the project and the due diligence that the Task Force had completed. He mentioned that following the April Board meeting, the Solar Task Force reexamined whether the solar project could trigger updates to the life safety systems. He explained that it had been very difficult to get someone to look at the life safety systems and give a clear yes or no answer as to whether an update might be triggered. For context, David explained that during the elevator project a few years ago, an expensive life safety system upgrade was almost triggered by the additional electricity needed to power the elevator. David also explained that while it had been difficult to get a clear answer as to whether or not the life safety systems would be triggered, it appeared unlikely. The vendor (Luminalt) did not believe that any updates would be needed, but advised the Society against consulting with the San Francisco Planning Department unless needed. David explained that at the most recent SCW meeting, SCW put forth a resolution stating that they believe that enough due diligence has been done to satisfy any concerns about a life safety upgrade. Based on this support from SCW, David recommended that the Board authorize the Task Force to move forward with the project, work with Jeff Barrett, inform consultants of the vendor decision, and begin to discuss the project with the congregation.

David also noted that he has at least five to six volunteers already interested in helping with fundraising for the project. He believes that the total project cost would be about \$115,486. With the \$100,000 SCW loan, the project would require between \$15,000 and \$20,000 in fundraising. Thad reiterated his point from the April meeting: he would like to discuss the terms of the loan with SCW. Claire agreed.

Matt asked whether the Board generally concurred with SCW that due diligence had been done with regards to the life and safety systems. Claire said that the assumptions about how to work with planning department seem to make sense. Thad asked if the Luminalt had seen the

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electrical panel and asked whether the contractor's (Luminalt's) liability insurance would cover life safety upgrades if needed. Mason stated that he thought that contractors usually have a good sense of when to take an issue to the planning department and when not to. He shared an example of a time when one of his household improvement projects became significantly more expensive once the planning department was involved beyond simple "over the counter" permits. Jeff noted, however, that sometimes failure to discuss issues with the planning department could void an organization's insurance policy.

Stephen spoke in support of the project as a whole. He said that the generosity of SCW is wonderful. With regards to the life safety systems, Stephen noted that there is always an element of risk, but that the Solar Task Force has done much of the background homework that was needed. He stated that he has great confidence in the work that the Task Force has done. Mason shared that this solar project is the exact sort of project that SCW likes to fund, because the project could free up funds for other projects. He explained that eventually, the church would be able to make money because SCW is willing to supply such a low interest loan and the system will start paying for itself down the road.

Don reminded the group that other churches in the Bay Area, including Grace Cathedral and the San Francisco Zen Center, have completed similar solar projects. He reiterated that a lot of due diligence has been done and that there is even an organization that works with churches to complete solar projects. Matt acknowledged that there are some risks to embarking on a major project like the solar panel project (such as the potential for life safety system updates), but the key question is whether or not the Board feels comfortable with the level of that risk. Once the Board is clear about whether there is comfort, Matt said, then the group can move forward with discussions about how to manage the risks and how to pay for the project. For this reason, Matt recommended splitting the issue into two: due diligence and next steps/fundraising. The key question for the evening was identified as due diligence.

Jeff Barrett expressed enthusiasm for the project and spoke up to share his experiences working with a solar firm. As a risk manager, Jeff explained that he still had questions about the project. He asked whether legislative and compliance review been done and what reporting and audits might be required once the project was completed. He asked how the solar project might influence the Society's insurance. Jeff also had some concerns about the vendor serving as a resource on whether or not the life safety systems would require updates, since the vendor is biased and wants the contract for the project. Jeff suggested that the Society move forward with the solar project, but should also go forth "kick tires once more first." Based on this input, the Board voted on a motion about whether or not the due diligence had been satisfied:

Moved that given the due diligence completed and presented by the Solar Task Force, the Board of Trustees is comfortable with the risks associated with possible upgrades to the building's life safety systems.

Stephen moved. Don seconded. The motion passed with five votes in favor (Stephen Schwichow, Claire Weber, Don Williams, Ben Bear, Bill Wise), one vote opposed (Thad Smith),

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and two abstentions (Judith Stoddard, Laura Gilmore) and the Moderator (Matt Fuller) not voting.

Following the vote, Laura asked David whether he had any immediate response to the potential risks Jeff had noted. Jeff explained that all of the risks he had mentioned could be managed. Matt clarified that this vote did not mean that the Solar Task Force would be putting up a solar array in the near future, but that the Board and the Task Force could now move forward and discuss project logistics. David said that he and Jeff had only very briefly spoken about the project, but would coordinate further about the project. Jeff suggested that bringing in independent third parties to look at the project would be important and that he will get familiar with the project and identify risks and solutions in the near future. David noted that after SCW had resolved that the due diligence has been completed, the Task Force had not planned to obtain any more professional opinions about the life safety systems.

Matt suggested that he convene a meeting with Mason, David, Jeff, and himself to discuss the financing for the solar panel project. He said that it seemed appropriate to publicize the project within the Society now and notify the vendors. Matt asked that the Board wrap up the Annual Budget Drive before any fundraising for the solar panels begins.

Howard asked whether any vendor financing had been available. Matt and David explained that the funding from SCW would be far better than from vendor, because SCW had offered the Society such a low interest rate. On the subject of outreach, Claire said that letting members know about the project sooner rather than later could be useful in case a donor might want to fund the project. She reiterated that fundraising for the solar panels should not begin until after the Annual Budget Drive. David asked if fundraising for the solar panels could be discussed further at the August Board meeting, because he would be away for the July meeting. Jeff suggested that the Task Force not turn down any runner-up contractors until the terms of the contract with Luminault are clearly negotiated.

Don thanked SCW for all of their work and for offering to provide a loan for the solar panel project. Everyone present thanked David and the Solar Task Force for their hard work on the project.

Reports.

1. Senior Minister's Report.

Greg shared the good news that the journalist who recently wrote an article in UU World about the Stewart family is now hoping to feature the family in a chapter an upcoming book. Claire commented on the success of the new hospitality ministry and described it as very welcoming. Greg agreed that this new ministry has been very well received. Matt and Claire both noted that they have heard positive feedback about new Beyond Sunday Minister, Jeremiah Kalendae.

Matt returned to the topic of how to support and possibly recognized Rev. Fred Rabidoux's relationship with the congregation. He shared that he and Claire would be meeting with Fred in the near future to discuss Fred's vision.

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2. Financials.

The Financial statements through June were presented. Matt explained that the Finance Committee had held its last meeting the week before and had discussed whether or not to come to Board with last minute recommendations for spending changes, but it was decided that this was not necessary. The Committee believes that since both expenses and revenue are down, we should be able to finish the year even.

Stephen requested that the roll up of attendance and offering plate contributions be reinstated in the packet. He shared that this bit of information always provided him a way to seeing trends. Jeff will be taking over the management of this information.

Laura asked whether there were any significant declines in pledging due to the staffing changes earlier in the year. Matt said that while some people withdrew their pledges for remainder of the of year, the numbers did not represent a significant decline. Annual Budget Drive Co-Chairs Ron Weber and Shirley Gibson may be able to provide more specific numbers about whether or not this might impact pledging for the coming year. Thus far, the most significant declines in pledging of the upcoming year are a result of some major donors moving away next year.

Old Business.

1. Board Self-Evaluation.

Stephen and Judith compiled responses to the Board of Trustees self-evaluation and passed out packets of responses from current Trustees. Stephen suggested that everyone take the reports home to read in preparation for the July Board Meeting. He stated that this exercise in self-reflection represented a milestone, since it was the first time time that a Board had sat down and taken a critical look at the outcomes of the year. Matt thanked Stephen and Judith for their work on this.

Laura asked about how we will disseminate the information and suggested that it might be appropriate to summarize the responses. Stephen suggested that under the next Board, the summary could be distributed to the congregation. Judith agreed to willing to work on summarizing the responses for the August meeting, since she will not be present for the July meeting.

Committee Updates & Reports.

1. Leadership. There was no report from the Leadership group.

2. Culture of Generosity. The Culture of Generosity group met to debrief and pass on recommendations for next year. Their recommendations will be passed on to the next Culture of Generosity group.

3. Finance. The Finance Committee plans to meet on July 13th to have an introductory meeting with Jim, the new Treasurer. The Committee is also looking for a few new members. Thad briefly revisited the discussion about the Great Green Auction. Greg followed up to thank the Auction Co-Chairs.

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Thad also shared that the Finance Committee has been working to create a gift acceptance policy. Matt Anderson has been working on this policy and is about halfway through writing it.

4. Intern Committee. The annual Intern Dinner is Saturday June 19th. Matt will ask Amy Kelly, Intern Committee Chair, to attend either the July or August meeting so that the Board and the Intern Committee can discuss updating the Intern Committee charge to include their current focus on congregational outreach.

New Business.

1. Fundraising Blackout period.

The Board discussed a proposal to enact a fundraising blackout period in the spring. Thad explained the proposal in the context of the large number of fundraising activities that take place during a brief spring window. He said that this was a challenging year for both the Annual Budget Drive and the Great Green Auction and expressed concern that those fundraisers were competing with other events and fundraisers at the church. He said that it is important to have a time when people can focus on the church fundraising specifically. Thad also shared that both the Culture of Generosity group and the Finance Committee are in support of the proposed fundraising blackout.

Thad also suggested that the Great Green Auction end on Easter Sunday and culminate in a big lunch event. Claire explained that an Easter Sunday event would conflict with Tenderloin Tessie, which is held at the church on major holidays. She supported the church-wide Easter brunch idea and suggested that it could also be used as a ministry to those who do not have a place to go on Easter, in addition to its fundraising potential.

Judith noted that sometimes committees and groups host small lunch fundraisers after church, and expressed concern that these events might be limited by the blackout period. Matt clarified that the blackout period would serve as an amendment of existing fundraising policy, which specifies that only fundraisers grossing more than \$300 need Board approval. Therefore, a small sandwich sale after services would still be allowed even with the blackout period; more expensive events would not be allowed. The proposed language of the motion was edited to explicitly state that these small fundraisers were acceptable and the final language was voted upon:

The Board of Trustees hereby amend Board Adopted Policies on Fundraising by adding the following paragraph immediately below the paragraph designated "Fundraising Beneficiary:"

Annual Fundraising Black Out Period

1. A fundraising black out period is established each year, during the period of the Auction and the Annual Budget drive, to be decided by the Board.
2. During the black out period, no Society committee, group, or other affiliated entity shall engage in fundraising activities directed at Society members and friends unless the additional fundraising has been specifically authorized by the Board.
3. This blackout period only applies to fundraisers that require Board approval.

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Stephen moved to adopt the Fundraising Black Out Period policy. That seconded the motion. The motion passes unanimously with Moderator not voting.

Don asked again how the blackout period would influence Tenderloin Tessie . Matt said that he did not see it as a Board discussion, unless the Board wants to direct the Great Green Auction chairs to take action and change the dates for the auction next year. Matt explained that he saw the issue as a space rental issue not a policy issue. Claire noted that this decision should normally fit with lower level of committee policy, but that in this unique situation it has risen up to the level of the Board. She said that she would not want to put the decision off for very long.

Don shared the history of Tenderloin Tessie, since he thinks it is important to remember context of the event in making a decision that could influence the event. Claire said that the Culture of Generosity groups suggestion was not to cut off Tenderloin Tessie but to relocate to another church once a year or to ask if both events could be accommodated at different times on the same day. Stephen asked whether it would be possible to move Tenderloin Tessie to later in the day, or to find some other way of accommodating both events. Matt asked Ben to provide him with contact information for the organizers of Tenderloin Tessie, so that he could open discussions about whether both Tenderloin Tessie and an Easter lunch could be accommodated on Easter Sunday.

2. Fundraising Request.

Matt shared a request from Delores Perez-Priem for the Forum to host a fundraiser to sell pies for the organization Uhuru during the month of November. Delores had provided proof of insurance and proof of 501(c) (3) status from Uhuru to prove that they were an organization that the Forum could fund raise for. Greg asked whether there was precedent for fundraising for other non profits, and Matt responded that it is allowed under the current fundraising policies. Jeff asked whether there were any health or insurance coverage issues with selling food from another organization.

Stephen commented that fundraising for an outside organization could be an excellent community building activity that might even build new relationships and bring new people to the church. Carla Jones commented that under policy governance, this did not seem like a decision that the Board should be involved in. Matt responded that fundraisers making less than \$300 have been delegated to staff but above that our policies require Board approval of fundraisers. Jeff explained that from a compliance and administration perspective, it would be helpful for him to better understand which groups are in line with the Society's values and which might not be. He does not yet have an understanding of who is on the list of acceptable vendors, renters, and for that reason it is important to have this discussion at the Board level now. Stephen commented that issues of governance, including fundraising policies, are ongoing with Board and will be discussed further at the August retreat.

Millie raised questions about the group that the forum would be fundraising for, Uhuru. She

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mentioned that the group might be controversial in Oakland. She also noted that controversy is not necessarily a reason to shy away from fundraising for a group--assuming their values are in line with ours. She described the Society as "an organization that often hosts and welcomes controversial people." Jeff suggested that it might make sense to send this organization and others we fundraise for a disclosure form to vet whether their values fit with ours. Claire agreed that fundraising for another organization is an inherent approval of that group. She commented that this fundraising request showcases why it is important for Board to be involved in approving fundraising requests since fundraising for other organizations could be controversial. She noted that she would prefer to see fundraising to raise money within our organization rather than for outside groups.

Stephen noted that the fundraiser being discussed was being prepared for November, so there was still time to vet the period, precedence, and compliance of the fundraiser with existing policy. Matt agreed to get in touch with Dolores to discuss the logistics further. It was agreed that the proposed fundraiser would be discussed again at the July Board meeting.

3. Membership Committee.

Liz Strand is stepping down as Chair of the Membership Committee. She has solicited other members of the Committee and none are interested in serving as Chair. Greg noted that Jeremiah is working with the Committee, but that without a Chair, it is important that Jeremiah not be seen as filling that lay-leadership role. Matt asked that Board members talk to members who might be interested in serving as Chair of the Membership Committee, and that Board members let Matt know if they have ideas. Judith suggested asking the Nominating Committee to see if they could help identify a potential chair. Laura noted that this is within the scope of the Committee, as outlined in the Bylaws. Claire agreed to contact Nominating Committee Chair Galen Workman.

Appreciation.

Ben for annual meeting lunch and karaoke at COG event

Greg thanked the Board for the "Breaking Bread, Building Community" event.

Thad for serving as Treasurer for 3 years.

Good and Welfare

Jeane Orjas

Catherine Savage

Bill Moore

Jack Ronin

Closing Words. Judith read closing words from Michael Schuler.

Adjournment. The meeting was adjourned at 9:45 pm by Matt Fuller.

Submitted by Secretary Laura Gilmore

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