

First Unitarian Universalist Society of San Francisco
Regular Board Meeting
February 16, 2010

Present

Board Members

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

Staff and ministers

Rev. Greg Stewart, Senior Minister
Joel Gilbertson-White, ministerial intern
Rev. Kay Jorgenson, Minister Emerita, affiliated
community minister
Rev. Denis Paul, affiliated community minister
Jay Roller, Reservations manager

Invited Guests

Leslie Bader, Winter Shelter
Marc Calvey, Investment Committee
David Jones, Solar Task Force
Michael Laorange, Investment Committee
Marc Theobald, Solar Task Force
Nicolette Toussaint, Solar Task Force
Maric Munn, Solar Task Force
Stet Sanborn, Solar Task Force

Member Guests

Bernice Biggs
Mary Castiglia
Linda Enger
Mason Ingram
Karla Jones
Christine Patch-Lindsay
Angelo Zegna
Stillman Stewart
Sonnie Willis

Call to order. The meeting was called to order by Moderator Matt Fuller at 7:00 pm.

Opening & Chalice Lighting. Judith read from Walter Royal Jones “*Mindful of Truth...*”

Agenda review.

Special Presentation. The meeting began with three special presentations.

1. Investment Committee, Michael Laorange

Michael made a brief presentation to the Board, reviewing the Committee’s membership, responsibilities and recent performance of investments. Besides Michael, members include treasurer Thad Smith, Marc Calvey, Bruce Cowan and Howard Oringer. Recently departed Executive Director Nancy Evans was the liaison to this committee. The Committee meets quarterly and has overall responsibility for the church’s investments. It makes investments that are not offensive to significant portion of membership; some examples of areas where the church does not invest include arms, alcohol, tobacco, and Walmart. In the 2006-7 fiscal year, the church engaged KCM as investment advisors to manage unrestricted and larger restricted funds. The Committee also manages smaller funds designated for specific purposes. Michael praised the work of KCM, noting that funds managed by the firm have outperformed market. Matt conveyed a sincere thank you to committee for a thankless job.

2. Solar Options for UUSF from Solar Task Force,

Task Force Chair David Jones began the presentation, stating that the Task Force is down to two vendors; they are asking the Board for direction and requesting a decision at the March meeting. Task Force member Nicolette Toussaint presented religious and financial reasons for going solar. First, the biggest contributor to global warming is buildings; over long term, solar panels will save the church money. Because we are competing for power with a growing population, the price of power will go up. The church has previously studied this issue and the Task Force was careful to avoid duplication with previous efforts.

Marc Theobald briefly described the two vendors currently under consideration, Luminalt, and Sun Light & Power. Both are approved city vendors, and are on the list of Interfaith Power and Light list, so both familiar with churches. He walked everyone through materials distributed to the board, and noted that Sun, Light & Power more experienced, solid and more expensive.

Maric Munn walked those present through financing options and incentive programs, described in the background materials included in the Board packet. Financing options include a straight line item from the operating budget, a loan from a solar contractor, and a special capital campaign. (A fourth option, a power purchase agreement, where the church would buy power from a vendor who would own the panels, had no takers.) She described the incentive programs from the city of San Francisco and the state of California. The city's program was oversubscribed this year and it is not clear whether the program will continue; the state program will continue, but likely with lower incentives.

Task Force members provided additional information in response to Board members' questions. Installing solar panels is the best way to reduce the church's carbon footprint. Other recent accomplishments include replacing fluorescent lighting in the building. A caulking party would help the church save significant funds immediately. In researching options, the task force took into account restrictions inherent in our building, such as its concrete structure and historic status and aimed for a plan that would have minimal impact on the building. The panels would be on the flat part of the roof, hidden by parapet, and thus not visible from the courtyard.

The task force is also aware of code compliance issues, such as the electric panel and life safety systems. Task Force members and both vendors believe these issues will not pose problems, but will get third opinion; the city would make the final determination. Each vendor provided warranty information for the roof. Solar cells will need to be rinsed off yearly, which is a fairly simple procedure. David recommended that board members visit the website of Interfaith Power & Light, to review a booklet that describes churches' experiences in "going solar." The Task Force is leaning toward one vendor, but needs to reflect a little more before announcing their recommendation.

David noted the Task Force has put in over 100 hours of work. Those present expressed their gratitude for this effort.

3. Winter Shelter

Leslie Bader reported on this year's Winter Shelter. The numbers of guests and length of the shelter varies by year. This year, the church hosted about 70 men per night for four weeks, down from six weeks last year. Like last year, the church fed people who did not sleep at the

church. Leslie would like help in recruiting volunteers for different tasks, such as publicity and going to the Food Bank. Matt asked when the church needed to make a commitment about the building and asked whether we could provide the space without providing meals. Leslie said we needed to commit in the spring and stated that the church currently does all the breakfasts, with a lot of support from Joan Rost, and this year served one week of dinners. Other dinners are prepared by outside groups, primarily from other churches. Laura expressed gratitude for Leslie's work on the Shelter, describing participation was meaningful.

Members Opportunity to Address the Board.

Those present moved to the Chapel for this portion of the meeting, to allow for one large circle. Matt gave an update on the severance agreement that has been extended to former Executive Director Nancy Evans; the agreement originally included a confidentiality clause, which all involved agreed was not helpful; Claire and Matt developed an agreement with Nancy, with no confidentiality clause. Matt read from the agreement, which recognized both Nancy's excellent service and the church's need for new skills moving forward. The church will provide a letter of reference for Nancy.

Before opening the mic to members, Matt recognized that many came to the meeting with strong feelings, and requested that those who wished to speak to respect others' time, ideally keeping remarks to 2-4 minutes, and to speak for one's self and not on behalf of others.

The first member to speak, Karla Jones, spoke against the church's use of styrofoam cups. She was surprised that the church uses styrofoam. The Executive Director was unresponsive to her suggestion to switch to styrofoam. Karla expressed concern that the Board leaves running of the church to the staff and requested that the Board consider, in its policy-making role, promoting stronger environmental practices. She shared a motion she had prepared for the Board's consideration.

The remaining speakers spoke about the departure of Executive Director Nancy Evans, who was asked to resign in early February.

Christine Patch-Lindsay believes that the church does not manage change well. Specifically, leaders do not engage the congregation and that the church rewards an administrative leadership style. She stated the congregation should consider evaluation and dialogue with congregation to determine what we do and don't do well. She believes that past leadership training hasn't addressed this and that people don't get involved because they are frustrated.

Mary Castiglia expressed dissatisfaction with Matt's explanation, and believes that the manner in which Nancy was asked to leave impugned her and belies our values. She suggested that church members attend a workshop at the upcoming General Assembly about congregations as model employers. Church member Betsy Darr is involved with committee hosting this workshop.

Mason Ingram stated that the church doesn't involve the congregation or does so only after the fact. He believes that people don't have confidence in leadership. He described his recent experience at the front desk, fielding an exceptional volume of calls of people asking "what happened." He expressed the need for clear guidelines on when minister is available to take

calls, and voiced concern that people need better access to the minister beyond the reception line. He was supportive of the proposed party for Nancy. He believes that the Board should play a greater role in personnel decisions, and stated that people report to Greg, but that the Board, not the minister, should have responsibility for hiring and firing. He believes this will help when problems arise and also suggested involving outside non-interested, third parties for arbitrate when needed. He is taking a sabbatical from service at the front desk.

Community minister Rev. Kay Jorgensen expressed confidence in the ability of people in the room to work through this conflict with grace and honesty. She cautioned against viewing conflict in terms of “the minister vs. the people,” noting we need to minister to one another. She encouraged people to listen to one another. Rev. Kay stated that she stands behind the decision, but not the way it happened.

Matt briefly summarized the points made and ideas expressed including

- The Board & Minister don't share enough with the congregation about change, we need to engage congregation in deliberate process of what we do;
- Some not satisfied with Matt's explanation and believe the decision was implemented in way that is not consistent with our values
- There is a GA workshop about churches as employers;
- Need to be clear about the minister's availability to take calls;
- Support for Nancy;
- People work for society regardless of who they report to
- It's a false divide between minister and congregation.

Matt concluded by noting the challenges in making “the member feedback” session of the board meeting work. People are passionate and concerned and the Board can't address concerns immediately. The Board does want members to be heard. Matt noted two aspects of the Board's covenant one acknowledging that we are all imperfect beings and the second that we agree to assume best intentions—that no matter how much you disagree with someone or how crazy an idea seems, it was meant well. A covenant is a promise, not a contract; it is intended to make space to see how things can be improved.

In response to a question, Matt clarified that, under the agreement extended to Nancy, the church would pay Nancy's COBRA until she qualified for Medicare. This cost would come out of church budget.

The meeting resumed in the Fireside Room, with all board members, Rev. Greg and Joel.

Feedback from Board Members. There was no feedback from Board members.

The Board agreed to Matt's suggestion amending the agenda as follows: the Board will briefly review minutes, Greg's report and the financial report. All other items except the executive session would be postponed until next month.

Consent agenda. The minutes of the January 19, 2010 meeting were accepted with minor corrections.

Reports

1. Senior Minister's Report

Judith believes this was the best Christmas service ever. She noted that nothing was included about the Beyond Sunday Coordinator in the January report and emphasized the need to document that work was done. Greg had finalized and posted the position. Interviews would take place in mid-February, with a goal to hire by mid-March.

2. Review of Financials.

a. January Budget to Actuals

Jane's "back-of-the-envelope" calculation predicts about a \$76,000 shortfall in event income. This basic calculation excluded many factors. Matt will bring a detailed personnel report next month; he believes the budget will be very close, but should come out.

Thad mentioned the auction in this context, noting that each Board member should donate at least two items to the great green auction. New people are chairing the committee. The due date is at the end of March. Thad noted that it is very easy to get business to donate: he has procured tickets from his local theatre and the opera, Peet's. He encouraged Board members to examine options such as a neighborhood restaurant.

The Culture of Generosity group is proposing a brunch after Easter, as a good option for people who don't have family on this holiday.

b. 6-month balance sheet

On this report, Matt explained that line 3161 included the "underwater" portion of building endowment. This does not represent an actual cash loss.

Items under "Old Business" and "Committee Updates and Reports" were tabled until the March meeting.

Old Business

1. California Pacific Medical Center (CPMC) update

2. Sabbatical Committee: Charge and Members

Committee Update & Reports

1. The Lay Leadership Development team

2. Culture of Generosity team

3. Finance Committee

4. Intern Committee Meeting

5. Town Hall De-brief

New Business

1. Executive Session – Personnel

Matt asked for a motion to move into Executive Session including Greg and inviting Joel as an observer.

Stephen so **moved**; Don seconded the motion.

The motion was **approved** by a unanimous vote of 9 to 0 with no opposing votes, no abstentions and the moderator not voting.

The Board came out of executive session.

The Board decided to focus efforts on three tasks:

- Communications related to Nancy's departure and upcoming hiring of new staff (Ben, Laura, Judith & Jane); this group is authorized to do communication activities on Feb. 28
- Changes to the Governance model, partly in response to the Minister's desire to no longer serve as Senior Executive. It was agreed that Greg's wishes, expressed in executive session, could be shared with the congregation (Matt, Stephen & Claire)
- Creation of a budget (Finance committee)

Matt suggested the Board could make some decisions via email.

Matt thanked the Board.

Upcoming Events

February 21: the Access Committee "Celebration Sunday" event February 27

February 27: ½ day board retreat @ Jane's

February 28: Old & New board gathering @ Claire's

Mar 7: Congregational Meeting (delegate elections)

Mar 7&14: Silent Auction (*1-2 donations per board member. Thanks!*)

March 26: Oscar's Feast

April 17: Interfaith dance (us+3 other groups that use our building)

April 18: Annual Budget Drive Sunday

Appreciation

Good and welfare

Closing. Judith read from Hosea Ballou.

Adjournment

Matt adjourned the meeting at 10:20pm.

Respectfully submitted,

Jane Park, Secretary, Board of Trustees