

First Unitarian Universalist Society of San Francisco  
**Regular Board Meeting**  
March 17, 2009

**Present**

Jane Park, moderator  
Matt Fuller, vice moderator  
Thad Smith, treasurer  
Ben Bear  
Tara Hernandez  
Carol Johnson  
Mike McGirr  
Stephen Schwichow  
Don Williams  
Sonnie Willis  
Bill Wise  
Claire Weber, secretary  
Nancy Evans, Executive Director

**Absent**

Greg Stewart, Senior Minister

**Guests**

Denis Paul  
Ron Weber

**Call to order.** The meeting was called to order by Jane Park at 7 o'clock.

Opening. Ben Bear opened the meeting by lighting a chalice and reading a few selections from "Listen to the Wild" written by children participating in the California Poets in the schools Program.

**Agenda review.** Two items from Jane: Bill has committee charges, added as item 2 under new business. There is no report from Greg because of his illness and he would normally have discussed board pledging for the annual budget drive. In Greg's absence, Ron Weber made a presentation about pledging and the goal for this year's budget drive. Board members filled out estimates of giving cards for the 2009-2010 church year.

**Consent agenda.** Minutes of the February meeting were accepted with one correction to the spelling of Margaret Coope's name.

**Reports.**

Senior minister's report. None due to Greg's illness.

Executive director's report. Nancy's printed report was distributed with the board packet. The Sunday attendance count was included in the report and was discussed.

Financial reports. The printed report was distributed with the board packet. Matt noted that payment of pledges is steady and on track, which is gratifying considering the current economic conditions.

**Old business/Updates.**

1. Estate updates. Nancy is following up with the Coope estate proceedings and hopes for distribution in the next six months. Nancy expressed gratitude to Matt for his work as a trustee on the Wade estate.

2. California Pacific Medical Center (CPMC). Bill commented that the CPMC committee meets tomorrow so he will have some information at the April board meeting.

**Board initiatives.**

1. Checking in on our Covenant, supporting Board Decisions. Jane provided copies of the board covenant of right relations and explained the importance of the covenant that each board member must support board decisions once a final decision has been made. She noted that this is a difficult commitment to make and we need to support each other in difficult decisions. The board discussed this facet of the covenant. There was a general discussion of whether items are sent to the congregation without a board recommendation for approval. Jane explained that anything the board sends to the congregation for a vote is sent with a board recommendation for approval. There was also general discussion of the reason for the covenant and the transparency of individual board member's votes at the board meeting. Discussion included the differences between having opposing opinions before a final vote, explaining what happened at a board meeting, and opposing the final recommendation of the board after a board vote is concluded.

2. Finance Committee/Treasurer/s report.

Thad reported that the finance committee has been meeting on the budget.

a. Budget deadline for staff: April 14. There will be a draft budget by April 14 (the March 14 date in the agenda is a typo). The draft budget should be emailed and provided in hard copy. There will be a preview with the finance committee on the 16<sup>th</sup> at 6 p.m.

The finance committee recommends three motions.

b. Motion to suspend audit requirement/conduct financial review. Thad distributed a motion similar to the motion passed last year. Thad has identified an auditor who may be able to do a financial review for about fifty percent of the current cost. He reiterated that an annual full audit is not necessary. Motion by Ben for congregational vote on Proposed Financial review. Matt seconded the motion. The motion is as follows:

Proposed Financial Review Motion for Congregational Vote

Be it resolved, that the Society authorizes the Board of Trustees of the First Unitarian Universalist Society of San Francisco to waive our bylaw requirement

of an annual audit for the current fiscal year (2008-09). In lieu of an audit, the Society will conduct a Financial Review.

The motion was approved by a unanimous vote of 11 to 0 with no opposing votes, no abstentions and the moderator not voting.

c. Motion to suspend bylaw on use of undesignated bequests. Thad presented the proposed bylaw to suspend a portion of the bylaws. This is being proposed by the finance committee to build up the reserves of the congregation. Thad noted that if the suspension is adopted, the affected bylaw section will be annotated to show that it is temporarily suspended. Motion by Thad for temporary suspension of by-law allocating undesignated bequests until unrestricted reserves fund reaches specified level. Mike seconded the motion. The motion is as follows:

Proposed motion recommended by the Finance Committee to  
the Board of Trustees, First Unitarian Universalist Society of San Francisco  
March 17, 2009

Motion providing for temporary suspension of by-law allocating undesignated bequests until unrestricted reserves fund reaches specified level. Requires congregational approval.

The board moves to temporarily suspend Article IV, D, 7 of the By-Laws, to submit the suspension to a congregational vote and to recommend congregational approval of the temporary suspension.

Article IV, Sec. D, Par. 7 of the By-Laws of the Society is hereby suspended and shall not apply to any bequest from a person whose death occurs after this amendment is adopted by the congregation. This temporary suspension shall automatically expire without further action by the congregation or the board whenever the amount in the unrestricted reserves of the church is equal to one-half of the 2008-2009 operating budget. After the suspension expires, it may be reinstated only by a new favorable vote by the congregation for that specific purpose.

The board discussed whether the target amount should be six months of the 2008-2009 budget or a specific dollar amount. Discussion noted that the suspension will first apply to the undesignated bequests from person who die after the motion is adopted by the congregation. The motion was approved by a vote of 10 in favor, 0 against, 1 abstention and the moderator not voting. Trustees voted as follows:

Ben Bear yes  
Matt Fuller yes  
Tara Hernandez yes  
Carol Johnson yes  
Stephen Schwichow yes

Thad Smith yes  
Don Williams yes  
Sonnie Willis yes  
Bill Wise yes  
Claire Weber yes  
Mike McGirr abstain  
Jane Park, moderator, not voting

d. Motion regarding allocation of current undesignated bequests. The finance committee's third recommendation is to allocate the Wade and Wallace bequests and the remainder of the Gorham bequest as provided in the by-laws for undesignated bequests under the one-third rule. The first motion applies only to the Wade and Wallace bequests. The second motion deals with the remainder of the Gorham bequest, but the finance committee is recommending approval of both motions.

Motion by Thad concerning funds received from recent undesignated bequests. Mike seconded the motion. Motion by Claire to make technical changes to the wording of the motion to specify that the board is the entity authorizing and directing the fund transfer and to identify the senior executive as the responsible person instead of the senior staff. Tara seconded the motion. The motion was approved by a unanimous vote of 11 to 0 with no opposing votes, no abstentions and the moderator not voting. The resulting motion is as follows:

Proposed motion from Finance Committee to the  
Board of Trustees  
First Unitarian Universalist Society of San Francisco  
March 17, 2009

Motion concerning funds received from recent undesignated bequests.

The board finds that the Society has received funds from the recent generous bequests of several members who did not provide otherwise for the use of the bequests and that such funds have been deposited in the Society operating reserves. The board now directs the treasurer to allocate all such undesignated funds as provided in the Society by-laws, particularly Art. IV, Sec. D., Par. 7 thereof, and in the congregational resolution regarding Management of Undesignated Bequest adopted by the congregation April 25, 2004.

The board therefore authorizes and directs the senior executive to transfer an equal portion of each bequest to:

The Building Maintenance Endowment Fund,  
The Memorials and Celebrations Permanent Fund, and  
The operating reserves.

The motion, as amended by the technical amendment, was approved by a unanimous vote of 11 to 0 with no opposing votes, no abstentions and the moderator not voting.

e. Motion regarding allocation of other current bequests. This is the motion recommended by the finance committee to apply the one-third rule to the remainder of the Gorham bequest. Motion by Thad concerning funds remaining from Lois Gorham bequest after completion of the elevator construction. Mike seconded the motion. The board adopted the same technical corrections as the previous motion to specify that the board is the entity authorizing and directing the fund transfer and to identify the senior executive as the responsible person instead of the senior staff. The board also adopted a technical motion deleting “each” in the last sentence and substituting the phrase “the remainder of the Gorham.” The resulting motion is as follows:

Proposed motion from Finance Committee to the  
Board of Trustees  
First Unitarian Universalist Society of San Francisco  
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Motion concerning the funds remaining from Lois Gorham bequest after completing the elevator construction for which the bequest was given.

The board finds that the Society has gratefully received a bequest from Lois Gorham for the purpose of constructing an elevator and that the elevator has been constructed and is now in operation. The board further finds that approximately \$200,000 of the bequest remains in the Society operating reserves after all elevator construction expenses have been paid. The board now finds that the purpose of the Gorham bequest has been accomplished and that the remaining funds of the Gorham bequest should be allocated as an undesignated bequest as provided in Art. IV, Sec. D., Par. 7 of the Society by-laws and in the congregational resolution regarding Management of Undesignated Bequest adopted by the congregation April 25, 2004.

The board therefore authorizes and directs the senior executive to transfer the remainder of the Gorham bequest to:

The Building Maintenance Endowment Fund,  
The Memorials and Celebrations Permanent Fund, and  
The operating reserves.

The motion was approved by a vote of 10 in favor, 1 against, 0 abstentions and the moderator not voting. Trustees voted as follows:

Ben Bear yes  
Matt Fuller yes  
Tara Hernandez yes  
Carol Johnson yes  
Mike McGirr yes  
Stephen Schwichow yes  
Thad Smith yes  
Don Williams yes

Sonnie Willis yes  
Bill Wise yes  
Claire Weber no  
Jane Park, moderator, not voting

3. Culture of Generosity/Fundraising update. Claire said canvass co-chairs are taking the board up on its earlier expressed willingness to be more active in the annual fund drive. The board is being asked to make phone calls for reservations for the lunch on Celebration Sunday. The calls will be made beginning March 29<sup>th</sup>. Nancy reported that the Auction went well but financial results are still preliminary. Currently there is \$6000 received and many purchases are yet to be paid for. Her rough estimate is that the Auction total will be about \$10,000.

4. Leadership/policy governance.

- Committee liaisons: Claire/Music. Claire distributed a written report about the music committee. Carrie Steere-Salazar reported that the choir wanted the board to be aware of two issues. First, the choir may request additional budget in the future to pay some choir members. Second, the choir is very concerned about inaccessibility of the loft and MacCondry Hall, a particular difficulty for older choir members. Mike noted that the music committee also is concerned about adequate lighting on the chancel for musicians.
- Update on Larry Peers Leadership Project. The next phase has been postponed to May 9, as discussed last month, to involve and engage more people in the discovery process.
- Update on Up On Top MOU. Matt reported that the Memorandum of Understanding for Up On Top is in process.

**New business.**

1. Affiliated Minister status for Denis Paul. The board packet included a covenantal agreement for Denis Paul similar to Alyson Jacks' covenant. There are two agreements: one with Greg and one with the society. Motion by Stephen to approve affiliated minister status for Denis Paul. Tara seconded the motion. The motion was approved by a unanimous vote of 11 to 0 with no opposing votes, no abstentions and the moderator not voting.

2. Chairs and Charges from the service cluster. Bill distributed written information about several units in the service cluster: the anti-death penalty committee, the winter shelter, the food bank and the CPMC (California Pacific Medical Center) task force. The CPMC charge was approved last fall. Stephen asked board members to send any additional committee charges to him by email so that he can compile them and create a clean copy.

**Upcoming Events and Board Commitments.** Jane pointed out that the regular April board meeting will be on a different date to accommodate the budget meeting and notice of the change will be publicized.

The April newsletter will announce the two motions to be considered by the congregation at the annual meeting: The financial review and the temporary suspension of the bylaws' one-third rule for undesignated bequests.

**Appreciation.**

Everyone involved with the financial leadership party on March 7, including Jill Brindell, Stan Hartzell, Tara Hernandez, Mark Sumner and Betty Skwarek.

Everyone involved with the Auction. Thad will get a list of participants for Sonnie. Betsy Darr, Mason Ingram and Cathy Lyon for scheduling the photos for the photo directory project.

**Good and welfare.**

Greg is slowly recovering and we hope he will be back soon. Our thoughts are with Kathy Gehlken on the death of her mother.

**Closing.** Ben read another poem from the California Poets in the Schools Program..

**Adjournment.**

Jane adjourned the meeting at 9:25.