

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

Present

Board Members

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

Staff and ministers

Rev. Greg Stewart, Senior Minister
Joel Gilbertson-White, ministerial intern

Member Guests

Don Heyneman
Louise Heyneman
Karla Jones
Linda Messner

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

Opening & Chalice Lighting. Thad read from the beginning of “How to Build Community.”

Greg shared the sad news that Yvonne Rochon, a former program consultant of the Pacific Central District had died very unexpectedly on Monday. Yvonne was well known to some of our members.

Agenda review.

The Board agreed to add to two items under Committee Updates and Reports: the Building Town Hall debrief and the CPMC update.

Members Opportunity to Address the Board.

Don and Louise Heyneman each addressed the Board. Don expressed concerns over the departure of former Executive Director Nancy Evans. He understands that her requirements related to the terms of her resignation were met and that Greg had the authority to ask for her resignation. He expressed concern over Matt’s use of the word “dismissal,” stating it suggested she was fired for cause. Acknowledging the need for confidentiality in personnel matters, Don believes the congregation should have been informed of problems and that the Board needs to re-establish transparency. He also spoke to concerns raised by other church members.

Louise spoke to concerns about the Sunday worship services. She would prefer to hear from fewer people on the chancel and have Greg speak more in the service (offering, reading, etc.). She also spoke to concerns about Nancy’s departure, questioning whether there was sufficient transition planning and involvement of leaders. She stated that the church has lost a valuable asset in Nancy. Louise has not been attending services. She expressed feelings of being unsafe, due in part to her perception of the way Nancy was treated and particularly difficult experiences several years ago. She read from an email from church member Dick Castile and seconded the email’s recommendation of a worship committee and a personnel committee.

Matt expressed appreciation for their comments and shared the points raised. He apologized for structure of meeting, in that the Board does not immediately respond to members' concerns. Louise offered appreciation and believes she was heard.

Feedback from Board Members.

Don relayed highlights of a rewarding conversation with Dick Castile after seeing Dick's email. Don will share Dick's suggestions for Greg separately and stated that Dick's greatest concern was the way leadership handled Nancy departure. In addition to recommending a worship and personnel committee, Dick would also like to see a stronger Ministerial Relations Committee.

Consent agenda. The minutes of the February 16, 2010 meeting were accepted with several corrections.

Policy Review & Deep Thoughts

1. Matt included in the packet an article from the UU World, arguing for the essential role of church's mission. Greg believes this lines up with his recent sermons.

2. Matt also included a post from a UU blog "Do we have the right things on our agenda?" It suggested that Board meetings begin with numbers that speak directly to mission, such as the number of people benefitting from church ministries or updates on acts of advocacy on behalf of the poor. Judith found these ideas refreshing.

Reports

1. Senior Minister's Report

Greg updated the Board on progress on hiring for new positions. For the Beyond Sunday Coordinator, he stated that there had been two rounds of interviews, with final candidates being interviewed a second time. There are now two final candidates. He expects to make a decision very soon. Greg thanked Carrie Steere-Salazar and Jane for their help with the interviews. For the director of administration and finance position, Greg stated that he would be conducting interviews soon; he received 47 applications, of which ten were strong and four were very strong. He also announced he had submitted an application to San Francisco's *SF Works* program for a full-time front desk person. Claire explained that the program covers the costs of an employee for a year, with the hope that individuals will find permanent employment (the church has no obligation to continue with the employee). Greg will participate in the big peace march on March 20; there will be a prayer vigil and Greg will be one of two major speakers (and he promised not to get arrested).

Ben inquired about the possibility of calling Fred as a minister. Greg explained this as part of a larger conversation about Fred's request for some formal affirmation that the church wants him in his pastoral care role. He was hired fairly informally, with no end date. Greg expressed concerns about a vote. While "final candidate" ministers can get a vote of well over 90% after candidate week; ministers who have been around for a few years rarely get such votes. Several Board members also shared concerns about holding a vote to call Fred. Jane suggested recognizing Fred's role and relationship with the church in the context of a worship

service. Louise commented that a personnel committee could address this, so that the Board and minister would not have to spend time on this. Greg thanked Board members for their comments. He will share the feedback to Fred, as part of their ongoing conversation. Greg is encouraged that Fred wants to formalize his role.

Ben also asked about Greg's reference to evaluating the effectiveness of Family Faith Exploration program. Greg stated, while numbers have increased incrementally under Betty's tenure, the church is spending tremendous resources to serve less than 50 children. He said that, in a city our size, a church should have about 150 children. He believes we are getting much more "bang for our buck" with Adult Faith Exploration. He reiterated points from his report: that the committee is first asking participants what is and isn't working and then will ask larger questions about how to transform a program that uses a model which basically dates back to the 1950s. Laura noted that, while the Board aims to avoid propping up programs that aren't working, she considers this program essential; a church has to offer something for its children.

2. Review of Financials (February Balance Sheet & Budget to Actuals, and other reports).

For the Budget to Actuals, Matt noted that income is trending under budget, primarily from lower rental income, but that expenses were also tracking lower. Finance Committee member Ron Weber is tracking the budget closely. Matt believes that, with careful spending, we should come in at budget. Matt reported that line 6305, the Board's line item, should come in at budget. The on-line software selling will more than offset the current deficit and completely cover Board members' retreat expenses.

Louise asked about attendance. Matt reported that this is usually included in the packet. When Greg is in the pulpit, attendance is generally around 225 and lower when he is not in the pulpit. Matt also noted that Greg gets to "cherry pick" his Sundays.

Old Business

1. Sabbatical Update

Matt reported that he, Greg and Claire had discussed the possibility of delaying Greg's sabbatical by a year, in part due to ongoing conflict in response to Nancy's departure. Board members were generally supportive of this idea. Other reasons for support included: (1) misunderstanding among some members about Greg's contract and its provisions for a earlier sabbatical (within three to five years of arrival) than was the case under previous ministers and (2) the arrival of new staff members.

Some Board members expressed the need for clear and prompt communication with the Intern Committee if the sabbatical is delayed, as the sabbatical was one reason behind the Board decision to suspend the intern program next year. Matt noted that Greg's sabbatical was not the only reason, and that the committee could still explore the possibility of an internship involving the Faithful Fools during Greg's sabbatical. Matt volunteered to speak with Intern Committee chair Amy Kelly.

Laura noted all this conversation spoke to the need for sabbatical committee, which could communicate with the church. Greg requested a decision tonight, noting that Stefan Jonassan

is actively looking for sabbatical sites for Greg. Greg affirmed that he was okay with a delay of a year.

Stephen **moved** that, with concurrence of our Senior Minister, the minister's sabbatical be postponed for one year. Claire seconded the motion.

The motion was **approved**, with 7 voting in favor, no opposing votes, Judith abstaining and the moderator not voting.

(Don had left earlier in the meeting).

Claire noted that there was a need to follow up on the "teaching church" motion that was tabled at last year's annual meeting.

2. Solar Panel Task Force - next steps

Matt distributed financing recommendations from Solar Panel Task Force. The Task Force placed highest priority is a targeted fundraising campaign and second highest priority on a set-aside in the regular operating budget. Matt reported that the Finance Committee discussed these options and was not enthusiastic about either one. They believe a one-issue campaign is not advisable; rather, a campaign that "bundled" more initiatives would be a better approach.

There was general agreement among Board members that a bundled capital campaign would be better, with members noting ongoing concerns about accessibility issues and the need for refurbishing rooms. A few Board members also believe that technology will improve in the next few years and that it would better serve the church to install panels that met a greater portion of our energy needs. Bill would like to have a better sense of how much of the cost is labor vs. the panel itself, as labor costs will likely increase, while panel costs are likely to come down. Thad would like greater clarity about the potential impact of solar panel installation on the church's life and safety panel. Joel noted that adopting a wait and see attitude means delaying an investment that will eventually pay for itself, even if the technology is not at its highest efficiency.

Matt summarized the conversation, stating that he understood the Board did not support a targeted campaign; he heard no enthusiasm for a budget line item. He would share this information with the Task Force.

Board members reiterated their support and appreciation for the Task Force and the concept of solar panels; the Board believes the issue is timing and fundraising strategy. Thad emphasized that this is an ongoing discussion and that the Board needs more time to digest all the information. Matt will invite the Task Force to the April meeting.

3. Winter Shelter

There was a broad ranging conversation in follow up to Leslie Bader's update on the Winter Shelter at the February meeting. It is clear that Leslie is tired and that few people are taking leadership on the Shelter: dinners are mostly provided by groups outside the church; of the few provided by the church, most are prepared by traditional "stand by" crews, and a few small group ministries; breakfasts are also provided mostly by a traditional crew; Leslie

currently takes on interaction with the Interfaith organization and administrative tasks, such as going to the Food Bank.

Greg emphasized the need to consider any Winter Shelter decision in the context of our mission. He cautioned against (1) basing decisions on reactions from members and (2) expecting new staff people to solve this issue.

Similarly, Stephen emphasized that we need to learn to say no. He referred to our committee structure, which gives the congregation the opportunity to express its priorities by identifying five members willing to support an activity. He believes it is reasonable to say that if five people don't step forward, it's hard to say "the congregation" is supporting an activity. Laura suggested it is always good to take the temperature. Her perception is that new members connect to the shelter. Louise suggested greater communication with congregation about this issue, for example via email.

Board members generally agreed we should explore the option of simply providing space. The Board identified areas where more information is needed: can the Interfaith Shelter take greater responsibility for the daily administration of the shelter? What is the "drop dead" date for committing ourselves to the shelter? And what would be the impact if the church did not participate? Matt and Thad noted that the last time the Board raised the possibility of letting our participation lapse, Leslie committed the church to the shelter on her own initiative.

Stephen and Ben agreed to follow up. Stephen will write an article (probably a Newsletter article), that will include numbers (dinners provided, etc.); Ben will talk to Leslie and the Food Bank and work with Stephen on the article.

4. Board Self-Evaluation

Matt shared some ideas for Board evaluation from Cilla Raughley. The Board felt a more concise evaluation tool would be better. Judith and Stephen agreed to work on this.

5. Evaluation of Greg

The Board has never formally evaluated Greg. Two related activities were mentioned: for the past few years, the moderator and vice moderator have provided input to the Ministerial Relations Committee for their annual evaluation of Greg; at its annual retreat, the Board and Greg discuss progress on the Board's goals delegated to Greg. Claire volunteered to ask the PCD president's listserv for tools/processes used by other congregations.

6. Policy Governance update

The committee (Claire Matt & Stephen) has not met to discuss revising the "Senior Executive" model. Claire and Matt have informally discussed a management council that might include Greg, a senior staff person, plus a congregant (ideally a previous board member). The Board agreed it was difficult to assess this or other possibilities without greater information. The Board agreed that ideas would be solicited from the Board by email; the committee would then meet to consider new models.

Ben left during the break after the old business.

Committee Update & Reports

1. The Lay Leadership Development team

Matt will revise the program council document based on feedback from the committee leaders in January. A new document will be presented at the final council of committee chairs meeting in May. The document will then be presented to the Board at its May meeting.

2. Culture of Generosity team

The group has not met.

3. Finance Committee

Thad reported that auction wouldn't make as much as last year, but will do fine. He praised the excellent work of auction chairs Sharon Jones & Karen Susag. The committee is creating a budget for Greg to consider by next Monday. It will be finalized in the next few weeks, with Greg's feedback. Thad sent email to staff and committees with budget worksheet, and had received good quick responses.

4. Intern Committee Meeting

Laura reported on the January Committee meeting that she and Judith attended. First, they discussed congregational communication, particularly how to put stories together about congregational experiences with interns; she is not aware of any subsequent action by the committee in this area. Second, they created a timeline, in an attempt to reconcile the budget and intern timeline. Finally, the committee doesn't hear from congregation and would like to hear about what is working, what isn't. Matt reiterated he would inform the Intern Committee Chair Amy Kelly about the Board's sabbatical vote.

5. Town Hall De-brief

Jane briefly summarized the Building Town Hall meeting held in late January. It was relatively well attended. Topics covered including balancing various demands for building use with the church's reliance on event income; recent accomplishment, challenges and dreams for the building. Those attending raised several issues; the appearance of the church's grounds engendered the most discussion among the issues raised. Several members expressed concerns about the grounds, especially as it relates to items left by people who sleep on the property. Matt, who took the lead in responding to questions, acknowledged a range of views within the congregation about this issue.

6. CPMC

Bill Wise reported on the latest developments with the proposed CPMC hospital. He highlighted points from his 3/14/2010 email to the Board, reprinted below. In addition to these points, Bill stated that demolition of the hotel will probably start in January 2011.

The CPMC committee met with members of management from California Pacific on March 3. The following topics were discussed:

Historic Preservation: CPMC states that vibration should fall below damage thresholds. They intend to document interior and exterior condition of our building within 60 days of start of construction, and establish background levels for noise and vibration. During

demolition they plan to start at the center of the hotel and work outward so that the building will attenuate the noise and vibration. The noise and vibration will be most during the breaking up of the foundation of the hotel, which should occur about August and September 2011. Much of that will be below grade level.

Sunday construction noise: The construction management plan calls for working hours between 7am and 5pm Monday through Friday, with occasional Saturday work. San Francisco noise ordinances restrict noise levels.

Loading dock noise: They intend to have a traffic controller during weekdays, and deliveries will be made inside the building with the garage doors closed when vehicles are not entering or exiting. There will be some Sunday deliveries.

Ambulance lights and sirens: Based on ambulance runs at the current facilities, CPMC estimates 1 to 2 code 3 (siren and red lights) incoming ambulance runs per day. Sirens and red lights must be on up to the entrance to the hospital. This is controlled by the city 911 dispatchers and the fire department.

Parking: CPMC plans to lease parking nearby for construction workers.

After the hospital begins operation, CPMC does not plan to provide employee parking on site except for physicians. Satellite parking will be leased. There will be a shuttle to Civic Center Bart and to the other California Pacific campuses, and they will also provide transit subsidies.

We will be likely be able to use the hospital parking on Sundays at a reduced rate.

The draft Environmental Impact report is expected to be out by the end of May. I have copies of the ambulance noise strategies report and the Construction Management Plan which I will make available to those who are interested.

Bill acknowledged there remains a range of views in the committee about CPMC's commitment to issues of greatest importance to the church, such as noise, parking and Sunday construction. He is confident in their verbal promises, while others remain concerned about the lack of written commitments.

7. Annual Budget Drive

Matt distributed publicity materials developed by the ABD committee. The lunch last Saturday had a small board presence: Matt, Claire and Thad. Greg spoke at the event about the Board's goals. Those in attendance responded favorably to worship statistics, especially the population of our podcasts. The ABD chairs request greater board presence and participation. The three remaining events are: Saturday 3/20, 3:30-5:30; Saturday, 4/3, 3:30-5:30; and Saturday, 4/10, 2:30-4:30.

The ABD "message" this year focuses on the need to sustain seeds planted last year; there are no big new initiatives this year. Laura likes the ABD materials' inclusion of information on percentages and believes it supports the Board's overall generosity priority, Matt distributed pledge cards to the Board and requested they submit cards back to him, stating it has been helpful to have the commitment from leadership before going to the congregation.

New Business

1. June 12 church-wide celebration

Matt presented his idea for a celebratory event, with no business items; he believes it would be a good opportunity to recognize achievements, people's energy and speak to one church, not many little churches. The Board was supportive of the idea and Thad agreed to help. There was some conversation about potential scheduling coordination and conflicts related to the annual intern dinner and annual pre-GA luncheon sponsored by denominational affairs. Matt will clarify the schedule.

2. Bylaw change re: Board of trustee term length (Stephen S.)

Stephen presented in his recommendation that the Board terms be changed to three-year terms with a maximum of two terms. Given that the board is being reduced to nine members, he believes that this would be better suited than the current two-year, three-term maximum provisions in the bylaws. It generally takes Board members a year to get going, leaving members with one year of being effective. With such a small Board, two-year terms contribute to high turnover and loss of institutional memory. While the nominating committee thinks it would be difficult to get people for 3-year terms, it is important to remember that they would only need to find three people/ Stephen also noted that the church did have three-year terms for Board members many years ago.

Stephen also believes greater conversation about Board service is needed, as some people have an "us versus them" perception. While supportive of the concept, Claire expressed concern that this change would be perceived as entrenchment of the Board members.

Matt wrapped up the conversation, asking the Board to table any decisions until next month, per our custom. He will put a question to the PCD president's listserv about congregations' experiences with different board terms.

3. Bylaw change re: audit requirement

The bylaws currently require an annual audit. For the last few years, the Board has asked for a waiver of this requirement to allow for a Financial Review instead. Matt presented a proposed bylaw change, recommended by the Finance Committee and reprinted below. Thad noted that an audit costs about \$27,000, compared to about \$17,000 for a Financial Review. It was noted that there would be an audit next year, given the major change in administrative personnel. There was general support for the proposed bylaw change.

Amendments as follows to: Art. IV, Board of Trustees, Par. D, subpar 1 and
Art. IV Board of Trustees, Par. F, subpar 4.

[New language is underlined and deleted language is ~~overstruck~~.]

ARTICLE IV -- BOARD OF TRUSTEES

D. Responsibilities and Powers

1. The Board of Trustees, on behalf of the Membership, is the authority for the Society between Membership meetings. The business and affairs of the Society shall be managed under the direction of the Board, including, but not limited to, the conduct of its business affairs, the management of its property, the engagement of Non-called Ministers, the preparation of an annual independent-audit financial review, continuing

long-range planning for the Society, the control of its administration, including hiring and termination of employees, the establishment of contracts with its ministers, the review of the Bylaws and the coordination of its programs, except as otherwise restricted by these Bylaws, However, the Board shall not have the power to sell or to lease the Society's real property for a period of more than one year without approval of the Members. The Board shall prepare an independent financial audit whenever the senior minister, bookkeeper or executive director cease to be employed by the Society, whenever any asset issues make an independent financial audit necessary and at any other time that the Board deems an independent financial audit to be appropriate. The Board may delegate any management activities to anyone as it deems necessary and appropriate for the effective operation of the Society.

F. Officers

4. Treasurer

The Treasurer shall be the Chief Financial Officer of the Society. The Treasurer shall meet regularly with an appropriate member of the Society's staff to review the Society's financial condition. The Treasurer shall also directly review the Society's financial records, as necessary. The Treasurer shall oversee the Board's annual ~~audit~~ financial review process, which will include recommendations of an independent auditor to the Board each year, and will work with that auditor to prepare the annual ~~audited~~ reviewed financial statements. The Treasurer shall oversee any independent financial audit directed by the Board. The Treasurer will also work with an appropriate member of the Society's staff to prepare and present an annual budget to be considered by the Board, and will present the Board-recommended budget to the Membership for the Members' consideration at a meeting called for that purpose. The Treasurer shall have such other duties as may be assigned by the Moderator, the Board, or the Society. The Treasurer shall be covered by a bond, the amount of which shall be determined by the Board or an appropriate member of the Society's staff upon delegation of this task by the Board, and paid from Society funds.

Matt asked for motion to recommend this bylaw change to the congregation at May budget voting meeting.

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

The motion was **approved** by a unanimous vote of 7 to 0 and the moderator not voting.

(Ben and Don had left the meeting).

4. Hinckley Board Vacancies/Nominations

The Hinckley Board has two vacancies. The Hinckley Nominating Committee has nominated two people: Kathleen Quenneville and Lucy Smith. The Board has no obligations in this area, but does have right to nominate additional people. As part of the regular April Board meeting, there will be a joint meeting of the Church and Hinckley Boards to vote on these nominations.

Upcoming Events

April 11 - Nancy Evans Appreciation Party
April 13 - Special Budget Board Meeting
April 17 -Interfaith dance (us + 3 other groups that use our building)
April 18 -Annual Budget Drive Sunday
April 20 - Regular Board Meeting
April 20 - Joint meeting with Hinckley Board @ beginning of our meeting
April 23 - Board dinner (great green auction item)
May 2 - Congregational Informational Budget Meeting
May 8 - CCC meeting
May 8 - Michael Walker's ordination
May 9 - Board Breakfast (great green auction item)
May 16 - Congregational Voting Budget Meeting
June 6 - Annual Meeting
June 12 or 19th?? - All church celebration!

Matt asked continuing Board members to let him know their availability in August for the Board's Annual retreat. The Board reunion/social get-together will also be rescheduled.

Matt reported that he is in communication with Revs. Kay and Margot to confirm dates for listening circles.

Appreciation

Sharon Jones & Karen Susag, Green Auction

Claire wrote notes to thank Mason Ingram and Dick Castile for their front desk service and to the Solar Task Force members.

Thad will write a note to Dick Castile.

Good and welfare

Bernice Biggs took a fall in her apartment last Saturday; she was at SCW today.

Marbeth is improving and will go home end of month.

Dolores Fletcher can go home in two weeks, for the first time since November.

Closing. Thad finished reading from "How to Build Community."

Adjournment

Matt adjourned the meeting at 10:15pm.

Respectfully submitted,
Jane Park, Secretary, Board of Trustees