

**FIRST UNITARIAN CHURCH OF WILMINGTON, DELAWARE
BOARD MEETING MINUTES**

MEETING: Board of Trustees Meeting, August 17, 2015. **TIME:** 7:00 p.m. – 8:55 p.m.

MEMBERS PRESENT: Ostin Warren, Anna Hamilton, Marilyn Hyte, Donna Gonzáles, Jacqueline Kairis, Becky Laster, Doyle Dobbins. **MEMBERS ABSENT:** Linda Sanders, Leslie Dickerson

NON-MEMBERS PRESENT: Roberta Finkelstein.

Recording Secretary: Doyle | Process Observer: Donna | Centering and Chalice Lighting: Donna

Note: To better ensure follow-through with action items from Board meetings, areas for specific follow-up are **highlighted in red font** throughout this and subsequent meeting minutes and Board decisions are **highlighted in green font**.

Agenda Review: Ostin reviewed the agenda and was complimented on his cross-word agenda creativity.

Opening Words: Donna lit the chalice and provided the opening words. It was noted that the process observer should be the timekeeper and keep us on task within the context of our board covenant. Donna received a copy of the covenant from Ostin for reference purposes.

Treasurer's Report: Steve was not present, but submitted the Treasurer's Report in advance of the meeting, in addition to the Profit and Loss Statement and the Balance Sheet Chart. The report highlighted the uniqueness of the first month of the fiscal year, because of the high pledge income from pre-paid pledges. Josh and Michelle's salaries and benefits made expenses higher for this first month than they will be in the future. The report suggests that we should wait until we have three months of profit and loss data to draw conclusions about how the year is going. **Anna moved that the Report be accepted as presented. Seconded by Becky, and the motion passed unanimously.**

Consent Agenda: It was noted that the consent agenda should lead to the approval of previous meeting minutes and reports, which will be presented in advance; this should lead to minimal discussion, questions, and comments, and, give us a good tool to help us manage our time and work. This theme was further highlighted in Roberta's comments about governance and can be found in the addendum to the minutes.

- **Incidental Report:** The report highlighted the need to recruit new members for the Personnel Team, so that a person would not be expected to serve on the Team and the Board at the same time. Marilyn gave examples of how this can be a conflict of interest. **Members agreed that these tasks should be separated and that this separation should be achieved as expeditiously as possible.** Our policies may need minor revision to reflect this separation of service. **Ostin and Marilyn will review our Bylaws and policies and recommend revisions, if necessary.**
- **Report on Timeline Changes:** The report proposed reducing the frequency of reporting requirements and length of reports with regard to policy monitoring. Eleven reports would be removed from the schedule, while re-focusing the reporting process so that the board remains adequately inform. This requires amending policy EL 8.8 to read: "Fail to report on a monthly basis any actual or anticipated non-compliance with any policy of the Board." **Doyle moved that these proposals and the policy amendment for EL 8.8 be accepted. Marilyn seconded, and the motion passed unanimously. Doyle and Ostin will make sure the schedule and policy documents are updated and communicated appropriately.**
- The Treasurer's Report will be part of the consent agenda at future meetings.

Governance/Ministry/Management Distinctions: Within the context of our intention to move away from a strict policy governance model to a more flexible policy based governance model, Roberta provided a summary of what this means for Board development and the importance of having a clear and distinct understanding of what is guided by policy and what is the work of ministry. Her presentation is in the addendum to the minutes. Discussion followed her presentation with consensus agreement being reached and our intention to following up on:

- Clearly distinguishing between governance and ministry in all board deliberations.
- Recognizing that--if policies are in place, follow them; if policies need amending, be methodical in taking action.
- Using the consent agenda expeditiously, getting questions clarified in advance of meetings whenever possible.
- Communicating with all board members on most items, rather than two or three, so that all are adequately informed.
- Being committed to keeping ourselves on tract, preparing for meetings in advance (most reports and other relevant information will be available approximately ten days in advance), and adhering to our covenant.

Retreat Follow Up:

- **Mission** – Richard Speck challenged us to know our mission and to pursue it. Although updating our mission may have value, the majority preferred a “go slow” approach. Roberta plans to have a series of sermons on the mission. The mission and ends statements may be assessed again at a later date.
- **Membership** – Membership growth and retentions is everyone’s business. Therefore, how we interact with visitors, promote membership retention, do outreach, and address all other aspects of membership will need careful planning and adequate resources. **Ostin will request that Roberta and the ET identify the resources needed to spur membership growth and retention.** In addition to the membership team, we may need sub-teams to focus on specific areas—the idea was expressed that we might consider establishing a membership council and adding commissions to the council to address specific membership issues or areas.
- **Annual vision of ministry** – **This work seems to have been completed at the retreat.**
- **Regionalization** – Paul Pinson described the work underway to move from many districts to five regions. He urged us to prepare to select delegates to attend the regional meeting scheduled for next April and to vote to approve regionalization. **Board members will research delegate selection options and determine whether or not we need a new or amended policy for delegate selection.** In addition, Doyle reported that progress has been made towards forming a public statement/policy committee, and that most likely it will have a regional connection or component.

The Heritage Fund: Ostin distributed the Heritage Fund brochure and urged members to give to the fund through whatever vehicle individual members may prefer. Board members, as church leaders, have an opportunity to set a significant precedent. Anna, as a financial advisor, offered help with this initiative, if the need arises.

Process Review and Closing Words: Following Donna’s complimentary review of our process, she offered closing words, and the meeting was adjourned at 8:55 p.m., recording a slightly less than two hour meeting.

ADDENDUM

Presentation for August Board Meeting *Rev. Roberta Finkelstein, Developmental Minister*

Board development (ongoing learning together) is one of the ways I will fulfill my obligation to you as defined in the goal in my contract that says:

Working together with lay leaders, transition from policy governance to policy-based governance to implement a shared ministry model.

Here are my initial thoughts for reflection and conversation.

Governance simply means how people organize themselves.

A system of governance defines roles, relationships, authority, responsibility and accountability in the organization. These definitions apply to the Board of Trustees, the Executive Team, the minister, the staff, committees, task forces, and teams.

The form of governance in a UU congregation should be democratic and participatory, per our Fifth Principle. In fact all leadership in UU congregations should reflect all 7 UU Principles.

We, the member congregations of the Unitarian Universalist Association, covenant to affirm and promote:

1. *The inherent worth and dignity of every person;*
2. *Justice, equity and compassion in human relations;*
3. *Acceptance of one another and encouragement to spiritual growth in our congregations;*
4. *A free and responsible search for truth and meaning;*
5. *The right of conscience and the use of the democratic process within our congregations and in society at large;*
6. *The goal of world community with peace, liberty, and justice for all;*
7. *Respect for the interdependent web of all existence of which we are a part.*

The form of governance in a UU congregation should be **sustainable** (that is, the congregation should have both the material and volunteer resources to achieve it) and **responsible** (that is, the congregation should be able to live out its mission under this form of governance.) This is true for all non-profit organizations.

The form of governance in a UU congregation should be **mission driven and visionary**. This is true for all religious organizations.

Policy based governance meets all of these requirements. According to Dan Hotchkiss, policy based governance provides:

- A unified structure for making governance decisions
- A unified structure for making ministry decisions and getting work done
- A firm and well-marked boundary between them with active mutual communication and accountability.

You wish to move from a strict policy governance model to a policy based governance model. The in-between time could get messy and confusing. You don't want to fall back into being a management board. You found the reporting and compliance requirements of your previous model too burdensome. You want less governance and more ministry. AND you still want to practice good governance. This means having a board discipline that keeps you on track.

First ask yourselves, "Is It Governance or Is it Ministry?"

Whenever an issue comes to the Board, and you need to decide if it is appropriate for Board consideration. You must first ask, "Is it governance or is it ministry

Governance is concerned with the big picture of the congregation and with protecting and sustaining assets.

Governance is about the 'what' – the fiduciary and strategic questions.

Ministry is about the 'how' – pretty much with everything else that goes on.

Governance is about oversight and definition and accountability.

Ministry is about implementation.

Governance produces minutes, policies, mission statements, goals, strategic documents.

Ministry produces programs.

Governance is providing direction and oversight.

Ministry is action.

It is Governance!

Step 1: If it is a governance question, do you have a policy in place that addresses the question?

Can It Wait?

Step 2: If there is a relevant policy in place, the issue can be easily dealt with. If not, you need to ask yourselves, “Does this issue need to be dealt with now, or can it wait until a relevant policy is in place?”

Step 3: If you feel that there is a need for immediate action, do so in such a way that you are laying the groundwork for creating a policy rather than making a one-off decision. If the issue itself can wait, then your work is to write the policy.

It is Ministry!

Step 1: If this is a ministry question, do you have a policy in place that clarifies who in the ministry structure you can refer this to? Does that policy provide sufficient clarity as to the limitations of the authority of that person or committee? Does the policy include a feed-back/accountability loop? (Remember that for the most part, the Board never wants to get into management of staff or programs; you want policies that clearly delegate that to your staff and ministry teams.)

Step 2: If you can comfortably delegate based on current policy, then make sure you know who is going to communicate that the issue has come to you and been delegated to it doesn't get lost between Board and Executive/staff/ministry teams.

So what is Board discipline?

It is holding yourselves and each other accountable for practicing governance at meetings and in between. It means, at the very minimum:

- Reading in advance all written materials you are given prior to a meeting and asking questions of clarification in advance
- Using the consent agenda carefully. The consent agenda is both a time management tool and a tool for keeping you focused on governance rather than ministry questions. Items on the consent agenda should not be discussed at the meeting. A request to take something off the consent agenda should be carefully considered – is it due to a governance question? If not, then don't do it!
- Use your process observer to keep you on track. The process observer is more than a time keeper; the role also includes making sure the board keeps the focus on governance questions. And it also includes making sure conversations are civil and respectful and reflective of your covenant.
- Every board member shares responsibility for keeping the meetings on track, staying focused on governance, and remaining in covenant.