

FIRST UNITARIAN CHURCH OF PORTLAND

Meeting of the Board of Trustees Regular Meeting, January 22, 2004

Present: Kathryn Estey (Moderator), Lee Fawcett (1st Vice Moderator), Pat Emmerson (2nd Vice Moderator), Don Watne (Treasurer), Margo Clark (Secretary), Dave Patterson, Elsa Porter, Linda Roach, and Vic Vore

Absent: Teri Martin, Peggy McComb, Pierre Provost

Ministers: Marilyn Sewell (Senior Minister), Tom Disrud (Associate Minister), and Bruce Davis (Intern Minister)

Staff: Nancy Olson (Church Administrator), Cecilia Kingman Miller (Director of Stewardship), Craig Towers (Membership), Susan Jackson (Membership)

Guests: Stephen Cross (Chair, Membership)

Minutes: Jan Larson

Welcome

Kathryn Estey opened the meeting at 6:40 pm.

Opening Words

Marilyn Sewell read a story one of our members sent to her about a situation involving the kindness of a stranger. She opened up the circle for those who would like to share a time when they were befriended by a stranger or did the act of kindness themselves.

“To do” List and Actions Taken

Everyone: Attend Board Retreat Sat., Jan. 24, 8:30 a.m. to finish Bylaws draft.

Everyone: Encouraged to attend the Nominating Committee’s event “Paths to Leadership” on Sun., Feb. 1, 4:30 p.m., Fuller Hall.

Everyone: Attend the Café Conversations on the topic of democracy slated for Sat., Feb. 7, 10 a.m., Fuller; Sat., Feb. 21, 10 a.m., Fuller, and Sun., Feb. 22, 2 p.m., Chapel.

Linda: Will email board about the “script” (info) re: the Café Conversations.

Dave: Will email Kathryn the UUA’s “Business Resolution or Amendment to Rule...” form so that she can send in our board’s endorsement of including the “Rights of Members of Member Congregations” Article G-3/Section 10.1 on the 2004 GA business agenda.

Everyone: Encouraged to attend the next round of Congregational Advisory Task Force meetings. Dates are Tues., Feb. 17, 7 p.m. and Wed., Feb. 18, 2 p.m. Both sessions will be held in Fuller Hall.

ACTIONS TAKEN

1. The board approved a revision to board policy IV. Board/Executive Team Relationship – Section A. Composition of Executive Team.

Prior to this revision, Section A read: “The Executive Team shall be defined by the board, and currently consists of the senior minister and the associate minister. In the event that a member of the Executive Team is unable to serve, the Executive Team will continue operating without that member unless either the Board or the Executive Team has designated a temporary replacement.” The revised Section A now reads: “The Executive Team shall be defined by the Senior Minister and ratified by the Board of Trustees.” [POST-MEETING NOTE: Board Policy IV.A./Composition of Executive Team will be revisited at a future board meeting for additional clarification.]

2. The board approved an endorsement to place the UUA proposed Bylaw change “Rights of Members of Member Congregations” before the annual General Assembly this June. The proposed rule reads as follows:

Rule G-3.10.1. Democratic process. Because the Association is committed to the use of the democratic process through open procedures that allow all members of its member congregations to follow and participate in its governance, all meetings of the Board of Trustees and all other Association elected and appointed boards, commissions, committees, and task forces shall: (a) make meeting dates, agendas, reports, and draft minutes available to the congregations within a week of the time they are given to committee members; (b) be open to observers (with the exception of executive sessions to discuss personnel, ministerial fellowship, litigation, or negotiations); (c) provide a way for members of member congregations to comment on issues before a vote is taken. (d) allow members to subscribe to board and committee email lists on a read-only basis. Implementing this rule shall be the responsibility of the Board of Trustees. The Board shall designate a specific person or committee to whom comments about adherence to these rules may be addressed. The Board shall report to the General Assembly annually for the next three years on its implementation.

Meeting Administration

Vic Vore volunteered to be the process observer for the meeting and Pat Emmerson agreed to be the timekeeper.

Elsa Porter moved that the minutes from the previous meeting be approved. Margo Clark seconded the motion and it carried.

The agenda was reviewed and approved.

Announcements

Pat Emmerson will not be able to continue serving on the Board after May 2004.

Julia Spence and George Crandall, Vision Committee, have a standing invitation to be at Board meetings.

Vision Committee Update

Vic Vore stated the committee's work in the Eliot Center is progressing "rapidly and eloquently." Don Watne reported that they are working on an informational packet to present to the congregation as well as informational displays. The architects are currently "tweaking" the design. Dave Patterson asked about the plan for a parking structure to be located underneath the building. Don clarified that the current plans "keep the option open" for an underground parking area. Linda Roach reported she's had conversations with a friend of hers who is involved in the "green certification" of buildings and that she might be a good resource person.

Questions arose regarding LEED certification for the Eliot Center building. [POST-MEETING NOTE: Julia Spence, Vision Committee member, clarified via email (dated January 26, 2004) the following: "The Vision Committee has asked the architects to make sure that our building will qualify for LEED certification through the U.S. Green Building Council's program. LEED has several levels (silver, gold, platinum). Our architects, Thomas Hacker and Associates, are educated and experienced regarding LEED. Their own building is a LEED certified building. We are not sure what we will be able to afford until we know more about the various options, but we intend to recommend attaining at least the basic level as a part of our recommendations to the Board. The LEED certification process provides many options from which designers may choose the most appropriate way for the individual client and building to attain the certification. LEED was developed in the last 2-3 years as a way of providing a common language and set of standards for commercial building design and construction related to energy efficiency and environmental sustainability. By using the LEED system, we do not have to invent or re-invent the wheel. I would like the Board to understand that we on the committee are fully committed to making sure that the Eliot Center reflects our congregational environmental principles."] Linda Roach has the name of a contact who may be able to help us find grant money for LEED certification.

Kathryn Estey asked for clarification on congregational approval and Don reminded all that the building has previously been approved by the congregation but the updated costs will have to be approved.

Cecilia Kingman Miller, Director of Stewardship, reported that the Capital Campaign is on an 18 month cycle. She reemphasized that the correct approach for fundraising within a church community is one of spiritual enrichment. It is religious practice and a time of maturation and of growing together. Our members are not donors but are stewards of our church community.

Monthly Program Review

Craig Towers and Susan Jackson presented their report on Membership. They were accompanied by Stephen Cross, Chair of the Membership Committee. (See report included in your board packet.) Craig reports that about one third of our visitors come because friends or family have told them about First Church. Membership has a full cycle of activities and programs which occur regularly throughout the year. Their outreach is diverse and welcoming. There were 22 people at last week's Path to Membership class. New members especially appreciate Open House at the ministers' homes and the certificate they receive good towards an Adult Ed. Class of their choice. The Membership Handbooks produced Fall 2003 are proving very helpful.

Stephen and Craig reported that the committee does follow up surveys after the first three months and that they are developing a plan for a 6 month phone conversation check-in. Craig stated that he finds this work deeply satisfying as the new members are so happy to have found a spiritual home.

The team reported that a major challenge is assimilation and retention. They see this in part because we are a large church. It is crucial to help members find an initial appropriate “niche” where they can more easily and comfortably begin to feel a part of the community. Kathryn asked about attrition and Stephen responded that they are planning for exit interviews to help determine reasons for people leaving. It is true that some folks “fade away” – perhaps they never got truly connected here. This led to some discussion about how big can we get? Craig pointed out that we are not “recruiting” members – people come to us and want to be here. Kathryn noted as well that increasing our retention rate is a huge challenge with our current staffing and volunteer hours.

Pat asked about use of the Talents and Gifts form. This information is entered into a database and Craig also makes copies for program staff to draw upon. Members such as Helen Warbington and Bob Townsend working in Sunday service areas also receive this form. We do not, however, have data still on file for long time members. It may be time to initiate some kind of “Talents and Gifts” renewal opportunity for on-going members.

Another challenge is new member pledging levels. Membership will be working on this with our Stewardship Director. Elsa asked how many long time “friends” become members. We have many people who participate and pledge but choose not to sign the membership book. Craig states that many of these folks have said they simply are not “joiners.”

Stephen stated that many of their goals could be more easily fulfilled if they had a larger committee, and with less turnover. Susan reminded us that it is our joint responsibility to help our members feel welcomed, nourished and connected in.

Board Action/Decision Items

Bylaws Working Group

The Bylaws Working Group is still hard at work on the revisions and thanked Marilyn and Tom for the helpful comments they had sent. Dave stated they are still seeking to clarify the different roles of delegated authority (executive team, the board, the senior minister). For example, some churches have ministers only on their executive team while others contain also the church administrator. Pat asked how we protect the ministerial function of the ministers as separate from the administrative functions of the ministers, stressing a spiritual leadership difference. Marilyn stated that she does not see the two functions as separate, that it is a continuum, that the spiritual is infused within all their decision-making processes. Tom concurred with an example of how spiritual and financial leadership walk hand in hand.

Dave wondered, given that our ministers now fill many roles, what if in the future the church has a minister who does not want to take on administratively focused roles?

Tom stated that the Associate Minister is in partnership with the Senior Minister. They will do what is best to keep the church whole and healthy. For example, if the Senior Minister retired and the new Senior Minister did not want to partner with the Associate Minister, the Associate Minister would step aside. Elsa said the Search Committee should be sensitive to a variety of possible situations when one minister or another should decide it is time to retire. Our Associate Minister is a called minister too.

Linda stated that she thinks a flexible document is essential as the church will change over the years. The bylaws cannot be continuously rewritten. They are a more stable document than church policy documents.

The discussion moved to Article 3, Section 3, "Executive Team's Authority." Marilyn Sewell, as our called Senior Minister, is the Chief Executive. There was discussion around the table as to the correctness of the first sentence in this section: *The Executive Team shall be defined by the Board of Trustees in the Board Policies*. It was agreed that the Board does not *define* the team but that the Senior Minister, as Chief Executive, chooses the team. The team is responsible to carry out church policy - the ministers are accountable to the Board for our church's *Ends*.

Bruce clarified as well that the Executive Team is accountable to the Board for policy achievement but not for the spiritual/ministerial part of the continuum. Lee stated he sees the Executive Team as one entity and the Ministers as another. Marilyn emphasized her opinion that the Senior Minister should choose the Executive Team and that the Executive Team is responsible to the Board for *Ends*. Linda said she was reluctant to change the above mentioned sentence under article 3, Section 3.

Marilyn proposed a compromise: *The Executive Team shall be defined by the Senior Minister and ratified by the Board of Trustees*. It was also noted that it is not correct to say that the Executive Team *shall function as the church's chief executive* in the following sentence. Tom noted that these changes would affect policies as written then in Section 4 of the policies – Dave said he would make the change. [POST-MEETING NOTE: Further clarification is needed regarding the rewording and/or other changes required in Board Policy Section IV.A./Composition of Executive Team.]

Both of these Article 3, Section 3 changes were approved. Linda motioned for the change to be made and Don seconded.

There was also some discussion about Article 3, Section 2, last line: *The Board of Trustees is responsible for all fiduciary matters of this church*. Bruce stated that fiduciary means "trust." Cecilia stated that the Board bears fiduciary responsibility. Don wondered if this needs to be written in the bylaws since it is in the policies. He suggested it be discussed more and then that they confer with the lawyer.

One last change was made in Article 3, Section 1. The word *selection* in the last line of the paragraph was changed to *calling*.

UUA's Proposed Bylaws Change

(See January board packet) Dave said that 27 congregations want the resolution "The Rights of Members of Member Congregations" to be placed on the UUA General Assembly's 2004 business agenda. Kathryn asked why it has come up at this time. Why would some oppose it? Who was supporting it? The proposal applies to how the UUA would be required to conduct its affairs, not how member congregations would have to conduct theirs. However, our Board supports the idea of openness and transparency in our own congregation, as well, and will continue working towards this. Linda made the motion to support placing the resolution before this year's G.A. and Vic seconded it. The motion was approved. Dave will pass the resolution form on to Kathryn who will submit it on behalf of the Board.

Discussion and "Reporting In" Items

Executive Team announced that they have invited members of their Ministerial Relations Committees to attend board meetings so as to be better informed and able to help the ministers with the new governance model. The Board thought this a good idea.

Financial Reports: Some Board members expressed concern that we frequently run out of time and are not able to look over the reports together. Don encouraged people to ask him questions at any time. It was asked that the financials be moved to the head of the agenda so this doesn't happen. Elsa reminded everyone that we need to make sure that the congregation has plenty of time and opportunity to be involved in the budget development process.

Process Observation

Vic reported that we were focused. We felt the pressure of time. But we were also nice to one another, and considerate.

Closing Words

Linda read beautiful words from William Henry Channing (Unison Reading 484 in our hymnal.)

The meeting closed at 9:08 p.m.