

First Unitarian Church of Portland

Board of Trustees Meeting – February 1, 2024 – Agenda
Board (only) Deepening 6:00-7:00 pm, Board Meeting – 7:00-9:00 pm
Buchan Reception

Join Zoom Meeting:

<https://us02web.zoom.us/j/82930223125?pwd=TDdrckx1T0lSTG1KT3BFWGx5MmQyZz09>

Meeting ID: 829 3022 3125

One tap mobile

Passcode: 398649

+12532158782,82930223125# US (Tacoma)

Board Meeting

6:00 Board Deepening/Check-in (Board only)

7:00 **Convene**

Board Roles

- Chalice Lighting/Opening Words – Leslie
- Determine Quorum
- Review Board Covenant
- Process Observer Review
- Review Agenda

Timekeeper –
Process Observer –

7:10 **Congregant Comment Period**

7:20 **ET Update**

7:35 **Board updates**

- Updates from board goal accountability stewards (no more than 3 min. each)
 - Board Liberation Team (BLT) report on Anti-Racism Goals
 - Governance Committee report on Board Size Goal
 - Leslie report on Article II Goals

Dates to Calendar

- Sewell Lecture - Steve Phillips; evening of February 27, 2024

7:45

Consent agenda

1. Charter ad hoc committee to lead engagement of organizational consultant(s) for evaluation of Executive Team competencies (per Board Governing Policy 2.2)
2. Charter ad hoc committee on board size, amend board goal timing
3. Approve Finance Committee recommendation for ministerial housing allowance
4. Confirm Annual Meeting Date and voter eligibility
5. Approve past board minutes as included in board packet

7:50

Business Agenda

- Review adopt proposed scope/bounds for church goals planning process

8:10

Generative Conversation

- Discuss congregant and staff feedback and subsequent refined 24-25 budget priorities to guide Executive Team's initial budget proposals

8:40

Executive Session - Update, as needed

8:45

Meeting Wrap-up

- Closing comments, items for future agendas
- Communications Check
- Process Observations
- Closing Words – Leslie

9:00

Adjourn

Our Mission:

The mission of First Unitarian Portland is to create a welcoming community of diverse individuals; to promote love, reason, and freedom in religion; to foster lifelong spiritual growth; and to act for social justice.

Our Vision:

First Unitarian Portland is a beacon of hope for us and for our community, a spiritual center in the heart of our city that helps each of us to find our moral compass, calling and challenging us to build the beloved community with an ever-deepening sense of spirit, diversity, and inclusion.

Church Goals 2021-2024

As we work to embrace our call as a justice-seeking community in the emerging post-pandemic era, we recognize the unique value First Unitarian Church and liberal religion bring to Portland and the larger community. We will:

1. Continue, and enhance as we are able, our vibrant ministries in worship, music, adult and young people's spiritual education, and social justice.
2. Successfully complete the ministerial transition and establish covenantal relationships among the new minister, the congregation, staff, and Board.
3. Take the next steps toward living into the 8th Principle by examining all parts of the church structure to ensure we are accountably creating a multicultural and anti-racist environment where each person is welcomed and finds connection.
4. Create a long-term plan for development and sustainability of the church campus given congregational needs and resources, community needs, and the evolving dynamics of downtown Portland.
5. Enhance and promote an ever-growing culture of generosity and financial sustainability.

Board Goals 2023-2024 (update 2023)

1. Improve the work of the Board to be increasingly more antiracist by:
 - Co-sponsoring the Advancing Racial Justice Action Group (ARJAG) event on microaggressions and working with ARJAG as needed to support this event
 - Committing that each Board member will participate in an Antiracism Learning Circle or a similar activity.
2. The Board will create an Ad Hoc committee to reopen the investigation on Board size to present, by February 2024, a written recommendation to the Board whether to change the size. The Board will decide on this recommendation by its April 2024 regular meeting and plan further action, if necessary. If there is a recommendation to change Board size and the Board agrees with that recommendation, the Board will develop a plan to have congregational presentations and/or forums on the issue during the 2024-25 Church year.

The committee to consider the question of Board size will consist of two members of the Governance Committee and volunteer Board members previously involved in this matter.

3. Article II:

- Have an Article II presentation put on the Board agenda to ensure that all board members understand the proposed revisions to Article II of the UUA Bylaws.
- The Board will hold at least two forums to educate the congregation about the proposed changes to Article II, and it will facilitate a process to decide on what recommendation(s) the Board will give to Church delegates who will vote at the 2024 General Assembly.

BOARD COVENANT OF LEADERSHIP 4/2023

We covenant to

1. uphold the spiritual nature of our work by regularly engaging in spiritual deepening.
2. demonstrate our leadership and commitment to the church by our example.
3. listen with an open, nonjudgmental mind and heart.
4. treat our time on the board as an opportunity to make an important gift to our church.
5. communicate openly and appreciate others enthusiastically.
6. practice respect and care for each other.
7. work toward repair when harm is done.
8. act for the good of the church and the community.
9. acknowledge and understand the true history of the church we inherit, and together build a future that embodies our Unitarian Universalist values.
10. cultivate relationships within the congregation.
11. discuss and disagree with curiosity, expressing ourselves as clearly, honestly, and lovingly as possible to further the goal of building understanding.
12. speak openly with the congregation, respecting the confidentiality of board conversations

We pledge to observe these promises, to do our best to trust that others are also observing them, and to be forgiving when we inevitably make mistakes. We accept the accountability implied in these promises.

Background:

- Board Governing Policy 2.2 (Formation of the Executive Team) states: “As required by the Bylaws, the Board delegates the administration of the church to the Senior Minister who, after consultation with the Board, appoints an Executive Team to assist the Senior Minister in the church’s administration. It is critical to the concept of delegation that the Board reasonably believes that the Executive Team is competent to handle the responsibilities that are delegated to it. The Board shall evaluate the Executive Team at such time it is constituted and when it changes personnel to ensure competency to manage the church. The Board, in consultation with the Senior Minister, will retain a consultant to coach the Board or to assist in the evaluation. If there are significant gaps in competency, the Board and Executive Team shall work together to address them within the limits of the financial resources of the church.”
- The Executive Team personnel changed in June 2022, with the Rev. Alison Miller beginning her role as Senior Minister.
- Since that time, the Board and Executive Team have worked collaboratively to meet short-term gaps in Executive Team competencies (e.g. retaining an external human resources consultant to review church employment policies and practices) and to determine an appropriate time to conduct the evaluation required in Board Governing Policy 2.2.
- At its November 2023 meeting, the Board discussed potential scope and membership of an ad hoc committee of the board to pursue and lead the evaluative work under Board Governing Policy 2.2. This consent agenda action will formally charter and initiate the work of the committee.

Action for Board of Trustees consent agenda consideration:

The Board of Trustees charters an ad hoc committee of the Board with the following membership and for the following purpose:

Ad hoc committee name: 2.2 ET Evaluation Committee

Ad hoc committee membership: John Bishop, Caitlynn Hill, Adam House, Roger Robinson, Rev. Alison Miller

Ad hoc committee purpose, scope and duration:

- The committee’s general purpose is to work collaboratively with the Executive Team to research and make recommendations to the Board to complete an evaluation of the competency of the Executive Team to administer the church, as required by Board Governing Policy 2.2.
- The committee shall:

- (February 2024) Research and recommend to the Board organizational consultant(s) who can assist the Board in the related evaluation.
- Solicit evaluation project scope(s) and bid(s) from organizational consultants(s), and bring a recommended proposal to the Board for authorization no later than the May 2024 meeting of the Board. At a minimum, evaluation project scope(s) should include:
 - Evaluation of the competencies of the existing Executive Team with prioritized recommendations for filling any identified immediate-term gaps in competency
 - Assessment and recommendations related to succession planning and structural reforms for any reasonably anticipated changes to the ET within the next 5 years
 - Assessment and recommendations related to ET competencies, practices, policies, and structures required to better enact the 8th Principle in ongoing administration of the church.
 - Other scope components determined collaboratively by the ad hoc committee and approved by the Board.
- In collaboration with the ET, identify appropriate funds to pay for the proposed scope, requesting budget amendments, if needed.
- Act as liaisons between the Board and selected consultant(s) during the period of engagement. Work with the consultant(s) to review initial draft findings and recommendations and to deliver final findings and recommendations for Board review and approval by no later than the September 2024 meeting of the Board.
- The ad hoc committee will dissolve at the conclusion of this scope of work.

Background:

- The Board of Trustees has previously adopted the following board goal for the 2023-24 church year: “The Board will create an Ad Hoc committee to reopen the investigation on Board size to present, by February 2024, a written recommendation to the Board whether to change the size. The Board will decide on this recommendation by its April 2024 regular meeting and plan further action, if necessary. If there is a recommendation to change Board size and the Board agrees with that recommendation, the Board will develop a plan to have congregational presentations and/or forums on the issue during the 2024-25 Church year. The committee to consider the question of Board size will consist of two members of the Governance Committee and volunteer Board members previously involved in this matter.”
- This consent agenda action will formally charter and initiate the work of the committee, and amend the board goal by extending the time for the committee to develop its written recommendation to the board.

Action for Board of Trustees consent agenda consideration:

1. The Board of Trustees amends the related board goal to change the due date for the Committee’s presentation of a written recommendation to the Board from “by February 2024” to “by March 2024.”
2. The Board of Trustees charters an ad hoc committee of the Board with the following membership and for the following purpose:

Ad hoc committee name: Board Size Review Committee

Ad hoc committee membership:

- Chair: Barbara Morrison
- Governance Committee members: Adam House, Caitlynn Hill
- Additional members to be appointed by committee chair in alignment with the requirements of the related board goal

Ad hoc committee purpose, scope and duration:

- The committee’s general purpose, scope, and duration is that defined in the related board goal. The committee will dissolve at the conclusion of its work.

Background:

- Board Governing Policy 3.2.1 (Staff Retention and Compensation) states: “Any minister employed by First Unitarian Church shall be permitted to take the maximum amount legally allowable, up to the amount of 100% of the compensation of each minister, as a ministerial housing allowance as described in 26 USC §107 of the Internal Revenue Code (or any corresponding future sections). This policy shall continue to be in effect from year to year until it is revoked by the Board of Trustees.”
- Tax professionals have advised our ministers that annual Board approval of a resolution clarifying the related compensation amounts serves as a best practice for documentation of their respective income tax obligations.
- When the Board approves such a resolution on an annual basis, regardless of the amounts included in the resolution, there is no penalty or tax consequence for the Church. If a minister were to be audited and a taxing authority determined that the minister claimed more than they should for housing, it is the minister who will pay the extra tax and/or penalty.
- The Finance Committee reviewed these issues at its January meeting and recommends Board passage of this resolution.

Action for Board of Trustees consent agenda consideration:

The Board of Trustees adopts the following resolutions:

The following resolutions were duly adopted by the board of trustees of First Unitarian Church of Portland, Oregon at a regularly scheduled meeting held on February 1, 2024, a quorum being present:

Whereas, ministers who own or rent their home do not pay federal income taxes on the amount of their compensation that their employing church designates in advance as a housing allowance, to the extent that the allowance represents compensation for ministerial services, is used to pay housing expenses, and does not exceed the fair rental value of the home (furnished, plus utilities); and

– Whereas, Reverend Alison Miller is compensated by First Unitarian Church exclusively for services as a minister of the Unitarian Universalist faith; and

Whereas, First Unitarian Church does not provide Reverend Alison Miller with a parsonage; therefore, it is hereby

Resolved, that the total compensation paid to Reverend Alison Miller for calendar year 2024 shall be \$155,000, of which \$76,800 is hereby designated to be a housing allowance; and it is further

Resolved, that the designation of \$76,800 as a housing allowance for Reverend Alison Miller shall apply to calendar year 2024 and all future years unless otherwise provided.

– Whereas, Reverend Thomas Disrud is compensated by First Unitarian Church exclusively for services as a minister of the Unitarian Universalist faith; and

Whereas, First Unitarian Church does not provide Reverend Thomas Disrud with a parsonage; therefore, it is hereby

Resolved, that the total compensation paid to Reverend Thomas Disrud for calendar year 2024 shall be \$126,000, of which \$80,000 is hereby designated to be a housing allowance; and it is further

Resolved, that the designation of \$80,000 as a housing allowance for Reverend Thomas Disrud shall apply to calendar year 2024 and all future years unless otherwise provided.

– Whereas, Reverend Leah Ongiri is compensated by First Unitarian Church exclusively for services as a minister of the Unitarian Universalist faith; and

Whereas, First Unitarian Church does not provide Reverend Leah Ongiri with a parsonage; therefore, it is hereby

Resolved, that the total compensation paid to Reverend Leah Ongiri for calendar year 2024 shall be \$90,000, of which \$48,000 is hereby designated to be a housing allowance; and it is further

Resolved, that the designation of \$48,000 as a housing allowance for Reverend Leah Ongiri shall apply to calendar year 2024 and all future years unless otherwise provided.

Background:

- The [Bylaws](#) of First Unitarian Church of Portland define a member of the church (Article II, Section 1) as: “a person who considers this church the person's place of worship, agrees to support the purpose of the church as set out in Article I, Section 2 of these Bylaws and signs the membership book.”;
- The Bylaws further define a voting member of the church (Article II, Section 2) as “A member who is at least 16 years of age and has, during the preceding calendar year, contributed a minimum amount established from time to time by Governing Policies.”;
- Accordingly, the [Governing Policies](#) of the church establish (5.3) that: “to be a voting member, a member must first make and at least partially fulfill a pledge that is generous within their means to the annual operating fund of the church each year. Each member shall determine what pledge meets the minimum amount to be generous within their means and shall pledge at least that amount to the church . . . Members who are ready to make the commitment to the church to be voting members but who are unable to make a financial pledge can obtain a waiver of the pledge from a minister. In accordance with the bylaws, the member must have made a payment on the pledge within the preceding 12 months before a vote is taken to be a voting member of the church.”;
- Voting members’ authority (Article III, Section 1) includes that: “Voting members are eligible to vote at annual and special meetings, to receive notices of such meetings, to be counted for purposes of establishing a quorum at meetings, to sign petitions, to vote in congregational elections and to hold office.”;
- The bylaws (Article VI, Section 1) require that “(a) The Annual Meeting of the voting membership shall be held in May on a date, time and place to be selected by the Board of Trustees. Notice of the Annual Meeting shall be given in the worship service on the Sunday previous, posted on the church bulletin boards, and mailed to each voting member not less than twenty-one nor more than thirty days prior to the meeting. (b) Fifteen percent of voting members shall constitute a quorum at all Annual Meetings except as otherwise provided in these Bylaws. (c) Election of Board trustees and members of the Nominating Committee shall take place at the Annual Meeting. The Treasurer shall present the annual financial report and shall submit a balanced budget for the new fiscal year to the voting membership for approval.”;
- And the bylaws (Article VI, Section 3) allow that “Any action which may be taken at any annual, regular or special meeting of the members may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter. The Board shall have the power to authorize such action by written ballot and to determine how it shall be conducted.”

Action for Board of Trustees consent agenda consideration:

The Board of Trustees directs that:

1. All actions of the 2023-24 Annual Meeting of the voting membership of the First

Unitarian Church of Portland to be conducted via written ballot delivered via postal mail to all voting members, with ballots due on or before May 19, 2024.

- a. Actions of voting members conducted via written ballot must include:
 - i. Election of Board trustees and members of the Nominating Committee
 - ii. Approval of a balanced budget for church fiscal year 2024-25, as prepared by the Executive Team and adopted and recommended by the Finance Committee and Board of Trustees
2. The Executive Team will determine voting membership eligibility as of April 8, 2024, and subsequently provide Annual Meeting notices and distribute reports and ballots to all voting members as required by all related Bylaws and Governing Policies.

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Meeting Minutes
Board of Trustees
First Unitarian Church of Portland
Room A108
January 4, 2024
7:00 p.m. to 9:25 p.m.

Board Members present:

x	Mindy Clark	x	Theo Harper	x	Barbara Morrison
x	John Bishop	x	Caitlynn Hill*	x	Leslie Pohl-Kosbau*
x	Ryan Deibert	x	Adam House	x	Roger Robinson
x	Julia Griffiths	x	Marilyn Mays	x	Andy Wilson

*Caitlynn attended the meeting via Zoom connection. Leslie attended the meeting via Zoom connection starting at approximately 7:15 p.m.

Absent:

Ministers and Staff present:

x	Alison Miller, Sr. Minister
x	Tom Disrud, Assoc. Minister
x	Kathryn Estey, Church Administrator
	Danielle Garrett, Intern Minister

The following individuals were also in attendance when the meeting commenced:

Elisabeth Gern, Barbara Walden; Jean Omelchuck; Olivia Curl, Dev Dion (attending by Zoom), Julie Grice (attending by Zoom), Karen Shawcross (attending via Zoom), and Matt Schiewe (joined meeting in-person at approximately 7:30 p.m.).

Meeting Convened – 7:00 p.m.

Chalice Lighting – Ryan lit the chalice to open the meeting and greeted visitors.

Opening Words -- John offered opening words, reading a piece by Vaclav Havel on hope.

Determine Quorum – Ryan determined there were sufficient Board members present to constitute a quorum, although he noted Leslie was absent for medical reasons. [Leslie later joined the meeting via Zoom].

Board Covenant -- Board members took turns reading the Board covenant aloud.

Process Observer Review - Ryan introduced the Board's practice of process observation for new congregants visiting the meeting. Julia offered she has been working directly with congregational delegates on the January 28 forum, which is scheduled to review and discuss the proposed amendment to the UUA Bylaws (Article II). She is finding it to be a very positive experience.

Review Agenda – Ryan briefly reviewed the agenda for the meeting. He then discussed the Board's usual practice for allowing congregational comments during the meeting. He noted the Board sets aside 10 minutes in every meeting for the Board to hear from congregants. He stressed that congregants also should feel free to send comments to the Board via email or letter and can speak to individual Board members after church at the Board table in Fuller Hall or in-person elsewhere at church.

Congregant Comment Period -

Olivia Curl offered comments concerning the draft Evaluation of the Ministry which was included with the Board's meeting packet. She said survey results reported in the draft Evaluation seemed to be based on a group of respondents that may not adequately represent the congregation. She suggested a response from 30% of the congregation would offer a more appropriate representational sample. She offered ideas on ways to collect responses from congregants which may increase the survey sample, such as using QR codes at the end of each Sunday Service. Board members welcomed Olivia to bring her ideas forward for future surveys.

Elisabeth Gern read a prepared statement to the Board. She said she had been bothered by comments made from the pulpit during the most recent Music & Worship Service and at service the following week. She had concerns because she heard the Director of Music describe from the pulpit how donations made during the Music & Worship Service would be handled by the Church. Then, at the next Sunday Service, she heard a statement from the pulpit which, in Elisabeth's view, contradicted the statement made by the Director of Music. Elisabeth said this left her feeling confused and uncertain as to who was telling the truth. She said she believes many congregants would be interested in donating to the Church for specific issues or causes. She questioned whether the corrective statement from the pulpit following the Music Director's announcement was the proper way to address the issue. She said she would appreciate an explanation of what happens to donations to programs when they are given as an offering during the Sunday Service.

Karen Shawcross expressed gratitude for the Solstice and Christmas Eve services held by the Church in December. She found them to be very meaningful and moving.

Barbara Walden offered comments about the draft Evaluation of the Ministry which was included as part of the Board meeting packet. She expressed concern because the music program was not mentioned in the draft Evaluation. She stated she believes music ministry is vital to our church and should be discussed when we talk about the evaluation of our church. She said she did not believe the draft Evaluation should be part of the consent agenda for approval until this issue had been corrected.

Ryan thanked all the congregants for their comments.

The meeting then transitioned to hearing the Executive Team's updates.

Executive Team Update

- For this year's Annual Fund Drive, the Church has received pledges totaling \$1.3 million. The goal for the Drive is \$1.5 million. We will initiate phone calling and other efforts with the hope of reaching our goal for the Drive in the coming weeks. The Church is also developing strategies to make stewardship a year-round effort. Rev. Alison was pleased to report news of a \$486,000 bequest made to the First Unitarian Church of Portland Foundation. This will strengthen the Church's future annual income since it includes regular contributions from The Foundation.
- Our new Membership Engagement Coordinator, Jen Thomas, is already making a real difference. We are connecting better with many new visitors, including twelve new people who joined our service last Sunday. Jen has stepped into relationship management with these new visitors and with existing congregants in ways that are already showing a difference. We are aiming for development of a year-round strategy for membership coordination.
- The Church will launch Community Circles in the coming weeks. Intern minister Danielle Garrett will launch queer identified, LGBTQ+ circles. There are plans for parent, grandparent and volunteer circles as well.
- Rev. Leah Ongiri has now been with the Church for two months as acting Director of Lifespan Faith Formation & Family Ministries. She has led a revision process for the curriculum for 4th grade students in the RE program. It has proved to be much more engaging and relevant for the students. They are working to increase capacity for OWL trainings at the Church as well.
- Attendance at Church services during the December holidays was high. There were positive responses to the music that was offered. The Solstice Service drew a large crowd. We may want to consider more earth-centered services.
- The Executive Team has called together a team of congregants currently referred to as the Human Resources Advisory team. The initial aim of this team will be to recommend to the ET updates and revisions to the Church's current Personnel Policy Manual. Congregants Julia Spence, Randy Russell, and Corbett Gordon have been asked to serve on the team. Erin Tafuri will provide staff assistance to the team. Ryan has asked John Bishop to serve as the Board's delegate on the team.

Board updates

- Updates from the Board’s accountability stewards regarding the Board’s annual goals.

- The Board Liberation Team reported on progress toward the Board’s goal related to anti-racism:

Theo, Caitlynn and Marilyn have been working with the Advancing Racial Justice Action Group (ARJAG) to set up a work session on microaggressions that the Board could participate in. In the meantime, the Board’s goal is that everyone will participate in this future work session or in a similar type of work session before the end of the church year.

- The Governance Committee reported on progress toward the Board’s goal concerning “Board size issues.”

Caitlynn said the Governance Committee did not have anything at present to report concerning this goal. Mindy stated there had been discussion about forming an ad hoc committee to work on this goal. The committee was to consist of Board members who had previously been involved in consideration of the Board size issue. It was also to include at least some members of the current Governance Committee. Barbara said she would consider working with such an ad hoc committee and would work with Mindy pulling the committee together.

- Leslie reported on progress toward the Board’s goal related to the proposal to amend UUA Bylaws (Article II):

Leslie said a meeting has been held to plan the January 28 forum to review and discuss the proposal to amend Article II of the UUA Bylaws. The Communication Committee and congregational delegates have collaborated to develop an agenda for the forum. Theo will emcee. There will be a “Pro & Con discussion” related to the proposed amendment at the forum. There is a plan for a web page to post documents for folks to review. A planning meeting for the forum will occur on January 24, at 9:00 a.m.

- **Upcoming significant Church events:**

Ryan noted the following upcoming events on the Church calendar:

- Board Forum & Finance Update: January 21, 2024
- Joint Board/Delegate Forum on Article II: January 28, 2024
- Annual Sewell Social Justice Lecture: February 27, 2024 – Steve Phillips: Securing a Multiracial Democracy

Consent agenda

Ryan called Board members' attention to the items listed on the Consent Agenda.

With respect to the first item on the Consent Agenda ("Approve 2022-23 Evaluation of the Ministry"), Theo moved that Board members approve this item, but on the condition that the document will be referred back to the Governance Committee for further review and discussion, in consultation with the Executive Team. This review will be for the purpose of modifying the document as deemed necessary to address concerns which had been raised during the Congregant Comment period. Marilyn seconded Theo's motion. The motion passed without objections.

Mindy offered a motion to approve the two remaining items on the consent agenda (i.e. "Approve non-Board congregant [Cathryn Tortorici] as a member of Governance Committee for 2023-2024 church year, as recommended by Governance Committee chair" and "Approve December 7, 2023, Board meeting minutes."). Roger seconded the motion. The motion passed without objection.

Business Agenda –

- **Discuss/decide: Preliminary scope to guide development of five-year church goals.**

Ryan introduced the business agenda for the meeting which was to discuss plans for the development of the five-year church goals. He stated the Executive Team had agreed to lead the Board through this discussion.

Rev. Alison began the discussion by noting the Church’s mission statement has not been reviewed or altered in approximately 30 years. Work on the mission statement was considered in 2015 but did not occur. Our church Covenant also has not been reviewed for nearly 20 years. Rev. Alison suggested the Church may benefit from having a strategic planning committee formed to work on our five-year goals. She suggested that such a committee might consist of Board members, ET representatives, and members of the congregation. The committee could address broad questions such as: “where is our faith heading;” “where is our City heading;” “how are we with each other.” It could move from a broader “mission and visioning” process and then ultimately get to a point of developing a vision for the Church for the next five years.

Board members asked what resources might be available to assist them in addressing this process. Rev. Alison said it is often helpful to have a consultant to support this kind of strategic planning. Rev. Tom offered that the Church may be able to get support from our UUA Regional office. Board members said they would welcome this kind of support.

Ryan asked if Board members would find it helpful to have a specific proposal for how this process might proceed. Board members said they would appreciate having something more concrete to decide upon. Ryan stated the Board Officers Committee would attempt to develop a more specific action proposal to bring back to the full Board for its consideration.

Generative Discussion –

- **Discuss preliminary 2024-25 budget priorities to guide subsequent congregational outreach/engagement and Executive Team’s initial budget proposals.**

Board members turned to generative discussion about the Executive Team’s current tentative ideas for budget priorities in the upcoming budgeting process. The Executive Team, and primarily Rev. Alison lead the generative discussion. Board members discussed the following list of proposed budget priorities for 2024-2025 which Rev. Alison had provided via email before the meeting: “Communications beyond our in-person & online ‘walls;’ Pathways to Community & Belonging; Deepening Commitment; Lifelong Spiritual Growth & Learning; Collaborative Justice-Making; and Shared Ministries.” Rev. Alison’s list also contained explanatory subcategories for each of these priorities.

Rev. Alison introduced how they had developed their ideas for priorities by reviewing how the budget process had unfolded in the prior Church year and also by reviewing some of the Church's budgetary successes and challenges prior to her arrival in the senior minister position. She said the Executive Team is committed to including the Board, the congregation, and the wider staff in the development of priorities for the budgeting process.

Board members offered feedback on the ET's initial draft priorities. Each member had an opportunity to make comments or to pass, as the discussion proceeded around the Board table. Board members pointed out that if funding goals were not met through the annual fund drive it would be problematic for the Church to maintain all programs at their current levels. It would also be problematic for the Church to improve existing programs or to add new programs. Board members commented that congregants will likely want to know whether there is a clear commitment to specific programs in next year's budget. It was suggested the ET could consider reframing the language of the draft priorities so congregants could more readily understand the real-world effect the proposed prioritization would have on the Church as they know it.

At the conclusion of Board members' comments on the draft priorities, Rev. Alison stated the ET would work to incorporate what was shared. She stated the ET would re-work the list of proposed priorities for the upcoming Q&A forum on January 21 so that it took into account Board commentary.

Ryan then announced the Board would need to move into Executive Session to discuss sensitive and confidential matters. He asked visitors to leave the meeting. In response, all visitors attending (including those attending by Zoom) departed.

Executive Session began at 8:59 p.m.

Executive Session concluded: 9:15 p.m.

Meeting Wrap-up –

Board members offered process observations for the meeting wrap up.

Process observation -

Theo suggested we should designate a timekeeper for our meetings.

Roger stated he believed Ryan has been doing a good job of monitoring time.

Adam appreciated Theo's redirection of our discussions so that they would proceed in "rounds."

Tom appreciated how the Board addressed issues relating to the consent agenda.

Caitlynn said they were grateful congregants have been present to witness the things Rev. Alison has been bringing to our attention at these meetings.

● **Closing Words** – John offered words to close the meeting – a short quote from Zora Neale Hurston's, "Their Eyes Were Watching God."

Adjournment -- The meeting concluded officially at approximately 9:25 p.m.

DRAFT

Meeting Minutes

Board Officers Committee

First Unitarian Church of Portland

January 18, 2024, 11:34 AM to 1:06 PM

The meeting was conducted via Zoom.

The meeting began at 11:34 a.m.

Present: Ryan Diebert; Leslie Pohl-Kosbau; John Bishop; Andy Wilson; Marilyn Mays; Caitlynn Hill; Marilyn Mays; Kathryn Estey; Rev. Alison [present after 12:00 p.m.].

Absent: Rev. Tom Disrud; Rev. Alison Miller [until 12:00 p.m.]

Opening Words – Caitlynn offered a reading about dam removal from the Klamath River.

- **Welcome & Quorum** – Ryan reviewed the agenda and noted the absence of our ministers due to vacation and travel problems due to weather.
- **Check-in** – individual participants offered brief check-ins.
- **Adopt Minutes** – All members present voted to approve the draft December 21, 2023, Board Officer Committee Meeting minutes.

Announcements and Updates

Ryan directed participant's attention to the following important upcoming events at the Church.

- **Upcoming Dates:**

- Board Forum: Finance Update: Jan. 21, 2024.
- Article II Forum: Sunday, Jan. 28, 2024.
- Sewell Lecture - Steve Phillips; evening of February 27, 2024.

Executive Team Update

Kathryn offered the following update on behalf of the Executive Team due to Rev. Tom's absence due to vacation and Rev. Alison's absence due to travel disruptions.

- Church staff and volunteers have begun efforts to reach out to congregants to inspire additional pledges for the 2023-24 Annual Fund Drive. Participation by Board members in the outreach process (e.g. making phone calls) would be appreciated.
- The Executive Team will be turning heavily to budget process and priority setting. Kathryn stated she would prefer to defer to Rev. Alison to speak to the tentative draft priorities, in the event she joined the meeting later.
- The Executive Team has established an advisory group, currently referred to as the "human resources advisory team." The team had its first hybrid Zoom and in-person meeting on January 11, 2024. The team will develop a list of areas to focus on with the ET in the coming weeks.

Committee Updates and Information Sharing

- **Governance Committee**

Caitlin shared that the Governance Committee has tentatively identified an ad hoc group to begin review of the Board size issue.

She stated that the Committee also has begun talking about this Church year's survey process for the evaluation of the ministry. GovComm will begin collaboration with the Communication Committee on survey development and it also has plans to reach out to congregants with expertise in this area to solicit input/advice/planning ideas.

- **Communications Committee**

Leslie reported the Communication Committee has met to plan forum on UUA bylaws revisions (Article II) which will occur on January 28. The Committee has another planning meeting set for 1/24/2024, 9:00 a.m. The Committee is expecting board members to attend the January 28 forum. The Committee has developed the full agenda for the forum. Congregants will be urged to apply to be delegates. The Executive Team, however, will have final say over who serves as delegates for General Assembly, after the Board forwards them any interested candidates. Delegate certification is due to the UUA by February 1, 2024.

[Rev. Alison joined meeting at 12:00 p.m., after experiencing travel delays due to weather.]

- **Finance Committee**

Andy offered an update on Finance Committee matters. He pointed out that there needs to be an official vote of the Board to approve ministers' housing allowances.

Andy reported the Church's operating cash balance is trending downward. If numbers get down to a zero level (for operating cash), the Board will need to authorize use of reserves. Andy reported there has been precedent for this in the past, and Kathryn confirmed this fact.

If Annual Fund Drive does not show signs of improvement, we will need to develop a message for communicating the effect of this to the congregation. Kathryn shared that the Finance Committee discussed whether we should do another mid-year additional Fund Drive and the Committee consensus was that this would not be appropriate. The Church has already conducted this type of "close the gap" Fund Drive for two years in a row.

- **Board Liberation Team**

Marilyn shared that BLT did not meet due to lack of internet and phone capabilities as a result of weather incidents.

Rev. Alison was invited to offer additional Executive Team updates, since she was unable to attend the earlier part of the meeting.

Continuation of Executive Team Update

- Rev. Alison reported there has been a positive increase in wider collaboration among staff on issues such as website improvement and volunteer appreciation. She also said there seems to be a new openness among staff to practicing a new way of being and of working together. She noted, however, that the Church is still mourning the recent loss of staff.
- Rev. Alison also offered positive news on the OWL program, sharing that there have been many 7th and 8th graders who have shown an interest in participating in the program. This has caused a need to re-think how many programs will be offered. OWL is an important ministry for our Church.

Discussion and Decision Items

Meeting participants next turned to discussion and decision items on the agenda.

- Preparation for Jan 21 Board Forum: All set, or separate planning time needed?

Rev. Alison offered that she would share a reframing of the proposed budget priorities with the Board prior to the January 21 forum. She will be working on a PowerPoint presentation to use during this forum. It appears weather improvement will permit the forum to occur in-person at the Church. Livestream will also be occurring, even if we can hold the meeting in-person. Board members will monitor to permit online participants to ask questions. Ryan recommended that forum participants might benefit from a short planning session (approx. 30 minutes) prior to January 21 to prepare. Ryan called on Alison, Andy, and Kathryn to participate with him in that planning meeting. Ryan will work on setting up a time. Kathryn also called on Andy to meet separately with her to review financial information.

- Preparation for Jan 28 Board Forum: All set, or separate planning time needed?

The time, place and process for this meeting are all set. It was determined there was no need to cover more on planning for this session.

At this point in the meeting, in the interest of time, meeting participants turned to that part of the meeting agenda calling for planning the February Board Agenda.

Meeting participants agreed to the following outline for the February Board meeting:

Planning February Board Agenda

- Executive Team Update (incl stewardship/Annual Fund Drive)
- Brief updates from board goal accountability stewards
 - Board Liberation Team (BLT) monitor and report on Anti-Racism Goals
 - Governance Committee to monitor and report on Board Size Goal
 - Leslie to monitor and report on Article II Goals, and her report will include a wrap up summary of the Jan. 28 forum.
- Consent agenda
 - Charter ad hoc committee for evaluation of Executive Team
 - Charter ad hoc committee on board size, with consideration of a to amend the timing of this Board goal to move the committee's report to at least March.
 - Approve Finance Committee recommendation for ministerial housing allowance which is necessary for tax code requirements.
 - Record Date of Record for Annual Meeting voter eligibility and Annual Meeting Date
 - Approve past board minutes.
- Discussion/Business items
 - Review/adopt proposed scope/bounds for church goals planning process, with Rev. Alison coming prepared to move the Board to a decision on whether the Church relies on outside or inside resources for this process.
 - Executive Session: Update, if needed
- February generative discussion topic: Review of refined 2024-2025 budget priorities

With the conclusion of planning for the February Board meeting Ryan called for brief discussion to be held in Executive Session since it would involve discussion of sensitive and confidential information.

Executive Session: 12:56 p.m.

Executive Session ended: 1:04 p.m.

Ryan referred to the last agenda item which was to:

- Determine Date of Record for Annual Meeting voter eligibility and Annual Meeting Date

Ryan stated he would work “offline” with Kathryn on this issue and will put the matter forward as a consent agenda item at the next regular Board meeting.

As there was no additional time to discuss other matters in the time allotted for the meeting, Ryan called for closing words.

Closing Words – Caitlynn offered words again relating to dam removal on the Klamath River.

Adjournment – 1:06 p.m.

GOVERNANCE COMMITTEE MINUTES

Chair: Caitlynn Hill

Present: John Bishop, Ryan Diebert, Cathay Tortorici

DATE AND PLACE: Wednesday, January 17, 2024, 5:30-7:00 p.m.

Zoom: <https://us02web.zoom.us/j/85811770053?pwd=Slkxdzk1bVdOdTh1MXFiSGNPyi9Vdz09>

Opening Words - Prayers of the Cosmos, Neil Douglas-Klotz #1

Welcome, Introductions, and Announcements

Last month: [December Agenda](#)

Note Taker:

- I. Finalize 2023 Evaluation
 - A. Create an addendum for identified omissions
 1. **Revs Alison and Tom/ET**
 - B. Place addition into the existing narrative - **Gov Comm**
- II. Forming an ad hoc committee for examining board size
 - A. Former board members have knowledge from past research
 - B. Needs investigating how to make a potential reduction in size
 - C. Barbara, Mindy, and 2 Gov Com person(s) for continuity (**Caitlynn, Adam**)
 1. **Ryan to check in with Barbara**
 - D. Education to begin next fall in order to be on next year's ballot
- III. Reviewing governing documents
 - A. Collaborating with the ET and Reverend Alison
 - B. **Feedback document from Cathy**
 1. **Google Doc to share and for collaboration.**
 - a) [First Unitarian Portland Bylaws 2021 CET edits.docx](#)
- IV. Annual Survey
 - A. Why have a survey? What's the purpose/goals?
 - B. Collaboration with Communications Committee
 - C. https://www.unityunitarian.org/uploads/6/1/0/3/6103699/2022_cs_ppt_report_for_sharing_updated_2022.11.22.pdf
 - D. Our questions are not consistent throughout the year
 1. Allows for comparison to other years
 2. Questions from the last two years - put in the drive
 3. Call for capacity from congregants for survey design, conduct, and

analyze

- a) Front steps for congregant call - reach out to Caitlynn
- b) Adam reach out to Olivia
- c) Advertise with Words

Words for next time - Ryan

Closing words - Prayers of the Cosmos, Neil Douglas-Klotz #2

Next meeting: **2/21 5:30-7:00**

Attending: Leslie, Theo, Barbara, Julia

Opening Words & Check In

Discussion Items

Board Letter

John Bishop will send letter for review and publication next week. Leslie to distribute to group for review.

Sub-committee on board size

Barbara will call a meeting in the coming week.

Article 2 Forum on 1/28

Theo will report to Kathryn that we'd like to have rectangular tables set up with 6-8 chairs, plus 2-3 more tables for snacks and beverages. Also, paper at each table where groups write their answers to questions. Also, also, an easel and big pad of paper and markers that work and are dark.

Julia to email Marilyn: please bring snacks, recruit facilitators (her task per 12/27 meeting notes).

Reviewed agenda for forum:

Greeting – Theo – 2-3 minutes

Introduction – Alison – 5 minutes

Overview / what we're doing & why – Teri Martin – 10 minutes

Argument against – Randy R – 5 minutes

Argument for – Ethel G – 5 minutes

Table Discussion (answer questions) – Theo introduce – 25 minutes

Reconvene and review table discussions - ____ (who?) – 15 minutes

Closing, recruitment of delegates – Leslie – 2-3 minutes

Reviewed discussion questions and settled on these:

- What do you like about proposal?
- Don't like?
- What will help us grow and deepen our faith?
- ~~If we endorse/accept proposal, how will that affect you, the church?~~
- ~~If we don't endorse, what does that say? How will that affect you, the church?~~

Next Article 2 meeting: 1/24, 9am.

After meeting, support for delegates:

- Follow-up meeting of just delegates and committee.
- Have coffee hour tables for delegates to hear from congregants.

Closing words from Barbara

Finance Committee Meeting

December 12, 2023

Attendees: Tom Disrud, Dev Dion, Roger Robinson, Jo Ann Foor, Andy Wilson, Linda Craig, Erin Tafuri, Ed McClaran, Marilyn Mays, Mindy Clark, Stan Jewett, Karen Shawcross

Attendees Check-ins

Openings words read by Ed

November Minutes approved as submitted.

ET Update

Fund drive update:

Around \$1,260,720 collected to date

637 pledges

300 emails sent to those who have not responded to the pledges

Campaign Performance for 2023AFD

- 729 pledgers
- \$435k yet to collect

For those who haven't pledged they will receive a letter reminding them of what they have given to date and what remains to be given.

2022 Campaign 94.5% of pledges came in.

Tom stated that we are behind from prior years, even though more people are showing up on Sunday mornings. But we still need to work hard to meet our goal. There have also been increases in the RE program. Tom mentioned that we need to inform new members on how to pledge. Tom estimated that even if all of the pledgers who have not pledged yet does commit, we will still far short of our goal.

Review of October Financials

Erin presented the budget, reporting that most of the numbers are normal. On the expense side, again, the HR, Recruiting and Relocation is not in fact over budget. Non-pledge income appears below forecast, but Erin explained that due to bookkeeping it isn't as below as it

appears. Event rental income budget was aspirational, and the church is now ramping up having more rentals in the future.

Dev requested Erin's opinion of what line items are actual red flags. Erin responded that we are seeing a pullback on giving in general. It would take more in-depth study to find definitive answers, which Erin will do and will provide explanations at the next meeting. Much of it may be due to hardship problems.

Andy talked to SMJ about how we record a debt that has not been actually paid, (Camp McGruder) and it was agreed that a footnote was a good way to cover it.

Finance Committee Open Forum to the congregation is tentatively scheduled for January 21st. We will be able to talk about results of the AFD, ET can present budget matters, Rev. Alison will have a Q. and A. session. Perhaps also presenting June 30, 2023 yearend report.

Andy: we need to talk about how to communicate with the congregation about correcting what was said by the Music Director to make sure they know that indeed those donations received last Sunday are directed to the Music program. Tom said that the ET is working on communicating that out. They are still deciding on how to do that. Members of the Finance Committee felt that the statement should be clear that DeReau was incorrect with his statements. Andy shared a letter that will be placed in this week's Front Steps.

Closing words: Ed

Meeting adjourned at 6:02pm.

Next Meeting: January 9, 2024 at 5:00 PM Pacific Time (Zoom)

(minutes: RR)

First Unitarian Church of Portland				
Budget Report (unaudited) - 5 months ending 11/30/2023				
	YTD Actual	Annual Budget	Remaining Budget	% of Budget Realized Expected: 42%
Revenue:				
Pledge Contributions	550,153	1,450,000	899,847	38%
Adjust to Accrual Pledge Contributions	-	-	-	
Non-Pledge Contribution	22,600	65,000	42,400	35%
Foundation Gift to the Church	-	82,000	82,000	0%
Plate Contributions	26,600	45,000	18,400	59%
Program Contributions	3,562	-	(3,562)	
Program Income	22,360	38,000	15,640	59%
Tenants Rental Income	144,956	364,000	219,044	40%
Deferred Lease Income	-	-	-	
Event Rental Income	6,234	25,000	18,766	25%
Merchandise Income	5,580	11,500	5,920	49%
Miscellaneous Income	750	-	(750)	
Reserve & Fund 49 Income	-	26,000	26,000	0%
Total Revenue	782,796	2,106,500	1,323,704	37%
Expenses:				
Payroll	635,833	1,596,424	960,591	40%
HR, Recruiting & Relocation	14,505	2,200	(12,305)	659%
Professional & Contract Services	30,185	101,045	70,860	30%
Professional Expenses	3,839	17,000	13,161	23%
Professional Expenses - Sr. Minister	550	8,500	7,950	6%
Professional Expenses - Associate Minister	1,297	6,000	4,703	22%
Professional Expenses - Intern	975	2,000	1,025	49%
Guest Ministers, Musicians, & Speakers	7,185	16,500	9,315	44%
Interest Expense	-	-	-	
Merchandise Inventory	579	-	(579)	
Program Expenses	9,346	102,645	93,299	9%
Retreat/Workshop/Conference Expenses	27,223	24,700	(2,524)	110%
Event Expense	2,723	5,500	2,777	50%
Parking	6,344	25,450	19,106	25%
Utilities	41,499	92,575	51,076	45%
Custodial Supplies	1,787	12,000	10,213	15%
Web Services, Software, & Computer Program	8,198	24,750	16,552	33%
Computers, Furniture & Equipment	6,000	15,800	9,800	38%
Equipment Rental/Lease	7,076	14,400	7,324	49%
Bldg Repairs & Maintenance	8,663	40,000	31,337	22%
Equip Repairs & Maintenance	14	6,150	6,136	0%
Landscaping	-	1,500	1,500	0%
Outside Printing & Copying	3,695	14,750	11,055	25%
Postage & Shipping	792	4,900	4,108	16%
Bank Charges & Merchant Fees	6,032	19,000	12,968	32%
Cost of Goods Sold	-	-	-	
Licenses & Fees	5,292	9,000	3,708	59%
UUA Dues	10,500	38,500	28,000	27%
Insurance	8,400	20,500	12,100	41%
Donations/Plate Share	4,721	1,000	(3,721)	472%
Uncollectibles	-	-	-	
Miscellaneous Expenses	3,803	1,000	(2,803)	380%
Total Expenses	857,054	2,223,789	1,366,735	39%
Transfers				
Transfers from Other Sources	1,050	(117,289)	(118,339)	
Transfer to Other Sources	-	-	-	
Total Transfers	1,050	(117,289)	(118,339)	
Change in Net Assets - Operating Fund	(73,209)	(0)		