

TVUUC Board Meeting Minutes

August 29th, 2020

10:00 am ZOOM meeting

President Matthew Blondell called the meeting to order at 10:04.

Present (alphabetically): Jametta Alston (visiting), Matthew Blondell, Chris Buice, Eddie Chin, Denise Coleman, Justina Hyfantis, Heather Kistner, Viren Lalka, Catherine Farmer Loya, Ryan McBee, Jeff Mellor, Claudia Pressley, Linda Randolph, Jamie Watts, Alice Woody.

DISCUSSION AGENDA

1. Welcome the new members and introductions

Those present introduced themselves briefly.

- a. Charter and board member job description were sent to all.

2. Vote on consent agenda

Denise seconded confirmation of Stephanie Seay as member of Endowment Committee. Unanimous approval.

Heather seconded confirmation of Rhiannon Ducey as member of the Personnel Committee. Unanimous approval.

Catherine brought the Board up to date on the employment situation of Miriam Davis in the RE program. Two RE positions were merged this past year and Miriam has been fulfilling the duties of this merged position at a pay rate equal to the higher rate of the two previous positions. Catherine thought that this had been done in accordance with policy and procedure, but was requesting Board approval of these actions, if and as needed retroactively. This met with general approval. Catherine asked Board approval to increase Miriam's hours from 15 hours per week to 20 hours per week. The fact that all, or nearly all, positions in the Church had not yet risen to the compensation levels of UUA guidelines was discussed, and adjustment of Miriam's pay rate toward UUA guideline levels was postponed until the Church-wide adjustments of pay rate are made that are scheduled in this coming year.

Linda moved, Jamie seconded approval of the increase of Miriam's hours starting September 1. Unanimous.

3. Budget and fiscal report – Viren

Viren opened discussion of the budgetary situation with a general expression of *gratitude* that pledges and donations had increased to assure general solvency. He reviewed two loans involved with the coronavirus support from the Federal government. The PPP loan is forgivable, has been received, and we must apply for forgiveness by December 1. That application will be made as soon as it becomes available. The SBA Disaster loan is not forgivable, but bears a very favorable rate under 4%. (Claudia reported that rate is 2.67%.) We have applied for an SBA loan, the first \$10,000 of which has been granted, and we have been issued a loan number with an opportunity to apply for up to \$150,000 in the next stage. The second stage money is still available and Viren's assessment is that it would continue to be available until possibly the end of this year, so this application is time-sensitive. The Board should approve this second stage of loan

application. The second stage money cannot be used for personnel costs, but can be used for physical plant alterations, esp. retrofits needed to respond to coronavirus-induced needs. The second stage loan can be repaid early. It was generally understood that Viren should proceed with the second stage application. Further discussion centered on establishing and prioritizing projects to be funded by second stage loan money.

4. Liaison assignments as followed were discussed. Matthew asked Board Members to express interest for Liaison positions.

Committee	Committee Chair	Board Member Liaison
Stewardship	Taylor Thomas	Denise Coleman
Endowment	David Massey	Viren Lalka
Music	Sue Wright	Erven Williams
Worship	Elnora Williams	Eddie Chin
Program Council	Jamey Dobbs	Jamie Watts, Alice Woody
Lifespan Religious Education	Catherine Loya	Heather Kistner/Denise Coleman
Personnel	Susan Kovacs	Linda Randolph
Building and Grounds	Will Dunklin	Ryan McBee
Finance	Viren Lalka	N/A
Membership	Jametta Alston	Justina Hyfantis
Nominating	Mark Mohundro	Ryan McBee

5. Conflict of Interest Policy changes – Ryan McBee

6. Christopher Lamb as new Online Music Coordinator

The issues of conflict of interest rules and obtaining the services of an Online Music Coordinator were thoroughly intertwined and discussed together. Because the person under possible consideration as Online Music Coordinator is Chris Buice’s stepson, Christopher Lamb, and because current policy forbids such an arrangement — “The executive team shall not award a contract for goods or services to members of the Board of Directors, Executive Team, or those persons' immediate families.” — these matters interlock. Ryan had presented to the Board two proposals: 1) to remove this current language, 2) to adopt a more detailed and general conflict of interest policy as follows here in draft form:

“ Purpose

The purpose of the conflict of interest policy is to protect Tennessee Valley Unitarian Universalist Church’s (TVUUC) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of TVUUC or might result in a possible excess benefit transaction.

Definitions

1. Any person in a position to influence or direct the purchasing of goods or services from TVUUC who has a direct or indirect financial interest, as defined below.

1. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which TVUUC has a transaction or arrangement exceeding,
- b. A compensation arrangement with TVUUC or with any entity or individual with which the TVUUC has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which TVUUC is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that aren't insubstantial.

a. Conflict of Interest

An actual or potential conflict of interest occurs when:

- a. An interested person is in a position to influence a decision that may result in a personal gain for that person or for a relative as a result of TVUUC's business dealings exceeding \$2500 per year. For the purpose of this policy, a relative is any person who is related by blood or marriage, or whose relationship with the employee is similar to that of persons who are related by blood or marriage.
- b. In addition, a conflict of interest exists when an interested person on the Endowment Committee is affiliated with an organization requesting a grant from TVUUC. Such affiliation exists if the interested person is a director, trustee, officer, or employee of the organization, or has an unofficial role such as significant donor, volunteer, advocate, or advisor.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have of interest only if the Board of Directors decides that a conflict of interest exists.

Procedures

a. Duty to Disclose In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors related to the proposed transaction or arrangement.

b. Determining Whether a Conflict of Interest Exists After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board of Directors meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members shall decide if a conflict of interest

exists.

c. Procedures for Addressing the Conflict of Interest

c. An interested person may make a presentation at the Board of Directors meeting, but after the presentation, the interested person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

d. The President of the Board of Directors shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

e. After exercising due diligence, the governing board or committee shall determine whether TVUUC can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

f. If a more advantageous transaction or arrangement isn't reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in TVUUC's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement."

Discussion centered on the following issues: a) the need to have a music program that might appeal to a younger or broader age group, b) the fact that Chaz' obligation currently extends only to the end of this year, c) strong interest among choir members to develop new skills, possibly including music editing and production, d) the complexity of satisfying all musical tastes in the congregation, e) the age structure of the current choir, f) availability of funds from the now vacant Director of Music position, g) the tension between a longer term more permanent solution and a short-term experiment, h) the conflict of interest issues, j) the skills for Music Director and Online Music Coordinator appear to be very divergent, k) the need for a Board consensus on whatever solution or solutions are found.

The following consensus emerged:

- 1) the Board moved to waive the current conflict of interest measures in view of post-shooting precedents and put a December 31 time limit on the waiver.
- 2) to empower Chris in his capacity of acting Music Director to offer a position of Online Music Director with the following provisions: the position will be for 5 hours a week at \$29.50 per hour. The position will terminate on December 31.
- 3) a search committee will be established for a longer-term solution and this committee will be more broadly representative of Church members and stakeholders such as particularly the choir.

Matthew moved, Eddie seconded the motion approving the above consensus. Unanimous.

By general consent, the consideration of Ryan's more comprehensive draft policy on conflict of interest was postponed to a later meeting.

7. Endowment committee

The next Endowment Committee meeting will address the availability of funding for further proposals and availability of applications for funding this year. David Massey reported that only \$2000 remains in funding yet to be disbursed. As discussed earlier, the SBA loan will be paying for retrofits.

8. COVID 19 Policy Reopening

COVID policy updates will be addressed by an ad-hoc committee including at least Nick Potter, Claudia Pressley, Chris Buice, Denise Coleman, and Justina Hyfantis.

9. Ordination of Pamela Johnson

The ordination of Pam Johnson was discussed. Under non-COVID conditions, a congregational vote on such a matter would be taken, but it is not required. The ordination would take place online and in cooperation with her congregation in Chattanooga. The timeline has not been established, but quick action is preferred.

Matthew moved, Denise seconded that we proceed with the ordination of Pam Johnson along those outlines. Unanimous.

10. Phase out of Listserv

Except for a relative few participants, the listserv has severely dwindled in popularity and yielded in utility to the TVUUC Members and Friends section of the TVUUC Facebook page. Popular alternatives for communication among members and to specific subgroups exist. John McNair and Bill Pierce, who moderate the listserv, appear to welcome its retirement. In cooperation with others organizers, Claudia will announce the ending of the listserv with appropriate directions for participants to shift to the alternatives. The listserv will be discontinued as of October 1.

Linda moved, Jeff seconded this proposal. Unanimous.

11. Set time and day of the month for future board meetings

The schedule for upcoming Board meetings was set as follows: Every third Tuesday @ 6:30 pm.

As needed, short meetings can be called to address pressing issues.

12. Goals for coming year

a. COVID 19

i. Strategic Planning Committee

ii. Ryan, Linda, Jamie, Justifina and Heather volunteered to assist in this committee and related committee work

b. Adding 8th Principle

i. Committee to discuss implementation, language, confirmation by the congregation

Discussion on the adoption of the 8th Principle (see below) concluded that this would be a matter for broadest possible discussion among all church members and groups after the Church reopens. Discussion of this sort nationally has proven enriching and informative.

"We, the member congregations of the Unitarian Universalist Association, covenant to affirm and promote: journeying toward spiritual wholeness by working to build a diverse multicultural Beloved Community by our actions that accountably dismantle racism and other oppressions in ourselves and our institutions."

Some congregations have already adopted this principle as a first step in urging UUA as a whole to incorporate it into the list of principles already in existence.

c. By-laws change to 5 members for the personnel committee

The following word change on the constitution of Personnel Committee requires a Congregational vote because it affects the Bylaws. The Board endorses this change.

for "**5 members**" substitute "**at least 5 members**"

d. Online presence

- i. Congregational input during COVID and Board meetings during ZOOM
- ii. Phase out rebook
 1. The phaseout of the online rebook (Questions for the Board) was discussed because it appears to be unused and ineffective.
 2. Possible Board Facebook page (not discussed)

iii. Wikipedia page

Beauvais Lyons has obtained funding to put together a Wikipedia page for TVUUC, which presents our history and congregation in a more representative light. Current Google searches lead only to references to the shooting.

The meeting concluded. at 1:10 p.m.

Respectfully submitted,

Jeff Mellor

Secretary-Clerk