

TVUUC Board MINUTES ZOOM Meeting of February 15, 2022

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Having established a quorum, President Ryan McBee called the meeting to order at 6:34 pm.

Present (in alphabetical order): Chloe Airoidi-Watters, Jametta Alston, Matthew Blondell, Chris Buice, Bill Cherry, Eddie Chin, AB Coleman, Heather Kistner, Viren Lalka, Ryan McBee, Jeff Mellor, Michael Miller, Mark Mohundro, Claudia Pressley, Linda Randolph, Mary Rogge, Ken Stephenson, Jamie Watts, Alice Woody.

1. Approve Minutes of January 18, 2022 Board Meeting

Alice moved, Mary seconded approval of the minutes as distributed. Unanimous. [7:58]

2. Little Food Pantry & Community Garden Update – Barbara Lamm

Because Barbara was unavailable, this update was postponed to the March meeting where she will be put on the agenda. [9:01]

3. Stewardship Update – Heather

Heather gave the Stewardship Update. She will be meeting with Denise and Ginna tomorrow morning. They will work on the card to be sent to major donors informing them of COVID-caused postponement of the 'traditional' reception for them. The cards should be ready to go out in 7-10 days. The Stewardship packet should be completed in the next week. Ken asked for a broad outline schedule of events and Chris reported a canvass kickoff date and canvass end date plus some associated services in the chat (not minuted). Three testimonials are planned. Heather will do one. Mary offered a second or to help as needed and asked for Board volunteers for a third. Ryan said he would talk to Kristen to possibly do a third. If we are in person, it would run about 3 mins., if virtual, a 3 min. recording. Ken was impressed with the video skills of people doing our programs and asked tentatively if they might aid in producing an additional 'dynamic' testimonial involving more than one speaker. He thought this could have a positive impact and some agreement was expressed by others. [16:57] Claudia suggested putting the date of the next meeting in the Newsletter so that any other interested church member could help as well. [17:48]

4. Program Council Update – Alice

Alice reported that there is some membership overlap between the Program Council and the Covid Task Force. The Council expressed a desire for support from the Board in the form of a video presentation explaining the interplay between colored COVIDACTNOW.ORG chart, the deliberations of the Covid Task Force and the Board. The questions especially needing clarification are

- who can meet in the Church
- under what circumstances.

There remains some uncertainty among some Church members on these questions. Clear, simple statements are needed. On behalf of the CTF and PG, she passed on a request for assistance in this. Mary offered to help put forward such a presentation. [20:49] Additionally, an expression of thanks to CTF and PG members for their especially taxing work in COVID times would be greatly appreciated. Linda asked if the resultant video could be posted for general access. A couple suggestions were aired: 1) Facebook page, 2) Newsletter, 3) church website, 4) presentation during the announcements section of Sunday in-person services. Claudia reminded us how effective Matthew's video had been when we first had to close the church for COVID. [22:02] Alice promised to get together with Mary to iron out details. Alice reported that the Program Council was making progress towards calling every church member to assess the functioning of the church, inform members of the spectrum of activities and initiatives the church had done and obtain input about areas for improvement. Mary, Ken and Jamie offered to help Alice with calls. [25:03]

5. COVID TASK FORCE - RYAN

Ryan asked Ken to review COVID Task Force issues. With the planned resignation of Nick Potter, the CTF consists of the remaining three members. Because the bulk of the work consisted in drawing up policies for Board consideration, it was the consensus of the task force, which Ken endorsed, that these three sufficed for continued operation. Ken asked Angela if she could officially step in as chair and she consented asking that her assumption of this role could be officially be sanctioned by the Board.

Ken moved, Jeff seconded appointing Angela Hoffman as Chair of the COVID Task Force. Carried. [28:40]

In subsequent discussion, various ways of acknowledging and honoring Nick's contributions and the work of the Task Force were considered, including

- welcoming Angela and thanking Nick in the Newsletter,
- recognition of service at the Congregational Meeting,
- inclusion of a statement welcoming Angela and thanking Nick in the planned video,
- announcement in Board portion of Sunday services,
- awarding church mugs and T-shirts to CTF members.

The Program Council had specifically asked for positive affirmation of the CTF and the work of its members. Michael noted that the 'good intention' of putting something in the Newsletter had not always been followed by action. In response, Mary volunteered to help draft input for the Newsletter, website and Facebook page and Ryan promised to help as needed with editing. Alice, Matthew and Jamie were included as further possible sources of help. [38:15] Claudia noted that, as a courtesy, we should ask the Stewardship Committee for permission to award mugs and T-shirts purchased from Stewardship funds. [41:00]

Mary moved, Eddie seconded that CTF members be awarded as token of thanks a mug and, if desired, a T-shirt. Passed. (As a member of the CTF and beneficiary of this procedure, Matthew abstained.) [43:30]

Matthew noted for the attention of the Board that he had been a member of the CTF in connection with his official positions over the years. Next year, he will no longer be in the position of Board Member, President, or Past President, and that somebody else will have to fill in. [44:17] Ryan will enter this on the agenda for March.

Jeff noted that he will be out of town and unable to attend, or minute, the March Board meeting and requested that the Board take appropriate steps to address this need. Alice offered to take on this responsibility provided she can get a recording of the meeting to work from. She was promised a recording and / or a transcript to do this. Jeff thanked all for their welcome assistance. [45:42]

6. Financials - Viren

The technical issues preventing Viren's earlier participation having been solved, Viren addressed the matters at hand. In the month of January, there had been a shortfall of pledges (\$36k actual vs \$42k budgeted). [46:18] However, from the perspective of 'year-to-date' actual and budgeted, we are on track, because in the YTD ledger, our pledge contributions have exceeded \$70k. Viren noted that these facts brought the value of including depreciation into budget statements into renewed focus. [47:23] Because shifting to a hybrid budgeting system (cash and asset depreciation) is such a weighty matter, he recommended postponing further consideration of this shift to the March (or April?) meeting. He noted that Will Dunklin would in the meantime be able to put forth a list of depreciable assets to give Board members a clearer picture of what the decision entails, especially in regard to establishing a reserve fund to amass the means to replace capital assets after their useful life has passed. [49:55] Ken thanked those who had contributed to email discussion of the issues in the past month and expressed his sense that the church needs to begin to amass the means over time to meet anticipated future capital needs. He also expressed reservations of adding a reserve fund to the items requiring support as we begin a Stewardship Campaign **at this time**. [51:40] Viren noted our great good fortune of having SBA monies this year to address critical capital needs and stressed that the absence of SBA funds in the future points to a critical need to begin addressing the current 'accumulation' of future needs (in actuality an 'accumulation' of financial obligations, for which we have as yet no identifiable resources. [52:37] Linda observed that this matter had come before the Board in earlier years, but also had been postponed for the reasons Ken just articulated. She suggested that the reserve fund accumulate a smaller amount, ensuring at least SOME funds to meet future obligations. [53:15] Viren agreed that, even given the possibility of help from the Endowment Fund, we can start small, say \$5k a year as a start, but we do need to start somewhere. [54:04] Matthew reminded the Board that we already have a deficit budget, the purpose of which was to begin paying our staff at UUA standards. We have made some progress, but have not yet achieved this goal. We need to balance **future** priorities (projected replacement of capital assets) with **ongoing** priorities (achieving pay equity for existing staff). [55:00] Viren agreed that a balance must be sought, because both obligations affect church finances, but that current procedures regarding capital expenditures in fact add to the deficit. Chris interjected that a capital campaign is one way to address these needs. Ken asked if any of the funds remaining in the SBA loan (ca. \$80k) could be put toward establishment of a capital replacement fund, especially given that 'replacement and/or repair' is not a particularly exciting headline for a capital campaign. Ryan asked Viren, in

consultation with Will Dunklin, to come up with an overall preliminary of capital items to be addressed by a capital replacement fund to provide a more concrete basis for discussion in a later Board meeting. Viren agreed to do this. [59:52] Claudia clarified that using SBA funds to initiate a capital replacement fund is a permitted use of these monies. She had briefly discussed the possibility with Chris, that, if we ended the year with an excess of funds over expenses, some of the excess could be funneled into a restricted capital replacement fund. She also noted that, if in future years, we had a shortfall of funds, we could transfer monies from capital replacement to balance our budget. [64:12] Viren thought this suggestion could be problematic in future years because it makes the financial arrangements fuzzier, whereas using SBA funds is more clear-cut. Linda asked whether it would be feasible and sensible to approach the Endowment Committee, once the depreciation numbers were established, to explore their willingness to use some portion of Endowment funds to address capital needs. Mary expressed agreement with the approaches under discussion, but asked also if we could continue addressing substandard employee/staff compensation in similar ways. Ryan noted that using SBA funds in this way means reliance on **one-time funds**, whereas compensation levels are **long-term continuing obligations**. Michael expressed reservations about using the depreciation mechanism. Viren noted that depreciation would only apply to very substantial assets (>\$10k) with a projected useful life of more than 5 years. Smaller assets, e.g. an office computer or video equipment for service broadcasts, would continue to be expensed annually. [74:09] Ken suggested moving this conversation to a smaller group with greater expertise such as the Finance Committee. Ryan agreed that Viren's promise to provide more precise information on the issue will aid discussion.

7. General Assembly Matters - Mark

Mark was called upon to review GA matters of interest. GA registration has begun. The event (June 22-26) will be multi-platform in nature, both ZOOM and in-person in Portland, OR. Currently only in-person registration (@\$475) is up. Full ZOOM registration will begin March @\$250. Prices will rise closer to the event. Another option is a 'business only' registration available starting in March for a donation of unspecified amount. We are authorized for 9 delegates, but have not always had our full complement in attendance, so this cost-conscious option might help achieve that goal. Persons interested in attending should contact Claudia and Chris. In response to Ken's question, Claudia reported that we have leadership development and other funds to subsidize attendance. Ken suggested that we consider recruiting younger church members for this as a means of developing future leadership. Mark suggested conferring with Catherine Loya about this. Alice asked and Mark responded that adoption of the Eighth Principle will be discussed at GA in multiple groups. Likewise, potential revision of the First, Second and Fifth Principles will also be discussed in various sessions. The results of these discussions will be reported to UUA in January and then subject to further vote in the 2023 GA in Pittsburgh followed by a year-long study in which individual congregations further consider the issues. Final vote on the results will occur at GA 2024. [84:30]

8. By-Law Revisions - Linda

Citing her extensive work preparing for the last Congregational Meeting and subsequent presentation to the Strategic Planning Committee, Linda asked for relief from further work on by-laws. Gratefully acknowledging the contributions of Ryan, Heather, Denise and AB in

preparation of proposed revisions, she suggested some additional voices in the process and asked that Ken and Alice come in as we move forward. Ken consented to serve in and chair this augmented group. Alice expressed willingness to help as time permits and spoke to the importance of 1) early distribution of proposals, 2) airing of responses prior to the Congregation Meeting. She proposed this schedule for the process going forward

Feb 28: Send bylaws requesting Board input with deadline
March Bd meeting: Board discussion [and approval of draft]
March 31: post for congregational comments with deadline
April Bd meeting: review congregation comments for needed changes
May Bd meeting: final Bd approval
Distribute 8 days before June congregational meeting

Board discussion reviewed various ways to address the impasse of last year's Congregational Meeting on by-laws.

- 1) if substantive (not minor editorial) changes arise following formulation of a final draft to go before the upcoming Congregational Meeting (2022), they be considered at the Congregational Meeting (2023),
- 2) there is an 'expectation of repair 'to the text presented at Congregational Meeting 2021,
- 3) a forum (in-person & ZOOM) open to the entire congregation on the proposed text be held two weeks in advance of formulation of a final text to consider at Congregational Meeting (2022), after which only an up-or-down vote on proposed revisions be permitted.
- 4) if members of the congregation have objections to the proposed text,
 - a) they vote AGAINST adoption
 - b) they propose revisions for consideration at Congregational Meeting (2023)

Refinements in the time lines for this process will be handled under Ken's chair of this Task Force. [97:31]

9. Ruth Martin Memorial Chili Dinner - Board Members

Board members reviewed roles, deadlines and contributions of each member in preparation for the chili dinner on Saturday, February 26. [132:22]

10. Adjournment

At the conclusion of the Chili dinner discussion, Ryan declared the meeting to be adjourned. [132:22]

Respectfully submitted,

Jeff Mellor, Clerk-Secretary