

Having established a quorum, President Ryan McBee called the meeting to order at 6:32 pm.

Present (alphabetically): Matthew Blondell, Chris Buice, Bill Cherry, Eddie Chin, AB Coleman, Will Dunklin, Scott Griswold, Angela Hoffman, Heather Kistner, David Massey, Ryan McBee, Jeff Mellor, Grier Novinger, Claudia Pressley, Linda Randolph, Mary Rogge, Ken Stephenson, Alice Woody.

1. Endowment Fund Charter revisions – David Massey, Grier Novinger, Scott Griswold

In the interest of time constraints on participants, Ryan called on David and Grier to guide the discussion of the proposed Endowment Fund Charter revisions as previously distributed to the Board. (See addendum) David began by extolling the accomplishments of Scott Griswold, a distinguished member of the firm Long, Ragsdale and Waters, whose special expertise in Trusts and Estates also comprises endowment fund issues for non-profits and churches. Scott had been engaged by the Endowment Fund (EF) last Fall to review our charter and ensure its compliance with applicable state and Federal laws. Forgoing a presentation of the text already in hand, David proposed that Board members simply ask questions of Scott, Grier or himself about the draft. [6:48]

Ken began by praising the document and the work of the committee before stating his questions. First, he asked about the audit provisions in the draft given the possible substantial costs of an audit. Thanking David for his salutary introduction, Scott noted that regulations require an audit for certain non-profit funds that have ‘solicitations,’ i.e. receipts, for more than \$500k in a year. That is not the case for our more modest Endowment Fund. In the interest of transparency, however, the Endowment Fund Committee (EFC) had crafted a provision for external examination of the records in Article I, ¶ B, № 4 (**Records Review**.) by a CPA or another appropriate person who is not a member of the EFC or the Board, every two years. This report, including possible recommendations, would be reported to the EFC, the Finance Committee and the Board for inspection and consideration of recommended changes arising from the findings. This provision gives some flexibility to the EFC to forgo a full (and potentially costly) audit, if the report does not warrant it. If some relatively minor adjustments are identified, they could be handled by consultation and arrival at ‘agreed upon procedures’ as remedies. Scott recounted the practice at his church whereby a person with requisite expertise, but not a member of the Finance Committee or the Board, could fulfill this role of review of bank statements and other relevant documents. Having a reputable investment institution administering the fund adds an additional level of oversight. [11:25]

Recalling Board discussion at earlier meetings, Ken verified that approval of this Charter in fact requires approval by the Congregation. David confirmed this. [12:05]

Eddie asked where the funds would come for review or audit. David replied that ‘ordinarily’ it would come from the EF. Grier confirmed this understanding and noted that the EFC should have the documents in order to keep attendant costs to a minimum. [13:25] David added that Robby McMurry, a member of the EFC, has expressed the view that the financial records of the EFC ought properly to be included in overall statement of church financial affairs in the event of a review, or audit, of the church’s financial status. David believed this to be an issue for future consideration. Further discussion confirmed that this is likely the case given the fact that the EFC, acknowledging its independence in some respects, is nevertheless part and parcel of the church. [14:50]

Ryan asked about the issue of the EFC being an independent entity and whether the EFC had explored this issue. David answered that some discussion on this matter had occurred, but that the number and complexity of the specific matters in this charter proposal precluded this even more far-reaching issue. The EFC had not investigated in detail what is entailed in the establishment of an independent EF. Pursuing this matter further would require additional consultation with Scott to resolve some complicated issues. For example, EFC would have to be established as a 501c3 organization entirely distinct from TVUUC, yet with an interest or desire to continue support TVUUC and its programs. For this reason, EFC had focused strictly on bringing its charter into compliance with governing laws and the mission of the church.

Scott added as a follow up that a religious institution has the greatest flexibility among non-profit organizations. Establishment of a 501c3 requires application to the IRS for approval and implies a significant number of additional administrative ‘headaches.’ His assessment is that the current structure of the EF captures the best aspects of both worlds for an organization of our size and mission and has incorporated provisions in the charter — no individual can profit from its actions and, in the case of dissolution, the assets of the EF would be passed on to another organization of similar character — of the sort required by the IRS for 501c3 organizations. [18:12] David reviewed the origins of this discussion, that, in the case the church would be sued, the assets of the EF might be vulnerable and an independent EF would be protected from hostile lawsuits. Other options for protection had been discussed with Scott, he said. [18:47]

Mary asked if the EFC had in the course of its deliberations identified some issues that might arise in the near term, 5-6 years, that they would have liked to address. Grier answered that none had been identified. David said the EFC had hoped that discussion among the Board, donors, potential donors, and the Congregation at large in the process of reviewing and approving this Charter might reveal points that had not yet been addressed. Mary thanked the EFC for their attention to detail and openness to revision, if needed. [20:18]

Matthew reminded the Board that the necessity of approval by the Congregation implied the need to communicate this DRAFT soon to initiate examination and discussion of points to be addressed before final approval. [20:34] David responded that the EFC had already set up a web page for this purpose that only needs to be integrated into the existing EF web page for the Congregation to begin this process. The only outstanding issues he could identify at this point were possible changes to the **Memorial Garden Sub-Fund** and the **General Sub-Fund B** under Article I I of the Charter. The donor instructions specify that only ‘income’ could be spent from the investments. This could be construed as excluding use of a portion of the capital gains of assets. The EFC has begun discussion with the donor (in one case) and the heirs of the donor (in the other) about amending this language in keeping with the original intent and in line with the ways the other sub-funds are managed. [23:12]

Ken agreed with Matthew's view that it is the intent of the Board to put both the EF charter revisions and the Bylaws before the Congregation as quickly as possible to permit timely discussion (via ZOOM and possible in person) and possible revision of the texts. David said that the EF was planning for a similar process. [24:43]

Ryan asked what further action is required of the Board for these documents to be put before the Congregation. Speaking for the EF, David asked that the Board 'endorse' these documents so that the discussion in the Congregation could move toward their 'approval.' Linda agreed that 'endorsement' is an acceptable term. Another would be 'recommend' for approval. Further discussion sought to incorporate a positive expression of the Board toward these draft documents, while allowing for the incorporation of as yet unforeseen improvements. Grier asked if the drafts presented could be endorsed for further consideration in advance of a possibly amended text for final approval.

Jeff moved that the Board endorse the draft document and advise forwarding it to the Congregation for their consideration and refinement. Ryan offered a friendly amendment that "the board endorse the process presented by the Endowment Fund Committee including the draft charter presented. The Board will vote on a final recommendation once the EFC has finalized language." Jeff accepted this amendment. Ken second the motion as amended. Unanimous.

David thanked the Board, expressed the openness of the EFC toward improvements of the document as the process continues. Ryan thanked Scott, David and Grier for their diligent work on this document in service to the Church. Scott recognized their considerable and valuable work that made his work a great deal easier. [31:19] Scott and Grier exited the meeting at this point. David stayed part way through Will Dunklin's presentation.

2. Buildings & Grounds Updates - Will Dunklin, Barbara Lamm

Barbara began by reviewing developments in connection with the Little Pantry in the church parking lot. Thanking the Board for approval for the construction of the pantry, she stated that the pantry was feeding lots of people. Beginning with her personal purchase of \$75 to stock the pantry, stocking the pantry grew to \$125 a day, but uncertainties in funding sources have reduced this to somewhat under \$115 daily. She pointed out that there is plenty of food available for the pantry through donations and grants, but our limited storage space prevents our taking full advantage of these sources. She goes to grocery stores in Knoxville every other day for supplies to keep up with stocking needs without supplies exceeding the available storage. Many Facebook posts tell of the popularity of our pantry. [34:40] Will expressed positive surprise at the success of the pantry, which requires complete restocking every day. A committee is needed that can buy food in bulk IF sufficient storage space can be identified. Currently half the cloak closet the lobby is being used for this purpose, but overflow still is a problem. A possible solution is to take one of the original doors from the church that is in storage and close off the entire cloakroom for two purposes: 1) storage and workspace for pantry needs, 2) storage for art displays. Additionally, attractive coat racks would be made available in a convenient area close to the area being closed off. Will has a written proposal with additional details that he will make available. He estimates that the project can be completed for less than \$1000, but he is unable to identify a source for these funds because Buildings and Grounds has exhausted its budget. He asked for guidance on ways to proceed. The following funding suggestions emerged: Program Council, Endowment Project Funds. Chris thought Program Council funds would be a good possible source; Claudia noted that Program Council expenditures for individual projects are capped at \$500. Matthew proposed that, if funding could be identified, an up or down vote on the project would be possible. Will asked if the Board could approve the project in principle, but postponing the actual identification of funding. Will provided this proposal to the Board as formulated by B&G:

"The Building and Grounds Committee has voted to propose the following alteration to the building.

In order to create a dedicated, secure, work and storage space for "The Little Free Pantry" we propose to make the following changes.

(1) The current coat closet to have a door and frame installed to match the existing.

The church has 2 doors in storage that match the existing doors throughout the building. The 2 doors in storage were removed from the room that is now the Linda Kraeger Library when it was remodeled. One of these can be used at the current coat room with an appropriate new metal frame. This ensures that the change matches the existing lobby finishes.

(2) A new coat rack to be installed in the Greg McKendry Fellowship Hall, along the north wall where the name tag racks are currently located. Since coat racks are largely seasonal, a portable coat rack/wardrobe rack may be appropriate.

(3) New name tag holders mounted on the west wall of the McKendry Fellowship Hall.

(4) Cost to be determined. Estimated to be approximately \$1,000."

Ryan agreed this would be feasible so long as we are not adding an expenditure to the budget in mid-year. Ken asked for additional assurance that a way to hang coats would be available, given the presence of the piano in the Fellowship Hall. Will noted that the piano is up for sale on two websites currently and that he is considering lowering the price to attract more interest. When asked, David indicated that the EF could entertain a proposal of this sort and asked that Will get in touch with him in the next few days for further clarification so that David could forward the emerging proposal to the EFC for consideration. [43:16] Chris endorsed further study and refinement of the proposal and Claudia advocated finding funds from sources budgeted for other purposes would NOT be a good idea and might cause confusion and

misunderstanding: ‘the Flower Committee has donated to the Coatroom Project \$xx.’ Ryan voiced agreement that this ad hoc re-ordering of budget priorities set a bad precedent and may not even be within the Board’s purview. This view met with general approval. [48:02] Linda reiterated the issue that, because several different groups sharing the cloakroom space, a clear understanding between these groups be worked out in advance and Will said he had already done this. David informed the group that FISH also used this space and asked that this be taken into account. Barbara and Claudia confirmed that FISH was using a well-defined portion of the space and clear accommodations between FISH and pantry needs were in place. In fact, certain items not eligible for pantry needs are put in the FISH space for distribution.

Jeff moved approval of the Buildings and Grounds project proposal contingent upon funding with the assurance that the Little Pantry, Art Committee and Fish have appropriate access. Alice seconded. Unanimous. [52:46]

A confidential topic of a potential donation was discussed in executive session and referred to additional consideration via e-mail. [61:32]

Will outlined recent discussions with Chris and Claudia on a range of upcoming major maintenance costs making the Board aware of them and initiating a discussion about planning for their funding. Among the major items were: 1) our HVAC units are currently beyond design life and may need replacing soon in the case of sudden failure (\$125k). 2) the Parking lot is in need of sealing and restriping to prevent deterioration. 3) the brickwork at the corner of the church where the chalice is attached has deteriorated so that leakage is occurring into the church space. 4) additional necessary, seemingly mundane and unsexy upkeep items with a price tag of ca. \$250k. It seems that churches in our position bring in a denominational consultant from UUA to provide guidance on how to proceed and finance the work. Capital campaigns typically fund more NEW items, not repairs. Given the fact that this Board is nearing the end of its tenure, it is clear that no conclusive discussions can be undertaken at this point and the fact that these issues go beyond the normal scope of B&G purview, beginning the discussion now to raise awareness of the issue in the larger church community is essential. Funds remaining from the SBA monies are insufficient to fully meet the most pressing needs. Ryan reminded the Board that Viren had begun establishing a means for the church to meet some of these longer term needs, but not the full extent of the problems Will had just outlined. He asked Will to produce an outline of the projected needs, priorities and cost estimates to help in crafting and expanding upon the plans Viren is in the process of formulating. Will and Chris will work on this. This document could provide a foundation for the next Board. Chris stated his view that it was entirely in order for a member of the Board to begin conversation with UUA consultants on further steps, including capital campaign or other approaches, such as improving the annual pledge drive. Since we have not had a capital campaign recently, entertaining a campaign could be a well-timed idea.

Ken agreed that a write-up of the upcoming needs would be helpful and that he believe a capital campaign might be in order. Perhaps finding a special ‘sexy’ item to headline the capital campaign would be useful. Because we no longer have a mortgage, the consultant might be able to help shape financial affairs with that in mind. Chris endorsed the view that the capital campaign should embrace a ‘forward looking vision.’ Will promised a prioritized project list for discussion in next month’s Board meeting. Bill reminded the Board that such as list had been put together some years ago and that dusting these recommendations off could help putting together a comprehensive and attractive array of items. Will affirmed that he had this document that he termed ‘amazing’ for its completeness and thoughtfulness. [72:01]

3. COVID Reopening Proposal – Angela Hoffman

Ryan called on Angela to discuss the Revised TVUUC Reopening Framework Proposal that had been shared with the Board as follows:

**We Are Each Other’s Keepers:
Updated Guidance for Reopening TVUUC Building and Grounds in
Light of the Ongoing COVID-19 Pandemic**

The following chart outlines *the minimum* we need to do at each risk level to protect one another and ourselves. Even in the wish to return to normalcy, please remember that:

- Masks protect others as well as ourselves.
- Some of us are not or cannot be vaccinated.
- Some of us are immunocompromised, or live with or care for someone who is.
- People will have differing levels of comfort with physical closeness.

CDC Risk	Recommended Worship & Large Group Activities	Recommended Small Group Activities

High	<p><u>Indoor</u>: Worship service <u>streamed online</u>; <u>no in-person option</u>.</p> <p><u>Outdoor</u>: Worship service <u>open to the public with safety protocols in place</u>; vaccination encouraged but not required.</p>	<p><u>Indoor</u>: Application & approval by administrative staff required; <u>safety protocols and vaccination required</u>.</p> <p><u>Outdoor</u>: Application & approval by administrative staff required; <u>safety protocols required</u>; vaccination encouraged but not required.</p>
Medium	<p><u>Indoor</u>: Worship service <u>open to the public with safety protocols in place</u>; vaccination encouraged but not required.</p> <p>Continued offering of livestreamed services.</p> <p><u>Outdoor</u>: Worship service <u>open to the public</u>; <u>safety protocols recommended</u>; vaccination encouraged but not required.</p>	<p><u>Indoor</u>: Application & approval by administrative staff required; <u>safety protocols required</u>; vaccination encouraged but not required.</p> <p><u>Outdoor</u>: Application & approval by administrative staff required; <u>safety protocols recommended</u>; vaccination encouraged but not required.</p>
Low	<p><u>Indoor</u>: Worship service <u>open to the public</u>; masks encouraged but not required; vaccination encouraged but not required.</p> <p>Continued offering of livestreamed services.</p> <p><u>Outdoor</u>: Worship service <u>open to the public with no restrictions</u>; vaccination encouraged but not required.</p>	<p><u>Indoor</u>: Application & approval by administrative staff required; <u>limited restrictions to be determined</u> from application review; vaccination encouraged but not required.</p> <p><u>Outdoor</u>: No application required; <u>no restrictions</u>; vaccination encouraged but not required.</p>
Safety Protocols Include:	<ul style="list-style-type: none"> • Universal masking for ages 2+ • No congregational singing • No food or drink • Good ventilation 	
CDC Guidance Re: Masks	<ul style="list-style-type: none"> • People may choose to mask at any time, even if masks are not recommended at that risk level. • People with symptoms, a positive test, or exposure to someone with COVID-19 <u>should</u> wear a mask. 	

1 CDC risk level by county: <https://www.cdc.gov/coronavirus/2019-ncov/your-health/covid-by-county.html>.

2 Recommendation per CDC across risk levels: <https://www.cdc.gov/coronavirus/2019-ncov/your-health/covid-by-county.html>.

Rationale for updated guidance:

Given Knox County’s falling case rates and recent changes in CDC recommendations, the TVUUC COVID-19 Task Force (CTF) decided to revisit its most recent reopening framework recommendations that were adopted by the Board of Directors in September 2021.

The Task Force currently recommends that TVUUC adopt use of the CDC’s new COVID-19 Community Level³ metric to assess local community risk. “Levels can be low, medium, or high and are determined by looking at hospital beds being used, hospital admissions, and the total number of new COVID-19 cases in an area.”⁴ This three-level risk assessment tool will replace our previous use of CovidActNow’s five-level metric,⁵ to which we had also added an additional level called “endemic.”

We have mapped the previous six levels of recommended church activities onto the three risk levels of the new CDC model. Some notable changes have occurred that will allow our community to come together more fully than before, such as recommending reopening to the public sooner than continued following of the CovidActNow model would have allowed. One reason for this is to allow for greater inclusion of our members with children ages zero to four, who remain ineligible for vaccination. We have

recommended more stringent mitigation measures for some levels than that which the CDC recommends, but we have done so with the goal of moving back toward in-person worship and community in as safe and as considerate a way as possible.

Guidance for moving between levels:

To the end of making a smooth transition between models, and in keeping with TVUUC's principles and values, the CTF recommends implementation in this way:

- Decisions about moving **down** from one risk level to another will be based on three-week data trends.
- Decisions about moving **up** from one risk level to another will be based on one-week data trends.

By common consent, Angela began with a brief survey of the document the COVID Task Force (CTF) created in March. She noted that in late February CDC had revised the way it determined levels and shifted from a single metric (cases per 100k) to a combination of three. This proposal incorporates the new measurement basis. COVID Act Now <covidactnow.org> now also uses the new metric for establishing the three color scheme. This three-level proposal would supersede the six-level scheme approved by the Board last September. The CTF spent considerable time assessing which church activities would be suitable for each of the three color coded levels. At this point, she invited questions from the Board. [75:05] Jeff asked if the proposed scheme is flexible enough to deal with increases in case levels, such as seen in other parts of the country. Angela noted that it is able to deal with fluctuations in both directions. She referred to the step up and step down rules on the handout and described why it is prudent to have step up decisions on a one week basis whereas step down decisions occur on the basis of three weeks of data. The new CDC model puts greater emphasis on hospitalization rates, which also measure disease burden on the community. She noted that the proposed rules for TVUUC were somewhat more stringent than for the community at large because in the judgment of the CTF, this more closely matches the value system of our church. [78:14] As for the effective date, of the new policy, Angela proposed May 1, when it would supplant the transition policy decided on in the March meeting. She asked that the messaging for the new policy, particularly in the church on Sundays, be clear, supportive and proactive. Because the policy incorporates change, special and timely attention should be given to announcements and signage regarding mask optional policy, alternative (mask only) in-church worship spaces to effectively orient parishioners on these matters. Matthew reinforced the need for prompt decisions because the church will be going *mask optional*, not *maskless*, on May 1, when existing policy ends, and clear updated information is needed. [79:53] Angela agreed stressing the important of consistent messaging from all relevant sources: Board, COVID Task Force, Executive Team. The wording *mask optional* acknowledges that there are some in the congregation that still need, or choose, to wear a mask to mitigate risk. [81:48] She noted the importance of communicating to the church attendees at large the availability and purpose of alternate *mask obligatory* rooms, the Lizzy Crozier French Room, to congregate during the service. [82:46] Having a Board Member on Duty will help this process because awareness and usage of these rooms is minimal. Several participants promised to coordinate creation of a uniform script for the Board Member and for the Order of Service working from existing drafts by Ryan and Angela. Claudia will continue to include this script and information on the alternate worship spaces in the church in the online Order of Service she sends out to 1200 recipients. [89:00]

Ken moved acceptance of the Revised TVUUC Three Level Reopening Framework with an implementation date of May 1. Matthew seconded. Unanimous. [92:17]

4. Minutes of March Meeting

Matthew moved, Ryan seconded acceptance of the minutes prepared by Alice of the March meeting. Carried. Jeff abstained, having been absent from that meeting. [97:09]

5. Proposal for Executive Reporting Structure – Chris

Chris introduced a draft proposal for scheduled executive committee reports. It derives from a perceived need to improve and systematize communications between the Board and Executive Committees. [97:37]

Here is a proposal for how to improve communication between the Executive Team, staff and Board. I advise that we return to monthly reports by the executive team (in cooperation with relevant staff members) focusing on those areas that align with the work of the staff team. Look over the topics to see if it covers your concerns. Ignore the proposed months as those might change as we tinker with the proposal. I initially left June, July, August open as there may be other areas the board would like us to report on. Look at this proposal as a first draft.

Proposed Executive Reports (DRAFT)

September - Building and Grounds
October - Stewardship and Finance
November - Public Ministry
December - Administration and Personnel
January - Adult Programming and Religious Education
February - Children and Youth Programming/ Religious Education
March - Pastoral Care
April - Music
May - Communications (potentially including multi-platform church activities)

Other Board Reports from Lay Led Committees that report specifically to the Board that could be scheduled for specific months.

Program Council
Endowment Fund
Nominating Committee
Long Range Planning
Ministerial Evaluation

The proposed structure is an attempt to cover the church year, but the months for the reports and the committees reporting are subject to re-shifting following additional discussion, he emphasized. One outcome of this structure would be to have an overall Annual Report at the end of the church year by a consolidation of the monthly reports. [100:31] Alice highlighted the importance of reports of committees that report directly to the Board, as Chris had outlined. Specifics of the process of reporting were discussed: who would be involved in putting the report together and how. Linda expressed her support of this proposal and of Chris' participation in the process. Bill added that that goal setting is a critical management tool because the objectives help align our activities with our mission. Chris noted that the proposal had the secondary benefit of showcasing the expertise and importance of the contributions of the entire staff and committee members. Linda stressed the value of goal setting for the church and Chris noted that he and AB intend to include identification of objectives at the beginning of the program year. In recent years, focus had largely been on crisis management, a shakeup that had reduced the focus on objectives, but a reset and reorientation towards stable longer term goals was a purpose of this proposal. Special attention to integrating shut-ins and members in nursing homes has been enabled by the communication innovations that have arisen from our experience and responses to COVID. There was significant agreement that the formalized reporting on even such matters as HVAC in a B&G report would be very beneficial. [107:30] Vision for the longer term, e.g. twenty years in the future in addition to just a year or two ahead, is a central component of this process. AB confirmed that goal setting was a going to be a focus of the re-organization of church communications that had just begun. [110:56] Monitoring the success or lack of success in accomplishing goals is necessary. [113:53] Concluding this discussion, Ryan agreed that further detailed work on this proposal can take place in cooperation with the leadership team. [114:58]

6. Financials - Claudia

Turning to the budget, Ryan asked for details on the licensing and subscription fees, which were significantly over-budget. Claudia clarified that, because of the pandemic, some new items were included, for example, ZOOM fees and video production expenses. Increased use of these media had compelled greater expenditures. In some cases, we shifted to programs with associated costs for greater and more robust needs. These new costs also had had no clear budget category — office supplies, computers and maintenance, building and grounds, REALM — and licensing and subscription fees became a catchall for which had no precedent as a budget line item. Going forward, we will have a clearer sense of where these costs should be located. [118:25] Giving was up for March and year-to-date (YTD) giving is up \$78k over budgeted YTD. Actual YTD income versus expenditures has a surplus of \$260, *including* unbudgeted capital maintenance expenses of \$69k. All in all, we are in a good financial position. AB reminded us that technology support will increase in the next budget year. The Technology Task Force consists of unpaid volunteers, but talks with vendors indicate increasing costs in this area. The next Leadership Team meeting will come up with concrete budget projections. The biggest expense item in our budget is personnel and discussions with Susan Kovac have focused on these matters. The Personnel Committee has too few members at present, so the next presentation on Personnel will be based on UUA compensation recommendations. Ryan thanked Claudia for her presentation that also included a preview of next year's budget. [122:17]

7. Bylaw Revision and Personnel - Ken

Ken reported on the activities of the Nominating Committee, including identifying a candidate for rising chair of the Personnel Committee whose position is ratified in the congregational meeting. The status of Susan Kovac continuing on the Personnel Committee was discussed, since she will be completing her third year in this position, but this needed additional clarification, which Ryan offered to take on. Linda volunteered to assist a new chair if Susan is rotating off. Ryan also offered to become a member of the Personnel Committee if needed. Also, the tentative state of the bylaws is complicating the resolution of the staffing of this committee. The number of committee members is uncertain pending the fixing of the committee membership in the bylaws. Ken and Ryan both advocated that a provisional personnel team begin work informally before the congregational meeting because of budgetary issues involved. [130:52] One question hovering over this discussion was that certain people were recruited by the Board for certain committees and others were identified by the Nominating Committee as candidates and were voted on by the congregation. Mary helped clarify the matter by referring to the relevant section from the church bylaws as amended in the congregation meeting of May 19, 2019: "All Board committees shall have a chair appointed by the Board (except for the Finance Committee) for a term determined by the respective committee charters. Members of Board committees shall be selected by their chairs in consultation with the President and approved by the Board.

All chairs and members of Board committees must be members of the Church.

A list of all Board committees and their membership shall be maintained in the Church office.

The following are Board committees: Finance Committee, Personnel Committee, Stewardship Committee, Strategic Planning Committee, and any Board task force or other committee so designated by the Board." [134:33]

The process of first identifying, then ratifying persons for these positions was discussed. By consensus, it was determined that the Board is the proper authority for reconstituting the Personnel Committee. [138:15]

Ken continued by discussing the **bylaw revisions** to come before the congregation in June. He identified some areas for further Board consideration. He noted that wording requiring the submission of a balanced budget had been rejected in previous discussion. He and Bill indicated that budgetary policies and procedures be situated in the Finance Manual, not in the by laws. It was Bill's recollection, subject to confirmation, that the Finance Manual contained language requiring the submission of a balanced budget to the congregation for approval. Ryan confirmed this. Consequently, this must be considered policy and would have to be revised if we intend not to be held to this policy going forward. [140:23] The policy of requiring multiple signatures on expenditures over a certain amount was discussed next. Again, this belongs in the Finance Manual and was deleted from the draft bylaw proposal. Other changes in the bylaws read as follows "No expenditure shall be made which exceeds \$15,000 (~~\$10,000~~) and is not in the budget, unless the expenditure has been approved at a meeting of the congregation. **The invoice(s) for any such expenditure must have two authorized signatures, the Director of Finance and Operations or the Senior Minister and an officer of the Board.**" [141:26] On the Personnel Committee, the following wording is proposed: "The Personnel Committee shall consist of a Chair, a rising-Chair, a past-Chair, and at least three additional at-large members. The at-large members shall be appointed annually with terms not to exceed three years." No period of service was mentioned in this wording. At the request of the Endowment Committee, the language was adjusted to conform with the charter of the Endowment Fund Committee to read: "The Finance Committee chair and a liaison member of the Board will attend as *ex-officio*, non-voting members." Other minor wording changes incorporated provisions for the dissolution of the fund, as codified in the TVUUC Endowment Charter. [144:18] An additional provision regarding dissolution must be considered and that is a provision for the protection of the remains of beloved members in the Memorial Garden following dissolution of the Church or the Endowment. [145:57] Ken proposed endorsement of these revisions to enable further work towards final wording to be established via a congregation-wide ZOOM meeting proposed for the latter half of May. [146:18] Linda promised to provide Ken separately with wording regarding the Personnel Committee and its constitution. Matthew noted that changes of the sort she proposed had been awaiting action for the last couple years. [146:59] In response to a question from Jeff regarding Article II, Section 3. Resigning from the Register of Members does not remove that person from the church database, but merely marks that person as 'inactive' in keeping with database management principles articulated by Miriam Davis at an earlier Board meeting. Jeff also requested clarification on Article III, Section "The Secretary-Clerk, **working with the President and Director of Finance and Operations**, shall notify members of meetings of the congregation by electronic communication and in the TVUUC newsletter at least eight (8) days before the meeting." Current and past practice has been that the Secretary-Clerk has not been directly involved in the notification of congregational meetings. He was asking for clarification on behalf of his successor who may be even more puzzled about the process than he is. Ken clarified that this provision applied only to congregational meetings. Jeff agreed to confer with Claudia to ensure that the notification is sent out in a timely manner to members of the congregation. Though a possible conversion of the church year from fiscal year to calendar year had been discussed in past meetings, which would affect the terms of Board and Committee members, it was made clear that this conversion is not a part of this revision of the bylaws. The church year remains as is for the time being. [151:40]

Linda moved, Matthew seconded endorsement of the Bylaw Revisions Ken put forward, subject to further modification in the process Ken had outlined earlier in this meeting. Unanimous. [154:42]

Ken expressed his appreciation of the painstaking work of Linda, Alice, and Heather in preparing the draft revisions and repeated his intention to establish a ZOOM meeting to work through any remaining issues prior to the congregational meeting. In further discussion, the scheduling of the ZOOM meeting in relation to the distribution of the draft revisions was aired, so that church members could have time to propose changes and the discussion could allow the committee to integrate suggestions that proved helpful. Ken said he would confer with Alice to provide concrete plans. [156:36]

8. Resumption of the role of Board Member on Duty (BMOD) - Ryan

Claudia said she would set up Signup Genius to allow Board Members to schedule their participation as BMOD. She offered to provide a text for the BMOD revised to suit the changed circumstances of our services. The congregational meeting is set for June 12. The format of these meetings (in-person, ZOOM, hybrid) needs to be finalized. The congregational meeting will occur before the June Board meeting. June 12 was chosen as the date to avoid Father's Day (June 19) and General Assembly (June 26). Quite a number of important budget decisions need to be made by the Board in preparation for the Congregational Meeting. This might require an additional Board meeting beyond what has already been scheduled, as had been done last year. [160:01] Scheduling proposals for these meetings were discussed and Ryan found that he was scheduled to be in Las Vegas on business on May 17, so a proposal for the Board to meet on May 10 was agreed upon by consensus.

In advance of adjournment, Jeff repeated his deep gratitude to Alice for having done the minutes of last month's meeting in his absence. [167:35]

9. Adjournment

The meeting was adjourned at 9:16 pm. [168:02]

Respectfully submitted,

Jeff Mellor, Clerk-Secretary