**Quimper Unitarian Universalist Fellowship**

**Board of Trustees**

**Minutes Meeting March 16, 2022 at 6:00 pm**

**Meeting by Zoom:** <https://youtu.be/z3-xv_CCxoQ>

Meeting Called to Order by Larry Morrell, president.

Recording on. Transcription on. 6:00PM

We acknowledge that these waters, mountains, valleys and shorelines are the traditional territory of the S’Klallam and Chemakum peoples. We will work to restore and sustain their homelands and all living
beings.

Attending: Larry Morrell, Sherry Modrow, Penny Ridderbusch, David Covert, Karl Bach, Frances Loubere, Virginia Nixon, Cecilia Flickinger, Liesl Slabaugh, Kate Lore, Kate Kinney.

Observers: Kathy Stevenson, Jenell Mateo, Julia Cochran, Christina Tweed, Share Dewees, John Collins, Suzie Gorski.

Timekeeper: Karl Bach

Spiritual Practice, Chalice Lighting

Opening Words, Karl Bach:

We are travelers.

 We meet for moment in this sacred place

 To love, to share, to serve.

 Let us use compassion, curiosity, reverence and respect

 While seeking our truths.

 In this way we will support a just and joyful community,

 And this moment shall endure.

Opening Announcements or acknowledgements

1. **Approve Meeting Agenda**

 Motion: Sherry Modrow moved to approve the meeting agenda; Virginia Nixon seconded the motion; no objection; the motion was approved.

1. **Consent Agenda:**  Approval of the minutes of the 16 February Board meeting

 Motion: Karl Bach moved to approve the consent agenda; Virginia Nixon seconded the motion; no objection; the motion was approved.

1. **Standing R****eports**
	1. **President’s Report – See** [**Attachment A**](#AttachmentA)
	2. **Minister’s Report – See** [**Attachment B**](#AttachmentB)
	3. **Treasurer’s Report – See separate package**

 Approval of Treasurer’s Report

Motion: Karl Bach moved to approve the February 2022 financial statements indicating an excess income/expense amount of $45,318.70 and a total liabilities and net assets in the amount of $2,626,753.07; the motion was seconded by Sherry Modrow. No objection; the motion was approved.

1. **Trustees’ Reports**

 **4.1.** Nominating Committee Report: Virgina Nixon

 4.2. Safe Park report, Sherry, report from Dean Carr

**5.0. Task Force and Committee Reports** 6:44PM

* 1. **Governance Task Force See** [**Attachment D**](#AttachmentD) **– Frances Loubere**
	2. **Ad Hoc Committee on Healthy Community – Liesl Slabough**
	3. **Widening the Circle Task Force - Cecilia Flickinger**
	4. **Board Communications subcommittee – David Covert, Chair**

**BREAK.** Recording off. 7:06PM. Meeting resumed 7:16. Recording on.

1. **Agenda Items**
	1. **Pledge Campaign - Suzie Gorski**
	2. **2022 General Assembly in Portland**

Delegate criteria and selection – **See** [Attachment C](#AttachmentC)

Funding for registration and expenses

* 1. **Safey & Risk Management Report – See** [**Attachment E**](#bookmark)

**Extinguishing the Chalice:**

"We make a living by what we get, but we make a life by what we give".

 ~ Winston Churchill

ADJOURNMENT 8:01 PM

Motion: Karl Bach moved to adjourn the meeting; Virginia Nixon seconded the motion; no objection; the motion was approved.

**References**

**Open Questions for QUUF Vision building from 2021 BoT Retreat**

Together how can we better meet the spiritual needs of our community?

How can we create a more unified, diverse, equitable and inclusive
QUUF community for all?

**QUUF Board Covenant (revised 9/14/15)**

As Board members of the Quimper Unitarian Universalist Fellowship, we will:

1. Hold in love all that we do for QUUF and the Board. Love serves to make service on the Board a spiritual experience.
2. Listen mindfully and deeply, encourage each other, work toward trusting relationships in order to transcend our individual limitations and achieve a greater result.
3. Seek consensus, honoring dissenting opinions. We will speak with one voice about Board decisions once they are made.
4. Be prepared to achieve the goals we collectively set, keeping in mind the spirit, cooperation, and joy.
5. Resolve our conflicts in a timely manner. Forgive each other and ourselves.
6. Speak honestly and be discerning about what needs to be kept confidential.
7. Express sincere appreciation of each other.
8. Maintain a sense of humor.
9. Represent the congregation by listening to their concerns and dreams and by acting in their best interest.
10. Be guided by the Seven Principles.

**Attachment** **A** **President**’**s report – March 16, 2022**

1. The study session was devoted goals and the upcoming pledge campaign.

* 1. Goals
* Governance transition
* Education of membership (finances, governance implications, need for $$ & volunteers)
	+ Staff treatment – Salary and benefits – do they align with our QUUF values? Are we treating our staff as valued and precious or as simply as an expense to be managed?
	+ Where does our money go? Maybe receptacles for different financial needs?
	+ Education: our growth has outstripped our structure: *need full-time fund-raising effort (staff?), but can*’*t afford in current budget*
* Transform conflict into learning
* Be financially sustainable
* How do we incorporate our open questions?
	+ Together how can we better meet the spiritual needs of our community?
	+ How can we create a more unified, diverse, equitable and inclusive QUUF community for all?

Long term: sustainability and resilience depend upon 3 areas:

* Financial support
* Professional staff
* Volunteers
	1. Pledge Drive – use a 3-legged stool as a reminder of the necessary elements for a sustainable beloved community. Board to take an active part in pledge weekend: April 2 Pledge Celebration.

**Vision***: QUUF is a self-sustaining, resilient beloved community where all are welcome and contribute to the mission*

1. Devote April Study Session to Annual meeting planning

Will 8th principle vote be scheduled? What is the education plan if so? How does the membership engage to fully understand this issues? Where are the exchanges of ideas happening?

1. Introduction of Wisdom Council (WC) process to Key lay leaders (mostly program council)
	1. Session held on 2/17 with WC developer (Jim Rough) and practitioner from Austria (Markus Goesch) to introduce process.
	2. Local example of use at PT Food Coop:

<https://www.youtube.com/watch?v=wcIP-ZEMekI>

Process requires facilitators trained in “Dynamic Facilitation” skills to conduct sessions. Training seminar is scheduled for April 13,14,15 in Port Townsend. Selection/recruiting of trainees needed.

1. Pending**:**
	1. Board Code of Conduct (interaction with members; use of email; conduct during board meetings)
	2. Restoring members direct interaction with board (e.g., comments during board meeetings.)

Respectfully,

Larry Morrell, President,QUUF Board of Trustees [Return to Agenda](#Agenda)

**Attachment B** - Minister’s Report

Minister on medical leave – no report

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**Attachment C – From the QUUF Denominational Affairs website page:**

QUUF & General Assembly (GA): The Denominational Affairs Team is responsible, with the senior minister, to present the congregation with issues and votes that will be presented at GA. Gaining direction from the congregation is important as delegates are charged with voting at GA. The Board is responsible for choosing delegates to represent QUUF. Current criteria is:

· Be a member of QUUF

·Attend a QUUF planning session prior to GA

·Attend the plenary sessions

·Vote at plenary sessions

·Attend a full schedule of workshops

·Report back to the Fellowship following GA

Requests for delegate status:

Diane Haas

Julia Cochrane - plans to attend in person.

Kathy Stevenson and Julia Cochrane, co-chair the Denominational Affairs committee.

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**Attachment D Governance Task Force March Report**

The Governance Task Force continues to meet from 9:30 to 11:00 the first and third Wednesdays of the month. Larry Morrell attended the March 2 Governance Task Force meeting. We discussed various topics in an effort to ensure the GTF and Larry are on the same page as we continue the shared governance structure implementation.

**Bylaws/Operations Manual Subcommittee Report**

Members: Karl Bach, Bruce Zalneraitis, John Collins, David Covert and Anne Weaver, Invited GTF Member

Since our last report the Bylaws/Operations Manual Subcommittee (BL/OM SC) has been working on proposed Bylaws changes. We are waiting to receive comments back from the Ministry Advisory Team and the Program Council as well as the QUUF Office Staff on the following:

* Conflict of Interest Policy
* Virtual Meetings Policy
* Open/Closed Meetings Policy
* Notice of Meetings Policy

With the assistance of Anne Weaver we have gone through the current Bylaws to see if there are any items that need immediate modifications and we are satisfied that any necessary changes are minimal. In the meantime, we received correspondence from Kate Madson & Kendra Golden regarding recommended changes to Article VIII of the Bylaws that deals with the Ministerial Search Committee and the Ministerial Hiring Committee. After reviewing this set of recommended changes and after reading sections of the UUA Settlement Handbook that deals with the selection and composition of a Ministerial Search Committee we have come up with some recommended changes to the existing Bylaws. These include how Search Committee members are selected and the minimum size of the Search Committee for our congregation. We are also reviewing how an assistant minister as well as an interim minister is chosen.

Finally, we are reviewing the special definition of a quorum of the Congregation when voting for the Ministerial candidate as well as what percentage in the affirmative would be necessary to confirm the candidate.

As a courtesy, these recommendations are being shared with Kate & Kendra and will also be shared with the GTF as a whole for consideration and approval before being forwarded to the Board for consideration.

**Communications Subcommittee Report**

Members: Frances Loubere, Julia Cochrane, Cynthia Becker

An article introducing the congregation to the Program Council and explaining Councils & Ministry Teams ran in the March 4 Weekly Update. We plan to continue to share Weekly Update articles relating to our new governance model on a monthly basis.

The Communications Subcommittee will be meeting with Pat Rodgers on Monday, March 14 to discuss updating the Governance page of the QUUF website. We anticipate creating links that enable members, and others interested in our Fellowship, to access the Shared Governance presentation and the governance-related Weekly Update articles.

**Program Council Report**

(please note this report is from the Program Council and not the Program Council Subcommittee of the Governance Task Force)

Members: Patrick Johnson, Dan Brooks, Mary Tucker, Betty Oppenheimer, Kathy Stevenson, Kate Madson

The Program Council is meeting monthly and is proving to be a fertile ground for exchanging information, facilitating communication, and supporting the work of the 30+ ministry teams. The Community Council is taking the lead on the Reconnection Fair, supported and with input from the other councils.

The Program Council will continue to focus on volunteer recruitment, leadership development, and increasing awareness in the fellowship about the work of the ministry teams.

The Program Council continues to evolve and mature as prescribed in the new governance model.ature as prescribed in the new governance model.

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**Attachment E QUUF 2022 Risk Register: Report to the Board of Trustees**

The QUUF Safety & Risk Management Committee’s 2022 Risk Register process is now complete, with 8 of 11 board members and 4 of 4 committee members participating. The most significant value in this exercise is that board and committee members took the time to think about the risks to the congregation and its assets. In addition, the different perspectives of board and committee help the board and committee consider what mitigation approaches can and should be taken for each risk.

The process of averaging the perceptions of impact (severity) and likelihood (frequency) allows QUUF to categorize and prioritize risks. A common approach to classification, based on the ratings, and the general approach to mitigation is:

A High impact, high likelihood risks: take immediate action to control the risk; insure if possible and if insurance is cost-effective

B High impact, low likelihood risks: manage and monitor; develop contingency plans and/or insure

C Low impact, high likelihood risks: manage them

D Low impact, low likelihood risks: accept the risk; monitor

The board and committee classified the risks differently. All the board’s top risks (A rated) were in leadership, while the committee’s A list included money, injury, leadership, community, and litigation risks. See the following page for how the board and committee classified the risks. The board and committee should review the respective A lists to determine what actions (if any) could be taken to control the risk, beginning with the top priority risks listed below. Actions could include policy changes, procedural changes, new insurance, contingency plans, or other actions, depending upon the risk.

The risks can also be prioritized by multiplying the rating for severity by the rating for likelihood. The board and committee came up with different priority rankings as well, with five risks showing up on both top 10 lists. The table below uses the prioritization results (average severity rating multiplied by average likelihood rating) for board and committee, with items unique to either shown in red.

**Risk prioritization based on average risk rating (severity x likelihood)**

|  |  |
| --- | --- |
| **Board** | **S&RM Committee** |
| 12.0 | Political issue causing split in congregation | 13.0 | QUUF vendor information breach |
| 9.0 | Change of minister - planned | 11.8 | Injury to child |
| 8.4 | Dysfunctional governance | 11.3 | Significant loss in endowment value |
| 8.0 | Ransomware attack on QUUF data | 10.3 | Ransomware attack on QUUF data |
| 7.7 | Personnel action by staff or board causing congregational turmoil | 10.3 | Civil lawsuit |
| 7.6 | Civil lawsuit | 10.0 | Dysfunctional governance |
| 7.3 | Change of minister - unplanned | 10.0 | Political issue causing split in congregation |
| 6.6 | Wildfire in area | 10.0 | Sexual misconduct by volunteer |
| 6.6 | QUUF vendor information breach | 9.8 | Injury to congregant |
| 6.6 | Earthquake | 9.8 | Death on QUUF campus or QUUF event |

The average ranking of all risks within the risk category groups were also different between the board and committee.

**Average risk ratings by category**

|  |  |
| --- | --- |
| **Board** | **S&RM Committee** |
| 8.9 | Leadership  | 9.5 | Injury |
| 5.9 | Injury | 9.1 | Litigation |
| 5.9 | Litigation | 8.5 | Money |
| 5.8 | Community | 8.1 | Leadership |
| 5.5 | Money | 8.1 | Community |
| 5.3 | Facility | 8.1 | Misconduct |
| 5.3 | Outsider | 6.5 | Facility |
| 3.8 | Misconduct | 5.6 | Outsider |

The committee’s average rankings by risk category, except for Leadership, were all higher than the board’s, thus proving the Safety & Risk Management Committee motto: *We do the worrying for you!*

Here are the details for board and committee classification of the risks:

**Board**

A All were Leadership risks: dysfunctional governance, planned change of minister, personnel action by staff or board causing congregational turmoil, and political issue causing split in congregation

B Money: Significant loss in endowment value;

Facility: fire in QUUF facilities, water shutoff failure causing flooding in building, property damage (other than fire, earthquake, tsunami, plumbing or mechanical failure);

Leadership: unplanned change of minister;

Community: earthquake, tsunami, community/national pandemic, wildfire in area;

Misconduct: ministerial misconduct;

Outsider: active shooter; and

Litigation: civil lawsuit

C Money: theft of property, ransomware attack on QUUF data, QUUF vendor information breach;

Injury: injury to congregant, injury to child, outbreak of disease/illness at QUUF site;

Outsider: stranger on premises, unexpected visitor disruption, misconduct of non-congregant on site

D Money: theft of money by staff member;

Facility: boiler or heat pump failure in cold weather causing freeze-up;

Injury: injury at off-campus event, death on QUUF campus or at QUUF event;

Misconduct: sexual misconduct by staff, sexual misconduct by volunteer, other staff misconduct, other volunteer misconduct, misconduct at off-campus event, dram shop (liquor) liability;

Outsider: hate crime on QUUF campus; and

Litigation: attractive nuisance

**S&RM Committee:**

A Money risks: significant loss in endowment value, ransomware attack on QUUF data, QUUF vendor information breach;

Injury risks: injury to congregant, injury to child;

Leadership risks: dysfunctional governance, political issue causing split in congregation;

Community risks: community/national pandemic; and

Litigation risks: attractive nuisance

B Facility: fire in QUUF facilities, boiler or heat pump failure in cold weather causing freeze-up water shutoff failure causing flooding in building;

Injury: injury at off-campus event, outbreak of disease/illness at QUUF site, death on QUUF campus or at QUUF event;

Leadership: unplanned change of minister; Community: earthquake, tsunami, wildfire in area;

Misconduct: ministerial misconduct, sexual misconduct by staff, sexual misconduct by volunteer, other staff misconduct, other volunteer misconduct, misconduct at off-campus event, dram shop (liquor) liability;

Outsider: active shooter, hate crime on QUUF campus; and

Litigation: civil lawsuit

C Money: theft of property;

Leadership: planned change of minister, personnel action by staff or board causing congregational turmoil;

Outsider: stranger on premises, unexpected visitor disruption, misconduct of non-congregant on site

D Money: theft of money by staff member;

Facility: property damage (other than fire, earthquake, tsunami, plumbing or mechanical failure)

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