**Quimper Unitarian Universalist Fellowship**

**Board of Trustees**

**Draft Minutes June 15, 2022, 6:00pm**

**Meeting by Zoom. Video link:** <https://youtu.be/jDrI3Dk_dqA>

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, Liesl Slabaugh, Kate Kinney.

**Observers:** Christina Tweed, Jenell De Mateo, John Collins, Julia Cochran, Kathy Stevenson, Share Dewees, Sandy Tweed, Celeste Archambault.

**Meeting Called to Order:** Larry Morrell 6pm. Recording on 6:03

Spiritual Practice and Opening

 **Reading by Larry and Sherry**

*An invitation to a Brave Space*, by Mickey Scott B. Jones

*The aim is to balance…* by Carlos Castaneda

**Chalice Lighting**

 **Check-in.** How you would like our last meeting to go?

Protocol for observers during virtual meetings:

* All non-board members will be muted and video turned off
* Observers may be asked to respond to a question (e.g., parliamentarian for a question on process)
* Invited observers with items on the Agenda may be asked to join when that agenda item is being discussed

Opening Announcements or acknowledgements

Karl Bach assigned process and time observer 6:15

1. **Approve Meeting Agenda**

**Motion:** Liesl Slabaugh moved to approve the meeting agenda. Virginia Nixon seconded the motion. No objections, approved.

**Approve Consent Agenda**

Minutes of the May 18 meeting.

**Motion:** Karl Bach moved to approve the consent agenda. Sherry Modrow seconded the motion. No objections, approved.

1. **Standing R****eports**
	1. **President’s Report – See** [**Attachment A**](#AttachmentA)

**Highlights:** An executive team has been established. A combined board and Staff retreat will be held August 27. Jenell will set an agenda. Board and staff, send your agenda items to her. A leadership development program will be established this next year.

* 1. **Minister’s Report – See** [**Attachment B**](#AttachmentB)
	2. **Treasurer’s Report – See reports on QUUF Governance page**

**Approval of Treasurer’s Report**

**Motion**: Sherry Modrowmoved to approve the May 2022 financial statements indicating an excess expense/income amount of $29,587.54 and a total liabilities and net assets in the amount of $2,191,190.58. The motion was seconded by Virginia Nixon. No objections, the motion was approved.

1. **Trustees’ Reports**

Nominating Committee Report: Virginia Nixon

As of the annual meeting we have two new members of the Nominating Committee: Share DeWees and John Collins.

1. **Task Force and Committee Reports** 6:38
	1. **Governance Task Force See** [**Attachment D**](#AttachmentD) **–** Frances Loubere

Conflict of Interest Policy **See** [**Attachment E**](#AttachmentE)

**Motion:** Virginia Nixon voiced a motion to accept the GTF Conflict of Interest Policy. Frances Loubere seconded the motion. Vote was unanimous in favor. So moved.

Convert to a Transition Committee from Governance Task Force.

Establish a Bylaws Review/update Task Force.

Policy drafting (Board, Program Council, Teams).

See procedure draft from Program Council: [**Attachment F**](#AttachmentF)

* 1. **Healthy Community Team.** Liesl Slabaugh reported on progress that the team made in organizing Cottage Meetings this summer and beyond. These are presented in the QUUF Weekly Updates June 10 and 17 with instructions to sign up.
	2. **Widening the Circle Task Force. Diane Haas**

DEI training for QUUF Board Members is encouraged and is common at UU congregations as a matter of best practice.

See [**Attachment C**](#AttachmentC)

* 1. **Communications Committee – David Covert, Chair**

Four replies were received after the latest Monday Board Report. None requested publication. All addressed opening QUUF for in-person services.

**BREAK****. Recording off** 7:13 – 7:23

1. **Agenda Item(s) – Motions, proposals, invited presentations etc.**
	1. **Fundraising Committee**

Discussion was had on forming a standing fundraising committee to look at new and all possible funding sources to supplement pledges and our traditional fundraisers. Staff and Board will pursue this ongoing, expanded fundraising approach.

* 1. **Items FY 2023**

Election of QUUF Officers – July 5, 2022.

Staff/Board retreat – Aug 27 and shoulder days for Board.

Board/Staff/Lay leadership coordination.

**Extinguishing the Chalice:**

**Adjourn Board Meeting**

**Motion:** Liesl Slabaugh made a motion to adjourn. Penny Ridderbusch seconded the motion. Approved, adjourned, chalice extinguished. 8:03pm

**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 – June 15, 2022**

1. Executive Team established: The ET alluded to in the Governance Structure wasn’t fully formed or defined. At a meeting on June 8, the following was established:
	1. ET comprises Board President and Vice President, Minister, Director of Family Ministry, Congregational Administrator & Tech support specialist.
	2. ET will meet at least monthly; more frequently if necessary.
	3. In the near term, the MAT meetings will be suspended at the request of the Minister.
	4. Key operational decisions will be vetted by the ET and involve the Board when necessary.
	5. A staff/board retreat to generate alignment on goals and priorities is scheduled for August 27.
	6. Next ET meeting: July 6.
2. Re-opening: “Watch Parties” for Sunday Services starting on July 3 for the summer. In-person, hybrid services starting September 9. More volunteer support needed: tech, ushers, greeters, contact-tracing lists, etc. Board member needed to “host” each Sunday Watch Party July 3 – September 4.
3. Leadership training – “Board Book” to be collated by Jenell containing board calendar, policies, procedures, and training materials.
4. Need to schedule leadership meeting or series of meetings (Program Council, Staff, Board) to assess transition and ways to help each other.
5. Pending
	1. Restoring members’ direct interaction with board (e.g., allowing comments during board meetings).
	2. Alternate decision-making systems (discernment, majority rule, gradation).
	3. Wisdom Council planning.

Respectfully,

Larry Morrell, President

QUUF Board of Trustees

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**Attachment B** **Monthly Minister’s Board Report**

June 2022

Kate Kinney

**Quimper Camp:** Camp Parsons served 50 youth and families on the weekend of May 27. Besides being in a beautiful spot, the well-organized program by Beau and his volunteers was well received and was a respite from the long winter. A thoughtful Sunday service was presented by the graduating class of 2022.

**Reconnection Fair:** On June 4 the community gathered for the first time in many months. The grounds were covered with volunteers sharing information about a variety of ways to serve at QUUF. The heart of the day was when 20 new members signed the book and officially joined QUUF.

**Membership:** The New Member Outreach Team continues to offer monthly Zoom meetings for individuals interested in joining QUUF.

**Grief Support Group:** Members of the group meet monthly and/or as needed. The group is open to new members.

**Pastoral Care:** Group had its monthly meeting and gathered to honor Karl Bach on his many years of service as he retired from the group.

**Executive Team:** A new executive team was established and includes the Board President and Vice President and the members of the staff executive team.

* It was established that there would be a staff and Board retreat on Aug 27.
* It was decided that starting July 3 the church would be open for those who wish to be at QUUF for the Sunday service. The service would be prerecorded but there would be on opportunity for those who want to be together.

**Sunday Services:** The majority of speakers and worship leaders for the summer have been secured.

**Wild Church:** Katy Taylor is interested in having this group emerge. More will be planned for later in the Summer.

**Death:** Community member Gunther Dose died on June 2.

**Vacation:** I am planning to be away from July 7 through August 12. Beau Ohlgren and Sarah Walker will be available for pastoral emergencies.

Respectfully,

Kate Kinney

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**Attachment C**

****Widening the Circle (WTC) of Concern

Board Task Force

Report to the Board – May 2022

1.The WTC Task Force completed the online training offered through the UUA Institute,

[Co-Creating Diversity, Inclusion, and Equity in our Congregations 107 - UU Institute](https://uuinstitute.org/courses/co-creating-inclusion-and-equity/).

**We are recommending that the Board also take this training**.\* It provides an overall understanding of how Diversity, Equity and Inclusion (DEI) impacts the culture of our UU Congregations. This would be a day-long training (minimally). The format is 5-15 minute video presentations of a concept and then discussion questions. The program could be done on an individual basis, but the richness and beauty of the program is the meaningful conversations that are both reflective of our personal experiences and thought-provoking as to how this information can be applied within our own Fellowship. There is a bit of technological juggling to progress from section to section in order to show the slides for the discussion. It is useful to have a facilitator for the discussion. Member(s) of the WTC Team are available to facilitate if this is desired. Cost is $15 for the program.

We will also make this recommendation to the Program Council and Teams. Another possibility is to do one workshop with everybody and break into smaller discussion groups.

We feel that it serves as a good beginning to DEI training; but does not go into specifics. The Team is considering offering this program through ALPs or as a summer educational opportunity.

2.The task force is continuing to work on our “Working Document” which we will complete by the end of the church year, I believe. The Working Document lists the recommendations to be addressed at the Congregational level from the book, *Widening the Circle*. Under each of the recommendations we are discussing:

1. Where we/QUUF is at in relation to the issue – what is currently in place.

2) Next steps.

 3) Our dreams, wishes, etc.

 4) The obstacles we face.

The Widening the Circle (WTC) Working Document will serve to track our progress over time.

When we complete setting up the Working Doc we will:

1. Identify our priorities and
2. Discuss the best ways to engage the larger congregation, Councils and Teams.

 This ‘working document’ can be found as a Google Doc.

3.We are still exploring how to best use the grant that we have gotten. There are different styles/types of DEI trainings and methods that we are still exploring – some would be better than others depending on the developmental stage of the individual. We are also sensitive to the fact that folks are still settling into the new governance model. We may need to request a ‘continuance’ on the grant money.

4. We are preparing to participate in the Reconnection Fair; sharing a table with the Governance Task force. We are developing a handout that will describe our mission, purpose, and process.

Respectfully submitted,

Diane Haas

\*Here is more information from the Pacific Western Region website about this training:

The [Intercultural Development Continuum](https://idiinventory.com/generalinformation/the-intercultural-development-continuum-idc/) (IDC) is a theoretical framework developed by Dr. Milton Bennett to describe the process of developing intercultural competency. According to the website: “Developing intercultural competence is a *self-reflective, intentional process* focused on understanding patterns of difference and commonality between yourself (and your cultural group) and other culture group’s perceptions, values, and practices. It is the *intentional reflection on the cultural patterns of commonality and difference* that will contribute to your intercultural competence development.”

The Pacific Western Region does not currently have anyone available to facilitate this workshop for us. There may be others in the community that would be good facilitators of the program.

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**Attachment D**

**Governance Task Force (GTF) Board Report – June 2022**

Compiled by Frances Loubere

GTF continues to meet via Zoom on the first and third Wednesdays at 9:30. This schedule changes in June and July to accommodate travel schedules.

**Members:** Karl Bach (Board), Cynthia Becker Co-Chair, Julia Cochrane, Patrick Johnson (resigned in May), Frances Loubere (Board) Co-Chair, Betty O’Bryan, Anne Weaver, Bruce Zalneraitis, John Collins.

Transition work continues. Our near-future tasks are to clarify our GTF role as we move into this next Fellowship year, to forward recommended Bylaws/Ops Manual revisions to the Board, to continue to support the nascent Program Council as it seeks a new chair, to communicate with the congregation, and to lay the groundwork for a permanent Governance Committee.

**Bylaws/Operations Manual Subcommittee Report**

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

The work of this subcommittee is nearly complete. Their charge was to examine our Bylaws and Operations Manual alongside our shared governance structure to ensure compatibility and recommend needed changes.

Last month the Board approved Open/Closed Meetings, Virtual Meetings, and Notice of Meetings polices. This month the Conflict of Interest Policy will be considered. In July, recommendations will come regarding remaining revisions to the Bylaws and Ops Manual.

**GTF recommends** that, as has happened in the past and is required by our Bylaws at least every seven years, a Bylaws Review Committee be established for the 2022-2023 year. This committee would consider the recommendations of the Bylaws/Ops Manual subcommittee along with other more extensive changes.

**GTF recommends** that the Operations Manual be concurrently and comprehensively reviewed by gathering updated information, as has happened in the past, from teams, councils and committees, and additionally by considering any major policy additions that aren’t in the current scope of GTF subcommittee work, but would be consistent with our emphasis on policy.

**Program Council Report**

Submitted by: Betty O’Bryan, Convener of the Program Council

**Members:** Betty O’Bryan – Convener, Dan Brooks, Kate Madson, Betty Oppenheimer, Mary Tucker, Kathy Stevenson
Meets on the second Friday from 1:00 – 3:00pm.

(Note: The GTF Program Council Implementation Subcommittee is disbanded. The Program Council is up and running.)

The PC continues to develop in our work supporting the ministry programs of QUUF. We expect our charter to be finalized in the next few weeks. We are revising as we gain clarity of our duties and the scope of our decision-making powers. We have met with Kate Kinney and agreed that we will confer with each other as needs arise. Kate receives our agendas and our meeting notes and has a standing invitation to attend PC meetings. We offer our services to her as a sounding board and for consultation as she desires.

The Reconnection Fair took place on June 4 and has received positive feedback, especially in allowing us to be together in a fun, informative and friendly manner. All five councils were well represented with 32 teams and committees participating. This was a wonderful show of strength and commitment to our Fellowship. We continue to have many dedicated leaders and team members who work for the betterment of our own community and for the greater good. While some new volunteers were signed up, the event did not result in an abundance of new recruits to our various programs.

At our last meeting the PC discussed an Affinity Group proposal after it was flagged as needing review. The Affinity Group proposal stated an intention to require a vote before allowing new members to join. This was determined by the PC to not align with QUUF mission or covenant and, thus, an updated set of Affinity Group Guidelines were completed and forwarded back to the new group.

Also, the PC is in the process of bringing the Anti-Racism Action team together with ALPs to work towards resolution over the contested classes from last winter. Both teams have agreed to a meeting. We expect that there will be a solution found that is satisfactory to all. If the two parties cannot come to agreement and further discussions are not deemed to be productive the issue will come back to the PC for further action. All members of the PC are in agreement that this conflict has gone on too long and caused ongoing damage to our community. Our goal is to move this conflict forward in incremental steps that may eventually reach a congregational vote to settle. These further steps are still being discussed and developed.

**Communications Subcommittee report**

**Members:** Cynthia Becker,Julia Cochrane, Frances Loubere

Note: The Board Communications subcommittee is working on Board of Trustees web page updates (work begun by this GTF Communications Subcommittee) that will include clarification of, and updated links to, Board committees, subcommittees, teams, and task forces, and Congregational committees and teams.

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**Attachment E** Conflict of Interest Proposed Policy – June 1, 2022

This 1st paragraph will be will be a separate article (ART. X?) in the Bylaws, and this complete document will be included in the Policy section of the OPS Manual ( GTFSC – 12-22-21).

 Adapted from the University Unitarian Church document of June 18, 2021.

Quimper Unitarian Universalist Fellowship

Conflict of Interest Policy

*Adopted by the Board of Trustees \_\_\_\_\_\_\_\_\_\_\_\_\_*

All officers, employees, and members of the Board of Trustees of Quimper Unitarian Universalist Fellowship (**QUUF** or **Fellowship**) and all members of QUUF committees or teams shall avoid any conflict between their personal, professional, or business interests and the interests of the Fellowship.

 **I. Definitions**

A. Close Relationship: A **Close Relationship** is one of the following:

1. A relationship with a spouse or domestic partner; parent or child; sister or brother; aunt, uncle, niece, or nephew; or the spouse of any of these persons; or any similar relationships; or

2. Any other close family, personal, professional, or business relationship that might cause a **Conflict of Interest**.

B. Conflict of Interest: A **Conflict of Interest** is any actual or potential situation in which an individual’s close relationship to another party would make it difficult for the individual to be unbiased in carrying out their obligations to the Fellowship, or would make others perceive that it would be difficult for the individual to be unbiased in carrying out their obligations to the Fellowship.

C. Interested Person: An **Interested Person** is any officer, employee, elective office holder or committee or team chair who has any direct or indirect interest in, or a **Close Relationship** with, any individual or organization that proposes to enter into any transaction or affiliation with the Fellowship, including but not limited to the:

1. Sale, purchase, lease or rental of any property or other asset,

2. Employment, or rendition of services, personal or otherwise,

3. Award of any grant, loan, contract, or subcontract,

4. Investment or deposit of any funds of the Fellowship,

5. Seeking an elective office in the Fellowship.

E. Policy: This Conflict of Interest **Policy**.

**II. Disclosure of Conflicts**

The President of the Board of Trustees shall assure that all officers, employees, elective office holders and **Committee/team** chairs are informed of this **Policy** annually. If any person believes they have an actual or potential **Conflicts of Interest** they shall promptly disclose it to the President or to the Senior Minister.

All applicants for appointment or election to any **QUUF** leadership position shall be informed of this policy and shall be asked to disclose any **Conflicts of Interest** that might compromise their ability to serve the **Fellowship**. If any such conflict is disclosed, the appointment or nomination of the individual may not be considered unless the Board of Trustees determines that the relationship should not bar the individual from service to the **Fellowship** in the role being considered.

**III. Conflicts of Interest Concerning Appointments and Nominations**

If any person involved in nominating or selecting individuals for elected or appointed positions within the **Fellowship** has a **Conflict of Interest** with regard to an individual who is being considered for nomination or appointment, the person shall disclose the relationship as set forth above, and shall not participate in gathering information or evaluating the individual, shall not attempt to influence any action taken, and shall leave any meeting during discussion of and vote on the action. The person shall be given the opportunity to provide information about the individual under consideration that would not otherwise be known.

If the individual is recommended for nomination, any materials distributed to QUUF members in preparation for the election shall identify the potential conflict and briefly summarize the steps taken to avoid any undue influence.

**IV. Financial Conflicts of Interest**

The **Fellowship** should avoid financial transactions involving **Interested Persons** whenever possible. Financial transactions with **Interested Persons** may only occur if agreed to by the Finance Committee. No **Interested Person** shall participate in any way in the decision of the Finance Committee.

**V. Resolving Potential Conflicts of Interest**

When a potential **Conflict of Interest** is disclosed, the Board, meeting in executive session, shall determine if a **Conflict of Interest** exists that would prevent a proposed course of action. The **Interested Person** shall be given the opportunity to make a statement, either in person or in writing. The **Interested Person** may not be present during the Board’s deliberations.

If the Board determines that a **Conflict of Interest** exists, it shall then determine whether the proposed transaction or affiliation may continue in the light of the disclosures. In making its decision, the Board shall consider whether the **Fellowship** can obtain with reasonable efforts an equally advantageous transaction or affiliation from an entity that would not give rise to a **Conflict of Interest**. Any determination concerning a **Conflict of Interest** shall promptly be communicated to the Interested Person and anyone else with an interest in the outcome of the decision.

If the Board determines that consideration of a proposed transaction or affiliation can continue despite a **Conflict of Interest**, the **Interested Person** shall refrain from attempting to exert any influence on the **Fellowship** to affect a decision on such matter, shall not participate in any way in committee or other deliberations about the decision, and shall leave the room during any discussion of it.

**VI. Employment of Trustees**

Without prior approval of the Board, a trustee may not apply for or accept employment with the Church within one year after the end of the member’s service on the Board.

**VII. Gifts**

Officers, employees, elected officials, and committee and team chairs may not accept gifts, loans, or pledges of behavior, of any kind, from any source, that could be interpreted as attempting to inappropriately influence any action taken by them on behalf of the **Fellowship**. This includes cash gifts in any amount, or other gifts, entertainment, or favors in excess of $50 per person per year, from any individual or organization which does or is seeking to do business with the **Fellowship**.

**VIII. Violations of the Conflict of Interest Policy**

If the Board President or Minister has reasonable cause to believe that an individual failed to disclose an actual or potential **Conflict of Interest**, or has otherwise violated this policy, they shall inform the individual of the basis for such belief and afford the individual an opportunity to explain the alleged violation. If, after hearing the individual’s response and after making further investigation as warranted by the circumstances, the Board President or Minister determines the individual has violated this policy, they shall initiate appropriate corrective action.

**IX. Annual review and acknowledgement of Policy**

All members of the Board of Trustees shall read this conflict of interest policy annually and will acknowledge this with their signature and date.

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Attachment F – Program Council Process

**Decision-Making Process**

1. As a Team (or committee or task force) develops a new proposal, program, project, class or presentation, they consider any impacts on other teams and QUUF systems, consults as seems necessary and refines the proposal to address any concerns.

2. The Team shares its idea with its individual Council.

a. If all Council members are in favor, the proposal is approved.

b. If more study or consultation is needed, this is done and the proposal is revised and re-presented. If all Council members are now in favor, the proposal is approved.

c. If the “initiating” Council foresees issues that might affect another Council but wishes to proceed, continue to Step 3.

3. The relevant Council Leads and appropriate Team members meet to find a solution that works for the fellowship.

a. If all participants agree on a solution, the proposal goes forward.

b. If the participants can’t agree on a solution, continue to Step 4.

4. The participants meet with the Program Council, explain areas of progress and difficulty, and discuss the proposal.

a. Suggested revisions go back to the Teams; if there is agreement the proposal goes forward.

b. If the revisions are rejected, or if the Program Council sees the need for additional input, continue to Step 5.

5. The proposal and its issues are briefly explained [similar to as is done in a voter pamphlet] in the **Weekly Update** and opened for a comment period on the Member-restricted section of the QUUF website.

a. The Teams and Council Leads revise the proposal based on member input. If there is mutual agreement, the proposal is approved.

b. If the comments do not lead to agreement, continue to Step 6.

6. The Program Council and involved Teams draft a well-defined question for congregational consideration.

a. A congregational discussion is held on the question.

b. The discussion is followed by an up or down majority vote to decide the issue.

**Please note:**

The Program Council does not vote on a disputed proposal. The PC either makes suggestions for the Teams to consider or sends a well-defined issue to the congregation.

An underlying premise is that all QUUF programming should be consistent with our mission, our Covenant of Right Relations, our UUA Seven Principles, and Board goals. We realize that these touchstones may at times conflict even though all parties involved endeavor to act in the best interests of the fellowship.

As a result of participating in this process, the Program Council may see the need to make recommendations to the Board regarding new or revised policies. As a result of witnessing and participating in public comment and congregational discussions, the Board may decide to create new policy to codify or clarify issues.

This process can only work if everyone agrees to abide by its outcome.

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