**QUUF Board of Trustees**

Draft Minutes of Business Meeting July 26, 2023

Zoom link: <https://youtu.be/DruLyCbhUzw>

Board Members present: Roseanna Almaee, Sarah Hull, Larry Morrell, David Rymph, Liesl Slabaugh, Elizabeth Walker, Sarah Walker, Bruce Zalneraitis

Board Member absent: Jesse Wild

Observers: Julia Cochrane, Rachel Schmitt, Laurie Riley, Christina Tweed (Tech). Others joined later.

Guest presenter: David Covert

Meeting began 6pm.

Land Acknowledgement.

Chalice lighting and reading.

Check-ins.

Process observer: Liesl.

**Motion to approve meeting agenda**. Approved.

**Consent agenda:**

Approve the draft minutes of the 6.21.23 Board meeting.

Approve the draft minutes of the 7.01.23 Board meeting.

Approve the Presidents’ Report.

Motion to approve consent agenda. Approved.

**Minister’s (DFM) Report**, including Program Council Report.

Motion to approve suggested council leads for PC: Frank Layden for Growth and Learning Council and Debra Bouchard for Community Council. Approved.

We need to see the proposed change to the PC Charter before we can approve that.

**Treasurer’s Report**. Motion to approve Treasurer’s Report. Approved.

**Endowments Committee** – Bruce. Committee met with newly-elected members. Updated report. Simple summary of investments and earnings. YTD earnings $5000 (after a loss last year). There is an endowments binder that spells out qualifications of each fund. We would like to have the committee put this on line for all to see.

**Nominating Committee** – No written report, but Larry went to the meeting and presented an oral report. They are getting organized. Will review our recent ranked-choice voting mechanism. They also need a calendar for the year, with due dates. The Board will need to elect a Board member for this committee.

**Communications Subcommittee** – Board approved membership: Elizabeth Walker (lead), Larry Morrell, Sarah Hull, Jesse Wild. Will invite Rev. Hart to join when she gets here.

**Widening the Circle** – Larry suggests that WTC could be on the ministerial side, instead of the board side. We should discuss with Rev. Hart and Governance Task Force, which includes Diane Haas, head of WTC.

**Capital Project Request for courtyard paving** from south sanctuary door and also foyer doors over current gravel area and down to San Juan sidewalk**.** David Covert came to discuss this with us. Benefits: Quicker and safer exits from the sanctuary and foyer, plus eliminating stair; good especially for people using wheelchairs and walkers. ADA-approved. A nicer patio area. Also, increased ability for heavy machinery to reach the sanctuary building south wall and roof, as for cleaning gutters and repairing the roof. Cost estimate $9000, to be completed by the end of October. The money will come from the maintenance reserve, and we will try to get congregational donations to pay this back into the reserve.

Motion to approve up to $10,000 (for possible overruns) for this. Unanimous approval.

**Approve signature authorizations for banking transactions on behalf of QUUF.** Sarah Walker will be added; Jesse Wild’s name will be removed. Larry Morrell, Bruce Zalneraitis, and Nils Pederson will stay. Approved.

**New members to QUUF** – Linda Van Derlinden, Lynn Maier, Sandy Goodwick. Membership is recommended by Rosemary Adang, chair of Newcomer’s Outreach Team, and Rev. Kate Kinney. Approved.

**Proposal from GTF to post the Preamble Applicable to all Policies and Procedures at QUUF on our Board Policy Development and Approval Page** in order to gather input from the congregation and determine at the August board meeting whether this preamble should be amended based on the input. Approved.

**Appointment of Frances Loubere to continue as a representative of the Board in the July 27 Healthy Community Team facilitated session.** Approved.

**Bylaws Committee** – We need to establish this in order to do the required 7-year review of the bylaws next year. This is a joint project with GTF (including John Collins and David Alvarez). The committee has been established but needs a point-person from the board, who will chair, recruit members, and get it up and running.

# The recently-approved bylaws need to be edited and posted. Bruce, David, and John have now reviewed these; Bruce will send to Pat to post.

**Executive session** – Recording off.

**Summary report from Executive session** – We updated Board members on concerns of some congregants over membership renewals and other matters, and we briefly discussed the need for a plan for evaluating our new minister.

Recording on.

**Board appointments and liaisons** – Still in need of finalizing, and we need to work Jesse in, but tentative agreements include:

Executive Team: Sarah Walker, Larry Morrell. Elizabeth Walker is encouraged to also go to Executive Team meetings.

Finance: Bruce Zalneraitis

Endowments: Bruce Zalneraitis

Nominating Committee: Elizabeth Walker (needs to be elected by the Board)

Personnel: Larry Morrell

Communications: Elizabeth Walker, Jesse Wild, Larry Morrell, Sarah Hull

GTF: Bruce Zalneraitis. Frances Loubere thinks we really need an additional person.

Widening the Circle: Roseanna for now, until we figure out if WTC should move to Ministry.

Healthy Community Team: David Rymph or Sarah Hull or Jesse Wild

Denominational Affairs: Roseanna Almaee

Bylaws revision: Larry Morrell, Roseanna Almaee

Fundraising Coordinating: Liesl Slabaugh

Pending Committee: Retreat Planning: Larry Morrell, Roseanna Almaee, Sarah Hull

Closing words. Extinguish chalice.

Meeting ended 8:20pm.

Process report: Meeting ran overtime but we got a lot done. Everyone contributed. We need to be careful to speak one at a time so that observers can hear us better.

**Attachment A: QUUF Board of Trustees President’s report**
July 26, 2023

Joint report from past president and current president

1. Scheduled and chaired special board meeting on July 1 to elect officers and appoint 1-yr term board member.
	1. Officers elected: Sarah Walker, President; Larry Morrell, Vice President; Elizabeth Walker, Secretary; and Bruce Zalneraitis, Treasurer
2. Transferred meeting chair to Sarah Walker
	1. Roseanna Almaee to serve a one-year board term.
	2. Moved regular monthly board meetings to 4th Wed of each month.

Pending:

1. Alternate decision-making systems (Discernment/sociocracy, majority rule, gradients of agreement)

From the Board study session 6.12.23, chaired by Sarah Walker.

1. Chose a Communications Subcommittee: Elizabeth Walker, Sarah Hull, Jesse Wild, Larry Morrell.
2. Chose a group to plan a Board/staff retreat. Roseanna Almaee, Larry Morrell, Sarah Hull, in coordination with Rev. Hart and staff. A September date is preferred.
3. Appointed Frances Loubere to participate on behalf of the Board along with Bruce Zalneraitis in a third communication session facilitated by the Healthy Community Team members on July 27. For the sake of continuity, Frances has graciously agreed to do this.
4. Asked Bruce Zalneraitis to request funding from the Endowments Fund to enable the Board to register and participate in a large congregation board training on August 26. Subsequently granted.

Pending:

1. Given the drawbacks of email discussion, we discussed using Google Docs or Stack. No one was opposed to learning these.
2. We need policy on new and renewal membership. We need to clarify the policy on how to communicate with members who do not return their forms.

Respectfully,

Sarah Walker, President

Larry Morrell, Past President

QUUF Board of Trustees

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**Attachment B:
Minister’s/DFM Report, including Program Council Report:**

**New Members**: We expect to have 2-4 incoming new members by the end of the summer from the last class, and hoping to have a New Member Recognition in September. We will let the board know in August if there are any folks to consider!

**Sunday Services**: We have all of our info needed for the rest of our summer services and things have been going fairly smoothly!

**Music**: The Music Planning Team has been stepping up wonderfully and planning everything for the summer services, rotating who takes charge for each service, and knocking it out of the park!

**Memorials**: None currently scheduled – may be scheduling one during August for a non-member rental.

**Wild Church**: Gathering every month! Katy also led an incredible Summer Solstice gathering with Annalisee Brasil in June! Next Wild Church: August 26.

**Executive Team**: Gathered July 20 with major topic being onboarding new board and prepping for Rev Linda Hart’s arrival.

**Education**: One year wrapped up and another one incoming! Recruiting teachers and OWL advisors for another wonderful year. Seven youth at Camp Blue Boat this month July 16-21 with amazing advisor Cynthia Becker, the most from any congregation! For intergen summer events we have a beach day at Fort Worden on July 22 and a movie night on August 11!

**Program Council**: Report to the Minister.

July 19, 2023. Submitted by Diane Haas, Program Council Chair.

Council Leads: Two people have stepped forward and agreed to be considered for Council Leads: Frank Layden for Growth and Learning Council and Debra Bouchard for Community Council. They have both attended a couple of meetings and are eager to serve. We believe that approving Council Leads is in the Board’s purview.

Charter: We have updated our Charter, to include #11, Inclusion and Equity. Please find it attached.

Operations Council meeting – meets quarterly, though hasn’t really formed yet. There have been some changes to councils of some teams. Safety and Risk Management Team has merged with Facilities to become FOST: Facilities Oversight and Safety Team. The Accessibility Team will be part

of this Council.

Community Council – Meets monthly. Kitchen Care Team has been renamed and moved from Operations Council to Community Council. It is now called Hospitality and Kitchen Team (HKT). We felt it was more a function of community than operations. Community Council is the lead group for the fall Opening Sunday picnic. The Volunteer Engagement Team (VET) is filling the role of Pathways to Service. We have spent some time discussing Affinity Groups and clarifying procedures and guidelines.

Social and Environmental Council – Meets monthly. Two teams, JCIRA and Pet Helpers, are no longer part of SEJC. Because they have their own 501c3 status outside of QUUF, it was not appropriate for them to be QUUF teams. We will be deciding if there is a way to keep them in a special category without compromising QUUF policies.

Spirit Council – meets quarterly. Acknowledgement that the Music Coordinator position is vacant. All understand the desire to wait until Rev Linda is here before proceeding. Sunday Services Team is awaiting Rev Linda’s arrival but tending to summer services until then.

Growth and Learning – There are people interested in helping re-form whatever adult learning opportunities fit with Rev Linda’s leadership.

Website – We hope to get our webpages up to date this summer.

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**Attachment C: Treasurer’s Report to the Board**

July 22, 2023

The information below summarizes highlights from June 2023 and represents the year-ending period for fiscal year 22-23. The reports are preliminary, pending final journal entries and adjustments.

**Income**:

Current Year Pledge Income for the fiscal year was $450,021 which is $37,987 below the same period for last year. Total overall income for the fiscal year was $535,410 which is $4,332 above the same period for last year and 96.2% of the annual budget which is $556,685. Pledge income represents **84%** of the total income for the fiscal year.

**Expenses**:

Total expenses for June are $55,431 which is $66,552 less than last year for the same period. The expenses for the fiscal year are $561,806 which is $94,908 less than the total for the last fiscal year and 96% of the annual budget. The large difference between the two fiscal years was primarily due to charge for the minister’s severance package in fiscal year 2021-22. The expenses for the year were $**26,396** greater than income for the fiscal year.

At the end of the fiscal year our reserves are as follows:

Operating Reserve $74,363

Maintenance Reserve $109,385

Capital Reserve $13,479

Total $**197,227**

**Balance Sheet as of June 30, 2023**:

**Assets**:

Total Cash: $175,997

Investments: $293,381

Overall Total Current Assets: $**469,378**

Temporarily Restricted Funds: $175,361

Permanently Restricted Funds: $17,130

**Liabilities**:

Current Liabilities: $89,684 Prior Year: $127,128

Long-term Liabilities: $256,541 Prior Year: $280,082

**Total Net Assets:** This year: $2,095,728 Prior Year $2,061,005

*The following numbers are as of 6-30-2023:*

The current pledges to date: $464,980

The amount paid so far to date: $450,021

The amount outstanding for the year: $ 14,959

The FY 22-23 annual budget for pledges: $488,675

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**Attachment D: Governance Task Force Board Report.**

July 20, 2023

Submitted by Frances Loubere

**Meeting Schedule:** We adjusted our schedule to avoid coinciding with changed Board meeting days. This will allow timely input for Board meetings. Beginning in August, we will meet in person on the first and third Wednesdays from 10-Noon in RE 2&3, except when circumstances require otherwise. Meetings are listed on the QUUF calendar. Remote attendance is with advance notice. Party time on 8/17!

**Members:** David Alvarez, Phil Burwell (medical leave), John Collins, Julia Cochrane (Scribe), Jenell DeMatteo (QUUF Administrator), Diane Haas (PC liaison), Frances Loubere (Chair), Anne Weaver, Bruce Zalneraitis (Board rep.) We look forward to welcoming a second Board representative.

Frances Loubere will remain GTF Chair for now. We will make leadership decisions when we confirm our complete membership for the 2023-2024 Fellowship Year.

**Minister’s Scope of Authority**: We finalized a draft of a document entitled: Our Minister and Shared Governance. This outlines the scope of authority of our Minister. This has since been forwarded to/approved by the Board and Rev. Hart, with a GTF recommendation that it be included in a late July Weekly Update and potentially as a July Monday Board Report, prior to Rev. Hart’s arrival. Rev. Kinney attended our 6/21 GTF meeting. GTF endorsed a motion, supported by the Minister and PC, to add the Minister as a voting member of the Program Council. This motion was approved at the June 21 Board meeting.

**Ministry Executive Team (MET) proposal:** We completed an edit of a draft charter for the GTF recommended MET, a proposed replacement for the Ministerial Advisory Team/Coordinating Team (on hiatus), which was a key component of the Shared Governance structure. The MET would be a parallel body to the Board Executive Team and would have decision-making power. We will bring our recommendation and rationale to Rev. Hart for her input and discussion in the fall.

**Operations Manual Update**s: GTF continues comparing the manual with several years of Board minutes to make sure that all policy and other Board votes are accurately reflected in the content of the current manual, which is increasingly out of date, before we bring changes to the Board. The Ops Manual will include a glossary and document control system. The Bylaws/Ops Manual Subcommittee will meet on 7/26 to decide on an organizational structure. Members include: David Alvarez, John Collins, Jenell DeMatteo, Anne Weaver and Bruce Zalneraitis.

**Preamble Applicable to all Policies and Procedures of QUUF**: We completed a draft of this Ops Manual Policy introduction designed to avoid repetition as policies are developed.

**Proposed for the 7-21-23 Board Meeting**

\_\_\_\_\_\_\_ moves that the QUUF Board post the Preamble Applicable to all Policies and Procedures at QUUF on our Board Policy Development and Approval Page in order to gather input from the congregation, and determine at the August Board meeting whether this preamble should be amended based on the input.

**Preamble Applicable to all Policies and Procedures of QUUF**

QUUF embraces the many changes the 21st Century offers. We are creating an ever-inclusive community of many identities and cultural influences by inviting each and every one to participate as themselves, fully. Our policies will reflect our intention to:

* Honor individual experiences, especially those from non-dominant cultures.
* Promote a culture of humility and patience, a willingness to learn and grow, and to acknowledge mistakes and make amends.

All QUUF policies and procedures must be consistent with one another and also support QUUF’s Mission Statement and related documents, as called for in our Bylaws Article II Section 1. Policies and procedures must additionally be consistent with UUA Article II Principles and Purposes. Related documents are defined as:

* Policies
* Procedures
* QUUFs Right Relations Covenant
* QUUF Guiding Principles which include our Covenant Statement, Welcoming Congregation Statement, and our Green Sanctuary Statement.
* <https://www.uua.org/uuagovernance/committees/article-ii-study-commission/about-article-2>
* <https://www.quuf.org/introduction-to-quuf/board/policies-procedures/>

**Grievance Process/Policy**: We aim to make further progress on the HCT draft of a Grievance Policy at our August meetings. Safety and Risk Management Policy amendments: This policy will be referenced in the above Grievance Policy and is being updated. This discussion will continue.

**Program Council**: Diane reported that leads have been identified for the Community Council (Deb Bouchard) and the Growth and Learning Council (Frank Layden) and a possible lead for the Operations Council may confirm soon. Reina Garcia has agreed to chair the Affinity Groups Team. The PC is working on an updated application, guidelines and procedures for new and renewing affinity groups. We discussed asking non-members who participate in affinity groups to sign up as Guests of Record so they are in our database to receive QUUF communications.

**Bylaws Review Committee recommendations**: David Alvarez and John Collins are willing to serve from GTF on this Board committee.

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