

**Towson Unitarian Universalist Church
Board of Trustees
August 19, 2020 Meeting Minutes**

Date/Time:	7:30 pm
Meeting:	Board of Trustees Monthly Meeting
Participants:	Patty Barry, Wendell Finner, Andrew Hager, John Mattingly, Rev. Clare Petersberger, Susan Riggs, Sue Royer, Samantha Saalfeld
Absent:	Angela Castillo-Epps
Guests:	Karyn Marsh, Stephen Finner, Marilyn Maze, John Barry, Linda Talley, Dan Alper
Location:	https://uuma.zoom.us/j/96450829649 Meeting ID: 964 5082 9649 Password: 141540
Next meeting:	September 16, 2020

Pre-meeting Action Items:

Activity	Owner	Target Date
Poll to vote for Open Questions	All	8/16
Register for UUA Leading Change in Changing Times Workshop (registration deadline is 8/16 for workshop on 8/22. Pre-work is online)	All who can make it	8/16
Read and provide revisions of minutes from previous Board meeting	All	8/19
Read reports	All	8/19
Complete Board Disclosure Form	All	8/30

Scheduled Agenda:

The meeting convened at 7:30

Chalice Lighting	Sue Royer
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Go-Around Question	All
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Consent Agenda	Owner
Approve minutes from the June & July Board Meeting	Susan Riggs
Accept Minister's Report (Appendix 1)	Rev. Clare Petersberger
Accept President's Report (Appendix 2)	Sue Royer
Accept President-Elect's Report (Appendix 3)	Andrew Hager
Accept Treasurer's Report (Appendix 4)	Wendell Finner
Accept Bylaws Committee Report (Appendix 5)	Sue Royer

Discussion Agenda	Presenter
Sue Royer asked the Board if any items need to be moved from the consent agenda to the discussion agenda. There were none.	Sue Royer
<i>Agenda Item #1 - 30 minutes</i>	
<p>Report from the Endowment Committee</p> <p>The committee met on Aug 5. 13 quarter calculation method to determine amount going to operational budget. Calculate on March 31, multiply by 4%, divide by four and you know the quarterly amount for the year. Were other methods looked at? Steve said they looked at the Maryland statute and they said you really need to look at least 12 quarters. No other discussion. John Barry presented. Other issues: socially responsible investing and should part of the investment should be in the UU Common Endowment Fund. That fund has not done as well as we have done. Those investments have low management fees. John gave the background on these two issues. The UU fund does charge a management fee (low). Sue Royer: now we invest 15% in socially responsible funds. Do we want to change that? Wendell said one of those funds is outperforming the other funds. Marilyn will look into it. John also said we qualify for an “intelligent” fund, but you can’t use that with social responsible investments. Andrew said we may want to move up beyond 15%. Sue would also like that, and spoke to things she is learning about from GA. Wendell wondered what the fee would be to move \$ into the UU Common Endowment Fund. John Mattingly asked about the relevance of looking into past history. Marilyn said the committee would look into the numbers and present them to the board for decision making. Sue gave some history on our interest in socially resp. funds. She also said the Endowment Committee chair should be able to move money, but not take it out. The Treasurer would be the one to take money out.</p> <p>Decisions:</p> <ol style="list-style-type: none"> 1. The Board approved doing the calculation of the amount of the Endowment that goes into the Operating Budget based on a 13-quarter average on March 31, for input to the budgeting process for the upcoming fiscal year. This will start on March 31, 2021 for FY21-22. 2. Sue asked for Board approval for John Barry, as Chair of the Endowment Committee, to be an authorized user on the Schwab accounts. Approved unanimously. <p>Clare had a question about timing of the transfer of money within the bylaws. Marilyn said she wanted to make sure we always respect the people who left us money. The Committee will report back.</p>	John Barry

Discussion Agenda	Presenter
<i>Agenda Item #2 – 30 minutes</i>	
<p>Report from the Bylaws Committee Karyn presented the report of the committee. The committee reviewed the entire set of bylaws. They are recommending a complete revision, based on their review. They would like to present a clean copy of the revision to the members to vote on as a complete document. (in October). There will be several town hall meetings to give the congregation time to ask questions. Hopefully, that would be an inclusive process, and would leave the congregation with an “Up or Down” vote in October. Previous bylaws had too much policy embedded in them. The revised version is sparser. Outside counsel recommended that we include an indemnity clause. Sue said that it needs to be an up or down vote because each article is related to other articles, so it must be done as a whole.</p> <p>Decision: Sue looking for Board approval of the revised bylaws as a whole. John moved and Andrew seconded, no discussion, approved unanimously.</p> <p>Wendell asked that if the outside counsel had other issues, would we have to have congregational approval. Questions regarding the purposes of Executive Session. Some discussion. Our articles of incorporation may need to be changed to correct three issues that we’ve identified. That would be done at the same time (congregational meeting). Wendell brought up an issue of making amendments to the bylaws committee only. Dan added that comments are welcome at the town halls. Amendments can be submitted to the Board Secretary. Draft rules of procedure can be sent out to all before the town halls. The Bylaws committee passed on that responsibility to the Board.</p> <p>Action: Wendell will take a first pass at rules of procedure.</p>	Karyn Marsh
<i>Agenda Item #3 – 30 minutes</i>	
<p>Open Questions & Vision of Ministry Open Questions – these three received the most votes:</p> <ol style="list-style-type: none"> 1. What changes do we need to make to be more accessible to those living with disabilities or special needs? 2. How can we strengthen our work and give people the tools to dismantle white supremacy, in ourselves, our church, and around us? 	Sue Royer

Discussion Agenda	Presenter
<p>3. What changes do we need to make to more fully live our values through the stewardship of our resources (financial resources and other resources)?</p> <p>The goals will be discussed at a future board meeting and with the congregation during future listening sessions. Decided on # 5, 6, 7 from the original list. #7 received the most votes (now #1 in our list).</p> <p><u>Vision of Ministry</u> – these are short-term goals for this fiscal year for all to work on, including staff and the Program Council:</p> <ol style="list-style-type: none"> 1. During these COVID times, maintain and strengthen our ministry, including drawing in visitors, supporting families, and reaching those for whom Zoom isn't working. Facilitate a sense of connection for congregants and guests. 2. Seek ways for our social, racial, and environmental justice work to have meaningful impact while we are in virtual space. <p><u>Board Goals</u> Sue showed us four Board goals she would like us to work on. Decided to defer to September.</p>	
<i>Agenda Item #4 – 30 minutes</i>	
<p>Governance Policy Sue sent out to all with the modifications to align them with our existing bylaws.</p> <p>Decision: To adopt the modified governance policy. Andrew moved and Wendell seconded that we approve. Unanimously approved.</p>	Sue Royer
<i>Agenda Item #5 – 10 minutes</i>	
<p>Miscellaneous Items:</p> <ol style="list-style-type: none"> A. Request that the Board approve spending some of the funds from the bequest from Dawn Murr's estate on the GVC water remediation project (from the Building Fund). Dawn was a landscape architect. We would like to reference this project in thanking her son for the gift. <p>Dawn Muir's estate gave TUUC \$20,000. Some will go the Building Fund (\$4,000) and the rest goes to Endowment. We'd like to earmark the building fund money for the Gunpowder Conservancy Project. Dawn was a landscape architect and it is thought that this project would have had meaning for her.</p> <p>Decision:</p>	Sue Royer

Discussion Agenda	Presenter
<p>Sue moved that if we move forward with the Gunpowder project we use that money, up to \$3,000. Andrew seconded. Voted on unanimously. Mattingly abstained due to tech difficulty.</p> <p>B. Approved additional members of the Right Relations Team: Lou Geisl. (Decision)</p>	
<i>Agenda Item #6 – 10 minutes</i>	
<p>Agenda items for the next Board meeting</p> <p>Need owners for chalice lighting, Process Observer, and article for the Threshold for September. Membership, By Laws, Board donation for the auction, and goals for the A team and staff for the year.</p> <p>For September, Andrew will be chalice lighter, Wendell will be process observer, Sue Royer will write the Threshold article.</p>	Susan Riggs
Process Observation Report	Andrew Hager

Having no further business before it, the meeting adjourned at 9:35.

Key Dates:

Sunday, October 25, 2020 Congregational Meeting – Bylaws changes

Sunday June XX, 2021 Annual Congregational Meeting

Appendix 1: Minister's Report

August 11, 2020

Since my last report ... I took a staycation July 20 - August 3.

WORSHIP

I attended TUUC worship on July 19, July 26, August 2nd, and August 9. I also attended the July 19th worship service at Cedar Lane. The sermon was delivered by the Reverend Kenneth Torquil MacLean who was the minister when I was growing up at Cedar lane.

On July 24, I had the honor of delivering the invocation at the Celebration of Service recognizing Jen Larson's retirement from the United States Air Force. It was the first time I had been invited to participate in a ceremony recognizing the career of a member of our military.

I spent part of my vacation getting oriented to Marcia MacFee's Worship Design Studio and taking workshops on how to create videos for virtual worship. I signed up for a year of working with her which will give me access to some of the series that she has done

on topics ranging from hope to beauty. I believe these could be helpful for virtual worship in the coming year.

PASTORAL CARE

I had two socially distanced visits with parishioners and have spoken to three members facing health challenges.

ADMINISTRATION AND PROGRAMS

A-Team

The A-Team has been meeting weekly by Zoom to talk about operational needs. Before I left on vacation, we voted to keep the TUUC building closed through December. This week, we approved the October 7 American Red Cross Blood Drive; approved having Miss Fifi come for a one time cleaning after over four months; approved having the Social Action Committee provide a way for people to drop off food to feed people who are hungry by placing dry goods in plastic bins; and discussed how to thank Dawn Murr's family for her generous bequest.

Covid Care Fund

TUUC has received \$2,700 in contributions to the Covid Care Fund. I have spoken with five individuals who indicated financial hardship at some point since March 15. However, no funds have been dispersed yet. Some conveyed that employment had resumed or been found. Several said, "That should be for people who really need it." However, I'm grateful TUUC has this fund as Covid is, unfortunately, still prevalent.

Sunday Morning Structure Task Force

The Committee on Ministries held virtual conversations on our virtual programming on July 12, 13, and 26th. There wasn't huge participation. So the consensus at our August 1 meeting is that we will try some new virtual programming this fall and continue to solicit feedback. The COM still plans to draft a survey that would go out to the whole congregation. But we need more input on virtual programming since current think tank wisdom is that we are going to need to plan for a hybrid of both virtual AND brick and mortar programming when there is a vaccine.

On August 10, I met with the Membership Committee. The questions of engagement and connection in virtual space were front and center.

COMMUNITY

I have participated in two virtual calls with Planned Parenthood of Maryland about Covid and health care and upcoming Supreme Court cases with regard to reproductive health care.

DENOMINATIONAL

On August 4, I met with colleagues who participate in Soul Matters to brainstorm worship ideas for September's question of "What does it mean to be a people of renewal?"

On August 10, Sue Royer and I participated in a Zoom meeting called by Community Church of New York for people involved in technical aspects of worship to share their wisdom and questions.

Respectfully submitted, Rev. Clare

Appendix 2: President's Report

Programs & Ministry

Hosted Sunday services on Zoom for four weeks. Organized technical ushers for Sunday services.

Board & Governance

The church received \$20,000 as a bequest from the estate of Dawn Murr. In accordance with our governance policy, 20% will be allocated to the Building Fund (which requires Board approval to be spent) and 80% to the Endowment.

With input from Board officers, we decided to not opt-out of risk terrorism coverage for TUUC's insurance policies with Church Mutual. Our annual premium of \$5781, which is due in October, will increase by \$64 when the risk terrorism coverage is included.

Attended the meeting of the bylaws committee and sent the latest version with our questions to the attorneys. See separate report from the bylaws committee.

Acted as a stand-in at the Administrative Team virtual meetings, in place of the Finance Head. Reviewed our cash position (cash flow) statement for July. Our cash position is currently good.

Completed and submitted paperwork on July 26 to remove Paul Konka as an authorized user from the church's two accounts with Schwab. Susan Riggs and I signed the form, which required a signature by two officers for incorporated entities. Paul recently resigned as chair of the Endowment Committee and also his membership in the church. Followed up by phone with Schwab on Aug 6 to check status. They wanted the blank pages submitted as well.

Organized a special Board meeting on July 25 for the consideration of applying for a water runoff remediation grant from the Gunpowder Valley Conservancy. The Board voted in favor of applying.

Wrote a letter of recommendation for Lora Powell-Haney's application to the UUA Ministerial Fellowship Committee.

Church as Employer

Confirmed that two pay increases approved at the annual meeting went into effect for the first pay period in July.

Learning & Sharing

Wrote an article for the Threshold about my experience attending and volunteering at virtual General Assembly. Attended virtual SUUSI, and I felt more connected than I had expected. I attended every worship service, two community meals (I ate in front of my computer on camera with a bunch of folks doing the same), a covenant conversation, a workshop, several song circles and three dances.

Respectfully submitted, Sue Royer, President, 8/12/2020

Appendix 3: President-Elect's Report

Report to TUUC Board
Andrew Hager, President-Elect
August 13, 2020

At the August 12 meeting, the Program Council discussed the following items:

- The ongoing programming for Religious Exploration.
- Potential activities and programs that members of the Council would like to see implemented during the 2020-21 church year. There was general support for the following ideas:
 1. UU the Vote/push for a socially-responsibility legislative agenda
 2. Common Read
 3. Talent show/multigenerational music evening/virtual theater

As the Board has not yet set official goals for the year, the Program Council is waiting until our September 9 meeting to set our own goals, so they can align with the Board's.

Appendix 4: Treasurer's Report TUUC Comments on Financial Results July 2020

Revenues:

1. Virtual "plate" contributions in July were a relatively strong \$501.72.
2. Current year pledge receipts in July were \$27,525.89 against budget expectations of \$8,000.00. July 2019 current year pledge receipts were a stronger \$66,165.08.
3. 2019-20 pledges continue to trickle in; we've now received 98% of those pledges.

Expenses:

Building & Grounds expenses including invasive brush clearing and the Gunpowder Valley Conservancy deposit are already at \$1,758.60 against an annual budget amount of \$4,050.00.

Balance Sheet: The endowment value at month end was \$974,824.

- Wendell Finner, Treasurer
August 11, 2020

Appendix 5: Bylaws Committee Report

Bylaws Committee Report to the TUUC Board of Trustees – August 7, 2020

The Bylaws Committee met on July 31, 2020. Present were: Dan Alper, Karyn Marsh, Sue Royer, Herb Shankroff, Art Starr, and Linda Talley.

The entire bylaws have now been reviewed and revised.

The following were agreed to by the committee:

- We recommend that the Board and the Congregation review the bylaws changes in total, using a clean version (not marked up with changes). This is because the number of changes is so significant. This is really a revision.
- We recommend that in education and listening sessions with the Congregation, the focus be on the process used to arrive at this proposed set of bylaws. Covering key points and philosophy makes sense, but not a line by line comparison with the current bylaws.
- We recommend that the rules of procedure allow suggested edits or amendments, but only if submitted in writing, and a minimum of several weeks prior to the meeting. No amendments should be considered or accepted at the meeting. The bylaws revision should be voted on in its entirety. There are too many interrelated changes in different articles for any other approach to be viable.
- Going forward, Linda offered to “hold the pen” and be in charge of edits. Sue offered to schedule and host meetings for the committee on Zoom.

Outstanding questions for the attorneys:

- Board meeting in a closed executive session – in our bylaws, reasons for this are listed as personnel matters or to receive legal advice. The attorneys advised us that this restricts the Board in what they can meet about in closed session. Some members of the committee were not comfortable making this less restrictive in the bylaws. How should we revise this?
- Areas where our bylaws are not in keeping with the Articles of Incorporation:
 1. No purpose stated in the Articles of Incorporation
 2. Date of Annual Meeting (bylaws: last quarter of the fiscal year; articles: May)
 3. Age for membership (bylaws: 18, and youth membership with restrictions at 16; articles: 21).Should we change the Articles of Incorporation to align with the revised bylaws?

Next steps:

- Board of Trustees to review and approve this version of the bylaws
- Attorney review
- Determine Rules of Procedure and schedule for listening sessions and meeting
- Email members with the updated bylaws
- Conduct listening sessions
- Next Bylaws Committee meeting is Friday, August 21, 2020 from 1 pm – 3 pm

Appendix 6: Endowment Committee Report

To the Board:

The Endowment Committee met Wednesday August 5, 2020 and submits the following report for your information and where appropriate, discussion and/or action.

For the Consent Agenda:

1. Recommended statement of policy regarding calculation of the average balance of the endowment and the distribution of the amount to be withdrawn as set forth in the budget for the forthcoming fiscal year.

On or about March 31, the average balance endowment shall be calculated by averaging the balance as of March 31, and the balances at the end of the preceding 12 quarters. The amount to be withdrawn will be 4% of this average balance. It shall be withdrawn from the endowment in four equal amounts rounded to the nearest dollar on or about June 30, September 30, December 31, and March 31 of the fiscal year.

Note: The same resolution in substance was passed by the Committee at its last meeting. The above is perfecting language regarding details.

For discussion and possible action:

2. Next steps for the committee. The Board is charged with establishing the investment policy for the management of the endowment. The Committee intends to develop a comprehensive policy for the board's consideration at a future meeting. Topics to be discussed and recommendations made are, but not limited to, the following:
 - A. How to use Schwab investment advice resources including consultation with Schwab personnel and the use of prepared resources;
 - B. A policy regarding socially responsible investments;
 - C. A policy regarding possible investment in the UUA Common Endowment;
 - D. Other procedures to possibly maximize endowment return while maintaining security and protection of the principal.

As part of developing these policy recommendations, the Committee shall seek such advice and input that it thinks will aid in this process.

3. The Committee recommends the following *operational* procedures as follows:

A. The Board shall designate what TUUC officers and/or staff shall have the authority to withdraw money from the endowment. The Committee suggests that authority *not* be vested in any member of this committee.

B. The Committee is charged with making investment decisions and the Chair or designee, with the authority to execute those decision. The treasurer, as the Board representative to the committee shall be promptly informed of such investment decisions.

Moreover, the treasurer, as an ex officio member of the Committee, without vote, will receive all communications regarding committee meetings, committee minutes, other documents and information concerning the Committee's decision and shall be invited to and participate in all Committee meetings.

C. So as to provide the Committee with the data necessary to evaluate the state of the endowment and make decisions and/or recommendations, the chair shall have access to the online endowment account information, and will transmit in electronic or other form, the information necessary for making investment decisions, to the members of the Committee.

Respectfully submitted
 TUUC Endowment Committee
 John Barry, Chairperson
 Timothy Boniface,
 Stephen Finner
 Marilyn Maze
 Wendell Finner, ex officio

Code	Fund	Value as of 6/30/2020	Percentage of Total	Percentage Target	10 Year Return	Weighted Avg
VFIAX	Vanguard 500 Index Fund	\$456,356.18	48.71%	50% (+/- 5%)	13.99	6.81
VFTAX	Vanguard FTSE Social Fund	182,751.94	19.51%	15% (+/- 5%)	14.99	2.92
VXUS	Vanguard Total Int'l Fund	122,168.37	13.04%	15% (+/- 5%)	5.18	0.68
SCHA	Schwab US Small Cap ETF	126,759.64	13.53%	15% (+/- 5%)	10.99	1.49
SWVXX	Cash	48,835.56	5.21%	5% (+/- 5%)	0.53	0.03
		\$936,871.69	100.00%			11.93
						Overall Expected Yield