

**Towson Unitarian Universalist Church
Board of Trustees
September 16, 2020 Meeting Minutes**

Date/Time:	7:30 pm
Meeting:	Board of Trustees Monthly Meeting
Participants:	Patty Barry, Angela Castillo-Epps, Wendell Finner, Andrew Hager, John Mattingly, Rev. Clare Petersberger, Susan Riggs, Sue Royer, Samantha Saalfeld
Absent:	
Guests:	
Location:	https://uuma.zoom.us/j/96450829649 Meeting ID: 964 5082 9649 Password: 141540
Next meeting:	October 21, 2020

Pre-meeting Action Items:

Activity	Owner	Target Date
These action items are to be completed before the meeting. Often, they are related to consent agenda items, which are items for which there is no discussion unless a member has a question concerning them.		
Sign-ups for chalice lighting, process observation and writing an article for the Threshold (monthly) – to Susan Riggs	All	9/16
Read and provide revisions of minutes from previous Board meeting	All	9/16
Read reports	All	9/16

Scheduled Agenda:

The meeting convened at 7:30

Chalice Lighting	Andrew Hager
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Go-Around Question	All
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Consent Agenda	Owner
Approve minutes from the August 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 Membership Committee Report (Appendix 5)	Patty Barry

Discussion Agenda	Presenter
Sue Royer asked the Board if any items need to be moved from the consent agenda to the discussion agenda. None were removed. The August meeting minutes were approved and the reports were accepted.	Sue Royer
<i>Agenda Item #1 - 30 minutes</i>	
<p>Report from the Membership Committee</p> <p>They are interested in changing the focus of new member meetings from a discussion of Unitarian Universalism to making more of a personal connection with the people there. See report. They also want to reconcile the membership books, between the spreadsheet maintained by the Chair of the Membership Committee and what is recorded in Breeze. Special concerns for people who do not use Zoom, and families, who are already spending too much time on Zoom. They also plan to reach out to each committee to see who hasn't been around lately. Their focus this year is to make sure everyone feels connected. Art Starr and Anita Cox are new to the Committee.</p> <p>Board went around the circle with thoughts. Wendell suggested that signing the book can be done via video conference. Andrew: People can drop in to any group that isn't a Closed Group. Sue Royer: a socially distanced signing of the book; Sue asked for the focus of the committee to be on visitors/guests and helping to progress them along the path to membership, since many groups at TUUC are focused on connecting with current members and friends. Angela: YRE is in contact with the families.</p> <p>Decision: Motion to add Art Starr and Anita Cox to the Membership Committee. Mattingly moved, passed unanimously.</p>	Patty Barry, Chair of the Membership Committee
<i>Agenda Item #2 – 30 minutes</i>	
<p>Report on the Bylaws</p> <p>Met with the lawyers to get their opinion on when it is appropriate for the Board to go into Executive Session. They suggested requiring a 2/3 majority vote of the Board. Dan Alper submitted an amendment (see Appendix 6) and the 5th Principle should be referenced. Age of membership should be clarified so that all members must be at least 18. See attached red line copy. Annual member meeting could add absentee voting since we are requiring an up or down vote on each item. Articles of Incorporation should be revised as well (see copy attached). Need to add a "Resident Agent" who is available during office hours. Wendell said we can use a corporate resident</p>	Sue Royer

Discussion Agenda	Presenter
<p>agent. Discussion of latest changes. Wendell said that if we are ever involved in litigation, Executive Session might be important.</p> <p>Decisions: Approved three changes to the Bylaws, one clarifying the age of members, one clarifying how the members of the nominating committee are selected, and Dan's amendment, with modification, regarding closed Executive session.</p> <p>Approved the hiring of Incorp Services as our Resident Agent.</p> <p>Approved allowing absentee ballots, either by email or postal mail. The contact will be the Board Secretary Susan Riggs.</p> <p>John moved, Samantha seconded, unanimously passed.</p> <p>Actions: Sue Royer to send out revisions to members before the next listening sessions which are this week. Wendell to draft Rules of Procedure</p>	
<i>Agenda Item #3 – 15 minutes</i>	
<p>Plans for the Auction and Board Auction Donation</p> <p>Samantha reported that auction info went out a few days ago. This year's virtual auction is dependent on everyone learning to use the auction software. Now waiting for people to donate. The three co-chairs: Nina Della Vecchio, Dan Alper, Marilyn Maze. The Board needs to donate an item for the auction. It was decided that we would offer an evening of Party Games with the Board (on Zoom) including receiving a mystery party box (contents: party hat, popcorn, llama, ...) on the day of the event. Possibly on a Sat night in Jan or Feb. \$20 each, 16 places plus Board members and their spouse/guest, possibly on Jan 16 from 7 pm – 9 pm.</p> <p>Actions: Samantha to write up a description for the auction web site. Everyone needs to mark their calendar and to think creatively about party games – Pictionary, charades, the dictionary game, etc.</p>	Samantha Saalfeld
<i>Agenda Item #4 – 30 minutes</i>	
<p>Administrative Team Report, including goals for FY21</p> <p>A-team report: The A-Team goals for FY21 are:</p> <ol style="list-style-type: none"> 1. Conduct environmental health study of TUUC and take results and proposal for remediation to the TUUC Board 2. Review and submit to Board the following operational policies <ul style="list-style-type: none"> - Communications and Social Media Policy - Safe Congregations Policy - Building Use Policy 	Rev. Clare Petersberger

Discussion Agenda	Presenter
<p>3. Support the Gunpowder Conservancy water remediation project</p> <p>Decision: A-team goals were approved by Board. Andrew moved, Angela seconded, and the goals were approved unanimously.</p> <p>Lots of work is being done in the building and on the grounds, despite the building being closed.</p>	
<p><i>Agenda Item #5 – 10 minutes</i></p>	
<p>Miscellaneous items</p> <ul style="list-style-type: none"> - All Board Disclosure Forms have been received – thank you! - UUA CER Leadership Drop-in calls open to any leader. UUA leadership hosts drop in calls each month that Sue has been going to. Sue can send us the times, as some of them have been interesting. Any Board member can attend. – Sue will forward schedule to Board members. - Board goals for this year: Sue proposed these Board Goals (following our discussion and selection of Open Questions, and Vision of Ministry). Board Goals require the Board's direct involvement to accomplish them. <ul style="list-style-type: none"> 1. Codify our multi-year governance change through congregational approval of the Bylaws revision 2. Update/renew the Letter of Agreement with Rev. Clare 3. Pass the 8th Principle as a Board and engage members in working toward its adoption by the Congregation 4. Follow-through on implementing the new governance policy <p>The Board would pass the 8th principle as a leadership step. The entire congregation will need to explore and understand it before passing it as a congregation.</p> <p>Decision: Sue moved that we adopt these for goals this year, John seconded, all approved.</p>	<p>Sue Royer</p>
<p><i>Agenda Item #6 – 10 minutes</i></p>	
<p>Agenda items for the next Board meeting Patty will do the Chalice Lighting, Angela will be Process Observer, and Andrew will write the Threshold article.</p> <p>Items for the Discussion Agenda for the next meeting: Treasurer's Report, Bylaws Update/Next Steps, Church as Employer, and Stewardship</p>	<p>Susan Riggs</p>
<p>Process Observation Report – Going around in a circle where each member gets an opportunity to speak works well in some cases. We</p>	<p>Wendell Finner</p>

Discussion Agenda	Presenter
talked about which groups are left out during our discussions and decisions.	

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

Key Dates:

Sunday, September 20, Monday, September 21 and Sunday, September 27 – Bylaws listening sessions

Sunday, October 25, 2020 Congregational Meeting – Bylaws changes and Articles of Incorporation

Sunday June XX, 2021 Annual Congregational Meeting

Appendix 1: Minister's Report

September 11, 2020

Since my last report....

WORSHIP

I attended TUUC worship on August 16 for the moving story telling service and August 23 for the music of REM with Tony Bonta's impressive videos! Kudos to the Lay Worship Associates for such a creative virtual series on life-lines! I met with Lay Worship Associates on August 24.

I returned to the virtual pulpit on August 30th and explored "wonder" as a life-line in difficult times. Many people were moved by the Detroit Youth Choir singing "Glory." Kathy Ramirez spoke about "Out For Justice" which was our community partner for the fifth Sunday collection. That afternoon, we had a wonder-ful drive-by water communion which Jay Herzog kindly filmed for September 6.

Water Communion was a mix of images of water sent by members and friends and the video Jay Herzog created. We also meditated on drinking water together. The Choir made water sounds together! Joyce shared the story of "Beyond The Pond." And the service ended with a body prayer. Am seeking to incorporate elements like the glass of water and the body prayer to make virtual worship more engaging.

I continue to attend workshops in Marcia MacFee's Worship Design Studio.

Tracy and I have begun planning for a Taize style Vespers service for 7 p.m. on September 21.

I wrote my newsletter column on the question, "What does it mean to be a people of renewal?"

PASTORAL CARE

I have had two socially distanced visits with parishioners; have spoken with 16 members; and am happy to report that Lay Worship Associates will be following up, in the next two weeks, with those who are on the call list for our Phone Pals program. Lisa Lubomski has done great work organizing meals for Niloo and Morad.

ADMINISTRATION AND PROGRAMS

We are excited to welcome Philip Browne to the staff team of TUUC! The Search Committee of Kai Aiyetoro (Chair), Patty Barry, John Mattingly and I unanimously voted to offer Philip Browne the part-time position of TUUC Social Media/Outreach Coordinator. Philip just e-mailed his first Threshold with the support of Kai Aiyetoro who has been orienting him while also experiencing a health challenge.

A-Team

- Approved the YRE budget for 2020-21.
- Ordered 3 Church Under Surveillance signs and 2 Church Parking Only signs for TUUC parking lot.
- Purchased third dehumidifier for building.
- Working on vetting companies who do environmental assessments of commercial properties
- Todd is getting estimate from Keil Tree Service to remove crepe myrtle near TUUC chimney as well as removing dead fall. Work will be done when we learn that the PPP loan is forgiven.
- Todd worked with Lisa to get art work from the Gallery Unicorn Member's Show returned to members.
- Decided not to allow Geo caching on TUUC property during the pandemic.
- Reviewed our August cash position
- Will be getting roofer in to see why ants are coming down on the desk in the church office and then get Atlas to come spray for them.
- Approved \$800-\$900 estimate to mow wooded property for Japanese stilt grass before seeds mature.
- Eagle Scout project has been approved to improve the Memorial Garden.

A-Team goals for the coming year

- Conduct environmental health study of TUUC and take results and proposal for remediation to the TUUC Board
- Review and submit to Board the following operational policies
 - Communications and Social Media Policy
 - Safe Congregations Policy
 - Building Use Policy

- Support the Gunpowder Conservancy water remediation project

TUUC Staff goals

This week I sent the professional staff the goals they had articulated in the spring in light of the goals adopted by the Board last month. I am scheduled to talk with our Music Director on Tuesday and our Director of Religious Exploration on Wednesday about ideas they have for revising their goals in light of the Board goals AND the reality that we are going to be in virtual space for longer than anyone had hoped last spring.

I am already aware that our Music Director will be organizing a virtual Choir piece for November or December to foster deeper connections.

Our Director of Religious Exploration is experimenting with having younger classes meet at 9 a.m. beginning with a family gathering and then breaking into classes and finishing by 10 a.m. The older students will be meeting after the TUUC worship service. This is a change from the schedule last spring when we went into virtual space.

Our Church Administrator has been working to get the Social Media/Outreach position filled and now to get Philip Browne oriented. She and I will discuss any revisions she would like to make to her goals when she is well.

PROGRAMMING

Anywhere from 3-6 people have been attending Coffee WithThe Minister at noon on Tuesday.

I am hosting a second "TUUC Happy Hour" this afternoon at 5. The first one had 16 participants and lively conversation.

The first "Writing As A Spiritual Practice" had 12 participants. I was impressed with the depth of sharing in our first gathering.

Soul Matters Sharing Circle will begin on September 22 and has 16 people enrolled! We are either going to need to use break out rooms or divide into two groups. This is a good challenge to have!

I will be scheduling a TUUC Virtual Talent Show for all ages on a Friday in October...come to share a talent from telling a joke to reading a poem to playing a song.

The Program Council had other great ideas and plans for ways to connect which I am sure Andrew will share.

Covid Care Fund

TUUC has received \$2,700 in contributions to the Covid Care Fund. \$1,305 has been dispersed since we last met.

Assessing our Sunday morning structure and virtual programming

The Committee on Ministries met on August 30th. We are reviewing the feedback we received in July and will be scheduling listening sessions on virtual programming in October or November (after the Bylaws pass and before THE auction!)

DENOMINATIONAL

On September 1, I met with colleagues who participate in Soul Matters to brainstorm worship ideas for October's question of "What does it mean to be a people of deep listening?"

On September 9, I virtually met with colleagues in the Greater Baltimore area.

Respectfully submitted,
Rev. Clare

Appendix 2: President's Report

Programs & Ministry

Organized technical ushers and assisted with ushering for Sunday services. Attended several programs, including the in-person water communion event in the parking lot.

Board & Governance

Completed paperwork and met in person at the bank on August 25 to add Wendell Finner and Andrew Hager as authorized signatories to the church's accounts at PNC.

Attended the meeting of the bylaws committee. Worked with committee members to complete slides and announce and lead the first listening session. We gained valuable feedback at that listening session. Met over Zoom with attorneys from Ferguson, Schetelich, & Ballew to discuss our questions. They recommended a restatement and amendment to our Articles of Incorporation. Warren Cherry asked me if he could vote for the bylaws changes via absentee ballot, as he will be away. See separate Bylaws Committee report

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 August. Our cash position is currently good.

Completed and submitted paperwork on August 30 to add Wendell Finner, John Barry, and Andrew Hager, and to remove Paul Konka as authorized users to/from the church's two accounts with Schwab.

Made the bank deposit on September 8.

Church as Employer

Signed the hire letter for our new staff member, Philip Browne, who joins us as the Communications & Outreach Coordinator. Welcomed him via email and added him to our Facebook group and Youtube channel.

Supported Rev. Clare's decision that TUUC *not* participate in the optional program where employees can defer their payroll taxes until 2021. This was a program launched by Executive Order; employees would still be responsible for the taxes, and TUUC would be responsible as the employer, if an employee couldn't pay the tax owed.

Learning & Sharing

Along with many TUUC Board members, completed the pre-work and participated in the UUA Central East Region Training, "Leading Change in Changing Times." Participated in two UUA Central East Region drop-in calls for church leaders. Most of the discussion was focused on programming and staying connected within virtual community.

Attended one of the "Taking a Collective Breath: Deepening our alignment to the movement for Black Lives"" workshops sponsored by Stand with Love and the UU Service Committee. It was really good!

Respectfully submitted, Sue Royer, President, 9/13/2020

Appendix 3: President-Elect's Report

Andrew Hager

September 10, 2020

The Program Council met on Wednesday, September 9. We discussed the following issues:

1. Nancy Caswell outlines a program called Socrates Café, where participants would examine various philosophical questions using the Socratic Method. She intends to start the program soon.
2. Zoom Consistency—When we host meetings that are "drop-in" (open to anyone), the login information should be sent to Phillip and Kai for placement on the TUUC Calendar and our private Facebook group. If, on the other hand, we are running a closed group (like a Chalice Circle), the info can go out to members of said group via email.
3. Supporting the Board's Vision for Ministry—We broke into small groups to discuss how we are (and how we could be) supporting these goals. We believe the recent hiring of a social media outreach expert is a key way to help maintain and build our community during these virtual times. We also discussed a desire to adopt the 8th Principle, repurposing ADORE as an educational tool as we move toward that goal.

Appendix 4: Treasurer's Report

TUUC Comments on Financial Results
August 2020

Revenues:

1. Plate contributions remain higher than anticipated
2. More than 45% of the total current year pledges have already been received.

Expenses:

The electric bill is running slightly above the reduced budget. We may catch up as the weather cools.

Balance Sheet:

The endowment value at month end was \$1,052,485. This includes \$16,000 of the bequest received from the estate of Dawn Murr and exceeds the 12/31/19 high of \$1,004,488.

- Wendell Finner, Treasurer, September 12, 2020

Appendix 5: Membership Committee Report

Membership Committee Report - September 2020

Last year, much of the Committee's time and energy focused on improving the experience of guests and new members. We attempted to enhance the performance of our Greeters, introduced the role of Ambassadors, and explored what a first-time visitor's experience at TUUC might be. In our current virtual setting, we need to shift our focus, being mindful of how we can encourage newcomers become a part of our community while also helping to create a sense of connection for current members.

I. Action requested from the Board:

- A. Approval of new committee members: Art Starr, Anita Cox
- B. Input: how to "sign the book"

II. Current Activities of the Committee:

- A. Planning virtual Newcomer/Membership Information sessions

When we were able to meet physically, these were held after second service. One online event was held, with only one new person and a number of current members. We are looking at times/dates/formats that might work for newcomers and committee

members. We may ask for one or two Board members to attend, but are hoping for a more balanced attendance.

B. Membership Recognition

What will this look like virtually? How often?

C. Membership list for by-laws vote

We are currently working to reconcile the list that is kept by the Membership chair with the membership status that is listed in Breeze. We will work with Rev. Clare Petersberger if there is uncertainty about someone's status.

D. Connecting by email and/or Zoom with guests or those who inquire about TUUC

III. Future activities of the Committee:

As TUUC settles into its regular fall schedule, the Committee aims to support one of the Board's Visions of Ministry: how do we maintain and strengthen our ministry, including drawing in visitors, supporting families, and reaching those for whom Zoom isn't working? How do we facilitate a sense of connection for congregants and guests?

Submitted by Patty Barry, Membership Committee Chair

**Appendix 5:
Bylaws Report**

Bylaws Report to the TUUC Board of Trustees – September 16, 2020

This report is authored by Sue Royer, without the benefit of input from the Bylaws Committee due to time constraints.

Recent activity:

- Zoom meeting on Aug 27, 2020 with Thomas Schetelich, Joceylyn Szymanowski of Ferguson, Schetelich & Ballew. Attending from TUUC: Andrew Hager, Art Starr, Karyn Marsh, Sue Royer
- Listening Session with the congregation on Sept 2, 2020. Two persons attended who are not on the Board or the Bylaws Committee. Discussion revealed two ambiguous areas in the bylaws – age of membership and how the Nominating Committee is chosen
- Draft amended and restated Articles of Incorporation received for review
- One request received to vote via absentee ballot – from Warren Cherry
- One amendment received by the Secretary – from Dan Alper

Discussion and input needed:

1. 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. >> Notes from meeting: “less is more in the bylaws”. They recommend keeping the bylaws sparse and including any details that are not required to be in the bylaws in other documents. Another reason that a board may want the flexibility to meet in closed executive session include membership matters. They suggested that we say that the board may meet in closed, executive session if a majority or 2/3 of the board members agree.

Action – bylaws have been updated to say The Board may meet in a closed executive session to ~~discuss personnel matters or to receive legal advice~~ upon a two-thirds vote of the Board.

Dan Alper, member of the Bylaws Committee, has submitted a proposed amendment that keeps the 2/3 vote and places additional restrictions: Section Five – Board Meetings PART A. [The Board of Trustees consent. The Board shall meet at least quarterly.] **In support of the principle of using the democratic process within our congregation, Board Meetings shall be open to all Members of the Congregation. When matters are of a personal nature or are sufficiently sensitive to override the standard of transparency, the Board may meet in a closed executive session upon a two-thirds vote of the Board. * see below** [Executive sessions...themselves.]

Supporting comments from Dan: “I appreciate the consideration of the Board in returning to outside counsel to get clarification on their concern about restrictions on going into executive session. As a member of the Bylaws Committee I apologize for not making my concerns about removing restrictions more clear earlier. I actually agree with outside counsel that more flexibility was needed than is given in the present Bylaws. But I also believe that the reason for going into closed executive session should be based on a lesser of two evils calculation that weighs that closing the meeting contravenes the 5th Principle of Unitarian Universalism. The subjective language I’m proposing provides greater flexibility. The words about UU principles add a few lines of text, but provide important guidance to future Board Members.”

2. Age of membership

It became clear during discussion at the listening session, that the age of membership is not clear in our bylaws. Karyn suggested modifications (see redlined bylaws).

3. How the Nominating Committee is selected

With Article Six, Section One, Part A, it is not clear that except for the chair, the Nominating Committee members will be elected by the congregation. See redlines.

4. Absentee ballot.

In the case of this meeting, absentee ballots should work since we are not accepting amendments from the floor. Each member will be voting on three items: a. Rules of Procedure b. Bylaws revision c. Amended and Restated Articles of Incorporation. Discuss how to implement – paper ballots? Email okay?

5. Articles of Incorporation - review the Articles of Incorporation and Sue's comments

- Discuss resident agent. The state of Maryland requires LLCs and corporations filed in Maryland to have a Registered Agent. Maryland Registered Agents are a person or company designated on public record to accept legal documents (service of process) and notifications from the Maryland Secretary of State's office on behalf of the corporate entity. There are few restrictions regarding who can be listed as a Registered Agent, the most important being that the Registered Agent must be located and available at a physical street address, within the state of Maryland, during normal business hours. Your Maryland Registered Agent will be responsible, on your behalf, to receive all government notifications sent to Registered Agents and litigation (service of process) documents.

Currently listed resident agent is Lee Stuart Thompson, Masonic Building, Towson?? (from the early 1960's).

Wendell did some research and found Incorp Systems charges \$99/year with discounts for multiple years up to \$66.56 for 5 years, plus the \$25 fee to change the registered agent which is paid to the state.

Next steps:

- Listening sessions on Sept 20, 21, and 27.
- Send draft Articles of Incorporation to congregation once questions answered by FS&B
- Draft Rules of Procedure and send to Board then to congregation
- Email members with the updated bylaws after any changes
- Next Bylaws Committee meeting is Tuesday, Sept 29, 2020 from 12:30 to 1:30

* Final language agreed to:

In support of the principle of using the democratic process within our congregation, Board Meetings shall be open to all Members of the Congregation. When matters are of a personal nature or are sufficiently sensitive, the Board may meet in a closed executive session upon a two-thirds vote of the Board.