



**First Unitarian Universalist Church of San Antonio
Board of Trustees Meeting
November 17, 2021**

MINUTES

Gale Morrow called the meeting to order at 7:00 p.m. The Board met via Zoom teleconferencing.

All Board members were present.

PRESENT: Danielle Bess, Deb Loya, Gale Morrow, Terry Palin, Ron Pena, Troy Peters, Oscar Solis, Rev. Mark Skrabacz, Vicki Tullius

Rev. Mark shared opening words. Terry read our covenant and ends statements. Vicki was named Process Observer. Oscar was named Timekeeper for the meeting.

Rev. Mark announced that Walker Moore will be leaving COPS/Metro and moving to Dallas; Josephine Lopez Paul will be COPS/Metro's new Lead Organizer. He also shared that he is managing an incident of disruptive behavior by a longtime member and providing pastoral care to other members who were hurt by the behavior.

As an addition to her President's Report, Gale announced that she has written an article on 2021/22 Board goals to run in the next congregational newsletter. The Consent Agenda was approved, with this addition. Included in the Consent Agenda:

- October 20 & November 1 Board Minutes
- Minister's Report
- President's Report
- Vice President's Report
- Treasurer's Report

NEW BUSINESS

Oscar shared the community agreement drafted by the Committee on Shared Ministry. The 2020/21 Board approved an earlier version of this document but did not present it to the congregation. **Troy moved and Oscar seconded that the Committee on Shared Ministry's Our Community Agreement document, included below, be presented and voted on at the next congregational meeting. The motion carried.**

The Board agreed to adjust monthly meetings to begin at 6:30 p.m., starting in December. The group also considered whether to begin meeting in person and decided to remain on Zoom for December and reconsider after the holidays.

Gale conveyed a request from congregation member Terri Chadwick that the church take a stronger stand in favor of COVID vaccination. The church's COVID Task Force met recently and issued a statement in support of COVID vaccination. Rev. Mark will also follow up.

OLD BUSINESS

Deb moved and Ron seconded that the following Emergency Repair Policy be adopted by the Board and posted to the Operation Procedure page of the church website. After some friendly amendments and edits, the motion carried.

Emergency Repair Policy Regarding Contractor Services

1. Purpose:

To establish guidance to the Church administrative staff for utilizing emergency services from contractors.

2. Procedures:

a. For damages and/or failures to the facilities caused by unexpected events, such as bad weather, fire, broken water pipes, crime, etc., church staff shall report these events to the Balcones Heights police, fire department, and the First UU President and Vice President as soon as possible. Insurance claims should be filed if necessary. Plans to take the appropriate and necessary action to address these issues shall be a coordinated effort between the church staff and the Board to allocate resources and/or find alternative solutions.

b. Air conditioning failures, plumbing repairs, non-functional electrical fixtures and outlets, etc., (that do not pose an immediate safety concern to the staff and/or church community), should be addressed as soon as possible, but without unnecessary emergency fees from contractors. Incurring emergency contractor fees must be approved by the President, in consultation with the Senior Minister and the Treasurer. Should a room or building become unusable, the church staff should consider other options to address these inconveniences, such as utilizing other areas of the campus, rescheduling/postponing events, or cancelling events until facilities can be repaired.

c. As a general rule, emergency services from contractors should not be utilized without Board approval. Exceptions are made for emergency repairs, such as fire, water, or crime (see section "b" above).

Deb moved and Terry seconded approval of the revised governance policies as presented. The motion passed.

Gale reminded the Board that proposed bylaw changes will need to be voted on at the next congregational meeting. Terry asked that the position of Assistant Minister be included as a separate article in the bylaws. After discussion, the Board decided not to add that language.

Gale presented a revised organizational chart, which was discussed in detail. Several changes were proposed, and the Board will vote on a final version at a future meeting.

Vicki shared reflections from the November Board Listening Session. The Board will decide in December whether to hold the next listening session on January 9 or 16 and whether to meet in person or via Zoom.

Deb asked the Board to consider whether to form a task force to address cell tower buyout offers or continue with the status quo. The Board opted not to take any action.

The Board went into executive session at 8:31 p.m. The executive session ended at 8:43 p.m.

Terry asked that Board members send him \$25 via Venmo for staff gifts and sign up to help with the Christmas Eve eggnog social.

The Board's next regular meeting will take place on December 15 at 6:30 p.m., via Zoom teleconferencing.

After a process observation from Vicki, Rev. Mark shared closing words and the meeting was adjourned at 8:47 p.m.

[Minutes prepared by Troy Peters, Board Secretary]

First Unitarian Universalist Church San Antonio

Our Community Agreement

In order to establish and maintain a sanctuary of safety and trust, these aspirational guidelines for our behaviors with each other have been created from our own experiences and for our own benefit. It is understood that our commitments may be made, broken and restored as a part of our process of growth.

We will behave in ways that support our mission.

We intend to:

- Model kindness to promote justice, equity and compassion
- Share time, talent and treasure
- Honor our past, embrace change, and celebrate successes

We will Communicate thoughtfully with others.

We intend to:

- Practice patience and look for good intentions in each other's actions
- Learn from and listen to each other
- Speak honestly from our own experiences and perspectives
- Respect the personal nature of comments that others may share

We will honor differences.

We intend to:

- Resist making assumptions about one another
- Work toward forgiveness whenever we fall short of expectations
- Speak directly to each other or request mediation to negotiate misunderstandings
- Welcome the diversity among us with curiosity, acceptance and empathy

**FIRST UNITARIAN UNIVERSALIST CHURCH OF SAN ANTONIO
GOVERNANCE POLICIES**

Policy 4.0 Global Governance Process Policy

The Board is elected to represent the Congregation in determining and demanding appropriate organizational performance.

Accordingly,

- 1) The Board is the link among the Minister, the Board Committees, the Facilities Team, and the Congregation
 - a. The Board will engage in regular and intentional linkage activities to deepen its understanding of the views and values of the Congregation and other sources of authority and accountability.

- 2) The Board will produce written governing policies that, at the broadest levels, address each category of organizational decision.
 - a. Ends: The difference we make in the world.
 - b. Senior Minister Limitations: Constraints on executive authority that establish the prudence and ethics boundaries within which executive activity and decision must take place.
 - c. Board Governance: Specification of how the Board conceives, carries out, and monitors its own task.
 - d. Board-Senior Minister Linkage: How authority is delegated and its proper use monitored.

- 3) The Board will assure Senior Minister performance in compliance with the Ends and Senior Minister Limitations policies.

Policy 4.1 Agenda Planning

- 1) Annual Retreat/Establishing Priorities. The Board shall act as a group in establishing the priorities for each Board year. The priorities for each year shall be determined at an annual retreat to be held early in each fiscal year and shall be finalized no later than October 1. Prior to the annual retreat, the incoming President shall consult with the out-going President and, if necessary, other Board members regarding outstanding priorities and other business of the Board that should carry over to the next year. The President shall direct the planning of the annual retreat, including proposing areas for discussion and consideration by the Board. The Board will consider the inclusion on the annual agenda of outside advisors on topics such as Governance education and education related to ends determination.

- 2) In addition, the Board agenda will include the following items:
 - a) Throughout the year, the Board will attend to consent agenda items as expeditiously as possible.
 - b) Monitoring will be on the agenda if reports have been received since the previous meeting or if plans must be made for direct inspection monitoring.
 - c) The Board shall meet with the Committee on Shared Ministry annually to discuss the overall ministry of the Church.

- d) A regular evaluation of the Senior Minister's performance will be undertaken at a time determined in dialog with the Senior Minister after a review of monitoring reports received in the last year and in collaboration with the Committee on Shared Ministry.
- e) The Board shall prepare a recommendation of compensation for the Senior Minister as early as needed for the final determination of Senior Minister compensation, based on budgeting considerations.
- f) The Board may schedule an audit or review at their discretion, as need is perceived.

3) Setting the Agenda for Board Meetings. The agenda for all Board meetings should reflect the priorities established by the Board, along with other business being presented to the Board. In consultation with the Vice-President and the Senior Minister, the President then shall, consistent with the Board's agreed upon priorities and agreed upon agenda items, facilitate setting the agenda for each meeting to be held, and shall publish the proposed agenda in advance of each such meeting for Board review and comment. A Board member may recommend or request an item for inclusion on the agenda before the scheduled meeting.

Policy 4.2: Role of the President

The President ensures the integrity of the Board's process and represents the Board to congregants and outside parties.

Accordingly,

- 1) It is the responsibility of the President to ensure the Board behaves consistently with its own rules, the Bylaws, and those requirements legitimately imposed upon it from outside the organization.
- 2) Meeting discussion content will be only those issues, which, according to Board policy, clearly belong to the Board to decide, not the Senior Minister.
- 3) Deliberations will be fair, open, and thorough but also timely, orderly, and kept to the point.
- 4) The authority of the President consists in making decisions that fall within the policies in Board Governance and Board-Senior Minister Linkage, except where the Board specifically delegates portions of this authority to others. The President is authorized to use any reasonable interpretation of the provisions in these policies.
- 5) The President, as an individual, has no authority to make decisions about policies created by the Board with Ends and Senior Minister Limitations policy areas. Therefore, the President, as an individual, has no authority to supervise or direct the Senior Minister.
- 6) The President may represent the Board to outside parties in announcing Board-stated positions and in stating the President's own decisions and interpretations within his or her authority.
- 7) The President may delegate this authority to another Board member, but remains accountable for its use.

Policy 4.3: Role of the Vice-President

The Vice-President is an officer of the Board. The Vice-President shall perform the duties of the President when the President is unavailable or unable to perform those duties.

Accordingly,

- 1) The Vice-President shall chair the Facilities Team.
- 2) The Vice-President shall assist the President in developing the agenda for all meetings of the Board of Trustees in consultation with the Senior Minister.

Policy 4.4: Role of the Secretary

The Board Secretary is an officer of the Board whose purpose is to ensure the integrity of the Board's documents.

Accordingly,

- 1) The Secretary shall see to it that all Board documents and filings are accurate and timely.
 - a. The Secretary will ensure that minutes will be current in their reflection of Board decisions.
- 2) The authority of the Secretary is access to and control over Board documents.
- 3) The Secretary shall maintain a record of the priorities determined by the Board at the annual retreat.

Policy 4.5: Role of the Treasurer

The Treasurer is an officer of the board who has overall responsibility for Board oversight of the Church finances, in accordance with the Bylaws.

Accordingly,

- 1) The Treasurer shall chair the Finance Committee
- 2) With the Finance Committee and in consultation with the Senior Minister, the Treasurer shall create the annual budget for approval by the Board of Trustees
- 3) The Treasurer will report to the Board regarding the Church's financial situation in an appropriate and timely manner.

Policy 4.6: Board Members' Code of Conduct

The Board members commit to ethical and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.

Accordingly,

- 1) Trustees should act with due care in carrying out their responsibilities and in making Board decisions. Trustees shall be attentive to the Church by participating in the life of the congregation, attending Board meetings and preparing themselves as necessary to make informed decisions. Trustees will maintain confidentiality appropriate to issues of a sensitive nature.
- 2) Board Officers and Trustees will disclose their involvement with other organizations, with vendors, or with any other associations that might produce a conflict of interest.
- 3) Board Officers and Trustees must represent unconflicted loyalty to the interests of the Congregation. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or staffs. It also supersedes the personal interest of any Board member acting as a consumer of the Congregation's services

- 4) Board Officers and Trustees must avoid conflict of interest with respect to their fiduciary responsibility.
- 5) There must be no self-dealing or any conducting of private business or personal services between any Board Officer or Trustee and the Congregational staff except as procedurally controlled to assure openness, competitive opportunity, and equal access to inside information.
 - a. When the Board is to decide upon an issue about which a Board Officer or Trustee has an unavoidable conflict of interest, that Officer or Trustee shall absent themselves from not only the vote but also from the deliberation by leaving the meeting.
 - b. Board Officers and Trustees must not use their positions to obtain employment by First UU for themselves, family members, or close associates. Should an Officer or Trustee of the Board desire employment, they must resign from the Board first.
- 6) Board members may not attempt to exercise individual authority over the organization except as explicitly set for in the Board policies.
 - a. Officers or Trustees' interactions with the Senior Minister or with staff must recognize the lack of authority vested in individuals except when explicitly Board delegated.
 - b. Officers or Trustees' interactions with public, press or other entities must recognize the same limitation and the inability of any Board member to speak for the Board or the Congregation except to repeat explicitly stated Board decisions.
 - c. Members will not express or act on their individual judgments of the Senior Minister or staff performance outside of the Board.
7. Officers and Trustees will support the legitimacy and authority of the final determination of the Board on any matter, without regard to the member's personal position on the issue.

Policy 4.7: Board Committee Principles

The Board may establish committees to help carry out its responsibilities. Committees will be used sparingly to preserve the Board functioning as a whole and will not interfere with delegation from Board to the Senior Minister. Board committees cannot exercise authority over staff.

Policy 4.8: Cost of Governance

The Board will invest in its governance capacity.

Accordingly,

- 1) Board skills, methods, and support will be sufficient to assure governing with excellence.
 - a. Training and retraining will be used to orient new and prospective Board members, as well as to maintain and increase existing member skills and understandings.
 - b. Funds may be authorized for audit and other third-party monitoring of organizational performance.
 - c. Funds may be authorized for surveys, focus groups, opinion analyses, and meeting costs.

Policy 4.9: Financial Planning and Investments

Financial planning and investments is a function of the Finance Committee. The Finance Committee operates in accordance with Bylaw IX.2.D.

Accordingly,

1) Financial planning shall not risk financial jeopardy nor deviate from the Congregation's Bylaws, Ends Policies, or Strategic Plan.

Accordingly, the Finance Committee shall not allow budgeting which:

- a. Plans expenditures that exceed conservatively projected revenues for the budget period.
- b. Omits key planning and/or operational assumptions.
- c. Assumes unrealistic projections of revenue, expenses, or cash flow.
- d. Provides less for Board prerogatives during the year than is set forth in the Cost of Governance Policy (see Policy 4.8).
- e. Commits the Congregation to any initiative that lacks a clear and comprehensive funding plan.
- f. Fails to include a contribution into a general reserve fund of 2% of pledge income.

2) Managing the investments is a function of the Investment Committee, a sub-committee of the Finance Committee.

Accordingly,

- a. First Unitarian Universalist's investments should be guided by two allocation concerns: The primary being lower risk and availability and the second being consideration for the growth of principal.
- b. At least the average monthly budget of cash should be retained at all times in the Church's operating account. Once a month, funds should be considered for realignment by the Treasurer.
- c. Funds should not be held in investments with a maturity greater than two years.
- d. If more than 30% of the Church's portfolio is investment in stock market investments, no additional funds will be added.
- e. The Investment Committee shall meet no less than quarterly and will be governed by majority vote.
- f. The Treasurer will be responsible for implementing and communicating the decisions of the Investment Committee to the Board.