



**Foothills Board of Trustees Meeting  
Approved Monthly Meeting Minutes  
March 28, 2019**

**Board Members in Attendance:** Ed Beers, Cheryl Hazlitt, Brendan Mahoney, Glenn Pearson, Sue Sullivan, Sara Steen (arriving at 6:30 pm), April Undy (arriving at 6:40 pm), and Rev. Gretchen Haley as ex-officio board member.

Meeting convened at 6:05 pm.

**Brendan Mahoney moved to approve the consent agenda as presented.** Glenn Pearson seconded. **Motion passed.**

**Cheryl Hazlitt moved to approve Rev. Sean Neil-Barron's compensation package,** retroactive to Feb. 11, 2019, setting his salary and housing allowance through June 30, 2019 at an annualized rate of \$70,304, and at an annualized rate of \$72,126 beginning July 1, 2019 (this latter pay rate is 94 percent of the midpoint of UUA guidelines for associate ministers and so is still slightly below our goals as a board to appropriately compensate our ministers and staff), as outlined in the proposed Statement of Call and Ministry Agreement from the Personnel Committee. Glenn Pearson seconded. **Motion passed.**

Gretchen Haley led a discussion of key points in the Statement of Call and Ministry Agreement, which the board will formally vote on at its April meeting. She noted that the agreement stipulates that the line of authority between the Board of Trustees (and hence the congregation that elected us) and the Ministry continues to run solely through Gretchen, to maintain a clear and simple governance structure and to honor the existing covenantal relationship between the Senior Minister and the congregation.

She also highlighted the section of the agreement that stipulates what happens if the Senior Minister should leave "under duress" or with a negotiated resignation. In that case, Sean's ministry would be considered transitional and he would also be expected to leave within the next 1-2 years, providing continuity while the church seeks a new senior minister, but not being eligible to seek that position. This is to avoid a known pitfall of congregations wishing to keep a familiar and comfortable minister in a time when change and deep congregational introspection and growth is needed.

*This Statement of Call and Ministry Agreement will be included in next month's consent agenda, unless further discussion is requested by the board.*

In an update to the Ministry's preliminary interpretation of our Bold Vision Statements and Guiding values, Gretchen reported that two vision statements have repeatedly felt in need of tweaking to various ministry teams that reviewed them. (#1's "Foothills is at the center of its people's lives" and #6's "Foothills is "the" leader in Northern Colorado). *Sara Steen offered to make appropriate suggested changes to those vision statements and bring them to the board for discussion at the April meeting and a formal vote to change them in the May meeting, so these changes can be presented at the June Congregational Meeting.*

Discussion of Monitoring Board performance led to a conclusion that we cannot monitor sections of the policy that are in need of re-writing to conform to our new iteration of policy-based governance. *Monitoring of these sections (1.1, 1.2, and 1.4) will be tabled until the appropriate time in next year's monitoring calendar. Section 1.3 is about our covenant, and we do have an up-to-date version of it (approved out of last summer's board retreat) to use in monitoring how we are living up to our covenant. That monitoring was set for the April meeting. The final monitoring work on our recently drafted monitoring schedule was 4.2.6 (internal financial review or external financial audit) and we agreed to postpone this monitoring until Patrick Murphy is contracted to do an internal audit (in preparation for an external audit as required for a mortgage for the building expansion). Patrick will do this work after the books close June 30<sup>th</sup>, to finish in August or September.*

A review of the board work plan for the months of April and May led to certain shifts and additions to the to-do list, as noted in the work plan itself.

Following a break, we reviewed what we had realized out of the Zoom call with Laura about the role of governance committees and the responsibilities of the board in developing its policies.

Cheryl understood from the call that we need to own our policy writing and felt the governance committee could serve as institutional knowledge holders, as a resource both for current board members as they write policy and new board member as they learn about our policy governance process.

Sue suggested that the board could make a distinction between the policies that define the Board's role and the policies that set guidance and limitations for the ministry, and that we might only need to directly write those policies that say how we do the work that we do, so we are clear on our roles and limitations. Policies that set guidance for the ministry side (i.e. marijuana usage on campus, gun possession, etc.) could be researched and developed by the governance committee.

Sara agreed that some policy writing could be delegated to the governance committee but that most of sections 1 and 4 should be reviewed and rewritten if needed by the board. For the other sections, the governance committee could do the research and provide the board with recommended policy language.

Glenn suggested shrinking the governance committee membership in the future, when their role might be smaller. April agreed that the governance committee members could be copywriters for our policy book. Gretchen suggested that they could help the board with a 20-year-overdue by-laws revision. The by-laws should probably be trimmed to 30 percent of their current volume, because of our shift to policy-based governance, and there is the political will to move forward on this in the congregation now, Gretchen suggested.

April will review the discussion of the Governance Committee from this meeting and write up a summary of the decision of the role of the Governance Committee and bring it back to the Board for final review and decision by the April Board Meeting.

Reviewing a suggested rewrite to the introduction to the board policy book, Sara, April and Cheryl asked what the workflows should be for these rewrites. After some discussion, *Ed and Sue agreed to re-issue the document via Slack and ask for comments from all board members April 9, so that a finalized iteration of the introduction can be included in the April 18<sup>th</sup> Board meeting consent agenda.*

Gretchen presented her senior minister's report, which is how we conduct our ongoing monitoring of the ministry side of the church. She presented an operating budget for July to December of 2019, as we adjust our fiscal year to the calendar year. The budget is balanced but there is no money set aside for improvements to the online audio experience. *With money expected to arrive from the Wake Now Our Vision matching legacy donations, the board agreed \$5,000 of that money could be spent on the audio needs and the designation for the remainder of it should be addressed at the April board meeting, with Gretchen suggested it be designated as a restricted donation to our capital reserves fund.*

The board was in executive session from 9 pm to 9:15 pm during this Senior Minister's report.

Gretchen will present at the board's April meeting the capital campaign budget as a separate budget, and it will be voted on as a separate budget by the congregation at the June congregational meeting.

Gretchen suggested in the near future we review/resolve some issues surrounding her overall financial authority – questions such as what authority does the senior minister have to spend over budget, what does going over budget even mean month-to-month, and what are the limits on her moving money from one category of spending to another. This would best be researched and reported out by the board's finance committee, but it doesn't currently exist and Brendan is still looking for one more member of the congregation willing to serve in that capacity.

Brendan gave his process observer report of how the meeting flowed, and the meeting was adjourned at 9:37 pm.

Minutes written and presented by  
Sue Sullivan  
Board Secretary