



## **Foothills Board of Trustees Meeting Monthly Meeting Minutes Approved December 18, 2019**

**Board Members in Attendance:** Cheryl Hazlitt, Brendan Mahoney, Sue Sullivan, Sara Steen, Debbie Gentry, Joan Woodbury, Glenn Peterson. Rev. Gretchen Haley (ex-officio board member). Guests, Andrea Delorey and Jessica Vyvial-Larson, joined the meeting at approximately 6:20.

Meeting convened at 6:00PM.

Sue requesting removing the 11/21/19 BOD meeting minutes and the December 8, 2019 Congregational meeting minutes from the Consent Agenda. **Cheryl moved to approve the remaining consent agenda** items (consisting of Committee/task force reports from Finance, Nominating, Personnel, Governance, Restoring Wholeness, Endowment and the December 8, 2019 Congregational meeting minutes). **The motion passed.**

After correcting the 11/21/19 BOD meeting start time to 6:00PM, **Glenn moved to approve the 11/21/19 BOD meeting minutes as amended. Motion passed.**

Discussion of the 12/8/19 Congregational meeting minutes consisted of Sue mentioning that according to Robert's Rules of Order, questions and responses were not to be included in a meeting of this kind. Glenn Pearson added that he felt the addition of questions and responses had been helpful since he had not been able to attend the meeting. It was decided to table a decision on routinely recording questions and answers at congregational meetings until a later time. **Cheryl moved to approve the 12/8/19 Congregational meeting minutes as they are currently written. Motion passed.**

### **Minister's Report**

Reverend Gretchen presented her monthly Minister's Report. She noted that the board may need to revisit the Board Policy Book and include expectations that the senior minister hold Sunday services as it is not specifically noted. Rev. Gretchen provided the board with updated figures on the Capital Campaign. She also reported that Jennifer Larotta's volunteer position will end in March and at that time, steps will be taken to hire a paid staff replacement. Per the Board's monitoring schedule, Rev. Gretchen provided an updated balance sheet that reported the church is in good financial health. **Joan moved to approve the Minister's Report for December, 2019. Motion passed**

## **Discussion Items**

### **Education About Endowment**

Sara reported the first two discussion items, Endowment Education and Update on the Building Finance Team work, provided information that the board would need to make a decision in February about whether or not to use the endowment money for the Capital Campaign. Sue updated the board on the current status of the Endowment Committee stating it needed to be integrated into our policy-based governance structure and that currently it does not have appropriate lines of accountability. She reported work on the Endowment Task Force had not been started awaiting new members to be found but they would eventually be responsible for researching and making recommendations on aligning fund management and oversight within the current policy-based governance structure. Sue reported that based on a review of the Bylaws, the ultimate authority, the board or congregation would make changes on how the endowment funds would be spent. At this juncture, the board could claim authority to use some or all of the endowment funds in the Capital Campaign. Sue also noted that a primary purpose of the endowment fund guidelines is for capital improvements but those same guidelines, which are subservient to the Bylaws, stipulate that the principle not be spent. Sue reiterated the results of a September survey of membership with connection to the endowment fund that found the majority would support using the funds in its entirety for the Capital Campaign however at least three people objected to that. While a congregational vote would likely pass to use the endowment funds for the Capital Campaign, the people who objected would certainly feel disenfranchised. Rev. Gretchen added that the Endowment Committee clearly needed to live under ministry but the board had the charge to define the ministry's authority. Sara reminded us that any option for using the endowment funds would come as part of the total finance package from the finance team in February. Rev. Gretchen added that if the endowment fund wouldn't make a difference in what we could accomplish in the first building phase, we could continue congregational discussions for use of the endowment fund in a later phase.

### **Update on the Building Finance Team**

Gretchen updated us on the CPACE (Commercial Property-Assessed Clean Energy) loan that is meant to incentivize new building or retrofit building projects to invest in sustainable energy. She stated that this loan can replace a traditional mortgage with a lower interest rate and may delay or alleviate the need for a bridge loan. She added this would save us significant sums of money, is completely congruent with our environmental ethics and would assure we prioritize energy efficiency. The final information is coming from the finance team as part of its total financing package. Rev. Gretchen also expressed a desire to do a CPACE informational session to help the congregation with any concerns about debt. She also mentioned that Larimer County had been looking for a community model to promote the CPACE loan and that Foothills UU might possibly be their flagship model.

After the update on the Building Finance Team, Andrea Delorey and Jessica Vyvial-Larson left the meeting.

## Mid-year Board Check-In

In order to be in compliance with the board monitoring policy, Sara reported she had met with each board member to gather feedback on whether or not we collectively felt we were in line with our board covenant. She mentioned the feedback given had indicated a desire to track how people evolved in a three-year term on the board with the goal of giving new members the confidence to provide their input during their first year. Suggestions included implementation of a formal mentoring program, having potential board members attend several sessions before their term begins and holding the annual board retreat six months into the board year so new members would be more familiar with the workings and the language used. No decision was made.

Sara also mentioned several training opportunities for the board including a free Brene Brown training by a member of the church and possible book studies. It was agreed that scheduling these trainings would occur on Basecamp.

Cheryl then opened a discussion about how to respond to people's concerns about various aspects of ministry work and how we might pass these concerns along to ministry. Rev. Gretchen expressed appreciation for receiving such feedback and asked the Board to consider four ways of thinking about the concerns received that would be helpful in discerning whether they were related to board or ministry work.

- 1. Is there a policy that should be addressing this concern and if a policy exists, does it need to be defined more clearly?*
- 2. Does the concern suggest the board needs to revise its five-year vision?*
- 3. Does the concern inform how we think about monitoring and if so, do we need a monitoring schedule that includes this type of feedback on a regular basis?*
- 4. Does this have the potential to help the board build trust by listening to the concern and then helping the person get connected with the right person in ministry that can address the concern?*

Gretchen added that by helping people navigate the system, trust in the overall system would grow. She did however caution the board not to become so focused on present-day concerns that it loses focus on future visioning. Sara recommended the board consider this information as part of our understanding of what Linkage means. She added that the Governance Committee is actively working on policy-based governance education.

## Board Needs for 2020 and 2021:

Cheryl reported that the Nominating Committee is meeting January 23<sup>rd</sup> to consider the three board positions that will need to be filled and the importance of having well defined skill sets when choosing possible new board members. A discussion followed outlining the need for more diversity on the board with consideration for gender roles, gender identity and gender

expression. Sara added that it might be important to find a person with change management experience. After some discussion on whether or not it was important to have a Board Treasurer, it was decided that this position would be maintained through next year and that Brendan would remain in that position. Joan, Cheryl and Sara also confirmed that they would be rotating off the board this year.

The number of members needed for the Endowment Committee was also discussed with Joan signaling her willingness to serve as a member of the Endowment Committee for one year after her term on the board ends. This would leave one, possibly two, members needed.

**The meeting was adjourned at 9:10PM**

**Minutes written and presented by  
Debbie Gentry  
Secretary**