



**Foothills Board of Trustees
Approved Regular Meeting Minutes**

8-19-2021

Board Members Present: Sue Sullivan, Doug Powell, Andrea Delorey, Walter Nash, Linda Kothera, and Rev. Gretchen Haley (ex-officio board member)

Absent: Richie Nelson

Online meeting convened at 6:00pm via zoom with a virtual chalice lighting and check-in

Consent agenda

- 1. Minutes of the July 15, 2021 board meeting**
 - Doug moved to approve, Andrea seconded, the motion passed

2. Minutes of the July 29, 2021 special board meeting

Regular Agenda

General Board Work

- 1. Items pulled from consent agenda, if any**
 - None
- 2. ID needs/qualifications in a new board member, what to do about minutes**

Discussion:

- Possibilities for how to fill the Board secretary role due to Debbie Gentry's resignation
- Top choices are for Board members to rotate the responsibility, or to have the new interim Board member be a former Board secretary who can take on the role
- The Board does not need to go through the Nominating Committee or Leadership Development to fill this Board vacancy, but should communicate with them
- It is the Board's decision to appoint someone

Action Items:

- Sue will let the Nominating Committee know there is a vacancy, and will talk to Jenn Powell and Rev. Sean on Leadership Development about possibilities for filling the vacancy
- Sue will come back to the Board to report on the conversation with Leadership Development, and then the Board needs to vote on the appointment (can do this on Basecamp)

3. Conflict of interest forms

Discussion:

- Everyone must sign a conflict of interest form

Action Items:

- Individuals will print, sign, and return conflict of interest forms by taking a picture or scanning a copy and saving it in the designated folder

4. Board retreat planning*Discussion:*

- Meeting indoors, outdoors, or on Zoom, or a combination; decided to meet at church outside, indoors if too hot, and/or on Zoom

Action Items:

- Sue and Linda will work together to plan the retreat with others' help requested as needed; will utilize Basecamp for communication about this

Monitoring:

1. Ministry report

Discussion:

- Building update
 - Delay for starting construction is due to the permitting process
 - Will not be done by Christmas 2022
 - Budget came in under
- Engagement
 - Board should engage with congregants from a linkage perspective

Action Items:

- Will discuss more about linkage at the Board retreat and make a plan

2. Quarterly financials

Katie Watkins gave updates on the Finance Committee and the building project, and then presented the 2nd quarter financial report.

Discussion:

- Finance Committee is created and there are two people (Tom and Eric), but need one more person (+ Executive Team)
- Board will be getting the one page overview report in addition to the P&L each quarter
- 2nd Quarter Report
 - Pledge numbers are down; have not done a pledge campaign in two years which has an impact
 - Strong cash flow, but it is dipping now; this is to be expected based on trends
 - Capital campaign is strong; some money still in bonds that are yielding
 - Endowment fund has done well this year due to stock market
 - Expenses are up but so is income
 - Checking account owes \$100,000 to capital campaign account; church is using this to have cash flow; will need to pay it back to the capital campaign, and then will need to solve the cash flow issue (at times there is not enough cash in the operating account to cover expenses so a cushion of reserve funds is needed)
 - Could use endowment gains to become a cushion for cash flow

- Discussed endowment fund and what can and can't be spent, along with decision-making process; Need to make a decision soon about using endowment yield funds due to stock market (should pull money before stock market goes down)
- Discussed reserves and equity

Action Items:

- Board needs to let Gretchen know values and guidance for the decision about moving endowment yield funds; Gretchen will provide a proposal for how it would work and how it would be pitched; will discuss more at the Board retreat
- Katie will add reserve fund information to financial overview report

Annual Board Goal oriented work: 7:20 pm- 8:10 pm

1. Bylaws revision work continues with Article 9

Discussion:

- Questions from Governance Committee
 - Does the Board wish to include freedom of the pulpit language? *Yes*
 - How much detail do you wish to include regarding ministerial duties and how much do you wish to place in other documents? *Less in bylaws, more in policy*
 - Do you want to specify the number of ministers in the bylaws, or do you wish to allow for flexibility based upon congregational needs? *Keep current language*
 - **Do you want to include details about the ministerial selection process and, if details are included, will the process differ from the process described in the current bylaws?**
 - Does the Board want to change current voting thresholds for calling or dismissing ministers? *Change to 50% quorum and 75% of those present vote in favor*
 - Fox Valley refers to current UUA "appropriate procedures" in their description of hiring ministers rather than detailing their process. Does the Board want to follow their lead? *Yes*
 - Should the bylaws include a UUA fellowship requirement for ministers? *Yes*
 - Does the Board wish to include language in the bylaws about dismissal of ministers because of criminal misconduct or is this language included elsewhere (e.g., contract, handbook, policy manual)? *Should live in the contract*

Action Items:

- Sue and Doug will go through line by line and provide the Governance Committee with changes based on Board's answers to above questions

2. Review and discuss preliminary list of sources of accountability and authority

Discussion:

- Agreed to use these categories of sources of authority:
 1. Congregation
 2. Future congregants and future congregations
 3. UU faith
 4. People we serve
 5. People we serve with (community partners)

6. Local community

7. Planet

- Thinking that the Board could interpret the categories and sources annually

Action Items:

- Will continue this work and interpret the categories at the Board retreat

Communications

What does the congregation need to know out of this meeting?

- Communicate about Debbie's resignation and replacement once a replacement is appointed

The meeting was adjourned at 8:35pm

Minutes written and presented by

Andrea Delorey

Board Member