



**Foothills Board of Trustees  
Regular Meeting Minutes**

**Date 03-02-23**

**Attending: Walter Nash, Andrea Delorey, Diana Hutchinson, Joan Woodbury, Mary Klecan, Sue Bloomfield, Gretchen Haley (ex-officio)**

Absent: Linda Kothera (Sue Bloomfield acted as secretary)

President Walter Nash called the meeting to order at 5:34 pm; Joan Woodbury read a Chalice Lighting (written by ChatGPT!)

February Minutes were approved by consent

**Agenda item 3: Bylaws Revision Update:**

Town Halls scheduled for 3/19 at 1 pm on Zoom, for 3/26 at 9:45 am in Room TBD.

Discussion of Pres-Elect issue (see proposed revised Bylaws, Section XX, Article C). Currently congregants elect a President-Elect who serves as VP one year, then President for two years.... But this has rarely happened—most VP's have resigned over the last 5 years before advancing to President.. should we make this rigid in Bylaws? Or keep it flexible? Doesn't it make more sense to recruit a Pres-Elect from within the Board? After discussion, we agreed that proposed language for new Bylaws allows enough flexibility.

Sue Bloomfield and Sue Sullivan will finish rectifying Bylaws document we edited on 2/16/2023 so it can be sent to all Board members, then out to congregants prior to the Town Halls.

**Agenda item 4:** We need liaison to Nominating Committee (L Kothera) to inform those committee members ASAP of characteristics desired in Board member nominees, which are:

- Of different genders (mostly white cis female presently) ---our congregants need to "see themselves "
- Younger individuals (in their 30-40's) for their unique perspective and contribution to visioning work of the coming years
- Someone with solid writing skills
- Active member for at least one year—ideally a member with a longer history with Foothills
- Someone well-connected with community organizations (especially non-profits) who work in areas consistent with Foothills mission

## **Agenda item 2: Board Fiduciary responsibilities under policy governance model**

--- we should review this and Non-Profits Management document Walter posted on Basecamp and work to rectify our Board policies with these concepts. GH re-emphasizes importance of Board gaining clarity on its role vis-à-vis financial policies and major decisions; much of its role might well fall under monitoring activities. Mary Klecan distributed documents from the Carver PolicyGovernance.Com website (broad) and another specific to Governing Financial Issues (she will send more pages from the latter to us for reading). The latter deals with executive limitation policies (setting “guardrails” for the CEO/Sr Minister) and treasurer responsibilities in setting those limitation policies. Treasurer’s role has been unclear for years--- Lauren Parker advised removing Treasurer from Board; most Foothills BOT members disagreed.

Moving forward: BOT members should read all documents (from Mary K and from Andrea [Colorado Non-Profits Policies....] On Basecamp) and discuss in April Board meeting--- Specific topics: financial monitoring and schedule therefore, what is the Board’s fiduciary responsibility and are our policies and procedures consistent with that?

Another question: What is the Finance Team’s (works with Ministers) responsibility? No existing Finance Committee (was redundant with the former)

GH points all Board members to [Monitoring Schedule](#) Detailed Document (now posted on Campfire) – Monitoring Specificstab includes Ministry Financial Reporting details. This list can inform our model for how the Board should interact with Ministry (originally proposed by GH and KW)--- the new Your PTC contractor may well have good suggestions.

GH comments on progress in growing into Policy Governance model: this has been going on since first trial year (2016-17), Boards have grown progressively more conversant with monitoring/linkage.

Diana and Andrea have posted a Board Monitoring document inside Basecamp (Docs and Files) as a discussion on specific Board monitoring responsibilities. The monitoring schedule is on the Board Monitoring tab of the [Monitoring Schedule](#) spreadsheet. Diana proposes using this as a template for how we monitor over the next year on trial basis, and this was agreed to by the board.

One remaining task is to clean up language about committees in the Board Policy Handbook (Policy 1.5 is on committees). Diana proposes working with Linda to review and propose updates on the Board Policy. In practice, most committees are on task-force basis.... E.g., Committee on Ministry has focused on getting ministers through preliminary Fellowship evaluation, which is now moot (all have Fellowship status). Who supports Senior Minister? (she supports Assoc and Asst ministers)—right now, Gretchen feels largely supported by the Board but conjectures it would be useful to have a “Elders Group” (by whatever name).

Gretchen will update us on process for her formal evaluation required this year—proposes 2-3 members (from Board) to participate.

Feb Monitoring report: few questions, short discussion

March Monitoring report:

Operational Handbook needs major updating/revising--- (last update 2018). GH pledges to share the table of contents with priority areas for revision –SB volunteers this summer to help move this forward.

Two grant proposal applications were produced this month for total of (potential) \$70K—Be More Gay Fund (\$30K) and Community Foundation for non-profits' capacity building (\$25K), another one for \$20K by end of month.

What information should get sent out to congregants:

- 1) News about bylaws Town Halls and meetings
- 2) Announcement out to congregation from Nomination Committee—task Linda with seeing this done (ASAP)

**Other ACTION ITEMS**

**Sue B** – connect with Sue Sullivan on personal invite list (by email) to Bylaws meetings e.g., Bonnie & Tom Inscho

Meeting adjourned at 7:51 pm

Respectfully submitted,  
Sue Bloomfield