

# Unitarian Universalist Church of Bloomington, Indiana

*Seeking the Spirit, Building Community, Changing the World*



## Board Minutes December 16, 2015

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**Board members attending:** Kathleen Sideli, Von Welch, Arzetta Hulst-Losensky, Ann LeDuc, Pat Brantlinger

**Not attending:** Doug Cauble, and Deb Hutton

**Ministers attending:** Reverend Mary Ann Macklin and Reverend Doug Wadkins

Submitted by Ann LeDuc, Secretary

## **I. Call to Order 7:01 PM**

Call to order by Kathleen Sideli, President, at 7:01 PM

Changes to the agenda: None

## **II. Chalice Lighting and Reading**

Chalice lighting and reading by Von.

## **III. Check-in**

Attendance and check-in.

## **IV. Main Meeting**

### **A. Approval of Previous Board Minutes**

Motion by Arzetta: to approve the November 2015 Board of Directors meeting minutes.

Seconded by Von.

Vote: approved unanimously.

### **B. Minister's Report Reverend Mary Ann Macklin**

Reverend Macklin reported that recently the staff reviewed the church directory to identify members who the staff have not seen or communicated with for an extended period of time. Members who have been out of touch will receive a letter. Additionally, the staff have been busy with tasks towards the hiring of the Associate Minister.

### **C. Interim Minister's Report Reverend Doug Wadkins**

As part of the Accredited Interim Minister in Training (AIMIT) process, Reverend Wadkins is completing a project in which the core values of our congregation are identified.

### **D. Old Business**

#### **1. Congregational Meeting Debriefing**

The congregational meeting covered a great deal of material, provided by many committees and task forces. The meeting is available on the live stream archive for those who were unable to attend.

Feedback following the meeting brought to our attention that peace is not addressed in our Ends Statements. Von has created a document in the Board Google drive capturing feedback to consider when revising the Ends Statements in the future.

## **2. Letter of Agreement Update Von**

See attached “Background on Negotiated Settlement.”

A new Letter of Agreement (LOA) for the Associate Minister was created based on a template provided by the UUA. The UUA’s recommendations for financial support to a minister in the case of a negotiated settlement drew concern from the Board members working on the new LOA. Based on our bylaws, we offer three months of salary and housing after dismissal of a minister. Based on the bylaws, the new Associate Minister LOA offers three month’s salary, housing, and benefits in the case of a negotiated settlement.

There was a discussion among the Board members, affirming that the LOA should reflect what is stated in our bylaws.

The board will work with the Ministerial Search Committee (MSC) to decide when the congregational vote to call the Associate Minister will take place. The vote will be scheduled at the end of the candidating week. In January, we will invite Amy Taylor to discuss the ministerial search timeline.

## **3. Audit Arzetta**

Mike Gricius, CPA, of Blue and Company would like to present to the Board regarding the recent external audit. We will offer him a short period of time at the beginning of a Board meeting in January, February, or March of 2016.

The audit report from the recent audit is available in the Google Drive under “Board,” “Audits.”

Questions for Mike Gricius:

- An explanation of the expenditures and revenues reflected in the audit.
- What size budget requires an annual audit or annual review and what would that cost? It may be less than our recent budget, since it would only require the inspection of one year’s records.

Our bylaws require an audit or review in odd numbered years. Blue and Co in Bloomington offers an abbreviated audit of our spreadsheet for \$700. This could be done annually.

In 2008 we had a procedural audit, but we do not have a record of a previous external audit, before our recent external audit.

In the recent external audit, T-accounts are considered a liability because they are restricted to a certain committee or task force. Much like an IOU to a certain group.

## **4. Policy on Healthy Communications Pat and Kathy**

Kathy proposed that a small committee, outside of the Board, be created to look at Healthy Communications. Recommendations for members of the committee will be made at the January Board meeting.

## **5. Appointment with Prospective Attorney Kathy**

On January 6th, Von, Kathy, and Reverend Macklin will meet with Paige Freitag J.D. to discuss how we might employ her, and the costs associated with her services.

## **E. New Business**

### **1. Update on Mortgage Refinancing Arzetta**

The current church mortgage, which is with Chase, must be refinanced by July. Three proposals from lenders have been received. Chase has not yet submitted their estimate. The current mortgage balance is approximately \$180K. The new mortgage will include an additional \$20K to pay for HVAC improvements.

Old National Bank's appraisal appears best at 3.95%, and \$2700 a month. Unfortunately, they may require a \$2500 appraisal that the other lenders say is unnecessary. If Old National requires the appraisal, we will go with a different lender.

### **2. Monitoring**

*III A-E Governance Process: Direct inspection by the Board of effectiveness of governance process*

In the future, this monitoring report could be used to review all our monitoring reports and identify which reports are useful and which are unnecessary. Additionally, the timeline of reports should be reviewed. A committee composed of Rev. Macklin, Ann LeDuc and Von Welch will consider this and make a recommendation to the Board.

The monitoring reports should be more clearly tied to the Ends Statements.

## **V. Executive Session**

The board met in executive session at 8:39 PM.

## **VI. Adjournment 8:53 PM**

Motion by Pat: to adjourn.

Seconded by Arzetta.

Vote: approved unanimously.

The meeting adjourned at 8:53 PM.

## Background on Negotiated Settlement

UUMA (<http://www.uuma.org/?page=guidelines>)

5. In the event of a negotiated resignation, unless otherwise provided in the Letter of Agreement, salary, parsonage use or housing allowance, and benefits, although not professional expenses, are expected to continue at the same level for the longer of three months or one month for each full year of service up to eight months from the date of a negotiated resignation, or until the minister has found another position, if sooner. Minimal contractual obligations should apply in the case of criminal malfeasance or of an acknowledged violation of the Code of Professional Conduct directly injuring the involved institution.

JOINT RECOMMENDATIONS on Ministerial Agreements

Unitarian Universalist Ministers Association and Transitions Office Unitarian Universalist Association

[http://www.uua.org/sites/live-](http://www.uua.org/sites/live-new.uua.org/files/documents/mp/transition/ministerial_agreements.pdf)

[new.uua.org/files/documents/mp/transition/ministerial\\_agreements.pdf](http://www.uua.org/sites/live-new.uua.org/files/documents/mp/transition/ministerial_agreements.pdf)

4.7. In the event that the minister's resignation is negotiated, salary, housing allowance, and benefits will continue for one month per year of service up to twelve months from the date of dismissal, or until the Minister has begun service in another position, if sooner.

Per Keith Kron, Director of UUA Transitions Office, on eight month maximum in UUMA versus twelve month maximum in UUA: "Yes, the UUMA guidelines are the accepted norms here."

More from Keith:

I actually don't know the history, though that said, it's also practice here at the UUA if there's a termination. In general I believe the idea is not to strand a minister with no income and given our search cycle, it's hard for ministers to find ministry positions outside of the normal timeline. The act of good faith then serves as support for the next minister to know they aren't going to be left hanging if the level of conflict gets too much. We most often see this in congregations smaller than Bloomington who do sort of serial ministry, 3-5 years and then the minister goes. But mostly you're saying if there's a significant rupture, that isn't due to misconduct, we'll not become known as the congregation that strands and abandons ministers.

Our bylaws:

6.2 Dismissal. A Minister may be dismissed by a majority vote of those present at a duly called and constituted meeting of the Members of the Church called to consider the matter, at which the quorum specified by Section 3.6 for such a meeting shall be required and the Minister shall have an opportunity to be present, to speak, and to offer evidence and comments in his or her behalf. The Minister's salary shall continue for at least three months after the date of any such dismissal.

Our current LoA for new Associate Minister:

4.7. In the event that the Associate Minister's resignation is negotiated, salary, housing allowance, and benefits will continue for three months.