
ALL SOULS

A Unitarian Universalist Congregation

Minutes of the Board of Trustees Meeting Sunday, February 11, 2018

A meeting of the Board of Trustees was convened in the Ware Room by Julie Brannan at 1:10 pm on Sunday, February 11, 2018.

Trustees Present: Julie Brannan, Heidi DuBois, Elizabeth Hutchinson, Carol Kirkman, Cory Labanow, David Poppe, Ramsey Shehadeh and Li Yu.

Trustee Not Present: Robin Bossert.

Also Present: Kevin Billet, Secretary; Heli Blum; John Conti; Jeffrey Friedlander, Clerk of the Society; Andy Fox, the principal of Stone Harbor Project Advisors – All Souls’ “owner’s representative” in connection with the upcoming renovation project; Audette Fulbright, Associate Minister; Galen Guengerich, Senior Minister; Eileen Macholl, Executive Director; Winnifred Olsen, Assistant Secretary; and Fritz Reuter, Chair of the Building Advisory Task Force (the “BATF”).

- I. Opening Words: Heidi DuBois opened with words from Doris Lessing, “Looking back, I see what a great influence ...”
- II. Minutes: By unanimous voice votes, the Board approved the minutes (a) of the meeting of the Board on February 4, 2018 in the form previously emailed to the Trustees and (b) of the Annual Meeting of the Society on February 4, 2018 in the form previously emailed to the Trustees, subject to the removal of a single set of brackets which had appeared in that previously circulated draft as indicated by Kevin Billet. Prior to the meeting, through an exchange of emails, the Board unanimously approved the minutes of the meeting of the Board on January 7, 2018.
- III. Approval of Secretaries. By unanimous voice vote, the Board approved the following secretarial positions to the Board: Kevin Billet, Secretary; Winnifred Olsen, Assistant Secretary and Erika Mikkelsen Halford, Assistant Secretary.
- IV. Administrative matters. The Board discussed various administrative matters, during the course of which it was noted that (a) the Policy on Conflicts of Interest had been distributed to the Trustees and relevant staff and will be distributed to the members of the BATF and other relevant committees and (b) distribution of the Whistleblower Policy would be tabled pending further review thereof by

Carol Kirkman and by the Board's consideration of any comments arising therefrom. With recognition of the positive feedback from prior Board-congregational dialogues, it was agreed that a Listening Circle would be held on June 7th or June 14th in the Ware Room with the actual date to be settled at a later time and with the intention of the Board being to afford child care around that event (as well as around the Listening Circle scheduled for March) so as to facilitate attendance thereat.

- V. Governance Update: A draft of the agenda for the Board's retreat on March 3rd was reviewed, it being acknowledged that in light of the substantial demands upon Galen and Eileen they would be unable to make available at the retreat written interpretations of all of the governance "Ends" and instead would provide interpretations of those Ends to which they accorded highest priority and upon which it would be feasible for them to comment in time for the retreat. Noting the importance of the Board's oversight role and the appropriateness of focusing at this juncture on evaluating its own work, Julie Brannan reviewed the Board Meeting Self-Evaluation Guide as a tool for the Board to engage in meaningful self-evaluation and requested that Board members provide their completed forms to Carol Kirkman.
- VI. Executive Session. At the conclusion of its regular business, the Board convened a two-tier Executive Session. The first was attended by the Board, Officers and Staff as well as by Fritz Reuter and Andy Fox whom the Board had invited to discuss the potential renovations made possible by the Capital Campaign. The second part of this session was attended by the Board and Officers.

The President requested that the Secretary report upon the following elements addressed during the first tier of the Executive Session:

- A. Senior Minister's Report. On the occasion of Carol Emmerling, David Poppe and Neil Osborne having just completed their three-year terms on the Board of Trustees, Galen Guengerich (a) thanked them for their substantial contributions to All Souls as members of the Board, (b) welcomed the new trustees, Heidi DuBois and Cory Lebanow, and the continuing contributions of David Poppe who would be commencing his second consecutive term on the Board and (c) reflected upon the enormous strides made by All Souls over the prior three years through the efforts of Board members, other volunteers and staff, including (i) undertaking, and making meaningful progress in regard to the initial goal of, the capital campaign, (ii) laying the necessary ground work for renovating the building through the extraordinary work of Fritz Reuter and the BATF's other members, (iii) developing, and beginning to implement, the principles of governance that will guide the Board in its future endeavors

and (iv) conducting the search that culminated in the calling of Audette Fulbright as Associate Minister.

- B. Associate Minister's Report. Audette (a) referred the Board to her remarks to the Congregation during the Annual Meeting (by which she shared her priorities, including focusing All Souls' commitment to social justice, rebuilding and expanding the small group ministry program, and working to build multigenerational connections), (b) noted that the Safe Congregations protocols (including upcoming drills to be conducted pursuant thereto) would be discussed with the Congregation, (c) suggested that a formal process for recognizing new and departing Trustees would afford an opportunity to inform the congregation of the very substantial nature and magnitude of the work carried out by the Trustees on behalf of the Congregation and (d) reviewed aspects of her personal circumstances.
- C. Executive Director's Report. Eileen Macholl prepared and previously distributed a written report for general review concerning Stewardship, Finance/Accounting, Communications, Facilities, the BATF and Attendance, a copy of which (along with the relevant attachments) being attached as Annex 1.
- D. The Board approved the following additions/renominations to board committees, pending acceptance by those individuals not present at the meeting: **Nominating Committee:** Carol Emmerling and Cory Labanow, *ex officio*; **Audit Committee:** Julie Brannan, *ex officio*, Ramsey Shehadeh, *ex officio* and Li Yu, *ex officio*; **Investment Committee:** Julie Brannan, *ex officio*; **Finance Committee,** Ricardo Mestres, Melanie Niemiec, Rachel Ziemba, Julie Brannan, *ex officio*, David Poppe, *ex officio*, and Ramsey Shehadeh, *ex officio*. Terms have ended for the following committee members, who will be thanked for their service: **Nominating Committee:** David Freiman; **Investment Committee:** Paige Daly and Olumide Wilkey ; **Finance Committee:** Paige Daly and Larry Reina.

There being no further business, the meeting was adjourned at approximately 3:30 pm.

Respectfully submitted:

/s/ Kevin Billet

Kevin Billet, Secretary