

First Universalist Church Board of Trustees
August 16, 2018
Board Packet

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First Universalist Church of Minneapolis

Board of Trustees Meeting

August 16, 2018

6:30 p.m. Cummins Room

Agenda

I. Call to Order (6:30).

- Lighting of the Chalice

May this flame that burns before us light our way, informed by the wisdom of leaders gone before, and inspired by the trust that we have been given as stewards of this Church. May we have vision, compassion, and courage as we serve this congregation now and for the generations to come.

- Welcoming Keven Ambrus to the Board.
- Reading (see SM report)
- Spiritual reflection question (see SM report)

II. Consent Agenda (6:55)

- *{There are no public minutes to approve this month because the June meeting was solely in executive session and the Board did not meet in July meeting}.*
- Monitoring: Acceptance of attendance and membership numbers for June & July 2018
- Monitoring: Acceptance of staff and significant volunteer changes
- Monitoring: Overview of draft staff annual work plan.
- *The Board packet includes a revised monitoring schedule. It reflects updates that have previously been approved by the Board and is slightly re-organized. It does not require Board approval.*

III. Budget (7:00 – 7:15)

- A. Preliminary FYE 2018 revenue and expense figures.
- B. Budget recap / brief orientation.
- C. Approval of housing allowance for Rev. Karen Hutt for 2018.

The housing allowance is a non-budget item that benefits the minister's personal tax return. Pursuant to Federal law, housing allowances must be approved by the Board. Rev. Hutt has requested an allowance of \$3,636.38 for the remainder of calendar year 2018.

IV. Board Tasks for Coming Year (7:15-7:25)

- A. Congregational Covenant
- B. Grievance Policy

V. Shir Tikvah (7:25 – 8:15) (Executive Session)

Following up our discussions last fall regarding co-location with Shir Tikvah in some fashion, Shir Tikvah has provided us with an update regarding their position of this idea. A copy of a memo that was prepared for a special Board meeting last fall, as well as a copy of the minutes of that meeting, are included in the Board packet as background material.

A copy of the racial justice choice points are included in the packet as a reminder to apply this framework to our decision-making.

We may conduct this meeting in executive session so that Board members may discuss options and considerations that are not fully-formed or ready to be shared with the congregation.

VI. Congregant Issues (8:15 – 9:00)

We meet in executive session to discuss congregant concerns which have been the subject of previous e-mails to the Board.

VII. Adjournment (9:00)

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June Attendance			
	2018		2017
Adults	10:00		10:00
1st week	377		399
2nd week	249		200
3rd week	196		268
4th week	207		211
5th week			
Monthly Total	1029		1078
Average for June	257.25		269.5
RE			
1st week	10*		19*
2nd week	48		43
3rd week	34		34
4th week	31		34
5th week			
Monthly Total	123		130
Average for June	30.75		32.5
Combined Average	288		302
Notes	*Flower Communion		*Flower Communion

July Attendance			
	2018		2017
Adults	10:00		10:00
1st week	166		245
2nd week	234		107
3rd week	279		278
4th week	231		292
5th week	209		220
Monthly Total	1119		1142
Average for July	223.8		228.4
RE			
1st week	29		28
2nd week	32		29
3rd week	30		37
4th week	45		45
5th week	24		35
Monthly Total	160		174
Average for July	32		34.8
Combined Average	255.8		263.2

**2018 Statistical Report
June, 2018
Board Meeting July 19, 2018**

MEMORIAL SERVICES: 1

Lyle Johnson, June 29 - Rev. Justin Schroeder

MARRIAGES/SERVICES OF COMMITMENT: 0

MEMBERS FOR APPROVAL: 0

MEMBERS REINSTATED: 2

Marcia A. Cole & Gregg Giswold

MEMBERS FOR REMOVAL: 0

CHILDREN DEDICATED: 0

	To Date End of Year Totals				
MEMBERS	2017-2018	2016-2017	2015-2016	2014-2015	2013-2014
(Fiscal Year)	66	109	54	58	46
TOTAL MEMBERS:	1049	1,011	934	920	921

Total members as of the last meeting: 1047

To be added: 2

To be removed : 0

TOTAL MEMBERS: 1049

**2018 Statistical Report
July, 2018
Board Meeting August 16, 2018**

MEMORIAL SERVICES: 0

MARRIAGES/SERVICES OF COMMITMENT: 0

MEMBERS FOR APPROVAL: 0

MEMBERS REINSTATED:

MEMBERS FOR REMOVAL: 2

Anda Tanaka - Moved to Boston, MA

Jacki Fleming - deceased

CHILDREN DEDICATED: 0

	To Date	End of Year Totals			
MEMBERS	2018-2019	2017-2018	2016-2017	2015-2016	2014-2015
(Fiscal Year)		66	109	54	58
TOTAL MEMBERS:	1047	1049	1,011	934	920

Total members as of the last meeting: 1049

To be added: 0

To be removed : 2

TOTAL MEMBERS: 1047

Correction: ACS has 1037 members on 7/23/18.

August 2018 Co-Senior Ministers' Report to the Board

Opening Reading and Reflection:

Black Liberation theologian, James Cone, said that “we come to church on Sunday mornings to find out where we are in relation to the actualization of our dream.”

From “The Outpouring of the Heart” by Rev. Cheryl M. Walker

“In our lives we face many tensions between the ideal and reality. We want to treat everyone with dignity and respect, and yet there are people who do evil deeds and we question their worth. We want to be kind and caring, yet sometimes we feel anything but kind and caring. We feel called to do good in the world, yet our deeds constitute more of the problem than the solution. We want to travel our own road, but our commitments and responsibilities limit the roads from which we can choose. The list goes on and on: each of us has tensions in our lives we wish would just go away but they don't.

Prayer allows us the time and space to look at these tensions, to seek reconciliation with them, and to be changed in ways that may also allow us to resolve some of them...When we remember that our ultimate goal is not to avoid the tensions but to live well within their limits, we free ourselves to name them truthfully and see them honestly.”

Reflection Questions:

What tensions are you living with right now? How are they setting limits on you? What practices (like prayer, for Rev. Walker) help you to name and wrestle with the tensions in your life?

What tensions exist in our church right now? What practices might we use to honestly name them and faithfully live within their limits?

How does church help us to discover and name where we are in relation to the actualization of our dream as individuals and as a community?

Monitoring Items:

We are thrilled to welcome Rev. Karen Hutt to our ministry team. She will be serving as Adjunct Minister in a quarter-time position with responsibilities in worship, support of our youth and adult POC groups, teaching, and support of our emerging Ministerial Internship Program for People of Color. We are grateful to report that Emma Paskewicz has taken on the role of Coming of Age Program Assistant in addition to her previous role as Youth Group Coordinator. There have been no other staffing or volunteer changes.

Please see the attached draft annual staff work plan.

Financial Update

We are happy to report that while the official 2017/2018 year-end numbers will not be complete until September, it does seem clear that we will have ended the previous fiscal year in the black. Initial estimates show that we had roughly \$20,000 more in income than in expenses for the 2017-18 church year. We believe the generosity that came forward in the Close the Gap effort, as well as the conscientious monitoring of expenses generated this positive result, and we are grateful to the congregation and the staff for their gifts and efforts. The preliminary report on Annual Gifts for 2017-18 shows a total of \$1,077,000, which is very close to our third quarter year-end estimate.

Annual Giving commitments for the 2018-19 church year currently total \$1,083,903 from 673 donors. We expect to run a mini-campaign this fall as we continue to change over to a sustaining model of giving and membership, and new annual gifts routinely come in as new members join the church. We anticipate receiving an additional \$50,000 in annual giving commitments through these efforts, bringing us to an expected total of \$1,134,000 for the 2018-19 fiscal year. This is roughly \$40,000 shy of our hoped for total of \$1,174,500. Adjustments to the budget will be made throughout the year to address anticipated income and expenses so that we can end the year as expected.

July 2018 numbers will be available for the September Board meeting. Thus far, the summer is proceeding normally, with no significant abnormalities in income or expenses.

Capital Campaign Income and Expenses:

Our donors continue to be incredibly generous, and timely, in payment of their Capital Campaign commitments. As of June 30, 2018, we have received \$1,905,000 in capital campaign gifts. After meeting our expenses, (including fundraising, architect fees, etc.) we have \$1,467,000 in Capital Campaign gifts in hand. A significant expense of roughly \$125,000 is anticipated as the tuckpointing and exterior repair work to the Sanctuary Building begins at the end of August.

Building Project Update

Your Building Team, consists of:

Rev. Jen Crow

Rev. Justin Schroeder

Christa Anders

Eric Cooperstein

Keven Ambrus

Paul Kloth

Jenn Stromberg

Kristen Menglekoch

Christina Nicholson

Peter Styx

Shawn Gaither

Paul May and Jean Turck from Miller Dunwiddie

The team continues to be hard at work discerning the scope of the upcoming building project, estimating costs, and working to contain the costs of the project to the gifts we anticipate receiving. Recently, the team has approved the awarding of the tuck-pointing project to Innovative Masonry, and work will begin on 8/20/2018 and will continue through October of 2018. Innovative Masonry came in with the lowest bid and responded in depth to our Vendor Policy. Jenn Stromberg will work with the team to provide communications with the congregation about this part of the project. We anticipate another major update to the congregation on where we are in this process and what decisions have been made this fall.

Annual Work Plan, 2018-19, Draft

First Universalist's Visionary Goals

1. First Universalist is a faith community committed to a transformational spiritual path guided by Unitarian Universalism's theology and Seven Principles. Our worship, spiritual practices, and rituals unify us, challenge our assumptions, provide comfort, and connect us to the holy.
2. First Universalist is a multi-generational congregation where we connect to ageless wisdom, our ever-evolving religious tradition, listen for the call of love, and build meaningful relationships and community.
3. First Universalist is a multi-racial, multi-cultural, and intergenerational faith community of mutual caring and support where people bring all of who they are and welcome each other with joy. Our sense of who we are as a community of faith is ever expanding.
4. First Universalist is a faith community that acts with humility, bravery, and compassion to create a racially just and sustainable world.

Grounded in our visionary goals, the staff of the church have outlined the following major themes for the work of the 2018-19 church year:

Creating a Multicultural, Multiracial, intergenerational community

- Change Team
- Continued study of how to build intentionally multicultural, multiracial, intergenerational congregations
- Worship culture of celebration and inclusion
- Rev. Karen Hutt - intentional start up
- Preparation for ministerial intern of color program

Hospitality - major culture change - everyone is responsible - all-staff, all church

- Front desk - enhanced training and support for volunteers
- Sunday mornings - greeting and welcoming
- Wednesday evening dinner and family worship pilot - shared leadership and development
- Worship - speaks to and welcomes everyone
- ACS/Database - creating connections

Building Project

- Shir Tikvah
- Stewardship of our resources
- Two-way communication with the congregation

Racial Justice

- Beloved Conversations
- Somatics
- Ongoing education and training opportunities
- ISI

Stewardship and Development

- Working toward a sustained model of giving and membership
- Creating a culture of appreciation and thank yous

First Universalist Church
Board of Trustees Monitoring Schedule
Updated August 2018

MONTH	POLICY	METHOD	FREQUENCY
Every Month:	Financial condition	Internal	Monthly
	Attendance and membership numbers	Internal	Monthly
	Staff and significant volunteer changes	Internal	Monthly
July	No additional reports.		
August	Financial plan (fourth quarter financials) (FMT)	Internal	Quarterly
	Strategic plan (annual work plan) (GMT)	Internal	Semiannual
September	Prior year financial condition;review/audit (FMT)	Internal	Annual
	Treatment of staff - job descriptions and position criteria	Direct inspection	Annual
	Staff grievance procedure (GMT)	Direct inspection	Annual
	Treatment of volunteers*	Internal report; direct inspection	Annual
October	Protection of assets (note FMT monitoring schedule is annual only)	Direct inspection	Semiannual
	Investment and financial policies (FMT)	Direct inspection	Annual
November	Financial plan (first quarter financials) (FMT)	Internal	Quarterly
	Staff-volunteer grievances (GMT)	Internal	Semiannual
	Exit interviews	Internal report	Annual
December	Approve minister housing allowances	Report for Bd	Annual
January	Review physical plant for capital improvements (FMT)		Annual
	RFP for audit/review (FMT)		Annual
	Treatment of staff - salary ranges aligned to market and job	Internal report	Even-numbered
	Financial obligations - deferred, long term comp and benefits	Internal report	Even-numbered FYs
February	Financial plan(second quarter financials) (FMT)	Internal	Quarterly
	Review of annual workplan (strategic workplan) (GMT)	Internal	Semiannual
	Membership and attendance trends	Internal	Semiannual
	Staff compensation/benefits (GMT)	Internal	Annual
	Staff survey (GMT)	Internal	Annual
March	3-year financial plan/budget (FMT)	Direct inspection	Annual
	Annual budget (FMT)	Internal	Annual
April	Protection of assets (note FMT monitoring schedule is annual only)	Direct inspection	Semiannual
	Financial review (audit/review)	Internal	Annual
	Congregational survey	Internal	Annual
May	Financial plan (third quarter financials) (FMT)	Internal	Quarterly
	Staff-volunteer grievances (GMT)	Internal	Semiannual
	Membership and attendance trends	Internal	Semiannual
	Ends outcomes review	Internal	Annual
	Congregant grievances	Internal (report)	Annual

First Universalist Church
Board of Trustees Monitoring Schedule
Updated August 2018

MONTH	POLICY	METHOD	FREQUENCY
	Staff survey	Internal (report)	Annual
	<i>Note: In addition to May's monitoring items, the Board needs to approve budget in May.</i>		
June	Staff performance reviews completed; format and process	Report on completion; direct inspection of format and	Annual
	Senior minister evaluation	Internal (report)	Annual
Other	Other policies monitored	As appropriate	Semiannual

Notes:

FMT= Financial Monitoring Team (defaults to full Board, if no committee)

GMT= Governance Monitoring Team (defaults to full Board, if no committee)

Financial condition = treasurer's report balance sheet

Staff and significant volunteer changes = additions, eliminations, or changes (including staff changes in hours, duties, compensation and/or benefits)

Financial plan = budget status/quarterly financials

Strategic plan = integrated work plan for church year (annual work plan)

Membership = increase or decrease in membership

Staff and volunteer treatment = personnel and volunteer manuals; written grievance procedures

Grievance = number of filed grievances by staff or volunteers

Protection of physical and legal assets = review of all insurance policies, intellectual property, corporate status, etc..

Staff compensation and benefits = review of actual and goals

Three-year budget = three-year plan for income and expenditures

Audit/review = prepared by outside professional auditors

Other policies = policy document in total reviewed, board evaluation, etc.

Treatment of volunteers = provision of general team and committee member expectations, relevant policies and procedures, guidance on how teams, committees, and volunteers should relate with staff

Approved date

Bylaws of the First Universalist Church of Minneapolis

Approved June 3, 2018

Preamble

First Universalist of Minneapolis (the “Church”) is a nonprofit corporation, organized under Minnesota Statutes Chapter 317A.

Article I - Members

1. Eligibility for Membership

Any person fourteen years of age or older who subscribes to the mission and values of First Universalist Church (the “Church”) and who desires to become a member of the Church may do so by signing the book kept by the Church for such purpose. The name will be added to the Register of Members.

2. Voting Members

A member shall become a voting member of the Church upon making a pledge in any amount to the current or upcoming operating fund or upon receiving a waiver regarding such pledge, from a minister of the Church. Unless a waiver has been received, if no pledge contribution has been received from that person, or that person’s household, at the time of a congregational meeting vote, then the member shall not be considered a voting member for the purposes of that meeting or that vote and until such time as a pledge contribution is received or a waiver is granted.

3. Register of Members

There shall be a register of the names of all members and voting members. Membership shall be reviewed at least annually by Executive Leadership. Members who do not respond to membership status inquiries mailed to their most recent postal or email address listed with the Church, shall be removed from membership after a period of one year from the date of such mailing.

4. Resignation of Membership

Any member may resign at any time by giving notice to a member of the Executive Leadership of the Church.

Members who have requested resignation shall be removed immediately.

Article II - Meetings of the Church

1. Annual Meeting

The annual meeting of the Church shall be held at the building where the usual religious services are held, or elsewhere at such place as may be designated by the Board of Trustees, at such time each year as the Board of Trustees shall determine. The purposes of the meeting shall be:

- To present various annual reports to the membership;
- To elect Board Trustees and Officers, the Chair and Directors of the First Universalist Foundation, Members of the Nominating Committee, and Delegates to the General Assembly of the Unitarian Universalist Association;
- To present and approve of the budget recommended by the Executive Leadership and the Board of Trustees for the next fiscal year;
- To discuss and vote on resolutions properly presented; and
- To transact other business which may be properly placed on the agenda.

Thirty (30) days prior to the Board's adoption of a budget to present at the Annual Meeting, the Executive Leadership shall notify the members of a meeting to discuss with members the proposed budget. Such meeting shall occur prior to the Board's adoption of the budget.

2. Meeting Quorums

Ten (10) percent of the voting members of the Church shall be required to form a quorum at all meetings, except that for the purpose of selecting or removing a minister the quorum shall be twenty-five (25) percent.

3. Special Meetings

Special meetings of the Church may be called by the Board of Trustees. If a written request to the Board of Trustees by 50 voting members or ten (10) percent of the members (whichever is fewer) for a special meeting is denied by the Board of Trustees, said meeting may be called by such 50 voting members or ten (10) percent of the members (whichever is fewer).

4. Meeting Notices

Written notice of each meeting of the Members, whether the Annual Meeting or a Special Meeting, shall be sent to each member and posted on the website at least seven (7) days before the meeting, addressed according to the most recent membership records. Notice may be provided by electronic means when possible.

Notice of the meeting shall include an agenda of the principal matters of business to be considered at the meeting.

5. Meeting Agendas

Any voting member desiring to have any matter considered at the meeting shall request the Board of Trustees to place it on the agenda, and if it is in the form of a resolution, shall furnish the Board with a copy of such resolution. Such request shall be presented to the Board of Trustees in writing at least fourteen (14) days prior to the meeting, or such later date as the Board of Trustees may designate. The Board may place such requested item on the agenda and must do so if the request is supported in writing by at least 15 voting members of the Church. If the request is approved for inclusion on the agenda and includes a resolution, such resolution shall be reproduced by the Board of Trustees and distributed to the voting members as a part of the notice of the meeting. Matters not placed on the agenda may nevertheless be considered at the meeting, but may not be put to final vote unless three-fourths (3/4ths) of the voting members present at such meeting shall first vote to so consider it. If the meeting is a special meeting, business transacted at the meeting which is not included in the purposes described in the notice of the meeting may be voidable as described in Minn. Stat. 317A.433.

6. Voting by Proxy.

There shall be no voting by proxy by members until the Board's establishment of a proxy voting policy in line with our values of inclusion and democracy.

Article III - Board of Trustees

1. Board Membership

- a. The Board of Trustees shall consist of nine (9) members, except as provided in the paragraph below. Each Trustee shall be a voting member of the Church and shall be elected for a term of three (3) years. The terms shall be staggered so that no more than three (3) Trustees shall be elected for three-year terms at the same annual meeting. At every annual meeting, voting members shall elect the requisite number of Trustees and vote on any vacancies that have been filled by the Board since the last annual meeting. A Trustee may be nominated to serve a second consecutive term. A Trustee who has served two consecutive terms may not be nominated to serve an additional term until the Trustee has been off the Board of Trustees for at least three years.
- b. A Trustee shall take office upon the election of that Trustee and shall continue until the term expires, the Trustee resigns or dies, or the Trustee is removed. In the event of a vacancy on the Board of Trustees for any reason, the Board may at its sole discretion elect a successor to fill the

vacancy for the remainder of the unexpired term. Such election shall be subject to approval by voting members of the Church at the next annual meeting.

- c. Any Trustee may resign by giving notice in writing to all other Trustees. A Trustee may be removed, with or without cause,

- by action of two-thirds (2/3rds) of the Trustees;
- by vote of a majority of the voting members of the Church present at an annual meeting of the Church; or
- at a special meeting called pursuant to Article II(3) of these Bylaws.

If three (3) or more vacancies exist at any one time, a congregational meeting for the purpose of filling these vacancies shall be held within thirty (30) days.

- d. Trustees shall serve without compensation, but may be reimbursed for reasonable expenses incurred in fulfilling their duties.

2. Board Powers

- a. The business, property, and affairs of the Church, including the approval of the annual budget in the circumstance detailed in the paragraph below, shall be governed by the Board of Trustees, which shall promulgate policies for the conduct of the affairs of the Church consistent with the laws of the State of Minnesota, the Articles of Incorporation, and these Bylaws.
- b. At the annual meeting, the budget for the next Church year shall be presented to the congregation for its approval. If there is not a quorum present to approve the budget (per Article II(2)), the Board of Trustees is empowered to approve the budget.

3. Board Meetings

- a. Regular meetings of the Board of Trustees shall be held at a location and on dates and times determined by the Board of Trustees and published to the congregation.
- b. Special meetings of the Trustees may be called by the President, or by the Secretary on the written request of any two (2) Trustees. Written notice of special meetings shall be sent to each Trustee before the date of the meeting. Such notice may be provided in person, or by electronic communication at least four (4) calendar days before the meeting, or by notice mailed to the Trustee at least seven (7) calendar days before the meeting. Such notice may be waived with the consent of each Trustee in

situations where a more urgent need is present as determined by the President.

- c. A majority of the Trustees shall constitute a quorum. If a quorum is present when a duly called meeting is convened, the Trustees present may continue to transact business until adjournment, even though the withdrawal of one or more Trustees leaves less than the number otherwise required for a quorum.
- d. Any action by the Board of Trustees may be decided upon by a majority of the votes cast by those present at the meeting unless otherwise specifically increased in Board of Trustees policies or as required by applicable law.
- e. A Trustee may not appoint a proxy for himself or herself or vote by proxy at a meeting of the Trustees.
- f. A Trustee may participate in a meeting of the Trustees by means of conference telephone or by such other means of remote communication, in each case through which that Trustee, other Trustees so participating, and all Trustees physically present at the meeting may communicate with each other on a substantially simultaneous basis. Participation in a meeting by remote communication constitutes presence at the meeting.
- g. Any action that could be taken at a meeting of the Trustees may be taken instead by written action signed, or consented to by authenticated electronic communication by all of the Trustees. A Trustee may consent to an action by affixing his or her signature on a document setting forth the action, or by electronic communication as defined in Minnesota Statutes § 317A.011, subd. 7a, as amended from time to time.
- h. All board meetings shall be open to the members, with the exception that the Trustees may vote to hold all or a portion of a board meeting in Executive Session to discuss confidential matters.

4. Other Committees

The Board of Trustees may appoint such other committees as it deems appropriate to assist the Board in doing its work. The Board will determine the scope of the work of any such committee in a manner that preserves Board wholeness and is consistent with these bylaw and such policies as are established by the Board from time to time.

Article IV - Officers of the Church and the Board of Trustees

1. Number, Term, and Duties

There shall be four officers: President, Vice-President, Secretary, and Treasurer. The officers shall be elected from amongst the Trustees to one-year terms by the members at the Annual Meeting. Officers shall take office on July 1 following their election unless they are elected to fill a vacancy, in which case they shall take office upon election. No officer may hold more than one office at a time. The Board of Trustees shall establish such additional officers as it may find necessary. In the event of a vacancy in the offices of Vice-President, Secretary, or Treasurer, the Board may appoint a Trustee to fill the unexpired portion of that officer's term.

2. President of the Congregation

The President of the Congregation shall prepare agendas for all Board meetings and all official meetings of the membership and shall preside over these meetings. If the President becomes unable to serve out his/her term, the Board will elect another Trustee to serve as President.

3. Vice-President

The Vice-President shall perform the duties of the President of the Congregation in her/his absence.

4. Secretary

The Secretary shall be responsible for the recording of the minutes of all official meetings of the membership and of the Board of Trustees and forwarding the minutes to Church staff in a timely manner for archiving with other official records of the Church. The Secretary shall oversee the publishing of all notices as required by these Bylaws. The Secretary shall also be responsible for ascertaining the eligibility of all who wish to vote on Church business.

5. Treasurer

The Treasurer shall lead the financial monitoring efforts of the Board of Trustees and shall present the budget to the Congregation at the Annual Meeting.

6. Authorization for Board or Member Action

The President of the Congregation, acting together with either the Vice-President, the Secretary, or the Treasurer is hereby authorized and directed to execute and acknowledge any instruments, certificates, and other documents on behalf of the Church and to perform any additional acts on behalf of the Church which they may deem necessary and proper to complete a course of action approved by a majority decision of the Board of Trustees or the Members of the Church at a lawful meeting.

Article V - Ministers and Staff

1. Executive Leadership of the Church

- a. The Board of Trustees shall establish an executive leadership structure for staff of the Church ("Executive Leadership"). Executive Leaders who report directly to the Board of Trustees shall include at least one Called Minister (defined as a minister who is called by and elected by the voting members of the Church as described in Article V(2) below), except during periods when no called minister serves the Church as described below, and may include one or more additional called or hired ministers or non-ministerial executives as determined by the Board of Trustees. The Executive Leadership structure established by the Board of Trustees may, but need not, include provision for an executive team that reports collectively to the Board of Trustees. The Board of Trustees is responsible for ensuring that Executive Leadership position(s) that report to the Board of Trustees are filled in a timely manner.
- b. In the event that no Called Minister currently serves the Church, whether because of resignation, disability, death, or other reason, the Board of Trustees may engage an interim minister who reports directly to the Board of Trustees. The Board of Trustees shall be responsible for taking the steps necessary for the congregation to select and call one or more ministers to serve as the Executive Leadership of the Church, as set forth in Article V(2) below.
- c. Executive Leaders shall have responsibility for working collaboratively to advance First Universalist's mission, ends, values, and vision within limits and policies as established by the Board of Trustees.
- d. Nothing in this section shall be construed to allow the Board of Trustees to supercede the authority of the congregation to call ministers or to remove called ministers.

2. Selection or Removal of Called Minister(s)

- a. To fill a Called Minister position, the Board of Trustees shall direct the Nominating Committee to recommend to the members a Search Team comprised of voting members of the Church. The members shall approve the Search Team at a meeting called for that purpose pursuant to Article II. The Search Team will conduct the search and present a candidate to the congregation for approval. After the Search Team has selected a candidate but prior to the candidate's presentation to the congregation, the Board of Trustees will be authorized to determine the compensation and other terms and conditions of employment offered to

the candidate and will conduct any negotiations regarding the same. The Board of Trustees shall establish such other processes as may be appropriate to facilitate the selection process, including a process for selection of the Search Team that includes substantial input from the voting members of the Church.

- b. The Board of Trustees shall determine job descriptions and other responsibilities of the Called Minister(s).
- c. The selection or removal of a Called Minister shall require consent of three-fourths (3/4ths) of the voting members of the Church in attendance at a meeting of the Church called for that purpose pursuant to Article II.

3. Staff other than Called Minister(s)

- a. For Executive Leaders other than Called Ministers, the Board of Trustees approves the hiring and removal of other Executive Leader(s) (if any) who report to the Board of Trustees, including any interim ministers. The Board of Trustees may, but need not, appoint a search team from among staff, trustees, and voting members of the Church to assist it in sourcing and recommending candidates for such positions.
- b. Executive Leaders administer and approve the hiring and removal of professional and other staff who do not report directly to the Board of Trustees, subject to policies and budgets established by the Board of Trustees.

4. Employment Agreements

- a. The Board of Trustees shall establish the compensation and other terms of employment of the Called Minister(s) and other Executive Leaders who report to the Board of Trustees and shall memorialize such terms in a written agreement which will be subject to review and potential modification over time.
- b. Any other written employment agreements must be approved in advance by an Executive Leader or other staff member authorized by the Board of Trustees to sign such agreements.

Article VI -The First Universalist Foundation

1. Purpose

The First Universalist Foundation of the First Universalist Church of Minneapolis shall be responsible to the Trustees of the Church for allocating funds from the First Universalist Foundation for social justice. In carrying out this responsibility the Foundation may initiate, receive, solicit, and evaluate proposals from groups within or

outside of the Church to promote social justice. The Foundation shall keep accurate records of all Foundation proceedings and of all business transacted.

2. Directors

The First Universalist Foundation shall consist of nine (9) Directors, each of whom shall be a member of the Church. The Directors shall be elected by the Voting Members at the Annual Meeting. The term of office of each of the Directors shall be three (3) years. The terms shall be staggered so that no more than three (3) Directors shall be elected for three-year terms at the same Annual meeting. No Director may be a member of the Board of Trustees. A Director may be nominated to serve a second consecutive term. A Director who has served two consecutive terms may not be nominated to serve an additional term until the Director has been off the Foundation for at least three years.

3. Vacancies

Directors unable to carry out their responsibilities as determined by the Foundation shall be replaced by appointment by the Trustees from among nominees presented by the Nominating Committee to the Trustees, following notification of the Members as specified in Article III, Section 3. Persons so appointed shall serve until the next Annual Meeting, at which time they or replacements shall be elected in accordance with Article II, Section 5, to serve out the remaining terms.

4. Officers

The Foundation shall have a Chair, who shall preside at all meetings of the Foundation. The Foundation Chair shall be nominated by the Nominating Committee and elected by the Members at the Annual Meeting from among the Directors of the Foundation. The term of office of the Chair of the Foundation shall be one year.

5. Duration

The Foundation's structure or purpose may not be dissolved or modified except upon the affirmative vote of the majority of Members of the Church voting at an Annual Meeting or Special Meeting of Members called for that purpose.

6. Funds and Disbursements

- a. No part of the Foundation's funds shall be used as a substitute for or replacement of regular operating expenses of First Universalist Church.
- b. *Operating Expenses.* Proper expenses of the Foundation shall be a legitimate claim on the Foundation's funds and shall be paid from those funds upon certification by the Foundation.

- c. *Allocations.* The Foundation may allocate its funds in accordance with its Mission and shall report at least quarterly to the Board of Trustees regarding such allocations.
- d. *Disbursements.* Decisions regarding disbursements from the Foundation funds, grants, and operating expenses shall be made by majority vote of the Directors of the Foundation.

Article VII – Nominating Committee

1. Function

The Church shall have a Nominating Committee charged with recommending for approval by the members at the annual meeting, candidates for appointment to open seats on the Board of Trustees, the First Universalist Foundation, and for the Nominating Committee itself.

2. Composition

- a. The Nominating Committee shall be composed of:
 - 1) six at-large members elected by the Voting Members at the Annual Meeting, and
 - 2) one Trustee appointed by the President of the Congregation with approval of the Board of Trustees, in July of each year.
- b. The President, with the approval of the Board of Trustees, shall appoint the chair of the Nominating Committee from among the elected members of the Nominating Committee after July 1 each year.
- c. The term of office of the at-large members of the Nominating Committee shall be three years, and their terms shall be staggered so that the term of office of two at-large members will expire each year. A member of the nominating committee may be nominated to serve a second consecutive term. A member who has served two consecutive terms may not be nominated to serve an additional term until the member has been off the Nominating Committee for at least three years.
- d. In the event of any vacancies in the at-large positions on the Nominating Committee, the Board of Trustees, upon the recommendation of the Nominating Committee, shall appoint replacements for such persons, and such replacements shall serve until the next Annual meeting, at which time a replacement shall be elected to serve out the remaining term. Vacancies in any positions on the Nominating Committee which are appointed by the President of the Congregation shall be filled by the President of the Congregation with the approval of the Board of Trustees.

- e. The Nominating Committee shall submit its slate of candidates to the Board of Trustees for review 30 days before the annual meeting. The Board of Trustees shall submit the Nominating Committee's recommendations to the membership at the Annual Meeting of the Church. Additional nominations may be submitted from the floor of the annual meeting by voting members.
- f. The failure of the Board or the Nominating Committee to comply with any provision of this section shall not invalidate any election.

Article VIII - The First Universalist Church Legacy Fund

1. Establishment and Purpose

The Church shall maintain a fund to be known as the First Universalist Church Legacy Fund (the Legacy Fund). The purpose of the Legacy Fund is to support and enhance the mission of the Church. The Legacy Fund will be made up of gifts to the Legacy Fund from Members and friends of the Church and other money placed into the Legacy Fund from time to time by the Board of Trustees.

2. Distributions

The Board of Trustees shall direct the distribution of money from the Legacy Fund. Except where authorized otherwise in the terms of a gift or by the Membership at a regular or special meeting of the members pursuant to Article II, the Board of Trustees shall make distributions from the Legacy Fund annually in amounts not to exceed seven (7) percent of the fair market value of the Legacy Fund as determined by the Board of Trustees.

Article IX - Amendment of Bylaws

These Bylaws may be amended at any annual or special meeting of the Church by a vote of two-thirds (2/3) of the voting members present at the meeting. Notice of the meeting, stating the purpose including the proposed amendment, shall be given as provided in Article II hereof.

Article X - Other Provisions

1. Fiscal Year

The fiscal year of the Church shall begin on each July 1 and end on the following June 30.

2. Affiliation

This Church is a member of the Unitarian Universalist Association and the MidAmerica Region.

3. Real Estate

- a. No member shall have rights in or to any property of the Church at any time.
- b. The main meeting place of the Church and any real property intended to become the main meeting place of the church shall not be constructed, substantially reconstructed (as determined by the Board of Trustees), purchased, sold, conveyed, or encumbered, or made subject to any lien unless such activity or transaction shall be first authorized by a vote of two-thirds (2/3rds) of the Board of Trustees, and three-fourths (3/4ths) of the voting members in attendance at a meeting of the Church; each body acting separately, at an annual meeting of either, or at a special meeting of either duly called for that purpose, which purpose shall be plainly stated in the notice.
- c. Any other real estate purchased, sold, conveyed, encumbered, or made subject to any lien must be authorized by a majority vote of the Board of Trustees.

4. Indemnification

The Church shall indemnify Trustees and other persons acting in an “official capacity” as provided in and limited by Minnesota Statutes Chapter 317A up to the coverage limits of its then applicable insurance policies.

5. Parliamentary Procedure

Where these bylaws or no other rules adopted by the Board of the Trustees govern, Robert's Rules of Order, Newly Revised, shall be the parliamentary rules of procedure governing all meetings of this Church.

MEMORANDUM

To: First Universalist Church Board of Trustees
From: Eric Cooperstein
Date: October 8, 2017
Re: **Preparation for Shir Tikvah Discussion**

We will devote a substantial part of our meeting on Tuesday to questions around whether we should continue to explore a partnership / collaboration with Shir Tikvah congregation around the shared use of our building. Last week, Jen and I discussed how to approach this discussion. Although some of the process may be circular, we think it makes sense to first discuss this issue in the context of our four visionary goals and then examine it through a racial justice lens using the Choice Points framework. To do that, Board members probably need a better sense of what it is we are considering. Here is an overview of the subject:

The leadership at Shir Tikvah (including Rabbi Michael Latz, current board president Luke Weisberg, and president-elect Judge Bruce Manning) believes that they are very close to having outgrown their building at 50th St. and Girard Avenue (the building that they purchased from our congregation 25 years ago). Their sanctuary is full on Saturday mornings, some of their religious education classes are in a building across the street, and they have very little program space. Shir Tikvah, of course, has been using our building for Rosh HaShannah and Yom Kippur services ever since they purchased their current building (in fact, it's written somewhere that we would agree to let them use that space, apparently in perpetuity); they have also used our sanctuary for a couple of bar mitzvah ceremonies. Also, Rabbi Latz and Justin have developed a close relationship and traveled to Israel together last year. The folks at Shir Tikvah were aware that we were planning a capital campaign and became interested in the idea of shared space as a way to solve their building needs and as a path to greater spiritual growth that might be found by engaging in a partnership that is centered around shared space.

From First Universalist's perspective, it became clear early in the pre-design phase of the capital campaign in the summer of 2016 that we would not be able to raise enough money to address every conceivable space need we had. Early on, our "needs" were assessed at between eight and ten million dollars. Hence, the notion of a two-story office space addition was abandoned for a one-story addition because of the cost. Although the capital campaign has been enormously successful, we are about one million short of what we had hoped to raise, meaning some of the early plans will not become reality. In addition, Jen has mentioned before two long-range goals / concerns: using our entire building as much as we can (currently, the sanctuary sits unused most of the week) and finding alternate sources of revenue to offset

anticipated declines in annual pledges due to demographic changes. Sharing space with a congregation such as Shir Tikvah could address several of these long-term needs.

In the two years leading up to this fall, there had been a few sporadic meetings between a few leaders from each of the congregations. In September 2017, there were two formal meetings. Dick, Jen, Bree Mattson, and I on behalf of First U; Michael, Luke, Bruce, and John Humleker (Shir Tikvah's Executive Director). Nothing concrete has yet come out of these discussions, but the range of possibilities roughly breaks down as follows:

1. Shir Tikvah and First U develop a closer working relationship by increased use of each congregation's existing space. Shir Tikvah would increase the number of services held at First U, possibly use some of our space for programs, etc. First U might also use Shir Tikvah's space, such as when we do not have room in our building currently for programs or during construction periods. This requires the least investment of time and money but could bring our congregations closer together and leave the door open to the other options below in the future.
2. Shir Tikvah sells its building and move into First U pursuant to a lease or operating agreement. Extensive discussions would be needed regarding planning, timing, sharing of space, calendaring, etc. This option does not appeal as much to Shir Tikvah because they could perceive it as a move from being an independent congregation with their own building to being a "tenant," which is how they began when they were founded in 1988.
3. Shir Tikvah sells its building, conducts its own capital campaign, and "buys into" First U, so that both congregations own the building and are responsible for its maintenance and upkeep. Under this option (or, really, option 2), some staff functions might be shared or combined between the congregations to produce budget savings. First U may have the same concerns with this option as Shir Tikvah would have with option 2, i.e. would our congregation agree to shared ownership of our building?

Another option that was discussed but seems disfavored is that the two congregations retain and use both church buildings. While we have not yet identified any deal-breakers, options 2 and 3 both require that we find about 1,500 to 2,000 square feet of office space for Shir Tikvah on our grounds or in a building very close by (i.e., the ministers and rabbis are not going to double up in their offices). Another concern that has not been fully explored is how we identify storage space that can accommodate two congregations.

The key point for discussion is whether First U continues to engage in conversations about choices 2 and 3. Going down that road has a tremendous impact on the execution of the capital campaign and would require a great expenditure of staff and congregant time in conducting the meetings that would likely be needed to conduct a

full exploration and make it happen. These discussions could conceivably go on for six months or a year or more.

Before our meeting on Tuesday, I think it would be helpful if everyone took a look at the choice points framework and spent 10 -15 minutes thinking and perhaps jotting down a few notes about some of the questions. Step one is essentially done – we have identified the decision that requires this analysis. Steps two to four is where we will need to focus on Tuesday and where it would be helpful for each of us to organize our thoughts before we get together, so we can make the best use of our time.

First Universalist Church of Minneapolis
Board of Trustees Meeting
October 10, 2017
7:30 am - Common Roots

Trustees present: Richard Spratt, Bryana French, Dick Niemiec, Caitlin Rodgers, Karin Wille, Eric Cooperstein, Cindy Marsh; Rev. Jen Crow Absent: Lillie Pang, Christa Anders

I. Call to Order

II. Consent Agenda

- a. Approval of September Board minutes

III. Informational Items

- a. Dick reported that the Connected Volunteers project will be kicked off from the pulpit on Nov. 5. He shared a memo containing the roll out plan for the project.

IV. Financial Report

a. Rev. Crow had circulated a memo from Kurt Hochfeld, our financial consultant, containing his recommendations on a variety of issues. He urged transparency about the annual pledge results (lower than last year) as well as any cuts that need to be made to the 2017-18 budget as a result of the pledge shortfall. He also commented on the contingency fund and repayment requirements, capital allocations and fiscal agency issues.

Regarding the revised budget requested by the Board at its September meeting due to the pledge shortfall, Rev. Jen made the following recommendations to reduce the budget by \$75,000: \$25,000 in additional income (10% of a recent bequest and \$15,000 from old check write offs), legitimately allocating \$25,000 of staff time that will be spent on capital campaign issues, such as moving, to the capital budget, and \$29,235 of expense cuts provided by the program directors. Rev. Jen noted that, per Kurt, a staff overhead allocation could also be moved to the capital budget, something she has not yet done.

The \$75,000 reduction was predicated on receiving an additional \$45,000 of pledge income from prior pledgers, only \$11,000 of that has been pledged to date. The revised budget is based on pledge income of 1.1M; we are currently at 1.075M. Although we may get more income from prior and new pledgers, Rev. Jen perceives that even with this \$75,000 reduction, there is still a gap that will need to be bridged.

The Board is comfortable with the proposed program cuts but requested that Rev. Jen specifically apply the racial justice lens choice points to the cuts before they are finalized.

IV. Proposed Building Collaboration with Shir Tikvah

a. Eric asked Jen and Dick, who participated in the recent meetings with Shir Tikvah, if they any amendments or changes to the summary memorandum that he circulated to the

Board. Rev. Jen felt that Shir Tikvah is more open to option 2 (a lease arrangement) than the memo indicated, although probably as an interim solution to see how “living together” works out.

The Board assessed a potential building collaboration with Shir Tikvah against the congregation’s visionary goals. The consensus was that the collaboration would primarily enhance our visionary goals, with some negatives.

The Board then moved to applying the racial justice choice points, or racial justice lens, to the potential building collaboration. After extensive discussion the Board agreed to continue the building collaboration discussions with Shir Tikvah with two caveats: first, that it is clearly stated to Shir Tikvah that our congregation’s commitment to racial justice is a bedrock commitment that will guide our continuing conversations; and second, that if a decision is made to move forward with a building collaboration, financial gain resulting from that decision will be committed to the congregation’s racial justice work.

V. Adjournment

The meeting was adjourned by the Chair at 9:35 am.

Respectfully submitted,

Karin Wille, Acting Secretary



Using Choice Points to Advance Equity

1. **Identify a Choice Point:** What is one of your points of opportunity to make or influence a decision that may affect equitable outcomes?

2. **Assess Impacts:** What are the impacts of current decisions and actions that may be unintentionally reinforcing bias, barriers or inequities?

3. **Generate Options:** What are some alternative action options that could produce different outcomes? (Try to generate several of them.)

4. **Decide Action:** Which option will generate the most leverage, momentum or gain towards advancing equity and inclusion?

5. **Change Habits:** What reminders or “equity primes” can be structured into you routine practices and protocols to make equity an ongoing priority and habit? What relationships, supports, incentives or accountability measures could help?