

The Community Church of Chapel Hill Unitarian Universalist
Minutes of Board Meeting of December 14, 2010

Present: S.A.M. Brooks, Barbara Chapman, Mariana Fiorentino, Mary LeMay, Eric Lieth, Susan McDaniel, Steve Marshall, Paige Smith, Josh Socolar, George Thompson, Bob Weston

Absent: Maggie Scarborough

Incoming Board Members: Kari Andrade, Eleanor Armstrong, Jim Siplon

Ex Officio: Maj-Britt Johnson, Scott Provan,

Staff: Nato Hollister

Minutes: Laurence Kirsch

George Thompson called the meeting to order at 7:03 pm and introduced the three incoming Board members who were present. Steve Marshall, the Board Member of the Month, read a poem from a New Zealand fiord.

BOARD DISCUSSIONS

1. Governance

Susan McDaniel explained that the governance policies try to define relationships among different parts of the church. Barbara Chapman said that the Executive Committee put the policies on the consent agenda, and asked if any policies on the consent agenda need to be pulled off. Hearing no objections, Barbara asked for feedback from each Board member on governance issues. Mary LeMay asked how perfect the policies need to be before the Board can affirm them. Barbara replied that this is the reason why the Board is now being asked to affirm rather than adopt these procedures.

Policies on Governance

Section A. Board of Directors Covenant

- Josh Socolar said he is confused by why the policy needs to specify how often the Board of Directors Covenant must be reviewed, given that, in the context of the Discernment Policies, similar specifications were classified as “procedure” rather than “policy.”

Section C. Board Self-Government

- Josh asked for the meaning of “Board self-government.” Susan replied that this is how the Board sets its own roles. Josh noted that there will be some cases wherein the Board will need to adjudicate a conflict as a check on the ministry team.

Section C2. Roles and Responsibilities of the BOD

- Josh noted that this section does not mention fundraising even though the fundraising section does give the Board a role.
- Mary expressed concern about the lack of clarity in the Board’s fundraising role.

Section C3. Board and Corporate Officers’ Roles

- Paige Smith noted that this section requires the Board to take on a lot of things. Mariana Fiorentino said that she is concerned about the range of Board responsibilities.
- Erich Lieth said that the Secretary of the Board needs to have nomenclature consistent with the bylaws.
- Paige Smith noted that this section does not mention the Member-at-Large who is an officer of the church and needs to clarify that the Secretary and Treasurer are not church officers.

Section C4. Conflict of Interest

- Steve Marshall asked what people might “stand to gain or lose,” and whether this might be money.

Section C5. Board Committees and Task Forces

- Josh said that policies should not include an initial list of committees.
- Erich expressed concern about naming three specific committees because there will be more than three committees. Consequently, the policy should name all committees or no committees. He is concerned that naming committees can cause problems if these committees eventually need to be modified.
- Mary agreed with Eric’s comments about committee assignments.

Section C7. Board-Ministry Team Relationship

- Josh asked for a definition of “systematic and rigorous” monitoring by the Board of the Ministry Team.
- Bob Weston said that he shares Josh’s concern, and is also concerned about the Board not interpreting its own policies to the ministry team.

Policies on Management

Section A6. Raising of Funds Restricted to the Board of Directors

- Mary expressed concern about the phrase “many components of church ministry and governance.”
- Mariana asked what is “critical” to the mission of the church.

Section C2. Minister’s Salary

- Erich said that policy should be about all aspects of the minister’s contract.
- George Thompson said that “minister’s salary” should be “minister’s contract.”

Section C3. Budget

- Steve asked why the Board is restricted to adjusting the budget only after the Chief of Staff presents budgets to the Board, and why the Board cannot adjust the budget at any time of its choosing.
- Josh said that it’s not clear what the Board can do with a budget other than approve it.

Policies on Oversight

Section B4. Senior Minister’s Performance Review

- Erich said that a triennial evaluation of the senior minister will be hard to implement with a Board that turns over every three years.

Barbara announced that we are done with the development of the governance policies, and everyone applauded.

WELCOME OF NEW BOARD MEMBERS

George Thompson asked the new Board members to introduce themselves, and they did so with some comments on their backgrounds.

The Board Retreat will be January 27th and 28th.

CONSENT AGENDA

The consent agenda consisted of the following items:

- For approval:
 - Board Member at Large
 - November Board Minutes

- Second Reading of Policies

There were no Church Council minutes because the council did not meet in December. Mary LeMay wanted to put a proposal for a Hymnal Fund on the consent agenda, but Susan McDaniel objected; so this proposal was postponed to new business.

Barbara Chapman moved approval of the Consent agenda without Church Council Minutes. Susan McDaniel seconded. Unanimously approved

Paige Smith welcomed Steve Marshall as the new Board Member at Large.

ACTION ITEMS – NEW

1. Hymnal Fund

There was discussion seeking clarification of the proposal for the Hymnal Fund.

Paige Smith moved that the Board create a restricted fund for the Hymnal Fund, thereby approving the proposal. Erich Lieth seconded. Unanimously approved.

2. Annual Report

Erich Lieth said that the Board needs to make sure that this document will be created next year. April publication requires reports by end of January. Josh Socolar said that the timing of the annual report should be synchronized with the new timing of the fiscal year. Steve Marshall asked whether we really want an annual report. Jim Siplon said that we need the annual report as a basis for making a funding appeal. Kari Andrade said we should have an annual report, but its production is not clearly a Board responsibility. Sam Brooks suggested a more modest and less expensive annual report.

Jim volunteered to speak with Eric about the continuance of this report.

3. Endowment Committee

George Thompson said the Board needs to vote on whether to approve Mary Hulett as a member of the Endowment Committee for the next three years. It was agreed that somebody needs to get electronic congregational vote running for Mary Hulett. Erich Lieth suggested that the Nominating Committee take on this task because they just ran an election through Survey Monkey. Kari Andrade will contact the Nominating Committee to see if it will arrange an election for Mary Hulett.

Erich asked about Endowment Committee minutes. Erich said that the minutes need to be approved by the Committee before they are received and published by the Board.

4. Vision Process Overview

Paige Smith said that a big responsibility of the Board is to create a vision, which will be a big part of the Board's work next year. She asked: What process shall we use to create a vision statement in a way that is inclusive, gets information from the congregation, and is efficient

(doesn't drag on)? She said that we will consider this question at the January Board meeting so members may want to start thinking about this issue.

Scott Provan said that we need to give a vision to the Staff for the purpose of their creating a new budget for the next fiscal year.

5. Immediate Plans for Stewardship Followup

George Thompson said that volunteers are needed on Thursday 16 December, at 7:30 pm after the Grinch, to call people who have not yet renewed their pledges. A list of 130 pledging units has been prioritized for the calls. Bill Poleat is leading this effort. George solicited volunteers from the Board, and got a few.

Erich Lieth raised the question of how we can get people who send their kids to Religious Education to pledge. Maj-Britt Johnson said that Marion Hirsch has done focus groups to find out why RE parents are not pledging, and assured the Board that Staff is working hard to rectify this situation.

Maj-Britt said that we have just sent to UUA a Fair Share Dues payment based upon our uncleaned list of church members (e.g., including persons who are not really members). By February 1st, we need to get our numbers of members clear because our June liability is based on the February numbers.

6. Plans for Payback of Fair Share Dues

George Thompson said that the plan is to pay Fair Share Dues with any excess collections of pledges, and then any further excess will go to reserves. This plan was promised to the congregation at the congregational meeting. Paige Smith asked if the Board should pass a motion to this effect: Is this a formal policy or just a gentlemen's agreement? Susan McDaniel said a gentlemen's agreement is good enough. Scott Provan said that a formal policy would be good, and Sam Brooks said that a formal policy would help Andrea Sordean-Mintzer do her budgeting. Jim Siplon said that he asked the question about excess collections at the congregational meeting because several people had asked him about the handling of excess funds. Susan said we should have an explicit plan for what to do if pledges are not enough. Barbara Chapman said that we had decided last month to wait until we know what the pledge receipts are through December 31. Mariana Fiorentino said that the congregation should be educated about the benefits that we derive from UUA. Maj-Britt Johnson said that we now have \$207,000 in pledges for the short fiscal year in 2011.

7. Required Reading

Paige Smith handed out copies of *Serving with Grace*.

REPORTS

1. Ministry Report

Not discussed.

2. Executive Committee Minutes

Not discussed.

3. Nominating Committee Report

Paige Smith said the Nominating Committee has made recommendations for how Board members are nominated. The Committee is concerned that the Board appoints the Committee and then the Committee finds Board members. The Committee should be more representative of the congregation.

The Committee will research what other congregations are doing and will report to the Board in February or March.

Erich Lieth said that elections always have losers, otherwise they are just appointments. Susan McDaniel said that she is unaware of any instance in which there have been two candidates for each open Board position, so the bylaws need to change to meet the reality.

4. Action Items

ACTION	BY WHOM	DUE DATE
Serve as bridge for the annual report	Jim	
Contact nominating committee for electronic vote for endowment committee	Kari	before January
Draft Board Report for the month	Steve	
Describe, in the Minister's column of the newsletter, the of benefits of UUA	Maj-Britt	
Contact Music Committee about ***	Mary	

5. Final Thoughts of Outgoing Board Members

Susan McDaniel said that she really enjoyed being on the Board.

Barbara Chapman said that it has been an honor to be on the Board. She has seen tremendous growth among us. To those who make nasty comments about contemplating our navels, she said that contemplating our navels is important for us to move from micromanaging to setting vision. She noted that, during the past three years, the tenor of Board meetings changed so positively from starting right in on getting the business done to thinking about how we're playing the game

Mary LeMay said that it's been fun (mostly).

Erich Lieth said he's enjoyed being on the Board. He has gained a personal education about the church and what it's priorities need to be. He is concerned that the Board changes every three years, and wants things that are decided to actually stay decided – that's one reason he thinks that the annual report is so important,

ADJOURNMENT

Steve Marshall offered a poem about the spiritual side of the poet's father.

The next Board meeting is Tuesday, January 11, at 7 pm.

The meeting adjourned at 9:00 pm.

The Board thanked George Thompson for his chairmanship.

Board Learning

12/09/10 **TO:** C3HUU Board of Directors **FROM:** Governance Task Force
RE: POLICIES PRESENTED FOR FIRST READING & AFFIRMATION

Please find attached the following policies for consideration at this month's BOD meeting. The chart below indicates what action the Governance Task Force is requesting of the BOD. Please,

- (1) Prior to the December 14 meeting, read and consider the policies at the conceptual level
 - How does this policy serve the mission of our church?
 - How could the policy better serve the mission of our church?
 - Are my questions those of policy or those of procedure?
- (2) Discuss the policies at the December 14 BOD meeting. We ask that you consider
 - Does my suggestion help this policy better serve the mission of the church?
 - Is my question about policy or procedure?
- (3) Take action, indicated in chart below, at the December 14 BOD meeting.

Policy	Status of Policy & Action Requested of BOD by GTF		
	1 st Reading	2 nd Reading	Revised after
	Discussion	Affirmation	2 nd Reading Affirmation
Governance			
BOD Covenant		X	
Board Governance	X		
Roles and Responsibilities of the BOD	X		
Board and Corporate Officers' Roles	X		
Conflict of Interest	X		
Board Committees and Task Forces	X		
Board Monitoring	X		
Board-Ministry Team Relationship	X		
Discipline and Removal of Board Members		X	
Discernment			
Mission		X	
Vision		X	
Core Values		X	
Strategy			
Strategic Plan		X	
Vision of Ministry		X	
Annual Vision of Ministry		X	
Management			
Fundraising		X	
Raising of Funds Restricted to BOD	X		
Minister's Salary	X		
Budget			X
Restricted Gifts			X
Donations of Real Estate & Personal Property		X	
Voluntarily Restricted Funds			X
Oversight			
Board Monitoring Role	X		
Chief of Staff Monitoring Role	X		
Program Evaluation	X		
Board & Chief of Staff Evaluation	X		
Staff Evaluations	X		
Senior Minister Performance Review	X		

POLICIES ON GOVERNANCE

I. GOVERNANCE

B. Board of Directors Covenant

1. Board of Directors Covenant (as of 12 03 10)

Date of First Reading: June 15, 2010

Date Affirmed:

Date Adopted:

Suggested Date of Review:

All members of the Board of Directors shall ~~agree to~~ follow the expectations set forth in the Board Covenant. The covenant will include expectations regarding preparation, attendance, conflict management, and church responsibilities of members. The covenant shall be reviewed, **modified as needed, and adopted at least annually.** ~~and may be reshaped by each new Board of Directors.~~

C. Board Self-Government

1. Board Governance (as of 12 03 10)

Date of First Reading: December 14, 2010

Date Affirmed:

Date Adopted:

Suggested Date of Review:

The Board of Director's focus shall be on the long-term mission and well-being of the Congregation. ~~rather than on administrative detail.~~ It shall respect the distinction between board governance and ministry, and shall avoid making decisions that address only a single situation. The Board intends to govern primarily by:

- Discerning and articulating the Congregation's mission and vision of ministry,
- Setting goals and making strategic choices,
- Executing financial oversight to meet its financial fiduciary responsibility to the Congregation,
- Creating written policies to guide the Congregation's ministry, and
- Monitoring and evaluating the Congregation's leadership, including itself.

2. Roles and Responsibilities of the BOD (as of 12 03 10)

Date of First Reading: December 14, 2010

Date Affirmed:

Date Adopted:

Suggested Date of Review:

The job of the Board is to represent and lead the Congregation in determining and monitoring appropriate organizational performance. In this spirit, the Board shall:

- In conversation with the Congregation and the Ministry Team, discern and communicate the mission and vision of the church.
- Engage in continuous strategic planning practices to discern, develop, and communicate strategic direction and define initiatives to assist the Congregation to live its mission and achieve its vision.
- Create and communicate the Church's Annual Vision of Ministry.
- Develop continuous practices, as set forth more completely in Section V. Board Monitoring, to monitor the Church's success in living its mission and achieving the goals established in the Annual Vision of Ministry.
- Continuously monitor the Church's financial condition and intervene as necessary to assure the Church is solvent and that its assets are protected.
- Direct and inspire the organization through the careful establishment of broad written policies reflecting the Congregation's values, mission, and vision.
 - The Board's primary focus shall be on the long-term effects that the Church has on the lives of the Congregation, the community, and the wider world, rather than on the administrative means of attaining those effects.
 - No board action shall be considered a Policy unless it is incorporated into these Board Policies.
 - The Board shall actively solicit Congregational input in developing policies.
- Develop practices and procedures that specify how the Board conducts its own business. Accordingly, the Board and its individual Directors commit themselves to:
 - Prudent, ethical, and lawful conduct that is consistent with the Church's Unitarian Universalist principles.
 - Enforce upon itself whatever discipline is needed to govern with excellence. The Board shall regularly discuss its governance progress and performance to discover how it may improve.
 - Create a Board communication process that keeps all Directors informed and does not disadvantage any Director.
- Create a Board Covenant that will form a part of these Board Policies. The Board will review its covenant at least annually and update it as needed.

3. Board and Corporate Officers' Roles (as of 12 03 10)

Date of First Reading: December 14, 2010

Date Affirmed:

Date Adopted:

Suggested Date of Review:

- The job of the Board Chair (hereafter the Chair) is to assure the integrity of the Board's process. The Chair or her/his designated representative is the only person authorized to speak for the Board.
- The Chair ensures that the Board behaves consistently with the Church's governing documents, these policies, and those requirements legitimately imposed upon it from outside the organization.
- The authority of the Chair consists of making any decision on behalf of the Board that falls within or is consistent with Board policies on governance process and the relationship between the Board and the Ministry team.
- The Chair or designated representative is empowered to chair Board meetings with all the commonly accepted powers of that position (e.g. ruling, recognizing, etc).
- The Board retains sole authority to define leadership limitations and therefore the Chair's authority does not extend to making decisions delegated to others in these Policies or waiving leadership limitations.
- The Chair's authority does not extend to supervising, interpreting Board policies, or otherwise directing the Ministry Team. However, nothing in this policy is intended to interfere with mutual interaction about individual understandings of policies.
- The job of the Vice Chair is to serve on the Board of Directors and to prepare to serve as the Chair. In the absence of the Chair (whether temporary or permanent), the Vice Chair shall assume all of the duties of the President.
- The job of the Past Chair is to serve on the Board of Directors and to advise and assist the Chair and Vice Chair in carrying out their duties.
- The Chair will annually appoint, subject to confirmation of the Board, a member of the Congregation to serve as the Secretary of the Board. The job of the Secretary is to assure the integrity of the Board's record. The Secretary is responsible for ensuring recording and distribution of accurate minutes of Board and Congregational meetings.
- The Chair will annually appoint, subject to confirmation of the Board, a member of the Congregation to serve as the Treasurer of the Church. The Treasurer will be a corporate officer of the church, but not a member of the Board of Directors. The job of the Treasurer is to fulfill the statutory and corporate requirements of the position and also to support the Board's responsibility for financial oversight. The Treasurer will serve until resignation, replacement, or removal. The Treasurer shall also be the chair of the Board's Financial Liaison Committee.

4. Conflict of Interest (as of 12 03 10)

Date of First Reading: December 14, 2010

Date Affirmed:

Date Adopted:

Suggested Date of Review:

Directors shall carry out their duties with undivided loyalty to the Congregation and its mission. A conflict of interest exists whenever a Director or a close relative of a Director has interests or duties that interfere with the Director's duty of loyalty to the Church and its principles. The conflicting interest may be financial, moral, political, theological, or otherwise.

- Conflicts of interest arise when a Director:
 - Stands to gain or lose because of a Board action.
 - Has a fiduciary duty or close personal or business relationship to any person or corporation that stands to gain or lose because of a Board action.
 - Holds a substantial property interest in a corporation or business, or serves as an officer or board member of another organization that stands to gain or lose because of a Board action.
 - Cannot set aside his or her personal preferences as an individual consumer of the Congregation's services to vote on behalf of the whole Congregation and its mission.
 - Faces any other situation that creates or appears to create divided or conflicting loyalties.
- The Board shall annually require its Directors to disclose in writing all existing or foreseeable conflicts of interest. Disclosures shall be kept by the Board Chair and made available to any member of the Congregation who requests to see them.
- If an item of business arises in which any Director reports that a conflict of interest may exist, the *****effected** Director may withdraw or ask the Board for guidance. In the latter case, the Board (minus the **effected** parties) shall determine how to handle the situation. Depending on the seriousness of the conflict, possible actions include:
 - Disclosure: A supplemental disclosure form shall be filed by the affected Director, who may then continue to participate and vote as usual.
 - Recusal: The Director shall disclose the conflict and withdraw from the meeting while the item is under discussion or voted on.
 - Resignation: The Director shall resign from the Board.

5. Board Committees & Task Forces (as of 12 03 10)

Date of First Reading: December 14, 2010

Date Affirmed:

Date Adopted:

Suggested Date of Review:

The Board may establish Committees to help it carry out its responsibilities. At the Board's direction, Committees may operate as standing (committees) or time-limited (task forces) bodies. Unless otherwise stated, a Committee will cease to exist as soon as its task is completed.

- The Board, as a whole, will clearly direct Committees by outlining specific written objectives, restrictions, and a time frame for completing their work.
- Initially, the Board shall establish the following Committees:
 - A standing Governance Committee responsible for assisting the Board to be the best and most productive Board possible. Its duties include
 - Maintaining accurate job descriptions for the Board,
 - Leading the annual training session for new Directors,
 - Facilitating an annual review of the Board Covenant,
 - Organizing the Board's annual evaluation of itself, and
 - Other appropriate process monitoring and improvement.
 - A standing Financial Liaison Committee that maintains close contact with the financial arm of the Ministry Team to assure that the Board performs its duty to provide financial oversight. Its duties include assuring that Directors are well informed of the Church's financial status and of the processes in place to protect the Church's property.
 - A Benevolence Fund Committee *****???** – of the board or of the Ministry Team
- Board Committees may not speak or act for the Board except when formally given such authority by Board action for specific and time-limited purposes.

6. Board Monitoring (as of 12 03 10)

Date of First Reading: December 14, 2010

Date Affirmed:

Date Adopted:

Suggested Date of Review:

The staff, ministry teams, committees, and Board shall engage in a continual process of monitoring and evaluation. The purposes to be accomplished through monitoring and evaluation are to foster excellence in ministry work by encouraging open communication and regular feedback among all whose work contributes to achieving the Church's

mission, to help the Church to focus on its goals as adopted by the board, and to ensure that all Church leaders adhere closely to Board policies.

- The Chief of Staff (a.k.a. Ministry Team Leader) shall be responsible for regular written reports from the Ministry Team to the Board. Reports shall focus on progress on priorities, set by the Board through the Annual Vision of Ministry, and on compliance with Board policy.
- Financial reports shall show overall financial performance compared to budget and highlight significant financial or operational issues. Financial statements shall be filed and made available to any Congregation member wishing to examine them.
- The Board shall call upon the Ministry Team on a planned basis throughout the year to report more fully on the Church's work in a given area, and to contribute, expertise, information, and leadership. The purpose of these reports is to support the Board's learning and reflection on major areas of the Church's mission, such as worship, religious education, social justice, membership development, community outreach, and stewardship of Congregational property and wealth.
- From time to time, the Board may inquire into specific questions of policy compliance, organizational concerns, or other serious issues by appointing a committee or outside consultant to assess some aspect of Church program or organizational functioning.

7. Board-Ministry Team Relationship (as of 12 03 10)

Date of First Reading: December 14, 2010

Date Affirmed:

Date Adopted:

Suggested Date of Review:

The relationship between the Board of Directors, which sets policy, and the Ministry Team, which determine means and manages Church operations, is defined here. The Board's official connection to the Ministry Team, its achievements is through the Ministry Team Leader (Chief of Staff).

- Only decisions of the Board acting as a body are binding on the Ministry Team Leader.
- All Board authority delegated to the Ministry Team is delegated through the Ministry Team Leader so all the authority and accountability of the Ministry Team, as far as the Board is concerned, is considered to be the authority and accountability of the Ministry Team Leader.
- The Board will instruct the Ministry Team Leader through written policies allowing the Ministry Team Leader to use any reasonable interpretation of these policies.
- At least annually, the Board shall evaluate the Ministry Team Leader's performance and the Ministry Team Leader shall evaluate the Board's performance. The

performance evaluation of all other members of the Ministry Team shall be conducted by the Ministry Team Leader or a supervisor designated by the Ministry Team Leader. Note that there are more specifics in the Care for Staff policies and Personnel Manual.

- The Board is responsible for monitoring Ministry Team performance in a systematic and rigorous manner. Performance will be measured to determine the extent to which:
 - The Church's mission and Annual Vision of Ministry goals are being met.
 - The Ministry Team operates within the boundaries set by Board policies.

8. Discipline and Removal of Board Members (as of 10 05 10)

Date of First Reading: June 15, 2010

Date Affirmed: **This will require a change in the bylaws.**

Date Adopted:

Suggested Date of Review:

Any Board member who misses three or more meetings **annually**, for which appropriate prior notice is not given to the Chairperson, may be removed from the Board upon a vote of a majority of those members of the Board present at a meeting of the Board of Directors.

POLICIES ON DISCERNMENT

II. DISCERNMENT

A. Mission¹

1. Mission (as of 10 29 10)

Date of First Reading: November 9, 2010

Date Affirmed:

Date Adopted:

Suggested Date of Review:

The Board of Directors, Ministry Team, and Congregation shall periodically consider the Mission of the Church. The Board of Directors shall finalize the Mission and publish it to guide the actions of all Church leadership.

B. Vision

1. Vision (as of 10 29 10)

Date of First Reading: November 9, 2010

Date Affirmed:

Date Adopted:

Suggested Date of Review:

The Board of Directors, Ministry Team, and Congregation shall periodically consider the Vision of the Church. The Board of Directors shall develop the Vision and publish it to guide the actions of all Church leadership.

C. Core Values

1. Core Values (as of 10 29 10)

Date of First Reading: November 9, 2010

Date Affirmed:

Date Adopted:

¹ Reason “statement” not added after mission – Mission: The Church’s mission is the good that the congregation means to do, whom it hopes to benefit, and how. It answers the question, “Whose lives do we intend to change and in what way?” Mission Statement: The Mission Statement is a statement of the Church’s mission, but does not necessarily encapsulate all aspects of the Church’s mission.

Suggested Date of Review:

The Board of Directors, Ministry Team, and Congregation shall periodically consider the Core Values of the Church. The Board of Directors shall determine the Core Values and publish them to guide the actions of all Church leadership.

POLICIES ON STRATEGY

COMMUNITY CHURCH OF CHAPEL HILL UNITARIAN UNIVERSALIST (GOVERNANCE TASK FORCE WORK IN PROGRESS)

III. STRATEGY

A. Strategic Plan

1. Strategic Plan (as of 10 29 10)

Date of First Reading: November 9, 2010

Date Affirmed:

Date Adopted:

Suggested Date of Review:

The Board and Ministry Team shall develop a Strategic Plan that encompasses program development, membership development, a comprehensive financial plan, and a staffing plan and publish it to guide the actions of all church leadership.

B. Vision of Ministry

1. Vision of Ministry (as of 12 03 10)

Date of First Reading: November 9, 2010

Date Affirmed:

Date Adopted:

Suggested Date of Review:

The Board and Ministry Team shall annually review, **and** revise, **and publicize** a list of goals consistent with the Strategic Plan to be met within the next 3-5 years. These goals will be in the areas of program development, membership development, capital budget and operating budget.

2. Annual Vision of Ministry (as of 12 03 10)

Date of First Reading: November 9, 2010

Date Affirmed:

Date Adopted:

Suggested Date of Review:

From the Vision of Ministry, the Board and Ministry Team shall annually develop and publicize a short list of priorities for the following year. ~~from the Vision of Ministry.~~ The **Ministry Team** will translate the short list of priorities into goals and objectives for the year.

POLICIES ON MANAGEMENT
COMMUNITY CHURCH OF CHAPEL HILL UNITARIAN UNIVERSALIST
(GOVERNANCE TASK FORCE WORK IN PROGRESS)

IV. MANAGEMENT

A. Delegation to Staff

5. Fundraising (as of 10 29 10)

Date of First Reading: November 9, 2010

Date Affirmed:

Date Adopted:

Suggested Date of Review:

The Chief of Staff has the responsibility and authority to approve fundraising requests from ministry teams that are in line with the vision, mission, and strategy of the church. A percentage of funds raised must be apportioned to the operating funds of the church to cover overhead expenses including staff time, utilities, and maintenance on the buildings and campus.

6. Raising of Funds Restricted to the Board of Directors (as of 12 03 10)

Date of First Reading: December 14, 2010

Date Affirmed:

Date Adopted:

Suggested Date of Review:

The Board of Directors retains the authority and is responsible for the raising of funds that

- Are critical to the mission the church
- Involve the entire congregation
- Involve many components of church ministry and governance
- Are on-going

Such fundraising endeavors include, but are not limited to, Share the Plate, Stewardship, and Capital Campaigns.

C. Powers Reserved to the BOD

2. Minister's Salary (as of 12 03 10)

Date of First Reading: December 14, 2010

Date Affirmed:

Date Adopted:

Suggested Date of Review:

Only the Board of Directors may approve the minister's contract, including all compensation.

3. Budget (as of 10 29 10)

Date of First Reading: April 13, 2010

Date Affirmed: May 11, 2010

Date Adopted:

Suggested Date of Review:

The Chief of Staff submits a church budget for approval by the Board of Directors. The Board of Directors will approve the annual church budget prior to the beginning of each fiscal year. The Chief of Staff will present quarterly financial reports to the board. At this time, the board may adjust the budget. If a deficit is projected, the Chief of Staff will present a revised budget with recommendations for balancing the budget.

5. Restricted Gifts (as of 12 03 10)

Date of First Reading: April 13, 2010

Date Affirmed: May 11, 2010

Date Adopted:

Suggested Date of Review:

Monetary gifts may be made to any existing voluntarily restricted fund. **The Board of Directors may reject such gifts if it is determined the funds are from sources not in keeping with the mission of the church.**

6. Donations of Real Estate and Personal Property (as of 12 03 10)

Date of First Reading: November 9, 2010

Date Affirmed:

Date Adopted:

Suggested Date of Review:

Only the Board of Directors **and the Endowment Fund** may accept donations of real estate and personal property.

D. Care for Resources

5. Voluntarily Restricted Funds (as of 12 03 10)

Date of First Reading: June 15, 2010

Date Affirmed:

Date Adopted:

Suggested Date of Review:

The Board of Directors creates voluntarily restricted funds for capital improvement projects, programmatic and outreach projects, and for other purposes in keeping with the mission of the church. Voluntarily restricted funds are held separately from operating monies and reserve funds. ~~Any fund that has been Inactive without an updated report for a period of two (2) years~~ funds will be closed and the funds will revert to the reserve fund. **[Specify steps to be taken in Procedures Manual.]**

POLICIES ON OVERSIGHT

COMMUNITY CHURCH OF CHAPEL HILL UNITARIAN UNIVERSALIST (GOVERNANCE TASK FORCE WORK IN PROGRESS)

V. OVERSIGHT

A. Monitoring

1. Board Monitoring Role (as of 12 09 10)

Date of First Reading: December 14, 2010

Date Affirmed:

Date Adopted:

Suggested Date of Review:

The Board of Directors is responsible for ensuring that the staff, ministry teams, committees, and the Board itself engage in a continual process of monitoring and evaluation. The purposes to be accomplished through monitoring and evaluation are to:

- Foster excellence in ministry work by encouraging open communication and regular feedback among all whose work contributes to achieving the church's mission,
- Help the Church to focus on its goals as adopted by the Board, and
- Ensure that all church leaders adhere closely to board policy.

2. Chief of Staff Monitoring Role (as of 12 09 10)

Date of First Reading: December 14, 2010

Date Affirmed:

Date Adopted:

Suggested Date of Review:

The Chief of Staff shall be responsible for regular written reports from the staff to the board. Reports shall focus on progress on priorities, as set forth in the Annual Vision of Ministry, and on compliance with board policy.

- Financial reports shall show overall financial performance compared to budget and highlight significant financial or operational issues. Financial statements shall be made available to any congregation member who wishes to examine them.
- The Board may request detailed reports on the church's work in a given area.

- From time to time, the Board may inquire into specific questions of policy compliance, organizational concerns, or other issues by appointing a committee or outside consultant to assess some aspect of church program or organizational functioning.
- The Board is responsible for ensuring that an annual audit is conducted of the church's financial records and a written report issued. If it is not possible to engage a qualified, outside professional for the audit, the auditor/s shall not be church staff or church members with financial roles.

B. Evaluation

1. Program Evaluation (as of 12 09 10)

Date of First Reading: December 14, 2010

Date Affirmed:

Date Adopted:

Suggested Date of Review:

As part of discerning the Annual Vision of Ministry, the Board and Chief of Staff shall review progress on the prior year's Annual Vision of Ministry and related goals.

2. Board and Chief of Staff Evaluation (as of 12 09 10)

Date of First Reading: December 14, 2010

Date Affirmed:

Date Adopted:

Suggested Date of Review:

At least once a year, Board members and the Chief of Staff shall evaluate their own and one another's contributions to the church's mission.

3. Staff Evaluations (as of 12 09 10)

Date of First Reading: December 14, 2010

Date Affirmed:

Date Adopted:

Suggested Date of Review:

The Chief of Staff shall be responsible for creating and carrying out an annual cycle of evaluation of staff as per Section IV of these policies. (Management, E. Care of Staff, 3. Evaluation of Staff)

4. Senior Minister Performance Review (as of 12 09 10)

Date of First Reading: December 14, 2010

Date Affirmed:

Date Adopted:

Suggested Date of Review:

Newly called Senior Ministers shall be reviewed annually for the first two years of their ministry at the Church. Thereon, the Senior Minister shall be reviewed triennially.

The goals of the performance reviews are to:

- Call the congregation's attention to the mutual, relational nature of ministry and the respective responsibilities of all who contribute to its success;
- Support the Senior Minister to remain motivated, creative and flexible; and
- Equip the Senior Minister and Board to correct any problems and maintain an effective partnership in the future.

The Board and Senior Minister shall begin the process by mutually setting criteria for the first review to be performed. The criteria may include items such as mission, covenant with congregation, letter of call, annual vision of ministry goals (for years to be included in the review), strategic goals which may be appropriate, areas identified as needing strengthening per previous review, and goals which the Senior Minister shall set for him/her self.

The Board or its designee and the Senior Minister shall, at minimum, have a conversation about performance at the end of the first and second years. Toward the end of the third year, the Board and Senior Minister together shall appoint a review task force of three (3) persons held in high esteem and mutually acceptable to the Board and Senior Minister.

The task force and the Senior Minister shall mutually agree upon a set of questions, based on criteria set the previous year and any other items about which both agree.

The task force shall facilitate a review of the Senior Minister's performance, gathering data from the congregation and other sources, and producing a written report. The Board shall share the report, together with a written response from the Senior Minister, with the congregation.

Welcome New Board Members

****Full orientation will be scheduled with Cecilia Warshaw. Our annual Board Retreat will be the evening of January 28 and during the day January 29.*

Jim Siplon

Eleanor Armstrong

Karen Abbotts

Kari Andrade, incoming vice chair.

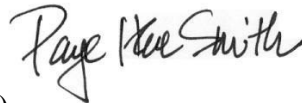
Church Council Minutes

****Please read to keep abreast of council discussions. As of 12/11, I did not receive the minutes.*

Board Member At Large

****Each year, the board elects a Board Member At Large, on the recommendation of the incoming Board Chair.*

To: Board of Directors 2011 and 2012



FROM: Paige Hall Smith, incoming Board Chair (2011)

RE: Member at Large

Each year the Board of Directors elects from among the Board of Directors a Member-at-Large for the Executive Committee. This person, along with the Chair, Vice-Chair, and Member-at-Large is an officer of the Community Church of Chapel Hill Unitarian Universalist.

This person represents the Board on the Executive Committee and takes minutes that are included in the monthly Board agenda. For the last two years Barbara Chapman has held this position. Barbara has done a truly remarkable job in this position and we will miss her very much.

I have asked Steve Marshall to serve in this role for 2011-12, and gladly, he has accepted. Steve has been an active and respected member of the Board for two years. He continues to be active with the Religious Education Program and also helps to ensure that we all can hear the beautiful sound that others create. I feel confident that he will serve the Board well in this role.

With your consent, I invite you to join me in welcoming Steve as our new Board Member-at-large.

Second Reading of Policies

****These policies are for our affirmation. Please refer to section on Board Learning.*

Endowment Committee Update

****The endowment committee will have some resolutions/by law changes to recommend for vote at our May annual congregational meeting. In the meantime, we need to electronically hold a vote for Mary Hulett to serve a full ____year term. This needs to go out in January, as we agreed on at the annual meeting.*

The committee meets quarterly: March 11, 2011, June 10, 2011, September 9, 2011, and December 9, 2011. Kari Andrade is the current chair of the endowment committee.

Vision Process Overview

***Thoughts from Paige.*

Immediate Plans for Stewardship Follow-up

****Phone bank plans to gather more pledges and update membership status. Marion will be sending some RE people to help with this. We would like any Board members who can give some time to help with this. What better time to reach out than after a rousing Grinch reading by Scott!*

For phone bank calls on Thursday, December 16

Something like this for the Board agenda:

“There is still work to be done to get pledges for the 2011 short fiscal year and to reaffirm some memberships. The Stewardship Committee is organizing a phone bank immediately following the “Grinch” dinner and reading at about 7:30 on Thursday 12/16. We will be trying to reach as many as 130 families who are on the rolls as members, but who have not yet pledged. There are some 70 who did not pledge in 2010. The remaining 60 pledged in 2010. Phoning scripts for each group will be available, including a message to leave for voice mail. We need volunteers from the Board to make this event successful. All you need to bring is your cell phone.”

Bill

Plans For Payback of Fair Share Dues

****The Board pledged to discuss a plan for paying back our Fair Share Dues to the Unitarian Universalist Association and Thomas Jefferson District. This amounts to a little over \$14,000 and was taken out of the budget so we could pass a balanced 6-month budget.*

Required Reading

****In preparation of the Board Retreat in January, a gift from Paige.*

Minister's Report to the Board**December 14, 2010**

I was very happy about the congregational meeting this past month at which the budget was approved. George's steady leadership, and Paige's powerpoint presentation made for a very smooth, well thought out meeting. It could have been a very difficult meeting but the congregation showed up, both in numbers, and with good questions. They also seemed to understand and accept the issues we face. I continue to be confident we will end up with sufficient pledge income to pay our UUA and TJ dues and to reinstate them in the budget. Tifani, Andrea and I are spending endless hours in our individual capacities, and as a group, culling the lists of members and friends preparing an annotated call list for the stewardship phone bank on the 16th.

Staff - at Staff meetings we continue to work on clarifying issues around the definition and meaning of membership in the church (a complex conversation) with an aim of submitting a proposal to the Board. This may involve a by-laws change.

Nato, members of Justice United and I are in the beginning stages of planning house meetings to do discernment work with members of the congregation around the question of what specific issues we, as a congregation, might engage in to fulfill the third part of our mission statement. Nato and I are also having discussions about how to structure an expanded faith in action/social justice (name not yet decided upon) program at our congregation that will allow people to live out various "callings." I know this sounds vague, but these things take much noodling before they can be rolled out. Now that we have a basic idea of a direction we also need to get feedback before presenting it to the Board.

Marion and I are having ongoing discussions about our visions for spiritual growth of the multi-generational community, the first part of our mission statement, which tends to overlap of course with the second part. We're tossing around various ideas for the next church year in regard to both worship themes, and class themes and how to structure those. We are working toward a more visible and comprehensive plan which will allow members to continually deepen and expand their UU identity.

And of course the "usual" work continues: leading groups, making pastoral visits, sermon writing, committee meetings, staff supervision, minister's meetings locally and in the larger district, work for the UU Funding Panel, and...more.

Faithfully,

Maj-Britt

Community Church of Chapel Hill – Executive Committee Meeting

Date: December 8, 2010 @ 7:00 p.m.

Present: George Thompson, Paige Hall Smith, Erich Leith, Barb Chapman,
Scott Provan, Maj-Britt Johnson

Board Learning

Governance Task Force – (1) Thirteen policies from last month’s meeting for consent agenda as there were no significant changes in the policies, (2) first reading of policies on seven policies on Governance, two policies on Management, and six policies on Oversight. Need 45 minutes.

Consent agenda

- Policies presented by GTF at November BOD meeting.

Reports

The Nominating Committee has prepared a report with recommendations regarding changes in how we conduct the nomination and election process for the BOD. A recommendation was made that that the report be discussed by the BOD. There may be some differences of opinion regarding the recommendations of the Nominating Committee. One concern that has been voiced is: If the Nominating Committee presents the congregation with a slate of only one nominee per vacancy on the BOD, then in reality the Nominating Committee is selecting the BOD, the body that appoints the Nominating Committee. If the BOD appoints the NC and the NC chooses the BOD members, is this inbreeding? Clearly the Committee’s thoughtful work requires further discussion by the BOD.

Action Items – New Business

- Endowment Committee Issues
 - In order to be informed, the BOD needs minutes from Endowment Committee meetings; this was specified when the Endowment Committee was chartered. Scott is meeting with the committee this week and will request minutes be submitted to the BOD after each Endowment Committee meeting.
 - In January the congregation will vote electronically on Mary Hulett’s appointment to a first full term on the Endowment Committee. The BOD needs to decide on how this vote will be done.
 - At the Congregational Meeting the Endowment Committee proposed a bylaw amendment. Any changes to bylaws are supposed to be vetted by the BOD before they go to the congregation. Should a policy on this be added to the GTF’s work? Barb said the GTF is keeping track of policy changes or new policies that will

- require changes in the bylaws.
- Immediate Plans for Stewardship Follow-up/UUA TJD dues
 - On December 16, right after the Grinch, Stewardship will be calling members who have not pledged this year. They will first deal with the 60 who have not responded this year and others after Christmas. More than one conversation is needed with those who have not pledged for more than two years.
 - Marion and RE folks are willing to work with the Stewardship phone bank. The fact that some people are not pledging was talked about at RE.
 - Staff will handle getting names to the phone bank; they have gone over lists of those pledging or not and know the congregation. Staff will annotate the list.
 - Those contacting folks who have not pledged will be sensitive, and privacy will be respected. This may pose an opportunity for outreach by the Caring Committee.
 - It is important to educate the congregation about the expenses of running the church, e.g., \$140+ UUA dues per member per year.
 - The first half of the year's UUA/TJD dues have been paid already, so we do not need to pay more dues until June 20.
 - **Budget – additional funds from stewardship will go for dues, remainder will go to reserves. Paige will so move.**
 - UUA/TJD dues could be shown in the budget as a \$15,000 and be paid off as pledges come in.
- Bylaws – There seem to be some inconsistencies in our bylaws with regard to positions on the BOD, e.g., Board Member at Large, treasurer, assistant treasurer, and secretary. The recording secretary is not in the bylaws and is an ad hoc position. The BOD does need to vote on the Board Member at Large – Steve Marshall has agreed to be the BMAL for 2011.
- Paige requested that the BOD spend time reflecting on how it will go about visioning. She will pass out the book *Serving with Grace*.
- Erich – Annual Report – do we want one? Someone needs to begin soliciting reports from committees and group. Someone needs to take it over as Erich will no longer be on the BOD.

Other

- Minutes from the Congregational Meeting – George did the minutes and asked Erich to edit them. Paige sent additional notes to incorporate into those minutes. Lawrence has offered to format minutes. Erich will contact Lawrence. The minutes will be done by the January BOD meeting.
- Scott will find out if the Endowment Committee has separate bylaws and whole congregation has to vote on changes to those bylaws.
- **GTF Notes – (1) need bylaw change for consistency re officers of the BOD, including secretary and treasurer, (2) need policy [or procedures?] for how changes to bylaws are brought on congregation, as in going first through the BOD.**

Nominating Committee Report

****Report from Nominating Committee following our December 5 Annual Meeting. The Executive Committee has tasked the nominating committee to explore how other congregations deal with nominations and voting to ensure our democratic principles. They will report back to the Board for our March 2011 meeting.*

The four Members of the 2010 Nominating Committee were:

- Laura Gilliom (final year)
- Cathy Cole (final year)
- Liz Bryan
- Ruth Gibson

We first met in August 2010 with the mission to nominate three Board Members plus a Vice Chair. We were able to recruit and nominate three candidates for the Board and one candidate for Vice Chair. After making the request as detailed in the bylaws, we received no additional nominations from the church Membership.

- Nominations for Board Member were: Jim Siplon, Eleanor Armstrong, and Karen Abbots.
- Nominee for Vice Chair was: Kari Andrade.

The election was held as described in the bylaws and all were elected. With Board approval, the election was held electronically for the first time.

HOW WE FUFILLED OUR CHARGE FROM THE BOARD:

This year it was very difficult to find people willing to run for the board apart from those who self-nominated. Despite a great deal of effort through phone calls and publicizing the need for candidates through the Newsletter, Bulletin, Meet the Board sessions, and a Within-these-Walls; we were only able to find three candidates for at-large members rather than the six required by the bylaws (although typically only five at-large candidates are recruited). Several people initially agreed to run but had to withdraw because of personal circumstances. All of the remaining candidates including the Vice Chair were essentially self-nominated and expressed a strong desire to serve the Church. The Board approved the slate despite the smaller numbers.

OBSERVATIONS

The main reasons that people expressed for not wanting to run were 1) the time commitment and 2) not wanting to commit to serving on the Board while running the risk of losing the election.

Because of the latter reason we are recommending a change in the nominating process as described below under Recommendations.

In an effort to save time and money and to increase participation (and based on the recommendation from 2009), the Nominating Committee conducted the election electronically via Survey Monkey this year. The most difficult part of that was collecting email addresses for every voting member that had one, but we were largely successful in doing that with help from Tifani Hencke. We had a 48% return rate on electronic ballots (159 out of 331), versus a 15% rate for paper ballots (9 out of 60). Last year about 1/3 of members voted, all with paper ballots.

RECOMMENDATIONS

- Our primary recommendation this year is a change to the by-laws:

The Nominating Committee proposes that the bylaws regarding the election be changed so that *the number of at-large candidates is equal to (instead of twice) the number of vacancies on the Board*, and that *two additional candidates be nominated as alternates* in the event that someone cannot fill their term. In essence, the Nominating Committee would recruit/identify a slate of candidates that would then be approved by the Board and the congregation, rather than electing a subset of the candidates.

The reasons for this recommendation are as follows. First, we have heard directly and indirectly from church members that it is quite discouraging and hurtful to make a commitment of time and energy to serve on the board, and then not to be elected. In addition to hurt feelings and resentment, this has caused some very capable individuals to be unwilling to run, or if they run and lose, to be unwilling to run again in the future. This is a shame, particularly when it is already difficult to find people willing to make such a commitment. Second, the process as it stands is not a true democratic election but more of a measure of popularity or name recognition. Candidates do not run on platforms but on a brief bio and picture. As the church grows in size, we no longer know everyone and tend to vote for those we do know, leaving out people who may be talented but lesser known. Finally, many other UU churches follow a process of approving rather than electing Board candidates so there is certainly a precedent.

- We also recommend that the election (or congregational approval process) be conducted electronically again. Now that the initial work of collecting emails is done, it should be fairly simple to conduct electronic votes in the future.
- If possible, we recommend that the number of Nominating Committee members be increased from four to six, to increase the pool of church members who are known by committee members. The committee members would ideally be chosen with an eye to demographics and church involvement, so that (for example) there is at least one member who knows RE families, one member involved in music, one who is or has been involved in governance, etc.

Background

1. The October Executive Committee made the following proposal to the Board at the October meeting.

Proposal: That a permanent Book Fund be established for the purposes of buying hymnals and related materials through proceeds from selling commemorative bookplates to be inserted into the hymnals. The Music Committee will determine the price of each bookplate commensurate to satisfying the cost of making each hymnal available to the congregation. Disbursement of moneys in the Book Fund shall be at the discretion of the Music Director, in consultation with the Music Committee.

2. The October minutes do not mention this proposal because, due to the constraints of time, the proposal was not discussed.

3. From the November Agenda: no mention – not listed. Board concentrated on governance and budgetary issues.

The Music Committee met on November 29 and simplified and edited the text of the proposal and would very much like this to be considered at the December Board meeting. *I believe that this kind of proposal should indeed come from the group who will be doing the work, not from the Executive. This direction is in accord with the kind of governance we are working on.*

Proposal

That a permanent Hymnal Fund be established for the purpose of buying hymnals and related materials through the proceeds of approved fundraisers. Disbursement of moneys from the Hymnal Fund shall be at the discretion of the Music Director in consultation with the Music Committee.

The Music Committee would like the Board to know that there should be no need for a renewed request for a specific fundraiser, and that the gala should cover most of what is needed for the hymnals. They would still like to have a table where people could purchase the book plates for a few weeks, probably in January.

SHARE THE PLATE ANNUAL REPORT TO THE CONGREGATION

December 5, 2010

In 2008, the Board of Directors decided to try a new way of funding Outreach, with 4 Share the Plate collections. The congregation's generous response inspired the Board and Church Council to expand this experiment in generosity to 24 to 26 such Sundays during 2009. Prior to this time, two committees within the church have been major vehicles for channeling that concern: The Charles M. Jones the Peace and Justice Committee and the Social Concerns Committee, now known as the Community Services Ministry.

The Share the Plate Steering Committee was established to guide the process. The original members (Kathy Putnam, Joan Garnett, John Leopold, Frankie Price-Stern, Susan Spalt) developed process and procedures for Share the Plate, including Guidelines, Charter, and a nominating process. This year the STPSC continued work on an assessment tool to help us analyze requests and worked to keep the website up-to date. Every Newsletter contains a Share the Plate article as well.

During the first year of STP nearly \$35,000.00 was raised. It is a tribute to the generosity and commitment of our congregation that, as of December 1, 2010, **\$34,870** has been raised.

In both 2009 and 2010 funds were given to:

- 16 organizations which provide direct assistance to people in Orange or Chatham County,
- 10 groups which work for social justice,
- 2 UU organizations
- 3 organizations related to our youth

These organizations include several who are guaranteed funds by previous board decisions: IFC (which requires 2 Sundays to meet the commitment), Habitat for Humanity and Justice United.

Share the Plate enables us—the congregation of the church--to live up to our name and to our mission: We are the **Community** Church Unitarian Universalist and we care about our community and our world. Share the Plate has changed how the church approaches outreach. Our outreach giving has increased and the committees involved have begun to work together in new and effective ways. The congregation has had the opportunity to learn about recipients. Outreach giving has become more integrated into the life of the church.

While these are difficult economic times for our church, it is important to remember that they are even more difficult for the organizations supported by our Share the Plate collections. The STPSC will be working with the Board of Directors to make sure that Share the Plate becomes a permanent part of our church life.

STPSC Members: Susan Spalt, John Leopold, Gayle Ruedi, Jill Baker, David Klibanow and Mariana Fiorentino