

Minutes of UUFSD Board Retreat
Sunday, August 21, 2016, 12:00 pm – 5:00 pm
Tuller Residence

Board Members present:

Alisa Guralnick, *President*
Mark Tuller, *Vice President*
Heather Stroud, *Secretary*
Rich Franzwa
Bob Quick
Clint Stoddard

Also present:

Rev. Meghan Cefalu, *ex officio*
Glen Bowden, *Treasurer*

Absent:

Alison Schlick

Alisa convened the meeting at 12:28 pm, Rev. Meghan read opening words, the chalice was lit, and members checked-in.

NEW ACTION ITEMS

-A meeting with the Board and committee chairs will be scheduled this fall to identify opportunities to work together.

-Board member committee liaisons to communicate to their committees that the Board is there to support them but chairs have authority to make decisions affecting their own committee without Board input.

-Alisa to send out SignUp Genius for Sunday morning Board table sign up and for Board meeting hosting (host to provide opening words and snack).

-Board members are encouraged to sign up to usher on Sunday mornings and should contact volunteer coordinator Alana Schuler.

-On future Board meeting agendas, “discussion items” will be changed into “thoughtful discussion” to allow time to discuss policy issues.

-The first policy discussion at the September meeting will be on the Communications Committee issues (needs a mission, leadership is changing, most of budget goes to website maintenance). Mark, Rev. Meghan, Tiffany Fox, and Irv Himelblau will meet before then to discuss the issues.

-Alisa and Rich to fill out one-year interim minister review by end of week. **[DONE, with input from other Board members]**

-Alisa to check with Christie Turner about expanding the nominating committee beyond Board positions to other committee leadership positions.

-Board members to take a look at UUA leadership development materials provided by Alisa.

-Rev. Meghan to reach out to other ministers to find out best practices for absentee voting.

-Rev. Meghan to write newsletter entry reminding everyone about the pet policy and letting them know that pets will be allowed at the animal blessing service in October.

-Bob to let Alana Schuler know that the pet policy indicates that ushers should remind anyone bringing a pet to the service about the pet policy.

-Alisa to get more information from Tracey about Smart Recovery use of Fellowship Hall on Tuesdays to see if the time/space conflict with the desired social justice Black Lives Matter meeting can be worked out. [DONE - Tracey will be communicating with SmartRecovery to ask them to find another location for Tuesday; will retain their Monday slot; both evenings sponsored by Ashley Phillips according to policy; some possible alternatives identified.]

-Alisa with assistance from Rev. Meghan to draft response to Steve Bartram regarding his request for Board to assist with December Gun Violence Vigil. Steve can work with Rev. Meghan and Adrienne to identify his needs for this event. [DONE]

OLD ACTION ITEMS

-Rev. Meghan's contract. **Alisa and Meghan** to complete. [DONE]

-Contribute button on website. **Someone** needs to take this on as a project and push this to completion. We are discouraging contributions that could be ours. [DONE, by Alison Schlick]

DECISION ITEMS

Election of Secretary and Treasurer. After discussion, the Board adopted the following resolution:

RESOLUTION NAMING SECRETARY AND TREASURER:

The Board of Directors upon motion made and duly seconded unanimously adopted the following resolution, August 21, 2016:

WHEREAS, Heather Stroud accepted the leadership position of Secretary; and

WHEREAS, Glen Bowden accepted to continue in his leadership position as Treasurer; and

NOW THEREFORE BE IT:

RESOLVED, Heather Stroud is elected as Secretary.

RESOLVED, Glen Bowden is elected as Treasurer.

RETREAT ACTIVITIES, DISCUSSION ITEMS, AND INFORMATION ITEMS

Getting to know each other. Each retreat participant gave a brief description of their religious background and beliefs and what brought them to UUFSD.

Governance presentation. Mark Tuller gave a presentation on congregational governance. The congregational structure could be viewed as two overlapping mountains: governance and ministry.

The Board is at the top of the governance mountain and should focus on policy issues. The Minister is at the top of the ministry mountain and assists the staff, committees, and other volunteers in executing the policies of the congregation. See attachment.

Personal expectations for Board members. Alisa led the discussion and the group confirmed that the Board covenant does not need updating. In general terms, the purpose of the Board is to serve the UUFSD mission, vision, and covenant. Meetings will continue to be held monthly on the third Tuesday of the month in Rev. Meghan’s office, except the January meeting will be on January 10 and the June meeting will be on June 6 to accommodate the congregational meetings on January 15 and June 11. Both congregational meetings will be held in between services at 10:15.

Committee assignments for 2016-17 (* indicates change from prior year):

Buildings and Grounds	Rich Franzwa
Capital Campaign	Bob Quick
Transition Team (was Comte. on Ministry)	Rev. Meghan
Communications	Mark Tuller
Concerts	Rich Franzwa
Design Review	Clint Stoddard
Dream Builders	Clint Stoddard
Environmental Justice/Sustainability	Alison Schlick
Finance	Mark Tuller
-Endowment Fund	Mark Tuller
-Pledge Team	Glen Bowden
-Team Generosity	Bob Quick
Library	*Heather Stroud
Memorial Walkway	Clint Stoddard
Member Engagement/Connections	Adrienne McCord
-Hospitality/Food/ Luncheons	*Heather Stroud and Alisa Guralnick
-Fun and Fellowship	Alison Schlick
Nominating	Alisa Guralnick
Pastoral Care	Rev. Meghan
Personnel	*Heather Stroud
Policy	Mark Tuller
Religious Education	Alison Crotty-staff Alison Schlick-Board
Search Committee	*Alisa Guralnick
Social Justice and Action	*Heather Stroud
-Casas de Luz	Rev. Meghan & Mark Tuller
Worship	Rev. Meghan & Rich Franzwa

Priorities for the Year.

- (1) Leadership Development. Rev. Meghan would like to have a conversation with the Board about Adrienne’s desired role. When she was hired it was anticipated that she would be focusing on engaging new members and energizing existing members to volunteer. Ideas discussed included sending people to UU leadership school, putting term limits on committee chairs to encourage others to step up, maintain a chalk board with one-time volunteer opportunities, provide testimonials in the newsletter or beginning of services about why service is fun, have a volunteer appreciation service to go along with the opportunity fair in November, convene a leadership development committee.
- (2) Communications. See above regarding anticipated discussion at September Board meeting.
- (3) Growth of UUFSD, with a focus on excellence.

Issues for Direction.

- (1) **Absentee voting.** After Rev. Meghan checks with other ministers for best practices, the Board will consider whether to continue to pursue a change to the bylaws to allow for absentee voting in some form.
- (2) **Pets in audience.** There has been a resurgence of dogs in the audience at services. The pet policy should be enforced (see action items above).
- (3) **Smart Recovery on Tuesdays.** The Black Lives Matter subcommittee of the Social Justice Committee would like to use Fellowship Hall on Tuesday evenings for meetings, but Smart Recovery is currently using that space (see action items above).
- (4) **December Gun Violence Vigil.** Steve Bartram has requested that the Board assist in leading the Gun Violence Vigil. The Board supports this event and will provide support in funding and a statement of support to assist in promoting it but leading it would be outside the Board’s purview (see action items above).

Partnerships outside the Fellowship.

-Sandy Hill. Mark was part of a meeting along with John Drummond to present a 15-year lease extension with rent increases. There has been a lot of Sandy Hill Board President turnover, so John D. will request another meeting.

-Montessori School. No issues.

-City of Solana Beach. Clint had a meeting with our landscape architect. The city has requested a map of native vegetation. Simultaneously, the Fire Department has requested a 100-foot area cleared around the buildings, so there is a conflict to work out.

-Memory Care Facility. They decided not to expand so they do not have to widen the road.

-CRC. No issues.

The President declared the meeting adjourned at 5:00 pm. The next scheduled Board meeting is on Tuesday, September 20, from 7:00 to 9:00 pm at Rev. Meghan’s office.

Respectfully submitted,
Heather Stroud, *Secretary*

Attachments:

- Agenda for August 21, 2016 Board meeting
- Presentation on UUFSD Governance by Mark Tuller

UUFSD Board Retreat Agenda
August 21, 2016, 12:00 – 5:00 PM
Home of Mark Tuller, 1428 Lauren Court, Encinitas 92024

Alisa Guralnick, President
Mark Tuller, VP
Alison Schlick
Clint Stoddard
Glen Bowden, Treasurer
Rev. Meghan Cefalu
Rich Franzwa
Bob Quick
Heather Stroud, Secretary

Lunch provided by the Tullers (sandwiches, salad, ice tea, cookies, at least some vegetarian sandwich options) – grab some lunch and sit down!

12:00 sharp

1. Welcome, Review Agenda, Review the Goals for the Retreat: 12:10

- Get to know each other- welcome, Heather!
- Agree on a covenant for our work together
- Review and discuss what a board does, and how we should do it
- Look at the coming year and identify key events and goals
- Make a list of things we need to accomplish
- Consider assignments, roles, others we need to engage with
- Agree on operating procedures – where and when to meet monthly, etc.
- Define action items for next meeting

2. Chalice lighting and reading 12:15

Blessing: Rev. Meghan

UUFSD Covenant of Right Relations

As we walk this spiritual path together, we are mindful of our common need to love and be loved, to support and be supported, to listen and be heard, and to forgive and be forgiven. Therefore, we strive to build a religious community dedicated to communicating directly, respectfully, patiently and lovingly. We strive to be kind to each other and to establish a place of trust and safety. We welcome and respect differences of opinion. When conflict arises we seek clarity and listen more than we speak. Mindful of our own assumptions, we work to achieve reconciliation when we disagree. When the inevitable challenges come in our interactions we will stay in community and reaffirm the values that brought us together.

3. Getting to know each other –brief bio 12:30 – 1:00

There are 9 of us. Each of us should talk for about **5 minutes**, presenting their personal background and skillset, and, more importantly, their credo—what beliefs or experiences have made you a UU and what brought you to this Board and what you're either getting or not getting out of the Fellowship.

4. Governance (Mark Tuller presentation), followed by discussion **1:00 – 1:45**

- What is the role of the Board?
- What other positions have what roles in governance
- How are things today; how do we want them to be?

5. Personal expectations for Board members *(brief review)* **1:45 – 2:00**

- **Covenant**
 - Take responsibility seriously
 - Stay in right relation while working through disagreements or conflicts
 - Attend worship and Board meetings; share responsibility for the work
 - Serve as ambassador to the congregation
 - Speak with one voice once an agreement is made
 - Anything to add? *(This is our own covenant with each other)*
- **Schedule of meetings**
 - Third Tuesdays, 7-9pm, Meghan's office (September through June); January and June meeting scheduled earlier in month (prior to Congregational Meetings)- January 10th and June 6th, respectively
 - Doodle to sign up for snacks for board meetings *(Alisa)*
 - Two congregational meetings: **January 15th and June 11th**
 - To be held between services (more inclusive) at 10:15- will encourage brevity
 - January- elect Nominating Committee, mid-year update
 - June- elect Board and Officers, annual report, vote on budget *(second service will start at 11:30 this day only)*
- **Board Operations –agenda outline- any updates?**
 - Check-in
 - Opening words; Chalice Lighting
 - Items for celebration; tracking success
 - Review and approve minutes and agenda
 - Report on action items from last month
 - Decision Items [relatively short time for each]
 - Discussion Items [specified time for discussion of each]
 - Information Items [most of these should be in written reports and not take meeting time]
 - Monthly reports: RE, Admin, Dir. Of Connections, Rev. M
 - Staff are welcome to attend
 - Monthly reports, as needed, from Committees
 - Leftovers [second thoughts on things, items we forgot, etc.]
 - Review of action items/decisions
 - Items for next month's meeting
 - Who do we need to thank this month?
 - Process check and check out

- Adjourn

6. Committee Connections: Where most of the work gets done 2:00-2:45

Board members: Our goal is to be connected to the committee, to ensure you understand what they're doing, what their needs are, and help them solve problems or remove obstacles to help them accomplish their mission.

- Briefly discuss each Committee's purpose; grant each chairperson access to the committee's budget, empower to spend w/in budget, consequences of committing or spending beyond budget
- Designate / update Board Liaisons for each committee
- Membership/Engagement (with Director of Connections/ Adrienne McCord)
- Dream Builders / Capital Campaign Task Force
- RE
- Social Action
- Team Generosity (includes Pledge Drive)
- Worship
- Finance
- Endowment
- Policies & Procedures
- Buildings & Grounds
- Communications
- Concerts
- Design Review
- Environmental Justice
- Fun and Fellowship
- Hospitality/Food/Kitchen/Luncheons
- Library
- Memorial Walkway
- Nominating
- Pastoral Care
- Personnel
- **Settled Minister Search Committee**
 - Search Team is in place
 - Support will be needed from Board
 - Negotiating Team (Chris Butler-chair, Lisa Shaffer, Alisa + 1 **TBD**- any volunteers? Suggestions)
 - Most successful/ least successful committees (Jill B)
 - Congregational Record support (Nagdeep)
- Ushers
- Young Adults

<Short Break>

2:45-3:00

8. Priorities for the Year – 3 Main Areas of Focus

3:00-4:15

- Leadership Development

- Current needs: Team Generosity Chair; Personnel Committee members; ...
- Working with Adrienne to select group / list of interested individuals
- Serving With Grace class- others? Meghan?
- Support is available from PW UUA (handout)
- Changing the culture of service (Clint)
- Succession planning (board, committees)
- Communications
 - We need to communicate better and more broadly! Some ideas
 - Rotating personal messages in weekly newsletter- Meghan, Board President, Alison/RE, Committee Chairs, Search Committee...
 - New / updated/ more user friendly website
 - Testimonials (personal “why”) and Announcements of all kinds
 - In services
 - In newsletters
 - Via ‘open mike’ at Gathering Hour?
 - What other ideas? How, who, when, ...
- Growth of UUFSD: Focus on Excellence (Meghan)
 - Celebrating our successes: Two services, Adrienne / new member support
 - Team G / leadership void / no more mink coats! / no board micromanagement
 - Capital Campaign- more parking, bathrooms, Spirit Level grant
 - What we can do better (ideas?)
 - Getting more members! How? Who? What? When?
 - Outreach- Social Justice, Environmental Justice, GVP, ...
 - More adult programming? (Mark T)

9. Partnerships outside the Fellowship 4:15 – 4:45

- Sandy Hill, Montessori
- City of Solana Beach
- Neighbors
- CRC & other community groups

10. Feedback, next steps, “vibe check”, check out 4:45

11. Closing and ADJOURN 5:00

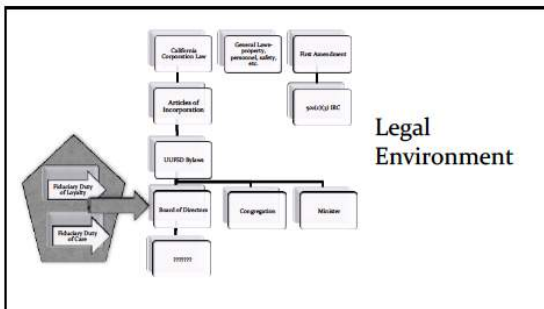
UUFSD Governance

Board of Directors

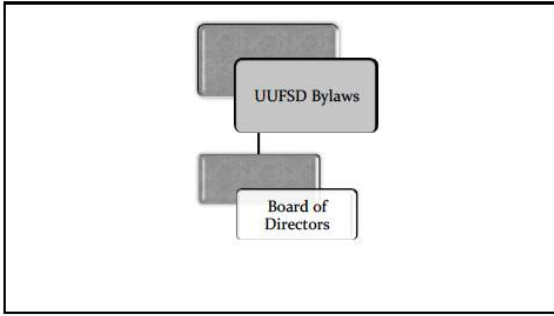
Board of Directors

- Legal Environment
- Practical Governance

Part One Legal Environment

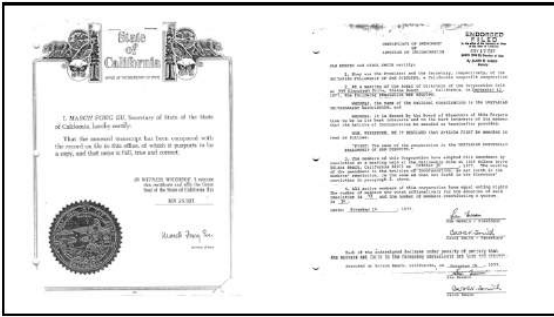
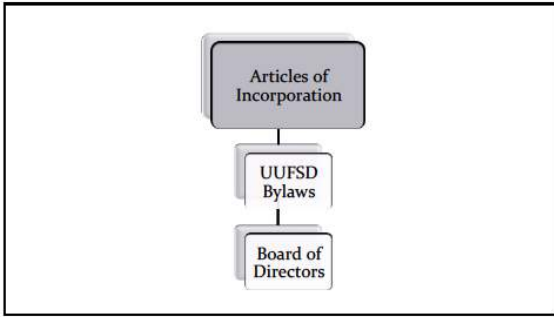


Board of Directors



UUFSFD Bylaws

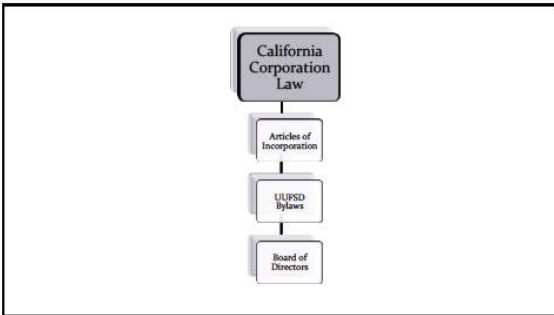
- “The Board of Directors of the Fellowship shall consist of seven Directors. The Board shall have the authority to do all things necessary to conduct the business of the Fellowship. A copy of all board meeting minutes shall be posted in a public place and kept on file in the office.”



Articles of Incorporation

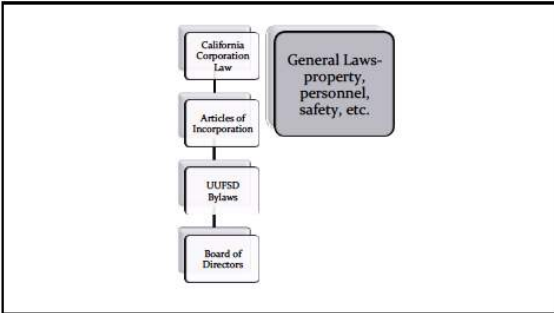
(a) Primarily to engage in the specific purpose of carrying on a perpetual religious society wherein the study of liberal religion shall be pursued and its principles practiced; and

(b) To form a liberal religious association, without restrictions as to race or creed, which will promote the principles of the Unitarian movement; to provide a place for religious meetings and to maintain facilities for the religious education of our youth; and to advocate and practice a religion of reason, brotherhood, and good will, enriched by the world's great traditions of the past, but captive to none.



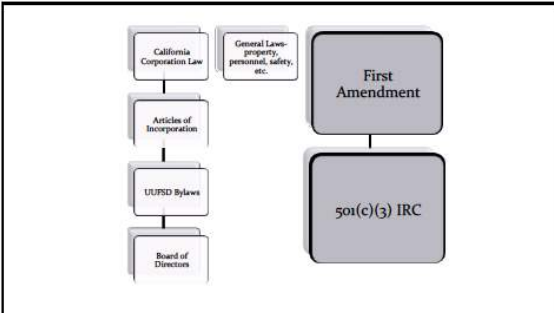
California Corporation Law

- Non profit religious corporation
- Sue and be sued
- Some protection from punitive damages
- Enter into contracts
- Act as necessary for affairs and purposes of the corporation
- Minimal oversight from state



Laws of General Application

- (a) Employee taxation
- (b) Property safety
- (c) Criminal laws like embezzlement
 - Discrimination Law
 - Immigration Laws
 - Workers Compensation
 - Fair Labor Standards
 - Termination Requirements



First Amendment

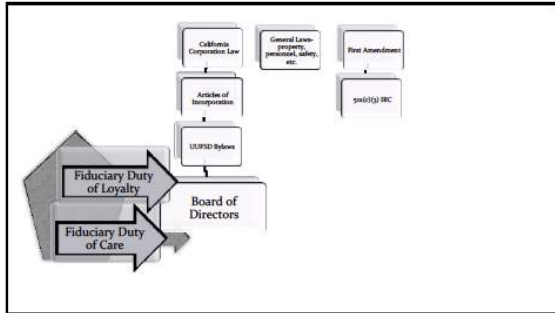
“Congress shall make no law respecting an establishment of religion, or prohibiting the free exercise thereof”

Government to avoid “excessive entanglement” with religion and religious institutions



501(c)3 Obligations

- No intervention in political campaigns
- No “substantial” lobbying
- No income taxes payable
- Except income taxes on “unrelated business income”
- No private profit allowed (“inurement”)
- Payroll and similar taxes are payable
- Analogous CA exemptions under CA law (e.g., no property taxes on our huge and valuable campus)

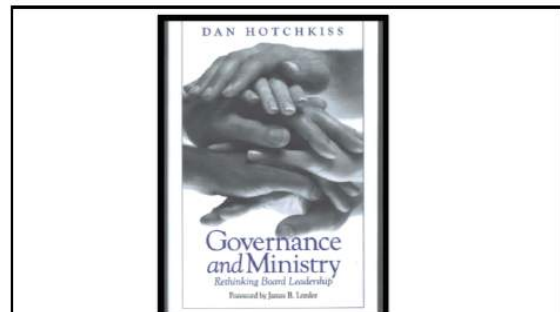
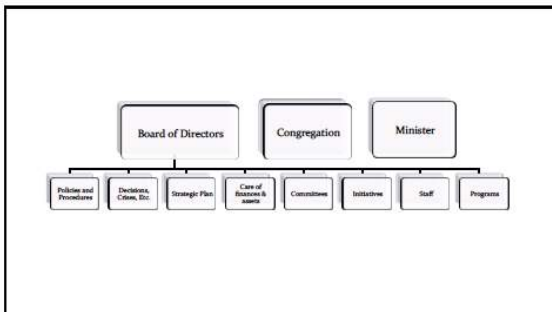


Part Two

Practical Governance

Practical Governance

- What should the Board actually do?
- What should the minister and staff actually do?
- Who's in charge?
- What's the relationship to the congregation?



"Most practical decisions can safely be made away from the board table, provided that the board adopts clear and limited delegation policies, gives the decision maker guidance as to the larger goals to be achieved, and establishes effective ways to monitor progress and evaluate results."

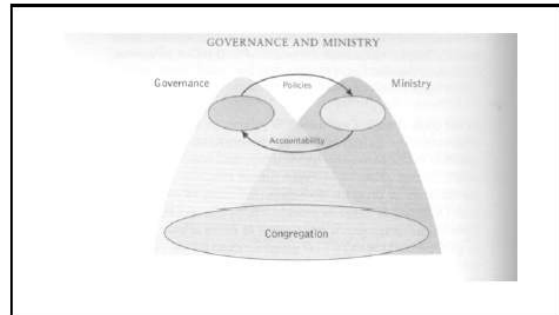
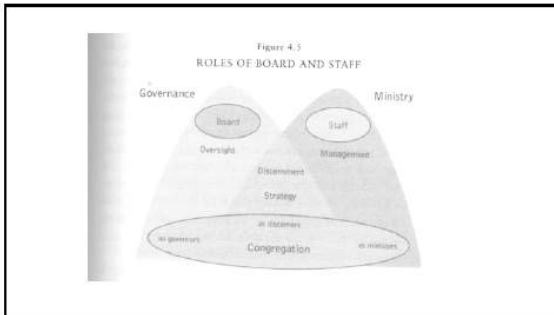
IN OTHER WORDS. . . .

Figure out effective delegation policies on major issues to the minister, staff, and volunteer committees, then let them make their own mistakes and don't interfere, and regularly come back to evaluate and re-orient if necessary.

Governance — Policies, Envisioning, Strategic Planning, Accountability

Ministry — everything else: running things, doing things

Don't confuse Governance with Ministry

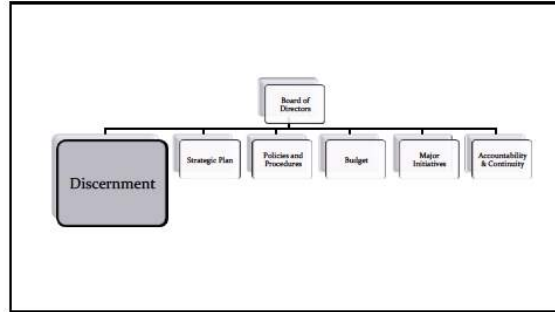
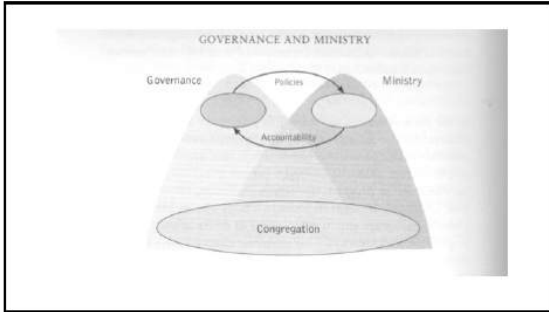


Some things that are governance—either directly under the Board or shared with the congregation and staff



Some things that are not governance—basically everything that is fun, tangible, and spiritually meaningful





Discernment—Vision Statement

- “Inspired by our Unitarian Universalist principles, we are a vibrant, intentionally diverse congregation that models and promotes both locally and globally: love, spiritual growth, service, right relations and sustainable living.”

Discernment—Fellowship Covenant

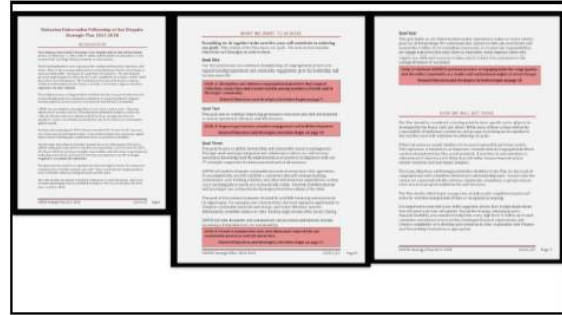
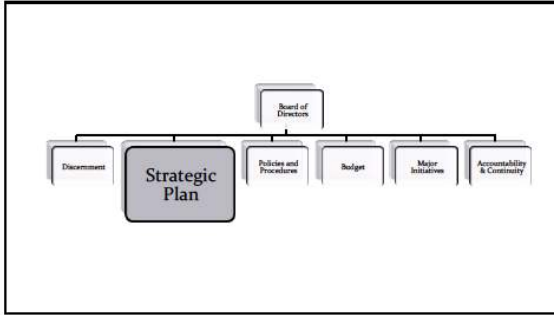
- “May love be the spirit of this congregation;
- May the quest for truth be its sacrament
- And service be its prayer;
- To dwell together in peace,
- To seek knowledge in freedom,
- And to help one another in fellowship.
- This is our Covenant.”

Discernment—Covenant of Right Relations

“As we walk this spiritual path together, we are mindful of our common need to love and be loved, to support and be supported, to listen and be heard, and to forgive and be forgiven. Therefore, we strive to build a religious community dedicated to communicating directly, respectfully, patiently and lovingly. We strive to be kind to each other and to establish a place of trust and safety. We welcome and respect differences of opinion. When conflict arises we seek clarity and listen more than we speak. Mindful of our own assumptions, we work to achieve reconciliation when we disagree. When the inevitable challenges come in our interactions we will stay in community and reaffirm the values that brought us together.”

Discernment—Bylaws

- “UUFSD is a safe haven and community of inspiration creatively meeting the spiritual, social, educational and emotional needs of members and their families in ways consistent with our UU principles. Through this mutual support, we are empowered to transform the world, one person at a time. “



UUFSD STRATEGIC PLAN
GOAL 1: STRENGTHEN AND ENHANCE CONGREGATIONAL PRACTICES THAT SUPPORT REFLECTION, CONNECTION, AND TRANSFORMATION AMONG MEMBERS/FRIENDS AND THE LARGER COMMUNITY.

- Increase spiritual grounding and spiritual growth for UUFSD congregational life by broadening opportunities for participation.
- Create policy and practices within our organizational framework that establish planning and implementation guidelines to optimize participation.
- Increase awareness and expectations of the meaning of membership, raising our connections with each other as vital to our spiritual growth.
- Eliminate barriers to intergenerational and inclusive participation in congregational life.

GOAL 2: IMPROVE GOVERNANCE, MEMBER ENGAGEMENT AND STAFF DEVELOPMENT

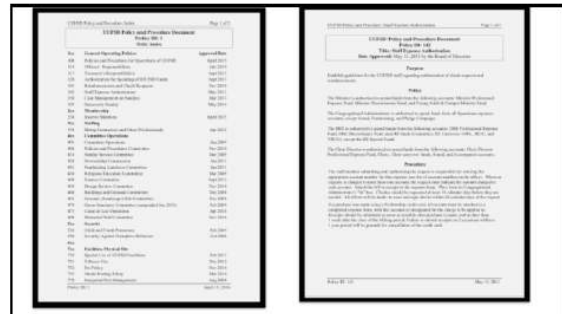
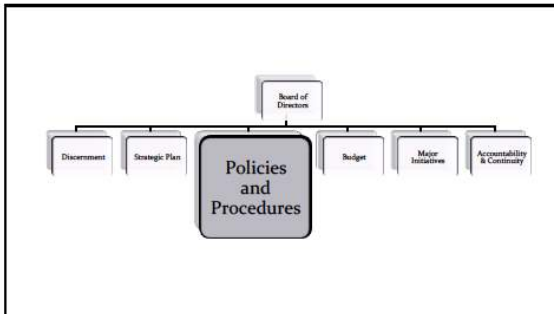
- Increase the breadth and depth of leadership.
- Develop/Update and Implement a Membership Sustainability Plan
- Improve Financial Stability
- Support Staff

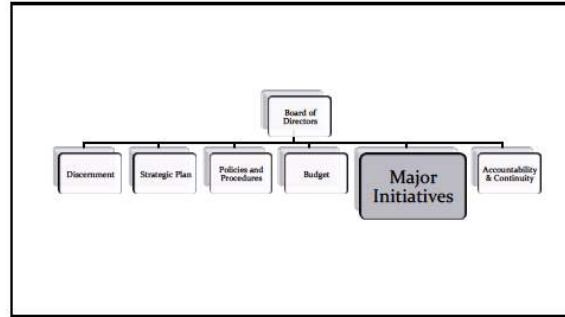
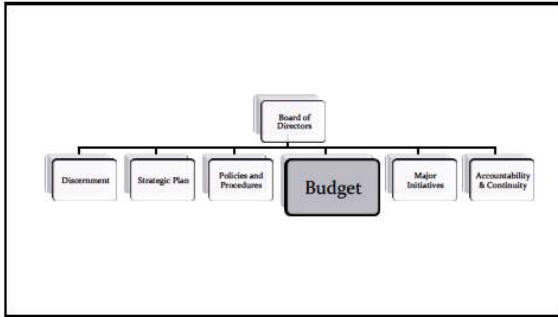
GOAL 3: CREATE A CAMPUS THAT USES AND SHOWCASES STATE-OF THE ART SUSTAINABLE PRACTICES AND INFRASTRUCTURE.

- Establish a long term Committee on Sustainability including representation from Buildings and Grounds, Stewardship, and Social Action Committees, Worship and the Board of Directors.
- Optimize the Efficiency with which we generate and use water, energy and materials.
- Make the UUFSD campus a living laboratory in the education, practice, and promotion of sustainable design and living.

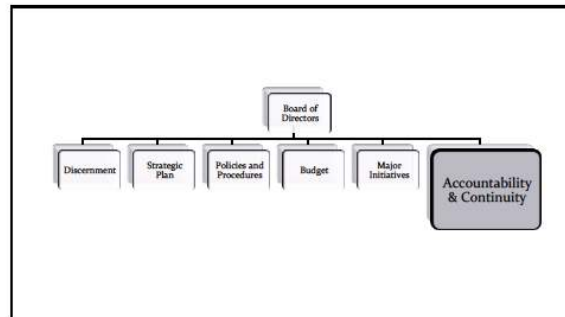
GOAL 4: CULTIVATE UUFSD'S SPIRITUAL PRACTICE OF ENGAGING BOTH THE CONGREGATION AND THE WIDER COMMUNITY AS A LEADER AND INSTITUTIONAL ENGINE OF SOCIAL CHANGE.

- Energize congregational participation and enthusiasm for social action issues.
- Make UUFSD known community partner in alleviating the symptoms of poverty in all of its
- Become a community leader and recognized practitioner in community and economic development, focusing on Tijuana.
- Become a recognized community leader in sustainability through the repurposing and reuse of goods to help needy.





- ### Major Initiatives
- Capital Campaign
 - Settled Minister
 - Membership Growth
 - Leadership Development
 - Transforming the world (aka Social Action)
 - “Evangelism” (aka Outreach to the Community)
 - Governance reform



- ### Accountability & Continuity
- Negative control: no theft, loss, etc.
 - Positive control: monitoring and evaluating programs of staff and volunteer leaders; how can they better succeed in their mission?
 - “A balanced budget is no virtue if no lives are changed.”
 - “Monitoring needs to be focused if it is to mean anything: flooding the board members with irrelevant paper or tedious oral reports actually reduces their awareness of how the congregation’s ministry is or is not following the guidelines it has laid down or rising to the goals it has set.”

- ### So . . . Make our gift of time make a difference
- When wearing our Board hat (versus our various other UUFS D hats):
 - Keep it big
 - Keep it focused on policies not cases
 - Delegate, and expect the inevitable mistakes
 - Monitor and re-orient without micromanaging