



Meeting Minutes
Annual Meeting of the First Unitarian Universalist Congregation of Ann Arbor
May 31, 2015

Opening Hymn # 95 We Give Thanks

President's Chalice

Rev. Geisenhainer explained the history of the Arthur Buckminster Fuller President's Chalice and its meaning in the congregation and at this annual meeting. President Ken Clein lit the chalice.

Declaration of Quorum (15% of Voting Membership)

A quorum was declared by Board Secretary Priscilla Spencer.

Call to Order

Pres. Clein called the meeting to order at 11:42 am.

Adoption of the Agenda and the Meeting Rules and Procedures; Allow Members Who Have Signed the Membership Book in the Last Four Months to Vote on Issues Today

Motion 15.05.31.01: Phyllis Valentine moved to adopt the agenda and the meeting rules and procedures and to allow members who have signed the membership book in the last four months to vote on issues during today's meeting. Gretchen Jackson seconded. Motion carried.

Approval of Meeting Minutes from May 31, 2014 Annual Meeting

It was noted that a date on the submitted meeting minutes needs correction (reference to 2013 General Assembly should be to **2014** General Assembly.)

Motion 15.05.31.02 Elizabeth LaPorte moved to approve the meeting minutes from the May 31, 2014 Annual Meeting. Jim Lee seconded. Motion carried.

Pres. Clein noted that the agenda item about the bylaw changes will be for information only at this meeting, not a vote.

Introductions

Pres. Clein introduced the members of the Board of Trustees: Past President: Elizabeth LaPorte, Vice President/Pres.-Elect: Beth Hospadaruk; Treasurer: Roberta Allen (not here); Secretary: Priscilla Spencer; and Trustees at Large: Paul Morris, Tricia Mooney, Allen Duncan, Julie Voelck, and Ginny Creasman (not here).

Proposed UUAA By-Laws Changes

President Clein thanked the by-law review committee members Elizabeth LaPorte, Bruce Gibb, and Terry Madden for their work in reviewing the UUAA bylaws and offering recommendations for changes to the Board. The Board reviewed the recommendations and accepted them, acknowledging there is room for more discernment. He highlighted several key proposed changes:

Article III, 2.2: The proposed change requires that those serving on the Board or the Leadership Development Team (LDT) have been congregational members for at least a year before taking the Board or LDT position.

Article VI Officers and Governing Body: The proposed change moves the term of presidency back to *two* years from the current *one* year. Board members and the Sr. Minister have found that the one-year presidency presents challenges in making substantial achievements and in the Sr. Minister getting to know a new President each year. Related proposed bylaw changes in this section are changes in the schedule of officer elections, that the Vice-President will no longer involve a President-elect position, and that the President need not be on the Board before taking the Presidency (although that would be desirable).

Article VIII, 5: The proposed change relates to the dismissal of called ministers. It would require an 85% super majority vote of the Full Members present at a meeting with a quorum (25% of Full Members). The thought behind this is that the 85% would match the 85% vote required to call a minister. This change is open to discussion.

Article VI, Paragraph 2.1: The proposed change identifies in more detail the assets and business of the Congregation that the Board of Trustees shall oversee, including: "...the approval of an annual budget and fundraising activities, the conduct of all business affairs, the control of its administration, and the appointment of such committees it may deem necessary." The current bylaws are not explicit about who is responsible for raising money for the congregation. Current and past Board members feel that such responsibility should be clearly assigned and could be designated in the bylaws. Some feel that this could be designated in the bylaws.

Pres. Clein explained that notification of the amendments was not made public in ample time to allow vote on the proposed changes at this meeting. He said that the Board could call a special congregational meeting in the Fall to deal with any bylaw changes. He opened the floor to questions and comments.

Elizabeth LaPorte noted that Tom Darnton did much work on the bylaw review last year.

Phyllis Cunningham asked if the change related to the President's term limit could be voted on today since it was mentioned in the monthly newsletter. Pres. Clein said that the newsletter mention is not considered needed meeting notification.

Sandy Eyl said that an 85% supermajority vote for dismissal of a called minister is a very steep climb for something so important. She said that this issue relates to her concern about policy governance, in that this high percentage will eat at the membership's power to have some democratic decision-making.

Carol Acitelli said that with the proposed change in Article VIII we would need only 15% approval to *keep* a called minister, but need 85% to *call* a minister. She felt that in the future we would want to need more than 15% approval to keep a minister.

Edie Croak expressed concern about the health of the congregation if we need 85% of a quorum to dismiss a minister. She stressed the importance of having bylaws that reflect an open, welcoming community, identify checks and balances, and help maintain the desired community culture. She reminded the Board that it holds the heart of the community, thanked the Board and bylaw team, and offered her support.

Merrill Crockett asked for clarification about the possible transition to a two-year presidency. Pres. Clein explained that today's vote for a president would take place under the current bylaws for a *one*-year presidency. If bylaws change in September to a two-year term, there would be a motion and vote then to extend the president's term to a second year - provided that person is willing to serve as president a second year. Beth has said she is willing to extend that term.

Tim Richards expressed his opposition to having an 85% majority for dismissing a minister and commented that it turns the idea of democratic process upside down.

Charlie Pekarek thinks it is a mistake to compare a required 85% majority for dismissing a minister with the 85% required to call the minister. In calling a minister, a voter basically trusts the judgment of a search committee whose members have gotten to know the candidate. In dismissing a minister, a voter can generally decide based on what s/he personally knows. Considering that, 85 (%) is a pretty high number and not democratic.

Allen Benard noted that throughout the non-profit sector Board of Trustee members are expected to be significantly involved with fundraising. He also said that he supports the proposal that will require 85% majority vote to remove a sitting minister. He feels that it is appropriate for the congregation to have the opportunity to remove a sitting minister in a democratic manner during the annual meeting.

Margaret Pekarek said that in her experience, ministers want a very high percentage approval vote for a call to a congregation. An 85% vote in favor of dismissal means that 15% can decide to *keep* a minister. That's a huge contrast to the percentage needed to call a minister and is unwise. She feels that 1) the bylaws should support the strength of the congregation to manage its business and remain flexible, 2) we need more discussion and education about policy governance, 3) the Board should provide opportunities for congregants to discuss bylaw changes prior to any vote in the Fall. Ken replied that the Board likely intends to provide such opportunities.

Jim McCargar urged people to consider that the proposed bylaw regarding dismissal of a minister involves a dismissal vote by 85% of a 25% quorum, which means the congregation could in fact dismiss a minister with as little as 21% of the number of congregants.

Elizabeth LaPorte noted that many people have raised points about the proposed change of the percentage of votes required to dismiss a minister. She commented that the Board now realizes the proposed change in fact is a bad idea and urged that the discussion move onto other topics.

Larry Cooper asked (regarding Article VIII 3.1) if it is reasonable to expect a trained minister to function as Chief Executive Officer (CEO). Pres. Clein said that it is his understanding that the ministers for large congregations are prepared for policy-based governance.

Phil Tuchinsky said that a requirement for 85% majority vote for dismissing a minister is not aligned with the UU fifth principle related to the use of the democratic process. He also commented that the election of the Vice President needs more thought and that we need to re-think how to prepare people for the succession to presidency and for the rigors of the presidency. Pres. Clein explained that there is no succession in the proposal; the vice-presidency would be strictly for the one vice-president position.

Kirk Skifstad commented that requiring a healthy majority is appropriate for changes like a dismissal of a minister. He also noted that we don't need to invent governance here and suggest we benchmark against other places.

Els Nieuwenhuijsen would like to see in the bylaws an inclusive statement indicating that efforts will be made to invite people with disabilities to join the Board. Pres. Clein noted that such a statement would likely be in guidelines for the Leadership Development Team, not bylaws.

Kate Hutchins said that as an archival professional she appreciates seeing Article 3, 3.3, which is explicit about what kinds of records will be kept. She asked for clarification about the proposed requirements for Board service. Ken explained that the proposed bylaw would require a trustee or LDT member to have been a UUAA member for one year prior to service. Also, the President **may** have had prior Board experience, but such experience is not required.

Dixie Hibner said that she is very concerned that with our current bylaws we could have 13% dismiss a called minister. She feels that allowing a simple majority of a 25% quorum to dismiss a minister is dangerous.

Pres. Clein expressed appreciation for the comments and said the Board will now re-evaluate things related to proposed bylaw changes.

Elections

Pres. Clein offered the slate of candidates for Board of Trustees Officers and Trustees: Vice-President: Sandy Simon; Treasurer: Jeff Poliner; Trustees at Large: Hayley Boyse and Lissa Oliver.

Motion 15.05.31.03 Kathy Edgren moved to adopt the slate of candidates for Board of Trustee officers and trustees. Terri Wilkerson seconded. Motion carried.

Rev. Geisenhainer congratulated the newly-elected Board members and presented them with their Board name tags.

President Clein offered the slate of candidates for the Leadership Development Team: Tom Reischl, Mary Lynn Stevens.

Motion: 15.05.31.04 Elizabeth LaPorte moved to elect the slate of candidates for a two-year term on the Leadership Development Team. Margaret Pekarek seconded. Motion carried.

Announcement of General Assembly Delegates

President Clein announced that the following congregants will be attending UUAA 2015 GA as a UUAA delegate: Laura Bollettino, Diane Cooper, Larry Cooper, Beth Hospadaruk, Bob Hospadaruk, Alma King, Kathy McLean, Cathy Muha, Mike Muha.

Capital Replacement Planning Update

Jim Gallas spoke of the importance of taking care of our facility through a strategic plan and saving money for making needed replacements. He reviewed the activity in recent years related to capital replacement planning: a) a consultant's inventory of the useful life of items in our facilities within a 30-year horizon, and b) a more refined study by a lay team of volunteers with selected expertise using local contractors to refine the earlier study and identify priorities. Jim described the three-class prioritization of projects.

- **Class 1:** Parking lot maintenance, purchase of a new boiler, roof repairs and other systems that need to be looked at immediately. These are higher cost projects and need immediate funding. It is suggested that needed money be put in the budget and/or we obtain bank financing.
- **Class 2:** New chiller (main building air conditioner) to be addressed in 2017-19
- **Class 3:** More minor projects to be addressed longer term

For the longer term Class 2 & 3 projects we could establish a Capital Replacement Reserve Fund directing money from each year's General Fund budget be set aside to fund such replacements. Jim noted that the Capital Replacement Project Team recommends having an lay-led committee to continually oversee the planning, implementation and reporting of each year's projects and report progress to the Board annually.

The team has learned that we can borrow money from a bank for the Class 1 projects. A consultant hired for the parking lot project will explain repairs needed and develop specifications to use for contractor bidding. The team is also refining cost estimates on the two other components. It will recommend to the Board that the Congregation be asked to approve needed funding for the Class I projects (over \$50,000).

Executive Director Thom Bales noted that UUAA's "Strengthening Connections" document refers to a capital replacement plan and that such a plan is recommended by the Unitarian Universalist Association. The annual report has details about specific projects and estimated costs. Thom explained that we have shown to have resources to handle such projects and noted that now is a good time to borrow money. Congregant Kim Clugston, a mortgage banker, has been consulting on the financing activity.

150th Anniversary Celebration Update

Terry Madden and Sandy Simon provided a report on the accomplishments the 150th Anniversary Task Force and highlights of the celebration year. The Task Force included Terry, Sandy, Dixie Hibner, Nancy Schewe, Cathy Muha, and Rev. Gail Geisenhainer. Planning of activities started early, with strong support from the ministry and the congregation. The five task force objectives: 1) to unite the congregation, to deepen our connections, and to pause to realize we are each a part of the UUAA's 150-year story, 2) to learn our history, 3) to honor all of our members, 4) to involve as many people as possible, and 5) to revere the past but to trust the dawning future more. Terry and Sandy highlighted how the objectives were fulfilled through various meaningful activities and created items. The task force sees that now is the beginning of the "next chapter of Our Story." They thanked the Board and all present for the opportunity to serve.

Senior Minister's Update

Rev. Geisenhainer first referred to the earlier discussion about the proposed bylaw changes. She emphasized that she has never been actively engaged in a deliberative conversation with our leadership about any of the bylaw changes. She explained that she serves subject to the desire of the congregation as expressed primarily through the bylaws, which the *congregation* owns. She also stressed that the bylaw issue is one of clarification of expectations. She expressed appreciation for how the congregation is engaging the bylaws issue.

Rev. Geisenhainer noted that this is her seventh UUAA annual meeting. She and the staff continue to work alongside congregants to bring alive the core values, empower the Board's goals and support lay leadership. Their primary goal this year has been to support the 150th anniversary planning team.

She introduced members of staff present: Thom Bales, Executive Director; Julie Dybdahl, YRUU Lead Advisor; Venus Gregory, Building Attendant; Hannah Hotchkiss, Welcome Ministries Coordinator; Deborah Casamatta, Office Manager, Glen Thomas Rideout, Director of Music; Allison Halerz, Pianist in Residence; Rev. Mark Evens,

Associate Minister. She thanked them for their careful stewardship of the congregation, honesty, and integrity, diligence and steadfast support.

Rev. Geisenhainer noted that this year brought the resignations and departure of Sandy Garges (served six years, four as Director of SGD) and Maria Thomas (served as SGD Coordinator for three years). Rev. Mark Evens, who has served as Associate Minister for seven years, has also resigned. He has agreed to stay through the summer to help support her plans to take some time off.

There are plans to hire a new SGD Coordinator soon. There are also plans to hire an associate minister as soon as funding is in place, even as expenses are trimmed. She thanked volunteer staff for their support also.

Rev. Geisenhainer announced that with complete Board support she plans to stop the practice of going to a “second ask” for pledge support year after year. She explained the origin of the “second ask” at UUAA and reasons why it continued for seven years. She said she is committed to changing the practice, with the change expected by October 2015.

Rev. Geisenhainer explained that her top priority for the near future is a re-covenanting. This will be accomplished through a re-focusing of her work and the congregational ministries. Also, she said she would like to reconnect with her passions of teaching and spiritual direction and is grateful for emerging opportunities to do that work here.

She thanked Board members for their service and contributions, especially to those whose terms are ending: Paul Morris, Julie Voelck and Bert Allen and to Pres. Ken Clein as he transitions to Past President. Rev. Geisenhainer asked past presidents in attendance to identify themselves and thanked them for their past service. She also thanked all who helped create the celebration year and thanked all those present for supporting her ministry.

President’s Report

Pres. Ken Clein reflected on how the Board works very collaboratively using core UUAA values to guide discernment and activity. He expressed how fortunate he feels to have served on the Board during the 150th anniversary and thanked the anniversary planning team for its work.

He noted that this year’s changes in staff and the care of staff and buildings and grounds took significant board time. The Board worked with Jim Gallas and Exec. Dir. Thom Bales to create a capital replacement plan.

As of April 2015 our mortgage balance was \$704,565. If current rates and payments continue, we will have it paid off within six years.

Through our “second ask” campaign we received 110 pledges totaling approximately \$87,000. Pres. Clein expressed appreciation for the generous response and the faith in the work of the Board and the congregation.

He explained that the congregation is consolidating and streamlining programs and ministries to respond to the challenge of living within a \$1-1.1 million budget.

He shared that upcoming Board activity will likely relate to proposed bylaw changes, developing fundraising and finance teams, realigning the fiscal year, and sharing of more information with the congregation. He thanked attendees for their support of the Board and himself as President.

Questions for the Board

Jim McCargar said he is impressed by the presentation about the capital replacement plan and that he feels providing support for staff is critical. He wonders why ministerial sabbaticals are not a top priority in supporting our relationships in the congregation. Pres. Clein agreed that these things are important and noted that we have ministers who sometimes defer their own well-being for our benefit. It’s a balancing act, with the Board trying to ensure that the ministers are not themselves burning out.

Jim Schaefer noted that the Congregation is very fortunate to have Jim Gallas and Thom Bales working hard on the capital replacement plan. He praised Jim’s experience and Thom’s knowledge of the building.

Brandy Sinco asked if the worship hour time period can return to a one-hour period. She gave examples of various congregational groups that used the one-hour period for different activities. Pres. Clein responded that the control of worship is under the ministers and suggested that Brandy discuss this with one of the ministers.

Passing the Torch

President Clein presented President-Elect Beth Hospadaruk with the President’s Chalice. He commented that he has been pleased to have her as Vice-President, then offered Beth his and the Congregation’s support in the coming year. Beth invited the newest Board members to come up near the podium so they could be seen by all, then expressed thanks to those now finishing their Board service.

Adjournment

Motion 15.05.31.05 Colleen Crawley moved to adjourn the meeting. Barb Pickett seconded. Motion carried.

Meeting adjourned: 1:25 pm

Closing Hymn

Respectfully submitted,

Priscilla Spencer
Secretary, Board of Trustees