

**Attending:** Luke Garvey, Stapley Emberling, Steve Grathwohl, Deb Garskof, Andy Gundell, Ravi Sankar, and Rev. John Morehouse (ex-officio) in-person, and Brian Lasher (by telephone)

**Absent:** Beth Cliff, Wendy Levy

**Guests:** None

Agenda/Topic	Discussion	Motions & Votes (M/S/V); Actions
Opening	Luke Garvey called the meeting to order at 7:02 pm.	
Check-In	Meeting attendees checked in.	
Consent Agenda (CA)	1) Approve Minutes: June 21, 2022, Board Mtg 2) Approval of change to Sr Minister's Housing Allowance from \$24,000 per year to \$36,000 per year, effective as of July 1, 2022. (This has no impact on overall compensation to the Sr Minister but reflects his higher housing costs.)	<b>M/S/V: Consent Agenda Passed</b>
Board Retreat Take-Aways	L Garvey gave a summary of the important items covered at the Board Retreat (September 17 & 18): Approval of the Board Covenant; discussions on How We Operate as a Board, The State of the Congregation, the Budget and TUCW's Finances—Long- and Short-Term, Who Are We as a Congregation—A 5-Year Plan, Policy-Based Governance at TUCW (with guest speaker Ken Vogel), and Opportunities for Collaboration between the Board and the COM (with guest Jenna McPartland, COM Chair); selection of Priority Ends for 2022-2023; distribution of the main items of Board work for the year.	Board Committees for tasks: AGENDA: S Emberling, L Garvey, B Cliff, D Garskof. TREASURER: S Grathwohl, with assistance from B Lasher. TECHNOLOGY: A Gundell. MONITORING: S Grathwohl, D Garskof, R Sankar. SOCE: S Emberling, L Garvey, B Lasher, A Gundell. BOARD EDUCATION: B Cliff, B Lasher, A Gundell, S Emberling. POLICY MANUAL: S Emberling, D Garskof, B Lasher. WEBSITE UPDATE: B Cliff, W Levy LINKAGES: W Levy COMMUNICATIONS: B Cliff HEALING & RESILIENCE: L Garvey
Priority End(s) for 2022-2023	The Board voted to approve the amended Policy 1.2.4 as the sole Priority End for focus this year: <b>1.2.4 "We become a financially sustainable, engaged, growing Congregation comprised of all generations."</b>	<b>M/S/V: Policy # 1.2.4 Approved as Priority End</b>  Linkages Committee will share ideas in October on how to publicize Policy 1.2.4 and familiarize the Congregation with this Priority End

Policy Manual	<p>The Board voted to change Policy 1.2.1 from “We embrace diversity, see differences as opportunities for growth, and build relationships of friendship, mutual support, and understanding” to:</p> <p><b>1.2.1 “We embrace a culture of diversity, inclusivity, and tolerance, where we treat each other with loving kindness and mutual respect, working together to resolve any conflicts with love and compassion.”</b></p>	<p><b>M/S/V: Revision to Policy # 1.2.1 Approved</b></p> <p>S Emberling and the Policy Manual (PM) editorial team will begin work on the PM to identify any inconsistencies or outdated language and bring suggested changes to the Board in the coming months for review.</p>
Governance Discussion	<p>The discussion of Policy-Based Governance (PBG), whether it has been serving TUCW well, and whether TUCW has instead created its own version of PBG (which one Board member jokingly referred to as “PBG Lite”) was postponed, due to time constraints.</p>	<p>The Board agreed to schedule a presentation of PBG for the Congregation, led by Ken Vogel, to educate all interested congregants on the principles, purpose, and structure of this style of governance. However, it was decided that the Board would first do a deeper study of PBG themselves, and extra Board meetings would be scheduled for this purpose in the next few weeks.</p>
Sr. Minister’s Report	<p>Rev. Morehouse spoke on the current state of the Congregation. A discussion followed to clarify the use of the word “stable” to describe TUCW’s finances. It was suggested that “equilibrium” might better describe our current situation, given that our budget continues to operate with a significant shortfall.</p> <p>Rev. Morehouse has established his new Executive Team of advisors (L Garvey, B Cliff, S Grathwohl, W Levy) to act as a sounding board and offer feedback to help relieve pressure and provide discussion before executive decisions must be made.</p> <p>Rev. Morehouse hopes to establish a new HR team to review the HR policy manual and advise him on contractual matters involving staff. He seeks the Board’s support and endorsement on this, even though such an action is within the purview of the Executive arm of governance. The new Human Resources team would consist of Kim Fuchs and Jeff Lundberg, both retired HR executives.</p>	
Treasurer’s Report	<p>S Grathwohl gave the Treasurer’s Report, reminding the Board that our budget projects a Budget-Gap of \$182K. We were able to cover last year’s budget gap with available cash in TUCW’s account. This year, we have no available cash, but the Endowment Committee has agreed to cover the Budget Gap on an emergency basis – but for this FY year only.</p> <p>In our current Profit &amp; Loss (P&amp;L) Statement, our income is \$25K over budget (“a 14% increase, due to higher pledges and Restricted Contributions”); our expenses are \$1K under budget (“a 1% decrease, due</p>	<p>On 9/17/22, at the Board Retreat, the Board Approved a motion -- <b>M/S/V:</b> To empower Rev Morehouse, S Grathwohl, L Garvey, and R Sankar to speak further in a conference call with Barry Finkelstein in order to clarify and explore B Finkelstein’s proposal to advise TUCW on its budget, finances, and strategies to balance the budget and gain financial stability.</p>

	<p>mostly to lower People Cost); our net income is \$88K (“a 43% increase”). But, even so, we still anticipate a \$182K budget gap this year.</p> <p>S Grathwohl restated that “The Board needs to develop a vision and a plan for TUCW’s future. We have evolved into a different Congregation than we were 10 years ago, and that difference is being reflected in our finances. We need to live within our means...no future Budget Gaps).”</p> <p>S Grathwohl and Rev Morehouse reported on favorable discussions with Barry Finkelstein (all Board members had previously reviewed the updated proposal) and there was unanimous consensus from the Board to engage Barry Finkelstein’s services as financial advisor. S Grathwohl says he sees this step as a vital part of our strategic planning efforts as we work to eliminate our Budget Gap and plan for a financially stable future. It was also suggested that B Finkelstein’s colleague, Rachel, would be an excellent person to address the Congregation and explain the current financial situation and offer potential strategies. S Grathwohl said he and Rev Morehouse would iron out details in the contract with B Finkelstein. The Board will also confirm that the Endowment Committee would agree to pay the consultation fee (estimated to come to between \$4500 and \$7500, depending on the depth of services).</p>	
<p>Information Reports (IR)</p>	<ol style="list-style-type: none"> <li>1. L Garvey reported on the Progress of the HRC (Healing and Resilience Committee). Proposals are being considered from 3 different outside organizations to assist us in this initiative: UUA, Appreciative Inquiry, and the Lombard Mennonite Peace Center. B Cliff suggested that the HRC would benefit from greater diversity on the committee, especially from additional women’s voices. Other Board members agreed. L Garvey said the plan was to add a few more people to the HRC and diversity would be a consideration.</li> <li>2. Tech Team: A Gundell reported on both exciting and concerning developments on the tech front. On the one hand, previously stalled initiatives are now in progress to both acquire and install state-of-the-art equipment and procedural improvements to our in-house and online audio and video production and transmission. The Congregation has good reason to be excited about these upgrades. On the other hand, production decisions were made that were not fully inclusive of Tech Team volunteers, did not solicit their input upfront, and which resulted in some injury to Team morale. Going forward, the Team is again fully</li> </ol>	<p>The Board voted by email on 8/17/22-- <b>M/S/V: To create the Healing and Resilience Committee (HRC)</b> consisting of Luke Garvey, Jim Francek, Jenna McPartland, Tom Hearne, Ravi Sankar, and Steve Grathwohl to immediately begin work on this initiative. Others from the Congregation will be added to the Committee at a later date.</p>

	<p>engaged, and there is general optimism about the upcoming renovations.</p> <p>3. Monitoring: S Grathwohl reported that the Monitoring Team will be meeting to determine priorities and a schedule.</p> <p>4. Linkages: W Levy leads the Linkages team. As she is away this month, the report has been postponed until the October meeting.</p> <p>5. Name-Change: Board members had reviewed the Report Out from B Cliff, Board liaison to the Naming Committee, which gave an update on the progress and the procedures being followed. The first stage of voting is being handled online (by Survey Monkey) and will conclude on Sunday, October 2, 2022. This first vote is open to anyone in the Congregation and will select the top 10 or so names to be considered for the next round of voting. There will be a Town Hall meeting on October 16, 2022, for discussion of the top 10-12 name choices (which may include the choice to keep the current name with no change). There will be another round of online voting (from Oct. 16-23) that will narrow the name choices down to the top 3 selections. This second vote will be for members only. Then, if 3 top names are successfully chosen, the Naming Committee will manage a third round of voting online, beginning on Nov. 13, to select the winning name. If the winning name is different from our current name, the Board would then call two consecutive Membership Meetings to approve and ratify the change. The first Member Meeting is tentatively scheduled for December 11. A passing vote of approval on December 11 would then require a vote of approval at a second Member Meeting (date TBD) in order to ratify the change.</p> <p>6. Question on voting procedures as per TUCW's Constitution</p>	<p>The Linkages report was postponed until October, when W Levy will be back.</p> <p>The Board agreed by consensus that a Board member should address the Congregation at the start of the Oct. 16 Town Hall to: 1) frame the purpose of the initiative; 2) clarify distinctions between words in a name (e.g., "of" vs. "in" when the location is part of the name; "society" vs. "fellowship," etc.); 3) summarize the process; and 4) introduce the Naming Committee, who were appointed by the Board and tasked with determining a fair process to either select a new name or to decide to keep our current name. The Board granted the Committee's request to implement this process themselves and to present the Board with the winning name, which the Board would then present to the Congregation for a vote at two consecutive Member Meetings. In the weeks that followed this Board meeting, there have been discussions with the Naming Committee and several email exchanges. It has now been decided that B Cliff, the Board's representative on this initiative for the past year and our liaison to the Naming Committee, would begin the Oct. 16 Town Hall and communicate the Board's short message to the Congregation.</p> <p>The Board will consult with its Governance Committee and consider possible updates to the voting procedures in our Constitution (as always, any suggested changes to the Constitution would be brought before the Congregation for a vote at two consecutive Member Meetings)</p>
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	7. Vacancy on the COM: S Emberling reported on our list of potential candidates, and a discussion followed.	The Board voted on a candidate to fill the vacancy on the COM. The Interim Appointment would last until the June 2023 elections. S Emberling will talk to Jenna McPartland, COM Chair, about approaching our candidate.
Administrative Business	Board signatures on the Conflict of Interest and the Communications policies (in the Policy Manual)	Signatures are still needed (and must be provided as scanned email attachments) from: B Cliff, A Gundell, and R Sankar.
HR Committee Revisited	After discussion, the Board voted to approve Rev Morehouse's request to reestablish a working Human Resources Committee with the support and endorsement of the Board.	<b>M/S/V: Motion Passed: Pending review of the current HR Charter, the Board approves the appointment of Kim Fuchs and Jeff Lundberg to comprise the new HR Committee.</b> The Board will work together with Rev. Morehouse to oversee this committee.
Executive Session	Executive Session was called: Board-only discussion	
Check-Out and Assignments	Board members reported the tasks they would perform in the next couple of weeks.	
Process Observer	A Gundell let us know how we did as a Board tonight. He noted that the meeting ran considerably overtime, but the Agenda was packed with timely and pressing items and very little time was wasted. The extra time was well spent.	
Closing Reflection	B Lasher read a passage from "The Japanese Secret to a Long and Happy Life" (i.e., striving to become "anti-fragile")	
Adjournment	The meeting was adjourned at 9:46 pm	
	Next Board Meeting: Tuesday, October 18, 2022	

Respectfully submitted,  
 Stapley Emberling  
 Secretary for the Board of Trustees  
 September 28, 2022