

**Attending:** Beth Cliff, Stapley Emberling, Deb Garskof, Steve Grathwohl, Jen Gerometa, Brian Lasher, Wendy Levy, Ravi Sankar, and Rev. Alan Taylor (ex-officio)

**Absent:** Luke Garvey

**Observers:** Jon Gage, Felicia Keeton

**Guest Speakers:** None

Agenda/Topic	Discussion	Motions & Votes (M/S/V); Actions
Opening	B Cliff presided over the meeting and called it to order at 7:02 pm; read Board Covenant and Message to Observers.	
Check-In & Opening Reading	Board members and Observers Checked In; D Garskof shared “Support & Love,” a reading from UUA’s Spirituality for Opening Meetings.	
Consent Agenda	<p>Approval of Minutes for March 19, 2024, Board Meeting; B Lasher moved to amend the draft to correct “load-bearing beam” to “load-bearing wall” with respect to the Nursery School’s modification to the rented space.</p> <p>Board Endorsement of Draft Minutes for March 10, 2024, Member Meeting.</p>	<p>1) <b>M/S/V PASSED:</b> Approval of Minutes for Board Meeting on March 19, 2024, as amended.</p> <p>2) <b>M/S/V PASSED:</b> To endorse the Draft Minutes of the March 10, 2024, Member Meeting, as written, (to be brought before Congregation for approval at Annual Meeting in June).</p>
Congregational Update on Construction	<p>B Cliff reminded Board that after the March 10<sup>th</sup> Congregational Meeting, the Congregational Engagement on Construction’s (CEC) work was completed; however, the Construction Team (Rev. Taylor, John Turmelle, and Jay Lubin), which is continuing with its own mission, have requested that the Board sign off on all contracts and expenses incurred; Rev. Taylor is head of Team and, as such, Board can accept his recommendations regarding above, and therefore, B Cliff moves that any such matters can be placed on the Consent Agenda each month for approval. R Sankar suggested same is within the Sr. Minister’s purview and need not be brought before Board; S Grathwohl questioned whether Consent Agenda was appropriate if any concerns were raised. After discussion, it was agreed that, given scope and expense of Project, Board involvement makes sense, and, also, if any Board member wishes to pull the matter from Consent Agenda for further discussion, they may do so.</p> <p>B Cliff proposed 2 motions to commence the next stage of construction work. Approved.</p>	<p>1) <b>M/S/V PASSED:</b> That henceforth, the Board includes in its Consent Agenda any motions that reflect the required signing of documents or funding associated with the Construction work, as outlined and approved at the March 10, 2024, Member Meeting. The Board will receive these requests from our Senior Minister, who oversees this construction work, and will then execute these requests (signing of contracts or writing of checks) as per our normal procedure, through the Treasurer or other Board officer.</p> <p>2) <b>M/S/V PASSED:</b> That the Board approve the Goody Clancy proposal that reflects a \$33,000 fee, plus expenses, and the Turner Construction proposal that reflects a \$60K contract, billed hourly.</p>

	<p>B Cliff reported that pledges for Construction are coming in strongly and we are close to reaching the goal of \$175,000, that will be matched by the Endowment. Drive ends May 1. Average gift is \$6,479 and median is \$5,000, but pledges in all amounts are being received and welcomed. We will hold off on committing to any new work until the drive is completed but the Construction Team can move forward with funds originally collected, and, after May 1, we will know what construction can be done.</p> <p>Rev. Taylor and whole Board commended B Cliff for her leadership on the CEC and thanked her for her successful efforts.</p>	
<p>Sr. Minister's Report/Monitoring</p>	<p>Rev. Taylor's April Report focused primarily on the proposed 2024/2025 Draft Budget, with the Board's vote on the Budget scheduled for May. (See proposed budget on Dropbox.) As a reminder, this year, our focus has been on 3 Priority Ends, summarized as Pastoral Care; Conflict Transformation (or How Do We Want To Be Together in Community); and Moving Toward Financial Sustainability.</p> <p>In Rev. Taylor's view, budgets are moral documents that represent the values of the institution. He encourages congregations to give away 5-10% of their operating budget—TUUCW meets that goal as it currently gives away about 5% through its donations to the UUA, the significant Share-the-Plate totals, proceeds from Voices Café given to charities, and the funds provided to committees under the Social Justice Council that directly support the work of their partner non-profit groups. Board's charge is to understand what the Sr. Minister hopes to achieve and how that relates to the Priority Ends. This meeting is Board's chance to review and discuss Rev. Taylor's budget proposal and examine proposed changes. Question still to be answered by budget: What are we trying to do as a Congregation and how does this budget move toward that aim?</p> <p>Biggest budget challenge is that the current staffing pattern (which is already much slimmer than a decade ago) costs \$575,000 in recommended budget, and ideally the pledge base would cover this – but it does not. Until annual pledges can cover the people costs, a balanced budget will require unrestricted endowment funds to make up the shortfall. Rev. Taylor reflected that while this cannot become a long-</p>	

term habit, when it comes to deciding how to fund the mission, committing funds that are available is wiser than a focus on saving money. He reminded us that although we have requested unrestricted Endowment funds to be available to reduce the budget shortfall over the last several years, such funds were only ever necessary and utilized for this past year's budget. The receipt of federal Covid dollars under ARPA/ERC programs made that possible, in part. Regarding staffing, he believes growing RE should and will be a priority. This Congregation's investment in its staff positively reflects our values.

There are no changes in staff proposed in his budget, but he has increased the number of hours of the Congregational Administrator by 4 hours per week, and all staff and Ministers received a 2.5% increase. Regarding the pledge drive, Rev. Taylor anticipates that we will achieve our goal of \$470K; we are currently at \$456K. 60 households that pledged last year have not yet pledged. Generally, we must anticipate a 9% reduction from the total pledge amount to account for pledges that are made but are never received.

The macro issue is that we have been running at a deficit for the last several years, and what is our plan to stop that?

He would like to see grassroots groups encouraged and empowered, which might involve a change in our approach to leadership (i.e., instead of decisions being passed from the top down, he hopes that the leaders of the Social Justice committees, Faith Formation, and other groups will encourage and promote other potential leaders to rise to prominence and authority from within these groups; this will create a positive Congregational Identity and help cover gaps where staff is lacking). He believes that the promotion of new leaders and empowerment at lower levels will help bring in more younger members.

Specific items discussed: Should the \$20,000 that was allocated last year for Marketing/Website Overhaul be used for that purpose now or should the funds be put into next year's budget? Regarding the \$36K that had been requested from next year's general operating budget by the 5 social justice committees in order to hire a legislative advocacy consultant, Rev.

	<p>Taylor recommends removing that line expense from the operating budget and instead utilizing the separate \$10,000 (that had been previously set aside and restricted for use only as seed money for a new non-profit organization that has never materialized that would have addressed legislative advocacy in Connecticut) to be used by the Social Justice Council, without strings attached, possibly to engage speakers and/or for training in faith-based organizing, something each of the 5 SJ committees has long expressed a need for. He would also like to involve the Faith Formation youth programs with more social justice work and activities, possibly joining in on projects with youth from other UU Congregations in Hamden and East Hartford.</p> <p>The proposed new budget for 2024/2025 would also open the possibility of utilizing restricted Endowment funds for use on behalf of the social justice work that the funds were originally established to support, instead of adding SJ activities and expenses to the operating budget and then using the less plentiful unrestricted funds from the Endowment to make up the shortfall in the operating budget. A robust discussion followed about the role of Sr. Minister vs. Board/Finance Committee/Endowment Committee in determining the use of such funds under Policy-Based Governance (PBG).</p> <p>Board recommendations: To remove topline request for \$20,000 (for application of opaque security film to cover portions of outside glass walls), that had been recommended by SCC as a security measure and suggested by Westport PD; 75<sup>th</sup> Anniversary party \$5,000 allocation was discussed – and kept as is; discussion over whether our Fair Share contribution of \$20,000 to UUA is adequate, given that \$40,000 is suggested by UUA – Rev. Taylor believes our current contribution is sufficient in light of other priorities and realities.</p> <p>Regarding our June 9<sup>th</sup> Annual Meeting, the Nursery School will have a tent already set up that weekend and have offered its use to the Congregation. Do we want to use it? Is there anything else needed from the staff for the Annual Meeting (such as ordering food, etc.)?</p>	<p>Board agreed to report to Rev. Taylor any requests from the Board for assistance from the staff at the Annual Meeting.</p>
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	<p>Regarding UUA’s Article II proposed changes (which will be put to a vote at UUA’s GA 2024), Rev. Taylor will be the lead for engaging our Congregation and determining the Congregation’s wishes about Article II. He will offer gatherings where people can discuss; out of these discussions, he will advise TUUCW’s delegates to GA how to best represent TUUCW by vote at GA.</p> <p><i>[NOTE: These Minutes were approved by the Board on 05/21/24, with the caveat to be added that although this gives an accurate description of the discussions about the proposed new Budget that took place at the April Board meeting, the discussions evolved in May, as a result of feedback received from the Budget discussion with the Congregation on May 5, and further refinements subsequently made to the proposed Budget by the Board in collaboration with the Sr. Minister and the Finance Committee.]</i></p>	
<p>Treasurer’s Report</p>	<p>The April Treasurer’s Report was given by S Grathwohl, posted in Dropbox and on the foyer bulletin board; see report for details. Also see draft budget. S Grathwohl’s budget discussion dovetails with Rev. Taylor’s Sr. Minister’s report.</p> <p>Our budget has not increased significantly over last 10 years: we have an income issue, not an expense issue. We need to educate the Congregation; Communications Team will propose plans/dates for such meetings. Regarding quarterly reports, S Grathwohl will prepare a narrative surrounding the financial report dated March 31, 2024, and B Lasher will review and edit.</p> <p>Regarding the cyber security breach in February, the Congregation received a \$10,000 check from its insurer, Church Mutual, under the Cyber Policy, following S Grathwohl’s diligent efforts at recovery.</p> <p>S Grathwohl requests Board approve moving the Congregation’s brokerage account from Miles Saunders to Fairfield County Bank, primarily at Saunders’ request. FCB and Saunders are both willing to</p>	<p><b>M/S/V PASSED:</b> That the Board approve moving the Congregation’s brokerage account from Miles Saunders to Fairfield County Bank.</p>

	make this switch happen. He further requested that B Cliff and S Emberling become named contacts/signatories at FCB. Approved.	
Proposed edits to HR Manual	Discussion moved to May Board Meeting, due to time constraints. S Emberling and B Cliff agreed to do a thorough review of the HR Manual with the suggested updates (made by D Garskof and K Fuchs) and make a recommendation to the Board in May.	
Governance	Motion to approve the slate of candidates for the Governance Team, as presented by B Cliff, S Emberling, and Rev. Taylor as follows: Lyn Kobsa (lead), Deb Garskof, Tom Hearne, Sharon Poole, Sudha Sankar, Ken Vogel, with the possible addition of one or two other members or alternates, as determined by Rev. Taylor, who is still in discussion with those two people.	<b>M/S/V PASSED:</b> That the Board approve the slate of nominees for the Governance Team, as presented: Lyn Kobsa (lead), Deb Garskof, Tom Hearne, Sharon Poole, Sudha Sankar, Ken Vogel, with the possible addition of one or two specific people.
Marketing/PR	B Cliff reminded the Board that the \$20,000 set aside for PR/Marketing last year was intended to address/improve how TUUCW presents itself to the outside world. J Vogel, Membership Committee Chair, reports that membership team needs work/assistance as well. Rev. Taylor reports that after speaking with colleagues, a transitional ministry is a good time to undertake the revamping of a website, an important time to strengthen our external presence. The ultimate utilization of the funds, as per Endowment, needs to have a positive and long-lasting effect (i.e., as for website, that it be intended to bring in new members).	B Cliff, J Vogel, and Rev. Taylor will meet to discuss.
Information Reports	<ol style="list-style-type: none"> <li><b>Bagels with the Board.</b> No Meeting to report. Next gathering will be on April 28.</li> <li><b>Cyber Security Team.</b> Insurer, Church Mutual, in addition to the \$10,000 payment to TUUCW, will pay (up to \$20K) for Cyber Security arm of Octillo Law to investigate the breach, evaluate current protocol, and recommend changes/improvements. Board will need to sign retainer letter engaging law firm and separate letter engaging its cyber security arm. TUUCW will be liable for any costs over \$20,000; (extremely unlikely costs will go over, and we will be advised if/when we are getting close; we can then choose not to incur further costs).</li> </ol>	

3. **75<sup>th</sup> Anniversary.** B Cliff reports date held for November 9<sup>th</sup>. Wants wide participation in planning. Also Intends to ask specific people to assist in specific ways. Current ideas: Banner for outside announcing 75<sup>th</sup> year; Membership directory process outlined to have that ready for Nov. 9; creation of Steering Committee. Other possibilities: a Memory Book: “What I cherish most”; “Fun anecdotes to share”; Art show. All of this requires volunteers, however. So far, have had only two responses to requests for assistance put in Soundings. Questions: Are people just tired? Do we make this one big event or separate into several smaller ones? (Originally, we had planned to celebrate the Name Change along with the 75<sup>th</sup> Anniversary but needed to push those events back to accommodate more pressing, timely events, with separate farewell celebrations to departing staff, etc.)
4. **2024 Nominating Committee Slate.** Although a preliminary announcement of the 2024 Slate of EC Nominees was made in SOUNDINGS earlier in April (to allow time for petitions for EC Nominations to be submitted, if desired, by the May 1 deadline), a potential conflict of interest was brought to light by Rev. Taylor for the spouse of a staff member to serve on an elected committee. In order to avoid even the appearance of a COI, the Nominating Committee was asked to make a change to the Slate. The Secretary accepts full responsibility for the mix-up and premature announcement and apologizes to the candidates (all very worthy) and the NomCom. The official announcement of the EC Slate will be sent out in May with other information with the Call to Annual Meeting.
5. **Transforming Conflict.** Team pivoted well after Rev. Cooley had to cancel her appearance due to illness; will discuss whether her presentation will need to change since it is now moved to October. The team is considering possible name changes, such as Beginning Again in Love or How Do We Want to be Together. One focus for team will be developing process for handling complaints, which is currently lacking.
6. **Fine Award.** Many congregants submitted nominations for the Award, which have all been compiled and reviewed. R Sankar will email Board members to solicit final votes. (See Dropbox for all nominated candidates and a list of prior awardees.)

Executive Session	Discussion regarding Governance committee slate; Very Fine Award.	
Check-Out and Assignments	B Cliff, J Vogel, and Rev. Taylor will meet to discuss PR/Marketing use of \$20,000; R Sankar will circulate Fine Award email to Board for voting; Communications Committee will develop plan for educational session(s) on budget; S Grathwohl will create a narrative around the quarterly financial report; B Cliff and S Emberling will talk with Rev. Taylor about Annual Meeting, tent and food, tech needs, babysitting, etc., and start planning for Annual Meeting agenda and Annual Board retreat.	
Process Observer	B Lasher reported that meeting was well run and kept as nearly as possible to allotted times.	
Closing Reflection	S Emberling read Brene Brown's piece on Courageous Leadership.	
Adjournment	The meeting was adjourned at 9:28 pm.	
	Next Board Meeting: Tuesday, May 21, 2024	

Respectfully submitted,  
Deborah Garskof, Assistant Secretary and  
Stapley Emberling, Secretary for the Board of Trustees  
April 23, 2024