

# Minutes

## 74<sup>th</sup> ANNUAL MEETING OF THE UNITARIAN UNIVERSALIST CONGREGATION IN WESTPORT

SUNDAY, JUNE 8, 2025

### Summary of Key Decisions:

- Approved the use of up to \$100,000 in unrestricted endowment funds to cover operating expenses, if needed, in 2025-2026.
- Approved the use of up to \$30,000 in unrestricted endowment funds to cover a new 1099 development consultant responsible for identifying and pursuing revenue generation opportunities in 2025-2026.
- Approved the 2025-2026 budget.
- Approved the 2025-2026 Board, COM, Endowment and Nominating elected committees.

### **Proposed constitutional amendments (first reading with final action by 10/5/25)**

- Approved amendment to allow hybrid voting at member meetings with a provision that in the event the web meeting technology fails, the record will show that the virtual attendees left the meeting and will not be counted towards the quorum for any votes.
- Approved amendment to change the Committee on Ministries (COM) term from 5 to 3 years.

### Meeting Minutes

**Call to Order:** Beth Cliff, Board of Trustees President, called the 74<sup>th</sup> Annual Meeting to order at 11:50 a.m. She acknowledged Ken Vogel as the meeting Parliamentarian, reviewed meeting protocols and provided remote attendee instructions.

**Opening Reflection:** Reverend Alan Taylor shared opening words while the chalice was lit.

**Quorum Report:** Felicia Keeton, Board Secretary, announced the quorum has been met with 83 voting members present at the meeting and 2 members participating via Zoom.

**Motion:** To allow the use of hybrid voting at this meeting was made, seconded and unanimously approved.

**Motion:** To approve the draft minutes of 4 Member Meetings listed below (annual report pages 55-62). The motion was made by Ken Vogel, seconded and unanimously approved.

- June 9, 2024: Annual Member Meeting
- September 15, 2025: Special Member Meeting on Construction
- January 12, 2025: Special Member Meeting on Ed Thompson Emeritus
- April 27, 2025: Special Member Meeting on Settled Search Committee members

### **The Very Fine Lifetime Volunteer Service Award**

- Ravi Sankar, Board Vice President, presented this award to Randy Burnham for his contributions to the congregation and time invested in key positions and programs including, but not limited to, the Board of Trustees, Religious Education, Social Justice and his work with the UUA.

### **Board of Trustees Report**

- Beth Cliff provided a summary of her report shown on pages 12-14 in the annual report.

### **Report on Construction**

- Ken Vogel provided a summary of the Capital Construction Engagement Team's report shown on pages 19-20 in the annual report.

### **Report on Transitional Ministry**

- Reverend Alan Taylor provided a summary of his report on pages 4-9 in the annual report.

### **Report on Right Relations**

- Linda Lubin, Chair, shared some history about the formation of the Right Relations committee and discussed their goal of creating a living covenant that will help the congregation develop skills for a healthy and thriving environment intertwined with pastoral care and social justice.

### **Report from the Committee on Ministries**

- Monica Garrison and Chuck Coletti, co-chairs, summarized their purpose and activities as outlined on page 15 of the annual report.

## Report on the #MeToo Resolution

- Reverend Alan Taylor explained that our bylaws require a report but this past year there wasn't a specific committee working on the #MeToo Resolution. The congregation does have, however, active gender equity and reproductive justice committees.

## Report on the Anti-Racism Resolution

- Reverend Alan Taylor stated our bylaws require a report on this and clarified this resolution is now carried out by the Racial Justice Matters committee (see page 40 of the annual report).

## Report on General Assembly Delegation for June 2025

- Reverend Alan stated that Brian Lasher, Chris Aquino, Kathy Roberts and Cheryl Dixon will attend in person plus Ken Vernon will attend online.

## Motions on proposed Constitution amendments

- Beth Cliff set the stage for the following two motions, stating they must pass with a two thirds majority today, and then the Congregation must meet again and have an up or down vote within 120 days.
- **MOTION #1: To amend the Constitution to allow hybrid voting at member meetings**
  - Stapley Emberling read this motion, seconded by Jerusha Vogel:
    - *This is a motion to allow hybrid voting by amending our constitution, adding the following language to the end of Article VII section 4 (after "Absentee voting shall be for elections only"):*
    - *Members of the congregation may participate and vote in meetings remotely via audio and/or video conference. If the technology is unavailable or fails to work for any reason before or during the meeting, then the remote members shall be considered to have left the meeting – the remaining votes will not be counted, and they will no longer be counted towards the quorum.*
  - Discussion:
    - Bob Perry asked about the timing of a member registering to participate online to attend a meeting virtually. Stapley Emberling answered that typically the Secretary announces the meeting no later than the prior Wednesday, and members have until Noon the day before the meeting to sign up for online participation. It was discussed whether it would be important to clarify this in the constitution. Ken Vogel, Parliamentarian, stated that normally the Board is responsible

and makes decisions on practical things like this and recommended not requiring specific dates or requirements be added to the Constitution about pre-meeting registration.

- Dayle Brownstein raised concern about members attending in good faith and then not being able to participate due to a technical issue. After some discussion, an amendment to the original motion was proposed by Sharon Poole and seconded by Linda Hudson to add language that states specifically what will happen if there is a technology failure to make sure everyone's vote counts. There was discussion on how to make the motion specific, yet to give the Board flexibility in handling any given circumstance. Stapley Emberling reminded everyone that there are usually only a few online participants and the impacts of rescheduling a meeting if there's an Internet failure - just to capture typically a few votes. Ken Vogel, supported by some members, recommended not changing the original motion and leaving it to the board's discretion how to handle technology issues during a meeting, given the Board will always look for new and better ways to ensure everyone's vote is counted. Sharon ultimately withdrew her proposed amendment. Beth called for a vote on the original motion from Stapley, and it passed unanimously.

- **MOTION #2: To amend the Constitution to reduce the term of COM members from 5 years to 3:**

- Monica Garrison and Chuck Colletti, COM co-chairs, shared that this year the COM needed to recruit 4 new members and how a 5-year commitment made this very difficult. Chuck read the motion, seconded by Randy Burnham:
  - *A motion to reduce the COM term from five to three years, by amending the constitution and replacing the first sentence of Article X section 4 to read "The COM is comprised of seven members elected to serve for staggered three-year terms."*
- Discussion – a few members stated this is a good idea.
- The motion was called and passed by two-thirds majority (3 voted against).

### **Financial Reports:**

- **2024-2025 Stewardship Report**

- Elena Rockman Blake, co-chair, shared that pledges are slightly lower than what was budgeted, however, they are still coming in. The concern is more about the number of pledge units versus the dollars pledged because there are a few families that have stepped up their contributions. Elena thanked her co-chair Sam Somashekar and will step down from this position to work on the committee to find a settled minister.

- **Financial Results & Proposed Budget**

- Mark Cocoran filled in for Jon Gage, Treasurer, and summarized the report on pages 20-29 of the annual report. Overall, the congregation is in a good financial position (i.e., no debt, a healthy endowment), but there are challenges in covering annual operating expenses. The best practice is for member pledges to cover 100% of staffing costs, which make up over 60% of our operating costs. Our pledges have fallen short in recent years. The result is we're consuming our endowment principal, instead of only relying on its investment income, which is not financially sustainable for the long term. In the coming fiscal year 2025-2026, it's projected that the operating budget deficit will continue. The shortage is expected this year to be \$99,000. Because of this, at the request of the Endowment Committee, a financial sustainability plan is proposed to equalize operating revenue and expenses.
- **Financial Sustainability Plan**
  - Brian Lasher summarized the proposal on pages 30-31 of the annual report, and stated this information is the same as that was shared during the previous Sunday Bagels with the Board. He stressed that we cannot rely on past financial assumptions going forward and need a proactive and structured response to make sure our operational costs are covered without consuming our Endowment principal year after year. He highlighted two plan commitments outlined below, plus discussed opportunities to increase revenue and strengthen operations:
    - In 2029 pledges will cover staff costs.
    - Hiring a part time 1099 development consultant that is responsible for increasing pledges, membership, exploring grant opportunities and supporting stewardship.
- **Endowment Committee Report**
  - Ken Vogel summarized the current state of our endowment as described on pages 15-16 of the annual report. He shared we have a balance of about \$4M comprised of different funds that can be used for different purposes (based on the donor's wishes whereby the Board has the option to add additional restrictions beyond this). Our general unrestricted fund has a balance of about \$1M. This can be used to cover operating costs.
- Ken presented these two motions related to the Financial Sustainability plan:
  - **MOTION #1: To approve spending up to \$100K of unrestricted funds from the Endowment, if needed to fill gap in budget shortfall**
    - Ravi Sankar seconded the motion
    - Discussion:
    - Questions asked by members and answered by Ken Vogel:
      - Is the approval to spend \$100k of unrestricted funds limited to 2025-2026? Yes.
      - Can investment income generated from funds other than the unrestricted be added to the unrestricted fund? No.

- Other discussion: Neil Coleman, a previous endowment committee lead, stated he is bothered by the concept of spending other people's money on operating expenses. Elena Rockman Blake empathized with Neil's point of view but shared that the UUA has had to help congregations close their doors because of declining membership, whereas the UUA has never had to shut a congregation down because of not having an endowment. She also warned if we continue to cut our staff, we'll keep cutting into our muscle, instead of fat, which will reduce our attractiveness to new members. She believes with the financial sustainability plan, we can turn the ship around. Rob Zuckerman agreed and reminded everyone of the 17 new members we've signed up this year. Holly Jaffe asked and received clarification from Beth Cliff about the Operations Council versus the development consultant role.
    - Beth Cliff called for a vote on the motion and it was approved unanimously.
  - **MOTION #2: To approve spending \$30,000 to hire a new development consultant**
    - Jerusha Vogel seconded the motion
    - Discussion:
      - Ken provided these clarifications and answers on how this new position will work with the new Operations Council designed to support the minister:
        - There are volunteers who've agreed to fill the Operations Council positions. More details will be shared on this in the coming months.
        - The board voted on forming a volunteer Operations Council versus creating a paid operations director role after the Governance Council was formed.
        - The development consultant role requirements are generally outlined and will be delegated to the contract minister and Operations Council to specify with Board involvement (e.g., pledge drives, grants to pursue).
        - The development consultant role could be filled with help from the UUA.
        - The development consultant role is a doer, not a consultant.
        - The role's scope will include marketing and promotions.
        - There is always a risk of not getting a return on our investment, but there are ways to mitigate this risk.
        - This is not a vote to spend the money -it's a vote to make the money available from our endowment.

- The \$30k for this role is not a subset of the \$100k just approved. If both motions are approved, the total is \$130k.
- Other member comments:
  - Naree Viner stated she does this type of work for a living and thinks \$30k is a bargain to have one person focused on growing revenue.
  - Dave Kaplan thinks this new position will help our broader community, many who have similar values, learn about us.
  - There was some discussion about other potential revenue streams like solar.
- Beth Cliff called for the vote which was passed by the majority (only 1 opposed).

### **MOTION: Ratification of 2025-2026 Budget**

- Mark Corcoran made a motion to ratify the 2025-2026 budget which was seconded by Randy Burnham. The motion was approved unanimously.

### **Elections for the Elected Committees**

- Jerusha Vogel, co-chair, presented the slate for elected positions as show on page 3 of the annual report
- Eileen Belmont made the motion and Stapley Emberling seconded to affirm the new committee slates for the Board, COM, Endowment and Nominating committees.
- Discussion: It was clarified that changing the COM term to 3 years is not yet in effect because this constitutional amendment change requires a second member vote by October 5<sup>th</sup>.
- The motion was approved unanimously.

### **Installation of New Board & Elected Committee Members**

- The new elected committee members were installed together.

### **Recognition of Congregational Service**

- Beth Cliff recognized Sharon Poole's contributions to our congregation. Sharon served on Reverend Alan's transition team, the Governance committee as well as orchestrating Ed Thomson's retirement and participating in and advocating for our music program.
- Beth also recognized Ruth, Sue, Angi and Micah's contributions and thanked our outgoing board members Anita Pfluger, Brian Lasher and Stapley Emberling.

- Randy Burnham and Stapley Emberling acknowledged Reverend Alan's contributions and presented him with a gift.

### **New Business**

- Beth reminded members to complete the Share-the-Plate & floor color ballots.

A motion to adjourn the meeting was made by Beth and seconded by Randy Burnham.

Meeting adjourned at 2 p.m. ET

DRAFT