

**UNITARIAN SOCIETY OF GERMANTOWN  
BOARD OF TRUSTEES MEETING  
July 26, 2016**

**Present:** Linda Brunn, Mike Campbell, Joanne Holden Davis, Margaret Kinney, Bill Morrow, Tom Ott, Susan Smith, Scott Wolkenberg **Excused:** Eva Finney **Additional participant:** Kent Matthies

**Minutes of June Meeting**

The minutes of the June 28, 2016 meeting were approved unanimously.

**MET Report** There was no report this month.

**Status of August Meeting**

It was decided that in lieu of the regular Board meeting, the Visioning and Oversight groups would meet on the scheduled date.

**Proposal to Access Bromberg Bequest**

Bill Dowdall's proposal to access \$50,000 from the Bromberg bequest was reviewed at length. These funds are needed to complete the driveway portion of the capital campaign, and to take bore samples related to the proposed elevator installation. After lengthy discussion, the Board authorized transferring \$50,000 from the CIF to the capital projects group so that approximately \$30-35,000 could be used for driveway rehabilitation and \$10-15,000 for test borings. A variety of significant questions were raised (design and planning cost estimates, project timelines and decision structures, risk of damage to the new driveway during elevator construction, elements and timetable for the fundraising plan) and the Board is requesting additional discussion with Bill prior to authorizing any additional monies for these projects. Tom and Scott will follow up with Bill. In addition, Scott will draft a decision tree that can be used as a straw man to start conversation.

During this discussion, it was noted that the church is required to hold special funds in a separate bank account. Mike will follow up.

**Policy Reviews**

Nominating Committee - The Board unanimously passed a recommendation by the Governance and Ministry Task Force to abrogate the Leadership Development policy approved by the Board on February 25, 2014 and to replace it with the attached Nominating Committee Procedure. The proposed Conflict of Interest policy was approved unanimously. Leadership Development will be the subject of a future policy.

The proposed Conflict of Interest Policy (also attached) was unanimously approved.

**Small Group Updates**

The Visioning group will be sending out articles, etc. to inform and stimulate thinking. In particular, Kent will disseminate a UU World piece on problems in UU-ism.

The Oversight group is looking at the issue of congregational approval of the annual operating budget. Beth Lazer has provided helpful information from the Asheville, North Carolina church. Tom will identify and follow up with a church that made the shift more recently to learn what their experience was. There was agreement that expanded opportunities for education and feedback from the congregation would be positive steps.

Susan B. Smith, Secretary

## Nominating Committee Procedure

*Approved by the Board of Trustees 2016.7.26*

*This policy supersedes the Leadership Development Policy (Nominating Committee) approved by the Board of Trustees 2.25.2014. Leadership Development will be the subject of a future policy.*

The Congregation voted to amend the USG Bylaws in September 2014 with respect to the Nominating Committee. This Procedure was approved by the Board of Trustees to clarify the functioning of the Nominating Committee.

### Rationale

The Nominating Committee (the “committee”) contacts dozens of potential leaders each year in its search for Board nominees. With the current structure, the information obtained might not always be made available to the following year’s Nominating Committee. Extending the term of members to three years, staggered so that only two retire each year, provides continuity and should help make the collected information accessible to all Nominating Committees. It also should enable the Nominating Committee to participate meaningfully in recruiting potential leaders for other USG functions.

### Procedure

1. The Nominating Committee will be comprised of six members, each serving for three years. The terms will be staggered so that there will be two new members each year.
2. The committee will nominate three Board members and two members of the Nominating Committee to replace the members rotating off the committee, or such other number as required to bring the membership of the Nominating Committee up to six members. Vote shall be by a plurality of eligible members voting at the Annual Meeting. The committee shall designate its chair. The Board shall fill any vacancies in the committee that may occur between annual meetings.
3. The committee will assist committee chairs and the Ministry Executive Team in identifying and recruiting volunteer leaders.
4. In the course of recruiting for the Board, the Nominating Committee, or other leadership positions, the committee may identify potential leaders for other functions, and will connect them with the appropriate groups or committees.
5. In performing its work, the committee will consult with the Board President, the Minister, and other USG leaders as appropriate.

# Conflict of Interest Policy

***Adopted 2.22.11***

***Revised and approved by the Board of Trustees 7.26.2016***

## **Guiding Principle**

The potential for a conflict of interest arises in situations when a person who is responsible for promoting the interest of the Unitarian Society of Germantown (“USG”) is involved in a competing business or has personal interest. USG’s reputation with members, donors, friends and members of the public may be injured by even the appearance of conflicted decision making. To protect the reputation of USG and those involved with it, transactions with related parties where a potential for a conflict of interest exists or may appear to exist must be handled with objectivity.

## **Policy**

It is the policy of USG to further its spiritual and social mission rather than to benefit private interests. To achieve and maintain the maximum degree of integrity in USG’s operations and to ensure that the procurement of supplies and services are at the lowest price commensurate with quality standards, it is USG’s policy to ensure that all Interested Persons (as defined below), particularly those involved in influencing or making decisions, conduct themselves at all times in a manner that will avoid any actual or potential conflict of interest to the disadvantage of USG. As more fully set forth below, actual or potential conflicts of interest should be disclosed to the Board or the Ministry Executive Team and then openly evaluated to ensure that decisions are made on a sound economic basis and in the best interest of USG.

## **Interested Person**

An “Interested Person” is a Trustee, a member of a Council or Committee, an officer, agent, employee, or immediate family member of any of the above, who has a direct or indirect financial interest in an Organization that does or seeks to do business with USG or does or seeks to do business with USG as an individual.

## **Conflict of Interest**

“Conflict of Interest” occurs where a person is responsible for promoting the interest of USG at the same time he or she is involved in a competing personal interest (financial, business or personal).

## **Disclosure Requirements**

An interested person shall disclose to the Board or the Ministry Executive Team (whichever body oversees the function at issue) a description of the facts comprising the real or apparent conflict of interest. After disclosure of the potential conflict of interest, the Board or the Ministry Executive Team shall decide if a conflict of interest exists.

## **Requirements When a Conflict May Exist**

When the Board, the Ministry Executive Team, a Council and/or a Committee is presented with or believes that a particular transaction may involve a real conflict of interest, or the potential for the conflict of interest, the Interested Person shall abstain from: (a) participating in discussion or decision making with respect to the subject of the conflict (other than to present factual information or to answer questions). The Interested Party shall not be present during the discussion or decision making; (b) using his or her personal influence to affect deliberations; (c) making motions; (d) voting; (e) being present when a vote is taken; (f) executing agreements on behalf of USG; and (g) supervising on behalf of USG any work done by the Interested Person or Organization for USG in a paid capacity.

## **Records of Proceedings**

Any minutes of meetings of the Board or Ministry Executive Team that contain a disclosure and evaluation of a real or apparent conflict of interest shall reflect the individual disclosure, the vote thereon and the individual's abstention from participation and voting.

## **Standards of Conduct**

An Interested Person shall not join the Board, the Ministry Executive Team, a Council or Committee without making a disclosure of any applicable conflict of interest. An Interested person shall not disclose material that has been designated confidential material by the Board, a Council or Committee to any third person, including the Organization with whom the Interested Person is associated.

## **Sanctions**

If the Board or the Ministry Executive Team has reasonable cause to believe that a person has failed to make a Disclosure of a conflict of interest, or has otherwise violated this policy, it shall inform the person and afford the person the opportunity to explain. If after being explained to the Ministry Executive Team, the Ministry Executive Team determines that the person has violated this policy, the matter shall be referred to the Board. If the Board makes a determination that a person has violated this policy, it shall take appropriate disciplinary and corrective action.