

USG BOARD MEETING: SEPTEMBER 23, 2014

PRESENT - Dennis Strain, Linda O'Gwynn, Ann Schoonmaker, Marina Patrice Nolan, Bob Williford, Scott Wolkenburg, Linda Brunn, Judy Rodes, Craig Miller (Late)

VISITING - Kent Matthies via Skype, Gloria Smith

Approval of Minutes

A reading of the Minutes was waived by a consensus. Minutes approved 8-0

President's Report

STRATEGIC INITIATIVES

Information to the congregation will be coordinated between the Board and MET to limit confusion. Dennis will be the contact for MET and Gloria will be the contact for Board info. Kent suggested that a short video be done that explains the strategic initiatives matter in the church and in the larger community. Dennis suggested that a marketing plan be developed. The other major issue will be finding someone to shoot and edit a film as part of the marketing plan.

Transformation Team Policy Update

Proposed updates were needed to reflect the changes in governance. Proposal recommended was approved by vote 9-0.

MET Report

MET has huge responsibility. Members of the Board agreed that this is consistent with the new governance structure.

Minister's Contract

Contract was approved by Board vote 9-0.

MOTION TO MAKE DANIEL GREGOIRE AN ASSISTANT MINISTER

Daniel's Ordination/Position/Housing Allowance was subject to discussion. It was stated that Daniel can only take money for housing allowance if the Board votes to allow him to do so. There was some discussion about his title of Assistant Minister vs Minister. There was concern about his title creating confusion regarding church organizational structure. However Kent feels that his title should be Minister of Spiritual Development.

Motion to co-sponsor Daniel's ordination [on November 9, 2014](#) and upon his ordination he will hold the position of assistant minister and that a portion of his budgeted salary will be allocated to the housing allowance provided by the Tax Code. Motion was approved 9-0.

The following items were tabled:

Right Relations Policy

Budget Restrictions: Fair Compensation, UUA/JPD Dues, Building Maintenance, Deficit Reduction

Board Retreat

Motion to adjourn by Board vote 9-0.

President's Report: September 23, 2014

Annual Meeting Agenda

- I. Selection of Chair, Secretary, and Parliamentarian (4 minutes)
- II. Waiver of Reading of Minutes (1 minute)
- III. President's Report (5 minutes)
- IV. Ministry Executive Team Report (5 minutes)
- V. Amending Bylaws to Expand Nominating Committee (30 minutes)
- VI. Election of Nominating Committee (10 Minutes)
- VII. Financial Report: Consolidated Investment Fund: (10 minutes)
- VIII. Financial Report: Annual Budget (25 minutes)

The President's Report will focus on (1) the Governance/Ministry delegation, (2) the Strategic Initiatives, and (3) the Edna Jones Bequest. The report of the Ministry Executive Team will follow. The main discussion will focus on the expansion of the Nominating Committee and draw down of the Consolidated Investment Fund to support the budget deficit. Alan Windle has agreed to chair the meeting. I am still looking for a Secretary and Parliamentarian.

Ministry Executive Team

Treva will submit a monthly report to the Board, summarizing the team's activities. MET requests a copy of the draft Board minutes soon after the Board's meeting. Board communications should be run by Gloria and MET communications should be run by Dennis, with Marina Patrice as backup. MET requests the Board to establish budget parameters and develop a Right Relations Policy.

Governance and Ministry Task Force

The task force will develop a list of areas in which the Board needs to develop policies, including priorities. The current priorities are the finance policies and the Right Relations Policy. It will

also be important to develop a policy on the selection of MET members.

Maintenance Reserve Fund

Building and Grounds has developed policies and procedures for the use of this fund, which is approximately \$130,000. MET has viewed it and the Budget and Finance Council will view it before coming to the Board. The Council has already renamed it the “Edna Jones Fund,” because it lacks the annual contributions typical of reserve funds.

Personnel Committee

Susan Smith has joined Patricia Hamel on the committee. Mark Daugherty has been working without a contract and is now requesting one.

Transformation Team

The team’s reporting responsibilities need to be revised to reflect the new governance structure. The team will advise the Board on matters of policy and oversight. It will advise MET on operational matters. MET is working on the revisions to the policy for presentation to the Board.

Finance Sub-team

Andrea Parry, Marina Patrice, Gloria, Michael Campbell, and Rudy Sprinkle are working on a list of all financial tasks and determining which are to be allocated to the Budget and Finance Council, ultimately revising the Finance Council policy. The policy will be reviewed by the Council, MET, and the Governance and Ministry Task Force, before submission to the Board for approval.

PROPOSAL to the USG BOARD OF TRUSTEES
FORMATION OF A TRANSFORMATION TEAM
March 15, 2013 updated September 10, 2014

The MPC recommended the formation, by the Board of Trustees, of a Transformation Team to report to the Board of Trustees and the Ministry Executive Team. At its meeting of February 26, 2013, the Board approved in concept the formation of a Transformation Team, with the expression to be further defined. This document defines the proposed team.

The team will consist of approximately 5-6 USG members appointed by the Board for overlapping 3 year terms; one Board member, one MET member, one ERC member, and approximately 2-3 from a list proposed by the minister and the MET.

The team will be charged with coordinating USG’s work toward growing congregational efforts to further realize our goal of being anti-oppressive in spirit and action, and to strengthening and

solidifying the Unitarian Society of Germantown's efforts to increasingly become a Beloved Community (in the words of Dr. Martin Luther King) that is **intentionally welcoming, multiracial and multicultural**. These efforts would include:

- Liaison with the Ministries and Program Council to involve all committees and groups of the church in the shared work of transformation;
- Foster a common language and definition of "Beloved Community"
- Initiate conversation among USG members and offer recommendations to USG leaders to help achieve USG's mission and goals;
- Review USG's website, publications, and other communications to incorporate this message; and
- Promote workshops, conferences, children's religious education and adult spiritual development programs to encourage conversation among USG members.

The working relationships between the Transformation Team and the Board, the MET, the Ending Racism Committee, and the broader congregation will need to be defined. It is hoped that these relationships will evolve as the team is created and defines its goals and objectives and its processes.

MET work from May 29 through September 16

MET Responsibilities Grid:

We have worked to align responsibility with authority and also to create pathways of authority to help empower lay people and get things done efficiently.

On the Ministry side, we moved a number of program areas away from the Ministries and Programs Council, these are:

Worship, Small Group Ministry and Caring moved to Minister, Kent Matthies as the primary. Children's and Adult Spiritual Development moved under Daniel Gregoire, Director of Faith Development) as the primary

MPC will retain Social Justice and will take on a role with Welcoming Community (Membership) and Annual Events (MLK Day, Seder, Retreat, Lingelbach dinner and Diwali) Daniel Gregoire and the MPC chairs agreed to all these changes and also agreed to create a joint form that would need to be submitted whenever anyone wanted to offer a new program or event, they will decide which entity will "sponsor" it, approve it and notify the office of the approval and then support and guide that process.

Student minister, Kin Sims, will be the point person for social justice this year and can help with programs as they come up. Kin will also help with MLK Day and maybe the Retreat as well)

On the Admin side, the work of the Governance Financial Task Force is helping to clarify the different roles and responsibilities and how it makes sense to structure the processes going forward. This work is ongoing.

It was decided that Treva Burger would focus her work with Kent Matthies on the Ministries and Programs side of the MET responsibilities. Beth Lazer will focus her work primarily with Gloria Smith, but on a few areas with Kent Matthies on the Administrative and Operations side.

Please see MET Responsibilities Grid for details on pathways of authority and accountability. (Originally we identified MET as overseeing everything on the grid, but since the Board does “Oversight”, we changed the MET role on this draft to “Management.”)

Sullivan Loan Payoff

All of the lenders who were overpaid were contacted and asked to return the overpaid fund. They all agreed and the funds have been coming in. At this point we need to receive just one more payment, which is forthcoming and the books can be closed.

Rental Coordinator

Carolyn Cotton will work under a newly clarified contract and meet with Gloria Guldager every other week to touch base on the status of the rental program and determine any assistance she might need.

Apartment Rental Update

USG paid \$175 for an exterminator, but told the tenant that bedbugs that were likely brought in by he or a visitor was not reason for breaking a lease. We agreed to let him sublet to someone who meets our criteria, but he remains financially liable according to the terms of the lease for its duration. He continues to pay the rent. Last month, he was given approval to find a sub-tenant, to be approved by USG. He has identified a potential sub-tenant and has given Carolyn Cotton the information. She is in the process of running a background check and a decision will be made at that time if we approve or disapprove the sub-tenant.

Covenant of Right Relations

We believe that USG needs a Covenant of Right Relations and we would like help putting this together. Kent Matthies discussed this with the Committee on Ministry and they agree. Such a covenant can help deal with issues when people are not treating each other with sufficient respect or kindness. Since this is policy the Board needs to agree it should be done and designate someone to do it.

August 20 Leadership Meeting

We held a meeting for approximately 20 leaders on August 20 to review the governance structure change and share with them the MET Responsibility Grid and the goal setting process we would like to put in place. We have another meeting planned for October 1. So far rsvps are minimal. We will check in with leaders to see what would meet their needs better.

Car Accident

Bill Blasdel and Gloria Guldager and are working together with the car owner and the insurance company to make sure the repairs are made and paid for by the responsible party. Gloria will communicate with Finance Council chair Michael Campbell about all that transpires.

Maintenance Reserve Fund

Scott Murray and Bill Blasdel have worked together to create a proposed process and procedures for how the Maintenance Reserve Fund, which came from the Edna Jones bequest, would be used and managed. This proposal has gone to the full Buildings and Grounds Committee for discussion. MET has now received the draft and will review and give input by the end of September. The proposal will also go to the Finance Council for review. MET will manage input of comments and send it to the Board for their review and potential approval.

Personnel Committee only consists of a chair, Patricia Hamill at this point. Patricia has great insight and done important work. However she is not able to respond quickly to issues that come up. It was not felt there needed to be a committee, which met regularly, but just someone Gloria Guldager could go to with questions or issues. Susan Smith has agreed to fill this role.

Financial Task Force

MET had asked that a group consisting of Gloria Guldager, Andrea Parry, Marina Patrice Nolan and Rudy Sprinkle begin work to review all of our financial policies and operations and figure out what needs to change to increase efficiency and clarify roles and responsibilities. This group has been meeting regularly since August is helping greatly to clarify how we can best move forward in this area.

Transformation Team

The Transformation Team has struggled to determine its role in the church since it was formed. MET asked the Governance Task Force to help clarify this and the proposal was revised so that the TT would report to both the Board and MET (instead of Board and MPC) and on the Allocation chart. The TT will go to the Board to assist with policy development and strategic guidance and to MET for assistance with implementation and evaluation of programs. Eli Scarce has agreed to continue as chair of the Team and appreciates the increased support and guidance.

Ministries and Programs Council

This month we asked MPC to put together an Ordination team for Daniel Gregoire's ordination, a 150th anniversary team to solicit and develop ideas for how we can celebrate and asked them to make sure there is a Retreat Committee in place.

Connections between Board and MET

Several Board and MET members attend the Governance task Force. Dennis Strain may attend some MET meetings. MET will submit monthly reports to the Board. Bob Williford will send

Board minutes to Beth Lazer and Treva Burger so they are aware of what was discussed at the meeting.

What we have planned, in addition to ongoing processes listed above:

1. Work with the Board and Governance Task Force to continue educating leaders and the congregation on the new governance structure
2. Develop SMART goals, and support committees in developing them in line with their ongoing work and the Board's strategic initiatives.
3. Solicit suggestions from leaders as to ways to help them do their work
4. Complete Admin side of the MET Responsibilities grid
5. Begin work on a new Org chart for the new structure.

What we would like from the Board:

Development of a Covenant of Right Relations for the Congregation

Approval of the Updated Transformation Team proposal

We would also appreciate your assistance in continuing to education the congregation on the new governance structure.

Budget guidelines for MET by their October meeting so that budget creation can begin.

Ministry Agreement

PROLOGUE

The Unitarian Society of Germantown (hereinafter the "Society"), and the Reverend Kent C. Matthies, as Minister, (hereinafter the "Minister"), intending to be legally bound, jointly enter into this Ministry Agreement effective _____, 2014. . This Ministry Agreement supersedes and replaces the Ministry Agreement dated May 5, 2002.

1. INTENTION

1. The intention of this Ministry Agreement is to set forth the responsibilities and obligations of the Minister to the Society and of the Society to the Minister in order to avoid unnecessary ambiguity and to provide the basis for resolving such discontent as may occur. It is recognized that no matter how carefully this Ministry Agreement is written and observed, the relationship between the Society and the Minister must be grounded in open communication, honesty, mutual trust, good faith, spirit of assessment and open and fair process on both sides.

2. EXPECTATIONS

2.1 Shared Leadership and Minister's Responsibility

2.1.1 The Minister and the congregation share responsibility for the leadership and ministry of the Society. Achievement and maintenance of this collaborative relationship must likewise be shared. It is a relationship of discovery, of both self and other, in a context of mutuality.

2.1.2 The congregation looks to its Minister for spiritual leadership and initiative and for assistance in setting and articulating the vision.

2.1.3. The Minister, supported by a team of staff and lay leaders, shall have the responsibility and authority to manage the regular operations of the Society (1) in accordance with the high-level guidance and strategic direction provided by the Board of Trustees (hereinafter the “Board”), (2) pursuant to policies adopted by the Board, (3) in consultation and collaboration with the Board and others performing the function of governing the Society [Ref: Motion adopted by the Board of Trustees April 22, 2014.].

2.2 Pulpit and Worship Services:

2.2.1 It is a basic premise of this Society that the pulpit is free and untrammelled. The Minister is expected to express his/her values, views, and commitments without fear or favor.

2.2.2 The Minister may be relieved of pulpit responsibilities for up to four (4) Sundays during the twelve month year for the purpose of participating in and/or supervising denominational services, such as attending the General Assembly of the Unitarian Universalist Association, meetings of the J.P. Priestly District. The Minister will prepare and present sermons on at least (28) Sundays during the twelve month year. To the extent that the Minister participates in and/or supervises denominational services less than four Sundays during the year, he shall participate in, but need not deliver a sermon, at Sunday services at the Society. The breakdown for the entire Year is as follows:

VACATION	4 weeks
STUDY LEAVE	4 weeks
ONE SUNDAY PER MONTH	10 weeks
CHURCH - SERMON	28 weeks
DENOMINATIONAL EVENTS	0 to 4 weeks
CHURCH -NO SERMON	<u>6 to 0 weeks</u>
	52 weeks

2.2.3. The Minister shall conduct two (2) Sunday morning services, utilizing the same sermon at both if he so desires, during such period as the Board of Trustees may decide, in consultation with the Minister, that the Society shall have two (2) such Sunday services.

2.2.4. The Minister shall conduct up to two (2) Christmas Eve services each year, the exact number of services to be determined by the Board of Trustees and the Minister, in consultation.

2.3 Services to Persons:

2.3.1. The Minister, with leadership and help from the Caring Ministry Team, will serve members in their needs for pastoral care, including crisis intervention and visitation of the homebound, sick, dying, and bereaved, both directly and in conjunction with the Society's Caring Ministry Program. The Minister will maintain awareness of his limitations and work closely with the Caring Leadership Team. The Minister will also refer members for professional counseling and other specialized services as appropriate.

2.3.2 The Minister will provide ceremonial services and counsel to members and contributing friends of the Society without fee. When such services are provided to non-members and contributing friends, such fees may be set by the Minister in accordance with those recommended by the Unitarian Universalist Ministers Association. All such fees are the property of the Minister.

2.4 Services to the Board

2.4.1 The Minister will be an ex-officio member of the Board . The Board expects the Minister or his delegate to report to it monthly, bringing to its attention specific concerns as they arise.

2.6 Community Activities: The Minister is encouraged to act in the community beyond the Society on behalf of liberal religious values in a manner that is consistent with the mission of the Society.

2.7 Relationship to Church Staff:

2.7.1 The Minister is the Chief of Staff and supervisor of all Society employees (hereinafter "staff") and volunteer staff. The Minister may delegate day-to-day supervision of the performance of staff members to appropriate committees or individuals, provided the Minister remains responsible for their performance.

2.7.2. The Minister will conduct annual staff evaluations and direct personnel actions to the Personnel Committee or the Board of Trustees, whichever is applicable. The Minister shall have sole responsibility for hiring and discharging of Society employees. However, while final responsibility for hiring and discharging an employee will rest with the Minister, the Minister will consult with any ad hoc Executive Committee of the Board (and in the absence of an Executive Committee- the Board) and with Church Counsel, so that Counsel can provide privileged advice to the Board, before issuing a letter of termination. In the event the employee to be discharged is the Music Director, Director of Religious Education and/or or other staff whose responsibilities are of a spiritual nature the Minister shall give respectful consideration to the position of any ad hoc Executive Committee of the Board (and in the absence of an Executive Committee- the Board) prior to the discharge.

2.8 Office Hours and Days Off:

2.8.1 The Minister will maintain regular and posted daytime or evening office hours at least three (3) days per week, with other time available by appointment.

2.8.2 The Minister will maintain one day per week free of all Society responsibilities and one additional day devoted to study and writing wherein the Minister shall be available only for serious emergencies.

2.9 Committee on Ministerial Relations: The Committee on Ministerial Relations will support and monitor the health of the ministry of the Society.

2.10 Minister's and Society's Conduct: The conduct of the Minister and the Society will be in accordance with the Code of Professional Practice and Guidelines for the Conduct of the Ministry of the Unitarian Universalist Ministers Association, as well as the Society's Safe Congregations Policies.

2.11 Evaluation of the Minister: The work of the Minister will be evaluated annually by the Board of Trustees. The results of the annual evaluation will be discussed with the Minister and a written report provided to him.

3. COMPENSATION AND BENEFITS

3.1.1. The Congregation will provide to the Minister an annual Salary of \$ 87,517.

3.1.2. The Board agrees that a portion of the Minister's Salary may be designated as a Housing Allowance once the Minister has ascertained the likely domiciliary costs to be incurred.

3.1.3. Salary shall be payable bi-weekly. Housing shall be payable monthly with the first regular bi-weekly paycheck of each month. Salary and Housing Allowance shall be reviewed annually

by the Board of Trustees. Any compensation changes effected shall be presented in an Addendum to this Ministry Agreement.

.3.1.4 In the event of the Minister's death the Society will continue the Minister's Salary to his surviving family for three (3) months.

3.2 Other Benefits and Expenses:

3.2.1. The Society urges the Minister to participate in retirement, health, and group insurance plans.

3.2.2. The Society will provide additional compensation to the Minister, in lieu of employer's FICA, at 7.65 percent of Salary and the Housing Allowance, payable bi-weekly.

3.2.3. The Society will provide annual retirement plan contributions by the due date to the Unitarian Universalist Organizations Retirement Plan and/or other appropriate retirement plan, of 10 percent of total Salary and Housing Allowance, which will be ratably adjusted if the Minister's employment ends before the end of the Retirement Plan year in a manner that is consistent with the requirements of the Retirement Plan .

3.2.4. The Society will pay insurance premiums as follows:

3.2.4.1. Comprehensive medical insurance for the minister, 80 percent of premium.

3.2.4.2. Group disability insurance, 100 percent of premium (with premium taken as taxable income by minister)

3.2.5. Professional and out-of-pocket expenses up to \$6625 are reimbursable, payable promptly on voucher by the minister in accordance with an Accountable Reimbursement Plan developed jointly by the Minister, President, and Treasurer. Expenses for reimbursement include, but are not limited to, travel, automobile mileage, lodging, meals, incidentals, conference registration, entertainment, pulpit gowns, books, periodicals, dues, office equipment such as computers, and other continuing education events. It shall be the practice of the Society to reimburse such expenses at the maximum rate allowed by the tax laws. Any items the purchase of which is reimbursed by the Society shall be the property of the Minister, provided that the transfer of property complies with all regulations regarding inurement. In certain circumstances the Minister may have to reimburse the Society for the residual value of the property.

3.3. Annual Review of Compensation

3.3.1. The Board of Trustees will review the Minister's compensation annually and will determine adjustments, if any, taking into consideration such factors as: merit in meeting, not meeting, or exceeding expectations: increases in the cost of living: changes in the cost of benefits: the relationship of the compensation to the UUA Fair Compensation Guidelines and the financial means of the Society, not including the Endowment Fund.

3.4 Annual Vacation Leave/Study Leave

3.4.1 Vacation Leave. The Minister shall have four (4) weeks of paid vacation per year, during which weeks the Minister will be relieved of all responsibilities and may be absent from the area. During the Minister's vacation, should an emergency arise requiring the Minister to return, all costs of such return will be borne by the Society. Designated weeks of vacation in months other than July shall be selected by the Minister in consultation with the Board.

3.4.2 Study Leave. The Minister will also be entitled to four (4) weeks of Study Leave which shall be selected by the Minister in consultation with the Board. . In the event the Minister wishes to be away during Christmas, Easter, or other important times in the UU calendar, the Minister shall consult with the Board president or his/her designate. During each week of Study Leave, should an emergency arise requiring the Minister's return, all costs of such return will be borne by the Minister.

3.4.3 The Minister shall designate his Study Leave weeks, in consultation with the Board , at least six (6) weeks in advance of the Study Leave taken, so that Sunday services can be adequately prepared.

3.5 Denominational Service: The Minister may be relieved of all responsibilities and absent from the area for up to four Sundays annually, inclusive of General Assembly, and other UU Minister's Association of Joseph Priestley District gatherings.

3.6 Sick Leave

3.6.1 The Minister may use sick leave on the same basis as full-time church staff in accordance with the Society's personnel policies.

3.6.2 The Society will continue to fund full compensation for the Minister due to his total disability as a result of illness or accident for up to six (6) months or until disability insurance benefits begin, whichever comes first.

3.7 Sabbatical Leave

3.7.1 Sabbatical leave accrues at the rate of one month per year of service No more than six months of sabbatical leave may be used within any twelve (12) month period, with a minimum sabbatical leave of two months, and sabbatical leave may not be used in conjunction with vacation and/or study leave. The Minister shall assist other UU congregations when their ministers are on sabbatical leave to encourage other UU Ministers to assist the Society when the Minister is on sabbatical.

The timing of the Minister's sabbatical must be approved by the Board of Trustees at least one year in advance. The Minister shall use sabbatical leave for study, education, writing, meditation, and other forms of professional and religious growth.

3.7.2 The Society will continue full Salary and benefits during sabbatical leave.

3.7.3 In the event of the Minister's resignation, termination, or retirement, accrued but unused sabbatical leave is not compensable in any form.

3.7.4 The Minister agrees not to resign from full-time service to the Society for a minimum of one year following the end of any sabbatical leave. In the event that the Minister fails to comply with this provision, the Minister shall forfeit any accrued but unused vacation that would otherwise be due to him upon termination. In addition, he shall refund to the Society the funds paid to him during the sabbatical calculated as follows: the actual number of days that the Minister does work for the Society following the sabbatical shall be divided by the total days of the year to arrive at a ratio. The resulting ratio shall be multiplied by the amount of money paid to the Minister during the sabbatical to arrive at the sabbatical pay that the Minister shall be entitled to retain. The difference between the amount that may be retained and the amount paid to the Minister is the amount that the Minister shall refund to the Society. By way of example, if the Minister returns from sabbatical and works only 4 months, the amount of money earned during the sabbatical (e.g. \$42,500.00) would be multiplied by 32% and the difference between this amount (\$13,600.00) and the total is the amount to be returned to the Society (\$28,900.00).

3.7.5 The Society agrees to take no action on ministerial tenure during a sabbatical leave, except for just cause.

3.8 Holidays. The Minister is expected to be available on holidays such as Christmas Eve, and Easter. If the Minister holds services and/or is available on one or more of the above-described holidays, he will be entitled to an equivalent number of days off in lieu of the said holidays.

The Minister is not expected to be available on secular holidays such as New Year's Day, Memorial Day, July 4th, and Labor Day.

4. TERMINATION.

4.1 The term of this agreement is indefinite. It will continue until either the Minister provides the Society with at least ninety (90) days advance written notice of intent to resign or retire, or until the Society provides the Minister with at least ninety (90) days advance written notice of intent to dismiss, or until the death of the Minister or until the Minister has been totally disabled for six (6) months. Notwithstanding this provision, the

Society has the right to terminate the employment of the Minister, without advance notice, for just cause.

4.2 Any decision to dismiss the Minister shall be made in accordance with Society's By-Laws.

4.3 Except as provided in section 3.7.4, at termination, accrued and unused vacation will be compensated in the financial equivalent.

Date: _____

By: _____
KENT C. MATTHIES, Minister

Date: _____

UNITARIAN SOCIETY OF GERMANTOWN:

By: DENNIS STRAIN, President