

**USG Board Meeting**  
**May 26, 2015**

Board Members present: Dennis Strain, Marina Patrice Nolan, Scott Wolkenberg, Ann Schoonmaker, Craig Miller

Board Members absent: Bob Williford, Linda Brunn, Linda O’Gwynn

Others present: Rev. Daniel Gregoire, Rev. Kent Matthias, Tom Ott

April Minutes:

No changes.

**Motion to approve - Craig Miller**

**Second - Marina Patrice Nolan**

**Passed - 5-0**

President’s report:

There is general support for a Board orientation. Tom Ott will organize and present materials. Continuing Board members are welcome to attend, but are not required.

There is general support for a Board retreat. Dates and details will be planned in upcoming weeks.

MET report:

150th anniversary discussion - MET seeks guidance on whether to have a capital campaign associated with the 150th anniversary plans. Support for a campaign has been expressed by the 150th anniversary committee and other committees and groups within the congregation, but MET would like Board approval prior to proceeding. In particular, whether to have a capital campaign and for what purpose. In addition, how this campaign would align with Stewardship and other financial aspects of the congregation. With regard to governance, MET sees setting the parameters as Board issues and, once decided, MET would “own” implementation of the plans.

The Board discussed what information would be needed in order for the Board to deliver to MET a decision on whether to pursue a capital campaign and, if so, the vision and set of priorities for projects. Some pieces of information the Board would like to have in hand prior to a future Board meeting (at which vision and priorities would be voted on) are listed below. Board asks MET to provide this information.

Elevator cost (and updated plans for potential location)

Parking lot cost

MPIC - what additional projects could we fund, and for what price?

Seek congregational feedback on which MPIC projects they want to do associated with 150th?

Maintenance Reserve Policy:

Board approves the Policy with the change indicated below:

Replace this passage:

“The Ministry Executive Team (MET) retains the ultimate control of the Maintenance Reserve Fund under the new USG governance structure, though any expenditure of the Funds will require concurrence of Building and Grounds.”

with the following

“Control of the Maintenance Reserve Fund will be shared by the Ministry Executive Team (MET) and the Buildings and Grounds Committee as described in the procedures below.”

**Motion to approve - Marina Patrice Nolan**

**Second - Craig Miller**

**Passed - 5-0**

Governance and Ministry Task Force:

The Board requests the Governance and Ministry Task Force to continue to operate for an additional year under the leadership of Andrea Parry as Chair.

**Motion to approve - Marina Patrice Nolan**

**Second - Craig Miller**

**Passed - 5-0**

Legacy Committee:

The Board endorses the creation of the Legacy Committee as proposed by Bill Dowdall in his May 26, 2015 memo to the Board..

**Motion to approve - Marina Patrice Nolan**

**Second - Craig Miller**

**Passed - 5-0**

Nominating Committee:

The Board approves the amended procedures for the nominating committee.

**Motion to approve - Marina Patrice Nolan**

**Second - Craig Miller**

**Passed - 5-0**

Policy Manual:

The Board approves drafting a policy manual as proposed by the Governance and Ministry Task Force. Board requests that the Governance and Ministry Task Force prioritize drafting the Governance section.

**Motion to approve - Marina Patrice Nolan**

**Second - Craig Miller**

**Passed - 5-0**

Pathway for Decision:

The Board approves the Pathway for Decision Tool, as proposed by the Governance and Ministry Task Force. Board endorses the widespread use of this tool to analyze situations where ambiguity exists in decision rights and responsibility among congregational committees and governance.

**Motion to approve - Marina Patrice Nolan**

**Second - Craig Miller**

**Passed - 5-0**

Meeting adjourned 9:37p.

**President's Report: May 2015**

Board Orientation/Retreat

Governance and Ministry Task force recommends that the Board conduct both an orientation for new members and a retreat in the summer. The orientation should include (1) a synopsis of the new governance structure, (2) what the Board has accomplished this year, (3) what MET has done, and (4) what remains to be done next year. For the retreat, the Board should consider (1) how well it has functioned in the past year, (2) identifying big picture items, (3) how to deal with big picture items, (4) dividing the Board into three work groups to tackle big issues, and (5) meeting twice a month to provide time for considering big picture issues.

MET is orienting new MET members on June 16. Board members and others are invited.

Tom Ott agreed that after the new Board members are elected at the May 17 Annual Meeting, he would try to find a date for a Board orientation that all the new Board members could attend. All Board members will be asked to attend, especially newer members of USG. Possible dates:

Saturdays June 20, June 27 or July 11. Tom suggested that a Board covenant would be a priority for the July Board meeting.

#### Board Liaisons

The Governance and Ministry Task Force notes that there has been confusion this year about the necessity for and role of Board liaisons on committees and councils. The task force believes they play valuable roles in collaboration, bringing information back to Board and conveying Board points of view.

#### Membership of Task Force

Andrea Parry has agreed to continue as chair. Linda Brunn, Tom Ott and Rev. Kent have agreed to be members. Task force is seeking another Board Member and another MET member.

#### Finance Council

The council will track monthly cash flows to determine how much should remain in the the operations checking account at the end of the fiscal year. If more remains than is needed for the cash flow, the Finance Chair is authorized to either return funds to the CIF or use the funds to offset budgeted withdrawals from the CIF.

Beth Lazer will join the council in July. She will work with the council on finance procedures.

#### **May 2015 MET Report to the Board What MET would like from the Board:**

**Consideration of a capital campaign to celebrate our 150<sup>th</sup> year** and help us move into the future. This discussion may take more than one meeting, but hopefully a decision can be made no later than August. Some ideas are to raise \$150,000, half to go toward an elevator, half for social justice causes; or the entire amount for an elevator. Others would like to see us set the goal higher to achieve the next stage of the master plan.

**Review and consider approving the Edna Jones Maintenance Reserve Fund Policy** which has been approved by MET, Buildings and Grounds and Finance.

**Approve the plan for the Legacy Program.**

**What MET has worked on this month:**

## **150<sup>th</sup> Celebrations**

Sarah West is chairing the team. The core committee includes Susan Smith, Linda Bernstein, Treva Burger and Dennis Strain. They have reviewed the ideas generated at the two focus group meetings and have reached out to ASD, CSD, Worship Arts, Social Justice, Choir, Ending Racism, Transformation to ask about ways their group can contribute to the celebration. The broad plan at this point is a kick off event September 13 followed by a luncheon, an All Church Dinner in March, a wrap up event near the end of the church year to include the church's neighbors, ASD classes, an updated church history, a slide show, a timeline and sharing of memorabilia, a logo and slogan (MET likes Building Beloved Community for 150 Years) to be used on a banner over Lincoln Drive and on tee shirts, among other places, a Memorial Book recognizing past members, and hopefully a capital campaign.

## **Individual Celebrations**

The following recognitions and celebrations of individuals are planned: McKinley Sims and his fiancé on May 24, Carla Campbell and Ron Ross on May 31, Edna Jones on June 7 and Marietta Tanner on September 13. All will occur during the worship service and Fellowship Hour.

## **Communications**

Forming a new Communications team and creating a new plan is the one MET goal we have not accomplished this year. Gloria, Judy Rodes and Carolyn Cotton are working on new signage for Lincoln Drive. Jean Wilcox has agreed to help work on a strategy for coming up with a marketing plan. A website meeting resulted in a plan for several simpler websites (one for visitors, one for renters and one for weddings) that will not need much updating and will have links to the main website. We will begin working on the look of the main website and a reorganization to make things easier to find. We don't plan a platform change to the main website for now.

## **Community Council**

This is the new concept for what has been Programs and Events (PEC) this year and was Ministries and Programs (MPC) previously. Treva Burger has agreed to lead this endeavor formally as of July 1. Currently MET believes the council could meet 5 times from September through May for calendaring, collaborating, coordinating and communicating events to make sure they are welcoming and accessible, this might mean thinking about how to do fewer events really well, focusing events on our mission and strategic initiatives and making sure they are publicized optimally. We would ask representatives from Welcoming, Transformation,

Communications, MET, CSD, ASD, Social Justice, Worship Arts and any group (150<sup>th</sup>, Stewardship, Auction, etc) that has a large event to attend meetings.

### **Contracts**

Andrea Parry has helped draft staff contracts. Mark Daugherty's is almost done. Daniel's will be next. Thank you Andrea!

### **New MET Member Orientation**

We have planned an orientation for Linda Bernstein, Jenn Leiby and Bill Dowdall on June 16 from 12-3pm.

### **Stewardship**

The Pledge drive, which is gathering comments for next year (2015-16) is going well and predicted to come in on target though we still have many pledging units who have not pledged. The Stewardship Committee will send a letter this week. By next week, Kent will personally connect with 25 or so households and in two weeks any remaining households will be contacted by members of the committee.

### **Welcoming**

Jenn Leiby's term as Welcoming Community chair ends June 30. Treva will take responsibility for Welcoming as part of her Community Council role and is working with a group to think about how to accomplish the work of the Welcoming team in a way that is less dependent on a chair and spreads the jobs over a larger group of people. , Jenn Leiby will continue to coordinate and lead the New Member Orientation and Book Signings.

### **Updated Draft 5/3/15**

Building & Grounds Committee (B&G)  
Maintenance Reserve Fund

### Principles:

The Maintenance Reserve Fund is to address USG property issues that are related to deterioration, things that reach end of useful life, items damaged by casualty, or things that have failed, when those failures result in expenses not within a normal operating budget. If not addressed promptly, the cost to fix them can grow significantly, or operation of the facility can be compromised.

Given that the Funds earnings are applied to the General Endowment, and not to the Fund, the intention is to have the fixed amount in the Maintenance Reserve Fund last as long as possible, but with the stated goal of at least 10 years.

It is not the intention that the Fund be used for major "Improvements" unrelated to Maintenance needs. These should be referred to the Master Plan Implementation Committee (MPIC) for Capital Campaigns.

The threshold target for application of the Fund will be when a single Maintenance need exceeds 33% of the Building and Grounds budget line item for Church Maintenance, or exceeds 50% of the budget line item for the Youth Lodge Maintenance. At the discretion of B&G and with concurrence of the Ministry Executive Team, there may be occasions where this threshold can be waived.\*

The Fund was established also to facilitate these repairs in a reasonable fashion, streamlining within reasonable limits, the approvals to proceed.

The Ministry Executive Team (MET) retains the ultimate control of the Maintenance Reserve Fund under the new USG governance structure, though any expenditure of the Funds will require concurrence of Building and Grounds.

The Building and Grounds Committee members and the Ministry Executive Team will be kept informed and their advice solicited as part of the decision making process concerning and application of the Maintenance Reserve Fund.

The priorities for the Maintenance projects will be consistent with the Building and Grounds stated Priority List.

Examples of Maintenance needs that would qualify for the fund if the expenditures meet the threshold requirements might include:

- property related emergencies which result in safety hazards, the risk of more property damage or availability issues for the facilities;
- advancing funds to pay for repairs including any deductible arising from a property damage or insurance claim, and in the event that USG is reimbursed by an individual and/or an insurance carrier liable for the damage, such payments (including insurance proceeds) shall be deposited into the maintenance reserve fund; and,
- identification by Building and Grounds of significant degradation, failure, casualty, or end of life for a portion of the property.

Special Case - emergency needs:

These may arise at any time, and need expedited action.

An "Emergency" is defined as any instance where there is a significant risk of personal injury (a safety issue), where failure to remedy the situation would risk further damage or degradation to the facility or where the facility is rendered uninhabitable or its use is significantly compromised.

The Building and Grounds Chairperson or Co-chairperson has the authority to declare an "emergency" situation as defined above.

#### Procedures / Approval Levels:

For emergency issues:

- Access up to \$10k by the chairperson or a co-chairperson, with MET informed.
- Greater than \$10k by the chairperson or co-chairperson with approval by the B&G Committee and the Ministry Executive Team.
- Funds should be available promptly (<10 working days).

For non-emergency issues:

- All expenditures will be with the approval of the Building and Grounds Chair / Co-chair, the majority of the Building and Grounds Committee, and the Ministry Executive Team.

All expenditures will require notification to the Finance Council Chair. Finance Council is responsible to assure that funds can be made available in a timely fashion once a project is identified and communicated.

#### Reporting:

Building and Grounds will report status of the Fund at least Quarterly, including current balance, deposits and expenses.

\* B&G has the discretion to utilize its regular operating budget to pay part or all of any expenses that otherwise could be chargeable to the Maintenance Reserve Fund.

### **Legacy Committee**

Several USG members have met and discussed church legacy programs. The group that met included Tom Ott, Tom Schoonmaker, Bill Morrow, Scott Wolkenberg, Kent Matthies and Dennis Strain and me. We decided to move forward and ask the USG Board of Trustees to approve the establishment of a Legacy Committee. If the committee is approved by the Board, I



will organize the committee and start the legacy campaign in late June upon the completion of this year's pledge drive.

The purpose of the Legacy Committee is to establish a solid, long-term financial foundation for USG by encouraging legacy contributions to the church in the form of restricted and/or non-restricted planned gifts. The committee's responsibilities will include educating the USG congregation about planned giving, the actual solicitation of planned gifts, and sending thank you letters to donors that can serve tax purposes. The committee will also develop a plan to publicly recognize the planned gifts and organize an annual reception for those who participate. The committee would ideally consist of 4 to 5 members, meeting on a monthly basis, reporting to MET, and providing quarterly reports to the Board, the Finance Committee, and MET.

Bill Dowdall

**UNITARIAN SOCIETY OF GERMANTOWN**

**Nominating Committee Procedure Reviewed and Approved by the Board of Trustees  
6.26.13**

**WITH PROPOSED AMENDMENT IN BOLD 4/21/2015**

#### Rationale

Consistent criteria and process for the Nominating Committee to follow when selecting nominees for the Board of Trustees.

#### Policy

It is preferred that nominees to the Board will have been Church members for a minimum of two years. In any event, Nominees will have served on at least one significant Council/committee for a period of not less than approximately one year.

The Nominating committee will make every effort to present candidates who are representative of the USG commitment to diversity.

All nominees to the Board must be pledging members of the Congregation, except where a hardship has been acknowledged by the Minister.

**In accordance with the Bylaws as amended September 28, 2014, Board members shall be ineligible for serving on the Committee and former Committee members shall be ineligible for one year following the expiration of their terms. Additionally, members of the Ministry**

**Executive Team shall be ineligible for serving on the Committee. Former members of the Board and the Ministry Executive Team are encouraged to be available for consultation by the Committee in the year following the expiration of their terms.**

The Nominating Committee chair will present names of proposed Board nominees to the Minister and Board President for comment before the prospective Board members are asked to serve. The Minister and Board President shall not have the power to veto any proposed Board nominees.

#### Procedure

As required by the Bylaws, three members of the Nominating Committee and three alternates shall be elected by the congregation each year. The Board will appoint the two additional Nominating Committee members by November 1.

The Stewardship Chair shall provide the Nominating Committee a list of members who meet the financial requirements for Board membership by January 10.

The Nominating committee will begin its work by January 15 and will present its Chairperson to the Board President and Minister by February 1.

The Nominating committee is expected to submit a slate of nominees by April 1. In addition to providing the names by April 1, the Nominating committee will be charged with procuring short biographies of each nominee to the Board and sending those biographies to the Church Administrator for distribution to the congregation.

The Chair of the Nominating committee will provide a report of progress via e-mail to the Board President and Minister biweekly during the search period.

Governance and Ministry Task Force

#### **Proposed Policy Manual**

*3/8/2015*

The Board of Trustees asked the Governance & Ministry (G&M) Task Force to assist in figuring out where policies are needed under the governance structure that began on July 1, 2014. The G&M Task Force consulted the policy documents of other churches and referred to Hotchkiss, Governance & Ministry (The Alban Institute 2009). We also looked closely at what policies USG

already has, and how those policies are organized. (Existing USG policies are posted on the USG website under Members Online/ Policies & Procedures.) We recommend that USG have policies in the following areas, with the following general content. Existing USG policies should be reviewed for any modifications required under the current governance structure and utilized to the maximum extent possible.

We should be aware that many current USG policies combine policy and procedure in a single document. On December 23, 2014, the Board of Trustees approved the following definition of “policy,” which should guide the development of the USG policy manual:

At USG, a **policy** is a statement of principles that will be utilized to guide decisions and behavior and help achieve USG’s goals. Policies will be only as specific as required to ensure that any reasonable implementation by USG’s leaders will be acceptable. Policies may include a requirement that there be procedures on specified subjects. The Board must approve policies with the exception of any administrative policies it may delegate.

**Procedures** should be reviewed by either Governance (the Board or its delegate) or Ministry (the Ministry Executive Team or its delegate), as applicable, depending on which function has responsibility for that area.

### **THE PROPOSED POLICY MANUAL**

Below are the proposed subject headings and the general content we believe should be included under each category.

#### **GOVERNANCE**

- Board responsibilities. Oversight should be listed as a Board responsibility.
- Covenant of Board members. This covers what the Board expects of its members and what rules it means to follow as a body.
- Conflict of interest
- Discipline and removal of Board members
- Oversight. The Board should decide what it wants to monitor, how it wants to do it, and who will be assigned to create the reports needed to enable monitoring. In other words, the policy would define what the Board needs in order to ensure it is adequately overseeing the activities of the church and its staff. Separately, the Board would apprise certain groups (notably Finance) of what it requires them to do in terms of oversight. The Board should push down as much as possible.

- Evaluation. This actually is an aspect of oversight. The Board should evaluate (or delegate evaluation of) programs, staff, Board, and Ministry Executive Team.

*Existing policies/procedures that relate to governance:*

- Policy creation, revision and oversight
- Conflict of interest
- Conflict of interest disclosure form
- Contracting and conflict of interest
- Delegates to General Assembly
- Leadership Development
- Nominating Committee procedure
- Path to membership

**DISCERNMENT AND STRATEGY**

- The policy would have the following provisions:
  - o The Board, with input from members of the congregation and ministry staff, will develop a mission statement, core values and vision, which will be revisited, revised as needed and reissued on a periodic basis.
  - o The Board will develop strategic priorities for the church and revisit them regularly.

**DELEGATION**

- This would be an authority and review policy. It would spell out who can do what, and under what circumstances; who needs to be consulted; who needs to approve; who needs to be informed. It would include both delegation to staff and delegation to others.
- At the highest level, the Board would develop the policy. Groups and staff to whom the Board has delegated authority and responsibilities would develop procedures to address any further delegation of those activities. Where spending is involved, the authority and review policy would recognize that there are different types of expenses, and would require that procedures be developed with involvement of the primary functions having responsibility for those expenditures.

**FINANCIAL**

- The Board has approved a Finance Council Charter that outlines responsibilities of the Finance Council under the current governance structure.
- The Board is considering a Finance Policy that seeks to integrate and update existing USG financial policies.

*Existing policies and procedures that relate to finance:*

- Accepting gifts to USG
- Budget accounts and expenditure authority
- Capital improvement financial procedures
- Closing the accounting year
- Disbursal of funds
- Endowment policies and procedures
- Expenditures approval policy
- Financial Council Policy [would be superseded by proposed Finance Council Charter]
- Grants
- Re-allocation of funds within the budget year
- Special projects accounts
- Special project fund application form
- Structure and function of the Budget & Finance Committee [probably superseded by the Finance Council Policy that would be superseded by the proposed Finance Council Charter]

## **PERSONNEL**

These policies will include:

- Ensuring job descriptions and monitoring performance
- Performance evaluation (note this is also included in Governance)
- Document retention as required
- The requirement that there be a personnel handbook

*Existing policies/procedures that relate to personnel:*

- Minister's performance review
- Personnel handbook

## **PROPERTY**

We suggest a policy that the priorities for the building and grounds will be:

- Assure a safe facility
- Preserve and protect property, maintain functionality, and avoid deferral of critical maintenance
- Reduce operating costs as cost-effectively as possible
- Enhance facility for membership use and rentals
- Perform cosmetic upgrades

Other policies under the heading of Property (which may not be the responsibility of the Building and Grounds committee) will include:

- Use of USG's property, equipment and records.

*Existing policies/procedures that relate to property:*

- Alcoholic beverages at rental events
- Rental of church building and ground for non-church events
- Use of the archives
- Use of USG equipment
- Photocopying policy

**PEOPLE**

These policies will include:

- Infrastructure to ensure safety. The safety of the building and grounds would already be a priority under the Property policy. However, we additionally want to ensure a facility which is open and welcoming, but with provisions for security and prevention of unauthorized persons having access.
- Expectations of behavior. This would include safe congregations, right relations, non-discrimination (could be a part of right relations), etc.

*Existing policies/procedures that relate to people:*

- Safe congregations policy
- Alcohol at USG meetings
- (Right relations policy is in development)

GOVERNANCE & MINISTRY TASK FORCE

**Pathway for decision:**

**Who should be involved? Who should make final decision?**

This is a tool to assist in deciding how issues should be handled under the USG governance structure effective July 1, 2014. It is intended to provide clarification on who should be involved in decision making, what their involvement should be, and who should make the final decision. The focus will be on whether the issue relates primarily to Governance or to Ministry, the two overlapping “mountains” of our governance structure, as explained further below.

**Background on the governance structure**

**What is Governance?**

- Headed by the Board
- Exercising ultimate oversight over human and material resources of church

- Leading process of setting overall mission and goals in collaboration with staff and congregation
- Developing major strategies to ensure USG achieves its mission
- Seeing that congregation's money, property and people are kept safe
- Delegating power to those who will do the work, and holding them accountable for performance

#### What will the Board do?

- Drive top level decisions related to mission and strategy
- Create policies
- Decide matters of strategic importance, e.g. capital campaign
- Direct any other matters reserved to Board
- Monitor results of Ministry
- Review Minister's performance

#### What is Ministry?

- Headed by the Ministry Executive Team (Minister, Church Administrator, 2-3 lay leaders)
- Managing regular operations that make Church happen
- Includes spiritual and practical programs (worship, caring for members, building upkeep, RE, paying the bills, etc.)
- Produces tangible results
- Decide how to do it, within policies set by Board

#### What will Ministry do?

- Run the operations of the church in accordance with the high-level guidance provided by the Board and the policies adopted by the Board

#### What are the hallmarks of our structure?

- Strong collaborative foundation
- A Board focused on governance decisions and oversight and a staff/lay leader partnership focused on ministry decisions and implementation.
- Delegation that assigns responsibility, power and accountability
- Intentional, active communications
- Clear, documented pathway for decisions
  - Who needs to be involved

- Who needs to provide input
- Who makes the final decision

### Important note about collaboration

- We are allocating ultimate responsibility and final decision making to Governance (Board) or Ministry (Ministry Executive Team/lay leaders). This is where the buck stops – not who is doing everything
- Collaboration is key

### Pathway for decisions on who should have primary responsibility for an issue, or how do we ensure all this is happening ?

#### Ask this:

- What are the issues to be considered in connection with the decision?
- For each issue, is it more strategic (Governance; final decision maker would be the Board or its delegate) or more operational (Ministry; final decision maker would be the Ministry Executive Team or its delegate)?
- Who should be apprised?
- Who should be consulted for input on the decision?
- Is there any reason there should *not* be collaborative discussion between appropriate representatives of Governance and Ministry? Collaboration should be the default!
- How should collaboration be done?
- Is there a clear final decision maker, i.e. is it clear that the issue is predominately strategic (Governance/Board) or operational (Ministry)?
- Where there is no clear final decision maker, the Board of Trustees should have final decision unless delegated.

#### Case study

### Hypothetical issue: Should an investment in a low yield, but socially responsible, investment vehicle be renewed? *Note: this could be analyzed various ways. Here is one analysis.*

*Issues to be considered and, for each, is it more Governance or Ministry*

- Is this a good investment for USG from a financial perspective? Are there better alternative investments? Is this appropriate from an asset allocation perspective? (Operational/ Ministry)



- Is this investment beneficial to USG in ways other than financial? Does it assist us in living our values? Does it provide other non-tangible benefits such as enhancing our presence in the community? (Mixed)
- Would there be negative ramifications to calling in the investment? (Mixed, primarily strategic/Governance)
- Are there benefits other than financial to calling in the investment, e.g. a priority use for the money that would save having to draw down the CIF more, or the comfort factor of replenishing the CIF? (Strategic/ Governance)
- Is there any substantive difference between having money in this investment and having money in the CIF that is invested? Isn't the debt an asset of the CIF? (Operational/ Ministry)

*Who should be apprised?*

- Anyone with responsibility for USG's investments: Finance council, Ministry Executive Team, Board

*Who should provide input?*

- People who are knowledgeable about USG finances and investments
- Finance Council

*Is there a clear final decision maker?*

- Mixed issue but significant strategic considerations; default is Board would decide

*How should collaboration be done?*

- Finance council compile information, including from sources outside the Finance Council (ask them if they have not already done so)
- Finance council make recommendation to the Board based on the information from all sources, and state the basis and reasons for its recommendation
- Ministry Executive Team copied and confirm that the appropriate people provide input
- Board assures there has been this collaboration before making a decision.