

**First Unitarian Church Portland
Board of Trustees Meeting
7 p.m. // November 7, 2024**

Join Zoom Meeting:

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Meeting ID: 829 3022 3125 One tap mobile

Passcode: 398649 +12532158782,82930223125# US (Tacoma)

NOTE: June 2024 and August 2024 Financials sent separately as Parts 2 and 3 of 3

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Agenda

7:00 Convene

- Chalice Lighting/Opening Words –
- Determine Quorum
- Review Agenda

7:05 Congregant Comment Period

7:15 Covenant (all) reading

Consent Agenda

Approval of UUA Retirement/Benefits changes

7:25 Board updates

Committee updates for new members to Governance, Finance, and Communications, BLT.
Appoint and confirm committee members (vote)

7:35 Executive Team report

7:50 New Board member discussion/vote

8:00 Review of Nov. 4 Executive Session

8:55 December meeting and holiday celebration

- Closing comments, items for future agendas
- Communications and process check
- Closing Words –

Dates to Calendar

- Celebration Sunday: November 17th
- Rededication of the Eliot Chapel and building Sunday November 17th at 11:45 from the worship service to the corner on Salmon and 12th to the Eliot Chapel

Our Mission: The mission of First Unitarian Portland is to create a welcoming community of diverse individuals; to promote love, reason, and freedom in religion; to foster lifelong spiritual growth; and to act for social justice.

Our Vision: First Unitarian Portland is a beacon of hope for us and for our community, a spiritual center in the heart of our city that helps each of us to find our moral compass, calling and challenging us to build the beloved community with an ever-deepening sense of spirit, diversity, and inclusion.

Church Goals 2021-2024

As we work to embrace our call as a justice-seeking community in the emerging post-pandemic era, we recognize the unique value First Unitarian Church and liberal religion bring to Portland and the larger community. We will:

1. Continue, and enhance as we are able, our vibrant ministries in worship, music, adult and young people's spiritual education, and social justice.
2. Successfully complete the ministerial transition and establish covenantal relationships among the new minister, the congregation, staff, and Board.
3. Take the next steps toward living into the 8th Principle by examining all parts of the church structure to ensure we are accountably creating a multicultural and anti-racist environment where each person is welcomed and finds connection.
4. Create a long-term plan for development and sustainability of the church campus given congregational needs and resources, community needs, and the evolving dynamics of downtown Portland.
5. Enhance and promote an ever-growing culture of generosity and financial sustainability.

Board Goals for 2021/24

1. Take action to improve our practices and model antiracist behavior as called for in the 8th principle. Continue to educate ourselves on the issues so that we can support the development of this work within the congregation.
2. Holding the mission of the church, engage in ongoing, generative conversations with the Executive Team and the congregation to:

- a) Develop an understanding of the post-pandemic church that's emerging, as well as the pastoral needs and continuing connections among congregants.
 - b) Approve a revenue plan to sustain the mission of the church during this evolving period. c) Consider viable options for maintenance of our current physical plant and future development of the campus as is feasible.
 - 3. Continue to support ~~the Ministerial Search Committee~~ and the transition to a new Senior Minister. 4. Develop and nurture a covenantal relationship with the new Senior Minister.
5. Consider the appropriate size for the board and, if a change is decided upon, refer a recommendation to the congregation for a vote.

First Unitarian Church of Portland Board of Trustees
Meeting Minutes
Thursday, October 3, 2024

Board Attendees: Leslie Pohl-Kosbau, Julia Griffiths, John Bishop, Linda Craig, Roger Robinson, Harriett Shaklee, Bob Bonner, David Livermore, Ryan Deibert (ex-officio).

ET Attendees: Alison Miller, Tom Disrud, Kathryn Esty.

Board/ET members absent: No absences

Non-board/ET attendees: In the room (see attendee list in PDF attached), Online attendees: Jane Howard, Linda, Jean Omelchuck, Maxine Lathrop, Jo Ann Foor, Cristi Bishop, Karen Shawcross, Barbara Walden, Eric, Lynn, Esther Mae, Daniel Karnes, Devon Mitchell, Nancy Panitch, Jennifer O'Donnell, Rick Lathrop, Ameena Amdahl-Mason, Andrew Wilson, Sarah Ruhl.

7:05 Chalice Lighting/Opening Words

Roger-Hope

Quorum determination

A quorum of the Board is present

Review Agenda

There will be an Executive Session tonight.

7:06 pm Congregant Comment Period

Heard from Randy Russell, Pat Obst, Jamie Dunn, Teri Martin, Rick Pope, Bill Yasnoff, Theo Harper, Linda (zoom). Some congregants read written statements and provided them in writing to the Board. See attached PDF for written statements provided.

7:20 Consent Agenda

Appreciation of Adam, Caitlinn, and Marilyn, Board members who left this summer.

7:21 Board updates

- Governance committee report—would like to have Cathy Tortorici continue on the governance committee. Motion to have Cathy continue on the governance committee made by Roger, seconded by Bob. **Motion passed unanimously by the Board.**
- Communications committee report-No one to put forward yet.
- Finance-Ed McClaren, Karen Shawcross, JoAnn Foor are currently serving and would like to return on the committee. Motion to have Ed, Karen and Jo Ann continue on the

finance committee made by Julie, seconded by Harriett. **Motion passed unanimously by the Board.**

- Board Liberation committee report-None.

7:24 pm Executive Team Report

Staff has been reflecting on how they are with each other. The staff are working on a Right Relations promise. Many UU staff have this. When Alison first arrived, there was a low level of trust and some staff did not want to come to an agreement. Have since met with Wendy Fish (retired minister and trusted leader) to work on a Right Relations promises. Staff have been working together. In the past they were siloed. The Right Relations promise will be a statement on how the staff will work collectively.

October 20th. Annual fund drive begins. Join the Journey. Actively working on this.

Working on next steps on two things with the UUA. One is a Healthy Boundaries Workshop to be scheduled as soon as possible. Sunshine will be coming back to lead that workshop. It will be offered to leaders and maybe others in the church. We are now in the pipeline for Hope for Us. There is a new staff person who has been hired who will be assisting us.

All of us are reflecting on how to make space in the congregation. Fliers were handed to children in the learning community. At least 3 children were handed a flier. It made one of the children upset. One child was taken out of the building with the protestor, this is a serious breach of our safety policy.

Lay ministers are planning more listening circles. They are an opportunity to listen to things that people are upset about in addition to gathering good ideas. What is hopeful and exciting is that we've created a space to talk about what is happening. Also hearing about desires for the future. A summary was sent out in Front Steps.

Music transition team is hard at work. Interviews are done and are in the deliberation stage. Moving to the stage of listening to congregants.

UU the Vote has thousands and thousands of letters

Working on emergency preparedness. Nolan has been a great asset. Nolan is a retired head of security from the Art Museum. A peaceful presence. At least once, Nolan asked the protestors to not set up their table inside the church and they ignored him. Ryan suggested checking on mental health de-escalation programs.

7:38 pm Right Relations Team

John reported that during the September Governance committee meeting. A Right Relations task force concept arose. Discussed names include Lauren Macneil who has been involved with a similar committee at Eliot Institute, Kathy Ludlow (former Board Moderator), Jody Feldman who has led anti-racism groups. All three have agreed to serve along with Cathy Tortorici who

is a member of the governance committee, along with John. The task force has met and the next step is to develop a proposal that outlines the goals and process for the RR committee and bring that to the Board for approval.

The Right Relations process is a way of improving relations within congregations especially during times of conflict. The committee would be a group that includes people with conflict resolution skills encouraging healthy conversations among congregants when conflicts arise.

Linda wants to know if this is the Right relations committee is the same as Ombudsperson. John says that this is a committee not an individual, and that it would be a standing committee that could be considered an evolved group from the old ombudsman position.

There was a motion to support the Governance committee's process on developing a Right Relations task force and committee. Moved: Roger, Seconded: Bob. **Motion passed unanimously by the Board.**

7:50 pm Board Goals for the Coming Three years

Proposed:

1. Support our Minister Alison Miller, and complete the evaluation of the Ministry
2. Hold at least four all-church forums, enhancing communications with the congregation, boosting our discussions with congregants. Work to install a Right Relations Committee.
3. Work on significant governance policies, and to include more congregants on the Board Committees of Finance, Governance, and Communications.
4. Hold forums/classes on the proposals of Board size reduction from 12 to 9 members, as was passed by the Board in May 2024, putting this change to the Bylaws before the congregation for a vote.

Linda spoke to the first four. Suggested separating the Right Relations from the forums in item 2. Suggested including Policy Based Governance as part of item 3. Linda wants to include safety of the staff. Alison spoke to the fact that the staff have that as a staff goal, and that a Board goal that is aligned with the staff goal is a good thing. Linda wants to add the 8th principle in our goals. Linda also mentioned that we are trying to find ourselves post pandemic, and that we need to have a balanced budget. Linda said it may be tough this year. **Action item: Leslie will work with the BOC to amend the goals and resend the goals around.**

8:00 pm Report on HR Advisory Committee to the Executive Team

John spoke to the HR advisory team to the ET, Corbett Gordon, Randy Russell, Julia Spence, and John. This includes folks who are familiar with human resources issues. The team has been meeting regularly to get the staff handbook updated. They have been using the Paychex model, but revising as needed. The handbook was last updated in 2009. There will be a reach out by the HR Advisory group to get updated job descriptions. The committee is working on

these things and other systems that need to be put into place. The committee will meet until the handbook is done and then provide it to the ET. Leslie thanked this group for their work. Alison spoke to how this is “building the middle,” cross-pollinating congregants, Board, which is also being wise stewards of our money.

Roger asked about continuing updates to the manual (once it is complete). John indicated that he hopes that the committee will be a permanent feature and can be used to update the handbook as needed. Paychex’ template updates automatically when policies/laws change. The committee has also talked about offering training. Leslie asked about the staff organization chart. Alison created it when she arrived and has been updating it.

8:12 pm Board Proposal on Filling the Vacant Board Position

There was discussion around filling one of the vacant Board positions for this year. The one held by Andy Wilson. **A motion was made by Linda, Seconded: Roger. Motion passed unanimously by the Board.**

There was some discussion around continuing the Board Liberation Team. Action item: Harriett will organize a time for the next meeting and announce it to the Board.

8:26 pm Executive Session

The Board entered executive session

9: 34 pm meeting adjourned.

Meeting minutes by David Livermore

BOC Attendees: Leslie Pohl-Kosbau, Julia Griffiths, Roger Robinson, John Bishop, David Livermore. **ET Attendees:** Alison Miller, Tom Disrud. **Board/ET members absent:** None.

ET Report

- Music Ministry search –
 - Interim Music Director position was offered to Garrett Bond, and he accepted!
 - Sweet surprise – confidential – toxic secret – it’s a continuum. So, we’ll hold this in confidence until he can notify his community.
 - Theo will do kick-off testimonial for Annual Fund Drive. And he’ll share announcement of Garrett.
 - Next step: going out to congregation, including music makers, about their hopes for the music ministry.
- Listening Circles
 - Last round of listening circles was last Sunday. Had only 10-12 on site and 2 online. It does feel like it’s time to shift. Report out: comments were different after board statement(s). Final report coming out soon.
 - Board should consider sending Thank You to Lay Ministers for coordinating these circles.
- UUA
 - Reached out to Sunshine and Sam for Healthy Boundaries workshops in our congregation. Alison is working with them on scheduling.
 - They’ve submitted us for Hope for Us assistance.
- AFD Goal
 - Proposed goal = \$1.4 million.
 - It’s a stretch after last year’s \$1.3 million pledging on \$1.45 million goal.
 - Kick-off this Sunday, through 11/17.
 - Follow-up phone calls will happen in November.
 - About 20 people have reduced their pledges; will find out if more people reduce or stop pledging.
 - Testimonials will be lay folks each week, and lay folks will do call-outs. Campaign will be run by staff.
- A congregant, Sam Muller, has a grant through Easter Seals program to work at the church. He will call out to congregants to increase connections. He has 20 hrs/week to do this.
- Last Sunday, 10/13, felt like a “normal” Sunday, with so many activities after service, including “Soup-er Sunday”. Some commented that it felt like pre-pandemic time.
- Election is looming. Alliance is meeting a week later than normal to be after election day. There will be some sort of programming in Eliot Chapel. Consider some all-church

programming immediately after election, for the whole congregation, for the days after the election.

- Feels like we might need to send letters to congregants (and Nicole) regarding boundaries.
- Staff conversations are positive, crafting covenant, practicing greater inclusion.

For future BOC meetings, we can move the meeting back to 4 pm. **Action item: Julia to add meeting to calendar for recurring BOC, including Zoom.**

Requested motion from Kathryn Estey dated October 17, 2024 to update the retirement plan to comply with the “Unitarian Universalist Organization Retirement Plan – 2025 Restatement.” Motion made by Roger, seconded by John. **Motion passed unanimously by the BOC.**

Leslie has looked for a Board replacement. She checked with NomCom and they didn’t have any names. Leslie is asking for suggested candidate names. Julia suggested we consider folks who are involved in the RE community. Julia will send an email to the full Board asking for any suggested names for a Board member replacement in the next 24-48 hours. **Action item: Leslie and Julia will screen candidates and bring a recommended candidate, and provide qualifications (resume), to the next Board meeting in November for discussion and a vote.**

There was discussion around forming an Ombudsperson team/committee to implement the Safe Church Policy with respect to members who are harming the church or greater church community. This Ombudsperson committee would be separate and distinct from the Right Relations committee which is also being developed. Roger has volunteered to be the Board representative to the Ombuds committee. **Action item: Names of people with the right skills to be part of this group should be provided to Roger.** Roger will reach out to individuals to evaluate who he recommends for the committee. **Action item: Roger will bring his recommendations to the full Board.** No actions will be taken re the Safe Church Policy until the Ombuds committee is formed.

By Laws and safe church policy. It is being worked on by the Governance Committee. Still consulting with legal counsel. **Action item: David and John to get together to see if there is a recommendation for a short-term narrow By Law change related to the sharing of the church roster.**

FAQ2 is being worked on but has taken a back burner because of other issues that have arisen and been more on the front burner this summer.

Membership list request. There have been some different emails suggesting a change in request of the membership list. The status is now unclear and being evaluated.

Meeting Adjourned.

Meeting notes by Julia Lee Griffiths, David Livermore

**First Unitarian Church
Governance Committee Meeting Minutes
October 23, 2024 // via Zoom // 4:30 p.m.**

Attending: John Bishop (Chair), Cathy Tortorici, Bob Bonner, Leslie Pohl-Kosbau, Linda Craig

- 1) We noted that the goals we decided on at our last meeting are a little different from those posted on the website for our committee. We discussed the differences and agreed to add a sentence to the second goal to emphasize the need to conduct the annual evaluation of the ministry. Revised statements for the website would be the following:
 - Prepare a plan for conducting a congregational vote on a Bylaws change to reduce the size of the Board to 9 members.
 - Identify and follow Bylaws and Board policies on evaluation processes, grievance procedures, and right relations among congregants, ministers and staff to advance them and, if they have lapsed, to reinstate them. In particular, the Governance Committee is charged with conducting the annual joint evaluation of the ministry of the church with the Senior Minister and Executive Team as called for in the Church's bylaws.
 - Study and plan for how policy governance should be practiced at First Unitarian.

- 2) John reported having received a request from a member of the congregation to join the Governance Committee. Although we are encouraging committee involvement from the congregation, the process for adding members has not been communicated well. Our Governing Policies say a committee should consider new non-board members and determine whether to recommend to the Board adding them to the committee. We decided to ask people who express interest in joining a committee to submit a brief biographical sketch along with a paragraph explaining their interest in the committee and their experience with the committee's work. If their interests are consistent with the committee's goals, they could be invited to attend a meeting or two before we make a recommendation to the Board.

- 3) The Congregant Action group (CA) made a request to inspect and copy the Church's membership list. There have been a significant number of complaints about this from congregants who have said they do not consent to release of their personal information. CA sent in follow up messages, modifying their first request. They have asked to be allowed to bring their intended communication to the church office and to have church staff send it directly to members on the Church membership list. We discussed that the full Board would need to deliberate over this new request from CA at the next Board meeting or sooner, if a special meeting can be arranged. We discussed that Leslie, as Board Moderator, write to CA to acknowledge their new request and to report on the Board's intended actions.

4) We discussed the evaluation of the Ministry. This has not been completed for the 2023-24 church year. We talked about how to proceed. We may use a survey either conducted online or by regular mail, focus groups, or interviews with individuals or groups in the church. Cathy will share with the committee survey ideas she has obtained from Unity Church-Unitarian. We discussed the value of having a survey strategy that would allow year-to-year comparisons. Committee members discussed the following planned actions relating to the evaluation of the ministry:

- Leslie to identify groups in the church who should be consulted/interviewed.
- Bob will talk with Jen Thomas to solicit her participation and ideas.
- Cathy will check with members of our Right Relations Task Force to see if they have recommendations either for the process or for people with skills to help.
- John will check with the Communications Committee for suggestions.

5) We discussed the following desired actions by committee members on other matters:

- John to set up shared Google Folder and add resource documents to it pertaining to the Board's past evaluation of Board size changes and other historical documents pertinent to our work.
- John to obtain the church's staff organization chart.
- Cathy will do an information sheet on Board size and the proposal for Bylaws change.
- For future discussion: should we consider a Bylaws change to limit use of the mailing list?

Notes by Linda Craig

Board Liberation Team Meeting Notes – 10/15/2024

Present: Harriet Shaklee, Julia Griffiths

BLT-Related Board Goals

Continue to work towards the Beloved Community by engaging in 8th Principle work, particularly as it relates to Board practices and processes.

Harriet to invite Ryan Deibert to next meeting to discuss BLT history and discuss ideas for the coming year, in light of this Board goal.

Julia to contact John regarding BLT support for Governance Committee's work on Policy Governance goal.

Bill Yasnoff Board Statement

The Board should immediately begin the process to amend our Bylaws in 2 ways:

FIRST, to allow release of the membership list only on request from a member in good standing at least 2 years and approval of a majority of the Board.

The church should NOT release our membership information now as required by Oregon law, but rather refuse while amending the Bylaws as allowed by that same Oregon law. No judge or jury is likely to penalize us for this delay while updating our Bylaws.

SECOND, to increase the requirement for calling a congregational vote to dismiss a minister from 15% of the membership to 30% of the membership AND a majority vote of the Board.

Having a vote to dismiss our senior minister will greatly impair the Church's ability to recruit and retain ministers in the future and so should require a much more substantial proportion of the membership's concurrence as well as a vote of the Board.

The current situation is NOT about Reverend Alison -- it is due to a lack of staff accountability that must be addressed by any senior minister.

First Unitarian Church of Portland
Finance Committee Meeting //
DRAFT MINUTES: October 8, 2024

Attendees: Roger Robinson (Board Treasurer), Bob Bonner, Linda Craig, Dev Dion, Kathryn Estey, Ed McClaren, and Karen Shawcross

Call to order: 5:00 pm

Check-ins, Chalice Lighting and Opening Reading: Personal check-ins were completed, the chalice was lit and Karen gave an opening reading.

Minutes: The minutes of the September 10, 2024, meeting were approved.

Committee business:

ET Update:

- The Annual Fund Drive (AFD) kickoff will be Sunday, October 20 and Celebration Sunday will be November 17.
- The AFD marketing/communications materials have been prepared and sent to the printer.

Review of Board Calendar:

- The next combined senior minister Q&A session and Finance Committee presentation to the congregation will be October 27th. Roger, Linda, Bob, and Kathryn are preparing the presentation charts and coordinating with Rev. Alison. The presentation will include: A summary of the 2022/23 Kern Thompson report; June 2024 end-of year financials; and an overview of the Finance Committee task forces.
- Executive Team's Annual Maintenance Report/Planning (or Building & Grounds Task Force) consists of Kathryn, Bob, Roger, Karen, Jason, and other staff. Bob is working to have a meeting with Jason and other staff by the end of October.

Finance Committee Secretarial Duties:

- The committee agreed that members would sign up for rotational assignments to prepare the monthly meeting minutes and present opening/closing meeting words.
- Roger took the action to recommend a sign-up process.

Proposed Committee Goals: The committee established the following goals proposed by Linda Craig. Assignment of these goals to the committee task force efforts to be worked are as shown in the following item on Progress of Task Forces:

1. Put in place the program available through our bank to cover more of our cash in higher interest paying accounts that are insured by FDIC.
2. Review and clarify the unrestricted and restricted fund balances to define how these can be used and who approves the use of them.
3. Strengthen Board and congregation knowledge of our financial status and reporting.

4. Continue contracting for an outside accountant to perform review services on our year-end financial statements and aim for improving the timeliness of this work.

Progress of Task Forces: Roger proposed, and the committee established the following task forces and members to work on committee goals and associated Finance Committee issues:

- Transparency (Roger, TBD) – Includes Goals #3 and #4 above. The scope of this task force will be broader to include “transparency” in a general sense and a survey of the transparency common practices of other congregations. Roger is recruiting members.
- Restricted Reserve Accounts (Linda, Bob, Jo Ann, and Kathryn) – As defined by Goal #2 above. Linda is trying to contact Stan Jewett who worked on this previously. Kathryn will need to be included so we’ll delay next steps until after the AFD.
- Resolve FDIC Issue and Review Cash & Investments (Bob, Linda, Jo Ann, and Kathryn) – As defined by Goal #1 above. Craig Hill (Beneficial Bank) will meet with Linda and Bob to discuss the options for allocating our holdings to FDIC protected Certificate of Deposit Account Registry Service (CDARS)/ Insured Cash Sweep (ICS) accounts. Developing a strategy is the next step.
- Re-establishing the periodic presentations to the congregation (Roger and Kathryn) – Includes Goals #3 and #4 above. Roger and Kathryn will work to develop a concept for Church finance report presentations to the congregation about every three months.
- Building & Grounds (Kathryn, Bob, Roger, Karen, Jason, and other staff) – see Executive Team’s Annual Maintenance Report/Planning above.
- Meet with Foundation Board (Roger and Dev) – Roger, Dev and the committee agreed to have a Foundation Update (similar to the ET Update agenda item) presented to the committee on the months following a Foundation meeting. In that spirit, Dev reported that the Foundation is investigating their investment policies and guidelines and the associated impact on overall investment performance.
- Lower Priority
 - FY/Calendar Year Issue (Kathryn and Karen) Discussion to delay for now.
 - Real Estate (Karen)

New Business: Treasurer’s Report to the Board – Roger and Linda will re-institute the presentation of a church financial status report at the monthly Board of Trustees meeting. Linda will propose a format.

Financials: The year-ending, June 30, 2024 and first-month July 31, 2024 reports were reviewed.

- When all expenses are accrued, total loss for the 6/30/24 year will be \$523K which includes \$280K in depreciation and \$191K in expenses associated with the Music Ministry transition.
- The first month of the current fiscal year was on budget with a small negative change in operating fund net assets.

Karen presented closing words, and the meeting adjourned at 6:30 pm

Next Meeting: November 12, 2024

Submitted by Ed McClaran