

First Unitarian Society Board of Trustees Minutes

Date and Time: August 15, 2016 6:30 – 8:30 pm

Location: Gabler Living Room

Attendees:

Trustees:

- Joe Kremer, President (Governance Committee)
- Terri Pepper, President-Elect
- Megan James, Secretary (Personnel Committee)
- Dorit Bergen
- Mike Lienau
- John McGevna
- *Unable to attend:* March Schweitzer (Finance Committee)

Youth Advisors:

- To be filled in October 2018
- To be filled in October 2018

Clergy and Staff:

- Doug Wadkins, Interim Minister
- Kelly Crocker, Minister of Congregational Life
- Monica Nolan, Executive Director

Guests:

- Eric Sundquist (Sustainability task force)
 - Pat Eagan – Chair of the Sustainability Task Force
 - Kurt Reinhold (Legacy Solar)
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Materials:

- Full Spectrum Solar Performance & Financial Analysis
 - Sustainability Task Force Report to the Board of Trustees: Findings Regarding Solar Panels at First Unitarian Society
 - FUS Solar Proposal
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Current Vision of Ministry – We will...

- Increase opportunities for exposure to the rich diversity of human experiences, beliefs, and identities within our FUS community and in the larger world.
 - Build and nurture deeper connections among our members in all our work.
 - Live our UU principles within our larger community.
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Opening Reading

John McGevna – Be the Change

Roundtable Check-ins

Minutes to June 13, 2018 Meeting

Minutes of the June meeting were approved by consent

Consent agenda

- Solar Project Presentation
- Board Expectations and Covenant
- Concerns of how we function as a board – proposed by Dorit

Committee updates

Updates from Monica and Kelly

How you feel things are going integrating two key staff people into everything, how much time and allocation

- Its still new to everyone, but they are still figuring it out
- Doug – the atmosphere has been a really positive and welcoming one; the staff have been really supportive of trying to do what they can
- Note for the Board to keep in mind that there is extra demands on the staff's time

Roof Update

Findorff Max Bid – right now we have one contract that outlines the GNP for part of the project and there is an estimated \$250,000 for the rest of the project. That is an estimate until we sign the contract. Eventually they will both come together for one GNP, but we didn't want to halt what we already knew. So total project will be \$1.6M plus the \$250k which will bring us to around \$1.9M. We had \$2 Million with the roof, so that we will still be under our contingency which is included in the \$1.9M. We will do another round of outreach for pledges in September. Things looked really good through the end of June. Will have a pledge report at the next meeting.

Transition with Jean leaving – are there any gaps we should be worried about?

- We are going to need members to step up in significant ways
- Dorit is working with a group that is going to be the Kitchen Ministry Team that is going to oversee the kitchen, help with the Saturday service potluck
- Janet and Kelly are taking over her tasks
- A lot of members have gotten used to the staff doing everything
- The Kitchen Ministry Team is a team designed to figure out how things are going to work and what tasks need to be done and who is going to do them
- We need to shift from thinking we are a small congregation because we are not

Discussion Items

Sustainability Committee Update from Eric Sundquist

- Review the Update and then will ask that the Board approve the approach, and start the conversation with the staff and the Solar Co-Op
- The Task Force was charged with a variety of things that included long term and short term

- Shortest and immediate task was to figure out the solar project; weigh different goals – UU principals versus the financial sustainability
 - Environmental Goal: carbon neutrality
 - Financial Responsibility to our congregation
 - Community Engagement
- After review of areas of where to place them and size
 - Several proposed a smaller size and one proposed a larger one
 - Due to the cost of they have determined that having the larger one that will cover all the flat roofs
 - The design will be almost invisible, slightly visible in some areas
 - Reviewed with March that is on the Friends of the Meeting house and she was ok with this design
 - 23% of our electric use will be offset
 - Has a sticker price of about \$170,000
 - Have a \$20,000 Renew Grant
 - \$35,000 The Capital Campaign
 - About \$4,000 - \$20,000 in grants through Focus on Energy that we can apply for
 - Proposing is a tax advantage ownership with Legacy Solar
 - They form an LLC with FUS and they actually own the system for a few years in order to take the tax benefits of the system
 - They pay a small rent for the roof
 - The taxable entity takes a 30% tax credit on the cost of the system to begin with, then depreciates the cost of the equipment after about 5 years
 - Reduces the cost of the equipment by about 50%
 - Some of the cost of the roof for what is needed to put the panels on will be able to be bundled into the cost and that will reduce the cost of the roof by some
 - This is separate from the other roof repairs, this is making sure the roof is updated before installation
 - 12 year plan
 - In the first years we are paying the LLC for the energy, but it is lower than we would pay MG&E by about \$1,000 a year
 - The LLC will typically fund about half of it, and the rest will be funded by bonds
 - The bonds will eventually be paid out by payments that FUS makes to the LLC who then in turn pays the bond holders
 - If we ask the members and community to purchase the bonds, the hope is that they will takes the interest off of them for a few years and then donate them
 - Project Outcomes:
 - 22,000 tons over 30 years of carbon
 - \$900 or so a year in reduction of energy cost
 - Up to \$250,000 in 25 years if we own the system
 - System is visible at the entrance and a display we can put up if people are taking tours

- New roof is needed anyway, so if we do it with this project we can save some costs there
- Next Steps:
 - Need approval of Board to approve for Staff to review contracts, to pay Kurt a bid of money that will leverage to renew and develop this more, apply for grants, determine if the roof is going to be a problem
 - Noted: Document *Sustainability Task Force Report to the Board of Trustees: Findings Regarding Solar Panels at First Unitarian Society* page 5, paragraph 5, line 6; add the word “not” in front of trigger - Eric will fix and send out corrected document
- Questions
 - Are we confident that we will be able to find somebody willing to make the investment?
 - Kurt: Yes, as an example Legacy Solar Co-Op this year is currently working on a municipal contract in Beaver Dam and they are days away from signing that contract. Have worked with a number of houses of faith. They sell a lot of bonds to a lot of their members, they just want to support solar anywhere in Wisconsin. Confident they will be able to have the funds to do a gap financing of the grants. They should be able to find a tax sponsor, but if they can find someone within the congregation it just makes it easier and makes it a safer and more secure relationship.
 - Joe read March’s comments – She feels we need to get the blessing of the congregation before moving forward.
- Do we want to vote as a board that we approve moving forward as a Co-Op model assuming that the financing can all be figured out?
 - Roof – Three quotes yesterday. It will be approximately \$140,000 that would cover the portion of the 20 and 30 year old portion of the roof over, nothing that was done by Findorff 10 years ago needs to be replaced. These are old roofs that need repair. Reached out to Interstate roofing and the company currently working on the roof as to why the higher number.
 - Includes replacing items such as flashing, fascia, roof system, insulation, pitch, decking
 - 80 Ton crane will be needed to get to the roof – there is a play structure in the way that will need to be moved to get the crane in
- Motion:
 - Joe: Do we agree to go forward with the Co-Op Model as long as they can figure out how to deal with the roof?
 - Dorit: Move that we ask Monica, Kurt and Eric to proceed with the Solar Project as proposed.
 - Mike: Provided that there are no excessive problems with the roof.
 - Dorit: Assuming that it doesn’t get so monstrous that we have to come back and look at it again.
 - Monica: The board motions to approve the installation of solar pending staff exploration of roof project.
 - John seconded the motion.
 - Joe: FUS Board of Trustees approves moving forward with the installation of solar as described by the Sustainability Task Force

and utilizing a Co-Op financing model as described by Legacy Solar pending a roof structure.

- **Vote: 6-0**

Article Regarding Solar Project

- Should we do an article now?
 - Wait until we figure out the roof.

Sustainability Ministry Team

- The Sustainability Task Force has been more of board advisory team
- Now that the Solar project is moving forward, do we want to look at a Ministry Team application at a follow-up meeting
- A Sustainability Ministry Team with a designated Staff Member
- Does fit the definition of a Ministry Team the a long term
- Would not need as much board involvement

Roof Education

- We need to do some education for membership about the different roof projects that are going to alleviate confusion

Committee Updates

- Governance Committee
 - Currently the governance committee has no chair, Joe is stepping in to fill the role temporarily
 - Will organize a meeting in the upcoming month to review outstanding projects and what items the committee will focus on this fiscal year
 - We will wait to fill vacancies until we see what will be the focal point and tasks of the committee so we can get the right people and skill sets in there
 - Suggestion of Mariah Young Jones is interested in Governance (Kelly?) will forward to Joe and Rob
 - During his interim, Doug will be working with Dan Hotchkiss as a mentor and believes we may have opportunities to interact with Dan on our governance model
- Nominations Committee
 - Aside from Governance, we mostly have filled all the slots
- Finance Committee
 - Maximum capacity for members
- Personnel Committee
 - Megan James is now on
 - Recommends bringing one more person
 - Larry Johnson is interested in the Finance Committee, but should reach out for Personnel as Finance is Full, was the head of the Dane County Farmer's Market
- Youth Advisors
 - We have a couple that are interested, Joe will talk to them and then we will vote on them in October
 - We need to buddy them up with a board member as a mentor
- Sanctuary Committee

- Issues of the building have come up regarding security, we cannot offer the same accommodations as the other two locations
- Need curtains and a track phone
- It is recommended that all volunteers that will be in contact with the sanctuary persons have a background check, it would be the basic \$7 background check

Equity Training for Staff and Board of Trustee Members

- October 24th from 1pm – 5pm
- Reminder to attend

Conflict of Interest Disclosure

- Megan, Joe, and Terri need to sign

Covenant Review

- Reading
- Does this currently serves us well and is meaningful?
- Once a month take a section to review and reflect on it, it helps to keep it stay alive and not just in the documents
- Use the time of spiritual deepening, to take a section or two to look at the genuine relationships in the honoring our faith so that it stays alive. It also makes it an ongoing review versus doing it all in one meeting
 - There are seven section, so we can do a spiritual deepening at one meeting and then a check in at the next meeting
 - Not voted on, but group was in favor for this idea
 - Will start in September with Be Considerate

Board of Trustee Responsibilities

- Hotchkiss 3 signs of health in governance:
 - There is a unified and identifiable what to make governance decisions, which include articulating mission, vision, and strategy; delegating the authority to achieve these things; and ensuring that authority, is used responsibly and well.
 - A unified perspective for operational procedures, what general principles guide leaders through time of conflicting needs and opinions. Mutually agreed goals, clarity of who is responsibility, and sufficient power/ authority are necessary before a congregation can hold the leaders accountable for the fulfillment of the goals.
 - Openness, trust, creativity and accountability are the atmosphere for ministry.
- A starting point to on what we are trying to do to make the Governance work better
- Both the Governance Committee and Personnel Committee are tasked to educate the Board and new Board member
 - The Governance Committee started to put together a training
 - Governance is supposed to meet with new board members to do an education as well as an annual full board training
 - Personnel Committee is supposed to do a full Board training once every two years about what they do and our policy

- Kelly has a list of questions of what staff has around Governance, will forward to Doug and add it to the Governance Projects folder
- Need review of current Governance system before we can look at what needs to be fixed
- Schedule Governance training for this fall

Meeting Structures

- Was suggested that for congregation of our size should meet two times a month
- Review past minutes/agendas to identify areas of wasted time
- Suggested that the second meeting is a study session, to study and issues and explore a meeting matter with a presentation so that it leaves the Board meeting for business
- If a meeting is running long, group consent to run over as to be sensitive to each other's time
- Using the study sessions as a way to get more congregation members involved by instead of inviting them to a board meeting, but maybe calling it a topic's informational meeting
- Setting up a Board Member Huddle as a way for discussing things without the staff present

Board Expectations

- We have to make sure we are all pledging
- We have all signed the book
- Involvement
 - Attending cabaret
 - Tabling on Sundays to tell members what we do
 - Taking on special tasks
 - Connected to all aspects of congregation, as much as we possibly can
 - Taking over Jean's spot at the bottom of the stairs greeting people and answering questions

Board Name Tags

- **Monica:** bring them to the next Board Meeting

Board Liaison Update

- Dorit: Foundation
- March: Friends of the Meeting House

Closing Reading

John McGevna – Give me the Strength

Agenda Items Future Next Meetings:

- Policy Manual and Bylaws - Governance Education
 - Possibly set up a study session or retreat
 - **Terri** – Will contact and schedule with the next 6 weeks Governance committee members (Dave, Brian, Lorna, Kathy, Susan)
 - Include history and reasons why these policies were made so we can understand their thinking behind it

- Discuss and create guidelines for when situations can be handed via email

Snacks for September: Dorit
