

First Unitarian Society of Milwaukee
Minutes of the Board of Trustees (BOT) Meeting
August 23, 2022

Present: Ben LeFort (President), Patricia Geenen (Vice President), George Bledsoe (Secretary), Rollie Hanson, Mike Hogan, Joe Riepenhoff, Tony Panciera and Sarah Richards.

Also present: Rev. Jennifer Nordstrom (Senior Minister), Jean Johnson and Noreen Gilbert.

Absent: Amy Wilbourne

The meeting was called to order at 6:05pm and was conducted in person and via videoconferencing (Zoom).

Consent Agenda (Ben)

The meeting opened with discussion of the Consent Agenda items to approve, which consisted of the following items:

- Minutes of the May 17, 2022, BOT meeting
- Minutes of May 22, 2022, short BOT meeting to elect officers.
- Monthly staff change report.
- Reaffirm Ends.

Ben proposed a vote to accept the Consent Agenda.

Motion: To accept the Consent Agenda. Mike moved; Pat seconded.

Discussion: Mike clarified what a consent agenda is per Robert's Rules of Order. The consent agenda allows the board to approve all the items on the consent agenda, together, without discussion or individual motions.

Vote: The motion was approved unanimously.

Ben briefly spoke about the BOT grievance procedure. There will be more information relayed on this item later.

Fiscal Year 2021-22 Q4 Financial Report (Noreen Gilbertsen)

Noreen Gilbertsen presented a thorough overview of the 2021-22 Q4 Financial Report. Monthly charts updated expenses and income for comparisons. Budgeted pledges placed higher in the 2021-22 church year than in prior years. We missed the variance by only -1%. Total activity income (e.g., Feast for Funds; Morter Lecture; etc.) was -94%. Dividends and interest on investments have been lower due to the

downturn in economic market conditions. Noreen advised that we cannot depend on investment income in down years. Regarding Extraordinary Income, Bequests were budgeted for \$25,000 but the final is at \$76,596. Loss on investments came to \$218,720. Total Income (TI) was budgeted for \$850,535. The final for TI was \$799,019; down \$51,516 or -6%.

Policy Monitoring (Ben)

- 4.4 Financial Planning/Budgeting
- 4.5 Financial Condition and Activities

Motion: We have seen sufficient evidence that the Senior Minister and Administration are compliant with Policy Monitoring 4.4 Financial Planning/Budgeting and Policy Monitoring 4.5 Financial Condition and Activities. Rollie moved; Tony seconded.

Discussion: Been asked for clarity on Transfer from Fund Balance under Extra Operations on the Income and Expense Summary. Do the transfers come from an Unrestricted Fund? Noreen inquired if we should change the terminology to General Fund? Jean added that we had decided that we would use reserves to fund operations and programs when needed. This was a compromise to cutting programs, services, and staff. Jean reiterated that funds are pulled from various unrestricted funds.

Tony made a point regarding Loss on Investment (\$218,720) under the Extraordinary Income section being unrealized losses vs realized losses. Jean confirmed that \$140,919 is the amount that we moved to cover budget shortfalls. Jean added that we do not budget for Extraordinary Income.

Ben wanted to know if Bequest income is unrestricted. It was confirmed that no bequest since the Morter Lecture have been restricted. Jean noted that its has been difficult to budget during the pandemic. It was thought that we would have been back for in person services back in the fall of 2021, but we were not. It is good that the pledges have kept up despite the pandemic. Fewer staff has meant less in salaries to be paid out and that is helpful when budgeting for expenses.

Noreen noted that we have cash in the amount of \$34,645.89 on hand in the bank.

At this point we moved on for the sake of time. Ben asked that if there are any other questions or concerns to please reach out to him by email and he will get back to us.

Vote: The motion was approved unanimously.

Policy Monitoring (Ben / Rev. Jennifer)

- 4.6.6 Asset Protection
- 4.6.7 Intellectual Property Compliance

Motion (As Amended): To approve this reinterpretation of 4.6.6 Asset Protection and 4.6.7 Intellectual Property Compliance as reasonable for the church going forward. Joe motioned; Sarah seconded.

Discussion: Rollie asked for more detail about intellectual property. Rev. Jennifer iterated that this is a new intellectual property arrangement, and it would be a new element to pay musicians “one time” for

their content. Tony inquired about the one-time payment and if this will all play out every year. Rev Jennifer confirmed that the agreement is good for (5) years and the one-time payment would be for that period only. Tony feels that the terms of the agreement may need to be spelled out better going forward and that clarity in the first bullet may be helpful. Ben expounded that the agreement should be clear so that future BOT members can understand it. Rev. Jennifer stated that this interpretation **needs** would need to be a part of the Intellectual Property Policy, as we need to confirm who owns the property. Rev. Jennifer relayed that BOT approval is needed for Sunday services starting in September of this year. Rollie commented that current members and a 5-year agreement should be enough. Ben noted that recordings of musicians would be able to be replayed for 1-8 weeks. Tony, Rollie, and Ben concurred that they see no need to revisit this situation.

Rev. Jennifer suggested we revisit this in Asset Protection.

Amendment: Ben proposed that we amend the interpretations by the BOT September meeting with elements of the Memorandum of Understanding (MOU) to be updated.

Vote: The motion, as amended, passed unanimously.

Monitoring Reduction Proposal (Ben / Jennifer)

Motion: To approve Rev. Jennifer's Monitoring Reduction Proposal Plan as presented at the BOT's annual retreat in early August 2022. Joe Motioned; Mike seconded.

Discussion: No discussion.

Vote: The motion was approved unanimously.

Sr. Minister's Report (Rev. Jennifer)

Rev. Jennifer advised that an Assistant Sabbatical Minister has been hired. Jim Foti is a mid-career Unitarian Universalist minister. Rev. Jim is originally from Milwaukee and is excited to come back to the area to serve this quarter time ministry.

Liaisons to Nominating Committee (Nom-Com) & Strategic Planning Team (SPT) (Ben)

Ben advised of the need for liaisons between the BOT and the committees. Per request for volunteers, Mike Hogan volunteered to be liaison to the Nom-Com. Additionally, Rollie Hansen volunteered to be liaison to the SPT.

BOT Housekeeping (Ben/Rev. Jennifer)

The BOT reviewed its calendar and contact information. Tony advised that corrections for BOT calendar & contact info can be sent to him for updates. Ben requested that any correspondence concerning Corporate Resolution, Skills Matrix and Conflict of Interest be done by email on these items.

Other Business

After discussion, the BOT agreed that the Annual Meeting be scheduled for 12:30pm on May 21, 2023.

Hearing no further other business or discussion, the meeting was adjourned at 8:00pm.