

**Final**

**First Unitarian Society of Milwaukee**  
**Minutes of the Board of Trustees (BOT) Meeting**  
**December 13, 2022**

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

**Absent:** None

**Also Present:** Rev. Jennifer Nordstrom (Sr. Minister), Jean Johnson (Director of Administration)

The meeting was called to order at 6:04PM with members attending via videoconferencing (Zoom).

Ben noted that Jean Johnson will be joining the BOT meetings for the remainder of this church year as the staff contact while Rev. Jennifer is on sabbatical.

**1. Monitoring Policy 4.6 – Asset Protection (Rev. Jennifer)**

**Action:** Determine Compliance

**Motion:** There is sufficient evidence that we are in compliance with Monitoring Policy 4.6. Rollie moved; Tony 2<sup>nd</sup> motion.

**Discussion:** It was noted that the documents Rev. Jennifer recently saved in Dropbox were not properly saved. Clean and up-to-date documents are now in Dropbox as of 12-13-2022. Regarding audit: Director of Administration Jean Johnson attests that financial procedures from the 2016 audit are being followed. In addition, the Finance Team has begun to review and update procedures, as well as identify internal controls, in a manner that enables the Board of Trustees to better carry out its fiduciary duties. This process is on pause while the Forge Our Future campaign has taken precedence. Finance Team will continue to review/update procedures in near future, likely Spring 2023. Jean Johnson will present any changes to facilities conditions. Lobby hours totaled 4 hours, which is well below 1%. Clarification was sought on whether the BOT previously had voted or had discussion about an external audit – it was noted that in early 2021, Finance Team talked to BOT about timing of audits and about certain triggers that were in place or that every so many years an audit would happen.

**Vote:** Motion passed unanimously

**2. Diagram of Church Savings/Investments (Rev. Jennifer)**

**Action:** Inform

**Discussion:** Some clarifying questions were asked. Rev. Jennifer made changes to the diagram accordingly. No further action taken.

### **3. Charge for Forge Our Future (FOF) Endowment Policy Task Force (Ben)**

No motion was made.

**Discussion:** The decision was made to move this approval to January BOT meeting. There was discussion of the process for identifying members of the FOF Endowment Policy Task Force, as well as discussion about the timeline for formation of Task Force and for approving the Charge. It was proposed that BOT may want to have more control or input into the formation of the Task Force. Ben will create a shared document for BOT to add prospective members of Task Force before January Executive Team meeting (including names already brainstormed by Finance Team).

Executive Team will review and rank order names, then prospective candidates will be contacted by Rev. Jennifer and members of the Executive Team. Executive Team will also finalize the charge to the Task Force and develop a timeline, which will then be put up for approval at January BOT meeting.

It was also noted that the Finance Team invited Glenn Wagner to their November 2022 meeting, and he emphasized regular communication with the congregation about progress being made and what is being addressed – transparency and communication are top priorities. Glenn recommends a Chanticleer article in February, from the Task Force or the BOT, regarding the status of FOF funds and how they are being handled.

The Finance Team has created a vehicle for FOF donations received prior to the establishment of the principal protected endowment. This vehicle is a separate money market account with Associated Bank. There is a monthly process for documenting and transferring donations from the Church's checking account to the money market account.

No further action taken.

### **4. Treasurer Search Charge to NomCom (Ben)**

**Discussion:** We are out of compliance with bylaws/policy regarding our Treasurer's term of service. A new Treasurer may need to be identified by Annual Meeting 2023. A question was asked about any existing job description for the role of Treasurer and if there has been or should be a change in the scope of the role. It was noted that the role should be more advisory and oriented to policy governance than related to operations. Also noted was the value of having the Treasurer more involved in BOT activities, as mandated in our policies. It was proposed that by January 20, 2023, Jean Johnson and Tom Briscoe will work on a job description for the role and that Tony Panciera will make a list of gaps in our policies that the new Treasurer could fill.

### **5. Parameters for FOF Donation from Current Unrestricted Reserves (Ben)**

**Discussion:** Reviewed documents outlining potential for movement of funds from unrestricted reserves to FOF fund. Discussion centered around the consideration to assign the \$170K for "long term use" from the Lu Krug Fund to the FOF fund. All agreed that this is something to seriously consider for a decision in January. No further action taken.

## **6. Policy/Procedure for Future Large Unrestricted Donations? (Ben)**

**Discussion:** Agreement to postpone discussion on this item to January or February 2023 due to time constraints.

## **7. Sr. Minister's Report (Rev. Jennifer)**

Highlights: Rev. Kimberlee hired a new staff member – RE Assistant Quinn Brakob (they/them). In addition, the high attendance at recent services was noted and celebrated.

## **8. Current Program Budget (Jean Johnson)**

**Discussion:** Agreement to postpone discussion on this item to January 2023 due to time constraints.

## **9. November BOT Meeting Minutes Review (George)**

**Motion:** To approve Minutes from 11.22.2022. Mike moved; Pat 2<sup>nd</sup> motion.

**Discussion:** Clarity of Minutes noted.

**Vote:** Motion passed unanimously.

## **10. BOT Housekeeping (Pat)**

**Discussion:** Agreement to postpone in-depth discussion of new training ideas to January 2023 – a list will be generated of what trainings have taken place in the past for current BOT members, including three trainings with Laura Park on Policy Governance; one training last year with Julica Hermann De la Fuente on Anti-Racism and Governance. A question was asked about assessing the BOT on Policy Governance vs. Operations. Members agreed to come back in January with new ideas.

Senior Minister Review will be completed after Rev. Jennifer's sabbatical and will include an assessment of coverage for SM during sabbatical. The following structure was deemed satisfactory per Rev.

Jennifer: BOT members fill out a questionnaire; Board President compiles results; the three departing BOT members will be asked to leave comments and fill out the questionnaire in April/May 2023; all comments/results will be presented to SM after sabbatical. It was noted that since we are adjusting monitoring for this year, we can add this process to the adjustments.

## **11. Other Business (Pat)**

As Board Liaison to the Nominating Committee, Mike Hogan reported that according to Tom Lavelle, NomCom mainly has been focusing on prospective candidates for BOT and NomCom. Mike will bring up with NomCom that Treasurer position may need to be filled and that NomCom might be asked to assist, if needed.

**Meeting was adjourned at 8:05 PM.**