

Unitarian Society of New Haven
Minutes of the meeting of the Board of Trustees
February 9, 2023
Approved 3/9/2023

Board Members present:

David Jones, President Bobbi Pace, Vice-president

Terry Bohnhorst Blackhawk, clerk

Joan Ciano Kyle Manning Becky Reeve

Board members absent: Tina Santoni Sue Trotta-Smith

Management Team present:

Jean Rosenthal David Stagg

1. The meeting was held in person. President David Jones called to order at 7:03 p.m.
2. Vice-president Bobbi Pace lit the chalice, followed by reading.
3. The shared covenant was read aloud, followed by a check-in. There were no changes to the agenda.
4. After a brief discussion, it was determined to table the matter of Land Acknowledgement.
5. Bobbi Pace moved to accept the minutes of January 12 and January 31. Joan Ciano seconded. The minutes were accepted unanimously.
6. **Management Team:** David Stagg reported on the MT's compliance with Sections 1.2 and 1.7 of USNH's Governance Policy. Regarding Policy 1.2 on oversight of USNH governance and policies, the MT has experienced turnover with the departure of Rev. Lindasusan and Bobbi Pace's new position as Board Vice President. Becky Friedkin has replaced Bobbi on the MT. DS reports that MT members are involved in management decisions and financial matters, meet regularly via Zoom, and keep careful track of work assignments, in compliance with Section 1.2. DS noted the difficulty for the MT due to lack of guidance without a minister as chief of staff.

Section 1.7 Asset Protection. In compliance with Section 1.7, David Stagg reported the USNH policy with Church Insurance Company was renewed October 17, 2022 and includes General and Professional Liability, Crime and Management Protection, and Inland Marine (which covers fine art including two Rembert paintings valued at ca \$10,000 each). Management of building and grounds has included necessary maintenance and repairs, cleaning

to the Dyvik (stucco) exterior in June 2022 and replacement of exterior lighting with LED fixtures.

Following the MT report, the Board discussed the Budget Planning Task Force memo with recommendations from the Endowment and Legacies Committee, Section A, tabled from the January Board meeting. After discussion, priorities for reducing the 2022-2023 deficit were reordered as follows for a total savings of \$34,000.

1. Extend the term of current mortgage loan from 10 yrs to 20 yrs	\$13,636
2. Delay repaying the \$60,000 Dryvit loan	\$6,360
3. Reduce staff expense accounts from \$16,500 to \$13,002	<u>\$3,498</u>
4. Reduce UUA dues from 50% to 35% of the amount requested by UUA	\$5,000
5. Provide no Cost of Living Adjustment (COLA)	\$5,500

7. **President/Vice President report.** David Jones reported that the Worship Committee has filled most slots for Sunday sermons through June gratis. After a final listening session re: Rev. Lindasusan's departure, more meetings will be held based on the transition and what type of minister we want (interim, contract, developmental). The Board will need to gather and synthesize ideas and possibilities. It was suggested that we invite a UUA regional rep to discuss the process at our next Board meeting and ask the Management Team to estimate the budget we'll have to work with in FY 2023-2024.

Bobbi Pace reminded of the call for delegates to the UUA General Assembly in Pittsburgh this summer. Re: board membership, Nominating Committee is looking for candidates to fill the vacancy of Treasurer. Board members should plan on a group photo at our next meeting. The Stewardship Campaign will launch on Feb. 19th with Lauren Smith of UUA as guest minister. Some members of the Board are taking part in the USNH Common Read of *Mistakes and Miracles*.

Becky Reeve moved adjournment and Bobbi seconded.
Adjourned 8:34 p.m.

Management Team monitoring of Policy Governance Sections 1.2 and 1.7

The last report to the Board was 2/10/2022

Current Governance Policy sections are in black; MT interpretations in blue; MT report is in red

1.2 Emergency Management Team Succession

In order to protect the congregation and Board from sudden loss of Management Team services, each Management Team member must not fail to designate and keep informed at least one other Management Team member of their activities as they relate to Board and Management Team issues and processes.

MT Interpretation:

The Management Team shall ensure that there are at least two people informed of Board and Management Team issues and processes. Key leadership requirements include familiarity with the board's role and functions, with the day-to-day operations of USNH.

Policy approved by the Board: March 12, 2015

MT Interpretation Approved by the Board: October 12, 2017

For most of the year the MT members were Bobbi Pace, Jean Rosenthal, David Stagg and Rev Lindasusan. In December, Bobbi Pace was elected to the Board Vice-President position. In January, Bobbi was replaced on the MT by Becky Friedkin. Rev Lindasusan went on Family Leave and stopped participating as a member of the MT in November 2022. The Management Team works collaboratively. All of the members are involved in decision making and aware of financial and operational situations. We are informed of what other members are working on at our bi-weekly Zoom meetings and keep track of tasks assigned through carefully recorded minutes. Between meetings we keep in touch by email and phone. Should one member of the team become, for some reason, unable to serve, we are equipped to reassign their duties and tasks to other members of the team.

We report compliance with section 1.2

1.7 Asset Protection

The Management Team shall not allow the assets of the Society to be unprotected, inadequately maintained, inappropriately used, or unnecessarily risked.

1.7.1 Insurance

The Management Team shall not fail to assure that:

7. The building and its contents are insured against losses from fire, wind, flood, theft and vandalism.

MT Interpretation:

Property Liability Insurance on the USNH buildings and contents shall be purchased and renewed on an annual basis. Timely payment of insurance premiums shall be made to prevent gaps in coverage.

We have maintained an Insurance Policy with the Church Mutual Insurance Company for many years. The current policy was renewed on 10/17/2022 and provides a blanket liability of \$4,848,300 for the building and personal property with a \$1,000 deductible. Our two outbuildings are also covered for the cost of replacement.

8. The officers, Board, Management Team and staff have professional liability insurance.

MT Interpretation:

Professional liability coverage protects against lawsuits which claim that people as individuals or collectively have used bad judgment, have a conflict of interest in decision making, or have used funds improperly. (It does not protect against illegal actions.)

Professional Liability is included in the General Liability and Management Protection Liability sections of our policy (see next clause).

9. The Society has General Liability insurance.

MT Interpretation:

General Liability insurance shall be purchased and renewed on an annual basis. Insurance against theft of property and cash is part of the Property Liability coverage. The cash theft limit is \$2,000, based on the underwriter's assessment of the maximum amount of cash that would ever be on the property at one time.

Our Insurance Policy takes the form of a Main Policy with an Umbrella policy addition. The Main Policy has 6 sections: Common, Property, General Liability, Inland Marine (including Fine Art), Crime and Management Protection. The General Liability covers claims up to \$1,000,000 with an aggregate limit of \$3,000,000. The Crime section covers loss of cash up to \$2,000 with a \$250 deductible. The Inland Marine section includes specific coverage for the 2 Rembert Paintings in the Library at \$10,000 each.

Policy approved by the Board: May 14, 2015; revised February 14, 2019

MT Interpretation Approved by the Board: June 9, 2016; revised February 14, 2019

1.7.2 Other

The Management Team shall not fail to assure that:

The buildings and grounds and equipment are maintained to allow continued value and use.

MT Interpretation:

Through its oversight of staff and committees and through preparation of the annual capital and operating budgets, the MT will assure that the building, grounds, and equipment are maintained, repaired, and replaced as necessary, within the financial capabilities of the Society.

Since February 2022 we have seen gradually increasing use of our building. Our Building and Grounds Committee, staff and other volunteers have made minor repairs to the inside of the building, made landscaping improvements and facilitated both a Spring and Fall Cleanup party. Our Sexton has continued to work his normal schedule throughout the year to maintain the building and grounds and to make minor repairs when necessary.

In June 2022, cleaning, repair and recoating of the Dryvit (stucco) coating of the building was completed along with some roof work to address leaks in the Social Hall and the RE wing. In early fall, United Illuminating converted the lighting of our parking lots from high-pressure sodium to less expensive LED lighting. B&G continues to evaluate options for solar electricity generation.

Financial controls are in place to guard against loss and mismanagement of funds.

MT Interpretation:

The Treasurers and Finance Committee have implemented procedures for counting, handling, and securing cash and checks, making weekly bank deposits, timely recording of financial information in USNH databases, monthly reconciliations of bank accounts, and oversight of these financial tasks as they are carried out by staff and volunteers.

Financial tasks are carried out by the Management Team, the Finance Committee, our Congregational Administrator, our Treasurer and our Bookkeeper in accordance with roles and responsibilities defined in our Operation Policy "Financial Operations" SOP-0013. The Management Team reports to the Board on compliance with sections 1.5 and 1.6 of the Policy Governance Handbook in March each year. The Treasurer audits this report in addition to making separate quarterly reports to the Board.

Funds used for operations are kept in insured instruments.

MT Interpretation:

Operating cash (currently set at an average of 15% of the annual operating budget) is held in FDIC insured checking accounts, money market accounts, and/or CDs.

Liquid funds are kept in Citizen's Bank accounts and are FDIC insured. CD's have been purchased from TIAA (presently 7 x \$25,000 CDs) and are also FDIC insured.

In addition, the Management Team shall not:

Unnecessarily expose the organization, its Board, or staff to claims of liability or risk the nonprofit status of the Society.

MT Interpretation:

Through its oversight of staff and volunteer operational activities, the MT will endeavor to prevent activities and behaviors that are a) illegal; b) inconsistent with the mission, values, and ends of the Society, or c) inconsistent with the Society's Covenant of Right Relations.

Many of the programs and activities of the society transitioned to "Zoom" sessions during the pandemic but we are now seeing a gradual return to "in-person" meetings. Though many changes have happened, the MT has not become aware of any USNH related activities that are illegal.

Throughout the year, the MT has continued to work with the Council of Chairs to endeavor to prevent activities that are inconsistent with the mission, values, and ends of the Society, or inconsistent with the Society's Covenant of Right Relations.

We report compliance with Section 1.7

Policy approved by the Board: May 14, 2015

MT Interpretation Approved by the Board: June 9, 2016; revised February 14, 2019

MT 2/9/2023