

## **UUSJ Governance Retreat October 19, 2014 Cedar Lane UU Church –2:00 p.m.**

### **Attendees**

#### Church/Congregational Members and Alternates

Ed Kringer, member, Accotink UU Church (absent)  
Jim Alcauskas, member, Bull Run UUs Church  
Kay Scott, member, Cedar Lane UU Church  
Liz Echols, member, Davies Memorial UU Church (absent)  
Steve Buckingham, member, Goodloe Memorial UU Congregation  
Bill Alsmeyer-Johnson, member, Mount Vernon Unitarian Church (Secretary)  
Clarke Herbert, alternate, Mount Vernon Unitarian Church  
Nancy Boardman, member, Paint Branch UU Church  
Carmelita Carter-Sykes, alternate, Paint Branch UU Church (absent)  
Sheila Malenski, member, Towson UU Church  
Frank Corsoro, member, UU Church of Arlington  
Al Carlson, member, UU Church of Reston  
Bob Schurter, member, UU Congregation of Columbia  
Martha Ades, member, UU Congregation of Fairfax (absent)  
Ed Butterworth, alternate, UU Congregation of Fairfax  
Ethel Gilbert, member, UU Congregation of Rockville  
Catherine Higgins-Bisnett, alternate, UU Congregation of Rockville (absent)  
Nancy Sorden, member, Washington Ethical Society  
Patti Absher, alternate, Washington Ethical Society

#### At-Large Members

John Gubbings, member, at large, Cedar Lane UU Church (Treasurer)  
Pat Karlsen, member, at large, Cedar Lane UU Church  
Lavona Grow, member, at large, UU Church of Arlington (Board Chair)

#### Guest

Pete Fontneau, standing in for Ed Kringer, Accotink UU Church, and Liz Echols, Davies Memorial UU Church

### **2:00 Gathering**

Lavona convened the meeting at 2:00 p.m., gave a reading, distributed handouts, previewed the agenda and introduced the new Board members before Michela Perrone's scheduled arrival at 2:30 p.m.

Introductions of new UUSJ Board Members:

We introduced ourselves. We welcomed new Board members Sheila Malenski, from Towson and Frank Corsoro, from Arlington. We welcomed alternates Clarke Herbert from Mt. Vernon, and Ed Butterworth, former UUSJ Board member, from the Fairfax UU church. Liz Echols, while absent, was mentioned as the new Board member from Davies Memorial Church.

## **2:30 p.m. Governance and Board Effectiveness with Michela M. Perrone, Governance, Consultant of MMP Associates**

### **Introductions, Hopes, and Expectations**

#### **Michela's Introduction**

Been in the United States for thirty years, came here through a Fulbright scholarship. ([You can read her biography here.](#))

Without a plan and without leadership, organizations will not succeed. This is where Michela focuses her attention. She only works with the nonprofit sector. She teaches strategic planning and governance at Georgetown University.

She is a strong believer that faith based organizations are important to create change.

#### **Introductions to Michela with our Hopes and Expectations**

We went around and introduced ourselves to Michela, told her what congregation we represent, how long we've been on the Board, and shared our hopes and desires for this retreat.

Pete Fontneau is interested in Mission and Vision primarily.

Shelia Malenski is interested in direct action.

Al Carlson wants to know, among other things, what is a Board member, what are Board member obligations, and how should Board members be selected.

Ethel Gilbert is interested in missions and vision statement that people can get excited about.

Frank Corsoro wanted to be motivated, inspired, and enlightened.

Nancy Boardman is excited about our move to advocacy at the federal level due to our proximity to the national capital.

Lavona is excited about the motivation of the Board to take our organization to the next level. Feels we need a new mission vision statement that covers our new direction. Is also interested in models of Boards. Feels we need a way to tap the expertise of folks who have been around a long time but who have exceeded their allotted time on the Board.

Par Karlsen is very interested in strategic planning and strategic thinking. She is also interested in exploring, refining the responsibilities of Board members.

Nancy Sorden is interested in seeing that every Board member's interests and concerns be heard and taken into account, to make the most effective Board possible. Wants improvements in communications between Board members and between congregations so we know what each is doing.

Bill Alsmeyer-Johnson is interested in having Board members communicate with each other better. Is also interested in inspiring Mission and Vision Statements.

Clarke Herbert mentioned his interest in strategic planning.

At this point Michela mentioned that it is important to keep the enthusiasm of new Board member so at some point, given what Clarke and Pat said, we have to decide where, how, and when we address strategic planning.

Bob Schurter mentioned that we need to improve our visibility and in inspiring UU's to get motivated, to participate.

Jim Alcauskas is interested in building a strong foundation for our Board structure, in Mission/Vision/Purpose to build a strong advocacy organization.

Steve Buckingham is interested in having UU values and principles heard on Capital Hill. We need Mission and Vision statements that reflect our new direction that will help us get into the nuts and bolts of our new role.

John Gubbings is excited by the potential of organizing our congregations for advocacy.

Patti Absher mentioned how the Immigration Film Festival folks approached UUSJ to help, for support. UUSJ might help set up a separate 503c legal entity for the Immigration Film Festival in the future.

Ed Butterworth wants to work through the governance process and to find ways for us to work better with our congregations and with outside groups.

### Summary – Hopes and Expectations

The following are the Ideas, Hopes, and Expectations of our Board members that will come out of our reorganization process:

|    |   |    |
|----|---|----|
| 1  | Governance Models/By-Laws   | 3  |
| 2  | Mission – Vision – Purpose  | 7  |
| 3  | Clarify my Role on Board  | 3  |
| 4  | Responsibilities of Board Members   | 12 |
| 5  | Redefine Board Member's Obligations, Selection, Effectiveness of Board                                  |    |
| 6  | We hope to feel: Motivated, Inspired, Enlightened   |    |
| 7  | Liaison Function – is the Board a liaison Board, what other types bodies that might serve that purpose. |    |
| 8  | Strategic Planning  |    |
| 9  | Meaningful Service – Input Important  |    |
| 10 | Message to Congregations:   |    |
|    | Get their input   | 5  |
|    | Commitment with each other  | 2  |
| 11 | Improve UUSJ Visibility   | 3  |
| 12 | Board structure: focused on strong advocacy   | 2  |
| 13 | Executive Committee   |    |
| 14 | Develop Implementation Plan   |    |

## Vision

### *A Vision Statement*

A vision should be statement about how society will be changed, how it will be better, if we accomplish our mission. It should be a vision of the ideal national community.

Michela said that we need to create a list of words to go into vision statement so she asked each person to give one word that describes the ideal national community.

The following are the results of a brainstorming exercise:

Peace . . . . . Fulfilled Rights

Society . . . . . Inclusive

Just. . . . . Humanitarian

UU Principle . . . . . Dignity - Compassion

Justice - Interdependent

Equity - Conscience

Principled Action

Horizontal Structure (rather than Vertical)

Environmentally Sustainable (broader than environment and lives)

Fair. . . . . Opportunities

Kind

Equality as a principle

Individual engagement and motivation

Open and caring . . . Truth

Free

Safe . . . . . Healing

Loved . . . . . More shared responsibility

Evolved Society

The Promise of Democracy

Action: Patti, Al, and Ed to work to create draft Vision statements. Patti is going out of town so they agreed to complete a draft by Nov. 15. Al will be the point of contact for the work group.

## Mission

### *A Mission Statement*

A good mission statement has to include several decisions:

Identity: We are an organization composed of a number of Unitarian Universalist groups. We are a 501c3 non-profit.

Whom we serve: We serve a group of Unitarian Universalists and others associated with Unitarian Universalist congregations.

Where? In the United States

How? Through strategies to inspire, energize, mobilize, advocate, witness, educate, inform, and raise awareness.

Uniqueness: What is our niche, how are we different from any other group doing similar work?

- Effective
- Voice

- Open and caring truth.

Network: Based on our liberal Unitarian Universalist principles, we share with those people who share our principles and who want to take actions; we share principles with people who are oppressed either by a lack of principles, or disenfranchised, or who need a voice.

Michela said that most faith based organizations, embarking on a path towards doing advocacy, have morphed into a social service organization. If we see ourselves doing this as well we can use words that say we are an organization based on UU principles.

Action: Bill, Sheila, Bob Schurter to work on writing a Mission statement.

## Strategic Plan

A strategic plan covers a period of 3 to 5 years and develops and centers around the organization's: VISION, MISSION, VALUES

Critical Areas of Engagement Are:

- Advocacy: Goals and Strategies
- Financing:
- Congregational Organization: Goals and Messaging
- Governance

## Boards and Board Members Responsibilities

- The Board's Legal Obligation is to govern as a group.
- Individual legal obligations – there are duties to carry out when asked to sit on a Board. You are being asked to assume certain legal obligations (Read the handout “Individual Board Member Expectations” and the PowerPoint handout “The Boards Legal Obligation to Govern”)
- At the beginning of each year we should have a personal “Individual Board Member’s Engagement Plan.” (head a committee, give \$xxx, volunteer on a committee, chair a committee, etc.)

1. **Duty of Care**(Michela likes to see Board members say what they expect of each other to exercise Care– what are the standards of behavior?). Exercise Care:
  - a. Have to be caring
  - b. Have to be careful
  - c. Have to use best judgment.

Things to “Exercise Care” and consider for a covenant:

- Attend
- Prepare
- Participate in Committees
- Create a covenant that states, among other things: that there will be no personal attacks, be respectful, proper venting, have a positive outlook and positive speech
- We expect that each of us will accomplish something
- Time keeping
- Respond to emails in a timely manner
- List other expectations. Example: Committee participant, 1<sup>st</sup> year join a committee, 2<sup>nd</sup> year maybe head a committee. (See Engagement Plan)

## 2. Duty of Loyalty

- a. A Board member must clearly make any conflict of interest explicit before a decision is made.
- b. Being on the Board is that Board member's primary loyalty.  
When someone is appointed by a congregation your primary responsibility is to UUSJ and so you should not also have a legal responsibility elsewhere. This doesn't apply if you are on a soccer association committee for example because there is little chance of a conflict.

## 3. Duty of Obedience: As a Board member you owe obedience:

- a. To the Mission of the organization.
- b. To the Board
  - i. Confidentiality is expected: At each Board meeting make a decision as to what is confidential at end of the meeting. (staff issues, financial issues, write up separate minutes that are not published for confidential items.)
  - ii. The Board members must speak with one voice: Even those who voted against a motion have to support it and speak for it – being obedient to the Board means supporting its decisions.

## Group Legal Obligations: (See PowerPoint handout "The Board's Legal Obligation to Govern")

1. Determine the Mission – directions – strategies
  - a. Participate actively in designing the long term strategic plan for the organization;
  - b. Review and approve the short term implementation plan; and
  - c. Develop systems to monitor the successful implementation of the strategic and operational plans.
2. Provide Oversight in four areas: Program, Fiscal, Performance of Executive Director; and Legal and Regulatory Compliance.
  - a. #1 Program oversight: Board must provide oversight around implementation and outcomes of programs strategies and develop clear and measurable long-term outcomes. (We need an oversight committee.)
  - b. #2 Fiscal oversight in four areas: Budget, Organizational Fiscal Conditions, Audit, and Investments. (Bob Schurter on Development side, Jim Alcauskas on the Finance side) – we unofficially merged the Finance and Development Committees into one committee.
  - c. #3 Executive Director/Sr. Staff compliance/performance oversight: the Board must review staff periodically.
    - i. Support: the Executive Director is boss in non-governance functions (moral responsibilities).
    - ii. The Executive Director has to implement decisions made by the governing body.
    - iii. Partnership between governance and staff.
  - d. #4 Legal and Regulatory Compliance Oversight: On any oversight group/committee there should always be a Board member on it because Board is legally responsible for the committee's decisions and actions. Perform the annual legal audit.
3. Engage in Self-Management
  - a. Evaluation – we must evaluate our meetings, their effectiveness, their accomplishments, how they were conducted.

- b. Structure – we must have a defined organization structure.
- c. Interpersonal dynamics (inside and outside Board meetings) – need a code of conduct for all interpersonal conduct.

**Moral Obligations (See the PowerPoint handout “The Board’s Moral Obligation to Support”)**

1. Give Advice – Board members have an obligation to advise other Board members, staff, and officers (in evaluating programs, strategizing, financial, legal, communications, information technology).
2. Ambassadors/Representation of the organization
3. Volunteer in programs, activities and events – Board members must help make the organization work by volunteering their talents and time.
4. Advocate for the organizations and its cause
5. Financial Resources: Assist in securing financial resources

Action: Jim Alcauskas, (later Frank volunteered and Nancy Sorden and Pat Karlsen were recruited, both from the Nominating Committee, to participate in the work group)

- We need to clarify the powers, obligations, and responsibilities of alternates. Michela is concerned about what roles, what level of participation, for congregational alternate representatives. We need to eventually create an oversight committee and who will be on it. Michela will send us a template for an “Individual Board Member Engagement Plan.” We agreed to develop a covenant.

**Governing Board Structure and Models for Nonprofits**

- Nonprofits must have a governing board/body.
- Advisory councils/commission/panel or group of advisors.
- Foundations/Friends of – for fundraising.
- Could create a representation/liason group – Representational body.

**Summary of Actions and Next Steps:**

| What and When   | Who   |
|---|---|
| MISSION - Write first draft by Nov. 15  | Bill Alsmeyer-Johnson, Sheila Malenski, Bob Schurter    |
| DUTIES - Roles and responsibilities, write engagement plan, and covenant by Nov. 15 | Jim Alcauskas, Frank Corsoro, Nancy Sorden, Pat Karlsen |
| VISION - Write first draft by Nov. 15   | Al Carlson, Ed Butterworth, Patti Absher                |
| TALK ABOUT VISION/MISSION   | At the next meeting                                     |
| GOVERNANCE, STRUCTURE, and BY LAWS  | Pete Fontneau   |

The meeting adjourned shortly after 6 p.m. All members where invited to dinner in the Chalice House. Excellent food was brought in from Lebanese Taverna.