

**Countryside Church Unitarian Universalist
Minutes of the Board Meeting
December 17, 2014**

The following members of the Board of Trustees were present in person at the meeting: Mike Berry, Mike Gilley, Alan Greenland, Mary Johnson, Gloria Kinney, Karen Noorani, Deb Quentel, and Sheryl Skifstad. Additionally, Reverend Hilary Landau Krivchenia was present.

The following members of the Board of Trustees were absent: Matt Briddell and John Conneely

An in-person quorum was present.

Gary LaBedz, CCUU Controller, was present as a visitor.

President Mike Gilley called the meeting to order at 7:04 p.m.

Board Covenant

At the September 2014 Board Retreat, the members of the Board of Trustees wrote a covenant intended to shape the trustees' interactions with each other that reflected this year's Board of Trustees. The trustees read the board covenant out loud.

New Treasurer Welcome –

The Board welcomed Mary Johnson as the new Treasurer, replacing Beth Ligouri. Gilley requested that the other members of the Board of Trustees, and especially the officers, help acclimate her and share how their role relates with her new role as Treasurer.

Consent Agenda Items

Gloria Kinney made a motion to approve the

- Board of Trustees Meeting Minutes, from November 19, 2014,
- Senior Minister's Report,
- Report from the Assistant Minister for Lifespan Religious Education,
- Strategic Planning Team Report,
- Treasurer's Report (including discussion on insurance recommendations from Finance),
- Report from the Personnel Committee,
- Ministry Council Meeting Minutes, and
- Meeting Minutes from Joint Board of Trustees / Ministry Council Meeting.

Karen Noorani seconded the motion and President Mike Gilley opened the floor for discussion.

Discussion centered on the compensation packet for the new music director, which the Personnel Committee has suggested come in at 50%. The Personnel report suggests that the uppermost number is possible, but the amount could be candidate-dependent and possibly a lower amount would be more appropriate, as the committee goes into the search for a new music director. Additionally Reverend Hilary Krivchenia suggested that the cut of hours for the position is not appropriate. Sheryl Skifstad suggested that the Board assume the salary numbers are a range rather than a certainty. The question for the Board of Trustees is determining its role in setting policy for the salary range. The Board was reminded that it should not assume the past amount is the definitive salary for the new music director. Sheryl Skifstad, as a member of the Music Search Committee, does not agree with the proposal from

the Personnel Committee regarding a drop in the salary. Instead, Skifstad views the number as an upper bound. There is still time and interest in further discussion about the music director salary. The Board stated that it was accepting it as a report rather than a recommendation from the Personnel Committee.

Controller Gary LaBedz also presented a Treasurer's Report, and a report on a search for a new insurance carrier. The Board was reminded that the latter will be discussed later in the meeting.

After discussion, the motion carried unanimously.

Unfinished Business

Insurance recommendations from Finance

Controller Gary LaBedz gave a presentation on the issue of finding a new insurance carrier. This process was started by former Treasurer Beth Ligouri and Laurie Lantz; it was suggested that CCUU seek out quotes and ensure that coverage is adequate, since the policies were coming up for renewal.

Finance Committee went to two other insurance companies: Farmers and Guide One. While Farmer's quote was low it was not clear that the coverage was the same. Guide One's quote was in the middle and Church Mutual's price was highest. LaBedz reported that Lantz believed she got good explanations and support from Guide One. The Board noted that all these insurance companies are "A" rated insurance companies when checked against A.M. Best and the Best's ratings.

Sheryl Skifstad made a motion that the Board provide Laurie Lantz, as Congregational Administrator, and the Finance Committee with authority to proceed with retaining coverage with a new insurance policy with Guide One to begin January 01, 2015 as long as the total annual premium remains below \$11,000. Alan Greenland seconded the motion. There being no further discussion, the motion carried unanimously.

Gary LaBedz left the meeting.

Music Director Search process - Music director job description for posting

Sheryl Skifstad reported that the Music Search Committee is now ready to post for the fulltime position. The Committee's goal is to post the job early in January, 2015. Skifstad shared the Committee's assumptions: the pianist would remain a contract position going forward; CCUU is looking for a music director in the mid-size category 2 congregation; CCUU is below the salary level for 2014-2015; and it is likely that we will be below budgeted salary for the following year, as well, since retirement benefits do not start until month 13 following employment. Further, the Committee is looking at a .6 time person with a projection of \$48-58,000 as the full-time salary for this position. Countryside Church is in a good position financially to offer a candidate the appropriate amount based on his or her qualifications. It is not expected that the position will start until August 2015. Reverend Hilary Krivchenia mentioned that while the position will still be under budget, CCUU has used some of the extra money to get consultation to make a good transition. The Music Search Committee plans to expand the posting. It is anticipated that CCUU will make a commitment in May and have the position start in August. If a replacement is not found according to this timeline, the plan is to continue the search. The Music Search Committee has spoken with the interim, and he is willing to stay through the church year.

Alan Greenland moved to authorize the Music Search Committee to post the job of Director of Music at .6 time with an offer range of \$2300-2900 per month. Karen Noorani seconded the motion. Additional discussion followed. The Board acknowledged that we might find a candidate that will grow into the position. It is also an option to combine the roles if we find someone with both piano and director skills. Further discussion addressed the process of interviewing the candidates to select the final 2-3 candidates. Discussion followed about the process for making an offer. The Board of Trustees requested that if there is a difference of salary recommendations between the Personnel Committee and the Music Search Committee that the Board would like to hear these differences.

Following discussion, the motion carried unanimously.

Being the last meeting of the calendar year, and in the spirit of all approaching holidays, the Board of Trustees took a 5 minute break to share snacks and cookies.

Online Voting Working Group – status update

Alan Greenland reported that the current Bylaws do not contemplate the members of the Board of Trustees voting on any issues when a quorum is present but not in person. Greenland reported on the meeting with himself, Mike Berry, and Deb Quentel that was held to identify issues that the Board should examine. The team suggested expanding paragraph 6 of the Bylaws and adding specific quorum requirements that would allow for other means for meeting and voting, when appropriate. Greenland noted the team's concern for transparency with any meeting and suggested that the Board must inform the Congregation as soon as this event happens. It is envisioned that this type of meeting would only occur when some issue comes up and the members of the Board cannot meet in person. These meetings would not be in lieu of the monthly meetings. Plus, the need for the quorum needing to be present would serve as a check and balance to ensure this process happened for legitimate reasons to benefit CCUU. The focus was on special meetings, not on regular meetings where Board of Trustees members are able to attend the meeting but only via technology. President Gilley mentioned that his understanding of Illinois law allows for Boards to conduct votes outside of normally scheduled meetings but that the vote approval requires "Unanimous Written Consent" of the Board. [Gilley later provided the following web site URL as a reference about Unanimous Written Consent: <http://charitylawyerblog.com/2011/09/20/nonprofit-law-jargon-buster-voting-by-unanimous-written-consent/>]

The discussion addressed the need of the Congregation to revise the Bylaws at the next Annual Meeting to allow for this type of meeting. In addition to being called by a member of the Board of Trustees, Reverend Krivchenia requested that the senior minister also be able to call a special meeting. The team will meet again to work on specific language to present to the Board.

Working group on Goal #1: Governance goal

President Gilley stated that the reason for including these three goals on the Agenda was to determine whether there was an impediment to the working groups moving forward. Reverend Hilary Krivchenia has requested that she be included on any Personnel/HR goals.

Working group on Goal #2: Personnel/HR Governance goal

Tabled for future discussion.

Working group Goal #3: on Capital Policy, Reserve, and Campaign

Tabled for future discussion.

New Business

Approval of Insurance Proposal from Finance Committee

As a courtesy to Gary LaBedz, this issue was discussed earlier in the evening.

Aspirations of Membership Adjustments

Reverend Hilary Krivchenia stated that she would like to see a better way to introduce members to the Aspirations of Membership. Further, she would like to see more “sponsorship” by the Board of Trustees to the Aspirations of Membership. The Reverend Krivchenia noted that the current goal of 5-10 percent as an Aspiration of Membership sets people up to fail. The upper range of 10% is too high for many people. As an alternative, she suggested that if the amount were instead 3-5 % CCUU and its congregants might achieve more success.

Gilley stated that part of this conversation comes up with stewardship each year. There was discussion about Beth Ligouri’s letter, written when she was Treasurer, to congregants, that was part of December’s Board packet. There was some discussion about the history of the 5-10 percent range. Further discussion was raised about whether the Membership Committee should be asked before the percent is changed. The Board determined that this decision was within the prerogative of the Board of Trustees.

Karen Noorani moved that the Aspirations for Membership be changed to read 3-5% for each member of Countryside Church Unitarian Universalist. Sheryl Skifstad seconded the motion. There being no further discussion, the motion carried unanimously.

Wrap up

The Board members reviewed all Action items from the meeting.

Closing Reading and Process Check-out

Following the closing reading, the Board of Trustees implemented its process check-out for the benefit of the Trustees.

Adjournment

Following the reading, Karen Noorani made a motion to adjourn. Gloria Kinney seconded the motion. The motion carried unanimously.

The Board of Trustees meeting adjourned at 8:55 p.m.

The next scheduled meeting of the Board of Trustees is Wednesday, January 21, 2015, at 7:00 p.m. at Countryside Church Unitarian Universalist.

Respectfully Submitted,
Deb Quentel, Secretary of the Board of Trustees, CCUU