July 19, 2023

UCM Board Meeting on Zoom –
Agenda (by Ansel and Joan) and Notes (by Brenda)

Present: Rev. Ex-officio Board member Joan Javier-Duval; Board members Brenda Bean, Claudia Clark, Fran Dodd, Steve Gold, Hugo Liepmann, Ansel Ploog. Also, Leslie Parr and Dawn Evans of ET and UCM Administrator Sierra Lowell attended the second half of the meeting.

12:00 Check-ins: How are you? What gift or skill or expertise or experience are you bringing to the Board?

- Steve – lots of experience on non-profit boards over many years.
- Claudia – UCM experiences, enjoys problem-solving, good with ERVs from AQP.
- Fran – 44 years of experience with UCM, including Treasurer and Board positions, is organized.
- Hugo - UCM is important to him. He has served 3 years on its Board, values human relationships, and brings an elder's perspectives.
- Brenda – lots of experience with boards, UCM, taking minutes.
- Ansel – gift of making complex systems simpler; is cultivating being grounded.
- Joan – hoping to bring a non-anxious presence to Board, also connections with groups and resources outside of UCM – esp. with UUA and other faith communities.

12:05 Chalice Lighting and Reading: Board Covenant – Ansel emphasized that it is important to keep the UCM mission at the heart of what we are doing, be prepared for meetings, acknowledge our mistakes, and have fun!

12:10 Set regular Board Meeting Schedule - Options:

- *Sunday after worship (11:30am) (Rev. Joan is not in favor)*
- *1st or 3rd Wednesday (12pm-2pm)*
- *1st or 3rd Wednesday (4-6pm)*

After a brief discussion, and partly because the status of UCM finances is better known after the middle of each month, Hugo moved that the Board's regular monthly meeting take place on the 3rd Wednesday of the month from 4-6 p.m., starting in September. The Board agreed. **Ansel will contact Emily about scheduling the new dates.**

12:15 Board President discussion

- *Divide facilitation and agenda-making tasks (with Joan) for the beginning of the church year (not Brenda due to need for consistent note-taker): We agreed to the following:*
    - **September 20 Meeting – Fran will set agenda, Steve will facilitate.**
    - **October 18 – Claudia will both set agenda and facilitate.**
    - **November 15 – Steve will both set agenda and facilitate.**

We still need a 7th person on the Board and a President. Claudia is considering being the Board President but first wants to learn how UCM will address the flooding. Fran will want us to support Claudia in transitioning from an operational (ET) perspective to the policy perspective of the Board. Brenda thinks there is a different conversation possible due to policy governance and the difference should be preserved. We all agreed to support – and help guide - Claudia as needed if she decides to take on the President's role.

After we know whether Claudia will become the Board President, we will seek the 7th Board member from this list of *Other Possible Board members (list from April/May brainstorm):*

- *Judith Hinds (involved in LSE)*
- *Erin Kelley (BVT)*
- *Jen Roberts - new member*
- *Jen Mathews*
- *Jim Phinney*
- *Steve Grunewald*
- *Tamara Marteney*

If the Board agrees (which it does), Joan will then ask Jen Mathew to join the Board.

12:25 Retreats: (August 26 is the joint retreat at UUCUV in Norwich.)

Set Date for UCM Retreat; We agreed to meet on Tuesday August 22nd, roughly from 9:30 a.m. to 3:30 p.m., depending on the agenda details.

What do we want to get out of a retreat?

- *Start Big Picture Conversations (outline topics for the retreat?)*
  - *Policy Governance: increasing Board understanding of the system, how to use the tools effectively.* Joan recommended that we read the Dan Hotchkiss book about "Governance and Ministry," especially the second edition.
  - *Visioning task force/ beginning strategic plan process*

  Incorporating Emergent Strategy concepts: Inspiring book but not a "how-to" blueprint; look at these hot-linked notes from the training Joel attended.
    - *strategic intentions rather than strategic plans*
    - *emergent leadership (hierarchies of power that are seasonal, temporary and adapted to the leadership needs of the moment)*
    - *Congregation-wide participation*
    - *Use the 'Ends'?*
    - *Board actions - form a task force, write a charge?*
  - Look at UCM challenges, needs, and options.
  - Establish clear goals and priorities for the year, with concrete steps and measurable, observable indicators of accomplishment/success.

12:45 Approve May and June minutes (Linked here): Hugo and Fran agreed that Ansel's minutes for May and June are accurate. New Board members Steve and Claudia were also present for the June meeting and considered those minutes accurate. The Board approved all these minutes.

12:50 Miscellaneous Business:

a). Since the last Board meeting, via email the Board has sequentially approved offering the position of Director of Lifespan Spiritual Exploration (LSE) to 2 different candidates. Joan reported both declined due to receiving other offers which better suited their lives.

b). Fran asked the Board to approve a Resolution adding the Chair of the Finance Committee Scott Hess as a signatory to conduct UCM's business with the Trust Company of Vermont (TCV). Fran is already one signatory but needs a replacement for the second, Charlotte Root, who is no longer involved with UCM finances. Hugo moved and Steve seconded approving the Resolution, which the Board did.

1:00 Flood Report (Rev. Joan) July Flooding and Response ***- ET and Sierra to join meeting at 1:00 p.m.***

- *Immediate staff needs?*
- *Recovery Task Force?*
- *Group focused on funding assistance applications?*
- *Website/communication with congregation?*
- *Wider community support?*

Joan - What a week! Profound changes for all of us in just a few hours! Her hot-linked memo about "UCM Flooding Cleanup & Recovery" explains what has happened at UCM and raises key short-term and long-term issues, which the Board discussed, as follows:

Key Short-term Issues & Questions

Building Use and Safety:

- Physical Safety –

  Q: What does the certificate of occupancy issued by the VT Dept. of Fire Safety for UCM mean? A: Sierra said it attests to the safety of UCM related to plumbing, electricity, the oil tank not leaking, etc. It allows contractors and others to work in the building. It does not have anything to do with health from mold.

- Status of fire panel and emergency alarms –

  Q: What about fire alarm repairs? A: Before the flood, Sierra spoke with Keith of the Royal Group for repairs to the malfunctioning fire alarm panel, which might cost about $2,000. Hugo wondered if this malfunction limits our ability to collect fire insurance if needed? Sierra assured him that getting this fixed was – IS – a top priority.

- Air quality (mold and toxins) –

  Q. Do we have any idea how long it will take to reopen? A. Depends upon what we decide to do. Asbestos removal is still scheduled to begin August 21. Sierra said the same company (Mid-State Asbestos) is also certified to do mold remediation.

  Q. Could the asbestos removal and mold remediation work be piggy-backed, and if so at what cost? A. Though staff and volunteers have done a tremendous amount of work to clean the building, maybe professionals are needed to clean the building - do structural drying - to remediate the mold already growing. Sierra has had headaches and rashes from being on site. The banister in the cellar stairway fell off in a volunteer's hands and she fell, getting hurt. UCM is not a safe environment now for staff or volunteers. Sierra has already received a quote (from Insurcomm, for $120,000) for the structural drying but it relies upon our volunteers to do most of the work, using the professionals' machines. One or more other bids are needed. Meanwhile, we should NOT use devices (like fans) that move air for drying because they spread microorganisms throughout the building. Hugo suggested checking in with State and City officials about how they recommend dealing with mold.

Q. Can we aim to use the Sanctuary, at least? A. The ERV air handling system is currently shut-off. It serves both 1st and 2nd floors. Can the functioning be separated in order to not contaminate the second floor with toxins from the 1st floor?

Infrastructure for Staff -

Q. What do staff need to function now? A. The immediate needs are for safe offices, a functioning copier, secure internet. Ideally there would be space to rent. Joan will ask other faith communities that have already reached out to her, maybe Vermont College and other places.

Q. If we aim to resume providing worship services on Sept. 10th , how will staff be affected? A. The ET will assess this. The Board and ET affirmed that starting worship again on Sept. 10th is important to the vitality of the congregation, which has suffered from the extended closure caused by Co-Vid. Joan believes we can meet elsewhere if the building cannot be open by then.

Financial Implications and Resources –

Q. Flood insurance? A. Joan is quite upset about the discrepancy between our understanding of our insurance and the understanding of Church Mutual. Sierra has not yet spoken with former Finance Committee Chair Paul Wallace-Brodeur's understanding of our insurance status. She did speak with the Church Mutual building insurance adjustor, who gave us $10,000 immediately but did not foresee more funding. He admitted there may have been a paperwork glitch on the part of Church Mutual. However, even if we do eventually get the $25,000 we thought we had, the costs for fixing UCM flood damage will be significantly higher. Sierra will keep communicating with Church Mutual about all of this. Steve suggested that the Board have an annual meeting with Church Mutual, not just leave insurance up to the Finance Committee.

Q. Where do we come up with the money needed to pay for flood repairs? A. Joan believes the UCM financial policies allow the ET to establish special funds which can accept and expend money for the purposes associated with those funds and without congregational approval. Having a special fund to deal with this flood would be very useful! Therefore, the ET will establish a Flood Recovery Fund and broadly communicate its existence, with help from the Finance Committee.

Decision-making Structure and Process –

Joan summarized that on the ground and in the building, urgent response is needed for ongoing decision-making. The Board and ET and staff have too much to do to be the only ones to take on the flood recovery.

Q. What about an ad hoc group – a Flood Recovery Task Force - to manage the flood response?
A. A group should be formed from members of the Board, ET, Finance Committee, Property Committee, staff and others as needed to make consensual decisions and take collaborative actions guided by the UCM Covenant as they assess the needs for building repair and the costs and timelines for moving forward. Ansel moved and Hugo seconded creating such an Ad-hoc Flood Recovery Team; the Board approved this motion.

Joan will coordinate getting this Flood Recovery Team together immediately. Brenda and Fran are willing to be on it for the Board; Leslie can represent the ET but will be away much of August. Property Committee members and staff to be asked include Kris Hammer, Allen Clark, Phil Morse, and Sierra.

The Team will have the ongoing challenge of triaging all the work. The first set of tasks should be to address the need for mold remediation. The Board asks that the Team keep track of – list – all the other tasks it notices so they are triaged and not forgotten. Once the emergency is under control, there will be long-term issues to consider (see the notes below).

The Board recognizes that the short-term and long-term decisions are related, interdependent and should be considered together to the extent possible. For example: what are the future implications of spending money now to replace the water heater, the first-floor wood floors, the refrigerators and freezer for Community Lunch, etc.?

The Board may want to set a limit on the amount of funds the Flood Recovery Team can spend from the special Flood Recovery Fund without Board approval.

Claudia and other Board members will help to further develop the formal charge to the Team. (Brenda will send these draft notes to the Board immediately.)

Long-term Implications & Questions

The Team (and Board) needs to become knowledgeable about the rules, regulations, and best practices related to flooding in Montpelier and Central VT.

The building is a precious resource. We could fill in the basement, raise the building, move the building. But is it really worth spending all the money that it will cost to restore/return to the building? To whom? The congregation? Montpelier? The UUA? And instead of UCM offering Community Lunch by itself, should we collaborate with the other churches to invest in kitchen space differently?

2:10 Check-out Closing: What is one word that you are taking with you from this meeting? Gratitude from Ansel to all of us….

2:15 Adjourn