

**UUFSMA Board Meeting
June 8, 2023 1:00pm**

**In attendance:**

**Board -- Susan MacDonnell, Lee Knox, Allen Zeesman, Jurgen Ahlers, Michael Murphy, Chris Chase, Anne Geyer, Phyllis Culp, ex-officio—Tom Rosiello**

**Visitors -- Hugh Tomlinson, Paula Peace, James Harper, Betse Davies, Donn Zellet, Nora Cohen, Jane Wilkinson, Eleanor Goodwin, Margo Johnson, Cathy Canepa, Dick Snyder**

**Meeting called to order at 1:06 pm**

**Opening Words- Lee**

**Recitation of Board Covenant**

**Lee’s Remarks as new Board President**

**Approval of Minutes from May 11 Board Meeting (Susan MacDonnell)
MOTION:** Lee Knox moved to approve the minutes of May 11, 2023, as amended.

Second by Anne Geyer

Unanimously approved

Question from Susan MacDonnell as to whether Christie McGue officially resigned after the April 15, 2023 retreat, as there is no record of the Board taking action to accept the resignation. Due to lack of clarity, and because she did not attend in May and not today’s meeting, Jurgen Ahlers will check with her personally and ask her for a final decision. Based on this, we will decide if we should seek out a ninth board member. (Note: Subsequent to the meeting, Jurgen had a conversation with Christie McGue and she has confirmed that she's unable to continue as a Board member. The Board will confirm her resignation and make replacement decision at the July 2023 meeting.)

**Lee Knox asked for three votes to formalize recent actions necessitated by urgent vacancies and other unanticipated needs of the Board.**

**MOTION:** Lee moved to accept the resignation of Joan Wolf from Board, and by extension her resignation as President; and to accept the appointment of Lee Knox as President, and Allen Zeesman as Vice President for the remainder of their terms.

Second by Jurgen Ahlers

Unanimously approved

**Motion:** Lee Knox moved to authorize the Fellowship to hire, if necessary as determined by the personnel committee, a temporary, part-time person to assist in performing various administrative tasks until Diana Amaya can resume full-time duties. Compensation will not exceed the amount currently budgeted for this quarter.

Secondby Susan MacDonnell

Unanimously approved

**MOTION:** Lee Knox moved to add Margo Johnson and Janet Freed to the Nominating Community as allowed by our ByLaws, to bring the committee member count to a total of 6.
Second by Jurgen Ahlers

Unanimously approved

 **Treasurer’s Report (Phyllis Culp)**

1. MXN peso trading at 17.35 pesos to 1 USD. This is a general decline for dollar to peso exchange, costing UU purchasing power.

2. Lee Knox, Allen Zeesman, and Phyllis Culp signed a new ACTA, now being registered, which is needed for MXN bank account access.

3. WISE transfer system again allows transfer of USD to MXN pesos to MXN banks. Transfer costs are high; use will be on an as-needed basis.

4. Atención and Aldea paid through June 30. Negotiations continue with Aldea and UU new Coffee Committee. Aldea rent increase was approved by email vote of the board prior to payment.

5. Staff employees received recommended raises to 300 pesos/hour beginning in April.

6. Security of money transfer to vendors and employees is high priority.

7. Improving and documenting payment procedures and timeliness.

8. Requested Finance Committee perform audits for financial reports and petty cash reconciliations and procedures.

Discussion items: In May, Board decided not to continue operations pledge drive until structural changes in organization are complete. Current USD accounts have approximately $130,000 USD. About 20,000 USD equivalent USD remains to be distributed to grantees.

Michael Murphy requested more information on status of pledges. Phyllis directed the question to Chris Chase, who reminded the Board that we had decided in May to not press this issue at the moment, rather to wait until our structural changes have had time to settle down, with creation of a foundation, changes in the Board composition since annual meeting, etc.

 **Minister’s Report (Tom Rosiello)**

Tom presented updates to the Board:

1. In a sermon at his emeritus pulpit in MA, he featured Libros Para Todos. Afterwards, an individual donor informed him they want to donate to LPT.
2. Small group ministry – COM meets next week to go over facilitators, and process for training
3. Pastoral care – able to do a lot from where he is in US
4. Guest ministers – first two weeks of July – Tanya Marquez; late July/August- Louise Green will be a resident visiting minister. These are all budget neutral arrangements.
5. UU GA starts in two weeks, he’ll be at GA and will meet with some potential guest ministers
6. Mentioned name of Mark Evert as consultant possibility for foundation and/or conflict resolution, should board want to pursue.

**Foundation Planning Team Report**

Jane Wilkinson presented the overview report of the FPT. Board members had previously received three documents for review: Recommendations to the Board; Proposed ByLaw Changes; Fundraising.

**MOTION: Lee Knox moved to** endorse the report to the board June 8, 2023. of the FPT and the general direction they have laid out to create a Social Justice Foundation,

Second- Allen Zeesman

**Discussion:** Can individuals make donations now to a future foundation, or do they have to wait?

Paula- In that event, FPT asking for a pledge now, and when the bank account is created they can accept. Goal is to have this within six months.

Concern about the many "asks" for money at this time, and that it could turn off members. COM put off MIR fundraising , Endowment Committee put off fundraising, and pledge campaign being put off, all to leave space for the Foundation.

It will be a process of education of members to see the creation of the Foundation as a different and better way for social action monies to be raised.

Questions about the legal structure of the Foundation. Creation of it will be under the TX corporate entity of UUFSMA. Three members of FPT are lawyers and have researched legality of this with regards to our 501(c)3 status.

Lee Knox called the vote on the prior motion.

**Vote – 7 in favor, one abstention**

**Motion passed to endorse the FPT's report on creation of a foundation.**

Phyllis suggested we let people know that they can donate to the foundation now and it will be kept in a restricted account. If foundation never develops, the donation will be returned.

**MOTION:** Lee Knox moved toset up restricted fund to accept money on behalf of the foundation prior to it being created, and if not created, returned to the donor.

Secondby Michael Murphy

Unanimously approved

Question about who will respond to the questions raised during member meeting. Tom and others offered suggestion to develop a Q&A to distribute to members ahead of the Membership Meeting that would address what we think would be the most commonly asked questions about the creation of the foundation. Three board members—Allen, Zeesman, Susan MacDonnell, and Anne Geyer volunteered to work with others on the FPT to develop a Q&A . In addition to the Q&A, several expressed the idea to develop a one page cover sheet describing the process since March to create FPT, develop recommendations, etc. This idea was not decided.

Brief suggestion to set a deadline to complete the Q&A as this is of the essence in terms of betting information to members. No deadline was set, and discussion moved on with loose agreement on volunteers from board also working with FPT on the Q&A content.

**Discussion about timeline to the member meeting:**

Tom recommended combining approval of a 2023 budget and creation of a foundation to be done in one member meeting. After lengthy discussion about the pros and cons of having one or two Membership meetings, it was ultimately agreed by consensus that there would be one combined meeting.

Date of membership meeting: August 13, 2023, in-person and by zoom

Distribute by last week of June:

* Fact sheet/Q&As on the Foundation
* Amendments to the ByLaws to allow for creation of a foundation;
* Final budget for 2023

With approval of foundation proposal and amendments to ByLaws:

* Board appoints the first five members of the Governance Committee
* FPT begins the steps necessary to create the foundation structure within UUSFMA 501(c)3

Lee Knox invited comments and questions from guests:

 Margo Johnson: whoever does Q&A, keep in mind the need for sufficient details on the foundation creation.

Betse Davis: asked about addressing the decrease in support for SAC grants. Her question was not answered in detail due to the hour and that the SAC grant allocations have been made within the constraints of the decisions made at Annual Meeting.

MOTION: Lee Knox made a motion to adjourn the meeting.

Second by Allen Zeesman

Unanimously approved

Meeting adjourned at 4:10 p.m.