

 **Minutes of the UUFSMA Board Meeting
October 12, 2023 ~~ 1:00 – 4:30 pm**

**Opening Words and Recitation of Board Covenant**As members of the UUFSMA Board of Directors, we share the responsibility of representing *all* members of our Fellowship. In this capacity, we practice *deep listening* as varying positions, or issues, are presented for the Board’s action. We pledge in all our dealings to honor and reflect our UU Principles, and to speak with *one voice* - once the Board has decided on any given issue.

**Approval of Minutes from September 14 2023 Board Meeting**

**Moved to accept as written**, Chris Chase

**Second:** Dianne Dailey

**Vote:** Unanimous

**Executive Report Highlights**

Brief updates from President, Vice President, Secretary and Treasurer

1. **Minister in Residence Initiative** (Allen Zeesman)

**Moved by Anne Geyer:** That the Board endorse the beginning of a search process for the MIR Initiative.

**Second:** Jurgen Ahlers

Discussion included the clarification that the endorsement was limited to endorsing the beginning of a search by MIR Committee, because of two approaching grant application deadlines which would require we be at this stage. This endorsement carries no financial expense.

**Vote:** 7 in favor, 1 opposed

1. **Meeting of the full UUFSMA Membership** (Allen Zeesman)

**Moved by Chris Chase: To call a Membership Meeting for November 26** **with the following agenda:**

* 1. Endorse start of a search as part of MIR Initiative
	2. Accept the 2024 Budget
	3. Information session on Stewardship, The Fellowship, Foundation and Ministry
	4. Moratorium of maximum years of service until 2028

**Second: Dianne Dailey**

**Vote:** Unanimous

1. **Change of meeting day and time for regular monthly Board meetings.** (Allen Zeesman)

**Moved by Chris Chase to change the Board meeting date and time to third Tuesday at 3 pm.**

**Second**: Jurgen Ahlers

**Vote**: Unanimous

1. **Suspension of term limits for total years served to elected position for a period of time.** (Allen Zeesman)

Allen explained the purpose of this request for action, as current ByLaws prevent otherwise interested and experienced leaders from continuing in board and/or committee positions; this at a time of great need for the Feelwoship to have experience leadership.

**Moved by Dianne Dailey to place on the agenda for the Nov 26 membership meeting an item to suspend the By Law sections** **relative to terms limits on years served** **to elected positions to 2028**. Allen Zeesman

**Second**: Jurgen Ahlers

**Vote:** 7 in favor, 1 opposed

**NEW ACTIONS TAKEN AS EMAIL VOTES:**

**The above resolution was reversed by an email vote on October 18, 2023 as follows:** Following email correspondence between Board members and UUFSMA past-President Dan Neuspiel, after October 12, 2023, Board members were asked to AGREE or DISAGREE with voting to reverse the Oct. 12 decision. By email reply to the President and Secretary, the board unanimously AGREED.

**Moved** to reversethe decision taken on October 12, 2023, to place a question on the November 26, 2023 Membership meeting agenda, to suspend the sections relative to terms limits on years served to elected positions to 2028.

Moved: Allen Zeesman

Seconded: Susan MacDonnell

 Approved unanimously

Two additional email votes were taken related to the original discussion of suspension of term limits. Dan Neuspiel offered a way to correct the problem of term limits, which only affects the Nominating Committee, probably by oversight rather than intention. As he noted, no other elected position prevents the eight years maximum to be served continuously. His proposal is to vote to change the wording of that By Law section to allow for Nominating Committee members to serve up to four terms of 2 years each, with a total NC term limit of 8 years.

**Moved** to change the wording in Sec. 8 of the by Laws as below:

change the word **TWO** to the word **FOUR**, in Sentence 2, of Section 8: Nominating Committee, of the UUUFSMA ByLaws (v. 03262023), to allow for the term limit of eight years to be served continuously, i.e., four two-year terms. (**see By Law section below**)

Moved: Allen Zeesman

Seconded: Susan MacDonnell

Approved unanimously

**Moved** to request an email vote by UFSMA membership to approve these changes to the By Laws.

Moved: Allen Zeesman

Second: Susan MacDonnell

Approved unanimously

**BY LAW REFERENCE:**

ByLaws passed 3/23/2023

**Current:**

1. **NOMINATING COMMITTEE**

The membership shall maintain a nominating committee ("Nominating Committee"), comprised of six members, who shall be elected for two-year rotating terms at an annual membership meeting. Nominating Committee member terms will end on March 31 of the 2nd year of their term, and members may serve on the Nominating Committee for a *maximum of* ***TWO consecutive elected terms****, not counting prior appointments of up to two years to fill a vacancy, and eight years maximum, whether continuous or interrupted.* The chair of the Nominating Committee shall be elected from among its members. Directors may not serve concurrently on the Nominating Committee.

 **Proposed changed:**

1. **NOMINATING COMMITTEE**

The membership shall maintain a nominating committee ("Nominating Committee"), comprised of six members, who shall be elected for two-year rotating terms at an annual membership meeting. Nominating Committee member terms will end on March 31 of the 2nd year of their term, and members may serve on the Nominating Committee for a *maximum of* ***FOUR elected terms****, not counting prior appointments of up to two years to fill a vacancy, and eight years maximum, whether continuous or interrupted.* The chair of the Nominating Committee shall be elected from among its members. Directors may not serve concurrently on the Nominating Committee.

1. **Assignment of supervisors to staff (Allen Zeesman)**

Allen discussed this in relationship to how lack of specific information regarding total paid staff time has an effect on the budget, and there is not mechanism to ensure that workload/expectations match up with budget line item for staff pay. Allen stated as President of the board he has found it impossible to have a solid grasp on how the total paid salaries for staff impact the budget over the course of a year, and feels we need to have better oversight so that there is better budgetary control of this line item.

Original motion was amended to read:

**Moved by Susan MacDonnell to assign specific individuals to provide operational oversight to paid staff, for purposes of improving budget control for personnel expenditures: Phyllis Vince to oversee Diana Amaya’s hours, Cathy Canepa to oversee those of Diego Vargas, Miguel Angel Espinosa, and Miguel Angel Torres, and Paola Turandot; and Robin Loving to oversee Ivan Mendez’s hours.**

**Second: Chris Chase**

**Vote: 6 in favor, 1 opposed, 1 abstention**

1. **2024 Budget update** (Phyllis Vince)

Phyllis Vince provided an update, including two excel spreadsheets, to discuss our current position with regards to 2023 budget, and a draft budget projection for 2024.

**Executive Session**

**Moved by Jurgen Ahlers to enter Executive session in order to discuss issues requiring personal confidentiality.**

**Second:** Dianne Dailey

**Vote: Unanimous**

**Motion to adjourn, passed unanimously**

Meeting adjourned at 4:30 p.m.

**Minutes submitted by:**

Susan MacDonnell,

UUFSMA Secretary

Approved: (Oct. 26, 2023) with amendments to include email votes subsequent to board meeting.