

MidAmerica Region, UUA

Minutes: Board Meeting: Tuesday evening, May 27, 2014

Eastern Time: 8 to 9:30 pm

Central Time: 7 to 8:30 pm

Call to Order- Call to order 8:03 PM EST

Participants: Kyrie Bock-joined at 8:36pm EST(*), Kathy Burek, Doug Cauble(*), Janis Cheney(*), Ian Evison, Eric Huffer, Cindy Landrum-joined at 8:50pm EST, Dave Martin, Erin McElroy, Charlotte Preston, Bill Sasso, Tom Sommerfeld, Amy Taylor, and Nancy Heege (staff). (*) indicates Trustees-elect.

Opening Review of Our Board Covenant- read by attendees

Consent Agenda - motion to accept consent agenda Kathy Burek, second Tom Sommerfeld, Unanimous approval

- Minutes of the April 26th Board Meeting (**Attachment A**)
- Appointment of Amy Taylor as Process Observer
- Appointment of Charlotte Preston as Timekeeper

Report from the Appreciative Inquiry Working Group (Eric H)-report given by Eric Huffer, Board suggested that it be utilized by the Board Objectives Workgroup, also suggested that the Vision statement be looked at alongside the broad themes

Review status of MidAmerica Region Board Objectives for FY2015 (Charlotte P)-report given by Charlotte Preston, difference of opinion among the group regarding focus, discussion among Board and Board Elect regarding roles and primary stakeholders of Board, the workgroup will continue working to define these roles and responsibilities

Discussion and Action on Provisional Policy specifying how vacancies on the MidAmerica Nominating Committee are to be filled (Bill S)-presentation by Bill Sasso, motion for approval Eric Huffer, second by Tom Sommerfeld– amendment proposed by Kathy Burek, second by Amy Taylor, to remove language in paragraph three after Bylaws in second line. Amendment approved unanimously, amended policy approved unanimously (Attachment B)

Review status of proposed MidAmerica/Midwest UU Conference Covenant (Bill S)-**presentation by Bill Sasso, process on hold**

Review elaborated MidAmerica Governance Schedule (May 2014 to June 2015)(Bill S)-**presented by Bill Saso, (updated version included as Attachment C)**

Brief progress report from Prairie Star District President on consolidation process status (Kathy B)-**presented by Kathy Burek, notice of dissolution of District and transfer of Camp Unistar presented, Secretary of State's office has 45 days to accept (Acceptance letter from Secretary of State included as Attachment D)**

Discussion/possible action re-forming an Audit Committee (Bill S)-**anticipate having MA books professionally audited this year, does Board want to have a sub-group formed for the processing of the audit report, formation deferred until August**

Recognition of Trustee Erin McElroy (term ending June 30th)- **Erin McElroy recognized for her contributions as a member of the MidAmerica Board this last year, thanked by all attendees**

Process Observer Comments

MidAmerica Region, UUA

Board Process Observer Form

MAR Board Process Observer Form (Adapted from UUA Board of Trustees)

Process Observer Name: **Amy Taylor**

Date: May 27, 2014

1. Evaluate the energy and focus of Board members. Did the Board stay on task? Were Board members sufficiently informed to be able to participate? Did Board members participate appropriately? **Energy was high, people stayed focused and on task. Stayed on schedule. Board members were informed, ambiguity came from topic**

2. How did the agenda and discussion demonstrate the Board's commitment to antiracism, anti-oppression and multiculturalism? Did Board members share responsibility for raising AR/AO/MC concerns? **There wasn't a real opportunity to demonstrate this.**

3. How did the Board demonstrate accountability to marginalized groups? Were marginalized communities invited to be a part of the discussion? **Raised up in conversation regarding Board's responsibilities**

4. How well did the Board honor its covenant in the conduct of this meeting? **read at beginning, was honored**

5. How well did the Board's actions and discussions serve the creation of a New Era in Unitarian Universalism? **Conversations moved things in that direction, and recognized need for more clarity in our charge, well done**

6. How did the Board demonstrate its commitment to the stakeholders of the MidAmerica Region? **Conversation regarding Board roles, helped this along**

Closing Words by Bill Sasso

Meeting adjourned 9:27 PM EST

MidAmerica Region, UUA

Board Meeting: Saturday, April 26, 2014

Call to Order 3:57 PM CST All present except Erin, with trustees-elect

Opening words by Amy Taylor

Welcome of Trustees-Elect Bill Sasso welcomed the Trustees-elect with rainbow webbing

Review of Our Board Covenant-the Board Covenant was read

Appointment of Process Observer (TBD)-Cindy Landrum was appointed as Process Observer

Consent Agenda

- Minutes of the March 3rd Board Meeting
- Staff Report (from Ian)-~~stricken~~
- 3/31/14 MidAmerica Financial Reports (from Lisa)
- Minutes of the April 12th MidAmerica Region Annual Business Meeting (from Eric)-~~revised version~~
- Other consent agenda items?

Amy Taylor moved for approval of the revised Consent Agenda second by Tom Sommerfeld, approved unanimously (See Attachment A)

Formal Affirmation of MidAmerica Region Board Objectives for FY2015-motion for adoption by Kathy Burek, second by Amy Taylor, straw vote taken including incoming trustees, unanimous for approval, formal vote taken with current voting members of the Board, approved unanimously – A workgroup was created to refine the objectives, Doug Cauble, Charlotte Preston, and Ian Evison committed a staff member (See Attachment B)

Formal affirmation of staff objectives added – 4 high level goals(look to packet), moved by Kathy Burek, second Amy Taylor – short discussion expressing appreciation for the staff's work on this process, how can Board be involved in shaping these next year? And timing. Budget implications, etc.? – Informal hand vote including trustees elect, unanimously, formal vote unanimously (See Attachment C)

Follow-up from Regional Assembly

- Next step(s) on Learning Community Covenant- Tom Sommerfeld moved that we approve for publication to website for review and comment, second by David Martin, discussion of newest version (what is changed, better example of ground rules, timeline changed), discussion of process, explanation of where the concept comes from (particularly regarding covenanting), Cindy Landrum proposed formation of task force to work on helping congregations reach readiness to covenant, straw poll – unanimously, formal vote, unanimously

Motion by Cindy Landrum, second Eric Huffer to create working group for collecting feedback, friendly amendment to hold creation until May meeting, straw poll, unanimously, Formal vote, unanimously

David left meeting 5:05 CST

- Other follow-up-**none**

Discussion and Action on Provisional Policy defining terms of those elected to serve on the MidAmerica

Nominating Committee (to specify terms until Bylaws are amended to do so)-**Cindy Landrum made a motion for adoption of provisional policy, second by Tom Sommerfeld – no discussion, approved unanimously (See Attachment D)**

Discussion/Possible Action: "Who should attend GA as representatives of MidAmerica?"- **Bill Sasso explained the need for Board representatives at GA, there was discussion of the need for a presence, it was determined that there was no need for action, at least 4 board members will be present**

Discussion and Action on principles to be expressed in a MidAmerica/Midwest UU Conference

Covenant (possible formation of a two-person team to work on this) - **motion for approval by Kathy Burek, Amy Taylor second, suggested that if group is formed that Treasurer should be included, formal vote, unanimously, group will consist of Ian Evison, Bill Sasso, and Tom Sommerfeld**

Discussion/Action: MidAmerica Governance Schedule (May 2014 to June 2015) - **moved by Tom Sommerfeld, second by Charlotte Preston, motion for changes Cindy Landrum, second Tom Sommerfeld, 8/26 mtg face to face changed to Friday-Saturday 9/5-6, plan to get together Friday afternoon of Regional Assembly, 5/15-16, 2015 face-to-face, remove 5/19/15 virtual mtg, vote for amendment approved unanimously, vote for amended motion approved with one abstention (see Attachment E)**

Executive Session- **Board went into executive session 5:51 CST regarding PSD**

Motion by Kathy Burek to exit executive session, second by Amy Taylor, approved unanimously exited at 5:58 CST

Brief progress report from PSD President on consolidation processes (Kathy B)**Title search conducted on Camp Unistar, was clear, attorney satisfied that should be able to start drafting documents, PSD board authorized Kathy Burek to proceed with filing dissolution, may be able to transfer property prior to IRS approval**

Recognition of Trustees whose terms will end June 30th- Amy Taylor, Kathy Burek & Erin McElroy recognized for their service and hours of work

Process Observer Comments- energy was flagging, but we stayed on task, were sufficiently informed, good balanced discussion, ARAOMC little attention except for goals-didn't really connect with our agenda, covenant was read and honored, discussion of learning covenant showed our commitment to creating new era

Closing Words (Tom Sommerfeld)

Adjournment- motion for adjournment by Amy Taylor, Tom Sommerfeld second, approved unanimously adjourned 6:15 CST

**Policy Regarding Vacancies Occurring within the Nominating Committee of the
MidAmerica Region, UUA**

Whereas it has been called to the attention of the Board of Trustees of the MidAmerica Region, UUA, ("the Board") that the current MidAmerica Region Bylaws do not specify how a vacant position in the elected membership of the MidAmerica Nominating Committee should be filled;

Therefore, be it resolved that the Board declares its understanding that it (the Board) has the responsibility and authority to fill any vacant position in the Nominating Committee in the same manner that the Bylaws specify with respect to filling a vacant position on the Board; and

Be it further resolved that the Board shall propose an amendment to the MidAmerica Bylaws, and

Be it finally resolved that, upon amendment of the MidAmerica Region Bylaws to specify the process by which a vacant position on the MidAmerica Nominating Committee is to be filled, this Policy shall be understood to have expired.

Approved by MidAmerica Board 5/27/14

MidAmerica Region, UUA
Governance Schedule: May, 2014 to June 2015

Italics indicate approval by the MidAmerica Region Board: April 26, 2014
 Plain text indicates elaborations by Bill Sasso

<i>Date</i>	<i>Meeting</i>
<i>Tuesday, 5/27</i>	<i>Virtual Board Meeting (7 to 8:30 pm Central; 8 to 9:30 pm Eastern, either computer-based meeting or conference call)</i>
Wednesday, 6/25	District Presidents Association Meeting in Providence, RI
Wednesday, 6/25 through Sunday, 6/29	UUA General Assembly in Providence, RI
Tuesday, 7/22	8/5 Board Meeting Packet Materials due to SarahG
Friday, 7/25	8/5 Board Meeting Packet Emailed and Posted
<i>Tuesday, 8/5</i>	<i>Virtual Board Meeting</i>
Tuesday, 8/26	9/5 Board Meeting Packet Materials due to SarahG
Friday, 8/29	9/5 Board Meeting Packet Emailed and Posted
<i>Friday, 9/5 through Saturday, 9/6</i>	<i>Face-to-Face Board Meeting(Cedar Valley Retreat Center, Wisconsin)</i>
Friday, 9/12	9/23 Board Meeting Packet Materials due to SarahG
Tuesday, 9/16	9/23 Board Meeting Packet Emailed and Posted
<i>Tuesday, 9/23</i>	<i>Virtual Board Meeting</i>
Tuesday, 10/7	10/21 Board Meeting Packet Materials due to SarahG
Thursday, 10/9	10/21 Board Meeting Packet Emailed and Posted
<i>Tuesday, 10/21</i>	<i>Virtual Board Meeting</i>
Tuesday, 11/4	11/14 Board Meeting Packet Materials due to SarahG
Friday, 11/7	11/14 Board Meeting Packet Emailed and Posted
<i>Friday, 11/14 through Saturday, 11/15</i>	<i>Face-to-Face Board Meeting (Starved Rock) Regional Advisory Group; Intercultural Competence; 1QFY2015 Reports</i>
Wednesday, 11/26	12/9 Board Meeting Packet Materials due to SarahG

Tuesday, 12/2	12/9 Board Meeting Packet Emailed and Posted
<i>Tuesday, 12/9</i>	<i>Virtual Board Meeting (if necessary)</i>
Friday, 1/2/2015	1/13 Board Meeting Packet Materials due to SarahG
Tuesday, 1/6	1/13 Board Meeting Packet Emailed and Posted
<i>Tuesday, 1/13</i>	<i>Virtual Board Meeting (Notice of Bus Mtg Procedures)</i>
Friday, 1/30	2/10 Board Meeting Packet Materials due to SarahG
Tuesday, 2/3	2/10 Board Meeting Packet Emailed and Posted
<i>Tuesday, 2/10</i>	<i>Virtual Board Meeting (FY 2016 MidAmerica Budget) 2QFY2015 Reports</i>
Tuesday, 2/17	MidAmerica Secretary receives Report of the Nominating Committee.
Wednesday, 2/18	Preliminary Annual Business Meeting Information to Congregations: (1) Notice of the Annual Business Meeting, specifying time, location, and preliminary agenda; (2) Annual Business Meeting policies and procedures; and (3) congregation-specific information regarding how many delegates.
Wednesday, 2/25	MidAmerica President and/or Secretary receive any submissions by congregational action of business to be considered by the Annual Business Meeting.
Friday, 2/27	3/10 Board Meeting Packet Materials due to SarahG
Tuesday, 3/3	3/10 Board Meeting Packet Emailed and Posted
<i>Tuesday, 3/10</i>	<i>Virtual Board Meeting (Final Agenda + Mtg Packet)</i>
Friday, 3/13	Annual Business Meeting Packet materials due to SarahG
Saturday, 3/14	Secretary receives any nominations by congregational action
Tuesday, 3/17	Annual Business Meeting Packet, including Final Agenda, emailed to congregational leaders and congregations (offices)
<i>Friday, 4/17 through Sunday, 4/19</i>	<i>Regional Assembly in Naperville, IL (one RA site, in Chicago area, Board planning session Friday afternoon if needed)</i>
Tuesday, 5/5 2/17/2015 WCS	5/15 Board Meeting Packet Materials due to SarahG

Friday, 5/8	5/15 Board Meeting Packet Emailed and Posted
<i>Friday, 5/15 through Saturday, 5/16</i>	<i>Face-to-Face Board Meeting (location TBD)</i>
Wednesday, 6/24	District Presidents Association Meeting
Wednesday, 6/24 through Sunday, 6/28	UUA General Assembly (Portland, OR)



STATE OF MINNESOTA

OFFICE OF THE ATTORNEY GENERAL

LORI SWANSON
ATTORNEY GENERAL

May 27, 2014

SUITE 1200
445 MINNESOTA STREET
ST. PAUL, MN 55101-2130
TELEPHONE: (651) 296-9412

Kathleen P. Burek
Prairie Star District – Unitarian Universalist
2355 Fairview Avenue, #312
Roseville, MN 55113

Re: Notice of Intent to Dissolve: Prairie Star District – Unitarian Universalist

Dear Ms. Burek:

This Office has received the above-referenced Notice of Intent to Dissolve. Based upon a review of this Notice, we are not currently objecting to the plan for dissolution. If there are changes to the dissolution plan, however, please notify this Office prior to the dissolution. Please be advised that after all or substantially all of the assets have been conveyed or transferred, the entity is also required to file a list of the assets conveyed in accordance with Minn. Stat. § 317A.811, subd. 4 (2012).

Please be advised that you may proceed with the dissolution pursuant to Minn. Stat. § 317A.811, subd. 2 (2012). Pursuant to Minn. Stat. § 317A.811, subd. 5, however, failure of the Attorney General to take action with respect to a transfer of assets does not constitute approval of the transaction.

Thank you for notifying this Office of this matter.

Sincerely,

A handwritten signature in blue ink that reads "Cheryl Boe".

CHERYL BOE
Legal Assistant

(651) 757-1414 (Voice)

(651) 296-7438 (Fax)

