

MidAmerica Region, UUA

***Board Business Meeting Minutes:
Saturday, September 6, 2014***

3:00 pm Call to Order by Bill Sasso

Present: Board Members - Bill Sasso, Charlotte Preston, Eric Huffer, Tom Sommerfeld, David Martin, Douglas Cauble, Janis Cheney, Kyrie Bock, Cynthia Landrum
MidAmerica Staff – Lisa Presley, Nancy Heege

3:03 pm Opening Reading: MidAmerica Vision Statement

"The MidAmerica Region [is] building a new era in Unitarian Universalism, where UUs visibly live our faith, create connections, grow our membership, [and] welcome all persons who share our UU values."

3:04 pm Consent Agenda

- Minutes of the August 5th Board Meeting
- Staff Survey Summary
- Staff Report
- 6/30/14 MidAmerica Financial Reports
- Transition Budget Report
- Highest Priority Objectives for the MidAmerica Board
- Timelines for 2015 MidAmerica Region Annual Business Meeting
- Appointment of Kyrie Bock as Process Observer and Charlotte Preston as Timekeeper

• Moved by Janis Cheney, second by Tom Sommerfeld

Financial Report removed, Vote taken, with unanimous acceptance of Consent Agenda w/finance report removed

Report from Lisa Presley on financial report, Tom Sommerfeld moved and David Martin seconded acceptance of updated Financial Report, vote taken with unanimous acceptance of updated financial report

3:09 pm Review and possible adaptation of MidAmerica Board Covenant, discussion of covenant, and minor changes made in the language, motion for acceptance of revised covenant by Doug Cauble, second by Tom Sommerfeld, vote taken, and revised covenant adopted unanimously (Attachment A)

3:11 pm Discussion and action on elaborated Communications Policy

* Board outreach to incoming congregational leaders motion for acceptance of proposed Communication Policy by Charlotte Preston, second by David Martin, discussion of having live link to HR policies in section 3(b) & 3(c), motion by Cindy Landrum to amend to strike highlighted language in those areas and substitute the language suggested by Nancy Heege: “and should be brought to the attention of the MA Board President and the Director of Congregational Life regarding Field Staff”
“and should be brought to the attention of the MA Board President and the Lead Field

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Staff regarding MA staff' and add Personnel, second by Tom Sommerfeld, vote taken, amendment approved unanimously, vote taken on amended policy and guide, approved unanimously (Attachment B)

3:25 pm Discussion and action regarding conduct of a financial audit or a financial review – explanation of process and differences by Lisa, recommendation by Lisa to form an audit committee to work with staff to develop an audit recommendation,

3:35 pm Discussion/possible action forming an Audit Committee- motion for acceptance by Tom Sommerfeld, second by Cindy Landrum, motion to amend to add determining what level of financial review is appropriate, moved by Janis Cheney, Tom Sommerfeld second, vote taken on amendment, approved unanimously, motion to amend by Janis Cheney to change “and/or” in final paragraph regarding membership of committee, Dave Martin second, vote taken on amendment, approved unanimously, motion to change Audit Committee to Financial committee by Charlotte Preston, second by Kyrie Bock, amendment approved with one abstention, vote taken on creation of Financial Committee as amended, approved unanimous, Tom Sommerfeld moved that Kyrie be appointed to committee, second by Janis Cheney, approved unanimously, committee will consist of President, Treasurer, Kyrie Bock, Ian Evison, and/or designee (Attachment C)

3:40 pm Discussion and action on Board workshop at Regional Assembly – discussion on whether to do it, motion by Charlotte Preston that board commits to doing one, leaving content until later, second by Doug Cauble, approved unanimously

4:00 pm Review and possible adaptation of Guidance Document for the MidAmerica Nominating Committee and Board job descriptions- motion by Doug Cauble to provide both the original guidance document and newly developed guidance to Nominating Committee, approved unanimously (Attachment D)

4:10 pm Discussion and possible action on formal statement of MidAmerica Board Governance – Dave Martin made a motion to establish Governance Model Taskforce composed of Janis Cheney, Dave Martin, and Eric Huffer to continue discussion of an appropriate governance model, and bring the recommendation to the board at a subsequent meeting, seconded by Tom Sommerfeld, approved unanimously

4:11 Approval of newly refined Board Objectives – motion for adoption by Eric Huffer, second by Dave Martin, approved unanimously (Attachment E)

4:15 pm Review and adaptation of Process for Business Submitted by Congregational Action for Regional Assembly 2015- motion for adoption with date changes by Janis Cheney, second by Tom Sommerfeld, approved unanimously, also without objection, the attachment is considered a working document not formally approved (Attachments F & F2)

4:30 pm Review status of proposed MidAmerica/Midwest UU Conference Covenant – conference call scheduled for coming week, process is ongoing

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4:35 pm Form and charge a Learning Network Covenant working group – deferred to September 23rd Board Conference Call

4:45 pm September 23rd Board Conference Call status – confirmed

4:34 Discussion and approval of Appointment of Robert Gallegly to nominating committee based on recommendation of nominating committee, motion for appointment by Eric Huffer, second by Tom Sommerfeld, approved unanimously

4:46 pm Executive Session- entered at 4:39, exit at 4:46

4:58 pm Closing Words – by Bill Sasso

5:00 pm Adjournment- motion by Dave Martin, second by Doug Cauble, approved unanimously

4:50 pm Process Observer Comments

Covenant of the Board of the MidAmerica Region of the UUA

As we work together to govern boldly, empowering the MidAmerica Region of the Unitarian Universalist Association, we, the Board of the MidAmerica Region promise ourselves and each other . . .

- To keep **spirituality** present within us as individuals and as a community, to remember always that we are doing religious work, and to remember that our Unitarian Universalist message can be transformative.
- To show up for meetings prepared, actively participate, and learn together and from each other.
- To communicate within agreed-upon response times using agreed-upon communication methods.
- To hold a safe space when we gather and work together: holding good intentions, being respectful, listening deeply, including all voices and honoring them. To that end, we encourage use of wisdom from our youth:
 - recognize that our intentions may be different from our impact;
 - speak up at the beginning of discomfort, and not wait until anger or frustration overwhelms us.
 - speak one at a time.
- To hear every voice at the table, voice disagreements, seek to understand and then to be understood. Our shared intention is not always to reach unanimity, but rather to leave the meeting with a commitment that each participant can affirm decisions reached, so the Board will speak with one voice to the public.
- To locate authority in the Board, not in the individual board member.

- To honor and respect our commitments to Anti-Racism, Anti-Oppression, and MultiCulturalism. To honor and respect our commitments to congregations, Youth and other constituencies as we work together.
- To have fun and laughter in our shared experience, and to celebrate.
- To embody the spirit of generosity and the experience of abundance in our work together.
- To be in active and intentional relationship with other groups, part of a larger web of interdependence.

We will keep this covenant present before us, and when we are having trouble keeping this promise, we will lovingly remind one another of our covenant.

Drafted August 25, 2013, and adopted October 3, 2013

Revised: 05 September 2014

MidAmerica Communications Policy

Purpose: The purpose of this Communications Policy is to insure that the MidAmerica Board and staff are clear on who speaks when, under what circumstances, and about what.

Guiding Values:

- Members of the MidAmerica Board and Staff will
 - Work together closely and keep each other “in the loop”, especially when working on parallel projects
 - Keep each other informed
 - Consult to develop consistent and coordinated communications on matters of significance (e.g., those with potential legal implications, those which could impact the reputation and image of the Region, ...)
 - For internal communications, we communications, we will communicate in a manner that best meets the needs and preferences of Board members and Staff (See current Communications Operational Policy, below)
 - For communications with our stakeholders, we will strive to identify their communication needs and preferences and to honor those
 - Practice active listening, recognizing that communication needs to be a two-way, mutual, process
- Routine communications should be handled in a timely and efficient manner

MidAmerica Communication Policy:

Policies for Communicating to Congregations and Other Stakeholders

1. The President of the MidAmerica Region or a designated spokesperson for the board speaks when formal governance communications are necessary. The Regional Lead or a designated spokesperson speaks for the Region when formal communications regarding programs or services are necessary.
2. In most cases, the project leader closest to an activity (such as Regional Assembly) is the primary communicator.
 - a. The President of MidAmerica will serve as spokesperson for Board Meetings/Board Policies
 - b. Congregational Life Staff will serve as spokespersons for programming.
3. Scope for communications policy:
 - a. The staff or board project leader will serve as spokesperson for events & activities they are leading
 - ~~b. Matters involving Field Staff are governed by UUA HR policies, and which may be found at <cite titles of document and insert live link> should be brought to the attention of the MA Board President and the Director of Congregational Life regarding Field Staff. *~~
 - ~~b. Matters involving MidAmerica Staff are governed by MidAmerica HR policies, which may be found at <cite titles of document and insert live link> and should be brought to the attention of the MA Board President and the Lead Field Staff regarding MA staff and personnel. *~~
 - a. Communications with persons who might bill for time, such as with legal counsel or CPA

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- i. Individual board members do not engage in expense-generating contacts, unless authorized by the Board to do so.
- ii. President of MidAmerica or person designated by board action may generate such expenses within the approved MidAmerica Region's budget, as governed by Financial Policies, or with the prior approval of the Board
- b. Situation or topic of local interest or scope -recommended initial contact is local minister or president (e.g., for press release or inquiry)
- c. Situation or topic of regional interest it is recommended initial contact is the President of MidAmerica (for governance topics) and/or the Regional Lead (for programs or services).
- d. Situation or topic of national or international interest, Board members should refer to appropriate UUA staff person if known. If appropriate staff person is not known, refer contact to Regional Lead.
- 4. All communications should have a clearly identified author
- 5. All communications should have a clear context to aid the audience's understanding
- 6. Individual Board members do not speak for or make promises on behalf of the MidAmerica Board

Listening Policy/Guidelines

1. We will develop structures and processes to engage in listening to our stakeholders on a regular basis
 - a. Using honest, open, questions to bring out what is in our stakeholders' hearts and minds
 - b. We will listen non-defensively, with an open mind
 - c. We will listen for the "question within the question" and the underlying concerns, hopes, or dreams of our stakeholders
2. We will try to be consistent in our approach to listening across different places, times and groups
3. We will listen for the wisdom of our stakeholders, making an effort to listen to those who might be otherwise excluded
4. We will document and share what we hear from our stakeholders so we all learn
5. We will follow up with people so they know we have taken their concerns or suggestions seriously

* Nancy Heege notes that the information referenced re UUA HR is behind a fire wall. What if we say instead,

and should be brought to the attention of the MA Board President and the Director of Congregational Life regarding Field Staff

and should be brought to the attention of the MA Board President and the Lead Field Staff regarding MA staff

At some point, there may be a need for a set of operational or implementation notes. For now, so we don't lose it, we note here.

Current Communications Operational Procedure (2013-2014):

Preferences for Contacting Board Members and Staff:

Name	Contact Preference
Bill Sasso	Email (unless traveling-will send contact info as needed)
Cindy Landrum	Face Book message to let her know to check email
Charlotte Preston	Email
Dave Martin	Email
Doug Cauble	Email
Eric Huffer	Email
Janis Cheney	Email
Kyrie Block	Email
Tom Sommerfeld	Email (unless traveling-will send contact info as needed)
Ian Evison	Prefer email for general things. Phone works best for complicated things that need working out. Texting works best for quick, immediate message (if you want, for example, to get a message to me while I am in a meeting or in route).
Lisa Presley	Email
Nancy Heege	Email

- Email subject line - include indication of urgency, if less than 1 week
- Email turn-around expectation - 1 week, unless otherwise stated in the subject line

Draft Charge for a MidAmerica Region Audit Committee

Bill Sasso

July 21, 2014

In accordance with Article VI, Section 9 ("Board Committees") of the MidAmerica Region Bylaws, the Board hereby establishes a Financial Committee as defined below.

The Financial Committee shall take office immediately upon appointment by the MidAmerica Region Board of Trustees, and shall disband upon the Board's acknowledgment of completion of the three tasks enumerated below. The Financial Committee shall assist the Board by

1. Receiving and reviewing in detail the findings and recommendations of the audit performed on the FY2014 MidAmerica Region financial records;
2. Collaborating with MidAmerica Region staff in presentation and explanation of those findings and recommendations, and of the financial results themselves to the complete Board; and
3. Maintaining active oversight, on behalf of the Board, of the implementation of all audit recommendations endorsed by the Board, and reporting regularly to the complete Board on the status of those implementations until they have been completed.

The Financial Committee is specifically not intended to conduct the audit, or to participate in the conduct of the audit, but rather to lead the Board in its fiduciary role with respect to the findings and recommendations of the audit, as well as determining what level of financial review is appropriate.

The Financial Committee will consist of the President, the Treasurer, the Regional Lead (and/or his or her designate), and one additional person to be appointed by the Board. The Treasurer shall chair the Financial Committee.

Guidance for the Nominating Committee
from the MidAmerica Region of the UUA
09052014

Members of the Nominating Committee, we appreciate your work to find and recruit leaders who can help further the UU movement in MidAmerica, bringing transformation so needed in the country.

We fully appreciate and respect your charge. As a board, we do have some suggestions in your process.

1. The offices of President and Vice President are currently filled by Bill Sasso and Charlotte Preston, both of whom hold terms that will expire.
2. The board suggests that the Nominating Committee ask each of three board members who have expiring terms whether they are interested in running again.
3. Please note the existing job description for board members as you consider candidates. In addition,
4. We do still suggest the Nominating Committee consider geographic distribution of board members. Those who remain after the 3 current terms expire are from: IA, IL, IN, KY, MI, and ND.
5. We do recommend at least one nominee be a minister since 2 of the terms expiring are held by ministers and no other minister would be on the board after their terms expire.
6. We further recommend that nominees love the UU movement and work effectively in groups so as to further the effectiveness of the board.

Thanks much for the work you do and for finding colleagues who will continue effective board leadership.

The MidAmerica Region is building a new era in Unitarian Universalism, where UUs visibly live our faith, create connections, grow our membership, and welcome all persons who share our UU values.

The MidAmerica Board is committed to creating and living into a new era in Unitarian Universalism. This understanding permeates all we do, and it is the context in which we undertake the following prioritized objectives for the 2014-15 year.

1. **To own and fulfill our basic board fiduciary responsibility** in insuring financial stability and creating abundance.
 - a. Execute fiscal responsibility for existing resources.
 - b. Create a culture of abundance, including conversations of gifts and generosity with congregations.

2. **To create greater clarity regarding our role as the MidAmerica board.**
 - a. Review the working definition of the 3-Way Covenant among (1) the MidAmerica Board, (2) MidAmerica Field Staff and (3) Director of Congregational Life.
 - b. Reach agreement on the MidAmerica Board governance model.
 - c. Clarify the respective roles in fundraising for MidAmerica Board and Field Staff.
 - d. Define how the MidAmerica Board and the MidAmerica Field Staff together might grow UU ministries, both professional and lay, in MidAmerica.

3. To **strengthen and broaden strategic relationships.**

- a. Serve as a regional advisory council to the Director of Congregational Life.
- b. Connect with congregations in conversation with staff.
- c. Connect congregations with each other in conversation with staff
- d. Covenant to be a Learning Network.
- e. Connect with other constituencies including historically marginalized groups.
- f. Empower each board member to touch UU congregations in measurable ways.
- g. Be alert to opportunities to broaden strategic relationships.

4. To **intentionally incorporate these values to strengthen MidAmerica**

- a. Inter-cultural competency [ICC].
- b. Staff appreciation.
- c. Technological competency.
- d. UUA Branding as we interpret it for MidAmerica.

Process for Business Submitted by Congregational Action

Context: The MidAmerica Bylaws (Article IV, Section 5, Business Submitted by Congregational Action) state that "Member congregations wishing to have business considered by the Annual Meeting shall do so following a process to be determined by the Board and communicated to the member congregations."

Regional Business Submission Process: A congregation in good standing may propose an item of business for consideration by the 2015 Annual Business Meeting of the MidAmerica Region in the following manner.

1. The leadership of the congregation should contact the Region President or Vice-President for a preliminary discussion of how the proposed item of business relates to the authority and jurisdiction of the Region.
2. The item should be formally proposed by vote of the congregation's governing board or its membership.
3. The proposed item should be formally endorsed by at least four additional congregations in good standing, in each case by vote of the congregation's governing board or its membership.
4. The proposed business item and the endorsements should be received by the Region President or Vice-President by February 25, 2015.
5. Upon certification by the MidAmerica Board that the business item is within the authority and jurisdiction of the Region, it will be added to the agenda of the Annual Meeting.

Some possible categories of business submitted by congregational action could include

- Social justice statements on issues specifically affecting our region;
- Proposed business for the 2016 UUA General Assembly Business Agenda;
- Policies affecting the governance of the Region and/or its congregations; or
- Other business appropriate for consideration by the Regional Assembly.

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The above process was approved by the MidAmerica Board of Trustees on September 6, 2014, for the 2015 Annual Business Meeting of the MidAmerica Region.

The 2015 Annual Business Meeting will be held on Saturday, April 18th.

Timelines for 2015 MidAmerica Region Annual Business Meeting

Bill Sasso, 8/25/2014

Based on the timeline developed for the 2014 Annual Business Meeting, and given April 18th as the date of the 2015 Annual Business Meeting, here are the deadlines as I understand them:

February 2nd: Deadline for congregational certification with UUA, which we use to determine number and type(s) of delegates each congregation should receive.

February 13th: Materials for February 18th communication due in MidAmerica Office.

February 17th: MidAmerica Region Secretary (Eric H) receives the Report of the Nominating Committee.

This should be emailed to (1) the attention of the President of each congregation, (2) any professional delegates, and (3) to the congregational administrator or office with encouragement to forward the information to each of the congregation's delegates.

These materials should also be posted on the Governance Page of the MidAmerica website, and a notice that they are available should be posted on the MidAmerica home page.

February 18th: Congregations receive (1) business meeting policies and procedures; (2) Notice of the Annual Business Meeting, specifying time, place, and preliminary agenda; and (3) the list of how many delegates they will have—members, professionals, etc. [Lisa is preparing that list as we go along, and updating it with the congregation membership numbers.]

This should be emailed to (1) the attention of the President of each congregation, (2) any professional delegates, and (3) to the congregational administrator or office with encouragement to forward the information to each of the congregation's delegates.

These materials should also be posted on the Governance Page of the MidAmerica website, and a notice that they are available should be posted on the MidAmerica home page.

February 25th: President (Bill S) and/or Vice-President (Charlotte P) receive any business to be considered by the Annual Business Meeting via submission by Congregational Action. Should any be submitted, we will review it as "Regional Business" at our March 10th Board meeting.

February 27th: Materials for March 10th MidAmerica Region Board meeting due in MidAmerica Office.

March 3rd: March 10th Board Meeting Packet emailed to Board members and posted on MidAmerica website Governance page.

March 10th: MidAmerica Board meeting will review/discuss/approve Annual Business Meeting Final Agenda and any related business items.

March 13th : Materials for March 17th communication due in MidAmerica Office, with recognition that nominations by congregational action may not be received until March 8th.

March 14th: Secretary (Eric H) receives any nominations via submission by Congregational Action.

This should be emailed to (1) the attention of the President of each congregation, (2) any professional delegates, and (3) to the congregational administrator or office with encouragement to forward the information to each of the congregation's delegates.

These materials should also be posted on the Governance Page of the MidAmerica website, and a notice that they are available should be posted on the MidAmerica home page.

March 17th: Presiding Officer and professional delegates of each congregation receive the Notice of the Annual Meeting, including the items specified in Article IV, Section 3 (c) of the MidAmerica Bylaws. The report of the Nominating Committee is also due on this day, and any nominations by Congregational Action should also be included with these materials.

This should be emailed to (1) the attention of the President of each congregation, (2) any professional delegates, and (3) to the congregational administrator or office with encouragement to forward the information to each of the congregation's delegates.

These materials should also be posted on the Governance Page of the MidAmerica website, and a notice that they are available should be posted on the MidAmerica home page.

To save you the trouble of looking that section up in the Bylaws, here's my understanding of what we should expect to include in the information due March 17th:

* President's Report on behalf of the Board of Trustees

- * Regional Lead's Report on behalf of the Staff Team
- * Reports of the Committees of the Board (if we have any)
- * Current MidAmerica Region Financial Statements (12/31/2014 statements)
- * MidAmerica Region FY2014 Financial Statement
- * Transition Budget Report
- * Board-approved FT 2016 MidAmerica Region Budget (note date of Board approval)
- * Report of the Nominating Committee (and any nominations by Congregational Action)
- * Report from the Midwest Unitarian Universalist Conference
- * Report from the Camp Unistar Foundation
- * Final Agenda of the Annual Business Meeting, with the Proposed Rules of Order and any other proposed business motions attached
- * Delegate Credentials and Information

While not specifically stated as a requirement, I submit that including the MidAmerica Region Bylaws and the business meeting policies and procedures (due on February 18th) in the March 17th packet would probably be helpful.