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**MINUTES**

**GOVERNING BOARD MEETING**

**Monday November 12, 2018**

**Location: Room 109**

**Present:** Jim Ayres, Jean Reed Bahle, Kathleen Delp Higgins, Patrick Eaman, Win Irwin, Carol Kooistra, Brad Miller, Amy Preston, Chip Wall

**Absent:** Paul Arnold\*, Tim Creamer\*, Katie Mitchell, Dana Munk, Bettegail Shively

**Staff:** Jack Woller, W. Fred Wooden

**Guests:** Mike Grass, Christopher Roe

The meeting was called to order at 7:02 pm by the Chair, Win Irwin.

\*Jack Woller called Paul Arnold and Tim Creamer by phone to obtain a quorum.

1. **Call to Community**

Carol Kooistra gave the call to community with a Thanksgiving prayer to honor our Native heritage.

1. **Congregant Comments** Guests Comments

None.

1. **GB minutes** – October 15, 2018 Submit to File

***MOTION*** by Carol Kooistra to submit the October minutes to file. Seconded by Jean Reed Bahle. Motion passed.

1. **Financials** Tim Approval

Budget Approval

Jack Woller said that because the November Board meeting was moved up to accommodate the annual church meeting, the end of October budget reports are not ready at this time. Jack referred to a projected end of 2018 and proposed 2019 budget. Jack spoke about optimistic numbers for contributions of record, investments in and increased revenue from events. Jack said the proposal also includes benefit reductions to staff 403b contributions from 10% to 5%. Jack also pointed to high utility bills earlier this year having evened out in the last few months to below 2017 numbers. Jack said a $10,000 line item has been added for the Senior Minister Search Committee. Jack added that the budget does not reflect a possible sale of the parking lot or payback of the Foundation loan. Jack mentioned that the custodial line item is decreased in 2019 as a way to cut expenses by no longer having the building open as many evening nights.

Carol Kooistra asked if the budget reflects Associate Minister Jason Hubbard's resignation this week. Jack Woller answered that it does not, which will effect 2019 numbers.

Patrick Eaman asked about whether funds for general expenses were going to be taken from the choir fund. Jack Woller said that staff has looked for any church groups with an unused or surplus budget. Jack said that it was discussed to ask the choir to contribute $7,000 from their fund to go toward the cost of choir direction. Jack said that this was budget draft "S" and that staff has looked at any and all possible expense cuts or income boosts. Patrick Eaman said that the choir fund is an independent fund, raised by the choir to be financially independent from the church, and to be able to handle expenses like robes. Win Irwin asked whether the Governing Board intends to approach the Choir Board about this decision. Jim Ayres said that the budget process is unpalatable overall and that staff benefit reductions are also a major change. Jim apologized about the process and rushed communication when approaching the Choir Board about this proposal to request contributions. Jim said that $7,000 out of a 1.1 million dollar budget is a minor percentage if it will cause problems.

Fred Wooden gave four ideas of how this budget situation has come to pass. First, Fred said that when he started as minister, some of the special funds were rolled into the general operating fund. Fred said that they separated those streams because it didn't seem true to the spirit of the gifts, but that decision led to about $30,000 less for general operation each year. Second, Fred said that there has been a net loss of members, and therefore pledges, each year. Third, Fred added there has never been a robust fundraising operation in the church. Fred said that three volunteers putting together a campaign in short time has not been sufficient. Finally, Fred said that while he respects that desire, no parts of the church, including the choir, can be independent of the church.

Carol Kooistra said that she knew some of the people who contributed to special funds and she thinks some of them might be contacted to see if they would be willing to support general operations due to the church's financial situation.

Jean Reed Bahle asked what will be presented to the annual meeting.

***MOTION*** by Amy Preston to adopt the proposed budget that has been presented to the Board today, conditioned on receiving permission from the Choir Board for the $7000 contribution from their budget and also acknowledging that the Board may amend this proposal given recent information that will affect the 2019 budget. Seconded by Jim Ayres. Patrick Eaman opposed. Motion passed.

1. **Executive Team Report**  Jack

501(c)3 Filing

***MOTION*** by Chip Wall that the Fountain Street Church Governing Board authorize the Executive team to move forward with articles of incorporation and filings for the creation of a religiously unaffiliated nonprofit no later that December 31st of 2018. With all expenses related to this filing being funded by private gifts and not Church operating funds.

Seconded by Amy Preston. Motion passed.

Jean Reed Bahle asked if there needs to be a name for the 501c3. Jack Woller said that a name, mission statement, etc will be needed at the time of filing, after it comes to the Board for approval.

1. **Nominating Commitee**

Patrick Eaman said that 8 candidates for Board were recruited, with one last minute candidate rescinding. Patrick said that the committee contacted over 70 people and heard back that about 50 of them responded with possible future interest in Board service. Patrick said that the main reason they declined was because of being too busy at the moment. Patrick added that this list is also valuable because those interested parties probably know of other possible candidates. Patrick said that the committee has been running well even with only four members due to a Board member resignation.

Patrick said that it is a personal and vulnerable process to express Board interest, and he recommended having more and earlier opportunities for candidates to make themselves known with the congregation. Patrick also said that the people he spoke to did not feel connected to the current Governing Board, either. Patrick recommended more communication with the congregation, beyond 'communicating out' with the minutes. Jim Ayres asked about having quarterly receptions on Sundays with Board members. Patrick said that people are very busy, even on Sundays.

Carol Kooistra said that only three incumbents from the Board can be re-nominated each election. Carol said that Patrick Eaman was a fourth current incumbent who might have run for another Board term but was not able to. Patrick Eaman said that he may still be able to serve on the Nominating Committee.

1. **Annual Meeting Preparation/agenda**

Win Irwin asked what the Board wants on the agenda. Win said that typically there is a financial report, a Foundation report, and the Senior Minister speaks. Carol Kooistra recommended discussing the 150th Anniversary. Fred Wooden said that the minutes from the previous year's annual meeting need to be approved. Jack Woller said to put in a plug about stewardship. Win Irwin asked about discussing portico policy this year.

Jean Reed Bahle asked if there will be a printed annual report that will be pointed toward.

Chip Wall asked if there will be an open forum for congregational input. Chip said that people will ask about the Associate Minister's resignation. Kathleen Delp Higgins said that the Board would be remiss if they did not expect questions about the future of that position and support for chapel service. Jack Woller said that the Senior Minister, not the Governing Board, has the sole responsibility for determining whether and how that position would be replaced. Patrick Eaman said it is crucial to put the topic on the official agenda to avoid the impression of being out of touch and not wanting to discuss the matter. Win Irwin said that there needs to be a thank you for the Associate Minister's service and contributions.

1. **New Business** – Dec mtg/retreat

Win Irwin said that last year's December meeting was a potluck more than an actual meeting. Win said that no official business can be done. Jean Reed Bahle said it is a time for new Board members to get to know each other.

Brad Miller asked if the annual meeting will be taped for the YouTube channel. Jack Woller said probably not because it is not a public meeting. Brad also asked if there is a way to streamline staff or volunteers handling the microphone so that the Senior Minister does not have to.

Jack Woller said that the third episode of the church podcast was released and is a great example of what we hoped for from the podcast. Jack said that it merged celebration of Susan B. Anthony's historical visit and participation of local suffragettes, used Jean Reed Bahle's member talent, and tied to current political topics of the large number of female voters in the midterm election.

1. **Adjourn & De-brief** Motion to adjourn All

***MOTION*** by Win Irwin to adjourn at 8:42. Motion passed.

**Upcoming GB meetings and events**:

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| Next OC/ET meeting | Monday, December 3, 5:30 - 6:30 p.m. | OC, Sr.Minister, Ex Dir Board Room |
| Next GB meeting - ? | Monday, December 17, 7:00-8:30 p.m. | GB, senior staff, Room 109? |
| Annual Membership Meeting – Search Committee Election | Sunday November 18, Immediately after 11am service | Church Membership |
| Membership Meeting – Search Committee Election | Sunday, December 9, immediately aft 11am service | Church Membership – Search Nominating Group |
| GB Meeting – January  | Monday January 28, 7:00-8:30pm | GB, Senior Staff, Room 109 |

**Secretary Paul Arnold
Scribe Katie Assarian**