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**MINUTES**

**GOVERNING BOARD MEETING**

**Monday Feb. 19, 2018**

**Location:** Room 109 Time: 7:008-8:30pm

**Present:** Paul Arnold, Jim Ayres, Jean Bahle, Tim Creamer, Patrick Eaman, Win Irwin, Carol Kooistra, Brad Miller, Katie Michell, Dana Munk, Bettegail Shively, Mark St. Amour, Chip Wall.

**Absent**: Kathleen Higgins, Fred Wooden

**Staff:** Jack Woller

**Guests:** None

The meeting was called to order at 7:01pm by Chair, Win Irwin.

1. **Call to Community** – Tim Creamer offered a Native American reading.
2. **Congregant comments** - None
3. **GB Minutes of Jan. 22, 2018** – Motion to approve was unanimous.
4. **Financial Report – Tim C reamer**

Tim Creamer reported that FSC ended 2017 with a $67,000 deficit and offered his rationale why including a raise for Jack Weller, Marilyn Ossentjuk moving to full time employment, an overage in our electrical statements, replacement of FSC’s phone system, higher cost of hand-towels (due to hosting our “Neighbors”, he surmised), and the cost of Elizabeth Barnum’s severance package, among other reasons.

Jack Weller said that January “looks very good” since no utility bills have yet been received, income is about as expected, lower expenses were encountered and more revenue was received due to the fact that many congregants pledge early in the year. GB member, Brad Miller, asked “do we have a problem?” Woller said “no”, that we will know more at the end of February, that our income is about as expected and we should “balance out.”

A motion to approve the report was unanimous.

1. **ET Report - Jack Woller:**

FSC’s ailing communications outreach was discussed. Woller said the Office is testing a new system to replace the church’s outdated ACS software. GB member Carol Kooistra and others said that they have received nothing for many weeks, and it makes it difficult to determine what is going on in the church. Woller hopes the new system will be operational by Feb. 23 or before.

The ET Report was approved unanimously.

1. **Nominating – Patrick Eaman:**

Patrick Eaman proposed, pursuant to Section 2.4 of the By-Laws, that new interim member, Amy Preston, fulfill Janet Peterson’s GB term. Eaman said that Amy had been approved by the church Office and meets the requirements for GB membership.

Kooistra indicated that Amy had attended the Feb. 10th GB Retreat.

Eaman made a motion to approve Preston’s Board membership. The voice-vote was unanimous.

Preston’s term expires at the end of 2018. The motion was approved

*More discussion followed under “By-Law Revisions.”*

1. **By-Law Revisions – Carol Kooistra:**

There was considerable discussion about the proposed By-Laws revisions by FSC’s Oversight Committee (OSC) and the GB. The revisions had been discussed at the Feb. 10 GB Retreat. Per OSC Chair, Carol Kooistra, there were three approved amendments offered by the OSC that were minor wording changes.

Tim Creamer moved to amend Section 1.1 to amend the amount of time before a member would be eligible to vote at the Annual Meeting from about 10 months to one.

Patrick Eaman moved to approve the proposed 2017 Oversight Committee By-Law revisions with two suggested amendments designed to align the calendar year and GB terms. Amendment to Section 2.2 of “Terms of Office” is to read “first regular meeting of the Governing Board in the new calendar year, regarding that each year, five GB positions shall expire and, Amendment to Section 2.6 (a) of “meetings” is to read “the new term of the Governing Board shall begin at the first regular meeting of the Governing Board in the new calendar year.”

Chip Wall introduced an amendment that narrowed the scope of the Oversight Committee by eliminating the line “Shall oversee adherence by the Governing board and ET to the by-layw, policies, goals, and objectives”.

Paul Arnold moved to replace a proposed clause that allowed the Governing Board to dismiss a Senior Minister by a 2/3rd vote and replace it with a clause that the Governing Board had the power (by a 2/3rds vote) to suspend the Senior Minister with cause until a vote by the congregation could be taken.

The vote to send the by-laws as amended to the congregation for a vote was unanimous. The congregation will have several opportunities to discuss the proposed by-laws and a vote will be taken on or before the next Annual Meeting in November.

1. **Selection of Nominating Group – Win Irwin**

GB members were urged to send Win Irwin names of congregants for Nomination Group consideration. Ultimately, a Nominating Group will be formed and comprised of six slots, 3 GB members and 3 non-GB members. Win Irwin described this as a “big deal.” The group is to be formed in the next couple of weeks. The Nominating Group will propose the Search Committee candidates, who will seek and propose FSC’s next Senior Minister. The Search Committee is a very intense and committed group. Those serving on the Nominating Group cannot serve on the Search Committee.

1. **Finalize Committees /mtg. schedule: Win Irwin**

Win Irwin will discuss the GB’s committee assignments at the May 20th Town Hall meeting. Win has spoken to Todd Johnson about the 150th Anniversary celebration. The GB needs to make a recommendation for a member to serve on the Foundation Board. The position will replace Chris Caldwell.

1. **New business – GB members**

FSC’s Mission, Vision and Core Values language needs to be formally adopted by the GB.

Regarding the proposed revisions to the By-Laws, Jean Bahle asked when the Congregation will vote on the OSC’s and the GB’s revisions suggesting that “this is complicated?”

1. **Adjourn -** The meeting was adjourned at 8:31pm.

**Upcoming GB meetings and events**:

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| Next Officer’s meeting 2018 | Monday, March 5, 2018 | OC + ET -Board Room |
| Next GB meeting | Monday, March 19, 2018 Meeting @ 7 PM | GB, ET, guests Room 109 |
| Town Hall meetings | May 20, Sep. 23, 2018 | TBD, (Chapel?) |

**Secretary: Paul Arnold**

**Substitute Scribe: Mike Grass**