

MINUTES

Board of Trustees: February 17, 2021, Virtual Meeting First Unitarian Church of Pittsburgh

Board Members Attending: Scott Smith, President (2021); Julie Downs (2022); Lynne Porterfield (2021); Eleanor Mayfield, Secretary (2021); Sam Hens-Greco (2022); Lee Carnes (2022); Heather Masterson (2023); Kate Snow (2023); Kyle Gracey, Treasurer (2023) (left at 7:45)

Board Members Absent: None.

Ex Officio Members: Rev. Constance Grant, Interim Minister

Others: Kurt Summersgill, Recording Secretary

1. **Call to Order (7:03) (Scott)** Scott called the meeting to order.
2. We had a moment of silence for the passing of Ray Schinhofen to honor his life and contributions to the leadership of our church.
3. **Opening Words (Lee).** The 6th principle. Rev. Sean Parker Dennison of Ashland, Oregon.
4. **Welcoming new (returning) Board member Julie Downs (Scott)**
5. **Welcoming guests (Scott)** None
6. **Announcements (Scott)**
 - a. Next regularly scheduled Board meeting: March 17, 2021, 7:00 p.m.
 - b. Scott sent flowers and Eleanor sent a card to Ebe Emmons in appreciation for her Board service.
7. **Consent agenda (Scott) (handouts)**
 - a. Approval of January 20, 2021, meeting minutes. Moved by Scott, seconded by Kate. Approved.
 - b. Minutes of February Finance Committee meeting.
8. **Ratification of e-mail votes taken in January (Scott)**
 - a. Motion to confirm Julie Downs to serve on the Board of Trustees in the seat vacated by Ebe Emmons as of February 1, 2021; term to end in 2022. Passed unanimously.
 - b. Motion to confirm Heather Cunningham to fill the seat on the Nominating Committee vacated by Michael Safran, term ending in 2022. Passed unanimously.
 - c. Motion to ratify both votes by Lynne, seconded by Kyle. Carried unanimously, with one abstention.
9. **Filling vacant positions on the Board and Board Committees**
 - a. Board Vice President (to replace Ebe Emmons) (Scott). Heather Masterson is willing to fill that role for the remainder of the year. No one else came forward to indicate interest in stepping into the vacancy. Scott moved to approve Heather as Vice President through June 30, 2021; seconded by Kate. Carried unanimously, with one abstention.
 - b. Annual Budget Drive Committee (Heather). Becky Studer and Jen Layman will be co-chairing the Nominating Committee. The committee met on February 8 to decide how to assign the various tasks given to them by the Board. Martin Schmidt will take on finding members to nominate to the Annual Budget Drive Committee. He will reach out to

Audrey Masalehdan for assistance and ideas. The Nominating Committee meets again on March 1, so they expect to have more names and information for us in advance of the March Board meeting.

- c. Endowment Committees (Heather). The Nominating Committee will reach out to the current chairs for recommendations. The committee understands that these positions are fiscal year appointments, so they will be high priority.
- d. The Nominating Committee has put an announcement in the weekly email newsletter soliciting candidates for both the Board and the Nominating Committee to serve in the next church year.

10. **Annual certification of membership for all UUA member congregations (Scott, Connie) (handout).** First Unitarian has 267 members and 70 friends, for a total of 337. Last year's total was 242 members. The increase is a result of new members joining as well as some people being designated "life members." Our contribution to the UUA is now based on a percentage of the budget rather than on the number of members.

11. **PPP loan forgiveness discussion (7:20) (Kyle).** Kyle said that this discussion was intended to be informational, not to debate the issue, but to provide information and ask questions so that Board members can make an informed decision when we discuss and vote on this next month. Because Kyle had to leave at 8:00 p.m., he asked that any lingering questions be sent to him via email.

Kyle said that we have met the criteria for PPP loan forgiveness. We spent the loan funds on payroll and operating costs during the 24-week time period. The Finance Committee has discussed the matter several times and supports applying for loan forgiveness. The application for forgiveness must be for the full amount of the loan. If we apply for loan forgiveness, the application is almost certain to be approved. The loan amount would then be treated as a grant. This will not alter the budget. We will be free to use the money as we see fit, including donating all or part of it to another non-profit. Both our income and our spending have been reduced while the church remains closed due to the pandemic. If we do not apply for loan forgiveness and instead repay the loan, the funds will go into the general U.S. treasury, not into a pool of funds for other PPP applicants.

12. **Creation of Planned Giving Committee (7:34) (Kyle).** At its February meeting the Board expressed support for creating a Planned Giving Committee. Kyle therefore drafted a committee charter, using governance document guidelines. He ran the draft by the Finance Committee, which made no edits. The charter states that the committee's purpose is to design policies around, solicit, and secure planned gifts to improve the church's revenue. It includes a standard definition of planned giving and makes clear that this aspect of giving is separate from the annual budget drive.

The committee will report to the Board and will exist in perpetuity unless the Board alters or eliminates it. The Minister is an ex-officio member of the committee. There would also be a Board liaison to the committee. The committee would report during the Annual Congregational Meeting. The Nominating Committee could propose members of the committee, on which the Board would vote. Alternatively, the Board could nominate and vote on members of the committee. The committee may have less than the suggested seven members, perhaps as few as three to begin with. There is no apparent reason for coordination between annual budget drive and the Planned Giving Committee. No term limits for service on the committee were proposed at this point.

Kyle moved to approve the Committee charter. Seconded by Sam. Motion carried unanimously

13. **Budget allocation to cover Morewood Doors cost overrun (Kyle) (handout).** In 2019 we contracted for renovations and safety improvements to the Morewood Avenue entrance doors. There was a substantial cost overrun because a subcontractor billed the contractor, and the bill was paid before it was determined that the amount billed was in excess of the estimate. Several people have tried to recover the funds, but since the money has already been paid the request for reimbursement has not been successful. This has brought about some process changes in the Finance Committee, increasing policies and procedures for how invoices and other financial transactions are approved to avoid similar experiences in the future. Some monies need to be moved/approved to pay for this cost overrun. This can come from endowments for capital projects, which will not affect the annual budget. Kyle moved to approve the transfer of \$8,032.35, to cover the cost overrun. Scott seconded. Motion carried unanimously.

14. **Minister's report (Connie) (handout)**

- a. Connie requested that the Board convene a Special Congregational Meeting to approve the draft congregational covenant. She suggested scheduling the meeting for Sunday, March 21, at 12:00 noon. The covenant language was initially part of the Bylaws ratification vote in November, but was pulled when questions were raised about the place of the covenant in congregational life and the process of creating it. Now it is being brought back to the congregation, with additional background information. Dropping the matter would not be good process. Connie would like this to be an up or down vote, without wordsmithing.

A task force made up of members of the Worship Committee and Transition Team determined that they were not interested in changing the wording of the covenant, but in bringing it forward to the congregation for a vote. An informational Q&A meeting will be held on Sunday, March 14, at 3:00 p.m. Task force members will participate in the discussion at both the Q&A session and the congregational meeting a week later. Claus Makowka will be asked to set up an online vote.

Scott moved to call a Special Congregational Meeting on March 21 at 12:00 noon for the purpose of voting on whether or not to adopt the proposed covenant. Kate seconded. Motion carried unanimously.

- b. Church reopening timeline. We may be looking at re-opening in September with a hybrid model. The creation of a reopening task force is still in process. Currently the Board has voted to continue the church closure until the end of the program year. The Board should address whether to extend this at its March meeting.
- c. "Moving Forward into 2021 and Beyond" workshop. Connie is planning to convene a second conversation on Sunday, March 7, from 3:00 p.m. to 5:00 pm.

15. Building and Grounds update (8:45) (Sam)

- a. **Shadyside Corridor bike lanes.** After a series of meetings in the fall, the organizing group came up with six different proposals. Then the organizers sent an email stating that the organizing group would be re-formed with sub-committees, one of which is faith-based institutions. There is a history from several years ago of trying to resolve the bike connector issues; the process was shelved after a community meeting that “blew up” and was resurrected after a serious accident occurred within the last year. Tension remains between the bike community and the various other interest groups, including pedestrians, faith-based groups, and residents. It is unclear how the final choice of a plan will be decided and who the decision makers are. One option could be to make Ellsworth Ave. a one-way street. A series of open meetings have been scheduled. When there is a final proposal, it will be shared with the church and we will determine next steps.
- b. Work on the shed has been completed, but the weather stopped work on the concrete path.
- c. No update on the timeframe for completion of the new Welcome Desk for the Ellsworth lobby.
- d. There is a new roof leak in the lobby, due to a continuing issue with the blocking of a drain with leaves, etc.
- e. Sam will discuss ongoing maintenance of the geothermal system with Building and Grounds and the Finance Committee. If there is one person to monitor the geothermal system and its maintenance, maybe that could be Bob Mitchell. Sam will raise this with the Building and Grounds Committee.

16. Appreciations and Aspirations. (All)

17. Adjourn (9:07) (Scott)

Respectfully submitted,
Kurt Summersgill, Recording Secretary
Approved by the Board: March 17, 2021
Eleanor Mayfield, Secretary
