

**Unitarian Universalist Church of Nashua, NH (UUCN)**  
**Meeting of the Board of Trustees**  
September 11, 2018

**Final Minutes** as of October 4, 2018 by Jodie K. Holway, Clerk of UUCN

**Reviewed by** Carol Houde, Rick Spitz, Lindsey Hedrick, John Burkitt, Pam Jordan

**Meeting Attendees:** John Burkitt, Jodie K. Holway (Clerk), Carol Houde (President), Pam Jordan, Rev. Allison Palm, Rick Spitz, Lindsey Sylvester

**Attendee via Videoconference:** Lindsey Hedrick (Treasurer)

**Excused:** Steve Hedges, Brenna Woods (Vice President)

Full Agenda: see APPENDIX A

**1. Consent Agenda**

1. [June 2018 Board meeting minutes](#) were approved by enough members, with revisions
2. UUCN Board of Trustees [interim minutes](#) from summer decisions
  - i. Providing Comp Time to Reverend Allison for time spent at GA
  - ii. Naming the UUCN Chapel to honor the Campbell family
3. **MOTION** to accept the consent agenda  
**MOVED** by Rick Spitz, **SECONDED** by Pam Jordan, **MOTION CARRIED**

**2. Minister's Report**, Rev. Allison (see APPENDIX B)

1. Rev. Allison is reviewing and interpreting all of our existing [Executive Limitations](#) as part of Policy-Based Governance
  - i. This year she will work on this with an institute, Unity Consulting
  - ii. She'll tackle them in their order this year, finish any remaining next year
  - iii. This month's Minister's Report has the interpretation of Policy F, about finances: she interpreted it before, but published now with current data
2. Staff retreat was a success, with focus on covenant and volunteerism
3. Fellowship hour: what's working, not working, how to change it in the future?
  - i. Teams could do it weekly, instead of paying teens to do it?
  - ii. Adult signups could do it ? (surprised if this would work)
4. Preschool is doing very well
  - i. Enrollment is full, plenty of surplus money, probably for scholarships
  - ii. Approved new Bylaws and Conflict of Interest Policy (see APPENDIX C, D)
5. Budget report for 2018-19
  - i. A bit behind in income, which is normal for end of summer, catch up by Jan.
  - ii. Decided to pay UUA dues monthly for 10 months, not a big chunk in summer

- iii. Why do we get income from the [“100 Questions” book about UUs?](#)
  - 1. Because John Sias wrote it, from interviews with Steve Edington!
  - 2. We printed a big batch 3 years ago, the UUA buys it from us
  - 3. This is the last year we’ll have this income amortized
- 6. Final budget report for 2017-18
  - i. We just handed these final numbers to our auditor
  - ii. \$19K surplus at year end, \$10K of this committed in next year’s budget
  - iii. Suggest give the remaining \$9K surplus to Property Team
    - 1. This would offset this summer’s painting costs for the building exterior
    - 2. Property Team has done a wonderful job with what they’ve been given
    - 3. They keep getting bad luck like finding rot below their current work
  - iv. **MOTION** to give the surplus to Property Team as an encouraging message  
**MOVED** by Pam Jordan, **SECONDED** by Rick Spitz, **MOTION CARRIED**
  - v. Overall year was 100.8% of revenue, 97% of expenditures – great numbers
- 7. Breeze, the new church database is in place, with text-to-give and a mobile app
- 8. [Safe Congregations Policy](#) training
  - i. Now everyone who needs training can do it by watching [these three videos](#)
  - ii. Everyone must take the 15 question quiz to prove mastery
- 9. Lawsuit just arrived on Rev. Allison’s desk out of the blue
  - i. UUCN is a named party, not sure yet of the implications
    - 1. We may be a member of a trust that stands to receive money?
    - 2. Someone may be trying to write us out of some trust?
  - ii. In 1915 there were 9 Protestant churches that are still around, including ours
  - iii. There is a parcel of land, a park in northern New Hampshire
    - 1. If that land ever makes money, we may all get a share in it
    - 2. (Both Unitarians and Universalists existed: do we get double shares??)
  - iv. Must be read by Sept 17, 2018: Rev Allison will read and interpret it
    - 1. She’ll ask the Interfaith Council if they’ve read it
    - 2. She’ll reach out to a couple of lawyers in UUCN

### 3. Executive Session

- 1. **MOTION** to enter into Executive Session  
**MOVED** by John Burkitt, **SECONDED** by Rick Spitz, **MOTION CARRIED**
- 2. **MOTION** to leave Executive Session  
**MOVED** by John Burkitt, **SECONDED** by Pam Jordan, **MOTION CARRIED**

#### 4. Formation of Step 2 Long Range Planning, Carol Houde

1. What is the next phase of work, creatively known as “Step 2”?
  - i. Last week at the Board summer retreat, our working session sorted and classified all suggestions into Action vs. Aspiration, Operational vs. Policy
  - ii. Now the work is:
    1. Remove the items we’re already doing, or items with no content
    2. Group/pair them up logically, so the Aspirations can be reached by relevant Actions
2. Who should be represented on the Step 2 team?
  - i. Property team
  - ii. Social Justice
  - iii. Stewardship
  - iv. Faith formation
  - v. Communications team, though struggling a bit, and no PR team now
  - vi. **ACTION:** Carol Houde, Brenna Woods, Rev. Allison will contact the chairs of these groups to seek volunteers for Step 2 efforts
3. Suggestion to tag or do data-mining on this large data set, in pursuit of prioritization
  - i. Do suggestions mesh with our Mission?
  - ii. How popular/mentioned by a large number of people?
  - iii. How expensive/inexpensive, how practical?
  - iv. How quick/long timeframe, how practical?
  - v. **ACTION:** Rick Spitz to consider and implement some system to help here

#### 5. Schedule and focus for Board subcommittees, Carol Houde

1. Linkage subcommittee
  - i. Members are John Burkitt, Steve Hedges, Jodie K. Holway
  - ii. Our governing policies say the Board needs to do Linkage and connect people
  - iii. One project is Knowledge Management work, collecting our resources
    1. A related project is new ways of connecting via new database Breeze
    2. Rev. Allison reminds the Board that we shouldn’t get overly operational; Sherri has already been working on this, has lots of ideas
    3. Perhaps we should decide what the Board ourselves needs to do, as a case study, and then make policy(ies) for other teams to follow
    4. Personnel committee, as an example, puts everything in Google Drive
    5. Stewardship committee hadn’t done this; Rick spent a lot of work seeking the stewardship documents in order to find trends in 2016
  - iv. Annual congregational survey – would be owned by Linkage
    1. We have never done an online/written survey specifically about linkage
      - a. We did survey the whole congregation for Ministerial Search
      - b. We also did surveys in prior years during more “restive” periods
    2. We have done Board Listening Sessions, with the same aim; it’s another powerful way to get direct input from the 40+ people who participated
  - v. **ACTION:** Linkage will present in December to overall Board, about all above

2. Visioning subcommittee
    - i. Members are Carol Houde, Lindsey Sylvester, Brenna Woods
    - ii. **ACTION: Visioning** will present in October to Board, progress on LRPC Step 2
  3. Monitoring subcommittee
    - i. Members are Pam Jordan, Lindsey Hedrick, Rick Spitz
    - ii. Upcoming project to create the new Ministerial Review Form
      1. As discussed last week in the Board Retreat
      2. Can be based on the book "[Fulfilling the Call](#)" from Rev. Allison
    - iii. **ACTION: Monitoring** will present in November to Board, progress on Review
6. **Congregational sponsorship of seminary student**, Carol Houde
1. Occasionally a seminary student asks a congregation to sponsor them toward ministry
    - i. Discussion of [UUA's process](#), with Ministerial Fellowship Committee (MFC)
  2. Rev. Allison's process was different a few years ago, process and timeline changed
    - i. She asked and was sponsored by the Belmont MA congregation
    - ii. That's where she managed the RE program and was a Student Minister
  3. Congregant Jakob Cawley has asked UUCN requesting our sponsorship
    - i. Another congregant is also in seminary, Jeff Beland: may approach us soon too
    - ii. UUCN has no policy about how to handle this, so let's make one now
  4. What would it mean to sponsor someone, and how can the Board decide?
    - i. According to the MFC definition:
      1. Sponsorship indicates our confidence in their "potential and suitability"
      2. "Evidence of commitment to purpose and principles of UU institutions"
      3. The person doesn't have to be presently ready for fellowship yet today
    - ii. We may well know the person's work and suitability based on a summer service, or Adult Faith Formation work, or as a Worship Associate, etc.
    - iii. Rev. Allison will ask each requestor to provide the Board with a written statement: they definitely will have already written about their call to ministry
    - iv. Rev. Allison can be the first conversation, and she will bring the person's request to the Board only if she thinks it has merit and will be approved
    - v. Discussion and decision will be taken during a normal Board meeting
    - vi. No financial commitment is required, UUCN doesn't need to pay anything
    - vii. No limit to the number of people we could be sponsoring
    - viii. UUCN would need to fill and submit a form to the MFC, no ongoing responsibilities
    - ix. One benefit to UUCN: the sponsoree can come back and preach, e.g. Rev. Allison did preach once a year in Belmont MA to stay connected
  5. Proposed policy was drafted by Carol Houde (see APPENDIX C)
  6. **MOTION** to allow the UUCN Board to vote to sponsor people for the ministry **MOVED** by Jodie K. Holway, **SECONDED** by John Burkitt; **MOTION CARRIED**.
  7. **ACTION: Jodie K. Holway** will add this to our list as Policy L, post new version

**7. Personnel Committee, re-envisioned, Carol Houde, Rev. Allison**

1. Need to relieve current members Brenna Woods and Carol Houde who will be devoting time to the Long Range Planning work of Step 2
2. Pam Jordan was suggested and graciously accepted, she was on the personnel subcommittee of the board of trustees of her daughter's preschool a few years ago
3. Steve Hedges is also suggested, though excused today: Carol to bring this up with him
4. John Burkitt has already been on the Personnel Committee, and he remains on it
5. What is the work of this committee in the short-term?
  - i. Eliminate the circular problem of resolving issues for staff who report to the minister – their issue cannot ultimately be escalated to the minister herself
  - ii. Personnel Policy also has this loop to be resolved
  - iii. The definition of "Grievance" must be more crisply defined
6. None of this work must start from scratch, it's mostly under control, and the Personnel Manual exists and is mostly working well
7. Next steps for this new group of people:
  - i. Draw the line between pieces owned by the Board vs. more operational
  - ii. Then define how the Board's pieces should work

**8. Use of the Building Maintenance Fund, Carol Houde**

1. What is it?
  - i. UUCN policy defines in the executive limitations: we "shall not operate without a 20 year plan and restricted replacement reserve fund."
  - ii. Established to pay for non-yearly expenses, to spread them out
  - iii. And to act as a fund for any emergencies
  - iv. Property Committee is currently drafting our 20-year maintenance plan
2. We need a policy to define how to access these funds
  - i. We will all consider how best to craft this policy; revisit next month
  - ii. Before now, it was informal: Treasurer Mike Wilt said "Yeah we can afford this"
  - iii. Now need accountability/transparency, and guidance by Property Committee
  - iv. Propose that committee should be able to access up to a certain threshold
  - v. Propose above that threshold, that committee would need Board approval
  - vi. **ACTION: Carol Houde** will reach out to chair and clerk Steve and Barbara Pugh to inform them this is coming, and about the \$9K voted to them in this meeting
3. How to store and track this separate "bucket" of money?
  - i. We understand the annual budget, but what fiscal mechanism is usually used? Need to research how this is handled in other congregations/organizations.
  - ii. Similar to our Audit Fund, which accumulates over years and paid every 3 years
  - iii. After we get our financial review (similar cost but more appropriate than an Audit this time around), Lindsey Hedrick hopes to use this as a template for other multi-year expense tracking like this one
  - iv. We could record any spending against these funds in our Board Minutes
  - v. We could present them again at Annual Meeting, to increase transparency

4. What to do if/when these funds get too big, and should be invested differently?
  - i. Right now we have about \$160K in checking account
    1. This doesn't have to remain liquid in checking
    2. This includes the Audit fund, which we haven't paid the \$8K yet
    3. This includes the Building Maintenance fund
  - ii. Our policy requires prudent investment of the church's reserve funds
  - iii. Currently Rev. Allison reports non-compliance to this part of the policy
  - iv. Last year we looked at opening a savings account at TD Bank , but it was more expensive to open a new business account than the interest it would've earned
  - v. Last year Sherri Woolsey and Rev. Allison had no time to investigate further
  - vi. This year they will investigate other options elsewhere, maybe a credit union
  
9. **Unity Consulting**, Rev. Allison
  1. They are a consulting group of UUs that help guide Policy Governance, for any church
  2. How have we used them in the past?
    - i. Several years ago, we bought a block of 10 hours of conversation and guidance
    - ii. Used 8 hours for Board member training
    - iii. Remaining 2 hours were left over then used by Rev. Allison in her first year
      1. Staff training was 1 hour
      2. Deep-dive on various topics with her and Board president Dave Hudson
  3. What happens during/after their consulting sessions?
    - i. No report is generated by them
    - ii. Info sharing is the main thing, they tell us about how things are done at Unity; this looks different in different places
    - iii. They ask probing questions to make us think about the key areas of work to do
    - iv. Suggest to use them wisely: they charge by the hour, so consider a first meeting, then some time apart where we do homework, then save some time for the follow-up meeting – rather than work straight through
  4. What topics could we consider working on with them?
    - i. Capital campaign: should not start this from scratch with trial and error
    - ii. Personnel committee issues, as above
    - iii. Structure of Board and subcommittees, responsibilities and reporting
    - iv. Long-Range Planning, how to not get mired in our reams of data
    - v. Cemetery Association: how to organize?
      1. This odd structure is codified in NH law by the legislature
      2. Per Rick Spitz, we did a survey of other churches that have churchyards, it turns out that we are quite unusual

**10. New Business, Carol Houde**

1. Room naming policy: we will discuss next month
  - i. Currently we have 3 rooms upstairs known as Room 6, 7, 8
    1. Not commonly known that Rooms 1-5 are downstairs, for preschool
  - ii. Would be fun to name these in honor of UUs in our past
    1. e.g. the [Thoreau](#) Room, the [Sharps](#) Room
    2. Everyone could submit nominations, people vote on their favorite 3
  - iii. Policy will be proposed in next month's Board meeting

**11. Covenantal check-out**

1. What is the purpose of this timeslot in each Board meeting?
  - i. To allow people to be heard even if they think and interact at a different pace
  - ii. If you felt stepped on during this meeting, you can air it now
  - iii. If you want to lift up something great that happened in this meeting
  - iv. If you thought of something to contribute after the discussion moved on
2. Please do volunteer for the Campbell Ceremony of Remembrance and Reconciliation
  - i. Happening on Sept 22, 2018 here at UUCN
  - ii. President of the NAACP of Nashua will be speaking, among others

**12. Closing**

1. **MOTION** to adjourn  
**MOVED, SECONDED, MOTION CARRIED**

**APPENDIX A:** *Agenda*

**APPENDIX B:** *Minister's Report*

**APPENDIX C:** *CWG-WWS Bylaws*

**APPENDIX D:** *CWG-WWS Conflict of Interest Policy*

**APPENDIX E:** *New Policy L, Sponsorship of Seminary Students*

# AGENDA

Board of Trustees, Unitarian Universalist Church of Nashua  
September 11, 2018 at 6:30 pm

*The mission of the Unitarian Universalist Church of Nashua is to engage people in a search for truth and meaning within a supportive liberal religious community that encourages personal and spiritual growth, embraces diversity, and promotes social justice.*

**6:30** [15] Admin: Chalice Lighting (Jodie)  
Check-in

**6:45** [5] Admin: Consent Agenda

- June BoT Minutes
- Interim vote minutes

(comp time in parental leave policy and naming the chapel)

**6:50** [20] Monitoring: Minister's report (Allison)

**7:10** [15] Admin: Executive session 10-15 minutes

**7:25** [15] Visioning: Formation of Step 2 Long Range Planning (Carol)

- Suggestions for additional members of the congregation
- Are there specific areas of the church that should be represented?

**7:40** [10] Admin: Establish rotating schedule for next few months of the three subcommittees and areas of focus (Carol)

**7:50** [5] Break

**7:55** End of break

**8:00** [20] Policy: Congregational sponsorship of seminary student (Carol)

**8:20** [15] Monitoring: Personnel committee re-envisioned (Carol and Allison)

•Volunteers to join John to develop recommendations to the Board regarding the composition, responsibilities, and procedures of this group

**8:35** [20] Policy: Use of the Building Maintenance Fund (Carol)

- Thoughts and ideas
- Input from Property Team

**8:55** [15] Unity consulting (Allison)

- Capital Campaign
- Personnel Committee
- Structure of Board and subcommittees; responsibilities and reporting



**9:10** [10] Admin: New Business (Carol)

- Ideas for room naming policy to be discussed next month]

**9:20** [5] Admin: Covenantal check-out

**9:25** [5] Admin: Closing words (Allison)

Visioning: Brenna Woods, Carol Houde, Lindsey Sylvester

Monitoring: Lindsey Hedrick, Pam Jordan, Rick Spitz

Linkage: Steve Hedges, John Burkitt, Jodie Holway

Parking lot:

- Articles of Agreement Changes--required 501(c)3 revisions, approved but not submitted
- Removal of hyphen from official name of congregation
- Board job descriptions
- Knowledge management
- Examine oversight of committees of the congregation--Nashua Cemetery Assoc., et. al.

**Minister's Report to the Board of Trustees**  
**Rev. Allison Palm**  
**UU Church of Nashua, NH**  
**September 10, 2018**  
**Covering June-September 9, 2018**

Note on Limitations Interpretations: I will be working with a group led by Unity Consulting this year to talk through Limitations Interpretations. I would like to use that group's schedule to determine what new Limitations to interpret each month, with the goal that by the end of the year, I will have offered interpretations for all the Limitations in our policies. Does this plan work for the Board?

**1. WITHIN**

*The Unitarian-Universalist Church of Nashua is a spiritual home where members and friends experience personal transformation by: Participating in varied and meaningful common worship that nurtures, challenges, and inspires; Exploring religious values and discovering individual truths; Joining in fellowship with other members and friends.*

- Average Summer attendance: 56 (2017: 58)
- Attendance on Ingathering Sunday: 187 (2017: 179)
- We had a great kick-off to the church year yesterday with our Ingathering service, followed by ice cream and water fun.
- We have 9 Worship Associates again this year, including two youth. The WAs met twice in August – once to plan September and October service and once for a training.
- Sadie led a Teacher Training on September 8 for Faith Formation teachers and had good attendance. Classes begin on September 16. This year, our PreK-5th graders will be using the Soul Matters curriculum, which will coordinate with our monthly worship themes.
- Youth Group will begin on September 30 with a join meeting with parents and youth.
- Our Covenant Groups are getting organized. New this year will be a Covenant Group especially for newcomers.
- We had a joint picnic with the Milford and Manchester churches on August 18 in Milford. 50 or so people attended, and I saw a lot of our folks talking with people from the other churches.

**2. AMONG**

*The Unitarian-Universalist Church of Nashua is a welcoming religious community for all ages where we live our mission by: Creating a beloved community where we minister to one another; Supporting and respecting one another in our daily lives and our religious journeys; Generously giving of our time, talents, and money; Being good stewards of our church resources in pursuit of our mission.*

- The staff met for our annual summer retreat at the end of July. We chose two main focus areas for this year: revisiting our Covenant of Right Relationship, and rethinking how we do volunteers. You'll be hearing more about these as we start to dig in.
- Sherri and some volunteers have worked hard this summer to get us transferred over to our new church database, Breeze. We are still learning about all the things we can do with the software. We will be holding two sessions after church to help get members connected to the database, on Sept. 16 and Oct. 7.
- Over the next few months, the staff will be engaging the congregation in a conversation about Fellowship Hour – what is working, what is not working and what it might look like in the future. We will be sending out a note to the congregation this week, and inviting everyone to a conversation in October.
- The Pastoral Care Associates had their first meeting in August. There are 7 PCAs this year.

- We have closed the books for FY2018. Those numbers are attached. We ended the year with a \$19,000 surplus. We have already committed \$10,000 of that to this year's budget. I would like to discuss the remaining \$9000.
- Rites of passage: two Memorial Services and a burial

### **3. BEYOND**

*The Unitarian-Universalist Church of Nashua is a beacon of liberal religious thought and action, making a positive impact in our neighborhood and in the world by: Promoting our values and programs so that others will hear our voice and have the opportunity to join us; Welcoming people who are seeking a spiritual home and personal transformation; Partnering with other congregations and institutions in advocating for and promoting social justice; Actively participating in regional (Northern New England District) and national (Unitarian Universalist Association) Unitarian Universalist programs and activities.*

- The Campbell Team is hard at work preparing for our Day of Remembrance and Reconciliation coming up on September 22. We have several outside speakers who will be taking part in the service, including Carey McDonald, the Executive Vice President of the UUA. The Campbell Team and I spoke with a reporter from UU World about the project last week.
- We had a great turnout to march in the Nashua Pride Parade back in June. Jenn Morton organized our contingent and organized the creation of wonderful rainbow balloon towers to carry in the parade.
- I am working with a couple of folks to organize "Get Out the Vote" canvassing in the French Hill neighborhood, in collaboration with GSOP, and hopefully with Temple Beth Abraham.
- The Black Lives Matter Team had a retreat on August 26 to regroup and figure out plans for the coming year. We had a rich afternoon of learning and revisiting the group's purpose and will be continuing the planning conversation with a meeting at the end of the month.
- I participated in the following community, denominational and justice events this past 3 months:
  - attended Ministry Days and General Assembly in June
  - spoke at the Nashua "Families Belong Together" rally in June
  - attended a 3-day community organizing training led by Faith in Action (GSOP's parent organization)
  - helped with a Bike Blessing at the Gate City Bike Co-op's Fundraiser in August
  - attended 2 Immigrant Solidarity Vigils
  - participated in the Immigrant Solidarity Walk and in the closing vigil
  - attended the Nashua Area Interfaith Council September Meeting
  - attended an NAIC Exec Board meeting
  - attended 2 NH Council of Churches Board Meetings.
- We had 7 regular weekly outside groups use our building over the summer: Overeaters Anonymous, 4 Narcotics Anonymous Groups, Alcoholics Anonymous, and a Spiral Scouts troop.

### **4. CHILDREN'S WINTER GARDEN WITH WHITE WING SCHOOL**

- There are 76 kids enrolled for this year! That leaves only a couple of slots open.
- Last year ended with a \$23,000 surplus. The Board is planning to use some of this money for additional scholarships.
- School started with Orientation and visiting days last week. This is the first full week of classes.
- The front playground has gotten new mulch. This time, the mulch was installed properly. The school and the church split the costs of this.
- The Board approved bylaws and a Conflict of Interest Policy this month. I am attaching both documents.

## 5. Monitoring Report on Policy F: Financial Condition and Management

*Policy language is in italics.* Interpretations, Data, and Statements of Compliance are in regular font.

*With respect to the Church's actual, ongoing financial condition and activities, the Executive Director shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures and income from the annual budget approved by the Congregation or Board priorities established in the Ends Policies.*

Interpretation: This policy is interpreted to mean that:

1. The church should not be in danger of running out of money to cover expenses and financial planning goals.
2. The actual income received and money spent should be in line with the budget approved at the Annual Meeting each year in June. "Material deviation" is interpreted to mean that expenses do not exceed 105% of each budget line item approved by the congregation. The budget set each year should allocate expenses in a way that will use the financial resources of the church to further the Mission and Ends of the congregation.

Data: Our current checking account balance is \$159,789.06. This is enough for more than two months of regular operating expenses. The Income and Expense report attached indicates that none of our expenses are on track to exceed 105% of the budget this year.

Statement of Compliance: I report compliance

*Accordingly, the Executive Director shall not:*

1. *Shift, adjust or reassign any budget lines or categories to other purposes exceeding 2% of the total budget during the fiscal year without the agreement of the Board.*
2. *Shift, adjust or reassign any budget lines or categories to other purposes exceeding \$2000 for a single purpose without notifying the Board.*

Interpretation: If there is a need to shift more than \$2000 from any one budget line to another, the Executive Director will inform the Board that the shift has occurred. If there is a need to shift more than 2% of the total budget between categories, the Executive Director will get the approval of the Board before making the adjustment.

Data: There have not yet been any adjustments made to the budget this fiscal year.

Statement of Compliance: I report compliance.

3. *Operate without written policies guiding the prudent investment of Church operating reserve funds as described in Policy E-3 & 4 above.*

Interpretation: There should be a written policy about where Church operating reserve funds are held.

Data: Currently, we keep our operating reserves in our checking account. There is no written policy about those funds.

Statement of Compliance: I report non-compliance. This policy is on the list of financial policies to be developed.

4. *Operate without adequate accounting controls and procedures that are maintained and documented;*

Interpretation: There should be written policies for all of our accounting procedures that follow standard accounting practices and ensure that there are adequate checks built into our procedures.

Data: We have very few written accounting policies and procedures.

Statement of Compliance: I report non-compliance. We are looking forward to guidance from our external financial review as to which procedures we should have written down. Once we have that guidance, we will come up with a plan to create those policies in a timely manner.

5. *Allow annual operating expenses to exceed 105% of the budget without the agreement of the Board;*

Interpretation: Total annual operating expenses should not be more than 105% of the total operating expenses budgeted unless the Board of Trustees agrees to the additional expenditure.

Data: The Income and Expense report attached indicates that none of our expenses are on track to exceed 105% of the budget this year.

Statement of Compliance: I report compliance

6. *Have signature authority for checks greater than \$4,999.99 and at no time shall they sign checks to themselves, relatives closer than first cousins, or parties with a conflict of interest.*

7. *Delegate signature authority to anyone other than a permanently hired Church Administrator who shall not have signature authority for checks greater than \$1,999.99 and at no time shall they sign checks to themselves, relatives closer than first cousins, or parties with a conflict of interest;*

Interpretation: The Executive should not sign any checks for greater than \$4,999.99. The Executive may delegate signature authority to the Church Administrator as long as they are in a permanent position and do not sign checks greater than \$1,999.99. Neither the Executive or the Church Administrator should sign checks of any amount that are written out to themselves, a member of their immediate family or someone with whom they have an identifies conflict of interest.

Data: All checks \$5,000 and over are signed by the president or treasurer. All checks between \$2000 and \$4999.99 are signed by me. In this fiscal year, Sherri and I have not signed any checks to ourselves, family members, or people with whom we have a conflict of interest.

Statement of Compliance: I report compliance.

8. *Assume any long-term indebtedness without Board approval;*

Interpretation: The church should not take on any loans or other debts that last longer than six months unless the debt is approved by the Board.

Data: We have no current debts that qualify as “long-term.”

Statement of Compliance: I report compliance

9. *Undertake transactions exceeding \$10,000 without seeking multiple bids or cost comparisons;*

Interpretation: Any team or staff member of the church who is making a purchase or entering into a contract on behalf of the church that exceeds \$10,000 should obtain at least 2 bids or compare prices from at least 2 suppliers before making the purchase or entering in to the contract.

Data: Since July 1, 2018, the church has entered into one contract for painting that exceeded \$10,000. The required 2 bids were obtained before entering into that contract.

Statement of Compliance: I report compliance

10. *Enter into any purchase or service contract exceeding \$25,000 without prior Board approval;*

Interpretation: Any purchase or service contract that exceeds \$25,000 must be approved by the Board of Trustees.

Data: Since July 1, 2018, the church has not entered into any contracts or made any purchases that exceed \$25,000.

Statement of Compliance: I report compliance

*11. Acquire, encumber, or dispose of real property without prior Board approval;*

Interpretation: Any purchase or sale of land or buildings must be approved by the Board of Trustees.

Data: Since July 1, 2018, the church has not purchased or sold any land or buildings.

Statement of Compliance: I report compliance

*12. Spend or borrow Endowment funds without prior Board approval; or*

*13. Plan for annual Endowment outlays of more than the “prudent withdrawal amount” percentage, as determined by the Board, of the Endowment fund balance.*

Interpretation: The Board must approve the withdrawal of any Endowment funds. The annual budget approved by the Board and voted on by the congregation serves as blanket Board approval to withdraw any Endowment funds indicated in that budget. The proposed budget each year should not include income from the Endowment funds that exceeds the prudent withdrawal amount recommended by the Invested Funds Committee, unless approved by the Board.

Data: The Endowment withdrawal included in the FY19 budget is the amount recommended by the Invested Funds Committee. The FY19 budget was approved by the Board in May 2018 and voted on by the congregation in June 2018. We have not withdrawn any funds in excess of what was budgeted.

Statement of Compliance: I report compliance

### **Income and Expense Report as of 9-10-2018**

See attached “September 2018 Financials” for full report. We are 19.73% of the way through this year. Income is behind at 10.62% (typical for this time of the year). Expenses are close to at pace at 17.00%. As of now, we have a \$36,000 deficit (also typical for this time of year).

### **6. Schedule**

- a. I will be at the NNED Ministers Retreat from Oct 1-4. I will be available via phone and email during this time.
- b. I will be away Sunday, October 7 and Sunday, November 4.

**BYLAWS**  
**OF**  
**CHILDREN’S WINTER GARDEN WITH WHITE WING SCHOOL**

**Adopted: August 29, 2018**

**ARTICLE I**  
**NAME**

The name of this organization is Children’s Winter Garden with White Wing School (hereinafter the “School”). The School is a program of the Unitarian Universalist Church of Nashua, New Hampshire (the “Church”).

**ARTICLE II**  
**OFFICES**

The principal office of the School in the State of New Hampshire is located at 58 Lowell Street, Nashua, New Hampshire 03064.

**ARTICLE III**  
**PURPOSE**

The purpose of the School is to function as a non-profit educational organization, providing a developmental program for pre-school children from ages two (2) years old to five (5) years old. Although the School is a non-denominational organization, its programs and operations will be consistent with the principles and traditions of the Church.

**ARTICLE IV**  
**NON-DISCRIMINATION**

The School will not discriminate on the basis of age, sex, race, religion, disability, ethnicity, or national origin as to the teachers, staff, or students. Student enrollment is subject to the application and admission requirements and policies set forth in the Parent Handbook.

**ARTICLE V**  
**BOARD OF DIRECTORS**

1. Number. The Board of Directors shall consist of not fewer than nine (9) nor more than eleven (11) members, including the non-voting members described in Section 3 below.

2. Term. Subject to the terms of Section 11 below, each member of the Board of Directors shall serve a term of two (2) years, with the possibility for a one (1) year extension.

3. Non-Voting/Ex Officio Members. The Director of the School (the “School Director”) and the Minister/Executive Director of the Church shall each serve on the Board of Directors as non-voting, *ex officio* members.

4. Composition of the Board. At least forty percent (40%) of the voting members of the Board of Directors must also be current members of the Church. At least forty percent (40%) percent of the voting members of the Board of Directors must be parents of current or former students at the School. The remaining voting member(s) of the Board of Directors may be either current members of the Church or parents of current or former students at the School.

5. Meetings. The Board of Directors shall meet once each month during the school year (September through June). During July and August, the Board may elect to meet as necessary. All Directors will be given advance notice of all meetings, provided that Directors may waive notice of any meeting. Special meetings may be held as the Board deems necessary.

6. Quorum. At all meetings of the Board a majority of the Directors (not including the non-voting members) shall constitute a quorum for the transaction of business and voting purposes. If a quorum is not present at any meeting of the Board, the Directors present may adjourn the meeting, without notice other than announcement, until a quorum shall be present or available.

7. Action Taken Without a Meeting. Any action required by the Board at a meeting may be taken without a meeting if action is taken by unanimous consent of all of Directors, evidenced by written consent signed by each member (which written consent may be accomplished by an email message from a Director to all other Board members confirming such Director’s approval).

8. Removal of Board Member. Any member of the Board (except the Director of the School and the Minister/Executive Director of the Church) may be removed with or without cause at a meeting of the Board duly called for such purpose by a two-thirds (2/3) majority vote of the disinterested members of the Board; provided, that the member of the Board to be removed at such meeting is given an opportunity to speak prior to such vote.

9. Resignation of Board Member. Any member of the Board may resign at any time by giving written notice to the Chair/Co-Chairs or the Secretary. Any such notice shall take effect as of the date of the receipt of such notice or at any later time specified therein.

10. Responsibilities. The responsibilities of the Board include, but are not limited to, the following:

- a. Setting school policy in accordance with:



- i. The mission and philosophy of the School
  - ii. The laws of New Hampshire; and
  - iii. The accreditation standards of National Association for the Education of Young Children
- b. Ensuring the School conducts itself in a way not inconsistent with:
  - i. Church principles and traditions; and
  - ii. Church policies and procedures
- c. Assisting, supporting, and supervising the School Director
- d. Assuming the duties of the School Director in the event she or he is unable to do so
- e. Working with the School Director to maintain a forward-looking perspective on educational, professional, and demographic trends affecting the School
- f. Monitoring School performance in the hope of maintaining the highest possible standards
- g. Performing an annual evaluation of the School Director and providing input regarding the annual evaluation of the teachers
- h. Creating and maintaining an annual budget, which includes setting tuition and teacher and staff salaries
- i. Maintaining a personal and supportive relationship with the School Director and teachers to ensure a quality working environment
- j. Submitting an annual report or the Annual Meeting of the Church
- k. Budgeting for an annual financial contribution to the Church in lieu of rent to offset the expenses incurred by the Church for the care, maintenance, and support of the School.

11. Chairperson(s).

A. There shall be at least one (1) and not more than two (2) Chairperson(s) of the Board of Directors (the “Chair” or “Co-Chairs”), who shall be elected by the Board of Directors. If there are two (2) Co-Chairs, then one of them shall be a current member of the Church and one of them shall be a parent of a current or former student at the School. Notwithstanding the provisions of Article V, Section 2 above, each Chair may elect to serve a two (2) year term beginning upon his or her election to such position by the Board of Directors, unless otherwise

determined by the Board. Whenever possible, if there are Co-Chairs, they shall serve on staggered terms, so as to provide continuity to the leadership of the Board of Directors.

B. The Chair (or Co-Chairs) shall preside over meetings of the Board of Directors and shall be responsible for the agenda and general conduct of such meetings. The Chair (or Co-Chairs), with advance notice to and in coordination with the Director of the School, may represent the School at local, civic, and community activities.

12. Officers. In addition to the Chair or Co-Chairs, the Board shall have a Secretary and a Treasurer, each of whom shall be appointed by the Board.

A. Secretary. The Secretary shall be elected by the Board and shall keep the minutes and records of the Board, and in general, perform all duties incidental to the office of Secretary and such other duties as may be assigned by the Chair (or Co-Chairs) or the Board.

B. Treasurer. The Treasurer shall be elected by the Board and shall assist the Board in monitoring the financial performance of School's operations. The Treasurer shall advise the Board on the financial trends and health of the School's operations. The Treasurer shall assist the Board in reviewing an annual budget prepared by the Director of the School.

13. Removal of Chair (or Co-Chairs) or Officers. Any Chair (or Co-Chair) or officer may be removed with or without cause, from such office by a two-thirds (2/3) vote of the majority of the disinterested members of the Board at a meeting of the Board called for such purpose; provided, that the person to be removed at such meeting is given an opportunity to speak prior to such vote.

14. Resignation of Chair (or Co-Chairs) or Officers. Any Chair (or Co-Chair) or officer may resign at any time by giving written notice to the Board or to the Chair (or Co-Chairs). Any such notice shall take effect as of the date of the receipt of such notice or at any later time specified herein. The acceptance of such resignation shall not be condition precedent necessary to its effectiveness.

15. Vacancies. In the event of resignation, retirement, disqualification, death, disability or removal from office, for any reason whatsoever, of any Chair (or Co-Chair) or officer of the Board, the vacancy so created shall be filled by the Board.

## **ARTICLE VI FISCAL YEAR**

The fiscal year of the School shall end on the last day of June in each year, unless otherwise determined by the Board.

**ARTICLE VII  
AMENDMENTS**

The Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority vote of the Directors present at any meeting of the Board of Directors. However, in no event may any amendments be made which would affect the Church's qualification as a tax-exempt organization pursuant to Section 501(c)(3) of the Code or corresponding section of any future federal tax code.

**ARTICLE VIII  
LIMITATION OF LIABILITY**

Unless otherwise expressly authorized by the Board, the directors and officers shall serve without compensation and, pursuant to RSA Ch. 508:16 (or any corresponding section of New Hampshire law applicable to the School), shall not be liable for bodily injury, personal injury and property damage if the claim for such damages arises from an act committed in good faith and without willful or wanton negligence in the course of an activity carried on to accomplish the purposes of the School.

The Directors and officers of the School shall not be liable to the School for monetary damages for breach of their fiduciary duties to the full extent permitted by N.H. RSA Ch. 292.

**ARTICLE IX  
INDEMNIFICATION**

The School shall indemnify and hold its Directors and officers harmless, or former Directors or former officers, from and against all suits, claims, injuries, or damages asserted against them to the fullest extent of the law, so long as the Director or officer to be indemnified has not acted in bad faith or engaged in intentional misconduct, knowing violation of the law, or derived an improper personal benefit.

**ARTICLE X  
CONFLICTS OF INTEREST**

Every new member of the Board will be advised of the School's conflict of interest policy upon entering the duties of his or her office, and shall sign a statement acknowledging, understanding of, and agreement to such policy. The Board will comply with all requirements of New Hampshire law with respect to conflicts of interest.

## **Children's Winter Garden with White Wing School**

### **Conflict of Interest Policy**

- A. Each Director, prior to taking his or her position on the Board, and all present Directors shall submit in writing to the Chair/Co-Chairs of the Board a list of all businesses or other organizations of which he/she is an officer, director, trustee, member, owner (either as a sole proprietor or partner), shareholder, employee or agent, with which the School has, or might reasonably in the future enter into, a relationship or a transaction in which the Director would have conflicting interests. The Chair/Co-Chairs shall become familiar with the statements of all Directors in order to guide his or her conduct should a conflict arise.
  
- B. At such time as any matter comes before the Board in such a way as to give rise to a conflict of interest, the affected Director shall make known the potential conflict, whether disclosed by his/her written statement or not. At such meeting of the Board, the affected Director shall answer any questions that might be asked him/her, and then shall withdraw from the meeting for so long as the matter shall continue under discussion. Should the matter be brought to a vote, neither the affected Director nor any other Director with a pecuniary benefit transaction with the School shall vote on it.
  
- C. The Board will comply with the requirements of New Hampshire law where conflicts of interest are involved, including, but not limited to, the requirements that (i) at least two-thirds of the disinterested Directors vote to approve a matter involving a potential conflict where the financial benefit to the affected Director would be between \$500 and \$5,000 in a fiscal year, and (ii) that at least two-thirds of the disinterested Directors vote to approve a matter and the School makes the required publication in the required newspaper where the financial benefit to the affected Director would exceed \$5,000 in a fiscal year. The New Hampshire statutory requirements are incorporated into and made a part of this Conflict of Interest policy.

By signing below, I hereby acknowledge, understand and agree to the terms of this Conflict of Interest Policy.

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Signature

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Date

**POLICY:**

*Sponsorship of Seminary Students*

**Type:** Board Policy

**Status:** Final

**Purpose:** Formalize a process for the Board to decide whether to sponsor a person who requests it in their work towards ministry.

**Proposed Location:** UUCN Governing Policies – II. Governing Process – Policy L (*new*)

**Version:** 1.0 and Approved

**Creation Date:** September 11, 2018

**Last Revision Date:** N/A

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**Title:** Sponsorship of Seminary Students

The Board of Trustees, recognizing the value of supporting individuals who aspire to ministry within the Unitarian Universalist Association, may vote to provide sponsorship of such individuals in accordance with the guidelines established by the UUA, based on the recommendation of the Minister. Such a vote of the Board should reflect confidence in the student's potential and suitability for ministry within our denomination. In the event of a disagreement between the Board and the Minister with respect to the appropriateness of the sponsorship, the Board's vote shall prevail.