

UUCGT Special Congregational Meeting
12.6.2015

The meeting was called to order by President Becky Somsel at approximately 12:15pm. She appointed Susan Sherman, the office administrator to take minutes.

Introduction by Becky Somsel. This included the ground rules for speaking (5 pro, 5 con will each speak 2 minutes) as well as an overview of what has led the Board to this point. (See attachment 1.)

The Board has come to a point that they are no longer able to govern and fulfill their fiduciary responsibilities to the congregation. Thus, the passing of the motion before you is important for moving forward.

Kay Sturgeon announced we had a quorum of 30% of our membership (213 members), and we could proceed.

Trustee Mike McDonald read the motion.

“Effective at the conclusion of this Congregational Meeting, the current UUCGT Board of Trustees, with its six remaining members, shall be dissolved and an Interim Board shall be established specifically to support daily management functions and to prepare for the annual meeting in the spring of 2016. The Interim Board’s responsibilities will end on June 30, 2016 when a newly elected Board of Trustees will begin its duties. The Interim Board shall be comprised of five members, all of whom are experienced Board members in the past: Mary Grover, John Hoffmann, Phyllis Jessup, Karl Love, and Price Watts.” December 6, 2015

A motion to open discussion was made by Don Fraser and seconded by Jim Cook.

1st speaker opposed to the motion: Phil Rosi, member since 1995. Appreciation for honorable Board members. Board has opted to disregard bylaws and Phil tore up his copy of the by-laws. Concern with November meeting minutes not on the website. Does not want to vote without knowing why. Who are the members of the majority? Who are the members of the minority? Time was called and both Jerry Beasley, serving as parliamentarian, and Becky Somsel called Phil out of order.

2nd speaker in favor of the motion: Joe Cook. He is convinced that all members want peace in the congregation, our spiritual home and on the Board. It is right and responsible to manage conflict. The Board has been destroyed and they should be released and thanked. The spirit of the bylaws has been followed. Encouraged a YES vote.

3rd speaker opposed to the motion: Tom Darnton, lifetime UU and 1 year at UUCGT. The LDC was not able to present their solution. They felt out of the loop. Board acted in secrecy. Time called and Tom was called out of order.

4th speaker in favor of the motion: Judith Halsted, UU 48 years and UUCGT 41 years. Complex situation within a congregation that is made up of bright and compassionate people. She has

held multiple conversations with “blues” and “greens” (instead of sides)...all care but have different angles. Adopting the motion is the more useful/helpful choice. She asked for trust and compassion and the action will allow a fresh sense of purpose for the congregation. Voting in favor of the motion.

5th speaker opposed to the motion: Jim Horrocks came forward without being recognized by the president. He had nothing formal prepared. The Board has vilified a group for talking to Nancy Flanagan to get “her side of the story. Nancy did not want to have to quit her job.” This group seeks the truth and would like the Board to listen to all sides. We need to listen to the group on each side (of the sanctuary) and the group in the middle (of the sanctuary.) Then we tell one group to “shut up.” Are we going to be the church of “shut up?”

6th speaker in favor of motion: Paul Ward. Member of the search committee and as such, the committee was told that the congregation wants to grow and have a spiritual leader who will do great things. We found this in Rabbi Chava. We have an excellent staff, DLE, Business Administrator & Office Administrator and we need to support them. We are the only liberal voice in the area and it is important we continue to be a strong presence in the community sharing peace and love. We need the Board to be unified because the congregation, the community, and the world need this. Please vote YES.

7th speaker opposed to the motion: Mary VanValin. Mary greeted all as “friends” and is grateful to the Board that has served. However, she respectfully disagrees, wishing she had 10 minutes like Becky. They are asking for transparency in governance. They do not believe that asking for a vote without open and broad input from the congregation is a good idea. The two Board members who want to stay should and the other five may resign. Bylaws are the foundation on which we stand and what we have done is against our values. Time called and Mary was called out of order several times as she continued to speak.

8th speaker in favor of motion: Ann Swaney, Leadership Development Committee chair. They sent a letter to the president hoping to read it today. The LDC is in accord with a yes vote but they have suggestions to adopt governance policies and guidance. The motion limits the scope of the interim Board and they need to act as visionaries and active in the move forward. They suggested a slate of 7 new Board members in January. Time was called and she was unable to finish her full letter.

Becky Somsel indicated that in terms of the letter emailed to her on Saturday, 12/5/2015 of Tom Darnton and Ann Swaney’s comments, that what they were suggesting would require an amendment to the motion which cannot be done at the last minute, and that perhaps they would like to take their suggestions before the new interim Board for their review.

9th speaker opposed to the motion: Gretchen Kronk. The Board is supposed to be seven members, not five. The minister is to report to the Board. The Board is to report to the congregation. She indicated that the Board is to be transparent and ethical in their business and they have not been. Our governance encourages diversity and differences in viewpoints. A variety of articles from page 3-7 of the handbook were quoted. Time called and Gretchen was called out of order.

10th speaker in favor of the motion: Nick Erber, current Board member. There are times in your personal, professional life that you have to walk away from a dysfunctional situation. Regardless of the vote, he will resign if the motion is not passed.

Barb Simaris requested permission to speak. Her request was called out of order.

Becky Somsel asked if, after hearing from 10 speakers, the congregation was prepared to vote. By a show of hands and followed by a specific count of hands, there were enough in favor of moving to the vote. By a vote of hands, counted by 1 random person in each of the 3 sections of the sanctuary, the vote was 91 (prepared to vote) and 19 (not prepared to vote.)

Barb Simaris, a non-member, asked if she could speak as a way to come together. In reality, her comments were in opposition to the motion. The vote is not in keeping with the bylaws (article 11) or Roberts Rules. She does not want to expel two members of the Board who do not want to be off the Board. "Becky even says the bylaws are being bypassed." We need to keep Gail and Shelley on with the interim members.

The question was called by a member to which Jerry Beasley addressed the congregation to say that to stop the debate, one must "move the previous question." Linda Fletcher moved the previous question. It was seconded by Karen Mars. The motion passed.

Votes were cast and picked up in 2 boxes by Kay Sturgeon and Richard Miller who also did the counting. The final count was 105 Yes and 39 No. The count included all absentee ballots as well.

There was a motion to adjourn the meeting and seconded. The meeting was adjourned at approximately 1:22pm.

Attachment 1/ Overview by Becky Somsel

Thank you all for attending this very important meeting. I'd like to give you a quick review as to how our meeting will proceed. First, I will give an overview as to how the majority of the Board has come to this point. Then, the Motion that was approved by the Board on 11/24/15 will be read by Mike McDonald. Following the reading, we will allow for 5 members who are in favor of the motion to speak alternately with 5 members who may oppose the motion. Each person will speak for no more than 2 minutes. I ask that you figure out among you who should speak for your position. Once the discussion is finished, we will take the Vote. Kay Sturgeon and Richard Miller will count the votes and we will announce the result of the vote prior to our adjournment. Because we have had people vote Absentee, we are unable to allow for any changes to the agenda.

Let me first share the background that has led us to this course of action. Most of us have experienced or heard about the strain upon our community in the past few months. This began in August when a group of congregants believed the Board acted in some way covertly by accepting Nancy Flanagan's resignation. Personnel and Board policies were called into question and opinions were shared that were flagrantly in violation of our Congregational Covenant and Safe Congregation policies. Since that time, a group has campaigned to undermine the current leadership of our congregation. Furthermore, the Board has experienced within our own membership a blatant disregard for appropriate procedures and operations as well as direct questioning of the intentions of our spiritual leader. Matters of confidentiality with respect to personnel were also challenged by Board members. These incidences have precipitated a breakdown of the trust in, and integrity of, the Board and forced an end to dialogue within the Board. And finally, due to insinuations against his personal integrity, our past president, Marco Cabrera, tendered his resignation from the Board and all of his volunteer positions at UUCGT on 11/4/2015. Marco has given our congregation an inordinate amount of his time and talent and I hope you will reach out to him to thank him.

Our Board has reached an impasse in our ability to govern and therefore we are unable to uphold our fiduciary responsibilities to you, the congregation. Four more of us wish to resign, but feel that "resignation and appointment" is not the best option (Article VI, D). Because our Board meetings are open to the members of the congregation, many of you have witnessed the stress and tension that exists between Board members. Having witnessed the most recent Board meetings, a group of concerned congregants met to discuss the dysfunction of the Board and to brainstorm options for moving forward. Through this process, the idea of dissolving the current Board and appointing an interim Board was conceived. The process of how to approach this was then suggested by a thoughtful and knowledgeable member. To get a workable interim Board, we need an odd number. We need a small group, but 3 seemed too small because there is more work than 3 people can handle comfortably. Thus, the number 5 became the ideal and we hoped we could find 5 people to serve for this interim period. Last but not least, the entire congregation would be asked to vote on the matter.

When our policy committee members create policy, they base it on what is expected to be the norm for running the business of the church. What has happened at this point in time is far from normal. Our by-laws indicate a procedure for a Board member to resign or for the

congregation to remove a Board member. However, there is no by-law or policy that would have anticipated the situation in which we find ourselves. Therefore, this made sense: to dissolve the existing, dysfunctional Board and appoint an interim Board to carry out the fiduciary responsibilities, serving at the pleasure of the congregation, until spring when the regular election cycle will occur. Thus, in keeping our UU principle of democratic process within our congregation, an action of this magnitude should be decided by the membership.

So...what led to the necessity for an Interim Board and the idea that it needs to happen now? Three things in this situation are important:

1. It is essential that we all, as a congregation, act expediently, as already we have been living with 2+ months of dysfunction.
2. Together we need to keep the congregation's business running.
3. We need people to serve who already have served in this capacity and are experienced without having a learning curve. All of the candidates have served a minimum of once and most have served many times and have been vetted many times by various Leadership Development Committees.

I hope you can appreciate that for a person to consider stepping into the role as Interim Board Trustee takes a great deal of courage and an immense love for this congregation. Mary Grover, John Hoffmann, Phyllis Jessup, Karl Love, and Price Watts all said, "YES."

So please consider what our options are at this point:

1. Vote YES and the interim group of 5 people, who have a great deal of leadership experience at UUCGT, will maintain the business of the church and carry out their fiduciary responsibilities to the congregation. Additionally, and perhaps more importantly, this provides a solid foundation for our Spiritual Leader, our Lifespan Education Director, as well as our Office and Business Administrators. It also allows our Stewardship campaign to be approved and move forward without delay.

The alternative is:

2. Vote NO and continue with a Board of Trustees who are unable to provide the congregation with the structure needed to run the business of our congregation. This also will limit, significantly, our ability to support our spiritual leader and staff as well as being unable to approve and support our annual Stewardship drive.

In closing, I want you to know that the majority of the current Board members never wanted this to happen. No longer will the Board's integrity be questioned. However, until you vote this into action, your Board is at a standstill and all other upcoming steps for conflict resolution and outside facilitation will be thwarted. This is, in fact, the critical first step in renewing the health of our congregation. The majority of the current UUCGT Board as a group, and I, individually, strongly encourage you to vote YES!