

CHANNING MEMORIAL CHURCH  
**Joint Meeting of  
Governing Board and Bylaws Review Team**  
February 5, 2011  
**REPORT OF FOURTH BYLAWS MEETING**

Held in the Parish Hall, 9:10 am – 12:45 pm

Board Members present: Jim Freess (President), *Susan VanDerhoof (Vice President)*, Russ Milham (Treasurer), Al Benson (Secretary), Sally Hanchett (Program Comm. Chair), and Kathy Takata (R.E. Chair), Chris Laudon (Property Co-Chair), *David Pedrick (Property Co-Chair)*, *Robert Thorson (Trustee/At-Large)*

Bylaws review Team (BRT) members who are also on the Board on are in *italicized* font above.

Additional Bylaws Review Team members present: John Burnham, Betsy Leerssen,

BRT Regrets received: Chris Ariel, Sarah Mermin

Guest: Beth Milham (Green Congregation Chair)

David Pedrick led the meeting as chairman of the Bylaws Review Team. This report is by the chairman, assisted by notes taken by Al Benson and John Burnham.

The purpose of this meeting was to engage active discussion from Board members, especially, about the proposed organizational structure of the Board and Committees, together with associated Bylaws. The first draft of new Bylaws and a revised organizational chart had been distributed to the members of the Board and the BRT on Thursday night. The goal of this meeting was to establish a consensus about the proposed governance model and Bylaws, with any such changes that would be raised and agreed in the meeting.

He noted that the proposed organizational chart of governance model and associated background information were introduced to the Board at the January meeting by John Burnham. Now, with some time to have absorbed the information, the Board members, especially, were encouraged to engage in active discussion about the proposals. Topics of particular interest to Board members were identified at the start of the meeting.

**Background of this 2010-2011 revision of Governance and Bylaws:**

Channing's current Bylaws and practice of the Governing Board include a substantial share of committee chairpersons, and much of the Board's business tends to be spent on details of operational matters. This distracts the Board's attention from analytical thinking and strategic planning. Furthermore, the Church's Trustees are obligated by a Duty of Care to be well informed about matters on which they vote. Committee chairs might not extend their vision sufficiently beyond their own committee in some matters on which they currently vote.

Channing operates through substantial volunteer work in a broad range of areas. This shared, lay-led operation typically fits the description of a Program Church, even though the type tends to be characteristic of somewhat larger congregations. According to Dan Hotchkiss, a past

interim minister of Channing and a recognized expert in church governance, the governance of a Program Church should separate the detailed management of Programs from the broader, visionary aspect of oversight that makes the highest and best use of a Board of Trustees. David presented a diagram from Hotchkiss's 2009 book on "Governance and Ministry" that illustrates this principle.

Trustees are, in fact, the set of Church Members in whom the effectiveness of the Church's overall conduct, planning, operations and assets are entrusted. This is a fiduciary trust relationship in which the members of the Board have a legal and practical responsibility to the Members of the Church. The purpose of the current revision of governance and Bylaws is to prioritize the Trustees' broad oversight of the Church's affairs. To allow this, the management and execution of specific activities of the Church are directed and delegated to committees and other volunteers, as well as the employed staff.

Much of this delegation is to a set of Standing Committees which, broadly, conduct the work to ensure that the Church's religious programs are delivered, there's money to pay the bills, and space for the Church's activities is maintained.

Consistent with the emphasis on the Board as a body of Trustees, with other roles of governance distributed among Standing Committees in particular, it is proposed to replace the current name of "Governing Board" with "Board of Trustees."

The primary goals of Board focus, as has been expressed previously by John Burnham, are recommended to be as follows:

- Take in information, such as reports and verbal updates;
- Plan and think strategically, and engage in critical thinking;
- Take executive action and make policy decisions.

This requires a shift from our present practices of committee operation. While the Board must maintain general oversight of the main, working committees, it must avoid the details of their individual management. Rather, it should prioritize visionary thinking and policy making.

#### **Proposed, Revised Governance Model:**

Board of Trustees: Toward this end, the proposed composition of the Board of Trustees has been reduced in total size, but expanded in members charged to attend to the broad interests of the Church. (Refer to the attached Committee Organizational Chart.)

There are 9 Trustees – 5 Officers and 4 Members at Large. Officers include the usual President, Vice-President, Secretary and Treasurer, plus a newly created position of Program Coordinator. The Program Coordinator facilitates communication and coordination among most of the Church's committees through the newly formed Program Council (more about that later). Given the broad knowledge of the Church's affairs that is required for this position and its importance in the new governance structure, the Program Coordinator is viewed as an equivalent to a Vice

President. There was a proposal to name two positions as Vice President, although there was no conclusion about the respective names. The name of Program Coordinator was retained.

The Members at Large are charged to represent and be attentive to the general interests of the Church and Congregants. They are also to serve as the direct contact between Standing Committees and the Board.

Ex-officio, non-voting Board participants: The past president is expected to serve on the Board as a non-voting participant, providing institutional knowledge, experience and wisdom. The Minister serves similarly, as the Church's religious leader and most knowledgeable manager of regular activities and personnel.

Standing Committees: Under the new governance structure, the Board of Trustees delegates much of the conduct of the Church's business to committees in the core areas noted above to ensure that:

- The Church's religious programs are delivered;
- Money raising and expenditures are managed effectively; and
- The Church's physical space is used and maintained suitably.

The names of the Standing Committees, together with their principal duties, are stated within the Bylaws. Worship and Religious Education are fundamental to the Church, (including reference in the Articles of Incorporation). The principal beneficiaries of the Church are its Members, whose needs and healthy growth must be maintained. The Finance and Property Committees take care of the essential nuts, bolts and dollars to run and house the Church and its programs. Social Action has become an active manifestation of the Church's religious teachings and outreach.

These committees operate with the Board's direction and authority, and are required to report to the Board in advance of each of its regular meetings so that Trustees can stay apprised of how the Church's mission and strategies are being fulfilled.

Program Committees: Additional committees of the Church attend to ministries and activities of the Church that generally don't require regular, direct contact with the Board. Some are quite self-sufficient and well-established, and some have been created in a more formally permanent way through Church vote, such as Green Congregation and Welcoming Congregation. These Program Committees aren't subject to regular direction from the Board and do not have to report regularly to the Board. Their formation and possible dissolution can come from Church Members or from the Board.

Program Council: The concept of the Program Council is to serve as a forum to encourage communication, collaboration and creativity among the Church's committees. It facilitates learning about each other's interests and activities, being aware of areas of potential collaboration or conflict, hearing what relevant information might be coming from the Board,

and having a path for communicating regular information to the Board. Any committee that wishes to present specific news or requests to the Board on an individual basis is also free to do so. The Standing Committees will participate in the Program Council, in addition to conducting their main business directly with the Board. The Program Council is chaired by the Program Coordinator, as the direct link between the Program Council and the Board. Committee representatives to the program Council can be someone other than the committee chairperson.

Autonomous Committees: A few committees have been set up with deliberate autonomy from the Board. These are the Endowment Committee, Committee on Ministry and Nominating Committee. They provide information to the Board, but are not directed by the Board.

Administration: There are several areas in which individuals or small committees carry out Church business. Current ones are listed on the Organizational Chart. Some are primarily by Church volunteers; others are primarily by employed staff. The Board has a generally arm's-length and varied role in the conduct of these entities.

Maintenance of Committees: The Board is to maintain records of authorized committees, including a statement of purpose for each and the name and contact information for the chairperson(s) of each committee.

Specific questions and revisions at this meeting: Several specific committees were revised on the Organizational Chart. Stewardship was moved from Autonomous to Program; Pledge Secretary was moved from Autonomous to Administration; Capital Campaign Secretary was added to Administration.

David clarified that the Autonomous Committees provide information to the Board, but do not take direction from the Board. The Standing Committees have primary contact with the Board and a secondary association with the Program Council. These relationships will be noted in a revised Organizational Chart.

David noted that the previous version of the chart (version 4, provided for the January Board meeting) showed the proposed lines of communication between each committee and the Board or a Standing Committee. This level of detail falls under Board policy and procedures, and not Bylaws, so it has been removed from the Bylaws version of the chart. (Note that the Board has done a poor job of maintaining and publicizing policies and procedures, which is a separate matter of governance that must be improved.)

He also commented that the specifics of how each committee functions should be detailed in a Policies and Procedures Handbook and not in the Bylaws. The Board will be required to maintain a list of all authorized committees that will include a brief statement of purpose and current chairperson(s) of each committee.

Beth Milham emphasized that the Green Congregation and Welcoming Congregation/ Interweave Committees were established as formal, permanent programs by a vote of the Church Membership. She advocated Standing Committee status. David stated that the permanent nature of such committees would be addressed through Board resolutions and recorded in the list of committees that the Board must maintain.

Chris Laudon suggested that the effectiveness of the Board might be improved by staggering the terms of the At Large positions with the Standing Committee chairs. The proposed terms stagger the terms of the Officers and two of the Members at Large with the terms of the committee chair elections. The other two At Large positions would coincide with the committee chair elections.

Endorsement by this meeting: This organizational structure of governance was endorsed by a strong consensus of this meeting. The blocks of the organizational chart were taken one at a time for a straw vote. All blocks of the chart were endorsed unanimously except for one abstention about the Standing Committees. A final vote of recommendation by the full Board will be taken at the February meeting.

### **Board Policies:**

Church policies established by the Board must be better organized or maintained than has been done so far. As a task to follow the proposed new Bylaws, a manual of Board Policies and Procedures should be assembled from existing records, including searching for them in Board minutes. John Burnham began looking for these in his review of meeting minutes in December. Jim and David reinforced the importance of this task. In addition to a readily accessible hard-copy version of Board Policies and Procedures, it was suggested to also post it on the web site.

(Break in the meeting at about 11:00)

### **Discussion of Proposed New Bylaws:**

Each Article of the proposed Bylaws was reviewed in the second session of the meeting. Comments follow, by Article. The attached revision of the Draft Bylaws incorporates results of these comments.

I. Name and Registered Office: No particular comment.

II. Purpose: David said not to get stuck on specific language at this meeting, but the existing purpose statement is archaic and is in need of a significant update. Jim and David asked for suggestions to consider for the definition of the Church's "purpose." Chris suggested we use the purpose developed in the Year of Review. David has drafted proposed language suggested by John Burnham and the UUA's Guide to Congregation Bylaws. Other suggestions are to be encouraged between this meeting and the February Board meeting.

The non-discrimination clause in the existing Bylaws is covered by State law and Principles of the Church and the UUA. It has been removed from the Bylaws and can be included within the Church's policies if deemed necessary.

III. Definitions: This is a new article, for strict clarity about what "Church," "Member" and "Congregation" mean in the context of the Bylaws. Thor suggested adding a definition of "Trustee." Also, the definition of even and odd years is to be clarified.

IV. Membership: This Article is taken directly from the existing Bylaws. "Every-member Canvass" is to be changed to "Annual Fund Drive." Russ pointed out that under the Bylaws a person can become a Church Member at age 14, but can not become a voting Church Member or hold a Church office until age 18. He and some others advocated lowering the voting age to 14. Kathy Takata thought that our church youth lose interest in the church as teenagers because they have no official voice in the church's operation until they become 18 years old. A discussion followed, without consensus and concluding that this was a matter that would require greater vetting than could be conducted in the time left for the current Bylaws revision.

V. Meetings of the Church: This Article, as of the meeting, was taken directly from the existing Bylaws. The time of the Annual Meeting was discussed. Russ pointed out that it must be before the end of June. David suggested eliminating the option of other "such time and place," stating that a specific time for an Annual Meeting was a common Bylaws provision. Russ suggested having leeway into early June. There wasn't a clear conclusion about this.

David asked about the Church's practice of a warrant for the Annual Meeting. It appears that we only publish notice of the meeting in the Church newsletter at least two weeks beforehand, and announce in the Sunday service for two preceding Sundays. No change was recommended.

David has drafted revisions to the Annual meeting clause of the accompanying Feb 12 Draft 2 of the Bylaws.

VI. Board of Trustees: This is a new section that articulates the purposes and duties of the Board as a whole. In Clause 1, it was suggested to change "Congregation" to "Church." However, "activities" are meant to be those of the entire Congregation – including non-Members as well as Members – and the word "Congregation" should remain here.

Clause 3 is meant to be sufficiently inclusive in its language to encompass virtually all of the more detailed duties of the Board.

Clause 4, regarding quorum and voting, was discussed and agreed.

Language in Clause 5 was improved, and the subject of executive session was proposed.

VII. Trustees and their Duties: The composition of the Board is addressed here. The duties of 4 existing officers were taken from the existing Bylaws. The Program Coordinator was added. It was proposed to assign responsibility for the Church calendar from the VP to the Program Coordinator. In the second sentence of Program Coordinator, "supervision" was changed to "coordination." It was suggested that the title of this position be changed to Vice President, Programs, requiring the existing VP to the Vice President, (of something else). The title of Program Coordinator was retained, while encouraging its stature on the level of a vice president.

Under the proposed 2-year, staggered elections and a limit of 2 elected terms, the Treasurer's maximum years of service permitted under the existing Financial or other Policies needs to be checked and possibly reconsidered.

Clause 2 for Members at Large completely replaces the confused provisions of the existing Bylaws. Direct communication between Members at Large and Standing Committee chairpersons is provided for. Note that the Finance Committee communicates with the Treasurer, and the Membership Committee with the Secretary; the 4 other Standing Committees are meant to communicate through a designated Member at Large.

VIII. Standing Committees: Standing Committees perform much of the Church's work as directed and delegated by the Board. Communication between the Board and Standing Committees must be direct and regular. Standing Committees are required to submit status report to each regular Board meeting. Duties of the 6 Standing Committees are consistent with existing Bylaws provisions for Worship, membership and Finance; web site descriptions of Religions Education and Social Action; and Property was drafted by David. Standing Committee chairs are elected by the Members on a two-year cycle opposite the majority of the Trustees. This Article was accepted with just minor word changes.

IX. Program Council: The Program Council is a distinguishing component of a Program form of governance. As described previously, it provides a forum that encourages committees to communicate and coordinate with one another. Committees can learn about matters being taken up by the Board, and can communicate many of their own matters to the Board through the Program Coordinator. They can also approach the Board directly. Because this is a new means of conducting the work and organization of committees, some flexibility is required in the procedures and communication among the committees themselves, as well in their connections to the Board.

X. Other Committees: Other committees are grouped within three categories, as follows. The Board will be required to maintain a record of recognized committees, their purposes and guidelines, and their current chairperson(s).

1. Program Committees: There are currently 8 committees in various program areas. Some have been initiated by Church Members and some by the Board. Unless specified to the

contrary, these committees may operate without requiring a vote of the Membership. In some instances, though, the chairperson(s) may be specified to be elected at the Annual meeting. Program Committees are not required to report regularly to the Board.

2. **Autonomous Committees:** A few committees are meant to operate independently, for various reasons. These are the Endowment Committee, Committee on Ministry and Nominating Committee.

3. **Administrators:** Several business areas are administered by volunteer committees and individuals, with staff support in some areas. These include areas of finances, personnel and publicity. The Board is generally not directly involved in their conduct. In areas of finances, the Board should be kept closely informed. In other areas, the Board should be aware that the Church's purposes are being met satisfactorily.

A few revisions to the Bylaws text came out of the discussions and are included in the updated draft.

XI. Nominations and Elections: The various stages of nominations, elections and vacancies are collected in this Article. Operationally, the main change is establishing two-year terms for Trustees and elected committee chairperson(s). Elections are staggered to help with continuity between administrations of the Board and the committees. Generally, a maximum of two elected terms are permitted, or up to 4 years plus any preceding fraction of term that is filled by appointment due to a vacancy.

There was discussion about the number of members on the Nominating Committee and the process of deciding the chairperson. It was agreed to keep the existing total of 4 members. It was undecided what the best way was to determine the chairperson.

XII. Minister: The text is taken from the current Bylaws, with the clauses in a more logical order. John Nichols has been asked to examine this article for improved content.

XIII. Fiscal and Church Year: No change.

XIV. Financial Procedures: The draft text was taken directly from the existing Bylaws as updated in 2006. Prior to this meeting, and a significant point of discussion in the meeting, was the subject of socially responsible investing. It was agreed to add suitable language for that, considering recommendations previously requested by Sally Hanchett. The sentence about investment policies should also be re-examined ensure that it doesn't conflict with the autonomy of the Endowment Fund's investment policies.

XV. Endowment Fund: As above, it was recommended to add a statement calling for socially responsible investing. Other provisions should be reviewed by the appropriate financial parties for any recommended changes.

XVI. Amendment of Bylaws: No change.

XVII. Parliamentary Authority: No change, although Russ expressed a concern about Robert's Rules. He was asked to follow up with a written proposal that addresses his concern.

XVIII. Dissolution: It was proposed by Russ that the Church should have the right to choose how to allocate its assets in this event, and not be committed in the Bylaws solely to transferring them to the UUA for its general purposes, as is now stated.

**Other Matters:**

Note that the Margit Baum Fund has been removed from the Bylaws. It is a restricted fund that Channing manages for purposes in the community. The Church is not the direct beneficiary, although it serves causes that are in the Church's purposes, and it results in goodwill for the Church. The Fund, and any other restricted funds, should be managed according to Board policies and resolutions. In the specific case of the Margit Baum Fund, this should be addressed by the Board before the new Bylaws are voted upon.

The Church seal is missing. The BRT is to check on the legal necessity and purposes for it. If it must be replaced, the process and design need to be identified.

**Schedule for a Vote to Adopt the Bylaws:**

The proposed schedule follows – to be set by Board on Feb 17.

ASAP	Finish these meeting notes and a revised draft of the Bylaws
Feb 17	Board Meeting to formally recommend the Bylaws, subject to small refinements.
Feb 20-Mar 2	Incorporate final refinements by e-mail
Mar 6	Publish proposed Bylaws to Congregation; first info session after church
Mar 13, 27 ??	Additional info sessions
Mar 17	Board Meeting to incorporate final changes to Bylaws before warranting for Special Meeting
mid-April	Special meeting of Church to vote on Bylaws
May	Annual Meeting with slate per new Bylaws

Respectfully submitted,  
David Pedrick  
Chairman, Bylaws Review Team