

First Unitarian Church
Board of Directors Meeting - Minutes
6:30 PM Board Meeting Room
18 October 2011

Board Members Attending: LeCrone, Demi, Street, Kilpatrick, Johnson-Jimenez, Hendley, Wofford, Silva, Knoebel, Kwait, and Leland

Board Member Ex-Officio Attending: Robinson

Invited Presenter: Herrera

Scribe: Green

6:30 pm Chalice lighting/reflection: Street

Street presented a passage from “Blood and Thunder” by Hampton Sides

1. Administrative agenda

Kilpatrick presided over the Administrative agenda item in Leland’s absence. After ensuring that all requested changes to the Sept 20 meeting minutes had been made, LeCrone moved for approval. Wofford seconded. Approved unanimously. Leland arrived shortly after this and chaired the rest of the meeting.

- A. September 20th Board Meeting minutes
- B. Treasurer’s report covering September 2011
- C. Core staff report
- D. President’s report

2. New business

- A. Team building: Robinson

Robinson presented a team building exercise using the “Re-zoom” picture book and determining the order of images without verbal communication.

- B. Building: Herrera/Knoebel
 - i. Review building project timeline

Herrera reviewed the timeline and expressed that the Design and Construction team has done an excellent job. Knoebel provided input regarding the Capital Campaign and stated that more funds were needed. The common thought was that receiving the funds from the pledges made was most important.

- ii. Motion to approve MHA contract for architectural services

The MHA contract was said to be consistent with early expectations and that the DCT had endorsed. Motion by Kilpatrick to approve the MHA contract for architectural services in principle – pending a review by Herrera and a First Unitarian attorney. Second by Silva. Passed unanimously. (See text at end for fee schedule).

- iii. Motion (herein) to add Board Meeting at 6:30pm, Tuesday, January 3, 2012

Motion by Silva. Second by Kilpatrick. Passed unanimously.

- iv. Motion (herein) to set Annual Meeting at 2:30pm, Sunday, January 22, 2012

Motion by LeCrone. Second by Wofford. Passed unanimously.

C. Governance: Kwait

Kwait reported that the Policy Governance Team had met twice since the last meeting. He expressed that they had put together some working documents that, while not ready for presentation, were something from which they were able to work.

- i. Motion to abolish second reading requirement on proposed policy

Motion from Wofford – “Under the emergency clause of section 1A of the current Compendium of Policies, allowing for a policy change without a second reading” to vote on the abolishment of Policy 1A of the Current Compendium of Policies, which requires a second reading on proposed policy changes. Second by Silva. Passed unanimously.

Motion from Kwait – To abolish policy 1A on the Current Compendium of Policies requiring a second reading on proposed policy change. Second by Street. Passed unanimously.

- ii. Motion regarding suspending bylaws to make progress on governance

The Board discussed recommending to the Congregation at the January 22, 2012 Annual Meeting passage of the below motion. Also discussed was the method of notification when bylaws were suspended and how objections would be considered. These items were included in the motion.

Motion from Knoebel to recommend the below motion for approval at the January 22, 2012 Annual Meeting.

“In pursuit of our change to a governance model appropriate to a Church of our size, the Congregation supports the Board in temporarily suspending specific bylaws when they are in conflict with new policies the board concludes are necessary for the new governance model. Every reasonable effort will be made to minimize such occurrences, and the Congregation will be given notice on the Church website, and through the distribution of the Church newsletter (the Messenger) in a timely fashion of any By Law so suspended. If objections are voiced to the Board, the Board will consider these at their next meeting. The Board will propose reinstatement or revision of all suspended By Laws at a subsequent meeting of the Congregation.”

Second by Kilpatrick. Passed unanimously.

- iii. Review of governance structure diagram

The discussion showed that due to the lack of staff to complete some tasks, duties between staff and board members are flexible. The primary focus is to determine “where we are going”. The Board’s Governance Task Force will make a presentation to the Congregation at the January 22, 2012 Annual Meeting regarding large church governance, explaining the need for adoption a new model for First Unitarian.

D. Finance: Knoebel/Robinson

- i. Motion to receive Report from Internal Audit Committee

Discussion on the great job the Audit Committee performed and in the report that was created. Staff will address their parts of the report with the Audit Committee, and Knoebel will draft a response letter for the Board items.

Motion to receive the Report from the Internal Audit Committee by Knoebel. Second by Silva. Passed unanimously.

- ii. Motion (herein) to adopt the proposed worksheet on how income will be determined

Robinson presented a worksheet that proposed how income for the 2012 should be determined. Motion by Street to adopt the proposal after editing to reflect 2012 instead of 2011 and to change the Intern Fund line item to propose that Robinson address. Second by Silva. Passed unanimously.

- iii. Motion (herein) to ask the Congregation for an increase in special gifts

Motion by Knoebel to direct the staff to send a letter from the Board to the constituencies that have not made a pledge, requesting they make a contribution. Second by Silva. Passed unanimously.

- iv. Motion regarding Repurposing a Special Fund: Robinson

Motion by Demi to repurpose the "Baby David" fund to a special "ESL / After School" discretionary fund and move any balance remaining to the new fund. Second by Silva. Passed unanimously.

3. Future agenda items

- A. November: Major budget discussion, building campaign scope and borrowing

New Item for November – Response to Audit Report

- B. December: Final building plan, final budget plan, draft strategy, By-law revisions
C. January: Additional Board Meeting, Annual Meeting, transition to new Board

4. Important dates

- A. November 2, 2011 at 5:30pm: Board calls for Stewardship Campaign, Church Office**
B. November 13, 2011 from 1pm – 3pm: Budget Hearings, Social Hall
C. November 15, 2011: Board Meeting
D. December 13, 2011: Board Meeting
E. January 3, 2012: Additional Board Meeting
F. January 17, 2012: Board Meeting
G. January 22, 2012 at 2:30pm: Annual Congregational Meeting, sanctuary
H. February 3-4, 2012: Board Retreat for new Board

NB: Bold indicates non-recurring events at which full Board participation is sought

Text from Exhibit A of the MHA Contract pertaining to Fees:

Our fee for the Basic Architectural Services noted above is \$146,000.00. This fee includes a \$4,000 allowance for reimbursable expenses for items such as reproduction of progress and final documents, and permit and application fees. An administrative fee of 10% will be applied to all reimbursable expenses. New Mexico Gross Receipts Tax will apply to this project.

We have excluded a geotechnical investigation from our proposal, but will be needed to begin the Design Development Phase. However, we will solicit bids for this service on your behalf and coordinate the work with the successful contractor. Please budget \$4,000.00 for this service.

Additional Services:

Audio Visual Design Services

The design of the Audio Visual system for the Sanctuary will include visual display and projection, speech and music reinforcement for choir/musical instruments, and microphone and recording systems. The Audio Visual documents will be presented as a separate package that can be used to solicit bids independent of the general contractor. The fee for this service is \$11,700.00.

Acoustical Design Services:

The design for the acoustics of the Sanctuary and Chapel will include meeting with the appropriate stakeholders, determining the desired acoustical performance of the spaces, and selecting acoustical materials and locations. The HVAC system will be evaluated regarding equipment, ducting and mounting conditions to achieve the noise isolation for these spaces, as well. The fee for this service is \$13,400.00.

LEED Services from Design Development through Construction:

The scope of this service will include continuing the LEED design as established in the LEED Charrette and the Owner's Project Requirements for an anticipated Silver-level LEED Certification using the LEED v2009 Rating System. We will continue to address all major LEED prerequisites and critical path issues, and coordinate LEED services noted below with Green Ideas and the subconsultant team. The fee for this service \$67,500.00.

We anticipate the construction cost for this project, excluding Furnishings, Gross Receipts Tax and Professional Services, will be in the \$2.5 million range. We have worked to keep the architectural and engineering fee for Basic Architectural Services to 7% of the total construction cost, which would be \$176,000. We realize that the Schematic Design fees (\$24,000) and a portion of the EPC fees (\$10,000) relate to the Basic Architectural Services and therefore have been deducted from this contract.

Basic Architectural Services for \$2.5M project \$176,000 with a 7% fee

Deduction for Schematic Design fee that has been <\$ 24,000> completed under a separate contract

Deduction for portion of engineering work that has <\$ 10,000> been completed under a speared contract

Total Basic Architectural Services Fee this Phase \$142,000

Allowance for Reimbursable Expenses \$ 4,000

Additional Services for Audio Visual Design \$ 11,700

Additional Services for Acoustical Design \$ 13,400

Total Design Fee \$171,100

Additional Services for LEED Design \$ 67,500

Total Fee for all services noted above \$238,600