

**Fountain Street Church Governing Board Meeting Minutes**  
**September 20, 2021**

**Board Members Present:** Steve DePolo, Will Gallmeyer, Kathleen Higgins, Win Irwin, Shellie Jeffries, Geoff Kempter, Kristen Loch, Kristin Mayer, Brad Miller, Katie Mitchell, Amy Preston, James Taylor, Chip Wall, George Zuiderveen

Absent: Amber Kilpatrick

**Staff Present:** Rev. Christopher Roe, Melissa Hoezee, Lydia Stubbs

**Guests:** Heather's I re, Kirsten Lundeen, Edgar Marty, Sherron Collins, Tim Creamer, Carol Kooistra, Bruce Reges, Bettegail Shively,

Meeting called to order at 7:01 pm.

**Call to Community:** Steve DePolo

**Congregant Comments:** No comments

**Minutes:** George moved to accept the minutes from the August meeting, Jim seconded. Motion passed.

**Financial Committee:** Win reported. The Church is still doing surprisingly well. Revenue is ahead of budget. Expenses are under budget. Watching heat and electric costs, which are over. Income is \$103,455 ahead of budget – pledges, rental, and other income (PPP). Total income thru August is \$137,124. Expenses will increase now that the church is open, it is expected they will match the original budget eventually.

- Geoff: Mystified by unexpected increase in utility costs, especially because the church was shut down. Any idea why? Win: We probably budgeted way too low. Costs are being investigated.

We reviewed the investment of our savings (\$230,000) with Mark Satoski of Midwest Capital. We are netting over 1% interest; however, the value of the bonds/notes is discounted for present value and, therefore, we are not showing an improvement. Since we are conservative and carry all our investments to maturity, returns will improve and the decision to have them manage these funds has been positive.

The Committee is looking at the 2022 budget, meetings have been scheduled to discuss it, they will have a draft ready for the October GB meeting. Finance committee will participate in the upcoming town Hall meeting on September 26.

Amy moved to accept the report, Kristin Loch seconded. Motion passed.

**Stewardship Report:** Win reported. There are five people on the committee (Win Irwin, Paul Arnold, Bob Chapla, Melissa Hoezee, Rev. Christopher Roe). They are proposing that the pledge drive begin at the end of September or 1st week of October. Recommending that a letter be prepared and then signed by all GB members at a Signing Party, then stuff envelopes. Christopher will also write a letter in support of the campaign. The campaign is the GB's responsibility. Stewardship Sunday will be on October 31. The Committee will also celebrate the church, make a pitch to pledge, and thank those who have already pledged. GB members will personally thank those who have pledged, in whatever method they chose to communicate: Email, in person, handwritten notes. GB members will also reach out to those who haven't yet pledged, again, in whatever way they chose.

- Christopher: Halloween was not an arbitrary choice. FSC has celebrated Halloween for decades, provides a moment to pause, consider what piece of the past and piece of the future one is pledging.

The Finance Committee is requesting the GB to participate in these efforts. It sends an important message to the congregation: We want you to be part of this and appreciate your support. A date to meet will be determined at the next Committee meeting and shared with the GB.

Geoff moved to accept, seconded by numerous people. Motion passed.

**Art Committee:** Edgar Marty reported. Art Prize exhibit opened on Thursday, September 16. The Committee started working on it in March, though planning was difficult. It was decided to scale back this year, so this is one of the smallest FSC has presented but has very strong pieces. Artists scheduled immediately post-Art Prize withdrew due to the lack of opportunity to participate in an opening reception where they could meet people and discuss their work. There will be an exhibit for the Advent season. Also, the Committee is trying to get the Hiroshima children's drawings exhibit, which had been planned for two years ago, but that is up in the air.

Committee also does four other activities:

- Manages proposed gifts and purchases of artwork, including determining the suitability of the art and raises money for purchases
- Maintains an inventory of the artwork owned by the church, (60-70% available in an online catalog, including photographs of the art)
- Maintains the artworks themselves, those that are displayed and those that are stored. It's important to let the art committee know when there are issues with the artwork, if any pieces are moved or need repair
- Prepares artwork for Advent and Easter covers of the orders of service
- Kristen Loch: Where is everything stored, in case of emergency? Edgar: Most valuable pieces are stored in a small room in the chapel, currently inaccessible because of pieces placed there that the Art Committee wasn't even aware of. Some others are in a closet in an office in the basement. The Committee would love to have a dedicated space adequate for storage and is willing to pitch in and organize the art.

- Chip: Thanks to your group and for your update, appreciate your hard work.

**Communications Committee:** Kristin Mayer reported. There will be a Town Hall this Sunday, Kathy is taking the lead, coordinating with the Financial Committee. The Town Hall is a way for the GB to share logistics, plans, a financial update, and the long and complicated process of implementing a senior minister search committee. It will be in the Sanctuary after the service. Kristin will manage the Zoom, particularly the chat, so questions could be asked and answered. Listening Circles will be in October (except Halloween) on Sundays before and after the service, on Zoom and in person. They will be a place for the congregation to share their stories, experiences, thoughts, dreams for FSC. There have been some volunteers to facilitate the Listening Circles. Jean Bahle is assisting. Facilitators will collect the themes they hear and present their findings to the GB at their November meeting. GB members interested in being a facilitator should email Kristin a list of available dates and specify if they prefer before or after the service, and if they prefer in person or Zoom. There may be a Wednesday morning option and possibly weekday evening, but most will be on Sunday.

- Kathy: Have you figured out a way for people to sign up and divide them into groups? Will facilitators have more than one listening circle? Kristin: Yes, they will probably have multiple listening circles on different days. Melissa is working with Conor to create a link where people can sign up. Then people will be put into groups and assigned areas within the Sanctuary.
- Kathy: Recommends that someone other than the facilitator be the scribe. Kristin: This has come up, there aren't enough volunteers to have a scribe AND a facilitator. A participant may volunteer to be a scribe, but there won't be a designated scribe. Chip: The committee could ask GB members to be scribes.
- Christopher: Is there a plan to let the congregation know about the Town Hall? Would like to know about the logistics. Kristin: There is a plan to contact Melissa to get the word out. Understands the difficulties of having a simultaneous
- Jim Taylor: Davenport recommends that there is Zoom operator when working in a hybrid Zoom/in person environment. They also monitor the Chat.
- Melissa: After Foundation Board meeting, a microphone with a long cord ordered that plugs into the computer, Kristin is welcome to test it out before Sunday

**Executive Team Report:** Rev. Christopher Roe reported. Church reopened. The ministers have been phasing in new elements to the service over several Sundays, and they're off to a decent start for the first two weeks. Reached out to Samaritas to help with Afghan resettlement, the next step is to assemble a team to gauge interest of congregants to assist. Chip: Being back in church in person felt really good.

- Melissa: Only change from the report is that the new custodian Samantha quit, but a new person was hired today.
- Kirsten Lundeen: COVID update. The positivity rate is 11.7% as of September 17. Kent County still has a very high rate of infection. Protocols have not changed. Cases not going down, hospitalizations going up.

**Oversight Committee:** Amy Preston reported. The Communications Committee has made some suggestions for the GB to send to the Oversight.

### **Motion 1**

POLICY GROUP No. 1, FSC GOVERNANCE, Section K. Congregant Comments at Governing Board Meetings

1. 1. At each regularly scheduled Governing Board meeting, time will be allotted on the agenda at the beginning and end of the meeting for congregants to make verbal comments to the Governing Board on any matter relevant to the Church. Individuals may speak once at the beginning and/or end of a meeting and the time period for an individual congregant's verbal comments shall not exceed three minutes without permission of the Chair.
  2. The Governing Board will listen to all congregant comments and the Chair shall provide clarifications when possible but will not engage in a debate with congregants during the comment period. A summary of all verbal comments, including the name of the congregant making each comment, shall be included in the Governing Board minutes.
  3. The Chair may also grant permission to congregants to make verbal comments to the Governing Board on a particular agenda item during the time period for Governing Board consideration of that agenda item.
  4. Congregants may submit written comments to the Governing Board Secretary one week prior to any Governing Board meeting by U.S. mail, e-mail, or hand delivery to the Church office or the Secretary. All congregants who make a verbal or written comment to the Governing Board shall receive a written response from the Secretary for acknowledging their comments.
  5. At each Officers Committee meeting, the Officers Committee will determine whether any congregant comments require a written follow-up response from the Governing Board to the congregant. At the following board meeting, there shall be a section of the minutes for reviewing the item(s) that was(were) discussed and decisions that were made. When a follow-up response is required, the Secretary shall draft a written response or delegate the drafting of a written response to an appropriate Governing Board member. The response must be approved by the Chair before it is sent by the Secretary to the congregant.
- Geoff: Elaboration on #3. Seems the biggest departure. What is the thought process behind that?  
Amy: Sometimes there are significant issues of discussion where the comments are more helpful during the time in the meeting when that issue is being discussed, as opposed to at the beginning. This would be at the discretion of the chair, could be done if the situation warrants it.
  - Will: A comment on #3. What is the mechanism for being able to speak in the middle of the meeting? Brad: Someone who wants to speak could contact the GB chair and ask to speak, based on what is on the agenda. The chair could also call on someone to make a comment. It is the chair's prerogative. Both paths are valid. Will: Laypeople can already speak. Not wholly opposed but it seems a tricky thing to manage procedurally.
  - Kristin Mayer: This has already started to happen organically. The Oversight Committee can tighten up the language and clarify policies and procedures. Chip: This is a chance for experts to speak.

- George: Assume the committee is wanting to avoid a situation where a congregant just joins in, but allow for a specific comment about a certain topic, not just random opinion. Chip: More of an issue now because more people attend meetings in the Zoom environment, which is good. But would rather end meetings on time. The Oversight Committee can work on the language.
- Geoff: It's at the discretion of the chair, so presumably the chair will maintain control.
- Brad: There is a three minute limit, this change would result in a more fluid, less stunted GB meeting so the congregation can get good information. Right now, if a guest has some salient information that might address a salient point, they are prohibited from speaking. Would like to move to send it on to the Oversight Committee.
- Shellie: Concerned about the amount of time needed for post meeting congregant comments. Also not sure why the GB Secretary would need to respond in writing acknowledging a guest speaker's comments when they are thanked in person during the meeting. It is logistically difficult to obtain email or mailing addresses in order to respond. Katie: Seconded this. Amy: That is a good point about the logistics, when they can be thanked at the meeting. Kristin: That section is muddled between the written and verbal comments received from congregants. More needs to be clarified about how to handle each. Chip: When there's an obvious answer, under the current rules, it wasn't possible to provide that answer and that's some of the rationale behind this change.
- Kristen Loch: The guidelines speak to a time before Zoom meetings when there is immediate feedback, when there was a time lag between a comment in a letter for the GB and the GB meeting at which the comment was shared. But with email, an auto-reply could be set up for the [secretary@fountainstreet.org](mailto:secretary@fountainstreet.org) account to respond to comments. The point is to make sure there is feedback, in verbal or written form.
- Win: Under bylaws, we operate under a representative democracy. Worried that GB meetings will become Town Halls. Board governance should be done in a more planful way: we have a major discussion, we bring it up today, discuss it the following month, then GB members as representatives to get comments from congregants between meetings, and then discuss at the next meeting. Nervous that last minute things will get on the agenda and will take up a bunch of unplanned for time.
- Brad: Moved that the proposals from the Communications Committee be sent to the Oversight committee for consideration between they return back to the GB
- Amy: Asking for clarification -- is the motion for Oversight to draft proposed language? Because if Oversight drafts the language, they will send it back to the GB and start the readings for a final vote.
- Win: Interprets this motion as a suggestion that this become part of the Oversight Committee agenda and they will bring the policy changes to the GB.
- Amy: Agrees that Oversight does bring policy changes to the GB but they want to bring changes that are going to be voted upon, not those that the GB is going to start discussing after Oversight has put the time and effort into drafting them. They want to draft what the GB wants, not for Oversight to make the decision about what the GB should do.
- Will: It would be better to send the proposal back to Communications. Unless Communications is comfortable with the language?

- Kristin: Understanding is that Oversight wants the GB, if they think there are policies that need to be changed, to give them an idea of the changes wanted and Oversight will provide the legalese and tighten up the policy. Communications is not saying they want the policies to be approved as written. They want Oversight to look over this section of our policies to make changes that are in alignment with the suggestions from Brad.
- Amy: Would Brad consider an amendment to the motion that it's sent to Oversight incorporating any changes that would address efficiencies that would be gained by volunteers on the board, that there can be some discussion to change that and give the GB some options and structuring the language so GB meetings don't become town hall meetings and stay within the established time frame of the meeting.
- George: Likes this amendment.
- Brad: It's consistent with what he imagined the Oversight Committee doing.
- Shellie: Requested that the motion be put in writing and entered into the Zoom chat.
- Will: Some interesting ideas, but every point has a counterpoint. Maybe this proposal needs a little more workshopping.
- Steve: It's hard for Oversight to work on these issues if they're not fully supported by the GB.
- Brad: Communications brought the proposals to the GB to get their approval and if they don't approve, they can be stopped right now. Feels it is Oversight's job to look at the proposal in relation to bylaws and potential efficiencies. The point is for the GB to present a more human face to the congregation when they attend meetings, more transparent and authentic. The motion is that the Communications be sent to Oversight for consideration and any of those proposals deemed worthy by Oversight of coming back to the GB are presented to them.
- Shellie: Asked for clarification about the motion.

Brad moved that the Communications Committee proposals re: Congregant Comments be sent to Oversight for consideration and consistency with bylaws and policies, and changes proposed, as appropriate. Geoff seconded.

### **Discussion**

- Will: Will vote no, proposal should be sent back to Communications. Oversight is not the place to massage these delicate issues. Not yet clear what the will of the GB is.
- George: Concerned that Oversight will say the proposal is in alignment with the bylaws and nothing needs to be changed -- then the concerns being expressed aren't addressed. Then we're back to this discussion.
- Amy: "As appropriate" is very broad.
- Brad: Asks chair of the Communications Committee if comfortable having proposal sent back to committee.
- Kristin: Understood that the Oversight committee was asking for ideas of where to look for policy changes, Communication is just giving some direction to Oversight for consideration. Communications is focused on trying to have better communication between the congregation and GB. Sees this section as needing policy changes and wanted to direct Oversight's attention to it.

- George: With various thoughts that GB has expressed, could CC change the proposal? Kristen: Yes, Communications could make changes. But the proposal is to have Oversight revisit particular policies. This is not a policy proposal.
- Chip: Okay to go back and revisit the proposal? Kristin: Yes, but it won't be pretty policy language. It will still need to go through Oversight. Amy: Yes, but right now focused more on the content of the policy than the actual wording.
- Brad: Is Oversight not capable of addressing the proposal? Amy: We are, but the question is what are we addressing? Could draft multiple policies for the GB to decide on but it is not the Oversight committee's job to decide on what the policy is. They draft the language to make sure it's consistent with by-laws and policies but shouldn't be making the decision about the content of the policy. George: If the Committee was clear about what they want to happen and not happen, then Oversight could state what would need to be changed and work with that.
- Steve: It would be good for the GB to agree that the changes are something they want to happen before the policies are written to clarify how to implement it.
- Amy: Cat locked himself in the bathroom.
- Brad called the question and the motion was voted on.

Motion passed.

## **Motion 2**

Amy: Request to remove the Governing Board Huddle section in its entirety.

POLICY GROUP No. 1 FSC GOVERNANCE Section L. Governing Board Huddle: DELETE WHOLE SECTION A time to talk "privately" at board meetings, except for personnel issues, only fuels suspicion rather than alleviating it. While this was originally conceived of with good intentions for better board management, it smacks of secrecy. There are many opportunities for board member conversations other than the monthly meeting itself. Zoom calls, retreats, strategic planning, and so forth are all designed for board development, growth, and a deeper dive on complex issues. We could do more of those.

- Kristin: To clarify, these are suggestions from the Communications Committee to Oversight Committee. Amy: Understanding is that the GB is voting to direct the Oversight Committee to draft the language to strike it. Then it has to be read a number of times then there is a final vote. [There is some discrepancy whether that is two or three times, as different copies of the bylaws dated that same have different numbers; this needs to be resolved.
- Kristen Loch: GB had many informational meetings during the Senior Minister situation during the spring -- was this a Huddle? No.
- George: Has a GB notebook where this policy is already struck through and one where it isn't. Win: Believes that it was struck. Geoff: Let's delete it either way.

Amy: Moved to send the proposed changes to Oversight to strike the language. Geoff seconded. Motion passed.

### **Motion 3**

Amy: Motion to have the oversight committee add a policy formalizing informal meetings to provide information or time for self-reflection and strategic planning, to be used as needed. The board can meet to provide updates, time to discuss proposed motions, or time for self-reflection and strategic planning. No motions can be voted on during these informal meetings. A quorum is not required to have an informal meeting. The board can share what was discussed at the next board meeting or through a town hall.

- Chip: This was done during the Senior Minister situation, as mentioned by Kristen earlier.

Geoff moved to adopt Motion 3 as presented, George seconded.

- Will: Will the information meetings be publicized to the congregation? Amy: No, this would be for GB only.

Motion passed.

Chip: Can other issues be tabled? Amy: Yes, but next month be prepared to discuss proposed changes that Oversight may be tasked with doing, due to changes in the organizational structure of the church and to clean up inconsistencies.

### **New Business**

Kristen Loch: Safe Church information. GB doesn't have to vote, it's just informational. The executive team can update it at their discretion. Christopher: The idea is it will be modular and with time may add Additional policies will be included and there will be discussion on how to implement it.

- Chip: It's a very comprehensive document, the team did a stellar job, thank you for all the hard work.

**Chip:** Follow up to the August 16 meeting, during which a motion was passed requesting the chair to identify three GB members to join the Senior Minister Nominating Group, to serve with three congregation members (to be determined). Katie Mitchell, Geoff Kempter, Amber Kilpatrick are the three candidates.

Win moved to approve the three nominated GB members to serve on the Senior Minister Nominating Group. Brad seconded. The motion passed.

Kristin Mayer moved to adjourn the meeting, Kristen Loch seconded. Meeting adjourned at 9:06 pm.