

**MBD Board of Directors
Meeting Minutes
September 15, 2007**

Meeting was called to order at 8:40am. It was held at First Parish UU Church in Arlington.

Present

Directors: Barbara Bates, John Laursen (Secretary), Pat Manley, Lynne Merl, Lilli Nye, Jim Sherblom (President), Melissa Quirk (Vice-President and Chief Governing Officer).

Also Attending: Terasa Cooley (District Executive), Paul Rickter (UUA Trustee), Liz Strong (Program Consultant).

Minutes of 6/9/07 meeting were amended as follows:

1. Additional condition added to the Board Meeting Process: "Board and Staff will review draft minutes and send changes and corrections to the Secretary within two weeks of receiving the draft minutes." It was also informally requested that all Directors and staff confirm with the Secretary that they have read the minutes, whether or not they have changes to recommend.
2. To the Board Governance Policies section 1.7.1.3 regarding Director absences, an additional section was approved: "1.7.1.3.7: The Board agrees to discuss 2 absences, with the intent to help the individual Director and the Board."

Minutes of 6/9/07 were approved as amended.

ADMINISTRATIVE

District Executive Report

Terasa introduced Susan Thomas to the Board. Susan will be assuming the position of District Administrator. Susan and Hilary will work together until Hilary's departure at the end of September.

The new office space in the UUSC building in Central Sq., Cambridge is almost ready for business and will be open soon. It offers a good layout, with a conference room available for larger meetings. The UUSC and MBD are hosting an ("soft") open house on Thursday, October 4, from 5:30–7pm.

Terasa attended an Alban Institute conference in July.

Liz reported on the activities of the new interns:

Andrew Taylor is a Harvard Field Education student who is continuing in the role of District Social Justice Coordinator. He is developing a philosophy of social justice to guide district efforts and helping to bring current UU social justice programs and youth together. He's planning to attend at least one Board meeting. He will also be offering to conduct social justice workshops in district churches for a fee to supplement his grant. He is developing a brochure on the subject.

Andrew (Drew) Tripp is attending BU. A lifelong UU, he's interested in how congregations connect with the denominational institutions and organizations. He will be working with Terasa in developing a marketing strategy for the District. Drew plans to offer workshops on hospitality to interested congregations.

Terasa is receiving a certificate which will permit her to advise students at Harvard Divinity School.

A few events occurring soon were highlighted. First Parish in Malden will be hosting a workshop on Ministry to and with Youth in the Mass Bay District on November 10 from 10am–4pm, a District Young Adult and Campus Ministry training on 11/2-3 at First Church in Boston, and the multi-district UU New England Conference happening on Saturday, October 27, from 8:30am–5pm. Directors were specifically requested to promote this conference within their congregations.

Seventy people attended the Learning Congregation workshop on August 24 on Leadership Development. The next event, Spiritual Development, Let Our Lives Sing, will be held on February 9, 2008.

The Presidents' Convocation will be held Saturday, January 12, 2008. The complexities of organizing the new office necessitated this change of date. Info will be sent out soon. All agreed that this was an important stakeholders' event.

Financials

Financial reports were reviewed.

Board discussed its own financial needs and how to spend prudently. Three Directors are being sent to the Policy Governance workshop in Atlanta over the September 29–30 weekend.

Loan to the DE

The Board reviewed a plan to loan of \$50k to the District Executive to help with the purchase of a home in Arlington. This would come out of District Reserve Funds. The UUA has endorsed this plan. Terasa offered a summary of the loan conditions and repayment schedule. The loan rate is 6.5%. A few additional conditions were added.

Action: The Loan Agreement was approved as amended.

CONTEXTUAL

Jim Sherblom has agreed to become the Chair of the UUA Investment Committee. Jim will step down as Board President and Director upon the adjournment of the 2008 Annual Meeting. Melissa will notify the Nominating Committee of this pending opening. Jim will remain available to the Board and staff, particularly around financial matters.

Monitoring Reports Scheduling

All monitoring reports have been completed except for Ends. Discussion concerned the best method of offering them to the Board without repetition. It was agreed that updates would be offered by the DE of only those areas that have changed on due dates within the year, with a reconciliation document provided at the end of the year, June 30. Terasa will have the Ends monitoring report prepared two weeks prior to the December 8 Board meeting. She will also have all monitoring reports available at this meeting.

Trustee Report

Paul has just begun his last term as UUA Trustee; to end upon the adjournment of the 2011 GA. Paul indicated that the UUA Board of Trustees is making slow, yet steady progress to adopting Policy Governance.

Board Education

Directors and the DE continue to be concerned about how the Board can be best informed and educated about the needs of stakeholders of the District and to help the DE to move forward with her work. Over the summer, Terasa, Jim and Melissa determined four strategic topics for the Board to study: *Growth and Marketing*, *Conflict*, *Who do we serve and support?*, and *Ends Monitoring* (Mission matters). One topic will be discussed in depth during each of the year's meetings. Two Directors will research the topic and work with Terasa to develop a presentation and talking points: December 8– *Ends Monitoring* (Barbara), March 1– *Growth and Marketing* (Lilli), June 7– *Who do we serve and support?* (Pat, John), September __, 2008– *Conflict* (Lynne).

Discussion of Article: *The New Work of the Non-Profit Board*

Terasa asked the Board to discuss this article from the Harvard Business School in depth. Numerous points were discussed which helped all to discern their role more clearly and how to make the Board more effective:

Traditionally, Boards have primarily held a fiduciary role in overseeing trusts and budgets. Boards can generally be placed in two groups: *Technical*, which tend to derive their authority through technical problem solving and *Adaptive*, which distinguish between technical and adaptive problems (adaptive problems are those that require learning and personal change on the part of the people/stakeholders and cannot be "solved" with a technical solution suggested by the board). These adaptive boards (see Ron Heifetz' book *Leadership on the Line*) address matters without necessarily trying to find technical solutions but press those charged with the responsibility to find them and accomplish their own transformations. This style tends to mobilize others and is "generative" in the sense of being concerned with depth and substance yet remains interested in getting things done. It was noted that the article, written in 1997, suggested board organization that was not consistent with Policy Governance, though it had numerous sound points to make. It was noted that the article was perhaps more appropriate for congregational boards than the district board since all agreed that policy-oriented governance is working well for the MBD. Terasa described "Core Process," which involves *Input* (getting people to the table), *Throughput* (the necessary conversations, relationships, workshops needed), and *Output* (which, assuming the preceding Input and Throughput are sufficient, results in transformation). The challenge is to get all involved to the table.

Adjournment

The meeting adjourned at 1:00pm.

Respectfully Submitted,

John Laurenson, Secretary