

MEETING OF THE BOARD OF THE HEARTLAND DISTRICT June 6, 2003

Attending: Connie Haas Zuber, President; French Eason, Michale Ohlrogge, Laurie Proctor; Shirley Hoffstedt; Sally Borden; Kyle Bagnall; Hannah Stampe; Emmy Lou Belcher. Guest: Nancy Garrett from the Nominating Committee
Absent: Doug Taylor

President Connie Haas Zuber called the meeting to order and a quorum was established.
Agenda was approved

Consent Agenda accepted:

A reminder was given that clerical errors in the minutes will be corrected by memo to Barbara Hamilton in the HUUD office via Mary Andrus-Overley

Discussion:

French raised a question as to whether Ends should be on the consent agenda.

Board work on HUUD vision, Issues, linkages

Calendar planning:

There will be no August Board meeting.

September 5-7 there will a start up workshop and Board meeting in Ft. Wayne

French suggested that we contact Peter Morales about our participation in the start-up.

November meeting will be 14-16

February meeting 6-8

Sally questioned whether outgoing Board members should be at the start-up meeting.

We might consider changing terms so take office after the Annual Meeting

By-laws 11186 under Terms and Limits

Transferred to Parking Lot for future discussion

Agenda Planning

Co-evaluation:

Process will be OK'd in November at the District Presidents' Meeting

It was noticed that our By-Laws do not mention evaluation or hiring process of DE. Discussion followed in this

Laurie suggested

- 1) asking Larry Herman and Policy Governance List how the Carver model handles this
- 2) that we have an Ad Hoc Committee look into this before September when Peter Morales will be here from UUA
- 3) our input to evaluation be tied to our approval of DE's proposed process for carrying out the Ends and schedule for monitoring the Ends

Discussion followed on these suggestions.

Way that Mary's reports are organized was discussed

- a- We would like to have a set of DE's monitoring reports for each Board member
- b- After a comment by French that the report has no assessment of progress of Ends, a need was expressed for Board education on assessment process
- c- Connie will communicate with Mary about this.

Policy on removing a Board member was moved to February agenda.

Review of all Ends will take place in September.

Charge to the Nominating Committee:

Doug Taylor, Sally Borden, Kyle Bagnall, French Eason and Rev. Laurie Proctor will be at the end of their terms this year. (one VP and Finance Officer are replaced at this time in the rotation of terms)

Two members of the Nominating Committee will be replaced

The MUUC representative will be replaced.

Monitoring HUUD Achievements and Operation

- 1) Treatment of congregations report
 - a- all Board meetings are to be in accessible facilities
 - b- we need to be concerned about timeliness
 - c- Sally proposed a policy on planning the time schedule for meetings
She will e-mail this to us for the September agenda.
 - d- **motion was made and seconded to accept the Treatment of Congregations Report.** Passed unanimously.
- 2) Direct Inspection of Financial Conditions/Activities
 - a- After a report from French that all is now going well, a **motion to accept this report was made and seconded.** Passed unanimously.
- 3) Financial Report: the following red flags were noted by French ;
 - a- We lost money on the Annual Meeting and Fall Training
 - b- Fraud losses are now about \$9000.00
 - c- Chalice Lighters will be taken out of the main budget, so we will be about \$12,000 over budget
 - d- There will be a new format for financial reports

Board Policy Review

Connie will send via e-mail a proposed co-evaluation policy.

Board Decisions

- 1) **Motion made and seconded to approve Committee Chairs.** Passed Unanimously.
- 2) There was noted a need to put on the table lines of authority for the nominating committee.
- 3) Kyle suggested the removal of Start up Limitations from the Governance Policies.
 - a- Michael will review these and bring to the next meeting material that still needs to be addressed in new/old policies.

b- Motion made and seconded to Take Start up limitations out of Policies and add them to the minutes. Passed unanimously.

4) Board norms were discussed.

a- Copies will be mailed to us

b- Purpose: find a home for them in the Manual

Challenges and Opportunities were not revisited due to time constraints

A suggestion was made that this Board address by e-mail the question of what age people are accepted to Midwest Leadership School for training. Kyle, who is on the MLS Board will excuse himself from this discussion. The next meeting of the MLS is in October when this issue will be addressed.

Meeting was adjourned at approximately 10:45am.
Connie Haas Zuber led us in closing worship.

Respectfully submitted,

Rev. Emmy Lou Belcher, Secretary of the Board

I made notes of the issues we engaged on Friday and Saturday, and I would like them to become part of the HUUD official record, so I give them to you all in this email and ask Emmy Lou to attach them to the minutes for the Sunday meeting, please.

Also, I promised you my draft of an evaluation policy, which will definitely be on our next agenda, so here it is:

The Board shall not fail to support the DE's annual objective-planning toward the required co-evaluation with UUA District Services staff by approving the annual objectives as in alignment with Ends policies. The board may not suggest objectives but it shall not fail to approve objectives that its members judge to be in alignment with Ends policies.

And here are the notes:

Friday notes:

Deepened our acquaintance with paired introductions, led by Sally Borden.

Briefest of orientations to District. Presented by Connie Haas Zuber. Overall structure UUA, HUUD and congregations. Difference between having individual UUs as dues-paying members and serving congregations. Another difference is Carver Policy Governance ownership concept, which gives us a moral ownership of our whole geographical area community, in addition to individual UUs and congregations.

Challenges and opportunities. Went around table once, people could pass.

List follows:

- Constituent connections
- Support of volunteer staff
- Greater communication with congregations
- Greater involvement (for congregations) on district and association level
- "Pushing everything down onto one person"
- Policy document not updated (clerical lapse, now dealt with)
- Ministers experience lack of a sense of relationship to the district, lack a felt connection, lack felt support
- Opportunity to get everyone on the same page about the governance model
- Implications of model for staff and volunteer "permissions"
- Increase communication continually
- Smaller scale organization improvements and fixes
- Pending need to adapt bylaws to policy
- Issue of liability at district level pending
- Figure out ways for congregations to communicate with district
- Figure out ways for congregations to become aware of what district does
- Connections within clusters
- Connections among stakeholder groups: How are we all working together

Build on work already done, don't reinvent the wheel again and again
Ministers are an untapped resource
Awareness of how a certain level of longevity of Program Council members can help
Lack of understanding who we are and what we do: No concrete idea

I noted that the exercise of saying all of those challenges and opportunities can feel brutal and discouraging, but that one of the biggest needs newcomers to boards have is to know the hot issues, and now they know. Also I promised people that I would create a list that we would go back to this weekend and see how much we had dealt with. I had it posted in meeting room before Saturday's session started.

After that, I introduced Charles, suggesting that I knew he had things he wants to do as trustee and that he has already been involved at association level. Suggested conversation could be about how we can help him and he can help us. Charles said what committees he is already on (Committee on committees and GA planning) and shared his concerns about making GA affordable even if it means paying for things for people and about overlaps and duplication on committees which needs to be fixed. He said he thinks Heartland people should get involved and learn all they can about how things get done and then get Heartland people in all the important places.

Saturday notes:

Our Carver Policy Governance consultant Larry Hermen, of Centerboard Associates in Three Rivers, MI, began the morning with a basic tuneup on the Carver model. The questions were real and to the point, and Larry referred to our own policies to answer them.

Larry spent less time on board self-evaluation to compensate after a short break. He mostly provided praise to our stated doubts about the topics on the preparation sheet sent out before the meeting.

He then did presentations with handouts on Ends Monitoring, which he said should be our first priority. And on Linkage activities, making the point that lots of things are linkage activities and they are good. His handouts had examples which are very informative.

He left us with some thoughts on concerns and where we might go next. He is concerned that four board meetings only each year, one of which is the joint retreat, makes it hard to do ongoing work. He suggested Web, email and conference call interim work. He said we will need to align our bylaws with policies, which is not complete yet. He said we must focus on Ends Monitoring, and he had a diagram about what comes after that, plus handouts.

Immediate feedback on morning was that we needed more breaks. Otherwise positive.

Peter Morales's agenda turned out to include ours (in retreat packet), in different progression. It was mostly a conversation with him starting us out, stating an issue and going first to the context he finds it in.

Peter's stated agenda was Role of district (included context and theme of movement from management to leadership) and Evaluation.

We did not specifically engage the Transformative Regional Bodies material nor the draft of the Evaluation process though conversation touched on it. He gave us one break and we ended early. Most of the talk was on theme of growth, why and how. Some frustration expressed on what are we supposed to do about TRB and evaluation. Answer is nothing in particular right now, though after the DPA approves the evaluation process at GA we will need to get moving on that.

Evening worship was on theme of what we get and give with water ceremony and the work we do.

Afterwards we sat in the circle and I introduced my processing questions and we talked.

The questions were:

What is your concrete picture, concrete explanation of what we do? People immediately wanted to know who "we" was, and I said the district organization. A few good ideas: helping congregations, being the next-bigger scale of UUism in the Heartland, being the network that connects the nodes/congregations, helping congregations serve people better.

I let the network-node image lead to the secondary question of what new ways of linking with the ownership interest board members and got some good ideas based on making in-person connections either one of us with one/some of them or some of us with some of them, one-time or regular. This raises the possibility of doing more this year than phone calls.

Then I asked what switching from management to leadership would look like for us. Some board-level ideas of casting the vision, challenging congregations and UUs individually, more excitement around annual meeting surfaced and lots of program ideas. Some questions about whether we were in means territory, which we were, but program council people were present and could see that the board members get excited about good, creative ideas and will support them.

Heartland District of the Unitarian Universalist Association
Board of Directors

Board Minutes, September 5-7, 2003

September 5, 2003. Present: French Eason, Connie Haas Zuber, Kyle Bagnall, Laurie Proctor, Shirley Hoffstedt, Michael Ohlrogge, Charles Redd, Doug Taylor, Mary Andrus-Overly. Absent: Sally Borden, Emmy Lou Belcher, Hannah Stampe

The meeting began with a check-in activity lead by Connie. This was followed by a getting-to-know-each-other game. After a unison reading, Connie officially called the meeting to order.

Agenda Screening: The issue of agenda screening in relation to the Carver Model was raised by Connie. The board then discussed and revised (in small groups) potential agenda items and policy changes (as were sent in emails prior to the meeting). Following this, the board adjourned for the evening.

September 6, 2003

Charles Redd took leave from the board today and Peter Morales, the UUA's Director of District Services joined the meeting. The morning began with a chalice lighting and reading by Connie. On the agenda, the conversation on linkage with ownership was switched with the discussion of ends monitoring.

Linkage with Ownership: A plan for linkage with ownership was not formulated at the June meeting, though it was discussed. The board evaluated its performance based on the six questions for linkage with ownership posed by the Carver Consultant at the June retreat. Based on these, the board decided that it's number one goal for this year in linking with ownership would be informed lay leaders. The board would like to inform them about its Ends policies, the programming and services available to them from the district and the major district events. Additionally, the board would like lay leaders to know how appreciated their efforts are and that they are not alone in what they do. The board would like to be informed by them on their major challenges. It was decided that linkage and communications efforts with the districts must be frequent and come through as many different channels as possible. The board will look into setting up a meeting of church presidents from the Heartland district.

Programs Consultant Startup Workshop: Peter Morales lead the board through a startup workshop for Heartland District Programs Consultant Nancy Combs-Morgan. A document for Nancy's goals and objectives was created (with help from and the endorsement of Peter Morales and the UUA) which was agreed upon as satisfactory to all present. This document will now appear on the consent agenda of the next board meeting for official endorsement (as required by UUA policy).

Monitoring Reports:

Format: Monitoring reports should specify which time period they are reporting on; this will be exactly the span of time between when the last monitoring report was given and when the current one is being presented. The fiscal year and its accompanying monitoring reports will remain on their current schedule.

Financial Planning: The board was happy with the longer written version of financial reports and with the bullets for the progress towards ends. Regarding the financial report, French assured the that although Mary did not have the numbers to certify the two months of expenses in reserve, the district did have sufficient funds to meet the requirement in the governance policies. Doug moved that the board approve the financial planning reports, Shirley seconded and the motion was passed unanimously.

New Congregations: in Murray, Warsaw and Petoskey are receiving attention from the Extensions Committee. Info on these will come in from the next meeting of the Programs Council. The Extension Committee has assigned liaisons to each of these churches. The board would like to see mention of new congregations in monitoring reports, even if no developments have occurred since the time of the last report.

Leadership development and strengthening congregations through interactions with other congregations: The board was satisfied.

Supporting Growth of Existing Congregations: The board would like more information to better assess progress in this area. Nancy Combs-Morgan will work on gathering monitoring info on transitioning and incoming DREs. Connie will write up a questioner for churches about their growth in total members, data on staffing increases and changes, number of services, and so forth. This will then be sent to Barbara for distribution to the

churches. The UUA will provide statistics on adult and RE membership in the churches. Connie will work to avoid redundancy between information sources.

Acting on UU Principles: The board had charged the DE with developing a community investment program. This decision was reversed by a board member acting alone. Mary won't let this happen again. More information will be gathered on the Cornerstone Loan and the circumstances of the Cincinnati group holding the loan. Doug has emailed the organization with questions and will report back with responses to these at the next board meeting. Laurie moved and Kyle seconded a motion approving the Ends monitoring report. The motion passed unanimously.

Direct Financial Inspection by VP Finance: The chalice lighter budget was corrected to be reflected on its own line item (instead of on that of Extensions). French reported difficulties collecting dues from churches (Ann Arbor in particular). The district didn't do as well this year with meeting its APF dues and thus the UUA grant to the Heartland was lowered by \$5,000 this year. Broadly speaking, the Heartland District has a strong financial base and reserves, but we are losing money and we need to be careful. Kyle moved and Doug seconded a motion to approve the July 1, 2002 through June 30, 2003 budget. The motion was passed unanimously.

Regarding churches struggling to pay district dues and meet APF goals, French will call the churches to ask what can be expected of them for this year. Michael will contact and work with the Ann Arbor church board to find possible solutions to their current difficulties in these matters. Mary will make a follow-up call to the church after Michael's visit to their board meeting.

Email Communications: Connie and Michael will become administrators of the Huud-Bot listserve, relieving Donald of the responsibility and ensuring the board's ability to discuss matters candidly with board members only privy to the discussion. Todd and Donald will be notified of this by Mary. The contents of the Huud-Bot listserve will be as follows:

- All board members and officers
- the Youth Observer to the board
- the UUA Trustee
- the District Executive
- The Office Administrator, with send-only privileges.

All people who do not fit into these categories will be removed from the board listserve. Michael moved that the content and administration of the listserve as detailed above be approved. Shirley seconded the motion and it passed unanimously.

September 7, 2003.

Laurie Proctor took her leave of the board this morning. The morning began with a worship led by Connie.

Debriefing on the monitoring exercise: The board said that it would like to keep the monitoring reports off the consent agenda. The board would like in the future to see the monitoring reports appear in the meeting prep packet. An ends report prepared in April (regarding the activities of the past fiscal year) for the Annual meeting is good; this can then be flushed out and completed through the end of the fiscal year for presentation to the board at the July-September meeting. Ends monitoring reports will now be for the past fiscal year, ending on June 30.

Review of all Ends: Under the policy title "Outcomes and Investments", "campus ministry" will be removed from the last outcome and investment, acting on UU principles. In place of this "campus ministry," will be added to the third outcome and investment, growth of existing congregations, after "young adult involvement".

Bylaws and Review of Policy: French wrote up a bylaws change proposal regarding terms of office for board members. This will appear as an attachment to these minutes and will be considered at the next meeting of the board. The board acted in contradiction to its policies in its planning of the joint board-programs council retreat this year. This year, the policies will remain unchanged and will be followed. The old board norms were discussed, revised and then incorporated into the governance policies. The new policies appear as an appendix to these minutes and will receive final discussion and approval at the next board meeting.

Employees Medical Cost Fund: The policy title "Compensation and Benefits" will be revised as follows: Number 5 of this policy will have the following section "a" added to it, reading: "Except under a Heartland District Employees Health Care Fund, established to accept tax deductible donations to assist with uninsured health care expenses of district employees." Kyle moved and Shirley seconded a motion to approve this change, the motion passed unanimously.

The Heartland District Board of Trustees made the following resolution:
September 7, 2003

The Heartland District Board of Trustees authorizes the creation of a Heartland District Employees Health Care Fund to accept tax deductible donations to assist with uninsured health care expenses of district employees.

Kyle moved and Shirley seconded that this resolution be approved, the motion passed unanimously.

Under the policy title "Financial Planning and Budgeting" a number "6" will be added which reads: "that does not reflect ends and ends priorities as a long term vision". Michael moved and Doug seconded a motion to approve this. The motion passed with five votes in favor and one vote opposed.

Under the policy title "Global Ends Statement" the section reading "The Heartland District will use their resources efficiently and effectively to..." will be revised to say "The Heartland District will use its programs resources of money and staff and volunteer effort efficiently and effectively to...". Shirley moved that this modification be approved, Doug seconded and it passed unanimously.

Youth Observer Attendance: The board's Youth Observer was not able to attend this meeting because they could not arrange transportation. Possibilities of air travel for youth observer will be explored and funded by the board. Additionally, the youth observer won't be expected to be at meetings until Saturday morning due to the complications of travel.

District Executive Automotive Propulsion: Mary is exploring comparative costs of renting, leasing, and purchasing cars for her transportation needs. She is exploring environmentally friendly hybrid cars in accordance with our UU values. Gas and maintenance- for such a car (owned or leased) would be paid for by the district in place of mileage reimbursement. Any personal use would be reimbursed by the District Executive to the district. Home to office travel would count as personal use. The board would like to see a proposal for such an investment including a comparison to other districts' procedures on related matters.

French moved and Doug seconded a motion for adjournment. The motion passed unanimously.

Respectfully Submitted,
Michael Ohlrogge
Member at Large and Acting Secretary

Appendix 1: District Executive rough draft of Heartland programs resources organized by Ends Statement:

New Congregations: 30%

- Extensions Committee
- Startup grants to new congregations

Leadership Skills: 25%

- Fall Training Institute
- MWLS contributions
- RE Renaissance Modules
- OWL Teacher Trainings
- Leadership Development committee expenses and services

Supporting Growth and Development of Existing Congregations: 20%

- Ministerial/RE transitions (staff expenses and transition team expenses)
- Congregational Consultants
- Conflict and right relations consultant expenses and services
- Young Adult and Campus Ministry Committee expenses and services
- Extension committee expenses and services, including Chalice Lighters

Congregational Interaction: 10%

- Annual Meeting and Committee Expenses
- DYSC cluster development and maintenance
- Other cluster development and maintenance

Acting on UU Values: 15%

- .-Social Justice Committee Expenses and services.

All: 100%

- Staff, programs and communications committee

Appendix 2: Terms and term limits bylaws proposal by French

The term for any board position shall be two (2) years. No person shall be elected to serve more than two (2) consecutive elected two year terms in a single Board position, and no person shall serve more than four (4) consecutive elected years on the Board. The President and Secretary shall be elected to two (2) year terms in odd numbered years and the Vice President of Finance and the Vice President of Administration shall be elected to two (2) year terms in even numbered years. At large trustees shall be elected to two (2) year terms. Three At Large Trustees will be elected in odd numbered years and two will be elected in even numbered years. All newly elected Board Members will assume office at the end of the Annual Meeting.

Appendix 3: Items for November Agenda.

- Linkage with ownership including plan and goals
 - Bylaws revision addressing Annual Meeting timing.
 - Co-evaluation and co-employment of staff.
 - Board minutes posted on Heartland website
 - Linkages to ministers and DREs
 - Approval of startup limitations incorporation in Governance Policies.
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Appendix 4: Proposed Incorporation of Board Norms into Governance Policies.

POLICY TITLE: Governing Style

The

Board will govern with an emphasis on

- (1) Outward vision rather than internal preoccupation
- (2) Encouragement of diversity in viewpoints
- (3) Strategic mission focused leadership more than administrative detail
- (4) Clear distinction of Board and DE roles
- (5) Collective rather than individual decision
- (6) Future rather than present or past
- (7) Proactivity rather than reactivity
- (8) Permission focused
- (9) UU Values.

Accordingly,

1. The board will cultivate a sense of group responsibility. The board, not the staff, will be responsible for excellence in governing. The board will be the initiator of policy, not merely a reactor to staff initiatives. The board will use the expertise of individual members to enhance the ability of the board's values. The board will allow no officer, individual or committee of the board to hinder or be an excuse for not fulfilling board commitments.
2. The board will direct, control, and inspire the organization through the careful establishment of broad written policies reflecting the board's values and perspectives about ends to be achieved and means to be avoided. The board's major policy focus will be on intended long-term effects, not on the administrative or programmatic means of attaining those effects. The board will enforce upon itself whatever discipline is needed to govern.
3. The Board will enforce whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation, policy-making principles, respect of roles, and ensuring continuance of governance capability. Continual board development will include orientation of new board members in the board's governance process and periodic board discussion of process improvement.
4. The board will monitor and discuss the board's process and performance at each meeting. Self-monitoring will include comparison of board activity and discipline to policies in the Governance Process and Board-DE Linkage categories.
5. The board will make its decisions through the following process where the board and its members:
 - 5.1. Thoroughly air all options
 - 5.2. Receive material (when presented in advance) that ideally includes options rejected and reasons
 - 5.3. Engage in the democratic process without secrets or secret agendas.
 - 5.4. Make decisions openly, and are not held hostage to the minority

- 5.5. Are active in decision making includes listening
- 5.6. Clearly state all moral and ethical objections
- 5.7. Make decisions that include an action plan and feedback for implementation
- 5.8. Bring issues up at meeting instead of silently disagreeing
- 5.9. Use Robert's Rules of Order
- 6. The board will prepare for its meetings in the following manner:
 - 6.1. Time zone information will be included in meeting plans
 - 6.2. The calendar of meeting dates and locations (when possible) will be planned out 1 year (minimum) in advance to facilitate planning.
 - 6.3. 30 day notice of the details of the meeting site will be given (including family options)
 - 6.4. Resources materials and agenda action items will be distributed at least 10 days in advance. Board members agree to read these materials ahead of time
 - 6.5. Information on the specifics of meeting location and directions as well as start and end time will be included in materials sent out before meetings.
 - 6.6. A call for agenda items will occur at least one month in advance of each meeting
- 7. The meetings of the board will be characterized by the following:
 - 7.1. Members will be there for the whole meeting, every meeting
 - 7.2. Elements of worship will be incorporated in the meetings
 - 7.3. Members will treat each other as peers and with respect
 - 7.4. Members will assume goodwill
 - 7.5. Members will listen
 - 7.6. The board will enjoy its time together
 - 7.7. Minutes will be distributed within 30 days of board meetings.
- 8. The board will communicate with each other between meetings primarily via email, according to the following conditions
 - 8.1. Board members agree to check and respond to emails at least 2-3 times per week.
 - 8.2. The board listserve will be used for information sharing and to prepare items for the agenda. Board member communications concerning the district or other board business must be conducted over the official board listserve and not in personal and exclusive emails. The email list shall not be used to make decisions under normal circumstances. Under extraordinary circumstances, the president may, in their discretion, choose to make a between meeting decision via email or conference call, the method and procedure of which to be announced ahead of time by the president.
 - 8.3. The membership of the official board listserve will be as follows
 - 8.3.1. All board members and officers
 - 8.3.2. The board Youth Observer
 - 8.3.3. The UUA Trustee
 - 8.3.4. The District Executive
 - 8.3.5. The District Administrator (with send only privileges)

- 8.4. The official board listserve will be administrated by the board president and one other board member which they shall appoint.
- 9. Board member communications will accord to the following standards
 - 9.1. Jargon and acronyms will be explained
 - 9.2. Honesty, politeness and respect will prevail
 - 9.3. Those not present will be defended
 - 9.4. A culture of proactive communication will be cultivated
 - 9.5. Communications will be reasonable and issue related and focused.

POLICY TITLE: Board Members Code of Conduct

The Board commits itself & its members to conduct that is:

- Ethical, businesslike and lawful,
- Proper use of authority, and
- Appropriate decorum when acting as Board members.

Accordingly,

1. Members must represent unconflicted loyalty to the interests of the ownership. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs. It also supersedes the personal interests of any board member acting as a consumer of the organizations services.
2. Members must avoid conflicts of interest with respect to their fiduciary responsibility.
 - a. There must be no self-dealing or any conduct of private business or personal services between any board member and the organization except as procedurally controlled, to assure openness, competitive opportunity, and equal access to inside information.
 - b. When the board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall absent herself or himself without comment not only from the vote but also from the deliberation.
 - c. Board members must not use their positions to obtain employment for themselves, family members, or close associates. Should a member desire employment, he or she must first resign.
 - d. Members will annually disclose their involvements with other organizations, with vendors, or any associations that might produce a conflict.
3. Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in board policies.
 - a. Members' interaction with public, press, or other entities must recognize the same limitation and inability of any board member to speak for the board except to repeat explicitly stated board decisions.
 - b. Members will give no consequence or voice to individual judgments of District Executive or staff performance.
4. Members will respect the confidentiality appropriate to issues of a sensitive nature.

Heartland District of the Unitarian Universalist Association
Board of Directors

Board Minutes, September 5-7, 2003

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Supporting Growth of Existing Congregations: The board would like more information to better assess progress in this area. Nancy Combs-Morgan will work on gathering monitoring info on transitioning and incoming DREs. Connie will write up a questioner for churches about their growth in total members, data on staffing increases and changes, number of services, and so forth. This will then be sent to Barbara for distribution to the

churches. The UUA will provide statistics on adult and RE membership in the churches. Connie will work to avoid redundancy between information sources.

Acting on UU Principles: The board had charged the DE with developing a community investment program. This decision was reversed by a board member acting alone. Mary won't let this happen again. More information will be gathered on the Cornerstone Loan and the circumstances of the Cincinnati group holding the loan. Doug has emailed the organization with questions and will report back with responses to these at the next board meeting. Laurie moved and Kyle seconded a motion approving the Ends monitoring report. The motion passed unanimously.

Direct Financial Inspection by VP Finance: The chalice lighter budget was corrected to be reflected on its own line item (instead of on that of Extensions). French reported difficulties collecting dues from churches (Ann Arbor in particular). The district didn't do as well this year with meeting its APF dues and thus the UUA grant to the Heartland was lowered by \$5,000 this year. Broadly speaking, the Heartland District has a strong financial base and reserves, but we are losing money and we need to be careful. Kyle moved and Doug seconded a motion to approve the July 1, 2002 through June 30, 2003 budget. The motion was passed unanimously.

Regarding churches struggling to pay district dues and meet APF goals, French will call the churches to ask what can be expected of them for this year. Michael will contact and work with the Ann Arbor church board to find possible solutions to their current difficulties in these matters. Mary will make a follow-up call to the church after Michael's visit to their board meeting.

Email Communications: Connie and Michael will become administrators of the Huud-Bot listserve, relieving Donald of the responsibility and ensuring the board's ability to discuss matters candidly with board members only privy to the discussion. Todd and Donald will be notified of this by Mary. The contents of the Huud-Bot listserve will be as follows:

- All board members and officers
- the Youth Observer to the board
- the UUA Trustee
- the District Executive
- The Office Administrator, with send-only privileges.

All people who do not fit into these categories will be removed from the board listserve. Michael moved that the content and administration of the listserve as detailed above be approved. Shirley seconded the motion and it passed unanimously.

September 7, 2003.

Laurie Proctor took her leave of the board this morning. The morning began with a worship led by Connie.

Debriefing on the monitoring exercise: The board said that it would like to keep the monitoring reports off the consent agenda. The board would like in the future to see the monitoring reports appear in the meeting prep packet. An ends report prepared in April (regarding the activities of the past fiscal year) for the Annual meeting is good; this can then be flushed out and completed through the end of the fiscal year for presentation to the board at the July-September meeting. Ends monitoring reports will now be for the past fiscal year, ending on June 30.

Review of all Ends: Under the policy title "Outcomes and Investments", letter "a" in section 5 will be deleted. "and campus ministry" will be added to letter "d" in section 3. The policy title "Global Ends Statements" will be revised to reflect this change.

Bylaws and Review of Policy: French wrote up a bylaws change proposal regarding terms of office for board members. This will appear as an attachment to these minutes and will be considered at the next meeting of the board. The board acted in contradiction to its policies in its planning of the joint board-programs council retreat this year. This year, the policies will remain unchanged and will be followed. The old board norms were discussed, revised and then incorporated into the governance policies. The new policies appear as an appendix to these minutes and will receive final discussion and approval at the next board meeting.

Employee Medical Cost Fund: The policy title "Compensation and Benefits" will be revised as follows: Number 5 of this policy will have the following section "a" added to it, reading: "Except under a Heartland District Employee Health Care Fund, established to accept tax deductible donations to assist with uninsured health care expenses of district employees." Kyle moved and Shirley seconded a motion to approve this change, the motion passed unanimously.

The Heartland District Board of Trustees made the following resolution:
September 7, 2003

The Heartland District Board of Trustees authorizes the creation of a Heartland District Employee Health Care Fund to accept tax deductible donations to assist with uninsured health care expenses of district employees.

Kyle moved and Shirley seconded that this resolution be approved, the motion passed unanimously.

Under the policy title "Financial Planning and Budgeting" a number "6" will be added which reads: "that does not reflect ends and ends priorities as a long term vision". Michael moved and Doug seconded a motion to approve this. The motion passed with five votes in favor and one vote opposed.

Under the policy title "Global Ends Statements" the section reading "The Heartland District will use their resources efficiently and effectively to..." will be revised to say "The Heartland District will use its programs resources of money and staff and volunteer effort efficiently and effectively to...". Shirley moved that this modification be approved, Doug seconded and it passed unanimously.

Youth Observer Attendance: The board's Youth Observer was not able to attend this meeting because they could not arrange transportation. Possibilities of air travel for youth observer will be explored and funded by the board. Additionally, the youth observer won't be expected to be at meetings until Saturday morning due to the complications of travel.

District Executive Automotive Propulsion: Mary is exploring comparative costs of renting, leasing, and purchasing cars for her transportation needs. She is exploring environmentally friendly hybrid cars in accordance with our UU values. Gas and maintenance- for such a car (owned or leased) would be paid for by the district in place of mileage reimbursement. Any personal use would be reimbursed by the District Executive to the district. Home to office travel would count as personal use. The board would like to see a proposal for such an investment including a comparison to other districts' procedures on related matters.

French moved and Doug seconded a motion for adjournment. The motion passed unanimously.

Respectfully Submitted,
Michael Ohlrogge
Member at Large and Acting Secretary

Board Meeting Monitoring Form

In a continual effort to improve its Policy Governance process, the Heartland Unitarian Universalist District board monitors its own performance during meetings. A volunteer board member takes responsibility for this task at each meeting, completes the form at the end of the meeting and shares the results with the board. The evaluator evaluates the board as a whole and not individual members.

Date of meeting: ____ Sept. 5-7, 2003 _____

| Criteria | Satisfactory | Needs improvement | Unsatisfactory |
|--|--------------|-------------------|----------------|
| The board emphasized outward vision rather than internal preoccupation. | √ | | |
| The board encouraged diversity in viewpoints. | √ | | |
| The board focused on strategic leadership more than administrative detail. | | √ | |
| The board clearly distinguished between board and District Executive roles. | | √ | |
| The board used collective decision making. | √ | | |
| The board focused on the future rather than the present or past. | √ | | |
| The board was proactive rather than reactive. | √ | | |
| The board's decisions were permission focused. | √ | | |
| The board reflected Unitarian Universalist values. | √ | | |
| The board followed its annual agenda. | | √ | |
| The board acted in accordance with its job description. | √ | | |
| Board members acted in accordance with their Code of Conduct. | √ | | |
| The board held the District Executive accountable only for decisions of the board acting as a body. | √ | | |
| The board links to operations only through the District Executive. | √ | | |
| The board delegates responsibility to the District Executive only through written policy. | √ | | |
| The board monitors District Executive performance according to the schedule listed in the Board-District Executive Linkage policy. | √ | | |

Evaluator's comments: _The board worked through this checklist as a group at the end of the meeting and came to consensus on the evaluations. Discussion concluded that it was a useful checklist, and it will be provided in future board packets. A clean copy has been sent to the District office for that purpose. _____

Evaluator: __The board_____ Signed: _Connie Haas Zuber_____

Adapted from "The Policy Governance Fieldbook" with HUUD policy criteria
Tested Sept. 7, 2003 and approved to include in in all future meeting packets

Youth Observer's Role on the Board: The current Youth Observer, Hannah Stampe, is evaluating the situation of vote vs. no vote and the accompanying implications of Constituent representation or not. Hannah will also work on coming up with ideas, modifications, suggestions, etc. regarding the role and specific dynamics of the youth observer's relationship with the board.

Next Steps:

- Connie will come up with a set of options (including t-shirts) for marketing materials
- Doug will create a spreadsheet for church contacting.
- Everyone will work on calling churches for linkage with ownership
- Connie will write the script for these church calls and distribute it to the board members.
- French, Mary, and Barbara will meet regarding Quickbooks and examine the role of the finance officer/treasurer on the board. They will then come up with ideas on a possible bylaws change proposal regarding this position.
- French will gather information on the Cornerstone loan.
- French will talk to Charles Redd about submitting expense forms
- Connie will talk to Charles to extend invitations to board meetings
- Hannah will report on her experiences on the board and general impressions at the next (and her last) meeting.

December 7, 2003.

Present: Connie Haas Zuber, Mary Andrus-Overly, Shirley Hoffstedt, Doug Taylor, Michael Ohlrogge, French Eason, Sally Borden.

Monitoring Reports:

Executive Limitations: Compensation and Benefits:

Policy Prohibition #1: Still having some issues with requests from DYSC for reimbursement for undocumented expenses. Mary has still been reimbursing the relatively minor undocumented expenses but is working to very quickly end this practice and already reports improvement on this account.

Policy Prohibition #2: Medical Coverage for Barbara: Barbara has been rejected by two insurance companies. The Heartland District has spent all solicited funds that have come in as well as all budgeted healthcare expenses. Barbara is facing more surgery and is looking into the high-risk pool that would cover her further expenses. The high-risk pool would require a several-thousand dollar increase in expenses. Once Mary gets details on payments for this, she will send it to the board for approval.

Policy Prohibition #5: Mary can shift \$1,000 from line item for Barbara's training to her healthcare because this is not an inter-fund change; everything is in the "personal expenses for office administrator" group of expenses. Progress Towards Ends:

2b. Mary will add explanation to these reports that she is tracking activities but still cannot report compliance/non-compliance.

The new PC features prominently in these reports, particularly in the interaction between congregations. This is good.

Mary will begin including volunteer time and other resources in interpretation of progress towards ends as specified by the new additions to the governance policies. The board realizes that such an accounting is a long term goal and not an expected current reality.

Advance distribution of monitoring reports: The board realizes that it is undesirable that reports are not going out in advance. Mary understands this as well but has been unable to alter the situation due to the exceptional circumstances that the district and the district office are in. These circumstance are beyond the District Executive's control and call into play other forces which demand her attention in other areas and away from the reports. These reports take a tremendous amount of time. The board is understanding and sympathetic but also needs the reports. In the meantime, the board must work with what it has available to it when it meets.

The board feels that the information included in these reports is adequate. Shirley moved to accept the reports and Doug seconded the motion. The motion passed unanimously.

Heartland Audits: Connie would like to consider the possibility of a line item for an external audit. Current auditor has reported inability to account for all documents both times he has audited. Uncertainty exists as to what was missing. The current auditor's report also contained certain misstatements regarding the functioning and creation of HUUD Policy.

QUARTERLY MEETING OF THE BOARD OF HEARTLAND DISTRICT

February 9, 2004

PRESENT: Connie Haas Zuber, President; French Eason, Sally Borden, Shirley Hoffstedt, Kyle Bagnall, Laurie Proctor; Michael Ohlrogge; Hannah Stampe; Emmy Lou Belcher; Mary Andrus-Overly, District Executive.

Absent with notice: Doug Taylor; Nancy Combs-Morgan, District Program Coordinator

AGENDA: additions

Discussion of Unsung Hero[ine],

Nominating Committee

Annual Meeting

"Ends" discussion

Hannah's report

MEETING CALLED TO ORDER at 9:00am

CONSENT AGENDA

Add to Article VII, District Structure, Sec. 1 Board of Trustees, Terms and Term Limits (line 184)

President and Secretary elected in odd years

VP Finance and VP Administration elected in even years

Motion by French, Seconded by Michael

Passed unanimously

REPORT OF DISTRICT EXECUTIVE

Included request from Mary that she and Connie get more training from Carver organization, possibly in March or September. No money budgeted this year for Board education. Urged to include Board education funding in budget that starts July 1.

Program Council update: the Council is not functioning together. Connie will see that Mary receives names of possible District volunteers obtained during Board phone interviews of congregational leaders for District volunteers.

Mary urged the board to focus on building organizational capacity of the District.

Michael brought up ways to support volunteers.

Two videos are available from District - Black Empowerment Controversy and Todd Ekloff video on UU Principles.

Annual Meeting is being put together by team from Detroit. Brochures will be out Monday.

A team is being put together to service smaller congregations.

ORGANIZATIONAL VISION, ISSUES, LINKAGE WITH OWNERSHIP ACTIVITIES

Role of VP Finance:

Discussion of Carter model's role for Treasurer and need for new job description.

By-Law Proposal: Article VIII, Sec. 3 Vice President Finance/Treasurer

The Vice President Finance/Treasurer shall be responsible for monitoring compliance with the Board's financial policy and insuring and protecting the financial integrity of the District.

Moved by Kyle, seconded by Shirley

Passed unanimously

*Note: see these minutes page 5 for duties of this office.

French and Mary will make sure this is in place by the end of French's term.

Board Responsibilities at Annual Meeting

Prepare list of qualified congregations (Emmy Lou)

Sign in delegates at credentialing table (Emmy Lou)

Present report to meeting and explain system for credentialing (Emmy Lou)

Present a budget

Present Financial Report

Present By-Law changes

Unsung Hero[ine] Award (Sally)

Recognition of volunteers

Hold by-laws review session

Hold budget review session (French)

Breakfast for Presidents (Connie and Shirley)

Recognize results of phone calls - ideas perking

Session to look at Ends

*Also see notes on page 6

By-Laws change: Article IV, Sec. 3

Change first sentence to read: Each member society shall be represented at any meeting by the same number and kinds of delegates as are permitted at the UUA General Assembly.

(proposed by Sally, seconded by Shirley, passed)

Article III, Sec. 2

Rename this section Good Standing

(proposed by Laurie, seconded by Michael,
passed)

Should read: To remain in good standing, member societies or individual members must have paid in the previous fiscal year the full amount of dues as voted in the Annual Meeting.

(proposed Sally, seconded Shirley, passed)

Recognition of volunteers

At the Annual Meeting, Board will recognize retiring volunteers, committee chairs will recognize their retiring volunteers.

At the Board Retreat, we will de-brief how this went.

GOVERNANCE PROCESS, AGENDA PLANNING

Article IX, Board of Trustees, Sec. 1.a

Quarterly Heartland District meetings shall take place in August, November, February, and at the Annual Meeting in April. A Board retreat shall be held in May or June with the newly-elected Board members attending. Board members' terms end on July 1 after the Annual Meeting in April. Meeting dates shall be set by the Board on a yearly basis in August so that all Board members will know the dates a year in advance.

(proposed Sally, seconded Kyle, passed)

Calendar for Coming Year (2004-2005)

Board Retreat June 4-6

Board -Program Council Meeting August 13-15

Board Meeting November 12-14

Board Meeting February 25-27

Annual Meeting April 8-10 in Cincinnati

New-old Board retreat June 10-12

REPORT: OPTIONS FOR MARKETING ACTIVITIES AND MATERIALS

The Board requested a basic identity brochure for the District be made available for this Annual Meeting. Mary was authorized to produce it for up to \$2500, using design services of Nielsen Associates (Emily Mitchell) who did previous logo/design work.

(proposed Michael, seconded Kyle, passed)

DISTRICT EXECUTIVE AND PROGRAM CONSULTANT EVALUATION PROCESS

A subcommittee of the Board was appointed to set up an evaluation process to be adopted at the Board business meeting in April. Doug Taylor appointed chair, French and Connie will also be on the committee.

MONITORING ACHIEVEMENTS AND OPERATIONS

Connie reminded the Board that, in responding to monitoring reports, the following questions should be considered:

- 1) Is the interpretation of the Policy Statement reasonable?
- 2) Is the data presented credible, concrete and complete enough for approval?

Report on Treatment of Staff Policy

(Motion to accept report from Kyle, seconded by Sally, passed)

Financial Statement

presented by French

Shortages expected in dues and Friends of District income

Spending overall lower than percentage of year

We are currently in compliance with Board policy.

(motion to accept report by Shirley, seconded Michael, passed)

Report on Financial Planning and Budgeting Policy

(Motion to accept report by Laurie, seconded Kyle, passed)
Report on Establishment of New Congregations Policy

Board questioned whether volunteer time should be counted in percentages allotted to categories as well as salary and expenses for staff.

(motion to accept by Michael, seconded Shirley, passed)

POLICY AND BY-LAWS REVIEW

Article VII, District Structure, Sec. 1, Board of Trustees, (line 206)
Vacancies

Add: A vacancy shall be declared by the Board when a trustee is absent from more than one regularly scheduled meeting in a twelve-month period.

(moved by Sally, seconded Shirley, passed)

Governance Policy: Emergency District Executive Succession

Change second sentence to read: Accordingly, the DE may have no fewer than the Vice President - Administration and the Vice President - Finance/Treasurer familiar with Board and DE issues and processes.

General Assembly: the Board was urged to continue to send President (and, when applicable) incoming President to General Assembly. Costs covered from Cost of Governance.

Room sharing at meetings: The office will assume that every person will have a single room unless they notify the office at least two weeks ahead of the meeting that they will share a room and with whom.

REPORT FROM YOUTH OBSERVOR

Hannah reported, urging that need another observer from DISC, hopefully an adult, who then can augment the youth's understanding of Board procedure. Hannah felt the youth observers were probably more important in Program Council than on Board. She praised Nancy Combs-Morgan's work with youth in the District.

WEB SITE

There was a discussion of whether minutes should be posted on web site. Decided they could go up after corrections and with elimination of confidential discussion, with notice "Submitted for approval at _____ meeting."

MINUTES

Should be sent to Board for approval within three weeks after meeting.

(Meeting adjourned for the evening.)

(Meeting re-called to order on Sunday morning)

JOB DESCRIPTIONS and DUTIES

Article VIII, Duties of Officers, Sec. 2 Vice President - Administration

The Vice President - Administration shall be vested with the responsibilities of the President should the President be unable to fulfill them. The Vice President - Administration shall be responsible for insuring that the Board creates and implements an annual plan to establish and strengthen linkage with the Heartland District's ownership. Additionally, this Vice President is charged with monitoring the Board's performance of this linkage plan.

(moved by Kyle, seconded Shirley, passed)

Article VIII, Duties of Officers, Sec. 3 Vice President- Finance/Treasurer

Now should read:

The Vice President - Finance/Treasurer shall be responsible for monitoring compliance with the Board's financial policy and insuring and protecting the financial integrity of the District. This shall

include 1) reviewing financial data (bank statements and reconciliation monthly, general ledger quarterly, financial statements quarterly) with the District Executive or designee, for compliance with executive limitations and Ends policy; 2) presenting monthly reports to the Board; 3) preparing Board's portion of the budget and delivering it to District Executive annually; 4) presenting proposed District budget at the Annual Meeting; 5) presenting the auditor's report to the Board and Annual Meeting; 6) convening a finance committee; 7) serving as a member of the credentialing committee before each Annual Meeting; 8) ensuring the Board selects an independent auditor annually; 9) being familiar with the Board and District Executive issues and processes as described in the Emergency District Executive Succession Policy; 10) monitoring District Executive expenses.

(moved by Kyle, seconded Shirley, passed)

Article X, Sec. 2 Finance Committee

There should be a Finance Committee reporting to the Board of Trustees, convened by the Vice President -Finance/Treasurer.

Duties: The Finance Committee works with the Vice President - Finance/Treasurer to insure and protect the financial integrity of the District.

(moved Kyle, seconded Shirley, passed)

The possible position of a Member-at -Large / Fundraising was discussed. This position would be responsible for insuring the Board fulfills its annual fundraising charge.

A copy of these job descriptions and interest in fundraising expertise will be sent to Barbara Weber of District Nominating Committee by Michael and Connie.

CLEAN UP DETAILS

Deletion of Article IV, sec. 4, and re-numbering of succeeding sections.

(moved Michael, seconded Shirley, passed unanimously)

Deletion of final sentence of Article X, Sec. 2 (lines 324-325)

(moved Michael, seconded Laurie, passed)

BUDGET

The Board recommends to the delegates at the 2004 Annual Meeting the purchase of a vehicle for business use of the District Executive.

(moved by Kyle, seconded by Shirley, passed)

A discussion was held concerning balancing future budgets, perhaps by 2007. Questions included what income would have to be in place and/or

what services would have to be cut? Since we need to have no less than \$80,000 in reserves, we could spend up to 19,000 in reserves by 2007. Questions: how do we want to direct the use of our reserves? Do we want a multi-year plan? It was decided that French and Mary will work on this budget beginning on February 9. They will present it to the Board via list-serve. It will include governance expenses as designated by the Board (via Connie) and an estimate for fund raising through Friends of HUUD.

ANNUAL MEETING RESPONSIBILITIES

*also see notes on page 2

Connie went over the Board Responsibilities for the Annual Meeting.

- 1) French will bring us a proposed policy for the District Executive's personal use of the District automobile.
- 2) Michael will bring a proposal for the cost of Governance.
- 3) Emmy Lou will polish the minutes and submit them.
- 4) Barbara Hamilton (office staff) will put the minutes into the document this time.

It was noted that we need policies for the protection of reserve funds and standards for spending.

MEETING ADJOURNED at 11:20am

Respectfully Submitted,

Emmy Lou Belcher, Recording Secretary

ANNUAL MEETING MINUTES, APRIL 3, 2004

HEARTLAND UNITARIAN UNIVERSALIST DISTRICT

The President, Connie Haas Zuber, called the meeting to order at 1:00pm.

Rules of Procedure were proposed. Moved and seconded, accepted unanimously.

Quorum/Credentialing Report.

Rev. Emmy Lou Belcher, Secretary of the Board, reported that 71 delegates from more than ½ of the congregations in good standing in the Heartland District were present. Therefore, a quorum was in effect.

The Financial Report was reviewed by Frank Eason, Board Treasurer. A copy will be appended to the minutes.

Report from District Executive and Program Consultant was delivered by Mary Andrus Overly. (Program Consultant Nancy Coombs Morgan was absent for family reasons.). A copy of her report will be appended to the minutes. It included a report on how the District is addressing the five Ends statements adopted by the Board.

Mary also talked about an emerging program structure that would better focus the work of the Program Council on the Ends, rather than the present focus on areas of programming. The sub-groups of a Central Council would be organized under the Ends statements, with people representing present areas of programming to be included in each Ends council.

President Connie Haas Zuber praised the work of staff and of volunteers in making the Ends of the Board and District transpire.

Friends of the Heartland District program was presented by Michael Ohlrogge. Baskets were passed to collect pledge forms and donations from the delegates and other attendees. A copy of Michael's speech will be appended to this report.

By-Laws changes: Scribner's errors were corrected as follows:

Two times references to Article VI changed to Article IV

Strike through extended through words "in good standing."

Board moved the adoption of proposed By-Laws changes. Seconded.

Considerable discussion ensued, including why specific charge for "5 year plans" was removed from By-Laws. After explanation, delegates moved to re-instate a specific span of planning time as part 2 of Article V. Moved and seconded, vote failed to pass.

Question called to adopt By-Laws changes, passed unanimously.

A Motion from the floor was made instructing the Board to take all items removed from the job description of the Vice President Finance/Treasurer and indicate where implemented in the structure. Moved and seconded, passed.

Nominating Committee Report was presented by Barb Weber.
Slate of new officers and Nominating Committee members was presented.
Motion to accept the slate by acclamation made and seconded, passed.

The UUA Trustee Report was delivered by Charles Redd. To the report already in the delegates' packets, Mr. Redd added that:

a voter's education and registration drive was initiated by the President and UUA Board. It is already underway the UUA Board members would be attending the march in Washington, DC for women's reproductive rights on April 24 a third Endowment Fund has been started with a goal of \$32 million

Proposed Budget for 2004-2005 was presented and moved for adoption by French Eason.
Seconded. Discussion followed.

A question was raised concerning the Frank Gentile Funds. French reviewed the history and data he possessed. The question was referred to the Board for further consideration of where and how these funds should be utilized.

Question was called on Adoption of the budget. Passed unanimously

The President accepted a motion to adjourn. It was passed.

Respectfully submitted,

Emmy Lou Belcher