

Governing Council Meeting Minutes July 7 2020

Via Zoom call Time: Tuesday, July 7, 2020 1:00pm - 3:00pm

Join Zoom Meeting ->

<https://us02web.zoom.us/j/83641021665?pwd=cFA4ZmxQ01neHIRZjJMV3Z2TXRLZz09>

Meeting ID: 836 4102 1665

Password: 277100 (only required if joining by phone)

Dial by your location

647 374 4685

647 558 0588

1:00pm – 3:00 p.m.

Opening remarks/prayer

Meeting Chair Mary Ellen

1. Routine Business:

- a. Approval of May 26 and June 23 special meeting minutes

Moved by:

Seconded by:

- b. Updates: Ministries and Corporate Councils (HRR, Property, Finance)

2. Significant Operating Updates:

- a. Re-opening communication, reopening learning/matters (Vicki, Rosemary)

- b. Finance: (Steve Dunk)

Announced Federal loan program (\$40,000) .

Motion: To authorise the Treasurer to enter into the loan agreement per the eligible terms of the program .

Moved by:

Seconded by:

3. Governance Matters

- a. **Draft Terms of Reference for the Administration Committee of the Board – Mary Ellen Richardson**

Motion to approve the terms of reference for the Administration Committee

Moved by Mary Ellen Richardson

Seconded by:

see appendix

b. Draft Fundraising Policy – John Ryerson

Motion to approve the Fundraising Policy

Moved: John Ryerson

Seconded:

See appendix

4. Special update (Co chairs/DdC)

5. Other Business

6. Proposed Next meeting – September 22 or 29th

7. MBTI Refresher Check In : How did we do today in our GC meeting (RPR)—

Results, Process, Relationships (RPR)

What did we do well? Is there anything we could have done better?

***Results:** Did we accomplish what we set out to do?*

***Process:** How did we share information? Did we hear everyone's voice?*

***Relationships:** If we are creating a psychologically safe space, how did we do? Was there an opportunity to build relationships?*

8. Closing prayer/thoughts – Douglas

9. Adjournment

Appendices

Minutes May 26, 2020

Sent as attachment

Minutes June 23, 2020

Fairlawn Governing Council Special Meeting

June 23, 2020 Zoom call 2 pm

Attending: Mary-Ellen Richardson, Rosemary Pryde; Steve Dunk, John Ryerson, Allan Hux; Vicki Stuart, Robin Harkness, Kathy Salisbury, Kathleen Magladry, Amanda Hancox, Bill Dines

Regrets Douglas duCharme

This is meeting was called to receive and approve the Health and Safety Policy for Fairlawn

The policy was prepared by Vicki Stuart, the Property Committee in consultation with Doug Crozier and his staff, and Joanne to ensure Fairlawn is in compliance with the Provincial requirements. The draft policy was circulated in advance. See Appendix

Motion Moved that Governing Council approve the Health and Safety Policy with the amendments as addressed and subject to approval of the Minister.

Moved by Vicki Stuart

Seconded by Mary Ellen Richardson

Approved unanimously

Council extended its appreciation for all the effort undertaken by Vicki and the contributors to preparing this policy.

Minister approval received June 27th

From: Douglas duCharme <ducharme@fairlawnavenueunited.ca>

Sent: June 27, 2020 2:14 PM

To: john.ryerson <john.ryerson@bell.net>

Subject: Re: In your absence June 23 GC meeting , I need your approval for the record , thx

Yes, I endorse the process, the people, the fact that the meeting was in order, and all was done diligently!

DdC.

HRR Update Robin Harness

Robin Harkness reported that the Executive Director sustained injury from a fall and is in convalescence. A short-term disability application has been made. The Committee Chair has notified staff. There will be some duties delegated as we go forward.

Adjournment

Moved by John Ryerson

Appendices

Fairlawn Governing Council Administration Committee: Draft (4) for July 7, 2020 Agenda

Preamble:

Historically some boards have created an Executive Committee with varying degrees of delegated authority. The literature steers away from this model largely because it can disengage board members. With the leadership rebuilding process and visioning activity underway this is not an option for Fairlawn

We have, however several factors at play at this time that would benefit from some coordination by a smaller group.

- Obviously, with COVID , we are operating in unusual times complicating all aspects of societal- and church- operating life
- The HRR function is not fully operational yet.
- The Executive Director is on leave
- The workload planning, including coordination of communication and staff matters, needed during the closure and reopening process.
- Planning of Board meetings and training
- Cluster liaison
- Attempting to reduce the burden on all team members with both the frequency of meetings and having much of the collective time spent dealing with routine administrative matters.
- Dealing with routine administrative matters, within the parameters of the existing budget, while determining when, and by which vehicle (email, conference call or meeting of the whole), the Governing Council must be engaged in a substantive decision.
- An Administration Committee is not a structural governance change to Council.

Issue:

- An Executive committee is recognized in the UCC Manual¹. as a governance option that can assist to best use lay and staff leadership's time, while providing support to staff as needed, and ensuring effective governance.

¹ B.7.5 Organization of the Governing Body—Executive and Commissions

B.7.5.1 Executive

A congregation or pastoral charge may establish an executive of the governing body. The executive must fulfill the responsibilities that the governing body assigns to it.

- While there are benefits to this approach, governance experts have warned that the creation of such a structure may risk creating a “two tier” board, that risks a loss of engagement by the balance of the board.
- Particularly at this time in our church evolution, it is essential that the full leadership team stay connected and aware of our collective work, while being able to focus their energies on their ministry role.
- For this reason, we are **not** proposing the creation of such an Executive committee. Rather, we are proposing the creation of an Administration Committee.
- In large part, it is hoped that this structure will reduce the time burden placed on our leadership volunteers, so that they can focus on the details of their various ministries.
- Except as needed for emergent or substantive matters (e.g. related to substantive work matters, budget or timeline variations), the full Governing Council would meet quarterly and for annual planning .

Proposal:

Creating an Administration Committee of Governing Council for the purpose of increasing efficiency and effectiveness of Governing Council work. The Committee is intended to ease pressure on Council members time, and spread the workload of the Chair/cochairs

Proposed Terms of Reference

- Approve spending within approved budget and within financial delegations to be established by the Treasurer
- Creation of agendas and timing for GC work.
- Provide guidance to management, as needed. To Support the senior staff in response to emergency or unforeseen issues where scheduling a GC meeting is not practical or possible;
- To assist the GC and its Standing Committees in fulfilling their responsibilities by providing guidance on emerging, time-sensitive, or significant issues arising with respect to matters that overlap with their mandates.
- Ensure directives of GC are being addressed by staff
- Collecting and reviewing Nomination recommendations
- Over time, perform a governance committee role for GC tasks that can include recruitment, orientation, training, annual board assessment.
- Ensuring that governing documents are kept current to address the needs of Governing Council.
- Cluster and UC liaison

Regular Meeting Frequency:

- Meetings would typically be once per month.

Authority

- The Administration Committee does not replace any of the functions of the Board or its Standing Committees unless otherwise expressly delegated by the GC from time to time.
- The AC can approve routine unbudgeted administrative expenditures that are below \$2000, **as established by the Treasurer**

Administration Committee Make Up

- Chair/Cochairs, Secretary, Treasurer, Minister , other GC members or experts, as needed, to address specific matters

Communications

- The AC shall minute all discussions, decisions and recommendations and provide a monthly report to the full GC. The GC Secretary will act as Recording Secretary of the AC meetings. As necessary, to record substantive matters , Council Chairs will provide monthly summary reports to the AC Secretary by the 15th of each month, which will be circulated to the full GC along with any AC minutes.

June 27

Fundraising Policy

Preamble:

Most charities provide confidence to their donors through consistency of the fundraising policy. Fairlawn donors now and in the future give to other organizations so it is important that we align with what people are used to seeing e.g. not trading or selling lists, respecting privacy, and acting in the interests of the donor. Although such policy is not a front and centre in raising funds it helps with negotiations and to respond consistently to queries whether to a volunteer or staff person. With this policy in place, Fairlawn will be able to address campaigns other strategies for generating donations and recognition guidelines.

Fairlawn Avenue United Church Policy – Fundraising and Stewardship Policy (the Policy)

1 – Purpose

This policy is intended to ensure that the fundraising activities of Fairlawn Avenue United Church (“FAUC” or “organization”) are in accordance with this policy and meet FAUC’s Guiding Principles, so that donor trust in the excellence and integrity of FAUC is maintained.

2 – Scope

This policy applies to all members of the Governing Council, leaders of all committees and all employees and volunteers who are involved with fundraising activities (Fundraising individuals).

3 – Policy

FAUC adheres to the following Donor Bill of Rights.

DONOR BILL OF RIGHTS

Philanthropy is based on voluntary action for the common good. It is the tradition of giving and sharing that is primary to the quality of life. To ensure that donors and prospective donors can have

full confidence in the not-for-profit organizations and causes they are asked to support by FAUC, we declare that all donors have these rights:

- The right to be informed of the organization's mission and purpose;
- The right to know the identity of the organization's officers and members of the Governing Council and all Fundraising individuals at any given time and to expect that they act with the greatest transparency, integrity and discernment in implementing the organization's mission and purpose for the best interests of the community of faith;
- The right to have access to the organization's annual financial statements and to easily obtain a copy;
- The right to know how donations, directly or indirectly contributed to the organization are distributed,
- The right to be treated with consideration and respect by the organization and to receive appropriate acknowledgment and recognition;
- The right to confidentiality regarding personal information about donors and facts about their donations;• The right to expect that all relationships between the organization's representatives, and the donor, will be professional in nature;
- The right to be informed of the exact nature of the relationship which exists between fundraisers and the organization;
- The right to expect that the organization will not share or sell a mailing list which includes the donor's name, without providing the donor with a meaningful opportunity to decline;
- The right to ask questions of the organization and to expect prompt, truthful, and complete answers in an easy-to-understand manner.

In addition to this Donor Bill of Rights, FAUC adheres to the following policies:

Ethics

All Fundraising individuals will conduct themselves in accordance with Fairlawn's Guiding Principles. They will inform, serve, guide, and otherwise assist donors who wish to support Fairlawn's activities but not pressure or unduly persuade.

Conflict of Interest

In all matters involving the donor, the interest and well being of the donor must take priority. In cases of potential conflict of interest, those acting on behalf of Fairlawn must declare the conflict and allow an impartial individual to act for Fairlawn.

Solicitation

All donor solicitations will treat the donor with integrity, respecting the donor's wishes around how he or she wishes to be solicited. Any individual making a solicitation on FAUC 's behalf will disclose whether she or he is an employee or volunteer. FAUC will cease solicitation of a prospective donor who states that he/ she/they does not wish to be solicited or indicates that he/she/they considers the solicitation to be undue pressure.

Direct Solicitation

FAUC honours donor requests to discontinue direct solicitation. Every effort is made to comply as quickly as possible, and to meet other requests regarding frequency or method of solicitation as much as possible.

FAUC does not sell or trade donor lists.

Independent Counsel

When a donor is considering making a significant or complex gift, it is the responsibility of the donor to discuss proposed gifts with an independent financial planner, legal adviser and/or tax adviser of the donor's choice and at the donor's expense, to ensure that he or she receives a full and accurate explanation of all aspects of the proposed gift. Fairlawn may decline a gift if the donor has not obtained independent advice. *

Gifts Accepted *

- o Cash**
- o Bequests**
- o Life Insurance**
- o Stocks and securities**
- o Real property**

- o **Forgivable debenture**

No Commissions

FAUC does not hire third party or commission-based fundraisers. FAUC's employees are compensated by a base salary or hourly wages and customary employee benefits. FAUC does not pay finders' fees, commissions or other payments based on philanthropic contributions received or funds raised.

4 - Procedures

FAUC will respond promptly to a complaint by a donor or prospective donor on any matter that is addressed by this policy. Complaints will be reported to the Executive Director and the Chair/Co-Chair of Governing Council. It is the responsibility of the Executive Director and the Chair/Co-Chair of Governing Council to ensure that this policy is reflected in and guides all resource development activities of FAUC.

Draft June 27, 2020 JR

Committee updates

July 7 2020 Reports

Embrace Action report – Kathleen Magladry

1. Some EA team members have been in conversation with our counterparts at Eglinton-St George and Lawrence Park CC. We are looking into creating a community hub to promote and advertise Justice work. We may link in with BIAs and ratepayers groups. Planning is in the early stages.

2. Most EA ministries are on hold or reduced. Walk in Support would like to resume on a reduced basis in September but it does not look feasible under current restrictions on the size of gatherings.

Finance Report – Steve Dunk

The operating results for the month of June and the year to date June 30 are included in the attached excel sheet. My comments are as follows:

1. Givings to operating for the month were \$25K – down from budget of \$45K and last year \$50K.
2. Expenses for the month were \$35K – down from budget of \$63K because we received a wage subsidy of \$25K in the month.
3. In the first 6 months total givings to operating were \$191K – down from budget of \$213K and last year \$205K.
4. Rentals YTD declined to \$30K from budget of \$59K.
5. Other income YTD declined to \$2K from budget of \$16K.
6. YTD expenses were \$321K – down from the budgeted amount of \$414K due primarily to the receipt of wage subsidy payments of \$71K by June 30. (Note: we treat the wage subsidy payments as a reduction of the wage expense rather than an item of revenue). Certain other expense categories are also lower YTD such as Administration (\$6K), Communications (\$3K), Music (\$11K), Worship (\$3k) and Faith Development (\$3K).

Given the decline in revenue in June 2020 I expect we will be able to submit a claim for the government wage subsidy for June. Once we receive the results from RBC regarding the investment activities for the month of June we will know for certain.

We have been advised that the government sponsored loan program has been expanded to include churches such as FAUC. Under this program we could apply for an interest-free loan of up to \$40,000 from our bank. If the loan is repaid by December 31, 2022, 25% of the loan is forgiven (to a maximum of \$10,000). We are looking into the documentation required to apply for the loan from TD Bank to ensure we are eligible. Approval will be required from GC and the Region prior to submitting an application.

At this point we do not expect to apply for relief under the government rental subsidy program given our specific fact situation.

Property Update – Vicki Stuart

Property council held its final meeting of the year on June 15. All members participated, except Sean Davey who was at his northern Ontario camp. John Wettlaufer had just arrived in Edmonton hours before. We regretted not having our year end BBQ chez Stuart. The roof project was reviewed in detail, it has now been completed and inspected by Tom Giffin. A new roof drain was co ordinated at the same time with the plumber. When the original roof was built proper drainage was not done and also the roof sloped inward. Both issues have been solved and council is of the opinion that this will assist in the longevity of the roof. The final step was new metal flashing. The roofer also agreed to do some concrete repair for us at the same time as they have the proper safety ladders. The contract came in on budget.

The consultant who had done the first phase of the Fire Code work has been contacted about the second phase. We had a quote for phase 2 which was dated in 2017. The company has reissued the quote and it has not increased. This was excellent news. The consultant is keen to see all the work we have done and as the first step in going forward will do a total walk through with the report to see how we have addressed all issues. We will wait til John Wettlaufer returns in July as he will be involved in the walk through.

There was a review of the issues with the outage of WIFI and phone service. Council approved that the minimum of steps that were taken was correct to get the systems functioning again. A more comprehensive review of changes should wait til FAUC determines what it is doing or wants to do with the website.

HRR

Briefing Note to Governing Council – Robin Harkness

This update is being provided for information purposes only. No action is required by Governing Council.

Conflict Resolution Policy and Procedures

Currently Fairlawn does not have a clear policy for dealing with, and resolving, conflict. The absence of such a policy leaves the church unprepared to manage situations involving conflict through a transparent, fair and consistent process. This has the potential to leave Fairlawn vulnerable to other issues should conflicts go unresolved and/or escalate. A conflict resolution policy and process is part of a healthy work environment.

To address this deficiency we will be working with Credence & Co., a consulting company specialized in working with congregations and workplaces, to develop a conflict resolution policy and process. Among its services, Credence & Co. is experienced working with congregations in areas of conflict management, leadership development, congregational renewal and change management. Some of Credence & Co.'s services are offered in conjunction with Conrad Grebel College at the University of Waterloo.

The work with Credence & Co. has three deliverables:

- 1. Review of the existing policy with recommendations for improvements;**
- 2. Revision of the existing policy and procedure, creation of forms and flow charts to match the policy document;**

3. Facilitating a meeting for Fairlawn's members/leaders regarding the policy and procedures, its use and the rationale behind the document.

It is felt that Credence brings process skill and language that will be useful around conflict management and that working with them is a cost-effective way of advancing the development of a conflict resolution policy and procedure. This work will be undertaken over the summer. It is anticipated that there will be some support from Shining Waters Region as we are demonstrating a professional approach in addressing a not insignificant deficiency.