



**Board Meeting Minutes**  
**Sunday July 10, 2022 11:30 -1:35 pm**  
**Palmer Library**

**Board Members Present:**

Angie Knappenberger, *President*  
Mary Anne Trause, *Vice-President*  
Livia Walsh, *Secretary*  
Liora Kian-Gutierrez  
Cathy Leach-Phillips  
Louise Lin Garrett  
Andi MacLeod

**Also Present:**

Sarah Miller, *Treasurer and Advisory non-voting member*

Chalice Lighting & Chalice Reading; Board Member Check-in  
Recitation of Board Covenant and Covenant of Right Relations

1. **TOPIC:** Election of Corporate Secretary and Treasurer per P&P 110

**DECISION:** All agreed to affirm Livia Walsh and Sarah Miller as Corporate Secretary and Board Treasurer respectively.

2. **TOPIC:** Select date for Board Retreat

**DECISION:** Thursday August 18, 2022 9:30 am -3:30 pm. Location: Fellowship

**ACTION:** Livia to reserve kitchen and library.

3. On-Boarding Document for Board term 2022-2023

**ACTION:** New members to review the document sent via email this past week.

4. **TOPIC:** Establishing regular Board meeting times/days/location

**DECISION:** In-person Board Meetings to be held the second Sundays 11:30 am-1:30 pm in PALMER LIBRARY beginning Sunday, September 11th.

BACK-UP ZOOM MEETINGS to be held as needed the 4th Monday of each month at at 3:00 pm beginning Monday, September 26th

**ACTION:** 1. Livia to contact Tracey and reserve the Library for the year  
2. Angie to Invite Rev Ellie to the September 11th Board Meeting

5. **TOPIC: MEET & GREET for Rev Ellie**

**DECISION:** Board members Mary Anne Trause, Andi MacLeod and Livia Walsh will coordinate the Meet & Greet

6. **TOPIC:** P&P # 111 - Board Member Responsibilities

**ACTION:** Board members to review and in approx 6 months to re-visit this P&P to determine if changes will be required.

7. **TOPIC:** Board Liaison to Committees Assignments (see attached)

**DISCUSSION:** Liaisons to committees were assigned. Reviewed the role and responsibilities of the Liaisons. It was noted that there was no Fun and Fellowship Committee listed nor was there a P&P for this committee. It was proposed that the Kitchen Committee and Fun and Fellowship committees be combined.

Also discussed was the need for all committee chairpersons to notify the Office Administrator of the dates of their meetings no matter where the meetings are to be held, on or off campus.

**DECISION:** The Fun & Fellowship Committee will be re-instituted and remain a separate committee with a different mission/intention than the Kitchen committee

**ACTION:** Louise will create the P&P for Fun & Fellowship Committee and agreed to be the Liaison to that committee.

**ACTION:** Board committee Liaisons to notify their respective committee chairpersons to notify Office Administrator of dates/times/locations of committee meetings.

8. **TOPIC:** Documents required for the FEMA Grant Extension

**DISCUSSION:** The Board had been advised by Ron Demuth, our liaison for the FEMA grant, that UUFSD needed a Conflict of Interest Policy that included Leadership and a Procurement Procedure. A draft Conflict of Interest Policy that will become P&P 130 was reviewed. We agreed to not specify an amount in Section 2 #D regarding "material financial interest" and to have this policy reviewed every three years, consistent with all of our Policy and Procedures.

Sarah Miller advised that the UUFSD Procurement Procedure was not a P&P and did not require further discussion.

**DECISION:** The new document, P&P 130: Conflict of Interest Policy was approved with the revisions to the draft referred to above.

**ACTION:** Angie will compare this Conflict of Interest Policy with the one currently in our Employees Handbook and bring any inconsistencies back to the Board for resolution. Angie will send the approved version of P&P 130 to Sarah Miller to submit to FEMA for our extension. .

9. **TOPIC:** Updating Job Postings based on our approved budget

Music Director (reduce from 20 hours/week to 15 hours/week)

**ACTION:** Angie to revise and notify the UUA of the revision

Director of Religious Education (reduce from 20 hours/week to 15 hours/week)

**ACTION:** Liora to work with Susan Halm, RE Chairperson, to revise and notify the UUA of the revision

Childcare (reduce from 3 hours to 2 hours/Sunday)

**ACTION:** Liora to revise. As this position is not under the purview of the UUA no notification is necessary.

10. **TOPIC:** Circle Dinners - providing funds for childcare (Sarah/Louise);  
Fun & Fellowship Committee activity issue

**DISCUSSION:** It was the decision of the coordinators of Circle dinners not to pay for childcare for these events as there was no money allocated in the approved budget. It was unclear if Circle Dinners falls under the Fun & Fellowship Committee which had apparently been discontinued and there is no P&P for this committee.

**DECISION:** The Fun & Fellowship committee to be re-instituted with Circle Dinners being one of its activities.

**ACTION:** Louise to create P&P for the above committee

**Board Actions Completed by Google Poll:**

**1) Proposal to Update list of check signers at Union Bank**

We have not updated our signatures since 2019. The Finance Committee recommends that the following five people be authorized by the Board to have check signing authority:

Sarah L. Miller, Treasurer

Kathryn Sturch, Finance Committee Chair

Barbara Walker, Finance Committee Member

Caroline S. DeMar, Finance Committee Member  
John L. Sherman, Capital Campaign Fund Manager

**DECISION:** Unanimously agreed

**2) Proposal to Update list of authorized signatures for UUFSD's Vanguard Accounts**

Vanguard is asking for an updated Corporate Resolution as soon as possible. The Finance Committee is recommending that the following people be authorized by the Board to have authority for UUFSD's Vanguard Accounts:

Sarah L. Miller, Treasurer

Kathryn Sturch, Finance Committee Chair

John L. Sherman, Capital Campaign Fund Manager

**DECISION:** Unanimously agreed

Meeting ended at 1:35 p.m.

Minutes taken by Livia Walsh, Corporate Secretary

**Documents to be appended to these minutes:**

- Liaison List 2022-2023
- P & P 130: Conflict of Interest Policy
- Affidavit for Union Bank
- Affidavit for Vanguard Accounts

## UUFSD BOARD COMMITTEE LIAISONS 2022-2023

<b>Committee</b>	<b>Chair(s)</b>	<b>Board Liaison</b>
Buildings and Grounds	Ed Mlakar	Louise Lin Garrett
Communications	Irv Himelblau	Liora Kian-Gutierrez
Design Review	Irv Himelblau	Cathy Leach-Phillips
Dream Builders	Chris Faller	Andi MacLeod
Finance	Kathryn Sturch	Angie Knappenberger
Fun & Fellowship	Louise Lin Garrett	Louise Lin Garrett
Kitchen	Louise Lin Garrett	Louise Lin Garrett
Leadership Development	Christie Turner	Andi MacLeod
Library	Robin Mitchell	Cathy Leach-Phillips
Membership	Betsy Gilpin	Liora Kian-Gutierrez
Music	Jan Berlin	Cathy Leach-Phillips

Nominating Committee	Wenda Alvarez	Angie Knappenberger
Planned Giving/Endowment Grants	Mark Tuller	Livia Walsh
Right Relations	Kathryn, Christie, Glenn, Robin M	MaryAnne Trause
Pastoral Care		Livia Walsh
Personnel	Dale Gottdank	Angie Knappenberger
Policies and Procedures	Nancy Hebert	Livia Walsh
Religious Education	Susan Hahm	Liora Kian-Gutierrez
Social Justice Action	Irv Himmelblau	Andi MacLeod
Staff	N/A	MaryAnne Trause
Stewardship	Rich Macdonald	Louise Lin Garrett
Worship	MaryAnne Trause/Chris Byrnes	Cathy Leach Phillips

Updated 7/10/2022

**UUFSD Policy and Procedure Document****Policy ID: 130****Title: Conflict of Interest Policy**

Date Approved: Approved by the Board of Directors July 10, 2022

**Purpose**

This conflict of interest policy is designed to help directors, officers, and employees of the Unitarian Universalist Fellowship of San Dieguito (UUFSD) identify situations that present potential conflicts of interest and to provide UUFSD with a procedure that, if observed, will allow a transaction to be treated as valid and binding even though a director, officer, or employee has or may have a conflict of interest with respect to the transaction.

In the event there is an inconsistency between the requirements and procedures prescribed herein and those in federal or state law, the law shall control. All capitalized terms are defined in Part 2 of this policy.

**Policy****1. Conflict of Interest Defined.**

For purposes of this policy, the following circumstances shall be deemed to create Conflicts of Interest:

- a. Outside Interests.
  - i. An agreement or transaction between UUFSD and a Responsible Person or Family Member.
  - ii. An agreement or transaction between UUFSD and an entity in which a Responsible Person or Family Member has a Material Financial Interest or of which such person is a director, officer, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator, or other legal representative.
- b. Outside Activities.
  - i. A Responsible Person competing with UUFSD in the rendering of services or in any other Agreement or Transaction with a third party.
  - ii. A Responsible Person's having a Material Financial Interest in; or serving as a director, officer, employee, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator, or other legal representative of, or consultant to; an entity or Individual that competes with UUFSD in the provision of services or in any other Agreement or Transaction with a third party.

- c. Gifts, Gratuities and Entertainment. A Responsible Person accepting gifts, entertainment, or other favors from any individual or entity that:
- i. Does or is seeking to do business with, or is in competition with UUFSD or
  - ii. Has received, is receiving, or is seeking to receive a loan or grant, or to secure other financial commitments from UUFSD;
  - iii. Is a charitable organization;
  - iv. Under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Responsible Person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value that are not related to any particular transaction or activity of UUFSD.

## 2. Definitions

- a. A “Conflict of Interest” is any circumstance described in Part 1 of this Policy.
- b. A “Responsible Person” is any person serving as an officer, employee, or member of the Board of Directors of UUFSD.
- c. A “Family Member” is a spouse, domestic partner, parent, child, or spouse of a child, brother, sister, or spouse of a brother or sister, of a Responsible Person.
- d. A “Material Financial Interest” in an entity is a financial interest of any kind that, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect a Responsible Person’s or Family Member’s judgment with respect to transactions to which the entity is a party. This includes all forms of compensation.
- e. An “Agreement or Transaction” is any agreement or relationship involving the sale or purchase of goods, services, or rights of any kind, the providing or receipt of a loan or grant, or the establishment of any other time of pecuniary relationship by UUFSD. The making of a gift to UUFSD is not an Agreement or Transaction within the meaning of this document.

## Procedure

1. Before board or committee action on an Agreement or Transaction involving a Conflict of Interest, a Director or committee Member having a Conflict of Interest and who is in attendance at the meeting shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting.
2. A Director or committee member who plans not to attend a meeting at which he or she has reason to believe that the board or committee will act on a matter in which the person has a Conflict of Interest shall disclose to the chair of the meeting all facts material to the Conflict of Interest. The chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.
3. A person who has a Conflict of Interest shall not participate in or be permitted to hear the board’s or committee’s discussion of the matter except to disclose

- material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.
4. A person who has a Conflict of Interest with respect to an Agreement or Transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for the purposes of the vote. The person having a Conflict of Interest may not vote on the Agreement or Transaction and shall not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. Such person's ineligibility to vote shall be reflected in the minutes of the meeting. For purposes of this paragraph a member of the Board of Directors of UUFSD has a Conflict of Interest when he or she stands for election as an officer or for re-election as a member of the Board of Directors.
  5. Responsible Persons who are not members of the Board of Directors of UUFSD or who have a conflict of Interest with respect to an Agreement or Transaction that is not the subject of board or committee action, shall disclose to the chair or the chair's designee any Conflict of Interest that such Responsible Person has with respect to an Agreement or Transaction. Such disclosure shall be made as soon as the Conflict of Interest is known to the Responsible Person. The Responsible Person shall refrain from any action that may affect UUFSD's participation in such Agreement or Transaction.
  6. In the event it is not entirely clear that a Conflict of Interest exists, the individual with the potential conflict shall disclose the circumstances to the chair or the chair's designee, who shall determine whether there exists a Conflict of Interest that is subject to this policy.

### **Confidentiality**

Each Responsible Person shall exercise care not to disclose confidential information acquired in connection with such status or information the disclosure of which might be adverse to the interests of UUFSD. Furthermore, a Responsible Person shall not disclose or use information relating to the business of UUFSD for the personal profit or advantage of the Responsible Person or a Family Member or the Responsible Person's company.

### **Review of Policy**

Each new Responsible Person shall be required to review a copy of this policy.

This policy shall be reviewed at least every three years by each member of the Board of Directors; any changes to the policy shall be communicated immediately to all Responsible Persons.

### **Investigations, Corrective Actions and Disciplinary Actions.**

The President of the Board of Directors or designee will investigate and document all reports of suspected misconduct, compliance violation, potential fraud, waste and abuse and privacy or security incidents. If an internal investigation uncovers misconduct or a

compliance violation, a corrective action plan will be enacted. This plan will include making prompt restitution of any error, implementing changes to prevent a similar violation from recurring in the future, instituting whatever employee disciplinary action is necessary and notifying the appropriate governmental agency, when appropriate. The precise disciplinary action will depend on the nature, severity and frequency of the violation. Remediation/corrective action plans are developed for all audit findings and issues of non-compliance.

# Unitarian Universalist Fellowship of San Dieguito

P.O. Box 201, 1036 Solana Dr., Solana Beach, CA 92075-0201  
858-755-9225 • uufsd.org • Federal Tax ID# 95-6111333

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July 1, 2022

To: Union Bank  
969 Lomas Santa Fe Dr.  
Solana Beach, CA 92075

I, Angela Knappenberger, acting in my role as the duly elected President of the Unitarian Universalist Fellowship of San Dieguito (UUFSD), do attest and certify that the Board of Directors of the Fellowship unanimously voted to adopt an Organization Resolution of Authorized Signatories for UUFSD's Union Bank Checking Account #0083521567. The following five members of our organization are the representatives to whom we are granting signing authority:

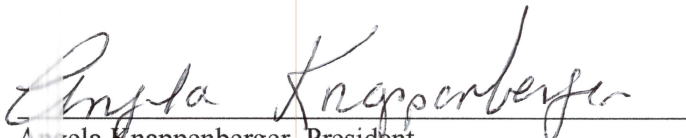
- Sarah L. Miller, Treasurer
- Kathryn Sturch, Finance Committee Chair
- Barbara Walker, Finance Committee Member
- Caroline S. DeMar, Finance Committee Member
- John L. Sherman, Capital Campaign Fund Manager

The undersigned certifies that she is the properly elected President of the Unitarian Universalist Fellowship of San Dieguito, a 501(c)3 corporation duly conformed pursuant to the laws of the state of California, and that said meeting was held in accordance with the Bylaws of the above-named corporation.

This resolution has been approved by the Board of Directors of the Unitarian Universalist Fellowship of San Dieguito on July 1, 2022.

I hereby certify and attest that all of the information above is true and correct.

Sincerely,



Angela Knappenberger, President  
Unitarian Universalist Fellowship of San Dieguito

# Unitarian Universalist Fellowship of San Dieguito

P.O. Box 201, 1036 Solana Dr., Solana Beach, CA 92075-0201  
858-755-9225 • uufsd.org • Federal Tax ID# 95-6111333

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July 1, 2022

To: Vanguard  
P.O. Box 982901  
El Paso, TX 79998-2901

I, Angela Knappenberger, acting in my role as the duly elected President of the Unitarian Universalist Fellowship of San Dieguito (UUFSD), do attest and certify that the Board of Directors of the Fellowship unanimously voted to adopt an Organization Resolution of Authorized Signatories for *all* UUFSD Vanguard accounts. The following three members of our organization are the representatives to whom we are granting signing authority:

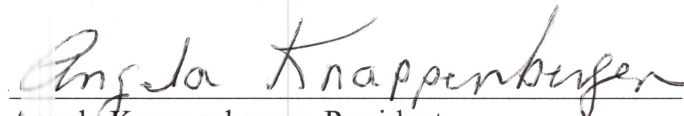
- Sarah L. Miller, Treasurer
- Kathryn Sturch, Finance Committee Chair
- John L. Sherman, Capital Campaign Fund Manager

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I hereby certify and attest that all of the information above is true and correct.

Sincerely,



Angela Knappenberger, President  
Unitarian Universalist Fellowship of San Dieguito