

UUCA Board of Trustees Meeting Minutes

23 Edwin

February 9, 2018

Present: Nora Carpenter, Judy Harper, Bruce Larson, Diane Martin, James Schall, Dale Wachowiak, Mark Ward (ex officio) Mariah Wright.

Opening: James

What's Happening: Mark commented upon aspects of his monthly report. The search for the new ministerial position is going well. Interviews will take place in March. This will involve travel expenses. UUA wants offers to hold off until March 26.

Mark is very pleased with the leadership of the ABD provided by Dan and Gina Pharis. The kick-off Leadership Reception was quite successful, and there is a good deal of enthusiasm leading up to Celebration Sunday on February 25, the target date to have pledges in. In line with this, Mariah distributed names of those who have already contributed to Board members for a follow-up "thank you" call.

The Finance Advisory Committee conducted its semi-annual spot-check mini-review and flagged two irregularities in our practices: One involving supervisory signatures for professional expense accounts; the other related to the frequency of mini-reviews. Their recommendations will be accepted in each case.

Mark explained Becky Donald's employment situation and the implications of her application for long-term disability insurance for the budget.

Independent of future solar-panel plans, the flat roof on Sandburg Hall needs replacing soon. Estimates are that bids will come in the \$50,000 range. This could only come from the Contingency Fund.

ESJM has decided one of its Social Justice initiatives, Big Stuff, Little Hassle, is not helping the target population. They have decided to redirect these funds to Asheville's diaper bank program. They will be collecting diapers at UUCA during February.

Limitation H, Communications to the Board and Congregation: In addition to submitting the above-mentioned results of the FAC mini-review, Mark presented,

in writing, his responses to the requirements listed in Executive Limitation H. He pointed out that there are several updates that he believes should be made to the Governance document as a result of changing procedures. He suggested to Dale, who is responsible for Governance document changes, that he consult with Linda as to exact wordings that these changes might entail.

Budget Hearing: The date of this year's annual congregational budget meeting was discussed. We arrived at April 29, 2018 as the best option.

Sanctuary: James, as a member of the Sanctuary Steering Committee, reported on the status of preparations for a sanctuary guest. Furniture and appliances have been acquired but are not installed. The committee realizes it is time to get going on volunteer training.

Non-Corporate Resolution: First Bank's acquisition of Asheville Savings Bank, our main banking institution, requires us to re-sign several forms and to adopt a non-corporate resolution with regard to UUCA personages who are authorized to undertake the disposition of stock donations. Mark reviewed and explained distributed forms to the Board. The following motion was made and seconded by the Board.

Motion: The Board of Trustees of the Unitarian Universalist Congregation of Asheville, North Carolina, Inc. adopts the three-page Non-Corporate Resolution (See **Appendix**) which includes on its first page:

STEP 1: IDENTIFICATION OF QUALIFIED INTERMEDIARY/WITHHOLDING ENTITY

Legal Name of Organization: Unitarian Universalist Congregational Church of Asheville

Type of organization: Church

Account Number: 175305

It is hereby noted that the Legal Name of Organization as stated in the Non-Corporate Resolution is incorrect. The correct legal name is:

Unitarian Universalist Congregation of Asheville, North Carolina, Inc.

It is understood that the adoption of this Non-Corporate Resolution applies to the correct legal name.

The above motion was unanimously approved by the Board.

Board Biographies: The photos and bios of two Board members appeared as an insert in the prior Sunday's order of service. This procedure will continue until all Board members have been rendered conspicuous.

Consent Agenda: The minutes of the January 9th meeting were approved.

Closing: James

Minutes submitted by Dale Wachowiak, Clerk

Appendix

Non-Corporate Resolution

Step 1. IDENTIFICATION OF QUALIFIED INTERMEDIARY/WITHHOLDING ENTITY

Legal Name of Organization: Unitarian Universalist Congregation of Asheville

Type of Organization: church

Account Number: 175305

Be it resolved that each of the following has been duly elected or appointed is now legally holding the title set opposite his/her name.

Name of Authorized Person: Linda Topp

Title: Administrator

Name of Authorized Person: Reverend Mark Ward

Title: Reverend

Step 2. Certification

I HEREBY CERTIFY that at a meeting, duly called, of the Board of Directors of _____,

A Organization, at which said meeting a quorum was present and acting throughout, the following preamble and resolution was adopted and ever since has been and now is in full force and effect.

WHEREAS this Organization is duly authorized and permitted by its Charter and Bylaws to:

- Engage in cash and/or margin transactions in any and all forms of securities including, but not limited to, stocks, options, stock index options, short sales, foreign currency options, and debt instrument options, bonds, bond debentures, annuities, notes, scrips, participation certificates, rights to subscribe, warrants, certificates of deposit, mortgages, choses of in action, evidences of indebtedness, commercial paper certificates of interest of any and every kind and nature whatsoever, secured or unsecured, whether represented by trust, participating and/or other certificates or otherwise.
- Receive on behalf of the Organization or deliver to the Organization or third parties, including but not limited to the President, Vice President, Treasurer or any other authorized officer or person listed in Step 3 below giving such instruction, monies, stocks, bonds, and other securities. To sell, assign, and endorse for transfer, certificates representing stocks, bonds, or other securities now registered or hereafter registered in the name of the Organization.
- Establish and maintain an asset management account with debit card, check writing and margin privileges, from which account funds are directly spent, the responsibility for which is entirely that of the Organization.
- Borrow money or make any contract the effect of which is to borrow money, and secure such obligations by mortgages or other liens upon Organization property ; borrow,

guarantee and/or pledge any Organization assets as collateral, as the case may be, with respect to a loan; guarantee a borrowing of money or to make any contract the effect of which is to guarantee a borrowing, and secure such obligations by mortgages or other liens upon any Organization property.

Unless indicated otherwise here, the Organization will be assumed to have all powers listed above.

LIST ANY POWERS NOT AUTHORIZED HERE: _____

NOW THEREFORE BE IT RESOLVED that this Organization opened an account or accounts in its name with

Name of Introducing Firm: **Infinex Investments, Inc.**

and that the individuals named in Step 3 below ("Authorized Person") or any one of them acting individually, may, on behalf of this Organization, be and they hereby are and each of them hereby is authorized and empowered to (1) give written or oral orders in the said account or accounts for the purchase, sale, or other disposition of stocks, bonds, and other securities, (2) deliver to and receive from Pershing LLC (Pershing) on behalf of this Organization monies, stocks, bonds, and other securities, (3) establish and maintain an asset management account with debit card, check writing and margin privileges from which account funds are directly spent with each authorized person as indicated in the separate asset management account agreement having check writing and debit card privileges, (4) order the transfer or delivery of funds, monies or securities to any other person whatsoever, including the President, Vice President, Treasurer or any other authorized officers or persons indicated below giving such instructions, (5) sign acknowledgements of the correctness of all statements necessary or proper to effectuate the authority hereby conferred; the within authorization to each of said officers to remain in full force and effect until written notice of the revocation thereof shall have been received by

Name of Introducing Firm: **Infinex Investments, Inc.**

STEP 3. CERTIFICATION AND SIGNATURES

I FURTHER CERTIFY that the following are the names, titles and signatures of the officers (or others) authorized by the foregoing resolution to act for this Organization:

Linda Topp, Administrator _____

Mark Ward, Reverend _____

(Another page for possible signatures)

