

Fountain Street Church Governing Board Special Meeting Minutes December 10, 2023

Board Members Present: Cele Badgerow, Tim Creamer, Steve DePolo, Matthew Huizing, Shellie Jeffries, Geoff Kempter, Tony Lanninga, Kristen Loch, Kristin Mayer, Katie Mitchell, Amy Preston, Spalding Wall, George Zuiderveen

Board Members Absent: John Willette, James Taylor

Staff Present: Rev. Christopher Roe, Laurie Ridders

Guests: Paul Arnold, Liz Bullock, Carole, David Door, Erin Fettig, Todd Fettig, "Front Desk Island," David Hempenius, Kathy Higgins, Merrily Holladay, Kristen Keys, Loretta Konecki, Carol Kooistra, Tony Kroes, Heather Palmer, Bettegail Shively, Julie Smith, Ruth Stein, Cindy Peck, Chip Wall, Angie Walters, Bryan Walters, Linda Wilke, Buzz Wynbeek

1. Call to Order: Meeting called to order at 12:32pm.

2. Congregant Comments:

Bryan Walters said today's service put some things in perspective. Maybe it's the time of year. Thinking about personal wants vs. realities. Feeling a bit of anger, wanting to share thoughts. Referring to "Governance in Ministry," he said: "Mistake to think we have to use money for the building first. Mission is the owner." Very disappointed in how we've come to this decision. Centered the campaign around the tower, not the building as a whole. Decision seems to be driven by anxiety, not appropriate decision making. Kneecaps our budget for the foreseeable future. Bryan asks the Board to:

1. Vote today to rescind signing the contract
2. Reboot from scratch envisioning the Second Century Campaign

Angie Walters echoed Bryan and referred to her experience on the SMSC. We've committed to moving forward, so this is confusing, and doesn't reflect her personal values. Please pause and think about what this means.

3. Bell Tower & Building Facilities Assessment Update

Amy updated:

At the last meeting, we voted to immediately commence the BT process based on a proposal from the Foundation Board. This would affect the operating budget for the church. We asked Rev. Christopher (RCR) for options to balance the budget. Promptly notified OAK that the GB approved the immediate execution of the contract. They said they'd call Building Restoration Inc (BRI) to get something on the

books for Spring 2024. Also assembling a contract for the work itself. Waiting on the first draft of that. Also approved the facilities assessment with Quinn Evans in Ann Arbor. That's getting started this week.

Reached out to our banking institution, as we'll need a construction loan. Getting funding as a church is difficult. Looking to switching providers, and to get their input on providing construction loans.

4. Finance Committee Report

The vote to take \$100K from our 2024 budget is an issue. Just a few years ago, we were using money we shouldn't have touched. Several ppl worked very hard to get us from that negative position of cash on hand to a positive position. We could also start saving more. We also had some internal changes and Covid loans that helped. Don't want to use scare tactics, because we have money, but we're using our savings. And that could be impacting pledge income.

RCR gave us 6 options to address budgeting shortfalls. We're pacing at a little less than \$500K with pledges, and we might make it up. But we need to talk about these realities. Options then presented on slides. Clearly not much fat to trim. GB won't approve the 2024 budget for a few months, as some numbers aren't in yet.

George thanked those who put the effort into reporting these options. He also expressed not fully realizing that the \$100k was coming from the budget. Has there been any work to explore rescinding our decision?

Kristin M. also stated wanting to be accountable. She is not in favor of taking \$100k from our budget. Wanted to own her decision and will be more diligent going forward.

Geoff said he's inherently optimistic. It was his motion. That said, he echoes what George and Kristin said. We can and will meet this challenge, but how is unknown. We haven't made it abundantly clear what this means to the congregation. But it's also hard to think about the stuff going on inside (programming) if the building is a safety risk.

Tim wasn't at the last meeting, but would have voted no. What are we telling future potential members? What are we telling our staff? We just got RCR, and most of us support that decision. Why would he stay? It's the people that matter. We should tap the brakes and get more concrete info.

Shellie echoed Kristin and George.

Shellie moved that we modify the motion from last month, and remove the \$100K from the Foundation distribution. Ask the Second Century Campaign to raise an extra \$100K. Geoff and Cele seconded. Friendly amendment from Kristin M. to make it \$200K, making the Second Cent Campaign goal \$1mil. Motion passes with:

- **10 yeas: George, Geoff, Steve, Shellie, Katie, Spalding, Kristin M, Matt, Cele, Tim**
- **3 abstentions: Tony, Amy, Kristen L.**
- **Absent: John, James**

Kristen noted that Win said \$1mill may be too much. So then we'd still be on the hook. Geoff wondered if broadening the mission might be a bit unfair.

Clarification: This relates to the last meeting in that the \$100K in the FB proposal was originally going to pay for utilities etc, allowing us to complete the budget.

Tim reminded that, if the money cannot be raised, the Foundation is on the hook for the bill.

Kristin expressed confusion about going back and forth about what we can do when... in favor of only committing when we has \$X raised.

George says that this motion sends a message that both the building and programs need tending to.

Discussion on our track record with paying back loans to the Foundation... Should we make that more structured? Loans vs gifts discussion.

5. Old Business

Bell Tower/Second Century Fundraising Committee: This was meant to operate under the FB, with a liaison to the GB.

Bell Tower Committee Reauthorization: Working for the last several years to get quotes. Win Iriwn created this just before leaving as Chair. It would make more sense for this committee to work with the FB and to continue their work.

Tim moved to have the BT continue its work during construction and working with the FB to monitor and report. Spalding seconded. Motion passed unanimously.

GB Liaison Participation: If any GB liaison is being excluded from meetings, this needs to be addressed.

Nominating Committee: We had write-in votes, which isn't super clear in the bylaws, though it does say that top 5 vote getters will be elected. Amy announced that Carol Kooistra was the leading write-in candidate, and has agreed to join the GB.

Officers Committee: We need Officers, as many are leaving. Please think about joining. Firm believer in evolution of the GB.

Spalding made a motion that the board refrain from signing the contract with OAK until the building analysis is received. Tim seconded.

Geoff made sure that this is a pause, not a kick the can down the road. Yes, correct. Kristin M. was concerned about how not firmly committing might impact fundraising. Discussion.

Spalding withdrew the motion to talk instead about who signs.

6. New Business

Specific authorization to sign OAK contract: Depending on when the contract comes around, we may not have the designated signers on hand. Decided to take a closer look as a Board before signing.

Foundation Funds/Construction Financing: This will likely take some time. Should we address using Foundation funds for BT payments until we get financing?

Correspondence to Foundation Board and Governing Board: Kayle Clemens sent a letter about how to use Foundation funds to upgrade the building to, potentially, increase income. This is about long term investing as a venue.

7. Governing Board Holiday Gathering:

Spalding updated with details.

8. Congregant Comments:

Linda Wilke said she'd never been on the GB, and is behind us. Stated that congregants are discouraged without apparent enthusiasm. The church needs guidance from leadership. Also a statement that she'd be willing to run for the GB.

Loretta Konecki, as an irregular member, understood that the Foundation was responsible for the building, and our pledges are for the work. We need to know that money needs have shifted, and what our responsibilities are.

Bryan thanked the GB for revisiting the budget today. But we need to talk about how that vote even happened. Also need to think about the larger commitment to the building. Disappointed that we can't pause on the contract. Want to hear why BT supporters think it advances our mission.

Bettegail Shively commented, as a former GB member, that we need more meetings to present the info in the spirit of transparency.

Liz Bullock asked for clarification on who the BT Committee and Second Century Campaign report to. They report directly to the FB, though ultimately to the GB.

Linda talked about the value and history of the building, and we don't talk about this to newcomers. Said that trying to choose between programs, people and building is a false choice.

George thanked the Officers and Amy in particular. She manages with diplomacy.

9. Adjourn: Geoff moved to adjourn. Kristen seconded. Motion passed unanimously. The meeting adjourned at 2:38pm.