



May 3, 2009
Tapestry Special Congregational Meeting Minutes

Welcome to the Tapestry's Special Congregational Meeting. While people are taking their seats, I'd like to thank Noah Keen and Vicki Schmid for providing childcare and Charlotte Clarke for organizing our potluck. I would also like to take a moment to extend a special thank you to the members of the Board of Trustees and the members of the Merger Task Force. The Board of Trustees has put in a lot of time and energy into not only 'keeping the wheels on' our day-to-day operations, but has worked that much more on issues such as losing a minister, what to do about the merger, and the worst economic crisis most of us have ever seen. They have my utmost respect. Finally, I would like to thank the members of the Merger Task Force, who have spent hundreds if not thousands of hours working out details for a merged congregation.

From the posted agenda for reference:

1. Call to Order
2. Approval of the Agenda
3. Old Business
 - a. Consideration of next steps with Orange Coast Unitarian Universalist Church
4. New Business (none)
5. Adjourn

Call to Order

Good afternoon. I call the Annual Meeting to order at 12:38 am. Please take your seats.

Our membership stands at **151** members, according to the bylaws we need 25 percent of the membership present to constitute a quorum to conduct business, which is 38 members. You are a member if you have signed the book and made a pledge (also called an annual gift). Please raise your hand if you are a member so we can take a count.

Will the secretary please record that 69 members are present. For the record for bylaws changes, 2/3s of that number is 38.

Minister: Rev. John Gibb Millspaugh
Director of Religious Exploration: Katelynn Hassler **Office Administrator:** Mary Halunka
Affiliated Community Minister: Rev. Sarah Gibb Millspaugh **Minister Emeritus:** Rev. Robert Jordan Ross
President: Tara Sayre **VP Finance:** Julia Rampone **VP Operations:** Connie Pursell
Treasurer: Penny Kinneer **Secretary:** Laura Jackson **Trustees:** Richard Jagielko, Mark Fox, Michael Boys

We conduct these meetings according to Robert's Rules of Order, or as close as we can come to it. **Jim Semelroth** has agreed to be our Parliamentarian if we get have questions about how to proceed. I'm going to take a moment to refresh everyone's memory about how this goes:

First, we need to stick to the agenda that was distributed. Any new issues or items introduced will need to be taken outside the meeting or deferred to the next congregational meeting because they were not published in the agenda that was distributed to the membership.

Normally, I would introduce an agenda item, with a very brief explanation, and end with a request for a motion.

While the goal today is also to introduce, and vote on a motion, the process will work a bit differently. I am going to spend some time making sure everyone knows what we (the Board and TF) know.

Then, I will present 3 options for proceeding. We will break into smaller groups of 6-8 people each to discuss, make sure people are able to process the information I presented, and ensure we haven't missed anything huge. Please remember, this meeting is not meant to solve detailed issues – we are here to set direction. Details have to be worked out once direction is set, and we believe we have enough information to confidently move in any of the directions Tapestry decides to go.

After the break-outs, we will come back together and someone will make a motion. Then without any discussion, someone else must second the motion to put the topic into discussion. Then I'll say, any discussion? If you do want to speak, please raise your hand. I will call on speakers by saying, the floor recognizes _____. Please wait for the mike so that everyone can hear you.

When you begin speaking, also please repeat your name so that the Secretary can record it. Discussion needs to focus specifically on the pros and cons of a particular motion. Only one motion can be on the floor at a time. If someone wants to amend a motion, discussion shifts to the merits of the amendment to the motion, which must be voted on before we go back to the original motion.

When there is no more discussion or there is consensus to stop discussion, I will call for a vote. Only members can vote. We will do a hand count and make a record of those votes.

Approval of Agenda

I will consider a motion to approve the agenda that was posted on the Tapestry web page and published in the packet that was distributed.

MOTION: I move to accept the Meeting agenda as distributed and posted.

Jeff Gothard moved
Rosi Pacilli seconded

Discussion - none

Aye - all

Nay

MSP

I would like to call Rev. Mitra Rahnema forward to provide our Opening Words.

- Covenant (Mitra & Board; congregation)
- Goals
- Survey Results
- What We Know and What We Don't
- Options
- Breakouts
- Next Steps

Covenant

Love is the spirit of this congregation
And service is its law
This is our great covenant
To dwell together in peace
To seek truth in love
And to help one another

It's important that we lay out some what I will call "Guiding Principles" for today's meeting. Because of the importance of what we are discussing for our congregation's future, and because there is lots of passion about a variety of topics and options, I want us to keep these things in mind throughout the meeting.

Guiding Principles

First, we need to be thinking about moving toward something. To paraphrase our President Obama, this is not a time to let our fears dictate what we do, this is a time we must seize hope. That is not to say that we are ignorant of the situation or challenges that face us, but we **MUST** keep hope and our vibrant future in our hearts as we think about what's next on our path.

- **Purpose:** to move toward something
 - Note: not 'problem solving'

Second, spirit

- **Spirit:** Love, UU Principles, Tapestry's Vision
- Don't say something to someone that you wouldn't want said to you.

Finally, our goals for today.

- **Goal:** healthy congregation with a consensus for our future
 - What's happened
 - What do we know
 - Share thoughts
 - Decide what's next
- Depending on the vote, the concept of a healthy congregation may mean that the discussion isn't over today – we don't want a deeply divided community. We should definitely know, though, what direction we're moving, and the key issues that remain.

Now, we're going to move on to the survey results.

Survey Results - Vision

To be a transformational home for liberal spirituality and a dynamic community leader in South Orange County and beyond.

- Total: 43 members responded
 - 42 Yes
 - 1 No

Survey Results - Merger

- Total: 50 members responded
- Yes: 14
- Later: 8
- No: 18
- *Other: 10*
 - Either way: 4
 - Had questions, no opinion offered: 6

Why Merge or Not?

- Yes (14)
 - 5 for community impact (**v**)
 - 4 for building (**v**)
 - 2 for size & resources (**v**)
- Later (7)
 - 2 for finances (**p**)
 - 2 for Tap minister (**p**)

- No (18)
 - 11 for location (p)
 - 11 for finances (either Tapestry or Joint) (p)
 - 5 for culture (v)
 - 5 for membership loss (p)
 - 2 for 'tired' (p)

Tapestry – Knowns & Expected

- Finances 2008-2009
 - Cong passed \$10k deficit budget
 - **\$11k** under expenses as of March
 - Receipts
 - **-\$22k** below pledge in Jan, Feb and March
 - **-\$25-30k** on the FY (estim).
 - Unrestricted reserves \$46k (5/3)
 - UUA & PSWD dues – working on a payment plan
- Finances 2009-2010
 - Very close to balanced at this point
 - Expect about \$170-175k in pledges (approx 20% lower than 08-09)
 - - **\$20-25k** staff expense (11k DRE, 10k Min, 3k Admin)
 - - **\$35k** building expense
 - - **\$3-5k** other expense
 - ASSUMES
 - people pay what they pledge
 - Reduce current rent via renegotiation or move
 - SDA remains
 - Hiring consulting minister at proposed rate
- Minister
 - Rev. Mitra is moving on
 - Intend to hire new consulting minister
- Building
 - Renegotiate current rent or move
 - 20% vacancy rates in the area
 - Current rates / sq ft approx \$0.85, think we can go lower at Obrero
 - Bake Pkwy property avail approx \$5,000/mo, NNN
- Many people are tired, wanting to 'regroup', get our financial house in order
 - Yes/no/yes merger
 - Losing Rev. John
 - Losing Rev. Mitra
 - Economy
- Virtually everyone still wants our vision of owning a building, an even more impactful organization in the community, with more programs, etc.
- HOW TO GET THERE? (There is a plan)

Tapestry Unknowns

- Will people actually pay their pledges?
- What else will happen with the economy?

Merger – Knowns & Expected

- OCUUC HIGHLY committed
 - Have stepped up their involvement
 - Offered Victoria to us for worship space
- Cowan Property
 - Asking price \$18,000 per mo, or \$4m to buy; expect to be able to reduce to \$15k or lower
- Victoria Property
 - Asking price \$10,000 per mo.
 - At least 5 groups have viewed. One offer of \$2k/mo
 - Appraised at \$3.4m 2 years ago

Merger – Financial Assumptions

- Finances - \$20k deficit assuming:
 - \$10k rent for Victoria
 - \$15k rent for Cowan
 - Pledges remain at 2008-2009 levels from both congregations

Merger – Unknowns

- Will Victoria rent? When? For how much? Will it stay rented?
- Could we swap Victoria for Cowan? (\$3.4m / \$4m)
- What will happen to current pledge amounts?
 - 20% reduction from both = approx \$100k deficit
- Could we balance the budget and how?
- Cost to move & build?
- How long will we rent before buying?
- What kind of growth will we have in Irvine?
- What kind of membership will we lose and gain?

So, now you know what we know. Let me summarize.

People are worried about the location (11 cited that)

People are worried about finances - both joint and Tapestry's (11 cited that)

Those are real, valid, and 'short term' / can be managed. I believe we can solve Tapestry's budget issues for the coming fiscal year in the next month or so. I don't know how to solve the fact that people are only paying 2/3 of their pledged amount, which leaves us short for the current fiscal year.

People want to be a transformational home.

People want to be a dynamic community leader.

People want to own a building and stop throwing \$\$ away on rent.

Those are real, valid, and 'long term'.

To be perfectly honest, I have really struggled with what to do and how I feel about the merger. What working through this process in advance of our meeting has helped me see very clearly is that we're dealing with two things: the short-term practical issues of money and change overload; and the long-

term visionary issues of “How can we best serve our own spiritual needs, and that of the greater community, on a long-term basis?”

Here’s what the Board has come up with in terms of our basic options:

Basic Options

- Church in a Box → Merge (fast)
- Renegotiate → Merge (slow, buy)
- Renegotiate or Move → Not Merge

Here’s what *I* think:

If we choose a purely organic path to growth and end the merger, I believe it will be a decade or more before we own a building, and we will continue to struggle much like we have.

If we rush ahead with the merger, I believe we will lose our sense of self and take on enormous financial risks. There were good reasons to push for the merger to go fast, and to push for renting Victoria & a joint space. What we’ve found, though, is that is not a viable path right now.

If we confirm that we want to merge, **BUT** with the condition that it is only when a suitable property **to purchase** is agreed upon, it accomplishes the following:

- Enables Tapestry to resolve its financial issues by renegotiating our rent or moving.
- Enables us to bring on a consulting minister who can stay with us as long as is necessary to bring about the merger, and to help us grow in the meantime.
- Keeps us on the path to NOT renting
- Enables us to vote on the location that is selected, ensuring parity between the congregations.
- Enables us to seriously look at calling one minister for a joint congregation because of the extended timing.
- Enables us to ultimately be a much stronger liberal spiritual voice and community leader in OC.
- Probably most importantly, I feel it puts us back on the path of being in charge of our destiny. While it’s true that we have no say on when Victoria sells or for what price, it does put us in the driver’s seat for our own congregation, and for ministerial and purchase-location parity.

I remember when I found UUism. All I could think was “WOW! What if everyone knew about this?! What a powerful thing that would be!” I believe that this path allows us to do that, in both the short term and the long term.

At this point, I’d like to see if you have any questions that you need answered before you get into discussion groups to process this information.

Motion: Not to work in small groups once we know what we are voting on.

Moved by Liz Bear

Seconded by another member in the back

MSP

I move that Tapestry confirm its vote from April 13, 2008, "to merge with Orange Coast Unitarian Universalist Church, contingent upon finding an acceptable site" to purchase.

Motion: Mark Fox

Second: another member

Discussion

Call the question

Not seconded

General comments that were observed/recorded (may not be complete)

How does this move us forward?

Options cannot be voted on except sequentially

Tapestry cannot afford to move forward

What does the congregation feel about the merger?

Call the question

41 in favor

29 Opposed

Very divisive

We need to process this

Why did people vote how they did?

Finances, leaning towards buying, location, good chance to lock in cheap rent now.

Hate to leave people behind, moving out of south county

Suggesting a new motion to merge without any reference "to buy"!

Discussion

We need to get real

OCUUC different in some ways

We are living way beyond our means – others say no we aren't

Purpose of vote is for the Tapestry board to know whether the congregation still wants to merge

Not going into this for money saving reasons only.

There have been great opportunities to work with OCUUC and spend time with them.

Moving loses people, no matter where we move.

Separate the issues of financials and desire to merge

I move that Tapestry confirm its vote from April 13, 2008, "to merge with Orange Coast Unitarian Universalist Church, contingent upon finding an acceptable site"

Moved: Jim Semelroth

Dave Kinnear seconded

Discussion:

Get house in order and merge eventually

Continuing to get to know each other

Vote 51 in favor 8 against

MSP

Thank you all for your time, your energy, and holding one another gently. We will move in the direction of the majority, but will need to work through the variety of opinions and desires to ensure we aren't disenfranchising those members in the substantial majority. There are reasons that ministers must be called by a large majority of members, and why when we changed our name we made sure that any name that really 'put off' more than 10-20% of our members was dropped. We need to make sure we come out of this process and discussion as a healthy congregation. Rev. Mitra and our new consulting Minister will be able to provide us a variety of opportunities to do so.

Adjournment

Do I have a motion to adjourn?

MOTION: I move that we adjourn the meeting

Moved: Laura Jackson

Seconded : other members

MSP

The meeting was adjourned at __2:42_____.