

**Unitarian Church of All Souls
Minutes of the Board of Trustees Meeting
1157 Lexington Avenue, New York, NY
Sunday, December 17, 2023**

A meeting of the Board of Trustees of the Unitarian Church of All Souls was convened in the Forrest Church Gallery of the Church on December 17, 2023, at approximately 12:56 p.m.

Trustees Present: Mark Leeds (President); Gus Young (First Vice President), Li Yu (Second Vice President), Richard Esposito, Dixie Goss, Beryl Jones-Woodin, Judith Moldover, Matthew Singh, Shivani Singh.

Also present: Rev. Galen Guengerich (Senior Minister); Pamela Patton (Director of Congregational Ministries); Cecily Millen Elizondo (Director of Growth); Deborah Taylor (Building Advisory Task Force); Max Schneider (Owner's Representative; by phone); Julie Brannan; Cherie Henderson; Howard Turner (Building Advisory Task Force); Arthur Hopkirk (Secretary to the Board).

The meeting was called to order at approximately 12:56 p.m. A reading by Charles Bukowski was offered.

The Board offered its condolences to Rev. Galen Guengerich on the recent death of his father.

Deborah Taylor, the head of the Building Advisory Task Force (BATF), made a presentation. She recapped matters from the November meeting of the Board at which it was agreed to seek up to a \$4 million line of credit for emergency repairs to Wiggin House. Taylor had said that possibly \$9-to-10 million in additional building repairs may be needed to complete the Wiggin House 60-year restoration.

Taylor reported that Max Schneider, the BATF's retained advocate, was present while All Souls' structural engineers oversaw the emergency protective work to the 5th floor play roof structural slab, performed above the 4th floor ceiling, between August 31st and September 13, 2023, which were understood to be necessary to allow the All Souls School to open as planned on the latter date. Schneider suggested interviewing a wide selection of local experts for development of an understanding of the existing conditions, as well as subsequent development of long-term repair details and corresponding short-term protective and stop-gap efforts.

Taylor introduced Schneider, who joined the meeting by phone, to report on recent developments. Schneider, Taylor, Howard Turner, and Nadira Shiwram-Singh, Director of Finance and Administration, have interviewed expert engineers and architects about the roof slab and related envelope issues. In particular, they have been discussing what short-term repairs are essential before September 1, 2024, and what repairs may be performed over a longer period. Based upon consultation with Plan B Engineering (who designed the September 2023 protective work) and others, there is general agreement that short-term protective installations are often required are often required to be paced and maintained while longer-term restorative projects are developed and endeavored, including while financing is sought for a long-term solution.

Taylor noted that, although the successor engineer has not been hired yet, an understanding is developing of the general scope of the needed work and that it might even be possible to perform some work incrementally at night and on weekends. The management team hopes to select a new engineer and possibly other experts to perform additional investigations, finalize plans and begin work in the near future. Complete long-term repair may be completed by September 2025.

Rev. Guengerich said that as a practical matter work on repairs could not begin before February 2024 for funding reasons. He said that based on further engineering assessment as well as fund-raising needs, an additional year will be necessary for long-term repairs, which might be completed by September 2025.

Taylor said that an engineer, an architect and a scaffolding construction company will need to be hired; our attorney enlisted; and money will need to be available before contracts can be signed and construction begun.

A trustee noted that the initial estimate on the cost of repairs for the Chapel/Drainage Project had been significantly higher than the bid price (final costs are still being negotiated). The trustee requested something close to a final cost estimate for the Wiggin House Project by working swiftly towards procuring at least three competitive quotes. The trustee acknowledge that whilst continued “estimates” as above are an essential part of the process, a final estimate will help focus efforts and alleviate anxiety.

Schneider and Taylor anticipate there will be a better estimate of the baseline cost by the February or March 2024 Board meeting. Eventually contracts will be put out for competitive bids. There can be a wide variation between the bids of the lowest

qualified bidder and the highest qualified bidder on this sort of project. The BATF and All Souls' experts plan to provide iterative updates to a forthcoming budget.

A question was asked about whether safety inspections are being conducted of the robust September 2023 protective installation as per the engineer's recommendation. The answer is that they are. Robert Gooden has been trained to take photographs with a snake camera of areas of the structural slab reinforcement about the 4th floor ceilings that engineers have identified as needing monitoring. Gooden is taking such photos weekly. They are sent to Plan B Engineering and logged into All Souls' computer system. Plan B Engineering conducts monthly inspections onsite. The engineering firm has stated that this level of inspection is sufficient to meet professional standards and All Souls is relying on that advice.

The condition of the steel in the play roof structural slab (i.e., the slab above the 4th floor) and the scope of eventual repairs will not be known for 5 to 6 months. Schneider said that the architectural/engineering firm(s) that will be brought in would be known by the following week. Schneider noted later that it is understood that the nature of exterior repairs in New York City sometimes requires the cooperation of neighbors, as All Souls anticipates here. In such instances where a neighbor might seek to deny rightful access (and, potentially, to deny limited appropriate imposition on the neighbor's property), a legal process (referred to as RPAPL 881) exists to petition a court to demand access and endeavor reconciliation between neighbors. These and other potential delays may render the overall timeline and budget outside of All Souls' control. For these reasons, the code requires certain appropriate protective installations to be placed and continuously maintained while repairs are being planned and performed.

Taylor expects that there will be a revised cost estimate based upon new thinking by February or March 2024. A trustee said All Souls needed to push raising money in the interim. Taylor said money will be needed soon.

Another trustee clarified that the \$4 million in credit that All Souls is seeking in support of repairs is in the form of a line of credit, rather than a loan. Discussions have been held with various lenders. Lenders would be willing to have a congregant, rather than All Souls itself, serve as guarantor on a line of credit. Shiwram-Singh has reached out to lenders.

A trustee reported on exploratory steps about conducting another capital campaign. The options for raising money for needed repairs to Wiggin House are either having a capital campaign or taking out more loans. James D. Klote & Associates, a firm

that worked on All Souls' last successful capital campaign, has been contacted. Cherie Henderson and Julie Brannan reported on the prior campaign run by Klote. Henderson discussed using peer-on-peer "asks" within the congregation. Brannan has nothing but the highest recommendation regarding Klote. Klote has experience working with other UU churches.

Brannan said that the person All Souls worked with on the last capital campaign, Marcia Meehan, is still at Klote and would be available to work with All Souls again. A trustee said they were impressed and optimistic after a Zoom conference with Klote. The trustee said that Klote understood the need to reach out to members of All Souls' online community as part of a campaign. Rev. Guengerich recommended working with Klote and Marcia Meehan again. Guengerich said she was good at reaching out to people who had been peripherally involved with the congregation. Annual Giving also trended upward after the capital campaign.

A motion passed to retain Klote & Associates to work with All Souls on a capital campaign and to establish a capital campaign committee.¹

A trustee and Cecily Millen Elizondo spoke to Fast Break again about their use of Reidy Friendship Hall (Reidy). Howard Turner, a retired architect, has been working on a feasibility plan for the use of Reidy. Turner discussed using Reidy for wedding receptions. He has spoken to wedding venue consultants. Turner believed that holding wedding ceremonies at All Souls combined with an upgrade to Reidy to make it attractive for use as a reception venue could lead to a big increase in revenues. He estimated that it would take a 2-year ramp-up period to have the venue fully scheduled. Turner discussed renegotiating the lease with Fast Break to allow the use of Reidy by All Souls on Saturdays. Turner had submitted a report discussing design work in support of this plan that included a cost estimate of between \$75,000 and \$100,000, with the initial part of the plan costing \$50,000.

Several trustees raised concerns about the cost of the plan and that it might be premature given that earlier discussions had focused on getting Fast Break to pay for a few changes. There was a consensus to table discussion of changes to Reidy.

¹ The total cost to hire Klote & Associates to conduct a readiness assessment and work on the capital campaign itself is \$136,000. All Souls has paid an initial retainer of \$8000. The timing of payment of the remaining \$128,000 is to be determined. This expense will be charged to the capital budget, rather than the operating budget.

The process for searching for an interim minister was discussed. Two trustees had a phone conversation with Keith Kron of the UUA. His recommendation is that an Interim Minister Search committee should have 5 members, 2 of whom would be Board trustees and 3 of whom would be congregants.

A motion passed to establish a Search Committee with a charter to find a candidate for interim minister; and that the committee's membership should include 2 Board members and 3 congregants.

A motion passed to name Dixie Goss and Matthew Singh as the Board members to serve on the Search Committee. A trustee requested having more detailed discussion among all Board members and holding listening circles with the congregation.

The Board affirmed a decision taken by the staff to remove the Covid protocol from the order of service.

Pamela Patton reported that Lois Coleman was proofreading the new All Souls website and checking issues relating to the website's navigability in anticipation of launching the website by mid-January 2024.

After the public portion of the meeting was adjourned, the Board met in Executive Session. **During the Executive Session, the Board approved repaying in full a loan that was taken out in 2020. The balance to be paid off is \$224,015.**

Respectfully submitted,

Arthur Hopkirk
Secretary to the Board

Addendum: The 2023 parsonage allowance for Rev. Galen Guengerich was \$144,000 and the parsonage allowance for Rev. Audette Fulbright (seven months) was \$38,500. It should be noted that these amounts are **not** in addition to their salaries. Instead, a portion of the called ministers' salaries is allocated to parsonage allowances for tax purposes in filings with the Internal Revenue Service.