

MINUTES

**BOARD OF TRUSTEES
UNITARIAN UNIVERSALIST ASSOCIATION**

May 20, 2010

Pursuant to notice duly given, a meeting of the Board of Trustees of the Unitarian Universalist Association was held on Thursday, May 20, 2010 by electronic communication.

MEMBERS

PRESENT: Allen, Ballester, Bartlett, Brody, Courter, Friedman, Gallager, Harrison, Hawkins, Laskowski, Lund, Loughrey, Marx, Morrill, Phinney, Pupke, Rickter, Shanti, Urbikas, Wooldridge, and Morales

MEMBERS

ABSENT: Blevins, Greene, King, Ritchie, and Saunders

ALSO

PRESENT: Brennan, Gayeski, Limpert, Montgomery, and observers

Gini Courter, Moderator, called the meeting to order at 8:00 pm on Thursday, May 20, 2010. Joan Lund provided opening words. The agenda was approved.

REPORT OF THE COMPENSATION, BENEFITS, AND PENSION COMMITTEE

Vern Blodgett, Chair of the Compensation, Benefits and Pension Committee, reported on that committee's several-years long consideration of the choice of the record keeper for the UU Organizations Retirement Plan.

M (Brody), S, and

VOTED: To select TIAA-CREF as record keeper for the UU Organizations Retirement Plan.

M (Brody), S, and

VOTED: To adopt the investment fund line-up prepared by Fiduciary Investment Advisors and presented to the Compensation, Benefits, and Pension Committee on April 8, 2010.

M (Brody), S, and

VOTED: To commend Vern Blodgett, Jr. for his many years of dedicated service as Chair of the Compensation, Benefits, and Pension Committee, including his leadership in the creation of the UU Organizations Health Plan and the decision to select TIAA-CREF as the record keeper for the UU Organizations Retirement Plan.

REPORT OF THE PANEL ON THEOLOGICAL EDUCATION

M (Laskowski), S, and

VOTED: At the recommendation of the Panel on Theological Education, to approve a \$20,000 grant to the Unitarian Universalist Ministers' Association for their "Whose Are We?" proposal.

POLICY 2.8

M (Brody), S, and

VOTED: To table the discussion of the vote on Board Policy 2.8 until the time of the August 2010 meeting of the Board of Trustees, with the understanding that the proposed policy will be circulated by July 15.

POLICY 3.6

Discussion was held concerning the need for a document that creates an official role for the Board Youth Observer. Additionally, it was pointed out, much of Policy 3.6 needed reordering and non-substantive changes.

M (Allen), S, and

VOTED: To amend Policy 3.6 as follows:

3.6 POLICY TITLE: ~~ELECTION OF OFFICERS AND OFFICER ROLES~~ OFFICIAL ELECTED AND APPOINTED ROLES

The Board membership holds several positions with specific roles which becomes active by various pathways of election and appointment.

The General Assembly elects the Chief Governance Officer (Moderator), and Financial Advisor. The General Assembly Youth Caucus elects the Youth Observer. The Board elects the First and Second Vice Moderators, the Secretary and Assistant Secretary. The Board appoints the Recording Secretary and Treasurer of the UUA.

Elected Officials from General Assembly

1. The Moderator is the Chief Governance Officer (CGO). The CGO assures the integrity of the Board's process and, secondarily, represents the Board to outside parties. Accordingly, the CGO is responsible for:

- Ensuring that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
- Ensuring that the Board discusses only those issues that, according to Board policy, clearly belong to the Board to decide, not the President.
- Ensuring that deliberation is fair, open, and thorough, but also timely, orderly, and kept to the point.

A. The CGO is authorized to use any reasonable interpretation of the provisions in these policies. The CGO may make decisions that fall within topics covered by Board policies on Governance Process and Board-President Linkage, with the exception of employment or termination of a President and situations where the Board specifically delegates portions of this authority to others.

B. The CGO is empowered to chair Board meetings with all the commonly accepted power of that position (e.g., ruling, recognizing).

C. The CGO has no authority to make decisions about policies created by the Board within Shared Vision (ENDS) and Leadership Covenant and Expectations policy areas. Therefore, the CGO has no authority to supervise or direct the President.

D. The CGO may represent the Board to outside parties in announcing Board-stated positions and in stating chair decisions and interpretations within the area delegated to her or him.

E. The CGO may delegate CGO authority, but remains accountable for its use.

F. In special circumstances, the CGO may create task forces or special committees to address or explore issues of concern to the Association.

G. In the event of a mid-term vacancy of a trustee-at-large, **youth observer**, elected officer, appointed non-salaried officer or President, the CGO shall ask the Executive Committee to serve as an Ad Hoc Nominating Committee to develop timetables and process to fill the vacancy. As noted below, the Secretary shall chair the Ad Hoc Nominating Committee. The CGO shall inform congregations of the vacancy, the selection process and timetables.

2. Financial Advisor

The responsibilities of the Financial Advisor are defined in the Bylaws in various sections of Articles VII, VIII, and X. In addition to these responsibilities, the Financial Advisor shall serve as a fiduciary to exercise the Association's ongoing oversight of the UUA Employee Benefits Trust.

Elected Positions from General Assembly Youth Caucus

3. Youth Observer

The Youth Observer is the primary liaison between GA Youth Caucus and the Board, but represents a larger youth voice on the Board. In collaboration with the Youth Trustee At-Large, the Youth Observer is charged with:

- Informing GA Youth Caucus and Youth Caucus staff of relevant Board issues at the Youth Observer's discretion
- Staying informed about the planning and activities of GA Youth Caucus
- Keeping abreast of national issues that are of interest to Unitarian Universalist youth in districts and congregations
- Linking and nurturing relationships between youth leaders in districts and congregations across the nation
- Seeking out qualified youth candidates as future Youth Observers and for other UUA volunteer positions

A. The Youth Observer shall serve their term without vote.

B. Excluding matters of voting, The Youth Observer shall bear the same responsibilities and accountabilities as defined for trustees.

C. With consent of the Board, the enumerated tasks of the observer may evolve as the structures of denominational youth leadership evolve.

Board-Elected Roles and Positions

4. First Vice Moderator (Board Coordinator)

The role of the First Vice Moderator/Board Coordinator is to:

- Assist with Board of Trustees agenda planning and scheduling of Board work.
- Participate in leading Board of Trustees meetings.
- Assumes the CGO role in the event of death, disqualification, resignation or removal of the CGO.

5. Second Vice Moderator (Assistant Board Coordinator)

The role of the Second Vice Moderator/Assistant Board Coordinator is to:

- Support the work of the First Vice Moderator and CGO and shall fill those roles in succession if either or both are incapacitated.
- Develop a coordinated schedule for Trustee activity at General Assembly.
- Obtain written certification on an annual basis, and monitors that each Trustee is familiar with Governance Process policies and agrees to honor the Board covenant regarding these policies.

6. Secretary

The responsibilities of the Secretary of the Association are defined in the Bylaws in various sections of Articles VIII, IX, and X, and in various sections of the Rules with number headings 3, 4, 6, and 9. In addition to these responsibilities, the Secretary shall:

- Serve as an ex-officio member without vote of the Election Campaign Practices Committee.
- Maintain the UUA Governance Manual, assuring that all policies will be reviewed at least once in five years.
- Serve as chair of an Ad Hoc Nominating Committee appointed in the event of a mid-term vacancy in a leadership role.

7. Assistant Secretary

The role of the Assistant Secretary is to support the work of the Secretary and shall fill those roles in succession if the Secretary is incapacitated.

8. The process for selection of the First and Second Vice Moderators, the Secretary and Assistant Secretary shall be as follows:

- A. Each Trustee shall be given the opportunity to stand for election as First Vice Moderator/Board Coordinator. A vote shall then be conducted to choose the First Vice Moderator.
- B. Each Trustee shall then be given the opportunity to stand for election as Second Vice Moderator/Assistant Board Coordinator. A vote shall then be conducted to choose the Second Vice Moderator.
- C. The Committee on Committees brings forward nominees for the Secretary and Assistant Secretary positions. A vote shall then be conducted to approve the recommendations.

Board-appointed Positions and Appointment Procedures

9. Recording Secretary

The recording secretary has various duties defined in Article VIII of the Bylaws.

10. Treasurer

The responsibilities of the Treasurer are defined in the Bylaws in various sections of Articles VII, VIII, and X. In addition to these responsibilities, the Treasurer shall serve as fiduciary to exercise the Association's ongoing oversight of the UUA Employee Benefits Trust.

11. Appointment of the Recording Secretary and Treasurer of UUA shall be done as follows:

- A. President recommends to the Board at least one candidate for each position.
- B. Board discusses in Executive Session, and votes to affirm or reject.
- C. Appointments announced.

POLICY 3.4.3

M (Laskowski), S, and

VOTED: That the Board create and maintain an ongoing blog as described in the document "UUA Board Blog," and add the following policy to Section 3.4 of our Governance Manual as Policy 3.4.3.

3.4 POLICY TITLE: *EXTERNAL RELATIONS*

3.4.3. For special electronic communications (e.g., the Board Blog, the Board Face Book page), the CGO may appoint an individual trustee to write inputs in areas in which she/he has knowledge or expertise.

VIRTUAL G.A. EXPERIENCE

M (Laskowski), S, and

VOTED: To experiment with a trial of off-site General Assembly participation by having the Board sponsor, in four to five locations at two GAs, non-legal voting off-site and to track the results of that experiment.

CLOSING

The meeting was adjourned at 10:00 pm, Eastern Daylight Time, Thursday, May 20, 2010. Jackie Shanti provided closing words.

Respectfully submitted,

/s/ Kathleen Montgomery
Recording Secretary