

The Final Report
OF THE
Commission on Governance
OF THE
Unitarian Universalist Association

April 24, 1993

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SECTION 1: PREFACE

It is with pride and satisfaction that I offer this final report of the UUA Commission on Governance to the 1993 General Assembly and to the congregations it represents. At the first meeting of the Commission on Governance, in December 1990, the five members who gathered around the table shared the backgrounds, experience, and baggage that we brought to the task assigned us. At the time none of us expected that our membership on this Commission would be consuming our energies two and a half years later, or that the final recommendations we present in this report would turn out as they have.

How did we get here? Section Five of the report describing the Commission's process tells that story, but elsewhere there are some reflections on the three dynamic influences that have pulled this Commission first one way and then the other as we have proceeded towards consensus. These three influences were: 1) the conceptual research and debate we have been through about UUA governance 2) the survey data we have obtained from denominationally active UU's and congregations, and 3) our political assessment of where the Unitarian Universalist Association is now, and where it is politically possible for it to go next. The five members of this commission have never been in total agreement about these three factors. As indicated by the Rev. Sara Moores Campbell's minority statement included in Section Five on the Commission's process, we are not in total agreement yet. There are recommendations in this report that each of us have trouble with individually. The absence of any one of us on the Commission would have made a big difference in how this turned out. We have struggled mightily with what a "consensus" means for us, and what it means to put our names on this report. In a very profound way, therefore, this report represents the Commission on Governance, the five of us as a group, rather than the opinions of any one member. No one member has dominated the Commission's work, or crafted the final recommendations that have emerged. For these reasons, service on this Commission has been both very stressful and very satisfying.

I am filled with gratitude and respect for the four people who have served with me. They have brought great energy and integrity to this task. Though I am very glad this is over, I will miss seeing them every few months.

All of us would like to acknowledge the people who have been a great help in the Commission's process and in the production of this report. Foremost among these people is Kay Montgomery, Executive Vice President of the UUA, and staff liaison to the Commission on Governance. The issues we have considered are ones in which she takes a great interest. Kay has balanced our needs for information and opinion, with appropriate discretion in exerting her influence. We are very much in her debt.

Kay's two administrative assistants during this period, Rachel Anderson and Nancy Wood, were charged with support services not only for Kay and for our Commission, but for several others as well. Whenever we have asked for their help, both Rachel and Nancy have responded as if we were the only group for whom they worked. Many thanks to them. Thanks also to the UUA Counsel, Ned Leibensperger, for his labors over the bylaw proposals contained within the report.

The Moderator of the UUA, Natalie Gulbrandsen, has facilitated our process with the UUA Board in a gracious and professional manner. In spite of doubts about the direction we were going, Natalie has been institutionally and professionally generous with us. We applaud her service to the Association and thank her deeply for her assistance. The President of the UUA, Bill Schulz, has been similarly open-handed in his attitude towards our Commission's work. He has left us alone, responded to our questions and needs when appropriate, and never sought any inappropriate influence in our deliberations. Since this report is being sent to our congregations as President Schulz concludes his final term, we want to add our voices to all those who are praising his leadership, which has carried us institutionally and spiritually to new levels of strength and confidence.

From the beginning, we sought to involve the members of the UUA Board in the issues we have considered and the directions we were taking. The Board members have been very important to our deliberations. Like the officers, they have avoided any inappropriate influence, while letting us know clearly where they each stood. The Commission members are grateful for the co-operation, wisdom, and personal encouragement we have found within the Board.

Finally, we offer thanks to our families and congregations. This process has taken more time than either of them bargained for. They have been very patient with the demands of a task that seems quite esoteric. The farther we got into this, the less esoteric it seemed to us, and the more significant for the future of our Association.

We believe that we have undertaken a study that will have value for our Association's self-understanding and governance whether it is finally implemented or not. We encourage you to take the time to read the whole report, and not just the Executive Summary. We look forward to action on the recommendations at the 1994 General Assembly, and to the response that we hope this report will engender during the next year. This debate, this political process, this creative interchange is at the heart of Unitarian Universalism. May it be as valuable for the Association as it has been to those of us who have served on this Commission.

The Rev. Wayne B. Arnason, Chair
April 22, 1993

SECTION 2: THE MEMBERS OF THE COMMISSION GOVERNANCE

The members of the Commission on Governance were:

The Rev. Wayne B. Arnason, Chair

Wayne Arnason has been the Minister of Thomas Jefferson Memorial Church, Unitarian Universalist in Charlottesville, Virginia since 1984. He has served UU congregations in San Francisco and Hayward, California and was a member of the UUA staff from 1980-84. During 1992-93 he was President-Designate of Unitarian Universalist Ministers Association. He begins a two year term as President in June, 1993.

The Rev. Sara Moores Campbell

Sara Moores Campbell is the Senior Minister at the Unitarian Society of Santa Barbara, California. She has previously served the First Universalist Church in Southold, New York and the Unitarian Church of Rockville, Maryland. She has served on the UUA Task Force on Ministerial Settlement and as Vice-President of the UU Ministers Association

Dr. Marcia Shaw, Ph.D.

Marcia Shaw is principal consultant with Intentional Management of Corvallis, Oregon. She was previously a faculty member at Oregon State University, specializing in organizational development. She works with non-profits, government agencies and businesses as a consultant and trainer on a wide range of management and leadership issues. She is a member of the Unitarian Universalist Fellowship of Corvallis.

Dr. Dalmas A. Taylor, Ph.D.

Dalmas Taylor is a Distinguished Public Policy Fellow at the American Psychological Association in Washington, DC. He has previously served as Provost and Senior Vice-President of the University of Vermont in Burlington, and as Dean of the College of Liberal Arts at Wayne State University. He was a member of the UUA Board from 1971-1979, and was a member of the Commission on Appraisal from 1979-87, serving as its Chair from 1985-87. Dr. Taylor makes his home in Detroit where he is a member of First Unitarian Universalist Church.

Mr. Larry Wheeler

Larry Wheeler has been the Executive Director of the Georgia Council on Child Abuse in Atlanta, and currently serves as a consultant with them. He was previously a marketing and sales executive for the General Foods Corporation, and subsequently was a founder of and first Co-Director for The Mountain, the Unitarian Universalist conference center in Highlands, NC. Mr. Wheeler was a member of the UUA Board from 1981-89, and chaired the Finance Committee from 1985-89. He is a member of the Unitarian Universalist Congregation of Atlanta.

SECTION 3: THE CREATION OF THE COMMISSION AND ITS CHARGE

The Commission on Governance (COG) was created by the Board of Trustees at the request of the 1990 General Assembly of the Unitarian Universalist Association. In 1989, the UUA's Commission on Appraisal (COA) initiated a denominational discussion on governance with a letter circulated to selected UUA committees and leaders. They cited the following concerns as prompting their letter:

- "perceived lack of (UUA) responsiveness..to their constituencies."
 - "our structures and decision-making processes do not reflect our values."
 - "politicization of our decision-making processes,"
 - "divisiveness incurred by our election practices,"
 - "unclear lines of authority and accountability."
- (All above quotes from Nov. 18, 1989 letter from the COA.)

These concerns reflected then current political controversies in the Association, as well as reflections by COA members on the 1985 UUA Presidential elections and the upcoming 1993 election. Some who responded to the COA's invitation for a dialogue on these matters questioned whether we should rely on people trained as ministers to be managers of an institution the size of the UUA.

To fuel further this conversation the COA offered for informal consideration some proposals for changes in UUA governance, including

- Changing terms for Moderator and President to a single six-year term.

- Replacing the President with a Board-appointed Executive Director, who would be Principal Staff Leader, and clearly invest in the Moderator all the current duties of that office plus the Presidential roles of principal public spokesperson and spiritual leader for Unitarian Universalism.

- Creating a new Nominating Committee for this President/Moderator office.

Three Districts took up these proposals and placed three bylaw changes along these lines on the 1990 General Assembly agenda. Rather than taking up these bylaw amendments, the General Assembly recommended that the Board create a Commission on Governance to study the issues, and to bring recommendations back to the Board and the GA during 1992. The Board created and charged the COG in October 1990. In response to a request by the COG to the General Assembly, this charge was amended in October 1991 extending the time frame for their work to 1993, with a final report due by the April 1993 meeting of the Board of Trustees for presentation at the 1993 General Assembly.

CHARGE OF THE UUA COMMISSION ON GOVERNANCE
(passed by the Board of Trustees in October 1990
and amended in October 1991.)

1. To review UUA governance, providing information and gathering feedback from churches and fellowships on our form of governance, and presenting such bylaw amendments as are deemed appropriate, if any, to the Board of Trustees, by April 1993.
2. To review the structure and roles and process of selection of the President, the Moderator, and the Board of Trustees.
3. To examine professional managerial as well as religious forms of governance.
4. To consult with current and past Presidents, Vice Presidents, Moderators, Trustees, and with the Commission on Appraisal and other interested parties and scholarly resources regarding governance of the UUA.
5. To make a final report to the 1993 General Assembly in Charlotte, N.C.

SECTION 4: EXECUTIVE SUMMARY

This Executive summary is provided for easy reference and for convenience of duplication for congregational discussion. The members of the Commission would prefer that you read this summary after you have read the whole report, and cautions you not to believe that you have read our report if this section is all you plan to read.

BACKGROUND TO THE COMMISSION ON GOVERNANCE

The Unitarian Universalist Association (UUA) began in 1961, through the merger of two denominations -- the American Unitarian Association and the Universalist Church of America -- with different forms of governance. The Universalists were more decentralized, and had a chief executive officer of limited authority known as the Superintendent who was chosen by the Board of Trustees. The Unitarian General Assembly elected a president who also served as chief executive officer and (from 1936 on) their own Moderator who was accountable to the congregations. The Unitarian model included a Board elected at-large and chaired by the President. The President was expected to exercise broad power and influence. In 1961 the Unitarian model for governance prevailed when the two denominations merged into the Unitarian Universalist Association. The Moderator became the Board Chair. In 1968, the UUA Board of Trustees was enlarged when a district representation system was put into place. In 1958, 1965, and 1976 efforts at altering the "strong Presidency" model of governance were attempted and failed.

Only one of these efforts reached the floor of the General Assembly. In 1975-76, a Committee of the Board was asked to study the roles and functions of the President and Moderator for possible change. This committee recommended the elimination of the position of the Moderator as Chair of the Board and suggested that the Board elect its own Chair. The Committee further recommended the elimination of the offices of President and Vice-Presidents and that the Board be empowered to appoint a salaried Executive Director to oversee the operations of the Association. These proposals were defeated at the 1976 General Assembly in Claremont, California.

In 1989, the UUA Commission on Appraisal circulated a letter expressing concerns regarding the selection of UUA committees and leaders. They cited the following issues:

- ♦ perceived lack of UUA responsiveness. . .to their constituencies.
- ♦ structures and decision-making processes do not reflect UUA values.
- ♦ politicization of UUA decision-making processes.
- ♦ divisiveness incurred by UUA election practices.
- ♦ unclear lines of authority and accountability in the UUA governance structure.

Several proposals were circulated at the time for a) changing terms of the Moderator and President to a single six-year term;

b) replacing the President with a Board-appointed Executive Director who would be the principal staff leader; and c) electing a President whose duties would be combined with those of the Moderator. Rather than taking up these amendments, the General Assembly requested that the Board of Trustees create a **Commission on Governance (COG)** to study the issues and to bring recommendations back to the Board in October, 1991 for presentation to the General Assembly in June, 1992. After a year of study, the Commission asked for a year's extension of time to 1993, to allow for a more thorough congregational study process than their original charge allowed.

THE CHARGE OF THE COMMISSION ON GOVERNANCE INCLUDED:

- a) reviewing the structure, roles, and process of selection of the President, Moderator, and the Board.
- b) examining professional managerial as well as religious forms of governance.
- c) consulting with current and past Presidents, Vice Presidents, Moderators, Trustees, and with the Commission on Appraisal and with other interested parties and scholarly resources regarding governance of the UUA.
- d) reporting to the 1993 General Assembly.

WHAT DID THE COMMISSION ON GOVERNANCE DO?

- ♦ met ten times over two and a half years.
- ♦ interviewed previous and incumbent officers.
- ♦ invited input from current and former Board members, ministers, district leaders, General Assembly delegates, and congregations.
- ♦ looked at the structures of other denominations.
- ♦ reviewed reading materials about non-profit governance structures.
- ♦ met with professional consultants on church organization.

SURVEY FINDINGS

Despite the different constituencies and approaches involved in three surveys undertaken by the COG, the responses were strikingly similar and gave clear expression or articulation to: 1) a desire for change, and 2) a possible model for better governance. The governance model derived from the surveys and deliberations within the Commission was remarkably consistent with the proposals put forward by the Commission on Appraisal.

ISSUES AND CONCLUSIONS

(a) The Congregations and the Association

"The Unitarian Universalist Association is a voluntary association of autonomous, self-governing local churches and fellowships, referred to herein as member societies, which have freely chosen to pursue common goals together." So say the bylaws of the UUA (Article III, Section 3-C.1).

The UUA has very modest requirements for membership in the Association involving only a minimum number of members, regular services, and a financial contribution. Submission of an annual report form is all that is required for continuing participation in the governance of the Association. No requirements for regular congregational re-affirmation of membership and no formal congregational covenanting process with the Association are currently in place. The COG heard creative suggestions for how local congregations might regularly re-affirm their covenant with the Association and is recommending further study by the General Assembly of those suggestions.

Congregations or their delegates conduct the affairs of the Association through representation at an annual General Assembly (GA) and through participation in their regional Districts, which can place items on the agenda of the General Assembly and elect representatives to the UUA Board of Trustees. The most inclusive and representative structure within the Association's governance is the General Assembly.

Describing the limits of authority for elected and appointed leaders is one of the most important functions for delegate or representative bodies in any democratic organization. No delegate body or their elected representatives can effectively make decisions on all of the policy and administrative matters before the organization. Delegation to and empowerment of paid and volunteer leaders is necessary. Elected and appointed leaders and staff members function best when they are clear about the limits of their authority, and are given free reign to exercise full authority, leadership, and creativity within those limits. Many of the recommendations of the Commission on Governance have to do with how the General Assembly and the Board of Trustees address both the limits and the empowerment of the leaders that report to them.

Clarity about the mission of the Association is essential for meaningful debate about its governance, and a prerequisite to any governance reforms or revisions. The relationship of a 1991 Board Mission Statement for the Association to the Association's statement of purpose in the bylaws is not clear to the COG. We lack clarity regarding the appropriate roles of the Board and the Administration in fulfilling the mission of the Association.

A study of the role of the General Assembly was not within the charge given to COG, except in the context of the accountability relationship of the Board and the Officers to the GA. We did hear, however, from a number of Unitarian Universalist organizations and individuals expressing concern that General Assemblies are becoming meaningless in determining the policies and direction of the Association.

The Commission has found that the language used in the bylaws to describe the General Assembly and the Board of Trustees has created

ambiguities about their respective roles and authority. The bylaws state:

"ARTICLE IV Section C-4.2. General Assemblies shall make overall policy for carrying out the purposes of the Association and shall direct and control its affairs."

"ARTICLE VI Section C-6.1. The Board of Trustees shall conduct the affairs of the Association and, subject to these Bylaws, shall carry out the Association's policies and directives as provided by law.

"ARTICLE VI Section 6.2. The Board of Trustees shall act for the Association between General Assemblies."

In spite of this ambiguity, the COG believes that structurally the responsibilities of the General Assembly as a policy-making body are appropriate for our association, and that processes for encouraging interest and participation in the General Assembly should be the focus of our activity in the future rather than structural change in the General Assembly's role in our governance.

The General Assembly has a great deal of authority in making policy and setting direction for the Association. However, it takes a substantial and sustained leadership effort within the processes of the General Assembly to take the Association in a policy direction that is not initiated or supported by the Board and the officers. In considering our recommendations for changes in the officer roles, we have looked hard at who provides leadership for the General Assembly, and who acts as the voice of the General Assembly around the Board table. The COG has decided to recommend a different role for the President of our Association, which will include being the leader of the General Assembly. This change would involve redistributing the Moderator role as we currently know it. In doing so, we hope to move beyond the dual role played by the Moderator in our present system, a role involving both Board and General Assembly leadership. Over the terms of many different Moderators this has resulted in ambiguous leadership for both bodies.

The General Assembly would continue to elect a President for an unrepeatable six year term under the recommendations found in this report. The COG that the General Assembly create a new Presidential Nominating Committee (PNC) charged with bringing forward a nomination of one or more outstanding candidates for the new office of President. The Presidential Nominating Committee would include three members elected by the Trustees and four elected by the General Assembly. Persons who ran for a place on the PNC would presumably be persons of wide knowledge and experience in the Association. Further thoughts about the PNC are under "(d) President" below.

(b) The Board of Trustees: Policy Makers for the Association

The Board of Trustees of the Unitarian Universalist Association has the primary responsibility of keeping the organization on a straight course for the long-term good of the whole. It is the Board's responsibility to formulate policy objectives. It is the

joint responsibility of the Board and the executive officer to formulate the policy statement. The Board must not allow a strong leader to pre-empt its role in setting policy for the Association. To govern knowledgeably, the UUA Board needs information--governance information, and not managerial information. Although the President of our Association usually comes to the task having articulated a vision (and indeed may be elected from a platform which incorporates that vision) it is the collective task of the Board of Trustees to make certain that the current vision is consistent with the overall, long-term mission of the organization.

Currently the position of Moderator in UUA governance is not well defined or well structured to carry the dynamic between the Board and the President. In the present governance structure, three tensions inhibit the effectiveness of the Moderator (Chair) position. First, the Moderator is not elected by the Board, and is not defined in the bylaws as the leader of, nor spokesperson for the Board. Second, the Moderator has no formal resources--i.e. no staff, no budget and no office at 25 Beacon Street. Third, the nature of the relationship(s) between the Moderator and the Board, and between the Moderator and the executive officer is highly dependent upon the character of the incumbent office holders.

The COG affirms as a central conclusion of our study that Board of Trustee functioning needs to be strengthened. We have looked at size as one component of Board functioning. After its first year of study, the Commission on Governance found itself favoring a smaller, geographically-balanced, skills-based Board of Trustees. We felt that such a Board would be in a better position to collaborate, to work with the staff leader and elected officers and to play its role more efficiently as the policy making body of a multi-million dollar organization. However, in spite of our studies, we are not recommending changes in Board size or selection process. We are making no recommendation for change because the feedback from GA delegates and congregations on this possibility was either negative or evenly mixed. Among those likely to attend and vote at General Assembly we found a strong commitment to continuing district representation. This has led the COG to stand pat with a large board of popularly elected trustees. There is some question as to whether district based elections produce the most skilled and qualified Board members for a continental level policy making body such as the Board of Trustees.

The fact that the COG is making no structural recommendations for the Board of Trustees' size or method of election, and making recommendations about changes in the officers' roles may give the wrong impression. The focal point of the governance of the UUA and of this report is the Board of Trustees. We believe that our Association's purposes and principles demand a collaborative and participatory system for policy-making at the top. We need a Board which speaks in a powerful and articulate voice in cooperation with the other elected officers. It is our hope that a realignment of

officers' roles, empowering the Board to choose its own leader, to hire the Executive Director of the Association, and to name representatives to the Presidential Nominating Committee will help the congregations, the districts, GA delegates and the Board itself to recognize this and act accordingly.

(c) The Moderator: Leadership for the Board

The Moderator currently is elected by the congregations through the absentee ballots or their delegates to General Assembly in the same process as the President, and chairs both the Board of Trustees and the General Assembly. While the bylaws do not so state, the individual filling this office has always been a lay person. The issues related to the Moderator position have typically centered around the nature of the job description and the fact that the Board has no role in the election process. The conclusion of the Commission is that the time has come to address directly the issue of Board leadership by empowering the Board to elect its own chair.

We would emphasize that our recommendation redistributing the role of the Moderator into two different officers arises from our study of the role of the Moderator over the entire history of the Association, and not a response to the style or performance of any particular Moderator. Clearly identified and empowered leadership is essential in any size board, but even more essential in a larger board.

(d) The Presidency: Outward Leadership and Internal Administration

In the current structure, the President is the chief executive officer of the Association. S/he may recommend an Executive Vice President for appointment by the Board of Trustees, thus delegating some of the administrative responsibilities to the Vice President. The Executive Vice President reports directly to the President, who is accountable to the General Assembly, Congregations, and the Board of Trustees. Three issues have surfaced in our research:

1. The Presidency has traditionally been filled by a minister, whose training and expertise in a congregation do not necessarily prepare him/her to manage an organization the size of the UUA.
2. Again, because of the size that the UUA has become, it calls for the kind of continuity and confidence in its management that cannot always be achieved by leaders in rotating terms of office. The connection between the chief executive officer and the Board needs to be a strong one, with the chief executive officer's accountability to the Board more clearly defined.
3. The Presidency, in its current form, involves a degree of power and influence that renders the Board less likely to exercise the full range and potential of its responsibility as the ultimate source of accountability in the Association.

The Commission on Governance has received a great deal of encouragement and support for creating a more collaborative and less hierarchical structure for the governance of the UUA. This encouragement and the issues and dynamics described above have led us towards an Executive Director model for the internal administration of the UUA, combined with a Presidency that is responsible for the "outward" leadership roles: public representation, ceremonial and representative contact with the congregations and districts, interfaith and international representation, and development work.

Such a President would be the leader of the General Assembly, presiding at its sessions, and working with the Assembly's processes, initiatives, and leaders. The President could be a layperson or a minister. The President would also serve as an active voting member of the Board of Trustees and of its Executive Committee. Working closely with the Board Chair, the President would be a leader on the Board but not responsible for monitoring and facilitating its process. The President would be a voice both for and of the General Assembly in the policy-making processes of the Board. The President would have an important role in the search for an Executive Director as a member of the Board's Executive Committee, and would be the member of the Board resident at headquarters, with an office and staff support.

The Executive Director, meanwhile, would be recommended by the Executive Committee and hired by the Board to implement the policies and visions of the Board. Responsible for the means to arrive at the Board's end, the Executive Director would be free of the many public functions required of the current CEO/President. Unlike the current Executive Vice-President, the Executive Director would have the final authority in staff matters and headquarters policy, and would report directly to the Board.

The General Assembly would continue to elect a President under this recommendation. The term of office would be an unrepeatable six-year term. The COG has studied the process by which candidates for this office would be elected and the circumstances under which they would run. Right now, candidates for President are self-nominated. They test the waters to see if there is support for their candidacy from politically influential clergy and laity. The COG has been attracted by the idea of a distinct Presidential Nominating Committee (PNC) charged with bringing forward a nomination of one or more outstanding candidates for the new office of President. The Presidential Nominating Committee would include three members elected by the Trustees and four elected by the General Assembly. Persons who ran for a place on the PNC would presumably be persons of wide knowledge and experience in the Association. The PNC would have two and a half years to complete its work.

RECOMMENDATIONS

The order in which the COG has reported its findings above on the offices and issues we were charged to study has been structured to proceed from the congregational level, to the General Assembly, then the Board, and finally the officers. The final recommendations of the Commission are listed below in an order that anticipates General Assembly and congregational interest in the recommendations that involve the most significant bylaw changes necessary for implementation.

The Commission on Governance recommends that:

RECOMMENDATION 1. The public roles that have been filled by the Moderator and the President be combined into a single elected office which would be called "President." Nominated by a Presidential Nominating Committee or by petition, and elected by the General Assembly for a single six year term, the President would serve on the Board of Trustees as a voting member. As the public spokesperson for and visionary leader of the UUA, s/he would chair the General Assembly, be a member of the Board and the Board Executive Committee, visit congregations, represent the Association in public, interfaith, and international forums, raise funds, and collaborate with the Executive Director and the Board.

RECOMMENDATION 2. The Board of Trustees hire an Executive Director to be the chief executive officer of the Unitarian Universalist Association. Directly accountable to the Board of Trustees and responsible for the leadership of staff and UUA programs, the Executive Director would collaborate with the President and the Board to see that the visions, values, and policies of the UUA are implemented through programs. As an appointed officer, the Executive Director would have no term limits, and would be able to provide continuity to the administration of UUA operations. The Executive Director would serve at the pleasure of the Board.

RECOMMENDATION 3. The Executive Committee of the Board serve as the Search Committee for the Executive Director, making a recommendation for one candidate to the whole Board for confirmation.

RECOMMENDATION 4. A new standing committee of the General Assembly, a Presidential Nominating Committee, be created. The Committee shall consist of seven members, three elected by the Board of Trustees, and four elected by the General Assembly. The four members of the Presidential Nominating Committee elected by the GA shall be selected after a nominations process, involving the current Nominating Committee, and an opportunity for petition candidates to run, in a manner similar to existing election processes for other General Assembly standing Committees. The President shall not be eligible to serve on the Presidential Nominating Committee. The Committee shall be confirmed at the General Assembly four years prior to the election of a new President. It shall be required to return a report by January 1 of the year preceding the election, nominating

one or more candidates for the position of President.

RECOMMENDATION 5. The first election for the Presidency as described in our recommendations occur in 1999, and that the 1994 General Assembly approve an implementation bylaw which would extend the terms of the incumbent President and Moderator by two years to June 30, 1999.

RECOMMENDATION 6. The Board elect its own Chair through a suitable process of its own design. The Board may wish to consider the length of the Chair's term, and whether the terms of the Chair shall be limited or unlimited. The Chair could come from either within the Board membership or outside, but could be neither the President nor a UUA Staff member. The primary role of the Board Chair is responsibility for the integrity of Board process.

RECOMMENDATION 7. The Board Chair be provided with at least quarter time staff support, to assist the Board Chair in playing a more active role in the leadership of the Association, with the President and Executive Director.

RECOMMENDATION 8. The Board Chair also chair the Board's Executive Committee, which would include the President, the Board's Vice Chair, the Secretary, the Financial Advisor, the Chair of the Finance Committee, and the Executive Director (as an ex-officio member, without vote). The agenda for the Board meeting shall be the responsibility of the Board Chair in consultation with the Executive Committee.

RECOMMENDATION 9. The Board Chair act as the Vice Chair of the General Assembly, which will be chaired by the President.

RECOMMENDATION 10. That the current "working groups" process employed by the Board be periodically and systematically evaluated.

RECOMMENDATION 11. The General Assembly invite responses from congregations to the proposal that every member congregation of the UUA be required by the bylaws to pass a resolution reaffirming a membership covenant with the Association during the twelve month period prior to the date one year before the election of a new President.

RECOMMENDATION 12. The districts review carefully their leadership development procedures, the support they offer their elected officials to do their jobs, and the effectiveness of their election processes, in order to insure that the best possible candidates are sent to the Board of Trustees ready to assume continental policy-making responsibilities in addition to their district representational roles.

Implementation

This report is presented to the 1993 General Assembly with action requested by the 1994 Assembly. The report is not arriving in the hands of congregations and ministers with enough lead time for action in 1993, and the COG feels that a year's study would be a suitable completion to the process begun by the GA in 1990. It is the COG's understanding that the bylaw and rules amendments enclosed in this report will be placed on the agenda of the 1994 General Assembly by the Board of Trustees.

With elections for President and Moderator in 1993, the COG has considered the impact on these office holders if these recommendations are adopted by the 1994 General Assembly. We believe that a suitable timetable for implementation of the recommendations below would require an extension of the terms of President and Moderator elected in 1993 by two years to 1999. This would match the six year unrepeatable term being recommended for the new Presidency. We have included an implementation bylaw along these lines to be included among those presented to the 1994 General Assembly.

Timetable for Implementation:

April, 1993 -- Final report of the Commission on Governance is presented to the UUA Board of Trustees

May, 1993 -- Final report mailed to all Congregations and ministers.

June, 1993 -- Presentation and receipt of report by the General Assembly in Charlotte, NC including a final Hearing with the Commission members to enable interested delegates to discuss the report, ask questions, and review the process for voting on the recommendations at the 1994 General Assembly in Fort Worth, TX.

May 1994 -- The Final Agenda for the 1994 General Assembly is mailed to congregations with the COG-proposed bylaw and rules amendments.

June, 1994 -- Positive Action on the bylaw recommendations at General Assembly, including the implementation bylaw which would extend the terms of the current President and Moderator by two years.

Fall, 1994 - Spring, 1995 -- UUA Nominating Committee nominates 4 members for the Presidential Nominating Committee (PNC). UUA Board announces Presidential process, including release of job description and details related to position.

June, 1995 -- 4 Members of PNC elected at General Assembly and UUA Board appoints 3 of its own members to complete the Committee.

June 1995 - December, 1997 -- PNC meets and ultimately nominates Presidential Candidate(s). Announces Candidate(s).

January - June, 1998 -- Available time for Presidential petition process.

June, 1998 - June, 1999 -- Presidential Candidate(s) presents vision for next 6 years.

Fall, 1998 -- Begin search process for an Executive Director.

Winter/Spring, 1999 -- Screening of Executive Director candidates by Board's Executive Committee and Presidential Candidate(s).

Late Spring, 1999 -- Appointment of Executive Director by the Board.

June, 1999 -- Election of a President at General Assembly, Executive Director starts position, and Board Chair selected by Board members.

Fall, 2000 -- PNC process starts again in advance of next election in 2003.

SOME QUESTIONS AND ANSWERS

Why is this proposed model for UUA Governance better than the status quo?

This model changes the dynamic balance that currently exists among the major groups and individuals who exercise power and leadership within our governance system. It re-distributes that power and leadership to bring greater focus to the officer job descriptions and greater authority to the Board of Trustees. The Commission believes that the new balance created would be an improvement because it would encourage both the General Assembly and the Board of Trustees to assume and use the authority for setting the policies and the direction of the Association already given to them in the bylaws.

Do these proposals greatly weaken the role of the President?

They change the role of the President. They separate the administration of program from the public leadership role, and they make it necessary for the President to work as a member of the Board in having new program directions that s/he advocates implemented. The COG proposals will be criticized for separating the spiritual leadership from the administrative leadership. We believe that there is nothing inherent in UU principles, theology, or polity that requires these leadership functions to be wrapped up in one office. Other congregational polity denominations do not. A governance model that works for a congregation does not necessarily suit the UUA.

Concern has been expressed to the COG that the President's role in fund-raising will be compromised by this separation from administrative authority. We are told that generous givers to the Association want to be confident that they are being solicited by the persons who have the power to implement policy. With the authority we

currently vest in the President, it is not surprising that the President is who they want to talk to. With a different kind of authority, a wider range of denominational leaders may need to be involved in capital campaigns, and more attention will need to be paid to electing Board members who have the ability to raise money.

However, the COG does not concede that the change in the President's role will have an impact on the effectiveness of this office in fund-raising. As the Chair of the General Assembly, the President has the strongest role on the Board as the voice of Unitarian Universalism's most representative body. As the person who is paid to represent the Association and be its voice, the President has a wider view of the needs of the whole Association, and the needs of the congregations that the Association is supposed to be serving. We do not believe that separating out the administration of the program staff diminishes the Presidency, but invites the holder of the office to function in a very different kind of leadership role than has been the case in the past.

In fact, we see the President's leadership becoming even more of a focal point in relating to congregations, fund-raising, and representing the UUA to the world than in the past. More time freed up to work in these areas raises the possibility of new initiatives.

What happens now to the Commission on Governance and the Governance Study Process?

The COG goes out of business at the 1993 General Assembly. We have not been a lobby within the Association for a particular vision of our governance, and will not function as the organizers for a lobby in support of the recommendations we have made. We will participate in that political process around this report as individuals if we so desire. The continuation of this study process on governance during 1993-94 is now in the hands of the congregations. Each congregation and each minister has received a copy of this report. A copy of the Executive Summary will be made available to each delegate to the 1993 General Assembly, and the UUA is printing a limited number of extra copies to make available to GA delegates who wish to have their own copy free of charge.

Congregations should feel free to duplicate the Executive Summary or sections of their one copy of the report for congregational study groups and discussions during 1993-94. We hope that this Executive Summary, including the two governance charts that follow, will prove useful for that purpose. Delegates will be asked to take up the bylaw motions that embody these recommendations at the 1994 General Assembly. The COG hopes that these delegates will come well informed and with a good sense of how their congregations feel about these issues.

FIGURE 1

Existing UUA Governance Structure

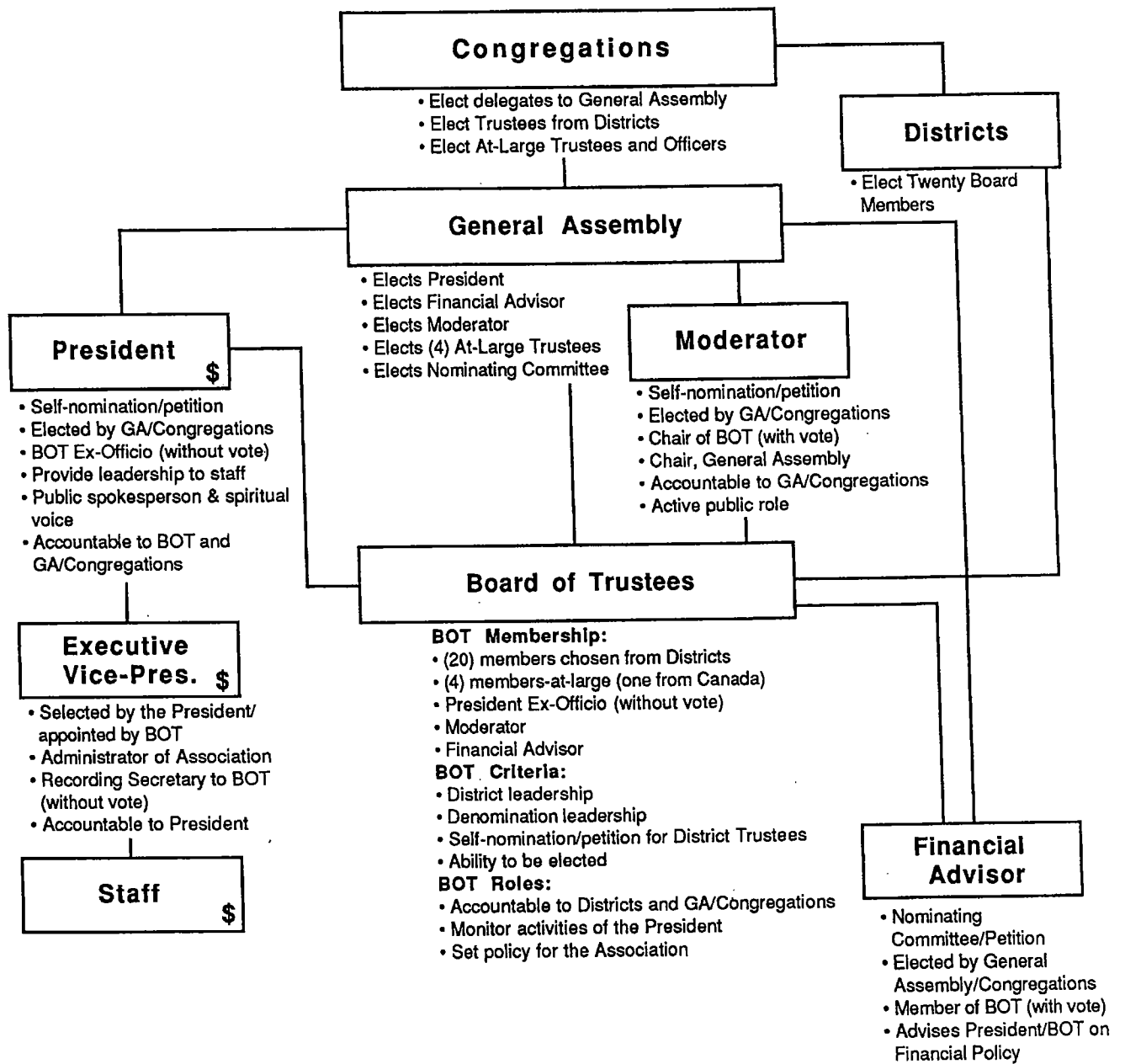
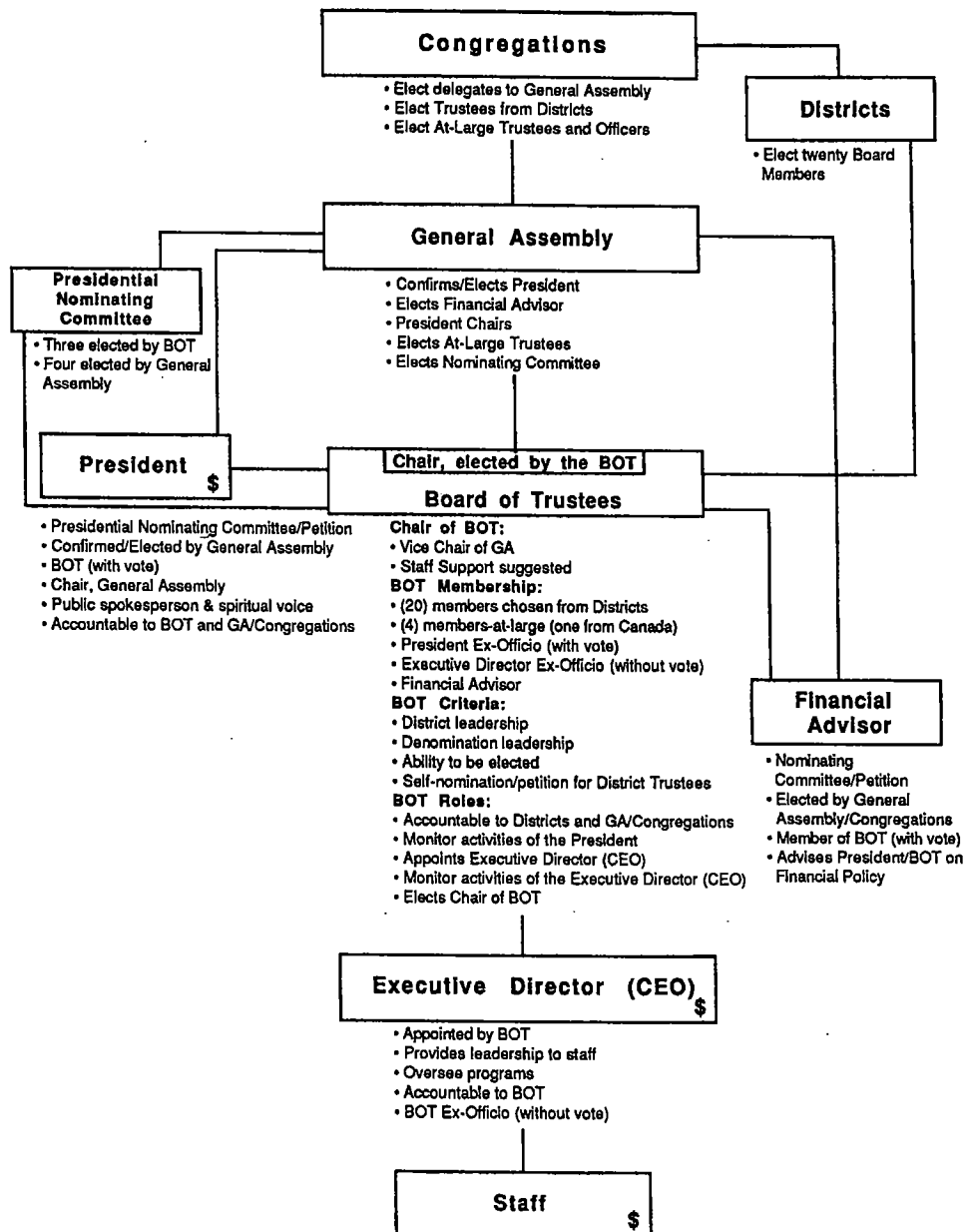


FIGURE 2

Proposed UUA Governance Structure



SECTION 5: A SUMMARY OF THE COMMISSION'S MEETINGS AND PROCESS

The Commission on Governance (COG) has met ten times since its creation in October 1990 through April 1993, including two meetings held at the 1991 and 1992 General Assemblies. The first two meetings in December 1990 and January 1991 were devoted to understanding our charge, clarifying our process and budget, and beginning the research and data gathering necessary to our task. To meet an April 1992 deadline for a final report, we felt that all our data gathering and research would have to take place during 1991, with early 1992 devoted to analysis and writing the final report. We quickly attempted to put together some study materials for UU Ministers Association Chapters and District Meetings, realizing that we would have no time for a wider congregational process that might involve more people at the local level.

A survey on governance was distributed in February 1991 to all Districts and UUMA Chapters. This survey was designed to give the Commission a sense of whether denominationally informed UUs felt the need for a change from the status quo. The survey was purposely worded to solicit opinion about officer and leader roles, avoiding the current titles. A copy of the instrument used and a summary of the data received in this initial survey is found in Appendix B. Briefly stated, the survey indicated that there was support for change among the people surveyed. In summarizing this data, Commission Chair Wayne Arnason wrote:

"I think that if we were to endorse the proposals for change put forward at the 1990 General Assembly, they would pass. While it is not overwhelming, there does appear to be a significant sentiment among those most knowledgeable about and interested in UUA structure in the direction of a different role for the Principal Board Leader and an appointed manager as Principal Staff Leader. This may reflect a tendency for the people most interested in a change being the ones most likely to attend a workshop on Governance.

"I do see in many of the responses the desire for a *spiritual* leader of the association above UUA politics and not directly responsible for program development. This was particularly strong in Canada. There is concern about the cost of the UUA elections, and disappointment that we did not address that in this survey. We also missed putting in a question about six-year terms also. I think if we supported six year unrepeatable terms for officers as part of a total package of election and job description reforms, this would pass.

"Many of the responses seem to be struggling with the issue of how hierarchical we want to be, and what it means to be an association of congregations."

Limited funds budgeted for the COG's work during the 1990-91 fiscal year resulted in an inability to meet between the time that the surveys were distributed and the 1991 General Assembly. In April 1991 two representatives of the Commission did meet with the UUA Board of Trustees in an informal session, to learn more about how

they functioned and about their views on governance. At that time concern about the ability of the Commission to complete its work within the original time frame was first raised. The impact of a final report in April 1992 on the Presidential election was also discussed. The Board confirmed our understanding that they had appointed this Commission at the General Assembly's request and that this report was directed to the General Assembly. Any recommendations in the form of bylaw amendments would be placed on the agenda of the appropriate General Assembly by the Board without amendment.

By the 1991 General Assembly, the COG had decided several process issues: 1) We would request more time to do this job, particularly since we felt it would be desirable to have a congregational process for discussion of these issues; 2) The time table recommended for action on the final report would be such that there would be no impact on the current officers' job descriptions before the 1993 elections; 3) A proposal would be made to the candidates for President and Moderator asking them to consider supporting a bylaw amendment to make the 1993 officer elections only be for a non-renewable six year term. The idea behind this was that it would make it possible for the officers elected in 1993 to have no personal stake in the outcome of any recommendations that might arise out of the Commission's final report for changes in their jobs. This proposal did not receive unanimous support from all the candidates running for officer positions in 1993 and was therefore dropped.

At the 1991 General Assembly, the COG held a hearing, offered a workshop using the survey materials, and gave a brief report to the delegates during which more time to complete the charge was requested and approved. While this political process work was going on, the COG was continuing with its research and interview work. From January 1991 through June 1992, Commission members interviewed by phone or in person the following former and current UUA officers:

Dr. Joseph Fisher	Moderator	1965-77
Ms. Sandra Caron	Moderator	1977-85
Ms. Natalie Gulbrandsen	Moderator	1985-93
Dr. Robert West	President	1969-77
Dr. Eugene Pickett	President	1979-85
Dr. William Schulz	President	1985-93
	Exec.Vice President	1981-85
The Rev. Robert Senghas	Exec.Vice President	1973-81
Ms. Kay Montgomery	Exec.Vice President	1985-
Mr. Robert Adelman	Financial Advisor	1973-81
Mr. Robert Lavender	Financial Advisor	1981-89

Members of the current Executive staff were also interviewed.

A letter requesting reflections on UUA governance was sent to all the former UUA Board members for whom we could find addresses, and six replies were received. A letter soliciting essays on significant questions in UUA governance from a selected group of UU leaders was sent in the spring of 1992. Essays were received in

response from Alice Blair Wesley, Robert Lavender, Gordon McKeeman, and Conrad Wright. During this period, COG members also met with the Women and Religion Committee, the UU Ministers Association Executive Committee, members of Liberal Religious Educators Association, members of the UU Women's Federation Board, the District Presidents, and current members of the UUA Board in a context of small focus groups.

We hired two outside consultants to reflect on issues in UUA governance we described to them, and to meet with us to discuss them. They were:

- Loren Mead, founder of the Alban Institute, which specializes in research and consultation on denominational, congregational, and clergy concerns; and,

- Edwin Friedman, a nationally known family therapist who has specialized in family process in religious institutions, at both the local and the denominational levels.

We researched the governance of other religious organizations, particularly those observing the traditions of congregational polity. We also reviewed the Presbyterians, the Episcopalians, and the United Church of Canada. We researched the governance of non-profits, including professional and service organizations, to see how their models of governance compared with ours. An overview of this research is found in Appendices D and E. We read books and articles on governance (a selected reading list is included in this report at Appendix G) and were particularly influenced by John Carver's Boards That Make A Difference; Jossey-Bass Publishers (San Francisco) 1990.

At our March 1992 meeting, the Commission members looked ahead to the congregational process that we had decided to have in the fall of 1992. The decision was made to approach this congregational process in two stages. We would first design a process that could be used in a special delegate plenary at the 1992 General Assembly. That process would present four distinct alternatives for UUA governance. We would invite responses from delegates and non-delegates alike to these four alternatives in a straw poll of the individuals who attended the informal plenary. Then we would break into small facilitated groups for discussion about the issues raised by preference for the different alternatives. The small groups would see if there was any consensus towards a preferable alternative. Facilitators would return report sheets on the small group discussions to the Commission. Thus we hoped to float some of the ideas we had developed for governance models and see how a group of GA attenders, presumably a group well-informed about UUA governance, reacted to them. A summary of the data from the 1992 General Assembly informal plenary is in this report at Appendix B.

The process at the 1992 General Assembly worked well, and was praised by the participants. They also had a number of suggestions for how to adapt such a process for use in a local congregation. With the help of the input suggested by the General Assembly delegates,

the Commission designed a congregational process which was sent to all society Presidents in September 1992. Data returned from the societies by December 15 was compiled and a summary is presented in Appendix B.

The study materials prepared for the congregational process differed from those available at the GA informal plenary. They included issue-oriented essays directed at each of the officer roles under consideration. Instead of four governance alternatives represented by diagrams, only one diagram of an alternative governance model was presented. This model was the one originally offered by the Commission on Appraisal because it offered one picture of how the governance of the UUA could be structured differently, and embodied an alternative to the status quo that addressed many of the issues described in the short essays. This model also clearly had the most support and interest of the four offered at the General Assembly, and this finding was consistent with previous data. Therefore we felt it would be valuable to know what a sample of congregations would say about it.

At the July 1992 and January 1993 meetings, the Commission struggled with our understanding of what "consensus" meant to us. We worked towards common understandings that would allow us to present a unanimous report. As we ran up against deadlines for reporting to the Board and for committing our conclusions to print, we finally concluded that one member of the Commission, Sara Moores Campbell, would need to add a personal "minority statement" to this process summary to clarify her position on the final recommendations. Her statement follows:

It is with a great deal of pain and reluctance that I offer this addendum to the report of the Commission on Governance, for I feel the process of the Commission has been one of integrity and inclusiveness, and that our report reflects a responsible and responsive fulfillment of our charge. The analysis and recommendations offered call for change in areas where change is needed, and warrant thoughtful consideration and thorough discussion. Because I have been part of this commission from the beginning and have participated in the entire process, I attach my name to this report with a sense of satisfaction in having served our Association well.

I cannot, however, fully endorse the final recommendations as an alternative which would be better than our present governance system. This does not mean that I would not advocate some changes in order to address the issues which the Commission has raised, particularly the need to strengthen and empower the Board of Trustees. My chief reservations are with the recommendation for proposed changes in the office of the President. It is difficult, however, to focus this statement entirely on that recommendation, since it is a piece of the whole and any change to one part affects the others. At this stage in our process, I have neither the time nor the resources to offer an alternative report. Nevertheless, I have concluded (and the other

members of the Commission concur) that a statement of my reservations would be appropriate and true to our process.

The Commission has moved together towards the alternative model recommended in this report, and I have chosen not to stand in the way of movement towards the final recommendations. We all feel that it is important that the General Assembly have a chance to grapple with these issues, as we have. It is my hope that our report will be read in its entirety, with careful and open-minded regard for the issues that it raises.

In January of 1993, the Commission on Governance had one final session with the members of the UUA Board to discuss our findings and the direction we were taking as we compiled the final report. In March 1993 we finalized our decisions on recommendations. The bylaw motions in Appendix A were then prepared by UUA counsel Ned Leibensperger and reviewed and revised by Commission members. The report was delivered to the UUA Board on April 24, 1993.

This report is being mailed to all UUA societies and ministers with the expectation that it will arrive during the month prior to the 1993 General Assembly. The report will be presented to the 1993 GA, and there will be a hearing with all the COG members present to discuss the findings and the recommendations. Since June of 1991, however, it has been clear to the Commission members that action on the report should be deferred until the 1994 General Assembly. The timing for the printing and mailing process means that there will not be adequate time for congregations to study the report and be prepared for action in 1993. We believe that the officers elected in 1993 should have an opportunity to respond to the report, and that the congregations should have a year in which to study it. The Commission expects that the bylaw motions in Appendix A will be placed by the Board on the final agenda of the 1994 General Assembly for action.

SECTION 6: A BRIEF HISTORY OF UNITARIAN UNIVERSALIST GOVERNANCE FROM A FAMILY SYSTEMS PERSPECTIVE

Introduction

When the American Unitarian Association and the Universalist Church of America merged in 1961, the style and structures of governance that were adopted by the new Unitarian Universalist Association were predominantly Unitarian. One question that has intrigued the Commission on Governance has been whether historical differences between the two denominations' systems of governance has been one of the underlying tensions that has brought about our current study. We have asked ourselves whether our "family histories" involve a transmission of issues from generation to generation, re-emerging in this generation in the current study.

The COG has been informed by the theories of Dr. Murray Bowen and Dr. Edwin Friedman in this inquiry. This essay was originally drafted by the Rev. Wayne Arnason as a background piece for COG members and for Dr. Friedman in preparation for a personal interview with him. It is included here to provide readers with an overview of our governance history. It also provides some insight into the kinds of historical and theoretical questions the COG has asked in approaching this study of current problems in our governance from a long-range perspective.

As a chronicle of our governance history, we hope this paper is useful whether or not you are familiar with or buy into the family systems theory it contains. However, since we hypothesize that family systems theory is relevant to and helpful in studying the governance system of an institution like the Unitarian Universalist Association (Friedman, 1991), we feel obligated at the outset to briefly explain some elements of this theory to which the essay refers. We reassure readers who are not interested in the family systems aspects of the essay that they occupy a small portion of the whole paper.

Some concepts from family systems theory used in the essay that require definition in advance are listed below: (all page references below are to Friedman, 1985)

"Homeostasis" refers to "the tendency of any set of relationships to strive perpetually, in self-corrective ways, to preserve the organizing principles of its existence." (p. 23)

"Differentiation" refers to "the capacity of some awareness of (one's) own position in the relationship system, how it is affected by balancing forces, and how changes in each individual's functioning can influence that homeostasis." (p. 27)

"Triangling" used as a verb arises from the concept of emotional triangles, understood as follows:

"when any two parts of a system become uncomfortable with one

another, they will triangle in or focus upon a third person, or issue, as a way of stabilizing their own relationship with one another." (p. 35) Furthermore, "the relationship of any two members of an emotional triangle is kept in balance by the way a third party relates to each of them or to their relationship. When a given relationship is stuck, therefore, there is probably a third person or issue that is part of the homeostasis." (p. 36-37)

"Overfunctioning" refers to "the feeling of being stuck with all the responsibility..It is never possible to make others responsible by trying to make them responsible, because the very act of trying to make others responsible is preempting their responsibility." (p. 211)

"Underfunctioning" refers to "an adaptive response (to overfunctioning). In other words..a familial homeostatic correction to an extreme position." (p. 211)

Since the style of governance the UUA adopted at merger was the Unitarian style, there is a temptation to view our history of governance as being one continuous story from the Unitarian side of the family. There are two parent bodies to the Unitarian Universalist Association, however, with two different styles of governance that inform the tensions we currently experience. This essay begins with the story of Universalist governance, and then proceeds to follow the Unitarian history through to the present day.

Universalist Governance

The bicentennial of Universalism which we celebrate in 1993 is actually the bicentennial of the first regularly held "convention" of the Universalists, the New England Convention. The Universalist General Convention, ~~chartered in 1866 was an organization of state conventions.~~ From the beginning of the denomination, tensions existed between those who would jealously guard local and regional autonomy, and those who sought a "more perfect union" through central organization. In his A Short History of Universalism Clinton Lee Scott observed:

"The denomination has been built upon shifting sands of organization and administration, its policies transient and its programs inconsistent. A perusal of the official records of past assemblies shows that changing the bylaws has claimed a disproportionate time of the amount and attention of the delegates. Projects voted by the delegates have not received sufficient financial or promotional support to make them effective..."

"Two groups have been present from the beginning, including both laity and clergy; on the one hand those who have worked for a strong denomination as an instrument for the conservation and promotion of the faith; and on the other hand those who have stressed independence, have been wary of centralization, and fearful of autocracy." (Scott, 1957, pp. 33-34)

Russell Miller, the major historian of the Universalist movement, confirms this observation and adds two more about the assumptions which accompanied the founding of their denominational structure:

"One was the growth of the feeling that, once established, the organization could be depended on to maintain itself automatically and somehow to be self-realizing. It was people, not the system, who were to blame when things went wrong. Another evil was the confusion of means with ends; the fact was lost sight of that the system existed for the benefit of the denomination and not the reverse. There was too much of a tendency to concentrate on the machinery itself, with insufficient attention to the ends it was intended to serve." (Miller, 1985, p. 7)

The Universalist General Convention organized in 1870 was given legislative authority, at least on paper, to promote unified action among the state conventions, co-operation on missionary work, and a consistent pattern in fellowshiping, ordination, and discipline for ministers. An executive committee served as the Board of Trustees between annual conventions. (The conventions became biennial in 1889.) The Secretary of the convention was also a member of this Board, and was the only officer employed to devote full time to the day-to-day administrative functions of the convention.

The office of Secretary suffered from frequent turnover and an overwhelming work load. In 1898 the office of General Superintendent was created, followed by the establishment of State Superintendencies and then regional or district offices. The duties of the General Superintendent were listed as follows:

- "to supervise the spiritual interests of our church, and to promote its prosperity;
- to secure unity and continuity of action on the part of our parishes;
- to remove causes of disaffection between pastors and parishes;
- to foster the appointment of State Superintendents and District Superintendents;
- to help pastors in their difficulties."

This job description was accompanied by limited authority to carry it out. The General Superintendent was appointed by the Board of Trustees, and reported to it, but was not a voting member of that body. He had no direct responsibility to the General Convention. The General Superintendent had no authority to create or carry out programs at the state or regional level. This was the responsibility of the State and District Superintendents. The General Superintendent's role was advisory to them.

The Universalist General Convention also had a President, which had initially been conceived at the time of the creation of the convention as a largely ceremonial and honorary office, acting as a moderator for business sessions. In 1908 the office of President was enlarged. The presiding officer of the Convention was made ex-officio

chair of the Board of Trustees, and was to be considered the chief executive and administrative officer (on a part time basis and without pay). The General Superintendent was the "officer in the field." In 1917 the General Superintendent was made a voting member of the Board of Trustees, but this did little to expand his authority.

There was no central Universalist headquarters until 1933. The Trustees usually met in New York since the Convention was incorporated in New York State. The various auxiliary denominational agencies involved in much of the "field work" were mostly Boston-based. Thus the Universalist leadership was geographically scattered, with inadequate communication, and often working with overlapping job descriptions and goals.

Occasional efforts to centralize and streamline Universalist governance would flounder on inadequate financial support or fear of concentrating authority in one person or group. The position of General Superintendent had gradually become even more overwhelmed by administrative burdens, a limited salary, and continuing financial crises. In 1928 the duties of the General Secretary of the Board were added to those of the General Superintendent because the Trustees wanted to appoint General Secretary Roger Etz to the Superintendency and didn't feel like they could financially support both positions. During Etz' tenure (1928-1938) a Council of Executives was created, which for the first time brought together staff members representing both the General Convention and the various agencies affiliated with it. In 1937, a change in name for the denominational structure was proposed, from the "Universalist General Convention" (a name that seemed unsuitable for the chief executive and legislative body) to the "Universalist Church of America."

By this time, the decline of Universalism had alarmed many to the point where more calls for greater central authority and responsibility were being heard. In 1938 Robert Cummins became General Superintendent and served in that role for fifteen years. He embarked upon an ambitious program of theological and managerial reform which historian Miller described as a "temporary reprieve" in the inevitable entropy of the Universalist Church. Theologically, Cummins articulated a vision of Universalism as a new world religion, rather than a more perfect Christianity. In management terms, he consolidated Universalist field work and fund-raising under a unified staff structure. During the years of the Second World War the Universalist Church under Cummins' leadership had its greatest successes, expanding its membership and reducing its deficit. In spite of continuing resistance to the leadership of the General Superintendent, Cummins established a stronger profile for the position. These efforts were too little and too late, however. In the decade following the war, the continuous process began that finally led to the Universalist merger with the Unitarians.

At this time, the main features of the governance of the Universalist Church of America's were:

- A biennial General Assembly comprised of two lay delegates from each church, denominational and state convention officers, and ministers. The General Assembly had nearly twenty committees acting on its behalf and reporting back to it, including a Central Planning Council comprised of the representatives of the many Universalist organizations.

- A Board of Trustees comprised of ten members elected by the General Assembly and serving up to two four year terms.

- Seven Officers - The President and three Vice-Presidents were elected by the General Assembly, and the Secretary, Treasurer and General Superintendent were appointed by the Board. The President chaired the Board and presided at the General Assembly. The General Superintendent, who was the Executive Officer, supervising policies and programs, reported and made recommendations to the Board of Trustees.

- State Conventions "exercising jurisdiction" over the churches in their geographic territory. They had the authority to fellowship, ordain, and discipline ministers.

Universalist merger with the Unitarians had been discussed since before the turn of the century, but it was during the last years of Cummins' administration that the first serious steps towards that merger were undertaken. In 1951 the two denominations' youth organizations merged and in 1953 a Council of Liberal Churches brought together the two religious education programs. A Joint Merger Commission was established, and a complex six year process ensued which finally resulted in a "federal union" of the two denominations. The Universalist State Conventions that refused to cede their financial resources to the UUA continued their separate corporate existence but over the years became appendages of the new denominational structure. The Unitarian style of governance became the model for the new denomination.

Universalist governance can be analyzed from the perspectives of family systems theory. As a family system, the Universalist General Convention and the Universalist Church of America displayed a stubborn homeostasis over a long period of years. In spite of ongoing evidence from the turn of the century that this religious family was disintegrating, all attempts at changing the family dynamics failed. The strongest emotional triangle in the system was that formed between the individual Universalist churches and church members, the Board of Trustees of the Universalist General Convention, and the General Superintendent. When any two parts of a system become uncomfortable with one another, they will triangle in on a third party to stabilize their relationship. The General Superintendent over a period of sixty years was continually triangled between the individual members and churches who felt it was important to be part of a denominational family but who resisted central authority and leadership over them in any form, and the body of leaders to whom they ceded centralized authority. The General Superintendent's role

in family systems terms was to stabilize this struggle for and against common action by helping to create the illusion that the Universalist Convention was actually doing something together as a religious family.

Robert Cummins stands out as the most differentiated of the General Superintendents of the Universalist Church. His catalytic leadership towards consolidation of Universalist agencies and programs changed the denomination's family system to the point where it could gracefully merge into an even more centralized denominational structure, the Unitarian Universalist Association.

Unitarian Governance

The American Unitarian Association was founded in 1825 as an organization of individuals dedicated to advancing missionary work. The work of the Association was carried on by a Secretary assisted by a small Executive Committee. As time went by, the Secretary's correspondence duties involving the mailing of tracts and advice-giving to churches gradually expanded to include a clearing-house function for pulpit supply and ministerial settlement.

In his essay on "Unitarian Universalist Denominational Structure" in Walking Together, Conrad Wright (1989) points to the parallel developments of ecclesiastical and bureaucratic structures in the Unitarian movement. Ecclesiastical authority was not centrally exercised but vested in churches and church councils and ministers' organizations. An Autumnal Convention of Unitarians supplied a forum for debate on the theological, denominational, and social issues of the day. The AUA had a modest bureaucratic organization which relied on central authority and control of its staff to accomplish its mission.

In 1852 the Western Unitarian Conference was organized as a delegate body of churches that combined both ecclesiastical and administrative functions. This foreshadowed the events of 1865, when through the efforts of Henry Whitney Bellows and Edward Everett Hale, a national convention of Unitarian churches was called in New York City to consider the mission of the church as the Civil War came to an end, and to consider a denominational structure that might best promote that mission. This New York convention founded the National Conference of Unitarian and Other Christian Churches, not as a replacement for the AUA, but as a supplement to it. It was to be a forum for common consultation and the determination of policy in the denomination, and replaced the old Autumnal Conventions. For sixty years the two structures existed side by side.

Conrad Wright (1989) notes in his essay cited above:

"The tendency in other denominations at this time was for the denomination in its ecclesiastical manifestation to take over the bureaucratic voluntary societies. With the Unitarians, it worked the other way: the bureaucratic organization eventually gained

recognition as the central ecclesiastical body as well. This transformation in the nature of the AUA took sixty years to accomplish."

The first step in this was taken in 1884, when the AUA bylaws were re-written to provide for voting delegates from the churches to the AUA Annual Meetings. In 1886 the AUA acquired a headquarters building, a tangible testimony to its growing importance in the life of the denomination.

The National Conference had been preoccupied for thirty years by theological controversy about the Christian identity of the Unitarian denomination. In 1894 this controversy was settled with a unanimously adopted consensus statement balancing an affirmation of the denomination's historic Christian identity with a rejection of creedal tests for affiliation. The sense of theological and ecclesiastical harmony among the Unitarians which resulted paved the way for major changes in bureaucracy.

In 1894, Samuel Atkins Eliot, son of the President of Harvard University, and a highly successful parish minister both in the west (Denver) and in the East (Brooklyn), was elected to the Board of Directors of the American Unitarian Association. When the Secretary of the AUA resigned in 1897, Eliot was the obvious replacement. Eliot's administrative prowess transformed the AUA. From the beginning of his administration there were voices raised in opposition to his style of leadership because of a fear of centralized authority, and a scorn for "business leadership" contrasted with "spiritual leadership." So effective and impressive was he in his first two years in office, however, that when he was invited to succeed Edward Everett Hale in the pulpit of Boston's South Congregational Church, the AUA Board of Directors voted to change the constitution in any form Eliot desired if that would entice him to stay. Three months later, Eliot resigned as AUA Secretary to assume a new chief executive officer role that the Board created in response to his leadership: President of the AUA. Samuel Atkins Eliot was to serve in this new office for twenty-seven years.

From a family systems point of view, the Presidency and personality of Samuel Atkins Eliot were very much in the mold of his family dynasty. The Unitarian pedigree on both sides of his family was impeccable. He was named for his paternal grandfather, the Mayor of Boston and a founder of the AUA. His maternal grandfather was minister of King's Chapel in Boston. His mother died when he was six years old on the day following his father's election as President of Harvard, and Samuel was very close to his father throughout his life. He married the niece of his father's second wife, and he presided over his own large family with the same joyous authority he brought to the AUA Presidency. At home, and at the office, he was the family patriarch, and beyond challenge.

The stamp of Samuel Atkins Eliot on the AUA and the office of

the President is an indelible one. He was annually re-nominated for the office by the Board of Directors and his leadership re-affirmed by the Annual Meeting. His leadership was seriously challenged only once, in 1912, by John Haynes Holmes, when he was re-elected by a vote of 637 to 67. The President presided at all the business of meetings of the Association, both those of the Board and at the Annual Meeting. He appointed all standing committees, including the nominating committee. During Eliot's tenure the AUA staff grew from four to twenty-five persons. Its endowments increased twelvefold. The Unitarians had embraced and benefitted from a strong center.

The pre-eminent spiritual leadership role played by Eliot was further enhanced when the AUA and the General Conference (successor to the National Conference organized by Bellows) were amalgamated in 1925. The General Conference had continued to be a sort of ecclesiastical body, a forum for denominational debate of the great internal and external issues of the day. The Moderator of the General Conference was a denominational leader of some stature, the most famous being former President William Howard Taft. Consolidating this body with the AUA coincided with eliminating individual voting memberships, so that the transformation from a voluntary association of individuals that had been founded in 1825 to a denominational bureaucracy was complete. The tradition of a fall biennial meeting of the AUA away from Boston was to be continued, but this lasted only for ten years. The bureaucratic and ecclesiastical functions of the denomination had been finally centralized.

One footnote to the Samuel Eliot era, which could be a major theme in a family systems study of his administration, has to do with the role of female leadership in the denomination. In the last half of the 19th century the Universalist and Unitarian denominations were in the forefront of encouraging and ordaining women to the ministry. Often the opportunities for service that they found were on the distant and wide open Western frontier, but the opportunities were there. Samuel Eliot's ascendancy to the AUA presidency coincided with a hiatus for women in ministry and in denominational leadership which lasted past him into the Cornish presidency. The first sixteen years of Eliot's administration were ones of great evangelical fervor in the AUA during which Eliot took a major role in encouraging the expansion of the faith. These were also years in which women's political and leadership roles were a subject of much debate in the society at large. This was the time in which women were successful in winning the right to vote. Yet, during this period of time, only one woman was ordained to the Unitarian ministry.

One disadvantage of relying on such a strong person at the center for so long was that there was no one nearly as strong in the wings to take his place. In 1927, Eliot resigned in mid-term to take the pulpit of the Arlington Street Church. (Four year terms for the President began in 1925.) The AUA Board had the power to appoint Eliot's successor, and the power to nominate a candidate for the regular four year term that would begin in two years. In June

1927 the Board appointed his vice-president, Louis Cornish, to take his place. Cornish had the misfortune of becoming President on the verge of the Great Depression.

Because they are generally viewed as unsuccessful years for the denomination, and because they are sandwiched between the administrations of the two longest-tenured Presidents of the AUA (both named Eliot), the Cornish administration (1927 - 1937) gets short shrift in denominational history books. Yet this was not a short presidency. Cornish served two full terms of his own after filling out the balance of Eliot's. The times were bad for many denominations during those years, and Cornish cannot be blamed for the times. However, his cautious and conservative style was a stark contrast to Eliot's. Cornish's major shortcoming was that his imagination was as limited as the resources available to him.

Instead of concentrating the policy-making for the Association in the hands of one person, the Cornish Administration's approach was to concentrate it in the hands of the paid officers and executive staff. In 1928 the Board of Directors authorized the creation of an Administrative Council which essentially became the paid staff's vehicle for functioning together as the AUA's "real Board." Five paid officers served as members of the Board, voted as a block, and strongly influenced the Board in supporting any initiatives the staff wanted. The staff managed, insulated, and directed the work of the elected Board during the Cornish years.

Dissatisfaction with the Cornish administration and the direction of the denomination grew after he was nominated by the Board and elected to a second term in 1933. The following year at the AUA Annual meeting a proposal to appoint a Commission of Appraisal (COA) with a wide mandate to assess the state of the denomination and make recommendations for reform was passed. The Commission's report in 1936 was well-received and action on it was taken immediately. The Chair of the Commission was the Rev. Frederick May Eliot, a distant relation to Samuel Atkins Eliot, but from another branch of the Eliot family with an equally strong Unitarian pedigree. The only other minister on the Commission was James Luther Adams. The other members were distinguished lay professionals. The only woman on the Commission was Aurelia Henry Reinhardt, President of Mills College.

The Commission's staff report was extremely critical of the culture of governance of the Cornish administration, which was dominated by the paid staff, and made several recommendations to change that. One of the most important was the creation of a new officer position for the Association, a Moderator. The Moderator was to be the "titular head apart from administrative work," elected by the General Conference, serving a two year term and ineligible for re-election. The Moderator would preside over all meetings of the Association, to represent it on official occasions, and "enhance the importance of spiritual leadership as distinct from democratic control." However, the Moderator was not the Chair of the Board of

Trustees. The President continued to play that role. When this position was created in 1938, Sanford Bates was elected as the first Moderator, and Aurelia Henry Reinhardt succeeded him.

Frederick May Eliot was an obvious leader to be nominated for the Presidency of the AUA after the success of the Commission's report and in 1937 the Board of Directors did so. There was a challenger by petition, Charles Joy, who was Louis Cornish's vice-president. Joy's challenge was in part based on his suspicions of Eliot's humanist leanings. Joy gave up the campaign before the election when Eliot's strength became obvious, and Frederick May Eliot became President of the AUA. He was to serve five terms, until a sudden death from heart disease ended his Presidency in 1958.

The Commission of Appraisal Report and the bylaw changes proposed by the Interim Commission of the COA were accepted wholeheartedly by the AUA Annual Meeting of 1937. Its major governance-related themes were in support of decentralization of denominational leadership and power, and a re-affirmation of the policy-making role of the Board as over against the staff. However, this did not mean that these Unitarians had given up on their affection for a strong Presidency. Eliot's enthusiastic charisma was infectious and his managerial skills were outstanding. In family system terms, he was a strongly differentiated leader, who encouraged greater decentralization but at the same time was able to keep his own strong hand on the rudder. In the late thirties he succeeded in turning the denomination's decline around. During the anxious war years of the forties, the AUA held its own, and was poised to take advantage of the boom years after the war and into the fifties. Eliot's support of the creativity of strong staff members brought the AUA to a different level of functioning. His personality and controlling hand remained dominant, not only in the affairs of the Association, but also in local congregations when they were involved in extension efforts and ministerial searches.

When Eliot died, the Board of Trustees had already begun to wonder what the AUA Presidency would look like in the post-Eliot era. This speculation was also framed in the context of the merger talks with the Universalists. The Board nominated to the Presidency Ernest Kuebler, a senior staff member who had been responsible for re-shaping Unitarian religious education. Meanwhile they appointed a Special Committee on the Re-Organization of the Board. The speculation was that the Board had nominated Kuebler as a caretaker President while they considered a completely new concept for the Presidency, one which would separate the spiritual leadership in the role from the administrative authority over the staff. Dana McLean Greeley, a member of the AUA Board and minister of the prestigious Arlington Street Church, ran against Kuebler by petition. One of the planks of Greeley's platform was the preservation of the strong Presidency in which the spiritual and administrative leadership were in the same person. In May of 1958, Greeley won the election by 100 votes out of over 1500 cast.

The special Committee on the re-organization of the Board of the AUA reported in October 1958, proposing that "the existing functions of the Presidency be divided: The President, elected by the delegate body, to be the religious leader, and an Administrative Director to be the chief executive appointed by and responsible to the Board." (McGuinness, 1975, p. 3, quoting DeWitt 1962.) It was already too late to effect any change, however. With Greeley firmly in control of the President's office and the Board of Directors, the Special Committee's recommendation was rejected.

Unitarian Universalist Governance

The new denominational structure that came out of the merger process drew largely on the Unitarian model of a strong presidency. The biennial General Conference of Unitarians was abolished, and an annual General assembly became the single continental legislative assembly for Unitarian Universalists. The language of the bylaws did not distinguish clearly between the authority of the General Assembly and the Board, assigning the Board the power to act for the General Assembly between meetings. The role of AUA Moderator during the Eliot era had been overshadowed by the President's dominant personality. In the UUA, the position and job description of the Moderator was retained and strengthened by making the Moderator the Chair of the Board. The Presidency was further limited by making it for the first time an office that could be held for only two full four year terms.

Dana McLean Greeley was elected the first President of the UUA in a contest with William Rice, the minister who chaired the Merger Commission. Both were Unitarians. The Unitarian headquarters building became the headquarters of the merged denomination.

The UUA Board of Trustees (no longer "Directors") was constituted in the Unitarian style, with 26 members, 24 of them voting. Between 1961 and 1967, the Board size fluctuated from 25-26 members, due to various decisions made about the role of the Treasurer. In 1967, the Treasurer was replaced on the Board by a Special Financial Advisor, resulting in a Board of 26 members, 25 voting. All were elected at large.

The first Moderator of the UUA was Marshall Dimmock, a distinguished professor of public administration. Greeley and Dimmock were in conflict about the role of the Moderator from the beginning of the new denomination. With the Moderator's new role as Board Chair, Dimmock wanted an office at the UUA headquarters and a stronger role in the formation of policy than Greeley had been used to in his AUA administration. The conflict eventually led to Dimmock's resignation at the beginning of his second term. By 1965 and the beginning of Greeley's second term it was clear that he ran the show. Board members were nominated by a Nominating Committee strongly influenced by Greeley, and he dominated the Board meetings.

The UUA directories in the first two years of the denomination

list the officers with the Moderator and Vice-Moderators preceding the President. In the 1964 Directory they use a group picture of the officers with Dimmock and Greeley standing side by side at the center. In the 1965 Directory Greeley is at the head of the list and the Office of Moderator is not even mentioned as being a vacant office awaiting an election. In 1966 and onward the UUA President and Vice-President are listed ahead of the Moderator and Vice Moderators in the list of officers. It was not until 1977 that the practice of putting the Moderator at the top of the list of officers was re-instituted after a major study of the roles of the Moderator and President similar to the one in which the Commission on Governance has been recently engaged.

Joseph Fisher, a member of the first UUA Board of Trustees, is listed as Moderator for the first time in 1965. He served in this position until 1977, filling out almost all of Dimmock's second term, and serving two of his own.

In 1968 major changes were made in the Board structure as a result of a grass roots political movement resisted by the Administration. Twenty Board members were to be elected from Districts, and seven Board members (including the three officers) were elected at-large. This made for 27 members, 26 of them voting. The Board's power to nominate a candidate for the office of President was also removed. For the first time, the President of the Association would be elected from candidates who were all nominated by petition. This new Board structure was implemented in conjunction with the Presidential elections of 1969. The new President, Robert West, emerged from a hotly contested election involving eight candidates, an election that was overshadowed by a controversy in the denomination about the degree to which Association funds would be committed to a Unitarian Universalist program for Black empowerment. West's tenure as President bridged a difficult period financially and politically for the Association.

The new President, the new Board structure, and severe financial restraints on the Association resulted in a highly politicized denominational process during the early seventies. Robert West worked collaboratively with the Moderator, but in his last term Joseph Fisher ran for Congress and won. For most of the period from 1973-77 Fisher was less involved in active Board leadership between the meetings than he had been previously.

In 1975, the Board of Trustees went on its first retreat together, a retreat led by Robert Greenleaf, a well known consultant on non-profit governance theory. For several years thereafter, the Board tried to implement some of Greenleaf's ideas, including his suggestion that the Board in some way should elect its own leadership. The First Vice-Moderator's role was seen in that context during the tenure of the Board members who were present at the 1975 retreat but after they were gone this understanding of the role faded away.

In 1976, in the wake of this retreat, and during the period of Fisher's tenure as Moderator when he was not involved much in Board process outside the regularly scheduled meetings, a Special Committee of the Board to study the roles and functions of the President and Moderator was created. It recommended that the position of Moderator as Chair of the Board be eliminated and that the Board elect its own Chair. They further recommended that the offices of President and Executive Vice-President be eliminated, and that the Board be empowered to appoint a salaried executive director of the Association. The Board sent these recommendations to the 1976 General Assembly, endorsing the Moderator proposal, but not endorsing the proposal related to the office of President.

Both proposals were defeated at the 1976 General Assembly. In hindsight, the decision made at that General Assembly was to preserve the status quo, and the stability of the Unitarian family system of governance. The homeostasis of our family system continued to be dominated by a strong President, with a Moderator and Board whose influence and function depended very much on the personalities involved and very little on anything intrinsic in the roles. In spite of the 1976 General Assembly's vote, the developments over the following three years in the Association's history upset this homeostasis anyway. The events that transpired finally resulted in a President appointed by the Board, and an elected Moderator who frequently asserted her authority in conflict with the wishes of the President.

The next UUA Presidential election was scheduled for 1977. Two ministers from Unitarian backgrounds, Paul Carnes and Jack Mendelsohn, were in the election race alone until ten months before the election, when Gordon McKeeman, one of the most prominent ministers of Universalist heritage, and a member of the Board, was persuaded to enter the race. McKeeman's entry into the campaign resulted in an election by preferential ballot, won by Carnes. None of the candidates received a majority of the delegate vote on the first ballot. 1977 was also the year that the "Women and Religion" resolution was passed at our General Assembly, a landmark event marking a new consciousness about participation in the leadership of the Association among women.

The Moderator elected in 1977 was Sandra Caron, who had been a newer Board member who had served on the Committee that had made the recommendations in 1976 for Board elected-leadership and a Board-appointed President/CEO. Caron's ideological commitment was to strong leadership of the Association from the Board. When the recommendations made to the 1976 General Assembly were defeated, she decided to run for Moderator. She was the first woman to be elected UUA Moderator. (Women had held the position in the old AUA.) The pattern of empowering the Vice-Moderator to be "the Board's leader" alongside the Moderator was not something with which she was comfortable. As far as she was concerned, the Moderator was going to

be the Board's leader.

Paul Carnes was in office for only a year and a half when he had a recurrence of a cancer that had previously threatened his life. This time the cancer won. Carnes barely had time to initiate the programs he had campaigned on, and he had not worked well with the Board during his brief term.

During the final "lame duck" year of the West administration, the uncertain year and a half of Paul Carnes term and his final illness, and the uncertain months preceding the Board's appointment of Carnes' successor, the Unitarian Universalist Association's pattern of strong presidencies was disrupted. Caron tried to fill this vacuum as the elected officer of the Association who had the most significant policy-making role. Executive Vice-President Robert Senghas kept the administrative end of the association together.

In April 1979, the Board took up the issue of appointing a successor to Paul Carnes. For a time consideration was given to appointing a chief executive officer until the next regularly scheduled election. In the end, the Board chose Eugene Pickett as President over Gordon McKeeman and Bill Donovan. Pickett did not have the dominating personality of Dana Greeley nor the administrative intensity of Bob West, but he was effective at articulating a vision for the Association, skilled at gathering together an effective staff team around him, and comfortable with delegating authority to them to complete the jobs assigned. A UUA membership decline suffered throughout the seventies was reversed during the Pickett administration. Old wounds from the Black empowerment controversy began to heal and there was a renewed sense of purpose.

From 1980-81, the UUA Board undertook a study of the District level of our Association's governance. The Board's Committee on Distribution of Resources and District Representation (DR2) was created to review the formula by which Association funds were received from and distributed to the Districts. Among the recommendations it came back with was one to reduce the size of the Board of Trustees by altering District boundaries. This proved to be politically impossible, due to several districts' intense opposition, and the idea was shelved without ever being presented to a General Assembly.

Eugene Pickett and Sandra Caron regularly found themselves in conflict during the Pickett administration, especially during his second term (1981-1985). Caron actively asserted her authority as Moderator, putting forward her agenda for the Association, which was at times in tension with Pickett's. Their conflict was reminiscent of the struggle between Greeley and Dimmock twenty years earlier.

Looking back at the late seventies and early eighties they appear as a period of considerable upheaval in the family system of the UUA, in the governance models by which that system functioned,

and in the self-definition of its leaders. Speaking metaphorically, the Eliot/Greeley family pattern of governance that had prevailed for so long involved a dominating father/President, a unifying caretaker mother/Moderator, and a mostly happy parcel of Board member/children. During the West Presidency this pattern was challenged and in transition. Carnes' death was a family crisis that opened up possibilities for a new pattern to emerge, one in which the President was no longer as dominant, and where both the Board members and the Moderator were more assertive. The Association's governance was regularly unstable, in transition, or under study during this period of time between 1975 and 1985.

Caron ran for President of the Association in 1985, the first woman to do so. She was defeated by Eugene Pickett's Executive Vice-President, Bill Schulz. Many in the denomination were distressed by the bitterness in the campaign and its cost to the Association in time and money.

Natalie Gulbrandsen, a former President of the UU Women's Federation, easily won the election for Moderator in 1985. She and Schulz were mutually supportive of each other in their campaigns, and although they did not present themselves as a ticket, both have said that they would support candidates for President and Moderator running as a ticket, because the relationship between the two is so important. Schulz and Gulbrandsen have worked well together. Schulz fits into the "strong President" mold, and Gulbrandsen sees herself as a convener/mediator/facilitator. In many ways they have returned the Association's family system of governance to stability, and yet the dissatisfactions and questions which resulted in the creation of the Commission on Governance would indicate that it is not the same stability as in the Greeley/Fisher years. There is more active opposition to the strong Presidency in all the dimensions of Association leadership: spiritual, policy-making, and programmatic.

In summary, many of the issues raised in the current study by the Commission on Governance resonate throughout our history. Current concerns about the value and nature of hierarchy are mirrored in the Universalist desire to distribute authority for program and leadership development widely through regional conventions and diverse autonomous organizations. The Moderator's job description and authority have been debated and altered by the personalities who have successively held the job, and may well be responding homeostatically to the style of the President with whom they serve. The Boards of all our antecedent bodies, and our current UUA, have struggled with where and how to find their own voice and leadership, especially in relationship with the President, and at the same time how to empower their hired and elected staff to do their jobs without micro-management. Democratic principles and congregational polity have been the guiding principles of our movement's governance and yet over the years we have had some very different formal structures and informal distributions of power, arising from the personalities of the individuals and the ethos of the time.

Viewed historically, the most dramatic departure we could take in altering our governance structure would be to alter greatly the role of the President, removing from that position the direct implementation of program, and combining the position with the role of Moderator. It would be dramatic because the Unitarian model of a strong Presidency has dominated the 20th century like no other aspect of our governance. What impact would such a change have on the Board? The advocates of the combined President/Moderator role proposed in 1990 have argued that such an approach would create a hired staff leader and program implementer who was more directly accountable to the Board; that it would free up the new elected President/Moderator position to concentrate on vision, Board leadership, policy-making, and public roles. The biggest question that the history of our governance raises about such an approach is whether a combined President/Moderator role could be kept separate from the implementation of program, or whether it would ultimately evolve into a Samuel Atkins Eliot style of Presidency, with a single leader, presumably a minister, presiding over the General Assembly, the Board, and in fact, the staff as well.

Some will argue that the changes we have been through as a result of the feminist revolution, and an ever-expanding analysis of the uses and abuses of power among us, would not allow that same pattern of a single dominant personality to emerge once again in our governance system. Yet the most interesting thing that our study of family systems theory as it applies to institutions has indicated is that these patterns of relationship do persist across the generations. From the turn of the century until the 1970's, our periods of greatest institutional growth and success have been associated with strong centralized leadership. Is that a model we should reaffirm? Is strong centralized leadership still the model that we prefer and under which we thrive? Was the instability we went through from 1977 - 1981 an experience that altered the homeostasis of our family system? Did it allow a different style of leadership to emerge in the latter part of the Pickett presidency, and has that been continued by Schulz and Gulbrandsen? Or was that period a crisis in our family system brought about by the emergence of a Moderator who demanded a different role in the system? With that crisis past, did the system then revert to the traditional pattern?

These are some of the questions the Commission on Governance has contemplated as we have interviewed the leaders from our recent history, and read about those in the more distant past. Our recommendations have been influenced by this historical and theoretical perspective at least as much, perhaps more so, as they have been driven by recent events in Association politics.

SECTION 7: ISSUES AND CONCLUSIONS IN UUA GOVERNANCE

This section begins with an analysis of the congregational level of our Association's governance, and then moves to the General Assembly. The congregations elect Board members and officers through their Districts and through the General Assembly. Each of the current officers is analyzed, with the exception of the Financial Advisor. Although the role played by the Financial Advisor has changed with the personalities involved, the COG believes that this office is structurally sound, and has no recommendations for change related to the Financial Advisor

(A) THE CONGREGATIONS AND THE ASSOCIATION

The Foundations of our Association

"The Unitarian Universalist Association is a voluntary association of autonomous, self-governing local churches and fellowships, referred to herein as member societies, which have freely chosen to pursue common goals together." So say the bylaws of the UUA (Article III, Section 3-C.1).

The UUA has very modest requirements for membership in the Association involving only a minimum number of members, regular services, and a financial contribution. Submission of an annual report form is all that is required for continuing participation in the governance of the Association. No requirements for regular congregational re-affirmation of membership and no formal congregational covenanting process with the Association are currently in place.¹

Congregations or their delegates conduct the affairs of the Association through representation at an annual General Assembly (GA) and through participation in their regional Districts, which can place items on the agenda of the General Assembly and elect representatives to the UUA Board of Trustees. The most inclusive and representative structure within the Association's governance is the General Assembly, and the powers of the General Assembly are described below. Some in our Association express concern that the GA's are attended only by those people who can afford to attend or by those societies that can afford to send a delegate, so that it is unusual to have more than half the societies represented. Some societies care little about participation in the Association, and do so only casually. These concerns and attitudes are not unusual in a religious association like ours which has been built upon the twin foundations of congregational polity and participatory democracy.

¹ The Rev. Alice Blair Wesley has suggested that congregations be required to re-covenant with the Association on a regular basis, and the COG has recommended further reflection on this idea.

The UUA bylaws state, that nothing in the authority given to the Association through its governance structure shall "infringe upon the individual freedom of belief which is inherent in the Universalist and Unitarian heritages or...conflict with any statement of purpose, covenant, or bond of union used by any society unless such is used as a creedal test" (Article II, Section 2-C.4). They further state that the Association's governance authority shall not infringe upon "the congregational polity or internal self-government of member societies, including the exclusive right of each such society to call and ordain its own minister or ministers, and to control its own property and funds" (Article III, Section C-3.2).

Statements describing how congregational polity limits the authority of the Association leave considerable room for debate and interpretation of particular policies or programs the Association might pass and promote. Dr. Conrad Wright of the Harvard Divinity School, the most prolific and respected interpreter of the meanings of congregational polity in our day, has commented on the tensions inherent in an association whose member societies hold to congregational polity:

".. little attempt has been made to articulate a doctrine of the church for our denomination that provides a coherent rationale for what we actually do.

For Unitarians and Universalists, as for other denominations adhering to congregational polity, one result has been an especially acute tension between traditional local independency and a necessary consolidation of forces and centralized control. Furthermore, to the long standing resistance in congregational polity to hierarchy and centralization, there has been added the conflict between ecclesiastical structures and bureaucracy. The Church as a community of the faithful, and the denomination as a bureaucratic organization, are not the same thing, and there is an ineluctable conflict of values between them. Thus there are two sources of tension built into our present polity: parochialism versus denominationalism, and the Church versus bureaucracy." (Wright, 1989, p. 74)

In recent years some have framed the tensions about the Association's mission and purpose described above in terms of whether we see ourselves as an "association" or a "denomination." The difference between these two presumably has to do with the authority of elected or appointed leaders to make binding policy for the association, i.e. a "denomination" can impose rules and requirements on a local congregation that an "association" can not. In fact, the churches that carry on the traditions of congregational polity have created many different governance structures that deal with the problem of who sets binding policy in diverse ways. (See Appendix D of the report entitled "The Governance of Other Congregational Polity Associations.")

The degree to which the Association is empowered to set centralized rules involving the credentialing and discipline of

ministers, for example, may be an area in which Baptists and Unitarian Universalists disagree. Insofar as funds from the Association are directed to the budgets of local congregations, they may freely choose to give up certain privileges implied by congregational polity in order to reap the benefits of those funds. Such is the case when the UUA imposes certain settlement procedures on congregations seeking a subsidy from the Association for the new minister's salary. The COG believes that framing this question in terms of the limits of authority for elected and appointed leaders is more helpful than a theoretical debate attempting to define "association vs. denomination."

Describing the limits of authority for elected and appointed leaders is one of the most important functions for delegate or representative bodies in any democratic organization. No delegate body or their elected representatives can effectively make decisions on all of the policy and administrative matters before the organization. Delegation to and empowerment of paid and volunteer leaders is necessary. Elected and appointed leaders and staff members function best when they are clear about the limits of their authority, and are given free reign to exercise full authority, leadership, and creativity within those limits. Many of the recommendations of this commission will address how the General Assembly and the Board of Trustees address both the limits and the empowerment of the leaders that report to them.

The Mission and Purpose of the Association

The bylaws of the UUA contain a theological/covenantal statement of Purposes and Principles passed in 1985 which is familiar to us and shall not be printed here. The bylaw stating the institutional mission and purpose of the Association and its relationship to its member congregations reads as follows:

"ARTICLE II Section C-2.2. Purposes.

The Unitarian Universalist Association shall devote its resources to and exercise its corporate powers for religious, educational and humanitarian purposes. The primary purpose of the Association is to serve the needs of its member congregations, organize new congregations, extend and strengthen Unitarian Universalist institutions and implement its principles."

In October 1991 the UUA Board of Trustees developed its own Mission Statement for the Association, which reads as follows:

"The Unitarian Universalist Association is united by an evolving covenant of shared hopes and visions among member congregations. That covenant, articulated in our Principles and Purposes, calls upon us to offer healing to a fractured world by affirming religious pluralism, cultivating a global loyalty, cherishing the earth and all its creatures, and celebrating the shared disclosures of wisdom found in all great religions of the world.

The UUA exists to encourage and assist Unitarian Universalists to do more effectively through association what no individual or local congregation can fully do alone. Thus the mission of the UUA Administration and Board of Trustees is to:

- work collaboratively with our congregations and religious leaders to fulfill our covenant;
- promote the development, dissemination, and growth of Unitarian Universalism;
- witness to its values in the public realm; and ultimately,
- help our members and friends grow as life affirming people."

Clarity about the Mission of the Association is essential for meaningful debate about its governance, and is a prerequisite to any governance reforms or revisions. This 1991 statement is not clearly focused and seems to affirm that the UUA Administration and Board have a common mission, an assumption in governance theory which is very questionable. It does not refer to serving the needs of its member congregations, listed as the first purpose of the Association in the bylaws. Perhaps this is because they felt that it would be unnecessary to repeat the bylaw statements. Yet, it has not been made clear to the General Assembly, nor is it clear to the Commission on Governance, how the Board sees the relationship between this Mission statement and the statement of purpose in the bylaws. The Board's Mission Statement for the Association has essentially been an internal document.

The General Assembly and The Board Of Trustees

The UUA Bylaws describe the relationship between the General Assembly and the Board of Trustees as follows:

"ARTICLE IV Section C-4.2. General Assemblies shall make overall policy for carrying out the purposes of the Association and shall direct and control its affairs."

"ARTICLE VI Section C-6.1. The Board of Trustees shall conduct the affairs of the Association and, subject to these Bylaws, shall carry out the Association's policies and directives as provided by law.

"ARTICLE VI Section 6.2. The Board of Trustees shall act for the Association between General Assemblies."

A study of the role of the General Assembly was not within the charge given to Commission on Governance, except in the context of the accountability relationship of the Board and the Officers to the GA. We did hear, however, from a number of Unitarian Universalist organizations and individuals expressing concern that General Assemblies are becoming meaningless in determining the policies and direction of the Association.

Some have expressed concern about how representative the General Assembly can be. Usually there are a relatively small number of

people in a congregation interested in denominational involvement. Efforts to influence denominational elections or policies often come from special interest groups organized around status or a single issue. There is usually more widespread interest in Association business in years when presidential elections are being held. Some have pointed out that the programmatic focus of the GA's has become more important than the Association's business. Some have suggested that this Commission recommend resurrection of biennial General Assemblies, or perhaps programmatic GA's alternating with ones devoted to business.

The Commission has found that the language used in the bylaws to describe the General Assembly and the Board of Trustees has created ambiguities about their respective roles and authority. The General Assembly is supposed to be the voice of ultimate authority, but it is the Board of Trustees that really has the ultimate accountability. The UUA President has always been elected by the General Assembly and is accountable to the congregations, the GA and the Board. The UUA staff is accountable to the President. The officers are described as subject to the "control" of the Board.

The balance of authority between large delegate bodies and the smaller leadership groups and figures that are empowered to carry on an association's business between meetings is a perennial question of governance.

There are four major areas of authority that the bylaws and rules of the Association reserve for the General Assembly. They are:

- (a) election of some of the Association's volunteer and paid leaders, and the standing committees of the General Assembly,
- (b) adoption of resolutions on social and political issues,
- (c) changes in the governance of the Association through bylaw or rule amendments, and
- (d) business resolutions addressing policy matters involving the administration and structure of the Association, sometimes as a result of recommendations from standing committees, and sometimes through the initiatives of congregations, districts, or Board members.

Note that this list does not include the ability to determine the Association's budget. The wording of our bylaws suggest that the General Assembly's authority over the budget is a moral, rather than a legislative authority. The General Assembly is presented with the budgets for the fiscal year about to begin and the one that follows immediately after that for "recommendation of financial priorities." Since 1969, it has been clear that the Board of Trustees can ignore the General Assembly's recommendations if it wishes. This has not been done often, and when it has been done, the circumstances have been highly controversial and politicized.

In 1992 the UUA Counsel, Mr. Ned Leibensperger, was asked to review and rewrite the analysis of the balance of power between the

GA and the Board that the Board had relied upon since 1969. Mr. Leibensperger's analysis is printed in this report as Appendix C.

There is a misunderstanding in some quarters of the Association that the placement of total authority over the budget in the hands of the Board of Trustees is somehow mandated by the laws of Massachusetts where the Association is incorporated. That is not true. We chose this arrangement when we created our bylaws in 1961, and we can change it if we want to through amendment of our bylaws and rules. We point this out not because the COG wishes to recommend a change in the balance of power between the General Assembly and the Board of Trustees. The Board can and has acted to accommodate recommendations of the General Assembly that require funding even after a fiscal year has begun. The creation of the COG itself is a good example. Giving the General Assembly the power to alter the fiscal priorities of the Association the week before the fiscal year begins is unnecessary.

The Governance Commission believes that structurally the responsibilities of the General Assembly as a policy-making body are appropriate for our association, and that processes for encouraging interest and participation in the General Assembly should be the focus of activity in the future rather than structural change in the General Assembly's role in our governance. The Commission has no recommendations about the value of annual vs. biennial General Assemblies.

The General Assembly has a great deal of authority in making policy and setting direction for the Association. However, it takes a substantial and sustained leadership effort within the processes of the General Assembly to take the Association in a policy direction that is not initiated or supported by the Board and the officers. In considering our recommendations for changes in the officer roles, we have looked hard at who provides leadership for the General Assembly, and who acts as the voice of the General Assembly around the Board table. The Commission will suggest a different role for the President of our Association which will include being the leader of the General Assembly. In doing so, we hope to move beyond the dual role played by the Moderator in our present system, a role involving both Board and General Assembly leadership. Over the terms of many different Moderators this has resulted in ambiguous leadership for both bodies.

A contributing factor to apathy about the business processes and decisions of our Association is the absence of timely information. When the UU World changed in 1986 to a bimonthly magazine format, with a new name (The World), whatever role it had previously served as a timely source of information about issues before the Association was diminished. The only timely sources of information about UUA politics are the newsletters of the individual Trustees, District newsletters, and the mailings from the Administration. Trustee newsletters are usually supported by District or personal funds, and vary in quality, frequency, and breadth of mailing list. It is

unusual for Trustees to mail their newsletter to every Unitarian Universalist in their district. Sometimes the District newsletters reach everyone. In general, however, most local UU society members are uninformed about association issues. The COG believes that a minimum requirement of effective governance is information about the issues facing the Association. We lack consistency and quality in the sources of such information. This is an area beyond the scope of the COG's charge and time which deserves further study by both the staff and the Board.

The Electoral Process for President of the Association

After the 1985 elections for President and Moderator, the Board of Trustees created a joint committee of the Board and the Commission on Appraisal to study UUA elections. That committee reported in 1987, and resulted in some updated rules for election procedures, including parameters for the use of The World for campaign advertising. In 1989, the UUA's Commission on Appraisal initiated the current denominational discussion on governance with a letter circulated to selected UUA committees and leaders. Among the concerns it cited as prompting their initiative were divisiveness incurred by our election practices, and our structures and decision-making processes being perceived as not reflecting our values. The candidates running for President during 1992-93 have also criticized the current UUA electoral process as too long, too expensive, and too time-consuming for any candidate except the minister of a large multiple-staff congregation to undertake.

This report will recommend changes in the office of the President of the Association, and in the Moderator role as we currently know it. The COG is proposing that the office of President be limited to one unrepeatable six-year term. Since the President would continue to be elected by the General Assembly, the Commission has studied the process by which candidates for this office would be elected and the circumstances under which they would run. The COG is recommending that the General Assembly create a new and distinct Presidential Nominating Committee (PNC) charged with bringing forward a nomination of one or more outstanding candidates for the new office of President. Detailed discussion of the office of President follows in Section 7 (D), and this is where the detailed discussion of the PNC occurs in this report. It is noted in this section because the new PNC would be a standing committee of the General Assembly.

(B) THE BOARD OF TRUSTEES: POLICY MAKERS FOR THE ASSOCIATION

The Role of the Board of Trustees

The Board of Trustees of the Unitarian Universalist Association has the primary responsibility of keeping the organization on a straight course for the long-term good of the whole. In other words, Trustees exist to govern the organization--to monitor our

direction(s) and to see to it that the UUA fulfills its mission. It is inappropriate however for the Board of Trustees to set all policy decisions. The following taxonomy illustrates six levels of "policy" making.

1. Major policies: Fundamental issues of mission or purpose, typically involving questions of institutional direction, values, priorities, and principles that guide other decisions.
2. Secondary policies: Questions of primary focus, types of services and advocacy, and delivery systems, which may focus on relationships between programs and departments to the overall mission. These issues often entail significant decisions about human, financial and physical resources.
3. Functional policies: Concerns of major functional operations such as planning, budgeting, finance, and personnel.
4. Minor policies: Decisions that govern day-to-day practices. They may be important as a special project (i.e. a fund drive) or a shift in practice brought about by a change in the external environment.
5. Standard operating procedures: Mechanisms and procedures to handle routine transactions and normal operations--matters of form, process, method, and application of other policies.
6. Rules: Regulations that guide or prescribe everyday conduct.

Taken together, these policy levels comprise the "policy structure" of an organization. For the most part, the Board of Trustees should devote virtually no energy to lower level policies such as operating procedures and rules; they fall too far outside its appropriate sphere of concern. The Board should be involved in minor policies only at the request of the staff empowered to carry them out, or when the bylaws demand final approval of a staff recommendation.

A policy--a course of action--doesn't exist in a vacuum. It should be developed in pursuit of the ultimate goals of the UUA. It is the Board's responsibility to formulate policy objectives. It is the joint responsibility of the Board and the executive officer to formulate the policy statement. It is the staff's responsibility to implement the policy. It is the Board's responsibility to insure that staff means to accomplish the policy are prudent and ethical, and to evaluate whether the ends the policy was designed to serve have been accomplished.

The most critical resource of a board of trustees is its attention. In the main, the board should keep its attention concentrated on developing higher level policy objectives. Secondly, the board should focus on executing and monitoring important policies. The board should pay only peripheral attention

to mid-level policy objectives and focus little energy on implementation. Trustees should devote almost no attention to any phase of lower level policy development.

The UUA Board exists, in part, to ensure that we do not become the captives of special interest groups within the organization. Trustees should be distinguishable from administrative advocates. They must maintain an organizational or institutional perspective; that is, detached from operational affairs.

Some boards have successfully relied on an experienced leader to set the course and single-handedly lead the organization. But when such a leader finally departs or when the board tries to reassert its primacy in governing the organization, its earlier neglect of issues of purpose, direction, and strategy will show. The skills and structure necessary for it to govern effectively will have atrophied. In addition, the board may have lost the credibility it needs to exercise its authority in a way that others will willingly accept. Indeed, the board itself may even become fearful of accepting the responsibility it must take back.

Trustees who believe the board's primary concern is the organization's long-term welfare will avoid getting involved in day-to-day matters. When Trustees regularly intrude in administrative matters, the most competent administrators feel undermined and discouraged. Trustees mired in administrative minutiae become less knowledgeable about the organization as a whole, less enthusiastic, and less effective. To become operations-oriented or worse, meddlesome in administrative affairs, is to shirk governance responsibilities.

It is the UUA Board's primary responsibility to govern the association--that is, to keep the organization on a straight course over the long term.

To govern knowledgeably, the UUA Board needs information--but of the right kind and in the right amount. This is a delicate and skillful orientation. Trustees can be heard to lament that they are inundated with irrelevant reports and data (often which they themselves have requested!) but lack the information they really need to be knowledgeable about the future and direction(s) of the organization. Executive officers are heard to lament that the Board is interfering in managerial/administrative affairs.

We need to make the distinction between *management* information and *governance* information. Leaving off assigning guilt for the circumstance, if our Board is trudging through a mountain of marginally important data, it will be significantly diverted from the task of governance. Many a board has been deflected from serious attention to crucial questions by an artful barrage of paper to read, budget matrix to decipher and show-and-tell sessions. Trustees and executive officers can adopt a governance information system to

increase the probability that our Board will be well informed on consequential matters but spared volumes of data on lower level items. The Board of Trustees needs to continually ask itself the questions: "Why do we need this information?" "Do we want to spend our time dealing with this (level) of issue?"

Although the President of our Association usually comes to the task having articulated a vision (and indeed may be elected from a platform which incorporates that vision) it is the collective task of the Board of Trustees to make certain that the current vision is consistent with the overall, long-term mission of the organization. The implementation of that vision is delegated to the executive officer and the staff. Thus, there is a delicate balance and important dynamics between the leader of the Board, the executive officer, and any other leader elected at-large by the organization.

Chair of the Board: Leader or Facilitator?

Currently the position of Moderator in UUA governance is not well defined or well structured to carry the dynamic between the Board and the President. The ambiguities in the role go back to the original definition of the Moderator proposed by the Commission on Appraisal in 1936, which involved a spiritual leadership role, rather than an administrative or policy-building role. When the role changed in 1961 to involve functioning as Chair of the Board it resulted in immediate conflict with the strong Presidency.

In the present governance structure, three tensions inhibit the effectiveness of the Moderator (Chair) position. First, the Moderator is not elected by the Board, and is not defined in the bylaws as the leader of, nor spokesperson for, the Board. The Moderator's clearest accountability is to General Assembly. The Board has no authority to demand that the Moderator play any leadership role with respect to their functions, or their relationship with the President. Thus the Board currently attempts to manage its relationship with the President as a body of 27 people. There is no one person who can appropriately reflect the collective wisdom of the Board as regards the mission of the UUA.

Second, the Moderator has no formal resources--i.e. no staff, no budget and no office at 25 Beacon Street. This has a significant impact on the nature of the relationship between the Board and the President.

Third, the nature of the relationship(s) between the Moderator and the Board, and between the Moderator and the President is highly dependent upon the character of the incumbent office holders. While role relationships are always somewhat dependent upon the persona of the role-holders, in recent memory the function of the office has changed radically with the personalities of the officers. This does not facilitate a strong leadership dynamic nor give the Board security that its lines of communication are able to carry the weight

of its responsibilities.

Board Size and District Representation/Elections

The COG affirms as a central conclusion of our study that Board of Trustee functioning needs to be strengthened. We have looked at size as one component of Board functioning.

In our interviews with past UUA leadership there was a strong sentiment for a small, skills-based Board that would be in a better position to provide leadership. The argument was made persuasively to us that a smaller, more cohesive Board could manage the relationship with the President and carry out the Board's side of this dynamic with greater effectiveness. There was some endorsement for a smaller Board chosen at large from the various surveys we undertook and the interviews we conducted. However, our conversations and surveys revealed an even stronger commitment among likely General Assembly delegates, elected congregation leaders, and ministers to continuing our system of district-based Trustees.

The Board of Trustees itself has become aware of the difficulty of a 27 member Board working efficiently and effectively. The current Board has been willing to experiment and change based on their its dissatisfactions. For the past year, it has been experimenting with, "working groups" and a schedule which permits more in-depth study by sub-groups. The Commission is encouraged by the Board's awareness of their own processes and willingness to make changes in their operating format. However, our optimism is cautious because:

- a) the changes have been operational for less than a year;
- b) there has been no formal and systematic evaluation of this process to date;
- c) it is not clear if this change, like others tried by the Board in the past, will survive beyond the terms of the current Board members who have pushed for it.
- d) as this system becomes more familiar, its limitations are being articulated.

Our comment here is limited by the fact that the COG has not attempted to evaluate this new process either.

As we surveyed other denominations, non-profit organizations and corporate structures we found that Board composition is usually designed to meet three criteria: geographic representation, a balance of desired competencies or experience and (in non-profits especially) the ability to generate funds. The UUA's primary value since 1968 has been geographic representation, with secondary value placed on balancing competencies, constituencies and experience through the election process for Trustees at large. The ability to raise funds is rarely a consideration in District-based Board elections, and is the least important of these three criteria in at-large nominations. (This places a major burden for fund-raising on the President and the staff.)

Beyond the issue of Board size, we have heard another consistent complaint both from within and outside the Board, as to why the Board does not function as efficiently or effectively as it might: District representation does not necessarily produce a collection of the most skilled and qualified Board members possible. If this is true, perhaps it is an inevitable weakness of a representative governance system, in which the regional groupings vary in strength, resources, and process for choosing their representatives.

It is difficult for the current Board to avoid taking such criticism personally, and yet the COG perceives it as more of a criticism directed at the inconsistencies and weaknesses in the districts, than as criticism of the current Board. Some have told us that there is a perception that district level leadership roles are not recognized, rewarding or funded enough to draw out some of the best local leaders. Some local congregation members whose experience would make them excellent continental level Trustees are not interested in the "dues" that have to be paid via district service. The demands on a district-based Board member's time for both district level functions and Board roles make it difficult for some highly qualified individuals to consider running for a Board position.

The four at-large Trustee positions were supposed to allow for some constituency or skill-based balancing of the Board, and they require no district based functions. There are only four of them out of 27 members, however. Pressures for constituency representation have narrowed the opportunities for nomination, and shifted the focus away from skills-balancing the Board. As a result, there is no assurance that there will be a balance of skills or areas of expertise on the Board.

The UUA bylaws and rules make criticism or reform of district structures difficult. Districts are autonomous even though they are creations of the Association. The Commission on Governance was not asked to study or make recommendations about Districts. We suggest that the Commission on Appraisal might undertake such a study, comparing and contrasting the most effective districts we have and why they remain so.

After its first year of study, the Commission on Governance found itself favoring a smaller, skills-based Board of Trustees. We felt that such a Board would be in a better position to collaborate, to work with the President and other elected officers and to efficiently play its role more efficiently as the policy making body of a multi-million dollar organization. We believe that our Association's present-day business demands the most competent and effective Board possible.

In our deliberations, and in this report, we have endeavored to take into account three separate "realities" having an impact on our thinking about change in our governance structure. They are:

a) the conceptual consensus of the Commission members on what our structure "ought" to look like, given our three years of reading, research, thinking, expert input, officer interviews and dialogue on the subject.

b) the conclusions of our data gathering which assess the perceptions, and wishes of our member societies. This includes the systematic data we have received from congregations and from GA delegates. It also includes numerous letters, face-to-face conversations, newsletter articles, and phone calls we have received over the course of our Commission's existence.

c) the "political possibilities" for any change that is recommended. These are, of course, only our predictions, but we do have some recent history to guide our assumptions.

We are not the first study commission to suggest that the Board would function more effectively as a smaller body. As a part of our deliberations, we studied the experience of the DR2 Committee during 1980-81, a Board committee which recommended a smaller Board based on combining districts into new Trustee election areas. Convincing districts to merge for Trustee election purposes proved to be an impossible and fruitless task. Thus, the COG felt that a smaller Board could only be created by abandoning district representation. At the 1991 General Assembly, we presented for discussion, a suggestion for alternate structures within the Association to provide for district input. Our suggestion was for one or more *Program Councils*, which could offer vehicles for district input into the program planning, initiation, and evaluation of the UUA. In spite of being discussed by the two 1993 Presidential candidates, the *Program Council* idea has not caught on at the district level.

At the 1992 General Assembly the COG was clearly told that most GA delegates would not support a change which would involve losing "their" district Trustee. There is a strong feeling amongst those most likely to read, respond to, and vote on this report that district representation has helped congregations influence decision making at the UUA. We are told that staying in touch with the grass roots of our organization is of considerable importance, and today's emphasis on inclusivity and participatory decision-making demands a larger representative Board.

Thus, in spite of our conceptual leanings, we are not recommending changes in Board size or selection process. We are making no recommendation for change because the feedback from GA delegates and congregations on this possibility was either negative or evenly mixed. We do recommend that districts review carefully their leadership development procedures, the support they offer their elected officials to do their jobs, and the effectiveness of their election processes. We must move to insure that the best possible candidates are sent to the Board of Trustees, and that they arrive ready to assume continental policy-making responsibilities in addition to their district representational roles.

(C) THE MODERATOR: LEADERSHIP FOR THE BOARD

The Moderator is elected by the congregations through the absentee ballots or their delegates to General Assembly in the same process as the President, and chairs both the Board of Trustees and the General Assembly. While the bylaws do not so state, the individual filling this office has always been a lay person.

The issues related to the Moderator position have typically centered around the nature of the job description. This has been well documented in the historical essay in Section 5 and also in the reflections on Board leadership in Section 7(B) above. Originally, the AUA's Moderator was a spiritual leader for the Association, chaired the General Assembly, and served on the Board, in much the same role we are recommending for the new Presidency. In 1961, the UUA Moderator became Chair of the Board as well. That individual, Marshall Dimmock, later resigned over a dispute with the President, Dana Greeley. Dimmock wanted an office at "25" and a greater role in policy making. In Sandra Caron's years as Moderator, a tension often existed between her and the President over leadership issues. While Joe Fisher's and Natalie Gulbrandsen's years in the position reflected a more cooperative relationship with the President, the Board of Trustees in each case struggled with the question of how its leadership was provided and what role the Moderator played.

The Moderator is elected by the General Assembly to be the Board's leader and thus the Board has no role in that process. In the early 70's, the Board elected the Vice Moderators with the thought that these individuals would be the leaders of the Board. While that role has not continued with this same conception over the years, the concern over the leadership issue has continued. The most recent Moderator, Natalie Gulbrandsen, told the COG she did not see herself as the Board's "leader;" rather more as a facilitator for Board process, a conduit between the Board and the President, and a partner in leadership with the President.

The conclusion of the COG is that the time has come to address directly the issue of Board leadership by empowering the Board to elect its own chair. We would emphasize that this is a recommendation that arises from our study of the role of the Moderator over the entire history of the Association, and not as a response to the style or performance of any particular Moderator.

Clearly identified and empowered leadership is essential in any size board, but even more essential in a larger board. The most respected thinkers about association board governance take very seriously the issue of board leadership. Robert Greenleaf has observed:

...the trustee chairman will not be an officer of administration.... The chairman, as leader of the trustees, should be selected by his (sic) colleagues for his ability to make the trustee role an exciting, creative, and very

responsible endeavor, far more rewarding to the able trustee than the prevailing reactive role." (Greenleaf, 1975, p. 23)

John Carver has observed:

The quality of governance often depends upon the skill of the chairing party. The better the board, the more judiciously it chooses a chair, but ironically, the more responsible the board is as a group, the less the chair makes a difference in the near term. Boards only denigrate their mission when they choose chairs on the basis of length of service or availability. It is better to obtain a good leader who can invest three hours a month than a marginal leader who has thirty hours to give." (Carver, 1990, p.

Our recommendations suggest that the Board choose its own leader through a process of its own making:

- from among its own members or,
- from outside the elected members of the Board, bringing in a person uniquely qualified for and focused on the role of Board Chair.

(D) THE PRESIDENCY: OUTWARD LEADERSHIP AND INTERNAL ADMINISTRATION

In the current structure, the President is the chief executive officer of the Association. S/he may recommend an Executive Vice President for appointment by the Board of Trustees, thus delegating some of the administrative responsibilities to the Vice President. The Executive Vice President reports directly to the President, who is accountable to the General Assembly, Congregations, and the Board.

Between 1980 and 1990, the Association grew from a budget of approximately three million dollars to a budget of eight million. During that time the staff expanded from 52 professional staff to 88, and 38 support staff to 62. Just as our congregations must consider changing their governance structure as their size increases, so also our Association needs to assess our structure in view of the complexity that has resulted from substantial increases in budget and staff.

Concerns About the Current Role of President

In their original reflections on our governance and the office of the President, the Commission on Appraisal raised several concerns that have been echoed by participants in our workshops and hearings. One issue has been the diverse roles involved in the Presidency as currently constituted, particularly the roles involving public leadership for the Association, interfaith and international representation, and executive leadership for the staff. Do these diverse roles suffer as a result of being combined into one position?

An even more basic issue has been breadth of expertise. Do people trained as parish ministers and experienced in church governance have the skills needed to be effective managers of a non-profit institution the size of the UUA? From a historical

perspective, the COG finds no clear answer to the question about the need for managerial education and expertise. In our predecessor organizations and in the UUA, the effectiveness of the Presidency has been a function of the personal gifts and skills of individual Presidents, including skills in effective management. It is true, however, that ministerial education does little to prepare a person for management of a large institution, be it a large congregation, or a non-profit organization such as the UUA. Even ministers who prove to be successful administrators of large congregations are not trained to manage an operation the size of the UUA. A parish minister might be manager of up to a fifteen staff in a large church, many of them part-time. The UUA now has ten times that number of staff.

This raises what is perhaps the deeper question that underlies the concern about expertise: as an association of congregations, should the UUA view as its primary model for governance the local congregation? Is an association of congregations simply a local church writ large? Or do they have different missions? The statement passed by the Board in 1991 articulates the mission of the Association in very much the same terms as that of a local church. Nowhere is there a clear statement that suggests that the primary mission is to serve the institutional needs of the member congregations. A local congregation might phrase its primary mission in the context of encouraging spiritual growth, community, and service among its members. While these are complementary missions, are they the same as those faced by the Board of an Association of congregations? Do they involve the same kinds of leaders and leadership?

A second issue has to do with the limitations of an elected officer with a limited term. Would the Association benefit from having a hired chief executive whose tenure would not be limited by terms of office, but by the confidence of the elected board? A very common governance structure in non-profit and governmental organizations our size (religious and secular) is one involving a board that hires a chief executive who is accountable to it for moving the organization towards the goals that it has articulated. Such a structure places the board at the center of the organization's governance. It can also create greater institutional continuity and stability.

A third issue is more directly related to the issues of authority and accountability in the UUA. We have heard dissatisfaction from current and past Board members concerning the relationship between the Board and the Presidency that continues the patterns discovered in our historical research. Does the President, by virtue of his/her designated role, carry too much power and influence? Does this create a situation where the Board of Trustees, theoretically accountable for the affairs of the Association, becomes almost exclusively reactive and a "rubber stamp?"

The President and the Board

The Unitarian tradition of a strong Presidency has meant that the Board has historically struggled to find a voice. Even though structurally the President is accountable to the Board and can be dismissed by the Board, the fact that s/he is elected by the General Assembly makes this very unlikely except in situations of clear and proven malfeasance. The most collaborative President may still find that working with the Board is an amorphous process at best, frustrating to the point where it is easier to see it as a base to be touched, an obstacle to be overcome. This tendency is not the fault of individual Presidents or Board members but is a function of the system of governance we have and the ways that the leadership offices and bodies interact.

The Commission on Governance has received a great deal of encouragement and support for creating a more collaborative and less hierarchical structure for the governance of the UUA. This encouragement and the issues and dynamics described above have led us towards an Executive Director model for the internal administration of the UUA, combined with a Presidency that is responsible for the "outward" leadership roles: public representation, ceremonial and representative contact with the congregations and districts, interfaith and international representation, and development work. Elected by the General Assembly for a non-repeatable six year term, such a President would be the principle spiritual leader of the Association, as well as the chair of the General Assembly, presiding at its sessions, and working with the Assembly's processes, initiatives, and leaders. The President could be a layperson or a minister.

The President would also serve as an active voting member of the Board of Trustees and of its Executive Committee. Working closely with the Board Chair, the President would be a leader on the Board but not responsible for monitoring and facilitating its process. The President would be a voice both for and of the General Assembly in the policy-making processes of the Board. The President would continue to have an ex-officio role on Board committees. The President would have an important role in the search for an Executive Director as a member of the Board's Executive Committee, and would be the member of the Board resident at headquarters, with an office and staff support.

The Executive Director

The Executive Director, meanwhile, would be recommended by the Executive Committee and hired by the Board to implement the policies and visions of the Board. Responsible for the means to arrive at the Board's end, the Executive Director would be free of the many public functions required of the current CEO/ President. Unlike the current Executive Vice-President, the Executive Director would have the final authority in staff and headquarters policy, and would report directly

to the Board.

The Executive Director would be an ex-officio member of the Board without vote and also ex-officio without vote on the same Board committees as the President. It is clear that in this structure, the pattern of authority that currently exists between the President and the Executive Vice-President would shift. Although in the proposed model the Executive Director would have the authority to work directly with the Board in advocating program and budgets, the leadership and support of the President would remain a crucial part of working with the Board and the congregations. The Executive Director would not have the authority to go directly to the congregations with policies or programs. The President is the link that binds together the staff leader, the Board, and the congregations.

The Presidential Nominating Committee

Most suggestions for reform in the electoral process for the Presidency have centered around a different nomination process, a shorter and less expensive campaign, and some form of "public funding" for the campaign. The Commission has reviewed all these issues, but feels able to return a recommendation only on the first.

Right now, candidates for President are self-nominated. They test the waters to see if there is support for their candidacy from politically influential clergy and laity. The formal nomination process, requiring a vote to nominate the candidate from at least 25 member societies in no less than five districts, is not a difficult obstacle for credible candidates to overcome, but it does take some time. However, the entire process of self-nomination and campaigning is a daunting one, requiring considerable political connections and capital within the Association. The process itself does narrow the range of candidates who might consider becoming candidates for President.

The Commission on Governance has been attracted by the idea of a distinct Presidential Nominating Committee (PNC) charged with bringing forward a nomination of one or more outstanding candidates for the new office of President. Creating a separate nominating committee to do this job makes sense since it is a task that has a limited and irregular time frame, unlike the regular Nominating Committee which has work to do every year.

The Presidential Nominating Committee would need to have representation from both the Trustees and the General Assembly, and be large enough to be inclusive. Balancing these concerns with the costs involved, we think seven is a good number, three elected by the Trustees and four elected by the General Assembly. Persons who ran for a place on this Nominating Committee would presumably be persons of wide knowledge and experience in the Association.

Our surveys and studies have clearly indicated that our congregations would not want a PNC limited to bringing forward only one candidate, like a ministerial search committee does for our congregations. However, neither would it make sense to require the PNC to bring forth two candidates if they were unanimous in feeling that one candidate stood head and shoulders above all others. Therefore, we are suggesting that the Presidential Nominating Committee have the power to recommend one or more candidates for the office.

Congregations also feel that there should be a petition process available. Allowing for a petition process makes it difficult to shorten the length of a presidential election campaign. We presume that a minimal length is one year, to allow for a full cycle of district, UUMA chapter, and independent affiliate organizations meetings to happen, and to allow candidates the advantage of campaigning at one General assembly prior to the election.

To allow a candidate who was not nominated by the Commission to petition, using the same nominating process we have now, would require the PNC to report by January 1 of the year preceding the election (i.e. eighteen months prior to the election) at the latest. Section 10 of this report entitled "Implementation: The Political Process and Timetable" outlines the timetable for the first and future Presidential elections under our proposed term of office and implementation schedule.

There are a number of ways that a Presidential Nominating Committee could influence the process of electing a President. One candidate having the support of the PNC might mean that no other petition candidates would be motivated to run, and there would be no election at all. This would create a span of time between contested Presidential campaigns of at least twelve years and maybe more. The PNC could also intentionally set up a contested election. The record of electoral success in the UUA of candidates not endorsed by a nominating committee suggests that such endorsement is not an overwhelming advantage to a candidate.

The Governance Commission was not charged with a study of election processes for officers. Previous study of the election process for officers has already resulted in rules being put in place which limit the amount and frequency of space in The World that a Presidential candidate may have, thus limiting the expenses for advertising through that important medium. However, the major expense of a Presidential campaign is travel to District meetings for candidate forums. The expense of our Presidential campaigns, and the technology we use to make the candidates known to the congregations, merits further study by the congregations and the Board of Trustees.

SECTION 8: RECOMMENDATIONS

The order in which the COG has reported its findings above on the offices and issues we were charged to study has been structured to proceed from the congregational level, to the General Assembly, then the Board, and finally the officers. The final recommendations of the Commission are listed below in an order that anticipates General Assembly and congregational interest in the recommendations that involve the most significant bylaw changes necessary for implementation.

The Commission on Governance recommends that:

RECOMMENDATION 1. The public roles that have been filled by the Moderator and the President be combined into a single elected office which would be called "President." Nominated by a Presidential Nominating Committee or by petition, and elected by the General Assembly for a single six year term, the President would serve on the Board of Trustees as a voting member. As the public spokesperson for and visionary leader of the UUA, s/he would chair the General Assembly, be a member of the Board and the Board Executive Committee, visit congregations, represent the Association in public, interfaith, and international forums, raise funds, and collaborate with the Executive Director and the Board.

RECOMMENDATION 2. The Board of Trustees hire an Executive Director to be the chief executive officer of the Unitarian Universalist Association. Directly accountable to the Board of Trustees and responsible for the leadership of staff and UUA programs, the Executive Director would collaborate with the President and the Board to see that the visions, values, and policies of the UUA are implemented through programs. As an appointed officer, the Executive Director would have no term limits, and would be able to provide continuity to the administration of UUA operations. The Executive Director would serve at the pleasure of the Board.

RECOMMENDATION 3. The Executive Committee of the Board serve as the Search Committee for the Executive Director, making a recommendation for one candidate to the whole Board for confirmation.

RECOMMENDATION 4. A new standing committee of the General Assembly, a Presidential Nominating Committee, be created. The Committee shall consist of seven members, three elected by the Board of Trustees, and four elected by the General Assembly. The four members of the Presidential Nominating Committee elected by the GA shall be selected after a nominations process, involving the current Nominating Committee, and an opportunity for petition candidates to run, in a manner similar to existing election processes for other General Assembly standing Committees. The President shall not be eligible to serve on the Presidential Nominating Committee. The Committee shall be confirmed at the General Assembly four years prior

to the election of a new President. It shall be required to return a report by January 1 of the year preceding the election, nominating one or more candidates for the position of President.

RECOMMENDATION 5. The first election for the Presidency as described in our recommendations occur in 1999, and that the 1994 General Assembly approve an implementation bylaw which would extend the terms of the incumbent President and Moderator by two years to June 30, 1999.

RECOMMENDATION 6. The Board elect its own Chair through a suitable process of its own design. The Board may wish to consider the length of the Chair's term, and whether the terms of the Chair shall be limited or unlimited. The Chair could come from either within the Board membership or outside, but could be neither the President nor a UUA Staff member. The primary role of the Board Chair is responsibility for the integrity of Board process.

RECOMMENDATION 7. The Board Chair be provided with at least quarter time staff support, to assist the Board Chair in playing a more active role in the leadership of the Association, with the President and Executive Director.

RECOMMENDATION 8. The Board Chair also chair the Board's Executive Committee, which would include the President, the Board's Vice Chair, the Secretary, the Financial Advisor, the Chair of the Finance Committee, and the Executive Director (as an ex-officio member, without vote). The agenda for the Board meeting shall be the responsibility of the Board Chair in consultation with the Executive Committee.

RECOMMENDATION 9. The Board Chair act as the Vice Chair of the General Assembly, which will be chaired by the President.

RECOMMENDATION 10. That the current "working groups" process employed by the Board be periodically and systematically evaluated.

RECOMMENDATION 11. The General Assembly invite responses from congregations to the proposal that every member congregation of the UUA be required by the bylaws to pass a resolution reaffirming a membership covenant with the Association during the twelve month period prior to the date one year before the election of a new President.

RECOMMENDATION 12. The districts review carefully their leadership development procedures, the support they offer their elected officials to do their jobs, and the effectiveness of their election processes, in order to insure that the best possible candidates are sent to the Board of Trustees ready to assume continental policy-making responsibilities in addition to their district representational roles.

SECTION 9: IMPLEMENTATION:
THE POLITICAL PROCESS, TIMETABLE FOR CHANGE
AND FINANCIAL IMPLICATIONS

This report is presented to the 1993 General Assembly with action requested by the 1994 Assembly. The report is not arriving in the hands of congregations and ministers with enough lead time for action in 1993, and the COG feels that a year's study would be a suitable completion to the process begun by the GA in 1990. It is the COG's understanding that the bylaw and rules amendments enclosed in this report will be placed on the agenda of the 1994 General Assembly by the Board of Trustees.

With elections for President and Moderator in 1993, the COG has considered the impact on these office holders if these recommendations are adopted by the 1994 General Assembly. We believe that a suitable timetable for implementation of the recommendations below would require an extension of the terms of President and Moderator elected in 1993 by two years to 1999. This would match the six year unrepeatable term being recommended for the new Presidency. We have included an implementation bylaw along these lines to be included among those presented to the 1994 General Assembly.

Timetable for Implementation:

April, 1993 -- Final report of the Commission on Governance is presented to the UUA Board of Trustees

May, 1993 -- Final report mailed to all Congregations and ministers.

June, 1993 -- Presentation and receipt of report by the General Assembly in Charlotte, NC including a final Hearing with the Commission members to enable interested delegates to discuss the report, ask questions, and review the process for voting on the recommendations at the 1994 General Assembly in Fort Worth, TX.

May 1994 -- The Final Agenda for the 1994 General Assembly is mailed to congregations with the COG-proposed bylaw and rules amendments.

June, 1994 -- Positive Action on the bylaw recommendations at General Assembly, including the implementation bylaw which would extend the terms of the current President and Moderator by two years.

Fall, 1994 -Spring, 1995 -- UUA Nominating Committee nominates 4 members for the Presidential Nominating Committee (PNC). UUA Board announces Presidential process, including release of job description and details related to position.

June, 1995 -- 4 Members of PNC elected at General Assembly and UUA Board appoints 3 of its own members to complete the Committee.

June 1995 - December, 1997 -- PNC meets and ultimately nominates

Presidential Candidate(s). Announces Candidate(s).

January - June, 1998 -- Available time for Presidential petition process.

June, 1998 - June, 1999 -- Presidential Candidate(s) presents vision for next 6 years.

Fall, 1998 -- Board Executive Committee begins search process for an Executive Director.

Winter/Spring, 1999 -- Screening of Executive Director candidates by Board's Executive Committee and Presidential Candidate(s).

Late Spring, 1999 -- Appointment of Executive Director by the Board.

June, 1999 -- Election of a President at General Assembly, Executive Director starts position, and Board Chair selected by Board members.

Fall, 2000 -- PNC process starts again in advance of next election in 2003.

FINANCIAL IMPLICATIONS OF PROPOSED UUA GOVERNANCE CHANGES

An initial analysis of the financial implications of these proposed changes has been conducted by the Commission on Governance. It suggests that the differences in expenditures between the current structure and that which the Commission has proposed will not be great and can be incorporated into the UUA budget as it is planned for the 1999-2000 fiscal year and beyond without great stress.

A more intensive analysis will need to be conducted in advance of the initial votes on these proposals. The Commission suggests that the Finance Committee and the UUA Administration are in a better position to conduct such a study than is the Commission, and we trust them to present a fair estimation of the financial impact in advance of the 1994 General Assembly.

For purposes of this final report, the Commission is detailing by office or group the areas which will produce the greatest impact on the budget. We hope this will assist the Finance Committee and Administration in their financial analysis, and support our contention that the fiscal impact will not be great.

Board of Trustees

- With the Board staying the same size, the major changes involved in working with the new Officer roles would likely involve the functioning of the Executive Committee. Would it meet more often, with a different kind of role? Would the new leadership for the Board and from the Officers result in a review of the representative roles Board members play?

Board Chair

- The role does not entail the ceremonial and representative functions of the current Moderator, therefore travel costs should decrease. The home base of the Board Chair would determine the travel costs to Boston. Frequency of time in Boston would likely remain the same as with the current Moderator.

- Savings in travel would partially offset staff support for the Board Chair, with the staff person possibly residing where the Board chair is located, rather than in Boston.

- If the Board Chair comes from outside the Board, there would be additional travel costs.

President

- The Commission does not envision salary and travel budgets changing in the new role. Even though the job description changes, this is the highest elected officer of the Association. The President's House at Nine Louisburg Square continues as the President's residence and as a place for hosting functions.

Executive Director

- This is where there is the most financial ambiguity. We presume that the Executive Vice-President's position would be folded into the new position, but that the salary market for this position described in CEO terms might well be higher than the present Executive Vice-President's salary. The Executive Vice President's travel budget is modest and this would also be true for an Executive Director.

- Other salary costs for program officers and directors working under the Executive Director would depend on the staff structure ultimately implemented by the Executive Director.

The Presidential Nominating Committee

- This appears to be a clear cut extra expense.

- Assuming no travel efficiencies (such as tying a meeting into GA), we estimate at least two face to face meetings during each year of the committee's operation will be required to complete the task. It is hard to speculate what such meetings would cost later in this decade, but \$700 per person per meeting seems reasonable. A \$10,000 budget during each year of the committee's operation might suffice.

- In each six year cycle associated with the term of the President, the Finance Committee will have to allocate funds for the Presidential Nominating Committee in three of those years.

SECTION 10: WHY IS THIS MODEL BETTER THAN THE STATUS QUO?
SOME QUESTIONS AND ANSWERS

Why is this proposed model for UUA Governance better than the status quo?

This model changes the dynamic balance that currently exists among the major groups and individuals who exercise power and leadership within our governance system. It re-distributes that power and leadership to bring greater focus to the officer job descriptions and greater authority to the Board of Trustees. The Commission believes that the new balance created would be an improvement because it would encourage both the General Assembly and the Board of Trustees to assume and use the authority for setting the policies and the direction of the Association already given to them in the bylaws.

If the General Assembly and the Board already have the authority for setting the policy and the direction of the Association, what's the problem?

Our Association has a history of chronically underfunctioning² General Assemblies and Boards. There are many reasons that have been suggested for this. Some of them have nothing to do with the GA's or the Board's relationship to the Association's elected officers, e.g. the monopolizing of GA delegate positions by perennial GA attenders; jaded, cynical, or apathetic attitudes towards GA business processes on the part of many ministers; the uneven quality of District structures and of the people they send to serve on the UUA Board. These are not problems that can be addressed through bylaws amendments. It will only be when more widespread interest is generated in the meaningful agenda of business at the GA and at Board meetings that these problems will be solved.

However, some of the reasons for underfunctioning in the GA and the Board do arise from the relationships involved in our governance structures and offices. The ways in which we have understood the Presidency invites overfunctioning³ in that role. We have asked ourselves: Is it the role and job description of the Presidency, or is it the personalities that have been elected? Ultimately we believe this is a chicken-and-egg question. The role and job description profoundly effects who runs for the office.

The Moderator position has had an ambiguous role definition resulting in the office being highly influenced by personality. The leadership role of the Board has suffered as a result. Neither the President nor the Moderator has any clear responsibility for

² See the definition at the beginning of Section 5.

³ See the definition at the beginning of Section 5.

functioning as a leader within the internal processes of the General Assembly and the Board. Without clear and empowered leadership both groups have tendencies to be short term in their thinking, reactive, and vulnerable to special interests.

Haven't we always had a strong President?

Yes, especially on the Unitarian side of the family, as the historical essay in Section Six indicates. The issue we are addressing is precisely whether "what we have always had" still works for us. It is a question of whether we believe that Unitarian Universalist Association has lived up to its potential as a service organization for our congregations and as a propagator of the faith.

We have the most centralized governance structure of any congregational polity denomination in this country. We essentially model the UUA President's role on that of a parish minister, and historically the people who have held the office have seen themselves as super-ministers to the Association. We must ask ourselves whether this understanding of how our top leadership should function has accomplished the goals we have set for ourselves. It is important to realize that the COG is being critical here of long-standing role descriptions and leadership styles among our officers, and not of the performance in these roles of the most recent President and Moderator, who have both been outstanding leaders in their roles as they have understood them. Looking at these offices as parts of a system rather than in terms of individual performance involves us in questions involving our values as well as our theories about our governance.

How does our governance system reflect our values?

In the Commission on Appraisal's original letter of November 18, 1989 that sparked the current study of governance, it was noted that some Unitarian Universalists have expressed concern that our structures and decision-making processes do not reflect our values. This concern has been expressed more explicitly in comments directed to the Commission on Governance about hierarchy and the role that hierarchical leadership structures play in our association. Our study has not been dominated by these questions, but we have reflected on them, and our final recommendations do reflect the influence of these conversations.

The values of our Association as expressed in our Purposes and Principles, and particularly in those which invoke "the worth and dignity of every person," "the use of the democratic process," and "the interdependent web of all existence," imply a preference for inclusivity and collaboration in moving towards common goals. It is much more consistent with our principles to speak of "power with" rather than "power over." The authority and roles of our elected and appointed leaders in helping us move together towards these goals is a key issue here.

So, the Commission thinks that hierarchy is bad?

The Commission does not have any ideological consensus that hierarchy is bad. On the contrary, we can point to many hierarchical governance structures that function very well. It is frequently the case that the larger the organization becomes, the more difficult it is to avoid hierarchical structures.

Some of the questions we have discussed in our consideration of hierarchy include:

To what extent is the 'power over' aspect of hierarchy in the structure of governance itself, and to what degree is it in the way that individuals function in designated roles?

Is it a positive function of hierarchy to offer clear lines of accountability in order to have an effective management of resources and better serve the purposes of the UUA?

What would a non-hierarchical structure look like in terms of accountability? In terms of spiritual leadership and vision?

Collaborative leadership structures in which power is more diffused and in which decisions are brokered through the interaction of several different sources of power do exist in other denominations and do function in secular organizations of all sizes. Collaborative leadership occurs both because of the influence of structures and the commitments of individual leaders. Hierarchical structures can still involve highly collaborative relationships.

Is the Commission's proposal "non-hierarchical?"

It is less hierarchical. The proposals we have made to change the Presidency of the Association, will allow it to function in ways that are appropriate for spiritual leadership and external relationships, and will put the functions of staff leadership and program implementation in an Executive Director accountable to the Board. This will move the Board into a more central role in setting the future direction of the Association. Choosing its own leadership will further enhance that role. This is the appropriate role for the Board to play in our democratic association. Insofar as the President in the new role as the President of the General Assembly, and a member of the Board and Board Committees is a strong leader, it will be because of his/her ability to communicate vision and build coalitions both within the General Assembly and Board in support of program directions.

The Executive Director will develop appropriate management structures to maximize accountability and accomplishment of the goals and visions set forth by the Board. These structures may or may not be hierarchical, depending upon that person's management philosophy.

Do these proposals greatly weaken the role of the President?

They change the role of the President. They separate the

administration of program from the public leadership role, and they make it necessary for the President to work as a member of the Board in having new program directions that s/he advocates implemented. The COG proposals will be criticized for separating the spiritual leadership from the administrative leadership. We believe that there is nothing inherent in UU principles, theology, or polity that requires these leadership functions to be wrapped up in one office. Other congregational polity denominations do not. A governance model that works for a congregation does not necessarily suit the UUA.

Concern has been expressed to the COG that the President's role in fund-raising will be compromised by this separation from administrative authority. We are told that generous givers to the Association want to be confident that they are being solicited by the persons who have the power to implement policy. With the authority we currently vest in the President, it is not surprising that the President is who they want to talk to. With a different kind of authority, a wider range of denominational leaders may need to be involved in capital campaigns, and more attention will need to be paid to electing Board members who have the ability to raise money.

However, the COG does not concede that the change in the President's role will have an impact on the effectiveness of this office in fund-raising. As the Chair of the General Assembly, the President has the strongest role on the Board as the voice of Unitarian Universalism's most representative body. As the person who is paid to represent the Association and be its voice, the President has a wider view of the needs of the whole Association, and the needs of the congregations that the Association is supposed to be serving. We do not believe that separating out the administration of the program staff diminishes the Presidency, but invites the holder of the office to function in a very different kind of leadership role than has been the case in the past.

In fact, we see the President's leadership becoming even more of a focal point in relating to congregations, fund-raising, and representing the UUA to the world than in the past. More time freed up to work in these areas raises the possibility of new initiatives.

Is this kind of Presidency sufficiently substantive to attract high quality candidates?

Yes. it is a demanding and important role. It will require a vision of where the Association is going, the skills in democratic process to be the chair and leader of the GA, the political wisdom to function as a leader within the Board, the confidence to handle a high public profile, the sensitivity to represent the UUA in society, the public speaking ability to represent the Association to congregations and outside groups, and the knowledge of the Association required to be an effective fund-raiser.

This role would attract many of the same candidates that who

might consider running for the Presidency as it currently functions. It will also attract candidates highly qualified for these roles in the new Presidency but who have been unwilling to consider running because of the management responsibilities associated with the current office.

In folding the Moderator role into the Presidency, are we abandoning our highest elected office traditionally held by a lay person?

The current offices of President and Moderator are not designated in the bylaws for ministers or lay persons. Either office could be held by a minister or a lay person. However, in describing the new role of the President as the "principle spiritual leader", we acknowledge that this job would most likely be held by a minister. Even though the current office of Moderator has high visibility, and is symbolic of the leadership parity between the laity and the clergy, the office is perceived as lacking power.

The aspect of the Moderator's role with the greatest influence potential is that of the Board Chair, which the COG separates out and enhances through the Chair's election by the members of the Board. This role is likely to be routinely held by a lay person. So while there is the loss of the highly visible presence at GA, it is countered by an enhanced line of authority via the Board's election of its own chair.

Why don't you recommend that the President chair the Board?

There are many examples of governance models, especially in non-profit agencies, where the President presides over the representative assembly and chairs the Board. The COG has decided to recommend a model wherein the Board chooses its own chair because we are convinced that the Board will be strengthened by the process. The Board needs a designated spokesperson to conduct its business with the other leaders in our governance structure.

Creating the role of Board Chair frees the President to be a fully involved member of the Board during meetings. It makes it clear that the President is primarily accountable to the General Assembly and that the Chair of the Board is accountable only to the Board. Their voices and authority are clear.

The Board will need to develop its own process for choosing its chair, and the COG makes no formal recommendation regarding this, believing that it is best left to Board to decide. We have some suggestions, however. A nominating committee for the position could be created by the Board's Committee on Committees. The President would be an ex-officio member of that nominating committee. The Committee would bring forward one or more candidates from inside or outside the current membership of the Board. Other candidates who collected the signatures of six or more other Board members could run. The term of the Chair might be two years, and the number of

terms could be unlimited.

What if there is conflict among the President and the Executive Director and the Board Chair ?

The Executive Director in the new model proposed is the Chief Executive Officer, and Staff Leader. The Executive Director does not set policy, but acts to implement the policies and follow the directions set by the Board. The Executive Director is accountable to the Board as a whole, not to any individual members of the Board, including the Board Chair or the President.

No model of governance can legislate out conflict among its players. It is obviously desirable that all the leaders in this structure experience trust, collegiality, and a common vision of the organization among themselves. If they do not, the potential for blockage or sabotage in the organization does exist. However, it does not exist to any greater degree in the proposed model than it does in the status quo.

Right now there are several elected officers accountable to the General Assembly and the Board. If they so choose, each has the ability to use their office to block the leadership efforts of the others. When there have been conflicts between the President and the Moderator in the past, the Board has had to mediate, interpret, sidestep, adjudicate, or simply live with those conflicts. When there have been conflicts between the officers and influential people on the Board, other Board members have had to play a similar role.

Doesn't the proposed model set up a triangle of leadership which is inherently unstable?

We have noted that in family systems theory, "triangling" is a term used to describe the situation where the relationship of any two members of an emotional triangle is kept in balance by the way a third party relates to each of them or to their relationship. Triangles exist in our current governance system: the President, the Board, and the Moderator are a triangle; the GA, the Moderator, and the Board are a triangle, and so on. The issue to consider is not whether triangles should or do exist in the proposed governance model, but what kind of new stability is created when the triangles that exist now are shifted by a re-definition of roles and offices. Three people in leadership relationships with each other can function in a healthy manner if all the participants are clear on the roles that they are to play, and avoid intervening in the relationship between the other two parties.

The current President, Board, Moderator triangle goes through a major change in the proposed model. Since the Executive Director is an employee of the Board, without the authority that comes from the mandate of an electorate, the relationship that person has to the Board Chair is different than the current President-Moderator

relationship. The new role for the President creates a different kind of relationship with the Board Chair. These three officers are not the only ones involved in significant leadership roles however. The Financial Advisor and other members of the Board Executive Committee are all part of this leadership group as well.

Triangling will happen in this model in any number of ways, therefore, involving various combinations of officers and Board members, but not because this model is more prone to dysfunctional triangling than the status quo. If indeed there are conflicts, the new structure minimizes the possibility that someone can be frozen out, because the offices are too interdependent.

Did the Commission on Governance consider making no change in the current structure? Did you feel some political pressure to recommend some kind of change after all this work?

Yes, to both questions! The Commission talked extensively in our early meetings about our charge and the forces that brought us together, both the historical forces and the current politics of the Association. We re-affirmed at several points during our meetings that we would be willing to affirm the status quo if we concluded that it was the most effective system, and/or if it became clear to us that there was no strong desire for change within the Association. Both our theoretical studies and our sense of what the congregations would like to vote on led us to our recommendations.

We have obviously felt political pressure from many directions. It is important for us to acknowledge, and for the congregations to know, that President Schulz, Executive Vice-President Montgomery, Moderator Gulbrandsen and the members of the Board have let this Commission do its work without any inappropriate or uninvited efforts to influence its outcome. Indeed, if anything has been a source of pressure for us towards recommending that we stick with the status quo, it has been our respect for these leaders of our Association and our awareness of the depth of their dedication to the Association. We fully expect that our recommendations will be opposed by many of them, and that makes it all the harder to recommend these changes.

If we had recommended no change whatsoever in our governance system, no doubt we would have been subjected to some criticism and cynicism on the part of advocates for change, but the negative reactions we will receive for the recommendations we are making are equally difficult. Indeed, for several Commission members, our personal friendships and political interests would have made "status quo" a much easier recommendation to make.

Why make so many changes at one time? Why not just change a piece of the process each year until we evolve towards a more effective structure?

One of the operating assumptions of the Commission has been that

our governance is a system. We discovered quickly that the way one part operates has an impact on the whole system. Thus when we considered changes we had to take the whole structure into account. Changing one part made a change in another appear necessary. As it is, there are parts of the system we have not been charged to study, and did not have the time or resources to study in the depth they deserve, particularly the General Assembly and the Districts. These parts of our governance system need additional attention. We hope that the Commission on Appraisal or the Board will take up further study of these important parts of our governance structure in the future.

What happens now to the Commission on Governance and the Governance Study Process?

The COG goes out of business at the 1993 General Assembly. We have not been a lobby within the Association for a particular vision of our governance, and will not function as the organizers for a lobby in support of the recommendations we have made. The consensus we have reached has been hard to broker, and we are all aware that the political process in the Association to which this report is now subject may be a very complex one. We will not participate in that process as a Commission, but as individuals if we so desire.

The continuation of this study process on governance during 1993-94 is now in the hands of the congregations. Each congregation and each minister has received a copy of this report. A copy of the Executive Summary will be made available to each delegate to the 1993 General Assembly, and the UUA is printing a limited number of extra copies to make available to GA delegates who wish to have their own copy free of charge.

Congregations should feel free to duplicate the Executive Summary or sections of their one copy of the report for congregational study groups and discussions during 1993-94. We hope that this Executive Summary, including the two governance charts that follow, will prove useful for that purpose. Delegates will be asked to take up the bylaw motions that embody these recommendations at the 1994 General Assembly. The COG hopes that these delegates will come well informed and with a good sense of how their congregations feel about these issues.

APPENDIX A - PROPOSED AMENDMENTS TO THE BYLAWS AND RULES
OF THE UNITARIAN UNIVERSALIST ASSOCIATION:
TO BE PUT BEFORE THE 1994 GENERAL ASSEMBLY

(Brackets show deletion; underlining shows additions)

**BYLAWS
OF THE
UNITARIAN UNIVERSALIST ASSOCIATION**

Section 5.1. Committees of the Association.

The standing committees of the Association shall be:

- (a) the Nominating Committee;
- (b) the General Assembly Planning Committee;
- (c) the Commission on Appraisal;
- (d) the Commission on General Resolutions;
- (e) the Ministerial Fellowship Board of Review; and
- (f) the Presidential Nominating Committee.

(This amendment shall be effective immediately upon approval by the General Assembly.)

Section 5.2. Election and Terms of Office.

One-half as nearly as possible of the elected members of the committees named in Sections 5.1(a), 5.1(b), and 5.1(d) shall be elected at the regular General Assembly held in each odd-numbered year. All of the members of the Presidential Nominating Committee shall be elected or appointed by the General Assembly or the Board of Trustees, as the case may be, four years prior to each election of the President. Elected members of all Section 5.1 committees shall take office at the close of the General Assembly at which they are elected and shall serve until their successors are elected and qualified except as otherwise provided herein. Members of the Presidential Nominating Committee appointed by the Board of Trustees shall take office at the close of the General Assembly at which the other members of the Committee are elected by the General Assembly. The elected members of the Nominating Committee, the General Assembly Planning Committee, [and] the Commission on General Resolutions and all members of the Presidential Nominating Committee shall serve for terms of four years. The members of the Commission on Appraisal shall serve for a single term of six years; one-third of said members shall be elected at the regular General Assembly held in each

odd-numbered year. Any member in office for a period of more than three years shall be deemed to have completed a six-year term for the purposes of re-election.

(This amendment shall be effective immediately upon approval by the General Assembly.)

Section 5.5. Vacancies.

A vacancy in a committee position elected by the General Assembly created by the death, disqualification, resignation, or removal of a member of a committee of the Association shall be filled by the Board of Trustees until the next regular General Assembly at which an election can be held. The vacancy shall then be filled by election by the General Assembly for the balance of the unexpired term, if any. A vacancy in a committee position appointed by the Board of Trustees shall be filled by the Board of Trustees for the balance of the unexpired term.

(This amendment shall be effective immediately upon approval by the General Assembly.)

Section 5.10. Presidential Nominating Committee.

The Presidential Nominating Committee shall consist of seven members, three members appointed by the Board of Trustees and four members elected by the General Assembly. The candidates for the positions elected by the General Assembly shall be selected through the nominations process or by petition as set forth in Article IX. The President shall not be eligible to serve on the Presidential Nominating Committee. The Presidential Nominating Committee shall submit nominations for the position of President of the Association as provided in Bylaw Section 9.4(b).

(This amendment shall be effective immediately upon approval by the General Assembly).

[PRESENT BYLAW SECTIONS 5.10, 5.11, 5.12, 5.13 AND 5.14 WILL BE RENUMBERED AS SECTIONS 5.11, 5.12, 5.13, 5.14 AND 5.15, RESPECTIVELY.]

Section 6.3. Membership.

The Board of Trustees shall consist of:

- (a) the President, the Chair of the Board [without vote, the Moderator] and the Financial Advisor;
- (b) four trustees elected at large, including a trustee at large from Canada;

- (c) one trustee representing each district, except that a single trustee shall represent each of the following combinations:

- (1) The Mid-South and Florida Districts;
- (2) The Prairie Star and Western Canada Districts;
- (3) The Michigan and Ohio Valley Districts.

(This amendment shall be effective at the conclusion of the 1999 General Assembly.)

Section 6.11. Special Meetings.

Special meetings of the Board of Trustees may be called by the [Moderator or] Chair of the Board or President, and shall be called by the Chair of the Board [Moderator] at the request of eight trustees. Notice of special meetings shall be given in writing not less than five nor more than sixty days before the meeting and shall state the time and place of the meeting.

(This amendment shall be effective at the conclusion of the 1999 General Assembly.)

Section 7.5. Executive Committee.

The Executive Committee shall consist of the Chair of the Board, the President, the Vice Chair of the Board, [the Moderator, the First Vice Moderator,] the Secretary, the Financial Advisor, [and] the Chair of the Finance Committee, and the Executive Director. The Executive Director shall be an ex officio member of the Executive Committee without the right to vote. The Chair of the Board shall be the Chair of the Executive Committee. [The position on the committee occupied by the First Vice Moderator shall be filled by the Second Vice Moderator at any meeting of the committee from which the First Vice Moderator is absent or at which the First Vice Moderator is presiding in the absence of the Moderator.] The position on the committee occupied by the Secretary shall be filled by the Assistant Secretary at any meeting of the committee from which the Secretary is absent. The Executive Committee shall conduct the current and ordinary business of the Association between meetings of the Board of Trustees. At any time that there is a vacancy in the office of Executive Director, the Executive Committee shall identify and recommend candidates to the Board of Trustees to fill the vacancy. If between meetings of the Board of Trustees, matters arise, which in the opinion of the Executive Committee are not current and ordinary business but in the best interests of the Association must nevertheless be acted upon, the Executive Committee may act thereon for the Board of Trustees, but only if four or more members vote the action.

(This amendment shall be effective at the conclusion of the 1999

General Assembly, with the exception of the addition of the penultimate sentence which shall be effective at the conclusion of the 1998 General Assembly.)

Section 7.7. Finance Committee.

The Finance Committee shall consist of the Financial Advisor, the Treasurer, five trustees who shall not be members of the Investment Committee, the Chair of the Board and [the Moderator] Executive Director without vote. The duties of the Finance Committee are set forth in Article X.

(This amendment shall be effective at the conclusion of the 1999 General Assembly.)

Section 7.10. Presiding Officer.

The Board of Trustees shall appoint one member of each committee of the Board, other than the Executive Committee, to be its presiding officer.

(This amendment shall be effective at the conclusion of the 1999 General Assembly.)

[*]Section 8.1. Officers Enumerated.

- (a) Elected Officers. The elected officers of the Association shall be [a Moderator,] a President, and a Financial Advisor.
- (b) Appointed Non-salaried Officers. The appointed non-salaried officers of the Association shall include [one or more Vice Moderators,] a Chair of the Board, a Secretary, and a Recording Secretary and may include one or more vice presidents, assistant treasurers, and such other officers as the Board of Trustees may appoint.
- (c) Appointed Salaried Officers. The appointed salaried officers of the Association shall include an Executive Director, a Treasurer, and may include one or more vice presidents, assistant treasurers, and such other officers as the Board of Trustees may determine.

(The amendments to Sections 8.1(a) and (b) shall be effective at the conclusion of the 1999 General Assembly and the amendment to Section 8.1(c) shall be effective at the conclusion of the 1998 General Assembly.)

Section 8.3. Election and Term of Office.

- (a) Elected Officers. The elected officers shall be elected at a regular General Assembly in an odd-numbered year and

shall take office at the close of such General Assembly.

- (1) President. The President shall serve for a term of six [four] years and until his or her successor is elected and qualified. No President shall serve more than one [two successive] term[s]; and any partial term of more than three [two] years served by reason of appointment and/or election to office pursuant to subsection 8.7(a) below shall be considered a full term for purposes of this subsection.
 - (2) [Moderator and] Financial Advisor. The [Moderator and] Financial Advisor shall [each] serve for a term of four years and until his or her successor is elected and qualified. No [Moderator or] Financial Advisor shall serve more than two successive full terms; and any partial term of more than two years served by reason of appointment and/or election to office pursuant to subsection 8.7(a) below shall be considered a full term for purposes of this subsection.
 - (3) Notwithstanding the foregoing subparagraphs (1) and (2), the persons elected at the 1993 General Assembly to hold the offices of Moderator and President shall hold office until the 1999 meeting of the General Assembly. This Bylaw provision shall be effective upon approval by the General Assembly and shall expire at such time as a new President is elected at the 1999 General Assembly.
- (b) Appointed Non-salaried Officers. The appointed non-salaried officers, with the exception of the Chair of the Board, shall serve for one or more terms of two years and until their successors are appointed and qualified. The Chair of the Board shall serve for a term or terms to be determined by the Board of Trustees and until a successor is appointed and qualified.

(The amendments to Sections 8.3(a)(1), 8.3(a)(2) and 8.3(b) shall be effective at the conclusion of the 1999 General Assembly, and the amendment of Section 8.3(a) by adding a new subsection (3) shall be effective immediately upon approval by the General Assembly.)

Section 8.4. Qualification of Officers.

Each officer of the Association, other than the Executive Director, shall be a member of a member society. If an officer, other than the Executive Director, ceases to be a member of any member society, such officer shall be disqualified and the office declared vacant.

(This amendment shall be effective at the conclusion of the 1999

General Assembly.)

Section 8.8. Executive Director.

The Executive Director shall be the chief executive officer of the Association with responsibility for management decisions. The Executive Director shall report to and be subject to the supervision and control of the Board of Trustees. It shall be the duty of the Executive Director to see that all orders and resolutions of the Board of Directors are carried into effect and to provide leadership for the staff and programs of the Association. The Executive Director shall collaborate with the President and the Board of Trustees to see that the visions, values, and policies of the Association are implemented through Association programs.

(This amendment shall be effective at the conclusion of the 1999 General Assembly.)

[Section 8.8. Moderator.

The Moderator shall preside at General Assemblies and meetings of the Board of Trustees and the Executive Committee. The Moderator shall represent the Association on special occasions and shall assist in promoting its welfare.]

(This amendment shall be effective at the conclusion of the 1999 General Assembly.)

Section 8.9. President.

The President shall be the public spokesperson for and visionary leader of the Association and shall represent the Association in public, interfaith, and international forums; visit congregations; engage in development activities; and collaborate with the Executive Director and the Board of Trustees in implementing the visions, values and policies of the Association. The President shall be the Chair of the General Assembly, a member of the Board of Trustees and a member of the Executive Committee of the Board of Trustees. The President [chief executive officer of the Association

and] shall also be a member, ex-officio, without vote, of all standing committees of the Association, except the Presidential Nominating Committee, the Nominating Committee and the Ministerial Fellowship Board of Review, and of all standing committees of the Board except the Ministerial Fellowship Committee.

(This amendment shall be effective at the conclusion of the 1999 General Assembly.)

[*Section 8.11. Executive Vice President.

In the event an Executive Vice President should be appointed, the Board of Trustees shall describe his or her duties.]

(This amendment shall be effective at the conclusion of the 1999 General Assembly.)

Section 8.11. Chair of the Board.

The Chair of the Board shall be responsible for the integrity of Board of Trustee process, shall preside at meetings of the Board of Trustees, and shall act as Vice Chair of the General Assembly. The Chair may, but need not be, selected by the Board of Trustees from the elected members of the Board of Trustees, but may not be either the President or a staff member of the Association.

(This amendment shall be effective at the conclusion of the 1999 General Assembly.)

Section 8.12. Vice Chairs of the Board [Moderators].

The Vice Chair(s) of the Board [Moderator or Moderators] shall be elected from among the members of the Board of Trustees by its members. In the absence of the [Moderator] Chair of the Board, a Vice [Moderator] Chair shall preside at meetings and perform the duties of the [Moderator] Chair of the Board. A Vice Chair [Moderator] shall perform such other duties as may be assigned by the Board. In the event that more than one Vice Chair [Moderator] is elected, one of the Vice Chairs [Moderators] shall be designated First Vice Chair [Moderator].

(This amendment shall be effective at the conclusion of the 1999 General Assembly.)

Section 8.13. Vice Presidents.

Any Vice President appointed shall have such powers and shall perform such duties as may be assigned by the Board of Trustees [or the President] or the Executive Director.

(This amendment shall be effective at the conclusion of the 1999 General Assembly.)

Section 8.18. Compensation.

[The Moderator,] The Financial Advisor[,] and the appointed non-salaried officers shall not receive compensation for their services but shall be reimbursed as determined by the Board of Trustees for expenses reasonably incurred by them in the performance of their duties.

(This amendment shall be effective at the conclusion of the 1999 General Assembly.)

Section 8.19. Reports by Officers.

[The Moderator,] The President, the Financial Advisor, and the Treasurer shall each make an annual report to the member societies and to each regular General Assembly.

(This amendment shall be effective at the conclusion of the 1999 General Assembly.)

Section 9.4. Nomination by Nominating Committee and Presidential Nominating Committee.

(a) The Nominating Committee shall submit one or more nominations for each elective position at large to be filled, except [Moderator and] President, including those to fill any vacancies occurring prior to October 1 of the year before the election. Only one person from any one member society shall be thus nominated to serve on the Nominating Committee. The report of the Nominating Committee shall be filed with the Secretary of the Association and be mailed to all certified member societies, associate member organizations, trustees, and life members on or before December 10 of each even-numbered year.

(b) The Presidential Nominating Committee shall submit a report to the Secretary of the Association by January 1 of the second year preceding the election of a new President, nominating one or more candidates for the office of President. The report shall be mailed to all certified member societies, associate member organizations, trustees, and life members on or before February 1 of the second year preceding the election.

(The amendment to Section 9.4(a) shall be effective October 1, 1998 and the amendment to Section 9.4(b) shall be effective immediately upon approval by the General Assembly.)

RULES*
of the
UNITARIAN UNIVERSALIST ASSOCIATION

*Rules whose section number is preceded by a "G" are those adopted by a General Assembly and may be amended or repealed only by a General Assembly, as provided in Section 13.1 of the Bylaws.

Section 4.16. Additions to the Agenda of Regular General Assemblies.

Rule G-4.16.1. Resolutions of Immediate Witness.

The [Moderator] President shall take such steps as the [Moderator] President considers practical to advise delegates and other persons or bodies as early as possible, preferably in writing, of the contents of any resolutions presented to the General Assembly which are not on the Final Agenda and which are admitted to the agenda pursuant to Article IV, Section 4.16 of the Bylaws; and some time shall be scheduled when the sponsor(s) of the resolution(s) can discuss the resolution with those interested.

(This amendment shall be effective at the conclusion of the 1999 General Assembly.)

Rule G-4.18.2 Business and General Resolutions.

A General Resolution is one that deals with issues of public policy within the province of the Department for Social Justice. A Business Resolution directly involves the administration and structure of the Association.

Any resolution submitted which, taken as a whole, has as its purpose the making of a statement of social concern or principle shall be deemed to be a General Resolution.

All resolutions received by either the General Assembly Planning Committee or the Commission on General Resolutions shall be reviewed in consultation with the General Counsel by the Chair or designee of the Planning Committee and the Chair or designee of the Commission on General Resolutions. If in the judgment of the representatives of the Planning Committee and the Commission on General Resolutions a resolution should be categorized as a General Resolution, then the resolution shall be referred to the Commission on General Resolutions for its consideration in formulating General Resolutions under Bylaw Section 4.12(b). All other resolutions shall be treated as Business Resolutions and included on the Tentative Agenda. In the event the representatives of the Planning Committee and the Commission on General Resolutions cannot agree on the categorization of a resolution, the [Moderator] President shall make the determination as to whether the resolution is a General Resolution or a Business Resolution.

A General Resolution appearing on the Final Agenda shall not be amended so as to become a Business Resolution.

(This amendment shall be effective at the conclusion of the 1999 General Assembly.)

RULE VIII

Officers of the Association

No existing rules applicable to Article VIII.

[Section 8.1. Officers Enumerated.]

Rule 8.1.1. The appointed salaried officers of the Association shall include an Executive Vice President.

Section 8.11. Executive Vice President.

Rule 8.11.1. The Executive Vice President shall have responsibility under the President for the administrative affairs of the Association and shall perform such other duties as may be assigned to such officer.]

(This amendment shall be effective at the conclusion of the 1999 General Assembly.)

RULE IX

Nominations and Elections

Section 9.10. Counting of Ballots.

Rule G-9.10.1. Tie Votes.

Except in the election of a President, if a tie vote occurs in filling an office when only one person is to be elected, or occurs in filling a slate of officers when the slate cannot be completed without resolving the tie, then as soon as possible before the final adjournment of the General Assembly involved, additional ballots shall be cast by those present and entitled to vote, except that initially the President [Moderator] shall not vote. The additional ballots shall contain only the names of the candidates who are tied. These ballots shall be counted along with a recounting of the ballots cast for the tied candidates by absentee ballots, and the result of the foregoing procedures shall determine the election, unless there is still a tie, in which case the [Moderator] President shall then cast a ballot to resolve it.

(This amendment shall be effective at the conclusion of the 1999 General Assembly.)

[Rule G-9.10.2. Tie Vote-Moderator.]

If the tie involves the election of a Moderator, the proceedings to resolve the tie shall be presided over by the Secretary of the Association who in all matters involving the resolutions of the tie shall have the rights and duties of the Moderator.]

(This amendment shall be effective at the conclusion of the 1999 General Assembly.)

Rule G-9.10.2.[3.] Tie Vote-President.

If, in the election of a President, in any particular counting of the preferential ballots, including absentee ballots, there is a tie vote among candidates having the least number of votes, then each such tied candidate shall be eliminated, and in the next counting, the ballots accumulated for said candidate shall be redistributed among the remaining candidates on the basis of the highest effective preferences marked on all the ballots that have been cast. However, if in this process, such elimination leaves only a single candidate who in that counting still does not have a majority of the counted votes, or if only two candidates remain in the contest and they are tied, then there shall be as many run-off election procedures, conducted under the provision of Rule G-9.10.1 as are necessary to result in the election of a President by at least a majority of the votes cast.

[Rule G-9.12.7. Length Campaigns for President and Moderator.]

- (a) Campaigns for President and Moderator may appropriately begin with small campaign committee organizational meetings and mass mailing letters no earlier than November 1 of the second year preceding the election.
- (b) Active campaigning and solicitation of endorsements shall not begin prior to January 1 of the year preceding these elections.
- (c) No electioneering of any sort shall occur at the General Assembly two years preceding the elections for President and Moderator.
- (d) This rule shall not be effective until after the 1993 elections.]

(This amendment shall be effective at the conclusion of the 1999 General Assembly.)

RULE X

Finance and Contracts

Rule G-10.1.4. Procedures for Budget Consideration.

Any action by a General Assembly with respect to budgets shall be taken under the following procedure:

- (a) A budget hearing shall be held as part of the General Assembly program at a time when the Assembly is not in formal business session.
- (b) Main motions concerning budgets which are to be made in a formal business session shall be filed in writing with a person or persons designated by the President [Moderator] as early as possible prior to or during the General Assembly but in any event on or before the day prior to the Business Session at which the proposed motion will be in order for adoption. The [Moderator] President shall take such steps as the [Moderator] President considers practical to advise delegates and other persons or bodies as early as possible, preferably in writing, of the contents of the motions so filed.
- (c) Any action with respect to the budget for the Current Fiscal Year calling for increased spending in any category shall provide for equivalent reductions in other categories of spending and specify the categories in which such reductions are to be made.
- (d) No action may be taken with respect to the Current Fiscal Year budget which shall be inconsistent with either Rule G-10.1.2(b) or G-10.1.3 effective 1999.

(This amendment shall be effective at the conclusion of the 1999 General Assembly.)

[Section 10.8. Contracts and Securities.

Rule 10.8.1. The Executive Vice President may sign and attest deeds, mortgages, contracts, and other documents to which the Association is a party.]

(This amendment shall be effective at the conclusion of the 1999 General Assembly.)

APPENDIX B: SUMMARY OF DATA COLLECTION/RESULTS

During the course of our study the Commission on Governance engaged in three data-gathering processes in order to solicit input from lay and professional UUs, and to seek their guidance in assembling the many ideas and diverse conceptualizations of models for change that evolved from our own deliberations. It should be noted at the outset that a large majority of the sources we contacted expressed a preference for change in UUA governance.

Survey 1:

In our first data collection effort we sought the advice of lay leaders and UU professionals by sending study materials and a survey document to UUA District meetings and regional meetings of parish ministers, ministers of religious education, and directors of religious education. In many cases a member of the Commission on Governance facilitated a workshop using the study and survey materials.

In each instance we asked groups to discuss the leadership roles and functions within the UUA using generic descriptions of the key positions. For example, the board chair was designated as the "principle board leader" (PBL), staff leadership was designated as "principle staff leader" (PSL), Board roles were called "Board," and finally, there was a catch-all category defined as "Other" for comments (CMT) suggesting other staff members or officers that might play leadership roles -- see Exhibit 1. In both questionnaire format and a semi-structured matrix of roles and functions, respondents in 20 districts or UUMA chapters were asked to provide group responses on the roles and functions of elected leadership in the UUA governance structure. Approximately half of the responses came from UUMA chapters and half from district annual meetings, representing 16 geographically diverse districts plus Canada.

The respondents' answers to multiple-choice questions revealed the following:

- Fifty-five (55) percent believed the PSL should be hired by and accountable to the Board, with 35 percent voting for the status quo.
- Fifty-two (52) percent believed the PBL should be elected by and accountable to the Board of Trustees, with 43 percent electing the status quo.
- Fifty-nine (59) percent believed that an elected leader of the Board would be best suited for the role of Public Spokesperson for UU'ism.
- Order of preferences for a model for UUA governance were:
D. City/County (elected officials w/appointed manager)

- A. Parish Governance
- B. Corporate/University
- C. Non-profit organization

- There was almost an even division on whether the Board should be smaller or remain the same; but there was overwhelming support for having the Board remain elected from regional districts.
- Thirty-eight (38) percent believed that new initiatives in Association policy and programs should primarily originate in the congregations; 31 percent thought they should originate in the Board; and only 19 percent from an elected President.
- Sixty-three (63) percent believed the time involved in serving on the Board is about right; 27 percent thought it was too much.
- Fifty three (53) percent believed the present balance of power between GA and Board to be a good system, and 34 percent didn't like it.

Summary

While not overwhelming, there did appear to be significant support among those most knowledgeable about and interested in UUA structure for a different role for the PBL, and an appointed manager as PSL. Many of the respondents indicated a desire for a "spiritual leader" of the association above UUA politics and not directly responsible for program development. This was particularly strong in Canada. There was concern among the respondents about the cost of UUA elections. Finally, many of the respondents seem to be struggling with the issue of how hierarchical our governance should be, and what it means to be an association of congregations.

APPENDIX B
EXHIBIT 1 - PAGE 1

February , 1991

UUA GOVERNANCE COMMISSION SURVEY

Thank you for your willingness to offer your opinions on UUA governance to our Commission. We would prefer this survey to be filled out in the context of our "Focus Group" workshop design, but we are happy to receive and review your opinions in any form or context. Please use the attached Answer Sheet (found on the back of Question 1 - the full-page grid-style question) to record your answers/comments to Questions 2-9.

Please note that we are not pretending that this survey will have any statistical validity. We are not canvassing the entire denomination or all the churches because we don't believe the size or quality of the responses received will be worth the time and expense of such a large scale survey. Our intent is to invite response through this form at workshops that are offered at District meetings or UUMA chapter meetings in 1991, hoping that these are the places where we will get the best return of informed opinion.

The response form frequently uses "generic titles" for officer roles instead of the titles with which we are more familiar. For example, in question 1, the grid page, the initials stand for the following:

PBL = Principal Board Leader

PSL = Principal Staff Leader

You will notice similar terms being used in other questions. We are hoping that this will help you detach some of your thinking about these issues from the current forms, titles, and individuals involved in UUA governance. Note that no assumptions are made about whether or which of these positions are paid. Question 1, the grid, should be answered first. We encourage you to "force choice" your responses to the grid, unless you truly believe that a particular role is equally appropriate to all jobs. In the workshop design further discussion precedes responding to the rest of the questions. You'll notice that some of the rest of the questions duplicate issues that you considered in the Question 1 grid. That is intentional. Please remember to respond to Questions 2-9 on the Answer Sheet.

Thanks again for your help.

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EXHIBIT 1 - PAGE 2

UUA Commission on Governance Survey
Question 1

1. Various roles and functions are assumed by the elected and appointed leaders of our Association. The names (generically described - see instructions) of major leadership roles and bodies are listed across the top of the chart below. Under each column, please rank the roles and functions you believe are most appropriate to this office or body according to the following code:

V - VERY APPROPRIATE
A - SOMEWHAT APPROPRIATE
X - NOT APPROPRIATE

ROLES:	PBL	PSL	BOARD	OTHER or CMT
<u>FUNCTIONS</u>				
<u>Vision of the Future</u>				
<u>Management</u>				
<u>Leadership for the Board</u>				
<u>Leadership and supervision of the Staff</u>				
<u>Presiding over General Assembly</u>				
<u>Financial Management</u>				
<u>Spiritual Leadership</u>				
<u>Interface with local congregations</u>				
<u>Public figure, UU spokesperson</u>				
<u>Program development</u>				
<u>Fundraising</u>				
<u>Policy-making</u>				
<u>Long-range planning</u>				
<u>Lobbying on issues related to UU values</u>				

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EXHIBIT 1 - PAGE 3

2. Do you believe that it would be better to have the principal leader of the UUA staff and the principal manager of the institutional affairs of the Association: (please check one)

- ☐ a) Hired by and accountable to our elected Board of Trustees.
- ☐ b) Elected by and accountable to the General Assembly, working in collaboration with elected Board of Trustees.
- ☐ c) Other. (Describe on answer sheet)

3. Do you believe it would be better to have the person who chairs the Board of Trustees: (check one)

- ☐ a) Elected by and accountable to the Board from among its members.
- ☐ b) Elected by and accountable to the General Assembly, working in collaboration with the Board of Trustees.
- ☐ c) Other: (Describe on answer sheet)

4. Which of the following officers of the Association do you believe would be best suited for the role of public spokesperson for Unitarian Universalism? (you may choose more than one):

- ☐ a) An elected leader of the Board.
- ☐ b) An elected leader of the Staff.
- ☐ c) An appointed leader of the Staff.
- ☐ d) Other (Describe on answer sheet)

5. When I think about the UUA's system of governance, I expect the best model for us to follow would be: (rank in order from 1, best, to 4, worst):

- ☐ a) Local parish governance (called minister, consulting with an elected Board and Bd. Leader).
- ☐ b) Corporate/University governance (hired chief executive officer working with elected Board).
- ☐ c) Non-profit organization (hired chief operating officer, working with elected president who is chief executive officer and Board).
- ☐ d) City/County government (elected officials with appointed manager).

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EXHIBIT 1 - PAGE 4

6. I would prefer to see our twenty-seven person UUA Board of Trustees:

- ☐ a) Smaller with most elected by regional districts.
- ☐ b) Stay the same size and elected at-large by the General Assembly.
- ☐ c) Smaller and elected at-large by the General Assembly.
- ☐ d) Stay the same size with most elected by regional districts.
- ☐ e) Other: (Describe on answer sheet)

7. Where do you think new initiatives in Association policy and programs should primarily originate:
(choose one)

- ☐ a) In the Board of Trustees.
- ☐ b) From an elected President.
- ☐ c) In the General Assembly.
- ☐ d) In the Congregations.

8. Who can and should be running for the UUA Board is also a question in considering our governance. On average a Board member is required to spend from three to five full work days per month at Board work and functions. Does this seem to you: (choose one)

- ☐ a) About right.
- ☐ b) Too little time.
- ☐ c) Too much time.

9. Currently, the General Assembly approves an annual budget and urges policy and program initiatives, but the Board has the freedom to change or ignore the General Assembly's expressed priorities. Which statement best expresses your feeling about this status quo:

- ☐ a) It's a good system. An annual delegate body like the General Assembly can't be expected to have total responsibility for Association budget and policy.
- ☐ b) I don't like it. The Board is necessary to manage the Association's affairs between General Assemblies, but should see itself as the General Assembly's Executive Body, bound by their votes.
- ☐ c) Other: (Describe on answer sheet)

Survey 2:

Building upon the information derived from the first data-gathering effort and our own deliberations, the Commission constructed three governance models that represented the range of issues and concerns regarding UUA leadership roles and functions. A fourth model representing the status quo was developed to help clarify the changes reflected in the three models (see Exhibit 2). These four models and an accompanying questionnaire were part of a larger process utilized at the 1992 General Assembly in Calgary to refine further our understanding of proposed changes in UUA governance that would better reflect our purposes and principles and lead to more effective and efficient delivery of services to congregations. Within small focus groups reactions to the models were solicited from both individuals and from groups. As a result of these discussions, many comments and suggestions were gathered for further deliberation and preparation within the Commission. Many of the comments reflected respondents' strong reactions to the materials. Upon examination we uncovered some personal frustrations in responding to the structured governance proposals as opposed to the more conceptual content. During this process we administered 527 questionnaires of which 473 were useable. Of these 473 respondents approximately two-thirds were female (65%) and slightly more than one-third male (35%). The majority of individuals who responded were longtime UUs; 86 percent have been members of Unitarian Universalist churches (societies) for greater than 11 years and 73 percent have been in membership for 16 or more years.

General Assembly sessions are usually attended by delegates, ministers, and others in leadership capacities. Our sample included individuals highly representative of this trend; 60 percent have been in leadership roles often or almost always. A large majority of those surveyed held formal leadership roles at the local or district levels (61%), with a greater number being at the local level (50%). A much smaller percentage of the respondents have been leaders at the national or continental level (33%) and the regional level (17%). Even though leadership roles among the delegates was fairly prominent during the events of the General Assembly, 22 percent of the respondents to our survey had not served in any formal leadership capacity. Sixty percent of the sample included individuals who have attended as many as 10 General Assemblies.

Four models (A-D) were proposed at the General Assembly to gain an understanding of feelings and attitudes about the UU governance structure and function. Of the members who responded, 60 percent chose Models A or D. Model D (40%) was chosen by more respondents than any other model; almost twice as many respondents prefer Model D to Model A ("status quo"). Thus, these respondents gave clear expressions of a desire for change in the current governance structure. While change was highly desirable, there were differences of opinion about the nature of change desired.

Model D, the most favored, was chosen by 187 respondents. Of these, 162 (87%) respondents agreed with a combined spiritual and public role of a President/Moderator as opposed to the President serving the function of a CEO or executive director. The President/Moderator position in this model is salaried and the individual chairs both the Board of Trustees and the General Assembly. This model separates the spiritual, celebrative, and public roles of a "church" leader and the bureaucratic, management roles of an executive officer. The other officer position in this model includes a salaried Executive Director who is designated as the Chief Executive Officer (CEO). The CEO is appointed by the Board of Trustees, and provides leadership to staff. This model maintains the 27 member Board of Trustees (20 District Trustees, 4 At-Large Trustees, plus the Financial Advisor) and is favored by 54 percent of the respondents who chose Model D. Advocates for change in the current governance structure represent 46 percent (86 of 187 respondents). Additionally, 18 percent (33 of 187 respondents) of those who chose Model D prefer to have the General Assembly elect the chair of the Board of Trustees. A very small percentage (3%) of the respondents failed to find a suitable pre-defined option for choosing Model D (6 of 187 respondents).

The second favored model, Model A, represents the current governance structure and is referred to here as "status quo." Of the 95 respondents who chose Model A, 77 percent (73 of 95 respondents) prefer a larger, representative-based board, elected by districts. With this model the Board of Trustees totals 27 members. All except the President are volunteers. Twenty-four percent (23 of 95 respondents) chose Model A because they prefer no change in the current governance structure. The President is salaried and is the chief executive officer. A large majority (61%) chose Model A because they prefer the President to be self-nominated and elected by the General Assembly (58 of 95 respondents). The President, the Moderator, Financial Advisor, 4 at-large members of the Board of Trustees, and the Nominating Committee, are all elected by the General Assembly delegates. In Model A the Moderator (a volunteer) chairs both the Board of Trustees and the General Assembly while taking an active public role for the Association. Forty-two percent (40 of 95 respondents) chose Model A because they prefer the Moderator, who is elected by the General Assembly, to chair the Board of Trustees. Again, a very small percentage (5%) of the respondents failed to find a suitable pre-defined option for choosing Model A (5 of 95 respondents).

In Model B the Board of Trustees is reduced in size from 27 to 15; 12 members are elected at-large plus the 3 officers. Of the respondents who preferred Model B, 84 percent (61 of 73 respondents) chose Model B because of a preference for a smaller, competency-based board, elected by the General Assembly. The President's role and manner of election remain similar to Model A -- 58 percent (42 of 73 respondents) electing this model wanted the President to be self-nominated and to be elected by the General Assembly. The Nominating

Committee plays a central role in providing at-large candidates with specific skills needed on the Board. In this model the Board of Trustees has the option of electing its own chair from among its membership. Forty-five percent (33 of 73 respondents) elected this model because they felt this would enhance the Board's operating effectiveness. A significant percentage of the respondents choosing Model B (41%) -- 30 of 73 respondents -- prefer a change in the current governance structure. An even smaller percentage (1%) failed to find a suitable pre-defined option for choosing Model B (1 of 73 respondents).

Model C selected by 65 respondents operates under many of the same principles as Model B. Eighty-three percent (54 of 65 respondents) chose Model C because they prefer a smaller, competency-based board, elected by the General Assembly. The significant changes in Model C relates to the selection of the President. In this model 72 percent (47 of 65 respondents) felt the Board of Trustees should recommend a single candidate for the presidency to the General Assembly and ask the delegates to confirm their recommendation. Forty-one individuals who selected Model C (63%) expressed a desire to see a change in the current governance structure. Many of the respondents (60%) who chose this model concurred that the Board of Trustees would operate more effectively with smaller numbers and the ability to elect its own chair.

Question 11 asks respondents to declare whether they favor any change in governance. Eighty percent of 473 respondents polled prefer some change irrespective of which model they chose. Given the underlined need for change, many were in support of a smaller board; 54 percent (255 of 473 respondents) prefer smaller boards, while 41 percent (194 of 473 respondents) continue to support larger boards. A strong sentiment registered among the respondent population was a preference that the President be elected/chosen by the General Assembly -- 73 percent or 346 of 473 respondents. An overwhelming majority -- 354 of 473 respondents (75%) -- prefer the Board of Trustees to elect its own chair. When asked about the terms of leadership positions, 54 percent (257 of 473 respondents) prefer two four-year terms maximum while 40 percent (188 of 473 respondents) would endorse one six-year term.

In sum, the preferred model of governance according to these data is a modified version of Model D with the President/Moderator in the role of spiritual leader, as policy maker elected by the General Assembly; with the Executive Director (CEO), appointed by a 27 member Board of Trustees, to provide leadership to staff and to oversee day-to-day operations of the Association.

APPENDIX B
EXHIBIT 2 - PAGE 1

Introduction to Four Governance Models

The UUA Commission on Governance has outlined on the following pages, four different UUA governance options as part of our process to share information and gain understanding among UUs across the continent on this important topic.

The narrative and chart for Model A are designed as a base point for your review of the different models. Changes in Models B, C, and D are highlighted on the charts and explained in the narrative. Again, such changes are all in reference to what is presented in Model A.

Each narrative is designed to present that particular model from the point of view of someone advocating for that governance structure.

* * * * *

Model A

With this particular model, the President, Moderator, Financial Advisor, 4 At-Large members of the Board of Trustees, and the Nominating Committee, are all elected by the General Assembly delegates.

The President is salaried and is the chief executive officer of the Association, providing leadership to the staff and serving as our public spokesperson and spiritual voice. The President appoints the salaried Executive Vice President who is the administrative leader of the staff.

The Moderator is a volunteer and chairs both the Board of Trustees and the General Assembly, while taking an active public role for the Association.

The Financial Advisor is a volunteer who advises the President and the Board of Trustees on financial policy and assists the Board with long range planning. (NOTE: ALL FOUR GOVERNANCE MODELS REFLECT THE SAME ROLE FOR THE FINANCIAL ADVISOR. THEREFORE THE POSITION WILL NOT BE HIGHLIGHTED AGAIN.)

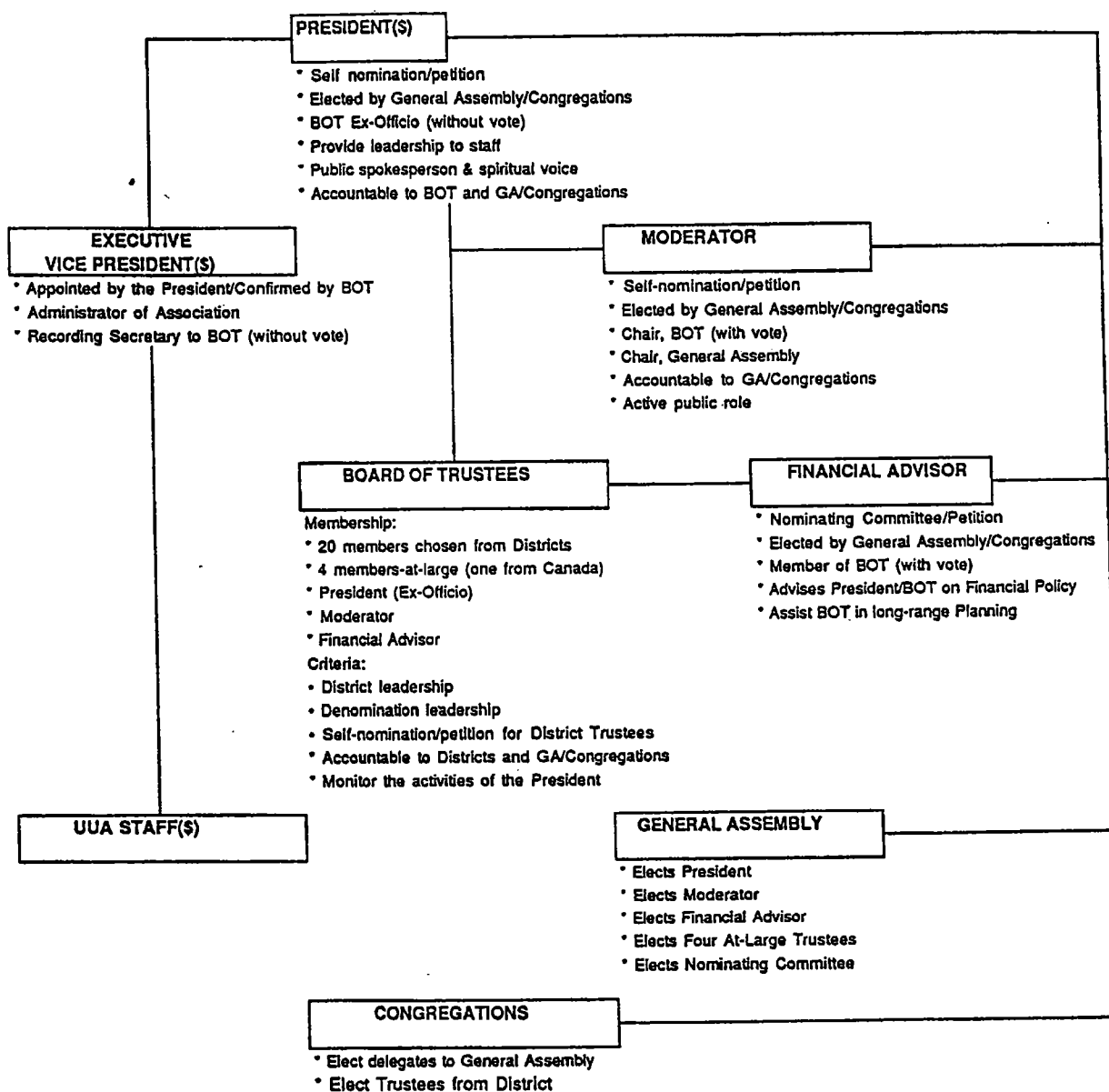
With this model the Board of Trustees totals 27 members; 20 chosen from Districts, the 4 members at-large, and the 3 officers (President, Moderator, and Financial Advisor). All except the President are volunteers.

In Model A all the officers are subject to the scrutiny of the General Assembly election process and the ensuing continental-wide exposure. That is, of course, not true with the elections of the 20 District Trustees. These members, by virtue of their numbers, insure widespread geographical and reasonably localized representation.

APPENDIX B EXHIBIT 2 - PAGE 2

UNITARIAN UNIVERSALIST ORGANIZATION

Model A



APPENDIX B
EXHIBIT 2 - PAGE 3

Model B

The President's role and manner of election remain unchanged with this model, as do the selection and role of the Executive Vice President. Having our CEO and spiritual leader campaign across the continent for this position is important to the Association and the President should certainly choose his or her own chief deputy.

Significant changes occur, however, with the remaining aspects of governance in Model B.

The Moderator, while still being elected by the General Assembly, and continuing to chair its sessions, changes roles within the Board of Trustees. She or he no longer chairs the Board, but is still a voting member, representing the General Assembly.

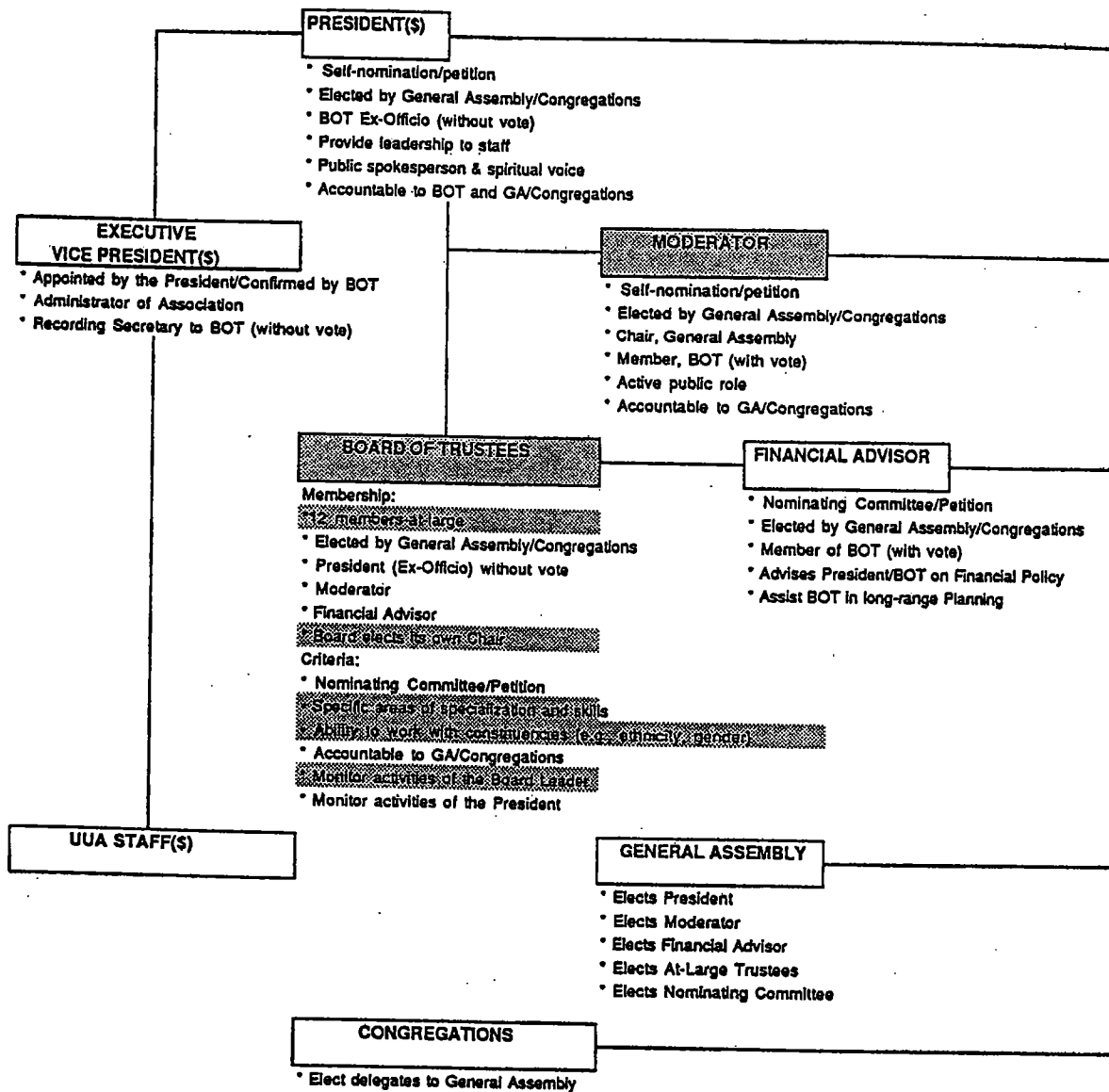
The Board of Trustees is reduced in size from 27 to 15; 12 members are elected at-large plus the 3 officers. The Nominating Committee plays a central role in providing at-large candidates with specific skills needed on the Board. The Board now elects its own chair from among its membership, which should enhance the Board's operating effectiveness.

With this model all of the officer and board member elections still generate widespread continental interest and a smaller Board is able to operate and interact more effectively. The Nominating Committee and the at-large election process provide a mechanism for greater variety and depth of skills in Board membership.

APPENDIX B EXHIBIT 2 - PAGE 4

UNITARIAN UNIVERSALIST ORGANIZATION

Model B



APPENDIX B
EXHIBIT 2 - PAGE 5

Model C

There is a significant change in this model as relates to the selection of the President. Here, the Board of Trustees recommends a single candidate to the General Assembly, asking the delegates to confirm its recommendation. The other roles of the President, however, remain unchanged.

The changes highlighted in Model B remain operational here. The Moderator still is elected by and chairs the General Assembly, but no longer chairs the Board, but continues as a voting member, representing the General Assembly. The Board is reduced in size from 27 to 15; 12 members elected at-large plus the 3 officers. The at-large candidates come out of the Nominating Committee process which is designed to provide candidates with specific skills needed by the Board.

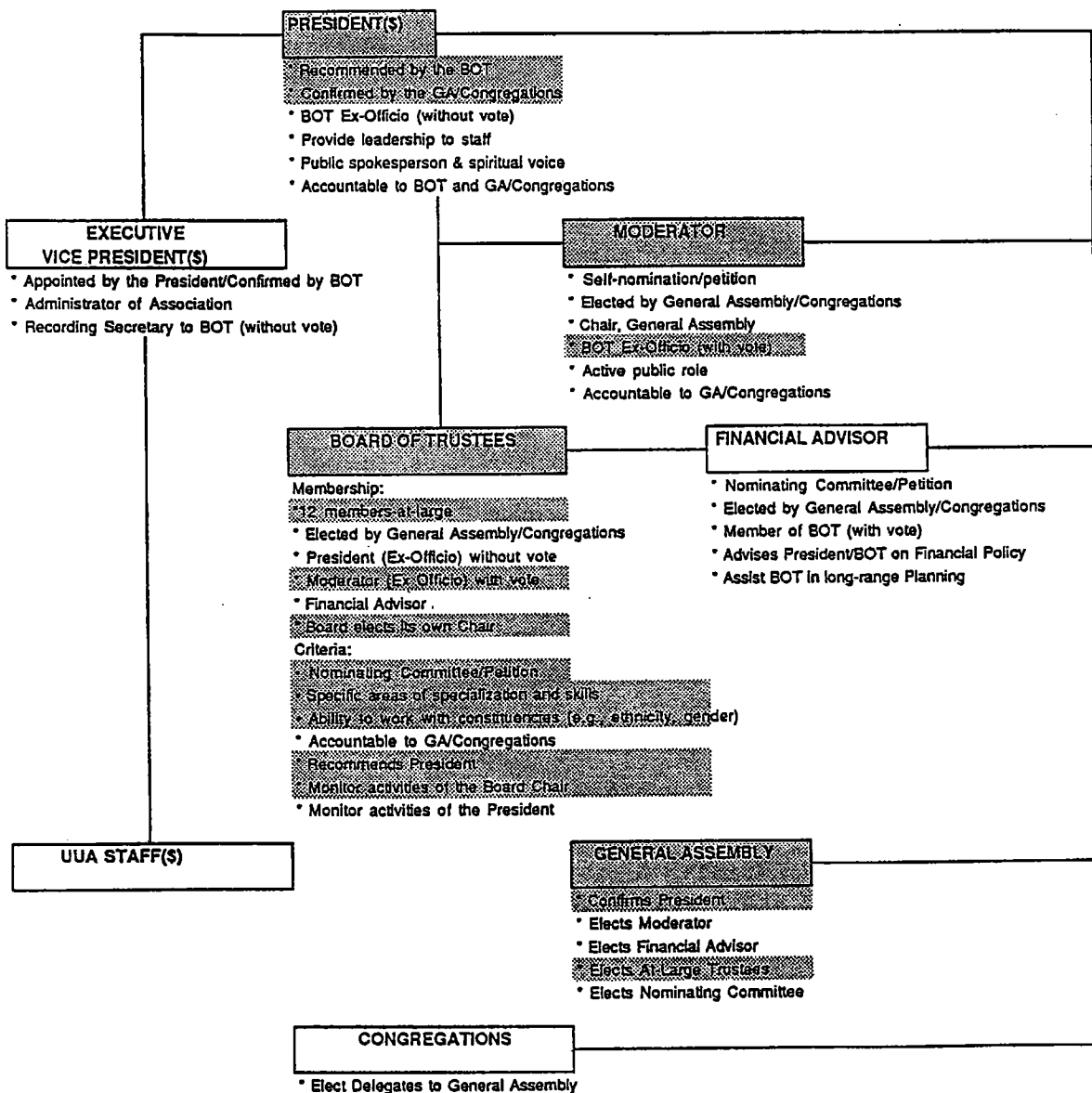
With this model the Presidential candidate and the Board of Trustees are likely to have a shared sense of vision and an advanced start on a working relationship. Much like the candidating process in our congregations the Presidential candidate will still generate widespread interest as he or she shares a vision and platform with UUs across the continent. Such a process is also far cheaper than running a competitive campaign. Finally, the General Assembly has the power of confirmation of the President, who was nominated by the Board. This insures that both the President and the Board remain accountable to the General Assembly.

The other General Assembly elections continue as outlined in Model B with the Board operating and interacting more effectively given its smaller numbers, the mechanism for providing more specific skills, and the electing of its own chair.

APPENDIX B EXHIBIT 2 - PAGE 6

UNITARIAN UNIVERSALIST ORGANIZATION

Model C



APPENDIX B
EXHIBIT 2 - PAGE 7

Model D

The model maintains the 27 member Board of Trustees as originally presented in Model A with the 20 District Trustees, the 4 At-Large Trustees, plus the Financial Advisor. The other two officer positions change to include a combined President/Moderator position and a salaried Executive Director who is designated as the Chief Executive Officer. The CEO is appointed by the Board of Trustees, directly responsible to it, and provides leadership to the staff. It replaces the Executive Vice President function utilized in each of the other models.

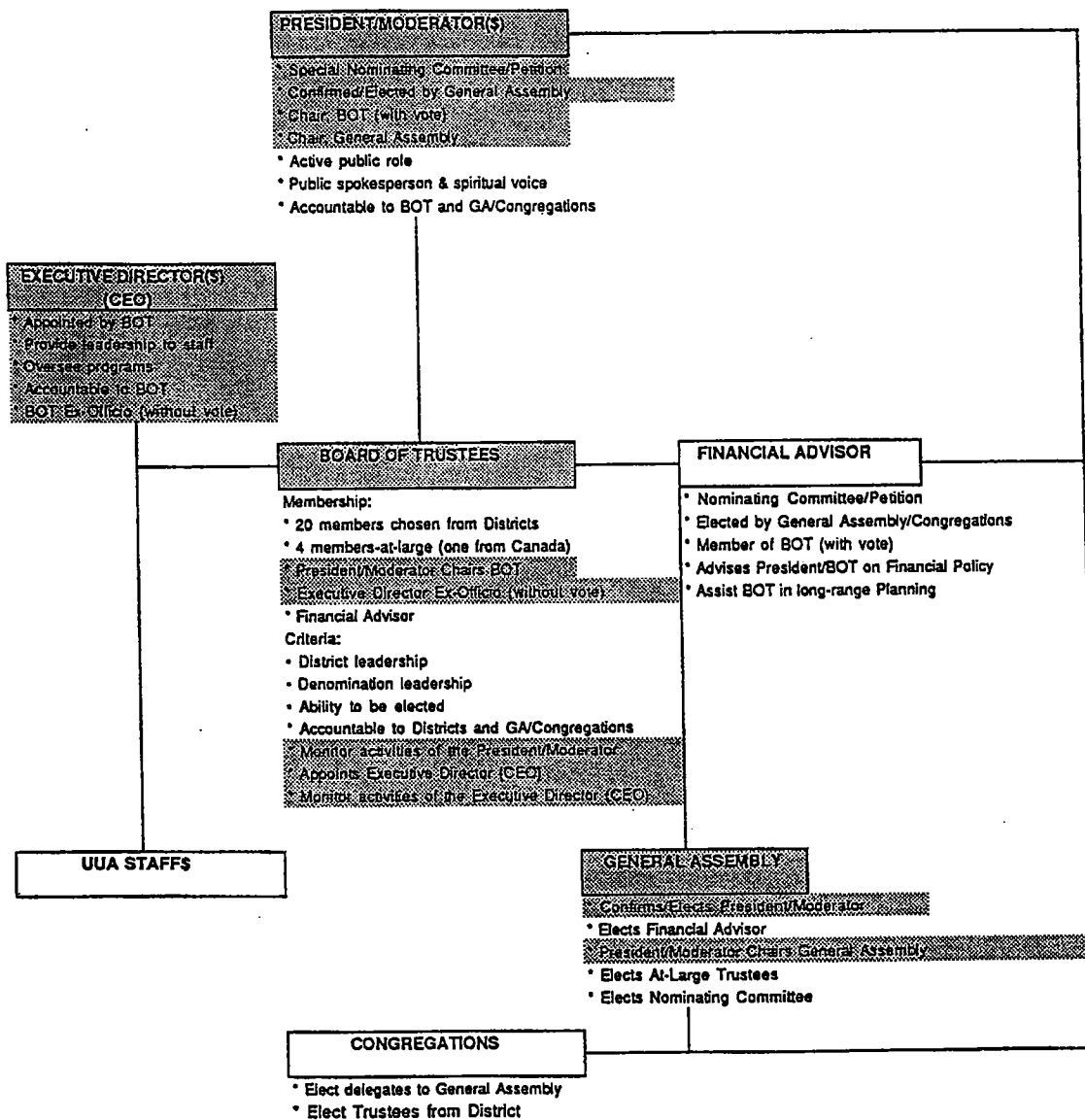
The President/Moderator position is salaried and the individual chairs both the Board of Trustees and the General Assembly, while performing the combined spiritual and public roles of both President and Moderator as shown in the other models. The individual comes into office through a special nominating committee (like a congregational search committee) selecting the candidate and presenting that person to the General Assembly for confirmation.

With this model a clearer separation is created between the spiritual, celebrative, and public roles of a "church" leader and the bureaucratic, management roles of an executive officer. It also creates clearer lines of responsibility between the CEO and Board of Trustees, and provides for continuity with staff/program leadership and momentum when the President/Moderator position turns over.

APPENDIX B EXHIBIT 2 - PAGE 8

UNITARIAN UNIVERSALIST ORGANIZATION

Model D



APPENDIX B
EXHIBIT 2 - PAGE 9

Organizational Structure: Addendum to Models B & C

This organizational structure has not yet received the full study of the Commission on Governance, but is offered here nevertheless because we want to invite your consideration in the small groups of a different role for Districts within the governance structures envisioned in Models B and C.

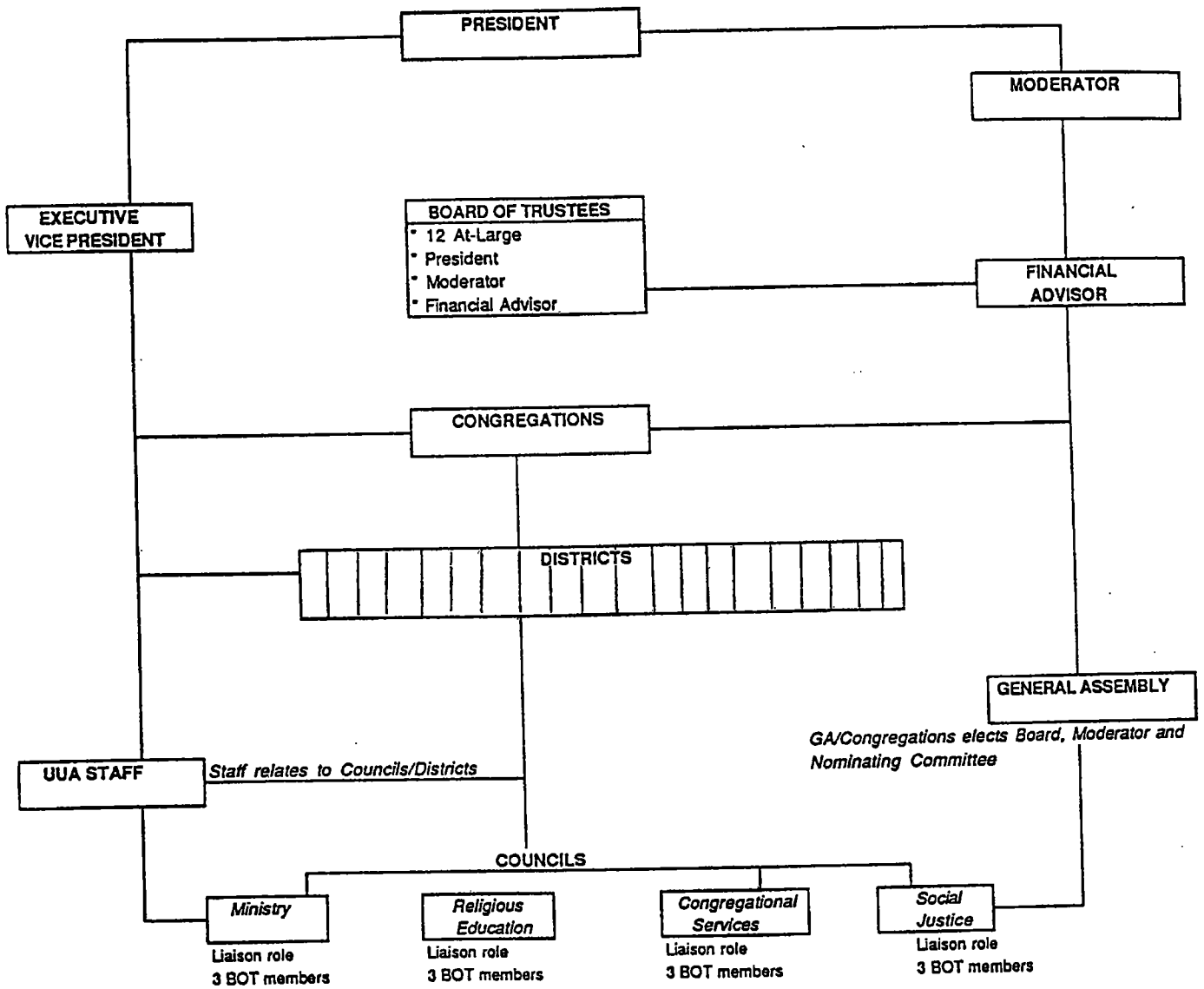
If we were to forego District representation on the Board of Trustees in order to create a smaller Board, (as in Models B and C) the Districts' role would focus on being service delivery areas. As such, the Districts could be empowered in the evaluation and envisioning of Association programs and services through the creation of a group of Program Councils. These councils could be composed of District representatives meeting with staff members and Board liaisons.

The Program Council is a congregational model of governance, commonly used in our larger societies. They would be responsible for long-range planning, initiation, and evaluation of Association program priorities, and for recommending policy concerns or initiatives to the Board of Trustees.

It was not within the charge of the Commission on Governance to study the role of the Districts in the Association. However, since Districts currently elect most of the Board members, we felt it would be appropriate for us to offer a different way to conceive of the District role in our governance if the Board size was reduced. We invite your comments.

**APPENDIX B
EXHIBIT 2 - PAGE 10**

UNITARIAN UNIVERSALIST ORGANIZATION
Organizational Structure
(Addendum to Model B and Model C)



APPENDIX B
EXHIBIT 2 - PAGE 11

Commission on Governance

General Assembly Questionnaire 1992

(answer on scoresheet given during informal plenary)

1. How long have you been a Unitarian Universalist?
 - a. less than a year
 - b. 1-5 years
 - c. 6-10 years
 - d. 11-15 years
 - e. 16 or more years
2. Have you ever been in a formal leadership role at the local level (e.g. at your church or fellowship?)
 - a. never
 - b. once or twice
 - c. several times
 - d. often or frequently
 - e. almost always
3. Have you had formal UUA leadership experience at the: (check all that apply)
 - a. local level
 - b. district level
 - c. regional level
 - d. national or continental level
 - e. none of the above
4. How many General Assemblies have you attended?
 - a. this is my first
 - b. 1-5
 - c. 6-10
 - d. 11-15
 - e. 16 or more
5. What is your gender?
 - a. female
 - b. male
6. Which governance model (A-D) do you prefer?
 - a. Model A
 - b. Model B
 - c. Model C
 - d. Model D
 - e. None of the above
7. If you chose Model A, respond to this question; if not, please go on to the next question. Which of the following are primary reasons for your preference for Model A: (check all that apply)
 - a. I prefer no change in governance structure.
 - b. I prefer a larger, representative-based Board, elected by Districts.
 - c. I prefer the President to be self-nominated and elected by GA.
 - d. I prefer the Moderator (elected at GA) chair the Board of Trustees.
 - e. None of the above represents my reasons for preferring Model A.
8. If you chose Model B, respond to this question; if not, please go on to the next question. Which of the following are primary reasons for your preference for Model B: (check all that apply)
 - a. I prefer a change in governance structure.
 - b. I prefer a smaller, competency-based Board, elected by GA.
 - c. I prefer the President to be self-nominated and elected by GA.

APPENDIX B
EXHIBIT 2 - PAGE 12

- d. I prefer the Board of Trustees elect its own chair.
 - e. None of the above represents my reasons for preferring Model B.
9. If you chose Model C, respond to this question; if not, please go on to the next question. Which of the following are primary reasons for your preference for Model C: (check all that apply)
- a. I prefer a change in governance structure.
 - b. I prefer a smaller, competency-based Board, elected by GA.
 - c. I prefer a President recommended by the Board of Trustees.
 - d. I prefer the Board of Trustees elect its own chair.
 - e. None of the above represents my reasons for preferring Model C.
10. If you chose Model D, respond to this question. Which of the following are primary reasons for your preference for Model D: (check all that apply)
- a. I prefer a change in governance structure.
 - b. I prefer a larger representative-based Board, elected by GA.
 - c. I prefer a President/Moderator role of spiritual leader, which is distinct from the CEO-type tasks of an executive director.
 - d. I prefer the GA elects the chair of the Board of Trustees.
 - e. None of the above represents my reasons for preferring Model D.
11. Irrespective of which Model (A-D) I chose
- a. I prefer a change in the governance structure.
 - b. I prefer no change in the governance structure.
12. Irrespective of which Model (A-D) I chose, I prefer larger Board to smaller Boards
- a. true
 - b. false
13. Irrespective of which Model (A-D) I chose
- a. I prefer the President to be elected/chosen by GA.
 - b. I prefer the President to be elected/chosen by the Board of Trustees.
14. Irrespective of which Model (A-D) I chose
- a. I prefer the Board of Trustees to elect its own chair.
 - b. I prefer the GA to elect Board of Trustees chair.
15. Irrespective of which Model (A-D) I chose
- a. I prefer two four-year terms maximum for all UUA leadership positions.
 - b. I prefer one six-year term maximum for all UUA leadership positions.

Survey 3:

Finally, the commission developed a packet of materials to be used in congregational governance meetings. Each packet contained a cover letter, a facilitator's guide, and two kinds of study materials: 1) facilitator's materials which included background materials on UUA governance, including a history of changes and proposals for change in our UUA governance, and an outline of the current UUA structure with an accompanying diagram. 2) Participants' materials which included a brief discussion and analysis of UUA governance issues, a diagram of an alternative governance model, and a list and description of current UUA officers and trustees, including the length of their terms in office.

Each congregation was asked to utilize the above materials in coordination with a minister, a denominational affairs leader, or other knowledgeable persons in educating the congregants and eliciting a single response to an enclosed questionnaire. (See Exhibit 3.) It was further requested that these activities take place at a called congregational meeting and that the completed answer sheet to the questionnaire and any facilitator's comments be mailed to the UUA.

At the time of our deadline, 183 UU congregations had returned completed questionnaires. This response rate represents 20 percent of our congregations, and reflected returns from all areas of the continent. (see Exhibit 4.) A larger percentage of returns came from the west and the midwest than from other areas of the continent. The profile of a typical congregation in the sample describes a church with a minister and 35-100 persons participating in Sunday morning services. Further, the congregation is historically Unitarian and has been an Honor Society for at least four of the past five years and is entitled to send up to three delegates to General Assembly, and did send delegates to the 1992 General Assembly.

Average attendance at the congregational meetings to discuss governance was 10 persons. The demographic data on these meetings described the participants as very knowledgeable about the denomination and having high leadership involvement at the local level.

Three major findings were distilled from the questionnaire data. The strongest and least equivocal response in this survey was the expression of support for a chief executive officer (CEO) hired by and accountable to the Board of Trustees. Eighty-four percent (154) of the congregations responding chose this option. Additionally, 142 congregations (78%) in the sample felt that the CEO should provide leadership to the staff. Secondly, there was strong support (58%) for a Presidential Nominating Committee to nominate candidates for the presidency. Finally, 79 congregations (43%) favored a combined President/Moderator as chair or leader for the Board of Trustees; 48 congregations supported a process in which the Board would elect its

own chair, and 33 congregations favored the status quo.

Respondents were not asked to choose between models; they were asked to comment upon and choose leadership functions. The responses, nonetheless, were remarkably consistent with information gathered in the two earlier surveys. Hence, three independent and structurally different survey approaches have provided the Commission with a fairly consistent picture of a proposed UUA governance model.

It is not the intent of this Commission to represent these results as statistically valid samples of the entire UUA. Rather, they represent three different approaches to involving individual and collective UUs in exploring governance issues and in expressing their opinions and beliefs. The first data gathering effort was unstructured and used generic nomenclature for leadership roles and functions. Our second approach was very structured and required individuals to choose between models after a brief discussion. Parenthetically, it should be noted that these models were developed from our first survey and from discussions with consultants and UU leaders. Finally, we used an unstructured focus-group approach in our third data collection exercise. We believe that the differences in these approaches answers those who have expressed concerns that some of the materials were "too structured," "did not allow opportunities for discussion," or "forced us to choose between models."

Despite the different approaches used in the three surveys, the responses were strikingly similar and gave clear expression or articulation to: 1) a desire for change, and 2) a possible model for better governance. Finally, the favored governance model derived from the surveys and deliberations within this Commission is remarkably consistent with the proposals put forward by the Commission on Appraisal.

EXHIBIT 3 - QUESTIONNAIRE - PAGE 1

HANDOUT 7

QUESTIONNAIRE

CONGREGATIONAL GOVERNANCE MEETING

INSTRUCTIONS FOR FILLING OUT THE ANSWER SHEET

1. USE ONLY A #2 PENCIL.
2. ONE RESPONSE (ANSWER SHEET) PER CONGREGATION.
3. QUESTIONS (1-9) REQUIRE INSTITUTIONAL DATA, NOT OPINION.
4. MAIL THE ANSWER SHEET AND THE FACILITATORS COMMENT SHEET (BUT NOT THE QUESTIONNAIRE) TO:

Nancy Wood, UUA, 25 Beacon St., Boston, Mass. 02108.

QUESTIONNAIRE

1. and 2. Code in your district by putting the first letter of the code under question 1 and the second letter of the code under question 2.

Ballou Channing=aa; Central Massachusetts=ab; Central Midwest=ba; Connecticut Valley=ac; Joseph Priestly=bb; Massachusetts Bay=ad; Metropolitan New York=ae; Michigan/Ohio Valley=bc; Mid-South/Florida=ee; Mountain Desert=ca; New Hampshire/Vermont=ea; Northeast=eb; Ohio-Meadville=bd; Pacific Central=cb; Pacific Northwest=cc; Pacific Southwest=cd; Prairie Star/Western Canada=dc; St. Lawrence=da; Southwest=ce; Thomas Jefferson=be.

3. How many adults come to your Sunday morning program (worship, classes, RE teachers, etc.)? a. 35 or less b. 35-100 c. 100-175 d. 175-225 e. 250 or above

4. If your congregation was established prior to merger (1961) was it:

- a. primarily or formally Unitarian
- b. primarily or formally Universalist
- c. We were established after 1961.
- d. information not available

5. Does your congregation have a minister? a. yes b. no

6. How many of the last 5 years has your society been registered at General Assembly as an "honor society"? That is, how frequently has this congregation paid its "full fair share" to the UUA annual program fund? a. none b. 1 c. 2 d. 3 e. 4 or more

For questions 7 and 8, refer to the following:

- a. none b. 1-3 c. 4-6 d. 7-9 e. 10 or more

7. How many lay delegate votes are you entitled to at General Assembly?

8. How many voting delegates did you send to the 1992 General Assembly?

9. How many people attended your governance discussion?

- a. 10 or less b. 10-20 c. 20-30 d. 30-40 e. 50 or more

EXHIBIT 3 - QUESTIONNAIRE - PAGE 2

QUESTIONS OF OPINION OR PREFERENCE FOLLOW....

CHOOSE ONE AND ONLY ONE OPTION FOR EACH ITEM BELOW.

10. Of the following, which role would be most appropriate to chair the Board of Trustees? a. President b. President/Moderator c. Moderator d. Chair elected by the board members

11. Irrespective of your preferred governance design, which is the most appropriate role to provide spiritual voice and public representation? a. President b. Moderator c. President/Moderator d. Chair elected by Board members e. Executive Director

12. What is the appropriate role to provide leadership to staff and oversee program directions for the UUA? a. President b. President/Moderator c. Moderator d. Executive Director e. Chair elected by Board members

13. We prefer the business affairs of the UUA to be conducted by an Executive Director hired by, and accountable to, the Board of Trustees. a. True b. False

14. We prefer the business affairs of the UUA to be conducted by an elected President, accountable to the Board of Trustees and the GA. a. True b. False

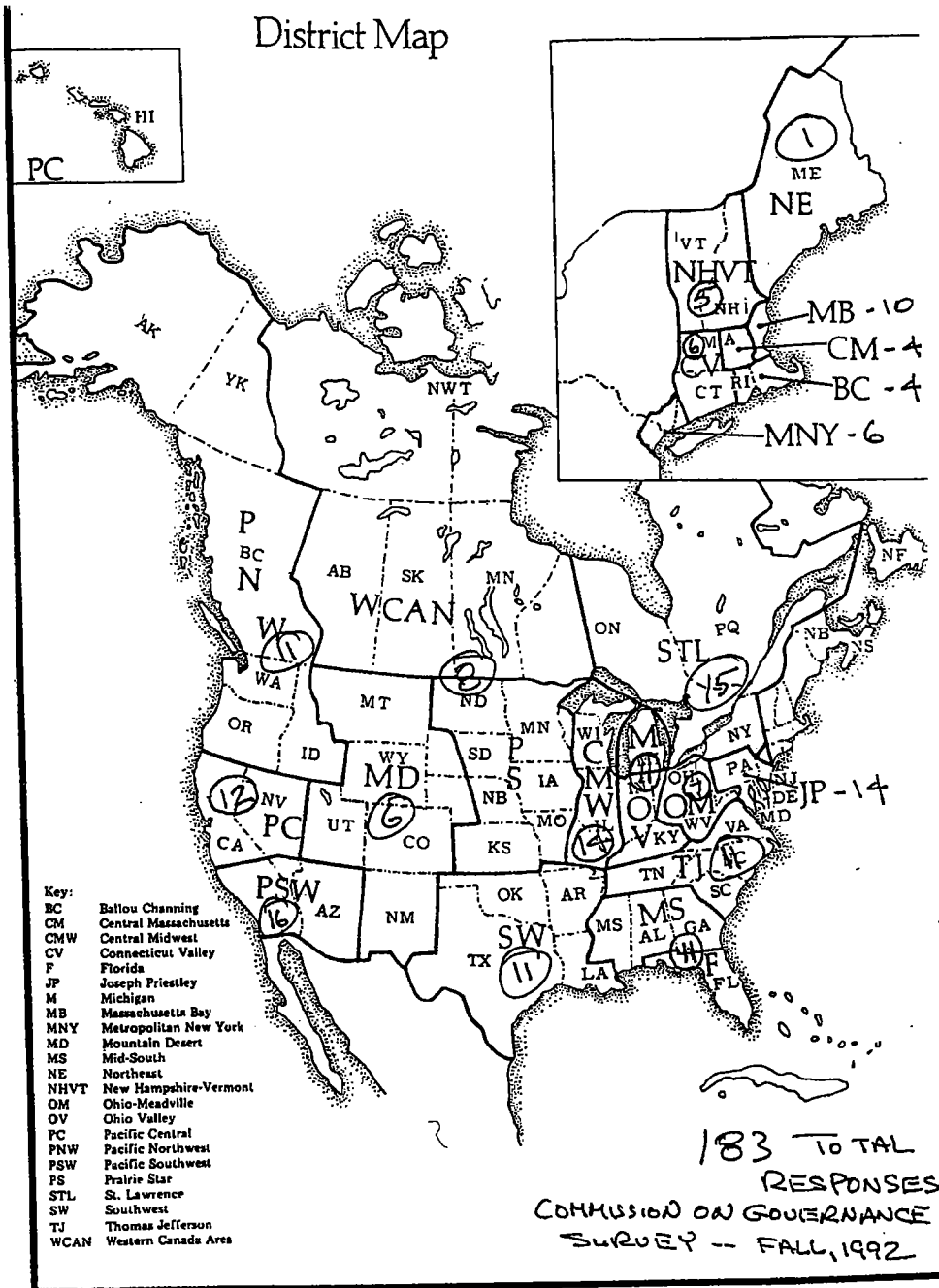
15. We prefer a special nominating process in which the President/Moderator is nominated by a special committee and elected/confirmed by GA. a. True b. False

FOR ITEMS 16 AND 17, ANSWER ONLY ONE, NOT BOTH. FOR THESE TWO ITEMS, YOU MAY SELECT AS MANY OPTIONS AS YOU WISH.

16. We prefer a small (12-15) board, whose characteristics are:
a. competency based (nomination based on specialized skills) b. elected at large
c. elected by districts d. constituency based

17. We prefer a large (24-26) board, whose characteristics are:
a. competency based (nomination based on specialized skills) b. elected at large
c. elected by districts d. constituency based

EXHIBIT 4 - MAP



APPENDIX C - MEMO FROM LEIBENSPERGER

NUTTER, McCLENNEN & FISH

ATTORNEYS AT LAW

ONE INTERNATIONAL PLACE
BOSTON, MASSACHUSETTS 02110-2699

TELEPHONE: 617 439-2000 FACSIMILE: 617 973-9748

CAPE COD OFFICE
HYANNIS, MASSACHUSETTS

DIRECT DIAL NUMBER

MEMORANDUM

To: Unitarian Universalist Association
Board of Trustees

FROM: Edward P. Leibensperger

Date: December 1, 1992

Re: Powers of the Board of Trustees and the General
Assembly

I. Introduction

This will address the scope of the powers of the Board of Trustees (the "Board") and the General Assembly to act on behalf of the Unitarian Universalist Association (the "Association"). The Association's Bylaws and Rules establish a balance of power between the Board and the General Assembly, with the Board primarily having power to supervise the management and financial affairs of the Association and the General Assembly having the power to set policy for the Association. The purpose of this Memorandum is to identify the source of each body's authority and to describe the balance that the Bylaws and Rules strike between the two bodies.

II. Discussion

The Association is governed by Chapter 180 of the Massachusetts General Laws, which applies to all charitable corporations, and by its Bylaws and Rules. Section 6A of Chapter 180 enables a charitable corporation to set forth in its bylaws "the manner in which and the officers and agents by whom its purposes may be accomplished." Therefore, the specific powers of the Board and the General Assembly are derived from the Association's Bylaws. The board of a charitable corporation does not have the same statutory power to manage the business of the corporation and to exercise the powers of the corporation that resides with the board of a Massachusetts business corporation.

The Bylaws expressly vest in the General Assembly the power to make policy for the Association and to direct the Association. Section C-4.2 of the Bylaws sets forth these powers:

General Assemblies shall make overall policy for carrying out the purposes of the Association and shall direct and control its affairs.

Under the Bylaws, the General Assembly may exercise its powers through adoption of General Resolutions, Business Resolutions and Resolutions of Immediate Witness. As set forth in Rule G-4.18.2 (adopted pursuant to Article XIII of the Bylaws), General Resolutions concern public policy issues "within the province of the Department for Social Justice." The same rule also provides that

Any resolution submitted which, taken as a whole, has as its purpose the making of a statement of social concern or principle shall be deemed to be a General Resolution.

Resolutions of Immediate Witness deal with "public events". Bylaws Section 4.16(c). A Business Resolution "directly involves the administration and structure of the Association." Rule G-4.18.2. Through these three types of resolutions the General Assembly establishes policy for the Association.

Although the General Assembly is also charged with the power to "direct and control" the Association's affairs, it can do so only through the adoption of resolutions, amendment of bylaws and rules, and the election of trustees and officers. As a practical matter, the General Assembly, a large body composed of delegates that meets only once a year (unless a special session is called), is given no means under the Bylaws by which to exercise this power other than at a policy level. The Bylaws do not bestow on the General Assembly any operational or management powers.

In contrast, the Board has the power to "conduct the affairs of the Association and, subject to [the] Bylaws, [to] carry out the Association's policies and directives as provided by law." (Bylaw Section C-6.1.) The Board also has the power to "act for the Association between General Assemblies." (Bylaw Section 6.2.) The Board's power to "carry out" policy is in contrast to the General Assembly's power to "make" policy, which suggests

that the General Assembly's power in the area of policy is superior to that of the Board. The power to carry out policy and to act for the Association, however, must include the authority to adopt resolutions and to take actions necessary to implement those policies. The power to carry out the Association's policies also implies the power to take actions that are consistent with the principles and purposes of the Association set forth in Article II of the Bylaws.

In addition to the issue of which body has the power to make policy, there is the question of which body is charged with supervising the operation and management of the Association. On this question, it is important to contrast the powers granted to each body. The General Assembly has the power to "direct and control . . . [the Association's] affairs," while the Board has the power to "conduct the affairs of the Association." When considered in light of the fact that the General Assembly meets only once a year, and the Board has the additional power to "act for the Association between General Assemblies," it is clear that while the General Assembly has the power to provide general guidance, the Board has the power, in effect, to supervise the management and business of the Association. The fact that the officers of the Association, including the President (whose duties are that of chief executive officer), are subject to the "direction and control" of the Board (Bylaw Section C-8.2) reinforces the Board's supervisory powers.

Because the Board has the powers described above and there are no limitations on those powers, the Board can act on behalf of the Association with respect to ordinary and extraordinary matters, even in the absence of direction from the General Assembly on any particular matter. Had there been an intention to restrict the Board's authority, such a restriction would be expressly set forth in the Bylaws, as is the case with the power of the Board's Executive Committee. The Bylaws provide that "[t]he Executive Committee shall conduct the current and ordinary business of the Association between meetings of the Board of Trustees." (Bylaw Section 7.5.) The Executive Committee may act on extraordinary matters only if it determines that the best interests of the Association require such action and four members of the Committee vote in favor of the action. The Executive Committee's authority, therefore, is generally confined to ordinary matters; no such limitation applies to the Board's powers.

In support of the Board's authority to supervise the management of the business of the Association is the control it has over financial matters, including the Association's budget. The Board adopts the Association's annual budget and has the power to amend it. (Bylaw Section 10.1.) The Board's Finance Committee is responsible for developing financial policies and for long-range financial planning. In the area of finance, the General Assembly's role is advisory; it may make "recommendations" concerning financial priorities at its annual

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budget hearing (Bylaw Section 10.1). Rule G-10.1.4 implements this Bylaw provision. It contemplates that the General Assembly may adopt motions "calling for increased spending," subject to compliance with the Bylaw provisions governing expenditures. The Bylaws do not, however, deem any such motions, which under Section 10.1 must be considered "recommendations," binding on the Board or the Association. Indeed, whether labeled a Business Resolution, budget motion, motion in response to a report or otherwise, a motion passed by the General Assembly that has as its effect a substantive change in the budget or in budget priorities, is only advisory to the Board.

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APPENDIX D: THE GOVERNANCE OF OTHER CONGREGATIONAL POLITY ASSOCIATIONS

The Commission on Governance researched the governance systems of other denominations. Occasionally these involved personal interviews, as well as a review of written materials. We also discussed and compared the governance systems of other denominations with Loren Mead of the Alban Institute, a widely respected analyst of congregational systems.

We decided that we would explore the governance of associations of congregations that involve the traditions of congregational polity. Although we looked at Episcopal, Presbyterian, and Methodist governance, we felt that the theological assumptions underlying their authority structures made it difficult for them to be helpful models for us.

We found that each of the congregational polity denominations we studied approach their governance in a different way. There is support for almost any model of governance you might want to try in one or another of the congregational polity traditions. Therefore, this research has not enabled us to generalize about a common widely used model from other traditions, nor has it given us one preferred model derived from another tradition.

The scale of the organizations involved in some of the churches we studied has also made comparisons difficult. The two largest Baptist denominations, for example, function with many independent Boards with their own CEO's having responsibility for particular pieces of the Association's program.

Here is an overview of who we studied and what we found:

The Southern Baptists

The Southern Baptists have the model of governance closest to what we are recommending in this report. The scale of the operations of the Southern Baptists are immense compared to ours, but the basic pattern of their executive officers resembles our proposed model.

The Southern Baptist Convention meets annually. It is composed of uninstructed delegates (known as "messengers") from the local congregations that make up the convention. The messengers elect a President, who presides over the Convention itself, and who serves ex-officio on the Executive Committee and on its four most important Boards. The President is the public and spiritual leader of the Convention. He (there have been no women in this role) works through influence and persuasion rather than granted authority.

The Executive Committee is the fiduciary agent of the Convention, acting for it between meetings, and presenting it with an annual budget for all the various Boards. It is made up of

representatives from each state convention, with representation based on population. The Executive Committee also elects a President, who also automatically assumes the role of Treasurer for both the Executive Committee and the Convention. In his book on Southern Baptist polity, former Convention President James L. Sullivan says:

"The Convention has studiously avoided making the Executive Committee into an executive board with automatic powers to act, except in the more routine matters or in entirely new matters which have just arisen. Never can they make policy. While the Executive Committee is a major unit in the Southern Baptist Convention and necessary to the Convention's life and welfare, its authority is specifically and purposefully curtailed." (Sullivan, 1983, p. 45)

The programmatic services of the Southern Baptist Convention are carried out by four Boards that report to the Conventions. They each have Presidents who function as the CEO's of their Board. Each agency is directly accountable to the Convention rather than to the Executive Committee, however. Indeed, not only are the Boards directly responsible to the Convention, but the various denominational Commissions and all the Theological School Boards also report back to the Convention. The Convention itself is seen as the center of Southern Baptist denominational polity.

Note, however, that each state convention is autonomous and is the full equal of the national Convention except that it is concentrated within a smaller geographic area. This explains why during the past decade the more fundamentalist Southern Baptists have, by being able to control the Convention, been able to control the theological schools. It also explains why some state conventions, remain firmly "moderate" in their views; the national Convention cannot control them.

The Southern Baptists have the most diffused power structure of any of the denominations we studied, and yet they have a history of effectively serving their congregations and the growth of their faith through the co-operative endeavors of their various leaders.

The American Baptists

The American Baptist Convention is a denomination with a strong tradition of and commitment to congregational polity, indeed a much stronger commitment than we have. Although it is a many times larger denomination than ours, it has concentrations of strength that make some of its regional groupings and field staff responsibilities comparable to ours. It has a much more complex governance structure than ours, however, requiring 11 pages of charts for a full depiction.

The ABC's governance, denominational structure, and services are not centralized like the UUA, and there are some features of their governance that have similarities to the proposals we are making. The

ABC's Regions are each covenanting bodies in their own right, each with an independent Board, staff, and funds reminiscent of the Universalist State Convention system. The Region Boards are derived from Election Districts which are comprised of delegates from local congregations. Local congregations are represented at the ABC's Biennial Meeting both through direct delegates to the Biennial and through their representatives elected through the Election Districts and the Region Boards. The ABC Biennial does not have as much policy-making authority as the UUA General Assembly.

The Biennial elects a President for the ABC, who presides over the Biennial and serves until the next one. The President also chairs the 209 member General Board of the ABC.

The Biennial and the Election Districts also elect a smaller delegate body called the "ABC Representatives." It is this body that elects the General Board. General Board members can only come from among the people designated as Representatives. The General Board of the ABC is the primary policy making body for the denomination.

The General Board appoints through a search process the General Secretary of the ABC, who is the "CEO" of their decentralized denominational structure. The General Secretary is seen as the leader of the denomination's bureaucracy and since the General Secretary is always a minister has a spiritual leadership role as well.

The General Secretary is accountable to the General Board, but it is a large body meeting only twice a year. Three Executive Councils with different sizes and functions do the work of the General Board, and provide the forums for interaction between the Autonomous Regions and National Boards, which are the program arms of the ABC.

Overall the ABC's top leadership is similar to our current President/Moderator system with the major difference being that their General Secretary (our President) is appointed/elected by their General Board after a search, rather than through a popular election.

The Evangelical Covenant Church of America.

The Evangelical Covenant Church of America is a Protestant denomination, with its origins in the state Lutheran Church of Sweden. This church describes itself as congregational in discipline and polity. With about 600 active churches, and about 750 active ministers, they are smaller than the UUA in congregations but comparable in the number of ministers.

The Evangelical Covenant Church has a stronger Presidency than the UUA. The President is elected by the Annual Meeting of delegates from the churches, for a four year term. A President may serve unlimited terms, however, until reaching age 70, when retirement is mandatory. The ECCA has had only seven presidents in the past century

of operation.

The President is the chief executive officer of the church, including the headquarters staff. The president chairs the Executive Board, which functions between annual meetings. It is a small board of only ten members, all elected at large. The Executive Board divides its work into three areas: Finance, personnel, and Stewardship, with the Board electing chairs of these areas from among its own members.

The President works with a cabinet of officers who head major departments. Some of these departments are actually autonomous organizations, with their leaders elected by the annual meeting. Some are nominated and elected by the Board, with the President having a strong hand in the nominating process. All in all, the ECCA displays the most centralized governance structure we reviewed, and the one with the strongest Presidency.

Christian Church (Disciples of Christ)

The governance of the Christian Church (Disciples of Christ) reflects many aspects of the three congregational polity traditions already described. The Disciples have a biennial General Assembly that is composed of delegates from congregations and from Regions. The Regions function autonomously and have significant responsibilities, including ordination and ministerial settlement.

The General Assembly elects a large General Board, which is the policy making Board of the church, comprised of members from regions and at-large individuals who were delegates to the previous General Assembly. This General Board meets annually. They in turn elect an Administrative Committee which meets at least twice annually, which is responsible for implementation of the policies of the programs of the General Board, and for long-range planning. The General Assembly elects a Moderator for a two year term. The Moderator chairs all three of the bodies described above. The Moderator is nominated by a Nominating Committee, and the terms are not limited.

The chief executive officer of the Christian Church (Disciples of Christ) is known as the General Minister and President, and is always a minister. The General Minister is nominated by the Administrative Committee through the General Board to the General Assembly, and all three bodies must confirm the nomination by a two thirds vote. In 1991 the Disciples General Assembly failed to confirm the nominee for President for the first time in their history. The Administrative Committee named a General Minister to serve until the next General Assembly as a result. Other than the process by which their General Minister is elected, and the decentralized leadership of their Regions and the administrative boards, the Disciples' governance looks similar to the current model followed by the UUA.

The United Church of Canada

We reviewed written material received from the United Church of Canada, a merged denomination with Presbyterian, Methodist, and Congregational Church traditions involved. Their system is similar to the Presbyterian Church USA, since their dominant members were from the Wesleyan and Calvinist traditions. Although not a congregational polity denomination, Canadian Unitarians in our surveys and meetings have often referred to the governance of the United Church of Canada with admiration, and have based some of their support for changes in our own governance system on what they see in the United Church.

The United Church is Canada's major liberal Protestant denomination, with approximately one million members in 2500 congregations. Local congregations are organized into 99 Presbyteries, which in turn are organized into 13 Conferences, each with its own executive secretary and administrative staff. It is the Conference that elects delegates to the General Council, which meets biennially. An Executive and sub-Executive govern between meetings of the General Council, and policy is implemented through a full-time staff organized into five administrative divisions.

The Moderator of the United Church of Canada is the senior elected officer of the denomination, and is elected by the General Council "to bring inspiration, vision, and wisdom to the whole church" during a two year term, which may be served full or part time. The position is salaried and is given a full time support person. The Moderator presides over the meetings of the Executive and sub-Executive, and is expected to visit each of the conferences in the country during the term. The Moderator may be a minister or a layperson.

The General Secretary of the General Council Office is the senior staff officer for the United Church of Christ and is hired by the General Council through a search process. Formal theological training is preferred for this position but not required. An Executive Committee elected by the General Council functions like our Board of Trustees between General Council Meetings.

The United Church of Christ

The United Church of Christ is a merger of the Congregational and the Evangelical & Reformed denominations. Although it is a denomination many times bigger than the UUA, their commitment to congregational polity is similar to ours. Indeed, many of our New England churches share a common "ancestor" church with their UCC neighbor.

The UCC's governance structure is less centralized than ours. The denomination is organized into conferences, and it is the conferences, not the congregations, that send delegates to their General Synod. The General Synod elects its own Moderator who has two

assistants. The General Synod also elects the three top officers of the UCC: a President, a Secretary, and a Director of Finances. These officers are independent of each other, with their own accountability to the General Synod. They do not report to the President. The President is seen as the spiritual leader, and the leader of the General Synod, responsible for implementing their policies and directions. The President hires an Executive Associate responsible for staff leadership and management.

Many of the program areas of the UCC are organized with their own Boards of Directors and executive staff members. These boards are accountable to the General Synod, not to the President. In two important areas, then, the authority of the President of the UCC is different from the President of the UUA: in financial management, and in the direction of major program areas.

Summary:

We can see from the research above that the larger the denomination, the less centralized is the governance structure. Regions have greater autonomy and responsibility for programs and services in other denominations, especially in those that are larger than the UUA. The UUA appears to have the most highly centralized governance system of the congregational polity churches we studied. A congregational polity system does not necessarily correlate with a strong "CEO" type presidency, or with a division of spiritual leadership from executive roles. The Southern Baptists have the clearest ideology behind their governance structure, one that suggests congregational polity demands multiple power centers. Other congregational polity faiths seem to structure their governance more as a result of their history, their theory of democracy, or just as a matter of preference, rather than on a strong ideology of what congregational polity demands.

APPENDIX E: THE GOVERNANCE OF NON-PROFIT AND PUBLIC INSTITUTIONS

The Commission on Governance studied non-profit and public organizations to see whether there was any particular model of governance in widespread use. The terms "non-profit" and "public" are attached to organizations with some very different purposes. We looked at several service-oriented non-profits, some political action organizations, some governmental boards and bodies, and some professional associations. We found a wide variety of governance models. We also found that these organizations all had a sense of uniqueness about their governance structure, seeing it as evolving out of their history and suited to their particular style and purposes.

Service Oriented Non Profits

Under this category we considered organizations like the American Red Cross and the American Cancer Society. Although these two examples are membership organizations, organized into chapters, they lack any national assembly of delegates from these chapters. Leaders for these organizations are therefore not elected by a grass roots representative body but by the Board. The Boards of such organizations do the work of governance themselves. Often they elect their chairs internally.

An Executive Director is usually hired by the Board and given considerable authority to manage the organization.

Political Action Organizations

Under this category we considered organizations like the NAACP and Planned Parenthood. While the NAACP has a structure for individual membership, there is no electoral process by which the members choose a leader who will be the chief executive. Although there are NAACP state and national conventions, with their chapter structure sending delegates, the highly public search during 1993 for a successor to Benjamin Hooks was a Board search, not one involving any general election.

The search for a new Executive Director of Planned Parenthood was conducted by a Board search committee as well. Although Planned Parenthood has extensive fund-raising that urges annual "renewals", there is no membership structure, the Board is self-appointing, and the Executive Director is given broad powers to run the organization.

We found this pattern to be typical in political action organizations, and very similar to what we found in the service organizations.

Governmental Boards and Bodies

When we looked at governmental board and bodies we started to find structures that were more similar to what we currently have in the UUA. Government boards often have a significant degree of accountability to legislative bodies that appointed them, and through

those bodies to electorates. Many government structures have chief executive officers that come to an office by popular election. A common example is a city governance structure that has a mayor who is popularly elected as the city council's chair, and who in different cities can have a variety of relationships with the "city manager" role, often embodied in a staff person appointed by the council. These relationships can range from a ceremonial mayor serving on a council that relates directly to the city manager, to a mayor who is the city manager's boss and plays a strong role in day to day city government, to a mayor who is the city manager.

It is clear that popular election of a top leader changes a governance structure significantly. When this element is missing from a governance structure, as in the two categories previously considered, the possibilities for a clear Board/CEO relationship are greater. A sample of government boards and bodies where there are popular elections will reveal a diversity of preferred governance models. The "balance of powers" model in the federal government is sometimes used as the inspiration for state and local governments that want to elect their chief executive officer and still want to have a board/council structure that is significantly empowered to be more than a rubber stamp.

Professional Associations

It was when we looked at professional associations that we found models of governance similar to what the COG has recommended for the UUA. Some of the parallels to the UUA we found in these kinds of organizations included:

- numbers of individual members.
- local and regional structures that send members to conventions.
- popular elections for leading officers.
- a sense of identity and a homogeneity of concerns within their professions that are reminiscent structurally of the identity and concerns of a church organization like the UUA.

There were two professional associations we looked at in particular. The American Psychological Association is a membership organization with approximately 120,000 psychologists in various membership categories (state affiliates, division affiliates, and individuals). The Association's chief function is to serve its members in the areas of research support, professional /licensing/ certification issues, scientific and professional publications, public policy, and educational affairs.

The governance structure of the APA consists of an elected President, an Executive Director hired by a Board of Directors, a Council of Representatives (similar to the UUA General Assembly), and a series of Boards and Committees. The APA staff is managed by the Executive Director. The president is a volunteer with a sizeable stipend, whose major function is to chair the Board of Directors, the

Council of Representatives, and to represent the Association to the Public. The programs of the APA are managed by staff in collaboration with boards and committees. The Executive Director conducts the business of the Association under the guidance of the Board and the Council of Representatives.

The American Nurses Association is a membership organization of professional and practitioner nurses. ANA has a federated structure in which state organizations are autonomous units that rely on the central office for services in the areas of nursing education, nursing service, and nursing practice.

The governance of the ANA consists of a House of Delegates, a Board of Directors, an elected President, and an executive director hired by the Board. The president is a salaried position but does not manage the central office staff. This function is performed by the executive director. Furthermore, the governance structure includes congresses, commissions, institutes, councils, and other miscellaneous bodies through which the membership participates in the programming and business of the Association.

The governance model of the American Nurses Association mirrors the proposal of the Commission on Governance regarding the key leadership positions. The president is a visionary, "spiritual" leader, and the chief executive officer manages the central office staff, implementing the program directives of the Board of which the president is a member,

Conclusions

In their early years, many of the voluntary associations founded in the 18th and 19th centuries in the U.S. and Canada adopted legislative models for their governance, electing a president and a representative board. In the 20th century, models from profit-making corporations have become more widespread in non-profit voluntary associations. Although the popular image of government bodies is one of ineffectiveness, examples of effective governance can be found in business, non-profits, and government bodies. There is nothing magic about the board-CEO model so widespread in business.

John Carver, an advocate for clear, strong, and empowered boards, whose writings were influential on the COG, argues that:

Each organization likes to feel it is different, as each has its own history and personality. Even so, boards would do well to resist focusing prematurely on their peculiarities, and look first to generic principles of strategic leadership in governance..

"Governance is governance is governance" may not be the whole truth, but it is not a bad place to start. Special circumstances do matter, but to deal with them effectively, a board must have a sound footing in the basics. (Carver, 1991, p. 213)

What we learned from our study of non-profits and public organizations was that we could find models such as we have recommended in this report functioning well in other organizations of comparable size, and this was encouraging to us. However, we did not find any single example in another organization to hold up for us to emulate, and we were not greatly influenced towards our recommendations by what we found in looking at other organizations, either religious or secular.

APPENDIX F: UUA COMMISSION ON GOVERNANCE
BUDGET HISTORY

<u>1990-91</u>			
Travel, meetings, etc.	\$9,997		
Printing	299		
Postage	<u>153</u>		
Total			\$10,499
 <u>1991-92</u>			
Travel, meetings, etc.	\$18,794		
Printing	210		
Postage	<u>165</u>		
Total			\$19,169
 <u>1992-93 (Estimate)</u>			
Travel, meetings, etc.	\$18,200		
Printing	2,200		
Postage	<u>900</u>		
Total			<u>\$21,300</u>
 3 Year Total Estimated Expenses			 \$50,968

APPENDIX G - REFERENCES AND SELECTED READING LIST

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