

# Board of Trustees

**MEETING: March 10 and 11, 2023 (all times Eastern)**

Pursuant to notice duly given, this meeting of the Board of Trustees of the Unitarian Universalist Association was held via Zoom conferencing.

**MEMBERS PRESENT:** Kathy Burek, Chris Chepel (Co-Financial Advisor), Barbara de Leeuw, Charles Du Mond (Co-Moderator), Suzanne Fast, Susan Frederick-Gray (President), Sherman Logan, Elizabeth Mount, John B. Newhall, JeKaren Olaoya, Meg Riley (Co-Moderator), Adam Robersmith, Justine Sullivan, David Stewart (Co-Financial Advisor), Sam Trumbore, Bill Young (Secretary)

## Meeting Minutes

**FRIDAY, MARCH 10**

**ADDITIONAL PARTICIPANTS:** Carey McDonald (Recording Secretary & Executive Vice President), Andrew McGeorge (Treasurer), Stephanie Carey Maron, LaTonya Richardson, Marcus Fogliano, Sofia Betancourt, Chris Buice (chaplain)

**Observers - 15**

### Meeting Notes

Co-Moderator Charles Du Mond started the meeting at 11:00 am, and JeKaren Olaoya offered an opening reading. Trustees read through the Board covenant.

### **Consent Agenda**

The Board unanimously approved the consent agenda, which included the February meeting minutes.

### **Staff Reports**

#### *Budget Process and Travel*

President Susan Frederick-Gray gave an update on the recently completed budget planning week with UUA staff. She described the annual process through the Staff Group Directors' Council of meeting with each staff group director and their budget managers, and asking each staff team about their most important investments for justice, equity, and belonging. She reviewed the overall landscape of the UUA's \$31m operating budget, including the \$4.7 million spend each year on grants and scholarships. Expenses continue to rise faster than incomes, which creates an annual budget gap that must be resolved through budget week discussion. She noted the overall goals of retaining staff positions and making cost of living adjustments in the face of inflation. Staff are also trying to keep travel budgets lower than pre-pandemic norms despite increasing travel costs, and make one-time investments in information technology to support a digital-first workplace.



She also shared about the upcoming UUA Homecoming event focused on building collegial relationships among UUA staff. The gathering will bring together all staff who want to be present in Boston to celebrate and connect.

### *Article II Support*

President Frederick-Gray outlined staff work on communications and engagement around the Article II proposal. This included updated webpages on UUA.org; ongoing communications through UUA social media, email lists and UU World; a new Facebook group for religious professionals to engage with one another about the proposal; a Frequently Asked Questions document in development; and the hiring of an outreach consultant to support congregational engagement. He noted that UUA staff are working closely with Trustees and members of the Article II Study Commission to direct this communications and outreach approaches, to ensure delegates arrive at General Assembly ready to engage with the proposal.

### *Gender and Reproductive Justice*

Executive Vice President Carey McDonald summarized work across multiple staff teams to support gender and reproductive justice, especially in states where these rights are under attack. This included:

- Organizing in partnership with UU state action networks, and community and movement partner groups.
- Supporting national legal actions through public statements and amicus curiae briefs, including being the primary author on a brief to protect gender affirming care for children in Alabama.
- Increased guidance, training, and support for facilitators of Our Whole Lives lifespan sexuality education curricula
- Offering toolkits, trainings, webinars, and resources on reproductive justice and advocating for Trans rights
- Outreach to directly impacted religious professionals, and especially to congregations in the Southern Region
- Expansion of UUA Health Plan coverage to include an out-of-state travel benefit
- Publishing the book “Authentic Selves” on stories of Trans/non-binary families, available in May 2023
- Pastoral messages from the UUA and Side With Love channels

Discussion with Trustees noted the interconnected antagonism against a multiracial democracy on multiple fronts. They reviewed ways that UUs have helped shift culture around LGBTQ and reproductive rights for generations, including through marriage equality court cases, and getting large companies to protect same-sex partnerships and gender identity and expression through shareholder advocacy with the UU Common Endowment Fund. They pointed out the enormous need and opportunity to live into our faith’s calling in this moment to affirm the gender equity, in a time of incredible struggle across the country.



## *Regional and National Gatherings*

EVP McDonald shared a presentation from UUA staff on options for regional and national gatherings. Recognizing the Board's intent to consider an all-virtual General Assembly 2024, he offered three different conceptual approaches to additional UUA events and gatherings throughout the year. These would be planned and led by UUA staff, with the potential to link engagement to themes, topics, and business items for General Assembly (GA) 2024 though they would be held at different times.

- Option A – concurrent (or spread out) larger regional assemblies; some livestreamed programs and some local content, with worship and connection
- Option B – distributed gatherings at congregations, also concurrent; majority livestreamed programs and local content, with worship and connection
- Option C – multiplatform mission-focused events throughout the year, all GA business preparation is online

Discussion with trustees raised the following points. Rev. Dr. Sofía Betancourt was also invited to contribute.

- Important to link to the ways we spend money and resources. What's the budget impact of these options? In general, would seek to have events pay for themselves.
- Budget impact will be important to consider, as production costs for virtual events have gone up quickly in the past few years. Events may pay for the venue costs through registration, though the cost of staff time and all attendee travel are separate.
- If the current schedule holds and GA 2024 will have a proposal for rewritten UUA bylaws, then there will be need and opportunity for lots of engagement with GA business in the spring of 2024.
- The GA planning process is focused on improving multi-platform GA this year, so it seems difficult to plan for 3-5 equally inclusive multi-platform regional assemblies. It could also be possible to consider live-only and online-only larger events, though that runs counter to most current UUA event practices.
- Capacity of staff and volunteers is a concern, especially to manage "assembly" style events with multiple components and constituencies.
- There was a strong interest in mission-focused events throughout the year, which have a track record of success (e.g. New Day Rising). They hold more appeal for attendees, especially those from marginalized communities. These events could also be opportunities to engage conversations on GA business or governance, if planned well.
- Regional opportunities and events are useful for build lay leadership pathways, meeting needs of congregational leaders for connections and skill building, and developing relationship with the UUA, regardless of the topic or structure of the event.



- Equity considerations should be front and center. Historically, district assemblies were often not welcoming spaces for BIPOC UUs and other from historically marginalized communities. Regional assemblies would need to have a lot of infrastructure (e.g. chaplains, Care & Covenant team, etc.) to be welcoming to all.
- It is important to ask how faith formation opportunities are impacted by virtual events, and the value of in-person connection. Could be valuable to ask about the impact of the UU Ministers' Association "watch party" approach to the 2022 Institute.

The meeting took a break from 1:00 – 2:00 pm

### **Virtual GA 2024**

GA and Conference Services Director LaTonya Richardson presented the proposal for an all-virtual General Assembly 2024. She noted the strong attendance at the 2020 and 2021 virtual GAs, the value of continuing virtual GA for accessibility, and the positive response which GA stakeholder groups had shared about the proposal. In conversation with the GA Advisory Council, she said that an initial schedule would be shorter than previous years, with a focus on Saturday and Sunday programming and smaller blocks of time on a Thursday and Friday. This would address the feedback from previous virtual GA post-event attendee surveys that a fully five-day virtual event was too long.

The approval request from the Board was to approve:

- 1) GA 2024 be an all-virtual event
- 2) Dates for virtual GA 2024, which were for a shorter event than years past

Discussion with trustees raised the following points. Rev. Dr. Sofia Betancourt was also invited to contribute.

- There was general agreement on the goal of getting into an alternating pattern of multiplatform and all virtual GAs every other year, which would free up much-needed capacity for staff, volunteers and stakeholder groups.
- The Board could explore making the GA business meeting always virtual, with no in-person component, since an all-virtual meeting may be the most clear and accessible.
- Rev. Dr. Betancourt shared her excitement about an every-other-year virtual GA, but the concern that virtual GA 2024 would make it harder for UUs to connect with the incoming president in the first year. She noted the importance of creating other opportunities for people to connect with the president if virtual GA moves forward.
- Trustees requested an option for Zoom rooms for virtual attendees to watch virtual GA featured content (e.g. worship services, General Session) in smaller groups to build connection.
- It may be complicated to finish a vote on the Rules of Procedure on a shortened schedule, since this has typically happened the day before business discussions and voting on other agenda items begin.



## General Assembly 2023

Trustees reviewed the most recent General Sessions agenda, and the schedule for pre-GA webinars.

### *Bylaw rules*

They discussed the proposed change to Bylaw Rule 4.18.5 and draft of new Rule 15.1.1, which address the general amendment and Article II amendment processes for GA. They noted that the rules create the ability to pre-accept amendments ahead of the GA mini-assembly, and that they limit proposed amendments to one per delegate to ensure no individual has an inordinate influence on the process. They clarified that the Board can only accept amendments to business items it has proposed.

### *Mini-Assemblies*

The Article II Mini-Assembly was confirmed to be at 12:30 pm ET on Thursday, June 22 during GA. It will be an all-virtual meeting.

The Board agreed to plan for two mini-assemblies prior to GA for other business items: one for the business resolution submitted by petition, and one for the rules of procedure. Reviewed proposal schedule for pre-GA webinars .

The meeting took a break from 3:30 – 3:40 pm

## Commission on Social Witness

Co-Moderator Du Mond said that the Nominating and Appointments would have members for the Commission on Social Witness (CSW), which is currently down to a single member.

John Newhall, as Board liaison to the CSW, said the CSW will continue with a similar process to last year for Actions of Immediate Witness (AIWs). This involves a poll to narrow submissions down to three which can be admitted to the final agenda. The CSW will also likely use a form to allow delegates to submit AIWs.

## General Session Tech and Production

The Moderation Team (ModSquad) planned to schedule a meeting with the GA Tech Production Team, to plan for their ability to participate and lead meetings virtually as well as onsite.

Trustees discussed the possibilities for providing smaller Zoom rooms for virtual GA participants to watch General Session together. Discussion included the following points:

- Rooms could be organized in different ways, e.g. some would be identity based, some role-based, etc.
- Rooms could be drop-in, which is easier to organize and participate in. Or they could be the same group of people meeting over the course of GA, which is logistically more difficult but could provide for richer connection.
- This could require many more Zoom licenses, need to check in on how many are currently held by the UUA. Hosting 20 rooms is much more



feasible easier than 100, recognizing the more rooms then the smaller they could be.

- Rooms will need chat monitors or facilitators, perhaps the UUA could reach out to professional groups or other leaders for recruitment.
- Are there ways to invite attendees to form their own pods, e.g. group texts, or other ways to self-organize?
- Scheduling more virtual fun opportunities could be another way to connect, recognizing that different people want to connect online in different ways
- Overall, hope to try at least a number of smaller breakout groups for general sessions, recognizing the need to be flexible in format and structure since it will be a new option for attendees.

GACS Director LaTonya Richardson shared that the UUA is working on plan for a venue agreement with a convention center for a multiplatform General Assembly 2025.

Ended meeting at 4:25 pm

### **SATURDAY, MARCH 11**

**ADDITIONAL PARTICIPANTS:** Carey McDonald (Recording Secretary & Executive Vice President), Andrew McGeorge (Treasurer), Stephanie Carey Maron, LaTonya Richardson, Sofia Betancourt, Chris Buice and Danielle Di Bona (chaplains)

**Observers - 10**

#### **Meeting Notes**

The meeting began at 11:00 am.

#### **Moderator Search Committee**

Trustees reviewed the upcoming need to appoint a Moderator Search Committee, in preparation for the scheduled 2025 Moderator election. They noted that the role of the moderator has been under discussion in the Bylaw Deep Divers group, which could impact the future search timeline.

#### *Role of Moderator*

Trustees discussed the considerations for possibly changing the role fo the moderator, including the following points:

- The Board has been working to share the work of moderator at GA over time. This included creating the Mod Squad and rotating the role of moderating business discussions and voting, to avoid having that high-profile and high-pressure role be concentrated on any single person.
- In the past few years, the Board on considered the possibility of a multi-stage moderator role, e.g. serving as vice moderator/moderator elect before then taking on the role of moderator. This would allow someone to



prepare for the role which would make it more accessible, and would allow the term of the moderator to be shorter. Additionally, the moderator might be elected from among the trustees rather than separately elected. Trustees were generally interested in exploring these possibilities.

- The UUA's current governance model is unique, combining elements of a non-profit board, an elected local government or New England-style town meeting, and a ministerial search process. This makes it hard to find model for organizing governance conversations and practices. The previous usage of Carver™-style policy governance assumed the Board oversees the executive, but the UUA separately elects the President, Board and Moderator.
- Before the terms were shortened, the president and moderator ran in same year. This felt like they were running as a team. Now, with staggered elections, they feel less connected, and it constantly feel like the UUA is in search for a new leader.
- Having an effective, aligned board is requires deep, long-term work to hold the vision and aspiration for the future. The Board can have the most impact on longer time horizons, rather than getting caught up in the day-to-day concerns of the Association, which is more the work of UUA staff.

The Bylaws Deep Diver group agreed to take this conversation back to consider in their process.

### **Voting**

Suzanne Fast moved, Kathy Burek seconded, and the Board unanimously approved the following motion:

*Moved: General Assembly 2024 be online*

Kathy Burek moved, Justine Sullivan seconded, and the Board approved the following motion with two Trustees opposed:

*Moved: General Assembly 2024 be held June 20-23, 2024.*

In discussion about the vote, trustees said they would have liked to receive more information about the proposed program and schedule prior to the vote.

Suzanne Fast moved, John Newhall seconded, and the Board unanimously approved the following motion:

*Motion: Adopt proposed revisions to Rule 4.18.5, and proposed new rule 15.1.1 [Attachment]*

In discussion, Trustees noted that the Board could choose to combine amendments together for delegate voting, which can be clarified in the Rules of Procedure.

The meeting took a break at 12:35 pm, and returned at 2:00 in Executive Session for the purpose of discussing appointments and other sensitive Association business.



## EXECUTIVE SESSION

The following appointments were later reported:

- Todd Hess was appointed to the Employee Benefits Trust (UUA Health Plan) Board
- Ed Proulx was appointed to the Retirement Committee

Additionally, the Governance Working Group agreed to discuss the timeline for appointing the next Moderator Search Committee at a future Board meeting.

The meeting ended at 5:15 pm.

Respectfully submitted,

/s/ Carey McDonald

Recording Secretary



## Attachment – Proposed Bylaw Rule Changes

### Rule 4.18.5. Amendments to Business Agenda Items on the Final Agenda

*[Proposed new text is underlined, text to be removed is ~~struck through~~.]*

This rule defines the process for amending items on the General Assembly final agenda under Section 4.14. This rule does not address any proposed changes to Article II under Section C-15.1(c).

- (a) Delegates may submit amendments to any item which is scheduled for a vote on the General Assembly final agenda. Proposed amendments are due to the Secretary by the deadline published in the agenda, which shall be at least fourteen (14) days before the start of General Assembly. ~~after the Board of Trustees has published the final agenda; amendments~~ Amendments received after ~~that date~~ the published deadline will not be considered. The Secretary will also determine the format for amendments to be submitted, and include a description of this format ~~will be included~~ in the final agenda. Each delegate may submit up to three amendments in total for all business items. Amendments will be considered by mini-assemblies according to this rule. Amendments must meet the following standards to be considered:
  - (1) They must address the same topic and goal as the item they are amending;
  - (2) They cannot reverse or invalidate the item;
  - (3) They must match the structure of the UUA Bylaws and Rules;and
  - (4) They cannot conflict with other rules, bylaws, or adopted statements.
- (b) The Moderator will review all submitted amendments to determine whether they meet the standards in this rule. If so, they will be considered at a business amendment mini-assembly. The Board of Trustees will promptly post all the amendments that will be considered.
- (c) The Board of Trustees will host one or more online business amendment mini-assemblies to discuss and vote on proposed amendments. These mini-assemblies must be held at least ten days before the start of General Assembly, and be open to all delegates. If an amendment receives sufficient delegate support, it may be considered on the General Assembly final agenda. That support will be determined by the following process:
  - (1) Delegates will use an online poll to vote on whether to add a proposed amendment to the General Assembly final agenda.
  - (2) Proposed amendments that receive support from at least 33% of delegates voting in the mini-assembly will be added to the General Assembly final agenda. This support is based on the total number of delegates who vote for or against the proposed amendment, and does not include abstentions.



- (d) Regardless of the level of support in the mini-assembly online poll, the Board of Trustees may choose to incorporate any proposed amendment into the final agenda for items it has submitted.
- (e) The Board of Trustees must publish the final language for all items on the final agenda at least seven days before the start of the General Assembly. This will include any proposed amendments that received sufficient support at a business amendment mini-assembly, unless the amendment is withdrawn by the initial delegate who submitted it. The Board of Trustees may also include any additional amendments it proposes.

### **New Proposed Rule on Article II Amendments**

[Proposed] Rule 15.1.1

This rule defines the process for amending a proposal for changes to Article II made by a study commission under Section C-15.1(c).

- (a) Each delegate may submit only one amendment to the proposal for consideration at the first General Assembly after the study process is complete, under Section C-15.1(c)(3). The Secretary will determine the format in which amendments can be submitted. The Secretary may also allow delegates to pre-submit amendments to be considered at the mini-assembly required under 15.1(c)(3)(i). Amendments must meet the following standards to be considered:
  - (1) They must only apply to a single section of the Article II proposal;
  - (2) They must match the structure of the UUA Bylaws and Rules;
  - and
  - (3) They cannot conflict with other rules, bylaws, or adopted statements.

The final agenda will include a description of the format and requirements for delegates to submit amendments.
- (b) The mini-assembly during General Assembly required under 15.1(c)(3)(i) will be organized by the Moderator to offer opportunities to present and discuss amendments. The Moderator may use this discussion to assist in prioritizing amendments, but no vote will be required during the mini-assembly.
- (c) Each amendment submitted by congregational petition under Section C-15.1(c)(4) must have a primary congregational sponsor. Each congregation may only be the primary sponsor of one amendment to the proposal. The Secretary will determine the format in which amendments by congregational petition can be submitted. Amendments must meet the following standards to be considered:



- (1) They must only apply to a single section of the Article II proposal;
  - (2) They must match the structure of the UUA Bylaws and Rules;
  - and
  - (3) They cannot conflict with other rules, bylaws, or adopted statements.
- (d) The Moderator will review all submitted amendments to determine whether they meet the standards in this rule. All submitted amendments which meet these standards will be publicly posted.

