

UUA Board of Trustees  
October 17-21, 2013

**MINUTES**  
**BOARD OF TRUSTEES**  
**UNITARIAN UNIVERSALIST ASSOCIATION**

October 17-21, 2013

Pursuant to notice duly given, a meeting of the Board of Trustees of the Unitarian Universalist Association was held on Thursday through Sunday, October 17-21, 2013 at 25 Beacon Street, Boston, Massachusetts.

**MEMBERS**

**PRESENT:** Averett, Eller-Isaacs, Grubbs, Harrison, Key, Ladd, Morales, Phinney, Sallwasser, Sharp, Snell, Stewart, and Weaver.

**MEMBERS**

**ABSENT:** Ritchie.

**ALSO**

**PRESENT:** Brennan, Cooley, Dodd, Limpert, and observers.

Jim Key, Moderator, called the meeting to order at 1:31 PM on Thursday, October 17, 2013. The new board covenant, created in the morning as part of the board retreat, was read in unison:

**BOARD COVENANT:**

***We promise to:***

*Show up with our best selves, intent on listening with openness and willingness to the voices in the room and those that are not.*

*Speak with an authentic voice, grounded in our lived experience, mindful of differing cultural interpretations and realities that are present.*

*Honor our duty to do the work of the board and to place anti-racism, anti-oppression, and multicultural accountability at the center of that work.*

*Recognize that each of us is fully human, with hurts and vulnerability, and the need to laugh and sing!*

UUA Board of Trustees  
October 17-21, 2013

Visitors were welcomed and introductions took place.

Phinney moved and Stewart seconded to approve the agenda, including the consent agenda.

### **BOARD CALENDAR DEVELOPMENT**

Donna Harrison led a process to develop a board calendar and invited people to send her additions each night. She reminded everyone that policy 3.5.2 requires agendas be developed 24 months out. The 24-month agenda will be made easily available to everyone. It was agreed that monthly telephone conference calls would be scheduled the third Thursday each month, but that many would be cancelled if no business was essential.

### **BOARD RELATIONS WITH COMMITTEES**

Sam Trombone of Open UUA presented a report that included numerous suggestions. Harrison suggested a follow-up conversation in April, 2014.

It was agreed that all board committees would be asked to submit a report to the board partly as a way of determining whether they are doing means work or ends work. Board members were given an opportunity to sign up to work with one or another group.

### **PROCESS OBSERVATION AND RECESS**

All board members participated in process observation sang together, and the meeting was called into recess at 4:52 PM.

Jim Key, Moderator, called the meeting to order at 9:00 AM on Friday, October 18, 2013. Sallwasser read opening words by Margaret Bowens Wheatley. The new board covenant was read in unison, observers were welcomed, and introductions took place.

### **REPORT OF THE FINANCE COMMITTEE**

M (Sarah Stewart) and S (Lew Phinney) (with Larry Ladd recusing himself from the conversation and vote) and motion passed to authorize Jim Key to sign and send on behalf of the UUA Board of Trustees the following letter:

UUA Board of Trustees  
October 17-21, 2013

[UUA LETTERHEAD]

October \_\_\_\_, 2013

Board of Directors  
Liberal Religious Charitable Society, Inc.

Attn: Robert P. Adelman, President and Board Chair

Re: Dissolution of LRCS and Request for Indemnification

Dear Bob:

We understand that the Liberal Religious Charitable Society, Inc. (“LRCS”), a supporting organization of the Unitarian Universalist Association (the “UUA”), recently voted to dissolve effective as of September 30, 2013, and to distribute all of its assets on an unrestricted basis to the UUA. In connection with that vote, we understand that some of the members of the Board of Directors of LRCS had expressed their interest in asking the UUA to set aside a portion of the assets LRCS is distributing to the UUA for support of Unitarian Universalist theological education, and that the UUA indemnify individual LRCS Board members for any losses they incur as a result of LRCS’ transfer of all of its assets to the UUA. The UUA is willing to provide an indemnification on the terms set forth herein.

The UUA expects that LRCS will pay, and understands that LRCS intends to pay, all of its known creditors in full before transferring its assets to the UUA. The UUA understands further that, as LRCS reports that it is transferring its assets to the UUA on an unrestricted basis, none of its assets are subject to any donor restrictions. Accordingly, the UUA hereby agrees to indemnify and hold harmless the individual members of the Board of Directors and each of the officers of LRCS, up to a maximum of the dollar amount of the assets LRCS transfers to the UUA, for any losses, damages, claims and expenses (including, any reasonable attorneys’ fees) any or all of them incur as a result of, or arising from, (i) LRCS transferring its assets to the UUA in connection with the dissolution or (ii) any action taken or omitted to be taken by the members of the Board of Directors or the officers of LRCS in connection with such dissolution or asset transfer ; provided, however, that such indemnification shall not apply to actions brought against such persons by known creditors of LRCS to recover amounts those creditors claim to be owed as long as the amount being claimed by such known creditors was not disputed and was known to such persons.

UUA Board of Trustees  
October 17-21, 2013

The UUA is grateful for LRCS support of the UUA over the many years, and for the support and hard work Bob Adelman and other members of its Board have provided.

Very truly yours,

James Key, as Moderator and Board Chair and not individually

### **FINANCIAL ADVISORS REPORT**

Larry Ladd presented the Financial Advisors Report.

### **TREASURERS REPORT**

Tim Brennan presented the Treasurers Report.

### **COMPREHENSIVE CAMPAIGN REPORT**

Terry Sweetser presented information about the Comprehensive Campaign that is in the planning stages.

### **BOARD ARAOMC AGENDA PLANNING**

Grubbs, Sharp and Sallwasser presented.

### **POLICY GOVERNANCE, ENDS & STRATEGY**

Eric Craymer, the consultant hired by the administration and board to assist with Policy Governance monitoring report efforts, led a conversation about how to move forward.

### **PRESIDENTS REPORT**

President Peter Morales presented the Presidents Report.

### **PROCESS OBSERVATION AND RECESS**

UUA Board of Trustees  
October 17-21, 2013

All board members participated in process observation and the meeting was called into recess at 3:20 PM. to attend a reception at the newly renovated offices of the Unitarian Universalist Service Committee in Cambridge, MA.

Jim Key, Moderator, called the meeting to order at 9:00 AM on Saturday, October 19, 2013. Morales offered reflections on the topic of trust. Visitors were welcomed, introductions took place, the agenda was reviewed by Key, and the meeting began.

Board members were invited to think about what workshops the board might want to propose on the GA 2014 theme of *Love Reaches Out*.

### **MODERATOR'S REPORT**

Moderator Jim Key presented his report, and invited Kevin Bolton to provide a summary of the recent Southern Region gathering.

### **VICE MODERATOR'S REPORT**

Vice Moderator Donna Harrison presented her report, and invited Jan Sneegas to speak regarding General Assembly.

### **SECRETARY'S REPORT**

Vice Moderator Donna Harrison presented the secretary's report in Susan Ritchie's absence.

### **TRANSFORMING GOVERNANCE REPORT**

Donna Harrison and Harlan Limpert reported on what was learned from the conversation at the last General Assembly about possible alternative visions for GA.

### **EXECUTIVE SESSION**

The board moved into executive session for the purpose of discussing confidential legal and financial information regarding the sale of the Beacon Hill properties.

### **GOVERNANCE CONVERSATION**

UUA Board of Trustees  
October 17-21, 2013

Eller-Isaacs, Phinney and Averett led the board in a discussion of governance.

**LINKAGE CONVERSATION**

Weaver and Snell present a report on linkage.

**BOARD SELF-EVALUATION**

Key and Harrison led a discussion on the topic of board self-evaluation.

**PROCESS OBSERVATION AND RECESS**

All board members participated in process observation and the meeting was called into recess at 5:50 PM.

Jim Key, Moderator, called the meeting to order at 8:30 AM on Sunday, October 20, 2013. Observers were welcomed, and introductions took place.

Various motions were presented and voted upon:

M (Harrison), S, and (Weaver)

VOTED AND PASSED: That the following congregational name changes be recorded in our records:

Formerly: Unitarian Universalist Church (Fullerton, CA)  
Now Known As: Unitarian Universalist Congregation

Formerly: Unitarian Universalist Society of Black Hawk County (Cedar Falls, IA)  
Now Known As: Cedar Valley Unitarian Universalist

Formerly: Unitarian Universalist Congregation of Woodstock (McHenry, IL)  
Now Known As: Tree of Life Unitarian Universalist Congregation

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M (Harrison), S, and (Stewart)

UUA Board of Trustees  
October 17-21, 2013

VOTED AND PASSED: That the Original Blessing congregation in Brooklyn, NY be accepted into congregational membership with the Unitarian Universalist Association as a member congregation.

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M (Harrison), S, and (Sallwasser)

VOTED AND PASSED: That we hold GA 2017 in New Orleans LA.

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M (Harrison), S, and (Phinney)

VOTED AND PASSED: That we approve the proposed fees for GA 2014 as submitted from the General Assembly Planning Committee.

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M (Phinney), S, and (Harrison)

VOTED AND PASSED: That we accept the following monitoring reports as written: 2.7.4; 2.7.4.4; 2.7.4.5; 2.7.5; 2.7.6.

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M (Harrison), S, and (Phinney)

VOTED AND PASSED: Move to modify Appendix 3.1, Annual Board Calendar, to read as follows:

#### Appendix 3.1

- January:
  - Ends Monitoring Discussion
  - Prepare Tentative GA Agenda
  - Appoint Committee for Distinguished Service Award
- April
  - Finalize GA Agenda
  - Operating & Capital Budgets presented to Board
  - Board adopts budget for presentation at
  - Assign Trustee roles at GA
  - Select recipient of Distinguished Service Award
- June
  - Board statements in support of proposed bylaws changes or business resolutions presented and reviewed

UUA Board of Trustees  
October 17-21, 2013

- October
  - Kick off Retreat
- November
  - Receive & Review Audit

In addition, Monitoring Reports will be reviewed according the schedule in Appendix 2.1, the annual monitoring schedule.

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M (Harrison), S, and (Averett)

VOTED AND PASSED: That the annual monitoring schedule (Appendix 3.2 of the Policy Manual) be changed so that it is expressed in calendar years rather than fiscal years by removing the “FY” notation from the schedule but leaving the years intact. In making these changes, the vice moderator will work with the staff to assure that reports that were received in the last 12 months and are on a multi-year review cycle are not inadvertently scheduled for review over the coming 12 months.

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M (Sallwasser), S, and (Weaver)

VOTED AND PASSED: That board members must act in accordance with our covenant with each other.

*We promise to:*

*Show up with our best selves, intent on listening with openness and willingness to the voices in the room and those that are not.*

*Speak with an authentic voice, grounded in our lived experience, mindful of differing cultural interpretations and realities that are present.*

*Honor our duty to do the work of the board and to place anti-racism, anti-oppression, and multicultural accountability at the center of that work.*

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This covenant shall be read at the beginning of each board meeting.

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UUA Board of Trustees  
October 17-21, 2013

M (Eller-Isaacs), S, and (Sallwasser)

VOTED AND PASSED: That the Governance Working Group be charged to conduct a comprehensive review of UUA policies with the intent to reduce their number and more fully align the monitoring process to the stated ends of the Association.

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M (Harrison), S, and (Snell)

VOTED AND PASSED: That we waive the requirement that the ends monitoring report be submitted on December 20, and that the schedule for developing and submitting the ends monitoring report will be in accordance with the work plan developed with the consultant, staff and Executive Committee.

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M (Eller-Isaacs), S, and (Sallwasser)

VOTED AND PASSED:

Moved that the Executive Committee of the Board be authorized to act in furtherance of the capital budget for the build-out of the new headquarters at 24 Farnsworth St. until the January meeting of the entire Board.

#### ATTENDED CHURCH

Board members attended services at one of the local congregations.

#### WORKING LUNCH

#### COVENANT DEBRIEF AND PROCESS OBSERVATION

Covenant debrief and process observation was led by James Snell.

#### CLOSING WORDS AND ADJOURNMENT

UUA Board of Trustees

October 17-21, 2013

Closing words were shared by Julian Sharp, and the meeting was adjourned at 1:41 PM.

Respectfully submitted,

/s/ Harlan Limpert  
Clerk

### **BOARD OF TRUSTEES SCHEDULE**

#### **January 2014, San Diego, CA**

Thursday, January 23 – Sunday January 26

#### **April 2014, Boston, MA**

Thursday, April 10 – Sunday April 13 (*these dates were corrected in these minutes on 3/10/2014*)

#### **June 2014, Providence, RI**

Tuesday, June 24 – Wednesday, June 25 – Board of Trustees meeting

Wednesday, June 25 – Sunday June 29 – General Assembly

Monday, June 30 – Board of Trustees meeting

#### **October 2014, Boston, MA**

Thursday, October 16 – Sunday October 19

#### **January 2015, TBD**

Thursday, January 16– Sunday January 18

#### **April 2015 Boston, MA**

Thursday, April 16 – Sunday, April 19

Note: Easter is April 5. The GA Planning Committee will meet the second weekend in April.

#### **June 2015, Portland, OR**

Tuesday, June 23 – Wednesday, June 24 – Board of Trustees meeting

Wednesday, June 24 – Sunday June 28– General Assembly

Monday, June 29 – Board of Trustees meeting

#### **October 2015, Boston, MA**

Thursday, October 15 – Sunday October 18