

Board of Trustees

MEETING: October 15-17, all times noted are Eastern Time

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

MEMBERS PRESENT: Genevieve Baldwin (youth trustee), Greg Boyd, Kathy Burek, Barbara de Leeuw, Charles Du Mond (Co-Moderator), Suzanne Fast, Susan Frederick-Gray (President), Sherman Logan, Leslie MacFadyen, Patrick McLaughlin, John Newhall, Lucia Santini Field (Financial Advisor), Meg Riley (Co-Moderator), Tom Schade, Rebecca Throop (youth trustee), Bill Young

ADDITIONAL PARTICIPANTS: Carey McDonald (Recording Secretary & Executive Vice President), Andrew McGeorge (Treasurer), Stephanie Carey Maron, Marcus Fogliano, Brent Lewis, Elaine McArdle, LaTonya Richardson, Chris Buice and Danielle DiBona (chaplains), Larry Ladd, Ted Fetter, Martha Neuman, Claudia Pressley, Alex Sherwood, Stevie Carmody, Paula Cole Jones, Becky Brooks, Satya Mamdani, Maya Waller, Rob Spirko, Cheryl M. Walker, Ed Klein

Meeting Minutes

THURSDAY, OCTOBER 15, 2020

Co-Moderator Charles Du Mond opened the meeting at 1:05 pm with a shared reading of the Board's covenant.

Board covenant

Board members discussed whether the current covenant, written in 2013, needed to be updated. They agreed to engage in further discussion about the covenant at a future meeting to ensure it focuses on the relationships between Board members, the aspiration for how they will be together, and their shared commitments to the faith.

Board Orientation

Kathy Burek led Board members through an orientation to the Board's role and practices. She noted the Board's commitments to shared leadership rather than concentrating authority with the moderator, transparent meetings and decisions, anti-racist/anti-oppressive/multicultural (AR/AO/MC) leadership, and ethical conduct and attending conflicts of interest. She described the modified consensus process the Board uses for decision-making. The Board's key roles were named as fiduciary duty, setting policy, strategy and visioning, oversight and accountability, governance and acting on behalf of the General Assembly, and collaboration with administration.

President's Report

President Susan Frederick-Gray shared reflections on how the pandemic has changed the work of the UUA. She described the shift in the relationships between



congregations and with the UUA towards greater trust and interdependence, and the growing collaboration within the UUA staff and across congregations (e.g. staff sharing agreements). She highlighted the added pressure for staff and leaders in this time, linked to multiple internal flashpoints and wider organizing and justice crises in the community; she noted the UUA is preparing for potential chaos and violence across the country following the election, and is ready to shift capacity to respond.

Commission on Institutional Change Implementation

Executive Vice President Carey McDonald described the first stages of the UUA staff process for engaging the report and recommendations of the Commission on Institutional Change. He shared how the cross-staff COIC Implementation and Mission Alignment Team (CIMAT) is developing a flexible tracking system for work coming from the report as it moves through the stages of discussion, discernment, implementation, integration and sustainability.

Board members discussed what elements they hope will be part of a complete five-year implementation report, due by General Assembly 2021. These included:

- The ability to map implementation projects directly to the report's individual recommendations
- Examples of successes as well as points of struggle
- Shared goals across all implementation projects that the Board can review
- Identified choice points for priorities in subsequent years 2-5
- A way to capture and communicate ongoing learning as implementation moves ahead
- Information on the Board's own work on the governance recommendations
- A creative, imaginative, multimedia format for the report that can engage the wider UU community
- Guidance for how other UU groups and possibly congregations can link their work on implementing the report to the UUA's central tracking system.



Financial Update

Treasurer Andrew McGeorge presented the UUA's closing for the FY20 operating budget which netted \$936,000 to be used per the Board's commitment for COIC implementation, coming primarily from decreased travel expenses. He noted that the UUA's Payroll Protection Program loan is being held to sustain operations, being able to backfill congregational giving that is anticipated to decline in FY21. He also shared an updated version of the Mission Budget analysis, now tied to the UUA's three core mission areas. The analysis showed that the UUA's AR/AO/MC investment has gone up proportionally in each area since 2018

Given what the UUA has learned during the pandemic about the ability to work entirely virtually, further discussion was requested on how virtual work and travel will change once the pandemic subsides.

The meeting took a break from 3:10-4:00 pm.

General Assembly Planning

LaTonya Richardson, Director of General Assembly and Conference Services, shared feedback from 2020 General Assembly (GA) attendees' survey. Overall, responses were very positive, many attendees joined with few expectations and

were surprised and impressed with Virtual GA. She noted that there were substantial technology hurdles for attendees, suggesting more time would be needed at the next virtual GA to get people acclimated to the online platform, such as a separate would like a tech support chat room. Feedback from the business sessions appreciated the ability to engage more delegates through chat and displayed discussion queues. Some attendees wanted more time for debate and did not like the suspension of the rules to accelerate votes, some found the Action of Immediate Witness process confusing, and many and raised the desire for more opportunities to discuss business outside of general sessions.

Board members discussed the implications for this feedback on the amount of time dedicated to business sessions at GA 2021, and how to maximize the time in business sessions for high-quality engagement. It was noted that the tension between moving through the agenda without going late or disrupting other programs and always wanting more time for discussion has historically also been present at in-person Assemblies.

Article II Study Commission

Members of the Commission introduced themselves, with Cheryl M. Walker and Becky Brooks as co-chairs. The members noted they are taking an iterative approach, starting with examining why different elements are included in Article II of the UUA Bylaws. They said they are approaching their work outside the box of the current bylaw structure, that their goal is not to revise the current principles but to instead create a living statement of who we are as UUs, what we value and what the purpose of our Association is. With the timeline for the Commission's work laid out in the bylaws, the anticipated vote on the Commission's proposed changes would be at GA 2022.

Board members noted their responsibility to support the Commission its process, since they were charged and created by the Board. Commission and Board members discussed the need to have a covenant between each group, and committed to transparent communication with one another. Board members agreed to help build excitement for the Commission's work, and UUA staff noted they are integrating engagement opportunities for the Commission's process into existing venues and communications such as regional assemblies.

Youth and Young Adult Ministry Update

EVP McDonald shared updates since the September meeting regarding youth and young adult ministry. He noted the collaboration with UUA staff and GA leaders and volunteers on GA 2021 planning, and the emergence of a national virtual youth platform which youth trustees Rebecca Throop and Genevieve Baldwin had been involved with developing. He invited Board members to a virtual town hall on October 29 that would report on planning for GA 2021 as well as actions following the GA 2020 responsive resolution.

Working Groups and Committees

Board members reviewed the long list of existing working groups and committees, as well as other UUA committees and panels to ask whether they need a Board liaison, and whether they need to continue. They noted the need for future discussion and decision-making about these groups.



The Board moved to Executive Session at 5:30 pm to discuss appointments. It was later reported that CB Beal and Sofia Betancourt had been appointed to the Design Team for the developing the accountability commission called for in the COIC report.

The meeting ended for the day at 6:15 pm.

SATURDAY, OCTOBER 17

Additional participants: Carey, Andrew, Stephanie, Marcus, LaTonya Richardson, Danielle & Chris, Debra Boyd, Mary Heafy, Deb Weiner, DeReau Farrar, Sarah Jebian

Co-Moderator Du Mond opened the meeting at 1:00 pm, chalice lighting by Rebecca

Unanimously approved consent agenda – typo corrected in July, September COIC resolution attached, nominations approved but outstanding question of whether there is an additional open nominated position (will follow up with future meetings for an addendum if needed).

Rebecca & Genevieve led brief discussion on process for updating and revisiting Board covenant, drawing on the experience of building covenants in youth spaces

Bylaws Changes

Barbra de Leeuw led a conversation among Board members about possible bylaw changes the Board could propose relative to the UUA president and elections. The Board named key values to consider in the presidential selection process as affirming collaborative leadership, creating a process that is accessible to the wide range of people, broad engagement and participation of UUs. Concerns raised about the current elections process included the cost of campaigning to candidates and supporters, the divisiveness of pitting candidates against one another, and the fact that the process has historically led to similar profiles of candidates being elected. They also noted the need for the Board to be clearer in how it sets job descriptions, compensation and terms of employment for the next president.

Board members agreed they needed to have a deeper conversation about the goals for the presidential selection or election process before proposing changes, and how it relates to the role of the president overall. They recognized the need to propose changes for GA2021 in order for them to be in place by the next planned election in 2023. Barbara committed to scheduling additional conversation for Board members to work on the issue and bring their reflections back to the full group for further discussion.

Board planning for the year

Board members reviewed anticipated topics and agendas for each of the Board meetings for the rest of the church year, through June 2023. Co-Moderator Du Mond captured feedback to send a revised schedule plan to the full Board.



GA Business Planning

Members reviewed draft of GA schedule, noting it included 11 hours of general session, more time than last year, expecting to have more bylaw changes to consider this year. They noted the need for sufficient breaks in the schedule and to ensure it is accessible and humane regardless of time zone. Additionally, they named the desire to help delegates get credentialed and engaged in the business agenda of GA earlier this year, perhaps in the weeks prior through webinars or pre-GA mini assemblies.

The Board unanimously acknowledged the commitments and effort of the GA Planning Committee members in the challenge of shifting to a virtual GA plan, thanking them for their work.

Communications and reports

Board members discussed the possibility of providing post-meeting public reports, noting they have had more regular communications about their meetings in years past. They recognized the need to first get clear on the Board's goals for this type of communication, and agreed to revisit the topic at future meetings.

The meeting took a break 3:00 pm - 4:00 pm.

AUUMM Update

Members of the Association for UU Music Ministries (AUUMM) Board joined the meeting. They reported that, at their annual meeting this summer, AUUMM's members affirmed their Board's role in the continuing conversation with the UUA about the terms and treatment of musicians engaged with General Assembly. Representatives from AUUMM were planning to meet with Co-Moderator Du Mond and Greg Boyd to start a new round of negotiations towards the goal of creating a written agreement, with AUUMM withholding all participation in GA planning until negotiations are complete. UUA Board and staff noted they are continuing the commitments made last spring around compensation for musicians, hiring a production manager, and expecting respectful, collegial relationships with musicians and other worship leaders, while negotiations are taking place.

Both AUUMM and UUA Board members noted that the issues raised in the ongoing conversation are systemic and long existing, with the hope that discussions are not limited to small, technical or monetary fixes but also able and willing to ask larger questions about the role and respect of musicians in the UUA. The discussion noted that each party in this discussion has its own story about what has happened so far, and a lack of clear or timely communications helped caused conflict in the previous year. This recognition acknowledged that historic challenges of the pandemic to professional musicians and to GA planners shifting to a virtual event.

Discussion asked how all parties can develop enough trust to believe leaders and organizations can follow through with commitments and revisit them as needed, whether both the UUA and AUUMM know what they want to get out of their relationships at GA, and how the AUUMM experience reflected broader problems with the GA process as well. AUUMM members noted that their colleagues differ from other UU professional groups because many are not Unitarian Universalist, and may hold a more contractual than covenantal relationship with the UUA.



UUA and AUUMM representatives to the negotiations affirmed they will meet in the near future, and report back at future meetings on the outcome of those negotiations.

Votes and Approvals

Lucia Santini-Field moved, Kathy seconded, and the Board unanimously approved the resolution to commit to a virtual General Assembly (Appendix 2). They noted the shared intention among leaders responsible for GA planning to preserve a connection with Milwaukee, despite not being there in person.

The Board unanimously agreed to send congratulations and affirmation on the upcoming launch of the Young Unitarian Universalists Project to the leadership team of UUA staff and volunteers, youth and adults, who are working on the project.

The Board unanimously approved the Accountability Design Team charge (Appendix 1) with Leslie MacFadyen abstaining as the primary author of the charge. Board members clarified that the Design Team will recruit and engage a range of stakeholders in ways the Team determines.

EXECUTIVE SESSION

The meeting moved to Executive Session at 5:00 pm for the purpose of discussing internal Board dynamics and support for UUA staff.

The meeting ended at 6:30 pm.

Respectfully submitted,

/s/ Carey McDonald

Recording Secretary



BOARD OF TRUSTEES SCHEDULE

- **Meeting: November 2020, Zoom Meeting**
Monday, November 9, 2020; 7:45pm Eastern
- **Meeting: December 2020, Zoom Meeting**
Monday, December 14, 2020; 7:45pm Eastern
- **Meeting: January 2021, Zoom Meeting**
Friday, January 22 – Saturday, January 23, 2021
- **Meeting: February 2021, Zoom Meeting**
Monday, February 8, 2021; 7:45pm Eastern
- **Meeting: March 2021, Zoom Meeting**
Monday, March 8, 2021; 7:45pm Eastern
- **Meeting: April 2021, Zoom Meeting**
Friday, April 23—Saturday, April 24, 2021
- **Meeting: May 2021, Zoom Meeting**
Monday, May 10, 2021; 7:45pm Eastern
- **Meetings: June 2021, Zoom Meeting**
Tuesday, June 22—Wednesday, June 23, 2021: Board of Trustees Meeting
Wednesday, June 23—Sunday June 27, 2021: General Assembly
Monday, June 27, 2021: Board of Trustees Meeting
- **Meeting: July 2021, Zoom Meeting**
Monday, July 12, 2021; 7:45pm Eastern
- **Meeting: August 2021, Zoom Meeting**
Monday, August 9, 2021; 7:45pm Eastern
- **Meeting: September 2021, Zoom Meeting**
Monday, September 13, 2021; 7:45pm Eastern
- **Meeting: October 2021, Zoom Meeting**
Thursday, October 14 – Saturday, October 16, 2021
- **Meeting: November 2021, Zoom Meeting**
Monday, November 8, 2021; 7:45pm Eastern
- **Meeting: December 2021, Zoom Meeting**
Monday, December 13, 2021; 7:45pm Eastern
- **Meeting: January 2022, Zoom Meeting**
Friday, January 21 – Saturday, January 22, 2022
- **Meeting: February 2022 Zoom Meeting**
Monday, February 14, 2022; 7:45pm Eastern





- **Meeting: March 2022, Zoom Meeting**
Monday, March 14, 2022; 7:45pm Eastern
- **Meeting: April 2022, Zoom Meeting**
Friday, April 22—Saturday, April 23, 2022
- **Meeting: May 2022, Zoom Meeting**
Monday, May 9, 2022; 7:45pm Eastern
- **Meetings: June 2022, Portland, OR**
Tuesday, June 21—Wednesday, June 22, 2022: Board of Trustees Meeting
Wednesday, June 22—Sunday June 26, 2022: General Assembly
Monday, June 27, 2022: Board of Trustees Meeting
- **Meeting: July 2022, Zoom Meeting**
Monday, July 11, 2022; 7:45pm Eastern
- **Meeting: August 2022, Zoom Meeting**
Monday, August 8, 2022; 7:45pm Eastern
- **Meeting: September 2022, Zoom Meeting**
Monday, September 12, 2022; 7:45pm Eastern
- **Meeting: October 2022, Zoom Meeting**
Thursday, October 20 – Saturday, October 22, 2022
- **Meeting: November 2022, Zoom Meeting**
Monday, November 14, 2022; 7:45pm Eastern
- **Meeting: December 2022, Zoom Meeting**
Monday, December 12, 2022; 7:45pm Eastern
- **Meeting: January 2023, Zoom Meeting**
Friday, January 20 – Saturday, January 21, 2023
- **Meeting: February 2023 Zoom Meeting**
Monday, February 13, 2023; 7:45pm Eastern
- **Meeting: March 2023, Zoom Meeting**
Monday, March 13, 2023; 7:45pm Eastern
- **Meeting: April 2023, Zoom Meeting**
Friday, April 21—Saturday, April 22, 2023
- **Meeting: May 2023, Zoom Meeting**
Monday, May 8, 2023; 7:45pm Eastern
- **Meetings: June 2023, Pittsburgh, PA**
Tuesday, June 20—Wednesday, June 21, 2023: Board of Trustees Meeting
Wednesday, June 21—Sunday June 25, 2023: General Assembly
Monday, June 26, 2023: Board of Trustees Meeting

Appendix 1 – Accountability Design Team Charge

The charge for the accountability design team is to develop framework for the Board to implement the recommendations made by the Commission on Institutional Change as it relates to accountability to identity-based groups, stakeholders and other parties within the UU community. This framework will be presented to the UUA Board of Trustees for feedback, response, and final approval. This work will be highly focused on creating PROACTIVE accountability processes.

The development of the accountability framework that will include:

- recruiting additional stakeholders onto the design team
- working with identity groups to understand their internal mechanisms and the best way for each of them to be included in the accountability process
- recommend a membership structure, appointment/selection process, initial charge, and expected commitments/supports/engagement from the UUA Board and staff for the accountability group called for in the COIC report
- presenting a proposed framework to the board no later than the April 2021 Board Meeting
- making a public presentation at UUA GA 2021



Appendix 2 – General Assembly Resolution

**FINDINGS AND RESOLUTIONS OF THE BOARD OF TRUSTEES
OF THE**

**UNITARIAN UNIVERSALIST ASSOCIATION OF
CONGREGATIONS**

CONCERNING GA 2021 IN MILWAUKEE, WISCONSIN

(ADOPTED ON OCTOBER 17, 2020)

WHEREAS, the Bylaws of the Unitarian Universalist Association (the “Association”) provide that the business of the Association shall be conducted at meetings called “General Assembly,” and that “General Assembly shall make overall policy for carrying out the purposes of the Association and shall direct and control its affairs”;

WHEREAS, since the 1961 merger of the Unitarians and the Universalists (“UUs”), the Association has held a General Assembly in June of each year (“GA”), after most schools have closed and before summer vacations have begun in an effort to maximize attendance from adults and youth, in different parts of the United States and Canada;

WHEREAS, General Assembly brings together ministers, religious educators, delegates from the majority of the over one thousand member congregations in the Association, and other UUs, to make business decisions about the functioning of the Association, to worship as a gathered faithful body, to provide informative, inspiring and educational and workshops that help attendees learn strategies for strengthening our congregations, to further the social justice work of the UU faith movement, and to engage in other related events, all to foster a sense of community, a deepening of faith, and greater connection to the UU faith tradition which traces its roots back hundreds of years;

WHEREAS, the Bylaws of the Association provide that “[t]he Board of Trustees [the “Board”] shall act for the Association between General Assemblies”;

WHEREAS, in 2018, the Board selected Milwaukee, Wisconsin, as the city in which to hold General Assembly in June 2021;

WHEREAS, the Association books convention space and lodging years in advance because, based on decades of experience planning GA, the Association knows the amount of time required to organize GA, with planning tasks including, without limitation:



- A. contracting with nationally-recognized individuals to speak and present at GA;
- B. coordinating among the Board of Trustees, UUA administration and senior leadership, staff groups, and hundreds of musicians, ministers and worship leaders;
- C. organizing volunteers from around the country to staff and/or assist with various aspects of GA; including:
 - (i) ushers for large gatherings;
 - (ii) conference room set-up;
 - (iii) event flow; and
 - (iv) technology needs (the “tech deck” is staffed by more than a dozen technology professionals); and
 - (v) Youth and Young Adult Leadership and Staff;



WHEREAS, because of the preparation required and details requiring attention, each year in September before upcoming June GA, the Association hosts several meetings where its Volunteer GA Planning Committee, Youth and Young Adult Leadership and Staff, National Volunteers and others plan logistics, including theme, focus areas, programming and scheduling. Due to current legislative restrictions, major details of the June GA cannot be planned with certainty.

WHEREAS, because of the preparation required and details requiring attention, each year in April before June GA, the Association hosts a meeting in the host city where it transports – at its expense – its Volunteer GA Planning Committee, Youth and Young Adult Leadership and Staff, National Volunteers and others to tour the space and finalize logistics regarding room assignments, set-up diagrams, assess technical needs and event flow, and to explore the surrounding neighborhood to assess the accessibility of public transport, sidewalk cutouts, wheelchair/scooter access at neighboring eateries and public restrooms and parks, as well as to identify food options for the overwhelming number of constituents with food allergies and restrictions, yet is unable to hold this meeting due to current travel and business restrictions;

WHEREAS, due to Covid-19 pandemic and the governmental restrictions and medical recommendations resulting therefrom, the Association held a virtual General Assembly in 2020 attended by over 4,924 registrants, more than 70% of whom favored a virtual General Assembly 2021 over an in-person or hybrid event;

WHEREAS, the Association has recommended a travel ban for its staff and member congregations through 2021 and until a safe and effective vaccine for Covid-19 is in place;

WHEREAS, because the Association expected over 3,000 attendees at GA 2021, it had a pending contract with the Wisconsin Center for meeting and event space from Monday, June 21, 2021 through Monday, June 28, 2021, to hold the General Assembly 2021 convention (“GA 2021”);

WHEREAS, pursuant to this contract, and other communications between the parties, the parties’ shared principal purpose was to provide the Association with space to conduct the GA 2021 convention for several thousand people;

WHEREAS, because the Association expected thousands of people from outside of Wisconsin to attend GA 2021, it entered into contracts with three hotels in Milwaukee (together, the “Lodging Contracts”) to provide lodging and additional conference meeting space. Specifically, it entered into agreements with the following facilities for the following number of room nights and dates:

Hilton (Downtown Milwaukee), for 3,630 room nights from June 21-28, 2021;

Hyatt (Downtown Milwaukee), for 1,966 room nights from June 21-28, 2021; and

Doubletree by Hilton (Downtown Milwaukee), for 742 room nights from June 21-28, 2021;

WHEREAS, the Lodging Contracts and any conference rooms reserved therein, and communications between the parties concerning the Lodging Contracts, demonstrate that the shared purpose of those contracts was to provide lodging for people to attend GA 2021;

WHEREAS, on January 21, 2020, the Center for Disease Control and Prevention (“CDC”) confirmed the first case of COVID-19 in the United States;[\[1\]](#)

WHEREAS, on March 11, 2020, the World Health Organization classified COVID-19 as a pandemic;[\[2\]](#)

WHEREAS, throughout 2020, Wisconsin Governor, Tony Evers, has issued numerous orders to ensure public safety during the pandemic including:

October



- [Gov. Evers Directs Department of Health Services to Limit Indoor Public Gatherings -October 6, 2020](#)

September

- [Gov. Evers Executive Order 90: Relating to Declaring a Public Health Emergency — September 22, 2020](#)

August

- [Gov. Evers Executive Order 86: Relating to Declaring a State of Emergency to Provide Safety and Protection to the People of Kenosha and Other Wisconsin Communities — August 25, 2020](#)
- [Gov. Evers Executive Order 84: Relating to a Special Session of the Legislature on the Use of Force by Law Enforcement — August 24, 2020](#)

July

- [Gov. Evers Executive Order 82: Relating to Declaring a Public Health Emergency — July 30, 2020](#)

May:

- [Gov. Evers Emergency Order 35: Relating to the Department of Health Services and Department of Safety and Professional Services — May 3, 2020](#)

April:

- [Gov. Evers Emergency Order 28: Safer at Home Order — April 16, 2020](#)
- [Gov. Evers Executive Order 74, Relating to suspending in-person voting on April 7, 2020, due to the COVID-19 Pandemic — April 6, 2020](#)
- [Gov. Evers Emergency Order 20: Relating to Modification of Emergency Order #16 — April 3, 2020](#)
- [Executive Order 73, Relating to a Special Session of the Legislature to Provide for an All-Mail Spring Election and Special Election for the 7 th Congressional District during the COVID-19 Pandemic — April 3, 2020](#)
- [Gov. Evers Emergency Order 19: Appropriate Use of COVID-19 Information by Law Enforcement Agencies, First Responders, and Public Safety Workers — April 3, 2020](#)

March:



- [Gov. Evers Emergency Order 12: Safer at Home Order — March 24, 2020](#)
- [Gov. Evers Emergency Order 8: Updated Mass Gathering Ban — March 20, 2020](#)
- [Gov. Evers Emergency Order 6: Order Restricting the Size of Child Care Settings — March 18, 2020](#)
- [Gov. Evers Emergency Order 5: Order Prohibiting Mass Gatherings of 10 People or More — March 17, 2020](#)
- [Gov Evers Emergency Order 4: Order Prohibiting Mass Gatherings of 50 People or More — March 16, 2020](#)
- [Gov. Evers Emergency Order 1: Order for Statewide School Closure — March 13, 2020](#)
- [Executive Order 72, Relating to Declaring a Health Emergency in Response to the COVID-19 Coronavirus — March 12, 2020](#)

WHEREAS on June 26, 2020, the Commissioner of Health for the City of Milwaukee, issued [Executive Order #4](#), COVID-19 Public Health Plan for the City of Milwaukee Pursuant to Wis. Stat. § 252.03(1) and (2) as well as Chapters 17 and 62 of the Milwaukee City Charter and Code of Ordinances;

WHEREAS, the City of Milwaukee, acting through its Commissioner of Health, immediately ordered the following until further notice: “Gathering Size Limits. “Gathering Size Limits” means the limit of individuals allowed to gather in a location. Under this Order, Gathering Size Limits are set at the lesser of: (i) 50% of the total occupancy of the location established by the City of Milwaukee, if any, (ii) one person for every 30 square feet of floor space open to the public, or (iii) 250 people, which is based on the CDC recommendations to cancel large gatherings of over 250 individuals. Nothing contained herein shall alter any requirement to ensure Physical Distancing in the manner set forth in this Order.” <https://city.milwaukee.gov/ImageLibrary/MKE-Health1/MMFSOrder4-6.26.20.pdf>

WHEREAS, on October 6, 2020, Wisconsin Department of Health Services (DHS) Secretary-designee Andrea Palm issued [Emergency Order #3](#), Limiting Public Gatherings (“order”), to slow the rapid spread of COVID-19, effective October 8, 2020 at 8:00 a.m. The order prohibits groups larger than 25% of the indoor room’s occupancy, as determined by the local municipality. For example, if the local municipality sets a capacity limit of 100 people in a given indoor room, only 25 people would be able to be in that room. The order will remain in effect for two incubation cycles of COVID-19 (2 weeks per cycle), ending on November 6, 2020. <https://www.dhs.wisconsin.gov/publications/p02792.pdf>



WHEREAS, in discussing COVID-19, the CDC website observed that “large-scale isolation and quarantine was last enforced during the influenza (‘Spanish Flu’) pandemic in 1918–1919”;^[3]

WHEREAS, the Association projects, based on having conducted decades of General Assemblies, that more than fifty percent of the attendees at GA 2021 will come from the ten states with the greatest number of people diagnosed with COVID-19;

WHEREAS, at GA 2019, 43% of the attendees were between the ages of 55-69, and 28% were age 70 or older, percentages the Association projects will reflect the ages of the attendees at GA 2021, such that at least one-third of the attendees at GA 2021 are expected to be age 65 or older, all of whom, according to the CDC, are at “high risk” for COVID-19;^[4]

WHEREAS, itineraries and seating capacity have been limited or reduced for plane, rail, or bus travel, making it more difficult and/or expensive for attendees to be present in Milwaukee for GA 2021; ^[5]

WHEREAS, while there is uncertainty in the scientific community as to precisely how long Americans will need to engage in social distancing as a result of COVID-19, reports suggest that social distancing will need to continue into 2021. ^[6]A return to the \$235 billion conference industry is far from guaranteed. ^[7]In fact, as of the date hereof, the following facilities and events, among others, scheduled to be held in 2021, have been postponed or cancelled, presumably due to the public health risks of, the national pandemic that is, and the effects of COVID-19;

- A. The CES, the largest trade show in North America, is the latest victim of COVID-19. The Consumer Technology Association will be an all digital experience for 2021, and vows to return to the Las Vegas Convention Center for a physical show in January 2022. <https://www.ces.tech/planning-for-ces-2021.aspx>
- B. Eighty-six events scheduled to take place at the Wisconsin Center have been cancelled and another 34 have been rescheduled for later dates. The cancelled events include Milwaukee’s biggest annual meeting, Northwestern Mutual Life Insurance Company’s annual meeting (July 18-20, 2021). ^[8]
- C. America’s Service Commissions (ACS) 2021 National Service Central Region Training Conference (April 20-22, 2021). ^[9]





WHEREAS, as of October 2020, school districts in Wisconsin and other states were teaching students virtually rather than in person;

WHEREAS, the square footage of the Wisconsin Center and the conference rooms set aside for the Association by the counterparties to the Lodging Contracts is insufficiently large to accommodate the number of people expected to attend GA and comply with the CDC guidelines that people maintain social distance from one another of at least six feet (24 square feet per person);[\[10\]](#)

WHEREAS, the square footage of each of the lobbies of the hotels that entered into the Lodging Contracts are insufficiently large to accommodate the number of people attending GA staying in their hotels and comply with the CDC guidelines that people maintain social distance from one another of at least six feet (24 square feet person);

WHEREAS, it is important to hold GA 2021, even if not in person, to, among other things, elect new members of the Association’s Board of Trustees and standing committees, to conduct the worship and hold the inspiring educational and spiritual workshops and social justice events to the greatest extent possible, to foster the connection and faith development General Assembly provides for UUs;

WHEREAS, the Association successfully held a “virtual” GA in 2020, and people have become more comfortable using that technology, the Association believes it will be possible to hold the business and much of the programming planned for GA 2021 by video-conference, and that preparation for a “virtual” GA will require months of preparation; and

WHEREAS, the UUA’s belief that it may conduct GA 2021 “virtually” is supported by the decision of, among other organizations such as [South by Southwest \(SXSW\)](#), a convergence of interactive, film, and music industries, [Consumer Electronics Show \(CES\)](#), one of the world’s biggest technology conferences, to hold their conventions “virtually” this year.

NOW, BASED ON THE FOREGOING, THE ASSOCIATION’S BOARD OF TRUSTEES FINDS AS FOLLOWS:

1. The Association and the counter-parties to the Lodging Contracts all have obligations yet to perform under them.
2. The public health risks of the national pandemic that is, and the consequences of COVID-19 were all supervening events that occurred after the lodging contracts were executed, events that have led to cancellation or postponement of

numerous events in Milwaukee and elsewhere in the Central region of the United States.

3. The non-occurrence of COVID-19 were basic assumptions on which the Lodging Contracts were executed.
4. The occurrence of COVID-19 has frustrated the parties' principal purpose in entering into the Lodging Contracts, *i.e.*, to provide a space for the business, educational and spiritual workshops, social justice and other events, of GA 2021, and lodging and conference room space for persons attending GA 2021.
5. Because, according to the CDC, "large-scale isolation and quarantine was last enforced during the influenza pandemic in 1918–1919, the large scale isolation and quarantine arising from COVID-19 were not foreseeable.
6. The occurrence of COVID-19 has rendered use of the hotels risky and has frustrated the parties' principal purpose in entering into the Lodging Contracts, *i.e.*, to provide lodging for thousands of people attending GA 2021 at the Wisconsin Center.
8. For the reasons set forth above, it was not foreseeable that it would be unsafe, impracticable, illegal, and impossible, to host GA 2021 in June 2021 in Milwaukee, and that the Lodging Contracts would be unnecessary.
9. COVID-19, government restrictions and/or causes beyond the reasonable control of the Association prevent the parties from performing the Lodging Contracts.
10. The impact of COVID-19 as a national pandemic is evidence of an emergency, and government restrictions, regulations, and/or causes beyond the reasonable control of the Association, render it illegal, impossible, and impractical to hold GA 2021 in person on the dates scheduled.
11. Based on the cancellation of events scheduled in 2021 listed in the recitals above, the teaching of students virtually, and the scientific uncertainty as to when the public health risks posed by the national pandemic and epidemic that is COVID-19, will abate, there is reason to believe that the public health risks will continue during all or a portion of the period from June 23-27, 2021, at least for "high risk" individuals age 65 and over who represent a significant percentage of people expected to attend GA 2021;

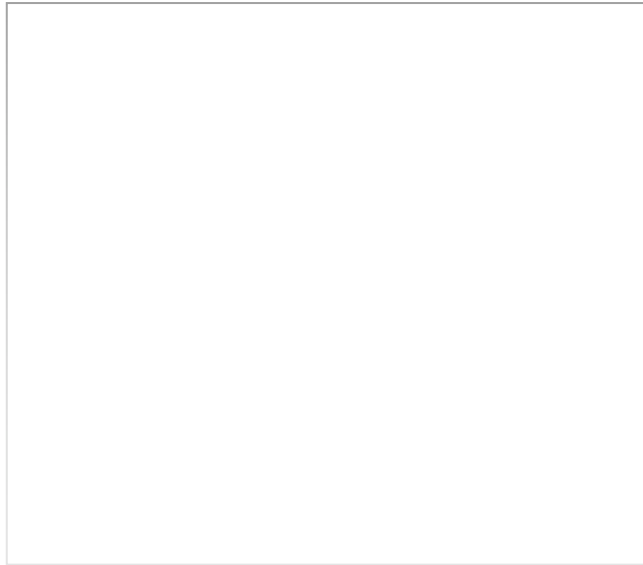


12. Because (a) there is scientific reason to believe that the public will need to continue to engage in social distancing due to the public health risks of COVID-19 during all or a portion of the period of the period from June 23-27, 2021, (b) the Wisconsin Center has not been contracted for the conference, (c) the Association will require time to prepare a virtual GA2021, (d) settling the Lodging Contracts for a reduced cancellation fee now enables the Association to mitigate exposure for such cancellation and “free up” the rooms that have been reserved for the Association in the Lodging Contracts, and (f) the principal purpose for which the parties entered into the the Lodging Contracts have been frustrated and the force majeure provisions in those contracts have been satisfied, the Association believes that the responsible course of action is to settle the Lodging Contracts for a reduced cancellation fee and absolve itself from all responsibilities due under the same for GA 2021.

BASED ON SUCH FINDINGS, THE ASSOCIATION’S BOARD OF TRUSTEES, IN THE EXERCISE OF ITS REASONABLE BUSINESS JUDGMENT, RESOLVES:



- A. THAT, the Association will hold GA 2021 on the dates for which it is scheduled in June 2021 “virtually,” *i.e.*, through video-conference or other online platforms, rather than having attendees jeopardize their health and safety, and/or other orders or government regulations that may be in effect on those dates;
- B. THAT, an officer of the Association is authorized to execute a cancellation agreement with the hotels, with such modifications thereto as the officer may reasonably determine, to limit the Association’s exposure from cancellation to an amount not to exceed \$500,000. [Exhibit 44].
- C. THAT, the officers of the Association are hereby authorized and directed to take such further steps as they deem necessary or appropriate to implement the intent and purposes of the foregoing resolutions.



[1] See Press Release, CDC, First Travel-related Case of 2019 Novel Coronavirus Detected in United States (Jan. 21, 2020), <https://www.cdc.gov/media/releases/2020/p0121-novel-coronavirus-travel-case.html> (attached hereto as Exhibit 1).

[2] See Bill Chappell, *Coronavirus: COVID-19 Is Now Officially a Pandemic, WHO Says*, NPR (Mar. 11, 2020, 12:30 PM) <https://www.npr.org/sections/goatsandsoda/2020/03/11/814474930/coronavirus-covid-19-is-now-officially-a-pandemic-who-says> (attached hereto as Exhibit 4).

See Exec. Office of the President, Proclamation on Declaring a National Emergency Concerning the Novel Coronavirus Disease (COVID-19) Outbreak (Mar. 13, 2020), <https://www.whitehouse.gov/presidential-actions/proclamation-declaring-national-emergency-concerning-novel-coronavirus-disease-covid-19-outbreak>

Sarah Mervosh, et al., *See Which States and Cities Have Told Residents to Stay at Home*, N.Y. Times (Apr. 7, 2020), <https://www.nytimes.com/interactive/2020/us/coronavirus-stay-at-home-order.html> (attached hereto as Exhibit 8).

Philip Bump, *Nearly all Americans are under stay-at-home order. Some may have come too late*, Wash. Post (Apr. 2, 2020), <https://www.washingtonpost.com/politics/2020/04/02/nearly-all-americans-are-under-stay-at-home-orders-some-may-have-come-too-late/> (attached hereto as Exhibit 9).





[3] *Quarantine and Isolation: Legal Authorities for Public Health Orders*, CDC
<https://www.cdc.gov/quarantine/aboutlawsregulationsquarantineisolation.htm>
1 (last visited Apr. 8, 2020) (attached hereto as Exhibit 10); *Quarantine and Isolation: History of Quarantine*, CDC,
<https://www.cdc.gov/quarantine/historyquarantine.html> (last visited Apr. 8, 2020) (attached hereto as Exhibit 11).

[4] *Coronavirus Disease 2019 (COVID-19): Underlying Conditions*, CDC,
<https://www.cdc.gov/coronavirus/2019-ncov/hcp/underlying-conditions.html>
(last visited Apr. 8, 2020) (attached hereto as Exhibit 12).

[5] <https://www.ridemcts.com/who-we-are/covid-19> MCTS continues to limit riders to 15 per bus, and the MCTS Administration Building remains closed to visitors.

[6] See, e.g., Jonathan Lambert, *When will the coronavirus pandemic and social distancing end?*, ScienceNews (Mar. 24, 2020, 11:28 AM),
<https://www.sciencenews.org/article/covid-19-when-will-coronavirus-pandemic-social-distancing-end> (attached hereto as Exhibit 22); Ed Yong, *How the Pandemic Will End*, The Atlantic (Mar. 25, 2020),
<https://www.theatlantic.com/health/archive/2020/03/how-will-coronavirus-end/608719/> (attached hereto as Exhibit 23); Brenda Goodman, *Social Distancing May Need to Last Months: Study*, WebMD (Mar. 25, 2020),
<https://www.webmd.com/lung/news/20200325/social-distancing-may-need-to-last-months-study> (attached hereto as Exhibit 24).

[7] <https://www.forbes.com/sites/blakemorgan/2020/08/06/will-we-have-in-person-events-and-conferences-in-2021/#7bbc73c47f3a>

[8] <https://www.jsonline.com/story/money/real-estate/commercial/2020/05/14/milwaukees-convention-center-finish-2020-967-000-loss/5189726002/>

[9] https://www.visitmilwaukee.org/visitmke/media/PDF/Coronavirus/Event-Cancellations-and-Postponements_1.pdf

[10] <https://wisconsincenter.com/events/americas-service-commissions-2020-national-service-central-regional-training-conference/>