

Board of Trustees

MEETING: October 15-16, 2021

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, Barbara de Leeuw, Charles Du Mond (Co-Moderator), Suzanne Fast, Susan Frederick-Gray (President), Sherman Logan, Elizabeth Mount, John Newhall, JeKaren Olaoya, Lucia Santini Field (Financial Advisor), Meg Riley (Co-Moderator), Tom Schade, Sam Trumbore, Bill Young

ADDITIONAL PARTICIPANTS: Carey McDonald (Recording Secretary & Executive Vice President), Andrew McGeorge (Treasurer), Stephanie Carey Maron, Chris Buice (chaplain), LaTonya Richardson, Rob Kipp, Stephanie Samson, Meg Richardson, Janette Lallier, Jack Reich, Sofia Betancourt, Carrie Stewart, Cathy Seggel, James Snell, Denise Rimes, Jamie Dingus



Meeting Minutes

Co-Moderator Charles Du Mond welcomed members and observers, and reviewed the Board's covenant.

Consent Agenda

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

The application to membership from the New Brackett Memorial Church was separately unanimously approved, welcoming them into the UUA. The Board added a caveat with their approval, which was a request and expectation that New Brackett include disability status in their non-discrimination clause, which reflects the UUA's commitment to include all abilities in Section C-2.3 of our bylaws."

Board members noted that future applications for new congregations should include disability in their non-discrimination clause.

President and Staff Report

Executive Vice President Carey McDonald gave an update on the Pacific Western Region. The region's four district boards have been in conversation about transitioning into a single regional entity, with three of the Boards already taking concrete actions in this direction. He also shared information on the status of UUA offices at 24 Farnsworth Street, which remain in low-access mode. Staff have been working well in virtual operations, and there is no rush to return to the office. There is agreement and commitment not to return to pre-pandemic norms of being in the office, but still many questions to answer about what the new normal will be. EVP McDonald also noted the new requirement for COVID vaccinations for all staff.



President's Reflections

President Susan Frederick-Gray shared reflections. She said that the upcoming UUA presidential election is front of mind, and that UUA staff are already thinking about how to make it a smooth transition. She gave an update on the ongoing pandemic response for both UUA staff and with congregations and constituents. She described the new structure for the Side With Love Organizing Strategy Team, building on success of UU the Vote and skill up UUs in organizing for justice locally and nationally. She shared the work of UUA staff and volunteers to implement the recommendations from the Commission on Institutional change, including anti-racism frameworks and resources, widening the pathway to ministry, investments in youth and young adult ministry, and supporting conversations around money, grantmaking, fundraising.

President Frederick-Gray named the capacity limits among our staff and across the Association as a whole, with many leaders burned out and exhausted. The layers of trauma and grief are heightening conflict and increasing staff demands. She noted that the competitive labor market, the many examples of staff leaving their positions in congregations, and reports that fewer ministerial candidates are being interviewed by the Ministerial Fellowship Committee, there is the potential for a major staff shortage. She shared efforts to improve feedback systems for congregational staff, ministers and volunteer leaders to reduce conflict and address tension, working with the Hope For Us conflict engagement team. She described a proposal currently in development to identify congregations which have a pattern of difficult staff departures to allow the UUA to provide extra support. This would be parallel to the Review Team process for ministers who leave in conflicted situations. Finally, she noted that the UUA's ability to develop these systems for feedback and accountability has improved during the pandemic, as congregational leaders are in more regular contact with the UUA.

Financial Update

Treasurer/CFO Andrew McGeorge shared the results from FY21, which generated an operating surplus. He noted the impact of the new Beacon Press/UUA Financial Agreement, nearing completion, which includes a surplus sharing provision if Beacon has exceptional financial performance. He reviewed the Q1 forecast, which showed a number of negative and positive financial impacts. However, the strong returns from congregational giving through the Annual Program Fund at this point in the year is leading to a positive budget outlook.

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

Presidential Search Committee

Members of the Presidential Search Committee introduced themselves, their covenant, and process. They said they anticipated applications for UUA president would open in April 2022, and would be due in June of 2022. Board members shared they are reviewing and updating the president's job description, which they plan to send to PSC in the next month. Discussion focused on how to promote an open, collaborative relationship between the Board and the PSC.

Members discussed the overall skills and qualities needed for the next president, including:

- The pandemic has accelerated generational shifts in religious practice, the next president should help clarify the value of religious community
- Recognize the overall exhaustion and trauma of the church, leaders will need to reweave threads of community

- Bringing together disparate groups to create true transformation, with an ability to build coalitions as a collaborative leader
- Be the shepherd, focused on the horizon; low-ego, help the whole community move forward and respond to unexpected challenges
- Not about themselves, their agenda or need to create a “new direction,” want a leader who empowers others and engages horizontally rather than someone who seems themselves at the top of the pyramid
- A leader who can operate with flexibility, facing existential challenges to our economy and climate

The meeting took a break 3:40 – 3:50pm.

General Assembly

Board members reviewed the overall plan for a multi-platform event for both online and onsite programs. They shared outcomes from the September GA MAP planning meetings, including the GA theme: “Meet the Moment – Reimagining Radical Faith Community.”

GA Planning Committee

Co-Moderator Riley, and Elizabeth Mount as the Board’s liaison, gave an update on the GA Planning Committee. They noted the GAPC has been in decline, currently down to two members, as work has shifted to the Board and to the staff. They shared a proposal to shift the GAPC so that it is comprised of the people who plan and execute the event (e.g. leads of different teams). This might require the membership of the committee change annually based on who is in which roles, rather than the current elected model in the UUA Bylaws. By consolidating different tables of conversation, this would help planning evolve from a consultative model to have more real-time input before problems arise.

Business Agenda and Process

Members discussed a proposal to spread out business discussions over the spring months before GA. This would require posting proposed bylaw changes or business items much earlier, and soliciting feedback that can be incorporated into the final agenda version. It would also allow the Board to move to ballot-based voting at GA instead of live voting, which would be much more accessible for online and onsite delegates at the same time. The general sessions would still have discussion time, which could use a progressive or other format, while ballot voting was happening online.

The Commission on Social Witness reported they are changing the timeline for submitting Actions of Immediate Witness to start before GA. The CSW also noted they are discouraging submissions of new congregational study/action issues, so that they can focus on the 2021 statement of conscience on undoing systemic white supremacy.

GA Budget and Registration Fees

The Board reviewed the new three-tier fee structure:

- 1) Online registration fee for virtual programs
- 2) Onsite registration fee for in-person programs, including access to virtual program library
- 3) Delegate registration for the business meeting, with a sliding scale donation

Discussion noted key shifts in the budget, such as increased production and music support, accessibility costs increased and moved to the production line, and youth



and young adult-specific program grants moved to the UUA operating budget while general UUA travel and administrative support went up.

GA Communication

Board members agreed on the need for ongoing GA communications, and JeKaren Olaoya and Tom Schade joined the Board's communications working group.

The meeting ended at 5:05 pm.

SATURDAY, October 16

Additional Participants – LaTonya Richardson, Larry Ladd, Elias Ortega, Margie Manning, Carrie Stewart, Sofia Betancourt, Jack Reich, Melissa Carvill-Ziemer, Dick Burkhart, Frank Casper, Meg Richardson, Becky Brooks

Co-Moderator Meg Riley opened the meeting at 11:00 am with a reading.

Bylaws Working Groups updates

Barbara de Leeuw gave updates on the process of rewriting the UUA Bylaws, reporting from the monthly Deep Divers Group and the weekly Writers Team. She noted that many of the tensions and conflicting structures of the UUA Bylaws come from dynamics that are hundreds of years old. In the past few decades, three different UUA commissions have called for a more responsive, flexible and streamlined governance system. In its 2020 report, the Commission on Institutional Change recommended bylaws that promote flexibility, agility and innovation, clear focus on mission and continuity if this focus; restructuring roles to clarify accountability; streamlined governance structures; metrics in making progress towards innovation; and redefining our polity in a way that supports interdependence.

Bylaws working groups raised big picture questions for the Board to discuss; the taskforce goal is to present a complete rewrite of the UUA bylaws, done in manageable stages between GA22-23, bylaws which are simpler, more straightforward and more flexible. Bylaws are heavy on procedure, light on defining roles and authorities

- What is in the bylaws, what belongs in rules/policy/procedures?
- Who is (or should be) a member of the UUA, and who is the UUA accountable to?
- What is ministry, and what is the UUA's interest/role in its definition and regulation?

The Board discussed the role of General Assembly from the perspective of bylaws, roles, and governance (see notes in Appendix).

COIC Implementation

Suzanne Fast and Sofia Betancourt reported back from the Design Team charged to propose an accountability commission, as called for by the Commission on Institutional Change report. The team's other members included CB Beal and former Trustee Leslie MacFadyen. She noted that while the Design Team did not make a specific proposal, the past year was the first iteration of the design work. There remains a strong commitment to creating an accountability commission, integrating the learning from the past year's design conversations. Getting input on



other models (e.g. the Presbyterian Church USA's diversity commission) before the next iteration of this work.

They noted the method for an accountability commission laid out in the COIC report was borrowed from the process used for Justice General Assembly 2012, gathering representatives from marginalized groups to consult on key decisions. The Design Team agreed that this model can work well for a discrete task but would not work well for the ongoing transformation of the whole UUA. They agreed that regular venue or roundtable for marginalized groups within the UUA is essential, but not oriented around monitoring the UUA. Monitoring UUA operations is an unfair expectation of these groups, and does not support their need to tend to their own communities.

Instead, the Design Team recommends the UUA create an independent group with staff and consultant support, that includes UUs and UU adjacent members with experience in Diversity, Equity, and Inclusion (DEI) organizational development. This ongoing blended group would be involved with advising key decisions in the Association in real time. They noted that the Board and staff cannot effectively audit or evaluate their own anti-oppression work, this must be done independently and professionally.



Discussion explored whether models of process observers or financial audits are a good parallel to the direction which the Design Team is suggesting. There are similarities to an audit process, including the ability to hire external firms to do evaluations (many DEI firms now exist), and the ongoing dialogue through the Audit & Risk Committee between auditors and staff and volunteer leaders. However, Board members were clear that evaluation cannot just be after the fact, that the accountability leads need to be in the room when decisions are made. More importantly, there is no external widely-accepted set of standards for DEI (such as exists for Generally Accepted Accounting Practices), we have to create our own as a faith community. The Board would need to adopt a clear standard of values, theology accountability to evaluate against, to get independent feedback on the degree to which UUA decisions are living up to those commitments. Additionally, members recognized that ongoing transformation will constantly be unclear and needs to be grounded in faith practice.

Co-Moderator Riley pledged to consult with more UUA leaders to plan for the next stage of conversations on designing the accountability committee. The Board agreed to engage the Article II Study Commission in more direct, explicit theological conversations about the values at the center of their work.

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

Article II Study Commission

Becky Brooks gave an update from the Commission. She shared that A2SC's GA2021 presentation and workshops received positive feedback. She noted that the Commission's charge is broad, and that commissioners remain open to new formats and structures for the current Article II rather than simply editing the current version. The Commission is working with UU Wellspring and Nourish Dinner church to create curricula to engage people in conversations about purposes, principles, and sources, with additional congregational curricula in development. Becky affirmed that the Commission has strong and regular connections with UUA staff, communications channels, and regional gatherings.



Governance Working Group

Kathy Burek shared the proposal to restart the Governance Working Group. She noted that the Board moved away from strict Carver policy governance model to a more general policy-based governance in January 2018. However, the UUA Governance Manual has only been partially updated since then. The Board agreed to restart the working group, with a charge to revise Section 3 of the Governance Manual and more clearly define the current practice of policy-based governance. In particular, the monitoring reporting for UUA staff was left over from the Carver approach. Board members noted the need to regularly assess the UUA's progress towards its goals with a more efficient, effective, holistic, and relational approach than the previous monitoring schedule.

The working group added Board members Kathy Burek (convener), Barbara de Leeuw, Lucia Santini Field, Sherman Logan, John Newhall, Bill Young, Sam Trumbore, Suzanne Fast, and EVP Carey McDonald.

Investment and Socially Responsible Investment Committees

Lucia Santini Field shared the history of relationship between the Investment Committee(IC) and Socially Responsible Investing Committee (SRIC). She noted that when SRI committee was started in 1999, it did not have much contact with the IC. This is common in many organizations. In the past decade, the two committees have grown much closer, and now have joint meetings. Lucia asked the Board to invite a proposal from the IC/SRIC for formally combining the committees. The Board affirmed the intent to move in this direction, requesting a full proposal from the IS/SRIC in the coming months.

General Assembly Budget and Registration

The Board unanimously approved the proposed GA 2022 budget and fee structure, including a new voluntary sliding scale for delegates registration for the business meeting.

Planning for the year

The Board revised its meeting schedule for the March and April 2022 meetings, to move the longer meeting back to March. The new schedule will be a shorter evening meeting on April 11, and a multi-day meeting on March 24-26. Members agreed to revisit the current plan for May and June meetings once the schedule for General Assembly preparation events is developed. The also confirmed they will not have an in-person meeting before GA, aiming for fall 2022 Board retreat.

The meeting took a break and ended open session at 4:05 pm.

EXECUTIVE SESSION

The Board went into Executive Session for the purpose of considering appointments at 4:15 pm. Vonda Brunsting was appointed to the Investment Committee through GA 2022 to fill the remainder of Kathleen Gaffney's term.

The meeting ended at 5:05 pm.

Respectfully submitted,

/s/ Carey McDonald
Recording Secretary

Appendix A – Bylaw Discussion on General Assembly Roles & Responsibilities

General Assembly (GA) is where all the elements of our governance come together and interact, it's where roles, responsibilities and authorities need to be clearest. It's both an event and a governance body. What would the GA of a mission-driven covenantal religious organization do/be/feel like?

What is the staff's role at GA from a governance perspective?

- Create and manage the event (including the parts of the event that are a platform for governance)
- Focus attention on mission priorities through creating or curating content, programs, worship, speakers, public witness opportunities, etc.
- Report and communicate about their work, sometimes as required, receive feedback from participants and delegates (does this happen in a meaningful or effective way?)
- Support the governance work of our elected volunteers and administer elections

What is the role of the Board/Moderator at GA from a governance perspective?

- Lead/moderate the business meetings and voting,
- More broadly lead the business process (e.g. create agenda, draft rules, host delegate webinars, etc.)
- Propose changes/topics for discussion
- Report and communicate about work, and receive feedback
- Support work on mission priorities
- What does it mean to “act for the Association between General Assemblies”?
- Board owns key decisions about how GA is convened – location, time, registration, calling special GAs, etc., since GA is foundationally understood as a business meeting in the bylaws



What is the role of the General Assembly from a governance perspective?

- Here's what delegates do
 - Vote on elections
 - Voting on business issues
 - Receive information from leaders and provide feedback to those leaders
 - Build connection with and support one another in their role of decision-making, and participation in the wider association
- What do congregations do at GA as a community, not just acting through their delegates?
- Congregational leaders get information, inspiration and resources to carry out their mission
- Want to provide congregations the tools/opportunities to discuss business items far in advance, so delegates can represent that
- Key stakeholders may not have a formal vote or role, but are essential for the event (e.g. professional and identity groups, seminaries, etc.)
- Bylaws drive GA attention to budget/management issues or the work/authority of Board and staff, but the structures also authorize much broader statements and actions. How do we focus on the broader collective decision-making?