

# Board of Trustees

**MEETING: January 21-22, 2022, all times noted as Eastern Time**

Pursuant to notice duly given, 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), Sam Trumbore, Bill Young (Secretary)

## Meeting Minutes

**FRIDAY, JANUARY 21**

**ADDITIONAL PARTICIPANTS:** Carey McDonald (Recording Secretary & Executive Vice President), Andrew McGeorge (Treasurer), Stephanie Carey Maron, Marcus Fogliano, LaTonya Richardson, Lauren Smith, Christopher Hartley, Jessica York, Brent Lewis, Chris Buice and Danielle Di Bona (chaplains), Adrienne York-Minor, Jesse Ford, Stephanie Samson, Sofia Betancourt, Meg Richardson, Dick Burkhart

### *Opening*

Co-Moderator Charles Du Mond started the meeting at 11:05 AM, and members read through the Board's covenant.

### *Consent Agenda*

The Board unanimously approved the consent agenda, with one abstention (Fast). The consent agenda included minutes from the October, November, and December Board meetings.

### *President and Staff Report*

President Susan Frederick-Gray reviewed the memo which Executive Vice President Carey McDonald had sent to the Board. This included updates on the UUA's COVID response, keeping travel and office safety restrictions in place because of the surge in cases due to the Omicron variant. She also addressed the evolving work on justice, equity, diversity, and inclusion in the workplace, including hiring Shige Sakurai as the next Director of Equity, Belonging, and Change and the creation of a new position in Human Resources for staff relations and learning.

### *Staff Report - Financial Overview*

Treasurer/CFO Andrew McGeorge gave a financial update with the Q2 forecast. He noted that the limited usage of the UUA's space has made it easier to complete capital projects, and that expenses are closely tracking the budget at this stage in the year.



Director of Stewardship and Development Lauren Smith shared that congregational giving through the Annual Program Fund has been much stronger than the anticipated decline due to the pandemic, and that legacy giving is on the rise. She described how the UUA's fundraising approach is moving away from campaigns to drive operating budget. Instead, there will be more regular opportunities for restricted giving that supports the operating budget, alongside restricted giving for special purposes. She asked Board members to share the newly revamped Faithfy crowdfunding platform and invite congregations to do a collection to support the Disaster Relief Fund.

#### *Staff Report - Leadership Development*

EVP McDonald and Jessica York, Director of Congregational Life, described the current work by UUA regional staff to standardize leadership trainings and opportunities, and investing in leadership development resources through Leader Lab and the online UU Institute. They noted that the National Advisory Council is on hiatus, since it has moved away from its "linkage" function and its members have been absorbed in regionalization efforts and supporting the Article II Study Commission. They shared a proposal to develop a national network of lay leaders who have been through leadership experiences, which would create a pathway to leadership beyond congregations and with the wider Association.

#### *Financial Secretary Report*

Financial Secretary Kathy Burek gave an update on the Values & Resources Working Group, which had been planning for the Board's budget for the following year. This will include a recommendation for how often the Board should anticipate meeting in person, likely at least one additional trip separate from General Assembly. It may also address costs for a bylaw rewriting process. She further noted the group has been discussing how to engage the topic of reparations called for in the Commission on Institutional Change's 2020 recommendations.

The meeting took a break from 1:05 pm – 2:05 pm.

#### *Bylaws Working Group Report*

Barbara de Leeuw gave an update from the Deep Divers bylaws working group. She noted they have met with all UUA committees as well as former members of the Commission on Institutional Change, and will continue to reach out to UU stakeholder groups to discuss the approach to bylaw revisions. Barbara described the teams' approach as creating bylaws that operate like a strong skeleton for an organization, where more systems and context can be built through policies and rules that are more flexible. She noted the current UUA bylaws are rooted in past challenges and can divert resources from urgent and more timely work.

Board members were asked to review first draft of a business resolution affirming a rewrite of the UUA bylaws, which could be approved as a draft at the February Board meeting.

Discussion noted the need to reference the Article II Study Commission's process, and how it informs the bylaws rewrite. They also affirmed that as the Board moves forward with a stripped-down version of the bylaws, they will need to show where other elements will be moved to (e.g. show a draft of rules that the Board would intend to adopt). They also raised the need to be able to experiment specifically



with General Assembly, and the possibility of a separate resolution that suspends bylaws related to GA to create that flexibility.

#### *Ministerial Fellowship Committee Rule Changes – with Jackie Clement*

MFC Co-Chair Jackie Clement explained the requested rule changes from the Ministerial Fellowship Committee. These changes were proposed to make parts of the fellowshiping process more accessible, including making the internship requirement more flexible. She said the MFC wanted to allow Black Lives UU, and potentially other covenanting communities, to sponsor ministerial candidates, which currently is only allowed for UUA member congregations. Discussion noted that not all covenanting communities would be prepared to support a ministerial candidate through an sponsorship, so there may be other ways to address this concern than allowing all covenanting communities to sponsor.

Board members deferred votes on proposed changes to a future meeting.

#### *General Assembly Business*

The Moderation Team which leads GA business discussions (“ModSquad”) reviewed its role. It includes Trustees Kathy Burek, Barbara de Leeuw, John Newhall, Elizabeth Mount, Suzanne Fast, Sam Trumbore, JeKaren Olaoya, and Sherman Logan.

Discussion reviewed the proposed changes to bylaw rules that would create a new amendment and voting process for GA, which were set to be approved at the February meeting. This new process would require amendments to be submitted in advance and reviewed at mini-assemblies prior to GA, so that discussion time during GA could be focused on issues rather than procedure. A new system of voting by ballot, which allows voting to take place over hours rather than seconds, would make voting equally accessible for online and onsite participants. Having all amendments reviewed in advance makes it possible to build ballots around GA business items and remove any need for live voting.

Trustees reviewed GA logistics and safety protocols. They agreed that some members would attend GA in person, and others online. Board members who are attending GA in person were asked to plan to arrive in Portland on Tuesday June 21, 2022. Those who were acting as part of the ModSquad and attending in person were asked to arrive on Monday.

#### *General Session Ideas*

Board members brainstormed ideas for how to make GA general sessions more meaningful and inclusive:

- Invite participation from people who have been through UUA leadership experiences.
- Provide theological reflection on each business item, as the foundation for voting discernment.
- Include more voices on stage, showcase affinity/identity groups.
- Host panel discussions on the intersection of theology and democracy.
- Honor elders, former district leaders, and the transition from districts to a single region in the Pacific West which is anticipated for spring 2022
- Report on UUA socially responsible investing.

Co-Moderator Du Mond closed the meeting with a reading at 5 pm.



## **SATURDAY JANUARY 22**

**ADDITIONAL PARTICIPANTS:** Carey McDonald (Recording Secretary & Executive Vice President), Andrew McGeorge (Treasurer), Stephanie Carey Maron, Marcus Fogliano, Chris Buice and Danielle Di Bona (chaplains), Cathy Seggel, Denise Rimes, Jaimie Dingus, James Snell, Stephanie Samson, Sofia Betancourt, Elias Ortega, Becky Brooks, Carrie Stewart, Meg Richardson, Adrienne York-Minor, Dick Burkhart, Brian Lewis

### *Opening*

Co-Moderator Meg Riley opened the meeting with a reading and reviewed the guidelines for Board meeting observers (see Appendix).

### *Presidential Search Committee Discussion*

Cathy Seggel, Jamie Dingus, Denise Rimes, and James Snell from the Presidential Search Committee joined the meeting. They described the PSC's process to date, noting they hope to open applications in early April. The PSC had sent suggested edits to the Board's draft of a job description for the president. They recommended making sure the description was appealing, ordered responsibilities by priority with a focus on the role as the spiritual leader of the Association, and accurately described the relationship between the Board and the President. Board members agreed to review the PSC's edits and approve a final version at the February meeting.

### *Accountability Commission*

Co-Moderator Meg Riley recapped the recommendations from the Design Team, which were presented last fall, and conversations with leaders she had held since then. She noted that the Design Team recommended separating the function of convening UU identity groups from the role of advising and guiding UUA work. She endorsed the recommendation to sunset the Council on Cross Cultural Engagement, and instead create a roundtable of UU identity groups. Co-Moderator Riley also expressed the hope of creating an accountability commission that can be generative and helpful for the UUA staff and Board, with its members appropriately supported and compensated for their effort.

Discussion on the plans for an accountability commission raised the following issues:

- Desire to avoid recreating cycles of mistrust, or a system that will inevitably lead to a breakdown in relationship between UUA leaders. Recognition that this is similar to the experience of the Journey Towards Wholeness Transformation Committee.
- Noting two different modes of impact, which do not easily co-exist – being an outside prophetic voice and naming dynamics in the overall system to make recommendations, or providing internal expertise in decision-making as a thought partner. The accountability commission may want to focus on the latter more than the former. Learning from the experience of the 2012 Justice GA Accountability Group, the most important thing was being in the room as decisions are made.



- Acknowledgement that the Board must hold its own responsibility to advance anti-racism and full inclusion. The accountability commission will need to help the Board fulfill this role.
- Concern that an accountability process centered around public critique can have impacts on donors and relationships that hurt the ability of UUA staff and Board to do their work; suggestion that communication expectations for the commission be structured or formalized as regular reporting.

Co-Moderator Riley named the urgency of moving forward with this commission and agreed to share a draft proposal with the Board for future discussion. She noted that with a basic charge and appointments in place, the commission will likely evolve its work, process, and focus as it continues.

The meeting took a break from 1:15 pm – 2:15 pm.

#### *Article II Study Commission*

Reporting for the A2SC, Becky Brooks shared that the Commission has continued to meet with UU stakeholder groups, such as the UU Ministry for Earth, youth communities, and religious professionals of color. The A2SC also presented in December at the UUA's virtual Compass event, which offered a program of spiritual deepening open to all UUs.

Becky said the A2SC plans to get feedback on four key questions, including through a survey for individuals to complete and by hosting virtual panel discussions on each question. She noted that all congregational resources for engaging the A2SC's process are now live, which includes materials from UU Wellspring.

#### **EXECUTIVE SESSION**

The Board moved into executive session at 2:45 pm for the purpose of considering appointments and personnel issues.

It was later reported that:

- Ida Mae Jones was removed from the Election Campaign Practices Committee.
- Former UUA President Bill Sinkford was designated as the recipient of the 2022 Award for Distinguished Service to the Cause of Unitarian Universalism.

The meeting ended at 5:05 pm.

Respectfully submitted,

/s/ Carey McDonald

Recording Secretary



## Appendix

### *Board of Trustees Guidelines for Meeting Observers*

The Board welcomes guests to observe the board meeting. We are glad you are here. We hope you will participate when invited. This may include during break-out groups or when asked to offer information or answer questions in the chat. Occasionally, a staff member or guest may be invited to unmute to share a report or information useful to the Board. We welcome comments in the chat that are informative and related to the Board's active discussion.

Observers are asked to avoid disrupting or distracting from the meeting, including by using the chat box to change the conversation or argue with the Board. Observers should refrain from asking the Board questions during the meeting so that Trustees can focus on their agenda and discussion. Clarifying questions about the meeting can be directed to the staff meeting host.

Monthly Board open houses are an opportunity to ask questions of Board members about their work and the Association. Additionally, questions may always be emailed to [board-contact@uaa.org](mailto:board-contact@uaa.org).

The Board reserves the right to close the chat or remove participants who are disruptive to the meeting or to other observers.

