

# Board of Trustees

**MEETING: March 25-26, 2022, 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:** 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 (Secretary)

## Meeting Minutes

### *FRIDAY MARCH 25*

**ADDITIONAL PARTICIPANTS:** Carey McDonald (Recording Secretary & Executive Vice President), Andrew McGeorge (Treasurer), Stephanie Carey Maron, Shige Sakurai, Rob Molla, Sofia Betancourt, Meg Richardson, Stephanie Samson, Dick Burkhart, Elias Ortega

Co-Moderator Charles Du Mond opened the meeting at 11:05 am, welcomed visitors, and led the Board in reading its covenant.

### **Consent Agenda**

The consent agenda was approved unanimously. It included minutes from January and February Board meetings.

### **President and Staff Report**

President Susan Frederick-Gray discussed the UUA's response to Russia's invasion of Ukraine, including pushing fund managers holding UUA funds to sell any Russian assets. She reported she had spoken with the Hungarian Unitarian Church in Romania on their efforts to support Ukrainian refugees. She also described the UUA's responses to the rising tide of anti-gay, anti-trans, and anti-abortion legislation in Texas, Florida, and elsewhere. The UUA is focused on preparing legal support for challenges to new laws and policies, public statements of UU values, solidarity with partner LGBTQ and reproductive rights organizations, and guidance and support for UU communities.

President Frederick-Gray said that the administration is on track for a solid budget proposal for the April Board meeting. She noted the staff continues to try to keep travel and expense costs down, and is mindful of rising inflation in wages and benefits. She recognized that congregational giving has been stronger than anticipated despite the challenges of the pandemic, which requires less use of the UUA's Paycheck Protection Program grant, and that individual giving is increasing. She said the UUA is also considering ways to use one-time funds for mission priority work and implementing the recommendations of the Commission on Institutional Change.

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Executive Vice President Carey McDonald reviewed the draft financial agreement between the UUA and Beacon Press as an independent, mission-critical unit of the UUA. He described the core points of the agreement, and the overall emphasis on the long-term success of Beacon and the UUA through mutual support. Discussion reiterated the process for creating the agreement, as outlined in the cover letter, which included UUA and Beacon staff as well as outside members and UUA Financial Advisor Lucia Santini Field.

Trustees welcomed Shige Sakurai as the new Director of Equity, Belonging and Change for the UUA. Shige shared about their role, background and hopes for the position.

The meeting went into Executive Session at 12:10 pm for the purpose of discussing presidential compensation.

The open meeting reconvened at 2:00 pm.

### **General Assembly Planning Committee Resolution**

Co-Moderators Du Mond and Meg Riley reviewed the draft business resolution which would suspend the current bylaws related to the General Assembly Planning Committee. They noted the urgency of reimagining General Assembly, as called for by the Commission on Institutional Change. Following the experience of the UUA's first ever multiplatform GA in 2022, the Board anticipates discussing future possibilities for multiplatform or all virtual assemblies.

Suspending the bylaw requirements for an independently elected planning committee would allow the process to be streamlined, with authority instead given to the people currently charged with managing the event. In response to constituent demands, an increasing number of GA planning roles have become compensated, with discrete volunteer roles still available during the event. Rather than being planned by a separate group of elected volunteers, the current process for planning General Assembly relies on coordination between UUA staff and team leads (typically compensated) who oversee key event functions, such as the Production Manager, Music Coordinator, or Co-Chairs of the Conflict and Covenant Team.

### **GA Business Agenda**

Trustees reviewed the draft detailed business agenda for General Sessions. The agenda included daily theological reflections on the business of the day, significant time dedicated to the Article II Study Commission in each session, and the new business process for voting by ballot each day. Discussion noted the need to revisit the rules of procedure in light of the new ballot voting process, including the schedule for Actions of Immediate Witness; members Barbara de Leeuw, Kathy Burek, John Newhall, Suzanne Fast and Co-Moderator Du Mond agreed to work with EVP McDonald on a new draft of the rules of procedure.

### **GA Communications**

Tom Schade and JeKaren Olaoya reviewed the Board's communications planning for GA. They noted that the GA business is starting earlier, so congregational members and leaders can start getting involved now and choose their delegates further in advance. They requested more materials and details to start being

communicated about multi-platform imagination and planning for the community and programmatic (non-business) parts of GA.

### **Future Board Meetings**

Trustees asked whether longer quarterly meetings are still necessary, with monthly regular Zoom meetings and Slack communication. Discussion recognized the need for dedicated time for important topics, and that there is a rhythm to the year of when those topics might arise (e.g. fall retreat time, spring budget, GA agenda planning, etc.). However, members also expressed the concern that the current schedule of meetings, committee meetings, and webinars is too demanding and unsustainable. Planning for the next year, members suggested consolidating committee meetings into a regular time block, avoiding more weekend meetings, and spreading out longer meetings so they are more frequent but only a single day. There was also interest in an in-person retreat, if it was accessible to all Board members. Possibilities for a more balanced 2022-23 schedule will be discussed at a future meeting.

The Board agreed to cancel its planned July 11, 2022 meeting.

The meeting ended at 3:50 pm

### **SATURDAY MARCH 26**

**ADDITIONAL PARTICIPANTS:** Carey McDonald (Recording Secretary & Executive Vice President), Andrew McGeorge (Treasurer), Stephanie Carey Maron, Danielle Di Bona (chaplain), Sofia Betancourt, Meg Richardson, Stephanie Samson, Cathy Seggel, Denise Rimes, Cheryl M. Walker, Elias Ortega, Mr. Barb Greve, Kimberly Johnson, Dick Burkhart, Christina Rivera, Karishma Gottfried, Bailey Saddlemire, Greg Boyd

Co-Moderator Charles Du Mond opened the meeting at 11:00 and welcomed participants and observers, and shared an opening reading.

### **Article II Study Commission**

Cheryl M. Walker gave a report from the A2SC, who had recently met for an in-person retreat. They found the time incredibly valuable and generative. During the retreat, the A2SC completed first draft statements for new elements of Article II. She said these foundational statements focus on naming shared values and articulating a core covenant for Unitarian Universalists. In the coming months, the A2SC will circulate these drafts to get reactions and feedback.

### **Co-Presidents Discussion**

Co-Moderators Riley and Du Mond opened a conversation with current and former Trustees, members of the Presidential Search Committee, staff, and other meeting participants on the possibility of having co-presidents for the next UUA presidential term. While there was no action item on the meeting agenda, they wanted to publicly acknowledge and address questions and concerns on this issue.

EVP McDonald recapped the history of Board discussion on co-presidents. He noted the Board had considered recommending a bylaw change to explicitly permit co-presidents under the UUA bylaws in 2018, in the same manner that co-



moderators are now permitted. However, that decision was deferred due to concerns that it was too early in President Susan Frederick-Gray's term to consider the topic, and because there were upcoming discussions from the Elections Reform Taskforce. The of 2019 Elections Taskforce report incorporated feedback from the previous Presidential Search Committee, Moderator Search Committee, Election Campaign Practices Committee, Board members and staff, and included the possibility of co-presidents sharing a single position as one of its recommendations. However, over the following two years of discussion, the Board was not able to arrive at any consensus on any potential bylaw changes for co-presidents. Finally, he noted that while the UUA Bylaws indicate that only a single person may be nominated as a candidate for President, the Board does retain the power it used in 2017 to create co-presidents.

Co-Moderator Riley shared that she had interviewed current and past UUA leaders, as well as other BIPOC UU leaders, on their thoughts about a co-presidency. She reported hearing a range of opinions, including real openness and excitement to innovative leadership structures, as well as notes of caution. Co-leadership teams take more work, especially because effective teams bring different perspectives and skills to the relationship, which can also make them more prone to conflict. Her interviews consistently pointed to the importance of a strong relationship between the individuals in a co-leadership relationship, and their experience working together as co-leaders. She noted that the UUA President and Executive Vice President share leadership, but not in a co-equal structure. She affirmed that her experience as a co-moderator has shown her what an effective co-leadership model requires.

Open discussion included the following points:

- Overall affirmation of shared leadership, which can take many styles and forms. Recognition that the UUA's actions influence congregations, so there is value in exploring new structures of co-leadership to inspire imagination in local UU communities.
- Co-leadership can be beautiful and powerful and generative. The UUA and other UU organizations now have years of experience with co-director or co-executive models, and have learned it takes a significant ongoing investment in the co-leaders' ongoing relationship. Any potential co-presidents would need to demonstrate how they would be able to sustain this level of attention and investment from the beginning.
- The president is nominated by the PSC but accountable to the Board, so it makes sense that only the Board would be able to authorize co-presidents. The Board is fiduciarily responsible for the UUA, would need to be able to address the details and manage risks in a co-executive model.
- What happens in crisis situations, or if co-CEO relationships break down? This would need to be addressed in the initial structure of co-executive roles to avoid the possibility of a leadership crisis.
- Putting more people at the top of an organization is not always the best way to share leadership. A CEO has the view of the whole organization. It feels essential that one person oversee high-level coordination and cohesion (avoiding a model which separates oversight by portfolios).





- Currently, there is a huge amount of internal and programmatic work the UUA needs to do which requires high-level executive coordination, but is not part of the public facing role of the pastoral and prophetic leader which is how the President's role is now defined.
- Doubling the current presidential position would be costly, yet it does not seem conceivable to have a part-time co-president. It would be important to evaluate those financial tradeoffs with other types of investments needed for the UUA to live out its commitments to anti-oppression and full inclusion.
- The 2017 interim co-presidency was born from a particular situation in a time of crisis and should not be the basis for any future long-term sustainable models. The three interim co-presidents had a decade of close work experience together as leaders, they received clearly defined portfolios from the Board, they were in the role for less than three months, and still one member served in the traditional CEO role. There is concern that the experience may be romanticized in the public discourse.
- The UUA is in the middle of rethinking the bylaws and overall leadership structures with the Board and Moderator which have implications for the President's role. These decisions deserve time and consideration, and should not be forced to be completed before the next election cycle with a false sense of urgency.
- With the recognition there has been discussion about co-presidents for years, the timing may never feel right, so the conversation may still need to proceed about the possibility of co-presidents.

The meeting took a five-minute break at 12:25.

### Items for Voting

Lucia Santini-Field moved, Kathy Burek seconded, and the Board unanimously approved the following motion regarding the proposed agreement between the UUA and Beacon Press agreement:

*The UUA Board of Trustees affirms the UUA's long-term commitment to Beacon Press as an essential way that the UUA carries out its mission to advance UU values in the world. Recognizing Beacon's unique role as an independent department of the UUA, the Board supports a financial agreement with Beacon Press which includes the following elements:*

- *Define the long-term resources and capital necessary for Beacon's success as a publisher;*
- *Estimate Beacon's occupancy costs to the UUA;*
- *Provide comprehensive financial terms between the two entities which take into account a wide range of financial possibilities, including potential subsidies and surplus sharing; and*
- *Ensure the UUA will guarantee Beacon's financial obligations.*

*This affirmation is based on the version of the agreement reviewed at the March 2022 Board Meeting, with the recognition that the language will be finalized by the Administration.*

Kathy Burek moved, Sherman Logan seconded, and the Board unanimously approved the following motion related to the UUA President's sabbatical:

*After serving a full 6-year term, the president is entitled to a 12-month paid sabbatical.*

Lucia Santini Field moved, Bill Young seconded, and the Board unanimously approved the draft business resolution related to the GA Planning Committee (Attachment 1). Trustees noted they will receive feedback through public comment in the next two months and integrate that feedback into a final version in May.

The meeting took a break at 12:45, and returned in Executive Session.

### **EXECUTIVE SESSION**

The Board entered Executive Session at 1:00 pm for the purpose of considering appointments, presidential compensation, and internal values commitments. The following decisions were later reported:

- Christe Lunsford was appointed to the Appointments Committee
- The following statement was approved to be included in the UUA President job description for the Presidential Search Committee's process:

*The President's compensation is set in advance by the Board. It includes an approximate annualized salary of \$260,000, plus benefits, and a paid 12-month sabbatical at the completion of a full term.*

*The UUA is committed to offering a competitive salary and benefit package for all employees. The Board sets the President's salary based on average salaries for CEOs of non-profits of comparable size. The salary is set in advance to ensure the compensation package is fair to all candidates.*

The meeting ended 4:30 pm.

Respectfully submitted,

/s/ Carey McDonald

Recording Secretary



## **ATTACHMENT 1**

### **Proposed Business Resolution General Assembly Consideration June 2022**

#### **General Assembly Planning Committee**

The Commission on Institutional Change, in their report, “Widening the Circle of Concern,” recommended that the Board of Trustees examine the bylaws of the Association with the purpose of streamlining and clarifying the Association’s governance structure.

The Board of Trustees has proposed a multi-year process to rewrite the Association’s bylaws.

One of the guiding principles of the proposed bylaw revision is to separate the governance responsibilities of the elected Board of Trustees (and their committees) from the implementation responsibilities of the Association staff and staff volunteers.

Over the decades, the planning and implementation of General Assembly has required professionalized staff. For example, the General Assembly and Conference service director negotiated contract changes with hotels and conference centers throughout the pandemic.

The General Assembly Planning Committee has not held a governance role in many years. Increasingly, the General Assembly Planning Committee has focused on questions of implementation rather than governance. As such, the GAPC no longer appropriately belongs in the bylaws.

Additionally, having to shift first to completely virtual General Assemblies due to the pandemic, and now to multi-platform modalities, requires a committee structure that is flexible and able to recruit volunteers with the skills needed for events as they change.

The Board of Trustees extends sincere gratitude to the many General Assembly Planning Committee volunteers who, over the years, worked to provide meaningful opportunities for Unitarian Universalists to gather and build community. Their efforts grew and expanded the General Assembly in wonderful ways. Many thanks to each of you for your ministry.

**BASED ON THE FOREGOING, NOW, THEREFORE, BE IT RESOLVED,**

GENERAL ASSEMBLY 2022 hereby suspends until further notice the membership and activities required by the bylaws of the General Assembly Planning Committee. This action creates flexibility to explore more inclusive and innovative GA planning structures.

