

# Board of Trustees

**MEETING: May 16, 2022, 7:00 pm 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, John Newhall, JeKaren Olaoya, Meg Riley (Co-Moderator), Tom Schade, Sam Trumbore, Bill Young (Secretary)

**ADDITIONAL PARTICIPANTS:** Carey McDonald (Recording Secretary & Executive Vice President), Andrew McGeorge (Treasurer), Stephanie Carey Maron, Adam Robersmith, Barbara Colt, Meg Richardson, Michael Macias, Jamal Tharp, Carolyn Carr

## Meeting Minutes

Co-Moderator Charles Du Mond opened the meeting at 7:05 pm, and Kathy Burek shared an opening reading.

### ECPC Rule Amendment

Executive Vice President Carey McDonald reviewed a proposed amendment to Rule G-9.13.10 that would resolve a typographical error and clarify the authority of the Election Campaign Practices Committee. The Board unanimously approved placing the rule amendment on the General Assembly Final Agenda (Appendix A).

### Rules of Procedure

EVP McDonald described edits that had been made to the 2021 GA Rules of Procedure. This included removing language on the amendment process which was now included in Bylaw rules, including information on the online ballot process, and additional changes to reflect the multiplatform approach to how delegates will speak during business discussions. He said that with the Board's decision to spread the GA business process out over weeks and months, there will be no need for procedural motions during GA, allowing the time to be focused on discussion of the issues on the agenda. Discussion noted the need to confirm with the Commission on Social Witness how they will finalize the proposed Actions of Immediate Witness. The Board unanimously approved the proposed Rules of Procedure (Appendix B).

### GA Combined Board/Moderator Report

Board members brainstormed areas to address in the combined GA Board and Moderator report, potentially also including reporting from the Financial Advisor. The report would include both onsite and online Board members. Potential topics included: accountability launch group, Article II Study Commission, the Bylaws review process, treating multiplatform GA as an experiment, recognizing burnout and encouraging kindness and respect, continuing commitments to disability



justice, framing “reimagining radical faith community” within the context of UUA governance, approaches to shared leadership, and ongoing implementation of the recommendations from the 2022 *Widening the Circle of Concern* report from the UUA Commission on Institutional Change.

**EXECUTIVE SESSION**

The Board moved to Executive Session at 8:00 pm for the purpose of discussing appointments.

The meeting ended at 9:00 pm.

Respectfully submitted,

/s/ Carey McDonald

Recording Secretary



## **Appendix A**

### **Proposed Change to UUA Bylaw Rule G-9.13.10 Election Campaign Practices Committee**

Rationale: The Election Campaign Practices Committee oversees the conduct of UUA campaigns, enforces campaign rules and receives campaign finance reports, and sets additional standards for campaigns and candidates. The ECPC is created under Rule G-9.13.10, which defines its responsibilities and authority. There is currently an error in Rule G-9.13.10 (c), which references a non-existent section “9.13.6(c)” as the standard that ECPC the uses for determining “serious violations” which can lead to a candidate’s removal from the ballot. The error dates from the changes to the UUA elections process made in 2010, when sections 9.12 and 9.13 were rewritten and renumbered. The following change is proposed to clarify the basis of the ECPC exercising this authority. It establishes that serious violations of any GA-approved UUA elections rule can lead to removal from the ballot. It also clarifies which decisions are automatically reviewed by the Board of Trustees Executive Committee, regardless of whether this is requested by a candidate.

### ***Proposed Change to Rule G-9.13.10, based on February 2022 UUA Bylaws*** *Underline denotes addition, [~~bracket and strikethrough~~] denotes deletion.*

2723 (c) If compliance to an adjudicated decision is not implemented by  
2724 the stated deadline, the Committee is authorized to block or  
2725 remove Association-subsidized privileges from the  
2726 candidate’s campaign.

2727 Candidates adjudicated to be in serious violation of Bylaw rules under Section  
9.13 [~~Rule G-~~  
~~2728 9.13.6(c)~~] may have their names removed from the ballot. Any such  
2729 [~~action pursuant to rule G-9.13.10(e)~~] removal shall be reported to the Board  
2730 and to the General Assembly. Such ~~adjudication~~ removal by the ECPC  
2731 would be subject to automatic review by the Board Executive  
2732 Committee according to the provisions of Rule G-9.13.10(d).



## **Appendix B**

### **UUA General Assembly 2022 Rules of Procedure**

PURPOSE: The goals of the Rules of Procedure are:

- Decisions are based on the will of the majority in accordance with UU values, principles, UUA Bylaws and rules. Delegates have the chance to express a range of opinions as part of the decision-making process.
- Delegates know how they can participate in business discussions and voting at General Assembly in a respectful, transparent and inclusive way.
- Business discussions are predictable in order to be accessible, and move forward smoothly to make the best use of everyone's time.
- Both online and onsite delegates have equitable opportunities to participate in discussion and voting on business items.

These Rules of Procedure apply to every item on the Final Agenda, and are the same for both online and onsite delegates. They include separate rules for items that get added to the Final Agenda during GA. They do not apply to UUA elections, which are governed by separate rules.

#### **RULE 1: ADOPTING AND CHANGING THESE RULES OF PROCEDURE**

The first thing the General Assembly must do is adopt these Rules of Procedure. The Assembly will do this at the first General Session. Delegates may not debate or amend the Rules of Procedure before they are adopted. The Rules of Procedure require a 2/3 majority vote to pass.

If any proposed changes to the Rules of Procedure receive sufficient support at a mini-assembly prior to General Assembly (per UUA Rule 4.18.5), they may be considered after the initial vote to adopt the Rules of Procedure. Proposals to suspend the rules will be considered only if the Moderator believes it is essential for the business of the assembly. Once adopted, the Rules of Procedure require a 4/5 majority vote to be changed or suspended.

#### **RULE 2: FINAL AGENDA AND ORDER OF BUSINESS**

The Final Agenda is set by the Board of Trustees, and the UUA Bylaws define how items can be added to the agenda. All business items listed on the Final Agenda which require a vote will be scheduled for discussion during a General Session. The Board of Trustees or the Commission on Social Witness will introduce the discussion of each item of business. The items of business on the Final Agenda may include:

- Proposed business resolutions
- Proposed changes to a Bylaw or Bylaw G-Rule
- Proposed Statements of Conscience
- Budget motions, Actions of Immediate Witness, and Responsive Resolutions added during General Assembly.



The flow of discussion will be managed and led by a Moderator who is identified by the Board of Trustees. The Moderator may be a single individual or a team. The Assembly will consider the items on the Final Agenda in the order listed in that agenda.

### **RULE 3: VOTING AND COUNTING VOTES**

At least 300 accredited delegates representing at least 100 congregations located in at least 10 states or provinces must be present for discussion and voting to begin at General Assembly. When this is true, the Assembly has a “quorum,” per UUA Bylaws Section 4.10. Delegates must log in through the online delegate platform to receive their credentials in order to vote and be counted towards the quorum.

Delegates must vote on an electronic device, such as a computer or smartphone, which can access the delegate platform. Computer terminals will be available near the General Session Hall for onsite delegates to vote.

There will be a daily ballot on the delegate platform which lists the items delegates will vote on that day. Each item on the daily ballot will be scheduled for discussion that day (if discussion is needed). The ballot will open during the day’s General Session and remain open until one hour after the end of the General Session. The Moderator may extend the time the ballot is open if they determine it is essential for the business of the assembly. The results will be available on-line promptly after balloting is closed.

The UUA Bylaws or these Rules of Procedure specify the percentage of affirmative votes needed for an item of business to pass. Only votes for and against a business item will be counted towards the percentage needed to pass.

The Moderator may ask for a straw poll on any question. Straw polls are not official votes, they are a tool to help the Moderator understand how delegates are currently feeling or thinking.

Delegates may not make a proposal to table (postpone), reconsider, move the previous question (end discussion), or take any other action related to a business item except for those actions identified in these Rules of Procedure.

### **RULE 4: MINUTES**

The Recording Secretary and UUA lawyers write the minutes of the General Assembly General Sessions, which are the official record of the decisions made. The Board of Trustees will approve the minutes at a future Board meeting.

### **RULE 5: AMENDMENTS**



Amendments to items on the business agenda will be considered if they receive sufficient support at the mini-assembly prior to General Assembly, per UUA Bylaw Rule 4.18.5. Amendments will be scheduled for discussion and voting during a General Session, unless they are incorporated by the Board of Trustees into the final text of the item on the final agenda. Such discussion and voting for amendments will be scheduled as a separate business item at least one day before the item they are amending comes up for discussion and vote. This will allow time for approved amendments to be incorporated into the final version of the item. Proposed amendments require a 2/3 majority vote to be approved.

Items added to the Final Agenda during General Assembly, including Actions of Immediate Witness, Budget Motions and Responsive Resolutions, may not be amended.

The Moderator may make exceptions to this rule for technical amendments (make things clearer or more consistent but do not change the meaning).

#### **RULE 6: HOW TO PARTICIPATE IN DISCUSSIONS**

Delegates speak during the General Session through two lines of speakers, when they are recognized by the Moderator. Tellers from the Board of Trustees will monitor each line. Both onsite and online delegates will have the opportunity to speak.

##### **Pro and Con Lines**

1. The first line is called the **Pro Line**. If a delegate wants to speak in favor of the item being discussed, they can join the Pro Line.
2. The second line is called the **Con Line**. If a delegate wants to raise a concern about the item being discussed, they can join the Con Line. Only concerns that would keep the delegate from voting in favor of the item being discussed are allowed in the Con Line.

Each delegate may speak only once in the Pro or Con Line on an item of business until everyone else who wants to speak has had the chance.

The Moderator will decide if a comment is appropriate, or “in order,” for each line. The Moderator may also allow other miscellaneous comments if the Moderator thinks it would be helpful to the Assembly.

##### **Information Desk**

Delegates may ask questions about what is going on during General Session or raise a procedural concern at the Information Desk. Tellers can relay issues raised at the Information Desk to the Moderator so they can be addressed.

#### **RULE 7: TIME LIMITS FOR DISCUSSION**



There will be a time limit for each item scheduled for discussion during a General Session. The Moderator may extend these time limits for a short period of time to help the meeting move smoothly.

- During discussion time, delegates may speak on the item up for discussion from the Pro or Con line for up to two minutes when it is their turn.
- The only time that counts against the time limit is when someone is speaking from the Pro or Con Line. Time spent by members of the Board of Trustees or Commission on Social Witness explaining the business being discussed does not count against the time limit.
- The Moderator will try to divide the time between Pro and Con speakers equally, and will alternate between speakers in the Pro and Con lines for both onsite and online delegates.

#### **Time Limits**

- Regular items which were added to the Final Agenda prior to General Assembly will have a discussion time limit of 20 minutes. This includes proposed bylaw changes, business resolutions, congregational study/action issues, and statements of conscience.
- Amendments to a business item will be discussed in an order determined by the Moderator. The sponsor of each amendment will have up to two minutes to present their amendment, with additional pro/con discussion time as determined by the Moderator. There will be a total of 12 minutes to discuss amendments for each business item.
- Actions of Immediate Witness, Budget Motions and Responsive Resolutions will have a discussion time limit of 10 minutes.



#### **Close of discussion**

Discussion on a business item ends when the time limit is up, or when no one is waiting to speak in either the Pro or Con line. The Moderator may end the discussion before the time limit if one of the Pro or Con lines has no one waiting to speak.

#### **RULE 8: BUDGET MOTIONS**

A Budget Motion is a request to consider a change in the amount of money in an area of the UUA operating budget. Any motion to spend more money in one area must also say which area(s) of the budget will receive less money equal to the amount of the requested increase. All Budget Motions must include a title, and text of up to 200 words explaining the requested change. The UUA Financial Secretary or Treasurer may provide commentary to delegates on any Budget Motion. Budget Motions will be reviewed by the UUA Board of Trustees to ensure the proposed motion meets the requirements stated above (see UUA Bylaws Rule 10.1.4). These motions are non-binding.

A discussion about the budget for 2022–2023 will take place at 1:45 PM PT on Friday, June 24, 2022. Any delegate can submit a Budget Motion to be added to the Final Agenda, and all submissions must be made in writing. To submit a Budget

Motion, email the Moderator at [moderator@uua.org](mailto:moderator@uua.org). Budget motions will be reviewed by UUA legal counsel to ensure they meet the qualifications for consideration.

The deadline for 2022–2023 Budget Motions is 7 PM PT on Friday, June 24, 2022. Budget motions require a 2/3 majority vote to be affirmed.

#### RULE 9: RESPONSIVE RESOLUTIONS

Per UUA Bylaw Rule 4.16.2:

*Responsive resolutions are brief, advisory statements that express the sentiment of the delegates. They must be in response to a substantive portion of a report by an officer or committee reporting to a regular General Assembly. Responsive resolutions are not binding and do not set policy for the Association. They may not act as a substitute for other types of business items, such as business resolutions, budget motions, study/action issues, bylaw amendments, or actions of immediate witness. The Moderator will determine whether a proposed responsive resolution may be added to the final agenda under this rule.*

Any delegate can submit a Responsive Resolution to be added to the Final Agenda, and all submissions must be in writing. All Responsive Resolutions must include a title and body text of up to 200 words.

To propose adding a Responsive Resolution to the Final Agenda, email the Moderator at [moderator@uua.org](mailto:moderator@uua.org). The deadline for Responsive Resolutions is 5 PM PT on Friday, June 24, 2022. Responsive Resolutions require a 2/3 majority vote to be affirmed.

#### RULE 10: ACTIONS OF IMMEDIATE WITNESS (AIWs)

An Action of Immediate Witness (AIW) is, per Bylaw 4.16(b), a statement about a significant action, event, or development in the world that needs immediate engagement and action from UU member congregations and groups. The process for submitting an AIW, including criteria for eligibility, is set by the Commission on Social Witness (CSW) and published online:

<https://www.uua.org/action/process/planning-aiw-ga>.

Per the UUA Bylaws, up to three AIWs can be considered by the General Assembly. If more than three proposed AIWs are eligible, the CSW will select which three to put forward for consideration by the Assembly.

#### **Discussion and voting on AIWs**

Delegates must vote on whether to add each proposed Action of Immediate Witness to the Final Agenda in order to discuss and consider it.



- Only AIWs that have been put forward by the CSW through its selection process may be admitted to the final agenda.
- The sponsor of each proposed Action of Immediate Witness has two minutes to speak in favor of it before the Assembly votes to admit it to the Final Agenda.
- The motion to add a proposed Action of Immediate Witness to the Final Agenda is not otherwise debatable and requires a 2/3 majority vote to pass.
- If the motion to admit fails, the AIW will not be considered.

Delegates will discuss and vote separately on each Action of Immediate Witness which is admitted to the final agenda. AIWs require a 2/3 majority vote to be affirmed.

#### RULE 11: PRECEDENCE OF THE BYLAWS AND RULES

If these Rules of Procedure and the Bylaws or Rules of the UUA are in conflict, the Bylaws and Rules of the UUA take precedence. If these Rules of Procedure do not address an issue that arises, the Bylaws and Rules of the UUA will be the basis of any decision.

#### RULE 12: END OF BUSINESS

The final business session of General Assembly 2022 ends at 2:30 PM PT on Sunday June 26, 2022.

