

# Board of Trustees

**MEETING: June 13, 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, Elizabeth Mount, John Newhall, JeKaren Olaoya, Lucia Santini Field (Financial Advisor), 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, Shige Sakurai, Chris Buice (chaplain), Adam Robersmith, Justine Sullivan, Stephanie Samson, Rita Cherubini, George Squires, Meg Richardson, Sofia Betancourt, Melissa Carvill-Ziemer, Dick Burkart, Barb Greve

## Meeting Minutes

Co-Moderator Charles Du Mond opened the meeting at 7:05 pm with a reading, and participants joined breakout groups for a brief personal check-in.

### Consent agenda

The Board unanimously approved the consent agenda, which included the minutes from the May 9, May 16, and May 23 meetings.

The agenda was revised to move discussion of cost of living adjustments to executive session.

### Investment Committee and Socially Responsible Investing Committee

Financial Advisor Lucia Santini Field presented the merger proposal from the Investment and Socially Responsible Investing Committees to oversee the UU Common Endowment Fund (UUCEF), as the Board requested earlier in the year. She said that the IC/SRIC members spent months in thoughtful discussion to come to consensus about the proposal. The proposal used the name "Investment Committee" for the new committee, since that is what is authorized in the bylaws, but recognized that a new name could be clarifying. The IC/SRIC's intent was to allow for the current combined members to continue on the new single committee. This will allow for continuity in discussions, as the new committee will need to evolve its own distinct operations and practices.

Discussing implementation, members and staff noted the need to update Board policy and UUCEF governing documents to implement this new structure. Lucia also indicated that the UUCEF investment policy is also in the process of being updated, which will require notification and engagement with all congregations who participate.



The Board voted unanimously to approve the merger proposal. They committed to work on updating and implementing language in Board policy (through the Governance Working Group and in the proposed UUA Bylaws rewrite) to provide the foundation for the new committee.

### **General Assembly**

Board members discussed key remaining issues in preparing for General Assembly. They set the times for onsite and online Board office hours, planned for how to jointly complete the Board report, and confirmed their use of Slack messaging to communicate during GA for both onsite and online Trustees.

#### *Mini-Assembly Results*

The results from the June 10 GA Business Mini-Assembly were reported as follows, with 260 delegates voting:

- Amendment 1 (Business Resolution 1 - Add text “to appoint a task group composed...”): 54.3% Support
- Amendment 2 (Business Resolution 1 - Add text “Reflect our long-established institutional experience...”): 67.2% Support
- Amendment 3 (Business Resolution 1 - Add text “A progress report of the UUA Bylaw Review...”): 53.5% Support
- Amendment 4 (Bylaw Rule Change - Add text “ECPC sanctions shall not apply...”): 27.7% Support
- Amendment 5 (Rules of Procedure - Add text “If more than three AIW’s are eligible...”): 66.9% Support

The Board unanimously accepted amendments 1, 2, and 5. Amendment 4 did not meet the required 33% threshold of support to be considered by the full General Assembly, and thus did not pass. The Board discussed retaining amendment 4 on the General Session agenda for discussion, to ensure at least one amendment was scheduled for vote by the full General Assembly to experience the new process for considering amendments.

*Following this meeting, the Board later reported it accepted amendment 3 and proposed an additional amendment to Business Resolution 2 based on feedback received after publishing the final agenda.*

### **Accountability Launch Group**

Kathy Burek provided an update on the latest draft of the Accountability Launch Group charge, seeking to identify the group’s initial focus of its work. Kathy said the Board anticipates needing to collaborate in the groups first year around the following areas:

- Planned rewrite of the UUA Bylaws
- Updating the UUA Governance Manual and defining the Board’s approach to policy-based governance
- Deepening conversations and exploring options for systemic reparations, as recommended by the 2020 *Widening the Circle of Concern* report



President Susan Frederick-Gray and Executive Vice President Carey McDonald shared their perspective on how the group could best intersect with the work of UUA staff, which they summarized in a brief memo to the Board. This included:

- Anticipating needing different conversations at different stages of work (generative, advisory, or review/monitoring). This includes needing feedback on projects and changes based on the Widening the Circle of Concern report as these come and go, following the UUA's five stages of implementation.
- Scheduling will be annual conversations on critical topics, like reviewing impact metrics, the UUA budget, and COIC implementation. This would allow the group to have meaningful conversations over time.
- Recognizing the need for high-level staff capacity not only to support the group, but to get information to the group and then meaningfully act on its feedback.

Discussing possible structures of staffing and compensation, members asked what would make it possible for everyone to participate. They acknowledged that different people may need different things, have different limits, or prefer to be involved in different modes. What types of stipends, professional support, and reimbursement meets this standard? Expectations for time commitments have not yet been set, since the group's tasks are not fully defined. They reiterated the importance of the group being able to offer feedback to the UUA while work is in process and decisions have not been made, not merely happen after the fact, but while decisions are getting made. However, they noted they do not want to require group members to simply sit in every important meeting, since this is not a reasonable use of their time.

Trustees re-affirmed the need for a professional consultant to support the group, as well as administrative support from UUA staff. They recognized the challenge of making group members staff members, which complicates their accountability.

#### **EXECUTIVE SESSION**

The Board moved to executive session at 8:30 pm for the purpose of considering personnel issues.

It was later reported that David Stewart and Chris Chepel were appointed Co-Financial Advisors, per the attached motion (Appendix).

The meeting ended at 9:40 pm.

Respectfully submitted,

/s/ Carey McDonald

Recording Secretary



## Appendix

David Stewart and Chris Chepel are hereby appointed and charged to act as Co-Financial Advisors of the Unitarian Universalist Association, effective on the close of General Assembly 2022. This appointment is under the following terms:

- David is officially appointed to the vacant position of Financial Advisor, and charged to act in that office as a Co-Financial advisor in partnership with Chris. Note this position will be subject to a special election in 2023.
- Chris is appointed to the newly-created appointed non-salaried office of Co-Financial Advisor, which carries a term of two years.

As Co-Financial Advisors, they will share the duties and responsibilities of the Financial Advisor, as defined in the UUA Bylaws and Governance manual. They are charged with embodying the spirit of shared leadership in their approach, and both will be welcome and expected to participate as members of the Board of Trustees. They will develop portfolios of responsibility and other collaborative leadership agreements to fulfill the role, and these should be reported to the Board no later than October 1, 2022. As Co-Financial Advisors, David and Chris will receive the same support, reimbursement, and other benefits as all Trustees.

In the case of any votes required by the UUA Bylaws, they will jointly determine how the vote of the Financial Advisor will be exercised. If either David or Chris leave the position, the Board may, but shall not be obligated to, appoint or continue the other as Financial Advisor as a sole appointment, or may appoint them Co-Financial Advisor with one or more other individuals.

The Board commits to supporting Chris and David as Co-Financial Advisors in embodying the principles of shared leadership and jointly fulfilling their duties.

