

# Board of Trustees

**MEETING: October 21-22, 2022, all times are 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, Chris Chepel (Co-Financial Advisor), Barbara de Leeuw, Charles Du Mond (Co-Moderator), Suzanne Fast, Susan Frederick-Gray (President), Sherman Logan, Elizabeth Mount, John B. Newhall, JeKaren Olaoya, Meg Riley (Co-Moderator), Adam Robersmith, Justine Sullivan, David Stewart (Co-Financial Advisor), Sam Trumbore, Bill Young (Secretary)

## Meeting Minutes

**FRIDAY, OCTOBER 21**

**ADDITIONAL PARTICIPANTS:** Carey McDonald (Recording Secretary & Executive Vice President), Andrew McGeorge (Treasurer), Stephanie Carey Maron, Shige Sakurai, Marcus Fogliano, LaTonya Richardson, Chris Buice (chaplain), Darrick Jackson, Sofia Betancourt, Barb Greve, Stephanie Samson, David Jackoway, Elias Ortega, Adrienne York-Minor, Meg Richardson, Dick Burkart, Barbara Rhodes

Co-Moderator Charles Du Mond opened the meeting at 11:05 am. The Board reviewed its covenant.

### Consent Agenda

The consent agenda was unanimously approved, which included:

- Minutes from the August and September 2022 meetings
- Acknowledging receipt of the Financial Advisor's report

### President and Staff Report

President Susan Frederick-Gray and Executive Vice President Carey McDonald presented an update and report on the work of UUA staff. These had been detailed in a memo sent to the Board, and they highlighted the recent departure of the Human Resources Director, and the continued push towards a digital-first organization. They noted that any discussions about the future use or changes to the 24 Farnsworth building are on hold, as the UUA learns more about what is needed for a digital-first organization and focuses on the Presidential transition.

### *Adaptive Challenges*

Executive VP McDonald shared the outcomes from cross-staff conversations which identified key trends in UU congregations and communities. These identified adaptive strengths and challenges (also detailed in the staff memo). He said the UUA staff are hoping to build out discussions of adaptive challenges as part of annual planning cycle that would lead into budget discussions, and engage the



Board and stakeholders on these long-term trends. The adaptive strengths and challenges identified were:

*Challenges*

- Exhaustion and the need for pastoral connection
- Staff pressures (adaptation, conflict, shortages), which are extending to lay leader pressures
- Unsure of direction for faith communities post-pandemic
- Acute dynamics for religious education, children, youth, and families

*Strengths*

- Continued commitment to multi-platform worship and accessibility
- Willingness to collaborate and experiment
- Increased community partnership in ministry and in justice and organizing
- Ability to let go of some things, and focus on connection

Discussion from Board members about these challenges and strengths affirmed that these are a good summary of the current landscape. They raised a few additional points to consider:

- While congregational budgets may have been reported relatively strong last year, budgets and congregational giving can lag a year or two behind economic realities.
- Congregations succeeding in becoming more multicultural are tending to see more conflict.
- There is deep concern about trends in decreased enrollment in religious education, which has historically been a driver of congregational vitality. Families, children, and youth are also experiencing high rates of mental health challenges.
- It is important to recognize the energizing collaboration that is happening now across congregations, much of which got started during the pandemic. The UUA can curate tools and examples to support this trend.
- There may be good models to consider how to engage volunteers and families in easier ways for them to participate, such as one-time volunteer asks rather than ongoing commitments, or camps and trips for families rather than weekly religious education. Maybe there are more things we can do!
- The spiritual component of dealing with climate change, natural disasters, and political disasters cannot be overstated.
- Multi-platform commitments are essential, and they should feel like real ministry rather than just a livestream. There is continued pain among disabled people as pandemic precautions recede, so that those who are vulnerable cannot safely participate in person.

**Presidential Transition**

President Frederick-Gray discussed the Board's role in the presidential transition.



She noted that staff have created a summary of the UUA's support for candidates and campaigns to set clear expectations. She shared that staff are thinking both about how to honor her departure and how to onboard a new president. She asked the Board to try to come to agreement by April with each of the Presidential candidates about their potential start dates.

Trustees recognized the importance of the Board building relationship with the next president, and agreed to set a date for a potential summer Board retreat after the new President takes office. They affirmed the importance of having the Board talk more about its role in bridging presidents, and to make a public statement about its support for sustaining work and collaborative leadership.

### **Financial Update**

Treasurer & CFO Andrew McGeorge explained the closing financials for FY22, in which the UUA generated a \$1.2 million surplus. This was due to income which exceeded projections, including an increase in bequests and a return of congregational giving through the Annual Program Fund to its pre-pandemic trajectory. This allowed the UUA to continue to avoid utilizing any of its PPP funds to cover budget caps. He shared that the FY23 Q1 forecast looks mostly in line with budget, with contingency funds being used to cover the accelerated cost of living adjustments. Inflation continues to be a concern that the UUA is watching, both for increased costs from vendors and for the needs of the staff.

### **Fund for UU Theological Education**

President Frederick-Gray presented the proposal to create a Fund for UU Theological Education to support investment in ministry and theological formation of religious leaders, which has already raised over \$2 million in commitments. The fund would be administered by the Panel on Theological Education (POTE), which currently awards funds to UU identity theological schools from an endowment established in agreement with the UU Congregation at Shelter Rock. The original POTE agreement included a commitment to build the corpus of funds, which this new Fund will accomplish. She recognized that the cost of ministry and professional credentialing is substantial and increasing, and that lowering the cost of ministerial formation was a recommendation of the Commission on Institutional Change.

The meeting took a break from 12:45 pm to 2:05 pm.

### **Accountability Launch Group**

Co-Moderator Riley shared that the application for the Accountability Launch Team had been posted, and that the Board will screen applicants directly. She reiterated that the group will take a flexible approach to the first 18 months of its work, in terms of its structure, focus, and commitments.

### **General Assembly 2023**

General Assembly and Conference Services (GACS) Director LaTonya Richardson reviewed GA2022 attendance at the first-ever fully multi-platform GA. She noted that that high airline ticket costs encouraged virtual attendance, and shared that industry trends show that in-person attendance is unlikely to immediately recover to pre-pandemic levels. She also reviewed the attendee feedback, which gave high



marks to the event and programs overall while pointing to key areas of improvement for the virtual experience.

#### *GA MAP Framework*

President Frederick-Gray presented the outcomes of the GA Mission of the Association in Partnership (GA MAP) meeting, which brings together key GA leaders while engaging stakeholders each year to make key big-picture decisions about GA. The GA 2023 theme is “Faithfully Becoming,” with a five-day thematic arc; focus areas are becoming Adaptive & Resilient, Theologically Rooted, Skilled in Faithful Praxis, and Connected in Community. Its guiding principles will be for an event that is cohesive, inclusive, accessible, covenanted, and compassionate for attendees and leaders.

#### *Budget and Registration*

GACS Director Richardson shared that GA 2022 ran a slight deficit, due to increased production costs and some overruns due to scheduling, coupled with lower in-person attendance than projected. She noted the inherent tradeoffs in registration costs, where lower prices can encourage participation but may not be enough to cover budgeted costs. Board members and staff discussed possible approaches to GA registrations this year, which included the following points:

- The GA budget’s income is driven almost entirely by registrations. Most of the expenses are fixed costs which cannot be changed throughout the year. The budget makes an estimate of registrations to forecast income, but the financial success of GA depends on strong attendance.
- Need to invest more in the virtual experience; will not likely be able to charge more for virtual attendance until the participants see greater value.
- Perspectives on whether virtual and in-person rates should be more equivalent may depend on the baseline for comparison; for example, since an all-virtual GA was cheaper to operate than a multi-platform GA, in-person rates should be higher.
- “Sticker shock” can potentially discourage participation, but the biggest drivers of in-person attendance costs are travel and hotels.
- How can we grow participation? Many of the UUA’s congregations and delegates do not attend. Are there ways to do more direct outreach in this critical year to ensure congregations are participating?
- In-person spaces are really important for professional networking, and we have not figured out how to create virtual spaces which accomplish the same thing.
- Considering a congregational “pay to view” option this year, which creates a more accessible and cost-shared approach for an entire congregation to participate virtually. This would be a good year to explore localized approaches like this.

#### *Planning for Business Process*



Board members and staff discussed possible changes to the GA business and voting process, anticipating high interest and potentially large numbers of proposed amendments for the Article II revisions. These possible changes included:

- Hold at least two mini-assemblies before GA to process amendments.
- Set the submission deadline for amendments at least two weeks before mini-assemblies to give time to review the drafts of submitted amendments.
- Recommending congregations credential their delegates as early as possible so that they can engage with pre-GA business discussions.

Board members also discussed how they may collaborate with the Article II Study Commission after its revisions are submitted. This could include jointly-hosted public forums and promotion, or the possibility of the Article II Study Commission entertaining friendly amendments from the Board.

### **GA 2024 and Beyond**

Executive VP McDonald recapped the ongoing discussions about future plans for GA 2024 and beyond. He said that GACS staff and the administration will likely recommend not seeking a convention center for GA 2024; this could allow the UUA to explore other types of venues (e.g college campus), create an all-virtual event, consider multiple satellite locations, or other new ideas.

Board members raised the importance of accessibility in any venues with UUA events, which is a strength of convention centers. They also recognized that, while an incoming UUA President will have their own sensibility about future GAs, the Board has always had to make decisions about GA decisions far in advance.

### **Policy on Board Endorsements of UUA Presidential Candidates**

Discussion noted that Board members were allowed to endorse individual candidates in the 2017 election, but Trustees said they would want to support the Presidential Search Committee (PSC) process rather than differentiate between candidates nominated by the PSC this year. They decided to delay discussing any formal endorsement until the petition window has closed and all candidates are known.

Board members agreed to begin working on a statement in support of the PSC to accompany its November 15 nomination announcement. They affirmed that the Boards' commitment to the UUA's mission and transforming governance will continue regardless of the election outcome, and their desire to work with a new President to make progress in this direction.

After a closing reading by JeKaren Olaoya, the meeting ended for the day at 4:45 pm.

### **SATURDAY, OCTOBER 22**

**ADDITIONAL PARTICIPANTS:** Carey McDonald (Recording Secretary & Executive Vice President), Andrew McGeorge (Treasurer), Stephanie Carey Maron, Marcus Fogliano, Janette Lallier, Rob Spirko, Cheryl M. Walker, Sofía Betancourt, Barb



Greve, Stephanie Samson, David Jackoway, Meg Richardson, Roger Brewin, Barbara Rhodes

Co-Moderator Du Mond opened the meeting at 11:05, followed by an opening reading from Bill Young.

### **Bylaws Update**

Barbara de Leeuw gave an update on the work of the Bylaws Rewrite Team, which was proceeding with the support of the business resolution approved at General Assembly 2022. She noted they are finalizing appointments for the team as required by the resolution, and that Sam Trumbore was leaving the team to focus on his role as Financial Secretary. She described their two-tier process, in which a smaller writers group has been creating drafts of key sections, and then sharing these with a broader range of thought partners and stakeholders. She noted that the Bylaws Rewrite team has been collaborating smoothly with the Article II Study Commission, since they will both be addressing bylaw revisions.

### **Annual Planning**

Co-Moderator Du Mond led a conversation to set preliminary topics for monthly Board meeting agendas through June 2023.

### **Article II Study Commission**

Cheryl M. Walker presented the first draft of the Article II revisions on behalf of the Article II Study Commission (A2SC). She said the Commission took the Board's charge seriously to consider everything on the table, and they wrote a first draft that has some entirely different elements (e.g. a diagram of values). She said that the basic purposes haven't changed, but now UU values are named as commitments where the Commission's feedback has shown widespread agreement. She noted that the values articulated in their draft should not be numbered or considered to be in any particular order.

In discussion, Board members acknowledged the structure of the draft is quite different from the current way Article II defines the purposes and principles, and also recognized the continuity between these values and commitments with the current Seven Principles. They described this as a deepening of the principles into clear commitments. They credited the shifts in leadership style at the UUA, including the first elected woman president and two successive teams of co-moderators, in making it possible to consider shifts like this in Article II.

Feedback from Trustees included:

- Appreciation for the emphasis on love at the center, which was rooted in the charge the Board gave to the A2SC.
- Recommending less legalistic language around the freedom of belief clause.
- Concern about the need for more depth or explanation in the section on sources, and wondering if any accompanying documents could be prepared to define inspiration and values in more details; Trustees also recognized the difficulty in balancing depth with accessibility.
- Need to address how to repair and atone when covenant is broken.



- More clearly define “love”, which has a range of specific interpretations in other faith traditions.
- Opportunity to make a stronger theological commitment to justice and anti-oppression.
- Question on what is essential to include about democracy, given the support for UU the Vote and our core practice of congregational polity.

A2SC members said they would be doing rounds of public input and stakeholder meetings in the coming weeks, using that feedback to create a second draft by the end of the year. They requested the Board’s help in the shared effort of getting the word out about this document to as many UUs as possible, so that no one is surprised and everyone is prepared to vote at GA. They additionally recommended the Board provide clearer guidance to congregations about how to select and engage their delegates for this important vote.

The Board members shared their appreciation for the hard work of the A2SC.

### **Governance Working Group**

Kathy Burek gave an update from the Governance Working Group. The group is currently reviewing and revising Section 3 of the UUA Governance manual, in order to clearly define and affirm the Board’s approach to governance (different from the Carver-specific policy governance approach of previous years). She said this work will continue through the spring of 2023.

### **Voting**

Barbara de Leeuw moved, David Stewart seconded, and the Board unanimously approved the following motion to create the Fund for Theological Education:

*The Board approves the creation of an endowed fund named “Fund for Unitarian Universalist Theological Education” according to the governance document presented by the President and staff. Distributions in the form of grants from the Fund will be determined by the Panel on Theological Education according to the governance document and the regular processes in place for distributions from the Trust for Theological Education.*

Recognizing that the details of the GA registration rates were still being determined by the GA and Conference Services staff, the Board approved parameters for these rates. Bill Young moved, Kathy Burek seconded, and the Board approved the following motion, with two abstentions:

*Motion: to approve maximum registration rates for GA2023 of \$300 for virtual, \$600 for regular adult registration, and \$350 for one day, reduced, and youth registrations, with the ability to offer lower rates while retaining the same proportions across rate categories, at the discretion of the GACS staff.*

The Board entered Executive Session at 2:05 pm for the purposed of reviewing nominations and making appointments. They were joined by members of the Presidential Search Committee.

The following appointments were later reported:



Bylaws Team appointment process

- The members of the Bylaws Rewrite Team were appointed for a period of two years: Trustees Barbara de Leeuw and Kathy Burek, additional members Tom Schade, Larry Ladd, Connie Simon, and Ariel Aronson-Eves; President Susan Frederick-Gray was appointed to the Team through the end of her term as President.
- Cynthia Malley and Takiyah Amin were appointed to two-year terms on the Ministerial Fellowship Committee

The meeting ended at 5:00 pm.

Respectfully submitted,

/s/ Carey McDonald

Recording Secretary

