

Board of Trustees

MEETING: Monday, February 13, 2023, 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, Chris Chepel (Co-Financial Advisor), Barbara de Leeuw, Charles Du Mond (Co-Moderator), Suzanne Fast, Susan Frederick-Gray (President), John B. Newhall, JeKaren Olaoya, Meg Riley (Co-Moderator), Adam Robersmith, Justine Sullivan, David Stewart (Co-Financial Advisor), Sam Trumbore, Bill Young (Secretary)

ADDITIONAL PARTICIPANTS: Carey McDonald (Recording Secretary & Executive Vice President), Andrew McGeorge (Treasurer), Stephanie Carey Maron, LaTonya Richardson, Marcus Fogliano, Joetta Prost, Rob Spirko

Observers - 14

Meeting Minutes

The meeting opened at 7:05. Members and participants did a brief personal check-in through small groups.

Secretary Bill Young gave an election update, confirming that the Rev. Dr. Sofia Betancourt was the sole nominated candidate for UUA President in 2023. He also shared dates and locations of the four upcoming UUA presidential forums.

Article II

Executive Vice President Carey McDonald reviewed the potential process for receiving, considering, and prioritizing amendments to the Article II proposed changes. This included broad engagement with UU congregations and leaders in February and March. In April, the UUA would open a form that allowed any UU to submit suggestions, and publish those suggestions to encourage collaboration and consolidation. In May, the Board would host workshops to discuss potential changes, which would also be open to any UU. In June, delegates would have to submit the formal amendments via the delegate platform, hopefully derived from the public collaborative process.

During GA, a final mini-assembly would take place on Thursday morning to receive and discuss amendments. The Co-Moderators and the Moderation Team (Mod Squad) would then prioritize amendments for voting, based on what had received support and engagement in the preceding months. Within the allotted time, delegates would discuss proposed amendments, and any amendment discussed would be voted on for inclusion in the final vote on Saturday of GA.

The Board discussed the role of Article II Study Commission members in reviewing submitted amendments and participating in the open workshops. They also noted that, while the Board has the right to submit amendments, they may defer to delegates to give more time to discuss their amendments. Trustees agreed to



support this outline for the amendment process, with an intention to approve rule changes and submission deadlines at a future Board meeting.

Ministerial Fellowship Committee Rule Changes

Joetta Prost, as a member of the Ministerial Fellowship Committee's Executive Committee, reviewed proposed changes to the process for receiving and deciding on complaints filed against ministers, up to and including termination of fellowship. She noted that, in the past decade, the investigation and determination process has expanded significantly as the UUA has employed best practices as a justice-seeking institution, but now needs some updates and consolidation. This means the current process has become redundant with the possibility of having multiple investigations. The goal of the changes is to remove duplicative process while preserving due process overall, which balances the needs of ministers and complainants.

The vast majority of ministerial complaint cases are addressed in the first investigation led by an outside consultant, who receives written complaints and responses and related materials, conducts interviews, and makes a recommendation to the MFC Executive Committee. However, under the current MFC Rules, the Rules entitle the minister to a second round of investigation using an outside group of volunteers appointed by the MFC, if the minister chooses to proceed. This outside group may choose to expand the scope of the investigation, and bring its findings to the full Committee. This means that the complainants, many of whom are dealing with trauma from the misconduct contained in the complaint, can be required to wait for several additional months, and revisit the case over and over again. These delays seem unnecessary and even cruel for everyone involved in the case. The second outside investigation, which has only occurred twice in the last decade, did not change the facts or recommendations in the case.

Additionally, even after this very long and involved process, ministers in full fellowship retain the right to appeal to a separate committee of the UUA, the Board of Review. There is also the option for a minister to file for re-admission to fellowship under Rule 26, which affords the MFC another time to review the case.

The proposed changes would:

- Simplify the process by removing a second round of investigation by volunteers (who are not trained as investigative consultants);
- Create a single process for complaint procedures for ministers in fellowship without distinguishing whether they are in preliminary or full fellowship;
- Empower the MFC Executive Committee to make final determinations in all cases except when recommending removal from Fellowship, which would require ratification by the full Committee.
- Allow for the MFC Executive Committee to schedule meetings on misconduct cases separately from the regularly scheduled panel meetings, which provides flexibility, allows cases to be addressed more quickly, and lessens strain on MFC members during their intense panel meetings.



In discussion, Board members noted they had met with staff and MFC representatives to review the changes in detail, and that the language had also been reviewed by legal counsel. They asked about how often complaints were addressed to ministers in preliminary fellowship, which is uncommon since these ministers are also being addressed through the annual renewal process. They also noted that, given that an appeal to the Board of Review must be limited to the materials reviewed by the MFC, a 21-day window for appeal is sufficient.

Justine Sullivan moved, Adam Robersmith seconded, and the Board unanimously approved the changes.

Governance

As chair of the Governance Working group, Kathy Burek reviewed the proposed changes to Open/Closed Meetings policy, as part of the Procedures for Section 3: Governance Process in the UUA Governance Manual [Appendix 1].

Kathy Burek moved, Suzanne Fast seconded, and Board unanimously approved the policy.

EXECUTIVE SESSION

The Board moved to Executive Session at 8:10 pm for the purpose of discussing appointments, legal issues, and other confidential matters.

It was later reported that:

- Pamela Sparr was appointed to the Investment Committee
- Jeanne Kelly was appointed to Employee Benefits Trust (Health Plan) Board

The meeting ended at 9:25 pm.

Respectfully submitted,

/s/ Carey McDonald

Recording Secretary



APPENDIX 1

Board Policy for Open – Closed Meetings

Open Sessions

- 1) To be consistent with our commitment to a transparent, accountable, and open process, the Board will try our best to:
 - a) Make regular board meetings open to public observers, except when in Executive Session. (See below).
 - b) Provide advance, public notice of dates and locations of regular business meetings, and make agendas, reports, and the previous meetings' minutes available prior to the UUA Board meeting.
 - c) Make documents submitted for consideration to the Board of trustees publicly available, except for documents distributed during or related to business to be discussed in executive sessions.
 - d) Welcome guests observing online and in person Board meetings.
 - e) Provide notice of recording and archiving policies.
- 2) The Board reserves the right to establish guidelines for their meetings, including expectations for guests observing the meeting. Guidelines pertaining to guests shall be made publicly available.
- 3) So that the Board can deliberate effectively, observers, whether UUA staff or members of the public, are asked to:
 - a) Avoid disrupting or distracting from the meeting by using the chat box to change the conversation, argue with the Board, or converse with other observers.
- 4) Refrain from asking the Board questions during the meeting so that Trustees can focus on their agenda and discussion.
 - a) Direct only technical questions about the meeting to the staff meeting host (Stephanie Carey Maron).
- 5) The Board reserves the right to close the chat or remove participants who are disruptive to the meeting or to other observers.
- 6) The Board is interested in information, comments, and feedback on Board business. We are especially interested in the perspective of historically marginalized and other impacted groups or communities, and we will take steps to solicit such input for major initiatives.
- 7) Observers are welcome to:
 - a) Contact the Board via email: board-contact@uua.org
 - b) Raise questions or share feedback at Board Open House sessions

Executive Sessions

From time to time, the Board may conduct its business in Executive Sessions that are not open to the public. Reasons for Executive Session may include

- 1) Reasons for Executive Sessions may include:

- a) Volunteer and staff personnel matters, including appointments, or matters that are of a delicate nature
 - b) Legal matters of which public discussion could be legally injurious
 - c) Budget matters that involve such legal or personnel matters
 - d) Property acquisition or disposition
 - e) Any other issues of a sensitive or confidential nature
- 2) Participants in Executive Session will ordinarily include Board Members (including the President), the Executive Vice President, and the Treasurer/Chief Financial Officer. The Board may vote to include others in Executive Sessions where appropriate.
 - 3) All meetings in Executive Session will close with a determination as to whether the material is confidential and needs to be confidential.
 - 4) The Executive Session may be ended at any time by majority vote.
 - 5) If there is a performance issue with a member of the Board, the Executive Vice President, or the Treasurer/Chief Financial Officer, the Board may exclude such person.
 - 6) All decisions of the Board made in an executive session will be recorded in the minutes, except that confidential material shall not be included.
 - 7) Any officer or trustee may initiate a request for an Executive Session by making such a request to the Moderator(s). The request shall include an explanation of the reason for the request. An Executive Session shall be held if there is no objection, or if the Moderator determines that an Executive Session is in the best interest of the Association.

Other Meetings

Meetings which do not involve decision-making are not open to the public, including but not limited to:

- 1) Meetings of Working Groups, Task Forces, or Subcommittees
- 2) Training & Retreats
- 3) Relationship-building among Board members
- 4) Managing interpersonal conflict between or among Board members