

# Board of Trustees

**MEETING: January 20-21, 2023**

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)

**ADDITIONAL PARTICIPANTS:** Carey McDonald (Recording Secretary & Executive Vice President), Andrew McGeorge (Treasurer), Stephanie Carey Maron, Danielle Di Bona and Chris Buice (chaplains), Brent Lewis, Marcus Fogliano, Shige Sakurai, Sofia Betancourt, Cheryl M. Walker, Paula Cole Jones, Maya Waller, Satya Mamdani, Rob Spirko

Observers – approximately 190 observers

## Meeting Minutes

The meeting started at 11:05 am ET, and Board members took turns reading their covenant aloud.

### Consent Agenda

The consent agenda was unanimously approved, which included:

- November and December meeting minutes
- Proposed amendment to the UUA Retirement plan

### Staff Report

#### *Presidential Transition*

President Susan Frederick-Gray described the work that UUA staff had begun for the upcoming presidential campaign and transition. She gave information on four presidential forums which were scheduled and would be announced soon. Plans to honor President Frederick-Gray's tenure include events at General Assembly (GA), a *UU World* magazine article on her presidency, a presidential portrait, and additional events. She also shared about the upcoming "homecoming" event for UUA staff in early March, which would be an opportunity for UUA staff to gather in person for the first time since before the pandemic.

#### *Second Quarter Forecast*

Treasurer/CFO Andrew McGeorge presented the second quarter forecast. He said the UUA was on track for break-even year, with some modest offsetting declines in



restricted funds. The contingency had been reduced in order to cover lower than anticipated occupancy cost transfers from Beacon Press. Trustees asked about whether staff travel costs are going back up, and how well a “digital first organization” is working.

#### *Murray Grove*

Treasurer McGeorge reviewed the memo he had submitted to the Board on the Murray Grove Association’s 2022 request for the UUA to distribute to them the bulk of fund that the UUA holds to benefit the MGA. He outlined the considerations in responding to the request, and noted the MGA had lowered their ask to avoid unnecessarily reducing the fund while retaining the flexibility they need for their budget. The revised MGA request from November 2022 was limited to funding for capital repairs and loan repayment. Additionally, he recommended the UUA pre-approve a distribution of an additional \$252,000 to the MGA if they need additional cash reserves, to preserve ability of those funds to grow in the endowment rather than needing them to be removed in order for the MGA to access them. Additionally, he recommended that both the UUA and MGA boards pass resolutions for approval, since the UUA has a fiduciary responsibility to ensure the funds are used reasonably to support the MGA.

#### *Financial Training*

Treasurer McGeorge and Co-Financial Advisors Chris Chepel and David Stewart presented a training on financial roles on the Board. This included:

- Fiduciary responsibilities as required by law – duty of care (prudent person), duty of loyalty (conflicts of interest), duty of obedience (fidelity to mission/law)
- Financial management – approving the budget, managing and liaising with financial committees (Health Plan, Retirement Plan, Investment, and Audit & Risk)
- Financial structure – governance for the UUA’s legal entities

The meeting took a break from 1:00 – 2:05 pm.

The Co-Moderators welcomed the additional observers joining to see the report of the Article II Study Commission in this section, appreciating how many people wanted to be involved.

#### *Bylaws Renewal Working Group Report*

Barbara de Leeuw and President Frederick-Gray gave a brief update from the newly-revamped Bylaws Renewal Working Group, and thanked the previous Board and staff members who had been involved. They said the group was working on a timeline for delivering a bylaws draft which could be voted on at General Assembly 2024.

#### *General Assembly 2023*

Co-Moderator Meg Riley described the planning for multiplatform General Assembly 2023, especially focused on improving online participation experience. She noted that COVID safety protections from the convention center in Pittsburgh are not as strict as those in Portland in 2022. Most Board members said they are



planning to come in person, while recognizing it is also important to have leaders who are attending virtually to make it fully multiplatform.

For 2023, trustees who volunteered to be part of the GA Business Moderation Team (Mod Squad) are Charles Du Mond, Meg Riley, Kathy Burek, John Newhall, David Stewart and Chris Chepel, with Suzanne Fast, Barbara de Leeuw and Sam Trumbore remaining involved if they have capacity.

UUA staff noted they hope to bring plans for a virtual GA 2024 and in person GA 2025 to the Board for approval this spring.

### **Policy on Engaging in Contested Elections**

The discussion on the policy on Board engagement with contested elections was moved up in the agenda from Saturday. Kathy Burek presented the policy draft from the Governance Working group, which was intentionally ahead of the petition deadline of February 1 for candidates for president. This policy would allow trustees to support candidates, but not take on leadership roles in campaigns. She reviewed the Board's commitment to encouraging participation from congregations in the democratic process, with special outreach to historically marginalized groups within Unitarian Universalism.

In discussion, trustees noted they also had the option of statement as a Board about which candidates support the Board's vision and the current direction of the UUA. They asked more questions about trustee elections, the impact of incumbency, and the timing of the election. They said the campaign comes at one of the busiest times of the year for trustees, so it could be important to have trustees support one another as incumbent, while also imagining other scenarios when trustees could be divided about candidates. Bill Young noted that as Secretary he is required to remain neutral.

The Board agreed to vote on this policy regarding presidential candidates, but wanted to take more time to think about trustee elections.

### **Article II Study Commission**

Co-Moderator Riley introduced the members of the Article II Study Commission (A2SC), with appreciation for their commitment, joy, diversity of opinions, and collaborative approach. Kathy Burek, as the other Board liaison to the A2SC, recapped the 2017 proposal to change the 1<sup>st</sup> principle, and growing support for the 8<sup>th</sup> principle, as foreground for the Board initiating the A2SC process in 2020. The A2SC's charge from the Board recognized the prevalence of "love" in UU liturgy, the centrality of the faith's commitment to anti-racism, anti-oppression and multiculturalism (this was affirmed in a 2020 responsive resolution), and gave a broad mandate to proposed changes.

President Frederick-Gray shared the history of Article II, which began in the original 1961 UUA Bylaws as "purposes and objectives." In the 1980s, an update from the male-focused language was led by UU women, which is when the seven principles and six sources were framed.

Members of the A2SC took turns presenting their proposal for a new Article II [Attachment 1]. The members were Cheryl M. Walker, Satya Mamadani, Maya Waller, Rob Spirko, and Paula Cole Jones; Becky Brooks was a former member.



The A2SC members described their more than two-year process of reaching out to UUs about their faith's values, and their suggestions for revisions to Article II. They estimated that 10,000 UUs took surveys in the process and almost 5,000 engaged in feedback sessions.

They shared the following points in discussion of their proposal:

- Most religions do not put their theological statements in the bylaws; this is a function of the UUA's unique system and history.
- The principles became major touchstones for communicating about UUism (they're often quoted) and for religious education classes and faith development. The current principles name a shared ethic and imply a theology, but are not explicit about values and commitments.
- The proposal took the values approach because UUs often talk about shared values, but they are not defined. In their surveys and feedback, the A2SC found tremendous alignment in how UUs describe their values; the challenge was to distill these down to a single set of memorable words.
- Article II is the covenant between congregations, the core language of what holds us together. We want to be clear about why we make those commitments and what they mean; principles had been a pseudo-covenant, it is saying to people who we are and what we value, but now we're taking the next piece forward to say "if we value this, then we commit to that"; note that the current principles don't have verbs.
- The current six sources of inspiration can never be complete, because lists always have to exclude something. Instead, the A2SC created a statement of what inspirations are and what they should do, proposed in lieu of current sources.
- The Article II section on inclusion was most recently adopted, so did not need much revision.
- The section on freedom of belief was very legalistic, so the revision tries to restate the same commitment more simply, plainly, and directly.
- For the purposes section, the proposal incorporated more mission-based language and grounded it in love.

The A2SC members read their full proposal aloud. They noted they had made lots of revisions from first draft based on public feedback. They acknowledged it is a significant departure from the current Article II, but emphasized the importance of a living tradition building on where we have come from and preparing ourselves for the future.

Trustees asked the A2SC members a number of questions:

- *What most surprised you?* – People are so passionate about their faith and its core statements. Tens of thousands of people engaged in the process. Unitarian Universalism has a process that is different from many faiths where bishops and professionals shape the faith; instead, this is from the ground up, and any UU member can participate, and the Commission itself was quite diverse in thought, belief, identity, and experience.



- *What encouraged you?* – The gravity of the charge, and the potential of having an impact on the faith for generations.
- *For young members, what is it like to change the approach from the principles?* – While many UUs grew up on the principles, it's really an evolution. Change can be energizing and refreshing. Action matters more than words, so what are we going to do as a result of our principles? This proposal says what it means to be a UU. The proposed new language has been just as well received in religious education classes where it has been tried out. The only regret is not being able to more fully engage youth and young adult UUs, whose engagement declined during the pandemic.
- *What does the order of the values mean?* – The values are not ordered or numbered in any way, they are all co-equal and inseparable. The original order was random, it was just the order they were written down. Defining love is the project for Unitarian Universalism over time, not just in one drafting process. The values are all aspects of love.
- *What impact do you hope will happen?* – A creative explosion of new books, music, sermons, and classes. Open up new levels of thoughtfulness and recommitment among UUs.

#### *Article II Amendments and Voting*

The Board agreed it was essential that delegates have the chance to engage with the Article II process, as well as potential amendments, before they arrived at GA so that they would be ready to vote. They noted they had already received lots of suggestions about changes to the language, so it seems that many UUs are eager to engage.

Co-Moderator Du Mond described a potential process for UUs to share their ideas, and for delegates to share amendments:

- Begin by allowing any UU (not just delegates) to submit suggested ideas in advance to consider and review.
- The Board could invite people to work together on related amendments, and could hold discussion forums and workshops on these amendment areas, facilitated by the Mod Squad and open to the public.
- Delegates would submit amendments through the delegate platform, based on the public ideas and discussion.
- There would be a mini-assembly at GA on Thursday.
- The moderators would prioritize amendments for debate and voting by the full GA which went through the public discussion process.
- Vote on amendments on Thursday and potentially Friday (if there were Board amendments these would need to be Friday per the bylaw-defined process), and vote on the full Article II proposal on Saturday

Discussion noted that the Board is highly constrained by the prescriptive bylaws process for considering, amending, and voting on Article II (e.g. the mini-assembly must take place during GA, not before). However, there was broad support for creating the time needed to develop and hone amendments. When the last major



rounds of changes to Article II were proposed in 2009, a frustrating amendment process contributed to delegates voting down the proposal, which is a dynamic that Board members agreed they would like to avoid by doing as much in advance as possible.

There was general agreement to proceed with the outline presented by Co-Moderator Du Mond.

Trustees and staff noted the importance of reaching out to congregations to engage them in discussion about the proposal. One suggestion was to bring on a congregational outreach consultant to extend the reach of staff and volunteers. President Frederick-Gray noted she is sending a letter to all congregational leaders about the A2SC proposal.

Trustees brainstormed ways to engage UUs around the Article II proposal:

- Religious educators are interested in training sessions, webinars, and other materials on how to discuss Article II with their congregations, members, children, and families.
- Webinars for all religious professionals and congregational leaders about the proposal and the process could be helpful.
- Create a book recommendation list for each value.
- Offer a toolkit for congregational leaders to share information easily, including a graphics kit for social media and draft language for newsletters.
- Record short videos that can be shown in a Sunday morning service.
- Provide materials for seminaries to engage their students.
- For worship services, identify readings, chalice lightings, time for all ages suggestions, and hymn suggestions to go along with the proposal.
- Start a listserv or Facebook group so people can share materials they are developing in their congregations.
- Create resources specifically for youth and emerging adults.
- Start a channel on UU Discord about Article II.
- Do craft projects at GA – e.g. color wheels for values, ways to describe/draw sources of inspiration.
- Engage major exiting Facebook groups and avenues, such as theme-based ministry groups.
- Encourage UUMA clusters and collegial conversations to discuss Article II.
- Develop scripts for skits about the proposal.
- Host virtual panel discussions with other UU leaders about their reflections on this proposal.
- Connect content in toolkits or other materials back to basic questions necessary to understand Article II, e.g. “what is covenant, what is the UUA?”
- Collect on grief; people may feel that changing the principles is a rejection of their experience.
- Use clips from the A2SC’s presentation to the Board today to post on social media.

XXX shared process observations for the day.

The meeting ended at 5:05 pm.



**SATURDAY, JANUARY 21**

**ADDITIONAL PARTICIPANTS:** Carey McDonald (Recording Secretary & Executive Vice President), Andrew McGeorge (Treasurer), Stephanie Carey Maron, Danielle Di Bona and Chris Buice (chaplains)

Observers – Approximately 25

Co-Moderator Charles Du Mond opened the meeting at 11:05, and Barbara de Leeuw shared a reading. The Co-Moderators welcomed observers and reviewed the agenda for the day.

**General Assembly Planning**

*Webinars*

Trustees discussed possible webinars to host in preparation for GA 23. They agreed to do a single “GA overview” webinar in late May, led by Co-Moderator Du Mond with help from GA and Conference Services staff, and one introduction to the GA business agenda, which would be led by the Mod Squad.

They noted some content may be pre-recorded and shared in multiple venues such as Board open houses or on social media. Discussion brainstormed content which trustees could record as short videos to explain the GA business process, which could also be used in webinars:

- What it means to be a delegate (Bill Young and Chris Chepel volunteered to work on this one in the spring)
- Rules of procedure and voting (EVP Carey McDonald had done this in years past)
- Article II amendment process
- Business agenda overview
- What to expect at GA 2023 general overview
- Being an online participant
- Delegate platform
- Whova app overview



*Article II Amendments*

Trustees discussed ways to create a transparent and accessible process that could lead to substantive amendments for discussion at GA rather than debating minor changes. They said the Board could create a rule to explicitly allow delegates to submit amendments prior to the GA mini-assembly, and could also ask delegates to clarify whether they had discussed their amendment with their congregation or other UU group. If ideas and suggestions are submitted during the spring prior to the delegate amendment process, there would need to be a way to identify which delegate-submitted amendments were put through the workshoping process.

**Voting**

Kathy Burek moved, John Newhall seconded, and the Board unanimously approved the revised version of the policy on Board involvement in presidential elections [Attachment 2].

David Stewart moved, Barbara de Leeuw seconded, and the Board unanimously approved the following motion:

Moved: The UUA Board approve the distribution of up to \$632,699 from the Murray Grove Fund to the Murray Grove Association (MGA), subject to the receipt of an MGA Board Resolution formally requesting the funds. \$380,699 of this amount shall be paid immediately, and the remaining \$252,000 is a preauthorized release, conditioned on MGA demonstrating the need for the operating funds.

Suzanne Fast moved, Justine Sullivan seconded, and the Board unanimously approved the following motion related to the Article II Study Commission Proposal [Attachment 1]:

Moved: The Board of Trustees receive the report and proposal of the Article II Study Commission and place the proposal on the General Assembly 2023 business agenda. The Board thanks the members of the Commission, past and present, for their work and dedication, and appreciates the grace with which the Commission has fulfilled its charge.

Meg closed the open session of the meeting at 12:05 pm

**EXECUTIVE SESSION**

The Board moved to Executive Session for the purpose of considering appointments, nominations and awards, and other sensitive business.

It was later reported that Rev. Dr. Rosemary Bray McNatt was chosen for the Distinguished Service Award.

The meeting ended at 5:20 pm.



Respectfully submitted,

/s/ Carey McDonald

Recording Secretary



**Attachment 1**

*Proposal to replace the current Article II of the UUA Bylaws, submitted by the Article II Study Commission under Section C-15.1.*

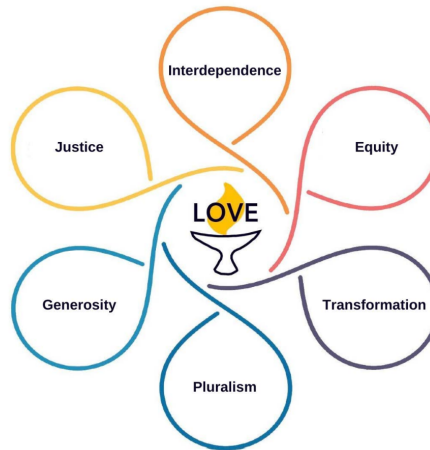
**Section C-2.1. Purposes.**

The Unitarian Universalist Association will devote its resources to and use its organizational powers for religious, educational, and humanitarian purposes. Its primary purposes are to assist congregations in their vital ministries, support and train leaders both lay and professional, to foster lifelong faith formation, to heal historic injustices, and to advance our Unitarian Universalist values in the world. The purpose of the Unitarian Universalist Association is to actively engage its members in the transformation of the world through liberating Love.

**Section C-2.2. Values and Covenant.**

As Unitarian Universalists, we covenant, congregation-to-congregation and through our association, to support and assist one another in our ministries. We draw from our heritages of freedom, reason, hope, and courage, building on the foundation of love. Love is the power that holds us together and is at the center of our shared values. We are accountable to one another for doing the work of living our shared values through the spiritual discipline of Love.

Inseparable from one another, these shared values are:



*Image Description: This image is of a chalice with and overlay of the word love over the flame, with six outstretched arms that create a circle around each of the core values and form a six petal flower shape. Each arm is a different color and clockwise they are: Interdependence (Orange), Equity (Red), Transformation (Purple), Pluralism (Dark Blue), Generosity (Teal), and Justice (Yellow).*

**Interdependence.** We honor the interdependent web of all existence. We covenant to cherish Earth and all beings by creating and nurturing relationships of care and respect. With humility and reverence, we acknowledge our place in the great web of life, and we work to repair harm and damaged relationships.

**Pluralism.** We celebrate that we are all sacred beings diverse in culture, experience, and theology. We covenant to learn from one another in our free and responsible search for truth and meaning. We embrace our differences and commonalities with Love, curiosity, and respect.

**Justice.** We work to be diverse multicultural Beloved Communities where all thrive. We covenant to dismantle racism and all forms of systemic oppression. We support the use of inclusive democratic processes to make decisions.

**Transformation.** We adapt to the changing world. We covenant to collectively transform and grow spiritually and ethically. Openness to change is fundamental to our Unitarian and Universalist heritages, never complete and never perfect.

**Generosity.** We cultivate a spirit of gratitude and hope. We covenant to freely and compassionately share our faith, presence, and resources. Our generosity connects us to one another in relationships of interdependence and mutuality.

**Equity.** We declare that every person has the right to flourish with inherent dignity and worthiness. We covenant to use our time, wisdom, attention, and money to build and sustain fully accessible and inclusive communities.

### **Section C-2.3. Inspirations.**

As Unitarian Universalists, we use, and are inspired by, sacred and secular understandings that help us to live into our values. We respect the histories, contexts and cultures in which they were created and are currently practiced.

These sources ground us and sustain us in ordinary, difficult, and joyous times. Grateful for the religious ancestries we inherit and the diversity which enriches our faith, we are called to ever deepen and expand our wisdom.

### **Section C-2.4. Inclusion.**

Systems of power, privilege, and oppression have traditionally created barriers for persons and groups with particular identities, ages, abilities, and histories. We pledge to replace such barriers with ever-widening circles of solidarity and mutual respect. We strive to be an association of congregations that truly welcome all persons who share our values. We commit to being an association of congregations that empowers and enhances everyone's participation, especially those with historically marginalized identities.

### **Section C-2.5. Freedom of belief.**

Congregational freedom and the individual's right of conscience are central to our Unitarian Universalist heritage. Congregations may establish statements of purpose, covenants, and bonds of union so long as they do not require that members adhere to a particular creed.



**Attachment 2 – Policy on Board Participation in Contested Presidential Elections**

1. The UUA Board encourages participation in the Presidential election process by Unitarian Universalist congregations.
  - a. We encourage congregational leaders, lay and professional, to ensure that members of their congregations are aware that a Presidential election is taking place, and to keep them informed of election activities such as candidate forums
  - b. We encourage congregational leaders to conduct membership discussions, so that congregations will make decisions about voting based on membership preferences
  - c. We especially encourage the participation of historically marginalized groups of UUs in this process
2. The Board, as an entity, may make statements to clarify which Presidential candidates support the direction and priorities of the board, and which candidates do not
3. The Board may make statements in support of the work of the Presidential Search Committee
4. The Secretary of the Association shall remain neutral in any election
5. The Co-Moderators of the UUA Board shall remain neutral with respect to individual candidates for UUA President
6. Individual Board members may choose to
  - a. Remain neutral or
  - b. Support candidate(s) by
    - i. Donating to one or more campaigns
    - ii. Sharing their support for a candidate in conversations with friends and colleagues, and with members of their own congregations
    - iii. “Liking” candidate statements on social media
7. Board members shall refrain from
  - a. Allowing their image or statements of support to be used on a candidate’s website, social media, or in any other campaign materials
  - b. Wearing t-shirts, buttons, or other campaign paraphernalia
  - c. Staffing a candidate’s GA booth or handing out campaign literature at GA or other UU gatherings

