



Board of Trustees

MEETING: April 26-27, 2024

Pursuant to notice duly given, this meeting of the Board of Trustees of the Unitarian Universalist Association was held via Zoom conferencing.

MEMBERS PRESENT: Sofia Betancourt (President), Chris Chepel (Co-Financial Advisor), Barbara de Leeuw, Charles Du Mond (Co-Moderator), Suzanne Fast, Sherman Logan, Elizabeth Mount, John B. Newhall, JeKaren Olaoya, Meg Riley (Co-Moderator), Adam Robersmith, Justine Sullivan, David Stewart (Co-Financial Advisor), Sam Trumbore (Financial Secretary), Bill Young (Secretary)

ADDITIONAL PARTICIPANTS: Carey McDonald (Recording Secretary and Executive Vice President), Stephanie Carey Maron (Governance Manager), Betty Clark (Executive Assistant to the Executive Vice President and Vice President for Programs and Ministries)

Observers – Ashley Horan (Vice President for Programs and Ministries), Woullard Lett, Adrienne Minor, Stephanie Samson, Karin Fuog, Connie Hester, Meg Richardson, David Grober, Tim Brennan (Interim Chief Financial Officer), Connie Hester, Kathy Burek, Connie Simon, Larry Ladd, Ariel Aaronson-Eves, Brent Lewis (Executive Assistant to the President), Adrienne Walker (UUA's Legal Counsel)

Meeting Minutes

FRIDAY, APRIL 26

The meeting started at 11:12 am ET, and Board members took turns reading their covenant aloud.

Consent Agenda

The consent agenda was unanimously approved, which included:

- Draft Minutes of the March 11, 2024 UUA Board of Trustees Meeting

Staff Report

President Sofia Betancourt acknowledged the hard work of the national staff, particularly during the recent budget season, and spoke on the changes in the re-organization of executive leadership with gratitude, noting her appreciation of the investment and support of the Board. She emphasized the importance of a comprehensive campaign, posed questions about the UUA's role in the world, and the need for conversations about expectations and a prophetic religion.

Congregational Closures / Dissolutions

Executive Vice President Carey McDonald then led a discussion about the nature of congregational life cycles and the establishment of a comprehensive framework for

supporting congregations throughout their lifespan. The team agreed to continue this discussion in a future meeting, focusing on the first part of the cycle.

EVP McDonald discussed the increase in congregations considering mergers or dissolutions and the need for improved support for these processes. He emphasized the importance of providing resources, establishing clear expectations, and offering peer support connections. The legal and financial aspects of mergers and dissolutions were also discussed, with a focus on ensuring assets support the UU faith and ministry. EVP McDonald proposed a policy approach for the distribution of assets from dissolving congregations, which was to be discussed in future meetings. The complexities of managing endowments and the potential issues surrounding their distribution were also addressed, with an emphasis on selling buildings and disposing of assets properly. EVP McDonald clarified that the focus should be on providing clear roadmaps for congregations to navigate this process and to make it easier for congregations to find their way.

FY25 Operating Budget

EVP McDonald reviewed the annual operating budget. He highlighted the ongoing financial impact of the pandemic and the transition towards a more sustainable future. Changes in the finance staff added to the complexity of the process, and a three to five-year rolling plan was proposed for future budgeting to avoid making difficult decisions in a single year and to continue to make financial decisions in an ongoing way.

EVP McDonald reported that while the Annual Program Fund (APF) and congregational giving remained stable, the attainment rate of fundraising decreased, and a modest increase was expected from individual giving for the next year due to the addition of fundraising staff. The calculation for investment income was discussed, with a slight decline projected but a one-year adjustment being requested in the spending policy to provide an inflationary increase. The largest portion of net lease income had previously come from a lease agreement with WeWork, who exited their lease in the prior year. While the UUA continues to benefit from the lease income letter of credit for the first part of FY25, the need to secure a new tenant in the coming year leaves uncertainty about future income, given the state of the commercial real estate market.

Vice President for Programs and Ministry Ashley Horan, discussed the organization's budget, streamlining staff structures, and potential cost-saving measures. She highlighted the need for better alignment of work across departments and the importance of investing in impactful work, such as the Mosaic Platform, disability justice and accessibility resources, as well as conflict transformation work. Exciting investments in the budget were announced, including a substantial increase in the climate justice campaign budget and funding for the UU Climate Justice Revival happening in September. Additionally, the Trans Support Specialist role, initially brought on as a temporary position, has been made permanent. Lastly, plans were discussed for the rebuilding of networks and infrastructure for lay leadership and lay ministry.

The UUA executive team discussed the proposed budget for the next fiscal year. The budget for fiscal year 2025 included approximately \$2 million in one-time sources such as PPP grants and prior year surplus utilization. In the coming years, this structural gap will need to be addressed through measures like reducing expenses, leveraging staff turnover, and exploring new revenue sources. The executive team aims to develop a plan to close this gap over 3-5 years while sustaining core operations. Transparency around net expenses versus pass-through funding will aid planning. Interest from



improved cash management strategies and potential facility consolidation are among the possible solutions being considered.

President Betancourt and EVP McDonald led discussions about the committee budgets and the budgeting process for the next year. President Betancourt emphasized the need for a more robust, long-term process, driven by content and values, and highlighted the importance of transparent communication about the UUA's finances.

The meeting took a break from 12:58 pm – 2:00 pm ET.

Co-Moderator Charles Du Mond welcomed the trustees and observers back to the meeting at 2:04 pm ET, and Barbara de Leeuw shared a reading.

Bylaws Renewal Update

Barbara de Leeuw introduced the members of the Bylaws Renewal Team present at the meeting. Member Connie Simon spoke of revising the UUA Bylaws and Rules regarding the definition and role of a member and the creation of accountability systems. She also highlighted the importance of hearing feedback from the wider Association to inform these changes. The Team relayed the need for an extended discussion to manage the challenges of amending the bylaws, with a draft framework for the new bylaws to be presented at GA 2025.

Trustee Suzanne Fast raised concerns about the engagement of UUs in formal congregations and the complexity of the UUA's structure. The group deliberated on the concept of covenanting communities and the need for a clear definition and boundaries for the term "congregation".

The Board discussed the UUA's structure based on the membership of congregations and communities rather than individuals, and the idea of identifying national groups directly connected to the faith. President Betancourt proposed the question of which national groups are considered vital to the faith and what the through line might be between these groups that may help us define our ecclesiology and help elevate the values that are most important. She addressed the idea that if financial contributions are expected of members, that may be a barrier to some, and is that justice - expecting labor without membership? A significant majority of our long-term, identity-driven, adjacent groups pay in labor far beyond what our large congregations pay in money. She wondered if there is justice in expecting labor without membership. She also shared that one potential path could be to elevate some of the UU identity organizations to the status of Associate Member Organizations.

There was agreement to continue exploring these ideas, including the proposal to expand the definition of a congregation to include associated organizations and redefine membership to better represent diverse identities.

The team discussed the concept of belonging and the expectations associated with congregational membership, and the idea of reassessing [the study of membership by the UUA Commission of Appraisal](#). The team also debated the need for enhancing accountability and engagement within the UUA, and the role of bylaws in governing the organization. The conversation concluded with the agreement to further explore these issues, focusing on distinguishing between bylaws and programmatic aspects, and considering a shift towards focusing on community and relationships.

General Assembly 2024 Updates

Trans Inclusivity Business Resolution

24 Farnsworth Street, Boston MA 02210 | P (617) 742-2100 | F (617) 367-3237

uua.org





The Board deliberated on preparing for the General Assembly and the potential business resolution. EVP McDonald raised concerns about recent attacks on transgender and nonbinary individuals and the need for a business resolution to strengthen the UUA's advocacy efforts.

Preliminary / Final Agenda

Governance Manager Stephanie Carey Maron and the ModSquad will finalize the rules of procedure, including discussion portions for amendments and business resolutions, by May 15th.

ModSquad Preparation

Stephanie reported on the ModSquad's progress and rehearsals with Larry Stritof and Carmen Moon.

Difficult Conversation Training

Stephanie shared that details and planning for this training is underway. The training will include the Board, the Commission on Social Witness, and GA Process Observers.

Joint Session of the Appointments and Nominating Committees

The Appointments and Nominating Committees will use one day of the Board's cohort sessions at GA 2024 to gather with attendees and discuss/promote volunteering at the Association level.

Commission on Social Witness (CSW)

The deadline for proposals to the CSW was confirmed, and the Board recognized the need for careful legal consideration and stakeholder engagement for any resolution.

Introduction: UUA's Legal Counsel Adrienne Walker and the Board

Adrienne Walker, the UUA's legal counsel and parliamentarian for GA 2024, joined the meeting and Introductions were made amongst the Board and Adrienne. EVP McDonald introduced Adrienne and highlighted her role in providing legal advice on various issues including reviewing amicus briefs. Adrienne shared her connection to UUism and her aim to align her legal expertise with the UUA's mission.

Board Support of Article II

The Board discussed drafting a statement of support and encouragement for voting on Article II. The drafting team will focus on emphasizing the Board's support for the process and principles, while also acknowledging the potential concerns of those who may vote against the changes.

The Board adjourned for the day at 5:00 pm ET.

SATURDAY, APRIL 27

MEMBERS PRESENT: Sofía Betancourt (President), Chris Chepel (Co-Financial Advisor), Barbara de Leeuw, Charles Du Mond (Co-Moderator), Suzanne Fast, Sherman Logan, Elizabeth Mount, John B. Newhall, JeKaren Olaoya, Meg Riley (Co-Moderator),

Adam Robersmith, Justine Sullivan, David Stewart (Co-Financial Advisor), Sam Trumbore (Financial Secretary), Bill Young (Secretary)

ADDITIONAL PARTICIPANTS: Carey McDonald (Recording Secretary & Executive Vice President), Stephanie Carey (Governance Manager), Danielle Di Bona (chaplain), Betty Clark

Observers – Connie Hester, Adrienne Minor, Meg Richardson, Woullard Lett, Stephanie Sampson, Mia Morse

Co-Moderator Charles Du Mond opened the meeting at 11:05 am ET, and Chaplain Danielle Di Bona shared a reading.

Religious Education Credentialing Committee Resolution

The Board discussed a proposal from the Religious Education Credentialing Committee (RECC) to expand its membership from seven to eleven members to manage growing work demands. This proposal will be added to a consent agenda to be voted on at GA. The Board also discussed the potential financial implications of expanding the RECC and the possibility of hiring temporary consultants instead. JeKaren Olaoya, Board liaison to the RECC, will speak with the RECC about changing the language to “no fewer than” seven, which will be reviewed by the Committee and brought back to the Board at its May meeting.

Policy on Committee Travel and Meetings

EVP McDonald led a discussion about shifting budget priorities towards mission-critical work and reducing travel costs. He shared that Stephanie had done extensive preparatory work at the committee level to determine how often committees needed to meet in person. He proposed a framework for the upcoming year's budget, suggesting that committees should anticipate participating in GA either online or in person, and that resources would be provided for fully in-person meetings when necessary.

Stephanie proposed a change in the meeting schedule for the years without multi-platform GA, suggesting one in-person meeting along with multiple virtual ones. This idea was met with approval, but concerns were raised about the need for in-person/multiplatform meetings and for better communication and feedback from the groups. It was decided that a multiplatform approach would be beneficial for all committee meetings. EVP McDonald supported this framework, suggesting it should be presented to all relevant committees for their input.

The Board discussed revising its policy regarding in-person meetings and multiplatform gatherings. Suzanne Fast proposed a policy that included moving away from policies that no longer align with their work and considering exceptions for certain committees. Co-Moderator Du Mond suggested that the Board should consider the relational aspects of in-person meetings and how they could be maintained virtually. Adam Robersmith emphasized the need to understand the potential losses in terms of networking and interpersonal relationships if meetings are held exclusively online. The Board agreed to start with an open posture, inviting feedback from committees to balance their needs with the goals of the policy.

Stephanie agreed to revise the outline document based on feedback from the Board, and circulate an updated version by the following week. She also agreed to schedule a meeting with all the committee chairs to discuss the committees' needs and how the UUA might best support those needs.





Ministerial Fellowship Committee Language Change to Reading Lists

Co-Moderator Du Mond addressed a proposed change in the guidelines for the Ministerial Fellowship Committee's (MFC) reading list for all ministerial candidates, aimed at making it more inclusive. The changes allow candidates to create their own reading lists instead of requiring all candidates to read the same books. President Betancourt explained that this was done to respond to the needs of a wider range of students and to offer more flexibility in meeting reading requirements. However, some Board members raised concerns about whether this new approach would ensure that candidates actually complete their self-created reading lists. It was agreed that Sherman Logan and Justine Sullivan would bring this back to the MFC.

Voting

Sam Trumbore moved, Barbara de Leeuw seconded, and the Board approved the motion with one recusal:

Moved: To approve the FY25 and pro-forma FY26 operating budgets, with the following authorizations:

- Exemption to the policy requirement for the Administration to submit a balanced budget for FY25; and
- Modification of Policy 2.D Endowment Payout Policy for FY25, in order to calculate the payout based only on the prior year's spending adjusted for inflation and suspend the 30% weight of 4.5% of the trailing four-quarter average market value of the endowment as of the previous December.

Co-Moderator Du Mond closed the open session of the meeting at 12:41 pm ET.

EXECUTIVE SESSION

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

The following appointments were later reported:

- Rachel Feltner was appointed to the Commission on Appraisal.
- Jimmy Leung was appointed to the Employee Benefits Trust.
- Lee Meinicke was appointed to the Investment Committee.
- Randy Webb was appointed to the Investment Committee.

Additionally, Barbara de Leeuw moved to affirm the presidential succession plan and Adam Robersmith seconded. It passed unanimously.

The meeting ended at 1:26 pm ET.

Respectfully submitted,

/s/ Carey McDonald

Recording Secretary