

Board of Trustees

MEETING MINUTES: January 17-18, 2025

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

MEMBERS PRESENT: Sofía Betancourt (President), Chris Chepel (Co-Financial Advisor), Barbara de Leeuw, Charles Du Mond (Co-Moderator), Emily Koriath, Sherman Logan, John B. Newhall, Meg Riley (Co-Moderator), Adam Robersmith, John Simmonds (Secretary), David Stewart (Co-Financial Advisor), Justine Sullivan, Sam Trumbore (Financial Secretary), Bill Young

ADDITIONAL PARTICIPANTS: Carey McDonald (Recording Secretary & Executive Vice President), Dave Valentine (Vice President for Finance and Investments), Stephanie Carey Maron (Governance Manager), Betty Clark (Executive Assistant to the Executive Vice President and Vice President of Programs and Ministry), Brent Lewis (Executive Assistant to the President), Danielle Di Bona (chaplain); Larry Ladd, Kathy Burek, Connie Simon (Bylaws Renewal Team); LaTonya Richardson (Director of GA and Conference Services), Shannon Harper (Lifespan Faith Engagement Co-Director), Nancy Reid-McKee (Commission on Social Witness), Sharon Welch (Commission on Social Witness)

Observers – Natasha Walker (Moderator Candidate), Kimberly Quinn Johnson (Moderator Candidate), Stephanie Samson, Tet Gallardo, Dick Burkhart, Meg Richardson, Cathy Seggel, Carol Walker, Valerie Hsu

FRIDAY, JANUARY 17, 2025

Co-Moderator Charles Du Mond opened the meeting at 11:07 am ET, Board Chaplain Danielle Di Bona shared a reading, and Board members took turns reading their covenant aloud.

Consent Agenda

The consent agenda, which included the following document, was unanimously approved:

- November 18, 2024 Board Meeting Minutes

Staff Reports

President's Report

Sofía Betancourt expressed gratitude for the resilience and deep leaning into values within the Unitarian Universalist community. She acknowledged understandable concern and the need for community resilience, highlighting the UUA's new Community Resilience Hub (<https://www.uua.org/safe/community-resilience>) and the Disaster Relief Fund's success in raising over \$500,000 for relief and aid. She also mentioned ongoing work on theological writings on climate and racial justice, and the upcoming publication of the new UU Pocket Guide.

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EVP Report

Executive Vice President Carey McDonald discussed the UUA's efforts to prepare for potential threats, including tracking actions against congregations, securing staff and congregational information, and reviewing event safety and security policies. Both President Betancourt and EVP McDonald emphasized the importance of community safety and the need for a different level of foundation and infrastructure to respond to potential threats.

Financial Report

Overview of Vice President for Finance and Investment's First Few Months

Dave Valentine, Vice President of Finance and Investment (VPFI) discussed his first 90 days in the role, highlighting the need for a financial framework, infrastructure upgrades, and team rebuilding. He also mentioned the appointment of Carol Gable as the Director of Finance, and Senior Investment Officer Matthew Jensen's increased involvement in the organization. He outlined plans to build a sustainable financial plan, increase talent levels, and improve communication across divisions. He also mentioned the need for a review and update of the general ledger structure, which will be ready for the following year's budget cycle. He discussed the integration of the Office of Church Staff Finances group into his oversight and the need for better tools and infrastructure for this group. Lastly, he mentioned the need for better external communication and the importance of working with the Stewardship and Development team to improve fundraising processes.

UUA Financial Services and Performance

Trustee Barbara de Leeuw inquired about the financial services groups' work with churches. VPFI Valentine highlighted the wide range of budgets and needs and explained the organization's financial activities, including healthcare, retirement portfolios, and compensation guidance.

Clean Audit Report Approval

VPFI Valentine noted that the audit was clean with no modifications. He added context to the financial statements, emphasizing the importance of the Consolidated Budget and the impact of one-time funds. The Board was informed that the audit had been received and acknowledged, with no disputes or issues raised. They reiterated their ultimate oversight responsibility for the audit, and the importance of acknowledging this responsibility. The Board discussed the process of the audit, with the audit firm having a thorough list of questions to ensure accuracy. A motion was proposed to accept the audit report, with the Board to vote on it the following day.

VPFI Valentine discussed the UUA's financial situation, highlighting a decrease in revenue and an increase in expenses. He mentioned the need for a new financial system and the importance of financial planning. He also emphasized the need for a more holistic approach to the UUA's operations and the importance of collaboration with congregational leaders.

Meet the Moment Update

EVP McDonald spoke about the upcoming Meet the Moment initiative, which aims to engage the entire faith community in addressing urgent issues. The initiative includes a series of wave cohorts, each focusing on a specific issue, and will be featured at the upcoming General Assembly 2025. They talked about the need for a part-time project manager to help manage the initiative. President Betancourt expressed her gratitude for



the investment in senior leadership and the transformational impact it has had on the staff's ability to focus on mission.

Religious Education Growth and Challenges

The Board discussed the growth in religious education and the influx of new families, particularly younger ones, in various congregations. President Betancourt and EVP McDonald noted that while there has been an increase in religious education enrollment, there are still congregations experiencing challenges, particularly in terms of staff retention. EVP McDonald mentioned that the UUA is working on sustainability for religious professionals and that the data from the certification report is not yet definitive. Discussion highlighted the importance of investing in high-quality professional leadership and the need for more learning on budget pressures. President Betancourt emphasized the need for transparency about the challenges faced by religious educators.

Update from the Bylaws Renewal Team

The Bylaws Renewal Team shared information on the reimagined presentation of the UUA Bylaws. The Team has been working on this for years – considering changes in the world, the UU universe, and the way individuals process information. The Team has grown and changed, and now believes that a slower, more thoughtful and predictable process will be in the best interest of the organization. The proposed multi-year bylaw rewrite framework (Appendix 1) involves a wave-based approach, with each wave going through stages of engagement, feedback, and implementation. The Team shared the potential challenges of managing the communications around the changes and the need for project management. The Board was asked to affirm the proposed strategy and to consider the sequencing of the process.

UUA Bylaws Renewal in Waves

The Bylaws Renewal Team shared that its plan would tackle revisions to the UUA bylaws in a series of "waves" across multiple years, focusing on different sections each year. This year (Wave 1), they propose studying changes related to General Assembly processes like the Commission on Social Witness, as well as sections on committees like the Presidential Search Committee. Future waves would look at topics like membership definition and elections processes. The wave approach allows time for study, review, decision-making, and voting on each section before moving to the next. It provides transparency about what is coming, while allowing flexibility if earlier decisions impact later sections. The Board was supportive of the wave approach in general, though they wanted to reserve final approval until the Moderator candidates could also weigh in, since it would impact their tenure. There was also significant support for prioritizing the Commission on Social Witness process revisions early on. On the topic of the General Assembly Planning Committee specifically, the Co-Moderators recommended postponing any permanent bylaw changes for now. UUA staff are still experimenting with alternative advisory structures around GA planning and don't want to codify anything prematurely before larger decisions about the future of GA are made through the bylaws renewal process.

General Assembly (GA)

GA Planning Committee Bylaw Amendment Discussion

The Board focused on future of the General Assembly Planning Committee (GAPC). The original business resolution from GA 2022 suspended the GAPC indefinitely, but an amendment was made to put it on a three-year hiatus. The current pause on the GAPC

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was only for three years, and the question was raised about whether it should be extended indefinitely or have a time limit. The idea of continuing the pause while the bylaws process is ongoing was discussed, and a new business resolution will be drafted by the Board explain the reasons for a continued pause.

Draft Business Agenda

An early version of the GA 2025 business agenda was shared with the Board.

Webinar and Pre-GA Business Planning Discussion

Postponed until it is known which business items will appear on the agenda.

Youth and Emerging Adult Participation

UUA Lifespan Faith Engagement Co-Director Shannon Harper discussed the planning and goals for the upcoming GA event, focusing on creating spaces for youth and young adults to gather and build community. The "HUUddle" initiative aims to create small groups for connection, while "Integrate" seeks to involve youth and young adults in the broader community. Financial assistance and travel stipends may be offered to attendees. The event will also include a "Deeper Joy Lounge" for youth and young adults to hang out and participate in activities. Shannon also highlighted the need for volunteers to support the youth and young adult caucus, and the importance of advocating for whole church or whole community work. The team is also working on integrating care and chaplain services for youth and young adults.

GA 2026 – Options and Planning for Virtual, Distributed, and Multi-Platform Participation

EVP McDonald addressed the potential for a Virtual GA in 2026, with the possibility of a virtual business meeting and a national online event with local options. The idea was to create a more inclusive and accessible experience for all members, with the potential for quarterly or more flexible business meetings. The Board members expressed their support for the idea of watch parties and the intentionality of bringing people together in community.

Board members also discussed the opportunities and challenges of conducting the event virtually, with some expressing concerns about the lack of in-person interaction. The idea of regional gatherings was proposed as a potential path forward, allowing for both online and in-person participation. The decision on whether to continue with an in-person format was left open, with the suggestion that the UUA could provide a multi-platform service. The importance of considering the financial constraints of delegates and congregations was also highlighted.

Commission on Social Witness (CSW)

The Board also discussed the need for clear guidelines and legal review for Actions of Immediate Witness (AIWs) to ensure they do not use overt partisan political language. The CSW expressed its desire for clear guidelines and the possibility of legal counsel review before AIWs are considered for the agenda. The CSW agreed to work on a process that would allow for early review of AIWs before they reach the delegates.

The meeting ended at 4:49 pm ET.

SATURDAY, JANUARY 18, 2025



ADDITIONAL PARTICIPANTS: Carey McDonald (Recording Secretary & Executive Vice President), Stephanie Carey Maron (Governance Manager), Betty Clark (Executive Assistant to the Executive Vice President and Vice President of Programs and Ministry), Danielle Di Bona (chaplain)

Observers – Natasha Walker (Moderator Candidate), Kimberly Quinn Johnson (Moderator Candidate), Meg Richardson, Dick Burkhardt

The meeting opened at 11:06 am ET, and Chaplain Danielle Di Bona shared opening words.

Proposed Board Meeting Dates for FY 2026 and 2027

The Board discussed its proposed meeting schedule for fiscal years 2026 and 2027. Governance Manager Stephanie Carey Maron introduced the proposed board meeting schedule for FY 2026–2027 (Appendix 2). The possibility of an in-person meeting in August 2025 was suggested to facilitate the introduction of a new moderator(s). The schedule was proposed to continue through June 2027, with monthly meetings for both the full Board and monthly meetings for the Values & Resources working Group. The Board considered the idea of taking July off, but also acknowledged the potential for complex issues to arise at GA that would require immediate attention. It was suggested that a GA debrief meeting could be held sometime after GA, with a small number of board members on call to address any issues that arise. Stephanie noted the possibility of adjusting the schedule after the moderator election to better suit the new moderator(s)' vision and the needs of the Board.

Governance Working Group Updates on Conflict of Interest Policy

The Governance Working Group discussed the need for a comprehensive rewrite of the conflict of interest policy, which currently encompasses Officers, the Board, committees, and the full staff. The Group proposed separating the staff conflict of interest policy from the officer/trustee/committee policy, with the staff policy being managed by the UUA's HR department. The Board accepted this proposal, and EVP McDonald suggested having a standard agreement to move through conflicts of interest and addressing appointments and nominations in the process. The group agreed to continue working on the policy.

Voting on Items Discussed Earlier

The Board voted on the following items which were discussed the day before:

Chris Chepel moved, Barbara de Leeuw seconded, and the Board unanimously approved the following motion:

The UUA Board of Trustees accepts the reports of independent auditor CBIZ CPAs, P.C. related to 1) the consolidated financial statements of the Unitarian Universalist Association and its subsidiary, the Unitarian Universalist Association Common Endowment Fund, (UUCEF), and 2) the stand-alone financial statements of the UUCEF, as of and for the years ended June 30, 2024 and 2023.

Justine Sullivan moved, Sherman Logan seconded, and the Board unanimously approved the following motion:



The UUA Board of Trustees affirms the preliminary proposal for General Assembly 2026 as an all-virtual business meeting, coupled with a national online event that provides options for local or regional gatherings. The Board requests a final proposal from staff with dates for approval at one of its next meetings.

Barbara de Leeuw moved, Adam Robersmith seconded, and the Board unanimously approved the following motion:

The UUA Board of Trustees affirms the Bylaws Renewal Team's proposed wave-based approach and draft framework of the bylaws work process.

The Board approved the new board meeting dates.

Executive Session

The Board met in Executive Session for the purposes of approving appointments and other sensitive business.

The following appointments were later reported:

- Election Campaign Practices Committee
 - Carrie Holley Hurt
- Commission on Social Witness
 - Isabel Call
 - Antoinette Scully

The Board voted unanimously to present the 2025 Award for Distinguished Service to the Cause of Unitarian Universalism Paula Cole Jones.



Co-Moderator Du Mond closed the meeting at 2:37 pm ET.

Respectfully submitted,

/s/ Carey McDonald
Recording Secretary

ATTACHMENT 1

Bylaws Renewal Team
Bylaw Rewrite Draft Framework Schedule - January 2025

| | G Rules? | Year GA2025 2025/26 | Year GA 2026 2026/27 | Year GA 2027 2027/28 | Year GA 2028 2028/29 | Year GA 2029 2029/30 | Year GA 2030 2030/31 | Year GA 2031 | Notes |
|---|----------|---------------------------|----------------------------|----------------------------|----------------------------|---|---|---|--|
| Elections | | Moderator | | | | President | | Moderator | |
| Wave 0 | | | | | | | | | |
| Article II - Purposes & Covenant | Yes | | | | | | | | When to address G rules? Need to address GAPC by 2025; technical edits could also be GA2026 |
| Overall - Technical Edits | N/A | Year 2 - Develop | Year 3 - Vote | | | | | | |
| Wave 1 | | | | | | | | | |
| Article IV Sections 4.12, 4.13, 4.14 e & f, and 4.16 b - CSW Process | No | Year 1 - Study | Year 2 - Develop | Year 3 - Vote | Year 3 - Implement | Year 4 - Second Vote (as needed) | | | |
| Article V - Committees of the Association | No | | | | | | | | |
| Wave 2 | | | | | | | | | |
| Article VIII - Officers of the Association | No | | | | | | | | |
| Article IX - Nominations & Elections | No | | Year 1 - Study | Year 2 - Develop | Year 3 - Vote | Year 3 - Implement | Year 4 - Second Vote (as needed) | | |
| TBD | | | | | | | | | |
| TBD | | | | | | | | | |
| Wave 3 | | | | | | | | | |
| TBD | | | | | | | | | |
| TBD | | | | Year 1 - Study | Year 2 - Develop | Year 3 - Vote | Year 3 - Implement | Year 4 - Second Vote (as needed) | |
| Wave 4 | | | | | | | | | |
| TBD | | | | | Year 1 - Study | Year 2 - Develop | Year 3 - Vote | Year 4 - Second Vote | Year 4 - Second Vote (as needed) |
| TBD | | | | | | | | | |

Remaining Articles to sequence

- Article I - Name
- Article III - Membership
- Article IV Sections C-4.1- 4.11 - General Assembly
- Article VI - Board of Trustees
- Article VII - Committees of the Board of Trustees
- Article X - Finance & Contracts
- Article XI - Ministry
- Article XII - Religious Education Credentialing
- Article XIII - Regional Organizations
- Article XIV - Rules
- Article XV - Amendment

New topics not currently addressed in the Bylaws

* Section C-4.1. Meetings of the Association; Section C-4.2. Powers and Duties [GA]; Section C-4.9. Accreditation of Delegates

** Section C-6.1. Responsibility [BOT]; Section C-8.2. Control By Board of Trustees [re Officers]

*** Section C-10.5. Raising of Funds; Sectio C-10.6. Authority to Hold Funds for the Benefit of Others; Section 10.9. Pension System; Section 10.11. Corporate Seal;

***Section C-11.1. Ministerial Fellowship; Section C-13.1. Districts and Regions; Section C-13.2 Establishment; Section C-13.4 Autonomy;

****Nearly all of Articles I & III are C Bylaws; Section C-15.1. Amendment of Bylaws

ATTACHMENT 2

Potential Meetings Dates for the UUA Board of Trustees (Fiscal Years 2026 and 2027)

Board Meetings (monthly on Monday nights at 7pm ET and multi-day meetings begin in the evening of the first day at 6pm ET)

- July 14, 2025
- August 13-16, 2025 – in-person? (includes extra day for retreat)
- September 8, 2025
- October 20, 2025
- November 10, 2025
- December 8, 2025
- January 22-24, 2026
- February 9, 2026
- March 9, 2026
- April 16-18, 2026
- May 11, 2026
- June 8, 2026
- July 13, 2026
- August 10, 2026
- September 16-19, 2026 – in-person? (includes extra day for retreat)
- October 19, 2026
- November 9, 2024
- December 14, 2026
- January 21-23, 2027
- February 8, 2027
- March 8, 2027
- April 15-17, 2027
- May 10, 2027
- June 14, 2027

Values and Resources Working Group Meetings (monthly on Wednesdays at 3pm ET)

- September 24, 2025
- October 22, 2025
- November 19, 2025
- December 17, 2025
- January 28, 2026
- February 25, 2026
- March 25, 2026
- April 29, 2026
- May 27, 2026
- September 30, 2026
- October 21, 2026
- November 18, 2026
- December 16, 2026
- January 27, 2027
- February 24, 2027
- March 24, 2027
- April 28, 2027
- May 26, 2027