

Board of Trustees

MEETING: December 8, 2025, 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: Sofia Betancourt (President), Chris Chepel (Co-Financial Advisor), Barbara de Leeuw, Gail Forsyth-Vail, Mary Heafy, Kimberly Quinn Johnson (Co-Moderator), Emily Koriath, John Simmonds (Secretary), Oscar Sinclair, Vanessa Southern, David Stewart (Co-Financial Advisor), Justine Sullivan, Sam Trumbore (Financial Secretary), Bill Young (Co-Moderator)

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

OBSERVERS: Larry Ladd, Kathy Burek, Connie Simon, David Jackoway, Rob Spirko, Cathy Seggel, Barb Greve, Evin Carvil Ziemer, Traci Davis, Dick Myers, Dick Burkhart



Meeting Minutes

OPEN SESSION

Co-Moderator Bill Young opened the meeting to observers at 7:04 pm ET, and Governance Manager Stephanie Carey Maron shared an opening reading.

Consent Agenda

John Simmonds moved and Mary Heafy seconded the acceptance of the consent agenda, which included the following document, and was unanimously approved:

- Minutes from the November 10, 2025 UUA Board of Trustees Meeting

Co-Moderators' Report

Co-Moderators Kimberly Johnson and Bill Young provided updates on the Strategy Planning Group's work on goal setting structures, the progress of General Assembly registration and satellite sites, as well as discussions with the Commission on Appraisal and with Lifespan Faith Engagement staff about youth trustees. They also shared about their experiences with the Bylaws Renewal Team, a meeting with the Nominating Committee, and interactions with the Pacific Western Region Board, as well as updates on proposed business resolutions and the CSAI workshop at GA 2026.

Bylaws Renewal Team Update

Larry Ladd, member of the Bylaws Renewal Team (BRT), provided an update on the work of the BRT to review and revise the bylaws. The BRT is currently in the first



year of a three-year process, focusing on studying these committees and gathering input from stakeholders. The Team, which includes both trustees and non-trustees, is working to determine which committee structures should be maintained or modified. Larry emphasized that this is a theological and mission-based conversation, not just a technical one, and highlighted the importance of maintaining a connection to the Board and the overall governance perspective.

BRT member Kathy Burek shared information on the first “wave” of the Team’s Fall work, which involved facilitating stakeholder sessions about the Commission on Social Witness’ processes in Article IV and the standing committees in Article V. She highlighted the need to overhaul the Commission on Social Witness’ process due to its complexity and restrictiveness, while there was a mixed reaction regarding the standing committees.

EVP Carey McDonald commended the team on their extensive stakeholder outreach efforts, including social media and newsletter engagement. The Team plans to develop a framework by Spring, focusing on the best structure for these groups’ work, and will consult with the Board for approval and further direction.

Updated Board Meeting Schedule

The Board discussed an updated meeting schedule for the remainder of FY 2026 and all of FY 2027. The proposed schedule reduces the number of full Board meetings to create more time for working groups, committees, and staff to complete work between meetings. It was also noted that the next in-person Board meeting is planned for October 2026 in Boston. Several Board members raised concerns about the accessibility of three-day Zoom meetings and suggested exploring alternative meeting formats.

Accountability Team / Board of Trustees Covenant

The Board reviewed the proposed covenant between the Accountability Team and the Board (APPENDIX 1), which outlines principles for the working relationship between the two bodies, and their commitment to collaboration and transparency.

Emily Koriath moved, Justine Sullivan seconded, and the Board unanimously approved the following:

Moved: The Board of Trustees affirms the proposed covenant with the Accountability Team.

Conflict of Interest Policy

The Board adopted a revised conflict of interest policy featuring a clear preamble and simplified language (APPENDIX 2). The policy establishes a two-step process in which leaders annually disclose potential conflicts to the Moderator(s), who then determine whether any identified conflicts substantially interfere with the leader’s role and, if so, require resolution. The policy will be distributed to all UUA leaders and volunteers in the coming days, with the addition of a header titled “Policy on Conflicts of Interest,” as suggested by EVP McDonald.

Emily Koriath moved, Justine Sullivan seconded, and the Board unanimously approved the following:

Moved: The Board of Trustees approves the proposed changes to the conflict of interest policy for all volunteers and officers (elected and appointed), with the understanding that the President will enforce a newly created conflict of interest policy for staff.

Historic Building in Andover, NH

The Board discussed a historical property in Andover, NH to which the UUA holds the title. The Board approved a recommendation to transfer ownership to the Andover Historical Society through a quitclaim deed, as the property has not been actively used by the UUA for 40 years and there are liabilities associated with maintaining it.

Barbara de Leeuw moved, Gail Forsyth-Vail seconded, and the Board unanimously approved the following:

Moved: The Board of Trustees approves the transfer of the historic property at 38 Cilleyville, Andover, NH 03216 to the Andover Historical Society for public and community purposes, with a reversionary clause to the UUA.

Retirement Plan Housing Allowance Resolution

The Board adopted a resolution (APPENDIX 3) affirming that up to 100% of retirement plan distributions to retired ministers can be designated as housing allowance, consistent with Section 107 of the Internal Revenue Code.

Chris Chepel moved, Vanessa Southern seconded, and the Board unanimously approved the following:

Moved: The Board of Trustees adopt the resolution to designate a portion of retirement income as housing allowance as described in the resolution.

UU Organizations Retirement Plan

Sam Trubore moved, Oscar Sinclair seconded, and the Board unanimously approved the following:

Moved: Rule 10.9 - UU Organizations Retirement Plan

The UU Organizations Retirement Plan, maintained by the Association as a defined-contribution retirement savings program for the participation of Unitarian Universalist religious professionals, shall be considered to satisfy the purposes of the requirement of Section C 10.9, which is to support the financial wellbeing of retired ministers in fellowship.

EXECUTIVE SESSION

The Board met in Executive Session for the purpose of appointments.

Barbara de Leeuw moved, Emily Koriath seconded, and the Board unanimously re-appointed the following people to the following roles:



John B. Newhall as Vice Moderator
Sam Trumbore as Financial Secretary
John Simmonds as Secretary

Board Chaplain Chris Buice shared a closing reading, and the meeting ended at 9:04 pm ET.



Respectfully submitted,

/s/ Carey McDonald

Recording Secretary

APPENDIX 1

Proposed Accountability Team / Board Covenant

Grounded in Love and our shared values, and committed to the good of the Association, the Board and Accountability Team covenant to:

Build a relationship of trust, open communication and mutual respect.

- The Board will give access to materials and conversations that the Team needs to do their work
- The Team will hold sensitive information and conversations with care.

Approach conflict in a spirit of love.

- Speak truth in love; receive feedback with openness.
- Stay in conversation in areas of disagreement
- Recognize that conflict can be generative
- Privilege impact over intention.

Work together for shared goals.

- Set goals collaboratively
- Periodically assess our work together
- Strive for reliability in our work

This is an organic, growing covenant – we commit to collaboratively periodically assess the covenant and our relationship.

APPENDIX 2

DRAFT Conflict of Interest Policy: Appendix 2E

The purpose of a conflict of interest policy is to protect an organization's interests by establishing procedures for identifying, disclosing, and managing situations where an individual's personal interests could potentially conflict with their duties or the organization's goals. This conflict of interest policy is intended to ensure that the organization continues to operate in accordance with its tax-exempt purpose and serves as a reminder of our covenant with one another to keep our shared values at the center of our faith.

Having a conflict of interest may not necessarily preclude an individual from serving the UUA. This policy is not intended to be a barrier to service, and recognizing the fundamental principle of ethical conduct and the importance of public trust, all officers, trustees, and members of committees of the UUA are required to disclose any personal or financial interests that could potentially create a conflict of interest in the performance of their duties, ensuring that decisions may be made in the best interest of the organization.

All officers and trustees of the Unitarian Universalist Association (UUA) and all members of UUA committees shall scrupulously avoid any conflict between their personal, professional, or business interests and the interests of the Association.

Definitions

The following terms are used throughout the document:

"Close Relationship"

A "close relationship" is one of the following:

- A relationship with a spouse or domestic partner; parent or child; sibling, or the spouse of any of these persons; or
- Any other close family, personal, professional, or business relationship that might cause a conflict of interest, as defined in this policy.

"Committee"

A "committee" is any appointed or elected body of the Association, whether it is called a committee or a panel, board, commission, or other name.

"Conflict of Interest"

A "conflict of interest" occurs when an individual has an actual or potential personal, professional, or financial interest that could improperly influence or appear to influence their decision-making in a way that is not in the Association's best interest. A "conflict of interest" is also a situation in which a person is in a position to derive personal

DRAFT Conflict of Interest Policy: Appendix 2E

benefit from actions or decisions made in their official capacity as a volunteer leader or officer within the Association.

"Interested Person"

An "interested person" is any officer, trustee, or committee member who has any direct or indirect interest in, or a close relationship with, any individual or organization that proposes to enter into any transaction or affiliation with the Association. This includes, but is not limited to the:

- a. sale, purchase, lease or rental of any property or other asset,
- b. employment, or rendition of services, personal or otherwise,
- c. award of any grant, loan, contract, or subcontract,
- d. investment or deposit of any funds of the Association,
- e. credentialing or other evaluation of religious professionals, or
- f. appointment or election to an Association committee.

The "interested person" shall give notice of such interest or relationship as specified in this policy.

Disclosure

The Moderator shall assure that all officers, trustees, and committee members are informed of this policy.

Officers and trustees of the Association, and members of the Board and Association's committees, shall disclose possible conflicts to the Moderator.

All applicants for appointment or election to a Board or Association committee shall be informed of this policy and required to disclose any conflicts of interest that might compromise their ability to serve the Association. For applicants selected to move forward in the nomination or appointment process, if any such conflict is disclosed, or is otherwise brought to the attention of the Moderator, the appointment or nomination of the individual may not be considered unless the Moderator determines that the conflict should not bar the individual from service to the Association in the role being considered.

Each officer, trustee, and committee member shall annually:

DRAFT Conflict of Interest Policy: Appendix 2E

- a. acknowledge receipt of this policy, and
- b. disclose any interests in or relationships with individuals or organizations that might cause a conflict of interest.

Conflicts of Interest Concerning Appointments and Nominations

If a member of the Board of Trustees, the Appointments Committee, the Moderator Search Committee, the Nominating Committee, or the Presidential Search Committee has a conflict of interest with regard to an individual who is being considered for nomination or appointment, that member shall disclose the conflict to the Moderator, and no action may be taken on the appointment or nomination unless the Moderator determines that consideration of the individual may proceed. If the conflict involves a trustee, that trustee shall not be present during the executive session. In making their decision, the Moderator shall consider whether the nature of the conflict compromises the ability of the Board or committee to make an impartial decision.

If the Moderator determines that consideration of the nomination or appointment may occur, the Board or committee member shall not participate in any way in gathering information about or otherwise evaluating the individual, shall not attempt to influence the action, and shall leave the meeting during the discussion of and vote on the action. However, the Board or committee member, before leaving the meeting, shall be given the opportunity to provide to the Board or committee material information about the individual that would otherwise not be known.

Conflicts of Interest Concerning Credentialing of Religious Professionals

If a member of the Ministerial Fellowship Committee, the Religious Education Credentialing Committee, or the Board of Review has a conflict of interest with regard to an individual who is the subject of any action by the board or committee on which the member serves, the member shall disclose the relationship prior to the action, shall not participate in any way in gathering information about or otherwise evaluating the individual, and shall not attempt to influence the action. The Moderator shall be sent compliance notification shortly after each committee meeting at which a recusal occurs and shall be informed of the number of recusals which occurred at the meeting. These committees may adopt additional conflict of interest rules or procedures, including additional requirements for recusal, which are not in conflict with this policy.

Conflicts of Interest Concerning Grants and Loans

DRAFT Conflict of Interest Policy: Appendix 2E

If an interested person serves on a committee that makes recommendations or decisions concerning grants or loans, the interested person shall not participate in any way in a decision affecting the person or entity whose relationship with the interested person gave rise to the conflict of interest. The interested person shall leave the room during any discussion of the grant or loan. The Moderator shall be notified following any such recusal.

Other Conflicts of Interest

If an interested person discloses to the Moderator a possible conflict of interest (other than those types of possible conflicts discussed in previous sections of this policy), or if the Moderator becomes aware that an undisclosed possible conflict of interest exists concerning an officer, a trustee, or committee member, the matter shall be further investigated by the Moderator.

The interested person shall be given the opportunity to make a statement, either in person or in writing. If the Moderator determines that a material conflict of interest exists, the Board shall consider whether the proposed transaction or affiliation may proceed without harm to the Association.

Any determination concerning a conflict of interest shall promptly be communicated to the interested person and to the chair of the committee on which the person serves. If the Moderator determines that consideration of a proposed transaction or affiliation can continue despite a material conflict of interest, the interested person shall refrain from attempting to exert any influence on the Association to affect a decision on such matter, shall not participate in any way in committee or other deliberations about the decision, and shall leave the room during any discussion of it.

The President shall assure that all contracts for consulting services protect the Association from conflicts of interest on the part of the consultant.

Conflicts of Commitment

No officer, employee, trustee, or committee member of the Association may use or influence the use of the Association's financial, personnel, or other resources for personal benefit, or for any purposes other than the achievement of the ends of the Association.

Employment of Trustees

Without prior approval of the Board, a trustee may not apply for or accept employment with the Association within one year after the end of the member's service on the Board.

DRAFT Conflict of Interest Policy: Appendix 2E

Gifts

Officers, trustees, and committee members may not accept gifts, loans, or pledges of behavior, of any kind, from any source, that could be interpreted as attempting to inappropriately influence any action taken by them on behalf of the Association. Officers, trustees, and committee members may not accept cash gifts in any amount, or other gifts, entertainment, or favors in excess of \$100 per person per year, from any individual or organization which does or is seeking to do business with the Association.

Delegation of Authority

The Moderator may delegate any of their responsibilities under this policy to the Board of Trustees.

The President is responsible for establishing and administering a conflict of interest policy for members of UUA staff and volunteers on staff committees. The President shall disclose to the Moderator any conflicts of interest received from staff and members of staff committees which have serious implications for the Association.

Violations of the Conflict of Interest Policy

If the Moderator has reasonable cause to believe that an individual has failed to disclose actual or possible conflicts of interest, or has otherwise violated this policy, they shall inform the individual of the basis for such belief and afford the individual an opportunity to explain the alleged violation.

If the Moderator concludes that a serious violation has been committed by a member of the Board or by a member of a committee appointed by the Board or elected by General Assembly, the Moderator shall take appropriate disciplinary measures, up to and including initiating removal from the Board or committee.

Conflicts on the Part of the Moderator

If the potential conflict is on the part of the Moderator, actions heretofore listed as being taken by the Moderator will be taken by the Executive Vice President in coordination with the Board of Trustees.

How to Navigate an Existing or Potential Conflict of Interest While Serving in A Role

DRAFT Conflict of Interest Policy: Appendix 2E

The first step should always be to disclose the conflict of interest to the Moderator(s).

If the Moderator(s) approve of managing the conflict of interest,

- share this conflict of interest with those on your committee, and
- inform those on your committee of how you intend to deal with this conflict (e.g. abstaining from votes or conversations).

If Moderator(s) will not accept the conflict of interest,

- eliminate the conflict of interest, or
- withdraw from the committee.

APPENDIX 3

Resolution to Designate Portion of Retirement Income as Housing Allowance

By vote of the Unitarian Universalist Association Board of Trustees Designating A Portion of Retirement Income as Housing Allowance

Whereas: The Unitarian Universalist Organizations Retirement Plan (“UUORP”) is defined contribution church plan that is intended to satisfy the applicable qualification requirements described in Section 401(a) of the Internal Revenue Code (the “Code”). The UUORP was established by the Unitarian Universalist Association to address the critical need for retirement security among employees of Unitarian Universalist congregations, affiliate organizations, community ministers, and Unitarian Universalist Association (“UUA”) headquarters staff. This need was identified through the UUA's commitment to living its values by ensuring congregations can be excellent employers and their staff can achieve financial competence and well-being.

Whereas: Section 107 of the Code permits ministers of the gospel to exclude from gross income (in computing federal income taxes) amounts paid to them as part of their compensation to rent or otherwise provide a home if such amount is designated by a church or other qualified organization as housing allowance, to the extent such an allowance is not in excess of the annual fair rental value of their home and is used by them for actual expenses in owning or renting a home.

Whereas: Retired ministers receive payments from the UUORP and such payments are attributable to compensation deferred with respect to past services performed in exercise of ministry, as ministers of the gospel.

Whereas: Under Revenue Ruling 75-22, the governing board of the Unitarian Universalist Association has the authority to designate retirement distributions from the UUORP as housing allowance for retired ministers.

Be it Resolved: That up to 100% of distributions from the UUORP to retired ministers are hereby designated as eligible housing allowance, to the extent permitted by Section 107 of the Code and the regulations promulgated thereunder.