

MINUTES

BOARD OF TRUSTEES UNITARIAN UNIVERSALIST ASSOCIATION

January 21-22, 2006

Pursuant to notice duly given, a meeting of the Board of Trustees of the Unitarian Universalist Association was held on January 21-22, 2006 at 25 Beacon Street, Boston, Massachusetts.

MEMBERS

PRESENT: Adair, Allen-Thompson, Ballester, Blevins, Brody, Carley, Comstock, Conley, Courter, Friedman, Gallager, Greene, King, Lund, Marx, Olson Peebles, Ortman, Payne-Alex, Rickter, Saunders, Shanti, Sharp, Solomon, Stukey, Wight, Wilde, and Sinkford

MEMBERS

ABSENT: None

ALSO

PRESENT: K. Montgomery, J. Gabert, N. Lawrence, J. Sandoz-Rosado, and observers

Gini Courter, Moderator, called the meeting to order at 8:30 a.m. on Saturday, January 21, 2006. Linda Olson Peebles provided opening words. It was announced that Ned Wight would lead Sunday's worship service. Trustees and visitors were introduced and the agenda was approved.

APPROVAL OF OCTOBER 2006 BOARD MINUTES

The minutes of the October 2006 meeting of the Board of Trustees were approved as written.

APPROVAL OF EXECUTIVE COMMITTEE MINUTES

The minutes of the Executive Committee meeting on September 12-14, 2005 were approved as written by members of the Executive Committee and ratified by the Board of Trustees.

MINISTERS HOUSING ALLOWANCES

The Board received a memo from the Treasurer dated January 2006 reporting housing allowances for ministers employed by the Association that had been approved by him by authority of Board action of January 25-26, 1997, said allowances having been approved by him prior to the effective date

EXECUTIVE SESSION

The Board voted to go into Executive Session to discuss relationship building. When it returned to regular session, it was agreed that that discussion would remain confidential.

SECRETARY'S REPORT

Paul Rickter, Secretary, reported on certification numbers and urged trustees to follow-up with non-certified congregations in their districts. He also reviewed the establishment of an Audit Committee and reminded trustees that it had been agreed that after two years experience with such a committee, it had been agreed that it would be made a formal part of the work of the Association:

M (Rickter), S, and

VOTED: That the proposed amendments to the bylaws, set forth below, be placed on the agenda of the 2006 General Assembly for adoption (additions are underlined; deletions lined through):

SECTION 7.1. Committees of the Board of Trustees.

The standing committees of the Board of Trustees shall be:

- a. the Executive Committee;
- b. the Ministerial Fellowship Committee;
- c. the Finance Committee;
- d. the Investment Committee; ~~and~~
- e. the Religious Education Credentialing Committee; and
- f. the Audit Committee.

SECTION 7.2. Appointment and Term of Office.

Members of the Executive Committee, Finance Committee, Investment Committee, Religious Education Credentialing Committee, and board-appointed members of the Ministerial Fellowship Committee and Audit Committee shall be appointed by the Board at its first meeting following the regular General

Assembly in each odd numbered year except as otherwise provided herein. Members of such committees who are appointed by the Board shall serve for terms of two years and until their successors are appointed and qualified.

SECTION 7.14. Audit Committee.

The Audit Committee shall consist of five members as follows:

- a. three persons appointed by the Board, none of whom are members of the Board or hold a salaried position with the Association;
- b. the Financial Advisor; and
- c. a member of the Finance Committee, who shall be appointed by the Board.

No member of the Audit Committee shall serve for more than four terms on the Audit Committee.

The duties of the Audit Committee are set forth in Article X.

SECTION 10.13. Duties of the Audit Committee.

The Audit Committee shall oversee the annual audit of the financial statements of the Association by an independent certified public accounting firm and monitor the establishment and implementation of accounting policies and internal controls. Specific duties of the Audit Committee shall be set forth in a charter adopted by the Board which may be amended by the Board from time to time.

Additionally, Rickter pointed out that there was ambiguity in the Association's bylaws regarding term limits for members of the Board.

M (Rickter), S, and

VOTED: That the proposed amendment to bylaw Section 6.5, set forth as follows, be placed on the agenda of the 2006 General Assembly for adoption (additions underlined, deletions lined through):

SECTION 6.5. Term.

Trustees shall take office immediately after the close of the General Assembly at or prior to which they are elected and, with the exception of the youth trustee at large, shall serve for terms of four years or until their successors are elected and qualified.

The youth trustee at large shall serve for a term of two years or until his or her successor is elected and qualified. No trustee may serve more than two successive full terms. ~~regardless of the length of those terms.~~ Any partial term of more than two years shall be considered a full term for purposes of this section. However, a trustee may at any time become one of the elected officers of the Association and serve as long in that office as if such trustee had not previously been a trustee. No person who has served as elected officer for a full term shall thereafter be elected a trustee without an interim of four years.

M (Shanti), S, and

VOTED: That the First Vice Moderator, in consultation with the Secretary, present to the Board for its approval at the April 2006 meeting of the Board of Trustees a plan for effective and efficient response to letters, emails and other communications addressed to the Board.

FINANCIAL ADVISOR'S REPORT

Dan Brody, Financial Advisor, reported on the financial status of the Association. He reported on the current discussions between the Investment Committee and the Committee on Socially Responsible Investing regarding socially responsible investing. He reviewed funding for past capital campaigns and said that funding was needed for future campaigns, saying that the investment in capital campaigns would more than repay itself over time and that the goal was to balance the overall well-being of the Association against the duty to protect the value of existing restricted endowment funds. Brody said that his future agenda included the proposed health insurance plan, financial reporting, the General Investment Fund administrative fee, debt management, conflict of interest policies, the role of the audit committee, depreciation and capital budgeting, Beacon Press, cash management, and compliance with state registration rules concerning planned giving.

REPORT OF THE CONGREGATIONS WORKING GROUP

Members of the Congregations Working Group reported on their discussions, including their review, with the Living Our Faith Working Group, of the work being done in the Gulf Coast. They reviewed the Association's international work, noting our relationship with international organizations are being reviewed and that an interim director in the international office is overseeing a re-examination of our international work through the lens of the Board's International Vision Statement adopted in October 2004. They reported on their meeting with members of the Lifespan Faith Development Staff Group concerning the new lifespan curriculum, discussed the interim report of the Special Review Committee, and discussed the congregational presidents' workshop to be held at General Assembly.

It was noted that the Hollis Unitarian Universalist Congregation in New York and the Unitarian Universalist Church of Flushing, New York had merged into the Unitarian Universalist Congregation of Queens, that the Castine Unitarian Church in Maine is now the Unitarian Universalist Congregation of Castine, and that the Idaho Falls UU Fellowship in Idaho is now the Unitarian Universalist Church in Idaho Falls.

M (Marx), S, and

VOTED: Resolved that the UUA Board of Trustees affirms the staged reduction in funding for the International Association for Religious Freedom (IARF) and further resolved that the UUA Board of Trustees supports the efforts of President Sinkford to continue the staged reduction in UUA funding for IARF and appoints Trustee Will Saunders as a UUA delegate to the IARF Congress in March 2006, representing the Board of Trustees.

REPORT OF THE GROWTH WORKING GROUP

Members of the Growth Working Group reported on their review of UUA growth initiatives including a discussion of “breakthrough congregations” and the review currently being undertaken of the Pathways project in Dallas/Fort Worth. They reported on their conversation concerning the Special Review commission’s interim report, saying that they had suggested that the interim report be made available to congregations for feedback.

A motion to appoint a task force to plan for an effective institutional response to the 2005 Commission on Appraisal report was considered and postponed until the time of the April meeting of the Board of Trustees.

M (Shanti), S, and

VOTED: That the UUA Administration develop a comprehensive plan prior to embarking on growth projects in which the UUA has a financial interest. This plan should include a clear projection of (a) funding sources; (b) level of financial risk; and (c) a plan for annual evaluation of progress during the first three to five years of the project.

M (Shanti), S, and

VOTED: That the First Vice Moderator present to the Board for its approval at the meeting of the April 2006 meeting of the Board of Trustees a plan for responding more rigorously and reliably to reports received by and/or approved by the Board of Trustees.

SPECIAL REVIEW COMMISSION REPORT

Jose Ballester and Rachel Davis, members of the Special Review Commission, reported on their work to date and said that their final report would be delivered in time for the April meeting of the Board of Trustees.

REPORT OF THE ASSOCIATION WORKING GROUP

Members of the Association Working Group reported on their discussions, saying that they had reviewed a transition plan for Independent Affiliate Organizations, that they had considered a change to the Bylaws which would add “of congregations” to the name of the Association, received a report from the Panel on Theological Education, discussed a process for meeting Bylaw requirements for a review of the Purposes and Principles, reviewed reimbursement policies for candidates at General Assembly, discussed awards for and recognition of volunteers, and reviewed the work of the Consultation on Ministry to and with Youth.

M (Payne-Alex), S, and

VOTED: The Board will send out communication regarding the changes to the Independent Affiliate criteria and the timeline for implementation.

M (Payne-Alex), S, and

VOTED: To approve the change to the Ministerial Fellowship Committee Rule 9 which deletes words, “No applicant shall be considered for more than one category of ministry at the same interview.”

REPORT OF THE INFORMATION TECHNOLOGY AND ELECTRONIC COMMUNICATIONS COMMITTEE

Margaret Sanders, member of the Information Technology and Electronic Communications Committee, reported on the work of that committee and said that their work, in the future, would be done as a staff committee. The trustees expressed enthusiasm and appreciation for the visionary work of this committee.

REPORT OF THE LIVING OUR FAITH WORKING GROUP

Members of the Living Our Faith Working Group reported on their work, including a joint meeting with the Congregations Working Group on Gulf Coast relief, a review of Beacon Press's work, a discussion of the Special Review Commission's interim report, a discussion of the White Allies Organization, a review of proposed changes to the social witness process and attendant bylaw changes, a discussion of response to a letter from Interweave, and a discussion with the Journey Toward Wholeness Transformation Committee.

M (Ortman), S, and

VOTED: The UUA Board affirms the Journey Toward Wholeness Transformation Committee's vision of assessing and monitoring the UUA's transition to become an anti-racist, anti-oppressive and multicultural institution by narrowing its focus to in-depth analysis in one particular area each year.

It was agreed that the bylaws should be amended to lengthen the UUA social witness process, establish congregational participation quorums at two stages of the process, and allow sponsored organizations to propose Study/Action Issues

M (Peebles), S, and

VOTED: That the proposed amendments to the bylaws, set forth as follows, be placed on the agenda of the 2006 General Assembly for adoption (Additions underlined, deletions lined through):

SECTION 4.12(c)(3). UUA Statements of Conscience.

After one Study/Action Issue for Social Justice has been referred for study in accordance with (ii) above, the Advocacy and Witness staff shall conduct a workshop to discuss processes for study and action on the selected issue, and shall make available a preliminary study/action packet to all attendees of the General Assembly. ~~Such packet shall be mailed to all congregations promptly following the General Assembly.~~ Promptly following the General Assembly, such packet shall be made available to all member congregations and the districts on the Association's internet web site, with a notice that a physical copy of such packet will be mailed to a congregation or district upon request. An additional package of educational materials prepared by the Advocacy and Witness staff pertaining to the selected Study/Action Issue for Social Justice shall be ~~mailed to the member congregations and the districts~~ made available to all

member congregations and the districts on the Association's internet web site not later than the first Friday in October immediately following the General Assembly, with a notice that a physical copy of such package will be mailed to a congregation or district upon request. Such package shall contain suggestions for action based on witness, service, education, advocacy and community organization, and shall suggest questions for reflection on the actions taken.

SECTION 4.12(e). UUA Statements of Conscience.

During the next General Assembly, the Commission on Social Witness shall conduct a workshop on the Study/Action Issue, at which time a tentative designation of scope (i.e., U.S. or Continental) shall be made for the Study/Action Issue. The Commission on Social Witness shall then compose and ~~mail~~ make available on the Association's internet web site a draft UUA (U.S. or Continental) Statement of Conscience to the member congregations and the districts not later than the first Friday in the October following the workshop, with a notice that a physical copy of such draft will be mailed to a congregation or district upon request.

M (Olson Peebles), S, and

VOTED: The UUA Board of Trustees authorizes the UUA President to raise funds as part of a Unitarian Universalist response to a disaster. When decision to raise disaster relief funds is made, the President shall immediately inform the Board by email.

Funds may be raised for the following purposes:

- Congregational support and restoration
- Community relief
- Both congregational support/restoration and community relief

When funds are raised for both congregational support/restoration and community relief, communication to potential donors will clearly state:

- that donors have the option to designate their contributions for either congregational
- support/restoration or community support, or make an undesignated gift, and
- the proportions in which undesignated gifts will be allocated for congregational

- support/restoration and community relief

Article X, Section C-10.5 of the bylaws allows the Association to raise funds for associate member organizations and independent affiliates 1. The Board authorizes the President to form disaster relief partnerships with:

- the Unitarian Universalist Service Committee (UUSC)
- the Partner Church Council (PCC)
- the Canadian Unitarian Council (CUC), and Unitarian, Universalist, or Unitarian Universalist judicatories and congregations in disaster-affected areas outside the United States and Canada

The UUA will disburse funds for congregational support and restoration efforts. The Administration may rely on the partnering organization to disburse some or all monies raised for community relief.

The Administration will report on disaster relief funds raised and the distribution of funds

AUDIT COMMITTEE REPORT

Ed Merck, Chair of the Audit Committee, reviewed the history, purposes, and charge for that committee, saying that their work to date had involved defining the structure, purpose and focus of the committee, establishing relationships, and writing a draft charter. He reported that they had completed the review of the 2004 and 2005 audits and had recommended the hire of KPMG as the Association's independent public accounting firm. He noted that KPMG had issued a clean opinion of the 2005 financial statements and that the Audit Committee was committed to strengthening the finance function of the Association in response to an increasingly regulated and risky external environment so that the Board can continue to carry forth the mission of the Association without distraction or disruption.

FINANCE COMMITTEE REPORT

M (Conley), S, and

VOTED: That the UUA Board of Trustees agrees to the following, for those congregations in Southwest and Mid-South Districts that were severely affected by the Fall 2005 hurricanes, specifically to include the three congregations in the New Orleans area plus Gulfport, MS:

a. The District Grant calculations be adjusted so as not to penalize the Districts in the Grants they receive in FY2006/07 based on FY2005/06 contributions.

b. The affected congregations will be certified to send delegates to the 2007 General Assembly even if they make no contribution to the Association in FY2005/06.

c. Requirements to be Fair Share in FY2005/06 in order to qualify for UUA grants, loans, etc. be waived in Fy2006/07.

M (Conley), S, and

VOTED: That the UUA Board of Trustees, in an effort to be more transparent in setting the General Investment Fund administrative service fee paid to the UUA and to better serve our congregations, establish policy that such fees shall be based on our estimate of the UUA's actual costs. For FY07, the reimbursement shall be 0.2% of the beginning market value of the General Investment Fund. The Finance Committee shall review the reimbursement calculation as needed, but at least once every five years.

M (Conley), S, and

VOTED: That the UUA Board of Trustees approve the Fiscal Year 2007 Operating Budget.

M (Conley), S, and

VOTED: That the UUA Board of Trustees approve the Fiscal Year 2007 Capital Expenditures Budget.

M (Conley), S, and

VOTED: That the administrative charge of 2% of the market value of restricted endowment funds used for funding capital campaigns should not be applied to funds for which income is paid to any congregation or district and that the Treasurer is instructed to reverse any such charge imposed in Fiscal Year 2005.

M (Conley), S, and

VOTED: That the Board affirms that the Administration proceed with the development of a plan to test for enrollees to make a UUA funded health insurance plan financially viable. With appreciation for the work already done thus far, a recommendation for further action should be available to the Board for the April meeting.

GENERAL ASSEMBLY PLANNING COMMITTEE REPORT

Pat Solomon, Board representative on the General Assembly Planning Committee, reported on plans for the 2006 General Assembly.

M (Solomon), S, and

VOTED: To approve Minneapolis, Minnesota as the site of the 2010 General Assembly.

BEACON PRESS REPORT

Helene Atwan, Director of Beacon Press, reported on recent books published by the press and was warmly thanked by the trustees for her work.

PRESIDENT'S REPORT

President William G. Sinkford reported on the Yad Vashem Award given to Martha and Waitstill Sharpe, founders of the Unitarian Universalist Service Committee, saying that he would be traveling to Israel with Dr. Charlie Clements, President of the UUSC, to receive the award. He discussed the importance of the upcoming Youth Consultation, and said that discussions were underway between Meadville/Lombard Theological School the Starr King School for the Ministry about their future relationship.

EXECUTIVE VICE PRESIDENT'S REPORT

Kay Montgomery, Executive Vice President, noted that an announcement would soon be made concerning the appointment of a Communications Director; she reported on the search for a Director of Ministry and Professional Leadership and said that Jerry Gabert had announced his coming retirement and that a search would soon begin to fill that role of Treasurer and Vice President for Finance. She reported on the searches for district staff taking place in four districts, reminded trustees that uuworld.org is now on-line and is receiving positive response. She added that the Congregational Handbook is now also on-line.

MODERATOR'S REPORT

Moderator Gini Courter pointed out the need for the UUA Board to be in relationship with the UUSC Board, said that she wanted to explore the idea of having a nominating committee for the role of Moderator, and that she and Bill Sinkford would address issues of anti-racism at General Assembly, and that she wanted to increase the time devoted to the democratic discussion of issues of importance at General Assembly.

ADMINISTRATIVE, ORGANIZATION AND PERSONNEL COMMITTEE REPORT

Ed Wilde, Chair, reported on the work of the Administrative, Organization and Personnel Committee, including its role in upcoming senior staff hires.

M (Wilde), S, and

VOTED: The association is committed to maximizing the professional effectiveness and personal well-being of the President and Moderator when they travel on UUA business. Therefore, up to 25% of the amounts budgeted for travel by the President and Moderator may be expended for travel by a spouse or partner. Further, on transcontinental and overseas trips, business class travel is authorized.

M (Wilde), S, and

VOTED: Sound administrative practice requires an independent review of each traveler's expenses. To this end, the President's travel expense report shall be submitted to the Financial Advisor for review and approval.

REPORT OF THE BEST PRACTICES COMMITTEE

John Blevins, Chair of the Best Practices Committee, reported on the work of that committee.

M (Blevins), S, and

VOTED: The Best Practices Committee (BPC) moves that all reports and materials which are to be discussed in every regularly scheduled meeting of the Board of Trustees be provided to the full board no later than with the delivery of the Board Agenda Packet. This packet should arrive at each board member's location *no later*

than two weeks before the start of the Finance Committee meeting preceding the regular Board meeting.

M (Blevins), S, and

VOTED: The Best Practices Committee moves that the following statement be adopted as a Board practice, for inclusion in our Board Orientation Manual:

“You may have noted that the 2003 Roles and Expectations above calls on us to speak with one voice. This statement has been interpreted in many ways. Here is our attempt to bring more clarity to the intent of the statement.

Speaking with one voice implies that you have had reasonable opportunity to participate in the debate of the issues and opportunities before the committee or board. You may have disagreed with the Board's decision, and you may say so publicly. However, once the Board makes a policy decision, and even if you do not fully support the board's position, you are asked to do your best to help implement that policy in the spirit of moving our organization ahead in accordance with our democratic principles.

If you find you cannot in good conscience do this, then you may consult with the Moderator or First Vice-Moderator.”

EXECUTIVE SESSION

The Board voted to go into Executive Session to discuss Committee on Committees' recommendations and, when it returned to regular session, said that committee appointments would be entered into the regular minutes of the meeting.

COMMITTEE ON COMMITTEES' REPORT

M (Stukey), S, and

VOTED: To approve the following committee appointments, beginning immediately:

West Regional Subcommittee on Candidacy

The Rev. Tom Goldsmith (for the January 2006 meeting only).

Fund for Unitarian Universalism

The Rev. Carol Huston, (to fill the vacancy left by the death of the Rev. Frank Schulman).

Committee On Socially Responsible Investing

The Rev. Sydney Morris, Chair

UUMA Appointments to the Ministerial Fellowship Committee (noted here for purposes of indemnification)

Rev. Emily Gage

Rev. Patrick O'Neill

(replacing the Revs. Stephan Papa and Ken Reeves)

UUMA Appointment to the Committee on Socially Responsible Investing (noted here for purposes of indemnification)

Rev. Sheldon Bennett

(replacing the Rev. Sydney Morris, now chair of CSRI)

Board Representative to GAMAP Task Force on GA Budget

Lyn Conley

Change in Board Working Group Membership

David Friedman – Association Working Group

Pam Allen Thompson – Congregations Working Group

Youth Council, Adult at Large Members :

Rev. Elwood Sturtevant

(one-year term)

CLOSING

Pat Solomon provided closing words and the meeting was adjourned at 3:35 p.m. on Sunday, January 22, 2006.

Respectfully submitted,

/s/ Kathleen Montgomery
Recording Secretary

BOARD OF TRUSTEES - FUTURE MEETING DATES

Board Meetings

April 21-23, 2006

June 20-21 & 26, 2006 - GA

October 20-22, 2006

January 19-21, 2007

April 20-22, 2007

June 19-20 & 25, 2007 - GA

October 19-21, 2007

January 18-20, 2008

April 18-20, 2008

June 24-25 & 30, 2008 - GA

October 17 – 19, 2008

January 16 – 18, 2009

April 17 – 19, 2009

June 23-24 & 30, 2009 - GA

Finance Committee Meeting

April 20, 2006

October 19, 2006

January 18, 2007

April 19, 2007

October 18, 2007

April 19, 2007

October 18, 2007

January 17, 2008

April 17, 2008

October 16, 2008

January 15, 2009

April 16, 2009

General Assembly

June 21-25, 2006 - St. Louis, Missouri

June 20-24, 2007 – Portland, Oregon

June 25-29, 2008 – Ft. Lauderdale, Florida

June 24-28, 2009 – Salt Lake City, Utah

June 2010 – Minneapolis, Minnesota

Deadline for materials to be included in Board Packets

2006 - April Board Packet Deadline – March 21, 2006

2006 – June Board Packet Deadline – May 23, 2006

2006 - October Board Packet Deadline – September 18, 2006

2007 - January Board Packet Deadline – December 19, 2006

2007 - April Board Packet Deadline – March 20, 2007

2007 – June Board Packet Deadline – May 21, 2006 - GA

2007 - October Board Packet Deadline – September 17, 2007

2008 - January Board Packet Deadline - December 17, 2007

2008 - April Board Packet Deadline – March 17, 2008

2008 - June Board Packet Deadline – May 19, 2008 - GA

2008 - October Board Packet Deadline – September 22, 2008

2009 - January Board Packet Deadline – December 19, 2008

2009 - April Board Packet Deadline – March 16, 2009

2009 – June Board Packet Deadline – May 18, 2009