

MINUTES

BOARD OF TRUSTEES UNITARIAN UNIVERSALIST ASSOCIATION

August 26, 2010

Pursuant to notice duly given, a meeting of the Board of Trustees of the Unitarian Universalist Association was held on Thursday, August 26, 2010 by electronic communication.

MEMBERS

PRESENT: Ballester, Blevins, Brody, Courter, Friedman, Gallagher, Gayeski, Greene, Hawkins, King, Laskowski, Lund, Loughrey, Marx, Morrill, Phinney, Pupke, Rickter, Ritchie, Saunders, Shanti, and Urbikas.

MEMBERS

ABSENT: Bartlett, Harrison, Morales, and Wooldridge

ALSO

PRESENT: Brennan, Limpert, Montgomery, Raible-Clark, and observers

Gini Courter, Moderator, called the meeting to order at 8:10 pm EDT on Thursday, August 26, 2010. The agenda was approved.

LINKAGE DISCUSSION

Linda Laskowski reported on the status of the “linkage” work now being done by the Board.

POLICY/GOVERNANCE DISCUSSION

Linda Laskowski reported on the ongoing discussions she, Nancy Bartlett, and Donna Harrison were having with staff members about monitoring reports. Additionally, she reported on the results of the remote delegate experiment at General Assembly, saying that it was hoped that we could have full and legal participation by the time of the 2012 General Assembly.

2012 GENERAL ASSEMBLY

Discussion was held concerning the 2012 General Assembly and plans for it. It was agreed that further discussion would occur at the GAMAP meeting in September and that legal counsel would be asked to consult.

M (Courter), S, and

VOTED: To appoint Jeanne Pupke as substitute for Chuck Wooldridge at the September 14 meeting of GAMAP.

ADMINISTRATION/BOARD PROCESS

Moderator Courter reported on a discussion held with the administration concerning the administration/Board relationship and said that plans were being made for work with an outside facilitator.

POLICY 2.8

M (Brody), S, and

VOTED: To amend Executive Limitation Policy 2.8, Board-President Linkage Policy 4.3, and Appendices 2.A, 2.B, 2.C, and 2.F as indicated below, and to change the monitoring schedule for Policy 2.8 to read as follows:

| Policy 2.8 | Frequency | When due |
|-------------------|----------------------------------|-----------------|
| 1 | Annual – covered by audit | Dec |
| 2 | Every 3 years, beginning in 2012 | March |
| 3 | Every 3 years, beginning in 2011 | March |
| 4 deleted | N/A | N/A |
| 5 | Every 3 years, beginning in 2011 | Sept |
| 6 | Annual – covered by audit | Dec |
| 7 | Annual – covered by audit | Dec |
| 8 | Every 3 years, beginning in 2013 | March |
| 9 deleted | N/A | N/A |
| 10 | Annual | Sept |
| 11 | Annual | Sept |
| 12 | Annual | Sept |
| 13 | Annual | Sept |
| 14 | Annual | Sept |
| 15 deleted | N/A | N/A |
| 16 | Annual – covered by audit | Dec |
| 17 deleted | N/A | N/A |
| 18 deleted | N/A | N/A |
| 19 | Annual – covered by audit | Dec |
| 20 | Annual – covered by audit | Dec |
| 21 | Annual | March |

2.8 POLICY TITLE: *FINANCIAL CONDITION AND ACTIVITIES*

The President shall not cause or allow conditions that would jeopardize the Association's fiscal health.

Further, without limiting the scope of the foregoing by this enumeration, the President shall not:

1. Fail to follow Generally Accepted Accounting Principles (GAAP) and the applicable rules of the Financial Accounting Standards Board in the financial reporting and procedures of the Association.
2. Fail to document all financial procedures, or fail to establish clear staff responsibilities for carrying them out.
3. Fail to receive, hold, and disburse Association funds in a prudent manner.
4. Fail to follow applicable law, trust documents, and prudent financial management practices in the administration of funds held in trust by the Association for the benefit of member congregations and other entities.
5. Incur secured debt over \$50,000 without prior Board approval.
6. Use donor-restricted funds, including all income and appreciation therefrom, in a manner inconsistent with the terms of the donation, except that, to offset the costs of providing administrative services that support programs funded with restricted gift and endowment income, the President may charge an overhead fee of not more than 15% on all spending from restricted gift and endowment funds.
7. Use Board-restricted funds for purposes other than those established by the Board.
8. Fail to provide timely and transparent financial reporting at an appropriate level for the audience, including:
 - A. reports on the use of any budget surplus, including one due to unrestricted gifts and bequests that exceed the budgeted level,
 - B. reports on the number of employees on the Association's payroll, and
 - C. reports on income, expenses, and balances in restricted gift funds.
9. Fail to meet all financial obligations in a timely manner.
10. Fail to monitor revenues and expenses against the Board-approved budget, or fail to make timely reports on significant variances.
 - A. In the current operations budget segment, the President shall make every reasonable effort to avoid an operating deficit.
 - B. In the Beacon Press budget segment, the President shall follow the Beacon Press Financial Policy (Appendix 2.F).
 - C. In the General Assembly budget segment, the President shall make every reasonable effort to avoid an operating deficit (after taking into account the surplus or deficit carried forward from the prior year).
 - D. In the UU Common Endowment Fund budget segment, the President shall follow the Investment Policy (Appendix 2.B) and the Endowment Spending Policy (Appendix 2.H).
 - E. In the Congregational Properties and Loan Fund budget segment, the President shall make every reasonable effort to avoid an operating deficit, and shall follow the Congregational Loan Policy (Appendix 2.A).
11. Permit the Association to accept gifts of tangible or intangible property that expose the

- Association to financial, legal, or other risk; that are inconsistent with the Shared Vision (ENDS); or that violate the Association's Gift Acceptance Guidelines.
12. Acquire, encumber, or dispose of real property without prior Board approval, except that the President may accept and promptly dispose of real property donated to the Association.
 13. Fail to cooperate fully with the annual audit of the Association's financial statements, or to sign the financial statements and certify that they fairly represent the financial condition and operations of the Association.
 14. Receive, hold, or disburse any funds that are not reported in the consolidated financial statements of the Association or the UUA Employee Benefits Trust.
 15. Allow UUA resources, including staff time, to be used in such way as to be of primary benefit to a private purpose rather than to the Association and its mission.
 16. Make payments for travel or other reimbursable expenses incurred by staff members or volunteers (including board, committee, or commission members), except as authorized by a travel and expense reimbursement policy.

4.3 POLICY TITLE: DELEGATION TO THE PRESIDENT

5. The Board delegates to the President and the Financial Advisor the responsibility to serve as fiduciary for the UU Employee Benefits Trust.

APPENDICES

- **APPENDIX 2.A** Congregational Loan Policy
- **APPENDIX 2.B** Investment Policy
- *APPENDIX 2.C intentionally left blank (language no longer needed; see 2.8.5)*
- *APPENDIX 2.D intentionally left blank (language no longer needed)*
- *APPENDIX 2.E intentionally left blank (replaced by Board Motion Oct 2008)*
- **APPENDIX 2.F** Beacon Press Financial Policy
- *APPENDIX 2.G intentionally left blank (moved to ENDS)*
- **APPENDIX 2.H** Endowment Payout Policy
- **APPENDIX 2.I** Benefit Plan Eligibility Policy
- **APPENDIX 2.J** Conflict of Interest Policy
- **APPENDIX 2.K** Whistleblower Policy

APPENDIX 2.A CONGREGATIONAL LOAN POLICY

The President is authorized to make loans, issue loan guarantees, and make grants to congregations seeking to buy land for a new building, to build a new building, or to make major improvements to an existing building.

The President shall establish all terms of these programs, subject to the restrictions stated in this policy.

The President shall report to the Board of Trustees annually on these programs.

Loans

The maximum amount of that may be loaned to any congregation is \$900,000.

Loan Guarantees

The maximum amount of any loan guarantee is the smaller of \$450,000 and 50% of the principal amount of the loan being guaranteed.

Grants

In any fiscal year, the President shall not expend more money for building grants than the total amount specified in the UUA annual operating budget for this purpose.

Sources of Funds

The President may use the following funds for the loan, loan guarantee, and grant programs:

- Payments of interest and principal by congregations on existing or future loans
- Money contributed in the past or future to the New Places of Worship fund, including earnings on this fund
- Borrowings on a bank line of credit of not more than \$6,000,000
- Other assets held by the Treasurer in the Congregational Properties and Loan segment of the UUA's accounts as of the date of adoption of this policy. The funding sources listed above may be used for administrative costs of the programs, subject to approval in the UUA annual operating budget.

Terms of Loans The President shall develop and consistently apply policies to assure that loans:

- are granted without prejudice for or against any congregation,
- have security adequate to protect the Association's financial interests,
- carry an interest rate that provides a reasonable return on the Association's funds, and
- are granted only for projects that are affordable by the congregation.

APPENDIX 2.B INVESTMENT POLICY

The Unitarian Universalist Association (UUA) is a religious association incorporated in the Commonwealth of Massachusetts. In the course of its activities, the UUA receives gifts, trusts, and endowments that require investment management. These funds, managed on behalf of the beneficiaries, are an important source of income for the beneficiaries and are managed collectively in the General Investment Fund, known as and referred to hereinafter as the Unitarian Universalist Common Endowment Fund (UUCEF). The successful management of this fund is vital to the current and future success of the UUA and its constituencies.

The UUCEF accepts investments from the following:

1. UU congregations in good standing;
2. UUA districts;
3. UU Related Organizations;

4. Other UU organizations approved by the Board of Trustees after recommendation of the President.

The “Target Return Objective” of the UUCEF is to generate, through investments consistent with UU values, long-term returns that exceed inflation by 5% per annum (net of all expenses), while minimizing volatility.

I. Governance Responsibility and Authority

The Board of Trustees of the UUA has ultimate responsibility for the management and safekeeping of all funds entrusted to it, including the UU Common Endowment Fund.

To fulfill this responsibility, the Board appoints two committees: The Investment Committee (IC) is responsible for the management of the UUCEF within this document’s policies. The Committee on Socially Responsible Investing (CSRI) is responsible for implementation of the UUA’s commitment to embody socially responsible investing practices, as set forth in this document.

Each committee is authorized to adopt procedures for the implementation of its responsibilities. The Treasurer is responsible for providing the necessary support services for the committees.

Investment Committee

The responsibilities of the Investment Committee (IC) are as specified in this document.

The composition of the IC is stated in Section 7.8 of the UUA By-laws.

The Investment Committee has the responsibility to review and approve the Investment Information Memorandum and other materials used by the UUA in connection with the UUCEF.

Committee on Socially Responsible Investing

The mandate of the Committee on Socially Responsible Investing (CSRI) is to maintain and uphold the UUA’s commitment to invest its funds in alignment with UU values. The responsibilities of the CSRI are as specified in this document. The composition of the CSRI is stated in the committee’s charge, which is approved by the Board of Trustees.

Committee Operations

The IC and the CSRI are responsible for establishing the frequency, duration, and agenda of their respective meetings, including periodic joint meetings, and their procedures for the recording and publication of minutes, in the context of UUA practices of transparency and accountability. The Board of Trustees requires good faith efforts for the highest possible level of cooperation between the IC and the CSRI.

Reporting

At least once every two years, the IC and the CSRI shall report jointly to the Board of Trustees and UUCEF investors. The report shall discuss the performance of the UUCEF, including its success in meeting its return, risk, and SRI objectives. The report shall include the current SRI Guidelines and the current IC Guidelines.

The Treasurer shall post on the UUA web site an annual report on the performance of the UUCEF, as well as a schedule of UUCEF investments (including UUA community investments) as of the end of each fiscal year.

The Treasurer shall post the current SRI Guidelines and the current IC Guidelines on the UUA web site.

Conflict of Interest Policy

See the Association's Conflict of Interest Policy (Appendix 2.J).

II. Incorporation of UU Values

The UUCEF shall be managed in a manner consistent with UU values as well as the achievement of return and risk objectives. The IC and the CSRI are responsible for balancing these occasionally competing objectives in the best interests of the UUCEF.

The UUA is committed to an investment program which utilizes tools of socially responsible investing (SRI) to optimize the alignment of its financial assets with its values.

Unitarian Universalist values that shall inform investment decisions have been expressed in General Assembly resolutions and Statements of Immediate Witness, Board resolutions, and the UUA's Principles and Purposes.

The CSRI shall develop an ongoing process to assess the effectiveness of the UUA's SRI policies and practices. The CSRI shall also work to broaden coalitions (within the UUA and among like-minded faith-based organizations) to achieve SRI goals, and to expand services to member congregations and individual UUs regarding SRI practices that embody UU values.

Stock Selection

The CSRI shall develop and periodically update Socially Responsible Investing Guidelines (the "SRI Guidelines") that maximize the extent to which the UUCEF is invested in companies that have environmental, social, and governance practices that are in accord with UU values, and that minimize the extent to which the UUCEF is invested in companies with poor records in these areas. If the SRI Guidelines prohibit all investment of UUCEF funds in any particular industry, then the guidelines shall include criteria to determine the threshold of a company's involvement in such industry that precludes investment by the UUCEF. These criteria shall indicate whether the UUCEF may be invested in mutual funds or other commingled investment vehicles that currently or in the future may hold investments in any prohibited industries. The IC and the CSRI shall work collaboratively to implement the SRI Guidelines. When applying these guidelines, the IC and the CSRI shall collaborate in the context of the entire fund, adapting to the characteristics of differing asset classes and investment vehicles, and responding to developments in the field of socially responsible investing.

Community Investment

The Board of Trustees recognizes that community investing in areas underserved by traditional sources of financing is a meaningful component of a socially responsible investing program. The Treasurer shall invest the maximum practicable portion of the UUA's cash and cash equivalents in short-term community investments. In addition, the Treasurer shall invest approximately 1% of the total assets of the UUCEF in community investments. The Treasurer and the CSRI shall encourage congregations and districts to adopt a similar policy. As an incentive, a portion of the UUCEF's community investing assets may be used to match congregational and district community investments of up to \$10,000 per congregation or district. The CSRI shall develop guidelines for determining which community investing institutions are eligible for UUA matching investments. The Treasurer, after consultation with the CSRI, shall implement procedures for approving requests for matching investments. A portion of the community investments may be made to support advocacy and witness, as recommended to the

Treasurer by the President of the UUA. The CSRI shall develop and implement a plan to a) monitor the financial health of the community investing institutions in which UUA invests, as well as their social efficacy, and b) encourage congregations and districts to remain vigilant in monitoring the social efficacy of their matched investments.

Shareholder Advocacy

The CSRI shall encourage corporations to engage in ethical and sustainable business practices. UUA shareholder advocacy includes proxy voting, engaging in dialogue with management, filing and co-filing shareholder resolutions, coordinating Unitarian Universalists to present shareholder resolutions at annual meetings of corporations, and collaboration with others active in the socially responsible investment movement.

To permit the UUA to engage in shareholder advocacy, the Treasurer shall establish a shareholder advocacy fund to hold shares in companies that the CSRI anticipates will be the subject of shareholder advocacy. No more than one-fourth of one percent (0.25%) of the UUCEF may be held in the shareholder advocacy fund.

III. Investment Policies

The Investment Committee shall develop Investment Committee Guidelines (the “IC Guidelines”) covering the subjects of this section.

Asset Allocation

The UUCEF’s asset allocation is designed to maximize the probability of achieving the Target Return Objective, while minimizing volatility. Asset allocation targets and allowable ranges shall be established by the IC and may change as long-term expectations and market conditions change. The actual asset allocation shall be reviewed by the IC on a quarterly basis and the UUCEF shall be rebalanced when an asset class weighting is outside of its target range.

Risk Controls

As a diversified investment fund, the UUCEF is exposed to a wide variety of risks including losses and illiquidity. The IC is responsible for working with UUCEF service providers to manage risks within the UUCEF.

Investment Management

All UUCEF funds shall be managed by professional investment manager organizations, with the exception of community investments and shareholder advocacy investments, which are managed by the Treasurer in consultation with the CSRI.

The IC is responsible for the appointment of the investment managers to assure that objectives are being met, and that UUCEF investment policies and procedures are being followed. The ability to manage funds in alignment with UU values shall inform the IC’s assessments of all managers. As practical, every search for professional investment managers shall include at least one firm with expertise in SRI in the asset class under review.

Investment Support Services

The IC is responsible for the selection of providers of the following services to the UUCEF: investment management, asset custody, investment consulting, and communications. The CSRI is responsible for the selection of providers of the following services: community investment

evaluation, proxy voting, and SRI training. Providers of the following services shall be contracted by the IC and the CSRI working in collaboration: assessment of company compliance with UU values and social auditing.

Expense Management

The UUCEF shall be charged for its expenses, including expenses incurred by the UUA on the UUCEF's behalf, such as legal, audit, and other miscellaneous expenses. UUA expenses include the appropriate portion of the costs of such staff as the Treasurer and the Endowment Fund Manager.

The Board of Trustees has determined that the UUCEF's reimbursement of UUA expenses shall be based on an estimate of the UUA's actual costs. For fiscal years beginning after June 30, 2006, the reimbursement is 0.2% of the beginning market value of the UUCEF. The UUA Finance Committee shall review the reimbursement calculation as needed, but at least once every five years, and shall recommend to the Board of Trustees if a change is warranted.

Cost minimization makes an important contribution to the UUCEF's ability to achieve the Target Return Objective. The IC and the Treasurer are responsible for including cost minimization within all applicable policy and process decisions, while recognizing that costs are to be measured within the context of UUA values, the investment program structure, and the need to maximize net returns while minimizing risk.

APPENDIX 2.F BEACON PRESS FINANCIAL POLICY

1. The President shall manage Beacon Press to avoid an operating deficit of more than \$300,000 in any one fiscal year or of more than \$600,000 in any three-fiscal-year period.
2. If either deficit limit is exceeded, the President shall present to the Board within 90 days a plan to prevent future deficits.
3. In each fiscal year from 2009 through 2013, the Beacon Press budget segment shall receive from the UUA current operations budget a support payment equal to the amount that Beacon is charged for the use of space in UUA buildings.
4. The President, without prior Board approval, shall not permit Beacon Press to:
 - a) spend or commit to spend on any single project an amount that exceeds 3% of Beacon's total expenses in the prior fiscal year, or
 - b) spend or commit to spend on one or more projects amounts that would cause Beacon's liquid assets (defined as cash, cash equivalents, and investments) or its unrestricted net assets to fall below 20% of Beacon's total expenses in the prior fiscal year.

CLOSING

The meeting was adjourned at 10:00 pm EDT on Thursday, August 26, 2010.

Respectfully submitted,

/s/ Kathleen Montgomery
Recording Secretary