

MINUTES
BOARD OF TRUSTEES
UNITARIAN UNIVERSALIST ASSOCIATION

December 15, 2011

Pursuant to notice duly given, a meeting of the Board of Trustees of the Unitarian Universalist Association was held by electronic communications on Thursday, December 15, 2011.

MEMBERS

PRESENT: Averett, Bartlett, Brody, Carlson, Courter, Cullen, Friedman, Grubbs, Harrison, Jackoway, King, Kreicker, Laskowski, Loughrey, Lund, Manley, Morrill, Phinney, Pupke, Raible-Clark, Ritchie, Shanti, Stewart, and Morales

MEMBERS

ABSENT: Greene and Tino

ALSO

PRESENT: Brennan, Limpert, Montgomery, and observers

Gini Courter, Moderator, called the meeting to order at 8:05 pm on Thursday, December 15, 2011. The agenda was approved.

DISCUSSION OF JANUARY BOARD MEETING

Donna Harrison reported on plans for the January Board meeting to be held in New Orleans, Louisiana and presented financial information about the likely cost.

M (Harrison), S, and

VOTED AND PASSED: To approve a cost overrun for the January 2012 Board meeting with the understanding that the expenses would be exceed the expenses of the October meeting by approximately 40%.

VOTE ON PRIESTLEY CHAPEL, NORTHUMBERLAND, PENNSYLVANIA
CLOSING

Tim Brennan reviewed discussions concerning the action taken by the Board in June of 2011 which approved the transfer of the ownership of the Priestley Chapel to the Priestley Chapel Associates. He asked for a vote on the transfer with specific language for the Board's authorization and said that this motion had been approved by the Association's legal counsel.

M (Kreicker), S, and

VOTED AND PASSED:

**RESOLUTION FOR TRANSFER OF
THE "PRIESTLEY" PROPERTY, BOROUGH OF NORTHUMBERLAND, PA**

WHEREAS, after consideration, it has been determined that it is in the best interest of the corporation to transfer the "Priestley" property situate in the Borough of Northumberland, Northumberland County, Pennsylvania, as recorded in Northumberland County Deed Book 151 at Page 773, to Priestley Chapel Associates, details of which have been discussed.

NOW, IT IS HEREBY RESOLVED, that **UNITARIAN UNIVERSALIST ASSOCIATION** transfer the "Priestley" property situate in the Borough of Northumberland, Northumberland County, Pennsylvania, to Priestley Chapel Associates, and

The proper officers of the corporation are hereby authorized and directed to execute and deliver the necessary documents to carry the same into full force and effect, and Peter Morales, President, is appointed as the corporation's Attorney-in-Fact to acknowledge the Deed.

DISCUSSION OF PROCESS FOR CANDIDATES FOR MODERATOR

Discussion was held concerning the process the Board would use to select candidates for Moderator. They reviewed the work of the Moderator Nominating Committee and considered a motion to revise the UUA Governance Manual.

M (Brody), S, and

VOTED AND PASSED: to revise UUA Governance Manual, Section 3.6.1.A, to read as follows:

A. Nomination of Candidates for Moderator/CGO

- i. Not later than 24 months before the beginning of a General Assembly at which an election for Moderator will be held, the Moderator Nominating Committee (MNC) shall issue a call for nominations, which must be received within two months.
- ii. Not later than 19 months before the beginning of a General Assembly at which an election for Moderator will be held, the committee shall recommend to the board two or more possible candidates for Moderator. No member of the committee may be recommended as a candidate. Each candidate must give written consent prior to being recommended. The names of recommended candidates who are not nominated by the board shall not be made public. The committee shall submit to the board background information on each recommended candidate, which shall be received by the board in confidence. No board member who is a recommended candidate shall receive the

background information on any candidate. Individuals who normally attend executive sessions, per policy 3.1.9.E, shall be entitled to receive the MNC recommendations and background information, and to attend all sessions concerning the nomination of candidates for Moderator.

- iii. The board shall interview one or more of the recommended candidates in executive session. No candidate who was recommended by the MNC or who intends to run by petition may be present during the interview of any other candidate, or in any other executive session held to discuss candidates for Moderator.
- iv. As required by Section 9.5 of the Bylaws, the board shall nominate one or more candidates no later than February 1 of the year before the General Assembly at which there is to be an election for Moderator.
 - a) The following individuals may participate in Board deliberations but shall not be eligible to vote: the Secretary of the Board, the Trustees who serve on the Election Campaign Practices Committee, the President, and the Youth Observer.
 - b) The following individuals may participate in Board deliberations and shall be eligible to vote: the Moderator, and any Trustee who served as a voting member of or non-voting board liaison to the MNC.
 - c) Voting shall be by secret ballot in executive session, with procedures for voting and vote counting to be determined by the Secretary.
 - d) Voting shall be conducted using the "single transferable vote" method, with a ballot designed to permit the designation of first, second, third, etc. choice. At the conclusion of the vote counting, the two candidates with the highest number of votes shall be declared the nominees. However, if one candidate receives more than 75% of the first choice votes, then only that candidate shall be the nominee of the board. Furthermore, if two or more candidates for nomination are separated by less than one full vote, they shall be considered tied and the board shall take a second vote to break the tie.
 - e) The minutes of the executive session shall report only the names of the nominee(s).

EXECUTIVE SESSION

The Board voted to go into Executive Session to discuss Finance Committee recommendations for committee appointments. When it returned to regular session it was announced that those appointments would be entered into the regular minutes of the meeting.

FINANCE COMMITTEE APPOINTMENTS

M (Pupke), S, and

VOTED AND PASSED: To approve the following committee appointments, beginning January 2012 and extending through December 2013:

Committee on Socially Responsible Investing
Kimberley Gladman Jackson

Retirement Plan Committee

Marni Harmony
John Weston
Paige Roth
Rich Sider
Michael Halloran

Investment Committee

Carol McMullen, Chair

The meeting was adjourned at 9:50 pm on Thursday, December 15, 2011.

Respectfully submitted,

/s/ Kathleen Montgomery
Recording Secretary