

MINUTES
BOARD OF TRUSTEES
UNITARIAN UNIVERSALIST ASSOCIATION

January 19-20, 2013

Pursuant to notice duly given, a meeting of the Board of Trustees of the Unitarian Universalist Association was held on Saturday January 19, 2013 at the DoubleTree Hilton in Philadelphia, PA.

MEMBERS

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

MEMBERS

ABSENT: Carlson and Jackoway

ALSO

PRESENT: Brennan, Lawrence, Limpert, Montgomery, and observers

Gini Courter, Moderator, called the meeting to order at 8:30 am on Saturday, January 19, 2013. Catherine Cullen provided opening words. Trustees and visitors were introduced and the agenda was approved.

APPROVAL OF BOARD MINUTES

The meetings of the October 20-21, 2012 and November 29, 2012 meetings of the Board of Trustees were approved as written.

APPROVAL OF EXECUTIVE COMMITTEE MINUTES

The meeting of the December 11, 2012 Executive Committee meeting of the Board of Trustees was approved as written.

GLOUCESTER CHURCH TRUST

M (Loughrey), S, and

VOTED AND PASSED: That the payout from the First Parish Unitarian Society of

Gloucester Fund, calculated in accordance with the UUA's regular practices for trusts under its care, be designated for the benefit of the Independent Christian Church of Gloucester (Gloucester Unitarian Universalist Church) beginning July 1, 2012 until such time as the Board shall determine otherwise. Such designation shall be subject to the congregation agreeing that it has no claim on any past distributions from this fund.

APPROVAL OF MONITORING REPORTS

M (Harrison), S, and

VOTED AND PASSED: To accept the following monitoring reports as written: 2.8, 2.8.2, 2.3.1, 2.3.1A, 2.3.1B, 2.3.1C, 2.3.1D, 2.3.1E, 2.3.1F, 2.3.1G, and 2.3.1.H.

EXECUTIVE SESSION

The board voted to go into executive session to discuss legal and real estate matters and, when it returned to regular session, agreed that those matters would remain confidential.

PROPOSED BYLAW MOTION REGARDING BYLAW C-3.1

A change to Bylaw Section C-3.1 was proposed by the Southeast District Board.

M (Loughrey), S, and

VOTED AND PASSED: To place the following proposed bylaw change to Section C-3.1 on the agenda of the 2013 General Assembly:

Section C-3.1. The Unitarian Universalist Association is a voluntary association of **[autonomous] free**, self-governing local churches and fellowships, referred to herein as member congregations, which have **[freely] mutually** chosen to pursue common goals together.'

FINANCIAL ADVISOR'S REPORT

Dan Brody, Financial Advisor, reported on proposed bylaw changes regarding special and "instant runoff" elections. He reviewed changes to the UUA investment plan and described the qualifications of the Financial Advisor Elect, Ed Merck.

PROPOSED BYLAW CHANGES TO ARTICLE II

M (Phinney), S, and

VOTED AND PASSED: To place the following note in the 2013 General Assembly Agenda:

The proposed Section C-2.3 on Inclusion was part of a revision of Article II proposed by the Commission on Appraisal in 2009 in its role as a study commission, as authorized by Article XV. The 2009 General Assembly did not approve the Commission's revisions to Article II, but passed a responsive resolution to "request that the UUA Board of Trustees place a motion to substitute the recommended language of Section C-2.4 "Inclusion" for the current bylaw C-2.3 "Non-discrimination" on a General Assembly agenda as soon as possible." The Board has placed the Inclusion language on the 2014 General Assembly agenda, after making one change recommended by legal counsel.

Article XV requires that proposed amendments to Article II normally must be sent to a study commission for several years of review. The Board of Trustees has concluded that the Inclusion amendment has already received the type of study required by Article XV, and that another study commission is unnecessary. Therefore, during debate on whether to refer the proposed Inclusion amendment to a study commission, the Board of Trustees will move to dispense with the study commission and give preliminary adoption to the proposal. If the delegates approve this motion by a four-fifths vote, the proposed amendment to Article II will again appear on the agenda of the 2014 General Assembly, where a two-thirds vote will be required for its final adoption.

The Board of Trustees has determined that it is important to preserve and update the non-discrimination language that is presently in Section C-2.3. Therefore, the Board intends to place on the agenda of the 2014 General Assembly the creation of Rule G-2.3: Non-Discrimination, to be voted on after final adoption of the Inclusion language in Section C-2.3 of the bylaws. The Board decided to propose the adoption of a "G" rule by General Assembly, rather than to pass a regular rule on its own authority, to emphasize the importance of this issue and to give the General Assembly the opportunity to amend the proposed rule.

It is our current intent that this rule will be substantially the same as the current bylaw Section C-2.3: Non-Discrimination. But we intend to update the language in this section, in collaboration with our legal counsel, to reflect better our current understanding of identity categories. The Board will propose changes to include (but not be limited to) the replacement of "race" with "racialized identity," the replacement of "gender" with "gender expression or identity," and the addition of the category "sex."

M (Tino), S, and

VOTED AND PASSED: To place the following Bylaw amendment on the agenda of the 2013 General Assembly:

Article II. Principles and Purposes

[Section C-2.3. Non-discrimination.

The Association declares and affirms its special responsibility, and that of its member congregations and organizations, to promote the full participation of persons in all of its and their activities and in the full range of human endeavor without regard to race, ethnicity, gender, disability, affectional or sexual orientation, age, language, citizenship status, economic status, or national origin and without requiring adherence to any particular interpretation of religion or to any particular religious belief or creed.]

Section C-2.3. Inclusion.

Systems of power, privilege, and oppression have traditionally created barriers for persons and groups with particular identities, ages, abilities, and histories. We pledge [to do all we can] to replace such barriers with ever-widening circles of solidarity and mutual respect. We strive to be an association of congregations that truly welcome all persons and commit to structuring congregational and associational life in ways that empower and enhance everyone's participation.

RECONSIDERATION OF PROPOSED BYLAW AMENDMENTS CONCERNING INVESTMENTS

M (Brody), S, and

VOTED AND PASSED: To reconsider the adoption by the October 2012 board meeting of the motion to place proposed amendments to UUA Bylaw provisions concerning investments on the agenda of the 2013 General Assembly.

M (Pupke), S, and

VOTED AND PASSED: To place the following Bylaw amendments concerning investments on the agenda of the 2013 General Assembly:

Section 7.7. Finance Committee.

The Finance Committee shall consist of the Financial Advisor, the Treasurer, five trustees ~~who shall not be members of the Investment Committee~~, and the Moderator without vote. The duties of the Finance Committee are set forth in Article X.

Section 7.8. Investment Committee.

The Investment Committee shall ~~be the Investment Committee of the Unitarian Universalist Common Endowment Fund LLC. consist of the Financial Advisor, the Treasurer, and five other persons, at least one of whom shall be a trustee and none of whom shall be members of the Finance Committee.~~ The duties of the Investment Committee are set forth in Article X.

Section C-10.6. Authority to Hold Funds Held for the Benefit of Others.

~~With the approval of the Board of Trustees, the~~The Association may hold for investment and distribution funds ~~belonging to or~~ given to the Association for the benefit of a member congregation, associate member organization, independent affiliate organization, or other Unitarian Universalist organization~~organizations~~.

~~Such funds may be invested in the General Investment Fund of the Association unless they are subject to specific restrictions which require some other form of investment.~~

Section C-10.7. Responsibility for Investments Funds Held by the Association. Board of Trustees. The Board of Trustees shall have ultimate responsibility for investing the funds ~~belonging to or~~ held by the Association.

- a. President. The President shall invest the endowment funds held by the Association in the Unitarian Universalist Common Endowment Fund LLC.
- b. Investment Committee. The Investment Committee shall supervise-manage the ~~investments of~~ endowment funds held by the Association, subject to control by the Board of Trustees.

PROPOSED ELECTION AND APPOINTMENT BYLAW AMENDMENTS

M (Brody), S, and

VOTED AND PASSED: To place the following changes to Bylaws and a Rule concerning elections on the agenda of the 2013 General Assembly, subject to review by legal counsel [the changes here are those approved by legal counsel].

ARTICLE V. Committees of the Association

Section 5.1. Committees of the Association.

The standing committees of the Association shall be:

- (a) the Nominating Committee;
- (b) the Presidential Search Committee;
- (c) the General Assembly Planning Committee;
- (d) the Commission on Appraisal;
- (e) the Commission on Social Witness; and
- (f) the Board of Review.

The President shall be a member, without vote, of the General Assembly Planning Committee, the Commission on Appraisal, and the Commission on Social Witness.

Section 5.2. Election and [Terms of Office] Appointment.

- (a) Elected members. Elected members of all [Section 5.1 committees] standing committees of the Association shall take office at the close of the General Assembly at which they are elected and shall serve until their successors are elected and qualified, except as otherwise provided herein.

- (b) **Appointed members. The terms of any appointed members of standing committees of the Association shall begin at the close of the regular General Assembly in odd-numbered years. The Board of Trustees shall make each appointment no later than 120 days after the beginning of the term. Appointed members shall take office upon the effective date of their appointment and shall serve until their successors are appointed and qualified, except as otherwise provided herein.**

[One-half as nearly as possible of the elected members of the General Assembly Planning Committee and the Commission on Social Witness shall be elected at the regular General Assembly held in each odd-numbered year. The elected members of the General Assembly Planning Committee and the Commission on Social Witness shall serve for terms of four years. One-third of the members of the Commission on Appraisal shall be elected at the regular General Assembly held in each odd-numbered year. The elected members of the Commission on Appraisal shall serve for single terms of six years. Any member of the Commission on Appraisal in office for a period of more than three years shall be deemed to have completed a six-year term for the purposes of re-election. One third of the members of the Nominating Committee shall be elected at the regular General Assembly held in each year. Members of the Nominating Committee shall serve no more than two terms of three years. Any member of the Nominating Committee in office for a period of more than 18 months shall be deemed to have completed a three-year term for the purposes of re-election. The elected members of the Presidential Search Committee shall be elected at the regular General Assembly held four years before the General Assembly at which there is to be a presidential election at the expiration of a President's term. The elected members of the Presidential Search Committee shall serve for terms of six years.]

Section 5.3. Qualifications of Committee Members.

[In order to qualify to be appointed or to continue] **To serve** as a member of a standing committee of the Association, a person must be a member of a member congregation. **No member of a standing committee of the Association may during the term of office serve as a trustee or officer of, or hold any salaried position in, the Association.**

Section 5.4. Removal of Committee Member.

[A] **An elected** member of [any] **a** standing committee of the Association may be removed by a three-fourths vote of the Board of Trustees at a meeting at which not less than three-fourths of the Board is present, if in the opinion of the Board the member is incapacitated or unable to carry out the duties of the office or otherwise for good cause. **An appointed member of a standing committee of the Association may be removed at will by a majority vote of the Board of Trustees.**

Section 5.5. Vacancies.

A vacancy created by the death, disqualification, resignation, or removal of an elected **or appointed** member of a standing committee of the Association shall be filled by **majority vote of** the Board of Trustees [until the next regular General Assembly]. **An individual appointed to fill a vacancy in an elected position shall serve until the vacancy is filled by regular or special election. An individual appointed to fill a vacancy in an appointed position shall serve for the balance of the unexpired term, and until a successor is appointed and**

qualified. [The vacancy shall then be filled by election for the balance of the unexpired term, if any.]

An elected member of a standing committee of the Association in office for more than one half of a full term shall be deemed to have completed a full term for the purposes of re-election.

Section 5.6. Nominating Committee.

The Nominating Committee shall consist of nine [elected] members elected to terms of three years. **One third of the members shall be elected at the regular General Assembly held in each year.** [A member shall not during the term of office hold any salaried position in the Association and, after] **After** serving two terms in office, **a member** shall not be eligible for re-election [to the Nominating Committee] until after an interim of at least three years. The Nominating Committee shall submit nominations for certain elective positions of the Association, as provided in Article IX.

Section 5.7. Presidential Search Committee.

The Presidential Search Committee shall consist of five **electd** members [elected by the General Assembly,] and two members appointed by the Board of Trustees. **Each term shall be six years.** **The elected members shall be elected at the regular General Assembly held four years prior to the expiration of a President's term.** [The election and appointment of members shall occur at the regular General Assembly held four years before the General Assembly at which there is to be a presidential election at the expiration of a President's term.] **The terms of appointed members shall begin at the close of the regular General Assembly at which members were elected.** [Each appointment and election of a member shall be for a term of six years.] **After serving a term in office, a member shall not be eligible for re-election until after an interim of at least six years.** The Committee shall nominate candidates for the office of President[.], **as provided in Section 9.5.**

Section 5.8. General Assembly Planning Committee.

The General Assembly Planning Committee shall consist of eight elected members and two members appointed by the Board of Trustees [at its first meeting following the regular General Assembly in each odd-numbered year]. **The terms of elected members shall be four years and the terms of appointed members shall be two years.** One-half [as nearly as possible] of the elected members [of the General Assembly Planning Committee and the Commission on Social Witness] **shall be elected at the regular General Assembly held in each odd-numbered year.** **After serving two terms in office, an elected member shall not be eligible for re-election until after an interim of at least four years.** [No elected member shall serve on the Committee for more than two four-year terms in succession. The appointed members shall serve for terms of two years and until their successors are appointed and qualified.] The Committee shall be responsible for arrangements for General Assembly and programs and meetings to be held in connection therewith. It may establish subcommittees of its members and may delegate part or all of its powers to them.

Section 5.9. Commission on Appraisal.

The Commission on Appraisal shall consist of nine [elected] members **electd to terms of six years.** **One-third of the members shall be elected at the regular General Assembly held in**

each odd-numbered year. After serving a term in office, a member shall not be eligible for re-election until after an interim of at least six years. [A member shall not during the term of office serve as a trustee or officer or hold a salaried position in the Association.]

The Commission on Appraisal shall:

- (a) review any function or activity of the Association which in its judgment will benefit from an independent review and report its conclusions to a regular General Assembly;
- (b) study and suggest approaches to issues which may be of concern to the Association; and
- (c) report to a regular General Assembly at least once every four years on the program and accomplishments of the Association.

Section 5.10. Commission on Social Witness.

The Commission on Social Witness shall consist of three **elected** members [**elected by the General Assembly**] and two members appointed by the Board of Trustees. [**The election and appointment of members shall occur only at regular General Assemblies held in odd numbered years.**] Each [**appointment and election of a member to the Commission will be for a term of**] **term shall be** four years. **After serving two terms in office, a member shall not be eligible for re-election until after an interim of at least four years.** One member shall be appointed **in** each odd-numbered year. **In addition to any election required to fill a vacancy, no [No]** fewer than one nor more than two members shall be elected **at the regular General Assembly held in** each odd-numbered year, as is required to insure a full complement of elected members.

[**No member shall serve on the Commission for more than two four-year terms in succession. In the case of a vacancy in an appointed position by reason of death, disqualification, resignation or removal, the vacancy shall be filled at any time for the remainder of the term by appointment by the Board of Trustees for the balance of the term.**] The duties of the Commission are described in [**Section 4.12 and Section 4.16 of the Bylaws and Rules G-4.12.1, G-4.12.2, and G-4.18.2.**] **Article IV.**

Section 5.11. Board of Review

- a. Members. The Board of Review shall consist of eight members, as follows:
 1. Three members who are ministers, each of whom at the time of election is in final ministerial fellowship with the Association and has held such fellowship continuously for the preceding seven years; and
 2. One member who is a credentialed religious educator-master level; and
 3. Four members who are not ministers or credentialed religious educators, each of whom at the time of election is a member of a certified member congregation and has been a member of one or more such congregations for not less than three years as an officer or a member of the governing bodies of one or more such congregations.
- b. Election and Term. **Each term shall be eight years.** At each regular General Assembly held in an odd-numbered year **there shall be elected** one person who is neither a minister nor a credentialed religious educator [**shall be elected and shall serve for a term of eight years and until a successor is elected and qualified.**] At each regular General Assembly held in an odd-numbered year there shall be elected either a minister, as

described in subsection (a)(1) above, or a Credentialed Religious Educator – Master Level as described in section (a)(2) above[, **who shall serve for a term of eight years and until a successor is elected and qualified**]. **After serving a term in office, a member shall not be eligible for re-election until after an interim of at least eight years.**

- c. Qualifications. No member of the Board of Review shall during the term of office be a member of the Ministerial Fellowship Committee[, **or**] the Religious Education Credentialing Committee[, **or hold any salaried position in the Association**].
- d. Removal. A member of the Board of Review may be removed without hearing by the vote of six other members, **or as provided by Section 5.4.**
- e. **Duties. The duties of the Board of Review are described in Articles XI and XII.**

Article VI. Board of Trustees

Section 6.8. Vacancies.

A vacancy created by the death, disqualification, resignation, or removal of a trustee shall be filled by majority vote of the remaining trustees [**until the next regular General Assembly at which an election can be held. The vacancy shall then be filled by election for the balance of the unexpired term, if any**]. **An individual appointed to fill a vacancy shall serve until the vacancy is filled by regular or special election.**

Article VII. Committees of the Board of Trustees

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;
- (e) the Religious Education Credentialing Committee; and
- (f) the Audit Committee.

The President shall be a member, without vote, of the Executive Committee, the Finance Committee, and the Investment 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 shall serve for terms of two years and until their successors are appointed and qualified.]

Except as otherwise provided, the terms of members of standing committees of the Board of Trustees shall be two years beginning at the close of the regular General Assembly in odd-numbered years. Members shall be appointed no later than 120 days after the beginning of the term. Members shall take office upon the effective date of their appointment and shall serve until their successors are appointed and qualified.

Article VIII. Officers of the Association

Section 8.7. Vacancies.

- (a) Elected Officers. A vacancy created by the death, disqualification, resignation, or removal of an elected officer shall be filled by **majority vote of** the Board of Trustees **[until the next regular General Assembly]. An individual appointed to fill a vacancy shall serve until the vacancy is filled by regular or special election. [The vacancy shall then be filled by election for the balance of the unexpired term, if any.]**
- (b) Appointed Non-salaried Officers. A vacancy created by the death, disqualification, resignation, or removal of an appointed non-salaried officer may be filled by the Board of Trustees for the balance of the unexpired term.

Section 8.9. President.

The President shall be the chief executive officer of the Association **[and shall be a member, ex-officio, without vote, of all standing committees of the Association, except the Nominating Committee and the Board of Review, and of all standing committees of the Board except the Ministerial Fellowship Committee and the Religious Education Credentialing Committee].**

Article IX. Nominations and Elections

Section 9.4. Nomination by Nominating Committee.

- (a) The Nominating Committee shall submit one or more nominations for each elective position to be filled, except Moderator and President, including **[those to fill any vacancies] positions to be filled by special election [occurring prior to October 1 of the year before the election].** With respect to Board positions, the Nominating Committee shall designate the position number for which each person is being nominated.
- (b) The Nominating Committee shall endeavor to nominate individuals so that the membership of the Board of Trustees and each elected committee reflects the full diversity of the Association, especially in regard to historically marginalized communities, but also balancing amongst size of congregation, lay and ordained, geography, age (including youth and young adults), and gender, among others. The Nominating Committee shall consult with groups and organizations including those traditionally underrepresented in Unitarian Universalist leadership, to help inform the nominating process.
- (c) Only one person from any one member congregation shall be nominated to serve on the Nominating Committee or the Board of Trustees.
- (d) The report of the Nominating Committee shall be filed with the Secretary of the Association and be mailed to all certified member congregations, associate member organizations, and trustees, on or before December 10 of each year.

Section 9.5. Nomination of President and Moderator.

- (a) President. The Presidential Search Committee shall submit no fewer than two nominations for the office of President for an election at the end of a presidential term or **[when a vacancy occurs in the office prior to October of the year before the election] for a special election.** The report of the Presidential Search Committee shall be announced by February 1 of the year before the General Assembly at which there is to be a presidential election, except in the case of **[an] a special election [to fill a vacancy occurring after that date], in which case the report of the Presidential Search Committee shall be announced by December 10 of the year before the election.**
- (b) Moderator. The Board of Trustees shall submit one or more nominations for the office of Moderator for an election at the end of a moderator term or **[when a vacancy occurs in the office prior to October of the year before the election] for a special election.** The report of the Board of Trustees shall be announced by February 1 of the year before the General Assembly at which there is to be a moderator election, except in the case of **[an] a special election [to fill a vacancy occurring after that date.], in which case the report of the Board of Trustees shall be announced by December 10 of the year before the election.**

Section 9.6. Nomination by Petition.

- (a) For Moderator and President. A nomination for the office of Moderator or President, **for a regular or special election [or to fill a vacancy in an unexpired term occurring prior to December 1 of the year before the election],** may be by petition signed by no fewer than twenty-five certified member congregations, including no fewer than five certified member congregations located in each of no fewer than five different districts. A certified member congregation may authorize the signing of a petition only by vote of its governing board or by vote at a duly called meeting of its members. Such a petition shall be filed with the Secretary of the Association, only in such form as the Secretary may prescribe, not later than February 1 of the year of the election and not earlier than the preceding March 1.
- (b) For Other Elective Positions. A nomination for any other elective position, **for a regular or special election [or to fill a vacancy in an unexpired term occurring prior to December 1 of the year before the election],** may be by petition signed by not less than fifty members of certified member congregations, with no more than ten signatures of members of any one congregation counted toward the required fifty. A separate petition, in form prescribed by the Secretary, shall be filed for each nomination not later than February 1 of the year of the election and not earlier than the preceding October 1. A petition for nomination to the Board of Trustees must designate the position number for which the person is being nominated.

Section 9.11. Counting of Ballots.

- (a) For the position of President, **Moderator, Financial Advisor, or Trustee.** If there are no more than two duly nominated candidates for **[President] a position,** the candidate

receiving the greater number of votes is elected; **provided, however, that in construing the foregoing with respect to Trustee positions, each Trustee position number shall be considered a separate elective position.** If there are more than two duly nominated candidates for **[President] a position**, the ballot shall be designed to permit the designation of first, second, third, etc. choice. If no candidate receives a majority of the first-choice votes cast, the candidate receiving the lowest first-choice vote shall be eliminated and the ballots cast for such candidate shall be redistributed in accordance with the second choice indicated thereon. This process shall be repeated until one candidate receives a majority of all votes cast or until only two candidates remain, at which time the one receiving the greater number of votes is elected.

- (b) For Other Elective Positions. If there is one elective position to be filled, the candidate receiving the greatest number of votes is elected. If there is more than one such elective position of the same kind to be filled, the candidates respectively receiving the greatest number of votes are elected[; **provided, however, that in construing the foregoing with respect to positions on the Board, each Board position number shall be considered a separate elective position**].

Section 9.15. Special Elections

If a vacancy occurs more than 630 days before the expiration of the term of an elected officer, an elected member of a standing committee of the Association, or a trustee, a special election shall be held to fill the balance of the unexpired term. The special election shall be held at the next regular General Assembly that begins at least 270 days after the date of the vacancy.

RULE IX Nominations and Elections

Rule G-9.4.1. Report of the Nominating Committee

- (a) **Any person who applies to the Nominating Committee for nomination for the position of Financial Advisor or trustee shall submit by the application deadline a one-page statement of qualifications.**
- (b) **The report of the Nominating Committee required by Section 9.4(d) may be mailed to certified member congregations, associate member organizations, and trustees either electronically or in hard copy. The report shall promptly be posted on the Association's website. The report shall include the statement of qualifications submitted by each nominee for Financial Advisor or trustee.**

Rule G-9.10.1. Tie Vote[s]-Elected Committee Position.

[Except in the election of a President, if] If a tie vote occurs in filling an [office] elected committee position when only one person is to be elected, or occurs in filling a slate **[of officers]** when the slate cannot be completed without resolving the tie, then as soon as possible before the final adjournment of the General Assembly involved, additional ballots shall be cast by those present and entitled to vote, except that initially the Moderator shall not vote. The additional ballots shall contain only the names of the candidates who are tied. These ballots shall be counted along with a recounting of the ballots cast for the tied candidates by absentee ballots,

and the result of the foregoing procedures shall determine the election, unless there is still a tie, in which case the Moderator shall then cast a ballot to resolve it.

Rule G-9.10.2. Tie Vote-Moderator.

If the tie involves the election of a Moderator, the proceedings to resolve the tie shall be presided over by the Secretary of the Association who in all matters involving the resolutions of the tie shall have the rights and duties of the Moderator.

Rule G-9.10.3. Tie Vote-President, Moderator, Financial Advisor, or Trustee.

If, in the election of a President, **Moderator, Financial Advisor, or Trustee**, in any particular counting of the preferential ballots, including absentee ballots, there is a tie vote among candidates having the least number of votes, then each such tied candidate shall be eliminated, and in the next counting, the ballots accumulated for said candidate shall be redistributed among the remaining candidates on the basis of the highest effective preferences marked on all the ballots that have been cast. However, if in this process, such elimination leaves only a single candidate who in that counting still does not have a majority of the counted votes, or if only two candidates remain in the contest and they are tied, then there shall be as many run-off election procedures, conducted under the provision of Rule G-9.10.1 as are necessary to result in the election of a President, **Moderator, Financial Advisor, or Trustee** by at least a majority of the votes cast.

Rule G-9.13.10. Election Campaign Practices Committee.

An Election Campaign Practices Committee is hereby established and shall consist of three persons to be appointed by the Board of Trustees **for a term of two years each, and the Secretary, ex-officio, without vote. The Board shall designate one of the appointed members to chair the Committee. The appointed members' terms shall begin at the close of General Assembly in odd-numbered years. The Board may appoint an individual to fill a vacancy in membership of the Committee; persons appointed to fill a vacancy shall serve the balance of the vacating member's term.** [at its October meeting following those regular General Assemblies at which elections occur. Two members of the Committee shall be members of the Board of Trustees at the time of their appointment and one shall be a non-Board member. The non-Board member shall be the chair of the Committee.] Persons appointed to the [Election Campaign Practices] Committee shall remain neutral in [the election] **elections held while they are serving** and **shall** not engage in electioneering. [A person nominated] **Persons who seek nomination** pursuant to Bylaw Sections 9.4, [or] 9.5, **or 9.6 are** [is] ineligible to serve on the Committee **once they begin seeking nomination, and shall be deemed to have to have resigned from the Committee effective upon seeking nomination if they are then serving.**

PROPOSED BYLAW AMENDMENTS CONCERNING REGIONALIZATION

The MidAmerica Region proposed changes to the Bylaws to accommodate the formation of their new Region and other potential Regions.

M (Allen), S, and

VOTED AND PASSED: To place the following Bylaw and Rule changes on the agenda of the 2013 General Assembly:

Section C-3.6. Termination of Membership.

A member congregation upon written notification to the Association may withdraw from the Association at any time. The Board of Trustees may terminate the membership of any congregation that, pursuant to the provisions of Section C-3.5, has been placed in an "inactive congregation" category maintained by the Association but shall do so only after consultation with:

- a. the congregation in question, whenever possible; and
- b. the President of the district or region in which the congregation is located or such other authorized official as the district or region designates in writing to the Association.

Section C-13.1. Districts and Regions.

The Association shall support areas of geographicregional responsibility known as districts or regions.

Section C-13.2. Establishment.

The establishment of districts or regions and the manner of determining which congregations are included in each district or region shall be in accordance with rules adopted by the General Assembly.

Section C-13.4 Autonomy.

Each district shall be autonomous and shall be controlled by its own member congregations to the extent consistent with the promotion of the welfare and interests of the Association as a whole and of its member congregations.

Rule G-13.2.1 Establishing Districts.

- (a) The districts shall be ~~nineteen-seventeen~~ in number and named Ballou Channing, ~~Central Midwest~~, Clara Barton, Florida, ~~Heartland~~, Joseph Priestley, Massachusetts Bay, Metropolitan New York, MidAmerica, Mountain Desert, Mid-South, Northern New England, Ohio Meadville, Pacific Central, Pacific Northwest, Pacific Southwest, ~~Prairie Star~~, St. Lawrence, Southeast, and Southwestern.

PROPOSED BYLAW CHANGES ON ELECTRONIC VOTING

M (Phinney) S, and

VOTED AND PASSED: To place the following Bylaw and Rule changes on the agenda of the 2013 General Assembly:

Section 9.10. Conduct of Elections at Large.

- (a) Election by Ballot. Voting shall be by written or electronic ballot, except that if only one person has been validly nominated for each elective position at large the persons so nominated shall be declared elected and no ballots shall be required.
- (b) Persons Entitled to Vote. Ballots shall be cast only by accredited delegates from certified member congregations and certified associate member organizations to the regular General Assembly at which the election is held and by trustees. No person shall cast more than one ballot.
- (c) Absentee Voting. Those entitled to cast ballots in an election may cast their ballots electronically or by mail. Absentee ballots shall be mailed at least forty five days prior to the General Assembly at which the election is being held. An absentee ballot that is mailed must be received by the Secretary not less than seven calendar days before the General Assembly in order to be counted. An absentee ballot that is transmitted electronically must be received by the Secretary prior to the closing of voting at the GA location. The closing date and time shall be designated in the General Assembly meeting announcement.

Rule G-9.13.4. Absentee Ballots.

A mailed absentee ballot shall be counted only if accompanied by the signed and certified ballot stub of the credential card of the person casting the ballot. An electronic absentee ballot shall be counted only if the delegate has complied with established secure voting protocols.

Rule G-9.13.5. Balloting at General Assembly.

A person shall be qualified to cast a ballot at General Assembly only if that person presents to the Secretary of the Association or those employed by him or her ~~at the polls~~ a properly certified ballot stub plus a badge issued to that person and containing the same name as the name on the ballot stub. An electronic ballot shall be counted only if the delegate has complied with established secure voting protocols.

Discussion was held concerning the implementation of staff writing monitoring reports. The Governance Working Group asked for trustees and senior staff to write a short response to the query, "What is the one thing that would help the Board do its job with regard to monitoring and communications."

FINANCE COMMITTEE REPORT

Jeanne Pupke, Chair of the Finance Committee, reported on the deliberations of that committee, saying that they had discussed ministerial and congregational benefits, reviewed the second quarter forecast, and heard a presentation about the Southern Region's fundraising strategy that combines Annual Program Fund and district fundraising.

COMMUNICATIONS WORKING GROUP REPORT

M (Stewart), S, and

VOTED AND PASSED: To add the following Policy to Board Governance Policies:

3.4.5. The Chief Governance Officer will appoint a trustee or trustees to write a brief letter to UU ministers and congregational presidents following each quarterly board meeting, to apprise them of important decisions the Board made at that meeting and vital issues it discussed. Such a letter will be signed by the Secretary on behalf of the Board.

Discussion was held concerning following concerns raised by Graham Kreicker about follow-up to the Board's time in New Orleans in January 2012. It was agreed that the Board would discuss those matters at the time of the April meeting of the Board of Trustees.

GOVERNANCE WORKING GROUP REPORT

Monitoring Report Determination for Policy 2.14

M (Harrison), S, and

VOTED AND PASSED: To take the following actions with regard to the revised operational definitions submitted for Policy 2.14:

For all of Policy 2.14, require that the rationale be included the next time the operational definitions are submitted to the board.

For Policy 2.14: Reject the operational definition because there was no rationale provided and because the lack of clarity about what portion of the policy is being monitored by the portion of the operational definition that asks the Board to vote on whether the Administration has focused on ends instead of means. Require a revised operational definition be February 20, 2013.

For Policy 2.14.1: Accept as written. However, there should be a rationale included the next time this is monitored.

For Policy 2.14.2: No action taken, was accepted in October, 2012.

For Policy 2.14.3: Reject the proposed operational definition as it is non-responsive to the policy. The policy does not require the Board to be informed if practice changes, it requires that the Board be informed of how current practice operates. It is also unclear what the Board would be voting on in the votes called for in the operational definition: The operational definition refers to information provided, but does not describe any information that will be provided. Require a revised operational definition to be submitted by February 20, 2013.

For Policy 2.14.4: Accept the operational definition as written, noting that there was no rationale provided. The rationale should be provided the next time this policy is monitored.

For Policy 2.14.5: Accept as written, noting that no rationale was provided. This should be included the next time this policy is monitored.

Eliminate Policies 2.14.5 and 2.14.6 and replace with a new 2.14.5 to read as follows:
2.14.5. Fail to provide a mechanism and staff support for official Board, officer or committee communications, including need to communicate within the Board or committee and with congregations and other Sources of Authority and Accountability.

For Policy 2.14.6: Accept as written, noting that no rationale was provided. This should be included the next time this policy is monitored.

For Policy 2.14.7: Accept the report as written, noting that no rationale was provided and this should be corrected the next time this policy is monitored. The GWG notes that the vote required by this operational definition will be run by the Board as part of the direct inspection process.

For Policy 2.14.8: Reject the proposed operational definition as **(it)** the revision did not address the issue raised in October of Board members being unable to report on **[what]** they do not know. The GWG suggests that Board members probably could vote on whether reporting on non-compliance had been timely. There should also be a rationale provided. We require the revised report to be submitted by February 20, 2013..

For Policy 2.14.9: Delete Policy 2.14.9 (consent agenda) from the Policy Manual.

For Policy 2.14.10: GWG recommendation: Reject the report as no specific metrics were provided to assess compliance. Is there a level of youth leadership that is required? Would one more youth participating this year than last be deemed compliance? A revised operational definition, including the rationale, should be submitted by February 20, 2013.

For Policy 2.14.11: No action taken, was accepted in October 2012.

Monitoring Report Determination for Policy 2.13:

M (Harrison), S, and

VOTED AND PASSED: That the proposed operational definition be rejected as it does not establish an objective standard for compliance. A revised Monitoring Report should be submitted by February 20, 2013.

New Policies

M (Harrison), S, and

VOTED AND PASSED: To add the following Policies to Board Governance Policies:

Youth Safety Policy

Policy 2.14.10(a). The President shall not] Allow situations where youth serve in leadership positions in the UUA (including the Board, committee and task force appointments) and where youth safety and protection policies have not been followed. The Administration will submit the proposed operational definition and the supporting rationale on February 20, 2013 as part of the re-submission of the operating definitions in current policy 2.14.

Financial Advisor Candidate Policy

Policy 3.9.6. Candidates for Financial Advisor who have been duly nominated in accordance with Section 9.4 or Section 9.6 of the bylaws shall be entitled to be reimbursed by the Association for reasonable expenses for travel, meals and lodging for attending the regular meetings of the Board of Trustees held in April and June of the year during which the election of a Financial Advisor will be held.

Determination on Ends Monitoring Report

M (Harrison), S, and

VOTED AND PASSED: To require the Administration to provide a remediation report to the Board by March 20, 2013 which includes the strategy for addressing the areas of non-compliance with Ends policies identified in the most recent Ends Monitoring Report. The strategy should take into account that the Board has a real sense of urgency in addressing the identified issues. The Board also recognizes that many of the issues identified cannot be brought into compliance quickly and the report should therefore also include metrics for assessing progress as the organization works towards compliance and achievement of the Ends.

Revisions to Section 2 of the Policy Manual

M (Harrison), S, and

VOTED AND PASSED: To amend the following Policies as follows:

2.1 Treatment of People: UUA Governance Manual

With respect to interactions with people, the President shall not cause or allow conditions, procedures, or decisions that are unsafe, undignified, disrespectful, unnecessarily intrusive, or oppressive.

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

1. Fail to promote the full participation of persons in all UUA [Unitarian Universalist Association] activities, UUA employment, purchasing, and contracting, and in the full range of human endeavor without regard to race, color, sex, disability, affectional or sexual orientation, gender identity, age, or national origin and without requiring adherence to any particular interpretation of religion or to any particular religious belief or creed.
2. Fail to avoid cultural misappropriation in all UUA events.
3. Fail to provide for appropriate confidentiality and adequate personal safety and privacy during UUA activities.

4. Fail to institutionalize an ongoing system to acknowledge and respond to sexual, discriminatory or other misconduct by persons employed as paid staff, by members of our professional ministry, or by volunteers of the Association

2.2 Treatment of Congregations: UUA Governance Manual

With respect to member congregations or those congregations seeking membership, the President shall not cause or allow conditions, procedures, decisions or services that are untimely, disrespectful, inequitable, discriminatory or not transparent.

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

1. Fail to provide an effective process for dealing with congregational complaints.
2. Fail to operate in accordance with the current Board policy regarding loans to congregations, as documented in "Appendix 2.A: Congregational Loan Policy".

2.3 Treatment of Staff: UUA Governance Manual.

With respect to the treatment of paid and volunteer staff, the President may not cause or allow conditions that are inequitable, undignified, disrespectful, disorganized, unclear, or discriminatory.

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

1. Operate without written personnel rules which include:
 - A. Confidentiality requirements
 - B. Prohibition of disclosure about the Association's internal affairs

- C. Guidelines for internet, email and computer use.
 - D. Provision for effective handling of grievances, and
 - E. Policies addressing unethical conditions, real or having the appearance of being real, such as nepotism and preferential treatment for personal reasons.
 - F. Procedures to implement the Association's Conflict of Interest policies (Appendix 2J).
 - G. Procedures to implement the Association's Whistleblower policies (Appendix 2K).
 - H. Safety and ethics policies.
2. Fail to permit, and provide emotional space for, the non-disruptive expression of dissent by any staff member.
 3. Fail to consider diversity in appointments to staff committees and task forces.
 4. Allow staff to work under unsafe conditions.

2.4 Compensation and Benefits for UUA Staff: UUA Governance Manual

With respect to employment, compensation, and benefits for Association staff, the President shall not cause or allow:

- A. An unfair or inhumane benefit structure.
- B. Conditions that jeopardize the fiscal integrity of the Association.

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

1. Promise permanent employment.
2. Set salaries at levels that are materially less than those paid by comparable nonprofit organizations.
3. Provide less than a living wage to all employees.
4. Change or administer benefits so as to cause imprudent or inequitable situations, including those that:
 - A. Incur unfunded liabilities.
 - B. Allow any employee to lose benefits already promised.
 - C. Differentiate among classes of employees.

2.5 Employee Benefits for UU Organizations: UUA Governance Manual

With respect to the operation of benefit plans for UU organizations, the President shall not cause or allow conditions that are unfair or discriminatory, or that jeopardize the fiscal integrity of the plans.

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

1. Exclude eligible UU organizations, as defined in the specific plan documents, from participation in the Association's benefit plans.
2. Permit participation in a benefit plan by an individual or organization that is ineligible according to the plan document
3. Charge an administrative fee to any benefit plan that exceeds a reasonable estimate of the costs incurred by the Association in administering the plan
4. Generate an excessive level of surplus revenue in any plan, or use surplus revenue in a way that:
 - A. is prohibited by the plan document or
 - B. is not intended to address issues related to compensation and the financial needs of religious professionals and other employees of the UUA and eligible UU organizations.

Renumber current 2.7 to 2.6

2.7 Financial Condition and Activities: UUA Governance Manual

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

Renumber sections 2.9, 2.10, 2.11, 2.12, 2.13 and 2.14 to be 2.8, 2.9, 2.10, 2.11, 2.12 and 2.13

2.14 Implementation of the Business Resolutions of General Assembly

The President shall not fail to implement in a timely manner and provide ongoing implementation support for those resolutions of the General Assembly that direct the work of the staff. Such resolutions are identified in Appendix 2.G

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

A.

1. Fail to have an active, viable and funded program to help our congregations build the capacity to stand in opposition to systemic racism in our congregations, local communities and in our own lives
2. Fail to provide information needed to help congregations and remunerate religious professionals, program and administrative staff throughout the Association with fair, equitable, and geographically consistent compensation packages.
3. Fail to assist the Board and the Association in making progress on the areas identified in the 1997 GA resolution calling on the UUA to become an anti-racist institution.

Appendix 2.G List of General Assembly Resolutions Directing the Work of the Staff and the Board

Youth Trustee Position

M (Harrison), S, and

VOTED AND PASSED: To ask the staff to find a candidate to fill the open youth trustee position, with the understanding that this person may or may not be asked to fill that position for the year beginning at the close of the 2013 General Assembly.

LINKAGE WORKING GROUP REPORT

M (Laskowski), S, and

VOTED AND PASSED: To approve the charter of the UUA/DPA Joint Task Force on Linkage 2 furnished in the January board packet dated 12/10/12.

EXECUTIVE SESSION

The Board voted to go into executive session to discuss committee appointments and, when it returned to regular session, asked that those appointments be entered into the regular minutes of the board meeting.

COMMITTEE ON COMMITTEES' REPORT

M (Bartlett), S, and

VOTED AND PASSED: To make the following appointments, beginning immediately and ending at the close of the 2013 General Assembly:

Election Campaign Practices Committee: Susan Ritchie (replacing Charlie King)

Trustee at large: Katherine Allen (replacing Charlie King)

Chair, Appointments Committee: Carol Montgomery

For the purpose of ensuring the continuity of critical board functions beyond current board terms, to make the following Board working group appointments:

Finance - Sarah Stewart

Governance - Lew Phinney

Linkage - Susan Ritchie

To make the following Board appointments beginning at the close of General Assembly 2013:

First Vice Moderator: Donna Harrison

Secretary: Susan Ritchie

General Assembly Planning Committee liaison: Donna Harrison

Appointments Committee liaison: Sarah Stewart

CLOSING

The meeting was adjourned at 10:10 am on Sunday, January 20, 2013.

Respectfully submitted,

/s/ Kathleen Montgomery
Recording Secretary

BOARD OF TRUSTEES SCHEDULE

*The board normally meets as follows in **January** and **April**:*

Thursday: Committee Day: Right Relationship Monitoring Committee; Committee on Committees; and Finance Committee meet. Whole board activities begin with Thursday dinner.

Friday: Working Group Day

Saturday: Board meeting

Sunday: Board meeting followed by Coordinating Council meeting

*In **June**, the Board meets before and after the General Assembly. The schedule allows Board member participation in UUMA Ministry Days. Working groups normally do not meet at the June meeting. In election years (odd years), newly elected trustees must attend Anti-Racism / Anti-Oppression training for leaders following General Assembly.*

*In **October**, the Board meeting is one day longer, with Committee Day on Wednesday. In October of odd-numbered years (2009, 2011 ...) the Board meeting is preceded by a retreat for new board members beginning on Tuesday or Wednesday.*

April 2013, Boston, MA:

Thursday, April 18 - Committees

Friday, April 19 – Working Groups

Saturday, April 20 – Sunday April 21 – Board of Trustees meeting
(Board packet deadline: **March 18, 2013**)

June 2013, Louisville, KY:

Tuesday, June 18 – Wednesday, June 19 – Board of Trustees meeting

Wednesday, June 19 – Sunday June 23 – General Assembly

Monday, June 24 – Board of Trustees meeting

(Board packet deadline: **May 20, 2013**)

October 2013, Boston, MA

Wednesday, October 16 - Committees

Thursday, October 17

Friday, October 18 – Working Groups

Saturday, January 19 – Sunday, January 21 - Board of Trustees meeting
(Board packet deadline: **September 17, 2013**)

January 2014, TBD

Thursday, January 23 - Committees

Friday, January 24 – Working Groups

Saturday, January 25 – Sunday, January 26 – Board of Trustees meeting
(Board packet deadline: **December 16, 2013**)

April 2014 Boston, MA:

Thursday, April 17 - Committees

Friday, April 18 – Working Groups

Saturday, April 19 – Sunday April 20 – Board of Trustees meeting

(Board packet deadline: **March 17, 2014**)

June 2014, Providence, RI:

Tuesday, June 24 – Wednesday, June 25 – Board of Trustees meeting

Wednesday, June 25 – Sunday June 29 – General Assembly

Monday, June 30 – Board of Trustees meeting

(Board packet deadline: **May 19, 2014**)