

UUA Board of Trustees
October 16-19, 2014

DRAFT - NOT YET APPROVED BY UUA BOARD.

MINUTES
BOARD OF TRUSTEES
UNITARIAN UNIVERSALIST ASSOCIATION

October 16-19, 2014

Pursuant to notice duly given, a meeting of the Board of Trustees of the Unitarian Universalist Association was held on October 16-19, 2014 Boston, Massachusetts.

MEMBERS

PRESENT: Burnette, Eller-Isaacs, Harrison, Key, Ladd, Morales, Phinney, Ritchie, Rivera, Sallwasser, Sharp, Snell, Stewart, and Weaver.

MEMBERS

ABSENT: None.

ALSO

PRESENT: Brennan, Cooley, Janapol, Limpert, and observers.

Susan Ritchie led a centering exercise.

Jim Key, Moderator, called the meeting to order at 9:55 AM on Thursday, October 16, 2014. He welcomed guests and board members introduced themselves to guests, and guests were invited to introduce themselves.

Lew Phinney moved and Susan Weaver seconded a motion to approve the agenda, including the consent agenda.

PRESIDENT'S REPORT

Peter Morales presented his president's report.

MODERATOR'S REPORT

Jim Key presented his moderator's report.

VICE MODERATOR'S REPORT

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Donna Harrison presented her vice moderator's report.

SECRETARY'S REPORT

Susan Ritchie presented her secretary's report.

EMERGING CONGREGATION'S REPORT

James Snell led a conversation about emerging congregations.

PRESENTATION BY STEWARDSHIP AND DEVELOPMENT

Mary Katherine Morn presented information and facilitated a conversation about stewardship, the UUA's Life's Calling campaign, the collaborative campaign, the Annual Program Fund, and other stewardship related matters.

FINANCE COMMITTEE'S REPORT

Sarah Stewart presented the Finance Committee's Report.

PROCESS OBSERVATION AND RECESS

Lew Phinney provided process observations and the meeting was recessed until Friday morning at 9:00 AM EDT.

On Friday morning, October 17, 2014, Sarah Stewart led a chapel service.

Jim Key, Moderator, called the meeting back to order at 9:20 AM on Friday, October 17, 2014. He welcomed guests, board members introduced themselves to guests, and guests were invited to introduce themselves.

INCLUSION WORKING GROUP REPORT

Julian Sharp presented the Inclusion Working Group's Report and facilitated a conversation.

LINKAGE WORKING GROUP REPORT

Susan Weaver presented the Linkage Working Group's Report and facilitated a conversation.

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PROCESS FOR PRESIDENT'S PERFORMANCE REVIEW

Rob Eller-Isaacs proposed a process for evaluation of the president. It will be proposed as a motion on Sunday morning. He requested information about the process for evaluation of senior administration staff and suggested it could be part of a future report by the president.

DISCUSSION OF JOSEPH PRIESTLEY DISTRICT PROPOSAL

The board listened to a proposal by the Joseph Priestley District regarding a structural change to the board and agreed to incorporate the suggestion into later conversations.

PRESIDENTIAL SEARCH COMMITTEE REPORT

Jacqui Williams presented a report on behalf of the Presidential Search Committee and the report was discussed. Appreciation was expressed for their work.

DISCUSSION OF MONITORING REPORTS

A discussion of monitoring reports took place. Motions will be made on Sunday.

PROCESS OBSERVATION AND RECESS

Michael Sallwasser provided process observations and the meeting was recessed until Saturday morning at 9:00 AM EDT. It was noted that Mark Morrison-Reed would facilitate a conversation later on Friday evening about experiences at Selma in 1964.

On Saturday morning, October 18, 2014, Rob Eller-Isaacs led opening worship.

Jim Key, Moderator, called the meeting back to order at 9:29 AM on Saturday, October 18, 2014. He welcomed guests, board members introduced themselves to guests, and guests were invited to introduce themselves.

PREPARING FOR SELMA

Mark Morrison Reed continued leading a process and conversation to help prepare the board for its March board meeting and witness in Selma, Alabama.

EXECUTIVE SESSION

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Sarah Stewart moved and Julian Sharp seconded a motion to go into Executive Session for the purpose of approving appointments and discussing real estate matters.

Upon leaving Executive Session it was reported that the board discussed a sensitive matter involving a volunteer and also discussed confidential real estate matters.

TRANSFORMING GOVERNANCE WORKING GROUP REPORT

Donna Harrison presented the report of the Transforming Governance Working Group and facilitated a conversation on the topic.

COMMISSION ON APPRAISAL REPORT

John Hawkins, member of the Commission on Appraisal, presented an update from the Commission on Appraisal.

COMMITTEES WORKING GROUP REPORT

Sarah Stewart presented the report of the Committees Working Group and facilitated a conversation on the topic.

PROCESS OBSERVATION AND RECESS

Julian Sharp provided process observations and the meeting was recessed until Sunday morning at 9:00 AM EDT.

On Sunday morning, October 19, 2014, Sarah Gibb Millspough, UUA staff member, led a chapel service.

Jim Key, Moderator, called the meeting back to order at 9:31 AM on Sunday, October 19, 2014. He welcomed guests, board members introduced themselves to guests, and guests were invited to introduce themselves.

CONGREGATIONAL BOUNDARIES WORKING GROUP

Susan Weaver led a discussion of a proposed Ministerial Fellowship Committee rule change. The Board decided that amendments and clarifications needed to be made to the rule change and that Susan Weaver would bring the Board's comments and questions about this back to the Ministerial Fellowship Committee for further edits.

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PRESENTATION AND VOTING ON MOTIONS

Donna Harrison led the discussion of motions that are being proposed for passage.

Moved by the Governance Working Group (and therefore not needed a second): The Board rejects the reports listed below and requests that revised reports including rationale and appropriate data and/or remediation plan be submitted to the board no later than December 20, 2014:

- 2.1 Treatment of People
- 2.1.2 Cultural Misappropriation
- 2.1.3 Confidentiality, Safety & Privacy
- 2.1.4 Response to Misconduct

It is understood that a generative conversation between staff and board is necessary to further our efforts in this regard.

(Unanimously approved.)

Moved by the Governance Working Group (and therefore not needed a second): Accept the special Audit Committee report, "Revision of Financial Policies" of September 12, 2014, with the Board's gratitude for their carefully considered policy change recommendations.

(Unanimously approved.)

Moved by the Governance Working Group (and therefore not needed a second): The Board rejects the report, 2.1.1. "Full Participation" and requests that revised reports to include revised Operational Definition and appropriate data and/or remediation plan be submitted to the board no later than December 20, 2014.

It is understood that a generative conversation between staff and board is necessary to further our efforts in this regard.

(Unanimously approved.)

Moved by the Governance Working Group (and therefore not needed a second): Change the text of Policy 2.3 to read:

2.3 Treatment of Staff:

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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 fail to: permit and provide emotional space for the non-disruptive expression of dissent by any staff member; ensure staff-appointed committees and task forces reflect the full diversity of the Association; ensure staff is provided safe working conditions; operate without written personnel rules which include:

1. Confidentiality requirements
2. Prohibition of disclosure about the Association's internal affairs
3. Guidelines for internet, email and computer use.
4. Provision for effective handling of grievances, and
5. Policies addressing unethical conditions, real or having the appearance of being real, such as nepotism and preferential treatment for personal reasons.
6. Procedures to implement the Association's [Conflict of Interest policies](#) (Appendix 2J).
7. Procedures to implement the Association's [Whistleblower policies](#) (Appendix 2K).
8. Safety and ethics policies."

(Unanimously approved.)

Moved by the Governance Working Group (and therefore not needed a second): Delete Policy 2.7.3, "Provide less for the Board's budget than the amount determined pursuant to policies on "Cost of Governance" in "Section 3 Governance Process."

(Unanimously approved.)

Moved by the Governance Working Group (and therefore not needed a second): Delete all sub-policies under Policy 2.7.6.

1. Explain how facilities support the Association's Shared Vision, including the benefits and impacts of facilities on stakeholders, and including but not limited to historically marginalized voices.
2. Evaluate facilities needs within a long term strategic plan (at least 10-15 years).
3. Analyze the financial impact of facilities, including any savings or costs associated with changes.
4. Assess potential liabilities, including environmental remediation costs.
5. Ensure that facilities meet defined standards of accessibility, ease of logistics, and welcome.

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6. Consider the symbolic and historic value of facilities in balance with future needs.
7. Assess the environmental impact of facilities.

(Unanimously approved.)

Moved by the Governance Working Group (and therefore not needed a second): in Policy 2.9, Delete sub-policies 2.9.1 through 2.9.4.

1. Unnecessarily expose the Association's tangible and intangible assets to loss or damage by theft, embezzlement or other financial fraud, casualty, lack of maintenance, or other cause.
2. Allow the Association to be unprepared to respond to disasters and other crises.
3. Unnecessarily expose the Association, or its Board, volunteers, or staff, to claims of liability.
4. Unnecessarily expose the Association's intellectual property, information, and files to loss, damage, premature destruction, or improper disclosure.

(Unanimously approved.)

Moved by the Governance Working Group (and therefore not needed a second): Delete Policy 2.7.2, "Commit the Association to any initiative that lacks a clear and comprehensive funding plan."

(Unanimously approved.)

Moved by the Governance Working Group (and therefore not needed a second): that Policy, Section 4 be changed to read:

Section 4 Policy

4.0 Global Board-President Linkage

As amended Oct 2014.

The Board's sole official connection to the operational organization, its achievements and conduct will be through the President.

4.1 Unity of Control

Only officially passed motions of the Board are binding on the President.

4.2 Accountability of the President

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1. The President is the Board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the President.
2. The Board will direct the President through written policies that prescribe the Shared Vision (ENDS) to be achieved, and describe organizational situations and actions to be avoided, allowing the President to use any reasonable interpretation of these policies.

4.3 Monitoring President Performance

Systematic and rigorous monitoring of President job performance will be solely against the only expected President job outputs: organizational accomplishment of the Shared Vision (Ends) as defined by Board policies, and organizational operation within the boundaries established in Board policies on Leadership Covenant and Expectations.

4.4 President Compensation & Benefits

The Board shall negotiate a contract with the President that will stipulate compensation and benefits for the President.

President's compensation and benefits will be reviewed in each calendar year after a review of monitoring reports received in the prior twelve months."

(Unanimously approved.)

Moved by the Governance Working Group (and therefore not needed a second): that the procedures pursuant to Policy Section 4 established to read:

Section 4 Proposed Procedures

4.0 Global Board-President Linkage

As created Oct 2014

Policy: The Board's sole official connection to the operational organization, its achievements and conduct will be through the President.

4.1 Unity of Control

Policy: Only officially passed motions of the Board are binding on the President.

Procedures:

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1. Decisions or instructions of individual Trustees, officers, or committees are not binding on the President except in rare instances when the Board has specifically authorized such exercise of authority.
2. In the case of Trustees or committees requesting information or assistance without Board authorization, the President can refuse such requests that require, in the President's opinion, a material amount of staff time or funds or is disruptive.

4.2 Accountability of the President

Policy: The President is the Board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the President.

Policy: The Board will direct the President through written policies that prescribe the Shared Vision (ENDS) to be achieved, and describe organizational situations and actions to be avoided, allowing the President to use any reasonable interpretation of these policies.

Procedures:

1. The Board will never give instructions to persons who report directly or indirectly to the President.
2. The Board will not evaluate, either formally or informally, any staff other than the President.
3. The Board will view President performance as identical to organizational performance, so that organizational accomplishment of Board stated Ends and avoidance of Board proscribed means will be viewed as successful President performance.
4. The Board will develop policies instructing the President to achieve certain results, for certain recipients at a specified cost. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called the Shared Vision (Ends).
5. The Board will develop policies that limit the latitude the President may exercise in choosing the organizational means. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Leadership Covenant and Expectations policies (Executive Limitations).
6. Only the Board may determine what constitutes a reasonable interpretation of its policies. As long as the President uses any reasonable interpretation of the Board's Shared Vision the President is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities.
7. The Board may change its Shared Vision (Ends) and Leadership Covenant and Expectations policies, thereby shifting the boundary between Board and President domains. By doing so, the Board changes the latitude of choice

given to the President. But as long as any particular delegation is in place, the Board will respect and support the President's choices.

8. The Board delegates to the President the responsibility to recommend, for approval by the Board, slates of candidates for the Ministerial Fellowship Committee and its subcommittees until the bylaws are changed to give the President the responsibility for such appointments.

4.3 Monitoring President Performance

Policy: Systematic and rigorous monitoring of President job performance will be solely against the only expected President job outputs: organizational accomplishment of the Shared Vision (Ends) as defined by Board policies, and organizational operation within the boundaries established in Board policies on Leadership Covenant and Expectations.

Procedures:

1. Monitoring is to determine the degree to which Board policies are being met. Data that do not do this will not be considered to be monitoring data.
2. The Board will acquire monitoring data by one or more of three methods:
 1. by internal report, in which the President discloses compliance information to the Board,
 2. by external report, in which an external, disinterested third party selected by the Board assesses compliance with Board policies, and
 3. by direct Board inspection, in which a designated Trustee or Trustees assess compliance with the appropriate policy criteria.
3. In its review of internal monitoring reports, the board will require a standard of excellence in monitoring where the interpretation includes the presentation of the President's established operational definition, details the standard for successful performance, and includes a rationale to justify the reasonableness of the definition. The interpretation will be followed by data and evidence that demonstrates both results and compliance with the operational definition, and includes the President's declaration of compliance or non-compliance. In every case, the standard for compliance shall be any reasonable interpretation by the President of the Board policy being monitored. Only the Board may decide what constitutes a reasonable interpretation.
 1. We will view the monitoring process as a learning opportunity, identifying and processing teaching moments produced by our work.
 2. The Board may accept or reject a monitoring report based on the reasonableness of the interpretation and adequacy of the supporting data and/or information. Rejection would require a rewrite of the interpretation or a rehabilitation plan toward full compliance to be submitted within a specified period of time.
 3. The Board has several options in addressing a monitoring report:

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1. Accept a report, finding that the interpretation is reasonable and that the data is in compliance with the metrics in the interpretation.
 2. Accept a report with acknowledgement of concerns and broad direction for the next rotation of monitoring reports. It would be expected that the board concern expressed will be integrated into the next rotation of reporting for that policy in order for the board to accept the subsequent report.
 3. Reject a report, expecting the report to be rewritten outside of the monitoring schedule, with a new interpretation and compliance, by a date specified.
 4. Reject a report when the data is not in compliance with the interpretation's metrics, expecting the report to include a reasonable rehabilitation plan.
4. All policies that instruct the President will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule, following the monitoring schedule in Appendix 3.A."

(Unanimously approved.)

Proposed Addendum #1 to the Charge to the Emerging Congregations Working Group

Sunday, October 19, 2014

The Emerging Congregations Working Group is further charged to bring to the Board before the January 2015 meeting a pilot program to formally recognize congregations and communities (collectively "Recognized Communities") previously identified by the UUA as "Emerging Congregations."

The goals of the pilot program are:

1. To provide formal recognition from the UUA.
2. To further the End of growing our Faith.
3. To foster relationship between the larger Unitarian Universalism movement and the Recognized Communities; and
4. To foster healthy stewardship in the Recognized Communities, not only for their own organization, but to the UUA.

The Working Group will require each Recognized Community to complete an application that, in addition to providing identification information, confirms how they are embodied as Unitarian Universalist, including support for the UUA's Purposes and Principles. The application should also specify the nature of their relationship with other Unitarian Universalist congregations or communities.

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Each Recognized Community will be required to meet with a Stewardship officer of the UUA and make a pledge to the UUA appropriate to their size and means, but in no event less than \$100.

The Working Group will present as many Recognized Community applications as it deems are appropriate.

The Working Group should suggest a designation for the Recognized Communities other than "Emerging" or "Covenanted" Communities.

For clarity, Recognized Communities will not be Members of the UUA and will not possess voting privileges.

(Unanimously approved.)

Moved by the Congregational Boundaries Working Group (and therefore not needed a second): that the Congregational Boundaries Working Group is charged to:

1. Provide to the Board and the Ministerial Fellowship Committee a set of best practices for receiving, investigating and resolving complaints of clergy sexual misconduct.
2. Report to the Board and Ministerial Fellowship Committee where rules, policies and communications may not reflect those best practices.
3. Request a report from the Ministerial Fellowship Committee and Director of Ministries and Faith Development suggesting revisions to such rules, policies and communications to reflect those best practices. The report shall also note the need for and availability of additional resources to implement such practices.

Best practices, as developed by the Working Group in consultation with a professional consultant and Advisory Group, shall reflect UU principles of justice, equity and compassion in human relations, and the inherent worth and dignity of each person. They shall be consistent with achievement of relevant Ends of the Association.

(Unanimously approved.)

PROCESS OBSERVATION AND ADJOURNMENT

Lew Phinney provided process observations and the meeting was adjourned by Moderator Jim Key at 11:39 AM EDT on Sunday, October 19, 2014.

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Respectfully submitted,

/s/ Harlan Limpert
Clerk

BOARD OF TRUSTEES SCHEDULE

November Monthly Board Conference Call

November 20, 2014 8:00 to 9:30 PM EST

Call in information:

Toll Number: (201) 479-4595

Meeting Number: 26903586

December Monthly Board Conference Call

December 18, 2014 8:00 to 9:30 PM EST

Call in information:

Toll Number: (201) 479-4595

Meeting Number: 26903810

January 2015, Boston, MA

Thursday, January 15– Sunday January 18

February Monthly Board Conference Call

February 26, 2015 8:00 to 9:30 PM EST

Call in information:

Toll Number: (201) 479-4595

Meeting Number: 26903742

March 2015, Selma, AL

Thursday, March 6 and Saturday, March 8 - More details to come.

March Monthly Board Conference Call

March 26, 2015 8:00 to 9:30 PM EST

Call in information:

Toll Number: (201) 479-4595

Meeting Number: 26903850

April Monthly Board Conference Call

April 23, 2015 8:00 to 9:30 PM EST

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Call in information:

Toll Number: (201) 479-4595

Meeting Number: 26903942

May Monthly Board Conference Call

May 28, 2015 8:00 to 9:30 PM EST

Call in information:

Toll Number: (201) 479-4595

Meeting Number: 26903998

June 2015, Portland, OR

Tuesday, June 23 – Wednesday, June 24 – Board of Trustees meeting

Wednesday, June 24 – Sunday June 28– General Assembly

Monday, June 29 – Board of Trustees

October 2015, Boston, MA

Thursday, October 15 – Sunday October 18