

**MINUTES**  
BOARD OF TRUSTEES  
UNITARIAN UNIVERSALIST ASSOCIATION

October 13-14, 2017

This meeting of the Board of Trustees of the Unitarian Universalist Association was held at the Unitarian Universalist Association, 24 Farnsworth Street, Boston, MA, and open sections were streamed online.

**MEMBERS PRESENT:** Tim Atkins (Financial Secretary), Greg Boyd, Kathy Burek, Susan Frederick-Gray (President), Mr. Barb Greve (Co-Moderator), Dick Jacke, Tanner Linden, Patrick McLaughlin, Manish Mishra-Marzetti, Denise Rimes (Vice Moderator), Christina Rivera (Secretary), Bailey Saddlemire, Lucia Santini Field, Elandria Williams (Co-Moderator).

**ADDITIONAL PARTICIPANTS:** Carey McDonald (COO and Board Recording Secretary), Stephanie Carey Maron, Tim Brennan (Treasurer), Sarah Lammert, Mary Katherine Morn, Mary Byron, DeReau Farrar, Natalie Fenimore, Elias Ortega-Aponte, Leslie Takahashi,

**OCTOBER 13 MEETING**

Co-Moderators Elandria Williams and Mr. Barb Greve convened the closed retreat section of the meeting at 9:00 am. This section included all Board members as well as staff members Carey McDonald, Stephanie Carey Maron, Tim Brennan and Sarah Lammert. The prior evening, Board and staff members had shared a meal and an opening worship service.

Throughout the retreat section of the meeting, discussions used a variety of facilitation techniques, such as writing individually on cards, sharing in small groups, or putting information on post-it notes or writing on paper and posting it on the wall. These notes summarize the facilitated process used in the retreat section. Process observation, time-keeping and energy monitoring roles were shared by Board members.

Members of the UUA Commission on Institutional Change (Byron, Farrar, Fenimore, Ortega-Aponte, Takahashi) joined the Board help analyze case studies of the Board's process from last spring, in order to identify places where people from marginalized backgrounds were harmed by being "discounted, distorted, discredited or destroyed."

Next, in a rotating process, small groups discussed what the primary board functions mean to them and evaluated how the Board is living up to those functions:

1. Mission, Vision and Ends of the Association
2. Linkage - board committees and board liaisons, General Assembly
3. Executive Limits - governance policies, fiduciary responsibilities, General Assembly

4. Strategic Planning - current and future generations of UUs
5. Board-President Linkage- relationships, monitoring and evaluation
6. Faithful Stewardship – managing UUA resources and receiving the audit

In the afternoon, members went back to their breakout groups to review five different areas of Board work:

- Meeting structure and communication within and among Board members (full Board in-person meetings, full Board Zoom calls, full Board email exchanges, Board working groups)
- Board and staff collaboration, including monitoring reports
- Board collaboration with the commissions and committees of the UUA
- Board engagement with the UU organizations, committees, and groups that are not UUA sponsored
- Board relationships to congregations, communities and individual Unitarian Universalists

For each area, the groups wrote down answers to the following questions:

1. What do we do that is fantastic?
2. What should we change (and what is a suggestion for making that change)?
3. What group agreements should be in place among Board members in this area?

Groups reconvened, and Board and staff members used a dot-voting technique to identify the most important areas for discussion in the open portion of the meeting.

These areas for strategic discussion were:

- Monitoring report process
- Use of email for decision-making
- Public communications (especially Board versus staff roles)
- Role of Executive Committee
- Social media agreements

Co-Moderator Williams convened the open section of the meeting at 5:07 pm. Co-Moderator Greve invited introductions of observers and described the work done in the closed retreat section.

To open Strategy Conversation #1, Board members reflected on the question “how are you feeling about the strategy work ahead in the upcoming year?”

Themes of the discussion included:

- Recognizing there is much to do, and that staff and volunteers already have their plates full. A need to prioritize and stagger the work so that it is feasible.
- Being intentional about outreach and linkage, especially with disempowered and/or marginalized communities (including youth). Outward communication should be careful and intentional.
- Wholesale reinvention may be easier than incremental change at times.

- How can we use our existing committees to move this forward? There is tremendous of capacity there and in UU congregations.
- Calendar really matters (congregational year, GA deadlines, etc.) for effectively engaging wide swaths of UUs
- How can the Board live into its authority of acting on behalf of the General Assembly when the GA is not in session?
- There can be synergy between Ends definitions, bylaw revisions, Article II review and other processes happening this year.
- Communication and invitation is so important, how can we create pathways for people to get deeply engaged in the process?

Next, members reflected on the questions: What are you most excited about? What has you nervous? How do you feel all the conversations go together? How do we engage people who feel left out or marginalized?

Themes of the discussion included:

- More effectively engaging with meeting observers
- Lots of excitement about possibility, and nervousness that we will not answer the call or will fall short
- Engaging people is really about relationship, which includes 1) talking with people who are not core congregation members (UU adjacent), 2) building systematic relationships among congregational leaders and 3) building relationships between congregations and the UUA
- People need to trust that their engagement has a realistic chance to lead to change and impact

The group reviewed process observation, did a brief check-out, and the meeting was closed for the day at 6:39 pm.

### **OCTOBER 14 MEETING**

Following a morning vespers service led by Sarah Dan Jones, Co-Moderator Williams opened meeting portion at 9:24. Discussion followed on the strategic discussion areas identified in the previous day's meeting. Discussions included Board and staff members, as well as meeting observers at times. Agreements were reached by an informal vote of both Board and staff members, and are described below.

#### ***Monitoring reports***

Agreements (unanimous)

- Staff will work with a Board member or two to do new interpretations of the global Ends by the January Board meeting, and develop a new plan for monitoring process.
- The Board will work with one staff member to review executive limitation policies, including rephrasing double-negative limitations (e.g. "shall not fail to") into affirmations or core values statements, also by the January Board meeting.

Future discussions

- Board members tentatively plan to begin the year-long process of revisiting the Ends statements starting in April meeting.
- Board and staff will need to revisit the perpetual monitoring to see if some policies do not require a monitoring report.

### ***Email practices***

#### Agreements (unanimous)

- Board decisions should not be made over email, and should be saved for the next virtual meeting if at all possible.
- In rare cases where email decisions are required, they should be equivalent to “consent agenda” items that are pro forma or are not expected to require substantial discussion. These decisions will be recorded in the next meeting’s minutes.
- All emails that require responses should be answered within 48-hrs (e.g. travel arrangement questions).
- General emails should not expect a response from all Board members, so that discussions should be reserved for virtual or in-person meetings (noting that this may further require clarity about what qualifies as appropriate).
- Board members should avoid reply-all responses unless they are specifically requested, with an agreement to evaluate how this is going at subsequent meetings.

#### Future discussions

- Should executive session information only be shared in virtual or in-person executive session, rather than going through email?
- Currently, Christina Rivera as Secretary includes entire board in responses to emails to [board@uua.org](mailto:board@uua.org), which can be included in the Board Paq for the next meeting. Board does not see emails sent to [moderator@uua.org](mailto:moderator@uua.org) or [secretary@uua.org](mailto:secretary@uua.org). Should this arrangement be revisited?

### ***Communications***

#### Agreements (unanimous)

- Board members will publicly communicate through Facebook and the Board’s website about meetings and Board process to be accessible and humanize individual Board members. The Facebook page will also reshare posts from the UUA and other pages.
- Statements from the Board will be made through and as the UUA, recognizing that the President and staff regularly issue statements about broader social issues. Normally, the Board does not need to issue “independent” statements.
- Vote: Unanimous

### ***Executive committee***

#### Agreements (unanimous, with two abstentions)

- The Board will review the need to have an Executive Committee in the bylaws, as the bylaw provision was designed for a much larger Board, and at a time when it was not possible to convene easily and virtually.

#### Agreements (unanimous)

- In no cases should the Executive Committee be making decisions on behalf of the Board, in the manner that the Committee is technically authorized by the bylaws.

#### Future discussions

- Expectations should be established about what kind of crisis would require the Executive Committee to convene, which may be a part of the bylaw revision.
- Clarify who sets meeting agendas, which are currently proposed by Co-Moderators, President & COO, working with other Board and staff members; does the Exec even need to convene?

### ***Social media and other public representations***

#### Agreements (unanimous)

- Board members understand they are always acting as a Board member, and staff members are also always acting as staff members; you cannot fully step out of the power of your role, and the most important place to use that power is around the Board table.
- The Board seeks a sense of mutual accountability and collegiality in all ways of communicating with one another and with the wider world.
- All official communication about Board-related decisions go through the secretary and the co-moderators.

#### Themes from the discussion included:

- It is incumbent upon individual Board members to clarify when they are speaking about Board work when they are acting as individual and not speaking on behalf of the Board.
- It may a good practice to ask fellow Board members to review comments that may be controversial before they are posted.
- What are the expectations for how Board members may publicly disagree with decisions made by the Board as a whole, e.g. relating to funding or programs?
- May want to address what responsibility there is to respond when Board members are tagged or attributed by others online.
- Recognition of the pain that has happened in the virtual space; costs of restricting one's own presence on social media is not equal; for folks who are marginalized and isolated, social media can be a primary connection
- Understanding of complexity and collegiality are paramount, do not wish to undermine the integrity of the shared process.
- Board's actions model for the entire Association how to handle disagreement and difference.
- Good to uphold the transparency that social media has made possible, as a great tool for outreach, teaching and inclusion.

The meeting adjourned for lunch at 12:11 pm, and reconvened at 1:10 pm. Co-Moderator Williams opened the business session.

## ***Business Session***

**IT data systems** – staff proposed using capital expenditures to develop central data systems for the UUA, eliminating inefficiencies, allowing the UUA to keep track of congregational histories, and keep updated contact information with individual UU leaders.

Tim Atkins made the motion to adopt the proposal, which was seconded by Dick Jackie, and approved unanimously.

**GA budget** – the proposed budget by the General Assembly Planning Committee included a larger fee increase to keep up with fixed and infrastructure costs of GA (e.g. child care, tech, green commitments), and to double scholarship funds to \$50,000.

Tim Atkins made the motion to increase GA fees of registration to \$395 early/\$450 late and childcare to \$55. The motion was seconded by Patrick McLaughlin, and approved unanimously. The Board recognized that the UUA still has a long way to go to achieve an equitable funding structure for getting people to GA, and expressed a desire to make space for that conversation in a future meeting.

**COIC budget** – The Commission on Institutional Change presented its budget of \$500,000 over two years, including a recommendation from staff to use bequests accumulated beyond the policy-allowed annual limit to fund the first year.

Tim Atkins made the motion to approve the COIC budget, which was seconded by Kathy Burek. The motion was approved unanimously, with Christina Rivera abstaining.

Tim Atkins made the motion to approve the use up to \$250k in accumulated bequest funds, which was seconded by Christina River and approved unanimously.

Board members noted the planned use of stipends to offset the costs of commission members' time (e.g. offsetting work hours, costs of child care, etc.). Additionally, observers raised the hope that in future meetings the Board would more clearly address how the COIC will be accountable for its deliverables, as charged by the Board, and how UUA leaders carry out the work once the Commission has completed its charge.

**Consent agenda** – The consent agenda included minutes from the June 20-21, June 26, July 17, August 1 and September 28, 2017 meetings. The motion to approve the minutes was made by Tim Atkins, seconded by Patrick McLaughlin, approved unanimously with Greg Boyd abstaining.

### ***Additional reports and proposals***

Mary Katherine Morn, UUA Director of Stewardship & Development, offered an update detailing the 4G's of effective fundraising generosity, gratitude, gravitas and "git 'er done." She asked Board members to place thank you calls to donors to the recent

Disaster Relief funds, to provide references for possible major donors, and to each become faithful sustainers (monthly donors).

The group of observers made the following suggestions to the Board for how to communicate effectively:

- More transparency, especially around Executive Session, and explaining why and what happened
- More timely notice of schedule changes for Board meetings
- Proactively use social media
- Setting clear expectations for hospitality in meetings (e.g. moderating the virtual chat)
- Centering the work, not centering the Board, and clearly communicating to all Unitarian Universalists why this work matters

The Board took a short break at 2:27, and reconvened 2:55

### ***Conflict of interest***

Members wrote down their needs around conflict of interest policies, to be shared anonymously at a future meeting. For the time being, the group clarified that Board members who want to request things from staff in their personal or professional context should email the co-moderators first, and cc the President, before reaching out to the appropriate staff member.

### ***Working groups***

Board members shared briefly about the functions of the working groups:

- **Governance** - reviewing Board's own governance policies
- **Empowerment & Inclusion** - reviewing and addressing institutional bias in Board work, liaising with groups on anti-racism, anti-oppression and multiculturalism
- **Congregational Boundaries** - discussing ministerial misconduct
- **Committees** - connect with and provide oversight of Board committees
- **Communications** - getting information out about Board process through online media
- **Distinguished Service Award** – chooses the annual award recipient
- **Renewing the Covenant** –this group is not continuing, having completed its charge and turning over its work to the Board

Members noted that the recommendations for budgets of Board and Association committees have been handled directly by the moderator in past years, and that process will need clarification this year.

Members selected their working group assignments and agreed on conveners for future meetings

### ***Closing***

The Co-Moderators, President and COO agreed to touch base on the planned Strategy #2 discussion (bylaw changes, mission discussions, Article II study) and develop a timeline as a basis of future Board discussions.

Board members agreed to share the duties of typing up the easel paper notes. Additionally, Board members agreed to discuss scheduling 2018-19 meetings as soon as possible.

Board members and all observers did a check out. Member shared process observation, and the meeting was ended at 4:15 pm.

### **BOARD OF TRUSTEES SCHEDULE**

- **Videoconference Meeting: November 2017**  
Thursday, November 16, 2017  
Meeting URL: <http://zoom.us/j/885571336>  
Meeting ID: 885 571 336  
Phone: (646) 558-8656
- **Videoconference Meeting: December 2017**  
Thursday, December 14, 2017  
Meeting URL: <http://zoom.us/j/700936217>  
Meeting ID: 700 936 217  
Phone: (646) 558-8656
- **Meeting: January, 2018, Highlander Center in New Market, TN**  
Friday, January 19 - Saturday, January 20, 2018
- **Videoconference Meeting: February 2018**  
Thursday, February 22, 2018  
Meeting URL: <http://zoom.us/j/760537802>  
Meeting ID: 760 537 802  
Phone: (646) 558-8656
- **Videoconference Meeting: March 2018**  
Thursday, March 22, 2018  
Meeting URL: <http://zoom.us/j/178430852>  
Meeting ID: 178 430 852  
Phone: (646) 558-8656
- **Meeting: April, 2018, Boston, MA**  
Friday, April 20 - Saturday, April 21, 2018

- **Videoconference Meeting: May 2018**

Thursday, May 24, 2018

Meeting URL: <http://zoom.us/j/525980325>

Meeting ID: 525 980 325

Phone: (646) 558-8656

- **Meetings: June 2018, Kansas City, MO**

Tuesday, June 19—Wednesday, June 20: Board of Trustees Meeting

Wednesday, June 20—Sunday June 24: General Assembly

Monday, June 25: Board of Trustees Meeting