

# Board of Trustees

**MEETING: October 17-19, 2019, Boston MA**

**MEMBERS PRESENT:** Greg Boyd, Kathy Burek, Pablo de Vos-Deak (youth trustee), Suzanne Fast, Susan Frederick-Gray (President), Mr. Barb Greve (Co-Moderator), Sarah Dan Jones, Sherman Logan, Leslie MacFadyen, Manish Mishra-Marzetti, Patrick McLaughlin, John Newhall, Lucia Santini Field (Financial Advisor), Tom Schade, Elandria Williams (Co-Moderator, present virtually)

**ADDITIONAL PARTICIPANTS:** Carey McDonald (Recording Secretary & Executive Vice President), Andrew McGeorge (Treasurer), Stephanie Carey Maron, Chris Buice and Danielle DiBona (chaplains)

## Meeting Minutes

**THURSDAY, OCTOBER 17, 2019**

The Board met in a closed retreat all day on Thursday. The retreat also served as an orientation to the work of the Board for its many new members, building on the virtual orientation to the UUA which they attended over the summer. The agenda during the retreat included:

- Team building and “get to know you” activities,
- Veteran Board members described their experience on the Board
- Sharing what Board members need to fully participate in Board meetings and process
- Discussion on the Board’s public communications, and the distinct voice and impact it seeks to cultivate with its communications, noting this is always in close collaboration with UUA staff who lead communications on behalf of the UUA

### Moderator Search Process

The Board discussed and reviewed its internal process for receiving recommendations from the Moderator Search Committee, interviewing and considering candidates, and for how they will nominate candidates for moderator for the 2020 special election.

The Board entered into executive session to meet virtually with the Moderator Search Committee, whose members Denise Rimes, Kimberly Debus, Matthew Johnson, Chloe Ockey, and Kim Hampton were in attendance. The MSC submitted its recommendations for moderator candidates to the Board so that the Board could review candidates to make a final determination by the December 10 deadline.



## **FRIDAY, OCTOBER 18, 2019**

The Board continued its closed session on Friday morning to meet with the Commission on Institutional Change. Leslie Takahashi, and Marcus Fogliani joined in person from the COIC, and members Cir L'Bert, Elias Ortega-Aponte, Mary Byron, and Natalie Fenimore joined virtually.

The COIC members gave an update on their work to the Board, reviewing its applied research and study process focused on structural change, and its plan presenting key ideas and options for those structural issues as part of its final report to be completed by General Assembly 2020.

Members and participants broke into discussion groups to engage questions raised by the COIC, and returned to share perspectives and possibilities in a full group.

### OPEN MEETING

Additional participants: Ashley Horan, Lauren Smith, Christopher Hartley, Brent Lewis, Elaine McArdle, Linnea Nelson, Debra Boyd, Leslie Takahashi, Marcus Fogliano, Cathy Seggel, Laura Bolletino, Gail FV, Suzanne Murray, Sarah Scofield, Mary Heafy

Following lunch, the open meeting began at 1:30 pm. Members and participants were welcomed with singing and introductions.

### **Consent Agenda**

Lucia Santini-Field moved, Patrick McLaughlin seconded, and the Board unanimously approved the consent agenda:

- Approval of General Assembly 2019 minutes
- Approval of September Board meeting minutes
- Update to Ministerial Fellowship Committee Rule 13.B.ii
- Removal of Bylaw Rule 6.4.1

The Board also received the updated version of the UUA Bylaws, as amended with changes made at GA 2019.

### **President's Report**

President Susan Frederick-Gray presented the updated format of the UUA's vision and mission currently being used by UUA staff. She reviewed memo sent in advance of the meeting, addressing the UU the Vote initiative, staff demographics, the Conversations for Liberation project, and upgrades to the Ministry Search System upgrades. She shared the new Thursday plan for cross-staff engagement, helping cultivate a shared community of learning, practice and spiritual staff for UUA staff who are located around the country.

President Frederick-Gray also discussed the public statement released about the repair process engaged in the past year for those involved in the Spring 2017 Southern Regional Lead hiring process.

*Staff demographics*



At the June Board meeting UUA staff presented summary statistics on staff racial/ethnic and gender demographics based on the required reporting for the federal Equal Employment Opportunity Commission, and received feedback from the Board that more expansive and nuanced categories of demographics were needed. Staff shared updated demographics that were collected through the UUA staff's cultural assessment survey, which included reformulated categories of race, gender/sex, affectional orientation, age, religious identity. Board members affirmed the data presentation, and noted it may be helpful to cross-tab these demographics based on staff role or seniority in the future.

#### *Financial review*

Treasurer Andrew McGeorge reviewed the first quarter forecast for FY20, which is on track for a modest surplus but has used up most of the contingency funds due to the timing of implementation for new lease agreements and increased cost of the leasing financing. He shared the final figures from the close of FY19, which showed a deficit of over \$500,000. This was substantially greater than the more modest deficit anticipated with the fourth quarter forecast, and the difference was a result of the delayed receipt for some Annual Program Fund contributions from congregations in July.

#### *UU the Vote*

Ashley Horan, Director of Organizing Strategy, and Lauren Smith, Director of Stewardship and Development, presented preliminary plans for a "UU the Vote" mobilization strategy for Unitarian Universalists in the 2020 election cycle. The presentation described strategy for tiered investment in organizing across the country to encourage UUs to faithfully engage with partners and campaigns in their own context, with a goal of the campaign being critical investment in long-term capacity for organizing through 2020 and beyond. The campaign will be designed to be integrated with a fundraising appeal to both support the work of current staff dedicated to the campaign as well as addition staff, grants, programs and events developed specifically for UU the Vote. Staff members requested Board affirmation for the UU the Vote plan, with formal approval of budget changes at a future Board meeting.



#### **General Assembly 2020**

General Assembly Planning Committee chair Debra Boyd and General Assembly and Conference Services Director LaTonya Richardson provided a summary of planning for GA 2020 in Providence, RI. The theme will be "Rooted, Inspired, Ready," focusing on three main aspects: exploration of UU roots in the 400<sup>th</sup> remembrance of the landing of the Mayflower through collaboration with New England indigenous leaders, continuing institutional transformation with an election for moderator and the final report from the Commission on Institutional Change, and mobilization for the 2020 election to advance UU justice commitments in the world.

The Board reviewed the proposed GA budget, which projected a slight surplus with a relatively conservative estimate of attendance. Discussion affirmed the principle that the GA budget should break even or better over a 3-5 year timeframe, recognizing some years will generate a surplus for a reserve that can be drawn on for other years as needed. Members agreed it was more important to be transparent and accurate in attendance and budget estimates within this framework, rather than proposing optimistic budgets that may not represent the

best estimates. Additionally, the UUA administration and the GAPC have agreed on a goal of repaying half of the deficit incurred by GA 2019, using half of any GA surplus for the coming years to advance this goal and using the other half to build back up the GA budget reserve.

A number of changes to the GA registration process were implemented to make registration more accessible. Lower cost housing in multi-room suites at local dorms will be available, including common areas and kitchenettes. GA is offering a monthly payment plan for registration and housing in the fall, with a lowered the early registration rate available until March 15. Packages for congregations to register offsite delegates will provide discounts, and the GAPC noted it is working with UUA staff to improve the offsite experience following up on survey feedback from GA 2019.

### **Board and Committee Budgets Financial Review**

Financial Secretary Kathy Burek presented a summary of how the UUA Board and Committees had spent their budgets in FY19, some of which exceeded their budget. Recognizing that doing meaningful and mission-centered work takes investment, and the need for greater investment going forward cannot be accommodated through marginal savings, Board members discussed different ways to approach budgeting for committees. They affirmed their responsibility to approve and steward UUA resources for governance. They also recognized the need to consider real financial tradeoffs going forward, and to consider shifting resources to away from some current commitments to support emerging priorities.

Reviewing ways to improve budget processes overall, discussion affirmed that committee chairs needed more support and guidance for how to manage their budget, especially for new chairs. It was recognized that many committees can do much of their work virtually, which may allow them to meet less face to face. Board members affirmed that some work of committees does require specific types of in-person gatherings, such as ministerial candidate interviews by the Ministerial Fellowship Committee. Participants also asked whether there were other lower-cost options for hotels in Boston besides Club Quarters.

For the Board's own budget, increased expenses anticipated for the next year or two include coaching and other support for the co-moderators, and anticipating what the incoming moderator or co-moderators will need in FY2021. There was also a recognition that the Board currently has two vacant seats for trustee seat and youth trustee, which will increase expenses when they are filled. Additionally, as the Board moves forward with an Article II Study Commission which will likely be a two year process, the costs of this Commission will need to be considered and built into the Board's budget.

It was noted that the Commission on Appraisal have made a request for an increased budget because they have more members in place this year, and the Board affirmed that the UUA administration can make the decision of whether to change the COA's budget.

### **SATURDAY, DECEMBER 19, 2019**

*Additional Participants: Laura Bolletino, Elias Ortega-Aponte*



## **General Assembly Budget and Fees**

Lucia Santini-Field, moved, Leslie MacFadyen seconded, and the Board unanimously approved the budget for GA2020 as presented by the GA Planning Committee.

Patrick McLaughlin moved, John Newhall seconded, and the Board unanimously approved the GA fee structure as proposed by the GAPC, with a foundation of \$400 early registration, \$500 general admission, \$150 offsite, acknowledging the new early registration schedule.

Lucia Santini-Field moved, Kathy Burek seconded, and the Board unanimously approved an affirmation of the principles put forth by the GAPC and administration about how to guide GA budget planning: that the GA budget break even or a little better over 3-5 years, that the GAPC should be transparent about its attendance projections, and that any surplus from GA for the next 3-5 years should be split 50/50 to help repay the deficit incurred by GA2019. Over the coming months, the GAPC and administration will work together to bring both policy language on the GA budget and reserve, as well as budget and attendance estimates for the coming five years for Board review and approval.

## **Article II Commission**

Patrick McLaughlin reviewed the Board's past few years of planning around creating an Article II Study Commission, noting that in 2017 the GA approved a resolution directing the Board to create such a commission. The Board also drafted a charge and structure for a study commission last spring, but had not yet appointed a commission. Board members recognized that the Article II review process will need to be planned in concert with the upcoming recommendations expected from the Commission on Institutional Change. The Article II working group agreed to review the charge presented at April meeting, incorporate feedback from that meeting, and bring a revised charge as well as a draft timeline to the November meeting. The working group will include Sarah Dan Jones, Patrick McLaughlin, Greg Boyd and Elandria Williams.

Board members noted they anticipate being able to meet with the COIC at the Board's January meeting to discuss the Commission's preliminary recommendations and clarify appropriate scope of integration with the Article II study process.

## **Board Orientation Manual**

Kathy Burek reviewed the contents of Board's orientation manual, including its list of expectations for Board members. A draft of the manual was shared in the fall, though there remain some sections that still need to be updated.

Kathy Burke and Leslie MacFadyen agreed to work on finalizing review of the manual, with Carey McDonald and Stephanie Carey Maron supporting and reviewing the next draft.

Recognizing that the Board's policies practices for supporting youth trustees needed update and clarification, a working group of Patrick McLaughlin, Leslie MacFadyen, John Newhall, Pablo deVos Deak, Carey McDonald and Stephanie Carey Maron agreed to bring suggestions to the December Board meeting so that they can be in place for the January in-person meeting.



The meeting took break from 11:05-11:20 am.

### **Working Groups**

In addition to the above-identified task groups, the following working groups were confirmed:

- *Reviewing Board committees/working groups:* Lucia Santini-Field, Sherman Logan, Leslie MacFadyen, Suzanne Fast, Barb Greve
- *GA rules and procedures:* John Newhall, Kathy Burek, Greg Boyd, Tom Schade, Barb Greve, Elandria Williams, Carey McDonald

The Co-Moderators and Vice Moderators agreed to review the COIC's preliminary report in conversation with the Commission in order to set up future conversations and subgroups to start working on the COIC's recommendations which are related to the Board.

### **UU the Vote**

Lucia Santini-Field, moved, Kathy Burek seconded, and the Board unanimously affirmed its support for the UU the Vote plan, and committed to do everything possible help realize the full vision of the project. The Board recognized that the administration will propose budget adjustments at a future meeting, once the scope of the project is more defined.

### **Finance Committee**

Board members discussed the possibility of creating a finance committee or working group. In addition to general fiduciary duty, there was general agreement that the Board needs more time to engage with budget planning and its connection to mission, investment strategy and performance, and receiving the UUA audits.

While the Board has considered reinstating a Finance Committee in the years since it was eliminated once the UUA had moved to a smaller Board, there has been wariness of concentrating financial discussions in a small group rather than sharing responsibility with the full Board. However, there was also recognition that there is a de facto finance committee in operation right now when the Co-Moderators, vice moderators, financial advisor and financial secretary review financial and budget presentations in advance, and there was a desire to make this more transparent.

Members agreed to try creating an open working group on financial issues which any Board member can join. The group would provide more opportunity to fully understand and evaluate how UUA resources are aligned with the organizational values and vision of the UUA, and make recommendations on the shape and scope of financial discussions at the full Board table.

Discussion affirmed the need to build board understanding on the Board by rotating members who are involved in detailed financial discussions, and to create stronger connections between the Board's financial committees and the Board (Investment, SRI, Benefits Trust, Audit, Retirement).

Kathy Burek, Lucia Santini-Field, Manish Mishra-Marzetti and Sherman Logan agreed to start the group meeting to build a calendar for financial discussions, which will be distributed to the whole Board. The group can also recommend virtual



tools and structures to manage these conversations. The group agreed to a preliminary title of the Values and Resources Working Group.

The meeting broke for lunch from 12:00-1:00 pm

### **Conflicts of Interest**

Board members were reminded to update conflict of interest forms as additional items emerge. The Co-Moderators and vice moderators noted they are working on a better process for receiving trustee's conflicts of interest and deciding how the Board should engage them.

### **EXECUTIVE SESSION**

The Board returned to its Executive Session for the purpose of considering moderator candidates.

The meeting adjourned at 2:57 pm.

Respectfully submitted,

/s/ Carey McDonald

Recording Secretary



## BOARD OF TRUSTEES SCHEDULE

- **Videoconference Meeting: November 18, 2019**  
8:00 p.m. - 9:30 p.m. (Eastern)
- **Videoconference Meeting: December 9, 2019**  
8:00 p.m. - 9:30 p.m. (Eastern)
- **Meeting: January 2020, Boston, MA**  
Friday, January 24—Saturday, January 25, 2020
- **Videoconference Meeting: February 10, 2020**  
8:00 p.m. - 9:30 p.m. (Eastern)
- **Videoconference Meeting: March 9, 2020**  
8:00 p.m. - 9:30 p.m. (Eastern)
- **Meeting: April 2020, Boston, MA**  
Friday, April 24—Saturday, April 25, 2020
- **Videoconference Meeting: May 11, 2020**  
8:00 p.m. - 9:30 p.m. (Eastern)
- **Meetings: June 2020, Providence, RI**  
Tuesday, June 23—Wednesday, June 24, 2020: Board of Trustees Meeting  
Wednesday, June 24—Sunday June 28, 2020: General Assembly  
Monday, June 29, 2020: Board of Trustees Meeting

