Linkage Working Group
October 17, 2014

The Linkage discussion on October 17th will include a brief report on the results of the "Gathering for Purpose" survey and Fall linkage plans.

Susan Ritchie will be leading a discussion, related to the Transforming Governance work, on our heritage of congregational polity. Please read the material she has prepared, "Basic Principles in Congregational Polity, with Primary Source Voices," provided in the Board packet.

I'm quite pleased to let you know that Linkage Group has engaged Isabella Furth, a consultant with extensive professional background in facilitating dialogues on policy issues, to assist in creating the information gathering process with our Sources of Authority and Accountability. Bella will consult on the creation of interviews and online surveys in connection with our Transforming Governance efforts. She also is assisting to frame the Transforming Governance conversation at our October meeting.

Bella is a member of First Unitarian Universalist Church of Church of San Diego. As an initial introduction, I include her resume.

Basic Principles in Congregational Polity, with Primary Source Voices

Prepared by Susan Ritchie for the UUA Board of Trustees, October 2014

Primary Voice: Robert Browne (d.1633). Robert Browne was the first person to write down the basic principles of congregational polity, and to gather a church according to those principles. He was the first separatist from the Church of England—the separatists being a subgroup of the Puritans who felt that the church was too corrupt to reform from within, but that rather a new beginning must be made. Like the Anabaptists he was much interested in, he felt the centralization of power within the church in the hierarchical rule of bishops, as well as the collaboration of civil and religious power in the state church, could only compromise the church's spiritual and prophetic mission.[1] He believed that the Reformation had erred in not applying its cardinal principle—that there is no authority outside of scripture, which is accessible to all believers—not just to doctrine, but to systems of church governance. He saw no precedence for state churches, or churches that place power in the hands of centralized officials, in the New Testament. Browne wrote down most of his thought about congregational polity in two books that were published in 1582. His teachings were illegal, and some of his followers were executed. He himself was arrested 32 times in his life, and would have undoubtedly suffered a worst fate if it were not for his wealthy and powerful family.

Principle: Connections with, or emulations of, civil and centralized powers corrupt the church

"May they [magistrates] do nothing concerning the Church, but only civilly, and as civil Magistrates: that is, they have not authority over the church, as to be Prophets of

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[1] Anabaptists were an offshoot of the radical wing of the Reformation in 16th Century Europe. The name, given to the group by their enemies, means "to re-baptize," a reflection of their belief that only freely choosing adults could accept the faith through baptism. They believed in the radical separation of church and state, and were often pacifists. They began in Switzerland and spread to Germany, Austria, and the Netherlands. The Polish Socinians (Unitarians) were extremely interested in them.

Priests, or spiritual Kings, as they are Magistrates over the same: but only to rule the commonwealth in all outwards justice, to maintain the right welfare and honor that welfare with outward power, bodily punishment, and other legal forcings of men. And therefore, also because the church is in a commonwealth, it is not of their charge: that is concerning the outward provision and outward justice, they are to look to it: but to compel religion, to plant churches by power, and to force submission to ecclesiastical government by laws and penalties, belong not to them." ~Robert Browne, 1582

"..the contribution, the intention of the left wing of the Reformation, from which we derive, was an attempt to break the centralization of ecclesiastical, economic, and political power. When these are joined together both covenant and dissent are impossible" ~James Luther Adams, 1977

Principle: A church is the gathered fellowship of persons united by voluntary, consensual covenant

"It is [the people's] mutual covenant with one another, that gives first being to a church" ~ John Cotton, 1639

From the constitution [meaning, covenant] doth flow Jurisdiction. For in all relations a covenant is the foundation. I have no power over my wife, or servant, but by covenant. The magistrate hath no power over me, but my consent. So in the Church, the Covenant is the foundation of that relations and power we have over one another" ~John Cotton, 1639

The "very band of this society" that "knits them together" is "a mutual consent." ~John Allin, 1637.

'And then there are the churches. Since the time of separation of church and state they have been classified as voluntary associations: they depend in principle upon voluntary membership and voluntary contributions. The collection plate in the Sunday Service is sometimes objected to for aesthetic reasons, but it is an earnest, a symbol, of the voluntary character of the association, and it should be interpreted in this fashion. It is a way of saying to the community, "This is our voluntary, independent enterprise, and under God's mercy we who believe in it will support it. We do not for its support appeal to the coercive power of the state." ~ James Luther Adams, 1976

Primary Voice: James Luther Adams (1901-1994).

Unitarianism's beloved social ethicist, JLA reacquainted an entire generation of Us and UUs with the importance of the theological legacy of covenant to our polity and practice, as well as enhancing our understanding of the importance of the voluntary principle. He also made a direct connection between congregational polity and the imperative to work for social justice. As the guarantee of the spiritual purity of the congregational church was the ability of the laity to listen to the holy spirit, and as it is the prerogative of the holy spirit to speak from any place, even unlikely ones, JLA argued that such a polity requires an openness to minority or oppressed points of view.

Principle: The church covenant is grounded inside of a larger, umbrella spiritual covenant

In the early churches of New England, the church covenant existed only inside of the larger, umbrella covenant of grace (which offers eternal life to all who believe in Christ). Only the "saints" could enter into church covenant, as their status as always and already saved (predestined for heaven) guaranteed the spiritual purity of the church.

"[The first principle of covenant requires that] we must find a valid basis in attempts at consensus in, or at any rate, vigorous discussion of, the covenant of Being. We must try to understand ourselves and our intentions and performance in the UU church in terms of some relationship to fundamental reality. That becomes a theological discussion, though traditional theological language does not have to be used." ~James Luther Adams, 1977

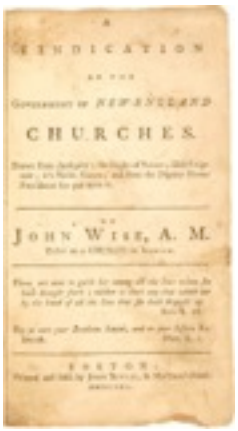
Principle: Only the laity as whole, acting in democratic process, can discern whether church decisions, including the selection of ministers, are in keeping with its spiritual commitments

"every one of the church is made a King, a Priest, and a Prophet under Christ, to uphold and further the kingdom of God" ~ Robert Browne, 1582

Church officers are selected "by the holy and free election of the Lord's holy and free people." ~Henry Barrow, 1589

"the essence and substance of the outward calling of an ordinary officer of the Church, does not consist in his ordination, but in his voluntary and free election by the Church, and his accepting of the election." ~ The Cambridge Platform, 1648.

"Democracy is Christ's Government in Church and State…only the People, or Fraternity, under the gospel, are the first Subject of Power…that a Democracy in Church or State is a very honorable and regular government according to the dictates of right reason: and therefore, that these churches of New England, in their ancient and constitution of church order; it being a democracy, are manifestly justified and defended by the law and light of nature." ~John Wise, 1717


A
VINDICATION
OF THE
GOVERNMENT of NEW-ENGLAND
CHURCHES
By
JOHN WISE, A. M.
BOSTON:

Primary Voice: John Wise (1652-1725). John Wise was the minister of the Ipswich, Massachusetts Congregational Church, an avid protestor of British taxation, and an early and powerful proponent of American democracy. In the field of American religious studies, it controversial whether or not it is fair to say that the practice of Congregationalism in new England lead directly and inevitably to the development of American democracy. The great historian Perry Miller was concerned that making a direct connection was something that only began in the 19th century, and then only among Unitarians with limited and specific social aims. That there is some influence is undeniable, and John Wise is an important link in the chain, laying out as he does an unwavering path between old New England church practice and secular democracy. His main contribution was to justify congregational polity in a brand new way—by associating it with Enlightenment ideas about reason and natural rights. Such discourse would eventually become the hallmark of revolutionary American discourse.

Principle: There is no higher authority than the local church

"…plain it is that there were no ordinary officers appointed by Christ for any other, than congregational churches: elders being appointed to feed not all flocks, but the particular flock of God over which the holy Ghost had made them the overseers, and that flock they must attend, even the whole flock: an one Congregation being as much as any ordinary Elder can attend, therefore there is no greater Church than a Congregation…." ~Cambridge Platform, 1648

“So we deny an universal, visible church.” ~Cambridge Platform, 1648 Williston Walker translates this section of the Platform as follows: “i.e., there is no corporate union and communion of all the professed followers of Christ, only an association of local churches, if by the word church an organized body of believers is meant.” In other words yet again, any association of congregations does not itself represent a more complete or entire Church than any local congregation, and indeed, an association is not itself any sort of church.

Primary Voice: The Cambridge Platform of 1648. The Cambridge Platform of 1648 was the first formal constitution outlining the principles of government and discipline for the churches of New England. It was the result of a Synod, although the document itself was written by Richard Mather, who used many materials from John Cotton. Although it is often heralded as the gold standard of congregational polity within Unitarian Universalist circles, many laity as well as clergy defenders of congregational polity (at least of the kind articulated by Robert Browne) were enormously disappointed in the Platform when it was released. They were concerned that it gave power to the civil magistrates to direct the churches and that it gave all practical power into the hands of the church officers, leaving the lay members as a whole with little more to do than consent. “This government of the church is a mixed government... In respect to Christ, the head and king of the church, it is a monarchy: In respect of the body, or Brotherhood of the church... it resembles a democracy. In respect of the Presbytery and power committed to them, it is an Aristocracy.” The Cambridge Platform, 1648. Still, it did affirm some of the basics of a purer form of congregation polity: the need for churches to counsel together, the complete autonomy of the local church, and the right of the churches to select and ordain ministers.

Principle: Churches do have obligations to each other which require some form of larger organization

There should be councils, or synods, “meetings of the sundry churches: which are when the weaker churches seek the help of the stronger, for deciding or redressing of matters, or else the stronger look to them for redress.” ~Robert Browne, 1582

Although Churches be distinct," the Platform reads, "and therefore may not be confounded one with another, and equal, and therefore have not Dominion one over another; yet all the Churches ought to preserve Church-Communion one with another, because they are all united unto Christ.” ~ Cambridge Platform, 1648

“Synods being spiritual and ecclesiastical assembles, are therefore made up of spiritual and ecclesiastical causes. The next efficient cause of them under Christ, is the power of the churches, sending forth their Elders, and other messenger; who being met together in the name of Christ, are the matter of the Synod, and they in arguing, debating and determining matters of religion according to the word, and publishing it the same to the churches whom it concern, do put forth the proper and formal acts of a Synod: to the conviction of errors and heresies, and the establishment of truth and peace in the churches , which is the end of a Synod” ~Cambridge Platform, 1648

Gathering for Purpose

I. Executive Summary

At General Assembly 2014, the UUA Board presented a *GA Talks* session on the Board's work to transform how Unitarian Universalist gather and govern at General Assembly and within the Association. In that session, members of the Transforming Governance Group shared values and principles that the Board believes essential to that work. The Group also held a workshop at General Assembly 2014 on the same topic.

On July 3, 2014, the UUA Board posted an online survey to gain further feedback on the Values and Principles shared at General Assembly:

UUA Board of Trustees
Gathering for Purpose: Draft Values and Principles
June 2014

Inclusion

i. We envision gatherings for Unitarian Universalism that are more inclusive than what we experience with General Assembly today.

ii. We envision governance than incorporates a wider range of multicultural decision- making practices.

iii. We are committed to addressing the barriers of cost and time and physical accessibility that create obstacles to inclusion.

iv. We envision the Unitarian Universalist Association (UUA) and the congregations working together to make this happen as part of our counter-oppressive commitments.

Governance

i. We need ways for congregations to provide governance direction to the UUA. This may or may not be accomplished through large physical gatherings of Unitarian Universalists.

ii. We envision a model where we leverage 21st century technology to enable broad-based participation in the governance work of our Association.

iii. We envision a governance environment where the participants are ever more informed, accountable and prepared.

Why We Gather

i. We gather for many purposes. We can imagine even more, including gatherings where congregations come together and explore the theological and cultural direction for Unitarian Universalism.

ii. We recognize that many groups, particularly identity based groups, are reliant on and empowered by large gatherings. We are committed to honoring these connections.

Gathering for Purpose

Commitment

i. We are prepared to change our bylaws, our processes, and our customs as needed to fulfill this vision.

ii. We commit to making space for many voices.

As of August 31, 2014, feedback to the draft Values and Principles was provided, by online survey, by 215 Unitarian Universalists. (Demographic information is in Section VI). Respondents answered:

- whether they agreed that the Values and Principles reflected Unitarian Universalist values;
- whether one of the Values and Principles in each category resonated with them more than others;
- what additional values and principles should be expressed; and
- reasons for disagreeing that a Value or Principle reflected Unitarian Universalist values.

Findings

1. Overall response to the proposed Values and Principles was generally positive. Respondents strongly or somewhat agreed with the Values and Principles as follows:

Inclusion:	91%
Governance:	94%
Gathering for Purpose:	89%
Commitment:	92%

2. The Value and Principle that most clearly resonated with respondents was:

We are committed to addressing the barriers of cost and time and physical accessibility that create barriers to inclusion.

3. Respondents suggested the following as additional values or principles:

a. Inclusion. Values or principles expressing: a commitment to include youth and young adults, a commitment to include all member congregations, a willingness to address additional barriers to inclusion, and a recognition that a "more inclusive" General Assembly requires not only more diverse participation but also more welcoming and engaging experiences.

b. Governance. Values or principles expressing: the importance of: the democratic process, engagement by the UUA with congregations, and creating a strong sense of mission and vision for Unitarian Universalism.

c. Why We Gather. Values or principles expressing: the reasons why we gather, the importance of gathering for connection and inspiration, and the need for regional gatherings.

d. Commitment. Values or principles expressing: a clear commitment to spending financial resources to realize the Values and Principles, commitment to welcoming youth/young adults to GA , and the meaning of "creating space for many voices."

5. Reasons for Disagreement with Values and Principles:

a. Inclusion. A lack of clarity around the meaning of "multicultural decision making processes", as well as concern that they may conflict with democratic processes; concern that the term "counter-oppressive" is not clearly defined and is not a positive statement.

b. Governance. Over-reliance on technology could marginalize some people; a *stronger* statement on embracing technology is needed, uncertainty that the General Assembly needs to provide "theological and cultural direction;" the expectations of "informed, accountable and prepared" delegates is unrealistic.

c. Why We Gather. The phrase "many purposes" is too vague to be meaningful; a focus on identity groups will lead to marginalization of others.

d. Commitment. The phrase "creating space for many voices" is too vague; the Values and Principles don't value current practice and culture; caution is needed in changing bylaws and culture; lack of clarity that change is needed.

Further detail on the responses are included in Sections II through V. Demographics are included in Section VI.

II. <u>Responses to Agreement with Draft Values and Principles.</u> Respondents stated whether or not they agreed that the Draft Values and Principles reflect Unitarian Universalist values:

Values and Principles of Inclusion:

Strongly Disagree:	6.60%	14 answers
Somewhat Disagree:	2.83%	6 answers
Agree:	34.91%	74 answers
Strongly Agree:	55.66%	118 answers
		212 answered, 3 skipped

Average Rating (Scale of 1-4): 3.40

Values and Principles of Governance:

Strongly Disagree:	2.01%	4 answers
Somewhat Disagree:	3.52%	7 answers
Somewhat Agree:	35.68%	71 answers
Strongly Agree:	58.79%	117 answers
		199 answered, 16 skipped

Average Rating (Scale of 1-4) 3.51

Values and Principles of Why We Gather:

Strongly Disagree:	4.62%	9 answers
Somewhat Disagree:	6.15%	12 answers
Somewhat Agree:	32.82%	64 answers
Strongly Agree:	56.41%	110 answers
		195 answered, 20 skipped

Average Rating (Scale of 1-4) 3.41

Values and Principles of Commitment:

Strongly Disagree:	3.11%	6 answers
Somewhat Disagree	5.18%	10 answers
Somewhat Agree:	23.32%	45 answers
Strongly Agree:	68.39%	132 answers
		193 answered, 22 skipped

Average Rating (Scale of 1-4) 3.57

Gathering for Purpose

The following are the number of respondents who disagreed, by age category:

	15-18	19-25	25-35	35-55	+55
Inclusion:	N/A	1	1	4	12
Governance:	N/A	0	0	2	8
Why We Gather	N/A	0	1	8	10
Commitment:	N/A	0	2	6	6

III. Which of These Values Resonate More Than Others?

Respondents were asked, in each of the 4 categories, if a value or principle resonated with them more than others. In boldface are those that received at least a 10% greater response than other values and principles in the category.

Inclusion: (198 answered, 17 skipped)

- 61.11% **We are committed to addressing the barriers of cost and time and physical accessibility that create obstacles to inclusion.**
- 15.15% We envision the UUA and the congregations working together to make this happen as a part of our counter-oppressive commitments.
- 14.14% We envision gatherings for Unitarian Universalists that are more inclusive than what we experience with General Assembly today.
- 9.60% We envision governance that incorporates a wider range of multicultural decision-making practices.

Governance: (182 answered, 33 skipped)

- 45.05% **We envision a governance environment where the participants are ever more informed, accountable , and prepared.**
- 30.22% We envision a model where we leverage 21st technology to enable broad-based participation in the governance work of our Association.
- 24.73% We need ways for congregations to provide governance direction to the UUA. This may or may not be accomplished through large physical gatherings of Unitarian Universalist.

Why We Gather (135 answered, 80 skipped)

- 55.56% **We gather for many purposes. We can imagine even more, including gatherings where congregations come together and explore the theological and cultural direction for Unitarian Universalism.**
- 44.44% We recognize that many groups, particularly identity-based groups, are reliant on and empowered by large gatherings. We are committed to honoring those connections.

Gathering for Purpose

Commitment: (135 answered, 80 skipped)

- 51.85% We are prepared to change our bylaws, our processes, and our customs as needed to fulfill this vision.
- 48.15% We commit to creating space for many voices.

IV. What Additional Values and Principles Should be Reflected in Future Models of General Assembly?

Respondents were asked to suggest additional values or principles:

Inclusion:

a. Youth and Young Adults/Age Diversity. 6 respondents felt a commitment to age diversity, especially to including youth and young adults should be added:

- "*...a commitment to attracting and valuing young people's experience and opinions is important to the continued existence of UUism and, I believe, would aid in considering multicultural perspectives and the perspectives of historically less privileged groups in a relevant way"*
- *"...Growth happens when it's not just the older generation making decisions and getting buy in from the youth ensures more involvement as they age.*
- *"...I hope inclusion reaches out to more young adults...to be more family-friendly inclusive...it seems there could have been more GA programs for families with children."*
- "*...we revere the experience of those who have been involved for many years, but look to the emerging leaders to guide the movement today."*

b. More Intentional Inclusion of All Member Congregations. Several respondents remarked inclusion needs to intentionally include more member congregations:

- "*...please pay more attention to small congregations...With the emphasis on congregations having technology to participate in the Association, little places are being overlooked."*
- *"We need a statement of commitment to making GA a truly representative and truly democratic body, that truly reflects the positions of EVERY one of our congregations. Our current quorum requirements are laughable, and the decisions made at GA do not reflect the needs of congregations that are not represented there."*
- *"The democratic process works best when most (over half) of our members participate. It is hard to do that but that should be our goal."*
- *"...We envision congregations and individual UUs practicing these principles of inclusive governance in their groups and endeavors...something that brings this down to the individual level, not just something we should come to expect from the UUA."*

Gathering for Purpose

- *"We envision actively engaging congregational leaders, both lay and professional, in our physical gatherings and our dialogues held by other means."*

- *"...I believe the UUA would broaden our effectiveness...with more outreach/workshops with congregations throughout the year regarding issues to be voted on at GA."*

3. Additional Barriers to Inclusion. Respondents noted we must address additional barriers to inclusion.

- "*When you list just 3...you limit the value of the commitment. How about inequality of technology..disabilities...cultural assumptions? "*

- *"There could be language barriers"*

4. Inclusion is More than the Ability to Attend or Participate.

- *"I think it is very necessary to examine the way that whiteness and wealth functions within Unitarian Universalism - even when we do have more diverse attendance at events, who feels welcome, what are the experiences of the POC, poor people, disabled people, queer people, etc. who are able to come? How can we make those experiences better (by letting us make decisions and have our own spaces!)? etc."*

- *"...there are plenty of UU's that wouldn't be interested in going to GA even if it were free and right next door. How can it be a gathering that actually speaks to the hopes and dreams or at least a plurality of UU's?"*

- *"We are a rather intellectual group...How can we be more inclusive of people who are turned off by huge schedule grids?"*

Governance:

UUA Engagement with Congregations. Respondents suggested values related to further UUA engagement with congregations.

- "*...While I strongly agree that congregations need "to provide governance direction to the UUA" the case can be made that the UUA should provide governance direction to congregations. I know we have congregational polity but some push-back would be engagement and that is better than neglect."*

- *"...I would like to see a goal of national decisions being put into practice more regularly at the local level, and more relevant to the local level."*

- *"We will train congregation leaders in methods to more fully engage all in the congregations in governance."*

- *"The UUA should also actively teach/explain/inform members about the Cambridge Platform, and the power individual congregations hold and should USE!"*

Gathering for Purpose

Congregational Polity:

- *"The UUA will pro-actively consider the Cambridge Platform as a core value in its decision making process."*

Strengthening the Sense of Vision and Mission of Unitarian Universalism:

- *"...if Unitarian Universalism is to flourish, we need to strengthen the sense of having a vision and a mission as a denomination...to provide meaningful governance direction to the UUA, congregations do need to have a sense of this larger picture...To have the power to direct the UUA without having a sense of the history and current challenges is, I believe, a risky course of action.*

Gathering for Purpose

Gathering as Important to Governance

- *"Currently the delegates do have the opportunity to listen to each other, to meet and work out issues...Having discussions electronically is just not the same."*

- *"We continue to feel it is important to be together in person annually."*

- *"Meeting face to face is important...to see each other much like defendants face their accusers. I think we need to see each other when making major decisions about the direction we take."*

The Importance of the Democratic Process:

- *"Somewhere/somehow ... it needs to say "democracy!"*

Why We Gather:

Name Some of the "Many Purposes."

- *"...perhaps it is helpful to name some of the "many purposes" such as "to learn from one another, to network and socialize, to experience high quality large scale worship, to witness social justice issues," etc."*

- *" I feel the first is not specific enough and may want to speak more toward education and learning."*

Social Justice:

- *"To come together to "stand on the side of love" in support of an issue, group, etc. Standing in the dark with two thousand plus UUs...on behalf of all those detained in the desert outside of Phoenix, was one of the most moving experiences of my life. This was a bone deep experience of being part of a group dedicated to making a positive difference in the world."*

Inspiration/Worship:

- *" I would like to see something about experiencing the joy of just being in the company of thousands of other UUs and learning how THEY do things."*

- *"I'd like something about the worship portion/ inspiration portion of why we gather, not just the theological and cultural direction."*

- *" To me the whole is consistently greater than the sum of its parts, together we can be awesomely creative at figuring out ways of being with each other in love."*

- *"We gather for learning, spiritual growth, faith formation, inspiration and tools for effective social action."*

Gathering for Purpose

Connection:

- *"We gather to form bonds not only with those within our pews but all of the larger community."*
- *"We gather for accountability-to recognize that none of our congregations are an island alone, but that we are made stronger by our connections to each other."*
- *"Large gatherings expose us to broader views within Unitarian Universalism and need to be maintained."*

Need for Regional Gatherings

- "*If there were area-wide or even regional structures for giving flesh to UUA study and action issues, I think local interest in them would increase dramatically. When that proves successful then it should not be hard to drum up interest in multi-congregational explorations of the theological and cultural direction for Unitarian Universalism."*

Commitment:

Financial Commitment:

- *"We commit to funding initiatives that allow us to realize these values and principles of commitment."*
- *"We are prepared to commit the necessary financial resources to fulfill this vision. We are prepared to ask our member congregations to do their part to make the General Assembly a truly representational body, and to provide the necessary structures and support to do so."*

Youth and Young Adults:

- *"We need to be welcoming to everyone, but especially eager to embrace young people who approach with their own ideas and understandings."*
- *"need to evolve with coming generations."*

Address Ambiguity of "Creating Space for Many Voices":

- *"We commit to creating space for many voices" is very broad."*
- *"Again, what do you mean? Space? What is that?"*
- *"Not sure what is meant by creating space for many voices in relation to bylaw changes...you are not even hinting at your vision..."*

V. <u>Why do Respondents Disagree with any of the Values and Principles?</u>

Inclusion:

<u>Lack of Clarity Around "Multicultural Decision-Making Processes."</u>

- *"I have no clue as to what you mean by multicultural decision making practices."*
- *"Not sure what you have in mind by governance that incorporates a wider variety of multicultural decision-making processes...it sounds interesting and I want to understand more."*

<u>Concern that Multicultural Decision Making Conflicts with Democratic Process</u>

- *" Multicultural decision-making practices go beyond my interpretation of the seven principles."*
- *"I ...would hesitate in including something just because it's multicultural if it was anti-democratic. I would have to know what the decision-making practice was before I knew whether or not I was comfortable with its inclusion."*
- *"I fear that replacing the democratic process with a search for consensus places inordinate power in the hands of a small number...who are able to prevent a substantial majority from working its will."*

<u>Concern about the Use of Term "Counter-oppressive".</u>

- *"The term "counter-oppressive" I find to be dissonant to the spirit of the principle. It presumes the judgement and labeling of oppression which may or may not have been actual in the past. Why not say it positively? "We envision the UUA and congregations working together to make this happen as a part of our commitment to inclusion"*
- *"While I strongly agree with the importance of counter-oppressive commitments and of multiculturalism, I am concerned that their use has become overly buzzwordy. I know what I mean when I use those phrases--but how can I tell if that's what is intended by the values & principles statement? Just using the buzzwords without any definition or explanation is problematic."*

<u>Vagueness</u>

- *"These all seem really generic and therefore not very meaningful."*

Governance:

<u>Concern that Reliance on Technology will Marginalize.</u>

- *"I question how inclusive technology can be."*

- *"Our efforts to "go green" and expand inclusion by technology are really just another way to shift cost from the Association to the individual or the Congregation...Our congregation has been further marginalized by these "efforts" and we look with great trepidation at the expansion of them."*

- *"...while some members are moving our church forward with new technology, I know some others feel alienated and marginalized by its increasing presence...technology is expensive for individuals to own and keep online, putting many at risk for being left out."*

- *"...too much reliance on new technologies can become a barrier as well as a help. I would like to see that "leverage" does not become a single way of engaging with people."*

Concern that Technology Overlooks the Need to Be in Community.

- *"I participated as an offsite delegate to GA this year and was glad for the opportunity...HOWEVER, I did not enjoy it nor did I feel engaged in the process. For me, there is no more stimulating, exciting, energizing, fruitful experience than being on site with folks who are committed to doing the work of the association."*

- *"Technology is not the end all be all..being together in covenantal community should be the goal."*

Need for Stronger Statement of Reliance of Technology.

- *"I believe that the governance environment where the participants are ever more informed...can most likely be accomplished by leveraging 21st century technology."*

- *"We have to embrace technology totally and move sharply away from any sort of top-down leadership. It has to come from the bottom up."*

The Expectations for Delegates are Unrealistic.

- *"I'm kind of skeptical about the 'ever more informed, accountable and prepared.' "*

- *"...while it is admirable to strive for all of these values...many of our congregants don't care about national governance."*

Concern about Exploration of Theological and Cultural Direction

- *"I am concerned that the statement "...explore the theological and cultural direction for Unitarian Universalism" might be interpreted to mean that General Assembly would decide the theological and/or cultural direction of the UUA--and then delegate it to the denominational staff. That seems like a horrible idea to me."*

- *"I think that UUism has a culture and a theology, and that those are generally positive, and so it's possible that we don't need to find a direction, and that this option should be part of what we also explore."*

Gathering for Purpose

- *"We've gathered many times to 'explore the theological and cultural direction of UUism,' it's not a possible new purpose that needs to be imagined."*

Why We Gather:

<u>"Many Purposes" is Not Meaningful or Adequate.</u>

- *"The first statement is so vague as to be meaningless...We gather for connection, for worship, for study, for speaking our truth into the world, for witness, for rejuvenation, for strength in numbers!"*

- *"If we can't say why we gather, we're in trouble (and we are.)"*

- *"I am concerned that you do not mention the role of ministers and the UUMA."*

<u>Concern about Focus on Identity Groups</u>

- *"I understand you are trying to be sensitive to identity groups (I am currently among them) but I believe this minimizes how empowering this experience can be for any participant. I think..you forget what it is like for a congregant to come to GA and see the world of Unitarian Universalism is so much bigger than their own, probably small, congregation."*

- *"Concerned that ii may invite the Board into another version of the old affiliates model, wherein identity groups exert undue influence on Board resources and compete with the congregations as quasi-member organizations."*

- *"What are the identity groups?"*

Commitment:

<u>Lack of Clarity on "Creating Space for Many Voices."</u>

- *"Creating spaces for many voices is nebulous and vague...I don't see anything particularly UU about it."*

- *"I am not convinced we need more space to include more voices. Voices yes, but we need a better video system so not everyone needs to be in one space."*

- *"My problem is NOT just "space"...how about time &/or diversity &/or etc?"*

<u>Need to State Value of Current Custom and Practice.</u>

- *"I think our processes and customs have some value, but am open to changing them where there is reason and need to do so. However, the fact that they are our custom and practice should be given some weight toward the decision to retain them, as well."*

- *"Our strength lies in our connections...I don't want us to lose that vital piece."*

Gathering for Purpose

Disagreement with Commitment to Change Bylaws

- "*I think "prepared to change bylaws" is jumping the gun. "We commit to changing" is more gradual and realistic."*

- *"Changing bylaws as needed is just business as usual for any organization: I don't see that this is necessarily reflective of any particular UU value or commitment."*

Need for Caution.

- *"Bylaws, processes and customs relate to "culture". It must be approached slowly so that everyone has the time to internalize the change or we risk loss, financially and membership."*

- *"Do not feel we are prepared to do the work of chang[ing] bylaws, processes AND customs. It takes years under the current bylaws to change some of those and I cannot envision customs change being done via a large body."*

VI. Information about Respondents

191 out of 215 respondents answered whether any of the following characteristics were applicable to them:

82.20% (157 respondents) I have attended a General Assembly.

52.36% (100 respondents) I have served as a delegate to GA 2014.

43.46% (83 respondents) I have heard or viewed the conversation concerning the Draft Principles that was presented in the General Session VII at GA 2014.

34.55% (66 respondents) I have a historically marginalized identity/experience around ability, sexual orientation, gender identity and/or experience, race, and/or ethnicity.

22.51% (43 respondents) I am a called leader of a congregation.

28.80% (55 respondents) I am an elected leader of a congregation.

187 out of 215 respondents answered that they belong in the follow age groups:

0%
15-18 years

4.57% (9 respondents)
19-25 years

10.15% (28 respondents)
25-35 years

25.38% (50 respondents)
35-55 years

59.90% (118 respondents)
more than 55 years

Isabella Furth, Ph.D.
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12 years of experience in policy research, writing, design and structured dialogue.
Skilled writer of grants, reports, articles, informational materials and presentations.
Seasoned facilitator of small and large group discussions.
Hands-on experience with layout and design.
Strong project management skills.
Confident public speaker.

Professional Experience

Viewpoint Learning
San Diego, CA
2001–present

Viewpoint Learning designs and conducts specialized dialogues that engage the public, leaders and other stakeholders on complex policy issues. Projects range from opinion research (understanding public priorities around issues requiring difficult tradeoffs), to strategic planning, to public engagement. Clients include Fortune 500 companies, governments, major foundations and other organizations across the United States, Canada and Europe.

Senior Associate (2006–present)

Deeply involved in all aspects of designing, facilitating, analyzing and reporting Viewpoint Learning's dialogues. Projects cover a wide range of policy areas, including: health care, education, municipal budgets, Federal spending and the deficit, environmental sustainability, early childhood development, community water fluoridation and land use.

- Responsible for all materials used in Viewpoint Learning dialogues:
  - Research subject area, interview experts and advocates.
  - Identify and articulate multiple approaches to a challenging issue.
  - Draft, edit and revise materials through multiple editorial phases.
  - Design and lay out materials, including workbooks, questionnaires, handouts, information sheets.
- Facilitate dialogue sessions with leaders, stakeholders and the general public in communities nationwide. (Groups range in size from 10–150+.)
- Analyze qualitative and quantitative data from research dialogues.
- Create written reports and presentations on findings. Oversee production of edited videos.
- Write project proposals, grant applications, articles, op-eds.
- Present findings at local, state and national meetings and conferences.

Associate (2002–2006)

- Completely overhauled company's graphic identity, including changes to logo, presentation template and design of dialogue materials and reports.
- Maintained Viewpoint Learning website and YouTube channel.

Executive Assistant to the Chairman (2001–2002)

- Drafted op-eds, articles and book chapters, and created presentations for Viewpoint Learning Chairman Dan Yankelovich.
- Provided administrative and editorial support.

Other Professional Experience

San Diego State University

Adjunct Professor of English (1998–1999)
- Designed and taught courses in literature and composition.

University of California, Irvine

Postdoctoral Fellow (1997–1998)
Lecturer/Teaching Assistant (1990–1997)
- UC Regents' Dissertation Fellowship 1996
- UCI Summer Dissertation Fellowship 1995
- English Department Outstanding Teaching Award 1992, 1994

Hubei University/Tongji Medical College
Wuhan, People's Republic of China

Lecturer (1988–1990)
- Designed and taught courses in English as a Foreign Language, literature, writing and conversation.

Articles and Reports

Authored more than 40 reports on Viewpoint Learning research. Subjects include health care, education reform, environmental sustainability, governance, state and federal budgets. Selected titles:

- ***Citizen Dialogues on Sea Level Rise: Start with Impacts/End with Action*** (2013). Prepared for the Union of Concerned Scientists.
- ***The Future of Health Coverage and Health Insurance Exchanges in Mississippi*** (2012). Prepared for the Mississippi Health Advocacy Program.
- ***The Future of K-12 Education in Anchorage: Report on Community Conversations*** (2012). Prepared for the Mayor's Education Summit (Anchorage, AK).
- ***California's Community Clinics and Health Centers: Taking Initiative in a New Health Care Landscape*** (2012). Prepared for the Blue Shield of California Foundation.
- ***The First Five Years: Choice-Dialogues on Early Childhood in New Mexico*** (2010). Prepared for the W. K. Kellogg Foundation.
- ***Voices for Health Care: Engaging the Public to Advance Significant Health Care Reform*** (2009). Prepared for the W. K. Kellogg Foundation.
- ***Understanding Public Judgment on Science-Intensive Issues: San Diego Dialogues on Community Water Fluoridation*** (2007). Prepared for the California Dental Health Foundation.

Selected Articles and Op-Eds:

- "Public Engagement in California: Escaping the Vicious Cycle." ***National Civic Review***, Fall 2006. (with Dan Yankelovich)
- ***"***A Public United around Education Reform." ***New American Media***, March 2006.
- "The Role of Colleges in an Era of Mistrust." ***The Chronicle Review,*** September 2005. (with Dan Yankelovich)

Education

University of California, Irvine
Ph.D. American Literature

Yale University
B.A. English; minor in Chinese (summa cum laude)

Other

Computer skills
Adobe InDesign

Foreign languages
Conversational Chinese (Mandarin)
Conversational French

Fall 2014 Linkage
"Gathering and Governing"
Sources of Authority and Accountability

1. <u>Congregations</u>

- **Called and elected leaders**

--Planned conversations with ministers and board leaders of 100 congregations (Nov. 1-Dec. 15, 2014)
--Congregations are geographically diverse (20 per region), diverse in size and delegate representation at GA over past 3 years (1/5 having had no delegate representation); are not the same congregations surveyed in 2013 and 2010
--Facilitators for the conversations include those chosen by regional/district boards, by denominational affairs committees of congregations, and members of UUA Board
--Called and elected leaders to take online survey may be through lay leaders list-serve, Raiser's Edge lists, UUA social media, UUA website, Board Facebook posting, District and Regional newsletters/ announcements, UUMA annoucements.

2. <u>Current and Future Generations of UUs</u>

- **Youth**

--survey publicized to LREDA leaders, through LREDA list-serves and website, Blue Boat blog/newsletter, Youth Ministry Facebook page, YAYA twitter,
--interview with Youth Observer
--discussion with Luminary Leaders?
--facilitated discussion at Youth Cons in November in MidAmerica Region?
--ask Youth Ministry staff to publicize

- **Young Adults**

--survey advertised through Blue Boat blog/newsletter, Young Adult Ministry and Campus Ministry Facebook pages, facilitated discussion with young adult campus ministry San Diego
--invitation to take survey posted on appropriate list-serve
--ask Young Adult Ministry staff to publicize

- **Other Generations**

--survey invitation through UUA social media, UUA website, District and Regional newsletters and announcements, Board Facebook announcements

- **Unaffiliated Unitarian Universalists**

--survey invitation to leaders of emerging communities and congregations

3. <u>Heritage, Tradition and Ideals of Unitarian Universalism</u>

- **Historical Figures in Unitarian Universalism**

--Discussion of "Basic Principles in Congregational Polity, with Primary Source Voices," prepared by Susan Ritchie for the UUA Board of Trustees, October 2014

- **Proceedings of UUA Board, Administration and General Assemblies**

--Fifth Principle Task Force Report to the UUA Board (2009)
--UUA Board Resolution on Transforming Governance (2010)
--"How We Gather" and "How We Govern" Reports to the UUA Board (2013)

- **Ministers, denominational leaders, Unitarian Universalist historians and theologians who interpret and evolve our understanding of our heritage, traditions and ideals**

--interviews with former UUA Moderators Denise Davidoff and Gini Courter
--history of UU gatherings provided by Rev. Dr. Susan Ritchie at GA 2014
--participation by Rev. Dr. Susan Ritchie and Denise Davidoff in Transforming Governance Working Group

4. <u>Vision of Beloved Community</u>

- **Voices that Call Us to Our Better Selves and Stories of Oppression and Counter-Oppression**

--GA 1969 and Empowerment Controversy--Moderator's Report at GA 2010
--Race and General Assembly 2004-2005, A New Commitment at General Assembly 2006 (Chapters 25 and 30, "The Arc of the Universe is Long: Unitarian Universalists, Anti-Racism and the Journey from Calgary," Roush, C., Spencer, L. and Takahashi Morris, L.

- **DRUUMM and other UU communities with a specific vision of Beloved Community**

--invitation to take survey to members of DRUUMM, ARE, TrUUst, EqUUal Access, JTW Transformation Committee, Interweave
--invitation to take survey through Mosaic Makers group
--Interview with Rev. Clyde Grubbs

5. <u>Spirit of Life, Love and the Holy</u>

- **Individual Spiritual Practice**
- **Board worship**

-

Governance Working Group Memorandum Sep 26, 2014

To: The Board of Trustees

Subj: Results of the Audit Committee Policy Review.

This memo lists the motions associated with the Audit Committee's review of policies that we asked them to do. The last part of this memo is a quote from their memo listing the recommendations. Motions are categorized by those that should go into the Consent Agenda and those that are likely to need discussion. And there's one additional category, "Other motions ..." that came up in discussion of the Audit Committee's recommendations.

Motions - recommended for Consent Agenda (these have been submitted as part of the Consent Agenda)

Moved, Delete Policy Appendix 3b, "Recurring Agenda" *[obsolete]*

Moved, Delete the portion of Policy Section 4 entitled "Board Compliance Monitoring Tool" *[obsolete]*

Moved, Delete Policy 2.6.1.1.1, "2012 Budget Limit" *[obsolete]*

Moved that the following policies be monitored by the Audit Committee:
2.5.4, Plan Surplus Revenue,
2.7.5, Acceptance of Gift Guidelines,
2.7.7, Reporting of All Transactions.

Moved, in the second paragraph of Policy 2.5, delete the phrase, "without limiting the scope of the foregoing by this enumeration," *[not needed, just extra verbiage]*

Moved, change the text of Policy 2.6.4 to read, "Fail to periodically provide to the Board an assessment of current property holdings, including the elements specified for such assessments in policy 2.7.6. *[change of reference only]*

Moved, Delete all sub-policies under Policy 2.7.4.

1. "In the current operations budget segment, the President shall make every reasonable effort to avoid an operating deficit.
2. In the Beacon Press budget segment, the President
    i. shall make every reasonable effort to limit any operating deficit to a level that is commensurate with the contribution of Beacon Press towards meeting the Ends of the Association,
    ii. shall not spend or commit to spend on any single project an amount that exceeds 3% of Beacon's total expenses in the prior fiscal year, and

iii. shall not spend or commit to spend on one or more projects amounts that would cause Beacon's liquid assets or its unrestricted net assets to fall below 20% of Beacon's total expenses in the prior fiscal year.

3. In the General Assembly budget segment, the President shall make every reasonable effort to avoid an operating deficit (after taking into account the surplus or deficit carried forward from the prior year).
4. In the UU [Unitarian Universalist] Common Endowment Fund budget segment, the President shall follow the Investment Policy (Appendix 2.B) and the Endowment Spending Policy (Appendix 2.H)
   Pending Changes Concerning Investment Policy
5. In the Congregational Properties and Loan Fund budget segment, the President shall make every reasonable effort to avoid an operating deficit, and shall follow the Congregational Loan Policy (Appendix 2.A)." *[Unneeded level of detail.] [Rob, your call, this one might warrant some discussion, therefore, should not be with consent agenda motions.]*

Moved, Delete policy 2.7.8, travel / expense limitations. *[unneeded, covered by the travel reimbursement policy.]*

Moved, Delete Policy 2.8.

2.8 Grants, Contracts, or Partnerships: UUA Governance Manual

With respect to grants, contracts or partnerships, the President may not enter into any arrangement that is inconsistent with the Shared Vision (ENDS). *[Unnecessary. EVERYTHING we do must be consistent with the ENDS.]*

Moved, in Policy 2.9, second paragraph, Delete "without limiting the scope of the foregoing by this enumeration," *[unneeded verbiage.]*

Motions requiring Board individual consideration:

Moved, Accept the special report Audit Committee, "Revision of Financial Policies" of September 12, 2014, with the Board's gratitude for their carefully considered policy change recommendations.

Moved, Policy 2.3 including all sub-policies will be monitored by the Audit Committee.

Moved, Change the text of Policy 2.3 to read:

"2.3 Treatment of Staff:

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; permit staff to work under unsafe 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."

Moves a secondary list into the header paragraph. There is no substantive change in the meaning or intent of the policy.

Moved, Delete Policy 2.7.2, "Commit the Association to any initiative that lacks a clear and comprehensive funding plan." *[For most of what our Association does, there is no direct tie between a funding source and expenditures on a program that costs money.*

Moved, 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". *[Not needed. Ultimately, the Board makes the budget decision. Certainly the staff is asked to make recommendations, but the Board makes the decisions.]*

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

[Unneeded level of detail.]

Moved, 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.

[unneeded level of detail.]

Moved, in Policy 2.9.5 delete the following language,

Furthermore the President shall not:

1. Jeopardize right relationship with Meadville Lombard Theological School and Starr King School for the Ministry.
2. Jeopardize the historic relationship between the UUA and Harvard Divinity School.

Other motions concerning policy to be considered:

Moved, Delete policy 2.6.1.3, [to be presented at the April Board meeting] "A proposed budget for the following fiscal year, which will be received by the Board as information."

Extract from the Audit Committee memo:

"Below are the changes to the Board's financial policies recommended by the Audit Committee at their May 12, 2014 meeting.

"Those policies that are recommended to be monitored by the audit committee will be reported to the board by exception in the Committee's annual report to the board.

Policy #	Policy Name	Recommendation
2.3	Treatment of Staff	Monitored by audit committee.
2.3.1	Written Personnel Rules	No change except that monitoring shall be by the audit committee.
2.3.2	Expression of dissent	Move to 2.3.1
2.3.3	Geographic Diversity	Move to 2.3.1
2.3.4	Safety	Move to 2.3.1
2.4	Compensation and Benefits	No change
2.5	Employee Benefits for UU Organizations	Strike "Further . . . the President:" Eliminate sub-policies 2.5.1 through 2.5.3
2.5.4	Plan Surplus Revenue	Monitored by audit committee
2.6	Financial Planning and Budgeting	No change to top level policy
2.6.1.1.1	2012 Budget Limit	Eliminate
2.6.2	Funding Initiatives	Eliminate
2.6.3	Cost of Governance Budget	No change
2.6.4	Property Holding Assessment	No change
2.7	Financial Condition and Activities	No change to top level policy
2.7.1	Annual Audit Cooperation	Strike "the audit shall address whether:". Eliminate all sub-policies 2.7.1.1 through 2.7.7.8.
2.7.2	Terms & Fund Spending Limits	Eliminate
2.7.3	Financial Reporting Requirements	Eliminate
2.7.4	Budget & Variance Monitoring & Reporting	No change to top level policy. Eliminate all sub-policies 2.7.4.1 through 2.7.4.5.
2.7.5	Acceptance of Gift Guidelines	Monitored by audit committee
2.7.6	Assessment & Approval for	No change to top level policy.

	Asset Transfers	Eliminate all sub-policies 2.7.6.1 through 2.7.6.7.
2.7.7	Reporting of All Transactions	Monitored by audit committee
2.7.8	Expenses Limitations	Eliminate
2.8	Grants, Contracts or Partnerships	Eliminate
2.9	Asset Protection	Strike “Further, without limiting . . . the President:” Strike sub-policies 2.9.1 through 2.9.4.
2.9.5	UU Identity in Professional Ranks	Strike “Furthermore, the President shall not:”. Eliminate all sub-policies 2.9.5.1 and 2.9.5.2.
3.9.3	Board Budget	Strike “The Board budget shall include:”. Eliminate all sub-policies 3.9.3.1 through 3.9.3.4.
3.9.4	Reimbursable Expenses	Monitored by audit committee. Note that “Reimburseable” is misspelled in the policy.
3.9.5	President or Moderator Expenses	No change
3.9.6	Financial Advisor Candidates Expenses	No change
4.5	President Compensation & Benefits	No change

"

Respectfully submitted,

Rob Eller-Isaacs
Lew Phinney

UUA

MEMORANDUM

TO: Lew Phinney
FROM: Board of Trustees
RE: Policy Section 3 Procedural Document

DATE: September 26, 2014

Last year we voted to remove the detailed items from policies in Section 3. While that made the policies much more workable as policy, it left the procedural items in a bit of limbo. Attached is a draft of the next step in the process of creating a board procedural document that supports implementation of policy, but does not rise to the level of importance of policy. As I reviewed the procedural items, I found several that are obsolete or needed to be changed to comply with our current practice or organization.

Rob asked me to include a recommendation for each of the changes I'm recommending. As you read through the document, you'll find my comments and recommendations in the column to the right. Some required more explanation than could fit into the little comment bubbles, so there's an separate memo at the end of the document containing more extensive comment.

As I expect lively discussion on some of my recommended changes, I have not created a motion for adoption of these recommendations. That will happen during the meeting.

Cheers,

DRAFT v1.0
UUA Board Procedural Document
(Implementation procedures for Policy 3.0)

3.0 Governance Process

As amended January 2014.

Policy: The purpose of the Board, on behalf of the Sources of Authority and Accountability, is to ensure that the Unitarian Universalist Association (a) achieves appropriate results for appropriate persons at an appropriate cost, and (b) avoids unacceptable actions and situations.

Policy: The Board will inspire, direct and hold accountable the administration and itself through the careful establishment of broad written policies reflecting Unitarian Universalist values and perspectives.

3.1 Governing Style.

Policy: The Board will govern with an emphasis on (a) outward vision, (b) encouragement of diversity in viewpoints, (c) strategic leadership, (d) clear distinction of Board and President roles, (e) collective, (f) future, (g) pro-activity, and (h) an open and transparent process.

Procedures:

On any issue, the Board must insure that ~~all~~ relevant divergent views are considered in making decisions, yet must resolve into a single organizational position.

Comment [L1]: It makes a lot more sense to consider relevant views. Lew's recommendation, make the minor change indicated.

Accordingly:

1. The Board will cultivate a sense of group responsibility. The Board, not the staff, will be responsible for excellence in governing. The Board will be the initiator of policy, not merely a reactor to staff initiatives. The Board may use the expertise of individual Trustees to enhance the ability of the Board as a body, rather than to substitute the individual judgments for the Board's values.

2. The Board's major policy focus will be on the intended long term impacts ~~in~~ within the ~~Unitarian Universalist~~ Association ~~of Congregations~~ and its external relations and partnerships~~, not on the administrative or programmatic means of attaining those effects~~.

Comment [LP2]: Lew's recommendation: Delete the unneeded words.

3. The Board will govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policy-making principles, and respect of roles. Although the Board can change its governance process policies at any time, it will observe them scrupulously while in force. The Board will address an issue only if the

Board determines that the following criteria have been met:

A. A substantial portion of the Board believes that the issue deserves Board time;

B. The issue is the responsibility of the Board;

C. If the Board has dealt with the issue before, there is new information that compels reconsideration;

D. The focus of the issue is at a systemic level, and is not just a fix for a specific problem. If the issue is below the Board's broad policy threshold, the Board will seek to broaden the issue to include a class of related issues in a proactive style.

4. Continual Board development will include orientation of new Trustees in the Board's governance processes.

5. The Board will allow no officer, individual or committee of the Board to hinder or be an excuse for not fulfilling its commitments.

6. The Board will select, from among ministers serving on the Board, one or more Trustees to serve as chaplains to the Board.

7. The Board will monitor and discuss the Board's processes and performance at each meeting. Self-monitoring will include comparison of Board activity and discipline to policies in the Governance Process and Board-President Linkage categories, following the monitoring schedule in Appendix 3.A.

~~8.~~ The work of the Board of Trustees on matters of public witness will be guided by the actions made by the General Assembly. This shall not preclude the Board from choosing to bear witness in a time of extraordinary circumstances. ~~Accordingly, on matters of public witness regarding social concern, the Board will:~~

~~A. Call upon the elected leadership of our congregations to provide and safeguard the sacred space where Unitarian Universalists may discuss, better understand, and explore public policy in the light of our UU principles and the individual's conscience.~~

~~B. Encourage our congregations to take a responsible role in bearing witness publicly to their faith in matters of social concern.~~

~~C. Support the work of the UUA President and staff to bear witness publicly, expressing the historic and theological grounding of UU positions on matters of public social concern.~~

~~D. Encourage the President of the UUA to provide prophetic leadership.~~

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~~E. Encourage congregations to make use of the Social Witness process, which refers issues for study and statements of conscience to the larger Association, through the authority of the congregations meeting at the General Assembly.~~

~~F.~~8. ~~Speak as the Board of Trustees of the UUA on matters of witness in our own work as an Association.~~

Comment [L3]: Good ideas. They are not needed here. Lew's recommendation: Delete the unneeded words.

9. To be consistent with our commitment to the right of conscience and the democratic process and achieve a transparent and open process, the Board will:

   A. Provide advance notice of dates and locations of regular business meetings, and making agendas, reports, and the previous meeting minutes available prior to the meeting;

   B. Provide avenues for comment on issues on the meetings' agendas;

   C. Accommodate observers at regular business meetings, and notify all participants of recording and archiving policies.

   D. Make documents submitted for consideration to the Board of trustees publicly available, with the exception of documents distributed during or related to business to be discussed in executive sessions.

Comment [LP4]: Lew's recommendation: Make the minor change indicated.

   E. Conduct its business in public, except when the Board decides by majority vote to deal with the following kinds of matters in Executive Session:

      - volunteer and staff personnel matters that are of a delicate nature
      - legal matters of which public discussion could be legally injurious
      - budget matters that involve such legal or personnel matters
      - property acquisition or disposition
      - business of the above nature involving a member society if the society requests an Executive Session.
      -
      - discussions of internal board relationships

Comment [L5]: Let's talk about this. Do we want some time, particularly when new trustees have joined the board, to discuss how we are / want to be as a board? Lew's recommendation: Include the additional language.

~~10.~~ Any officer or trustee may initiate a request for an Executive Session. The first item of business in any Executive Session shall be an explanation of the reason for the request, after which the Board shall vote whether or not to remain in Executive Session.

~~11.~~10. Participants in Executive Session will be limited to Board Members, the Youth Observer, the Chief Operating Officer, ~~Vice President for Ministries and Congregational~~

~~Support~~ the Program and Strategy Officer and the Treasurer, Chief Financial Officer. The Board may vote to include others in Executive Session ~~if their presence is required for the meeting~~where appropriate.

Comment [LP6]: Changes needed due to staff organizational changes. Lew's recommendation: Make the changes indicated.

A. All meetings in executive session will close with a determination as to whether the material is confidential and needs to be confidential.

B. The Executive Session may be ended at any time by majority vote.

C. Executive Sessions will be held to the minimum necessary under these guidelines.

11. Record and archive audio of business proceedings of the UUA Board, with the exception of executive sessions, to be available to members of UUA congregations upon request.

12. Regularly hold meetings in sites other than Boston, to strengthen relationships with the Association's Member Congregations and other Sources of Authority and Accountability, and also to learn first-hand about vital interests of the Association.

A. The Board will ~~authorize~~ select a Site Selection Team.

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a. Proposals to the Site Selection Team must come from Trustees.

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b. Proposals must contain the following:

i. ~~At least two preferred dates for hosting the Board (from the scheduled list of upcoming dates on the Board's calendar);~~

Comment [L7]: Do we really need two sites? Not really. Lew's recommendation: Delete this item.

ii. An identified contact person, who will represent the host site as a liaison with the Board;

iii. Evidence of strategic importance (how will the Board's exposure to the host site serve the strategic interests of the Association?)

iv. Evidence of wise stewardship of Association resources

v. Evidence of support of a group of related Congregations (for example, a Cluster) and other Sources of Authority and Accountability (how will the Board link with local Congregations; how will the Board link with other

Sources of Authority and Accountability).

B. The Site Selection Team will authorize a spokesperson as a single point of contact on meeting logistics with the Administration. Within parameters established by the Site Selection Team, the spokesperson may make meeting logistics decisions on behalf of the Board.

C. To be in healthy relationship with the Administration, and to ensure lowest cost, the Board will select meeting geographic areas no less than eleven months prior to the meeting. If a geographic area is not chosen, the default choice is to meet in Boston.

3.2 Board Job Description.

Policy: As informed and elected leaders of our Association of member congregations, the UUA Board of Trustees assures organizational performance by creating, communicating, and monitoring organizational systems and performance, in accord with established Board policy.

Procedures:

Accordingly, the Board has responsibility to:

1. Create and maintain linkage between the Board and the Sources of Authority and Accountability defined in Policy 3.0.
   a. Linkage shall mean
      1. Formal, intentional dialogue with the Sources of Authority and Accountability for the purpose of understanding the Sources' values and the benefits the Association should produce
      2. Connections with the Sources of Authority and Accountability that ensure the board governs accountably on their behalf.
   b. No task shall have a higher priority.
   c. In linking with any particular Source, the Board will listen to multiple voices.
   d. The Board will collaborate with communities and organizations outside the Board in identifying the voices invited to speak on behalf of these Sources.

Comment [L8]: Nope. According to MA law, our highest priority must be fiscal responsibility. This isn't to diminish Linkage, but we have got to put it into perspective. Lew's recommendation: Delete this item.

e. The Board will report on its linkage activities with these Sources, identifying not only the methodology but also the values discerned, and the impact of those values on Board actions.

2. Write policies that address organizational decisions and situations at the **broadest** levels:

Comment [L9]: Lew's emphasis added. Lew's recommendation: Unbold this.

~~1.~~a. Shared Vision (ENDS): Statements that express values identifying what benefit to whom and at what cost.

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~~2.~~b. Leadership Covenant and Expectations: Established boundaries around both ethics and prudence within which all executive activity and decisions must take place.

~~3.~~c. Governance Process: How the Board conceives, carries out and monitors its own tasks.

~~4.~~d. Board-President Linkage: Promote right relationship between the President and the Board by defining the president's role, authority, and accountability.

3. Assure operational performance through systematic monitoring of systems and performance of the organization in relation to established policy and examining and approving the operating and capital budgets before they are implemented.

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4. Act as faithful stewards of the resources of the UUA.

5. Obtain an annual audit of the Association's financial reports by a certified public accounting firm with experience conducting audits of organizations of comparable size, as overseen by the Audit Committee. Upon completion of the audit, the Board will meet with the chair of the Audit Committee to receive a report that discusses the audit and the auditors' management letter. Prior to this meeting, the Audit Committee will provide the Board with a written report, for publication on the UUA website, containing the key findings of the audit, including any finding of a serious accounting or management weakness.

6. Promote and actively engage in the work of building an antiracist / antioppressive/multicultural institution.

7. Act in direct relationship with the General Assembly (GA).

~~a.~~ Approve the GA site, participating in GA programs, and responding, as appropriate, to motions adopted by GA.

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~~A.~~b. Review and affirm adoption of UUA Public Policy Statements, based on actions of previous General Assemblies.

~~B.~~c. In consultation with the General Assembly Planning Committee, make decisions about the allocation of excess funds generated from General Assembly activities. (q.v. Policy on GA Reserve Fund)

8. Vote to accept into membership or to terminate association membership of a congregation in accordance with UUA By-laws.

9. Appoint and empower Board committees and Board liaisons.

10. Ensure continuity of governance capability

3.3 Board and Board Member Code Of Conduct.

Policy: The Board commits itself and its members to act in adherence with the UUA bylaws, to conduct themselves ethically, businesslike, and lawfully, and to act with respect for others, with proper use of authority and appropriate decorum when serving as Trustees.

Procedures:

1. Board members must act in accordance with our covenant with each other.

   We promise to:

   - …listen deeply, speak boldly and keep an open mind, balancing views of self and others authentically
   - ....be humble, prepared and present and focus on governance as the board's essential role, while taking the long view, and maintaining accountability for Anti-Racism, Anti-Oppression and Multi-Culturalism
   - ....have respect and affection for each other, assuming the best of intentions and honest needs and building new bridges and mending bridges that are broken
   - ....remember our sources and whose we are, giving space for faith

- ....learn and grow, practice self-care, laugh and sing!

This covenant shall be read at the beginning of each board meeting.

2. Board Members must act in accordance with our covenant with member congregations. As Board members, our primary purpose is to serve our member congregations regardless of personal relationships with staff, affiliations with other organizations, or any personal interest.

3. Board Members must comply with Conflict of Interest (Appendix 2.J) and Whistleblower policies (Appendix 2.K).

4. Member Trustees covenant with each other to follow a practice of "Speaking with one voice". This requires that each Trustee has had reasonable opportunity to participate in the debate of the issues and opportunities before the committee or Board. The Trustee may have disagreed with the Board's decision, and consistent with the right of conscience may say so publicly. However, once the Board makes a policy decision, and even if an individual Trustee does not fully support the Board's position, each Trustee agrees to do their best to act in alignment with that policy in the spirit of moving our organization ahead in accordance with our democratic principles.

   If a Trustee finds that they cannot in good conscience adhere to this policy and covenant, then that Trustee bears the responsibility to consult with the Moderator or ~~First~~ Vice-Moderator and determine an acceptable course of action.

5. Board Members ~~may~~ must not attempt to exercise individual authority over all or any part of the organization.

6. Board Member's interaction with the President or with staff must recognize that an individual Board member has no authority except when explicitly authorized by the Board

7. Board Members will not express individual judgments of performance of employees of the President, except during participation in Board deliberation about whether reasonable interpretation of Board policy has been achieved by the President.

8. Board Members will respect the confidentiality appropriate to issues of a sensitive nature.

9. Board Members will be properly prepared for Board deliberation.

10. Board Members will model UU ~~[Unitarian Universalist]~~ values in our lives and in our roles as Trustees.

Comment [LP10]: Change pursuant to organizational change. Lew's recommendation: Accept the change.

Comment [LP11]: Need a stronger word here. Lew's recommendation: Accept the change.

11. Board Members will provide leadership for UUA's stewardship and development efforts. Each Board Member is encouraged to:

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A. Support the financial well being of the Association, including: pledges to his or her congregation, an annual contribution to the Friends of the UUA, and participation in capital campaigns.

B. Submit names of potential donors to the Stewardship and Development staff group;

C. Encourage his or her own congregation to attain the fair share contribution to the Annual Program Fund.

D. Promote testamentary giving through legacies and bequests.

E. Be knowledgeable about Association funding.

~~1~~2. Board Members are expected to have completed anti-racism training that includes analysis and systems theory components prior to the January meeting of their first year as a Trustee. Participation is such training will be paid for, or reimbursed by the UUA, with prior approval of the CGO.

13. Individual Board Members will not engage in fundraising or public support of any candidate for national UUA office except within twelve months of the date of the election.

Comment [L12]: This one probably needs some discussion. Lew's recommendation: Pls see his separate memo.

14. Each Board Member will annually certify in writing their knowledge of, and their agreement to honor, the contents of these Governance Process policies.

3.4 External Relations.

Policy: Speaking with one voice is an important value of the Board. To achieve this, the board will formally delegate official authority to speak on behalf of the organization in the public arena.

Policy: Committee chairs, working group conveners and officers are authorized to communicate with members of the press concerning areas of Board discussion, deliberation and action within the scope of their authority following meetings of their respective groups.

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UUA Board Procedural Document
(Implementation procedures for Policy 3.0)

Procedures:

1. The CGO [Chief Governance Officer] and President are the customary spokespersons for the UUA [Unitarian Universalist Association]. Trustee's interaction with the public, press or other entities must recognize that no Trustee may speak for the Board except to repeat explicitly stated Board decisions.

2. Any Board member may be empowered and charged by the Board to be a Board representative in relationship with any group, and such empowerment, the charge and its responsibilities will be defined by the Board at the time of the assignment.

3. Board members may represent the Board or the Association at meetings and events where such representation is deemed desirable and where the CGO has agreed to the representation. Board members are entitled to represent themselves as UUA Trustees at ceremonial events where the Board member deems such representation desirable. Board members are responsible and accountable for avoiding any ambiguity about their representative role or authorization to speak for the Board of Trustees or the UUA.

4. For special electronic communications (e.g., the Board Blog, the Board Face Book page), the CGO may appoint an individual trustee to write inputs in areas in which she/he has knowledge or expertise.

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.

~~5.~~6. We need an additional paragraph here addressing how we handle discussions with UU congregants concerning open issues before the board.

Comment [L13]: When I meet with members of a neighboring congregation and work of the board comes up, it might be a bit awkward to seek the CGO's agreement. Lew's recommendation: Pls see his separate memo.

Comment [L14]: Need a discussion here.

3.5 Agenda Planning.

Policy: The Board will follow an annual agenda which (a) advances and/or reevaluates the relevance of its Shared Vision (ENDS) and (b) continually improves Board performance through Board education and enriched input and deliberation.

Supporting procedural guidance for policy 3.5

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UUA Board Procedural Document
(Implementation procedures for Policy 3.0)

1. Agenda planning will be completed during the first meeting of each fiscal year, and the agenda published with the minutes of that meeting. The agenda or work plan should look out at least 24 months.

2. Agenda planning will include:

   A. Consultations with selected groups in the member congregations, or other methods of gaining member congregations input.

   B. Governance education, and education related to Shared Vision (ENDS) determination, (e.g. presentations by futurists, demographers, advocacy groups, staff, etc.)

   C. A consent agenda to help the Board deal with routine items as expeditiously as possible.

3. The agenda for each meeting is to be prepared by the Chief Governance Officer (Moderator). Suggestions for agenda items are solicited from Working Group conveners and committee chairs. Any Trustee may suggest items for the agenda. The tentative agenda will be sent to Trustees and posted on UUA.org at least two weeks prior to the meeting with all available supporting documents.

4. All monitoring events will be included on the agenda as reflected in the monitoring schedule in Appendix 3.A.

5. All recurring calendar events will be included on the agenda as reflected in the Recurring Events schedule shown in Appendix 3.B.

6. Individual meeting agendas will generally follow the format below:

   A. Welcoming and recognizing guests

   B. Chalice Lighting

   C. Approve agenda

   D. Consent Agenda

      1. Operational (~~President~~ Moderator constructs).

      2. May include ~~accepted~~ Monitoring Reports motions.

   E. Linkage to Member congregations and Board Communications

Comment [LP15]: Need to make the distinction between long-term and next-meeting agendas. Lew's recommendation: Make the change.

Comment [LP16]: Obsolete. Needs to go away. Lew's recommendation: Make the change.

Comment [LP17]: Change to reflect current practice. Lew's recommendation: Make the change.

Comment [LP18]: Acceptance of a monitoring report isn't accepted until it has been voted upon. That happens with the acceptance of the Consent Agenda. Lew's recommendation: Make the change.

1. Member congregation communication

2. Communication with the stakeholders and selected interested groups or constituencies in regard to Board's Annual Agenda.

F. Board ~~Education~~Information

1. President's Report

2. Moderator's Report

3. Financial Advisor's Report.

4. Special topics in accord with the annual agenda to assist the Board in its work and governing capacity.

G. Policy Discussion, based and focused upon the annual plan of Board work.

H. Assurance of Operational Performance

1. Receipt of Monitoring Reports; Review of Trustee's personal analysis of the reports; Discussion of interpretations; Challenges to interpretation; Vote on compliance.

2. New Operational ~~Worries~~ updates / concerns ~~(if submitted prior to the meeting)~~

3. ~~Next m~~Monitoring ~~assignments~~schedule

4. Board self-assessment against Board means policies (according to the monitoring schedule)

I. Executive Session (if circumstances require)

J. Process Observations ~~(AR/AO, governance)~~

K. Other issues that require board knowledge or action.

~~J.~~L.

~~K.~~M. Announcements

~~L.~~N. Adjournment

Comment [LP19]: These reports aren't "Education," they are important "Information." Lew's recommendation: Make the change.

Comment [LP20]: Minor wording changes. Lew's recommendation: Make the changes.

Comment [L21]: Process observations should not be limited to AR/AO and governance areas. Lew's recommendation: Make the change.

Comment [LP22]: Gotta have an "Other." Lew's recommendation: Make the change.

3.6 Election Of Officers And Officer Roles.

Policy: The General Assembly elects the Moderator (CGO) and Financial Advisor. The Board elects the Vice Moderator and the Secretary. The Board also appoints the Recording Secretary and the Treasurer of the UUA

Youth Observer The Youth Observer is the primary liaison between GA Youth Caucus and the Board.

The Youth Observer shall serve her/his term without vote.

Excluding matters of voting, The Youth Observer shall bear the same responsibilities and accountabilities as defined for trustees.

With consent of the Board, the enumerated tasks of the observer may evolve as the structures of denominational youth leadership evolve.

The Youth Observer is charged with:

- Informing GA Youth Caucus and Youth Caucus staff of relevant Board issues at the Youth Observer's discretion
- Staying informed about the planning and activities of GA Youth Caucus
- Keeping abreast of national issues that are of interest to Unitarian Universalist youth in districts and congregations
- Linking and nurturing relationships between youth leaders in districts and congregations across the nation
- Seeking out qualified youth candidates as future Youth Observers and for other UUA volunteer positions

Procedures

Elected Officials from General Assembly

1. The **Moderator** is the **Chief Governance Officer (CGO).** The CGO assures the integrity of the Board's processes and, secondarily, represents the Board to outside parties. Accordingly, the CGO is responsible for:

    - Ensuring that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.

- Ensuring that the Board discusses only those issues that, according to Board policy, clearly belong to the Board to decide, not the President.

- Ensuring that deliberation is fair, open, and thorough, but also timely, orderly, and kept to the point.

D. Nomination of Candidates for Moderator/CGO

i. Not later than 24 months before the beginning of a General Assembly at which an election for Moderator will be held, the Moderator Nominating Committee (MNC) shall issue a call for nominations, which must be received within two months.

ii. Not later than 19 months before the beginning of a General Assembly at which an election for Moderator will be held, the committee shall recommend to the board two or more possible candidates for Moderator. No member of the committee may be recommended as a candidate. Each candidate must give written consent prior to being recommended. The names of recommended candidates who are not nominated by the board shall not be made public. The committee shall submit to the board background information on each recommended candidate, which shall be received by the board in confidence. No board member who is a recommended candidate shall receive the background information on any candidate. Individuals who normally attend executive sessions, per policy 3.1.9.E, shall be entitled to receive the MNC recommendations and background information, and to attend all sessions concerning the nomination of candidates for Moderator.

iii. The board shall interview one or more of the recommended candidates in executive session. No candidate who was recommended by the MNC or who intends to run by petition may be present during the interview of any other candidate, or in any other executive session held to discuss candidates for Moderator.

iv. As required by Section 9.5 of the Bylaws, the board shall nominate one or more candidates no later than February 1 of the year before the General Assembly at which there is to be an election for Moderator.

a. The following individuals may participate in Board deliberations but shall not be eligible to vote: the Secretary of the Board, the Trustees who serve on the Election Campaign Practices Committee, the President, and the Youth Observer.

b. The following individuals may participate in Board deliberations and shall be eligible to vote: the Moderator, and any Trustee who

served as a voting member of or non-voting board liaison to the MNC.

c. Voting shall be by secret ballot in executive session, with procedures for voting and vote counting to be determined by the Secretary.

d. Voting shall be conducted using the "single transferable vote" method, with a ballot designed to permit the designation of first, second, third, etc. choice. At the conclusion of the vote counting, the two candidates with the highest number of votes shall be declared the nominees. However, if one candidate receives more than 75% of the first choice votes, then only that candidate shall be the nominee of the board. Furthermore, if two or more candidates for nomination are separated by less than one full vote, they shall be considered tied and the board shall take a second vote to break the tie.

e. The minutes of the executive session shall report only the names of the nominee(s).

v. If a special election is to be held to fill a vacancy in the office of Moderator, the procedures in this section 3.6.1.A shall be followed to the extent that time permits. The Moderator Nominating Committee shall make its recommendations to the Board no later than November 1 of the year before the election.

E. The CGO is authorized to use any reasonable interpretation of the provisions in these policies. The CGO may make decisions that fall within topics covered by Board policies on Governance Process and Board-President Linkage, with the exception of employment or termination of a President and situations where the Board specifically delegates portions of this authority to others.

F. The CGO is empowered to chair Board meetings with all the commonly accepted power of that position (e.g., ruling, recognizing).

G. The CGO has no authority to make decisions about policies created by the Board within Shared Vision (ENDS) and Leadership Covenant and Expectations policy areas. Therefore, the CGO has no authority to supervise or direct the President.

H. The CGO may represent the Board to outside parties in announcing Board stated positions and in stating chair decisions and interpretations within the area delegated to her or him.

I. The CGO may delegate CGO authority, but remains accountable for its use.

J. In special circumstances, the CGO may create task forces or special committees to address or explore issues of concern to the Association.

K. In the event of a vacancy, the CGO shall inform congregations of the vacancy.

~~**Financial Advisor**~~
~~The responsibilities of the Financial Advisor are defined in the Bylaws in various sections of Articles VII, VIII, and X.~~

Comment [L23]: Not needed. Lew's recommendation: Delete the paragraph.

Board-Elected Roles and Positions

4. ~~First~~ **Vice Moderator (Board Coordinator)**
The role of the ~~First~~ Vice Moderator/Board Coordinator is to:

Comment [LP24]: change to current practice. Lew's recommendation: make the change.

   - Assist with Board of Trustees agenda planning and scheduling of Board work.
   - Participate in leading Board of Trustees meetings.
   - Assumes the CGO role in the event of absence ~~death, disqualification, resignation or removal~~ of the CGO.

Comment [LP25]: We don't need to specify all the reasons the CGO might not be present. Lew's recommendation: Make the change.

5. ~~**Second Vice Moderator (Assistant Board Coordinator)**~~
~~The role of the Second Vice Moderator/Assistant Board Coordinator is to:~~

   - ~~Support the work of the First Vice Moderator and CGO and shall fill those roles in succession if either or both are incapacitated.~~
   - ~~Develop a coordinated schedule for Board member activity at General Assembly.~~
   - ~~Obtain written certification on an annual basis, and monitors that each Board member is familiar with Governance Process policies and agrees to honor the Board covenant regarding these policies.~~

Comment [LP26]: Change to current practice. Lew's recommendation: Delete the paragraph.

~~6.~~5. **Secretary**
The responsibilities of the Secretary of the Association are defined in the Bylaws ~~in various sections of Articles VIII, IX, and X, and in various sections of the Rules with number headings 3, 4, 6, and 9~~.

Comment [LP27]: Not current, not needed. Lew's recommendation: Make the change.

In addition to these responsibilities, the Secretary shall:

- Maintain the UUA Governance Manual, assuring that all policies will be reviewed at least once in five years.

~~7.~~6. **Assistant Secretary**
The role of the Assistant Secretary is to support the work of the Secretary and shall fill those roles in succession if the Secretary is ~~incapacitated~~unavailable.

~~8.~~7. The process for selection of the ~~First and Second~~ **Vice Moderators**~~s~~, the **Secretary** and **Assistant Secretary** shall be ~~as follows~~:

A. Each Board member shall be given the opportunity to stand for election as ~~First~~ Vice Moderator/Board Coordinator. A vote shall then be conducted to choose the ~~First~~ Vice Moderator.

B. ~~Each Board member shall then be given the opportunity to stand for election as Second Vice Moderator/Assistant Board Coordinator. A vote shall then be conducted to choose the Second Vice Moderator.~~

C. The Committee on Committees brings forward nominees for the Secretary and Assistant Secretary positions. A vote shall then be conducted to approve the recommendations.

Comment [L28]: Unless "incapacitated" includes going to the restroom. Lew's recommendation: Make the change.

Comment [LP29]: Do we need an Asst. Secretary. The during-a-meeting work has changed. However, during GA elections, a backup for the secretary is probably a good idea. Lew's recommendation: Fill the position.

Comment [LP30]: Need a new procedure?? Lew's recommendation: Pls see his memo.

Board-appointed Positions and Appointment Procedures

9. **Recording Secretary**
~~The recording secretary has various duties defined in Article VIII of the Bylaws.~~

10. **Treasurer**
~~The responsibilities of the Treasurer are defined in the Bylaws in various sections of Articles VII, VIII, and X.~~

11. Appointment of the **Recording Secretary** and **Treasurer** of UUA shall be done as follows:

A. President recommends to the Board at least one candidate for each position.

B. Board discusses in Executive Session, and votes to affirm or reject.

C. Appointments announced.

Comment [LP31]: References to the by-laws are unnecessary and, too often, yield incorrect references. Lew's recommendation: Delete both paragraphs.

3.7 Board Committee Principles.

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UUA Board Procedural Document
(Implementation procedures for Policy 3.0)

Policy: Board committees will be used sparingly and, when used, will be chartered to reinforce the wholeness of the Board's responsibilities and to never to interfere with delegation from Board to President.

Procedures

Accordingly:

1. Board committees are established by the Board to help the Board do its job, and in general, not to help or advise the staff. Some exceptions to this policy exist due to constraints placed on the Board by Bylaws, or because the Board is still in discernment (See 3.8 below for more information). Committees ordinarily will assist the Board by preparing policy alternatives and implications for Board deliberation. In keeping with the Board's broader focus, Board committees will normally not have direct dealings with current staff operations.

2. Board members may serve on committees outside the Board, but only in their capacity as private individuals, and do not carry any Board authority in these roles.

    A. Board members may serve on staff operational committees at the invitation of the President.

    B. Board members may serve on General Assembly operational committees, at the invitation of those committees established by the General Assembly.

3. Except as specified by the By-laws, Board committees may not exercise authority over staff. Because the President works for the full Board, the President will not be required to obtain approval of a Board committee before an executive action.

4. Board committees are to avoid over-identification with organizational parts rather than the whole. Therefore, a Board committee that has helped the Board create policy on some topic should take special care to represent the full Board's interest when monitoring organizational performance on that same subject.

5. Special committees will be used sparingly and ordinarily in an ad hoc capacity for specific short-term objectives or to carry out special tasks that will facilitate the work of the Board. Although the CGO may create special committees, the CGO will consult with the Appointments Committee regarding any appointments the CGO wishes to make.

6. This policy applies to any group that is formed by Board action, whether or not it is called a committee and regardless whether the group includes Trustees. It does not apply to committees formed under the authority of the President.

7. All members of Board-appointed committees are expected to have reasonable competence in the area of racism and oppression. ~~Members of the AntiRacism/Anti-Oppression Assessment and Monitoring Team (AR/AO AMT) and chairs of the Appointments Committee and Finance Committees must additionally have an understanding of change theories and demonstrated commitment to anti-racism and anti-oppression~~.

8. Each Board-appointed committee, including Working Groups, is charged with developing standards and processes for embodying the commitment to antiracism, anti-oppression and multi-culturalism in its work, and to develop a plan for the ongoing training and education of its members.

~~8.~~9.

9.~~10.~~ Unless otherwise specified by these policies or by the Bylaws or Rules of the Association, committee appointments are made for two-year periods, which can normally be renewed up to ~~three times for~~ a maximum of 8 years of service. Terms begin at the close of the regular General Assembly in odd-numbered years. When considering possible reappointments of committee members, the Appointments Committee shall take into account the goal that committee membership should reflect the full diversity of the Association, ~~as stated in Policy 3.7.10~~, as well as the need for each committee to have the full range of skills and experience necessary for its work. ~~The Appointments Committee may recommend a reappointment resulting in more than eight years of service when failure to allow a term extension would have a significantly negative impact on a committee's ability to function~~.

~~10.~~11. Whenever a new committee is named, the Appointments Committee shall develop a charge, including a statement of the committee's purpose and estimated duration, and forward that charge to the Board and the Finance Committee and monitor and address issues of committee performance.

~~11.~~12. Committees will not be reimbursed for committee expenditures beyond their approved budget, without prior approval by the ~~Vice President for Finance~~Treasurer, the Chair of the Finance Committee, and the ~~Chair of the Appointments Committee~~.

~~12.~~13. If a Board-appointed committee finds that an individual member creates a working atmosphere that is unproductive, disruptive, or otherwise impeding effective committee functioning, the Appointments Committee urges the leader and members of that particular committee to speak candidly with the member whose behavior is problematic in order to identify desired changes. If the committee is not able to resolve the problem internally, the chair should contact the Chair of the Appointments Committee for help in resolving the problem.

~~13.~~14. Committee members must comply with the Association's Conflict of Interest Policy (Appendix 2.J, see Policy Section 2)

Comment [LP32]: We don't currently have such a team. Lew's recommendation: Delete the second sentence of the paragraph. Then consider if we want to recreate an AR/AO/MC committee.

Comment [LP33]: How are we gonna test for "understanding" and "demonstrated commitment?"

Comment [LP34]: Great idea. Is it needed?? Is it reasonably enforceable?? Has any board or board-appointed committee done this?? Lew's recommendation: Delete the item.

Comment [LP35]: Include the flexibility here. Lew's recommendation: make the wording changes and delete the last sentence in the paragraph.

Comment [LP36]: Nope. Need a new reference. Or drop the specific reference. Lew's recommendation: Delete the reference.

Comment [LP37]: Lew's recommendation: Delete the "Chair of the Appointments Committee."

~~14.~~15. Committee members must comply with the Association's Whistleblower Policy (Appendix 2.K, see Section 2)

3.8 Cost Of Governance.

Policy: Because poor governance costs more than learning to govern well, the Board will invest in its governance capacity.

Procedures:

3.8 Board Committee Structure. Principle at work: Board committees exist only to serve the work of the Board. A committee is a Board committee only if its existence and charge come from the Board, regardless of whether or not Trustees sit on the committee. The only Board committees are those which are ~~set forth in this policy~~enumerated here. ~~Discernment continues.~~

The Board's work to define Board vs. operational committees is continuing, and is expected to continue for some time, as we gain both experience and education in and about governance. Directionally, in accordance with Policy Governance principles, the Board wants to move toward this statement:

"A Board committee serves only to support the Board in its work. A Board committee's existence and charge come directly from the Board, regardless whether Trustees sit on the committee."

The Board notes that six committees formed by Section 7.1 of our Bylaws do not fit this directional statement. Their charge does not come from the Board. Discernment and decision making about roles and accountability continues as described above. If Bylaw changes are needed, the Board will bring proposals forward.

As the Board finalizes decisions about Board committees, they will be listed in this Policy. At this time, the following committees are considered to be Board Committees. Since the Board has not spoken on others yet, they remain under discernment. Board Committees as of May 2009:

Comment [LP38]: These heading paragraphs need work, but, Lew's recommendation: Leave this alone for the moment.

- Finance Committee
- Executive Committee
- ~~Committee on Committees~~

- Audit Committee
- Open UUA ~~[Unitarian Universalist Association]~~ Committee
- Investment Committee of the Unitarian Universalist Common Endowment Fund, LLC (UUCEF LLC)
- Socially Responsible Investment Committee
- Council On Cross-Cultural Engagement

1. **Moderator Nominating Committee**
   Not later than 26 months before the beginning of a General Assembly at which an election for Moderator will be held, the board shall appoint a Moderator Nominating Committee to assist the board in carrying out its responsibilities under Section 9.5 of the Bylaws and Section 3.6~~.1.A~~ of these policies. The committee shall consist of five members, including not more than two trustees.

2. **Retirement Plan Committee**
   [Charge to the RPC]

   Comment [LP39]: broken link. Will fix when this is approved and published.

3. **Appointments Committee**
   [Charge to the Appointments Committee]

4. **Investment Committee of the Unitarian Universalist Common Endowment Fund, LLC (UUCEF LLC)**
   [Charge to the Investment Committee]

   A. The Bylaws of the UUCEF LLC specify the qualifications of members of the UUCEF Investment Committee, and further describe the specific responsibilities of the committee.

   B. The Board of Trustees appoints the members of the UUCEF Investment Committee and has other powers over the UUCEF LLC, as described in the Certificate of Organization, the Operating Agreement, and the Bylaws of the UUCEF LLC.

5. **Socially Responsible Investment Committee**
   [Charge to the CSRI]

6. **Council on Cross-Cultural Engagement**
   [Charge to the CCCE]

3.9 Board / General Assembly Relations.

Policy: Pursuant to the Bylaws, the Board shall act for the Association between General Assemblies.

Procedures:

Accordingly:

1. ~~Board skills, methods, and supports will be sufficient to assure governing with excellence.~~

2. ~~Outreach mechanisms will be used as needed to ensure the Board's ability to listen to member congregation viewpoints and values.~~

3. Costs will be prudently incurred. The Board will develop its budget to coordinate with the budget cycle each year to assure its inclusion in the overall budget. The Board budget shall include:

   A. Board training, including attendance at conferences and workshops.

   B. An annual external financial audit and other third-party monitoring of organizational performance.

   C. Surveys, focus groups, opinion analyses,

   D. Operating and meeting costs of the Board, Board committees, Board appointed committees, and the elected Committees of the Association.

   ~~D.~~E. Costs of attending District / Region Assemblies and similar gatherings.

4. Only prudently incurred expenses related to volunteer service on behalf of the Board are reimbursable from the Association budget. The Board shall comply with all provisions of the Association's expense reimbursement policies that are applicable to volunteers who serve on committees. The staff may ask the Moderator to review and approve any reimbursement request from a Board or committee member. The Audit Committee shall designate a committee member to review the Moderator's expense reimbursements at least twice a year, to ensure that they are in compliance with the Association's reimbursement policies.

5. Candidates for President or Moderator who have been duly nominated in accordance with Section 9.5 or Section 9.6 of the bylaws shall be entitled to be reimbursed by the Association for reasonable expenses for registration, travel, meals and lodging for

Comment [LP40]: not needed. Lew's recommendation: Delete the item.

Comment [LP41]: This is linkage, covered elsewhere. Lew's recommendation: Delete the item.

Comment [LP42]: Lew added this item. Will this be a continuing requirement? Lew's recommendation: I think it should be. Can we afford it? Pls see Lew's memo.

attending the General Assemblies held one year prior to the election and in the year of the election, and for regular meetings of the Board of Trustees held during the period between the two General Assemblies, provided they remain candidates as of the time of the General Assembly(ies) and the quarterly meeting(s) for which they seek reimbursement. Each such candidate shall be provided a single booth space in the Exhibit Hall at the General Assemblies held one year prior to the election and in the year of the election. In no case is a candidate eligible for reimbursement for expenses incurred prior to being nominated.

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.

Lew's Separate Memo

Sep 22, 2014

Board and Board Member Code of Conduct, item 13
"Individual Board Members will not engage in fundraising or public support of any candidate for national UUA office except within twelve months of the date of the election."

At our last meeting I suggested that we should not engage in fundraising or public support for candidates for President or Moderator at any time. The reason I made that recommendation is that, as members of the Board, we will have to work closely with whoever is elected. If during the campaign, we have taken a strong stand supporting the person who wasn't elected, we run the risk of limiting our effectiveness in that our relationship with the new President or Moderator could be seriously strained.

However, I fully understand the reasons that we should endorse a candidate. We are the folks most likely to know the demands of the job, the capabilities and experience of the candidates and, therefore, know which candidate is most likely to do a good job.

So, Lew's recommendation: Stay above the fray; don't endorse or fundraise for a candidate for either President or Moderator. Change the item to read, " Individual Board Members will not engage in fundraising or public support of any candidate for national UUA office."

External Relations, item 3.
"At events with organizations external to the UUA, Board members may represent the Board or the Association at meetings and events where such representation is deemed desirable and where the CGO has agreed to the representation. Board members should represent the Board and the Association at district, region, cluster, congregational or similar events whenever appropriate. Board members are entitled to represent themselves as UUA Trustees at ceremonial events where the Board member deems such representation desirable. Board members ~~are responsible and accountable for~~must avoid~~ing~~ any ambiguity about their representative role or authorization to speak for the Board of Trustees or the UUA."

Most of you know that I have had problems with this item for some time. I think / hope that the changes proposed here fulfill the original intent of the item and resolve my concerns. Lew's recommendation, make the changes noted above.

Board Elected Roles & Positions, item 7C.
The Committee on Committees brings forward nominees for the Secretary and Assistant Secretary positions. A vote shall then be conducted to approve the recommendations.

This item is clearly obsolete. Recommend we delete it and, at a future meeting, consider future needs for such a process.

Board / General Assembly Relations, item 3E.
"Costs of attending District / Region Assemblies and similar gatherings."

This isn't a change to an existing item formerly in this policy, but my recommendation that we add it. This is an added item to the list that begins, "Costs will be prudently incurred ..." It's important that, now following reorganization of the board without district board member elections, we preserve our contact, our linkage with districts and congregations. Without it we run the risk of becoming isolated from our constituents. Wherever possible we should have a board member at each district / region annual meeting / assembly. Lew's recommendation: Add this item. Can we afford this added cost? Can we afford to not do this? Is this really an added cost?

Cheers
Lew

Governance Working Group Memo Aug 11, 2014

To: Board of Trustees

Hi all,

Attached is the work I did on Section 4 of our policies. At our April meeting we all accepted, well mostly, the changes I proposed for Section 3. I've done the same for Section 4. Basically, I retained the fundamental policy statements as policy and extracted the detailed, more directive statements, to create a new Section 4 Policy and a new Section 4 procedural document to be consulted when we conduct monitoring activities for Section 4.

Also, since it seemed to make sense, I combined Section 4.2 and 4.3 (in both documents). Please have a look at our current policy statement and decide if my proposed changes are good (or not).

This change was in your packet for our June meeting, but missed the cut for the agenda at that very full meeting.

Therefore, I propose two motions. The first establishes the text of the resultant policy for Section 4; the second establishes the text of the procedural document for Section 4.

Cheers,

Lew

DRAFT

I propose the following motion: Moved that Policy, Section 4 be changed to read:

"Section 4 Policy

4.0 Global Board-President Linkage

As amended ?? 2014. Revision History.

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

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."

Policy Revision History

- **April 2008**: This document was affirmed by the Board of Trustees for its first posting on the UUA.org at the meeting of April 2008.
- **April 2009**:
    1. Changed the word "instruct" to "direct" in the delegation to the President.
    2. Changed "member" to "Trustee" where appropriate.
- **October 2009**: Section 4.4.3 expanded to include sub-policies A,B,C.
- **January 2010**: Section 4.4.3 expanded to include sub-policy C.3.a.
- **November 2010**: Did mass review of all Board Minutes April 2009-AOct 2010, and incorporated all Board Motions.
- **January 2012**: Removed section 4.4.3.C.c.a.
- **May 2012**: Added policy 4.3.6.
- **June 2012**: Removed policy 4.3.5. Subsequent policies renumbered.
-
- ?? 2014: Moved directive/procedural items to Board Policy Procedures Document and combined paragraphs 4.2 and 4.3.

DRAFT

I also propose the following motion: Moved that the procedures pursuant to Policy Section 4 established to read:

"Section 4 Proposed Procedures

4.0 Global Board-President Linkage

As amended ?? 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:

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:
    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."

Fifth Principle Task Force

Report to the UUA Board of Trustees

December 2009

Our vision is radically democratic suggesting a ground up, and grounded participation, congregation to neighbors to district or regional representative to Board of Trustees to President and paid staff united in policies, strategies, budgeting, analyses, accountabilities and, together, producing an energy of evangelical proportion that can propel Unitarian Universalism into the future of growth we really do yearn for.

Fifth Principle Task Force

Denny Davidoff, chair January 2008-October 2009
Joe Sullivan, chair October 2009-present
Jan Sneegas, staff
Rev. Jose Ballester, UUA Board (on task force January 2008-June 2009)
Gini Courter, UUA Moderator
Mark Gibbons
Rev. Daniel O'Connell
Barbara Prairie
Esther Rosado
Jackie Shanti, UUA Board (on task force June 2009-present)

A Central Principle

A central principle of policy-style governance is a board's assurance that it acts as the informed voice of the organization's sources of authority and accountability – its moral owners. Through active, meaningful connections with the moral owners, termed "linkage," a board sees that ultimate purposes and priorities are aligned and makes accountability real. The primary sources of authority and accountability for our UUA Board of Trustees are the duly elected and called leaders of the member congregations, and specifically member congregations' delegates to the UUA General Assembly. And, in accordance with our polity and Associational covenant, meaningful linkage and accountability must be effective among congregational leaders and delegates as well as between the congregational and Associational leadership. The General Assembly of our UUA *must* be configured to promote meaningful, effective linkage and accountability, and engage delegates in substantive Associational business.

According to the UUA Bylaws, General Assembly is first and foremost an event to serve the governance of our Association. Article IV Section C-4.1 states *"Each meeting of the Association for the conduct of business shall be called a General Assembly,"* and the Article goes on to further state that *"General Assemblies shall make overall policy for carrying out the purposes of the Association and shall direct and control its affairs."* (Section C-4.2). Accredited delegates, largely from certified member congregations, are the voters at General Assemblies authorized to conduct the Association's business.

Between General Assemblies it is the Board of Trustees who are authorized to act for our Association, conduct its affairs, and carry out its policies and directives (Article VI, Sections C-6.1 & 6.2)

Executive Summary

The task force name, "Fifth Principle" reflects the Board's interest that General Assembly serve its Bylaw's designated function of Associational governance and its concern that GA has evolved over the years in ways contrary to excellence in governance and the democratic process. Although the Board's charge to the task force called for two or more recommendations on the future configuration (including frequency and duration) and content of General Assembly, your priority on excellence in governance is what has informed the work of the task force and is why we do not have two radically different recommendations. If we are not going to make substantive change in our governance, then simply make the current GA biennial for reasons of financial sustainability and better stewardship of staff time and resources.

We have focused our meetings and this report on governance, because it is at once the primary purpose of GA and is dramatically broken. Four points buttress this contention of brokenness: GA is not really democratic in that delegates are neither representative of their congregations, other than being members, nor are they accountable to them; without subsidization of delegates, GA is economically discriminatory, and therefore generationally

discriminatory; as long as GA continues as an annual event, its cost is a heavy burden to the Association and the member congregations; the GA process is not in alignment with the Board's embrace of policy governance. As we approach the UUA's 50th anniversary, it would be appropriate to change the delegate body from passive receptors to active policy makers, giving power and the responsibility inherent in it to the people who are the member congregations.

Over the years General Assemblies have assumed many more purposes than the conduct of Association business. Little clarity or consensus exists over what constitutes the business of the Association, what policies carry out its purposes, and how a General Assembly directs and controls its affairs. It is questionable how well the delegate body represents and is accountable to member congregations. We know that in recent years on average less than 60% of member congregations have one or more delegates at GA, and the average delegate body since 2001 of approximately 2,200 is less than 45% of eligible delegates. Although no hard data exists on congregational practices in selecting, preparing and authorizing their GA delegates, substantial anecdotal evidence indicates that many, if not most, are self-selected and self-funded. Delegates participate in GA business with little or no guidance from or sense of accountability to their home congregation. Other than the procedures of the Commission on Social Witness (CSW), there is no formal or systematic preparation of delegates for thoughtful conduct of the Association's business. Most have had no relationship or even communication with the Board of Trustees as a whole or with their district trustee representative.

The Task Force did not feel it was urgent to address other content beyond GA's governance purpose. Indeed the programmatic, worship and community features of the present GA are generally well received and some (Service of the Living Tradition and the Ware Lecture) even revered.

Our Association is a system in change, and the recommendations of the Fifth Principle Task Force align well with movements toward more accountable and disciplined practices of governance – specifically Carver-style, policy-style governance – at all levels from congregational boards to the boards of districts and our UUA. These recommendations build upon the positive influence of fairly recent initiatives to bring congregational leaders into Associational linkage through partial subsidies of congregational presidents at GA from 2004-08 and the spawning of regular meetings of congregational presidents in clusters and districts.

Recommendations

A. Biennial Delegate Assembly in odd years:

- Content is governance-focused. The Assembly is for delegate teams, UUA Board & Administration.
- 2 ½ days over a weekend in August
- Smaller number of authorized delegates with delegate teams fully or partially subsidized by the UUA
- Settled ministers (one per congregation) part of the delegate teams

- Delegates elected and certified by their congregation or board serve in an accountable relationship with geographically neighboring delegate teams and with UUA trustees
- Some at-large delegates are selected by regions (clusters of districts)
- Teams can include alternate delegates without UUA subsidy
- Non-delegate observers pay a registration fee
- No delegates from associate member organizations or from the UUA Board of Trustees

B. Same as "A" except that the 2 ½ day delegate assembly is immediately preceded or followed by a 2-day program assembly:

- Content of the program assembly similar to current GA programming
- Non-delegate attendees pay registration fee without UUA subsidy
- Delegate's registration for program assembly is paid by UUA subsidy. Delegate subsidy for room & board covers the delegate assembly only, not the program assembly.

The future of our UU movement can ill-afford to continue the ways of faux democracy and unaccountable representation that have characterized Associational governance, including the content and process of General Assembly. The Task Force believes that the status quo for General Assembly is not an option. We believe our recommendations lay out a vision for effective governance that reflect core values of our liberal faith and the imperative for bringing the leadership of member congregations and our Association together in mutually accountable relationship around matters of greatest importance to the present and future vitality of our UU movement.

"The thinking activity of the denomination has no focus now. … no focusing process or mechanism."
Conrad Wright in meeting with Task Force members, September 17, 2008

Re-imagining Governance through a Biennial Delegate Assembly

- *Associational business is meaningful*
  Duly elected delegates from the member congregations would expect to work closely with their UU neighbors-in-faith and their trustee-representative to the UUA Board for a full day prior to the formal plenary session day considering end statements, assessing progress and performance by national and field staff members in achieving those ends, becoming conversant and comfortable with opportunities and obstacles discovered along the way, analyzing financial data -- LINKING the aspirations of the singular congregation to its immediate neighbors, to the congregations in its district or region, to the Moderator and Board of Trustees, to the administration and the office of the UUA president.

- *Delegate body is accountable, diverse in perspectives and voices, and well prepared*
  Congregational delegates and alternates are elected by their congregation or congregational board and reported to and certified by the UUA Board at least a year

(preferably 18 months) ahead of the Biennial Delegate Assembly. Initially the new formula (see Addendum) will provide approximately 1850 potential delegates from congregations, including settled ministers (one per congregation that call them). Additionally, 100 delegates will be chosen at-large by regions (clusters of districts) to lift up and encourage participation by people of color and youth and young adults.

According to the congregation's Fair Share status delegates are subsidized to participate in the Biennial Delegate Assembly so that qualified leaders can be elected to represent their congregation regardless of personal financial means. Both at the Biennial Assembly and between biennial assemblies delegates work as teams in shared ministry with peers from nearest neighboring congregations. Through ongoing linkage, UUA trustees are mandated to work with delegates to inform their work and prepare for the business of the Biennial Delegate Assembly. We imagine delegates and trustees interacting in-between biennial assemblies through a special website that posts schedules, announcements, agendas, reports and delegate materials, through regional/cluster linkage and assembly-preparation sessions, bridge calls, web conferences, and Facebook-like networking.

The plenary floor of the delegate assembly would reflect neighborliness and regional linkage by having seating arranged so that delegates are seated adjacent to congregations nearest to them and so that all congregations in a region are seated together, permitting constant interaction with elected trustees and UUA field staff.

Allowance for alternate delegates provides enhancement to congregational participation and future leadership preparation including youth and young adults. We envision that by virtue of UUA subsidy for delegates and holding the delegate assembly every two years instead of annually, more congregations will be inspired to raise and set aside monies to subsidize their delegates' alternates. Alternates would participate fully in all preparation and actual procedure of the assembly with the exception of voting. We are cognizant that by bringing alternates into the process we are enriching the dialogue back in the congregation and training future delegates.

- *Learning*
  Excellence requires a system-wide commitment to continuing education and thoughtful training. At present, delegates and the congregations that authorize their attendance at GA have no requirements regarding preparation. There is no serious intent to understand the business coming before the plenary body much less to debate the issues in a congregational setting. Except for the CSW process, the GA as a system of governance stands apart, a romantic notion of involvement and inclusion unsupported by practice. We recommend development of a protocol for delegates that might include an e-newsletter from the Moderator and BOT, webinars for education and regular assessment before and after the assembly, and regional gatherings of delegates and other interested lay and clergy leaders.

Summary of Values and Features of Recommendations

Features of Task Force recommendations by the values that inform and underlay the recommendations:

- Economic accessibility and sustainability
  - ⇒ *Subsidized, smaller delegate body*
  - ⇒ *Biennial rather than annual*

- Empowered delegates authorized to represent congregations
  - ⇒ *Delegates elected by congregation or its board*
  - ⇒ *Delegates and alternates elected well before the next assembly (a year to 18 months), with responsibilities to participate in linkage with the UUA Board and in preparation for the assembly*

- Excellence in shared leadership & ministry
  - ⇒ *Lay and ordained delegates from neighboring congregations prepare and work as teams linked to the UUA Board of Trustees*
  - ⇒ *Focused training and preparation of delegate teams*

- Excellence in governance
  - ⇒ *Assembly business reflects ultimate questions as a liberal religious movement (Associational Ends), budgetary priorities and accountability*
  - ⇒ *Substantive linkage between UUA Board of Trustees and delegate teams in preparation for and during Biennial Assembly*
  - ⇒ *Delegates empowered and accountable to congregations through election or official appointment*
  - ⇒ *Delegate training in their governance role*
  - ⇒ *Encourage governance leaders of congregations to serve as delegates and alternates in Associational governance*
  - ⇒ *Ongoing excellence through participation of elected "alternate" delegates*

- Multi-generational participation & decision-making
  - ⇒ *Encourage inclusion of young people on delegate teams*
  - ⇒ *At-large delegates selected regionally*

- Awareness and inclusiveness of AR/AO/MC concerns
  - ⇒ *Intentional AR/AO/MC lens to the Assembly business and preparation*
  - ⇒ *At-large delegates selected regionally*

Challenges

- Maintaining energy and momentum when moving annual GA to biennial
- Creating an Associational business meeting that will attract delegates and is worth their time and attention
- Appropriate meaningful linkage between the Board and delegates in between biennial meetings to prepare them for conducting Associational business
- Congregational cultures of indifference to Associational business

- Task Force recommendations require substantive Bylaw changes. How to get a relatively unaccountable delegate body to vote for them
- Financial affordability of a delegate subsidy system
- Administering a delegate subsidy system
- Loss of delegate status for UUA Board of Trustees, and those DRE's, ministers emeritus, and other settled ministers beyond one per congregation who are granted delegate status under Section 4.8.b of the Bylaws
- Loss of delegate representation for Associate Members (UUSC, UUWF and UU-UN)
- Participation of young people in a biennial business meeting and the loss of a meaningful annual gathering for them
- Effective participation by delegates from overseas congregations
- Loss of a meaningful annual gathering for affinity groups and their participation in a biennial business meeting
- Potential loss of familiar and beloved aspects of GA if it moves to a biennial, business-only meeting, such as the exhibit hall and annual meetings of organizations
- Loss of income for Beacon Press and UUA Bookstore
- Uncertainty over what happens to the Commission on Social Witness (CSW) process
- Uncertainty over what happens in even years
- Those who "can't do August" if the Assembly would move to that time of the summer

Discussion Outline

A. Delegate Body

Present system:

- Over 5,100 eligible delegates. Far more than other faiths which are much larger than the UUA
  - UCC: 925 total delegates
  - PCUSA: 1,000 total delegates
- On average less than 60% of member congregations have delegates at GA, and the average delegate attendance at GA the past 10 years is approximately 2,200 or under 45% of eligible delegates.
- Ministers Emeritus/a, Masters-level credentialed DREs and UUA Board of Trustees have delegate status. Associate Member Organizations and the CLF have delegates.
- Although no meaningful data exists on how GA delegates are selected by congregations and funded to attend, strong anecdotal evidence indicates that few delegates are actually elected by and serve in an accountable manner with their congregation; many are self-selected and pay their own way; very few have all of their expenses covered by their congregation.
- Little or no intentional, meaningful linkage among delegates and between delegates and the UUA Board

Envisioned system:

- Total eligible delegate body between 1,900-2,000 includes settled ministers (one per congregation) and 100 regional at-large delegates (see the example delegate allotment formula in the Addendum)
- Congregational delegates are duly elected by congregations or boards
- To promote economic fairness and accessibility, duly elected delegates from Fair Share congregations are fully subsidized by our UUA. Merit congregations' delegates partially subsidized at 50%. Other congregations would pay full cost for their delegates.
- Authorized alternate delegates are encouraged but are not UUA subsidized. Congregations are encouraged to subsidize alternates.
- Delegates and alternates are elected and reported to the UUA Board at least a year (preferably 18 months) ahead of the Biennial Delegate Assembly.
- Teams of delegates and alternates from neighboring congregations are in meaningful linkage with one another and our UUA Board well ahead for preparation and during the Biennial Delegate Assembly.
- To encourage diversity of perspectives and voices in the delegate body, each of five regions (clusters of districts) will select 20 delegates (total 100 at-large delegates), striving to cultivate leadership from among young people and persons of color. Where practical, regional delegates will prepare and caucus with the delegate teams of their home congregations.

B. Financial Considerations

If financial accessibility calls for subsidizing delegate costs, financial sustainability calls for shifting from annual to biennial. The following table compares estimated costs to the Association for two cases: 1) Biennial Delegate Assembly with APF Fair Share delegates fully subsidized at $1,100; and 2) Biennial Delegate Assembly with APF Fair Share delegates partially subsidized at $500. The table also shows estimates of net cost for a scenario when a program assembly immediately precedes or follows a Biennial Delegate Assembly such that program assembly registration fees partially offset delegate subsidy cost for a range of paid registrants: 1,500, 3,000, and 5,000.

Assumptions:

- 1,500 delegates attend (approximately 77% of total eligible delegates of 1,950)
- Full cost per delegate: $1,100 ($500 travel + $480 housing for 3 nights, single rooms + $120 per diem for 3 days)
- Delegates from APF Fair Share congregations receive full cost subsidy; equal 75% of the delegates in attendance, which equals 1,125 delegates.
- Delegates from APF Merit Congregations receive 50% subsidy; equal to 10% of the delegates in attendance, which equals 150 delegates.
- Other delegates receive no subsidy; represent 15% of the delegates in attendance, which equals 225 delegates.
- Fixed costs for the assembly = $1,000,000 (includes space rental, audio-visual support, equipment rental, planning staff, etc.)
- Income estimates for associated program assembly based on $350 registration cost.

- 1,500 Registrants = $525,000
- 3,000 Registrants = $1,050,000
- 5,000 Registrants = $1,750,000

Delegate Assembly Cost Estimates (rounded to nearest $000)		
	Fair Share Delegates Full Subsidy	Fair Share Delegates $500 Subsidy
Delegate Subsidy Cost for Fair Share + Merit	$1,320,000	$600,000
Fixed Costs	$1,000,000	$1,000,000
Total Biennial Assembly Cost	**$2,320,000**	**$1,600,000**
Total Annualized Cost	**$1,160,000**	**$800,000**

Net Cost when Program Assembly immediately precedes or follows Delegate Assembly (rounded to the nearest $000)		
	Fair Share Delegates Full Subsidy	Fair Share Delegates $500 Subsidy
Net Biennial Cost		
@ 1,500 Registrants *equals Total Biennial Assembly Cost - $525,000*	$1,795,000	$1,075,000
@ 3,000 Registrants *equals Total Biennial Assembly Cost - $1,050,000*	$1,270,000	$550,000
@ 5,000 Registrants *equals Total Biennial Assembly Cost - $1,750,000*	$570,000	($150,000)
Net Annualized Cost		
@ 1,500 Registrants	**$898,000**	**$538,000**
@ 3,000 Registrants	**$635,000**	**$275,000**
@ 5,000 Registrants	**$285,000**	**($75,000)**

So a reasonable range for anticipated annualized cost to the Association for a fully subsidized delegate body is about $400,000 to $800,000 for a scenario in which a program assembly with paid registration immediately precedes or follows a biennial delegate assembly.

We could imagine other related cost savings that could further lower the net annualized cost to the Association for subsidizing delegates to a biennial assembly. For example, the UUA Board or Trustees is interested in other governance reform, specifically significant reduction to the size of the Board. Reducing the Board size by 50% or more could save at least $100,000 annually. If the delegate subsidy for housing is based on shared double rooms, the net annualized cost reduction would be about $145,000 using the other assumptions above. Not quantified, but potentially more significant financial benefits could result from more

effective use of UUA staff time and program budgets by holding the General Assembly biennially instead of every year.

Potential other sources of cost savings to help subsidize delegates	
Action	**Annualized Savings Estimate**
Reducing the size of the UUA Board by 50% or more	$100,000+
Delegate housing subsidy based upon shared double rooms	$145,000
Better stewardship of UUA staff time and program budgets due to GA moving to biennial; opportunities for developing new programs serving other needs	*Not Quantified*

C. Frequency: Biennial

- If financial accessibility calls for subsidizing delegate costs, financial sustainability calls for shifting the General Assembly from annual to biennial.
- Allows time for the Board to prepare a substantive business agenda and to be in active linkage with congregations and their delegates, to listen to them, and to prepare them for their work on matters of highest importance to our Association and our faith
- Allows time for preparation, establishment, implementation of multiyear goals before reporting to the next assembly
- Allows for more effective use of UUA staff and budget – better stewardship of staff time and energy. More time for "engagement in mission" rather than continually "reporting on mission." Staff could plan and participate in a more robust way biennially than in the press for the annual program.
- Opens up opportunities to utilize the same resources for specialized, regionalized and/or localized events during the even years that are potentially more relevant and effective
- Opens up opportunities for settled ministers and their congregations to utilize professional expense and leadership training budgets in other relevant and targeted ways

D. Timing: Early August

There's no right time for everybody.

- August is closer to the start of the "church year" for most congregations.
- Early August to facilitate attendance by youth, young adults and teachers who start school in mid- to late August
- Heard from many that because of the June timing, the good energy and ideas from GA "go home to die" in the lull of summer church programming.

E. Delegate assembly as 2 ½-day either on its own or associated with a two-day programming that would precede or follow the delegate assembly.

- Enough time to conduct substantive business and learning; short enough to fit into delegates' life schedules

- Having a delegate assembly on its own would promote focus and attention to important business without distractions. The challenge would be a business agenda, assembly process and associated learning and worship of high enough quality and substance to attract enough leaders of our congregations.
- Having a delegate assembly either preceded or followed by a two-day program assembly would offer a biennial gathering of the Association that is fuller and more familiar to leaders. Delegates could combine in one trip their Associational business with other relevant learning, public witness and networking among a wider range of fellow UUs. An associated benefit of a program assembly would be registration income to cover some of the fixed costs and delegate subsidy of the delegate assembly.

F. Technology

- Substantive linkage and distant delegates participating through offsite voting are initially a clash of values. To get our vision of linkage right, person-to-person, eyeball-to-eyeball interaction is essential. Voting without interaction trivializes informed delegate participation, and makes voting a decision more important than the process by which you make the decision.
- We envision continued expanded use of technology to allow people (non-delegates) to see assembly proceedings and potentially to offer live comments and impressions.
- We envision expanded use of technology for linking, training and otherwise preparing delegates between biennial assemblies.

G. What would happen during alternate (even) years?

Some possibilities suggested in feedback:

- National Program or "Big Tent" assembly – bringing together congregational leaders and various interest and affinity groups for shared learning, worship, public witness, networking
- Thematically aligned Regional Gatherings
- A Unitarian Universalist "Week of Service"
- A year off

Addendum

I. Summary of Task Force process

- Task Force meetings since January 2008
  - 5 in person
  - 6 teleconferences
- Interviews/Feedback from:
  - UUMA Executive Committee
  - District Presidents Association
  - District Staff
  - GA Planning Committee
  - Commission on Social Witness
  - Commission on Appraisal
  - UUA Board of Trustees
  - Workshops at six District Assemblies in Spring 2009
  - Workshop at 2009 GA
  - Numerous individuals either in person, via email and through UUA lists
- Interviews with other denominations:
  - United Church of Christ
  - PCUSA (Presbyterian)
  - Episcopal Church of America
  - Union of Reformed Judaism

II. Delegate Allotment Formula -- *example*

One possibility using 2009 certification data for a total delegate body of less than 2,000:

Congregation Size	**Delegates per Congregation**	**Total Delegates**
1-250	1	838
251-550	2	282
551-1000	3	111
*1000+	4	25
Settled Ministers (one per congregation)**		600
At-large delegates (20 selected per region)		100
	TOTAL Delegates	**1956**

* CLF and Philippines included in 1000+ category; other three international societies are in the 1-250 size category.

** Estimated number of congregations with settled ministers.

Not granted delegate status under this scenario:

- Additional settled ministers in congregations
- Ministers emeritus/a
- DREs
- UUA Board of Trustees
- Association Member Organizations

III. Comparison table of features of other denominations' assemblies in comparison with GA *(interviewed by Fifth Principle Task Force in 2008)*

Denomination	Frequency	Duration	Delegates	Total Attendance	Delegate Subsidy
UUA **	Annual	5 days	~5,100 eligible ~2,200 attend	4,300	None
Episcopal Church / America	Triennial	13 days	1,150*	15,000	Full
Presbyterian USA	Biennial	8 days	1,000	3,000	Full
United Church of Christ	Biennial	5 days	1,000	3,500	Full
Union for Reformed Judaism	Biennial	5 days	2,500 *estimate*	4,000	Full

* Total delegates at last assembly. Bicameral: house of bishops, house of deputies (1⁄2 ordained, 1⁄2 lay)

** UUA General Assembly delegate attendance and total attendance figures are approximate 2001-2009 averages.

The Final Report
OF THE
Commission on Governance
OF THE
Unitarian Universalist Association

April 24, 1993

The Reverend Wayne Arnason, Chair
The Reverend Sara Moores Campbell
Dr. Marcia Shaw
Dr. Dalmas Taylor
Mr. C. Larry Wheeler

THE FINAL REPORT OF THE UUA COMMISSION ON GOVERNANCE

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SECTION 1: PREFACE

It is with pride and satisfaction that I offer this final report of the UUA Commission on Governance to the 1993 General Assembly and to the congregations it represents. At the first meeting of the Commission on Governance, in December 1990, the five members who gathered around the table shared the backgrounds, experience, and baggage that we brought to the task assigned us. At the time none of us expected that our membership on this Commission would be consuming our energies two and a half years later, or that the final recommendations we present in this report would turn out as they have.

How did we get here? Section Five of the report describing the Commission's process tells that story, but elsewhere there are some reflections on the three dynamic influences that have pulled this Commission first one way and then the other as we have proceeded towards consensus. These three influences were: 1) the conceptual research and debate we have been through about UUA governance 2) the survey data we have obtained from denominationally active UU's and congregations, and 3) our political assessment of where the Unitarian Universalist Association is now, and where it is politically possible for it to go next. The five members of this commission have never been in total agreement about these three factors. As indicated by the Rev. Sara Moores Campbell's minority statement included in Section Five on the Commission's process, we are not in total agreement yet. There are recommendations in this report that each of us have trouble with individually. The absence of any one of us on the Commission would have made a big difference in how this turned out. We have struggled mightily with what a "consensus" means for us, and what it means to put our names on this report. In a very profound way, therefore, this report represents the Commission on Governance, the five of us as a group, rather than the opinions of any one member. No one member has dominated the Commission's work, or crafted the final recommendations that have emerged. For these reasons, service on this Commission has been both very stressful and very satisfying.

I am filled with gratitude and respect for the four people who have served with me. They have brought great energy and integrity to this task. Though I am very glad this is over, I will miss seeing them every few months.

All of us would like to acknowledge the people who have been a great help in the Commission's process and in the production of this report. Foremost among these people is Kay Montgomery, Executive Vice President of the UUA, and staff liaison to the Commission on Governance. The issues we have considered are ones in which she takes a great interest. Kay has balanced our needs for information and opinion, with appropriate discretion in exerting her influence. We are very much in her debt.

Kay's two administrative assistants during this period, Rachel Anderson and Nancy Wood, were charged with support services not only for Kay and for our Commission, but for several others as well. Whenever we have asked for their help, both Rachel and Nancy have responded as if we were the only group for whom they worked. Many thanks to them. Thanks also to the UUA Counsel, Ned Leibensperger, for his labors over the bylaw proposals contained within the report.

The Moderator of the UUA, Natalie Gulbrandsen, has facilitated our process with the UUA Board in a gracious and professional manner. In spite of doubts about the direction we were going, Natalie has been institutionally and professionally generous with us. We applaud her service to the Association and thank her deeply for her assistance. The President of the UUA, Bill Schulz, has been similarly open-handed in his attitude towards our Commission's work. He has left us alone, responded to our questions and needs when appropriate, and never sought any inappropriate influence in our deliberations. Since this report is being sent to our congregations as President Schulz concludes his final term, we want to add our voices to all those who are praising his leadership, which has carried us institutionally and spiritually to new levels of strength and confidence.

From the beginning, we sought to involve the members of the UUA Board in the issues we have considered and the directions we were taking. The Board members have been very important to our deliberations. Like the officers, they have avoided any inappropriate influence, while letting us know clearly where they each stood. The Commission members are grateful for the co-operation, wisdom, and personal encouragement we have found within the Board.

Finally, we offer thanks to our families and congregations. This process has taken more time than either of them bargained for. They have been very patient with the demands of a task that seems quite esoteric. The farther we got into this, the less esoteric it seemed to us, and the more significant for the future of our Association.

We believe that we have undertaken a study that will have value for our Association's self-understanding and governance whether it is finally implemented or not. We encourage you to take the time to read the whole report, and not just the Executive Summary. We look forward to action on the recommendations at the 1994 General Assembly, and to the response that we hope this report will engender during the next year. This debate, this political process, this creative interchange is at the heart of Unitarian Universalism. May it be as valuable for the Association as it has been to those of us who have served on this Commission.

The Rev. Wayne B. Arnason, Chair
April 22, 1993

SECTION 2: THE MEMBERS OF THE COMMISSION GOVERNANCE

The members of the Commission on Governance were:

The Rev. Wayne B. Arnason, Chair
Wayne Arnason has been the Minister of Thomas Jefferson Memorial Church, Unitarian Universalist in Charlottesville, Virginia since 1984. He has served UU congregations in San Francisco and Hayward, California and was a member of the UUA staff from 1980-84. During 1992-93 he was President-Designate of Unitarian Universalist Ministers Association. He begins a two year term as President in June, 1993.

The Rev. Sara Moores Campbell
Sara Moores Campbell is the Senior Minister at the Unitarian Society of Santa Barbara, California. She has previously served the First Universalist Church in Southold, New York and the Unitarian Church of Rockville, Maryland. She has served on the UUA Task Force on Ministerial Settlement and as Vice-President of the UU Ministers Association

Dr. Marcia Shaw, Ph.D.
Marcia Shaw is principal consultant with Intentional Management of Corvallis, Oregon. She was previously a faculty member at Oregon State University, specializing in organizational development. She works with non-profits, government agencies and businesses as a consultant and trainer on a wide range of management and leadership issues. She is a member of the Unitarian Universalist Fellowship of Corvallis.

Dr. Dalmas A. Taylor, Ph.D.
Dalmas Taylor is a Distinguished Public Policy Fellow at the American Psychological Association in Washington, DC. He has previously served as Provost and Senior Vice-President of the University of Vermont in Burlington, and as Dean of the College of Liberal Arts at Wayne State University. He was a member of the UUA Board from 1971-1979, and was a member of the Commission on Appraisal from 1979-87, serving as its Chair from 1985-87. Dr. Taylor makes his home in Detroit where he is a member of First Unitarian Universalist Church.

Mr. Larry Wheeler
Larry Wheeler has been the Executive Director of the Georgia Council on Child Abuse in Atlanta, and currently serves as a consultant with them. He was previously a marketing and sales executive for the General Foods Corporation, and subsequently was a founder of and first Co-Director for The Mountain, the Unitarian Universalist conference center in Highlands, NC. Mr. Wheeler was a member of the UUA Board from 1981-89, and chaired the Finance Committee from 1985-89. He is a member of the Unitarian Universalist Congregation of Atlanta.

SECTION 3: THE CREATION OF THE COMMISSION AND ITS CHARGE

The Commission on Governance (COG) was created by the Board of Trustees at the request of the 1990 General Assembly of the Unitarian Universalist Association. In 1989, the UUA's Commission on Appraisal (COA) initiated a denominational discussion on governance with a letter circulated to selected UUA committees and leaders. They cited the following concerns as prompting their letter:

- "perceived lack of (UUA) responsiveness..to their constituencies."
- "our structures and decision-making processes do not reflect our values."
- "politicization of our decision-making processes,"
- "divisiveness incurred by our election practices,"
- "unclear lines of authority and accountability."

(All above quotes from Nov. 18, 1989 letter from the COA.)

These concerns reflected then current political controversies in the Association, as well as reflections by COA members on the 1985 UUA Presidential elections and the upcoming 1993 election. Some who responded to the COA's invitation for a dialogue on these matters questioned whether we should rely on people trained as ministers to be managers of an institution the size of the UUA.

To fuel further this conversation the COA offered for informal consideration some proposals for changes in UUA governance, including

- Changing terms for Moderator and President to a single six-year term.
- Replacing the President with a Board-appointed Executive Director, who would be Principal Staff Leader, and clearly invest in the Moderator all the current duties of that office plus the Presidential roles of principal public spokesperson and spiritual leader for Unitarian Universalism.
- Creating a new Nominating Committee for this President/Moderator office.

Three Districts took up these proposals and placed three bylaw changes along these lines on the 1990 General Assembly agenda. Rather than taking up these bylaw amendments, the General Assembly recommended that the Board create a Commission on Governance to study the issues, and to bring recommendations back to the Board and the GA during 1992. The Board created and charged the COG in October 1990. In response to a request by the COG to the General Assembly, this charge was amended in October 1991 extending the time frame for their work to 1993, with a final report due by the April 1993 meeting of the Board of Trustees for presentation at the 1993 General Assembly.

CHARGE OF THE UUA COMMISSION ON GOVERNANCE
(passed by the Board of Trustees in October 1990
and amended in October 1991.)

1. To review UUA governance, providing information and gathering feedback from churches and fellowships on our form of governance, and presenting such bylaw amendments as are deemed appropriate, if any, to the Board of Trustees, by April 1993.

2. To review the structure and roles and process of selection of the President, the Moderator, and the Board of Trustees.

3. To examine professional managerial as well as religious forms of governance.

4. To consult with current and past Presidents, Vice Presidents, Moderators, Trustees, and with the Commission on Appraisal and other interested parties and scholarly resources regarding governance of the UUA.

5. To make a final report to the 1993 General Assembly in Charlotte, N.C.

SECTION 4: EXECUTIVE SUMMARY

This Executive summary is provided for easy reference and for convenience of duplication for congregational discussion. The members of the Commission would prefer that you read this summary after you have read the whole report, and cautions you not to believe that you have read our report if this section is all you plan to read.

BACKGROUND TO THE COMMISSION ON GOVERNANCE

The Unitarian Universalist Association (UUA) began in 1961, through the merger of two denominations -- the American Unitarian Association and the Universalist Church of America -- with different forms of governance. The Universalists were more decentralized, and had a chief executive officer of limited authority known as the Superintendent who was chosen by the Board of Trustees. The Unitarian General Assembly elected a president who also served as chief executive officer and (from 1936 on) their own Moderator who was accountable to the congregations. The Unitarian model included a Board elected at-large and chaired by the President. The President was expected to exercise broad power and influence. In 1961 the Unitarian model for governance prevailed when the two denominations merged into the Unitarian Universalist Association. The Moderator became the Board Chair. In 1968, the UUA Board of Trustees was enlarged when a district representation system was put into place. In 1958, 1965, and 1976 efforts at altering the "strong Presidency" model of governance were attempted and failed.

Only one of these efforts reached the floor of the General Assembly. In 1975-76, a Committee of the Board was asked to study the roles and functions of the President and Moderator for possible change. This committee recommended the elimination of the position of the Moderator as Chair of the Board and suggested that the Board elect its own Chair. The Committee further recommended the elimination of the offices of President and Vice-Presidents and that the Board be empowered to appoint a salaried Executive Director to oversee the operations of the Association. These proposals were defeated at the 1976 General Assembly in Claremont, California.

In 1989, the UUA Commission on Appraisal circulated a letter expressing concerns regarding the selection of UUA committees and leaders. They cited the following issues:

- perceived lack of UUA responsiveness. . .to their constituencies.
- structures and decision-making processes do not reflect UUA values.
- politicization of UUA decision-making processes.
- divisiveness incurred by UUA election practices.
- unclear lines of authority and accountability in the UUA governance structure.

Several proposals were circulated at the time for a) changing terms of the Moderator and President to a single six-year term;

b) replacing the President with a Board-appointed Executive Director who would be the principal staff leader; and c) electing a President whose duties would be combined with those of the Moderator. Rather than taking up these amendments, the General Assembly requested that the Board of Trustees create a **Commission on Governance (COG)** to study the issues and to bring recommendations back to the Board in October, 1991 for presentation to the General Assembly in June, 1992. After a year of study, the Commission asked for a year's extension of time to 1993, to allow for a more thorough congregational study process than their original charge allowed.

THE CHARGE OF THE COMMISSION ON GOVERNANCE INCLUDED:

a) reviewing the structure, roles, and process of selection of the President, Moderator, and the Board.
b) examining professional managerial as well as religious forms of governance.
c) consulting with current and past Presidents, Vice Presidents, Moderators, Trustees, and with the Commission on Appraisal and with other interested parties and scholarly resources regarding governance of the UUA.
d) reporting to the 1993 General Assembly.

WHAT DID THE COMMISSION ON GOVERNANCE DO?

- met ten times over two and a half years.
- interviewed previous and incumbent officers.
- invited input from current and former Board members, ministers, district leaders, General Assembly delegates, and congregations.
- looked at the structures of other denominations.
- reviewed reading materials about non-profit governance structures.
- met with professional consultants on church organization.

SURVEY FINDINGS

Despite the different constituencies and approaches involved in three surveys undertaken by the COG, the responses were strikingly similar and gave clear expression or articulation to: 1) a desire for change, and 2) a possible model for better governance. The governance model derived from the surveys and deliberations within the Commission was remarkably consistent with the proposals put forward by the Commission on Appraisal.

ISSUES AND CONCLUSIONS

(a) The Congregations and the Association

"The Unitarian Universalist Association is a voluntary association of autonomous, self-governing local churches and fellowships, referred to herein as member societies, which have freely chosen to pursue common goals together." So say the bylaws of the UUA (Article III, Section 3-C.1).

The UUA has very modest requirements for membership in the Association involving only a minimum number of members, regular services, and a financial contribution. Submission of an annual report form is all that is required for continuing participation in the governance of the Association. No requirements for regular congregational re-affirmation of membership and no formal congregational covenanting process with the Association are currently in place. The COG heard creative suggestions for how local congregations might regularly re-affirm their covenant with the Association and is recommending further study by the General Assembly of those suggestions.

Congregations or their delegates conduct the affairs of the Association through representation at an annual General Assembly (GA) and through participation in their regional Districts, which can place items on the agenda of the General Assembly and elect representatives to the UUA Board of Trustees. The most inclusive and representative structure within the Association's governance is the General Assembly.

Describing the limits of authority for elected and appointed leaders is one of the most important functions for delegate or representative bodies in any democratic organization. No delegate body or their elected representatives can effectively make decisions on all of the policy and administrative matters before the organization. Delegation to and empowerment of paid and volunteer leaders is necessary. Elected and appointed leaders and staff members function best when they are clear about the limits of their authority, and are given free reign to exercise full authority, leadership, and creativity within those limits. Many of the recommendations of the Commission on Governance have to do with how the General Assembly and the Board of Trustees address both the limits and the empowerment of the leaders that report to them.

Clarity about the mission of the Association is essential for meaningful debate about its governance, and a prerequisite to any governance reforms or revisions. The relationship of a 1991 Board Mission Statement for the Association to the Association's statement of purpose in the bylaws is not clear to the COG. We lack clarity regarding the appropriate roles of the Board and the Administration in fulfilling the mission of the Association.

A study of the role of the General Assembly was not within the charge given to COG, except in the context of the accountability relationship of the Board and the Officers to the GA. We did hear, however, from a number of Unitarian Universalist organizations and individuals expressing concern that General Assemblies are becoming meaningless in determining the policies and direction of the Association.

The Commission has found that the language used in the bylaws to describe the General Assembly and the Board of Trustees has created

ambiguities about their respective roles and authority. The bylaws state:
"ARTICLE IV Section C-4.2. General Assemblies shall make overall policy for carrying out the purposes of the Association and shall direct and control its affairs."
"ARTICLE VI Section C-6.1. The Board of Trustees shall conduct the affairs of the Association and, subject to these Bylaws, shall carry out the Association's policies and directives as provided by law.
"ARTICLE VI Section 6.2. The Board of Trustees shall act for the Association between General Assemblies."

In spite of this ambiguity, the COG believes that structurally the responsibilities of the General Assembly as a policy-making body are appropriate for our association, and that processes for encouraging interest and participation in the General Assembly should be the focus of our activity in the future rather than structural change in the General Assembly's role in our governance.

The General Assembly has a great deal of authority in making policy and setting direction for the Association. However, it takes a substantial and sustained leadership effort within the processes of the General Assembly to take the Association in a policy direction that is not initiated or supported by the Board and the officers. In considering our recommendations for changes in the officer roles, we have looked hard at who provides leadership for the General Assembly, and who acts as the voice of the General Assembly around the Board table. The COG has decided to recommend a different role for the President of our Association, which will include being the leader of the General Assembly. This change would involve redistributing the Moderator role as we currently know it. In doing so, we hope to move beyond the dual role played by the Moderator in our present system, a role involving both Board and General Assembly leadership. Over the terms of many different Moderators this has resulted in ambiguous leadership for both bodies.

The General Assembly would continue to elect a President for an unrepeatable six year term under the recommendations found in this report. The COG that the General Assembly create a new Presidential Nominating Committee (PNC) charged with bringing forward a nomination of one or more outstanding candidates for the new office of President. The Presidential Nominating Committee would include three members elected by the Trustees and four elected by the General Assembly. Persons who ran for a place on the PNC would presumably be persons of wide knowledge and experience in the Association. Further thoughts about the PNC are under "(d) President"below.

(b) The Board of Trustees: Policy Makers for the Association

The Board of Trustees of the Unitarian Universalist Association has the primary responsibility of keeping the organization on a straight course for the long-term good of the whole. It is the Board's responsibility to formulate policy objectives. It is the

joint responsibility of the Board and the executive officer to formulate the policy statement. The Board must not allow a strong leader to pre-empt its role in setting policy for the Association.To govern knowledgeably, the UUA Board needs information--governance information, and not managerial information. Although the President of our Association usually comes to the task having articulated a vision (and indeed may be elected from a platform which incorporates that vision) it is the collective task of the Board of Trustees to make certain that the current vision is consistent with the overall, long-term mission of the organization.

Currently the position of Moderator in UUA governance is not well defined or well structured to carry the dynamic between the Board and the President. In the present governance structure, three tensions inhibit the effectiveness of the Moderator (Chair) position. First, the Moderator is not elected by the Board, and is not defined in the bylaws as the leader of, nor spokesperson for the Board. Second, the Moderator has no formal resources--i.e. no staff, no budget and no office at 25 Beacon Street. Third, the nature of the relationship(s) between the Moderator and the Board, and between the Moderator and the executive officer is highly dependent upon the character of the incumbent office holders.

The COG affirms as a central conclusion of our study that Board of Trustee functioning needs to be strengthened. We have looked at size as one component of Board functioning. After its first year of study, the Commission on Governance found itself favoring a smaller, geographically-balanced, skills-based Board of Trustees. We felt that such a Board would be in a better position to collaborate, to work with the staff leader and elected officers and to play its role more efficiently as the policy making body of a multi-million dollar organization. However, in spite of our studies, we are not recommending changes in Board size or selection process. We are making no recommendation for change because the feedback from GA delegates and congregations on this possibility was either negative or evenly mixed. Among those likely to attend and vote at General Assembly we found a strong commitment to continuing district representation. This has led the COG to stand pat with a large board of popularly elected trustees. There is some question as to whether district based elections produce the most skilled and qualified Board members for a continental level policy making body such as the Board of Trustees.

The fact that the COG is making no structural recommendations for the Board of Trustees' size or method of election, and making recommendations about changes in the officers' roles may give the wrong impression. The focal point of the governance of the UUA and of this report is the **Board of Trustees.** We believe that our Association's purposes and principles demand a collaborative and participatory system for policy-making at the top. We need a Board which speaks in a powerful and articulate voice in cooperation with the other elected officers. It is our hope that a realignment of

officers' roles, empowering the Board to choose its own leader, to hire the Executive Director of the Association, and to name representatives to the Presidential Nominating Committee will help the congregations, the districts, GA delegates and the Board itself to recognize this and act accordingly.

(c) The Moderator: Leadership for the Board

The Moderator currently is elected by the congregations through the absentee ballots or their delegates to General Assembly in the same process as the President, and chairs both the Board of Trustees and the General Assembly. While the bylaws do not so state, the individual filling this office has always been a lay person. The issues related to the Moderator position have typically centered around the nature of the job description and the fact that the Board has no role in the election process. The conclusion of the Commission is that the time has come to address directly the issue of Board leadership by empowering the Board to elect its own chair.

We would emphasize that our recommendation redistributing the role of the Moderator into two different officers arises from our study of the role of the Moderator over the entire history of the Association, and not a response to the style or performance of any particular Moderator. Clearly identified and empowered leadership is essential in any size board, but even more essential in a larger board.

(d) The Presidency: Outward Leadership and Internal Administration

In the current structure, the President is the chief executive officer of the Association. S/he may recommend an Executive Vice President for appointment by the Board of Trustees, thus delegating some of the administrative responsibilities to the Vice President.The Executive Vice President reports directly to the President, who is accountable to the General Assembly, Congregations, and the Board of Trustees. Three issues have surfaced in our research:

1. The Presidency has traditionally been filled by a minister, whose training and expertise in a congregation do not necessarily prepare him/her to manage an organization the size of the UUA.

2. Again, because of the size that the UUA has become, it calls for the kind of continuity and confidence in its management that cannot always be achieved by leaders in rotating terms of office. The connection between the chief executive officer and the Board needs to be a strong one, with the chief executive officer's accountability to the Board more clearly defined.

3. The Presidency, in its current form, involves a degree of power and influence that renders the Board less likely to exercise the full range and potential of its responsibility as the ultimate source of accountability in the Association.

The Commission on Governance has received a great deal of encouragement and support for creating a more collaborative and less hierarchical structure for the governance of the UUA. This encouragement and the issues and dynamics described above have led us towards an Executive Director model for the internal administration of the UUA, combined with a Presidency that is responsible for the "outward" leadership roles: public representation, ceremonial and representative contact with the congregations and districts, interfaith and international representation, and development work.

Such a President would be the leader of the General Assembly, presiding at its sessions, and working with the Assembly's processes, initiatives, and leaders. The President could be a layperson or a minister. The President would also serve as an active voting member of the Board of Trustees and of its Executive Committee. Working closely with the Board Chair, the President would be a leader on the Board but not responsible for monitoring and facilitating its process. The President would be a voice both for and of the General Assembly in the policy-making processes of the Board. The President would have an important role in the search for an Executive Director as a member of the Board's Executive Committee, and would be the member of the Board resident at headquarters, with an office and staff support.

The Executive Director, meanwhile, would be recommended by the Executive Committee and hired by the Board to implement the policies and visions of the Board. Responsible for the means to arrive at the Board's end, the Executive Director would be free of the many public functions required of the current CEO/President. Unlike the current Executive Vice-President, the Executive Director would have the final authority in staff matters and headquarters policy, and would report directly to the Board.

The General Assembly would continue to elect a President under this recommendation. The term of office would be an unrepeatable six-year term. The COG has studied the process by which candidates for this office would be elected and the circumstances under which they would run. Right now, candidates for President are self-nominated. They test the waters to see if there is support for their candidacy from politically influential clergy and laity. The COG has been attracted by the idea of a distinct Presidential Nominating Committee (PNC) charged with bringing forward a nomination of one or more outstanding candidates for the new office of President. The Presidential Nominating Committee would include three members elected by the Trustees and four elected by the General Assembly. Persons who ran for a place on the PNC would presumably be persons of wide knowledge and experience in the Association. The PNC would have two and a half years to complete its work.

RECOMMENDATIONS

The order in which the COG has reported its findings above on the offices and issues we were charged to study has been structured to proceed from the congregational level, to the General Assembly, then the Board, and finally the officers. The final recommendations of the Commission are listed below in an order that anticipates General Assembly and congregational interest in the recommendations that involve the most significant bylaw changes necessary for implementation.

The Commission on Governance recommends that:

RECOMMENDATION 1. The public roles that have been filled by the Moderator and the President be combined into a single elected office which would be called "President." Nominated by a Presidential Nominating Committee or by petition, and elected by the General Assembly for a single six year term, the President would serve on the Board of Trustees as a voting member. As the public spokesperson for and visionary leader of the UUA, s/he would chair the General Assembly, be a member of the Board and the Board Executive Committee, visit congregations, represent the Association in public, interfaith, and international forums, raise funds, and collaborate with the Executive Director and the Board.

RECOMMENDATION 2. The Board of Trustees hire an Executive Director to be the chief executive officer of the Unitarian Universalist Association. Directly accountable to the Board of Trustees and responsible for the leadership of staff and UUA programs, the Executive Director would collaborate with the President and the Board to see that the visions, values, and policies of the UUA are implemented through programs. As an appointed officer, the Executive Director would have no term limits, and would be able to provide continuity to the administration of UUA operations. The Executive Director would serve at the pleasure of the Board.

RECOMMENDATION 3. The Executive Committee of the Board serve as the Search Committee for the Executive Director, making a recommendation for one candidate to the whole Board for confirmation.

RECOMMENDATION 4. A new standing committee of the General Assembly, a Presidential Nominating Committee, be created. The Committee shall consist of seven members, three elected by the Board of Trustees, and four elected by the General Assembly. The four members of the Presidential Nominating Committee elected by the GA shall be selected after a nominations process, involving the current Nominating Committee, and an opportunity for petition candidates to run, in a manner similar to existing election processes for other General Assembly standing Committees. The President shall not be eligible to serve on the Presidential Nominating Committee. The Committee shall be confirmed at the General Assembly four years prior to the election of a new President. It shall be required to return a report by January 1 of the year preceding the election, nominating

one or more candidates for the position of President.

RECOMMENDATION 5. The first election for the Presidency as described in our recommendations occur in 1999, and that the 1994 General Assembly approve an implementation bylaw which would extend the terms of the incumbent President and Moderator by two years to June 30, 1999.

RECOMMENDATION 6. The Board elect its own Chair through a suitable process of its own design. The Board may wish to consider the length of the Chair's term, and whether the terms of the Chair shall be limited or unlimited. The Chair could come from either within the Board membership or outside, but could be neither the President nor a UUA Staff member. The primary role of the Board Chair is responsibility for the integrity of Board process.

RECOMMENDATION 7. The Board Chair be provided with at least quarter time staff support, to assist the Board Chair in playing a more active role in the leadership of the Association, with the President and Executive Director.

RECOMMENDATION 8. The Board Chair also chair the Board's Executive Committee, which would include the President, the Board's Vice Chair, the Secretary, the Financial Advisor, the Chair of the Finance Committee, and the Executive Director (as an ex-officio member, without vote). The agenda for the Board meeting shall be the responsibility of the Board Chair in consultation with the Executive Committee.

RECOMMENDATION 9. The Board Chair act as the Vice Chair of the General Assembly, which will be chaired by the President.

RECOMMENDATION 10. That the current "working groups" process employed by the Board be periodically and systematically evaluated.

RECOMMENDATION 11. The General Assembly invite responses from congregations to the proposal that every member congregation of the UUA be required by the bylaws to pass a resolution reaffirming a membership covenant with the Association during the twelve month period prior to the date one year before the election of a new President.

RECOMMENDATION 12. The districts review carefully their leadership development procedures, the support they offer their elected officials to do their jobs, and the effectiveness of their election processes, in order to insure that the best possible candidates are sent to the Board of Trustees ready to assume continental policy-making responsibilities in addition to their district representational roles.

Implementation

This report is presented to the 1993 General Assembly with action requested by the 1994 Assembly. The report is not arriving in the hands of congregations and ministers with enough lead time for action in 1993, and the COG feels that a year's study would be a suitable completion to the process begun by the GA in 1990. It is the COG's understanding that the bylaw and rules amendments enclosed in this report will be placed on the agenda of the 1994 General Assembly by the Board of Trustees.

With elections for President and Moderator in 1993, the COG has considered the impact on these office holders if these recommendations are adopted by the 1994 General Assembly. We believe that a suitable timetable for implementation of the recommendations below would require an extension of the terms of President and Moderator elected in 1993 by two years to 1999. This would match the six year unrepeatable term being recommended for the new Presidency. We have included an implementation bylaw along these lines to be included among those presented to the 1994 General Assembly.

Timetable for Implementation:

April, 1993 -- Final report of the Commission on Governance is presented to the UUA Board of Trustees

May, 1993 -- Final report mailed to all Congregations and ministers.

June, 1993 -- Presentation and receipt of report by the General Assembly in Charlotte, NC including a final Hearing with the Commission members to enable interested delegates to discuss the report, ask questions, and review the process for voting on the recommendations at the 1994 General Assembly in Fort Worth, TX.

May 1994 -- The Final Agenda for the 1994 General Assembly is mailed to congregations with the COG-proposed bylaw and rules amendments.

June, 1994 -- Positive Action on the bylaw recommendations at General Assembly, including the implementation bylaw which would extend the terms of the current President and Moderator by two years.

Fall, 1994 - Spring, 1995 -- UUA Nominating Committee nominates 4 members for the Presidential Nominating Committee (PNC). UUA Board announces Presidential process, including release of job description and details related to position.

June, 1995 -- 4 Members of PNC elected at General Assembly and UUA Board appoints 3 of its own members to complete the Committee.

June 1995 - December, 1997 -- PNC meets and ultimately nominates Presidential Candidate(s). Announces Candidate(s).

January - June, 1998 -- Available time for Presidential petition process.

June, 1998 - June, 1999 -- Presidential Candidate(s) presents vision for next 6 years.

Fall, 1998 -- Begin search process for an Executive Director.

Winter/Spring, 1999 -- Screening of Executive Director candidates by Board's Executive Committee and Presidential Candidate(s).

Late Spring, 1999 -- Appointment of Executive Director by the Board.

June, 1999 -- Election of a President at General Assembly, Executive Director starts position, and Board Chair selected by Board members.

Fall, 2000 -- PNC process starts again in advance of next election in 2003.

SOME QUESTIONS AND ANSWERS

Why is this proposed model for UUA Governance better than the status quo?

This model changes the dynamic balance that currently exists among the major groups and individuals who exercise power and leadership within our governance system. It re-distributes that power and leadership to bring greater focus to the officer job descriptions and greater authority to the Board of Trustees. The Commission believes that the new balance created would be an improvement because it would encourage both the General Assembly and the Board of Trustees to assume and use the authority for setting the policies and the direction of the Association already given to them in the bylaws.

Do these proposals greatly weaken the role of the President?

They **change** the role of the President. They separate the administration of program from the public leadership role, and they make it necessary for the President to work as a member of the Board in having new program directions that s/he advocates implemented. The COG proposals will be criticized for separating the spiritual leadership from the administrative leadership. We believes that there is nothing inherent in UU principles, theology, or polity that requires these leadership functions to be wrapped up in one office. Other congregational polity denominations do not. A governance model that works for a congregation does not necessarily suit the UUA.

Concern has been expressed to the COG that the President's role in fund-raising will be compromised by this separation from administrative authority. We are told that generous givers to the Association want to be confident that they are being solicited by the persons who have the power to implement policy. With the authority we

currently vest in the President, it is not surprising that the President is who they want to talk to. With a different kind of authority, a wider range of denominational leaders may need to be involved in capital campaigns, and more attention will need to be paid to electing Board members who have the ability to raise money.

However, the COG does not concede that the change in the President's role will have an impact on the effectiveness of this office in fund-raising. As the Chair of the General Assembly, the President has the strongest role on the Board as the voice of Unitarian Universalism's most representative body. As the person who is paid to represent the Association and be its voice, the President has a wider view of the needs of the whole Association, and the needs of the congregations that the Association is supposed to be serving. We do not believe that separating out the administration of the program staff diminishes the Presidency, but invites the holder of the office to function in a very different kind of leadership role than has been the case in the past.

In fact, we see the President's leadership becoming even more of a focal point in relating to congregations, fund-raising, and representing the UUA to the world than in the past. More time freed up to work in these areas raises the possibility of new initiatives.

What happens now to the Commission on Governance and the Governance Study Process?

The COG goes out of business at the 1993 General Assembly. We have not been a lobby within the Association for a particular vision of our governance, and will not function as the organizers for a lobby in support of the recommendations we have made. We will participate in that political process around this report as individuals if we so desire. The continuation of this study process on governance during 1993-94 is now in the hands of the congregations. Each congregation and each minister has received a copy of this report. A copy of the Executive Summary will be made available to each delegate to the 1993 General Assembly, and the UUA is printing a limited number of extra copies to make available to GA delegates who wish to have their own copy free of charge.

Congregations should feel free to duplicate the Executive Summary or sections of their one copy of the report for congregational study groups and discussions during 1993-94. We hope that this Executive Summary, including the two governance charts that follow, will prove useful for that purpose. Delegates will be asked to take up the bylaw motions that embody these recommendations at the 1994 General Assembly. The COG hopes that these delegates will come well informed and with a good sense of how their congregations feel about these issues.

FIGURE 1

Existing UUA Governance Structure

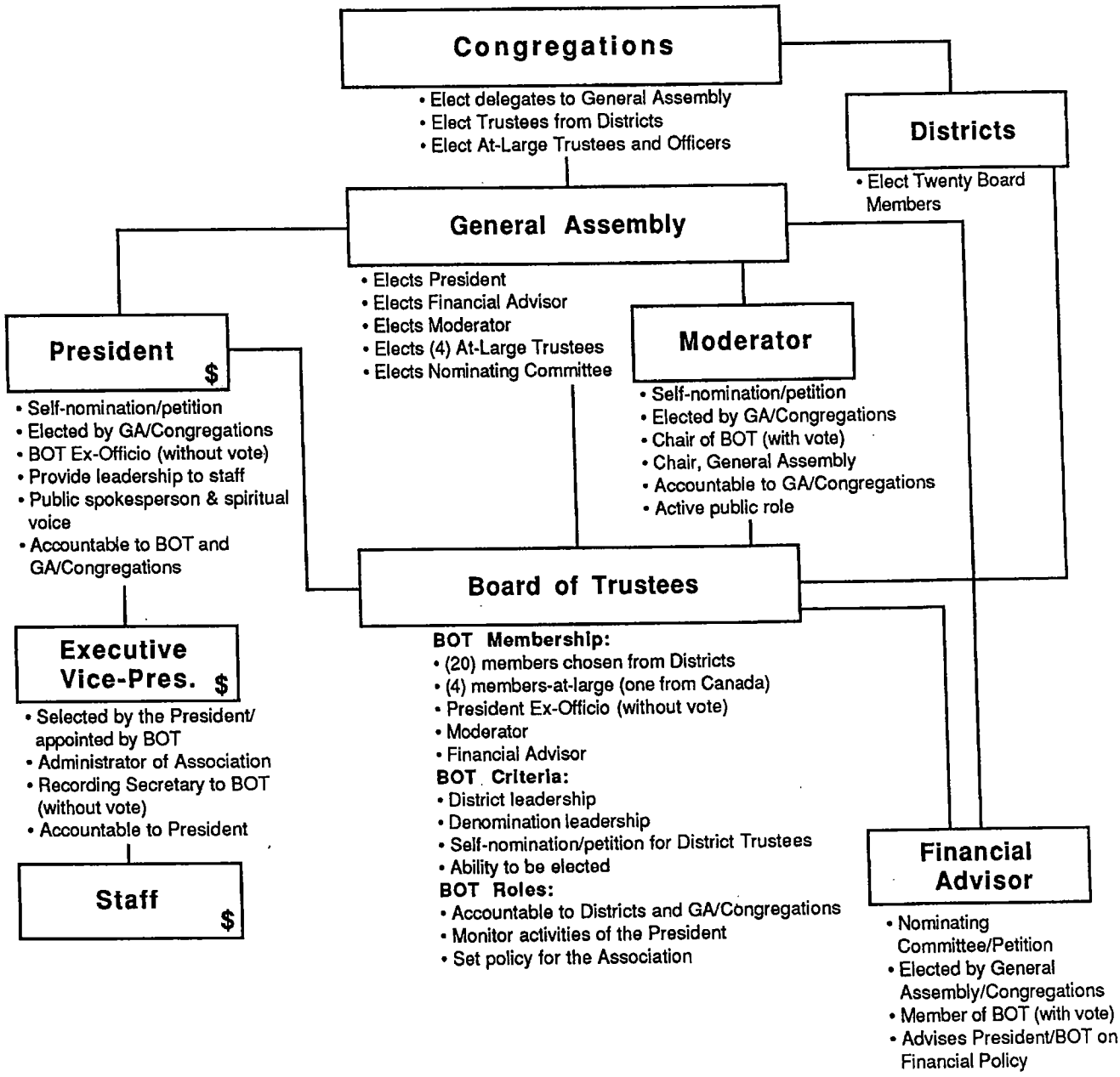
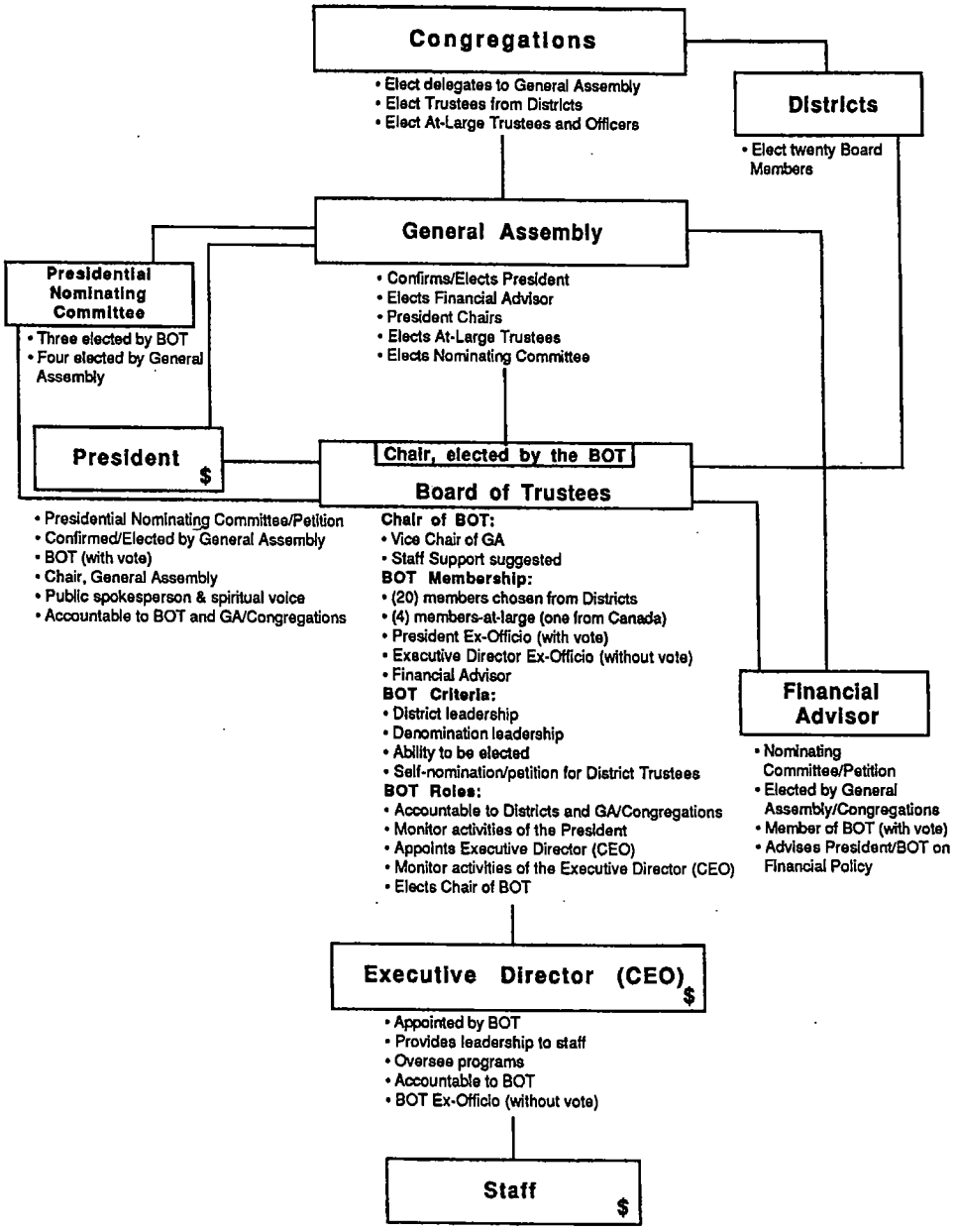


FIGURE 2

Proposed UUA Governance Structure



SECTION 5: A SUMMARY OF THE COMMISSION'S MEETINGS AND PROCESS

The Commission on Governance (COG) has met ten times since its creation in October 1990 through April 1993, including two meetings held at the 1991 and 1992 General Assemblies. The first two meetings in December 1990 and January 1991 were devoted to understanding our charge, clarifying our process and budget, and beginning the research and data gathering necessary to our task. To meet an April 1992 deadline for a final report, we felt that all our data gathering and research would have to take place during 1991, with early 1992 devoted to analysis and writing the final report. We quickly attempted to put together some study materials for UU Ministers Association Chapters and District Meetings, realizing that we would have no time for a wider congregational process that might involve more people at the local level.

A survey on governance was distributed in February 1991 to all Districts and UUMA Chapters. This survey was designed to give the Commission a sense of whether denominationally informed UUs felt the need for a change from the status quo. The survey was purposely worded to solicit opinion about officer and leader roles, avoiding the current titles. A copy of the instrument used and a summary of the data received in this initial survey is found in Appendix B. Briefly stated, the survey indicated that there was support for change among the people surveyed. In summarizing this data, Commission Chair Wayne Arnason wrote:

"I think that if we were to endorse the proposals for change put forward at the 1990 General Assembly, they would pass. While it is not overwhelming, there does appear to be a significant sentiment among those most knowledgeable about and interested in UUA structure in the direction of a different role for the Principal Board Leader and an appointed manager as Principal Staff Leader. This may reflect a tendency for the people most interested in a change being the ones most likely to attend a workshop on Governance.

"I do see in many of the responses the desire for a *spiritual leader* of the association above UUA politics and not directly responsible for program development. This was particularly strong in Canada. There is concern about the cost of the UUA elections, and disappointment that we did not address that in this survey. We also missed putting in a question about six-year terms also. I think if we supported six year unrepeatable terms for officers as part of a total package of election and job description reforms, this would pass.

"Many of the responses seem to be struggling with the issue of how hierarchical we want to be, and what it means to be an association of congregations."

Limited funds budgeted for the COG's work during the 1990-91 fiscal year resulted in an inability to meet between the time that the surveys were distributed and the 1991 General Assembly. In April 1991 two representatives of the Commission did meet with the UUA Board of Trustees in an informal session, to learn more about how

they functioned and about their views on governance. At that time concern about the ability of the Commission to complete its work within the original time frame was first raised. The impact of a final report in April 1992 on the Presidential election was also discussed. The Board confirmed our understanding that they had appointed this Commission at the General Assembly's request and that this report was directed to the General Assembly. Any recommendations in the form of bylaw amendments would be placed on the agenda of the appropriate General Assembly by the Board without amendment.

By the 1991 General Assembly, the COG had decided several process issues: 1) We would request more time to do this job, particularly since we felt it would be desirable to have a congregational process for discussion of these issues; 2) The time table recommended for action on the final report would be such that there would be no impact on the current officers' job descriptions before the 1993 elections; 3) A proposal would be made to the candidates for President and Moderator asking them to consider supporting a bylaw amendment to make the 1993 officer elections only be for a non-renewable six year term. The idea behind this was that it would make it possible for the officers elected in 1993 to have no personal stake in the outcome of any recommendations that might arise out of the Commission's final report for changes in their jobs. This proposal did not receive unanimous support from all the candidates running for officer positions in 1993 and was therefore dropped.

At the 1991 General Assembly, the COG held a hearing, offered a workshop using the survey materials, and gave a brief report to the delegates during which more time to complete the charge was requested and approved. While this political process work was going on, the COG was continuing with its research and interview work. From January 1991 through June 1992, Commission members interviewed by phone or in person the following former and current UUA officers:

Dr. Joseph Fisher	Moderator	1965-77
Ms. Sandra Caron	Moderator	1977-85
Ms. Natalie Gulbrandsen	Moderator	1985-93
Dr. Robert West	President	1969-77
Dr. Eugene Pickett	President	1979-85
Dr. William Schulz	President	1985-93
	Exec.Vice President	1981-85
The Rev. Robert Senghas	Exec.Vice President	1973-81
Ms. Kay Montgomery	Exec.Vice President	1985-
Mr. Robert Adelman	Financial Advisor	1973-81
Mr. Robert Lavender	Financial Advisor	1981-89

Members of the current Executive staff were also interviewed.

A letter requesting reflections on UUA governance was sent to all the former UUA Board members for whom we could find addresses, and six replies were received. A letter soliciting essays on significant questions in UUA governance from a selected group of UU leaders was sent in the spring of 1992. Essays were received in

response from Alice Blair Wesley, Robert Lavender, Gordon McKeeman, and Conrad Wright. During this period, COG members also met with the Women and Religion Committee, the UU Ministers Association Executive Committee, members of Liberal Religious Educators Association, members of the UU Women's Federation Board, the District Presidents, and current members of the UUA Board in a context of small focus groups.

We hired two outside consultants to reflect on issues in UUA governance we described to them, and to meet with us to discuss them. They were:

-Loren Mead, founder of the Alban Institute, which specializes in research and consultation on denominational, congregational, and clergy concerns; and,

-Edwin Friedman, a nationally known family therapist who has specialized in family process in religious institutions, at both the local and the denominational levels.

We researched the governance of other religious organizations, particularly those observing the traditions of congregational polity. We also reviewed the Presbyterians, the Episcopalians, and the United Church of Canada. We researched the governance of non-profits, including professional and service organizations, to see how their models of governance compared with ours. An overview of this research is found in Appendices D and E. We read books and articles on governance (a selected reading list is included in this report at Appendix G) and were particularly influenced by John Carver's Boards That Make A Difference; Jossey-Bass Publishers (San Francisco) 1990.

At our March 1992 meeting, the Commission members looked ahead to the congregational process that we had decided to have in the fall of 1992. The decision was made to approach this congregational process in two stages. We would first design a process that could be used in a special delegate plenary at the 1992 General Assembly. That process would present four distinct alternatives for UUA governance. We would invite responses from delegates and non-delegates alike to these four alternatives in a straw poll of the individuals who attended the informal plenary. Then we would break into small facilitated groups for discussion about the issues raised by preference for the different alternatives. The small groups would see if there was any consensus towards a preferable alternative. Facilitators would return report sheets on the small group discussions to the Commission. Thus we hoped to float some of the ideas we had developed for governance models and see how a group of GA attenders, presumably a group well-informed about UUA governance, reacted to them. A summary of the data from the 1992 General Assembly informal plenary is in this report at Appendix B.

The process at the 1992 General Assembly worked well, and was praised by the participants. They also had a number of suggestions for how to adapt such a process for use in a local congregation. With the help of the input suggested by the General Assembly delegates,

the Commission designed a congregational process which was sent to all society Presidents in September 1992. Data returned from the societies by December 15 was compiled and a summary is presented in Appendix B.

The study materials prepared for the congregational process differed from those available at the GA informal plenary. They included issue-oriented essays directed at each of the officer roles under consideration. Instead of four governance alternatives represented by diagrams, only one diagram of an alternative governance model was presented. This model was the one originally offered by the Commission on Appraisal because it offered one picture of how the governance of the UUA could be structured differently, and embodied an alternative to the status quo that addressed many of the issues described in the short essays. This model also clearly had the most support and interest of the four offered at the General Assembly, and this finding was consistent with previous data. Therefore we felt it would be valuable to know what a sample of congregations would say about it.

At the July 1992 and January 1993 meetings, the Commission struggled with our understanding of what "consensus" meant to us. We worked towards common understandings that would allow us to present a unanimous report. As we ran up against deadlines for reporting to the Board and for committing our conclusions to print, we finally concluded that one member of the Commission, Sara Moores Campbell, would need to add a personal "minority statement" to this process summary to clarify her position on the final recommendations. Her statement follows:

It is with a great deal of pain and reluctance that I offer this addendum to the report of the Commission on Governance, for I feel the process of the Commission has been one of integrity and inclusiveness, and that our report reflects a responsible and responsive fulfillment of our charge. The analysis and recommendations offered call for change in areas where change is needed, and warrant thoughtful consideration and thorough discussion. Because I have been part of this commission from the beginning and have participated in the entire process, I attach my name to this report with a sense of satisfaction in having served our Association well.

I cannot, however, fully endorse the final recommendations as an alternative which would be better than our present governance system. This does not mean that I would not advocate some changes in order to address the issues which the Commission has raised, particularly the need to strengthen and empower the Board of Trustees. My chief reservations are with the recommendation for proposed changes in the office of the President. It is difficult, however, to focus this statement entirely on that recommendation, since it is a piece of the whole and any change to one part affects the others. At this stage in our process, I have neither the time nor the resources to offer an alternative report. Nevertheless, I have concluded (and the other

members of the Commission concur) that a statement of my reservations would be appropriate and true to our process.

The Commission has moved together towards the alternative model recommended in this report, and I have chosen not to stand in the way of movement towards the final recommendations. We all feel that it is important that the General Assembly have a chance to grapple with these issues, as we have. It is my hope that our report will be read in its entirety, with careful and open-minded regard for the issues that it raises.

In January of 1993, the Commission on Governance had one final session with the members of the UUA Board to discuss our findings and the direction we were taking as we compiled the final report. In March 1993 we finalized our decisions on recommendations. The bylaw motions in Appendix A were then prepared by UUA counsel Ned Leibensperger and reviewed and revised by Commission members. The report was delivered to the UUA Board on April 24, 1993.

This report is being mailed to all UUA societies and ministers with the expectation that it will arrive during the month prior to the 1993 General Assembly. The report will be presented to the 1993 GA, and there will be a hearing with all the COG members present to discuss the findings and the recommendations. Since June of 1991, however, it has been clear to the Commission members that action on the report should be deferred until the 1994 General Assembly. The timing for the printing and mailing process means that there will not be adequate time for congregations to study the report and be prepared for action in 1993. We believe that the officers elected in 1993 should have an opportunity to respond to the report, and that the congregations should have a year in which to study it. The Commission expects that the bylaw motions in Appendix A will be placed by the Board on the final agenda of the 1994 General Assembly for action.