SECTION 6: A BRIEF HISTORY OF UNITARIAN UNIVERSALIST GOVERNANCE FROM A FAMILY SYSTEMS PERSPECTIVE

Introduction

When the American Unitarian Association and the Universalist Church of America merged in 1961, the style and structures of governance that were adopted by the new Unitarian Universalist Association were predominantly Unitarian. One question that has intrigued the Commission on Governance has been whether historical differences between the two denominations' systems of governance has been one of the underlying tensions that has brought about our current study. We have asked ourselves whether our "family histories" involve a transmission of issues from generation to generation, re-emerging in this generation in the current study.

The COG has been informed by the theories of Dr. Murray Bowen and Dr. Edwin Friedman in this inquiry. This essay was originally drafted by the Rev. Wayne Arnason as a background piece for COG members and for Dr. Friedman in preparation for a personal interview with him. It is included here to provide readers with an overview of our governance history. It also provides some insight into the kinds of historical and theoretical questions the COG has asked in approaching this study of current problems in our governance from a long-range perspective.

As a chronicle of our governance history, we hope this paper is useful whether or not you are familiar with or buy into the family systems theory it contains. However, since we hypothesize that family systems theory is relevant to and helpful in studying the governance system of an institution like the Unitarian Universalist Association (Friedman, 1991), we feel obligated at the outset to briefly explain some elements of this theory to which the essay refers. We reassure readers who are not interested in the family systems aspects of the essay that they occupy a small portion of the whole paper.

Some concepts from family systems theory used in the essay that require definition in advance are listed below: (all page references below are to Friedman, 1985)

"Homeostasis" refers to "the tendency of any set of relationships to strive perpetually, in self-corrective ways, to preserve the organizing principles of its existence." (p. 23)

"Differentiation" refers to "the capacity of some awareness of (one's) own position in the relationship system, how it is affected by balancing forces, and how changes in each individual's functioning can influence that homeostasis." (p. 27)

"Triangling" used as a verb arises from the concept of emotional triangles, understood as follows:
"when any two parts of a system become uncomfortable with one

another, they will *triangle in* or focus upon a third person, or issue, as a way of stabilizing their own relationship with one another. " (p. 35) Furthermore, "the relationship of any two members of an emotional triangle is kept in balance by the way a third party relates to each of them or to their relationship. When a given relationship is stuck, therefore, there is probably a third person or issue that is part of the homeostasis." (p. 36-37)

"Overfunctioning" refers to "the feeling of being stuck with all the responsibility..It is never possible to make others responsible by trying to make them responsible, because the very act of trying to make others responsible is preempting their responsibility." (p. 211)

"Underfunctioning" refers to "an adaptive response (to overfunctioning). In other words..a familial homeostatic correction to an extreme position." (p. 211)

Since the style of governance the UUA adopted at merger was the Unitarian style, there is a temptation to view our history of governance as being one continuous story from the Unitarian side of the family. There are two parent bodies to the Unitarian Universalist Association, however, with two different styles of governance that inform the tensions we currently experience. This essay begins with the story of Universalist governance, and then proceeds to follow the Unitarian history through to the present day.

Universalist Governance

The bicentennial of Universalism which we celebrate in 1993 is actually the bicentennial of the first regularly held "convention" of the Universalists, the New England Convention. The Universalist General Convention, chartered in 1866 was an organization of state conventions. From the beginning of the denomination, tensions existed between those who would jealously guard local and regional autonomy, and those who sought a "more perfect union" through central organization. In his A Short History of Universalism Clinton Lee Scott observed:

"The denomination has been built upon shifting sands of organization and administration, its policies transient and its programs inconsistent. A perusal of the official records of past assemblies shows that changing the bylaws has claimed a disproportionate time of the amount and attention of the delegates. Projects voted by the delegates have not received sufficient financial or promotional support to make them effective...
"Two groups have been present from the beginning, including both laity and clergy; on the one hand those who have worked for a strong denomination as an instrument for the conservation and promotion of the faith; and on the other hand those who have stressed independence, have been wary of centralization, and fearful of autocracy." (Scott, 1957, pp. 33-34)

Russell Miller, the major historian of the Universalist movement, confirms this observation and adds two more about the assumptions which accompanied the founding of their denominational structure:

"One was the growth of the feeling that, once established, the organization could be depended on to maintain itself automatically and somehow to be self-realizing. It was people, not the system, who were to blame when things went wrong. Another evil was the confusion of means with ends; the fact was lost sight of that the system existed for the benefit of the denomination and not the reverse. There was too much of a tendency to concentrate on the machinery itself, with insufficient attention to the ends it was intended to serve." (Miller, 1985, p. 7)

The Universalist General Convention organized in 1870 was given legislative authority, at least on paper, to promote unified action among the state conventions, co-operation on missionary work, and a consistent pattern in fellowshipping, ordination, and discipline for ministers. An executive committee served as the Board of Trustees between annual conventions. (The conventions became biennial in 1889.) The Secretary of the convention was also a member of this Board, and was the only officer employed to devote full time to the day-to-day administrative functions of the convention.

The office of Secretary suffered from frequent turnover and an overwhelming work load. In 1898 the office of General Superintendent was created, followed by the establishment of State Superintendencies and then regional or district offices. The duties of the General Superintendent were listed as follows:
    "to supervise the spiritual interests of our church, and to promote its prosperity;
        to secure unity and continuity of action on the part of our parishes;
        to remove causes of disaffection between pastors and parishes;
        to foster the appointment of State Superintendents and District Superintendents;
        to help pastors in their difficulties."

This job description was accompanied by limited authority to carry it out. The General Superintendent was appointed by the Board of Trustees, and reported to it, but was not a voting member of that body. He had no direct responsibility to the General Convention. The General Superintendent had no authority to create or carry out programs at the state or regional level. This was the responsibility of the State and District Superintendents. The General Superintendent's role was advisory to them.

The Universalist General Convention also had a President, which had initially been conceived at the time of the creation of the convention as a largely ceremonial and honorary office, acting as a moderator for business sessions. In 1908 the office of President was enlarged. The presiding officer of the Convention was made ex-officio

chair of the Board of Trustees, and was to be considered the chief executive and administrative officer (on a part time basis and without pay). The General Superintendent was the "officer in the field." In 1917 the General Superintendent was made a voting member of the Board of Trustees, but this did little to expand his authority.

There was no central Universalist headquarters until 1933. The Trustees usually met in New York since the Convention was incorporated in New York State. The various auxiliary denominational agencies involved in much of the "field work" were mostly Boston-based. Thus the Universalist leadership was geographically scattered, with inadequate communication, and often working with overlapping job descriptions and goals.

Occasional efforts to centralize and streamline Universalist governance would flounder on inadequate financial support or fear of concentrating authority in one person or group. The position of General Superintendent had gradually become even more overwhelmed by administrative burdens, a limited salary, and continuing financial crises. In 1928 the duties of the General Secretary of the Board were added to those of the General Superintendent because the Trustees wanted to appoint General Secretary Roger Etz to the Superintendency and didn't feel like they could financially support both positions. During Etz' tenure (1928-1938) a Council of Executives was created, which for the first time brought together staff members representing both the General Convention and the various agencies affiliated with it. In 1937, a change in name for the denominational structure was proposed, from the "Universalist General Convention" (a name that seemed unsuitable for the chief executive and legislative body) to the "Universalist Church of America."

By this time, the decline of Universalism had alarmed many to the point where more calls for greater central authority and responsibility were being heard. In 1938 Robert Cummins became General Superintendent and served in that role for fifteen years. He embarked upon an ambitious program of theological and managerial reform which historian Miller described as a "temporary reprieve" in the inevitable entropy of the Universalist Church. Theologically, Cummins articulated a vision of Universalism as a new world religion, rather than a more perfect Christianity. In management terms, he consolidated Universalist field work and fund-raising under a unified staff structure. During the years of the Second World War the Universalist Church under Cummins' leadership had its greatest successes, expanding its membership and reducing its deficit. In spite of continuing resistance to the leadership of the General Superintendent, Cummins established a stronger profile for the position. These efforts were too little and too late, however. In the decade following the war, the continuous process began that finally led to the Universalist merger with the Unitarians.

At this time, the main features of the governance of the Universalist Church of America's were:

- A biennial General Assembly comprised of two lay delegates from each church, denominational and state convention officers, and ministers. The General Assembly had nearly twenty committees acting on its behalf and reporting back to it, including a Central Planning Council comprised of the representatives of the many Universalist organizations.

- A Board of Trustees comprised of ten members elected by the General Assembly and serving up to two four year terms.

- Seven Officers - The President and three Vice-Presidents were elected by the General Assembly, and the Secretary, Treasurer and General Superintendent were appointed by the Board. The President chaired the Board and presided at the General Assembly. The General Superintendent, who was the Executive Officer, supervising policies and programs, reported and made recommendations to the Board of Trustees.

- State Conventions "exercising jurisdiction" over the churches in their geographic territory. They had the authority to fellowship, ordain, and discipline ministers.

Universalist merger with the Unitarians had been discussed since before the turn of the century, but it was during the last years of Cummins' administration that the first serious steps towards that merger were undertaken. In 1951 the two denominations' youth organizations merged and in 1953 a Council of Liberal Churches brought together the two religious education programs. A Joint Merger Commission was established, and a complex six year process ensued which finally resulted in a "federal union" of the two denominations. The Universalist State Conventions that refused to cede their financial resources to the UUA continued their separate corporate existence but over the years became appendages of the new denominational structure. The Unitarian style of governance became the model for the new denomination.

Universalist governance can be analyzed from the perspectives of family systems theory. As a family system, the Universalist General Convention and the Universalist Church of America displayed a stubborn homeostasis over a long period of years. In spite of ongoing evidence from the turn of the century that this religious family was disintegrating, all attempts at changing the family dynamics failed. The strongest emotional triangle in the system was that formed between the individual Universalist churches and church members, the Board of Trustees of the Universalist General Convention, and the General Superintendent. When any two parts of a system become uncomfortable with one another, they will triangle in on a third party to stabilize their relationship. The General Superintendent over a period of sixty years was continually triangled between the individual members and churches who felt it was important to be part of a denominational family but who resisted central authority and leadership over them in any form, and the body of leaders to whom they ceded centralized authority. The General Superintendent's role

in family systems terms was to stabilize this struggle for and against common action by helping to create the illusion that the Universalist Convention was actually doing something together as a religious family.

Robert Cummins stands out as the most differentiated of the General Superintendents of the Universalist Church. His catalytic leadership towards consolidation of Universalist agencies and programs changed the denomination's family system to the point where it could gracefully merge into an even more centralized denominational structure, the Unitarian Universalist Association.

Unitarian Governance

The American Unitarian Association was founded in 1825 as an organization of individuals dedicated to advancing missionary work. The work of the Association was carried on by a Secretary assisted by a small Executive Committee. As time went by, the Secretary's correspondence duties involving the mailing of tracts and advice-giving to churches gradually expanded to include a clearing-house function for pulpit supply and ministerial settlement.

In his essay on "Unitarian Universalist Denominational Structure" in Walking Together, Conrad Wright (1989) points to the parallel developments of ecclesiastical and bureaucratic structures in the Unitarian movement. Ecclesiastical authority was not centrally exercised but vested in churches and church councils and ministers' organizations. An Autumnal Convention of Unitarians supplied a forum for debate on the theological, denominational, and social issues of the day. The AUA had a modest bureaucratic organization which relied on central authority and control of its staff to accomplish its mission.

In 1852 the Western Unitarian Conference was organized as a delegate body of churches that combined both ecclesiastical and administrative functions. This foreshadowed the events of 1865, when through the efforts of Henry Whitney Bellows and Edward Everett Hale, a national convention of Unitarian churches was called in New York City to consider the mission of the church as the Civil War came to an end, and to consider a denominational structure that might best promote that mission. This New York convention founded the National Conference of Unitarian and Other Christian Churches, not as a replacement for the AUA, but as a supplement to it. It was to be a forum for common consultation and the determination of policy in the denomination, and replaced the old Autumnal Conventions. For sixty years the two structures existed side by side.

Conrad Wright (1989) notes in his essay cited above:
"The tendency in other denominations at this time was for the denomination in its ecclesiastical manifestation to take over the bureaucratic voluntary societies. With the Unitarians, it worked the other way: the bureaucratic organization eventually gained

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recognition as the central ecclesiastical body as well. This transformation in the nature of the AUA took sixty years to accomplish."

The first step in this was taken in 1884, when the AUA bylaws were re-written to provide for voting delegates from the churches to the AUA Annual Meetings. In 1886 the AUA acquired a headquarters building, a tangible testimony to its growing importance in the life of the denomination.

The National Conference had been preoccupied for thirty years by theological controversy about the Christian identity of the Unitarian denomination. In 1894 this controversy was settled with a unanimously adopted consensus statement balancing an affirmation of the denomination's historic Christian identity with a rejection of creedal tests for affiliation. The sense of theological and ecclesiastical harmony among the Unitarians which resulted paved the way for major changes in bureaucracy.

In 1894, Samuel Atkins Eliot, son of the President of Harvard University, and a highly successful parish minister both in the west (Denver) and in the East (Brooklyn), was elected to the Board of Directors of the American Unitarian Association. When the Secretary of the AUA resigned in 1897, Eliot was the obvious replacement. Eliot's administrative prowess transformed the AUA. From the beginning of his administration there were voices raised in opposition to his style of leadership because of a fear of centralized authority, and a scorn for "business leadership" contrasted with "spiritual leadership." So effective and impressive was he in his first two years in office, however, that when he was invited to succeed Edward Everett Hale in the pulpit of Boston's South Congregational Church, the AUA Board of Directors voted to change the constitution in any form Eliot desired if that would entice him to stay. Three months later, Eliot resigned as AUA Secretary to assume a new chief executive officer role that the Board created in response to his leadership: President of the AUA. Samuel Atkins Eliot was to serve in this new office for twenty-seven years.

From a family systems point of view, the Presidency and personality of Samuel Atkins Eliot were very much in the mold of his family dynasty. The Unitarian pedigree on both sides of his family was impeccable. He was named for his paternal grandfather, the Mayor of Boston and a founder of the AUA. His maternal grandfather was minister of King's Chapel in Boston. His mother died when he was six years old on the day following his father's election as President of Harvard, and Samuel was very close to his father throughout his life. He married the niece of his father's second wife, and he presided over his own large family with the same joyous authority he brought to the AUA Presidency. At home, and at the office, he was the family patriarch, and beyond challenge.

The stamp of Samuel Atkins Eliot on the AUA and the office of

the President is an indelible one. He was annually re-nominated for the office by the Board of Directors and his leadership re-affirmed by the Annual Meeting. His leadership was seriously challenged only once, in 1912, by John Haynes Holmes, when he was re-elected by a vote of 637 to 67. The President presided at all the business of meetings of the Association, both those of the Board and at the Annual Meeting. He appointed all standing committees, including the nominating committee. During Eliot's tenure the AUA staff grew from four to twenty-five persons. Its endowments increased twelvefold. The Unitarians had embraced and benefitted from a strong center.

The pre-eminent spiritual leadership role played by Eliot was further enhanced when the AUA and the General Conference (successor to the National Conference organized by Bellows) were amalgamated in 1925. The General Conference had continued to be a sort of ecclesiastical body, a forum for denominational debate of the great internal and external issues of the day. The Moderator of the General Conference was a denominational leader of some stature, the most famous being former President William Howard Taft. Consolidating this body with the AUA coincided with eliminating individual voting memberships, so that the transformation from a voluntary association of individuals that had been founded in 1825 to a denominational bureaucracy was complete. The tradition of a fall biennial meeting of the AUA away from Boston was to be continued, but this lasted only for ten years. The bureaucratic and ecclesiastical functions of the denomination had been finally centralized.

One footnote to the Samuel Eliot era, which could be a major theme in a family systems study of his administration, has to do with the role of female leadership in the denomination. In the last half of the 19th century the Universalist and Unitarian denominations were in the forefront of encouraging and ordaining women to the ministry. Often the opportunities for service that they found were on the distant and wide open Western frontier, but the opportunities were there. Samuel Eliot's ascendancy to the AUA presidency coincided with a hiatus for women in ministry and in denominational leadership which lasted past him into the Cornish presidency. The first sixteen years of Eliot's administration were ones of great evangelical fervor in the AUA during which Eliot took a major role in encouraging the expansion of the faith. These were also years in which women's political and leadership roles were a subject of much debate in the society at large. This was the time in which women were successful in winning the right to vote. Yet, during this period of time, only one woman was ordained to the Unitarian ministry.

One disadvantage of relying on such a strong person at the center for so long was that there was no one nearly as strong in the wings to take his place. In 1927, Eliot resigned in mid-term to take the pulpit of the Arlington Street Church. (Four year terms for the President began in 1925.) The AUA Board had the power to appoint Eliot's successor, and the power to nominate a candidate for the regular four year term that would begin in two years. In June

1927 the Board appointed his vice-president, Louis Cornish, to take his place. Cornish had the misfortune of becoming President on the verge of the Great Depression.

Because they are generally viewed as unsuccessful years for the denomination, and because they are sandwiched between the administrations of the two longest-tenured Presidents of the AUA (both named Eliot), the Cornish administration (1927 - 1937) gets short shrift in denominational history books. Yet this was not a short presidency. Cornish served two full terms of his own after filling out the balance of Eliot's. The times were bad for many denominations during those years, and Cornish cannot be blamed for the times. However, his cautious and conservative style was a stark contrast to Eliot's. Cornish's major shortcoming was that his imagination was as limited as the resources available to him.

Instead of concentrating the policy-making for the Association in the hands of one person, the Cornish Administration's approach was to concentrate it in the hands of the paid officers and executive staff. In 1928 the Board of Directors authorized the creation of an Administrative Council which essentially became the paid staff's vehicle for functioning together as the AUA's "real Board." Five paid officers served as members of the Board, voted as a block, and strongly influenced the Board in supporting any initiatives the staff wanted. The staff managed, insulated, and directed the work of the elected Board during the Cornish years.

Dissatisfaction with the Cornish administration and the direction of the denomination grew after he was nominated by the Board and elected to a second term in 1933. The following year at the AUA Annual meeting a proposal to appoint a Commission of Appraisal (COA) with a wide mandate to assess the state of the denomination and make recommendations for reform was passed. The Commission's report in 1936 was well-received and action on it was taken immediately. The Chair of the Commission was the Rev. Frederick May Eliot, a distant relation to Samuel Atkins Eliot, but from another branch of the Eliot family with an equally strong Unitarian pedigree. The only other minister on the Commission was James Luther Adams. The other members were distinguished lay professionals. The only woman on the Commission was Aurelia Henry Reinhardt, President of Mills College.

The Commission's staff report was extremely critical of the culture of governance of the Cornish administration, which was dominated by the paid staff, and made several recommendations to change that. One of the most important was the creation of a new officer position for the Association, a Moderator. The Moderator was to be the "titular head apart from administrative work," elected by the General Conference, serving a two year term and ineligible for re-election. The Moderator would preside over all meetings of the Association, to represent it on official occasions, and "enhance the importance of spiritual leadership as distinct from democratic control." However, the Moderator was not the Chair of the Board of

Trustees. The President continued to play that role. When this position was created in 1938, Sanford Bates was elected as the first Moderator, and Aurelia Henry Reinhardt succeeded him.

Frederick May Eliot was an obvious leader to be nominated for the Presidency of the AUA after the success of the Commission's report and in 1937 the Board of Directors did so. There was a challenger by petition, Charles Joy, who was Louis Cornish's vice-president. Joy's challenge was in part based on his suspicions of Eliot's humanist leanings. Joy gave up the campaign before the election when Eliot's strength became obvious, and Frederick May Eliot became President of the AUA. He was to serve five terms, until a sudden death from heart disease ended his Presidency in 1958.

The Commission of Appraisal Report and the bylaw changes proposed by the Interim Commission of the COA were accepted wholeheartedly by the AUA Annual Meeting of 1937. Its major governance-related themes were in support of decentralization of denominational leadership and power, and a re-affirmation of the policy-making role of the Board as over against the staff. However, this did not mean that these Unitarians had given up on their affection for a strong Presidency. Eliot's enthusiastic charisma was infectious and his managerial skills were outstanding. In family system terms, he was a strongly differentiated leader, who encouraged greater decentralization but at the same time was able to keep his own strong hand on the rudder. In the late thirties he succeeded in turning the denomination's decline around. During the anxious war years of the forties, the AUA held its own, and was poised to take advantage of the boom years after the war and into the fifties. Eliot's support of the creativity of strong staff members brought the AUA to a different level of functioning. His personality and controlling hand remained dominant, not only in the affairs of the Association, but also in local congregations when they were involved in extension efforts and ministerial searches.

When Eliot died, the Board of Trustees had already begun to wonder what the AUA Presidency would look like in the post-Eliot era. This speculation was also framed in the context of the merger talks with the Universalists. The Board nominated to the Presidency Ernest Kuebler, a senior staff member who had been responsible for re-shaping Unitarian religious education. Meanwhile they appointed a Special Committee on the Re-Organization of the Board. The speculation was that the Board had nominated Kuebler as a caretaker President while they considered a completely new concept for the Presidency, one which would separate the spiritual leadership in the role from the administrative authority over the staff. Dana McLean Greeley, a member of the AUA Board and minister of the prestigious Arlington Street Church, ran against Kuebler by petition. One of the planks of Greeley's platform was the preservation of the strong Presidency in which the spiritual and administrative leadership were in the same person. In May of 1958, Greeley won the election by 100 votes out of over 1500 cast.

The special Committee on the re-organization of the Board of the AUA reported in October 1958, proposing that "the existing functions of the Presidency be divided: The President, elected by the delegate body, to be the religious leader, and an Administrative Director to be the chief executive appointed by and responsible to the Board."(McGuiness, 1975, p. 3, quoting DeWitt 1962.) It was already too late to effect any change, however. With Greeley firmly in control of the President's office and the Board of Directors, the Special Committee's recommendation was rejected.

Unitarian Universalist Governance

The new denominational structure that came out of the merger process drew largely on the Unitarian model of a strong presidency. The biennial General Conference of Unitarians was abolished, and an annual General assembly became the single continental legislative assembly for Unitarian Universalists. The language of the bylaws did not distinguish clearly between the authority of the General Assembly and the Board, assigning the Board the power to act for the General Assembly between meetings. The role of AUA Moderator during the Eliot era had been overshadowed by the President's dominant personality. In the UUA, the position and job description of the Moderator was retained and strengthened by making the Moderator the Chair of the Board. The Presidency was further limited by making it for the first time an office that could be held for only two full four year terms.

Dana McLean Greeley was elected the first President of the UUA in a contest with William Rice, the minister who chaired the Merger Commission. Both were Unitarians. The Unitarian headquarters building became the headquarters of the merged denomination.

The UUA Board of Trustees (no longer "Directors") was constituted in the Unitarian style, with 26 members, 24 of them voting. Between 1961 and 1967, the Board size fluctuated from 25-26 members, due to various decisions made about the role of the Treasurer. In 1967, the Treasurer was replaced on the Board by a Special Financial Advisor, resulting in a Board of 26 members, 25 voting. All were elected at large.

The first Moderator of the UUA was Marshall Dimmock, a distinguished professor of public administration. Greeley and Dimmock were in conflict about the role of the Moderator from the beginning of the new denomination. With the Moderator's new role as Board Chair, Dimmock wanted an office at the UUA headquarters and a stronger role in the formation of policy than Greeley had been used to in his AUA administration. The conflict eventually led to Dimmock's resignation at the beginning of his second term. By 1965 and the beginning of Greeley's second term it was clear that he ran the show. Board members were nominated by a Nominating Committee strongly influenced by Greeley, and he dominated the Board meetings.

The UUA directories in the first two years of the denomination

list the officers with the Moderator and Vice-Moderators preceding the President. In the 1964 Directory they use a group picture of the officers with Dimmock and Greeley standing side by side at the center. In the 1965 Directory Greeley is at the head of the list and the Office of Moderator is not even mentioned as being a vacant office awaiting an election. In 1966 and onward the UUA President and Vice-President are listed ahead of the Moderator and Vice Moderators in the list of officers. It was not until 1977 that the practice of putting the Moderator at the top of the list of officers was re-instituted after a major study of the roles of the Moderator and President similar to the one in which the Commission on Governance has been recently engaged.

Joseph Fisher, a member of the first UUA Board of Trustees, is listed as Moderator for the first time in 1965. He served in this position until 1977, filling out almost all of Dimmock's second term, and serving two of his own.

In 1968 major changes were made in the Board structure as a result of a grass roots political movement resisted by the Administration. Twenty Board members were to be elected from Districts, and seven Board members (including the three officers) were elected at-large. This made for 27 members, 26 of them voting. The Board's power to nominate a candidate for the office of President was also removed. For the first time, the President of the Association would be elected from candidates who were all nominated by petition. This new Board structure was implemented in conjunction with the Presidential elections of 1969. The new President, Robert West, emerged from a hotly contested election involving eight candidates, an election that was overshadowed by a controversy in the denomination about the degree to which Association funds would be committed to a Unitarian Universalist program for Black empowerment. West's tenure as President bridged a difficult period financially and politically for the Association.

The new President, the new Board structure, and severe financial restraints on the Association resulted in a highly politicized denominational process during the early seventies. Robert West worked collaboratively with the Moderator, but in his last term Joseph Fisher ran for Congress and won. For most of the period from 1973-77 Fisher was less involved in active Board leadership between the meetings than he had been previously.

In 1975, the Board of Trustees went on its first retreat together, a retreat led by Robert Greenleaf, a well known consultant on non-profit governance theory. For several years thereafter, the Board tried to implement some of Greenleaf's ideas, including his suggestion that the Board in some way should elect its own leadership. The First Vice-Moderator's role was seen in that context during the tenure of the Board members who were present at the 1975 retreat but after they were gone this understanding of the role faded away.

In 1976, in the wake of this retreat, and during the period of Fisher's tenure as Moderator when he was not involved much in Board process outside the regularly scheduled meetings, a Special Committee of the Board to study the roles and functions of the President and Moderator was created. It recommended that the position of Moderator as Chair of the Board be eliminated and that the Board elect its own Chair. They further recommended that the offices of President and Executive Vice-President be eliminated, and that the Board be empowered to appoint a salaried executive director of the Association. The Board sent these recommendations to the 1976 General Assembly, endorsing the Moderator proposal, but not endorsing the proposal related to the office of President.

Both proposals were defeated at the 1976 General Assembly. In hindsight, the decision made at that General Assembly was to preserve the status quo, and the stability of the Unitarian family system of governance. The homeostasis of our family system continued to be dominated by a strong President, with a Moderator and Board whose influence and function depended very much on the personalities involved and very little on anything intrinsic in the roles. In spite of the 1976 General Assembly's vote, the developments over the following three years in the Association's history upset this homeostasis anyway. The events that transpired finally resulted in a President appointed by the Board, and an elected Moderator who frequently asserted her authority in conflict with the wishes of the President.

The next UUA Presidential election was scheduled for 1977. Two ministers from Unitarian backgrounds, Paul Carnes and Jack Mendelsohn, were in the election race alone until ten months before the election, when Gordon McKeeman, one of the most prominent ministers of Universalist heritage, and a member of the Board, was persuaded to enter the race. McKeeman's entry into the campaign resulted in an election by preferential ballot, won by Carnes. None of the candidates received a majority of the delegate vote on the first ballot. 1977 was also the year that the "Women and Religion" resolution was passed at our General Assembly, a landmark event marking a new consciousness about participation in the leadership of the Association among women.

The Moderator elected in 1977 was Sandra Caron, who had been a newer Board member who had served on the Committee that had made the recommendations in 1976 for Board elected-leadership and a Board-appointed President/CEO. Caron's ideological commitment was to strong leadership of the Association from the Board. When the recommendations made to the 1976 General Assembly were defeated, she decided to run for Moderator. She was the first woman to be elected UUA Moderator. (Women had held the position in the old AUA.) The pattern of empowering the Vice-Moderator to be "the Board's leader" alongside the Moderator was not something with which she was comfortable. As far as she was concerned, the Moderator was going to

be the Board's leader.

Paul Carnes was in office for only a year and a half when he had a recurrence of a cancer that had previously threatened his life. This time the cancer won. Carnes barely had time to initiate the programs he had campaigned on, and he had not worked well with the Board during his brief term.

During the final "lame duck" year of the West administration, the uncertain year and a half of Paul Carnes term and his final illness, and the uncertain months preceding the Board's appointment of Carnes' successor, the Unitarian Universalist Association's pattern of strong presidencies was disrupted. Caron tried to fill this vacuum as the elected officer of the Association who had the most significant policy-making role. Executive Vice-President Robert Senghas kept the administrative end of the association together.

In April 1979, the Board took up the issue of appointing a successor to Paul Carnes. For a time consideration was given to appointing a chief executive officer until the next regularly scheduled election. In the end, the Board chose Eugene Pickett as President over Gordon McKeeman and Bill Donovan. Pickett did not have the dominating personality of Dana Greeley nor the administrative intensity of Bob West, but he was effective at articulating a vision for the Association, skilled at gathering together an effective staff team around him, and comfortable with delegating authority to them to complete the jobs assigned. A UUA membership decline suffered throughout the seventies was reversed during the Pickett administration. Old wounds from the Black empowerment controversy began to heal and there was a renewed sense of purpose.

From 1980-81, the UUA Board undertook a study of the District level of our Association's governance. The Board's Committee on Distribution of Resources and District Representation (DR2) was created to review the formula by which Association funds were received from and distributed to the Districts. Among the recommendations it came back with was one to reduce the size of the Board of Trustees by altering District boundaries. This proved to be politically impossible, due to several districts' intense opposition, and the idea was shelved without ever being presented to a General Assembly.

Eugene Pickett and Sandra Caron regularly found themselves in conflict during the Pickett administration, especially during his second term (1981-1985). Caron actively asserted her authority as Moderator, putting forward her agenda for the Association, which was at times in tension with Pickett's. Their conflict was reminiscent of the struggle between Greeley and Dimmock twenty years earlier.

Looking back at the late seventies and early eighties they appear as a period of considerable upheaval in the family system of the UUA, in the governance models by which that system functioned,

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and in the self-definition of its leaders. Speaking metaphorically, the Eliot/Greeley family pattern of governance that had prevailed for so long involved a dominating father/President, a unifying caretaker mother/Moderator, and a mostly happy parcel of Board member/children. During the West Presidency this pattern was challenged and in transition. Carnes' death was a family crisis that opened up possibilities for a new pattern to emerge, one in which the President was no longer as dominant, and where both the Board members and the Moderator were more assertive. The Association's governance was regularly unstable, in transition, or under study during this period of time between 1975 and 1985.

Caron ran for President of the Association in 1985, the first woman to do so. She was defeated by Eugene Pickett's Executive Vice-President, Bill Schulz. Many in the denomination were distressed by the bitterness in the campaign and its cost to the Association in time and money.

Natalie Gulbrandsen, a former President of the UU Women's Federation, easily won the election for Moderator in 1985. She and Schulz were mutually supportive of each other in their campaigns, and although they did not present themselves as a ticket, both have said that they would support candidates for President and Moderator running as a ticket, because the relationship between the two is so important. Schulz and Gulbrandsen have worked well together. Schulz fits into the "strong President" mold, and Gulbrandsen sees herself as a convener/mediator/facilitator. In many ways they have returned the Association's family system of governance to stability, and yet the dissatisfactions and questions which resulted in the creation of the Commission on Governance would indicate that it is not the same stability as in the Greeley/Fisher years. There is more active opposition to the strong Presidency in all the dimensions of Association leadership: spiritual, policy-making, and programmatic.

In summary, many of the issues raised in the current study by the Commission on Governance resonate throughout our history. Current concerns about the value and nature of hierarchy are mirrored in the Universalist desire to distribute authority for program and leadership development widely through regional conventions and diverse autonomous organizations. The Moderator's job description and authority have been debated and altered by the personalities who have successively held the job, and may well be responding homeostatically to the style of the President with whom they serve. The Boards of all our antecedent bodies, and our current UUA, have struggled with where and how to find their own voice and leadership, especially in relationship with the President, and at the same time how to empower their hired and elected staff to do their jobs without micro-management. Democratic principles and congregational polity have been the guiding principles of our movement's governance and yet over the years we have had some very different formal structures and informal distributions of power, arising from the personalities of the individuals and the ethos of the time.

Viewed historically, the most dramatic departure we could take in altering our governance structure would be to alter greatly the role of the President, removing from that position the direct implementation of program, and combining the position with the role of Moderator. It would be dramatic because the Unitarian model of a strong Presidency has dominated the 20th century like no other aspect of our governance. What impact would such a change have on the Board? The advocates of the combined President/Moderator role proposed in 1990 have argued that such an approach would create a hired staff leader and program implementer who was more directly accountable to the Board; that it would free up the new elected President/Moderator position to concentrate on vision, Board leadership, policy-making, and public roles. The biggest question that the history of our governance raises about such an approach is whether a combined President/Moderator role could be kept separate from the implementation of program, or whether it would ultimately evolve into a Samuel Atkins Eliot style of Presidency, with a single leader, presumably a minister, presiding over the General Assembly, the Board, and in fact, the staff as well.

Some will argue that the changes we have been through as a result of the feminist revolution, and an ever-expanding analysis of the uses and abuses of power among us, would not allow that same pattern of a single dominant personality to emerge once again in our governance system. Yet the most interesting thing that our study of family systems theory as it applies to institutions has indicated is that these patterns of relationship do persist across the generations. From the turn of the century until the 1970's, our periods of greatest institutional growth and success have been associated with strong centralized leadership. Is that a model we should reaffirm? Is strong centralized leadership still the model that we prefer and under which we thrive? Was the instability we went through from 1977 - 1981 an experience that altered the homeostasis of our family system? Did it allow a different style of leadership to emerge in the latter part of the Pickett presidency, and has that been continued by Schulz and Gulbrandsen? Or was that period a crisis in our family system brought about by the emergence of a Moderator who demanded a different role in the system? With that crisis past, did the system then revert to the traditional pattern?

These are some of the questions the Commission on Governance has contemplated as we have interviewed the leaders from our recent history, and read about those in the more distant past. Our recommendations have been influenced by this historical and theoretical perspective at least as much, perhaps more so, as they have been driven by recent events in Association politics.

SECTION 7: ISSUES AND CONCLUSIONS IN UUA GOVERNANCE

This section begins with an analysis of the congregational level of our Association's governance, and then moves to the General Assembly. The congregations elect Board members and officers through their Districts and through the General Assembly. Each of the current officers is analyzed, with the exception of the Financial Advisor. Although the role played by the Financial Advisor has changed with the personalities involved, the COG believes that this office is structurally sound, and has no recommendations for change related to the Financial Advisor

(A) THE CONGREGATIONS AND THE ASSOCIATION

The Foundations of our 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. [1]

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, and the powers of the General Assembly are described below. Some in our Association express concern that the GA's are attended only by those people who can afford to attend or by those societies that can afford to send a delegate, so that it is unusual to have more than half the societies represented. Some societies care little about participation in the Association, and do so only casually. These concerns and attitudes are not unusual in a religious association like ours which has been built upon the twin foundations of congregational polity and participatory democracy.

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[1] The Rev. Alice Blair Wesley has suggested that congregations be required to re-covenant with the Association on a regular basis, and the COG has recommended further reflection on this idea.

The UUA bylaws state, that nothing in the authority given to the Association through its governance structure shall "infringe upon the individual freedom of belief which is inherent in the Universalist and Unitarian heritages or..conflict with any statement of purpose, covenant, or bond of union used by any society unless such is used as a creedal test" (Article II, Section 2-C.4). They further state that the Association's governance authority shall not infringe upon "the congregational polity or internal self-government of member societies, including the exclusive right of each such society to call and ordain its own minister or ministers, and to control its own property and funds" (Article III, Section C-3.2).

Statements describing how congregational polity limits the authority of the Association leave considerable room for debate and interpretation of particular policies or programs the Association might pass and promote. Dr. Conrad Wright of the Harvard Divinity School, the most prolific and respected interpreter of the meanings of congregational polity in our day, has commented on the tensions inherent in an association whose member societies hold to congregational polity:

".. little attempt has been made to articulate a doctrine of the church for our denomination that provides a coherent rationale for what we actually do.
    For Unitarians and Universalists, as for other denominations adhering to congregational polity, one result has been an especially acute tension between traditional local independency and a necessary consolidation of forces and centralized control. Furthermore, to the long standing resistance in congregational polity to hierarchy and centralization, there has been added the conflict between ecclesiastical structures and bureaucracy. The Church as a community of the faithful, and the denomination as a bureaucratic organization, are not the same thing, and there is an ineluctable conflict of values between them. Thus there are two sources of tension built into our present polity: parochialism versus denominationalism, and the Church versus bureaucracy."(Wright, 1989, p. 74)

In recent years some have framed the tensions about the Association's mission and purpose described above in terms of whether we see ourselves as an "association" or a "denomination." The difference between these two presumably has to do with the authority of elected or appointed leaders to make binding policy for the association, i.e. a "denomination" can impose rules and requirements on a local congregation that an "association" can not. In fact, the churches that carry on the traditions of congregational polity have created many different governance structures that deal with the problem of who sets binding policy in diverse ways. (See Appendix D of the report entitled "The Governance of Other Congregational Polity Associations.")

The degree to which the Association is empowered to set centralized rules involving the credentialing and discipline of

ministers, for example, may be an area in which Baptists and Unitarian Universalists disagree. Insofar as funds from the Association are directed to the budgets of local congregations, they may freely choose to give up certain privileges implied by congregational polity in order to reap the benefits of those funds. Such is the case when the UUA imposes certain settlement procedures on congregations seeking a subsidy from the Association for the new minister's salary. The COG believes that framing this question in terms of the <u>limits of authority for elected and appointed leaders</u> is more helpful than a theoretical debate attempting to define "association vs. denomination."

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 this commission will address how the General Assembly and the Board of Trustees address both the limits and the empowerment of the leaders that report to them.

<u>The Mission and Purpose of the Association</u>

The bylaws of the UUA contain a theological/covenantal statement of Purposes and Principles passed in 1985 which is familiar to us and shall not be printed here. The bylaw stating the institutional mission and purpose of the Association and its relationship to its member congregations reads as follows:

"ARTICLE II Section C-2.2.   Purposes.
The Unitarian Universalist Association shall devote its resources to and exercise its corporate powers for religious, educational and humanitarian purposes. The primary purpose of the Association is to serve the needs of its member congregations, organize new congregations, extend and strengthen Unitarian Universalist institutions and implement its principles."

In October 1991 the UUA Board of Trustees developed its own Mission Statement for the Association, which reads as follows:

"The Unitarian Universalist Association is united by an evolving covenant of shared hopes and visions among member congregations. That covenant, articulated in our Principles and Purposes, calls upon us to offer healing to a fractured world by affirming religious pluralism, cultivating a global loyalty, cherishing the earth and all its creatures, and celebrating the shared disclosures of wisdom found in all great religions of the world.

The UUA exists to encourage and assist Unitarian Universalists to do more effectively through association what no individual or local congregation can fully do alone. Thus the mission of the UUA Administration and Board of Trustees is to:
- work collaboratively with our congregations and religious leaders to fulfill our covenant;
- promote the development, dissemination, and growth of Unitarian Universalism;
- witness to its values in the public realm; and ultimately,
- help our members and friends grow as life affirming people."

Clarity about the Mission of the Association is essential for meaningful debate about its governance, and is a prerequisite to any governance reforms or revisions. This 1991 statement is not clearly focused and seems to affirm that the UUA Administration and Board have a common mission, an assumption in governance theory which is very questionable. It does not refer to serving the needs of its member congregations, listed as the first purpose of the Association in the bylaws. Perhaps this is because they felt that it would be unnecessary to repeat the bylaw statements. Yet, it has not been made clear to the General Assembly, nor is it clear to the Commission on Governance, how the Board sees the relationship between this Mission statement and the statement of purpose in the bylaws. The Board's Mission Statement for the Association has essentially been an internal document.

The General Assembly and The Board Of Trustees

The UUA Bylaws describe the relationship between the General Assembly and the Board of Trustees as follows:

"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."

A study of the role of the General Assembly was not within the charge given to Commission on Governance, 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.

Some have expressed concern about how representative the General Assembly can be. Usually there are a relatively small number of

people in a congregation interested in denominational involvement. Efforts to influence denominational elections or policies often come from special interest groups organized around status or a single issue. There is usually more widespread interest in Association business in years when presidential elections are being held. Some have pointed out that the programmatic focus of the GA's has become more important than the Association's business. Some have suggested that this Commission recommend resurrection of biennial General Assemblies, or perhaps programmatic GA's alternating with ones devoted to business.

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 General Assembly is supposed to be the voice of ultimate authority, but it is the Board of Trustees that really has the ultimate accountability. The UUA President has always been elected by the General Assembly and is accountable to the congregations, the GA and the Board. The UUA staff is accountable to the President. The officers are described as subject to the "control" of the Board.

The balance of authority between large delegate bodies and the smaller leadership groups and figures that are empowered to carry on an association's business between meetings is a perennial question of governance.

There are four major areas of authority that the bylaws and rules of the Association reserve for the General Assembly. They are:
    (a) election of some of the Association's volunteer and paid leaders, and the standing committees of the General Assembly,
    (b) adoption of resolutions on social and political issues,
    (c) changes in the governance of the Association through bylaw or rule amendments, and
    (d) business resolutions addressing policy matters involving the administration and structure of the Association, sometimes as a result of recommendations from standing committees, and sometimes through the initiatives of congregations, districts, or Board members.

Note that this list does not include the ability to determine the Association's budget. The wording of our bylaws suggest that the General Assembly's authority over the budget is a moral, rather than a legislative authority. The General Assembly is presented with the budgets for the fiscal year about to begin and the one that follows immediately after that for "recommendation of financial priorities." Since 1969, it has been clear that the Board of Trustees can ignore the General Assembly's recommendations if it wishes. This has not been done often, and when it has been done, the circumstances have been highly controversial and politicized.

In 1992 the UUA Counsel, Mr. Ned Leibensperger, was asked to review and rewrite the analysis of the balance of power between the

GA and the Board that the Board had relied upon since 1969. Mr. Leibensperger's analysis is printed in this report as Appendix C.

There is a misunderstanding in some quarters of the Association that the placement of total authority over the budget in the hands of the Board of Trustees is somehow mandated by the laws of Massachusetts where the Association is incorporated. That is not true. We chose this arrangement when we created our bylaws in 1961, and we can change it if we want to through amendment of our bylaws and rules. We point this out not because the COG wishes to recommend a change in the balance of power between the General Assembly and the Board of Trustees. The Board can and has acted to accommodate recommendations of the General Assembly that require funding even after a fiscal year has begun. The creation of the COG itself is a good example. Giving the General Assembly the power to alter the fiscal priorities of the Association the week before the fiscal year begins is unnecessary.

The Governance Commission 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 activity in the future rather than structural change in the General Assembly's role in our governance. The Commission has no recommendations about the value of annual vs. biennial General Assemblies.

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 Commission will suggest a different role for the President of our Association which will include being the leader of the General Assembly. 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.

A contributing factor to apathy about the business processes and decisions of our Association is the absence of timely information. When the UU World changed in 1986 to a bimonthly magazine format, with a new name (The World), whatever role it had previously served as a timely source of information about issues before the Association was diminished. The only timely sources of information about UUA politics are the newsletters of the individual Trustees, District newsletters, and the mailings from the Administration. Trustee newsletters are usually supported by District or personal funds, and vary in quality, frequency, and breadth of mailing list. It is

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unusual for Trustees to mail their newsletter to every Unitarian Universalist in their district. Sometimes the District newsletters reach everyone. In general, however, most local UU society members are uninformed about association issues. The COG believes that a minimum requirement of effective governance is information about the issues facing the Association. We lack consistency and quality in the sources of such information. This is an area beyond the scope of the COG's charge and time which deserves further study by both the staff and the Board.

The Electoral Process for President of the Association

After the 1985 elections for President and Moderator, the Board of Trustees created a joint committee of the Board and the Commission on Appraisal to study UUA elections. That committee reported in 1987, and resulted in some updated rules for election procedures, including parameters for the use of The World for campaign advertising. In 1989, the UUA's Commission on Appraisal initiated the current denominational discussion on governance with a letter circulated to selected UUA committees and leaders. Among the concerns it cited as prompting their initiative were divisiveness incurred by our election practices, and our structures and decision-making processes being perceived as not reflecting our values. The candidates running for President during 1992-93 have also criticized the current UUA electoral process as too long, too expensive, and too time-consuming for any candidate except the minister of a large multiple-staff congregation to undertake.

This report will recommend changes in the office of the President of the Association, and in the Moderator role as we currently know it. The COG is proposing that the office of President be limited to one unrepeatable six-year term. Since the President would continue to be elected by the General Assembly, the Commission has studied the process by which candidates for this office would be elected and the circumstances under which they would run. The COG is recommending that the General Assembly create a new and distinct Presidential Nominating Committee (PNC) charged with bringing forward a nomination of one or more outstanding candidates for the new office of President. Detailed discussion of the office of President follows in Section 7 (D), and this is where the detailed discussion of the PNC occurs in this report. It is noted in this section because the new PNC would be a standing committee of the General Assembly.

(B) THE BOARD OF TRUSTEES: POLICY MAKERS FOR THE ASSOCIATION

The Role of the Board of Trustees

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. In other words, Trustees exist to govern the organization--to monitor our

direction(s) and to see to it that the UUA fulfills its mission. It is inappropriate however for the Board of Trustees to set <u>all</u> policy decisions. The following taxonomy illustrates six levels of "policy" making.

1. Major policies: Fundamental issues of mission or purpose, typically involving questions of institutional direction, values, priorities, and principles that guide other decisions.

2. Secondary policies: Questions of primary focus, types of services and advocacy, and delivery systems, which may focus on relationships between programs and departments to the overall mission. These issues often entail significant decisions about human, financial and physical resources.

3. Functional policies: Concerns of major functional operations such as planning, budgeting, finance, and personnel.

4. Minor policies: Decisions that govern day-to-day practices. They may be important as a special project (i.e. a fund drive) or a shift in practice brought about by a change in the external environment.

5. Standard operating procedures: Mechanisms and procedures to handle routine transactions and normal operations--matters of form, process, method, and application of other policies.

6. Rules: Regulations that guide or prescribe everyday conduct.

Taken together, these policy levels comprise the "policy structure" of an organization. For the most part, the Board of Trustees should devote virtually no energy to lower level policies such as operating procedures and rules; they fall too far outside its appropriate sphere of concern. The Board should be involved in minor policies only at the request of the staff empowered to carry them out, or when the bylaws demand final approval of a staff recommendation.

A policy--a course of action--doesn't exist in a vacuum. It should be developed in pursuit of the ultimate goals of the UUA. 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. It is the staff's responsibility to implement the policy. It is the Board's responsibility to insure that staff means to accomplish the policy are prudent and ethical, and to evaluate whether the ends the policy was designed to serve have been accomplished.

The most critical resource of a board of trustees is its **attention**. In the main, the board should keep its attention concentrated on developing higher level policy objectives. Secondarily, the board should focus on executing and monitoring important policies. The board should pay only peripheral attention

to mid-level policy objectives and focus little energy on implementation. Trustees should devote almost no attention to any phase of lower level policy development.

The UUA Board exists, in part, to ensure that we do not become the captives of special interest groups within the organization. Trustees should be distinguishable from administrative advocates. They must maintain an organizational or institutional perspective; that is, detached from operational affairs.

Some boards have successfully relied on an experienced leader to set the course and single-handedly lead the organization. But when such a leader finally departs or when the board tries to reassert its primacy in governing the organization, its earlier neglect of issues of purpose, direction, and strategy will show. The skills and structure necessary for it to govern effectively will have atrophied. In addition, the board may have lost the credibility it needs to exercise its authority in a way that others will willingly accept. Indeed, the board itself may even become fearful of accepting the responsibility it must take back.

Trustees who believe the board's primary concern is the organization's long-term welfare will avoid getting involved in day-to-day matters. When Trustees regularly intrude in administrative matters, the most competent administrators feel undermined and discouraged. Trustees mired in administrative minutiae become less knowledgeable about the organization as a whole, less enthusiastic, and less effective. To become operations-oriented or worse, meddlesome in administrative affairs, is to shirk governance responsibilities.

It is the UUA Board's primary responsibility to govern the association--that is, to keep the organization on a straight course over the long term.

To govern knowledgeably, the UUA Board needs information--but of the right kind and in the right amount. This is a delicate and skillful orientation. Trustees can be heard to lament that they are inundated with irrelevant reports and data (often which they themselves have requested!) but lack the information they really need to be knowledgeable about the future and direction(s) of the organization. Executive officers are heard to lament that the Board is interfering in managerial/administrative affairs.

We need to make the distinction between *management* information and *governance* information. Leaving off assigning guilt for the circumstance, if our Board is trudging through a mountain of marginally important data, it will be significantly diverted from the task of governance. Many a board has been deflected from serious attention to crucial questions by an artful barrage of paper to read, budget matrix to decipher and show-and-tell sessions. Trustees and executive officers can adopt a governance information system to

increase the probability that our Board will be well informed on consequential matters but spared volumes of data on lower level items. The Board of Trustees needs to continually ask itself the questions: "Why do we need this information?" "Do we want to spend our time dealing with this (level) of issue?"

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. The implementation of that vision is delegated to the executive officer and the staff. Thus, there is a delicate balance and important dynamics between the leader of the Board, the executive officer, and any other leader elected at-large by the organization.

Chair of the Board: Leader or Facilitator?

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. The ambiguities in the role go back to the original definition of the Moderator proposed by the Commission on Appraisal in 1936, which involved a spiritual leadership role, rather than an administrative or policy-building role. When the role changed in 1961 to involve functioning as Chair of the Board it resulted in immediate conflict with the strong Presidency.

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. The Moderator's clearest accountability is to General Assembly. The Board has no authority to demand that the Moderator play any leadership role with respect to their functions, or their relationship with the President. Thus the Board currently attempts to manage its relationship with the President as a body of 27 people. There is no one person who can appropriately reflect the collective wisdom of the Board as regards the mission of the UUA.

Second, the Moderator has no formal resources--i.e. no staff, no budget and no office at 25 Beacon Street. This has a significant impact on the nature of the relationship between the Board and the President.

Third, the nature of the relationship(s) between the Moderator and the Board, and between the Moderator and the President is highly dependent upon the character of the incumbent office holders. While role relationships are always somewhat dependent upon the persona of the role-holders, in recent memory the *function* of the office has changed radically with the personalities of the officers. This does not facilitate a strong leadership dynamic nor give the Board security that its lines of communication are able to carry the weight

of its responsibilities.

Board Size and District Representation/Elections

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.

In our interviews with past UUA leadership there was a strong sentiment for a small, skills-based Board that would be in a better position to provide leadership. The argument was made persuasively to us that a smaller, more cohesive Board could manage the relationship with the President and carry out the Board's side of this dynamic with greater effectiveness. There was some endorsement for a smaller Board chosen at large from the various surveys we undertook and the interviews we conducted. However, our conversations and surveys revealed an even stronger commitment among likely General Assembly delegates, elected congregation leaders, and ministers to continuing our system of district-based Trustees.

The Board of Trustees itself has become aware of the difficulty of a 27 member Board working efficiently and effectively. The current Board has been willing to experiment and change based on their its dissatisfactions. For the past year, it has been experimenting with, "working groups" and a schedule which permits more in-depth study by sub-groups. The Commission is encouraged by the Board's awareness of their own processes and willingness to make changes in their operating format. However, our optimism is cautious because:
a) the changes have been operational for less than a year;
b) there has been no formal and systematic evaluation of this process to date;
c) it is not clear if this change, like others tried by the Board in the past, will survive beyond the terms of the current Board members who have pushed for it.
d) as this system becomes more familiar, its limitations are being articulated.
Our comment here is limited by the fact that the COG has not attempted to evaluate this new process either.

As we surveyed other denominations, non-profit organizations and corporate structures we found that Board composition is usually designed to meet three criteria: geographic representation, a balance of desired competencies or experience and (in non-profits especially) the ability to generate funds. The UUA's primary value since 1968 has been geographic representation, with secondary value placed on balancing competencies, constituencies and experience through the election process for Trustees at large. The ability to raise funds is rarely a consideration in District-based Board elections, and is the least important of these three criteria in at-large nominations. (This places a major burden for fund-raising on the President and the staff.)

Beyond the issue of Board size, we have heard another consistent complaint both from within and outside the Board, as to why the Board does not function as efficiently or effectively as it might: District representation does not necessarily produce a collection of the most skilled and qualified Board members possible. If this is true, perhaps it is an inevitable weakness of a representative governance system, in which the regional groupings vary in strength, resources, and process for choosing their representatives.

It is difficult for the current Board to avoid taking such criticism personally, and yet the COG perceives it as more of a criticism directed at the inconsistencies and weaknesses in the districts, than as criticism of the current Board. Some have told us that there is a perception that district level leadership roles are not recognized, rewarding or funded enough to draw out some of the best local leaders. Some local congregation members whose experience would make them excellent continental level Trustees are not interested in the "dues" that have to be paid via district service. The demands on a district-based Board member's time for both district level functions and Board roles make it difficult for some highly qualified individuals to consider running for a Board position.

The four at-large Trustee positions were supposed to allow for some constituency or skill-based balancing of the Board, and they require no district based functions. There are only four of them out of 27 members, however. Pressures for constituency representation have narrowed the opportunities for nomination, and shifted the focus away from skills-balancing the Board. As a result, there is no assurance that there will be a balance of skills or areas of expertise on the Board.

The UUA bylaws and rules make criticism or reform of district structures difficult. Districts are autonomous even though they are creations of the Association. The Commission on Governance was not asked to study or make recommendations about Districts. We suggest that the Commission on Appraisal might undertake such a study, comparing and contrasting the most effective districts we have and why they remain so.

After its first year of study, the Commission on Governance found itself favoring a smaller, skills-based Board of Trustees. We felt that such a Board would be in a better position to collaborate, to work with the President and other elected officers and to efficiently play its role more efficiently as the policy making body of a multi-million dollar organization. We believe that our Association's present-day business demands the most competent and effective Board possible.

In our deliberations, and in this report, we have endeavored to take into account three separate "realities" having an impact on our thinking about change in our governance structure. They are:

a)   the conceptual consensus of the Commission members on what
our structure "ought" to look like, given our three years of reading,
research, thinking, expert input, officer interviews and dialogue on
the subject.

b)   the conclusions of our data gathering which assess the
perceptions, and wishes of our member societies. This includes the
systematic data we have received from congregations and from GA
delegates. It also includes numerous letters, face-to-face
conversations, newsletter articles, and phone calls we have received
over the course of our Commission's existence.

c)   the "political possibilities" for any change that is
recommended. These are, of course, only our predictions, but we do
have some recent history to guide our assumptions.

We are not the first study commission to suggest that the Board
would function more effectively as a smaller body. As a part of our
deliberations, we studied the experience of the DR2 Committee during
1980-81, a Board committee which recommended a smaller Board based on
combining districts into new Trustee election areas. Convincing
districts to merge for Trustee election purposes proved to be an
impossible and fruitless task. Thus, the COG felt that a smaller
Board could only be created by abandoning district representation.
At the 1991 General Assembly, we presented for discussion, a
suggestion for alternate structures within the Association to provide
for district input. Our suggestion was for one or more *Program
Councils*, which could offer vehicles for district input into the
program planning, initiation, and evaluation of the UUA. In spite of
being discussed by the two 1993 Presidential candidates, the *Program
Council* idea has not caught on at the district level.

At the 1992 General Assembly the COG was clearly told that most
GA delegates would not support a change which would involve losing
"their" district Trustee. There is a strong feeling amongst those
most likely to read, respond to, and vote on this report that
district representation has helped congregations influence decision
making at the UUA. We are told that staying in touch with the grass
roots of our organization is of considerable importance, and today's
emphasis on inclusivity and participatory decision-making demands a
larger representative Board.

Thus, in spite of our conceptual leanings, 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. We do recommend that 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. We must move to insure that the best possible
candidates are sent to the Board of Trustees, and that they arrive
ready to assume continental policy-making responsibilities in
addition to their district representational roles.

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(C) THE MODERATOR: LEADERSHIP FOR THE BOARD

The Moderator 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. This has been well documented in the historical essay in Section 5 and also in the reflections on Board leadership in Section 7(B) above. Originally, the AUA's Moderator was a spiritual leader for the Association, chaired the General Assembly, and served on the Board, in much the same role we are recommending for the new Presidency. In 1961, the UUA Moderator became Chair of the Board as well. That individual, Marshall Dimmock, later resigned over a dispute with the President, Dana Greeley. Dimmock wanted an office at "25" and a greater role in policy making. In Sandra Caron's years as Moderator, a tension often existed between her and the President over leadership issues. While Joe Fisher's and Natalie Gulbrandsen's years in the position reflected a more cooperative relationship with the President, the Board of Trustees in each case struggled with the question of how its leadership was provided and what role the Moderator played.

The Moderator is elected by the General Assembly to be the Board's leader and thus the Board has no role in that process. In the early 70's, the Board elected the Vice Moderators with the thought that these individuals would be the leaders of the Board. While that role has not continued with this same conception over the years, the concern over the leadership issue <u>has</u> continued. The most recent Moderator, Natalie Gulbrandsen, told the COG she did not see herself as the Board's "leader;" rather more as a facilitator for Board process, a conduit between the Board and the President, and a partner in leadership with the President.

The conclusion of the COG 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 this is a recommendation that arises from our study of the role of the Moderator over the entire history of the Association, and not as 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. The most respected thinkers about association board governance take very seriously the issue of board leadership. Robert Greenleaf has observed:

> ...the trustee chairman will <u>not</u> be an officer of administration.... The chairman, as leader of the trustees, should be selected by his (sic) colleagues for his ability to make the trustee role an exciting, creative, and very

responsible endeavor, far more rewarding to the able trustee than the prevailing reactive role." (Greenleaf, 1975, p. 23) John Carver has observed:

The quality of governance often depends upon the skill of the chairing party. The better the board, the more judiciously it chooses a chair, but ironically, the more responsible the board is as a group, the less the chair makes a difference in the near term. Boards only denigrate their mission when they choose chairs on the basis of length of service or availability. It is better to obtain a good leader who can invest three hours a month than a marginal leader who has thirty hours to give." (Carver, 1990, p.

Our recommendations suggest that the Board choose its own leader through a process of its own making:

- from among its own members or,
- from outside the elected members of the Board, bringing in a person uniquely qualified for and focused on the role of Board Chair.

(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.

Between 1980 and 1990, the Association grew from a budget of approximately three million dollars to a budget of eight million. During that time the staff expanded from 52 professional staff to 88, and 38 support staff to 62. Just as our congregations must consider changing their governance structure as their size increases, so also our Association needs to assess our structure in view of the complexity that has resulted from substantial increases in budget and staff.

Concerns About the Current Role of President

In their original reflections on our governance and the office of the President, the Commission on Appraisal raised several concerns that have been echoed by participants in our workshops and hearings. One issue has been the diverse roles involved in the Presidency as currently constituted, particularly the roles involving public leadership for the Association, interfaith and international representation, and executive leadership for the staff. Do these diverse roles suffer as a result of being combined into one position?

An even more basic issue has been breadth of expertise. Do people trained as parish ministers and experienced in church governance have the skills needed to be effective managers of a non-profit institution the size of the UUA? From a historical

perspective, the COG finds no clear answer to the question about the need for managerial education and expertise. In our predecessor organizations and in the UUA, the effectiveness of the Presidency has been a function of the personal gifts and skills of individual Presidents, including skills in effective management. It is true, however, that ministerial education does little to prepare a person for management of a large institution, be it a large congregation, or a non-profit organization such as the UUA. Even ministers who prove to be successful administrators of large congregations are not trained to manage an operation the size of the UUA. A parish minister might be manager of up to a fifteen staff in a large church, many of them part-time. The UUA now has ten times that number of staff.

This raises what is perhaps the deeper question that underlies the concern about expertise: as an association of congregations, should the UUA view as its primary model for governance the local congregation? Is an association of congregations simply a local church writ large? Or do they have different missions? The statement passed by the Board in 1991 articulates the mission of the Association in very much the same terms as that of a local church. Nowhere is there a clear statement that suggests that the primary mission is to serve the institutional needs of the member congregations. A local congregation might phrase its primary mission in the context of encouraging spiritual growth, community, and service among its members. While these are complementary missions, are they the same as those faced by the Board of an Association of congregations? Do they involve the same kinds of leaders and leadership?

A second issue has to do with the limitations of an elected officer with a limited term. Would the Association benefit from having a hired chief executive whose tenure would not be limited by terms of office, but by the confidence of the elected board? A very common governance structure in non-profit and governmental organizations our size (religious and secular) is one involving a board that hires a chief executive who is accountable to it for moving the organization towards the goals that it has articulated. Such a structure places the board at the center of the organization's governance. It can also create greater institutional continuity and stability.

A third issue is more directly related to the issues of authority and accountability in the UUA. We have heard dissatisfaction from current and past Board members concerning the relationship between the Board and the Presidency that continues the patterns discovered in our historical research. Does the President, by virtue of his/her designated role, carry too much power and influence? Does this create a situation where the Board of Trustees, theoretically accountable for the affairs of the Association, becomes almost exclusively reactive and a "rubber stamp?"

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The President and the Board

The Unitarian tradition of a strong Presidency has meant that the Board has historically struggled to find a voice. Even though structurally the President is accountable to the Board and can be dismissed by the Board, the fact that s/he is elected by the General Assembly makes this very unlikely except in situations of clear and proven malfeasance. The most collaborative President may still find that working with the Board is an amorphous process at best, frustrating to the point where it is easier to see it as a base to be touched, an obstacle to be overcome. This tendency is not the fault of individual Presidents or Board members but is a function of the system of governance we have and the ways that the leadership offices and bodies interact.

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. Elected by the General Assembly for a non-repeatable six year term, such a President would be the principle spiritual leader of the Association, as well as the chair 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 continue to have an ex-officio role on Board committees. 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

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 and headquarters policy, and would report directly

to the Board.

The Executive Director would be an ex-officio member of the Board without vote and also ex-officio without vote on the same Board committees as the President. It is clear that in this structure, the pattern of authority that currently exists between the President and the Executive Vice-President would shift. Although in the proposed model the Executive Director would have the authority to work directly with the Board in advocating program and budgets, the leadership and support of the President would remain a crucial part of working with the Board and the congregations. The Executive Director would not have the authority to go directly to the congregations with policies or programs. The President is the link that binds together the staff leader, the Board, and the congregations.

The Presidential Nominating Committee

Most suggestions for reform in the electoral process for the Presidency have centered around a different nomination process, a shorter and less expensive campaign, and some form of "public funding" for the campaign. The Commission has reviewed all these issues, but feels able to return a recommendation only on the first.

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 formal nomination process, requiring a vote to nominate the candidate from at least 25 member societies in no less than five districts, is not a difficult obstacle for credible candidates to overcome, but it does take some time. However, the entire process of self-nomination and campaigning is a daunting one, requiring considerable political connections and capital within the Association. The process itself does narrow the range of candidates who might consider becoming candidates for President.

The Commission on Governance 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. Creating a separate nominating committee to do this job makes sense since it is a task that has a limited and irregular time frame, unlike the regular Nominating Committee which has work to do every year.

The Presidential Nominating Committee would need to have representation from both the Trustees and the General Assembly, and be large enough to be inclusive. Balancing these concerns with the costs involved, we think seven is a good number, three elected by the Trustees and four elected by the General Assembly. Persons who ran for a place on this Nominating Committee would presumably be persons of wide knowledge and experience in the Association.

Our surveys and studies have clearly indicated that our congregations would not want a PNC limited to bringing forward only one candidate, like a ministerial search committee does for our congregations. However, neither would it make sense to require the PNC to bring forth two candidates if they were unanimous in feeling that one candidate stood head and shoulders above all others. Therefore, we are suggesting that the Presidential Nominating Committee have the power to recommend one or more candidates for the office.

Congregations also feel that there should be a petition process available. Allowing for a petition process makes it difficult to shorten the length of a presidential election campaign. We presume that a minimal length is one year, to allow for a full cycle of district, UUMA chapter, and independent affiliate organizations meetings to happen, and to allow candidates the advantage of campaigning at one General assembly prior to the election.

To allow a candidate who was not nominated by the Commission to petition, using the same nominating process we have now, would require the PNC to report by January 1 of the year preceding the election (i.e. eighteen months prior to the election) at the latest. Section 10 of this report entitled "Implementation: The Political Process and Timetable" outlines the timetable for the first and future Presidential elections under our proposed term of office and implementation schedule.

There are a number of ways that a Presidential Nominating Committee could influence the process of electing a President. One candidate having the support of the PNC might mean that no other petition candidates would be motivated to run, and there would be no election at all. This would create a span of time between contested Presidential campaigns of at least twelve years and maybe more. The PNC could also intentionally set up a contested election. The record of electoral success in the UUA of candidates not endorsed by a nominating committee suggests that such endorsement is not an overwhelming advantage to a candidate.

The Governance Commission was not charged with a study of election processes for officers. Previous study of the election process for officers has already resulted in rules being put in place which limit the amount and frequency of space in The World that a Presidential candidate may have, thus limiting the expenses for advertising through that important medium. However, the major expense of a Presidential campaign is travel to District meetings for candidate forums. The expense of our Presidential campaigns, and the technology we use to make the candidates known to the congregations, merits further study by the congregations and the Board of Trustees.

SECTION 8: 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.

SECTION 9: IMPLEMENTATION:
THE POLITICAL PROCESS, TIMETABLE FOR CHANGE
AND FINANCIAL IMPLICATIONS

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 -- Board Executive Committee begins 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.

FINANCIAL IMPLICATIONS OF PROPOSED UUA GOVERNANCE CHANGES

An initial analysis of the financial implications of these proposed changes has been conducted by the Commission on Governance. It suggests that the differences in expenditures between the current structure and that which the Commission has proposed will not be great and can be incorporated into the UUA budget as it is planned for the 1999-2000 fiscal year and beyond without great stress.

A more intensive analysis will need to be conducted in advance of the initial votes on these proposals. The Commission suggests that the Finance Committee and the UUA Administration are in a better position to conduct such a study than is the Commission, and we trust them to present a fair estimation of the financial impact in advance of the 1994 General Assembly.

For purposes of this final report, the Commission is detailing by office or group the areas which will produce the greatest impact on the budget. We hope this will assist the Finance Committee and Administration in their financial analysis, and support our contention that the fiscal impact will not be great.

Board of Trustees

- With the Board staying the same size, the major changes involved in working with the new Officer roles would likely involve the functioning of the Executive Committee. Would it meet more often, with a different kind of role? Would the new leadership for the Board and from the Officers result in a review of the representative roles Board members play?

Board Chair

- The role does not entail the ceremonial and representative functions of the current Moderator, therefore travel costs should decrease. The home base of the Board Chair would determine the travel costs to Boston. Frequency of time in Boston would likely remain the same as with the current Moderator.
- Savings in travel would partially offset staff support for the Board Chair, with the staff person possibly residing where the Board chair is located, rather than in Boston.
- If the Board Chair comes from outside the Board, there would be additional travel costs.

President

- The Commission does not envision salary and travel budgets changing in the new role. Even though the job description changes, this is the highest elected officer of the Association. The President's House at Nine Louisburg Square continues as the President's residence and as a place for hosting functions.

Executive Director

- This is where there is the most financial ambiguity. We presume that the Executive Vice-President's position would be folded into the new position, but that the salary market for this position described in CEO terms might well be higher than the present Executive Vice-President's salary. The Executive Vice President's travel budget is modest and this would also be true for an Executive Director.
- Other salary costs for program officers and directors working under the Executive Director would depend on the staff structure ultimately implemented by the Executive Director.

The Presidential Nominating Committee

- This appears to be a clear cut extra expense.
- Assuming no travel efficiencies (such as tying a meeting into GA), we estimate at least two face to face meetings during each year of the committee's operation will be required to complete the task. It is hard to speculate what such meetings would cost later in this decade, but $700 per person per meeting seems reasonable. A $10,000 budget during each year of the committee's operation might suffice.
- In each six year cycle associated with the term of the President, the Finance Committee will have to allocate funds for the Presidential Nominating Committee in three of those years.

SECTION 10: WHY IS THIS MODEL BETTER THAN THE STATUS QUO? 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.

If the General Assembly and the Board already have the authority for setting the policy and the direction of the Association, what's the problem?

Our Association has a history of chronically underfunctioning[2] General Assemblies and Boards. There are many reasons that have been suggested for this. Some of them have nothing to do with the GA's or the Board's relationship to the Association's elected officers, e.g. the monopolizing of GA delegate positions by perennial GA attenders; jaded, cynical, or apathetic attitudes towards GA business processes on the part of many ministers; the uneven quality of District structures and of the people they send to serve on the UUA Board. These are not problems that can be addressed through bylaws amendments. It will only be when more widespread interest is generated in the meaningful agenda of business at the GA and at Board meetings that these problems will be solved.

However, some of the reasons for underfunctioning in the GA and the Board do arise from the relationships involved in our governance structures and offices. The ways in which we have understood the Presidency invites overfunctioning[3] in that role. We have asked ourselves: Is it the role and job description of the Presidency, or is it the personalities that have been elected? Ultimately we believe this is a chicken-and-egg question. The role and job description profoundly effects who runs for the office.

The Moderator position has had an ambiguous role definition resulting in the office being highly influenced by personality. The leadership role of the Board has suffered as a result. Neither the President nor the Moderator has any clear responsibility for

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[2] See the definition at the beginning of Section 5.

[3] See the definition at the beginning of Section 5.

functioning as a leader within the internal processes of the General Assembly and the Board. Without clear and empowered leadership both groups have tendencies to be short term in their thinking, reactive, and vulnerable to special interests.

Haven't we always had a strong President?

Yes, especially on the Unitarian side of the family, as the historical essay in Section Six indicates. The issue we are addressing is precisely whether "what we have always had" still works for us. It is a question of whether we believe that Unitarian Universalist Association has lived up to its potential as a service organization for our congregations and as a propagator of the faith.

We have the most centralized governance structure of any congregational polity denomination in this country. We essentially model the UUA President's role on that of a parish minister, and historically the people who have held the office have seen themselves as super-ministers to the Association. We must ask ourselves whether this understanding of how our top leadership should function has accomplished the goals we have set for ourselves. It is important to realize that the COG is being critical here of long-standing role descriptions and leadership styles among our officers, and not of the performance in these roles of the most recent President and Moderator, who have both been outstanding leaders in their roles as they have understood them. Looking at these offices as parts of a system rather than in terms of individual performance involves us in questions involving our values as well as our theories about our governance.

How does our governance system reflect our values?

In the Commission on Appraisal's original letter of November 18, 1989 that sparked the current study of governance, it was noted that some Unitarian Universalists have expressed concern that our structures and decision-making processes do not reflect our values. This concern has been expressed more explicitly in comments directed to the Commission on Governance about hierarchy and the role that hierarchical leadership structures play in our association. Our study has not been dominated by these questions, but we have reflected on them, and our final recommendations do reflect the influence of these conversations.

The values of our Association as expressed in our Purposes and Principles, and particularly in those which invoke "the worth and dignity of every person," "the use of the democratic process," and "the interdependent web of all existence," imply a preference for inclusivity and collaboration in moving towards common goals. It is much more consistent with our principles to speak of "power with" rather than "power over." The authority and roles of our elected and appointed leaders in helping us move together towards these goals is a key issue here.

So, the Commission thinks that hierarchy is bad?

The Commission does not have any ideological consensus that hierarchy is bad. On the contrary, we can point to many hierarchical governance structures that function very well. It is frequently the case that the larger the organization becomes, the more difficult it is to avoid hierarchical structures.

Some of the questions we have discussed in our consideration of hierarchy include:
To what extent is the 'power over' aspect of hierarchy in the structure of governance itself, and to what degree is it in the way that individuals function in designated roles?
Is it a positive function of hierarchy to offer clear lines of accountability in order to have an effective management of resources and better serve the purposes of the UUA?
What would a non-hierarchical structure look like in terms of accountability? In terms of spiritual leadership and vision?

Collaborative leadership structures in which power is more diffused and in which decisions are brokered through the interaction of several different sources of power do exist in other denominations and do function in secular organizations of all sizes. Collaborative leadership occurs both because of the influence of structures and the commitments of individual leaders. Hierarchical structures can still involve highly collaborative relationships.

Is the Commission's proposal "non-hierarchical?"

It is less hierarchical. The proposals we have made to change the Presidency of the Association, will allow it to function in ways that are appropriate for spiritual leadership and external relationships, and will put the functions of staff leadership and program implementation in an Executive Director accountable to the Board. This will move the Board into a more central role in setting the future direction of the Association. Choosing its own leadership will further enhance that role. This is the appropriate role for the Board to play in our democratic association. Insofar as the President in the new role as the President of the General Assembly, and a member of the Board and Board Committees is a strong leader, it will be because of his/her ability to communicate vision and build coalitions both within the General Assembly and Board in support of program directions.

The Executive Director will develop appropriate management structures to maximize accountability and accomplishment of the goals and visions set forth by the Board. These structures may or may not be hierarchical, depending upon that person's management philosophy.

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.

Is this kind of Presidency sufficiently substantive to attract high quality candidates?

Yes. it is a demanding and important role. It will require a vision of where the Association is going, the skills in democratic process to be the chair and leader of the GA, the political wisdom to function as a leader within the Board, the confidence to handle a high public profile, the sensitivity to represent the UUA in society, the public speaking ability to represent the Association to congregations and outside groups, and the knowledge of the Association required to be an effective fund-raiser.

This role would attract many of the same candidates that who

might consider running for the Presidency as it currently functions. It will also attract candidates highly qualified for these roles in the new Presidency but who have been unwilling to consider running because of the management responsibilities associated with the current office.

In folding the Moderator role into the Presidency, are we abandoning our highest elected office traditionally held by a lay person?

The current offices of President and Moderator are not designated in the bylaws for ministers or lay persons. Either office could be held by a minister or a lay person. However, in describing the new role of the President as the "principle spiritual leader", we acknowledge that this job would most likely be held by a minister. Even though the current office of Moderator has high visibility, and is symbolic of the leadership parity between the laity and the clergy, the office is perceived as lacking power.

The aspect of the Moderator's role with the greatest influence potential is that of the Board Chair, which the COG separates out and enhances through the Chair's election by the members of the Board. This role is likely to be routinely held by a lay person. So while there is the loss of the highly visible presence at GA, it is countered by an enhanced line of authority via the Board's election of its own chair.

Why don't you recommend that the President chair the Board?

There are many examples of governance models, especially in non-profit agencies, where the President presides over the representative assembly and chairs the Board. The COG has decided to recommend a model wherein the Board chooses its own chair because we are convinced that the Board will be strengthened by the process. The Board needs a designated spokesperson to conduct its business with the other leaders in our governance structure.

Creating the role of Board Chair frees the President to be a fully involved member of the Board during meetings. It makes it clear that the President is primarily accountable to the General Assembly and that the Chair of the Board is accountable only to the Board. Their voices and authority are clear.

The Board will need to develop its own process for choosing its chair, and the COG makes no formal recommendation regarding this, believing that it is best left to Board to decide. We have some suggestions, however. A nominating committee for the position could be created by the Board's Committee on Committees. The President would be an ex-officio member of that nominating committee. The Committee would bring forward one or more candidates from inside or outside the current membership of the Board. Other candidates who collected the signatures of six or more other Board members could run. The term of the Chair might be two years, and the number of

terms could be unlimited.

What if there is conflict among the President and the Executive Director and the Board Chair ?

The Executive Director in the new model proposed is the Chief Executive Officer, and Staff Leader. The Executive Director does not set policy, but acts to implement the policies and follow the directions set by the Board. The Executive Director is accountable to the Board as a whole, not to any individual members of the Board, including the Board Chair or the President.

No model of governance can legislate out conflict among its players. It is obviously desirable that all the leaders in this structure experience trust, collegiality, and a common vision of the organization among themselves. If they do not, the potential for blockage or sabotage in the organization does exist. However, it does not exist to any greater degree in the proposed model than it does in the status quo.

Right now there are several elected officers accountable to the General Assembly and the Board. If they so choose, each has the ability to use their office to block the leadership efforts of the others. When there have been conflicts between the President and the Moderator in the past, the Board has had to mediate, interpret, sidestep, adjudicate, or simply live with those conflicts. When there have been conflicts between the officers and influential people on the Board, other Board members have had to play a similar role.

Doesn't the proposed model set up a triangle of leadership which is inherently unstable?

We have noted that in family systems theory, "triangling" is a term used to describe the situation where the relationship of any two members of an emotional triangle is kept in balance by the way a third party relates to each of them or to their relationship. Triangles exist in our current governance system: the President, the Board, and the Moderator are a triangle; the GA, the Moderator, and the Board are a triangle, and so on. The issue to consider is not whether triangles should or do exist in the proposed governance model, but what kind of new stability is created when the triangles that exist now are shifted by a re-definition of roles and offices. Three people in leadership relationships with each other can function in a healthy manner if all the participants are clear on the roles that they are to play, and avoid intervening in the relationship between the other two parties.

The current President, Board, Moderator triangle goes through a major change in the proposed model. Since the Executive Director is an employee of the Board, without the authority that comes from the mandate of an electorate, the relationship that person has to the Board Chair is different than the current President-Moderator

relationship. The new role for the President creates a different kind of relationship with the Board Chair. These three officers are not the only ones involved in significant leadership roles however. The Financial Advisor and other members of the Board Executive Committee are all part of this leadership group as well.

Triangling will happen in this model in any number of ways, therefore, involving various combinations of officers and Board members, but not because this model is more prone to dysfunctional triangling than the status quo. If indeed there are conflicts, the new structure minimizes the possibility that someone can be frozen out, because the offices are too interdependent.

Did the Commission on Governance consider making no change in the current structure? Did you feel some political pressure to recommend some kind of change after all this work?

Yes, to both questions! The Commission talked extensively in our early meetings about our charge and the forces that brought us together, both the historical forces and the current politics of the Association. We re-affirmed at several points during our meetings that we would be willing to affirm the status quo if we concluded that it was the most effective system, and/or if it became clear to us that there was no strong desire for change within the Association. Both our theoretical studies and our sense of what the congregations would like to vote on led us to our recommendations.

We have obviously felt political pressure from many directions. It is important for us to acknowledge, and for the congregations to know, that President Schulz, Executive Vice-President Montgomery, Moderator Gulbrandsen and the members of the Board have let this Commission do its work without any inappropriate or uninvited efforts to influence its outcome. Indeed, if anything has been a source of pressure for us towards recommending that we stick with the status quo, it has been our respect for these leaders of our Association and our awareness of the depth of their dedication to the Association. We fully expect that our recommendations will be opposed by many of them, and that makes it all the harder to recommend these changes.

If we had recommended no change whatsoever in our governance system, no doubt we would have been subjected to some criticism and cynicism on the part of advocates for change, but the negative reactions we will receive for the recommendations we are making are equally difficult. Indeed, for several Commission members, our personal friendships and political interests would have made "status quo" a much easier recommendation to make.

Why make so many changes at one time? Why not just change a piece of the process each year until we evolve towards a more effective structure?

One of the operating assumptions of the Commission has been that

our governance is a _system_. We discovered quickly that the way one part operates has an impact on the whole system. Thus when we considered changes we had to take the whole structure into account. Changing one part made a change in another appear necessary. As it is, there are parts of the system we have not been charged to study, and did not have the time or resources to study in the depth they deserve, particularly the General Assembly and the Districts. These parts of our governance system need additional attention. We hope that the Commission on Appraisal or the Board will take up further study of these important parts of our governance structure in the future.

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. The consensus we have reached has been hard to broker, and we are all aware that the political process in the Association to which this report is now subject may be a very complex one. We will not participate in that process as a Commission, but 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.

(Brackets show deletion; underlining shows additions)

BYLAWS
OF THE
UNITARIAN UNIVERSALIST ASSOCIATION

Section 5.1. Committees of the Association.

The standing committees of the Association shall be:

(a) the Nominating Committee;

(b) the General Assembly Planning Committee;

(c) the Commission on Appraisal;

(d) the Commission on General Resolutions;

(e) the Ministerial Fellowship Board of Review; and

(f) the Presidential Nominating Committee.

(This amendment shall be effective immediately upon approval by the General Assembly.)

Section 5.2. Election and Terms of Office.

One-half as nearly as possible of the elected members of the committees named in Sections 5.1(a), 5.1(b), and 5.1(d) shall be elected at the regular General Assembly held in each odd-numbered year. All of the members of the Presidential Nominating Committee shall be elected or appointed by the General Assembly or the Board of Trustees, as the case may be, four years prior to each election of the President. Elected members of all Section 5.1 committees shall take office at the close of the General Assembly at which they are elected and shall serve until their successors are elected and qualified except as otherwise provided herein. Members of the Presidential Nominating Committee appointed by the Board of Trustees shall take office at the close of the General Assembly at which the other members of the Committee are elected by the General Assembly. The elected members of the Nominating Committee, the General Assembly Planning Committee, [and] the Commission on General Resolutions and all members of the Presidential Nominating Committee shall serve for terms of four years. The members of the Commission on Appraisal shall serve for a single term of six years; one-third of said members shall be elected at the regular General Assembly held in each

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odd-numbered year. Any member in office for a period of more than three years shall be deemed to have completed a six-year term for the purposes of re-election.

(This amendment shall be effective immediately upon approval by the General Assembly.)

Section 5.5. Vacancies.

A vacancy in a committee position elected by the General Assembly created by the death, disqualification, resignation, or removal of a member of a committee of the Association shall be filled by the Board of Trustees until the next regular General Assembly at which an election can be held. The vacancy shall then be filled by election by the General Assembly for the balance of the unexpired term, if any. A vacancy in a committee position appointed by the Board of Trustees shall be filled by the Board of Trustees for the balance of the unexpired term.

(This amendment shall be effective immediately upon approval by the General Assembly.)

Section 5.10. Presidential Nominating Committee.

The Presidential Nominating Committee shall consist of seven members, three members appointed by the Board of Trustees and four members elected by the General Assembly. The candidates for the positions elected by the General Assembly shall be selected through the nominations process or by petition as set forth in Article IX. The President shall not be eligible to serve on the Presidential Nominating Committee. The Presidential Nominating Committee shall submit nominations for the position of President of the Association as provided in Bylaw Section 9.4(b).

(This amendment shall be effective immediately upon approval by the General Assembly).

[PRESENT BYLAW SECTIONS 5.10, 5.11, 5.12, 5.13 AND 5.14 WILL BE RENUMBERED AS SECTIONS 5.11, 5.12, 5.13, 5.14 AND 5.15, RESPECTIVELY.]

Section 6.3. Membership.

The Board of Trustees shall consist of:

(a) the President, the Chair of the Board [without vote, the Moderator] and the Financial Advisor;

(b) four trustees elected at large, including a trustee at large from Canada;

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(c) one trustee representing each district, except that a single trustee shall represent each of the following combinations:

   (1)   The Mid-South and Florida Districts;

   (2)   The Prairie Star and Western Canada Districts;

   (3)   The Michigan and Ohio Valley Districts.

(This amendment shall be effective at the conclusion of the 1999 General Assembly.)

Section 6.11.   Special Meetings.

Special meetings of the Board of Trustees may be called by the [Moderator or] Chair of the Board or President, and shall be called by the Chair of the Board [Moderator] at the request of eight trustees.   Notice of special meetings shall be given in writing not less than five nor more than sixty days before the meeting and shall state the time and place of the meeting.

(This amendment shall be effective at the conclusion of the 1999 General Assembly.)

Section 7.5.   Executive Committee.

The Executive Committee shall consist of the Chair of the Board, the President, the Vice Chair of the Board, [the Moderator, the First Vice Moderator,] the Secretary, the Financial Advisor, [and] the Chair of the Finance Committee, and the Executive Director. The Executive Director shall be an ex officio member of the Executive Committee without the right to vote. The Chair of the Board shall be the Chair of the Executive Committee. [The position on the committee occupied by the First Vice Moderator shall be filled by the Second Vice Moderator at any meeting of the committee from which the First Vice Moderator is absent or at which the First Vice Moderator is presiding in the absence of the Moderator.] The position on the committee occupied by the Secretary shall be filled by the Assistant Secretary at any meeting of the committee from which the Secretary is absent.   The Executive Committee shall conduct the current and ordinary business of the Association between meetings of the Board of Trustees. At any time that there is a vacancy in the office of Executive Director, the Executive Committee shall identify and recommend candidates to the Board of Trustees to fill the vacancy. If between meetings of the Board of Trustees, matters arise, which in the opinion of the Executive Committee are not current and ordinary business but in the best interests of the Association must nevertheless be acted upon, the Executive Committee may act thereon for the Board of Trustees, but only if four or more members vote the action.

(This amendment shall be effective at the conclusion of the 1999

General Assembly, with the exception of the addition of the penultimate sentence which shall be effective at the conclusion of the 1998 General Assembly.)

Section 7.7. Finance Committee.

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

(This amendment shall be effective at the conclusion of the 1999 General Assembly.)

Section 7.10. Presiding Officer.

The Board of Trustees shall appoint one member of each committee of the Board, other than the Executive Committee, to be its presiding officer.

(This amendment shall be effective at the conclusion of the 1999 General Assembly.)

[*]Section 8.1. Officers Enumerated.

(a) Elected Officers. The elected officers of the Association shall be [a Moderator,] a President, and a Financial Advisor.

(b) Appointed Non-salaried Officers. The appointed non-salaried officers of the Association shall include [one or more Vice Moderators,] a Chair of the Board, a Secretary, and a Recording Secretary and may include one or more vice presidents, assistant treasurers, and such other officers as the Board of Trustees may appoint.

(c) Appointed Salaried Officers. The appointed salaried officers of the Association shall include an Executive Director, a Treasurer, and may include one or more vice presidents, assistant treasurers, and such other officers as the Board of Trustees may determine.

(The amendments to Sections 8.1(a) and (b) shall be effective at the conclusion of the 1999 General Assembly and the amendment to Section 8.1(c) shall be effective at the conclusion of the 1998 General Assembly.)

Section 8.3. Election and Term of Office.

(a) Elected Officers. The elected officers shall be elected at a regular General Assembly in an odd-numbered year and

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shall take office at the close of such General Assembly.

(1) President. The President shall serve for a term of
six [four] years and until his or her successor is
elected and qualified. No President shall serve more
than one [two successive] term[s]; and any partial
term of more than three [two] years served by reason
of appointment and/or election to office pursuant to
subsection 8.7(a) below shall be considered a full
term for purposes of this subsection.

(2) [Moderator and] Financial Advisor. The [Moderator
and] Financial Advisor shall [each] serve for a term
of four years and until his or her successor is
elected and qualified. No [Moderator or] Financial
Advisor shall serve more than two successive full
terms; and any partial term of more than two years
served by reason of appointment and/or election to
office pursuant to subsection 8.7(a) below shall be
considered a full term for purposes of this
subsection.

(3) Notwithstanding the foregoing subparagraphs (1) and
(2), the persons elected at the 1993 General Assembly
to hold the offices of Moderator and President shall
hold office until the 1999 meeting of the General
Assembly. This Bylaw provision shall be effective
upon approval by the General Assembly and shall expire
at such time as a new President is elected at the 1999
General Assembly.

(b) Appointed Non-salaried Officers. The appointed
non-salaried officers, with the exception of the Chair of
the Board, shall serve for one or more terms of two years
and until their successors are appointed and qualified.
The Chair of the Board shall serve for a term or terms to
be determined by the Board of Trustees and until a
successor is appointed and qualified.

(The amendments to Sections 8.3(a)(1), 8.3(a)(2) and 8.3(b) shall be
effective at the conclusion of the 1999 General Assembly, and the
amendment of Section 8.3(a) by adding a new subsection (3) shall be
effective immediately upon approval by the General Assembly.)

Section 8.4. Qualification of Officers.

Each officer of the Association, other than the Executive Director,
shall be a member of a member society. If an officer, other than the
Executive Director, ceases to be a member of any member society, such
officer shall be disqualified and the office declared vacant.

(This amendment shall be effective at the conclusion of the 1999

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General Assembly.)

Section 8.8. Executive Director.

The Executive Director shall be the chief executive officer of the Association with responsibility for management decisions. The Executive Director shall report to and be subject to the supervision and control of the Board of Trustees. It shall be the duty of the Executive Director to see that all orders and resolutions of the Board of Directors are carried into effect and to provide leadership for the staff and programs of the Association. The Executive Director shall collaborate with the President and the Board of Trustees to see that the visions, values, and policies of the Association are implemented through Association programs.

(This amendment shall be effective at the conclusion of the 1999 General Assembly.)

[Section 8.8. Moderator.

The Moderator shall preside at General Assemblies and meetings of the Board of Trustees and the Executive Committee. The Moderator shall represent the Association on special occasions and shall assist in promoting its welfare.]

(This amendment shall be effective at the conclusion of the 1999 General Assembly.)

Section 8.9. President.

The President shall be the public spokesperson for and visionary leader of the Association and shall represent the Association in public, interfaith, and international forums; visit congregations; engage in development activities; and collaborate with the Executive Director and the Board of Trustees in implementing the visions, values and policies of the Association. The President shall be the Chair of the General Assembly, a member of the Board of Trustees and a member of the Executive Committee of the Board of Trustees. The President [chief executive officer of the Association

and] shall _also_ be a member, ex-officio, without vote, of all standing committees of the Association, except the Presidential Nominating Committee, the Nominating Committee and the Ministerial Fellowship Board of Review, and of all standing committees of the Board except the Ministerial Fellowship Committee.

(This amendment shall be effective at the conclusion of the 1999 General Assembly.)

[*Section 8.11.   Executive Vice President.

In the event an Executive Vice President should be appointed, the Board of Trustees shall describe his or her duties.]

(This amendment shall be effective at the conclusion of the 1999 General Assembly.)

Section 8.11.   Chair of the Board.

The Chair of the Board shall be responsible for the integrity of Board of Trustee process, shall preside at meetings of the Board of Trustees, and shall act as Vice Chair of the General Assembly. The Chair may, but need not be, selected by the Board of Trustees from the elected members of the Board of Trustees, but may not be either the President or a staff member of the Association.

(This amendment shall be effective at the conclusion of the 1999 General Assembly.)

Section 8.12.   Vice Chairs of the Board [Moderators].

The Vice Chair(s) of the Board [Moderator or Moderators] shall be elected from among the members of the Board of Trustees by its members. In the absence of the [Moderator] Chair of the Board, a Vice [Moderator] Chair shall preside at meetings and perform the duties of the [Moderator] Chair of the Board. A Vice Chair [Moderator] shall perform such other duties as may be assigned by the Board. In the event that more than one Vice Chair [Moderator] is elected, one of the Vice Chairs [Moderators] shall be designated First Vice Chair [Moderator].

(This amendment shall be effective at the conclusion of the 1999 General Assembly.)

Section 8.13.   Vice Presidents.

Any Vice President appointed shall have such powers and shall perform such duties as may be assigned by the Board of Trustees [or the President] or the Executive Director.

(This amendment shall be effective at the conclusion of the 1999 General Assembly.)

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Section 8.18. Compensation.

[The Moderator,] The Financial Advisor[,] and the appointed non-salaried officers shall not receive compensation for their services but shall be reimbursed as determined by the Board of Trustees for expenses reasonably incurred by them in the performance of their duties.

(This amendment shall be effective at the conclusion of the 1999 General Assembly.)

Section 8.19. Reports by Officers.

[The Moderator,] The President, the Financial Advisor, and the Treasurer shall each make an annual report to the member societies and to each regular General Assembly.

(This amendment shall be effective at the conclusion of the 1999 General Assembly.)

Section 9.4. Nomination by Nominating Committee and Presidential Nominating Committee.

(a) The Nominating Committee shall submit one or more nominations for each elective position at large to be filled, except [Moderator and] President, including those to fill any vacancies occurring prior to October 1 of the year before the election. Only one person from any one member society shall be thus nominated to serve on the Nominating Committee. The report of the Nominating Committee shall be filed with the Secretary of the Association and be mailed to all certified member societies, associate member organizations, trustees, and life members on or before December 10 of each even-numbered year.

(b) The Presidential Nominating Committee shall submit a report to the Secretary of the Association by January 1 of the second year preceding the election of a new President, nominating one or more candidates for the office of President. The report shall be mailed to all certified member societies, associate member organizations, trustees, and life members on or before February 1 of the second year preceding the election.

(The amendment to Section 9.4(a) shall be effective October 1, 1998 and the amendment to Section 9.4(b) shall be effective immediately upon approval by the General Assembly.)

RULES*
of the
UNITARIAN UNIVERSALIST ASSOCIATION

*Rules whose section number is preceded by a "G" are those adopted by a General Assembly and may be amended or repealed only by a General Assembly, as provided in Section 13.1 of the Bylaws.

Section 4.16. Additions to the Agenda of Regular General Assemblies.

Rule G-4.16.1. Resolutions of Immediate Witness.

The [Moderator] President shall take such steps as the [Moderator] President considers practical to advise delegates and other persons or bodies as early as possible, preferably in writing, of the contents of any resolutions presented to the General Assembly which are not on the Final Agenda and which are admitted to the agenda pursuant to Article IV, Section 4.16 of the Bylaws; and some time shall be scheduled when the sponsor(s) of the resolution(s) can discuss the resolution with those interested.

(This amendment shall be effective at the conclusion of the 1999 General Assembly.)

Rule G-4.18.2   Business and General Resolutions.

A General Resolution is one that deals with issues of public policy within the province of the Department for Social Justice. A Business Resolution directly involves the administration and structure of the Association.

Any resolution submitted which, taken as a whole, has as its purpose the making of a statement of social concern or principle shall be deemed to be a General Resolution.

All resolutions received by either the General Assembly Planning Committee or the Commission on General Resolutions shall be reviewed in consultation with the General Counsel by the Chair or designee of the Planning Committee and the Chair or designee of the Commission on General Resolutions. If in the judgment of the representatives of the Planning Committee and the Commission on General Resolutions a resolution should be categorized as a General Resolution, then the resolution shall be referred to the Commission on General Resolutions for its consideration in formulating General Resolutions under Bylaw Section 4.12(b). All other resolutions shall be treated as Business Resolutions and included on the Tentative Agenda.
In the event the representatives of the Planning Committee and the Commission on General Resolutions cannot agree on the categorization of a resolution, the [Moderator] President shall make the determination as to whether the resolution is a General Resolution or a Business Resolution.

A General Resolution appearing on the Final Agenda shall not be amended so as to become a Business Resolution.

(This amendment shall be effective at the conclusion of the 1999 General Assembly.)

RULE VIII

Officers of the Association

No existing rules applicable to Article VIII.

[**Section 8.1. Officers Enumerated.**

Rule 8.1.1. The appointed salaried officers of the Association shall include an Executive Vice President.

Section 8.11. Executive Vice President.

Rule 8.11.1. The Executive Vice President shall have responsibility under the President for the administrative affairs of the Association and shall perform such other duties as may be assigned to such officer.]

(This amendment shall be effective at the conclusion of the 1999 General Assembly.)

RULE IX

Nominations and Elections

Section 9.10. Counting of Ballots.

Rule G-9.10.1. Tie Votes.

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

(This amendment shall be effective at the conclusion of the 1999 General Assembly.)

[**Rule G-9.10.2. Tie Vote-Moderator.**

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

(This amendment shall be effective at the conclusion of the 1999 General Assembly.)

Rule G-9.10.2.[3.] Tie Vote-President.

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

[**Rule G-9.12.7. Length Campaigns for President and Moderator.**

(a) Campaigns for President and Moderator may appropriately begin with small campaign committee organizational meetings and mass mailing letters no earlier than November 1 of the second year preceding the election.

(b) Active campaigning and solicitation of endorsements shall not begin prior to January 1 of the year preceding these elections.

(c) No electioneering of any sort shall occur at the General Assembly two years preceding the elections for President and Moderator.

(d) This rule shall not be effective until after the 1993 elections.]

(This amendment shall be effective at the conclusion of the 1999 General Assembly.)

RULE X

Finance and Contracts

Rule G-10.1.4. Procedures for Budget Consideration.

Any action by a General Assembly with respect to budgets shall be taken under the following procedure:

(a) A budget hearing shall be held as part of the General Assembly program at a time when the Assembly is not in formal business session.

(b) Main motions concerning budgets which are to be made in a formal business session shall be filed in writing with a person or persons designated by the President [Moderator] as early as possible prior to or during the General Assembly but in any event on or before the day prior to the Business Session at which the proposed motion will be in order for adoption. The [Moderator] President shall take such steps as the [Moderator] President considers practical to advise delegates and other persons or bodies as early as possible, preferably in writing, of the contents of the motions so filed.

(c) Any action with respect to the budget for the Current Fiscal Year calling for increased spending in any category shall provide for equivalent reductions in other categories of spending and specify the categories in which such reductions are to be made.

(d) No action may be taken with respect to the Current Fiscal Year budget which shall be inconsistent with either Rule G-10.1.2(b) or G-10.1.3 effective 1999.

(This amendment shall be effective at the conclusion of the 1999 General Assembly.)

[Section 10.8. Contracts and Securities.

Rule 10.8.1. The Executive Vice President may sign and attest deeds, mortgages, contracts, and other documents to which the Association is a party.]

(This amendment shall be effective at the conclusion of the 1999 General Assembly.)

APPENDIX B: SUMMARY OF DATA COLLECTION/RESULTS

During the course of our study the Commission on Governance engaged in three data-gathering processes in order to solicit input from lay and professional UUs, and to seek their guidance in assembling the many ideas and diverse conceptualizations of models for change that evolved from our own deliberations. It should be noted at the outset that a large majority of the sources we contacted expressed a preference for change in UUA governance.

Survey 1:

In our first data collection effort we sought the advice of lay leaders and UU professionals by sending study materials and a survey document to UUA District meetings and regional meetings of parish ministers, ministers of religious education, and directors of religious education. In many cases a member of the Commission on Governance facilitated a workshop using the study and survey materials.

In each instance we asked groups to discuss the leadership roles and functions within the UUA using generic descriptions of the key positions. For example, the board chair was designated as the "principle board leader" (PBL), staff leadership was designated as "principle staff leader" (PSL), Board roles were called "Board," and finally, there was a catch-all category defined as "Other" for comments (CMT) suggesting other staff members or officers that might play leadership roles -- see Exhibit 1. In both questionnaire format and a semi-structured matrix of roles and functions, respondents in 20 districts or UUMA chapters were asked to provide group responses on the roles and functions of elected leadership in the UUA governance structure. Approximately half of the responses came from UUMA chapters and half from district annual meetings, representing 16 geographically diverse districts plus Canada.

The respondents' answers to multiple-choice questions revealed the following:

- Fifty-five (55) percent believed the PSL should be hired by and accountable to the Board, with 35 percent voting for the status quo.

- Fifty-two (52) percent believed the PBL should be elected by and accountable to the Board of Trustees, with 43 percent electing the status quo.

- Fifty-nine (59) percent believed that an elected leader of the Board would be best suited for the role of Public Spokesperson for UU'ism.

- Order of preferences for a model for UUA governance were:
  D.   City/County (elected officials w/appointed manager)

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A. Parish Governance
B. Corporate/University
C. Non-profit organization

- There was almost an even division on whether the Board should be smaller or remain the same; but there was overwhelming support for having the Board remain elected from regional districts.

- Thirty-eight (38) percent believed that new initiatives in Association policy and programs should primarily originate in the congregations; 31 percent thought they should originate in the Board; and only 19 percent from an elected President.

- Sixty-three (63) percent believed the time involved in serving on the Board is about right; 27 percent thought it was too much.

- Fifty three (53) percent believed the present balance of power between GA and Board to be a good system, and 34 percent didn't like it.

Summary
    While not overwhelming, there did appear to be significant support among those most knowledgeable about and interested in UUA structure for a different role for the PBL, and an appointed manager as PSL. Many of the respondents indicated a 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 was concern among the respondents about the cost of UUA elections. Finally, many of the respondents seem to be struggling with the issue of how hierarchical our governance should be, and what it means to be an association of congregations.

February , 1991

UUA GOVERNANCE COMMISSION SURVEY

Thank you for your willingness to offer your opinions on UUA governance to our Commission. We would prefer this survey to be filled out in the context of our "Focus Group" workshop design, but we are happy to receive and review your opinions in any form or context. Please use the attached Answer Sheet (found on the back of Question 1 - the full-page grid-style question) to record your answers/comments to Questions 2-9.

Please note that we are not pretending that this survey will have any statistical validity. We are not canvassing the entire denomination or all the churches because we don't believe the size or quality of the responses received will be worth the time and expense of such a large scale survey. Our intent is to invite response through this form at workshops that are offered at District meetings or UUMA chapter meetings in 1991, hoping that these are the places where we will get the best return of informed opinion.
The response form frequently uses "generic titles" for officer roles instead of the titles with which we are more familiar. For example, in question 1, the grid page, the initials stand for the following:
PBL = Principal Board Leader
PSL = Principal Staff Leader

You will notice similar terms being used in other questions. We are hoping that this will help you detach some of your thinking about these issues from the current forms, titles, and individuals involved in UUA governance. Note that no assumptions are made about whether or which of these positions are paid. Question 1, the grid, should be answered first. We encourage you to "force choice" your responses to the grid, unless you truly believe that a particular role is equally appropriate to all jobs. In the workshop design further discussion precedes responding to the rest of the questions. You'll notice that some of the rest of the questions duplicate issues that you considered in the Question 1 grid. That is intentional. Please remember to respond to Questions 2-9 on the Answer Sheet.

Thanks again for your help.

UUA Commission on Governance Survey
Question 1

1. Various roles and functions are assumed by the elected and appointed leaders of our Association. The names (generically described - see instructions) of major leadership roles and bodies are listed across the top of the chart below. Under each column, please rank the roles and functions you believe are most appropriate to this office or body according to the following code:

V - VERY APPROPRIATE
A - SOMEWHAT APPROPRIATE
X - NOT APPROPRIATE

ROLES: FUNCTIONS	PBL	PSL	BOARD	OTHER or CMT
Vision of the Future				
Management				
Leadership for the Board				
Leadership and supervision of the Staff				
Presiding over General Assembly				
Financial Management				
Spiritual Leadership				
Interface with local congregations				
Public figure, UU spokesperson				
Program development				
Fundraising				
Policy-making				
Long-range planning				
Lobbying on issues related to UU values				

2.Do you believe that it would be better to have the principal leader of the UUA staff and the principal manager of the institutional affairs of the Association:
(please check one)

_____ a) Hired by and accountable to our elected Board of Trustees.
_____ b) Elected by and accountable to the General Assembly,working in collaboration with elected Board of Trustees.
_____ c) Other. (Describe on answer sheet)

3.Do you believe it would be better to have the person who chairs the Board of Trustees: (check one)

_____ a) Elected by and accountable to the Board from among its members.
_____ b) Elected by and accountable to the General Assembly, working in collaboration with the Board of Trustees.
_____ c) Other: (Describe on answer sheet)

4.Which of the following officers of the Association do you believe would be best suited for the role of public spokesperson for Unitarian Universalism?
(you may choose more than one):

_____ a) An elected leader of the Board.
_____ b) An elected leader of the Staff.
_____ c) An appointed leader of the Staff.
_____ d) Other (Describe on answer sheet)

5.When I think about the UUA's system of governance, I expect the best model for us to follow would be:
(rank in order from 1, best, to 4, worst):

_____ a) Local parish governance (called minister, consulting with an elected Board and Bd. Leader).
_____ b) Corporate/University governance (hired chief executive officer working with elected Board).
_____ c) Non-profit organization (hired chief operating officer, working with elected president who is chief executive officer and Board).
_____ d) City/County government (elected officials with appointed manager).

6. I would prefer to see our twenty-seven person UUA Board of Trustees:

_____ a) Smaller with most elected by regional districts.
_____ b) Stay the same size and elected at-large by the General Assembly.
_____ c) Smaller and elected at-large by the General Assembly.
_____ d) Stay the same size with most elected by regional districts.
_____ e) Other: (Describe on answer sheet)

7. Where do you think new initiatives in Association policy and programs should primarily originate:
(choose one)

_____ a) In the Board of Trustees.
_____ b) From an elected President.
_____ c) In the General Assembly.
_____ d) In the Congregations.

8. Who can and should be running for the UUA Board is also a question in considering our governance. On average a Board member is required to spend from three to five full work days per month at Board work and functions. Does this seem to you: (choose one)

_____ a) About right.
_____ b) Too little time.
_____ c) Too much time.

9. Currently, the General Assembly approves an annual budget and urges policy and program initiatives, but the Board has the freedom to change or ignore the General Assembly's expressed priorities. Which statement best expresses your feeling about this status quo:

_____ a) It's a good system. An annual delegate body like the General Assembly can't be expected to have total responsibility for Association budget and policy.
_____ b) I don't like it. The Board is necessary to manage the Association's affairs between General Assemblies, but should see itself as the General Assembly's Executive Body, bound by their votes.
_____ c) Other: (Describe on answer sheet)

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<u>Survey 2:</u>

Building upon the information derived from the first data-gathering effort and our own deliberations, the Commission constructed three governance models that represented the range of issues and concerns regarding UUA leadership roles and functions. A fourth model representing the status quo was developed to help clarify the changes reflected in the three models (see Exhibit 2). These four models and an accompanying questionnaire were part of a larger process utilized at the 1992 General Assembly in Calgary to refine further our understanding of proposed changes in UUA governance that would better reflect our purposes and principles and lead to more effective and efficient delivery of services to congregations. Within small focus groups reactions to the models were solicited from both individuals and from groups. As a result of these discussions, many comments and suggestions were gathered for further deliberation and preparation within the Commission. Many of the comments reflected respondents' strong reactions to the materials. Upon examination we uncovered some personal frustrations in responding to the structured governance proposals as opposed to the more conceptual content. During this process we administered **527** questionnaires of which 473 were useable. Of these 473 respondents approximately two-thirds were female (65%) and slightly more than one-third male (35%). The majority of individuals who responded were longtime UUs; 86 percent have been members of Unitarian Universalist churches (societies) for greater than 11 years and 73 percent have been in membership for 16 or more years.

General Assembly sessions are usually attended by delegates, ministers, and others in leadership capacities. Our sample included individuals highly representative of this trend; 60 percent have been in leadership roles often or almost always. A large majority of those surveyed held formal leadership roles at the local or district levels (61%), with a greater number being at the local level (50%). A much smaller percentage of the respondents have been leaders at the national or continental level (33%) and the regional level (17%). Even though leadership roles among the delegates was fairly prominent during the events of the General Assembly, 22 percent of the respondents to our survey had not served in any formal leadership capacity. Sixty percent of the sample included individuals who have attended as many as 10 General Assemblies.

Four models (A-D) were proposed at the General Assembly to gain an understanding of feelings and attitudes about the UU governance structure and function. Of the members who responded, 60 percent chose Models A or D. Model D (40%) was chosen by more respondents than any other model; almost twice as many respondents prefer Model D to Model A ("status quo"). Thus, these respondents gave clear expressions of a desire for change in the current governance structure. While change was highly desirable, there were differences of opinion about the nature of change desired.

Model D, the most favored, was chosen by 187 respondents. Of these, 162 (87%) respondents agreed with a combined spiritual and public role of a President/Moderator as opposed to the President serving the function of a CEO or executive director. The President/Moderator position in this model is salaried and the individual chairs both the Board of Trustees and the General Assembly. This model separates the spiritual, celebrative, and public roles of a "church" leader and the bureaucratic, management roles of an executive officer. The other officer position in this model includes a salaried Executive Director who is designated as the Chief Executive Officer (CEO). The CEO is appointed by the Board of Trustees, and provides leadership to staff. This model maintains the 27 member Board of Trustees (20 District Trustees, 4 At-Large Trustees, plus the Financial Advisor) and is favored by 54 percent of the respondents who chose Model D. Advocates for change in the current governance structure represent 46 percent (86 of 187 respondents). Additionally, 18 percent (33 of 187 respondents) of those who chose Model D prefer to have the General Assembly elect the chair of the Board of Trustees. A very small percentage (3%) of the respondents failed to find a suitable pre-defined option for choosing Model D (6 of 187 respondents).

The second favored model, **Model A**, represents the current governance structure and is referred to here as "status quo." Of the 95 respondents who chose Model A, 77 percent (73 of 95 respondents) prefer a larger, representative-based board, elected by districts. With this model the Board of Trustees totals 27 members. All except the President are volunteers. Twenty-four percent (23 of 95 respondents) chose Model A because they prefer no change in the current governance structure. The President is salaried and is the chief executive officer. A large majority (61%) chose Model A because they prefer the President to be self-nominated and elected by the General Assembly (58 of 95 respondents). The President, the Moderator, Financial Advisor, 4 at-large members of the Board of Trustees, and the Nominating Committee, are all elected by the General Assembly delegates. In Model A the Moderator (a volunteer) chairs both the Board of Trustees and the General Assembly while taking an active public role for the Association. Forty-two percent (40 of 95 respondents) chose Model A because they prefer the Moderator, who is elected by the General Assembly, to chair the Board of Trustees. Again, a very small percentage (5%) of the respondents failed to find a suitable pre-defined option for choosing Model A (5 of 95 respondents).

In **Model B** the Board of Trustees is reduced in size from 27 to 15; 12 members are elected at-large plus the 3 officers. Of the respondents who preferred Model B, 84 percent (61 of 73 respondents) chose Model B because of a preference for a smaller, competency-based board, elected by the General Assembly. The President's role and manner of election remain similar to Model A -- 58 percent (42 of 73 respondents) electing this model wanted the President to be self-nominated and to be elected by the General Assembly. The Nominating

Committee plays a central role in providing at-large candidates with specific skills needed on the Board. In this model the Board of Trustees has the option of electing its own chair from among its membership. Forty-five percent (33 of 73 respondents) elected this model because they felt this would enhance the Board's operating effectiveness. A significant percentage of the respondents choosing Model B (41%) -- 30 of 73 respondents -- prefer a change in the current governance structure. An even smaller percentage (1%) failed to find a suitable pre-defined option for choosing Model B (1 of 73 respondents).

Model C selected by 65 respondents operates under many of the same principles as Model B. Eighty-three percent (54 of 65 respondents) chose Model C because they prefer a smaller, competency-based board, elected by the General Assembly. The significant changes in Model C relates to the selection of the President. In this model 72 percent (47 of 65 respondents) felt the Board of Trustees should recommend a single candidate for the presidency to the General Assembly and ask the delegates to confirm their recommendation. Forty-one individuals who selected Model C (63%) expressed a desire to see a change in the current governance structure. Many of the respondents (60%) who chose this model concurred that the Board of Trustees would operate more effectively with smaller numbers and the ability to elect its own chair.

Question 11 asks respondents to declare whether they favor any change in governance. Eighty percent of 473 respondents polled prefer some change irrespective of which model they chose. Given the underlined need for change, many were in support of a smaller board; 54 percent (255 of 473 respondents) prefer smaller boards, while 41 percent (194 of 473 respondents) continue to support larger boards. A strong sentiment registered among the respondent population was a preference that the President be elected/chosen by the General Assembly -- 73 percent or 346 of 473 respondents. An overwhelming majority -- 354 of 473 respondents (75%) -- prefer the Board of Trustees to elect its own chair. When asked about the terms of leadership positions, 54 percent (257 of 473 respondents) prefer two four-year terms maximum while 40 percent (188 of 473 respondents) would endorse one six-year term.

In sum, the preferred model of governance according to these data is a modified version of Model D with the President/Moderator in the role of spiritual leader, as policy maker elected by the General Assembly; with the Executive Director (CEO), appointed by a 27 member Board of Trustees, to provide leadership to staff and to oversee day-to-day operations of the Association.

Introduction to Four Governance Models

The UUA Commission on Governance has outlined on the following pages, four different UUA governance options as part of our process to share information and gain understanding among UUs across the continent on this important topic.

The narrative and chart for Model A are designed as a base point for your review of the different models. Changes in Models B, C, and D are highlighted on the charts and explained in the narrative. Again, such changes are all in reference to what is presented in Model A.

Each narrative is designed to present that particular model from the point of view of someone advocating for that governance structure.

* * * * * *

Model A

With this particular model, the President, Moderator, Financial Advisor, 4 At-Large members of the Board of Trustees, and the Nominating Committee, are all elected by the General Assembly delegates.

The President is salaried and is the chief executive officer of the Association, providing leadership to the staff and serving as our public spokesperson and spiritual voice. The President appoints the salaried Executive Vice President who is the administrative leader of the staff.

The Moderator is a volunteer and chairs both the Board of Trustees and the General Assembly, while taking an active public role for the Association.

The Financial Advisor is a volunteer who advises the President and the Board of Trustees on financial policy and assists the Board with long range planning. (NOTE: ALL FOUR GOVERNANCE MODELS REFLECT THE SAME ROLE FOR THE FINANCIAL ADVISOR. THEREFORE THE POSITION WILL NOT BE HIGHLIGHTED AGAIN.)

With this model the Board of Trustees totals 27 members; 20 chosen from Districts, the 4 members at-large, and the 3 officers (President, Moderator, and Financial Advisor). All except the President are volunteers.

In Model A all the officers are subject to the scrutiny of the General Assembly election process and the ensuing continental-wide exposure. That is, of course, not true with the elections of the 20 District Trustees. These members, by virtue of their numbers, insure widespread geographical and reasonably localized representation.

UNITARIAN UNIVERSALIST ORGANIZATION   Model A

PRESIDENT(S)
* Self nomination/petition
* Elected by General Assembly/Congregations
* BOT Ex-Officio (without vote)
* Provide leadership to staff
* Public spokesperson & spiritual voice
* Accountable to BOT and GA/Congregations

EXECUTIVE VICE PRESIDENT(S)
* Appointed by the President/Confirmed by BOT
* Administrator of Association
* Recording Secretary to BOT (without vote)

MODERATOR
* Self-nomination/petition
* Elected by General Assembly/Congregations
* Chair, BOT (with vote)
* Chair, General Assembly
* Accountable to GA/Congregations
* Active public role

BOARD OF TRUSTEES
Membership:
* 20 members chosen from Districts
* 4 members-at-large (one from Canada)
* President (Ex-Officio)
* Moderator
* Financial Advisor
Criteria:
• District leadership
• Denomination leadership
• Self-nomination/petition for District Trustees
* Accountable to Districts and GA/Congregations
* Monitor the activities of the President

FINANCIAL ADVISOR
* Nominating Committee/Petition
* Elected by General Assembly/Congregations
* Member of BOT (with vote)
* Advises President/BOT on Financial Policy
* Assist BOT in long-range Planning

UUA STAFF(S)

GENERAL ASSEMBLY
* Elects President
* Elects Moderator
* Elects Financial Advisor
* Elects Four At-Large Trustees
* Elects Nominating Committee

CONGREGATIONS
* Elect delegates to General Assembly
* Elect Trustees from District

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Model B

The President's role and manner of election remain unchanged with this model, as do the selection and role of the Executive Vice President. Having our CEO and spiritual leader campaign across the continent for this position is important to the Association and the President should certainly choose his or her own chief deputy.

Significant changes occur, however, with the remaining aspects of governance in Model B.

The Moderator, while still being elected by the General Assembly, and continuing to chair its sessions, changes roles within the Board of Trustees. She or he no longer chairs the Board, but is still a voting member, representing the General Assembly.

The Board of Trustees is reduced in size from 27 to 15; 12 members are elected at-large plus the 3 officers. The Nominating Committee plays a central role in providing at-large candidates with specific skills needed on the Board. The Board now elects its own chair from among its membership, which should enhance the Board's operating effectiveness.

With this model all of the officer and board member elections still generate widespread continental interest and a smaller Board is able to operate and interact more effectively. The Nominating Committee and the at-large election process provide a mechanism for greater variety and depth of skills in Board membership.

UNITARIAN UNIVERSALIST ORGANIZATION

Model B

PRESIDENT(S)
* Self-nomination/petition
* Elected by General Assembly/Congregations
* BOT Ex-Officio (without vote)
* Provide leadership to staff
* Public spokesperson & spiritual voice
* Accountable to BOT and GA/Congregations

EXECUTIVE VICE PRESIDENT(S)
* Appointed by the President/Confirmed by BOT
* Administrator of Association
* Recording Secretary to BOT (without vote)

MODERATOR
* Self-nomination/petition
* Elected by General Assembly/Congregations
* Chair, General Assembly
* Member, BOT (with vote)
* Active public role
* Accountable to GA/Congregations

BOARD OF TRUSTEES
Membership:
* 12 members-at-large
* Elected by General Assembly/Congregations
* President (Ex-Officio) without vote
* Moderator
* Financial Advisor
* Board elects its own Chair
Criteria:
* Nominating Committee/Petition
* Specific areas of specialization and skills
* Ability to work with constituencies (e.g. ethnicity, gender)
* Accountable to GA/Congregations
* Monitor activities of the Board Leader
* Monitor activities of the President

FINANCIAL ADVISOR
* Nominating Committee/Petition
* Elected by General Assembly/Congregations
* Member of BOT (with vote)
* Advises President/BOT on Financial Policy
* Assist BOT in long-range Planning

UUA STAFF(S)

GENERAL ASSEMBLY
* Elects President
* Elects Moderator
* Elects Financial Advisor
* Elects At-Large Trustees
* Elects Nominating Committee

CONGREGATIONS
* Elect delegates to General Assembly

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Model C

There is a significant change in this model as relates to the selection of the President. Here, the Board of Trustees recommends a single candidate to the General Assembly, asking the delegates to confirm its recommendation. The other roles of the President, however, remain unchanged.

The changes highlighted in Model B remain operational here. The Moderator still is elected by and chairs the General Assembly, but no longer chairs the Board, but continues as a voting member, representing the General Assembly. The Board is reduced in size from 27 to 15; 12 members elected at-large plus the 3 officers. The at-large candidates come out of the Nominating Committee process which is designed to provide candidates with specific skills needed by the Board.

With this model the Presidential candidate and the Board of Trustees are likely to have a shared sense of vision and an advanced start on a working relationship. Much like the candidating process in our congregations the Presidential candidate will still generate widespread interest as he or she shares a vision and platform with UUs across the continent. Such a process is also far cheaper than running a competitive campaign. Finally, the General Assembly has the power of confirmation of the President, who was nominated by the Board. This insures that both the President and the Board remain accountable to the General Assembly.

The other General Assembly elections continue as outlined in Model B with the Board operating and interacting more effectively given its smaller numbers, the mechanism for providing more specific skills, and the electing of its own chair.

UNITARIAN UNIVERSALIST ORGANIZATION   Model C

PRESIDENT(S)

Recommended by the BOT
Confirmed by the GA/Congregations
* BOT Ex-Officio (without vote)
* Provide leadership to staff
* Public spokesperson & spiritual voice
* Accountable to BOT and GA/Congregations

EXECUTIVE VICE PRESIDENT(S)
* Appointed by the President/Confirmed by BOT
* Administrator of Association
* Recording Secretary to BOT (without vote)

MODERATOR
* Self-nomination/petition
* Elected by General Assembly/Congregations
* Chair, General Assembly
* BOT Ex-Officio (with vote)
* Active public role
* Accountable to GA/Congregations

BOARD OF TRUSTEES

Membership:
* 12 members at-large
* Elected by General Assembly/Congregations
* President (Ex-Officio) without vote
* Moderator (Ex-Officio) with vote
* Financial Advisor .
* Board elects its own Chair
Criteria:
* Nominating Committee/Petition
* Specific areas of specialization and skills
* Ability to work with constituencies (e.g. ethnicity, gender)
* Accountable to GA/Congregations
* Recommends President
* Monitor activities of the Board Chair
* Monitor activities of the President

FINANCIAL ADVISOR
* Nominating Committee/Petition
* Elected by General Assembly/Congregations
* Member of BOT (with vote)
* Advises President/BOT on Financial Policy
* Assist BOT in long-range Planning

UUA STAFF(S)

GENERAL ASSEMBLY

Confirms President
* Elects Moderator
* Elects Financial Advisor
* Elects At-Large Trustees
* Elects Nominating Committee

CONGREGATIONS
* Elect Delegates to General Assembly

Model D

The model maintains the 27 member Board of Trustees as originally presented in Model A with the 20 District Trustees, the 4 At-Large Trustees, plus the Financial Advisor. The other two officer positions change to include a combined President/Moderator position and a salaried Executive Director who is designated as the Chief Executive Officer. The CEO is appointed by the Board of Trustees, directly responsible to it, and provides leadership to the staff. It replaces the Executive Vice President function utilized in each of the other models.

The President/Moderator position is salaried and the individual chairs both the Board of Trustees and the General Assembly, while performing the combined spiritual and public roles of both President and Moderator as shown in the other models. The individual comes into office through a special nominating committee (like a congregational search committee) selecting the candidate and presenting that person to the General Assembly for confirmation.

With this model a clearer separation is created between the spiritual, celebrative, and public roles of a "church" leader and the bureaucratic, management roles of an executive officer. It also creates clearer lines of responsibility between the CEO and Board of Trustees, and provides for continuity with staff/program leadership and momentum when the President/Moderator position turns over.

UNITARIAN UNIVERSALIST ORGANIZATION   Model D

PRESIDENT/MODERATOR(S)

* Special Nominating Committee/Petition
* Confirmed/Elected by General Assembly
* Chair, BOT (with vote)
* Chair, General Assembly
* Active public role
* Public spokesperson & spiritual voice
* Accountable to BOT and GA/Congregations

EXECUTIVE DIRECTOR(S)
(CEO)

* Appointed by BOT
* Provide leadership to staff
* Oversee programs
* Accountable to BOT
* BOT Ex-Officio (without vote)

BOARD OF TRUSTEES

Membership:
* 20 members chosen from Districts
* 4 members-at-large (one from Canada)
* President/Moderator Chairs BOT
* Executive Director Ex-Officio (without vote)
* Financial Advisor
Criteria:
• District leadership
• Denomination leadership
• Ability to be elected
* Accountable to Districts and GA/Congregations
* Monitor activities of the President/Moderator
* Appoints Executive Director (CEO)
* Monitor activities of the Executive Director (CEO)

FINANCIAL ADVISOR

* Nominating Committee/Petition
* Elected by General Assembly/Congregations
* Member of BOT (with vote)
* Advises President/BOT on Financial Policy
* Assist BOT in long-range Planning

UUA STAFFS

GENERAL ASSEMBLY

* Confirms/Elects President/Moderator
* Elects Financial Advisor
* President/Moderator Chairs General Assembly
* Elects At-Large Trustees
* Elects Nominating Committee

CONGREGATIONS

* Elect delegates to General Assembly
* Elect Trustees from District

Organizational Structure: Addendum to Models B & C

This organizational structure has not yet received the full study of the Commission on Governance, but is offered here nevertheless because we want to invite your consideration in the small groups of a different role for Districts within the governance structures envisioned in Models B and C.

If we were to forego District representation on the Board of Trustees in order to create a smaller Board, (as in Models B and C) the Districts' role would focus on being service delivery areas. As such, the Districts could be empowered in the evaluation and envisioning of Association programs and services through the creation of a group of Program Councils. These councils could be composed of District representatives meeting with staff members and Board liaisons.

The Program Council is a congregational model of governance, commonly used in our larger societies. They would be responsible for long-range planning, initiation, and evaluation of Association program priorities, and for recommending policy concerns or initiatives to the Board of Trustees.

It was not within the charge of the Commission on Governance to study the role of the Districts in the Association. However, since Districts currently elect most of the Board members, we felt it would be appropriate for us to offer a different way to conceive of the District role in our governance if the Board size was reduced. We invite your comments.

UNITARIAN UNIVERSALIST ORGANIZATION
Organizational Structure
(Addendum to Model B and Model C)

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                        ┌─────────────────┐
                        │   PRESIDENT     │───────────────────────────┐
                        └─────────────────┘                           │
  │                                                          ┌──────────────────┐
  │                                                          │    MODERATOR     │
  │                                                          └──────────────────┘
  │                                                                    │
  │              ┌──────────────────────┐                              │
┌─────────────┐ │  BOARD OF TRUSTEES    │                              │
│  EXECUTIVE  │ │ * 12 At-Large         │                   ┌──────────────────┐
│VICE PRESIDENT│ │ * President          │                   │    FINANCIAL     │
└─────────────┘ │ * Moderator          │                   │    ADVISOR       │
  │             │ * Financial Advisor   │                   └──────────────────┘
  │             └──────────────────────┘                              │
  │              ┌──────────────────┐                                 │
  │              │  CONGREGATIONS   │─────────────────────────────────┤
  │              └──────────────────┘                                 │
  │         ┌──────────────────────────────────────────┐             │
  │         │            DISTRICTS                      │             │
  │         └──────────────────────────────────────────┘             │
  │                                            ┌──────────────────┐   │
  │                                            │ GENERAL ASSEMBLY │   │
  │                                            └──────────────────┘   │
┌─────────────┐                                                       │
│ UUA STAFF   │ Staff relates to Councils/Districts
└─────────────┘
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GA/Congregations elects Board, Moderator and
Nominating Committee

Staff relates to Councils/Districts

COUNCILS

Ministry	Religious Education	Congregational Services	Social Justice
Liaison role	Liaison role	Liaison role	Liaison role
3 BOT members	3 BOT members	3 BOT members	3 BOT members

Commission on Governance

General Assembly Questionnaire 1992

(answer on scoresheet given during informal plenary)

1. How long have you been a Unitarian Universalist?

   a. less than a year   b. 1-5 years   c. 6-10 years
   d. 11-15 years   e. 16 or more years

2. Have you ever been in a formal leadership role at the local level (e.g. at your church or fellowship?)

   a. never   b. once or twice   c. several times
   d. often or frequently   e. almost always

3. Have you had formal UUA leadership experience at the: (check all that apply)

   a. local level   b. district level   c. regional level
   d. national or continental level   e. none of the above

4. How many General Assemblies have you attended?

   a. this is my first   b. 1-5   c. 6-10
   d. 11-15   e. 16 or more

5. What is your gender?

   a. female   b. male

6. Which governance model (A-D) do your prefer?

   a. Model A   b. Model B   c. Model C
   d. Model D   e. None of the above

7. If you chose Model A, respond to this question; if not, please go on to the next question. Which of the following are primary reasons for your preference for Model A: (check all that apply)

   a. I prefer no change in governance structure.
   b. I prefer a larger, representative-based Board, elected by Districts.
   c. I prefer the President to be self-nominated and elected by GA.
   d. I prefer the Moderator (elected at GA) chair the Board of Trustees.
   e. None of the above represents my reasons for preferring Model A.

8. If you chose Model B, respond to this question; if not, please go on to the next question. Which of the following are primary reasons for your preference for Model B: (check all that apply)

   a. I prefer a change in governance structure.
   b. I prefer a smaller, competency-based Board, elected by GA.
   c. I prefer the President to be self-nominated and elected by GA.

d. I prefer the Board of Trustees elect its own chair.
e. None of the above represents my reasons for preferring Model B.

9. If you chose Model C, respond to this question; if not, please go on to the next question. Which of the following are primary reasons for your preference for Model C: (check all that apply)

a. I prefer a change in governance structure.
b. I prefer a smaller, competency-based Board, elected by GA.
c. I prefer a President recommended by the Board of Trustees.
d. I prefer the Board of Trustees elect its own chair.
e. None of the above represents my reasons for preferring Model C.

10. If you chose Model D, respond to this question. Which of the following are primary reasons for your preference for Model D: (check all that apply)

a. I prefer a change in governance structure.
b. I prefer a larger representative-based Board, elected by GA.
c. I prefer a President/Moderator role of spiritual leader, which is distinct from the CEO-type tasks of an executive director.
d. I prefer the GA elects the chair of the Board of Trustees.
e. None of the above represents my reasons for preferring Model D.

11. Irrespective of which Model (A-D) I chose

a. I prefer a change in the governance structure.
b. I prefer no change in the governance structure.

12. Irrespective of which Model (A-D) I chose, I prefer larger Board to smaller Boards

a. true   b. false

13. Irrespective of which Model (A-D) I chose

a. I prefer the President to be elected/chosen by GA.
b. I prefer the President to be elected/chosen by the Board of Trustees.

14. Irrespective of which Model (A-D) I chose

a. I prefer the Board of Trustees to elect its own chair.
b. I prefer the GA to elect Board of Trustees chair.

15. Irrespective of which Model (A-D) I chose

a. I prefer two four-year terms maximum for all UUA leadership positions.
b. I prefer one six-year term maximum for all UUA leadership positions.

Finally, the commission developed a packet of materials to be used in congregational governance meetings. Each packet contained a cover letter, a facilitator's guide, and two kinds of study materials: 1) facilitator's materials which included background materials on UUA governance, including a history of changes and proposals for change in our UUA governance, and an outline of the current UUA structure with an accompanying diagram. 2) Participants' materials which included a brief discussion and analysis of UUA governance issues, a diagram of an alternative governance model, and a list and description of current UUA officers and trustees, including the length of their terms in office.

Each congregation was asked to utilize the above materials in coordination with a minister, a denominational affairs leader, or other knowledgeable persons in educating the congregants and eliciting a single response to an enclosed questionnaire. (See Exhibit 3.) It was further requested that these activities take place at a called congregational meeting and that the completed answer sheet to the questionnaire and any facilitator's comments be mailed to the UUA.

At the time of our deadline, 183 UU congregations had returned completed questionnaires. This response rate represents 20 percent of our congregations, and reflected returns from all areas of the continent. (see Exhibit 4.) A larger percentage of returns came from the west and the midwest than from other areas of the continent. The profile of a typical congregation in the sample describes a church with a minister and 35-100 persons participating in Sunday morning services. Further, the congregation is historically Unitarian and has been an Honor Society for at least four of the pst five years and is entitled to send up to three delegates to General Assembly, and did send delegates to the 1992 General Assembly.

Average attendance at the congregational meetings to discuss governance was 10 persons. The demographic data on these meetings described the participants as very knowledgeable about the denomination and having high leadership involvement at the local level.

Three major findings were distilled from the questionnaire data. The strongest and least equivocal response in this survey was the expression of support for a chief executive officer (CEO) hired by and accountable to the Board of Trustees. Eighty-four percent (154) of the congregations responding chose this option. Additionally, 142 congregations (78%) in the sample felt that the CEO should provide leadership to the staff. Secondly, there was strong support (58%) for a Presidential Nominating Committee to nominate candidates for the presidency. Finally, 79 congregations (43%) favored a combined President/Moderator as chair or leader for the Board of Trustees; 48 congregations supported a process in which the Board would elect its

own chair, and 33 congregations favored the status quo.

Respondents were not asked to choose between models; they were asked to comment upon and choose leadership functions. The responses, nonetheless, were remarkably consistent with information gathered in the two earlier surveys. Hence, three independent and structurally different survey approaches have provided the Commission with a fairly consistent picture of a proposed UUA governance model.

It is not the intent of this Commission to represent these results as statistically valid samples of the entire UUA. Rather, they represent three different approaches to involving individual and collective UUs in exploring governance issues and in expressing their opinions and beliefs. The first data gathering effort was unstructured and used generic nomenclature for leadership roles and functions. Our second approach was very structured and required individuals to choose between models after a brief discussion. Parenthetically, it should be noted that these models were developed from our first survey and from discussions with consultants and UU leaders. Finally, we used an unstructured focus-group approach in our third data collection exercise. We believe that the differences in these approaches answers those who have expressed concerns that some of the materials were "too structured," "did not allow opportunities for discussion," or "forced us to choose between models."

Despite the different approaches used in the three surveys, 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. Finally, the favored governance model derived from the surveys and deliberations within this Commission is remarkably consistent with the proposals put forward by the Commission on Appraisal.

EXHIBIT 3 - QUESTIONNAIRE - PAGE 1

HANDOUT 7

QUESTIONNAIRE

CONGREGATIONAL GOVERNANCE MEETING

INSTRUCTIONS FOR FILLING OUT THE ANSWER SHEET

1. USE ONLY A #2 PENCIL.
2. ONE RESPONSE (ANSWER SHEET) PER CONGREGATION.
3. QUESTIONS (1-9) REQUIRE INSTITUTIONAL DATA, NOT OPINION.
4. MAIL THE ANSWER SHEET AND THE FACILITATORS COMMENT SHEET (BUT NOT THE QUESTIONNAIRE) TO:

Nancy Wood, UUA, 25 Beacon St., Boston, Mass. 02108.

QUESTIONNAIRE

1. and 2.   Code in your district by putting the first letter of the code under question 1 and the second letter of the code under question 2.

Ballou Channing=aa; Central Massachusetts=ab; Central Midwest=ba; Connecticut Valley=ac; Joseph Priestly=bb; Massachusetts Bay=ad; Metropolitan New York=ae; Michigan/Ohio Valley=bc; Mid-South/Florida=ee; Mountain Desert=ca; New Hampshire/Vermont=ea; Northeast=eb; Ohio-Meadville=bd; Pacific Central=cb; Pacific Northwest=cc; Pacific Southwest=cd; Prairie Star/Western Canada=dc; St. Lawrence=da; Southwest=ce; Thomas Jefferson=be.

3. How many adults come to your Sunday morning program (worship, classes, RE teachers, etc.)? a. 35 or less b. 35-100 c. 100-175 d. 175-225 e. 250 or above

4. If your congregation was established prior to merger (1961) was it:
a.   primarily or formally Unitarian
b.   primarily or formally Universalist
c. ·   We were established after 1961.
d.   information not available

5. Does your congregation have a minister? a. yes b. no

6. How many of the last 5 years has your society been registered at General Assembly as an "honor society"? That is, how frequently has this congregation paid its "full fair share" to the UUA annual program fund? a. none b. 1 c. 2 d. 3 e. 4 or more

For questions 7 and 8, refer to the following:
a. none b. 1-3 c. 4-6 d. 7-9 e. 10 or more

7. How many lay delegate votes are you entitled to at General Assembly?

8. How many voting delegates did you send to the 1992 General Assembly?

9. How many people attended your governance discussion?
a. 10 or less b. 10-20 c. 20-30 d. 30-40 e. 50 or more

EXHIBIT 3 - QUESTIONNAIRE - PAGE 2

QUESTIONS OF OPINION OR PREFERENCE FOLLOW....

CHOOSE ONE AND ONLY ONE OPTION FOR EACH ITEM BELOW.

10. Of the following, which role would be most appropriate to chair the Board of Trustees? a. President b. President/Moderator c. Moderator d. Chair elected by the board members

11. Irrespective of your preferred governance design, which is the most appropriate role to provide spiritual voice and public representation? a. President b. Moderator c. President/Moderator d. Chair elected by Board members e. Executive Director

12. What is the appropriate role to provide leadership to staff and oversee program directions for the UUA? a. President b. President/Moderator c. Moderator d. Executive Director e. Chair elected by Board members

13. We prefer the business affairs of the UUA to be conducted by an Executive Director hired by, and accountable to, the Board of Trustees. a. True b. False

14. We prefer the business affairs of the UUA to be conducted by an elected President, accountable to the Board of Trustees and the GA. a. True b. False
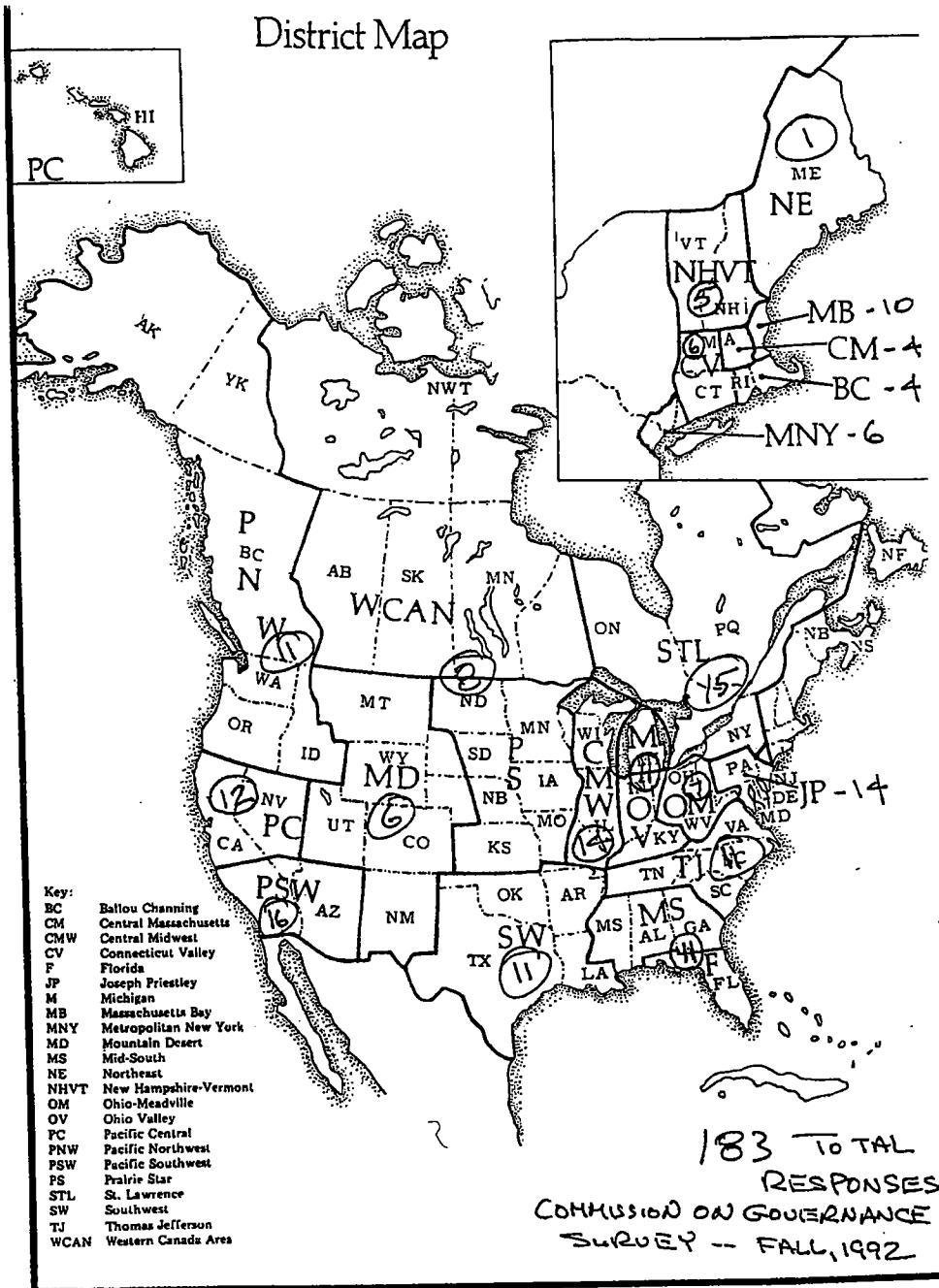
15. We prefer a special nominating process in which the President/Moderator is nominated by a special committee and elected/confirmed by GA. a. True b. False

FOR ITEMS 16 AND 17, ANSWER ONLY ONE, NOT BOTH. FOR THESE TWO ITEMS, YOU MAY SELECT AS MANY OPTIONS AS YOU WISH.

16. We prefer a small (12-15) board, whose characteristics are:
a. competency based (nomination based on specialized skills) b. elected at large
c. elected by districts d. constituency based

17. We prefer a large (24-26) board, whose characteristics are:
a. competency based (nomination based on specialized skills) b. elected at large
c. elected by districts d. constituency based

EXHIBIT 4 - MAP

District Map

183 TOTAL RESPONSES
COMMISSION ON GOVERNANCE
SURVEY -- FALL, 1992

Key:
BC   Ballou Channing
CM   Central Massachusetts
CMW   Central Midwest
CV   Connecticut Valley
F   Florida
JP   Joseph Priestley
M   Michigan
MB   Massachusetts Bay
MNY   Metropolitan New York
MD   Mountain Desert
MS   Mid-South
NE   Northeast
NHVT   New Hampshire-Vermont
OM   Ohio-Meadville
OV   Ohio Valley
PC   Pacific Central
PNW   Pacific Northwest
PSW   Pacific Southwest
PS   Prairie Star
STL   St. Lawrence
SW   Southwest
TJ   Thomas Jefferson
WCAN   Western Canada Area

APPENDIX C - MEMO FROM LEIBENSPERGER

NUTTER, McCLENNEN & FISH

ATTORNEYS AT LAW

ONE INTERNATIONAL PLACE
BOSTON, MASSACHUSETTS 02110-2699

TELEPHONE: 617 439-2000   FACSIMILE: 617 973-9748

CAPE COD OFFICE   DIRECT DIAL NUMBER
HYANNIS, MASSACHUSETTS

MEMORANDUM

To: Unitarian Universalist Association
          Board of Trustees

FROM: Edward P. Leibensperger

Date: December 1, 1992

Re: Powers of the Board of Trustees and the General
          Assembly

I.   Introduction

   This will address the scope of the powers of the Board of

Trustees (the "Board") and the General Assembly to act on behalf

of the Unitarian Universalist Association (the "Association").

The Association's Bylaws and Rules establish a balance of power

between the Board and the General Assembly, with the Board

primarily having power to supervise the management and financial

affairs of the Association and the General Assembly having the

power to set policy for the Association. The purpose of this

Memorandum is to identify the source of each body's authority and

to describe the balance that the Bylaws and Rules strike between

the two bodies.

II.   Discussion

The Association is governed by Chapter 180 of the
Massachusetts General Laws, which applies to all charitable
corporations, and by its Bylaws and Rules. Section 6A of Chapter
180 enables a charitable corporation to set forth in its bylaws
"the manner in which and the officers and agents by whom its
purposes may be accomplished." Therefore, the specific powers of
the Board and the General Assembly are derived from the
Association's Bylaws. The board of a charitable corporation does
not have the same statutory power to manage the business of the
corporation and to exercise the powers of the corporation that
resides with the board of a Massachusetts business corporation.

The Bylaws expressly vest in the General Assembly the power
to make policy for the Association and to direct the
Association. Section C-4.2 of the Bylaws sets forth these powers:

> General Assemblies shall make overall policy for
> carrying out the purposes of the Association and
> shall direct and control its affairs.

Under the Bylaws, the General Assembly may exercise its powers
through adoption of General Resolutions, Business Resolutions and
Resolutions of Immediate Witness. As set forth in Rule G-4.18.2
(adopted pursuant to Article XIII of the Bylaws), General
Resolutions concern public policy issues "within the province of
the Department for Social Justice." The same rule also provides
that

> Any resolution submitted which, taken as a
> whole, has as its purpose the making of a
> statement of social concern or principle shall
> be deemed to be a General Resolution.

Resolutions of Immediate Witness deal with "public events".
Bylaws Section 4.16(c). A Business Resolution "directly involves
the administration and structure of the Association." Rule
G-4.18.2. Through these three types of resolutions the General
Assembly establishes policy for the Association.

Although the General Assembly is also charged with the power
to "direct and control" the Association's affairs, it can do so
only through the adoption of resolutions, amendment of bylaws and
rules, and the election of trustees and officers. As a practical
matter, the General Assembly, a large body composed of delegates
that meets only once a year (unless a special session is called),
is given no means under the Bylaws by which to exercise this
power other than at a policy level. The Bylaws do not bestow on
the General Assembly any operational or management powers.

In contrast, the Board has the power to "conduct the affairs
of the Association and, subject to [the] Bylaws, [to] carry out
the Association's policies and directives as provided by law."
(Bylaw Section C-6.1.) The Board also has the power to "act for
the Association between General Assemblies." (Bylaw Section
6.2.) The Board's power to "carry out" policy is in contrast to
the General Assembly's power to "make" policy, which suggests

that the General Assembly's power in the area of policy is superior to that of the Board. The power to carry out policy and to act for the Association, however, must include the authority to adopt resolutions and to take actions necessary to implement those policies. The power to carry out the Association's policies also implies the power to take actions that are consistent with the principles and purposes of the Association set forth in Article II of the Bylaws.

In addition to the issue of which body has the power to make policy, there is the question of which body is charged with supervising the operation and management of the Association. On this question, it is important to contrast the powers granted to each body. The General Assembly has the power to "direct and control . . . [the Association's] affairs," while the Board has the power to "conduct the affairs of the Association." When considered in light of the fact that the General Assembly meets only once a year, and the Board has the additional power to "act for the Association between General Assemblies," it is clear that while the General Assembly has the power to provide general guidance, the Board has the power, in effect, to supervise the management and business of the Association. The fact that the officers of the Association, including the President (whose duties are that of chief executive officer), are subject to the "direction and control" of the Board (Bylaw Section C-8.2) reinforces the Board's supervisory powers.

Because the Board has the powers described above and there
are no limitations on those powers, the Board can act on behalf
of the Association with respect to ordinary and extraordinary
matters, even in the absence of direction from the General
Assembly on any particular matter. Had there been an intention
to restrict the Board's authority, such a restriction would be
expressly set forth in the Bylaws, as is the case with the power
of the Board's Executive Committee. The Bylaws provide that
"[t]he Executive Committee shall conduct the current and ordinary
business of the Association between meetings of the Board of
Trustees." (Bylaw Section 7.5.) The Executive Committee may act
on extraordinary matters only if it determines that the best
interests of the Association require such action and four members
of the Committee vote in favor of the action. The Executive
Committee's authority, therefore, is generally confined to
ordinary matters; no such limitation applies to the Board's
powers.

In support of the Board's authority to supervise the
management of the business of the Association is the control it
has over financial matters, including the Association's budget.
The Board adopts the Association's annual budget and has the
power to amend it. (Bylaw Section 10.1.) The Board's Finance
Committee is responsible for developing financial policies and
for long-range financial planning. In the area of finance, the
General Assembly's role is advisory; it may make
"recommendations" concerning financial priorities at its annual

budget hearing (Bylaw Section 10.1). Rule G-10.1.4 implements this Bylaw provision. It contemplates that the General Assembly may adopt motions "calling for increased spending," subject to compliance with the Bylaw provisions governing expenditures. The Bylaws do not, however, deem any such motions, which under Section 10.1 must be considered "recommendations," binding on the Board or the Association. Indeed, whether labeled a Business Resolution, budget motion, motion in response to a report or otherwise, a motion passed by the General Assembly that has as its effect a substantive change in the budget or in budget priorities, is only advisory to the Board.

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APPENDIX D: THE GOVERNANCE OF OTHER CONGREGATIONAL POLITY ASSOCIATIONS

The Commission on Governance researched the governance systems of other denominations. Occasionally these involved personal interviews, as well as a review of written materials. We also discussed and compared the governance systems of other denominations with Loren Mead of the Alban Institute, a widely respected analyst of congregational systems.

We decided that we would explore the governance of associations of congregations that involve the traditions of congregational polity. Although we looked at Episcopal, Presbyterian, and Methodist governance, we felt that the theological assumptions underlying their authority structures made it difficult for them to be helpful models for us.

We found that each of the congregational polity denominations we studied approach their governance in a different way. There is support for almost any model of governance you might want to try in one or another of the congregational polity traditions. Therefore, this research has not enabled us to generalize about a common widely used model from other traditions, nor has it given us one preferred model derived from another tradition.

The scale of the organizations involved in some of the churches we studied has also made comparisons difficult. The two largest Baptist denominations, for example, function with many independent Boards with their own CEO's having responsibility for particular pieces of the Association's program.

Here is an overview of who we studied and what we found:

The Southern Baptists

The Southern Baptists have the model of governance closest to what we are recommending in this report. The scale of the operations of the Southern Baptists are immense compared to ours, but the basic pattern of their executive officers resembles our proposed model.

The Southern Baptist Convention meets annually. It is composed of uninstructed delegates (known as "messengers") from the local congregations that make up the convention. The messengers elect a President, who presides over the Convention itself, and who serves ex-officio on the Executive Committee and on its four most important Boards. The President is the public and spiritual leader of the Convention. He (there have been no women in this role) works through influence and persuasion rather than granted authority.

The Executive Committee is the fiduciary agent of the Convention, acting for it between meetings, and presenting it with an annual budget for all the various Boards. It is made up of

representatives from each state convention, with representation based on population. The Executive Committee also elects a President, who also automatically assumes the role of Treasurer for both the Executive Committee and the Convention. In his book on Southern Baptist polity, former Convention President James L. Sullivan says:

"The Convention has studiously avoided making the Executive Committee into an executive board with automatic powers to act, except in the more routine matters or in entirely new matters which have just arisen. Never can they make policy. While the Executive Committee is a major unit in the Southern Baptist Convention and necessary to the Convention's life and welfare, its authority is specifically and purposefully curtailed." (Sullivan, 1983, p. 45)

The programmatic services of the Southern Baptist Convention are carried out by four Boards that report to the Conventions. They each have Presidents who function as the CEO's of their Board. Each agency is directly accountable to the Convention rather than to the Executive Committee, however. Indeed, not only are the Boards directly responsible to the Convention, but the various denominational Commissions and all the Theological School Boards also report back to the Convention. The Convention itself is seen as the center of Southern Baptist denominational polity.

Note, however, that each state convention is autonomous and is the full equal of the national Convention except that it is concentrated within a smaller geographic area. This explains why during the past decade the more fundamentalist Southern Baptists have, by being able to control the Convention, been able to control the theological schools. It also explains why some state conventions, remain firmly "moderate" in their views; the national Convention cannot control them.

The Southern Baptists have the most diffused power structure of any of the denominations we studied, and yet they have a history of effectively serving their congregations and the growth of their faith through the co-operative endeavors of their various leaders.

The American Baptists

The American Baptist Convention is a denomination with a strong tradition of and commitment to congregational polity, indeed a much stronger commitment than we have. Although it is a many times larger denomination than ours, it has concentrations of strength that make some of its regional groupings and field staff responsibilities comparable to ours. It has a much more complex governance structure than ours, however, requiring 11 pages of charts for a full depiction.

The ABC's governance, denominational structure, and services are not centralized like the UUA, and there are some features of their governance that have similarities to the proposals we are making. The

ABC's Regions are each covenanting bodies in their own right, each with an independent Board, staff, and funds reminiscent of the Universalist State Convention system. The Region Boards are derived from Election Districts which are comprised of delegates from local congregations. Local congregations are represented at the ABC's Biennial Meeting both through direct delegates to the Biennial and through their representatives elected through the Election Districts and the Region Boards. The ABC Biennial does not have as much policy-making authority as the UUA General Assembly.

The Biennial elects a President for the ABC, who presides over the Biennial and serves until the next one. The President also chairs the 209 member General Board of the ABC.

The Biennial and the Election Districts also elect a smaller delegate body called the "ABC Representatives." It is this body that elects the General Board. General Board members can only come from among the people designated as Representatives. The General Board of the ABC is the primary policy making body for the denomination.

The General Board appoints through a search process the General Secretary of the ABC, who is the "CEO" of their decentralized denominational structure. The General Secretary is seen as the leader of the denomination's bureaucracy and since the General Secretary is always a minister has a spiritual leadership role as well.

The General Secretary is accountable to the General Board, but it is a large body meeting only twice a year. Three Executive Councils with different sizes and functions do the work of the General Board, and provide the forums for interaction between the Autonomous Regions and National Boards, which are the program arms of the ABC.

Overall the ABC's top leadership is similar to our current President/Moderator system with the major difference being that their General Secretary (our President) is appointed/elected by their General Board after a search, rather than through a popular election.

The Evangelical Covenant Church of America.

The Evangelical Covenant Church of America is a Protestant denomination, with its origins in the state Lutheran Church of Sweden. This church describes itself as congregational in discipline and polity. With about 600 active churches, and about 750 active ministers, they are smaller than the UUA in congregations but comparable in the number of ministers.

The Evangelical Covenant Church has a stronger Presidency than the UUA. The President is elected by the Annual Meeting of delegates from the churches, for a four year term. A President may serve unlimited terms, however, until reaching age 70, when retirement is mandatory. The ECCA has had only seven presidents in the past century

of operation.

The President is the chief executive officer of the church, including the headquarters staff. The president chairs the Executive Board, which functions between annual meetings. It is a small board of only ten members, all elected at large. The Executive Board divides its work into three areas: Finance, personnel, and Stewardship, with the Board electing chairs of these areas from among its own members.

The President works with a cabinet of officers who head major departments. Some of these departments are actually autonomous organizations, with their leaders elected by the annual meeting. Some are nominated and elected by the Board, with the President having a strong hand in the nominating process. All in all, the ECCA displays the most centralized governance structure we reviewed, and the one with the strongest Presidency.

Christian Church (Disciples of Christ)

The governance of the Christian Church (Disciples of Christ) reflects many aspects of the three congregational polity traditions already described. The Disciples have a biennial General Assembly that is composed of delegates from congregations and from Regions. The Regions function autonomously and have significant responsibilities, including ordination and ministerial settlement.

The General Assembly elects a large General Board, which is the policy making Board of the church, comprised of members from regions and at-large individuals who were delegates to the previous General Assembly. This General Board meets annually. They in turn elect an Administrative Committee which meets at least twice annually, which is responsible for implementation of the policies of the programs of the General Board, and for long-range planning. The General Assembly elects a Moderator for a two year term. The Moderator chairs all three of the bodies described above. The Moderator is nominated by a Nominating Committee, and the terms are not limited.

The chief executive officer of the Christian Church (Disciples of Christ) is known as the General Minister and President, and is always a minister. The General Minister is nominated by the Administrative Committee through the General Board to the General Assembly, and all three bodies must confirm the nomination by a two thirds vote. In 1991 the Disciples General Assembly failed to confirm the nominee for President for the first time in their history. The Administrative Committee named a General Minister to serve until the next General Assembly as a result. Other than the process by which their General Minister is elected, and the decentralized leadership of their Regions and the administrative boards, the Disciples' governance looks similar to the current model followed by the UUA.

The United Church of Canada

We reviewed written material received from the United Church of Canada, a merged denomination with Presbyterian, Methodist, and Congregational Church traditions involved. Their system is similar to the Presbyterian Church USA, since their dominant members were from the Wesleyan and Calvinist traditions. Although not a congregational polity denomination, Canadian Unitarians in our surveys and meetings have often referred to the governance of the United Church of Canada with admiration, and have based some of their support for changes in our own governance system on what they see in the United Church.

The United Church is Canada's major liberal Protestant denomination, with approximately one million members in 2500 congregations. Local congregations are organized into 99 Presbyteries, which in turn are organized into 13 Conferences, each with its own executive secretary and administrative staff. It is the Conference that elects delegates to the General Council, which meets biennially. An Executive and sub-Executive govern between meetings of the General Council, and policy is implemented through a full-time staff organized into five administrative divisions.

The Moderator of the United Church of Canada is the senior elected officer of the denomination, and is elected by the General Council "to bring inspiration, vision, and wisdom to the whole church" during a two year term, which may be served full or part time. The position is salaried and is given a full time support person. The Moderator presides over the meetings of the Executive and sub-Executive, and is expected to visit each of the conferences in the country during the term. The Moderator may be a minister or a layperson.

The General Secretary of the General Council Office is the senior staff officer for the United Church of Christ and is hired by the General Council through a search process. Formal theological training is preferred for this position but not required. An Executive Committee elected by the General Council functions like our Board of Trustees between General Council Meetings.

The United Church of Christ

The United Church of Christ is a merger of the Congregational and the Evangelical & Reformed denominations. Although it is a denomination many times bigger than the UUA, their commitment to congregational polity is similar to ours. Indeed, many of our New England churches share a common "ancestor" church with their UCC neighbor.

The UCC's governance structure is less centralized than ours. The denomination is organized into conferences, and it is the conferences, not the congregations, that send delegates to their General Synod. The General Synod elects its own Moderator who has two

assistants. The General Synod also elects the three top officers of
the UCC: a President, a Secretary, and a Director of Finances. These
officers are independent of each other, with their own accountability
to the General Synod. They do not report to the President. The
President is seen as the spiritual leader, and the leader of the
General Synod, responsible for implementing their policies and
directions. The President hires an Executive Associate responsible
for staff leadership and management.

Many of the program areas of the UCC are organized with their
own Boards of Directors and executive staff members. These boards are
accountable to the General Synod, not to the President. In two
important areas, then, the authority of the President of the UCC is
different from the President of the UUA:
in financial management, and in the direction of major program areas.

Summary:

We can see from the research above that the larger the
denomination, the less centralized is the governance structure.
Regions have greater autonomy and responsibility for programs and
services in other denominations, especially in those that are larger
than the UUA. The UUA appears to have the most highly centralized
governance system of the congregational polity churches we studied. A
congregational polity system does not necessarily correlate with a
strong "CEO" type presidency, or with a division of spiritual
leadership from executive roles. The Southern Baptists have the
clearest ideology behind their governance structure, one that
suggests congregational polity demands multiple power centers. Other
congregational polity faiths seem to structure their governance more
as a result of their history, their theory of democracy, or just as a
matter of preference, rather than on a strong ideology of what
congregational polity demands.

APPENDIX E: THE GOVERNANCE OF NON-PROFIT AND PUBLIC INSTITUTIONS

The Commission on Governance studied non-profit and public organizations to see whether there was any particular model of governance in widespread use. The terms "non-profit" and "public" are attached to organizations with some very different purposes. We looked at several service-oriented non-profits, some political action organizations, some governmental boards and bodies, and some professional associations. We found a wide variety of governance models. We also found that these organizations all had a sense of uniqueness about their governance structure, seeing it as evolving out of their history and suited to their particular style and purposes.

Service Oriented Non Profits

Under this category we considered organizations like the American Red Cross and the American Cancer Society. Although these two examples are membership organizations, organized into chapters, they lack any national assembly of delegates from these chapters. Leaders for these organizations are therefore not elected by a grass roots representative body but by the Board. The Boards of such organizations do the work of governance themselves. Often they elect their chairs internally.
An Executive Director is usually hired by the Board and given considerable authority to manage the organization.

Political Action Organizations

Under this category we considered organizations like the NAACP and Planned Parenthood. While the NAACP has a structure for individual membership, there is no electoral process by which the members choose a leader who will be the chief executive. Although there are NAACP state and national conventions, with their chapter structure sending delegates, the highly public search during 1993 for a successor to Benjamin Hooks was a Board search, not one involving any general election.
The search for a new Executive Director of Planned Parenthood was conducted by a Board search committee as well. Although Planned Parenthood has extensive fund-raising that urges annual "renewals", there is no membership structure, the Board is self-appointing, and the Executive Director is given broad powers to run the organization.
We found this pattern to be typical in political action organizations, and very similar to what we found in the service organizations.

Governmental Boards and Bodies

When we looked at governmental board and bodies we started to find structures that were more similar to what we currently have in the UUA. Government boards often have a significant degree of accountability to legislative bodies that appointed them, and through

those bodies to electorates. Many government structures have chief executive officers that come to an office by popular election. A common example is a city governance structure that has a mayor who is popularly elected as the city council's chair, and who in different cities can have a variety of relationships with the "city manager" role, often embodied in a staff person appointed by the council. These relationships can range from a ceremonial mayor serving on a council that relates directly to the city manager, to a mayor who is the city manager's boss and plays a strong role in day to day city government, to a mayor who is the city manager.

It is clear that popular election of a top leader changes a governance structure significantly. When this element is missing from a governance structure, as in the two categories previously considered, the possibilities for a clear Board/CEO relationship are greater. A sample of government boards and bodies where there are popular elections will reveal a diversity of preferred governance models. The "balance of powers" model in the federal government is sometimes used as the inspiration for state and local governments that want to elect their chief executive officer and still want to have a board/council structure that is significantly empowered to be more than a rubber stamp.

Professional Associations

It was when we looked at professional associations that we found models of governance similar to what the COG has recommended for the UUA. Some of the parallels to the UUA we found in these kinds of organizations included:
- numbers of individual members.
- local and regional structures that send members to conventions.
- popular elections for leading officers.
- a sense of identity and a homogeneity of concerns within their professions that are reminiscent structurally of the identity and concerns of a church organization like the UUA.

There were two professional associations we looked at in particular. **The American Psychological Association** is a membership organization with approximately 120,000 psychologists in various membership categories (state affiliates, division affiliates, and individuals). The Association's chief function is to serve its members in the areas of research support, professional /licensing/ certification issues, scientific and professional publications, public policy, and educational affairs.

The governance structure of the APA consists of an elected President, an Executive Director hired by a Board of Directors, a Council of Representatives (similar to the UUA General Assembly), and a series of Boards and Committees. The APA staff is managed by the Executive Director. The president is a volunteer with a sizeable stipend, whose major function is to chair the Board of Directors, the

Council of Representatives, and to represent the Association to the Public. The programs of the APA are managed by staff in collaboration with boards and committees. The Executive Director conducts the business of the Association under the guidance of the Board and the Council of Representatives.

The American Nurses Association is a membership organization of professional and practitioner nurses. ANA has a federated structure in which state organizations are autonomous units that rely on the central office for services in the areas of nursing education, nursing service, and nursing practice.

The governance of the ANA consists of a House of Delegates, a Board of Directors, an elected President, and an executive director hired by the Board. The president is a salaried position but does not manage the central office staff. This function is performed by the executive director. Furthermore, the governance structure includes congresses, commissions, institutes, councils, and other miscellaneous bodies through which the membership participates in the programming and business of the Association.

The governance model of the American Nurses Association mirrors the proposal of the Commission on Governance regarding the key leadership positions. The president is a visionary, "spiritual" leader, and the chief executive officer manages the central office staff, implementing the program directives of the Board of which the president is a member,

Conclusions

In their early years, many of the voluntary associations founded in the 18th and 19th centuries in the U.S. and Canada adopted legislative models for their governance, electing a president and a representative board. In the 20th century, models from profit-making corporations have become more widespread in non-profit voluntary associations. Although the popular image of government bodies is one of ineffectiveness, examples of effective governance can be found in business, non-profits, and government bodies. There is nothing magic about the board-CEO model so widespread in business.

John Carver, an advocate for clear, strong, and empowered boards, whose writings were influential on the COG, argues that:

> Each organization likes to feel it is different, as each has its own history and personality. Even so, boards would do well to resist focusing prematurely on their peculiarities, and look first to generic principles of strategic leadership in governance..
> "Governance is governance is governance" may not be the whole truth, but it is not a bad place to start. Special circumstances do matter, but to deal with them effectively, a board must have a sound footing in the basics. (Carver, 1991, p. 213)

What we learned from our study of non-profits and public organizations was that we could find models such as we have recommended in this report functioning well in other organizations of comparable size, and this was encouraging to us. However, we did not find any single example in another organization to hold up for us to emulate, and we were not greatly influenced towards our recommendations by what we found in looking at other organizations, either religious or secular.

APPENDIX F: UUA COMMISSION ON GOVERNANCE
BUDGET HISTORY

1990-91

Travel, meetings, etc.		$9,997	
Printing		299	
Postage		153	
	Total		$10,499

1991-92

Travel, meetings, etc.		$18,794	
Printing		210	
Postage		165	
	Total		$19,169

1992-93 (Estimate)

Travel, meetings, etc.		$18,200	
Printing		2,200	
Postage		900	
	Total		$21,300

3 Year Total Estimated Expenses $50,968

APPENDIX G - REFERENCES AND SELECTED READING LIST

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<p style="text-align:center;color:red;">DRAFT</p>

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 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 July 30, 2014, feedback to the draft Values and Principles was provided, by online survey, by 118 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:	92%
Governance:	94%
Gathering for Purpose:	85%
Commitment:	90%

2   Values and Principles that most clearly resonated with respondents were:

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

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

3. Those in the age range of 19-35 expressed very little disagreement with the Values and Principles Out of 43 responses that expressed disagreement, only 2 were by respondents in that age range. While respondents ages 19-35 represented 22.64% of those who responded to the survey, their responses comprised only 4.64% of those expressing disagreement with the Values and Principles.

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

Gathering for Purpose

a. <u>Inclusion.</u> 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. <u>Governance.</u> 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. <u>Why We Gather</u>. Values or principles that articulate: the reasons why we gather, the importance of gathering for connection and inspiration, and the need for regional gatherings.

d. <u>Commitment</u>. Values or principles articulating: 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. <u>Reasons for Disagreement with Values and Principles:</u>

a. <u>Inclusion.</u> Reasons related to 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. <u>Governance.</u> Reasons related to a concern that over-reliance on technology could marginalize some people, a concern that a *stronger* statement on embracing technology is needed, and concerns whether the General Assembly needs to provide "theological and cultural direction."

c. <u>Why We Gather.</u> Reasons related to a concern that "many purposes" is too vague to be meaningful and that a focus on identity groups will lead to marginalization of others.

d. <u>Commitment.</u> Reasons related to concerns that "creating space for many voices" is too vague, that the Values and Principles don't give value to current practice and culture, and that caution is needed in changing bylaws and culture.

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

Gathering for Purpose

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

Values and Principles of Inclusion:

Strongly Disagree:	6.78%	8 answers
Somewhat Disagree:	1.69%	2 answers
Agree:	37.29%	44 answers
Strongly Agree:	54.24%	64 answers
		118 answered, 0 skipped

Average Rating (Scale of 1-4): 3.39

Values and Principles of Governance:

Strongly Disagree:	3.67%	4 answers
Somewhat Disagree:	2.75%	3 answers
Somewhat Agree:	33.94%	37 answers
Strongly Agree:	59.63%	65 answers
		109 answered, 9 skipped

Average Rating (Scale of 1-4) 3.50

Values and Principles of Why We Gather:

Strongly Disagree:	6.48%	7 answers
Somewhat Disagree:	8.33%	9 answers
Somewhat Agree:	29.63%	32 answers
Strongly Agree:	55.56%	60 answers
		108 answered, 10 skipped

Average Rating (Scale of 1-4) 3.34

Values and Principles of Commitment:

Strongly Disagree:	1.90%	2 answers
Somewhat Disagree	7.68%	8 answers
Somewhat Agree:	21.90%	23 answers
Strongly Agree:	68.57%	72 answers
		105 answered, 13 skipped

Average Rating (Scale of 1-4) 3.57%

Charts of these responses are included as Appendix 1.

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	0	3	6
Governance:	N/A	0	0	2	5
Why We Gather	N/A	0	0	8	8
Commitment:	N/A	0	1	6	3

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: (111 answered, 7 skipped)

- 59.46%   **We are committed to addressing the barriers of cost and time and physical accessibility that create obstacles to inclusion.**

- 18.02%   We envision the UUA and the congregations working together to make this happen as a part of our counter-oppressive commitments.

- 16.22%   We envision gatherings for Unitarian Universalists that are more inclusive than what we experience with General Assembly today.
-
- 6.31%   We envision governance that incorporates a wider range of multicultural decision-making practices.

Governance: (103 answered, 15 skipped)

- 47.57%   **We envision a governance environment where the participants are ever more informed, accountable , and prepared.**

- 28.16%   We envision a model where we leverage 21st technology to enable broad-based participation in the governance work of our Association.

- 24.27%   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 (78 answered, 40 skipped)

- 56.41%   **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.**

- 43.59%   We recognize that many groups, particularly identity-based groups, are reliant on and empowered by large gatherings. We are committed to honoring those connections.

Commitment: (76 answered, 42 skipped)

- 52.63%   We are prepared to change our bylaws, our processes, and our customs as needed to fulfill this vision.

- 47.37%   We commit to creating space for many voices.

Charts of these responses are included as Appendix 2.

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. <u>Youth and Young Adults.</u> 3 respondents felt a commitment to include 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."*

b. <u>More Intentional Inclusion of All Member Congregations.</u> 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."*

3. <u>Additional Barriers to Inclusion.</u> 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. <u>Inclusion is More than the Ability to Attend or Participate.</u>

- *"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?"*

Governance:

<u>UUA Engagement with Congregations.</u> 2 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!"*

<u>Congregational Polity:</u>

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

<u>Strengthening the Sense of Vision and Mission of Unitarian Universalism:</u>

- *"...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

<u>Gathering as Important to Governance</u>

- *"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."*

<u>The Importance of the Democratic Process:</u>

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

Why We Gather:

<u>Name Some of the "Many Purposes."</u>

- *"...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."*

<u>Social Justice:</u>

- *"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."*

<u>Inspiration/Worship:</u>

- *" 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."*

<u>Connection:</u>

Gathering for Purpose

- *"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..."*

The full text responses to Question 3 are included as Appendix 3.

IV. Why do Respondents Disagree with any of the Values and Principles?

Inclusion:

Lack of Clarity Around "Multicultural Decision-Making Processes."

- *"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."*

Concern that Multicultural Decision Making Conflicts with Democratic Process

- *" 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."*

Concern about the Use of Term "Counter-oppressive".

- *"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."*

Vagueness

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

Governance:

Concern that Reliance on Technology will Marginalize.

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

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Gathering for Purpose

- *"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."*

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."*

Why We Gather:

"Many Purposes" is Not Meaningful or Adequate.

- *"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!"*

Gathering for Purpose

- *"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."*

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."*

<u>Disagreement with Commitment to Change Bylaws</u>

- *"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."*

<u>Need for Caution.</u>

Gathering for Purpose

- *"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."*

- *The full text of responses to Question 4 are included as Appendix 4.*

Gathering for Purpose

VI. Information about Respondents

102 out of 118 respondents answered whether any of the following characteristics were applicable to them:

83.33% (85 respondents)   I have attended a General Assembly.

45.10% (46 respondents)   I have served as a
delegate to GA 2014.

42.18% (43 respondents)   I have heard or viewed the conversation concerning the Draft
Principles that was presented in the General Session VII at GA 2014.

37.25% (38 respondents)   I have a historically marginalized identity/experience around
ability, sexual orientation, gender identity and/or experience, race, and/or ethnicity.

24.51% (25 respondents)   I am a called leader
of a congregation.

23.53% (24 respondents)   I am an elected leader of a
congregation.

106 out of 118 respondents answered that they belong in the follow age groups:

0%
15-18 years

7.55% (8 respondents)
19-25 years

15.09% (16 respondents)
25-35 years

25.47% (27 respondents)
35-55 years

51.89% (55 respondents)
more than 55 years

Demographic information is included in Appendix 5.

Proposal for Board-funded scholarships for attendance at General Sessions at General Assembly 2015 Portland. (Draft)

The board has expressed its desire in its reimagining governance discussions to move to a model where delegates to General Assemblies have the following attributes:

- Represent more congregations than is currently the case
- Selected through a congregational process that elects or charges delegates
- Become familiar with the business agenda
- Represent the interests of the congregation
- Agree to attend general sessions
- Report back to the congregation on what was learned and business conducted
- Have potential for leadership in the congregation and beyond
- Agree to participate in pre-GA webinars
- Represent youth and young adult communities
- Represent communities of color
- Represent communities traditionally marginalized

To reinforce this desire for a more inclusive and representative delegate pool and to make GA more accessible, the Board will seek funding to underwrite the cost of delegates attending GA.

The board envisions a pool of funds to be made available to regional staff leads in increments of 20% of total funding to each region equally. Regions will be encouraged to supplement funds where possible. The funds will be administered by regional field staff to provide scholarships for deserving leaders within the following guidelines and preferences:

- Diversity in geography within the region
- Diversity in lay leaders and clergy
- Preference to congregations who are engaged with the wider movement and are Fair Share
- Preference for youth and young adult leaders
- Preference for people of color with intersecting identities

Scholarships will be based on financial need but with the expectation the congregation and recipient will contribute financially as well.

Recipients are expected to:

- Participate in pre-GA webinars and become familiar with the business agenda
- Attend a Board-sponsored orientation at GA

- Attend all general sessions and vote
- Attend a post-GA assessment meeting/webinar
- Complete a post-GA survey
- Report learnings to their congregation and region

Strengthening Governance Working Group Notes

In preparation for the conversation at the October 2014 Board meeting, the Strengthing Governance Working Group has developed several proposals to provide a basis for discussion. We decided to think with two different categorical frames:

1. What we would do to ensure a robust democracy if we started entirely over imagining our bylaws don't exist?

2. Could we think of one or two smaller things that could be done to improve our democracy within existing structure?

Starting Over:

What if the congregations directly represented themselves? This would be a parallel of the change from districts electing UUA Trustees. As it was decided that it was inappropriate to keep the districts stapled to the Board through the use of individual bodies, what if there were no need to attach congregations to the UUA through Individual bodies? Wouldn't a group to group relationship be better? Congregations could have some processes for deciding together on their stance, and then communicating those out. Voting on business could be entirely away from GA, electronic, and perhaps after GA.

What if used a Senate model rather than Congress model? I.e., all congregations get one delegate no matter the size. Reduces number of delegate, increases delegate responsibility and ownership. A more moderate version of the direct representation idea above.

Radically restructure governance roles—see below on Commission on Governance 1993 report.

More Readily Doable Things:

Limit numbers of delegates in whatever way possible; compress business to smallest amount of time possible—eventually aim for two days

Establish scholarship fund, especially available to underrepresented identities. We have a proposal that we will share at the October 2014 meeting. Would include programs for those folks for preparation and information, as well as support during and after the GA for processing (especially important for folks attending first GA from underrepresented identies).

Don't have to meet every year for business; many denominations don't – Presbyterians yearly gathering business every three years

We love the idea of Synods! We need an early one on Polity itself. Synods= large gatherings where lay person and clergy alike would gather to debate and determine theologically based positions on important issues of the day, both internal and external. A note about the oddity of our contemporary polity: Until 1925, the American Unitarian Association had both an administrative body, the AUA, and an ecclesiastical body (in that it involved representatives from churches), the National Conference, and then the General Conference. In 1925, President Samuel Eliot arranged for the AUA to take over the functions of the General Conference. The result was the eventual dominance of the business of the association over the more theological and issues based conversations. Most other Protestant

denominations saw a combining of the administrative and legislative bodies, too, although in all of them it was the legislative body that assumed the control of the administrative. Likely happened this way because of Eliot's unique power and effectiveness.

Combining the above, do a cycle of Year One: Synod; Year Two: Business GA; Year Three, Justice Assembly; Year Four, Business GA. The idea is that the energies and challenges from the Synods and Justice Assemblies could inform the business.

Encourage and empower Regional Gatherings for the non-business reasons for gathering.

Some helpful background conversation:

Rehearsed some history: current GA spectacle of democracy rather than real thing; current GA control and lack of spontaneity started with concerns about the "microphone grabbing" behaviors during the Empowerment Controversy.   Changes in Moderator role: Joe Fisher model of detached fairness, even deliberately limited contact with Board socially to stay neutral; that changed very recently

Many of us like many of the recommendations in the 1993 Commission on Governance report. Quick summary: Moderator position dissolved; Elected President leads GA and serves ceremonial/development functions (not CEO); Board elects its own Chair; Board selects Executive Director.   Main finding was need for more authority for the board, these changes meant to do that. Also recommended smaller board, expressed concerns about districts choosing board members, recommended presidential nominating committee.   Main change in relationship to GA would be to end Moderator/President divides of time and attention at GA.   Group agrees to make the report available to the board, stressing that the executive summary and the history sections are very helpful to our thinking about governance.

Strengthening Governance Working Group Report
October 2014

The Strengthening Governance Working Group will facilitate a conversation at the October Board meeting with a goal of having several concrete proposals or ideas that the Linkage team can use in linkage work during November.   Our larger goal is to have a concrete proposal to discuss and gather feedback at GA2015.

We are providing four documents to serve as background for the conversation at the October 2014 meeting:

1) The Final Report of the 1993 Commission on Governance
2) The 2009 Final Report from the 5th Principle Task Force
3) A summary of the responses to the survey that we administered after General Assembly. This survey sought feedback on the Values and Principles that were presented at GA.
4) A summary of the ideas that Strengthening Governance Working Group has developed. We will use these ideas as the starting point for the Board conversation in October. This summary is included in the document titled "Strengthening Governance Working Group Notes."

In addition to developing a framework for the larger conversation that we plan to have at GA2015, the Working Group is also proposing that the Board take steps now to encourage a more multi-cultural delegate body and to strengthen the preparedness and accountability of those delegates.   It is clear not only from the survey that we administered this summer but also from previous linkage work that the financial barriers to participation are the bedrock issue that must be addressed if we want to have a delegate body that is more representative of our congregations and is more diverse and multicultural. In 2014 the Board provided money to help congregational leaders to attend General Assembly. For 2015 we are proposing that we again make money available, but that we do it in a manner that broadens the pool of potential delegates that would be eligible and at the same time provides additional support beyond the financial for delegates. This proposal is described in the document titled "Proposal for GA Scholarships."

1. Eliminate the Finance Committee, and establish instead a Finance Secretary who will have the responsibilities currently held by the Chair of the Finance Committee. The Board as a whole is responsible for financial decision-making. Bring by-law language for Board approval by January.

2. Eliminate the Board of Review, and establish instead a process by which such a board will be called if appeal to the process of the MFC or RECC is needed. Question: should that process be spelled out in bylaws or in policy? Bring by-law language for Board approval by January.

3. Ask committees for budget requests by December 2015 for the FY 2016 UUA budget. These requests could include:
- How have you worked toward your charge?
- How will you spend your proposed budget?
- If your request is more than a 10% increase over the revised FY 2015 budget, please explain how the increase will further the achievement of the charge.

4. What kind of staff support can committees expect? Hear from Harlan and others on this. Prepare a memo to committees on what they can and cannot expect from staff.

		COMMITTEE CATEGORY	TIME CONSUMPTION	GA COSTS	MEETS HOW OFTEN ANNUALLY?	OTHER NON-GA EXPENSES	FY15 BUDGET (000's)
UUA COMMITTEES							
COMMITTEE	STAFF LIAISON	*Board* = Board Appointed *GA* = GA Elected *Staff* = UUA Staff or President Appointed	*None* = no time spent *Low* = 10 hours per year or less *Medium* = 11-30 hours per year *High* = 31 hours per year or more	*1* = $0 *2* = $1000 or less *3* = $1000 - $5000 *4* = $5000 or more		*0* = $0 *1* = $1000 or less *2* = $1000 - $5000 *3* = $5000 or more	
Appointments Committee	Stephanie Carey Maron	Board	Medium	4	2x in-person	3	$20
Audit Committee	Tim Brennan	Board	High	1-4 registration only	3X in Boston		$5
Board of Review	Stephanie Carey Maron	GA	Low	2	?		$0
Board of Trustees	Stephanie Carey Maron	GA	High	4	4x in-person	3	$150
Commission on Appraisal	Stephanie Carey Maron	GA	Medium	3	3x in -person	3	$27
Commission on Social Witness	Jessica Halperin	GA	High	UUA covers GA expenses for the 5 CSW members			$33
Committee on Military Ministry	Sarah Lammert	Staff	High	0			$0
District Presidents Association	Heather Bond	N/A	High	0	1X at GA; 1X in Boston		
Election Campaign Practices Committee	Stephanie Carey Maron	Board	Low	?	?		$0
Fund for a Just Society	Hillary Goodridge	Staff	High	N/A	N/A	N/A	N/A
Fund for International Uuism	Hillary Goodridge	Staff	High	N/A	N/A	N/A	N/A
Fund for Unitarian Universalism	Hillary Goodridge	Staff	High	N/A	N/A	N/A	N/A
Fund for UU Social Responsibility	Hillary Goodridge	Staff	High	N/A	N/A	N/A	N/A
GA Planning Committee	Jan Sneegas	GA		0			
Investment Committee	Tim Brennan	Board	High	0-4 registration only	4X in Boston		$12
Journey Towards Wholeness Transformation Committee	Taquiena Boston	Board	High	UUA covers full or partial GA expenses for 8 JTWTC members			$22
Melcher Book Award Committee	John Hurley	Staff	High	Committee is now dormant, but reading potential award winners will take considerable time. UUA does not pay for any committee members to go to GA			$0
Ministerial Fellowship Committee	Marion Bell	Staff (Approved by Board)	High	Chair reg & travel only	3X in Boston		$155
Music Leadership Credentialing Committee	Julie Shaw	Staff	High	0	1X in Boston		$9
Nominating Committee	Stephanie Carey Maron	GA	Medium	4	2x in-person	3	$23
Open UUA Committee	Stephanie Carey Maron	Board	Low	3	?		$4
Panel on Theological Education	David Pettee	Staff (Approved by Board)	High	0	2X in Boston	0	$15
Presidential Search Committee	Stephanie Carey Maron	GA	Low	4	?		$15
Regional Sub-Committees on Candidacy	David Pettee	Staff (Approved by Board)	High	0	4X in various places	0	$47
Religious Education Credentialing Committee	Jan Gartner (Catherine Rowland)	Staff (Approved by Board)	High		1X in Boston		$13
Retirement Plan Committee	Linda Rose	Board	High	0			$7
Social Responsible Investing Committee	Tim Brennan	Board	High	1-4 registration only	2X in Boston		$15
UUA Employee Benefits Trust Board	Jim Sargent	Board	High	0	2X in Boston		$6