

# Board of Trustees

**MEETING:** January 19-20, 2018

**LOCATION:** The Highlander Center (New Market, TN)

**MEMBERS PRESENT:** Tim Atkins (financial secretary), Greg Boyd, Kathy Burek, Susan Frederick-Gray (president), Barb Greve (co-moderator), Dick Jacke, Sarah Dan Jones, Tanner Linden (youth observer), Patrick McLaughlin, Manish Mishra-Marzetti, Christina Rivera (secretary), Bailey Saddlemire (youth observer), Lucia Santini Field (financial advisor), Elandria Williams (co-moderator)

**ADDITIONAL PARTICIPANTS:** Carey McDonald (Recording Secretary & COO), Tim Brennan (Treasurer), Leslie Takahashi, Mary Byron, Stephanie Carey Maron, Danielle DiBona and Chris Buice (Chaplains), additional observers

## Meeting Minutes

**January 19**

The meeting opened at 9:05 am with a worship service led by Bailey Saddlemire and Tanner Linden, and then a discussion community agreements and covenants for the group's time together.

The meeting transitioned at 9:26 into a closed session for Board members and UUA senior staff led by chaplains Chris Buice and Danielle DiBona. Discussion, first in small groups and then in a larger group together, included questions about the impact of the turmoil of the spring of 2017 and its effects on the roles and leadership held by Board and staff members.

### ***Commission on Institutional Change***

Co-Moderator Mr. Barb Greve called the public business section of the meeting to order at 1:03 pm, and welcomed members of the Commission on Institutional Change who were joining the meeting virtually, including chair Rev. Leslie Takahashi as well as Mary Byron. The Commission noted they have issued a request for proposals for consultants to conduct a racism audit of the UUA, and will be reviewing letters of interest in the next few weeks. They described how the Commission and UUA staff added questions to the annual congregational membership certification about demographics in congregations. They said they continue to need help getting out the Commission's call for testimony and individual stories of racism's impacts in the UUA.

Rev. Takahashi and Ms. Byron noted that Rev. Danielle DiBona will be brought on as a consultant to review UUA data and files on the professional experiences of people of color. They also said they are interviewing candidates for a part-time administrator and coordinator for the Commission. They reported the Commission has conducted 20 hours of interviews with 15 different people involved in the

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Southern Regional Lead hiring process to fulfill that portion of their charge, and they are thinking carefully about how the findings of this investigation should be presented to the Board and the Association. They hope to convey the findings in a more engaging format than a standard report, modeling “truth telling” about who was impacted and why, including when people disagree. Commission members noted that being willing to publicly grapple with difficult conversations is a critical practice for addressing the lack of public trust or ability to communicate across differences within the Association, amplified by a culture of conflict avoidance. When the Commission members gather in February, they anticipate substantial discussion about how to frame the multiplicity of perspectives in the process to support learning and healing.

Board members noted that changes have been made to Board process following the events of the spring, including avoiding making decisions by email and limiting the use of an Executive Committee, and that further discussion is required around conflict of interest policies. Discussion also noted that while the events of the past spring are the starting point for this investigation, those events were influenced by decades of marginalization for UU’s of color and in the wider national culture. This highlighted the reality that true reconciliation will unfold over many years and will require restructuring entire systems of leadership and structure. Board, Commission and staff members noted the need to hold what is for our generation to do, and what is to leave for the future. Board and staff members recommitted to the amplifying the Commission’s work and specifically their call for stories.

### ***Ends Monitoring***

For the President’s report, President Susan Frederick-Gray led the Board through a presentation outlining a new approach to interpreting the global ends through the monitoring process. The outline to this approach, shared as part of the Board packet, condensed the monitoring areas from nine to five sub-ends, using some of the existing sub-ends as metrics for these areas rather than unique ends. The outline also included some suggested metrics for each area.

Board members broke into five small groups to review the outline’s details for the global end and four sub-ends. Following small group review, the entire Board discussed their feedback for each area. The outline was well-received, and discussion included questions and suggestions around specific language and possible metrics (see Attachment 1). One specific concern raised was that, in lowering the priority of End 1.9 which addresses the UUA’s commitment to the health of partner institutions, the UUA affirm its investment in these relationships while still being clear that these organizations are independently accountable.

Co-Moderator Elandria Williams asked Board members to approve the changes to policies suggested by the President’s report, including the language changes discussed by breakout groups, which received unanimous approval. The approved outline will be the foundation for Global Ends Monitoring Reports submitted by the President at future Board meetings.

The meeting took a break at 3:33 pm, and reconvened at 3:51 pm.

Co-Moderator Greve welcomed new observers that had recently joined the meeting. The schedule was revised to continue with the General Assembly Mission/Vision conversation, and changed the Moderator Search discussion to a report on legal counsel’s advice regarding selecting the next moderator.

## ***General Assembly Mission/Vision***

Sarah Dan Jones facilitated a conversation engaging in the mission and vision of General Assembly. Members and observers shared their recollections of their first General Assembly, their worst GA experience and their best GA experience. The discussion voiced a wide range of experiences, and it was asked how a similar process could be used at GA this year to encourage attendees to connect with one another as a foundation for mission and vision conversations.

## ***Moderator Search I***

Chief Operating Officer Carey McDonald summarized the memo from legal counsel Tom Bean describing the options for nominating candidates for the regularly scheduled moderator election in 2019 by the February 1 bylaw deadline, given that the Moderator Nominating Committee did not return any candidates. The experience of the Presidential Search Committee in 2016 showed it was most in line with UUA bylaws to ask candidates to run by petition once nominating deadlines had passed. The options outline in the memo included the Board encouraging one or more candidates to run by petition for moderator, or discouraging candidates to run by petition for the time being while the Board considers changes to the structure of the moderator position.

In discussion, members asked how clear the Moderator Nominating Committee's recruitment process was about the scope and demands of the position. Co-Moderator Williams noted the need to define the job more accurately, since it has been viewed in the past as requiring more time and travel than necessary to meet the bylaw-specified role. Both Co-Moderators were asked whether they would be willing to continue in their role, and described a number of concerns and challenges with occupying the permanent role.

## ***Consent Agenda***

Tim Atkins moved, and Kathy Burek seconded, to accept the consent agenda, which was approved unanimously.

The meeting took a break at 5:02 pm, and reconvened at 5:20 pm Co-Moderator Greve again welcomed observers, and noted that the GA Review of Procedural Rules conversation will be postponed to tomorrow.

## ***Bylaw Discussion I***

Co-Moderator Williams described the review team which used a process to prepare and review general bylaw changes and Article II changes in preparation for this meeting. The team included representatives from the Board, other UUA boards and commissions. It filtered and prioritized the results of a survey on possible bylaw changes, which was completed by members of the organizational stakeholders represented on the team. In addition to specific changes proposed for this year, the bylaw review group developed a bylaw change purpose statement which calls for a complete reconsideration of bylaws in coming years. The changes which the bylaw review group asked the Board to consider proposing were summarized in the Board packet, these included:

- Collaborative leadership (multiple moderators and presidents)
- Gender neutral pronouns
- Youth observers to be youth trustees

- Terms staggered for the Ministerial Fellowship Committee
- Shortened and simplified process from the Commission on Social Witness for Congregational Study/Action Issues (CSAIs) and Actions of Immediate Witness (AIWs)
- Increase democratic participation from religious professionals
- Possibility for every other year General Assembly
- Neutrality for the Secretary
- Reducing Executive Committee role and authority
- District/regional language cleanup

Questions which arose in the discussion proposed bylaw changes included examination of the ways the role of moderator is defined. Most of the expectations for the moderator role are not in the bylaws, so changes to policy and practice may also be necessary. Members asked whether they should consider a proposal for more people who should be neutral, not just the secretary. A number of question arose around how youth trustees would fit in an at-large board. Membership on the Board should not just be about representing the youth community, but is about generational access. There is also a need to understand what Massachusetts law says about minors serving on Boards, on which COO McDonald agreed to follow up.

Co-Moderator Williams said it is the responsibility of leaders to establish the rationales of why proposed bylaw changes should move forward, and that it is critical for both Board and senior staff members to be on the same page. It was noted that both the Presidential Search Committee and the Election Practices Committee will be making recommendations about the role of President and the election and nomination process.

Co-Moderator Williams described the process of modified consensus to be used for these bylaw proposals, which is that proposals can be blocked by any individual if it violates a principled commitment they hold. Members can also stand aside with a concern, which encourages the group to find a way to address the concern. In addition to voting Board members, the President, youth observers, COO and Treasurer will participate in the consensus process. It was affirmed that the goal of this consideration of bylaw changes is to determine what should move forward, and that proposals may be prioritized at a later date based on the structure of the GA agenda.

The meeting adjourned for the day at 6:01 pm. Members and leaders from local congregations were invited in the Highlander Center for dinner and an evening program on the legacy of social justice work in East Tennessee.

**Saturday, January 20**

Co-Moderator Greve opened the meeting at 9:04 am. Christina Rivera led the morning worship. Co-Moderator Greve welcomed observers.

Co-Moderator Greve read the Board's covenant, and invited process observation and other commentary on the linkage activities from the previous day's meeting. He recognized that this is the first Board meeting that has been livestreamed when not in Boston. Board members said it was energizing to connect with the many local UU's who joined the evening program, and saw that local UU's also valued interacting with national UU leaders. Appreciation was expressed for the stories shared by congregational members and leaders, and for the opportunity to engage with a Coming of Age group and other youth attendees. Members also noted the importance and emotional intensity of the conversation on previous GA experiences, especially around the difficult and painful stories shared by leaders of color.

### ***Bylaw Discussion II***

Board members, staff and observers broke into small, rotating discussion groups to review the goals of the primary areas under consideration for bylaw changes this year (see Attachment 2).

Returning to the full group, consensus decisions were made about whether to proceed to the drafting phase, which subsets of Board and staff members will prepare this Spring.

- *Membership in the Association by congregations or communities* – will not proceed, just starting a conversation this year
- *Youth Observer to Trustee* – yes to proceed; questions to answer would include the nomination and election process, legal status of the trustee under Massachusetts law, whether this counts as expanding the board, and how to ensure expectations for youth leaders and emerging young adults are realistic and supportive.
- *Collaborative leadership* – yes to proceed with changes to the moderator role, especially given urgency of upcoming election, but not to proceed with changes to the president role; questions included desire to tackle two roles together since there is agreement that the principle of collaborative leadership is important, but with a need more time to consider how changes to presidential role will affect staff, budget and leadership structures, and the desire to ensure the debate at GA is an effective use of time; there was agreement to revisit this at a future meeting.

Members had substantial conversation about the prioritization of bylaw changes, the value of shorter-term technical changes versus the time required for larger term changes, the ways in which white supremacy culture shapes decision-making, and the desire to affirm both current and previous Board and staff leaders (e.g. the success of interim co-presidents).

Agreements to proceed on were also reached on the CSW process, the MFC term changes and adding gender-neutral pronouns. Proposed changes to the executive committee, the neutrality of Board members in elections, and the voting of all religious professionals were held for future discussion.

The meeting broke for lunch at 12:18, and reconvened at 1:05

## ***Finance Updates***

Mary Katherine Morn, Director of Stewardship and Development, gave a stewardship update, noting the publication of the Annual Report, and demonstrated the packet on the Annual Program Fund changes which was sent to congregations in regions where the formula is changing (Southern, Central East and New England). Board members were asked to make thank you calls to specific congregations and donors, and said Board members would be asked to make calls to congregations in the spring to support the Promise and Practice campaign to fulfill the UUA commitment to Black Lives UU.

Tim Brennan shared the good news that 2017 audits concluded with clean opinions. In describing the growth of net assets over the past few years, he described the financial health of the organization as strong, despite mostly flat income. He gave an updated forecast for the FY2018 operating budget, which is projecting a small surplus. Treasurer Brennan also noted the excellent sign that Annual Program Fund contributions are up over last year, representing growing trust in the UUA and the payoff of years of investing in the relationship with congregations around APF. Additional conversation covered progress with shareholder advocacy, impact investing, and annual changes to the retirement and health plans, which had zero rate increases. Discussion noted the long-term impact of getting UU religious professionals enrolled in high-quality health coverage has been to make them healthier and thus lower healthcare costs, and that the UUA's values-based decisions around healthcare and retirement (e.g. covering gender reassignment surgeries) have helped influenced other faith groups to follow suit.

## ***Moderator Search II***

Co-Moderators Greve and Williams offered two options to the Board, given that a nomination has not been forthcoming by the February 1 deadline: to encourage candidates to run by petition, or to postpone or change the nomination process (which would likely require bylaw changes) for the next election, currently scheduled for 2019. It was noted that, regardless of which option moves forward, there will be additional work for the Board to do to consider changes to the role and possible candidates. There was informal consensus that the Board would choose the separate option, to postpone encouragement of candidates to run by petition until changes to the moderator position can take place. Board members Sarah Dan Jones, Patrick McLaughlin and Tim Atkins agreed to join the Co-Moderators and Vice Moderator Denise Rimes in an ad hoc group to propose changes to the moderator search process going forward.

The meeting was adjourned at 1:48 pm, with gratitude for the care and intention which members, staff and observers brought to the Board meeting.

Respectfully submitted,

/s/ Carey McDonald  
Recording Secretary

## Attachments

*The following attachments are not adopted as part of the minutes which comprise the formal record of decisions made by the Board, but are included in unedited form for context and reference.*

### Attachment 1 – Ends Monitoring

[rough notes]

#### Ends 1.0

- Pretty good with some edits
- In the end and in the metrics, change to “sustainability,” not just “institutional sustainability”
- Include diversity as part of sustainability
- Amplify language around faith and values, in addition to amplifying diversity
- Metric - health of relationship between UUA and UU institutions
- Metric – diversity within congregations

#### End 1.1

- Yay with amendments
- Accountability and covenants should be both among congregations and between congregations and the UUA
- Refer to all congregations as “communities” to include covenanting communities
- Like adding UUMA and LREDA
- Do other denominations have examples of what healthy conflict looks like?
- Ask about congregational donations for social justice work in addition to income
- Unsure about membership or “friends” goals, maybe look at historical trends?
- Broaden RE measurement beyond enrollment (e.g. family ministry)
- Like question revision about being driven by mission statement
- Less sure about whether capital campaigns are a valuable metric

#### End 1.2

- Good with some additions
- Metric - % of congregations that actually certify
- Metric – when was the last time congregational life staff engaged with the congregation?
- Metric – what percentage of UUA budget goes to congregational life staff? (or mission budget analysis of support for congregations)
- Metric – what percentage of congregations use UUA outreach materials?

#### End 1.3

- Pretty good, with some additions
- Instead of “member & staff diversity,” make it “member, staff and leader diversity”
- Make an effort to retain young people into adulthood
- Could congregations do a self-reflection on how they are fulfilling the end for inclusive community, e.g. mission statements and RE programs

- Acknowledge inevitable implicit bias in measurements, and our available metrics frame our understanding

End 1.4

- Happy, suggesting some tweaks
- Don't let metrics of "wins" obscure long-haul work – what are interim benchmarks? Can't let this be just about policy changes, but must also be about creating alternative structures, institutions and cultures
- Can we get a report of what challenges congregations are facing? Are there trends or patterns? Good sense of where resources are needed
- Be clear about with whom partnerships are expected (of UUA and of congregations) – led by community leaders who are most impacted!
- Shift language of "marginalized" to "most impacted"
- How do we invest in long-term partnerships, after the spotlight has left? How long have you been a part of these partnerships?

## **Attachment 2 – Bylaw Changes**

[transcribed rotating small group notes, \* indicates agreement from another group]

### Commission on Social Witness - board agreed

4 recommendations

1. shorten process \*\*
2. Process moves to procedures or rules \*\*
3. Affirm AIW- shorter debate \*
4. No mini-assemblies are set in stone \*

Comments

- AIW affirmation - does it lose its meaning? Does it matter or have meaning at all
- Details matter a lot, need to be in more direct with CSW, though goals seem ok - Please (the recommendations btw were done with the CSW- Elandria comment)

### Ministerial Fellowship Committee - board agreed

2 recommendations

1. Staggering terms
2. Board needs to make more ownership

Comments

- Yes!
- Yes!\*
- Yes! Or maybe give the board authority to set terms

### Youth trustee - board agreed

2 recommendations

1. Name change from youth observer to youth trustee
2. Ability to vote
3. Still two year terms



#### Comments

- YES
- Nominating committee and relationship with the Youth and Young Adult Office- YES!
- Who funds or pays for campaign/attendance at GA for contested elections?
- Possible limitations in the law
- Liability of course comes with being a board member- fiduciary responsibilities
- Possibility of lawsuits should be disclosed
- Work with youth and young adult office
- Hopefully still 2 years on board- not at large, still full voting member
- Are we trying to save a problem with nominating committee by doing a bylaw proposal
- YES!!

#### Gender Neutral Language - board agreed

##### Recommendation

1. Change all she and he or him and her pronouns to gender neutral pronouns

#### Comments

- “They” has been an English commonplace for centuries. DO IT.
- Yes x5
- Yes X6
- Yes X7
- Yes x US

#### Collaborative Leadership - Moderator board agreed and President did not move forward but in conversation

##### Recommendation

1. add an (s) to the moderator and President

#### Comments

- Moderators should be compensated
- Yes to the (s)!
- The principle of collaborative leadership is important to uphold
- Moderator shared role is urgent given the election and more in line with broader expectations
- Critical for attracting candidates
- \$ investment in more Presidential leadership is considerable
- Collaborative leadership needs to be way bigger than multiple executives
- Should they run as a team?
- Feeling of group for is “yes” if multiple
- Experiment with moderators first?
- What happens if one person can’t continue to serve - How/whether replace?
- Covenant between public/accessible
- Yes, the role really is shared by two people with specific shared call, like co-ministry of a congregation
- Need to designate successor if single Pres vacates office at least for an interim

#### Executive Committee -did not move forward

#### Comments

- More discussion
- Authority needs to exist- but Board needs to fully understand and agree about how/why the executive committee does what it does
- Need more info and discussion
- Support proposal as written, keep flexibility but isn't separate authority - not super high priority

#### Voting- Religious Professionals and Communities - did not move forward only conversation

##### Recommendation

1. offer voting power to all religious professionals that are in good standing with the professional organization

#### Comments

- Credential all religious professionals
- Let congregations decide where their delegate status goes (prof, lay, etc.)
- Maybe professional organizations and member of a UU congregation or covenanted community
- Concern over laity losing effective control of their association- many congregations would have as many staff as lay delegates
- Who determines good standing?
- Some professional organizations don't have systems for tracking misconduct and reporting it to the UUA
- Wide support for LREDA proposal?
- Should ministers automatically get delegate strategy
- How does this interact with Association membership questions
- Don't want to extend the vote without a sense of covenantal relationship with the UUA (fellowship of ministers is an example)
- Could encourage more offsite
- Making sure other professional organizations are able to be added without changing the bylaws
- Credential only laity

#### Neutrality- Leadership Positions - Elections- Governance side - did not move forward only conversation

##### Comments

- Support in principle- bylaw requirement of neutrality of leaders especially moderator and president
- How would this affect trustee exercise of a delegate vote? Lack of clarity about boards role at GA
- Suggestion: Anyone involved in UUA Elections Governance must remain neutral! This is not currently in writing, example: moderator search committee, presidential search committee, moderator, president, elections campaign practices committee and UUA board
- Should this be by-law or procedure

#### General Assembly/General Conference - did not move forward only conversation

##### Questions to consider

1. How often
2. What do we need

##### Comments

- shorten deadlines, but still need some
- Every other year not a savings
- Who comes depends on what is offered- business only may not draw
- Need a justice process, but not AIW
- AWI makes us feel like we did "something" but we haven't
- Language doesn't matter
- General conference can happen
- Not elections may be on 3 year terms
- GA is not just a business meeting, multiple events, could play with location of conduct of business meeting online
- Perhaps there is enough flexibility already in the bylaws if we get creative \*
- The proposal would likely be a lightning rod- it may not be worth these small changes without a clear sense of what the future of GA should be
- Provide opportunity for "real work" rather than "language work" (AIW)
- Most people not engaged or committed (AIW)
- Needs detailed work proposal
- Needs commitment to the work and find the previous work already done

#### Membership- did not move forward only conversation

##### Comments

- Article III is very specific
- Want to find ways for congregations to have meaningful conversations about the covenant of the Association - but do not support requiring annual vote by congregations (concerns re: creating barriers and burdens, also Association membership is the purview of the Board)
- Could we broaden language re "communities"?
- Membership is tied to financial model of the association
- Would support covenanting communities having full equal status to congregations (they do make a money contribution)
- Would need to define "covenanted communities" - UUA has process already
- Does vision have to come first before this conversation about who votes
- What are pros and cons? - respond to new trends not just "brick and mortar"; more revenue if \$ contribution is a requirement; can you as an individual be covenanted in more than one congregation or covenanted community? (The answer is yes- there are people both members of CLF and a brick and mortar congregation)
- How wide do we open our arms to UU communes, how welcoming are we really?
- C-3.10- 14 and over can be members