

UUA Board of Trustees
October 16 & 17, 2015

DRAFT - NOT YET APPROVED BY THE UUA BOARD.

**MINUTES
BOARD OF TRUSTEES
UNITARIAN UNIVERSALIST ASSOCIATION**

October 16 & 17, 2015

Pursuant to notice duly given, a meeting of the Board of Trustees of the Unitarian Universalist Association was held on Friday, October 16 and Saturday, October 17, 2015 in Boston, Massachusetts.

MEMBERS

PRESENT: Tim Atkins, Greg Boyd, Andy Burnette, Rob Eller-Isaacs, Jim Key, Larry Ladd, Patrick McLaughlin, Peter Morales, Christina Rivera, Michael Sallwasser, Julian Sharp, James Snell, and Susan Weaver.

MEMBERS

ABSENT: Dorothy Holmes.

ALSO

PRESENT: Tim Brennan, Olivia Calvi (youth observer), Terasa Cooley, Caleb Leman (youth observer), Harlan Limpert, and observers.

Jim Key, Moderator, called the meeting to order at 9:50 AM on Friday, October 16, 2015. Board members and guests introduced themselves.

Susan Weaver moved and Andy Burnette seconded the motion to approve the consent agenda, which includes the meeting agenda. One item was removed – the proposed Ministerial Fellowship Committee changes. They will be discussed later. The consent agenda that was approved included the following motions:

Approved October 2015 Board agenda.

Approved UUA Board Minutes from June 23, 24, and 29, 2015

Approved 2016 General Assembly Registration Fees.

Accepted Monitoring Reports 2.5, 2.5.1, 2.7.2, 2.7.3, 2.7.4, and 2.3.

Accepted the Congregational Boundaries Working Group Report.

Acknowledged changes in the status of the following congregations:

- The First Universalist Society of Salem (MA) has merged with First Parish in Beverly (MA).
- All Souls Church UU (Durham, NC) has dissolved.
- Formerly: Comal County UU Society (New Braunfels, TX) Now Known As: UUs of New Braunfels.

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- Formerly: UU Society Daytona Beach Area (Ormond Beach, FL) Now Known As: UU Congregation Ormond Beach Formerly.
- Community Unitarian Church at White Plains (NY) Now Known As: Community UU.
- Congregation at White Plains Formerly: Northern Hills Fellowship (Cincinnati, OH) Now Known As: The Gathering at Northern Hills – UU.

The following reports were presented:

PRESIDENT'S REPORT – Peter Morales presented his president's report.

MODERATOR'S REPORT - Jim Key presented his moderator's report.

VICE MODERATOR'S REPORT – Susan Weaver presented her vice moderator's report.

SECRETARY'S REPORT – Rob Eller-Isaacs presented his secretary's report.

FINANCIAL ADVISORS'S REPORT – Larry Ladd financial advisor's report focused on the Annual Program Fund.

TREASURER'S REPORT – Tim Brennan presented his treasurer's report.

FINANCE DISCUSSION – James Snell led a discussion on finance and Mary Katherine Morn, director for stewardship & development, thanked the board for their support of the Annual Program Fund, Friends of the UUA, Faithful Partners, and being members of the Legacy Society.

DISCUSSION OF APPOINTMENTS PROCESS – Michael Sallwasser led a discussion of ways in which the recruiting, appointments and lay leadership development process could be improved.

EMPOWERMENT AND INCLUSION BOARD TRAINING – Julian Sharp led us in this reflection and training.

PROCESS OBSERVATION

Christina Rivera shared process observations and at 4:29 Jim Key declared the meeting recessed until Saturday morning.

RECONVENED

Moderator Jim Key reconvened the board meeting at 9:08 AM on Saturday, October 17, 2015. Guests were introduced.

BLACK LIVES MATTER REPORT – Terasa Cooley shared results of a recent survey of UUs about their involvement in the Black Lives Matter movement.

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GOVERNANCE AND POLICIES WORKING GROUP REPORT – Andy Burnette and Tim Atkins presented information from this working group.

DISCUSSION OF “FROM MEMBERSHIP TO COVENANT” – Moderator Jim Key shared thoughts about membership and covenant.

EMPOWERMENT AND INCLUSION WORKING GROUP REPORT – Julian Sharp shared information from this working group.

LINKAGE WORKING GROUP REPORT – Christina Rivera shared information from this working group.

DISCUSSION OF REQUEST FROM THE COMMISSION ON APPRAISAL – Nathan Hollister join the board via video technology to update everyone on the work of the COA.

EXECUTIVE SESSION

Michael Sallwasser moved and Susan Weaver seconded a motion to move into Executive Session for the purpose of considering appointments. Upon returning from Executive Session, Michael Sallwasser announced that Kimberly Johnson had been appointed to the Appointments Committee and Virginia (Ginger) Abraham had been appointed to the Commission on Appraisal.

PRESIDENTIAL EVALUATION PROCESS – President Peter Morales shared reflections on the process of presidential evaluation.

REIMAGINING GOVERNANCE WORKING GROUP REPORT – Susan Weaver shared information from this working group.

EMERGING CONGREGATIONS WORKING GROUP REPORT – James Snell shared information from this working group.

BOARD CALENDAR UPDATED – Additional dates were chosen for future board meetings and appear at the end of these minutes.

APPROVAL OF MOTIONS:

The Governance Working Group moved (therefore no second needed) that the Board of Trustees adopt the attached perpetual calendar.

Motion passed unanimously.

The Governance Working Group moved (thereby no second needed) that the Board of Trustees make the following changes to Policies 3.6 and 3.6.1:

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Policy 3.6 should read:

“The General Assembly elects the Moderator (CGO) and Financial Advisor. The Board elects the Financial Secretary, Vice Moderator, and the Secretary. The Board also appoints the Youth Observer(s), Recording Secretary, and the Treasurer of the UUA.”

Policy 3.6.1 should be deleted.

Motion passed unanimously.

Tim Atkins moved and Rob Eller-Isaacs seconded a motion that the Board of Trustees adopt the Section Three Procedures Document Version 4.0, as previously amended, and as attached.

Motion passed unanimously.

The Congregational Boundaries Working Group moved (thereby no second is needed) that the changes to Rules 16B and 21 of the Ministerial Fellowship Committee (“MFC”) Rules, as unanimously approved by the MFC on October 4, 2015, are adopted with the exception that the revision to Rule 21A changing the word “shall” to “may” is not approved, so that Rule 21A is approved to read in its entirety as follows:

A. The MFC shall give the minister notice and an opportunity to be heard before the MFC. The minister may submit any relevant material to the Committee and will be given copies of any documents upon which the Committee may rely. The minister will be invited to meet with the Executive Committee of the MFC and is expected to be accompanied by a UUMA Good Offices person in Final Fellowship. The Executive Committee shall also invite the ~~complainant person filing the complaint to consider meeting~~ ~~meet privately~~ ~~personally~~ with the Executive Committee, accompanied by an advocate designated by the Office of Ethics and Safety. The option to appear before the committee shall be ~~in~~ ~~at~~ the discretion of the invitee. The Executive Committee may determine that no further action is warranted, may propose to the full Committee a mutually agreed upon course of redress, or may determine that further investigation and a full Committee Fellowship Review is warranted.

Motion passed unanimously.

The Reimagining Governance Working Group and Communications Working Group moved (thereby not needing a second) that the board shall ensure that the Pilot GA 2016 Scholarship Program is well-defined in accord with the Board’s intent and that the availability of and eligibility for scholarship funds is communicated to congregations. The Reimagining Governance Working Group shall ensure a pre-GA webinar is available to ensure scholarship recipients understand the governance work of delegates at GA 2016 and relevant procedures.

Motion passed with one abstention.

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The Committees Working Group is charged with reviewing the roles and purposes of its Board and Association committee's structures, to discern the committee's roles in achievement of the Ends of the Association and the most meaningful and effective use of governance resources.

The Committees Working Group moves (thereby not needing a second) that the Committees Working Group and the Moderator continue discussing the role and structure of the General Assembly Planning Committee and the Board of Review with their chairs, asking:

- How do they understand and view the role of their committee in achieving the Ends of the Association?
- How is the current structure of the committee helpful in that role?

The goal of the conversation is mutual agreement on changes needed, if any, to the committees to ensure the Association is effectively using human and financial resources for governance.

Further moved, with a second by Susan Weaver, that the Committees Working Group and Moderator continue to discuss with the Commission on Appraisal and the Nominating Committee the number of members needed to effectively fulfill their responsibilities, and recommend to the Board by June 2016 any needed changes in the number of their members, for a bylaws vote at GA 2017.

Motions passed with one opposed and one abstaining.

PROCESS OBSERVATIONS – Michael Sallwasser provided process observations.

ADJOURNMENT

At 5:10 PM Moderator Jim Key shared closing words and declared the meeting adjourned.

Respectfully submitted,

/s/ Harlan Limpert
Clerk

BOARD OF TRUSTEES SCHEDULE

- **Trustee Orientation Session 3: *Linkage***
October 29, 2015
8:00 PM - 9:30 PM (Eastern)

- **Trustee Orientation Session 4: *Monitoring***
November 5, 2015
8:00 PM - 9:30 PM (Eastern)

- **Conference Call: November 2015**
November 19, 2015
8:00 PM - 9:30 PM (Eastern)
 - Meeting URL: <https://zoom.us/j/595209167>
 - Meeting ID: 595 209 167
 - Phone: (408) 638-0968 or (646) 558-8656

- **Conference Call: December 2015**
December 17, 2015
8:00 PM - 9:30 PM (Eastern)
 - Meeting URL: <https://zoom.us/j/685506825>
 - Meeting ID: 685 506 825
 - Phone: (408) 638-0968 or (646) 558-8656

- **Meeting: January 2016, Boston, MA**
Friday, January 22—Saturday, January 23

- **Conference Call: February 2016**
February 25, 2016
8:00 PM - 9:30 PM (Eastern)
 - Meeting URL: <https://zoom.us/j/315386726>
 - Meeting ID: 315 386 726
 - Phone: (408) 638-0968 or (646) 558-8656

- **Conference Call: March 2016**
March 24, 2016
8:00 PM - 9:30 PM (Eastern)
 - Meeting URL: <https://zoom.us/j/382683809>
 - Meeting ID: 382 683 809
 - Phone: (408) 638-0968 or (646) 558-8656

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- **Meeting: April 2016, Boston, MA**
Friday, April 15—Saturday, April 16

- **Conference Call: May 2016**
May 26, 2016
8:00 PM - 9:30 PM (Eastern)
 - Phone: (408) 638-0968 or (646) 558-8656
 - Meeting ID: 985 381 702
 - Meeting URL: <https://zoom.us/j/985381702>

- **Meetings: June 2016, Columbus, OH**
Tuesday, June 21—Wednesday, June 22: Board of Trustees Meeting
Wednesday, June 22—Sunday June 26: General Assembly
Monday, June 27: Board of Trustees Meeting

- **Meeting: October 2016, Boston, MA**
Thursday, October 13 - Saturday, October 15, 2016

- **Meeting: January, 2017, Boston, MA**
Friday, January 27 - Saturday, January 28, 2017

- **Meeting: April, 2017, Boston, MA**
Friday, April 21 - Saturday, April 22, 2017

- **Meetings: June 2017, New Orleans, LA**
Tuesday, June 20—Wednesday, June 21: Board of Trustees Meeting
Wednesday, June 21—Sunday June 25: General Assembly
Monday, June 26: Board of Trustees Meeting

- **Meeting: October 2017, Boston, MA**
Thursday, October 19 - Saturday, October 21, 2017

- **Meeting: January, 2018, Boston, MA**
Friday, January 19 - Saturday, January 20, 2018

- **Meeting: April, 2018, Boston, MA**
Friday, April 20 - Saturday, April 21, 2018

- **Meetings: June 2018, Kansas City, MO**
Tuesday, June 19—Wednesday, June 20: Board of Trustees Meeting
Wednesday, June 20—Sunday June 24: General Assembly
Monday, June 25: Board of Trustees Meeting

UUA Board of Trustees
PERPETUAL CALENDAR
(updated 12/7/2015)

Policy	# of Policies & Sub-policies	Policy Title	Date of Last Monitoring Report	Accepted/Not Accepted	Method of Monitoring	Frequency	Whose Responsibility ?	Next Due to Board	Meeting at Which Item Is Reviewed By Board
1.0	10	Ends	12/24/2014	Accepted	Internal	Annual	Cooley	3/20/2016	April
1.0	10	Ends	12/24/2014	Accepted	Direct Inspection	Annual	Board	9/20/2016	October
2.0	1	Global Leadership Covenant	See subpolicies	See subpolicies	Internal	Annual	Limpert	See subpolicies	June (Global policy is addressed in subpolicies which have different due dates)
2.1	5	Treatment of People	12/20/2014	Accepted	Internal	Every 3 years beginning 2017	Limpert	12/20/2017	January
2.2	3	Treatment of Congregations	5/20/2013	Accepted	Internal	Every 3 years, beginning in 2016	Taylor	5/20/2016	June
2.3	1	Treatment of Staff	9/11/2015	Needs to be voted upon at Oct 2015 meeting	Internal	Every 3 years, beginning in 2015	Molla	8/20/2018	October
2.4	9	Compensation and Benefits	10/1/2009	Accepted	Internal	Every 3 years, beginning in 2015	Molla	10/20/2015	January
2.5	2	Employee Benefits for UU Organizations	9/18/2015	Needs to be voted upon at Oct 2015 meeting	Internal	Every 3 years beginning in 2015	Nugent	9/20/2018	October
2.6	5	Financial Planning and Budgeting	4/3/2015	Accepted	Internal	Every 2 years beginning in 2016	Brennan	4/2/2017	April
2.6.2	1	Assessment of Current Property Holdings	4/13/2015	Accepted	Internal	Every 10 years, beginning in 2013	Brennan	3/20/2023	October
2.7	1	Financial Condition & Activities	9/18/2015	Needs to be voted upon at Oct 2015 meeting	Internal	See sub-policies	Brennan	9/18/2016	October
2.7.1	1	Annual Audit	9/18/2015	Needs to be voted upon at Oct 2015 meeting	Direct Inspection	Annual	Brennan	12/20/2016	January

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PERPETUAL CALENDAR
(updated 12/7/2015)

Policy	# of Policies & Sub-policies	Policy Title	Date of Last Monitoring Report	Accepted/Not Accepted	Method of Monitoring	Frequency	Whose Responsibility ?	Next Due to Board	Meeting at Which Item Is Reviewed By Board
2.7.2	1	Budget Oversight	9/18/2015	Needs to be voted upon at Oct 2015 meeting	Internal	Annual	Brennan	9/20/2016	October
2.7.3	1	Gift Acceptance	9/18/2015	Needs to be voted upon at Oct 2015 meeting	Internal	Annual	Brennan	9/20/2016	October
2.7.4	1	Real Property Transactions	9/18/2015	Needs to be voted upon at Oct 2015 meeting	Internal	Annual	Brennan	9/20/2016	October
2.7.5	1	Reporting of All Transactions	9/18/2014	Accepted	Internal	Annual	Brennan	12/20/2015	January
2.8	2	Asset Protection	12/19/2014	Accepted	Internal	Every 2 years, beginning in 2014	Brennan	12/20/2016	January
2.8.1		UU Identity in Professional Ranks	6/18/2015	Accepted	Internal	(What frequency did we agree upon?)	Cooley		
2.9	1	External Relations	10/12/2014	Accepted	Internal	Every 2 years, beginning in 2014	Limpert	7/20/2016	October
2.10	1	Emergency President Incapacity	2/20/2013	Accepted	Internal	Every 3 years, beginning in 2016	Limpert	2/20/2016	April
2.11	2	Election Practices	12/20/2014	Accepted	Internal	March of the year following election of Moderator or President (March 2018)	Limpert	3/20/2018	April
2.12	13	Communication & Support to Board	5/20/2013	Accepted	Direct Inspection	Annual	Limpert	3/20/2015	April
2.13	4	Implementation of the Business Resolutions of GA	(Checking status)	(Checking status)	Internal	Annual	Limpert	(Checking status)	April

**UUA Board of Trustees
PERPETUAL CALENDAR
(updated 12/7/2015)**

Policy	# of Policies & Sub-policies	Policy Title	Date of Last Monitoring Report	Accepted/Not Accepted	Method of Monitoring	Frequency	Whose Responsibility ?	Next Due to Board	Meeting at Which Item Is Reviewed By Board
3	1	Global Gov. Commitment	x	x	Direct Inspection	Annual	Board	9/20/2015	October
3.1	1	Governing Style	x	x	Direct Inspection	Annual	Board	9/20/2015	October
3.2	1	Board Job Description	x	x	Direct Inspection	Annual	Board	9/20/2015	October
3.3	1	Board & Bd Mbr Code of Conduct	x	x	Direct Inspection	Annual	Board	9/20/2015	October
3.4	1	External Relations	x	x	Direct Inspection	Annual	Board	12/20/2015	January
3.5	1	Agenda Planning	x	x	Direct Inspection	Annual	Board	12/20/2015	January
3.6	1	Elect of Officers & Officers Roles	x	x	Direct Inspection	Annual	Board	12/20/2015	January
3.7	1	Board Committee Principles	x	x	Direct Inspection	Annual	Board	12/20/2015	January
3.8	1	Cost of Governance	x	x	Direct Inspection	Annual	Board	3/20/2015	April
3.9	1	Board / General Assembly Relations	x	x	Monitored by the CGO	Annual	Board	3/20/2015	April
3.10	1	Board Need for GA Time	x	x	???	Annual	Board	???	
4.0	1	Board-President Linkage	x	x	Direct Inspection	Annual	Board	3/20/2015	April
4.1	1	Unity of Control	x	x	Direct Inspection	Annual	Board	3/20/2015	April
4.2	1	Accountability to the President	x	x	Direct Inspection	Annual	Board	5/20/2015	June
4.3	1	Monitoring Pres. Performance	x	x	Direct Inspection	Annual	Board	5/20/2015	June
4.4	1	Presidential Comp and Benefits	x	x	Direct Inspection	Annual	Board	5/20/2015	June

3.0 Governance Process

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

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

3.1 Governing Style

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

Procedures:

On any issue, the Board must insure that differing views are considered in making decisions, yet must resolve these into a single organizational position. Accordingly:

1. The Board will cultivate a collective responsibility. The Board, not the staff, will be responsible for the quality of governance. The Board will be the initiator of policy, not merely react to staff initiatives.
2. The Board's major policy focus will be on the intended long-term results both inside and outside of the Association.
3. Board members will prepare for and attend meetings, remain aware of policy-making principles, and respect roles. Although the Board can change its governance process policies at any time, it will observe them scrupulously while in force. The Board will address an issue only if the Board determines that the following criteria have been met:
 - A. A substantial portion of the Board believes that the issue deserves Board time;
 - B. The issue is the responsibility of the Board;
 - C. If the Board has dealt with the issue before, there is new information that compels reconsideration;
 - D. The focus of the issue is at a systemic level, and is not just a fix for a specific problem. If the issue is below the Board's broad policy threshold, the Board will seek to broaden the issue to include a class of related issues.

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4. Ongoing Board development will include orientation of new Trustees in the Board's governance processes.
 5. The Board will allow no officer, individual or committee of the Board to hinder or be an excuse for not fulfilling its commitments.
 6. The Board will monitor and discuss the Board's processes and performance at each meeting. Self-monitoring will include comparison of Board activity and discipline to policies in the Governance Process and Board-President Linkage categories, following the monitoring schedule in Appendix 3.A.
 7. The work of the Board of Trustees on matters of public witness will be guided by the actions made by the General Assembly. This shall not preclude the Board from choosing to bear witness in a time of extraordinary circumstances. Accordingly, on matters of public witness regarding social concern, the Board will:
 - A. Call upon the elected leadership of our congregations to provide and safeguard the sacred space where Unitarian Universalists may discuss, better understand, and explore public policy in the light of UU principles and the individual's conscience.
 - B. Encourage our congregations to take a responsible role in bearing witness publicly to their faith in matters of social concern.
 - C. Support the work of the UUA President and staff to bear witness publicly, expressing the historic and theological grounding of UU positions on matters of public social concern.
 - D. Encourage the President of the UUA to provide prophetic leadership.
 - E. Encourage congregations to make use of the Social Witness process, which refers issues for study and statements of conscience to the larger Association, through the authority of the congregations meeting at the General Assembly.
 - F. Speak as the Board of Trustees of the UUA on matters of witness in our own work as an Association.
 8. To be consistent with our commitment to the right of conscience and the democratic process and achieve a transparent and open process, the Board will:
 - A. Provide advance notice of dates and locations of regular business meetings, and make agendas, reports, and the previous meetings' minutes available prior to the meeting;
 - B. Provide avenues for comment on issues on the meetings' agendas;

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- 91 C. Accommodate observers at regular business meetings, and notify all participants
92 of recording and archiving policies.
93
- 94 D. Make documents submitted for consideration to the Board of trustees publicly
95 available, with the exception of documents distributed during or related to
96 business to be discussed in executive sessions.
97
- 98 E. Conduct its business in public, except when the Board decides by majority vote to
99 deal with the following kinds of matters in Executive Session:
100
- 101 i volunteer and staff personnel matters that are of a delicate nature
 - 102
 - 103 ii legal matters of which public discussion could be legally injurious
 - 104
 - 105 iii budget matters that involve such legal or personnel matters
 - 106
 - 107 iv property acquisition or disposition
 - 108
 - 109 v discussion of internal board relationships
 - 110
 - 111 vi business of the above nature involving a member society if the society
112 requests an Executive Session.
113
- 114 9. Any officer or trustee may initiate a request for an Executive Session. The first item of
115 business in any Executive Session shall be an explanation of the reason for the request,
116 after which the Board shall vote whether or not to remain in Executive Session.
117
- 118 A. Participants in Executive Session will be limited to Board Members, Youth
119 Observer(s), the Chief Operating Officer, the Program and Strategy Officer and
120 the Treasurer, Chief Financial Officer. The Board may vote to include others in
121 Executive Session where appropriate.
122
 - 123 B. All meetings in executive session will close with a determination as to whether
124 the material is confidential and needs to be confidential.
125
 - 126 C. The Executive Session may be ended at any time by majority vote.
127
 - 128 D. Executive Sessions will be held to the minimum necessary under these guidelines.
129
- 130 10. Record and archive audio of business proceedings of the UUA Board, with the exception
131 of executive sessions, to be available to members of UUA congregations upon request.
132
- 133 11. Regularly hold meetings in sites other than Boston, to strengthen relationships with the
134 Association's Member Congregations and other Sources of Authority and Accountability,
135 and also to learn first-hand about vital interests of the Association.
136

3.2 Board Job Description

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

Procedures:

Accordingly, the Board has responsibility to:

1. Create and maintain linkage between the Board and the Sources of Authority and Accountability defined in Policy 3.0.
 - A. Linkage shall mean
 - i Formal, intentional dialogue with the Sources of Authority and Accountability for the purpose of understanding the Sources' values and the benefits the Association should produce
 - ii Connections with the Sources of Authority and Accountability that ensure the board governs accountably on their behalf.
 - B. In linking with any particular Source, the Board will listen to multiple voices.
 - C. The Board will collaborate with communities and organizations outside the Board in identifying the voices invited to speak on behalf of these Sources.
 - D. The Board will report on its linkage activities with these Sources, identifying not only the methodology but also the values discerned, and the impact of those values on Board actions.
2. Write policies that address organizational decisions and situations at the broadest levels:
 - A. Shared Vision (ENDS): Statements that express values identifying what benefit to whom and at what cost.
 - B. Leadership Covenant and Expectations: Established boundaries around both ethics and prudence within which all executive activity and decisions must take place.
 - C. Governance Process: How the Board conceives, carries out and monitors its own tasks.
 - D. Board-President Linkage: Promote right relationship between the President and the Board by defining and respecting the president's role, authority, and

182 accountability.

- 183
- 184 3. Assure operational performance by monitoring the structures, systems, and organizational
- 185 performance, considering established policy, and examining and approving the operating
- 186 and capital budgets before they are implemented.
- 187
- 188 4. Act as bold and faithful stewards of the resources of the UUA.
- 189
- 190 5. Obtain an annual audit of the Association's financial reports by a certified public
- 191 accounting firm with experience conducting audits of organizations of comparable size,
- 192 as overseen by the Audit Committee. The Audit Committee will then provide the Board
- 193 with a written report, for publication on the UUA website, containing the key findings of
- 194 the audit, including any finding of a serious accounting or management weakness. Upon
- 195 receipt of the that report, the Board will meet with the chair of the Audit Committee to
- 196 review the report and the auditing firm's credentials.
- 197
- 198 6. Promote and actively engage in the work of building an antiracist /
- 199 antioppressive/multicultural institution.
- 200
- 201 7. Act in direct relationship with the General Assembly (GA).
- 202
- 203 A. Approve the GA site, participating in GA programs, and responding, as
- 204 appropriate, to motions adopted by GA.
- 205
- 206 B. Review and affirm adoption of UUA Public Policy Statements, based on actions
- 207 of previous General Assemblies.
- 208
- 209 C. In consultation with the General Assembly Planning Committee, make decisions
- 210 about the allocation of excess funds generated from General Assembly activities.
- 211 (q.v. Policy on GA Reserve Fund)
- 212
- 213 8. Vote to accept into membership or to terminate association membership of a
- 214 congregation in accordance with UUA By-laws.
- 215
- 216 9. Appoint and empower Board committees and Board liaisons.
- 217
- 218 10. Ensure continuity of governance capability.
- 219

220 **3.3 Board and Board Member Code Of**

221 **Conduct**

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223 **Policy:** The Board commits itself and its members to act in adherence with the UUA bylaws, to

224 conduct themselves ethically, businesslike, and lawfully, and to act with respect for others, with

225 proper use of authority and appropriate decorum when serving as Trustees.

UUA Board Procedural Document for Section 3 Procedures
Version 4.0 - As Passed by the UUA Board of Trustees, October 17, 2015

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Procedures:

1. Board members shall act in accordance with our covenant with each other.
 - A. We promise to:
 - i Show up with our best selves, intent on listening with openness and willingness to the voices in the room and those that are not.
 - ii Speak with an authentic voice, grounded in our lived experience, mindful of differing cultural interpretations and realities that are present.
 - iii Honor our duty to do the work of the board and to place anti-racism, anti-oppression, and multicultural accountability at the center of that work.
 - iv Recognize that each of us is fully human, with hurts and vulnerability, and the need to laugh and sing!
 - B. This covenant shall be read at the beginning of each board meeting.
2. Board Members must act in accordance with our covenant with member congregations. As Board members, our primary purpose is to serve our member congregations regardless of personal relationships with staff, affiliations with other organizations, or any personal interest.
3. Board Members must comply with Conflict of Interest (Appendix 2.J) and Whistleblower policies (Appendix 2.K).
4. Member Trustees covenant with each other to follow a practice of "Speaking with one voice". This requires that each Trustee has had reasonable opportunity to participate in the debate of the issues and opportunities before the committee or Board. However, once the Board makes a policy decision, and even if an individual Trustee does not fully support the Board's position, each Trustee agrees to act in alignment with that policy in the spirit of moving our organization ahead in accordance with our democratic principles.
 - A. If a Trustee finds that they cannot in good conscience adhere to this policy and covenant, then that Trustee bears the responsibility to consult with the Moderator or Vice-Moderator and determine an acceptable course of action.
5. Board Members shall not attempt to exercise individual authority over all or any part of the organization.
6. Board Member's interaction with the President or with staff must recognize that an individual Board member has no authority except when explicitly authorized by the Board.

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7. Board Members shall not express individual judgments on the performance of employees of the President, except while participating in Board deliberation about whether reasonable interpretation of Board policy has been achieved by the President.
 8. Board Members shall respect the confidentiality appropriate to issues of a sensitive nature.
 9. Board Members will model UU values in our lives and in our roles as Trustees.
 10. Board Members will provide leadership for UUA's stewardship and development efforts. Each Board Member is encouraged to:
 - A. Support the financial well being of the Association, including: pledges to his or her congregation, an annual contribution to the Friends of the UUA, and participation in capital campaigns.
 - B. Submit names of potential donors to the Stewardship and Development staff group;
 - C. Encourage his or her own congregation to attain the fair share contribution to the Annual Program Fund.
 - D. Promote testamentary giving through legacies and bequests.
 - E. Be knowledgeable about Association funding.
 11. Board Members are expected to have completed anti-racism training including analysis and systems theory components. Such training will be arranged and offered prior to the January meeting of their first year as a Trustee. Participation in such training will be paid for, or reimbursed by the UUA, with prior approval of the CGO.
 12. Individual Board Members will not engage in fundraising or public support of any candidate for national UUA office except within twelve months of the date of the election.
 13. Each Board Member will annually certify in writing their knowledge of, and their agreement to honor, the contents of these Governance Process policies.

3.4 External Relations

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

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

320

321 **Procedures:**

322

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

327

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

331

332 3. At events with organizations external to the UUA, Board members may represent the
333 Board or the Association at meetings and events where such representation is deemed
334 desirable and where the CGO has agreed to the representation. Board members should
335 represent the Board and the Association at district and regional meetings whenever
336 appropriate to their role as trustees. Board members are entitled to represent themselves
337 as UUA Trustees at ceremonial events where the Board member deems such
338 representation desirable. Board members must avoid any ambiguity about their
339 representative role or authorization to speak for the Board of Trustees of the UUA.

340

341 4. For special electronic communications (e.g., the Board Facebook page), the CGO may
342 appoint a trustee to post on subjects in which they have knowledge or expertise.

343

344 5. The Chief Governance Officer will appoint a trustee or trustees to write a brief letter to
345 UU ministers and congregational presidents following each quarterly board meeting, to
346 apprise them of important decisions the Board made at that meeting and vital issues it
347 discussed. Such a letter will be signed by the Secretary on behalf of the Board.

348

349 **3.5 Agenda Planning**

350

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

354

355 **Procedures:**

356

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

360

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- 361 2. Agenda planning will include:
362
363 A. Consultations with selected groups in the member congregations, or other
364 methods of gaining member congregations input.
365
366 B. Governance education, and education related to Shared Vision (ENDS)
367 determination, (e.g. presentations by futurists, demographers, advocacy groups,
368 staff, etc.)
369
370 C. A consent agenda to help the Board deal with routine items as expeditiously as
371 possible.
372
- 373 3. The agenda for each meeting is to be prepared by the Chief Governance Officer
374 (Moderator). Suggestions for agenda items are solicited from Working Group conveners
375 and committee chairs. Any Trustee may suggest items for the agenda. The tentative
376 agenda will be sent to Trustees and posted on UUA.org at least two weeks prior to the
377 meeting with all available supporting documents.
378
- 379 4. All monitoring events will be included on the agenda as reflected in the monitoring
380 schedule in Appendix 3.A.
381
- 382 5. All recurring calendar events will be included on the agenda as reflected in the Recurring
383 Events schedule shown in Appendix 3.B.
384
- 385 6. Individual meeting agendas will generally follow the format below:
386
- 387 A. Welcoming and recognizing guests
388
 - 389 B. Chalice Lighting
390
 - 391 C. Approve agenda
392
 - 393 D. Consent Agenda
394
 - 395 i Operational (Moderator constructs).
396
 - 397 ii May include Monitoring Reports motions.
398
 - 399 E. Linkage to Member congregations and Board Communications
400
 - 401 i Member congregation communication
402
 - 403 ii Communication with the stakeholders and selected interested groups or
404 constituencies in regard to Board's Annual Agenda.
405

- 406 F. Board Information
407
408 i President's Report
409
410 ii Moderator's Report
411
412 iii Financial Advisor's Report.
413
414 iv Any additional officer's reports.
415
416 v Other topics in accord with the annual agenda to assist the Board in its
417 work and governing capacity.
418
419 G. Policy Discussion, based and focused upon the annual plan of Board work.
420
421 H. Generative Work
422
423 I. Assurance of Operational Performance
424
425 i Receipt of Monitoring Reports; Review of Trustee's personal analysis of
426 the reports; Discussion of interpretations; Challenges to interpretation;
427 Vote on compliance.
428
429 ii New Operational updates / concerns
430
431 iii Monitoring schedule
432
433 iv Board self-assessment against Board means policies (according to the
434 monitoring schedule)
435
436 J. Executive Session (if circumstances require)
437
438 K. Process Observations
439
440 L. Other issues that require board knowledge or action.
441
442 M. Announcements
443
444 N. Adjournment
445

3.6 Election Of Officers And Officer Roles

446
447
448 **Policy:** The General Assembly elects the Moderator (CGO) and Financial Advisor. The Board
449 elects the Financial Secretary, Vice Moderator, and the Secretary. The Board also appoints the
450 Youth Observer(s), Recording Secretary, and the Treasurer of the UUA

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Procedures:

1. Youth Observer(s)

- a. The Youth Observers represent youth voices to the Unitarian Universalist Association Board of Trustees. The Youth Observers are charged with:
 - i. Participating in the business of the association as full board members, and bearing the same responsibilities and accountabilities as defined for trustees, excluding matters of voting.
 - ii. Attending four in person board meetings per year, including General Assembly, and participating in monthly board meetings via the internet, as well as working group assignments;
 - iii. Keeping abreast of board issues that affect Unitarian Universalist youth; and
 - iv. Remaining active and in good standing with a UU congregation.

2. Moderator

- a. The Moderator is the Chief Governance Officer (CGO) and is elected by the General Assembly. The CGO assures the integrity of the Board's processes and, secondarily, represents the Board to outside parties. Accordingly, the CGO is responsible for:
 - i. Ensuring that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
 - ii. Ensuring that the Board discusses only those issues that, according to Board policy, clearly belong to the Board to decide, not the President.
 - iii. Ensuring that deliberation is fair, open, and thorough, but also timely, orderly, and kept to the point.
- b. Nomination of Candidates for Moderator/CGO
 - i. Not later than 24 months before the beginning of a General Assembly at which an election for Moderator will be held, the Moderator Nominating Committee (MNC) shall issue a call for nominations, which must be received within two months.
 - ii. Not later than 19 months before the beginning of a General Assembly at which an election for Moderator will be held, the committee shall recommend to the board two or more possible candidates for Moderator. No member of the committee may be recommended as a candidate. Each candidate must give

- 497 written consent prior to being recommended. The names of recommended
498 candidates who are not nominated by the board shall not be made public. The
499 committee shall submit to the board background information on each
500 recommended candidate, which shall be received by the board in confidence.
501 No board member who is a recommended candidate shall receive the
502 background information on any candidate. Individuals who normally attend
503 executive sessions, per policy 3.1.9.E, shall be entitled to receive the MNC
504 recommendations and background information, and to attend all sessions
505 concerning the nomination of candidates for Moderator.
506
- 507 iii. The board shall interview one or more of the recommended candidates in
508 executive session. No candidate who was recommended by the MNC or who
509 intends to run by petition may be present during the interview of any other
510 candidate, or in any other executive session held to discuss candidates for
511 Moderator.
512
- 513 iv. As required by Section 9.5 of the Bylaws, the board shall nominate one or
514 more candidates no later than February 1 of the year before the General
515 Assembly at which there is to be an election for Moderator.
516
- 517 1. The following individuals may participate in Board deliberations but
518 shall not be eligible to vote: the Secretary of the Board, the Trustees
519 who serve on the Election Campaign Practices Committee, the
520 President, and the Youth Observer.
521
 - 522 2. The following individuals may participate in Board deliberations and
523 shall be eligible to vote: the Moderator, and any Trustee who served as
524 a voting member of or non-voting board liaison to the MNC.
525
 - 526 3. Voting shall be by secret ballot in executive session, with procedures
527 for voting and vote counting to be determined by the Secretary.
528
 - 529 4. Voting shall be conducted using the “single transferable vote” method,
530 with a ballot designed to permit the designation of first, second, third,
531 etc. choice. At the conclusion of the vote counting, the two candidates
532 with the highest number of votes shall be declared the nominees.
533 However, if one candidate receives more than 75% of the first choice
534 votes, then only that candidate shall be the nominee of the board.
535 Furthermore, if two or more candidates for nomination are separated
536 by less than one full vote, they shall be considered tied and the board
537 shall take a second vote to break the tie.
538
 - 539 5. The minutes of the executive session shall report only the names of the
540 nominee(s).
541

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- 542 v. If a special election is to be held to fill a vacancy in the office of Moderator,
543 the procedures in this section 3.6.1.A shall be followed to the extent that time
544 permits. The Moderator Nominating Committee shall make its
545 recommendations to the Board no later than November 1 of the year before
546 the election.
547
- 548 c. The CGO is authorized to use any reasonable interpretation of the provisions in these
549 policies. The CGO may make decisions that fall within topics covered by Board
550 policies on Governance Process and Board-President Linkage, with the exception of
551 employment or termination of a President and situations where the Board specifically
552 delegates portions of this authority to others.
553
- 554 d. The CGO is empowered to chair Board meetings with all the commonly accepted
555 power of that position (e.g., ruling, recognizing).
556
- 557 e. The CGO has no authority to make decisions about policies created by the Board
558 within Shared Vision (ENDS) and Leadership Covenant and Expectations policy
559 areas. Therefore, the CGO has no authority to supervise or direct the President.
560
- 561 f. The CGO may represent the Board to outside parties in announcing Board stated
562 positions and in stating chair decisions and interpretations within the area delegated to
563 her or him.
564
- 565 g. The CGO may delegate CGO authority, but remains accountable for its use.
566
- 567 h. The CGO may create task forces or special committees to address or explore issues of
568 concern to the Association.
569
- 570 i. In the event of a vacancy, the CGO shall inform congregations of the vacancy.
571

572 3. Vice Moderator (Board Coordinator)
573

- 574 a. The Vice Moderator is elected by the Board. The role of the Vice Moderator/Board
575 Coordinator is to:
576
- 577 i. Assist with Board of Trustees agenda planning and scheduling of Board work.
578
- 579 ii. Participate in leading Board of Trustees meetings.
580
- 581 iii. Assumes the CGO role in the event of absence, death, disqualification,
582 resignation, or removal of the CGO.
583

584 4. Secretary
585

- 586 a. The Secretary is elected by the Board. The responsibilities of the Secretary of the
587 Association are defined in the Bylaws.

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- b. In addition to these responsibilities, the Secretary shall:
 - i. Maintain the UUA Governance Manual, assuring that all policies will be reviewed at least once in five years.
- 5. Financial Secretary
 - a. The Financial Secretary is elected by the Board. The responsibilities of the Financial Secretary are defined in the Bylaws.
- 6. Recording Secretary
 - a. The Recording Secretary is appointed by the Board. The responsibilities of the Recording Secretary are defined in the bylaws.
- 7. Treasurer
 - a. The Treasurer is appointed by the Board. The responsibilities of the Treasurer are defined in the bylaws.
- 8. The process for selection of the Vice Moderator, the Secretary and Financial Secretary shall be:
 - a. Each Board member shall be given the opportunity to stand for election as Vice Moderator/Board Coordinator. A vote shall then be conducted to choose the Vice Moderator.
 - b. The Executive Committee brings forward nominees for the Secretary and Financial Secretary positions. A vote shall then be conducted to affirm or reject the recommendations.
- 9. The process for appointment of the Recording Secretary and Treasurer of UUA shall be:
 - a. President recommends to the Board at least one candidate for each position.
 - b. Board discusses in Executive Session, and votes to affirm or reject the nominee.
 - c. Appointments announced.
- 10. The process for appointment of the Youth Observer(s) shall be:
 - a. The Office of Youth and Young Adults will run an election for the youth observer(s) and will recommend appointment(s) to the Board.

- 633 b. The Board discusses in Executive Session, and votes to affirm or reject the
634 nominee(s).
635

636 **3.7 Board Committee Principles.**

637
638 **Policy:** Board committees will be used sparingly and, when used, will be chartered to reinforce
639 the wholeness of the Board's responsibilities and to never to interfere with delegation from
640 Board to President.

641 642 **Procedures**

643
644 Accordingly:

- 645
- 646 1. Board committees are established to help the Board do its job and, in general, not to help
647 or advise the staff. Some exceptions to this policy exist due to constraints placed on the
648 Board by Bylaws, or because the Board is still in discernment (See 3.8 below for more
649 information). Committees ordinarily will assist the Board by preparing policy alternatives
650 and implications for Board deliberation. In keeping with the Board's broader focus,
651 Board committees will normally not have direct dealings with current staff operations.
652
653 a. Board members may serve on committees outside the Board, but only in their
654 capacity as private individuals, and do not carry any Board authority in these
655 roles.
656
657 b. Board members may serve on staff operational committees at the invitation of the
658 President.
 - 659
 - 660 2. Board members may serve on General Assembly operational committees, at the invitation
661 of those committees established by the General Assembly.
662
 - 663 3. Except as specified by the Bylaws, Board committees may not exercise authority over
664 staff. Because the President works for the full Board, the President shall not be required
665 to obtain approval of a Board committee before an executive action.
666
 - 667 4. Board committees are to avoid over-identification with organizational parts rather than
668 the whole. Therefore, a Board committee that has helped the Board create policy on some
669 topic should take special care to represent the full Board's interest when monitoring
670 organizational performance on that same subject.
671
 - 672 5. Special committees will be used sparingly and ordinarily in an ad hoc capacity for
673 specific short-term objectives or to carry out special tasks that will facilitate the work of
674 the Board. Although the CGO may create special committees, the CGO will consult with
675 the Appointments Committee regarding any appointments the CGO wishes to make.
676

- 677 6. This policy applies to any group that is formed by Board action, whether or not it is
678 called a committee and regardless whether the group includes Trustees. It does not apply
679 to committees formed under the authority of the President.
680
- 681 7. All members of Board-appointed committees are expected to have reasonable
682 competence in the area of racism and oppression.
683
- 684 8. Each Board-appointed committee, including Working Groups, is charged with
685 developing standards and processes for embodying the commitment to antiracism, anti-
686 oppression and multi-culturalism in its work, and to develop a plan for the ongoing
687 training and education of its members.
688
- 689 9. Unless otherwise specified by these policies or by the Bylaws or Rules of the
690 Association, committee appointments are made for two-year periods, which can normally
691 be renewed up to a maximum of 8 years of service. Terms begin at the close of the
692 regular General Assembly in odd-numbered years. When considering possible
693 reappointments of committee members, the Appointments Committee shall take into
694 account the goal that committee membership should reflect the full diversity of the
695 Association, as well as the need for each committee to have the full range of skills and
696 experience necessary for its work.
697
- 698 10. Whenever a new committee is named, the Board shall develop a charge, including a
699 statement of the committee's purpose and estimated duration, and monitor and address
700 issues of committee performance.
701
- 702 11. Committees will not be reimbursed for committee expenditures beyond their approved
703 budget, without prior approval by the Treasurer, the Financial Secretary, and the
704 Moderator
705
- 706 12. If a Board-appointed committee finds that an individual member creates a working
707 atmosphere that is unproductive, disruptive, or otherwise impeding effective committee
708 functioning, the Appointments Committee urges the leader and members of that
709 particular committee to speak candidly with the member whose behavior is problematic
710 in order to identify desired changes. If the committee is not able to resolve the problem
711 internally, the chair should contact the Chair of the Appointments Committee for help in
712 resolving the problem.
713
- 714 13. Committee members must comply with the Association's Conflict of Interest Policy
715 (Appendix 2.J, see Policy Section 2)
716
- 717 14. Committee members must comply with the Association's Whistleblower Policy
718 (Appendix 2.K, see Section 2)
719

720 **3.8 Board Committee Structure**

721

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- 722 1. The Board has the responsibility for appointing and monitoring certain committees and
723 entities. Section 7.1 of our Bylaws mandates the following board-appointed committees:
724
725 a. Executive Committee
726
727 b. Ministerial Fellowship Committee
728
729 i. The MFC has created sub-committees on candidacy that also require board
730 appointments
731
732 c. Investment Committee of the Unitarian Universalist Common Endowment Fund,
733 LLC (UUCEF LLC) [[Charge to the Investment Committee](#)]
734
735 i. The Bylaws of the UUCEF LLC specify the qualifications of members of
736 the UUCEF Investment Committee, and further describe the specific
737 responsibilities of the committee.
738
739 ii. The Board of Trustees appoints the members of the UUCEF Investment
740 Committee and has other powers over the UUCEF LLC, as described in
741 the Certificate of Organization, the Operating Agreement, and the Bylaws
742 of the UUCEF LLC.
743
744 d. Religious Education Credentialing Committee [[Charge to the Religious Education
745 Credentialing Committee](#)]; and
746
747 e. Audit Committee [[Audit Committee Charter](#)]
748
- 749 2. Additional board-appointed committees were created in response to General Assembly
750 actions:
751
752 a. Open UUA Committee (Rule G-2.1)
753
754 b. Journey Toward Wholeness Transformation Committee (1997 Business
755 Resolution)
756
757 c. Election Campaign Practices Committee (Rule G-9.13.10)
758
- 759 3. The Board itself has created the following entities:
760
761 a. Appointments Committee [[Charge to the Appointments Committee](#)]
762
763 b. Moderator Nominating Committee
764
765 i. Not later than 26 months before the beginning of a General Assembly at
766 which an election for Moderator will be held, the board shall appoint a
767 Moderator Nominating Committee to assist the board in carrying out its

responsibilities under Section 9.5 of the Bylaws and Section 3.6.2.B of these procedures. The committee shall consist of five members, including not more than two trustees.

- c. Committee on Socially Responsible Investing [[Charge to the CSRI](#)]
 - d. Retirement Plan Committee [[Charge to the RPC](#)]
 - e. Employee Benefits Trust [[Charge to the Health Plan Trustees](#)]
 - f. Council on Cross-Cultural Engagement [[Charge to the CCCE](#)]
4. The Board-appointed entities and committees identified in this policy should report to the Board no less than once a year. Each report should address the committee's performance against the committee charge, and demonstrate compliance with Procedure 3.7.8, which requires standards, processes and plans related to antiracism, anti-oppression and multiculturalism. As reflected in policy 2.13 (Support to the Board), the Board will ensure that adequate staff support is provided to facilitate compliance with 3.7.8 and Open UUA guidelines. The Board shall consider and take appropriate action on committee recommendations.

3.9 Board / General Assembly Relations

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

Procedures:

1. Costs will be prudently incurred. The Board will ensure that its budget is properly included in the UUA budget by developing its budget in coordination with the budget cycle each year. The Board budget shall include:
 - a. Board training, including attendance at conferences and workshops.
 - b. An annual external financial audit and other third-party monitoring of organizational performance.
 - c. Surveys, focus groups, opinion analyses,
 - d. Operating and meeting costs of the Board, Board committees, Board appointed committees, and the elected Committees of the Association.
2. Only prudently incurred expenses related to volunteer service on behalf of the Board are reimbursable from the Association budget. The Board shall comply with all provisions of the Association's expense reimbursement policies that are applicable to volunteers who

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813 serve on committees. The staff may ask the Moderator to review and approve any
814 reimbursement request from a Board or committee member. The Audit Committee shall
815 designate a committee member to review the Moderator's expense reimbursements at
816 least twice a year, to ensure that they are in compliance with the Association's
817 reimbursement policies.
818

819 3. Candidates for President or Moderator who have been duly nominated in accordance with
820 Section 9.5 or Section 9.6 of the bylaws shall be entitled to be reimbursed by the
821 Association for reasonable expenses for registration, travel, meals and lodging for
822 attending the General Assemblies held one year prior to the election and in the year of the
823 election, and for regular meetings of the Board of Trustees held during the period
824 between the two General Assemblies, provided they remain candidates as of the time of
825 the General Assembly(ies) and the quarterly meeting(s) for which they seek
826 reimbursement. Each such candidate shall be provided a single booth space in the Exhibit
827 Hall at the General Assemblies held one year prior to the election and in the year of the
828 election. In no case is a candidate eligible for reimbursement for expenses incurred prior
829 to being nominated.
830

831 4. Candidates for Financial Advisor who have been duly nominated in accordance with
832 Section 9.4 or Section 9.6 of the bylaws shall be entitled to be reimbursed by the
833 Association for reasonable expenses for travel, meals and lodging for attending the
834 regular meetings of the Board of Trustees held in April and June of the year during which
835 the election of a Financial Advisor will be held.

836