

**MINUTES**

**BOARD OF TRUSTEES  
UNITARIAN UNIVERSALIST ASSOCIATION**

October 16-17, 2010

Pursuant to notice duly given, a meeting of the Board of Trustees of the Unitarian Universalist Association was held on Saturday, October 16 and Sunday, October 17, 2010 at 25 Beacon Street, Boston, Massachusetts..

**MEMBERS**

**PRESENT:** Allen, Ballester, Bartlett, Blevins, Brody, Courter, Friedman, Gallager, Greene, Harrison, Hawkins, Laskowski, Lund, Loughrey, Marx, Morrill, Phinney, Pupke, Rickter, Ritchie, Saunders, Shanti, Urbikas, Wooldridge, and Morales

**MEMBERS**

**ABSENT:** King

**ALSO**

**PRESENT:** Brennan, Lawrence, Limpert, Montgomery, Raible-Clark, and observers

Gini Courter, Moderator, called the meeting to order at 8:30am on Saturday, October 16, 2010. Eva Marx provided opening words. It was announced that John Hawkins would lead Sunday's worship service. Trustees and visitors were introduced and the agenda was approved.

**APPROVAL OF GENERAL ASSEMBLY MINUTES**

The minutes of the 2010 General Assembly were approved as written.

**APPROVAL OF BOARD MINUTES**

The minutes of the June, August and September meetings of the Board of Trustees were approved as written.

**APPROVAL OF EXECUTIVE COMMITTEE MINUTES**

The minutes of the July 8-12, August 11 and September 14 Executive Committee of the Board of Trustees were approved as written.

**DISCUSSION OF APPRECIATIVE INQUIRY**

Discussion was held with Amanda Trosten-Bloom about the possibility of a Congregation-Based Appreciative Inquiry process. It was agreed that a final decision about such a process would be made at a later date.

### **FINANCIAL ADVISOR'S REPORT**

Dan Brody, Financial Advisor, reported on the financial health of the Association, the healthy status of the UUA Health Plan and proposed changes to Board policies. He said that he was impressed with the quality of the UUA's new auditing firm.

### **DISCUSSION OF 2012 GENERAL ASSEMBLY**

Discussion was held concerning a suggestion from the General Assembly Planning Committee that a Statement of Purpose for General Assembly 2012 be passed.

M (Marx), S, and

VOTED: Statement of Purpose for General Assembly 2012

That the Unitarian Universalist Association offer a General Assembly in 2012 which transforms individual and congregational capacity for effective public witness and influence on issues of justice. As we gather in nonviolent protest with a focus on public witness and social action, we are committed to:

Identifying outcomes in collaboration with our internal and external partners;

Providing opportunities for participation by individuals of differing abilities and people with historically marginalized identities (including youth and young adults);

Celebrating the first 50 years of our Association at General Assembly 2011 in Charlotte, North Carolina as well as laying the groundwork for Justice General Assembly 2012 with strategic programming.

### **RIGHT RELATIONS MONITORING COMMITTEE:**

Members of the Right Relationship Monitoring Committee reported on their work, saying that their new name signaled a revisioning of their committee, that the 2012 General Assembly in Phoenix was an important opportunity for collaboration on our anti-oppression work, and that they had discussed the most recent Journey Toward Wholeness Transformation Committee's report, "Snapshots on the Journey."

M (Wooldridge) S, and

VOTED: Pursuant to the General Assembly's Business Resolution on GA 2012 in Phoenix, the Board of Trustees will appoint a General Assembly 2012 Advisory Group, including representatives of our internal accountability groups, to advise the Board and the General Assembly Planning Committee on safety, accessibility, programming, and the plenary business of Justice GA 2012.

**CONGREGATIONS WORKING GROUP REPORT**

Members of the Congregations Working Group reported on their discussions, saying that they had discussed possible changes to the Bylaws and Rules that would broaden the understanding of what a congregation might be and that they had recently held a telephone conference on the standards of assessment for healthy congregations.

M (Greene) S, and

VOTED: To approve The Unitarian Universalist Fellowship of McMinnville, OR, as a congregation of the Unitarian Universalist Association.

**EXCELLENCE IN MINISTRY WORKING GROUP MINUTES**

Members of the Excellence in Ministry Working Group reported on their discussions, including the Charge of the Credentialing Task Force whose report is due in January, and the possibility of a “State of the Association” survey.

**GOVERNANCE WORKING GROUP MINUTES**

Members of the Governance Working Group reported on their discussions, including possible future changes to some Board Policies, and their wish to reiterate a sense of urgency for the Board to move to a position of stability of the Board’s governance before a decision was made to downsize the size of the Board.

M (Blevins) S, and

VOTED: To request that the UUA Secretary acknowledge receipt of the Oct 8, 2010 letter from Unitarian Universalist for a Just Economic Community chair, Dick Burkhardt, and the receipt of the UUJEC report as shown in the Oct, 2010 UUA Board Agenda.

M (Blevins), S, and

VOTED: To ask the Moderator to appoint a small (3 person) Board Task Force to review the language and likely implementation of Policy 2.8 with two goals:

1. to develop ways of engaging the entire board in the oversight of the Association’s finances, including the monitoring of financial policies; and
2. to determine if any of the elements of Policy 2.8 can be simplified or eliminated or can be revised to be more closely related to values and risks.

M (Blevins), S, and

VOTED: To accept monitoring reports on Governance Process Policies Sections 3.0, 3.1, 3.2, 3.3, noting that they are not in broad compliance. The list of proposed

remedial actions [with ranking votes] follows. These will be assigned to Working Groups or other teams by the UUA Board's Coordinating Committee:

1. Design and implement a process to nominate candidates for Moderator. [17]
2. Review Board- appointed Committees for evaluation of purpose and appropriateness of Board involvement.[12]
3. Be proactive about our Board packet; review packet from Board perspective for appropriateness, length and content. Create a standard for documents to be received by the Board. [9]
4. Get and assure a strong and supportive commitment from staff to operate under Policy Governance. [8]
5. Simplify Section 2 policies so that they hold up shared values.[6]
6. Improve linkage efforts with congregations and other sources. [5]
7. Ensure timely publishing of minutes and agendas. [4]
8. Re-examine Section 3 policies for values language, nested bowl structure and focus on results rather than activity. [3]
9. Institute an orientation process for people (including Youth Observer) elected mid-term to receive Policy Governance and Anti-Racism/Anti-Oppression training. [2]
10. Have process observation specifically for Policy Governance. Include a question about remaining at the appropriate level of detail. [2]
11. Deepen the Board's understanding of what it means to speak with one voice. [1]
12. Deepen the Board's understanding of individual authority of trustees relative to staff. [1]
13. Spend Board time discussing the ideal Board agenda. [1]
14. Develop a process for the Board to systematically engage with stewardship. [1]

### **LINKAGE WORKING GROUP MINUTES**

Members of the Linkage Working Group reported on their discussions, saying that linkage will be a high priority of the Board. They reported on their interviews and dialogues with congregational leaders.

M (Laskowski), S, and

VOTED: To authorize the Linkage Working Group to collaborate with the District President's Association (DPA) in future linkage activities.

### **OFF-SITE VOTING AT GENERAL ASSEMBLIES**

M ( Laskowski), S, and

VOTED: To implement a complete technology and process solution for off-site delegate participation at the 2011 General Assembly. Votes will be published but not counted for decision-making until 2012. The solution will address:

- allowing offsite delegates to watch, listen, and speak during plenary sessions;
- allowing offsite delegates to watch, listen, and speak during mini-assemblies;
- queuing of offsite delegates who wish to speak;
- secure credentialing, voting, and tabulation for off-site delegates.

M (Laskowski), S, and

VOTED: To place the following (non-C) by-law change to Section 4.5 on the GA 2011 agenda (underlining indicates addition):

Section 4.5. Place of Meeting.

Each regular and special General Assembly shall be held at such place in the United States or Canada as the Board of Trustees shall determine. Subject to procedures and guidelines adopted by the Board of Trustees, delegates not physically present at General Assembly may be deemed present in person to participate in and vote at General Assembly by means of remote communication.

M (Laskowski), S, and

VOTED: To authorize expenditures for General Assembly 2011 for off-site delegate work up to \$75,000. Pursuant to policy 3.2.7.C, these funds may be taken from the General Assembly reserve fund.

## **FINANCE COMMITTEE REPORT**

M (Rickter), S, and

VOTED:

**To amend Governance Policies 2.1, 2.3, 2.6, and 2.10 and Appendix 2.I, as follows:**

### **2.1 POLICY TITLE: TREATMENT OF PEOPLE**

With respect to interactions with people, the President shall not cause or allow conditions, procedures, or decisions that are unsafe, undignified, disrespectful, unnecessarily intrusive, or oppressive.

Further, without limiting the scope of the foregoing by this enumeration, the President shall not:

1. Fail to promote the full participation of persons in all UUA activities, UUA employment, purchasing, and contracting, and in the full range of human endeavor without regard to race, color, sex,

disability, affectional or sexual orientation, gender identity, age, or national origin and without requiring adherence to any particular interpretation of religion or to any particular religious belief or creed.

2. Fail to ensure that inclusive language be used in all publications, presentations and events of the UUA.
3. Fail to avoid cultural misappropriation in all UUA events.
4. Fail to provide for appropriate confidentiality and adequate personal safety and privacy during UUA activities.
5. Fail to institutionalize an ongoing system to acknowledge and respond to sexual, discriminatory or other misconduct by persons employed as paid staff, by members of our professional ministry, or by volunteers of the Association.
6. Fail to inform people of this policy and to provide a way for persons to be heard who believe they have not been accorded a reasonable interpretation of their protections under this policy.
7. Operate without a whistleblower policy that prevents retaliation against any person who in good faith reports a concern about an action of paid or volunteer staff.

### **2.3 POLICY TITLE: TREATMENT OF STAFF**

With respect to the treatment of paid and volunteer staff, the President may not cause or allow conditions that are inequitable, undignified, disrespectful, disorganized, unclear, or discriminatory.

Further, without limiting the scope of the foregoing by this enumeration, the President shall not:

1. Operate without written personnel rules which include:
  - A. Confidentiality requirements
  - B. Prohibition of disclosure about the Association's internal affairs
  - C. Guidelines for internet, email and computer use.
  - D. Provision for effective handling of grievances, and
  - E. Protection against unethical conditions, real or perceived, such as nepotism and preferential treatment for personal reasons.
  - F. Procedures to implement the Association's Conflict of Interest policies (Appendix 2J).
  - G. Procedures to implement the Association's Whistleblower policies (Appendix 2K).
  - H. Safety and ethics policies.
2. Fail to permit, and provide emotional space for, the non-disruptive expression of dissent by any staff member.
3. Fail to acquaint staff with the President's interpretation of their protections under this policy.
4. Fail to consider geographic diversity in appointments to staff committees and task forces.
5. Allow staff to work under unsafe conditions.
6. Require or coerce staff to work unreasonable hours.

### **2.6 POLICY TITLE: AVAILABILITY OF EMPLOYEE BENEFITS FOR RELATED-UU ORGANIZATIONS**

With respect to the operation of benefit plans for UU organizations, the President shall not cause or allow conditions that are unfair or discriminatory, or that jeopardize the fiscal integrity of the plans.

~~Further, without limiting the scope of the foregoing by this enumeration, the President shall not:~~

~~The President shall not fail to establish and communicate practices that will allow and support the participation of related~~

~~1. Exclude eligible UU organizations from participation (defined below) in the Association's benefits and insurance plans. Except if specified otherwise by the plan document, organizations~~

~~1. Eligibility for participation in these plans shall be subject to the benefit plan policies (e.g. Pension Plan) as documented in Appendix 2.I BENEFIT PLAN POLICIES.~~

~~2. Organizations in the following categories will be eligible for UUA benefit and insurance programs:~~

- ~~A. UU congregations in good standing.~~
- ~~B. UUA districts.~~
- ~~C. UU-related organizations, specifically Associate Member Organizations, Sponsored Organizations, Professional Organizations, and Theological Schools, and Independent Affiliate Organizations (and their member organizations).~~
- ~~D. Other UU organizations as approved by the Board of Trustees after recommendation of the Treasurer/President.~~

~~2. Permit participation in a benefit plan by an individual or organization that is ineligible according to the plan document or these policies.~~

~~3. Charge an administrative fee to any benefit plan that exceeds a reasonable estimate of the costs incurred by the Association in administering the plan.~~

## **2.10 POLICY TITLE: ASSET PROTECTION**

~~The President shall not allow the Association's tangible, intangible, and intellectual assets to be unprotected from exposed to undue risk or to be inadequately maintained.~~

~~Further, without limiting the scope of the foregoing by this enumeration, the President shall not:~~

- ~~1. Unnecessarily expose the Association's tangible and intangible assets to loss or damage by theft, embezzlement or other financial fraud, casualty, lack of maintenance, or other cause.~~
- ~~2. Allow access to material amounts of funds by persons who are not bonded.~~
- ~~3. Fail to provide an appropriate separation of financial duties among staff.~~
- ~~4. Allow the Association to be unprepared to respond to disasters and other crises.~~
- ~~5. Unnecessarily expose the Association, or its Board, volunteers, or staff, to claims of liability.~~
- ~~6. Operate without a written and enforced Code of Ethics for all staff.~~
- ~~7. Fail to establish and implement:
  - ~~A. Safety and ethics policies applying to UUA sponsored events and conferences.~~
  - ~~B. Safety and ethics policies applying to professional staff and volunteers acting on behalf of the Association, and religious professionals credentialed by the Association.~~~~

8. ~~Make significant purchases or enter into contracts without Obtaining comparative prices and quality data, and Assuring a reasonable balance between long term quality and cost.~~
9. ~~Fail to take reasonable steps to protect~~Unnecessarily expose the Association's intellectual property, information, and files ~~from to loss, or significant damage, premature destruction, or improper disclosure.~~
10. ~~Fail to use methods of collecting, reviewing, transmitting, or storing information that protect against improper access to the material.~~
11. ~~Endanger the organization's public image or credibility, particularly in ways that would compromise the Shared Vision (ENDS), as adopted in collaboration with the President.~~

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APPENDIX 2.I BENEFIT PLAN POLICY

To be provided:

==== end of APPENDIX 2.I BENEFIT PLAN POLICIES ====

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BOARD MEETING SITE SELECTION MOTION

M (Morrill), S, and

VOTED: Policy 3.1.9.F.2.

- a. Proposals to the Site Selection Team must come from Trustees
- b. Proposals must contain the following:
  - i) At least two preferred dates for hosting the Board (from the scheduled list of upcoming dates on the Board's calendar);
  - ii) An identified contact person, who will represent the host site as a liaison with the Board;
  - iii) Evidence of strategic importance (how will the Board's exposure to the host site serve the strategic interests of the Association?)



iv) Evidence of wise stewardship of Association resources

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

### **DISCUSSION OF DISTRICT PRESIDENTS' ASSOCIATION MEETING**

M (Harrison), S, and

VOTED: That the delegation from the Board of Trustees that will attend the District Presidents' Association meeting in November 2010 be provided the following charge:

We live in a changing world. To remain unchanged in a changing world is maladaptive.

How we have been and what we have been doing has been somewhat effective. We have satisfied our existing members and supported a low level of growth in a growing nation.

No more.

Now we, like many other denominations, are getting smaller. Now we, unlike the societies where we live, are remaining mono-cultural, sometimes choosing ease of familiarity over diversity. And we, like many religious communities, have not maintained healthy relationships across all generations.

When we examine our district structures, it becomes clear that our current system of service delivery and governance is under-serving our association in a variety of ways and is contributing to an inequitable situation.

Presently, similarly staffed districts vary greatly in size. One district has 34 congregations, another 77. Member tallies vary. One district has 3,200 members, another 15,000. There is a district of about 40 square miles, another is over 700,000. District staff in these circumstances cannot offer services with anything approximating equality.

In February 2010, the Board of Trustees adopted a resolution of transforming governance that called for action in the following areas:

For the UUA Board, a significant reduction in the size of the Board;

Regarding General Assembly, a re-commitment to fair representation in light of the 5<sup>th</sup> Principle Task Force recommendations;

For Districts and Regions, re-imagining the connection between governance and service delivery.

In November 2010, a delegation of trustees from the Board will meet with the District Presidents' Association. These trustees are asked to communicate the Board's commitments to and receive feedback on the following:

The UUA Board of Trustees is committed to differentiating the delivery of UUA services from associational governance. This means that the Board will be proposing bylaws changes to de-couple the election of trustees from districts. The Board has chartered a board task force to develop a specific proposal for the needed bylaw changes, and the task force will present its recommendations at the Board's January meeting. The task force is considering a variety of options, ranging from geographically based elections of trustees to a model where all trustees are elected at large.

The Board's current policies require the UUA staff to structure and direct their work to achieve the ends of the Association. In addition, the Board's policies require equitable treatment of congregations and staff. The Board has received data from a variety of sources (including staff) demonstrating that the model of co-employed staff -- with financial arrangements unique to each district -- falls short of these requirements and is counterproductive to achieving the Association's Ends.

The staff has begun its work to bring the situation into compliance with UUA policy and is fully supported by the Board in this pursuit.

The Board encourages each district board to develop a vision of its role if trustees are no longer elected by districts and if, as the staff resolves the equity issues currently surrounding service delivery, the district is no longer the basic unit of service delivery. The Board is especially interested in knowing how district leaders might recommend that we work together to nourish connections among the congregations and to our larger shared movement.

The UUA Board is committed to leading our governance transformation. We are approaching the 50-year anniversary of our association. Now is the time to make sure that our governance structures fully support the growth of our faith.

### **COMMUNICATIONS DISCUSSION**

M (Hawkins), S, and

VOTED: That we accept the Communications Strategy document created by the Board Communications sub-group as a resource for Board members and authorize an ongoing Board team to support Board communications, emphasizing and demonstrating the values of healthy relationships identified in conversations within our member congregations.

### **EXECUTIVE SESSION**

The Board voted to go into Executive Session to discuss legal matters and Committee on Committees' appointments. When it returned to regular session, it was agreed that committee appointments would be entered into the regular Board minutes.

**COMMITTEE ON COMMITTEES' REPORT**

M (Bartlett) S and

VOTED: To make the following Committee appointments, effective immediately and extending through June 30, 2011:

Caleb Raible-Clark to the Committee on Committees and the Excellence in Ministry Working Group.

The Rev. Susan Ritchie to the Distinguished Service Award panel.

John Hawkins as chair of the Communications Team.

**CLOSING**

The meeting was adjourned at 3:00pm on Sunday, October 17, 2010.

Respectfully submitted,

/s/ Kathleen Montgomery  
Recording Secretary

### BOARD OF TRUSTEES SCHEDULE

*The board normally meets as follows in **January** and **April**:*

**Thursday: Committee Day:** Right Relationship Monitoring Committee; Committee on Committees; and Finance Committee meet. Whole board activities begin with Thursday dinner.

**Friday:** Working Group Day

**Saturday:** Board meeting

**Sunday:** Board meeting followed by Coordinating Council meeting

*In **June**, the Board meets before and after the General Assembly. The schedule allows Board member participation in UU University and UUMA Ministry Days. Working groups normally do not meet at the June meeting. In election years (odd years), newly elected trustees must attend Anti-Racism / Anti-Oppression training for leaders following General Assembly.*

*In **October**, the Board meeting is one day longer, with Committee Day on Wednesday. In October of odd-numbered years (2009, 2011 ...) the Board meeting is preceded by a retreat for new board members beginning on Tuesday or Wednesday.*

#### January 2011, Tempe, Arizona

Thursday, January 20 - Committees

Friday, January 21 – Saturday, June 22 - Board of Trustees

Sunday, January 23 – Attend worship at local UU congregation

(Board packet deadline: **December 20, 2010**)

#### April 2011, Boston, Massachusetts:

Thursday, April 14 - Committees

Friday, April 15 – Working Groups

Saturday, April 16 – Sunday April 17 – Board of Trustees meeting

(Board packet deadline: **March 14, 2011**)

#### June 2011, Charlotte, NC:

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

(Board packet deadline: **May 16, 2011**)

#### October 2011, TBD

Wednesday, October 19 – Retreat

Thursday, January 20 - Committees

Friday, January 21 – Working Groups

Saturday, January 22 – Sunday, January 23 – Board of Trustees meeting

(Board packet deadline: **September 19, 2011**)

#### January 2012, TBD

Thursday, January 19 - Committees

Friday, January 20 – Working Groups

Saturday, January 21 – Sunday, January 22 – Board of Trustees meeting

(Board packet deadline: **December 19, 2011**)

**April 2012, TBD:**

Thursday, April 19 - Committees

Friday, April 20 – Working Groups

Saturday, April 21 – Sunday April 22 – Board of Trustees meeting

(Board packet deadline: **March 19, 2012**)

**June 2012, Phoenix, AZ:**

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

(Board packet deadline: **May 18, 2012**)

**October 2012, TBD**

Wednesday, October 17 - Committees

Thursday, October 18

Friday, October 19 – Working Groups

Saturday, January 20 – Sunday, January 21 - Board of Trustees meeting

(Board packet deadline: **September 17, 2012**)

**January 2013, TBD**

Thursday, January 17 - Committees

Friday, January 18 – Working Groups

Saturday, January 20 – Sunday, January 21 – Board of Trustees meeting

(Board packet deadline: **December 19, 2012**)

**April 2013, TBD:**

Thursday, April 18 - Committees

Friday, April 19 – Working Groups

Saturday, April 20 – Sunday April 21 – Board of Trustees meeting

(Board packet deadline: **March 18, 2013**)

**June 2013, Louisville, KY:**

Tuesday, June 18 – Wednesday, June 19 – Board of Trustees meeting

Wednesday, June 19 – Sunday June 23 – General Assembly

Monday, June 24 – Board of Trustees meeting

(Board packet deadline: **May 20, 2013**)

**October 2013, TBD**

Wednesday, October 16 - Committees

Thursday, October 17

Friday, October 18 – Working Groups

Saturday, January 19 – Sunday, January 21 - Board of Trustees meeting

(Board packet deadline: **September 17, 2013**)

**January 2014, TBD**

Thursday, January 23 - Committees

Friday, January 24 – Working Groups

Saturday, January 25 – Sunday, January 26 – Board of Trustees meeting

(Board packet deadline: **December 16, 2013**)

**April 2014 TBD:**

Thursday, April 17 - Committees

Friday, April 18 – Working Groups

Saturday, April 19 – Sunday April 20 – Board of Trustees meeting

(Board packet deadline: **March 17, 2014**)

**June 2014, Providence, RI:**

Tuesday, June 24 – Wednesday, June 25 – Board of Trustees meeting

Wednesday, June 25 – Sunday June 29 – General Assembly

Monday, June 30 – Board of Trustees meeting

(Board packet deadline: **May 19, 2014**)