

## MINUTES

### BOARD OF TRUSTEES UNITARIAN UNIVERSALIST ASSOCIATION

January 20-23, 2011

Pursuant to notice duly given, a meeting of the Board of Trustees of the Unitarian Universalist Association was held on Thursday, January 20 through Sunday, January 23, 2011 at the Fiesta Inn Resort in Tempe, Arizona.

#### MEMBERS

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

#### MEMBERS

ABSENT: Marx

#### ALSO

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

Gini Courter, Moderator, called the meeting to order at 2:00 pm on Thursday, January 20, 2011. Tom Loughrey provided opening words. Trustees and visitors were introduced and the agenda was approved.

#### **APPROVAL OF BOARD MINUTES**

The minutes of the October 2010 and November 2010 meetings of the Board of Trustees were approved as written.

#### **APPROVAL OF EXECUTIVE COMMITTEE MINUTES**

The minutes of the October 24-25, 2010 meeting of the Executive Committee were approved by the Executive Committee and ratified by the Board.

#### **REPORT OF THE BOARD RESTRUCTURING AND REPRESENTATION TASK FORCE**

Susan Ritchie reported on the work of the Board Restructuring and Representation Task Force and gave a preliminary report.

M (Hawkins), S, and

VOTED: To accept with pleasure the report of the Board Restructuring and Representation Task Force.

### **REPORT OF THE GENERAL ASSEMBLY PLANNING COMMITTEE**

Lynda Shannon Bluestein, Chair of the Planning Committee, reported on plans for and concerns regarding the 2012 General Assembly. Discussion was held and it was agreed that further conversations would follow.

It was agreed that the Right Relationship Working Group would propose a resolution to clarify the charge to the GA Accountability Group.

### **PRESENTATIONS TO THE BOARD BY IMMIGRATION-RELATED ORGANIZATIONS**

Several representatives of immigration-related organizations reported to the board, explaining the nature of their work. These visitors included:

Sharon Zapata, Secretary for Somos America

The Rev. Liana Rowe, UCC minister: contact for Humane Borders and a number of other projects, on Somos Boycott Committee

Alfredo Guterrez, Former Senator and Senate Majority Leader, chair of Boycott Committee

Francisco Heredia, organizer for Mi Familia Vota

Salvador Reza, Leahjo Carmine and others from Puente

### **BOARD ACTION ON AUDIO RECORDINGS OF BOARD MEETINGS**

Moved (Bartlett), S, and

VOTED: To post audio recordings of UUA board meetings, with the exception of executive sessions, when they are available.

### **PROPOSED BYLAW CHANGES REGARDING MEMBERSHIP**

Moved (Richie), S, and

VOTED: To place the following proposed Bylaw changes on the agenda of the 2012 General Assembly with the understanding that corresponding Rule changes will be voted on at the time of the Board meeting following General Assembly:

### **Section C-3.1. Member Congregations.**

The Unitarian Universalist Association is a voluntary association of autonomous, self-governing local churches and fellowships, referred to herein as member congregations, which have freely chosen to pursue common goals together.

#### **\*Section C-3.3. Admission to Membership.**

A church or fellowship may become a congregation becomes a member upon acceptance by the Board of Trustees of the Association of its written application for membership in which it subscribes to the principles of and pledges to support the Association. The Board of Trustees shall adopt rules to carry out the intent of this Section.

#### **Section C-3.6. Termination of Membership.**

A member congregation church or fellowship upon written notification to the Association may withdraw from the Association at any time. The Board of Trustees may terminate the membership of any congregation that, pursuant to the provisions of Section C-3.5, has been placed in an "inactive congregation" category maintained by the Association but shall do so only after consultation with:

- (a) the local congregation in question, whenever possible;
- (b) the President of the district in which the congregation is located or such other authorized official as the district designates in writing to the Association; and
- (c) the trustee representing the district in which the congregation is located.

## **FINANCE COMMITTEE REPORT**

MOVED (Rickter), S, and

VOTED: To amend Policy 2.6 as follows:

### **2.6 POLICY TITLE: *EMPLOYEE BENEFITS FOR 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:

1. Exclude eligible UU organizations from participation in the Association's benefit plans. Except if specified otherwise by the plan document, organizations in the following categories are eligible for UUA benefit plans:

- A. UU congregations in good standing.

- B. UUA districts.
  - C. UU-related organizations, specifically Associate Member Organizations, Professional Organizations, and Theological Schools.
  - D. Other UU organizations as approved by the Board of Trustees after recommendation of the 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.
4. Generate an excessive level of surplus revenue in any plan, or use surplus revenue in a way that:
- A. is prohibited by the plan document or
  - B. if not expressly prohibited by the plan document, is not intended to address issues related to compensation and the financial needs of religious professionals and other employees of the UUA and eligible UU organizations.

### **REPORT OF THE EXCELLENCE IN MINISTRY WORKING GROUP**

Doug Gallagher reported for the Excellence in Ministry Working Group, saying that Harlan Limpert had asked for feedback from the Board of Trustees on the Strategic Review of Professional Ministry, including bold recommendations that go beyond those in the report. He reported that the final report would be available by the end of March.

### **REPORT OF THE GOVERNANCE WORKING GROUP**

John Blevins, Chair, reported on the work and decisions of the Governance Working Group.

M (Blevins), S, and

VOTED: To accept the following monitoring reports: 2.5, 2.7.1, 2.7.2, 2.7.3, 2.8, 2.8.1, 2.8.5, 2.8.6, 2.8.8, 2.8.9, 2.8.10, 2.8.10A, 2.8.10B, 2.8.10C, 2.8.10D, 2.8.10E, 2.8.11, 2.8.12, 2.8.13, 2.8.14, 2.8.15, 2.10, 2.10.1, 2.10.2, 2.10.3, and 2.10.4 and to note that while many of these reports are accepted as written, the Board requests modifications to future monitoring reports on several of these, as documented in **“Summary of Assessments, January 2010” – ATTACHMENT A.**

To note that several assessments of the Monitoring Reports called for further action or review by the Board and will be brought forward on the agenda of future meetings. Specifically,

assessments of Policies 2.5, 2.8.8, 2.8.10, 2.8.10D, and 2.8.11 will be brought forward for further review and action.

M (Blevins), S, and

VOTED: To amend Policy 1.0.4 as follows:  
These ENDS are all of equal importance and are to be achieved within a justifiable cost, with their priority set by the President.

M (Blevins), S, and

VOTED: To amend Policy Manual "Monitoring Schedule Appendix 3A" as follows and to include Policy 3.2.5 "Review and Post Annual Audit", to be monitored by direct inspection on an annual basis.

**UUA GOVERNANCE POLICY MANUAL APPENDIX 3A: MONITORING SCHEDULE BY POLICY NUMBER**

Sorted by Policy Number (shaded column)

Revision of 22 DEC 2010

Policy	Policy Title	Method of Monitoring	Freq- uency	Due to Board:	Trustees Receive:	Trustees Review by:
1.0	Ends	Internal	Annual	20 Dec	27 Dec	10 Jan
2.0	Global Leadership Covenant	Internal	Annual	20 Apr	27 Apr	10 May
2.1	Treatment of People	Internal	Annual	20 Jun	27 Jun	10 Jul
2.2	Treatment of Congregations	Internal	Annual	20 Feb	27 Feb	10 Mar
2.3	Treatment of Staff	Internal	Annual	20 Aug	27 Aug	10 Sep
2.4	Compensation and Benefits	Internal	Annual	20 Oct	27 Oct	10 Nov
2.5	Compensation of Religious Professional & Church Staff	Internal	Annual	20 Sep	27 Sep	10 Oct
2.6	Availability of Benefits for Related Organizations	Internal	Annual	20 Nov	27 Nov	10 Dec
2.7	Financial Planning and Budgeting	Internal	Annual	20 Mar	27 Mar	7 Apr
2.8	Financial Condition & Activities	Internal	Annual	20 Sept	27 Sept	10 Oct
2.8.1	Adherence to GAAP & FASB	Internal	Annual	20 Dec	5 Jan	20 Jan
2.8.2	Documenting procedures	Internal	Tri-Ann, begin 2012	20 Mar	27 Mar	10 Apr
2.8.3	Prudence	Internal	Tri-Ann, begin 2011	20 Mar	27 Mar	10 Apr
2.8.4	Trust funds administration	Internal	Tri-Ann,	20 Sept	27 Sept	10 Oct

			begin 2011			
2.8.5	Secured debt limits.	Internal	Annual	20 Dec	5 Jan	20 Jan
2.8.6	Donor Restricted Funds	Internal	Annual	20 Dec	5 Jan	20 Jan
2.8.7	Use of Board restricted funds	Internal	Tri-Ann,	20 Mar	27 Mar	10 Apr
			begin 2013			
2.8.8	Transparent Reporting	Internal	Annual	20 Sept	27 Sept	10 Oct
2.8.9	Timely financial operations	Internal	Annual	20 Sept	27 Sept	10 Oct
2.8.10	Budget oversight	Internal	Annual	20 Sept	27 Sept	10 Oct
2.8.11	Gift acceptance	Internal	Annual	20 Sept	27 Sept	10 Oct
2.8.12	Real Property Transactions	Internal	Annual	20 Sept	27 Sept	10 Oct
2.8.13	Support of annual audit	Internal	Annual	20 Dec	5 Jan	20 Jan
2.8.14	Employee Benefit Trust	Internal	Annual	20 Dec	5 Jan	20 Jan
2.8.15	Use of UUA resources	Internal	Annual	20 Dec	5 Jan	20 Jan
2.8.16	Travel Expense oversight	Internal	Annual	20 Mar	27 Mar	10 Apr
2.9	Grants, Contracts & Partnerships	Internal	Annual	20 May	27 May	10 Jun
2.10	Asset Protection	Internal	Annual	20 Dec	27 Dec	10 Jan
2.11	External Relations	Internal	Annual	20 Jul	27 Jul	10 Aug
2.12	Emergency President Incapacity	Internal	Annual	20 Feb	27 Feb	10 Mar
2.13	Election Practices	Internal	Annual	20 Mar	27 Mar	10 Apr
2.14	Comm. & Support to Board	Direct	Annual	20 Mar	27 Mar	10 Apr
		Inspect				
3.0	Global Gov. Commitment	Direct	Annual	20 Sept	27 Sept	10 Oct
		Inspect				
3.1	Governing Style	Direct	Annual	20 Sept	27 Sept	10 Oct
		Inspect				
3.2	Board Job Description	Direct	Annual	20 Sept	27 Sept	10 Oct
		Inspect				
3.2.5	Review and Post Annual Audit	Direct	Annual	20 Nov	27 Nov	10 Dec
		Inspect				

Policy	Policy Title	Method of Monitoring	Freq- uency	Due to Board:	Trustees Receive:	Trustees Review by:
3.3	Board & Bd Mbr Code of Conduct	Direct Inspect	Annual	20 Sept	27 Sept	10 Oct
3.4	External Relations	Direct Inspect	Annual	20 Dec	27 Dec	10 Jan
3.5	Agenda Planning	Direct Inspect	Annual	20 Dec	27 Dec	10 Jan
3.6	Elect of Officers & Officers Roles	Direct Inspect	Annual	20 Dec	27 Dec	10 Jan
3.7	Board Committee Principles	Direct	Annual	20 Dec	27 Dec	10 Jan

3.8	Board Committee Structure	Inspect Direct	Annual	20 Mar	27 Mar	10 Apr
3.9	Cost of Governance	Inspect Direct	Annual	20 Mar	27 Mar	10 Apr
4.0	Board-President Linkage	Inspect Direct	Annual	20 Mar	27 Mar	10 Apr
4.1	Unity of Control	Inspect Direct	Annual	20 Mar	27 Mar	10 Apr
4.2	Accountability to the President	Inspect Direct	Annual	20 May	27 May	10 Jun
4.3	Partnership with the President	Inspect Direct	Annual	20 May	27 May	10 Jun
4.4	Monitoring Pres. Performance	Inspect Direct	Annual	20 May	27 May	10 Jun
4.5	Presidential Comp and Benefits	Inspect Direct	Annual	20 May	27 May	10 Jun

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2.12	Emergency President Incapacity	Internal	Annual	20 Feb	27 Feb	10 Mar
2.7	Financial Planning and Budgeting	Internal	Annual	20 Mar	27 Mar	7 Apr
2.8.2	Documenting procedures	Internal	Tri-Ann, begin 2012	20 Mar	27 Mar	10 Apr
2.8.3	Prudence	Internal	Tri-Ann, begin 2011	20 Mar	27 Mar	10 Apr
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2.8.16	Travel Expense oversight	Internal	Annual	20 Mar	27 Mar	10 Apr
2.13	Election Practices	Internal	Annual	20 Mar	27 Mar	10 Apr
2.14	Comm. & Support to Board	Direct Inspect	Annual	20 Mar	27 Mar	10 Apr
3.8	Board Committee Structure	Direct Inspect	Annual	20 Mar	27 Mar	10 Apr
3.9	Cost of Governance	Direct Inspect	Annual	20 Mar	27 Mar	10 Apr
4.0	Board-President Linkage	Direct Inspect	Annual	20 Mar	27 Mar	10 Apr

4.1	Unity of Control	Direct Inspect	Annual	20 Mar	27 Mar	10 Apr
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4.5	Presidential Comp and Benefits	Direct Inspect	Annual	20 May	27 May	10 Jun
2.1	Treatment of People	Internal	Annual	20 Jun	27 Jun	10 Jul
2.11	External Relations	Internal	Annual	20 Jul	27 Jul	10 Aug
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2.8.11	Gift acceptance	Internal	Annual	20 Sept	27 Sept	10 Oct
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3.0	Global Gov. Commitment	Direct Inspect	Annual	20 Sept	27 Sept	10 Oct
3.1	Governing Style	Direct Inspect	Annual	20 Sept	27 Sept	10 Oct
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2.4	Compensation and Benefits	Internal	Annual	20 Oct	27 Oct	10 Nov
2.6	Availability of Benefits for Related Organizations	Internal	Annual	20 Nov	27 Nov	10 Dec
3.2.5	Review and Post Annual Audit	Direct Inspect	Annual	20 Nov	27 Nov	10 Dec



<b>1.0</b>	Ends	Internal	Annual	20 Dec	27 Dec	10 Jan
<b>2.8.1</b>	Adherence to GAAP & FASB	Internal	Annual	20 Dec	5 Jan	20 Jan
<b>2.8.5</b>	Secured debt limits.	Internal	Annual	20 Dec	5 Jan	20 Jan
<b>2.8.6</b>	Donor Restricted Funds	Internal	Annual	20 Dec	5 Jan	20 Jan
<b>2.8.13</b>	Support of annual audit	Internal	Annual	20 Dec	5 Jan	20 Jan
<b>2.8.14</b>	Employee Benefit Trust	Internal	Annual	20 Dec	5 Jan	20 Jan
<b>2.8.15</b>	Use of UUA resources	Internal	Annual	20 Dec	5 Jan	20 Jan
<b>2.10</b>	Asset Protection	Internal	Annual	20 Dec	27 Dec	10 Jan
<b>3.4</b>	External Relations	Direct Inspect	Annual	20 Dec	27 Dec	10 Jan
<b>3.5</b>	Agenda Planning	Direct Inspect	Annual	20 Dec	27 Dec	10 Jan
<b>3.6</b>	Elect of Officers & Officers Roles	Direct Inspect	Annual	20 Dec	27 Dec	10 Jan
<b>3.7</b>	Board Committee Principles	Direct Inspect	Annual	20 Dec	27 Dec	10 Jan

MOVED (Pupke), S, and

VOTED: To establish a new policy in Section 3, Governance Process:  
Policy 3.10 Board / General Assembly Relations  
Pursuant to the Bylaws, the Board shall act for the Association  
between General Assemblies.

3.10.1 The Board shall adopt in a timely manner any policies  
needed to implement business resolutions of the General  
Assembly.

MOVED (Pupke), S, and

VOTED: To adopt the following policy in Section 2. These policies  
establish executive limitations regarding the implementation of  
business resolutions of the General Assembly.

**Policy 2.15 Implementation of the Business Resolutions of  
General Assembly**

The President shall not fail to implement in a timely manner those  
Business Resolutions of the General Assembly that direct the work  
of the staff.

MOVED (Harrison), S, and

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

2.15.1 Fail to work with leaders of the Arizona UU congregations to establish and fund an Arizona immigration ministry.

MOVED (Harrison), S, and

VOTED: 2.15.A Fail to provide the funding in amount not less than of \$25,000 for FY2011 -- as requested by the General Assembly Accountability Group and the Arizona ministers -- and additional funding in FY2012. This policy will sunset in October, 2012, and the Board will review at that time whether any ongoing policy is needed at that time.

MOVED (Harrison), S, and

VOTED: 2.15.1 (B) The President shall not fail to establish, in a timely manner, an Arizona immigration ministry that provides adequate time for partner groups to participate in the work for General Assembly 2012. This policy will sunset in October, 2012, and the Board will review at that time whether any ongoing policy is needed.

MOVED (Hawkins), S, and

VOTED: Policy 2.15.2. Fail to have an active, viable and funded program to help our congregations build the capacity to stand in opposition to systemic racism in our congregations, local communities and in our own lives.

MOVED (Harrison), S, and

VOTED: To amend the monitoring schedule in Appendix 3A of Board Policies to include monitoring for the following policies:

Policy 3.10 – Annually, beginning in April, 2011. The monitoring report will be due to the Board on March 20, Trustees will receive by March 27, and Trustees will review by April 7. [Note: this Policy is monitored by the CGO]

Policy 2.15 – Annually, beginning in April, 2011. The monitoring report will be due to the Board on March 20, Trustees will receive by March 27, and Trustees will review by April 7.

Policy 2.15.1 – Quarterly, beginning in April, 2011. The monitoring report will be due to the Board on March 20, Trustees will receive by March 27, and Trustees will review by April 7.

Policy 2.15.2 – Quarterly, beginning in April 2011. The monitoring report will be due to the Board on March 20, Trustees will receive by March 27, and Trustees will review by April 7. The Board will determine in October 2012 whether the first report on an annual schedule will be required for April 2013 or for April 2014.

### **BOARD MEETING SITE SELECTION**

Discussion was held concerning the site of future Board meetings. It was agreed that recommendations would come to the February 2011 meeting of the Board of Trustees.

### **REPORT FROM THE GENERAL ASSEMBLY 2012 ACCOUNTABILITY GROUP**

Leslie Takahashi-Morris and members of the General Assembly 2012 Accountability Group met with the Board. Discussion was held concerning the nature of their charge and funding for their work.

MOVED (Allen), S, and

VOTED: To appoint the following members to the GA 2012 Accountability Group:

Allyson Diane Hamm  
Clyde Grubbs  
Ian Jaffee  
Jim Hobart  
Laura Welles Gilmore  
Leslie Takahashi Morris  
Linda Wright  
Michael Han  
Mitra Rahnema  
Patricia Jimenez  
Paul Langston-Daley  
Sean Parker Dennison  
Sun Principe  
Suzanne Fast  
Wendy von Zirpolo

MOVED (Allen), S, and

VOTED: In accordance with the 2010 General Assembly Business Resolution, “Phoenix General Assembly 2012” and the UUA Board’s October 2010 “Statement of Purpose for GA 2012,” to charge the 2012 General Assembly Accountability Group as follows:

The 2012 General Assembly Accountability Group, in relationship with:

- The UUA Board of Trustees;
- The UUA Administration;
- The General Assembly Planning Committee; and
- Our external partners, particularly Arizonan community groups;

And with the motivating knowledge that our presence in Arizona is a breach of the boycott invoked by many of those same external partners,

Is charged with holding the Association accountable to:

- Fulfilling the justice and witness focus of the 2012 General Assembly for which our Association is violating a boycott;
- Increasing accessibility and a sense of sanctuary at the 2012 General Assembly, especially for groups historically marginalized in the Association, including youth and young adults;
- Addressing barriers to and ensuring opportunities for participation by people with historically marginalized identities;
- Allying with historically marginalized groups and local groups working on immigration issues.
- Honoring our moral commitment to build the capacity of congregations to work on the longer-term issues of human and civil rights illustrated in Arizona.

MOVED (Morrill), S and

VOTED: To accept the report of the General Assembly 2012 Accountability Group.

**ACTIONS ON THE ACTIONS OF IMMEDIATE WITNESS PROCESS AT GENERAL ASSEMBLIES**

Discussion was held concerning changes to the Actions of Immediate Witness process at General Assemblies. David May, chair of the Commission on Social Witness, discussed the process with the Board.

MOVED (Pupke), S, and

VOTED: To receive report of the Commission on Social Witness addressing the AIW process.

MOVED (Morrill), S, and

VOTED: To place the following proposed Bylaw amendments on the agenda of the 2011 General Assembly, with the understanding that they will be reviewed by general counsel [the proposed amendments shown here are those reviewed by legal counsel]:

#### **Article IV General Assembly**

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

(a) Non-substantive items related to greetings and similar matters may be admitted to the agenda by a regular General Assembly.

**[(b) Not more than six General Assembly Actions of Immediate Witness, (year) may be admitted to the agenda of a regular General Assembly and acted upon.]**

**[(1) A General Assembly Action of Immediate Witness, (year) is one concerned with a significant action, event or development the timing or specificity of which makes it inappropriate to be addressed by a UUA Statement of Conscience pursuant to the Study/Action process.]**

**[(2) The petition to admit such resolutions to the agenda must be signed by 150 delegates from at least 25 congregations in at least five districts. If six petitions or fewer are received, all petitions received that have the requisite level of delegate and congregation support are eligible to be considered for possible admission to the Agenda. In the event more than six petitions are submitted that satisfy the sponsorship requirement, the Commission on Social Witness shall select six from among those which meet the criteria for a General Assembly Action of Immediate Witness, (year) and shall submit those six actions to the Agenda of the General Assembly for possible admission.]**

**[(3) The motion to admit each General Assembly Action of Immediate Witness, (year) ruled eligible is not debatable, but an opportunity for a two-minute statement of advocacy to the General Assembly for each eligible action by one of its sponsors prior to any such motion shall be provided. Admission of a General Assembly Action of Immediate Witness, (year) shall be by a two-thirds vote.]**

**[(4) During the General Assembly, a mini-assembly shall be held during which each admitted action shall be discussed and amendments shall be accepted in writing. All such amendments shall be made available in writing to the General Assembly. The Commission on Social Witness shall finalize each General Assembly Action of Immediate Witness, (year), and the chairperson of the Commission on Social Witness, in consultation with the moderator of the General Assembly, the parliamentarian and legal counsel, shall prioritize unincorporated amendments for consideration by the General Assembly.]**

**[(5) Adoption of a General Assembly Action of Immediate Witness, (year) shall be by a two-thirds vote.]**

**[(6) Actions submitted pursuant to this Section 4.16(b) must be in writing and filed with the Chair of the Commission on Social Witness or the Commission's designee by the deadline established by the Commission and announced at the opening session of the Assembly.]**

**[(c)b] Responsive Resolutions may be admitted to the agenda of a regular General Assembly and acted upon.**

(1) A Responsive Resolution is a resolution made in response to a substantive portion of a report by an officer or committee reporting to a regular General Assembly.

(2) Adoption of a Responsive Resolution shall be by two-thirds vote.

#### **Rule G-4.16.1. General Assembly Actions of Immediate Witness, and Responsive Resolutions.**

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

M (Morrill), S, and

VOTED: That the UUA Board shall review the process for admitting items to the General Assembly agenda and make recommendations to the 2013 General Assembly.

#### **REPORT OF THE LINKAGE WORKING GROUP**

Linda Laskowski, convener of the Linkage Working Group, reported on discussions held by that group including possible changes to Policies concerning the Association's work with youth. It was agreed that such changes would come to the Board at the time of its April meeting.

**DISCUSSION OF THE REPORT OF THE OPEN UUA IMPLEMENTATION COMMITTEE**

MOVED (Bartlett), S, and

VOTED: To receive the report of the Open UUA implementation committee.

**MOTION ON ARTICLE XV**

MOVED (Brody), S, and

VOTED: To place the following changes to Article XV of the Bylaws on the agenda for the 2011 General Assembly, subject to review by legal counsel [the proposed amendments shown here are those reviewed by legal counsel].

**Underlining indicates insertion; brackets indicate deletion.**

**Article XV Amendment**

**Section C-15.1. Amendment of Bylaws.**

(a) **Amendments to Bylaws.** These Bylaws may be amended by a two-thirds vote at a regular General Assembly if a proposed amendment has been placed on the agenda; provided, however, that proposals to amend[ **or** ], repeal, **or add** a **new** section of these Bylaws whose section number is preceded by a "C" (hereinafter a "C Bylaw")**[, or to add a new such section,]** shall be governed by subsections (b) or (c) hereof.

(b)

**[(1)] Amendments to C Bylaws Other Than in Article II.** A proposal to amend, repeal or add a new C Bylaw, other than those C Bylaws in Article II of these Bylaws, shall be subject to a two-step approval process.

**(1)** Such proposals must be placed on the agenda of a regular General Assembly and approved preliminarily by a majority vote at such regular General Assembly. Following such preliminary approval, the proposal to amend, repeal or add a new C Bylaw shall be placed on the agenda of the next regular General Assembly for final adoption. Final adoption shall require a two-thirds vote.

**(2)** The text of a proposed amendment **[to a C Bylaw, other than those bylaws in Article II,]** which has been approved by one General Assembly, may be amended at any time

prior to final adoption. If the Moderator rules that the amendment to the proposal is substantive, final adoption shall only be by a subsequent General Assembly[. Any] **except that any** such proposal that has been under consideration for final approval at three successive regular General Assemblies shall not be subject to substantive amendment **and shall be submitted to a vote for final approval** at the third such regular General Assembly.

(3) **Such a [A] proposal [to amend a C Bylaw, other than those Bylaws in Article II,] which, on any vote for final adoption, receives a majority but not a two-thirds vote, shall be placed on the agenda of the next regular General Assembly, at which it may be finally adopted if it receives the requisite approval. If the proposal is not passed by a two-thirds vote at the third regular General Assembly at which it is considered for final approval, neither the proposal nor another proposal that is substantively similar shall be placed on the agenda of [a] the next regular General Assembly [for two years].**

(c)

**[(1)] Amendments to C Bylaws in Article II.** A proposal to amend, repeal or add a new C Bylaw in Article II of these Bylaws shall be **[admitted to the] subject to the following process.**

**(1) Such a proposal shall be admitted to the** agenda of a regular General Assembly for the **[sole]** purpose of determining whether the proposal shall be referred to a commission appointed by the Board of Trustees for **[review and]** study. Such a review shall involve member congregations. A majority vote at a regular General Assembly shall be required to refer such a proposal to the study commission. Once the **[review and]** study of the proposal is complete, which shall be completed in no more than **[three] two** years, the study commission shall submit to the **[Planning Committee] Board of Trustees** for inclusion on the agenda of the next regular General Assembly **[following completion of the review and study process the proposal in the form originally presented to the regular General Assembly and]** any amendments to **[the proposal] Article II** that the study commission recommends **[as a result of the review and study process].** **The Board of Trustees shall also include on the agenda any amendments that it recommends to the study commission proposal.** **[All proposals regarding Article II of the Bylaws that are placed on the agenda after review and study (including amendments to such proposals recommended by the study commission) shall require a two-thirds vote for adoption. If the proposal does not receive the requisite approval at the General Assembly following the completion of the review and study process, neither the proposal nor another proposal that is substantively similar shall be placed on the agenda of a General Assembly for two years.]**

(2) A motion to dispense with the review and study process **and give preliminary approval [with respect]** to a proposal to amend, **repeal or add a new C Bylaw in** Article II shall be in order **during [at the] General Assembly [at which] consideration of a motion to refer the proposal to** the review and study process **[is authorized].** A motion to dispense with the review and study process shall require a four-fifths vote for passage. **Such a proposal shall then be placed on the agenda of the next regular General Assembly for final adoption without amendment. Final adoption shall require a two-thirds vote.**



(3) [After completion of the review and study process, proposals regarding Article II of the Bylaws shall not be subject to substantive amendment. The Moderator shall determine whether an amendment to such a proposal is substantive.]

At the first General Assembly following the completion of the study process, amendments to the Article II proposal may be considered only as follows:

(i) During the General Assembly there shall be a mini-assembly held during which amendments to the Article II proposal recommended by the study commission shall be considered.

(ii) A delegate may submit in writing at the mini-assembly an amendment to an Article II proposal. All such amendments shall be made available in writing to the General Assembly. The Moderator, in consultation with the chair of the study commission, the parliamentarian and legal counsel shall prioritize proposed amendments for consideration by the General Assembly. A majority vote of the General Assembly is required for approval of any amendment proposed in the mini-assembly.

(iii) Following the vote on any amendments proposed in the mini-assembly, the General Assembly shall vote on any amendments proposed by the Board of Trustees. A majority vote is required to adopt such amendments. Following the vote on all amendments, the General Assembly shall vote on preliminary approval of the Article II proposal. A majority vote is required for preliminary approval.

(iv) If no amendments proposed in the mini-assembly are adopted by the General Assembly pursuant to subsection (c)(3)(ii) above, the Article II proposal shall be submitted for final approval to the next regular General Assembly. Final approval requires a two-thirds vote of the General Assembly. No amendments may be considered.

(v) If one or more amendments proposed in the mini-assembly are adopted by the General Assembly, the Article II proposal shall be referred to the study commission. Within six months after the close of the General Assembly, the study commission, taking into account the decisions of the General Assembly, shall prepare the proposal to amend Article II. The Board of Trustees shall put this proposal on the agenda of the next regular General Assembly.

(4) At the next regular General Assembly following the process described in subsection (c)(3)(v), above, the Article II proposal is subject to amendment only by a three-fourths vote in favor of an amendment submitted to the General Assembly in writing by the Board of Trustees, a district, or a minimum of fifteen (15) certified congregations, as described in Section 15.2 of these Bylaws. Final approval of the Article II proposal requires a two-thirds vote of the General Assembly.

(5) If the Article II proposal does not receive the requisite approval at the General Assembly following the completion of the study process described in subsection (c)(3)(iv) or subsection (c)(4), above, neither the proposal nor another proposal that is

**substantively similar shall be placed on the agenda of the next regular General Assembly.**

([4]6) If no [review and] study process of Article II has occurred for a period of fifteen years, the Board of Trustees shall appoint a commission to [review and] study Article II **for not more than two years** and to recommend appropriate revisions, if any, thereto to the Board of Trustees. [The Board of Trustees shall review the recommendations of the study commission and, in its discretion, may submit the recommendations of the study commission to the Planning Committee] for inclusion on the agenda of the next regular General Assembly. **The Board of Trustees shall also include on the agenda any amendments that it recommends to the study commission proposal.** Notwithstanding anything to the contrary contained herein, proposals to amend Article II which are promulgated by a study commission in accordance with this paragraph shall be subject to a two-step approval process **as described in subsections (c)(3) and (c)(4), above.** [Such proposals must be approved preliminarily by a majority vote at a regular General Assembly. Following such preliminary approval, the proposal shall be placed on the agenda of the next regular General Assembly for final adoption. Final adoption shall require a two-thirds vote.]

#### **DISCUSSION OF BOARD RESTRUCTING**

MOVED (Ritchie?), S, and

VOTED: To send the Board Restructuring motion back to the task force for revision and consideration at the time of the February meeting of the Board of Trustees.

#### **MOTION ON GENERAL ASSEMBLY RESERVE**

MOVED (Phinney), S, and

VOTED: To allocate \$50,000 of the General Assembly reserve to support networking and relationship building with community partners in assisting with preparation for the 2012 General Assembly.

#### **EXECUTIVE SESSION**

The Board voted to go into Executive Session to discuss committee appointments and, when it returned to regular session, agreed that those appointments would be entered into the regular minutes of the meeting.

#### **COMMITTEE ON COMMITTEES' APPOINTMENTS**

M, (Bartlett), S, and

VOTED: To place the following proposed Bylaw amendments concerning the composition of the Ministerial Fellowship Committee on the agenda of the 2012 General Assembly:

**Article VII Committees of the Board of Trustees**

**Section 7.6. Ministerial Fellowship Committee.**

The Ministerial Fellowship Committee shall consist of **no fewer than** fourteen members as follows:

- (a) **at least** six members who are not ministers appointed by the Board;
- (b) **at least eight [six]** members who are ministers in final fellowship with the Association, **four appointed by the Unitarian Universalist Ministers Association and the remainder by the Board.** [appointed by the Board; and ]
- [(c) two members appointed by the Unitarian Universalist Ministers Association.]**

[**Two members of the committee, and only two, shall be trustees.**] The committee shall have jurisdiction over ministerial fellowship with the Association as provided in Article XI hereof. The Board of Trustees shall designate a person who is not a member of the committee to be its Executive Secretary and keep its records.

M, (Bartlett), S, and

VOTED: To make the following committee appointments:

New England Regional Sub-Committee on Ministry (beginning immediately and extending through December 2011  
Gary Smith

Moderator Nomination Task Force (beginning immediately)  
Stipulated that members are not eligible to run for election to Moderator

Charge: to create a process to choose candidates for Moderator

Lyn Conley, chair  
Will Saunders  
Aymie Manning  
Ted Fetter  
Rev. Cheryl Walker

Working Group Conveners (effective beginning at the close of General Assembly)

Linkage – Linda Laskowski  
Governance – Donna Harrison

Committee Chairs (effective beginning at the close of General Assembly)

Finance – Jeanne Pupke

Committee on Committees – Nancy Bartlett

## **PRESIDENT'S REPORT**

President Morales encouraged the Board to look at how Board-meeting time was allocated so that it permitted a report from the Financial Advisor, the Chief Financial Officer, and the President. He noted that his holiday message on the web had received 26,000 hits in English and 24,000 hits in Spanish. He praised the work of the public witness team in covering the shootings in Tucson and reported on the Leap of Faith pilot program, saying that evaluation was built into the program. Morales noted that a UUA/UU-UNO fund raising appeal for LGBT work in Uganda would be going out soon.

## **CLOSING**

The meeting was adjourned at 9:15 am on Sunday, January 23, 2011.

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.*

### **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**)