

MINUTES
BOARD OF TRUSTEES
UNITARIAN UNIVERSALIST ASSOCIATION

June 21-27, 2011

Pursuant to notice duly given, a meeting of the Board of Trustees of the Unitarian Universalist Association was held on Tuesday, June 21 through Monday, June 27 at the Westin Hotel in Charlotte, North Carolina.

MEMBERS

PRESENT: Allen, Averett, Ballester, Bartlett, Blevins, Brody, Carlson, Courter, Cullen, Friedman, Gallagher, Greene, Grubbs, Harrison, Hawkins, Jackoway, King, Kreicker, Laskowski, Lund, Loughrey, Manley, Marx, Morrill, Phinney, Pupke, Raible-Clark, Rickter, Ritchie, Saunders, Shanti, Stewart, Tino, Urbikas, Wooldridge, and Morales

MEMBERS

ABSENT: None

ALSO

PRESENT: Brennan, Janamanchi, Lawrence, Limpert, Montgomery, and observers

Gini Courter, Moderator, called the meeting to order at 1:00 pm on Tuesday, June 21, 2011. Eva Marx provided opening words. Trustees and visitors were introduced and the agenda was approved.

APPROVAL OF BOARD MINUTES

The minutes of the January, April, and May 2011 meetings of the Board of Trustees were approved as written.

APPROVAL OF EXECUTIVE COMMITTEE MINUTES

The minutes of the April 4-5, April 21, May 5, and May 22-23 [executive session] 2011 meetings of the Executive Committee of the Board of Trustees were approved by the Executive Committee and ratified by the Board.

SCHOLARSHIPS

By consensus, the following scholarships were approved by the Board of Trustees:

MARION BARR STANFIELD ART SCHOLARS

Total \$16,490

Phoebe Cole	Midcoast UU Fellowship, Edgecomb, ME	\$1,000
Jenna Ericson	First Parish UU, Kennebunk, ME	1,500
Bryce Gladfelder	First UU Berks County, Reading, PA	1,500
Luci Lafitte	UU Society, Wellesley Hills, MA	1,000
Samuel Logan	UU Church of Cheyenne, Cheyenne, WY	1,000
Kelin Michael	UU Community Church, Portage, MI	1,330
Aubrie Rose Nelson	Unitarian Society of Hartford, CT	1,330
Eliza Squibb	First Universalist, Rockford, ME	1,500
Abigail Tatarian	First Parish, Bridgewater, MA	1,330
Ty Underwood	UU Fellowship of Hendersonville, NC	2,000
Anna Walant	Unitarian Church, Westport, CT	1,500
Jane Wiseheart *	First Parish UU, Waltham, MA	1,500

PAULY D'ORLANDO ART SCHOLAR **Total \$500**

Eliza Squibb	First Universalist, Rockford, ME	\$500
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*Ms. Wiseheart was awarded \$1,000 for FY 2010-2011, replacing H. Weissbard. This correction, not previously reported, amends the list of awardees dated 4/7/10. The total dollar figure is unaffected.

OTTO STANFIELD LAW SCHOLARS **Total \$15,000**

Dennis Christopher	Thomas Jefferson Law, San Diego, CA	\$2,000
Emma Reese Denny	U of Minnesota Law School	\$3,500
Racheal Plaskon	U of Chicago Law School	\$4,500
Kayla Southworth	Community Church of New York	\$5,000

Grand Total		\$15,000
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FINANCE COMMITTEE REPORT

M (Rickter), S, and

VOTED: The UUA became the legal owner of the Priestley Chapel in Northumberland, Pennsylvania when the property was transferred to the American Unitarian Association by Annie Priestley, et al, Trustees of the Unitarian Congregation of Northumberland by deed entered November 8, 1909. The UUA Board of Trustees believes that the stewardship and full use of the property would be best served by local ownership; therefore, the Board wishes to transfer the deed to the property to the Priestley Chapel Associates under the following conditions:

- a) The board of the Priestley Chapel Associates agrees to operate the property in a manner consistent with the deed which says in part, "that the same shall be a perpetual memorial to Dr. Joseph Priestley, founder of the Church, and a place of public worship for said Congregation on the Sabbath."
- b) The transfer of ownership is subject to a dissolution clause such that if the board of the Priestley Chapel Associates ceases to exist, the ownership will revert to the UUA;
- c) The transfer of ownership is approved by the Pennsylvania Orphans Court and any local authorities with jurisdiction; and
- d) The transaction and all legal documents are reviewed and approved by the UUA's general counsel.

To effect this transaction, the Board authorizes the Treasurer, Timothy Brennan, and the Executive Vice President, Kathleen Montgomery, each individually, acting singly or together, to execute and deliver documents to effect the foregoing, all with such terms and conditions as are approved by the signatory, with such officer's signature being conclusive evidence of approval.

M (Rickter), S, and

VOTED: At the request of the Murray Grove Association Board of Trustees for assistance in liquidating debt, the UUA Board authorizes the Treasurer to issue a one-time disbursement in the amount of \$35,000 from the Lot 8 Fund of the UU Common Endowment Fund that the UUA holds in trust for the benefit of the Murray Grove Camp.

RETIREMENT PLAN COMMITTEE

M (Brody), S, and

VOTED: To add the following subsection to Section 3.8 of the Governance Policy Manual:

3.8.2 Retirement Plan Committee

A. Responsibilities

- i. To serve as fiduciaries for the UU Organizations Retirement Plan, and
- ii. To serve as the committee referenced in Article 7 of the document governing the UU Organizations Retirement Plan, including making recommendations to the Board regarding:
 - a. the UU Organizations Retirement Plan Document
 - b. the Retirement Plan Investment Policy

- c. the investment line-up offered by the retirement plan
- d. the companies serving as record keeper and investment advisor, and
- e. other issues related to the UU Organizations Retirement plan.

B. Appointment and Terms

The committee shall have seven members, as follows:

- i. Three individuals with expertise in retirement plan management, mutual funds, investment management, or related fields
- ii. One individual who is a religious professional serving a UUA member congregation
- iii. One individual who is a retirement plan participant who is either a retiree or the partner/spouse of a retiree
- iv. The Treasurer
- v. The Financial Advisor

Except for the Treasurer and the Financial Advisor, who shall serve on the committee as long as they hold office, committee members shall serve for not more than four consecutive terms of two years each.

C. Meetings

The committee is expected to meet three to four times annually. Meetings may occur by phone.

REPORT OF AUDIT COMMITTEE: CONFLICT OF INTEREST POLICY

Dan Brody, on behalf of the Audit Committee, noted that on November 1, 2010, the UUA Audit Committee voted to recommend that the Board of Trustees make a number of changes to the UUA Conflict of Interest Policy (UUA Governance Manual, Appendix 2.J).

When the proposed changes were posted in the January board packet, questions were raised by members of the Nominating Committee and the Religious Education Credentialing Committee about what types of relationships would require disclosure, recusal, or UUA Board action.

The language that is now proposed clarifies that the policy applies only in the case of a “close relationship,” which it defines.

The main changes from the current policy are as follows:

- The policy clarifies that recusal is necessary when a committee member faces a conflict concerning religious credentialing or the awarding of grants. In these cases, the Board of Trustees does not need to be involved, but the Moderator will be notified after the fact.
- Applicants for nomination or appointment to a committee are required to disclose potential conflicts of interest prior to action on their application.

- If a member of the Nominating Committee or the Board of Trustees has a possible conflict concerning an applicant, the Board must first decide if the applicant can be considered for the position. If so, then procedures are set out for how to deal with the potential conflict.
- The policy comes into effect only when there is a “close relationship” between a UUA decision-maker (e.g., a board, committee, or staff member) and the subject of a decision. The policy defines certain types of close relationships (e.g., “spouse or domestic partner; parent or child; sister or brother; ...”) and it also applies to any relationship that is likely to lead to a conflict (“...any actual or potential situation in which an individual’s close relationship to another party would make it difficult for the individual to be unbiased...”). It is up to the decision-maker to determine if a relationship needs to be disclosed.

M (Brody), S, and

VOTED: To amend the UUA Conflict of Interest Policy (UUA Governance Manual, Appendix 2.J), as follows:

UUA CONFLICT OF INTEREST POLICY

All officers, employees, and trustees of the Unitarian Universalist Association and all members of UUA committees shall scrupulously avoid any conflict between their personal, professional, or business interests and the interests of the Association.

Definitions

“Close Relationship”

A “close relationship” is one of the following:

- a. A relationship with a spouse or domestic partner; parent or child; sister or brother; aunt, uncle, niece, or nephew; or the spouse of any of these persons; or
- b. Any other close family, personal, professional, or business relationship that might cause a conflict of interest, as defined in this policy.

“Committee”

A “committee” is any appointed or elected body of the Association, whether it is called a committee or a panel, board, commission, or other name.

“Conflict of Interest”

A “conflict of interest” is any actual or potential situation in which an individual’s close relationship to another party would make it difficult for the individual to be unbiased in carrying out his or her obligations to the Association.

“Interested Person”

If any officer, employee, trustee, or committee member has any direct or indirect interest in, or a close relationship with, any individual or organization that proposes to enter into any transaction or affiliation with the Association, including but not limited to the:

- a. sale, purchase, lease or rental of any property or other asset,
- b. employment, or rendition of services, personal or otherwise,
- c. award of any grant, loan, contract, or subcontract, d. investment or deposit of any funds of the Association,
- e. credentialing or other evaluation of religious professionals, or
- f. appointment or election to an Association committee, such person shall be considered an “interested person” and shall give notice of such interest or relationship as specified in this policy.

Disclosure

The President shall assure that all officers, employees, trustees, and committee members are informed of this policy.

Association employees and members of committees advisory to the staff shall disclose possible conflicts of interest to the President. Officers and trustees of the Association, and members of all other committees, shall disclose possible conflicts to the Moderator.

All applicants for appointment or election to an Association committee shall be informed of this policy and shall be asked to disclose any conflicts of interest that might compromise their ability to serve the Association. If any such conflict is disclosed, or is otherwise brought to the attention of the Moderator, the appointment or nomination of the individual may not be considered unless the Board of Trustees determines that the relationship should not bar the individual from service to the Association in the role being considered.

Each officer, trustee, senior staff member, and committee member shall annually

- a. acknowledge receipt of this policy, and
- b. disclose any interests in or relationships with individuals or organizations that might cause, or might reasonably be seen as being likely to cause, a conflict of interest.

Conflicts of Interest Concerning Appointments and Nominations

If a member of the Board of Trustees, the Committee on Committees, the Moderator Nominating Committee, the Nominating Committee, or the Presidential Search Committee has a conflict of interest with regard to an individual who is being considered for nomination or appointment, the member shall disclose the relationship to the Moderator, and no action may be taken on the

appointment or nomination unless the Board, meeting in executive session, votes to authorize consideration of the individual. If the relationship involves a trustee, that trustee shall not be present during the executive session. In making its decision, the Board shall consider whether the nature of the relationship compromises the ability of the Board or committee to make an impartial decision.

If the Board determines that consideration of the nomination or appointment may occur, the Board or committee member shall not participate in any way in gathering information about or otherwise evaluating the individual, shall not attempt to influence the action, and shall leave the meeting during the discussion of and vote on the action. However, the Board or committee member, before leaving the meeting, shall be given the opportunity to provide to the Board or committee material information about the individual that would otherwise not be known.

Conflicts of Interest Concerning Credentialing of Religious Professionals

If a member of the Ministerial Fellowship Committee, the Religious Education Credentialing Committee, or the Board of Review, or a member of a subcommittee of one of these committees, has a conflict of interest with regard to an individual who is the subject of any action by the board or committee on which the member serves, the member shall disclose the relationship prior to the action, shall not participate in any way in gathering information about or otherwise evaluating the individual, and shall not attempt to influence the action. The Moderator shall be sent compliance notification shortly after each committee meeting at which a recusal occurs, and shall be informed of the number of recusals which occurred at the meeting. These committees may adopt additional conflict of interest rules or procedures, including additional requirements for recusal, which are not in conflict with this policy.

Conflicts of Interest Concerning Grants and Loans

If an interested person serves on a committee that makes recommendations or decisions concerning grants or loans, the interested person shall not participate in any way in a decision affecting the person or entity whose relationship with the interested person gave rise to the conflict of interest. The interested person shall leave the room during any discussion of the grant or loan. The Moderator shall be notified following any such recusal.

Other Conflicts of Interest

If an interested person discloses to the Moderator a possible conflict of interest (other than those types of possible conflicts discussed in previous sections of this policy), or if the Moderator becomes aware that an undisclosed possible conflict of interest exists concerning an officer, a trustee, or committee member, the matter shall be referred to the Board of Trustees for action.

The Board, meeting in executive session, shall determine if a material conflict of interest exists. Prior to the determination, the Moderator shall present information concerning the possible

conflict of interest. The interested person shall be given the opportunity to make a statement, either in person or in writing. The interested person may not be present during the Board's deliberations.

If the Board determines that a material conflict of interest exists, it shall then determine whether consideration by the President or by the relevant committee of the proposed transaction or affiliation may continue in the light of the disclosures. In making its decision, the Board shall consider whether the Association can obtain with reasonable efforts an equally advantageous transaction or affiliation from an entity that would not give rise to a conflict of interest.

The President shall implement procedures for disclosure and determination of possible conflicts of interest involving employees of the Association and members of committees advisory to the staff. The procedures shall include the determination of whether a material conflict of interest exists and the determination of whether a transaction or affiliation may proceed despite the existence of a material conflict of interest.

Any determination concerning a conflict of interest shall promptly be communicated to the interested person and to the chair of the committee on which the person serves.

If the President or the Board determines that consideration of a proposed transaction or affiliation can continue despite a material conflict of interest, the interested person shall refrain from attempting to exert any influence on the Association to affect a decision on such matter, shall not participate in any way in committee or other deliberations about the decision, and shall leave the room during any discussion of it.

The President shall assure that all contracts for consulting services protect the Association from conflicts of interest on the part of the consultant.

Conflicts of Commitment

No officer, employee, trustee, or committee member of the Association may use or influence the use of the Association's financial, personnel, or other resources for personal benefit, or for any purposes other than the achievement of the ends of the Association.

Service by Employees on Other Governing Bodies

A UUA employee may serve on the governing body of any of the following types of organizations only with the prior approval of the President:

- an interdenominational or interfaith organization
- an associate member organization of the Association
- an independent affiliate organization of the Association
- an organization that does business with the Association

Such approval shall be reviewed annually.

This policy does not preclude service on the board of a congregation or UUA district.

Employment of Trustees

A UUA employee may not approach a member of the Board of Trustees regarding possible employment on the UUA staff. Without prior approval of the Board, a trustee may not apply for or accept employment with the Association within one year after the end of the member's service on the Board.

Gifts

Officers, employees, trustees, and committee members may not accept gifts, loans, or pledges of behavior, of any kind, from any source, that could be interpreted as attempting to inappropriately influence any action taken by them on behalf of the Association. Officers, employees, trustees, and committee members may not accept cash gifts in any amount, or other gifts, entertainment, or favors in excess of \$100 per person per year, from any individual or organization which does or is seeking to do business with the Association.

Delegation of Authority

The Board of Trustees may delegate any of its responsibilities under this policy to its Executive Committee.

Violations of the Conflict of Interest Policy

If the President or the Moderator has reasonable cause to believe that an individual has failed to disclose actual or possible conflicts of interest, or has otherwise violated this policy, he or she shall inform the individual of the basis for such belief and afford the individual an opportunity to explain the alleged violation.

If, after hearing the individual's response and after making further investigation as warranted by the circumstances, the President or Moderator determines the individual has violated this policy, he or she shall initiate appropriate disciplinary and corrective action.

If the Board of Trustees concludes that a serious violation has been committed by a member of the Board or by a member of a committee appointed by the Board or elected by General Assembly, the Board shall take appropriate disciplinary measures, up to and including removal from the Board or committee.

BOARD AT GENERAL ASSEMBLY

Discussion was held concerning the Board's role at General Assembly and board positions that would be read for proposed Bylaw and Rule changes.

REPORT OF THE LINKAGE WORKING GROUP: CHARTER OF THE JOINT TASK FORCE ON LINKAGE

Linda Laskowski, convener of the Linkage Working Group, reported on the work of that group.

M (Laskowski), S, and

VOTED: To approve the following Charter for the Joint Task Force on Linkage:

Charter of the Joint Task Force on Linkage

PREAMBLE

Linkage is about getting democracy right. It's about elected representatives taking their guidance from the grassroots, guidance on values that reflect the best of the organization. If those who govern our Association are to exercise any authority at all, it won't come merely from the office they hold. It will come from the trust they earn, and maintain over time. When the voice of the grassroots is credibly heard, and then brought to bear on the guiding decisions of our Association for the long term, the result is democratic. Effective democracy depends upon trust and sustained participation, over the long-haul. Because the UUA Board of Trustees wants to earn and maintain the trust of its Sources of Authority and Accountability, including the Member Congregations, the UUA Board and the District Presidents Association have formed a Joint Task Force on Linkage. By investing in tools that make participation in democracy easier, we believe that, whatever great dream Unitarian Universalism will help bring about, we will bring it about together, all of us.

PURPOSE

The Joint Task Force on Linkage will create a framework for linkage work and develop tools and techniques for use and adaptation by Districts in different contexts in partnership with the UUA Board of Trustees.

Through the democratic process, delegates to General Assemblies in 2007 and 2008 participated in Open Space Technology and Appreciative Inquiry activities. With input from these activities, the Sources of Authority and Accountability of the Unitarian Universalist Association evolved as:

- Our member congregations
- Current and future generations of Unitarian Universalists

- The heritage, traditions, and ideals of Unitarian Universalism
- The vision of Beloved Community
- The Spirit of life, love, and the holy

Developed tools and techniques will focus on linkage with member congregations but could include other Sources as well.

AUTHORITY

The UUA Board and the District Presidents' Association (DPA) authorized the Joint Task Force on Linkage to work together on future linkage activities. This Task Force is funded by the UUA Board.

COMPOSITION

The Task Force shall consist of at least two and not more than three persons from the UUA Board Linkage Working Group and at least two and not more than three persons appointed by the DPA. The chair or convener of the Task Force shall be named by the UUA Board.

MEETINGS

The Task Force shall meet from time to time at times that are convenient to the members. All committee members are expected to attend each meeting, in person or via tele- or video-conference. The task force will invite others to attend meetings and provide pertinent information, as necessary.

RESPONSIBILITIES

The Task Force is accountable to both the Board of Trustees and the District Presidents' Association.

JOURNEY TOWARD WHOLENESS TRANSFORMATION COMMITTEE REPORT

Michael Sallwasser and Wendy von Zirpolo, Co-Chairs of the Journey Toward Wholeness Transformation Committee reported on that committee's report, "Snapshots on the Journey: Assessing Leadership Development."

ACCOUNTABILITY GROUP

Leslie Takahashi Morris, convener of the Phoenix General Assembly Accountability Group, reviewed the Group's report to the Board of Trustees and reported on their work.

EXECUTIVE SESSION

The Board voted to go into Executive Session and, when it returned, announced that they had discussed personnel, legal, and real estate matters. It was agreed that the election of a person to replace Joe Gayeski's nomination as Youth Trustee would be announced at General Assembly following discussion at Youth Caucus.

ELECTION OF YOUTH TRUSTEE

Discussion was held concerning the replacement of Joe Gayeski as Youth Trustee as a result of Gayeski withdrawing his name from the Nominating Committee slate for personal reasons.

M (Loughrey), S, and

VOTED: To elect Caleb Raible-Clark as Youth Trustee on the UUA Board of Trustees for a two-year term beginning at the close of the 2011 General Assembly.

UU-UNITED NATIONS OFFICE CONSOLIDATION

Bruce Knotts and members of the UU-UNO Board reported on deliberations with the Association concerning consolidating the UU-UNO into the staff of the UUA.

M (Loughrey), S, and

VOTED: To approve the following resolutions:

UNITARIAN UNIVERSALIST ASSOCIATION OF CONGREGATIONS

RESOLUTIONS OF THE BOARD OF TRUSTEES

Adopted at a Regular Meeting held on June 22, 2011

WHEREAS, Unitarian Universalist Association of Congregations, a Massachusetts non-profit corporation ("UUA"), intends to enter into a Plan of Merger (the "Plan") with Unitarian Universalist United Nations Office, Inc., a New York not-for-profit corporation ("UU-UNO") in substantially the form attached hereto and incorporated herein by reference as Exhibit A;

WHEREAS, pursuant to the Plan, it is intended that on or about July 1, 2011, UUA shall file Articles of Merger with the Massachusetts Secretary of State under Section 10A of Chapter 180 of the Massachusetts General Laws, as set forth in the attached Exhibit B (the "Articles");

WHEREAS, pursuant to the Plan, it is intended that on or about July 1, 2011, UU-UNO shall seek New York Supreme Court approval and file a Certificate of Merger with the New York Department of State under Article 9 of the New York Not-for-Profit Corporation Law (the "Certificate");

WHEREAS, upon acceptance of the Articles by the Massachusetts Secretary of State and acceptance of the Certificate by the New York Department of State, it is intended that the merger between UUA and UU-UNO shall be effective on or about July 1, 2011, pursuant to which the separate existence of UU-UNO shall cease and UU-UNO shall be merged into UUA; now, therefore, it is hereby

VOTED: That the proposed merger with UU-UNO would in the best interest of UUA and in furtherance of its purposes; and

VOTED: That the merger shall be effected on or about July 1, 2011 by the filing of the proposed Articles with the Massachusetts Secretary of State;

VOTED: That the President is hereby authorized to resolve any and all outstanding issues with UU-UNO relating to claims or potential insurance under UU-UNO insurance policies ("Insurance Issues");

VOTED: That upon resolution of the Insurance Issues, the President of UUA is hereby authorized, empowered and directed in the name and on behalf of UUA to execute the Plan and any and all other documents related to the merger as they may deem to be in the best interest of UUA, and with respect to the Plan in substantially the form and content of the Plan attached hereto as Exhibit A, but with such changes, modifications, additions or deletions in the Plans as he, in his sole and absolute discretion, from time to time, deem necessary, desirable, advisable or appropriate and in the best interests of UUA, the execution of the Plan by the President to constitute conclusive evidence of his or her approval of any and all changes, modifications, additions or deletions in the Plan from the form attached hereto as Exhibit A; and an authorized officer of UUA, to the extent required, is hereby authorized to attest the Plan and such other documents related to the merger; and

VOTED: That the President of UUA is, authorized, empowered and directed in the name and on behalf of UUA to execute the Articles in substantially the form and content of the Articles attached hereto as Exhibit B, but with such changes, modifications, additions or deletions in the Articles as he, in his sole and absolute discretion, from time to time, deem necessary, desirable, advisable or appropriate and in the best interests of UUA, the execution of the Articles by the President to constitute conclusive evidence of his or her approval of any and all changes, modifications, additions or deletions in the Articles from the form attached hereto as Exhibit A and an authorized officer of UUA, to the extent required, is hereby authorized to attest the Articles, and to cause the same to be filed with the State, and to do all acts and deeds whatsoever, within or without Massachusetts, which may be necessary, proper or in the best interests of UUA to effect the merger.

Trustees asked that it be noted that these motions had passed unanimously.

CHANGES IN CONGREGATIONAL STATUS

M (Gallager), S, and

VOTED: To accept the following congregation as a member of the Unitarian Universalist Association:

Harmony Unitarian Universalist Church
Morrow, OH

Additionally, it was reported that the UU Community Church of Norman OK had voted to dissolve and that the UU Fellowship of Norman, Norman OK, has voted to change it's name to the West Wind Unitarian Congregation as of July 1, 2011, resulting in the two congregations of Norman, OK becoming one congregation.

REPORT OF THE LINKAGE WORKING GROUP

M (Laskowski), S, and

VOTED: **Policy 2.2.2 – Process for Dealing with Congregational Complaints**

To affirm Option B as the response to this monitoring report. It finds the operational definition reasonable but given the lack of data we agree with the staff finding that we are not in compliance with this policy.

Policy 2.8.3: Prudent Management of Funds

To affirm Option A as the response to this monitoring report. It finds the operating definition reasonable and the organization to be in compliance.

Policy 2.12: Emergency President Incapacity

To affirm Option A as the response to this monitoring report. It finds the operational definition reasonable and the organization to be in compliance.

REPORT OF THE GOVERNANCE WORKING GROUP

M (Blevins), S, and

VOTED: To approve the following Policies:

5.0 – Global Committee Limitations Policies.

The Committees of the Association shall be accountable to the General Assembly. In between meetings of the General Assembly, the Board acts on behalf of the Assembly as per the bylaws. Committees of the Board are accountable to the Board at all times.

5.1 – General Assembly Planning Committee

The General Assembly Planning Committee (GAPC) is responsible for the arrangements, programs and meetings to be held in connection with General Assembly, subject to the overall policy and direction established by the General Assembly.

To this end, the GAPC shall not fail to:

1. Ensure that directives regarding General Assembly that are adopted by the General Assembly Delegates are fully implemented.
 - a. Collaborate with the GA2012 Accountability Group (AG) and address any issues raised by the AG to the satisfaction of the AG as the Planning Committee prepares the arrangements, programs (including justice work) and meetings for GA2012. If issues cannot be resolved, the GAPC shall not fail to raise such issues to the Board in a timely manner. This policy does not preclude the AG or the President from raising issues to the Board which they believe cannot or are not being resolved in a timely manner. This sub-policy shall sunset in October, 2012.
2. Develop plans for General Assembly with an eye towards expanding accessibility and the ability of all UUs to participate in the Assembly, whether they be delegates or participating in other associated activities.
3. Ensure that the Board's needs for plenary time at General Assembly are met.

Additionally, the following changes will be incorporated into Appendix 3A of our policies:

Policy 5.1 shall be monitored quarterly, beginning in August, 2011. The initial monitoring report will be due to the Board on August 20, Trustees will receive by August 27, and Trustees will complete their review by September 7. Absent further action by the Board, the schedule for monitoring policy 2.16 will change from quarterly to annual monitoring beginning in October 2012. After October 2012 the annual monitoring report will be due to the Board on December 20, Trustees will receive by December 27 and Trustees will complete their review by January 7.

M (Blevins), S, and

VOTED: To approve the following sub-policy as part of Policy 3.10

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.

3.10.1 (a). In regards to implementing the Business Resolution addressing GA2012 adopted at GA2010, the UUA Board shall convene a task force to serve as mechanism to facilitate regular communication, issue resolution, and issue elevation to the Board. This task force will be made up of UUA Board representatives (GAMAP rep., GAPC liaison, RRMC chair), as well as representatives from the GAPC, the Administration, and the GA2012 Accountability Group. This task force shall hold its first meeting in August, 2011 and will ensure that it presents at the October 2011 Board meeting:

- 1) a common definition of "justice" in the context of the work that will be done at GA 2012 in Phoenix;
- 2) desired outcomes for Justice GA 2012; and
- 3) criteria and timetable for GA 2012 programming, public witness, worship and plenary.

This sub-policy shall sunset in October, 2012.

M (Blevins), S, and

VOTED: To approve the following policy:

Policy 3.11:

3.11 The Board shall define its needs for plenary time at General Assembly no later than August 5 in the year prior to each General Assembly.

Policy 3.11 shall be monitored annually beginning in August, 2011.

M (Blevins), S, and

VOTED: **Policy 2.2.3:**

To affirm Option C as the response to this monitoring report and to accept the report with the acknowledgment that some elements are missing and they will be addressed in the next rotation of monitoring reports.

2.9 POLICY TITLE: GRANTS, CONTRACTS OR PARTNERSHIPS

To affirm Option C as the response to this monitoring report with the acknowledgment that some elements are missing and will be addressed in the next rotation of monitoring reports.

REPORT OF THE EXCELLENCE IN MINISTRY WORKING GROUP

M (Gallager), S, and

VOTED: **Policy 2.2**

To affirm Option A as the response to this monitoring report, finding the operating definition reasonable and the organization to be in compliance.

2.2.4

To affirm Option A as the response to this monitoring report, finding the operating definition reasonable and the organization to be in compliance.

2.8.16

To affirm Option A as the response to this monitoring report, finding the operating definition reasonable and the organization to be in compliance.

REPORT OF THE CONGREGATIONS WORKING GROUP

M (Marx), S, and

VOTED: **Policy 2.2.1—Response to Congregational Communications**

To affirm Option A as the response to this monitoring report, finding that the interpretation is reasonable and addresses all elements of the policy and to note that the administration reported non-compliance because data were unavailable and described system for gathering data for the next round of reports..

Policy 2.2.5—Provide Congregations with information regarding fair compensation

To affirm Option A as the response to this monitoring report, finding all elements adequately addressed in the operational definition and that the organization to be in compliance.

Policy 2.13—Election Practices

Motion—D. Accept the report with the expectation that the following be addressed in the next rotation of monitoring reports:

- Operational definition needs to be expanded to include all candidates for national office.
- Rationale is a restatement of the operational definition rather than a statement intended to support reasonableness of operational definition.

M (Marx), S, and

VOTED: To reword Policy 2.13 as follows:

In order to provide wide dissemination of information about UUA elections, and to make it possible for all qualified candidates to seek national office without undue financial and time burdens, the President shall not fail to establish appropriate policies, practices and communications systems to support the election process.

With respect to election practices, the President shall not:

1. Fail to provide and publicize information for all contested and uncontested candidates for offices to be elected by General Assembly delegates, maximize access to candidate information by all member congregations, and help manage the cost of campaigning for UUA national office.
2. Permit staff to show favoritism towards or against any candidate for UUA elected office.

CHANGES TO RULE 6.4.1

Discussion was held concerning changing the Rules of the Association to accommodate the change to the district names approved at the 2011 General Assembly.

M (Tino), S, and

VOTED: To amend the Rules of the Association as follows:

Rule 6.4.1. Division of Districts for Election Purposes.

The Trustees representing districts are divided into the following two groups:

GROUP A	GROUP B
Clara Barton	Ballou Channing
Florida	Central Midwest
Mid-South	Heartland
Mountain Desert	Joseph Priestley
Ohio Meadville	Massachusetts Bay
Pacific Northwest	Metropolitan New York
Pacific Southwest	Northern New England
Southwest	Pacific Central
St. Lawrence	Prairie Star
	[Thomas Jefferson] <u>Southeast</u>

CHANGES TO RULES 3.6 AND 3.5.2

M (Loughrey), S, and

VOTED: To amend the Rules of the Association as follows:

Rule 3.3.6. Order of Administrative Procedure.

The order of administrative procedure:

(a) Application for ~~church or fellowship~~ **congregational** membership in the Association will first be referred to ~~the Congregational Services UUA~~ staff. (b) ~~The Congregational Services UUA~~ staff will seek information and advice with respect to all applications as follows:

U.S. Congregations - District President

Other Congregations – Executive Officer of appropriate Unitarian or Universalist or Unitarian Universalist international group, if any.

(c) ~~The Congregational Services UUA~~ staff will make its recommendation to the President of the Association, and the President shall then make recommendations to the Board of Trustees of the UUA for its final action.

Rule 3.5.2. Inactive Congregations

In September of each year ~~the Congregational Services Director UUA~~ **staff** shall initiate the process of contacting congregations in the inactive category to determine their status.

CHANGES TO RULES 3.3.6 AND 3.5.2

M (Loughrey), S, and

VOTED: To approve the following changes to the Rules of the Association:

Rule 3.3.6. Order of Administrative Procedure.

The order of administrative procedure:

(a) Application for ~~church or fellowship~~ **congregation** membership in the Association will first be referred to ~~the Congregational Services UUA~~ staff. (b) ~~The Congregational Services UUA~~ staff will seek information and advice with

respect to all applications as follows:

U.S. Congregations - District President

Other Congregations – Executive Officer of appropriate Unitarian or Universalist or Unitarian Universalist international group, if any.

(c) ~~The Congregational Services UUA~~ staff will make its recommendation to the President of the Association, and the President shall then make recommendations to the Board of Trustees of the UUA for its final action.

Rule 3.5.2. Inactive Congregations

In September of each year ~~the Congregational Services Director~~ **UUA staff** shall initiate the process of contacting congregations in the inactive category to determine their status.

DISCUSSION OF REVIEW OF UUA BYLAWS

Discussion was held concerning the need for a comprehensive review of UUA Bylaws and Rules. Moderator Courter appointed Jeanne Pupke, Natalia Averett, and Kay Montgomery to a task force to begin this process.

REPORT OF THE MODERATOR NOMINATING COMMITTEE

Abhimanyu Janamanchi, member of the Moderator Nominating Committee, reported on the work of that committee, saying that they would be taking applications for Moderator through October 15, 2011. Discussion was held concerning the possibility of changing the UUA Bylaws to make the Chief Governance Officer/Moderator a compensated position and the executive vice president was asked to consult with legal counsel concerning such a possibility.

EXECUTIVE SESSION

The Board voted to go in to Executive Session to discuss Committee on Committees' appointments and, when it returned to regular session, said that those decisions would be entered into the regular minutes of the meeting.

COMMITTEE ON COMMITTEES' REPORT

M (Bartlett), S, and

VOTED: To amend Policy 3.7 as follows, with addition shown in red:

3.7 Board Committee Principles: UUA Governance Manual

Board committees, when used, will be assigned so as to reinforce the wholeness of the Board's job and so as never to interfere with delegation from Board to President.

Accordingly:

Unless otherwise specified, committee appointments are made for two- year periods, which can be (but need not be) renewed up to three times for a maximum of 8 years of service. Reappointment to Board committee positions for second, third or fourth terms is not automatic. The Committee on Committees may recommend a change in committee composition or membership if they deem such a change to be in the best interests of the committee or the Association. **The Committee on Committees also may recommend a reappointment resulting in more than eight years of service when failure to allow a term extension would have a significantly negative impact on a committee's ability to function.**

The Rationale for this change was as follows: The current policy setting an 8 year maximum is not consistent with board practice of occasionally (not frequently) making exceptions when circumstances called for it. We have one of those circumstances now. Six out of ten members of the Regional Sub-Committee on Credentialing – West would be ineligible for reappointment under current policy. By term-end in December 2011, three of the six will have served four full terms, but the other three were initially appointed mid-term and will have served only three full terms plus part of another. Reappointing them would result in service longer than eight years but less than ten. This situation is made more critical by the desire of another member to not serve again. Please understand that our request is not driven by an inability to recruit and fill those positions, although that is a challenge. Rather, the concern is continuity on a committee that is already managing a large backlog of ministerial candidates. Thus the proposed amendment requires **“a significantly negative impact on a committee's ability to function.”**

While exceptions have been made in the past without undue alarm, the Committee on Committees recognizes the better practice of following policy as written and changing the policy if it does not reflect reasonable needs of the Association.

We also recommend revisiting this policy in the coming year and the Committee on Committees will put the review on our annual work plan. Considering the proposals to limit board and Nominating Committee terms and the rationales behind that, we need to reconsider the terms and service limits for appointed committees as well. However, we have a need that must be addressed right now.

M (Bartlett), S, and

VOTED: To appoint the following Board members to the committees indicated, these assignments to be effective immediately:

To switch Elizabeth Greene from Right Relations Monitoring Committee to the Committee on Committees

To assign:

Charlie King to the Election Campaign Practices Committee

Jake Morrill and Elizabeth Greene as board chaplains

Abhimanyu Janamanchi to Committee on Committees and Governance Working Group

Caleb Raible-Clark to Finance Committee and Linkage Working Group

M (Bartlett), S, and

VOTED: To make the following temporary appointments to the Ministerial Fellowship Committee, effective immediately and expiring September 30, 2011:

Tamara Payne-Alex

Carl McCargo

Rev. Parisa Parsa

Shanti asked that it be noted that she had abstained from this vote.

M (Bartlett), S, and

VOTED: To make the following appointments to the General Assembly and the Mission of the Association Partnership (GAMAP) Task Force:

Donna Harrison

Jackie Shanti

Michael Tino

REQUEST FOR A LEGAL OPINION ON AUTHORITY VIS-À-VIS GENERAL ASSEMBLIES

Discussion was held concerning the need for a clear legal opinion on authority for General Assemblies. The executive vice president was asked to get such an opinion from legal counsel.

CLOSING

Jackie Shanti provided closing words and the meeting was adjourned at 11:20 am on Monday, June 27, 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.*

October 2011, Boston, MA

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, New Orleans, LA

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**)