

# Board of Trustees

**MEETING: April 26-27, 2019, Boston, MA**

**MEMBERS PRESENT:** Greg Boyd, Kathy Burek, Susan Frederick-Gray (President), Barb Greve (Co-Moderator), Chelsea Hendrix, Sarah Dan Jones, Tanner Linden, Manish Mishra-Marzetti, Patrick McLaughlin, Denise Rimes, Lucia Santini Field (Financial Advisor), Elandria Williams (Co-Moderator), Latifa Woodhouse

**ADDITIONAL PARTICIPANTS:** Carey McDonald (Recording Secretary & Executive Vice President), Leslie Takahashi, Natalie Fenimore, Marcus Fogliano, Debra Gray Boyd

Observers: Suzanne Fast, Jamie Hinson-Rieger, Cathy Seggel, Megan Dowdell, Meg Richardson, Donna Renfro, Larry Stritof, Kim Hampton, Ben Gabel, Elaine McArdle, Laura Bollettino

## Meeting Minutes

Friday, April 26

Co-Moderator Mr. Barb Greve opened the meeting at 9:11 am and reviewed the agenda. Sarah Dan Jones and Patrick McLaughlin led an opening worship service. Participants and observers introduced themselves.

### Consent Agenda

The Consent agenda was unanimously approved, including minutes from the February (as amended, with a correction to clarify the Board uses a policy-based governance approach) and March meetings, and the Goodloe dissolution motion, as well as accepting the report on congregational changes.

The Board members read their covenant aloud.

### President's report

President Susan Frederick-Gray and Executive Vice President Carey McDonald presented an overview of the UUA's planned priorities for FY 2020 in each of the UUA's three mission areas, as well as for organizational and institutional change. These included support for congregations seeking to challenge white supremacy culture and better tools for congregational business functions, collaboration on professional pathways and support for lay leaders, and focus cross-staff efforts on the UUA's intersectional justice priorities. The recognized the UUA will be continuing many of its 2019 priorities, including increased support for religious professionals of color, developing multimedia content strategy and implementing the 4C's model of coaching, connecting, challenging and companioning through the five regional staff teams. Board members offered discussion and feedback on these priorities.



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The presentation also described key strategic conversations for the coming year, including youth ministry and worship arts resources, and provided a staffing update with a current organizational chart and statistics on staff racial diversity.

President Frederick-Gray introduced the UUA's new Director of Stewardship and Development Rev. Lauren Smith, who shared her approach to fundraising and her perspectives on how to build relationship and commitment within the Association.

The meeting took a break from 11:20 am -11:30 am

### **FY20-21 Budget**

Financial Secretary Kathy Burek introduced the budget, and described pre-meeting questions and review, describing the FY20 budget proposal as the best proposal possible given flat revenues and increasing costs. Treasurer Tim Brennan described the budget proposal and reviewed the budget memo included in the Board packet, clarifying that the Board's approval of the budget goes beyond current operations to include all business units and independent budget (e.g. UUCEF, Beacon Press). Acknowledging that revenues and expenditures remain flat overall, he noted that much is shifting within our budget, and described the revenue goals as ambitious but reasonable.

Questions from Board members had been submitted and responded to in advance via email. Additional questions during the meeting included how the budget addressed the need for more investment in information technology security, following an assessment presented to the Audit Committee. Board members also acknowledged that UUA staff have been doing more with less through years of flat budgets and that many are over capacity in their workload. They offered their support for any ways to mitigate these demands.

The meeting broke for lunch from 12:15 pm – 1:05 pm.

### **Executive Limitations**

Board members reviewed substantive changes proposed by the working group in sections 2.3.3, 2.4.2, 2.7.1, 2.9, 2.11, 2.12.3, as well as other grammatical changes.

Elements raised during discussion included a question how tightly the Board should set policies around the types of partnerships the UUA should engage in, and a clarification that presidential accountability in elections is only for the work of the administration. Members agreed to review changes to 2.10 Presidential Incapacity the following day. They identified needs for conversation at future meetings around policies for executive compensation, and for ways to add the UUA's anti-racist, anti-oppressive and multicultural commitments to 2.3 Treatment of Staff.

### **Elections Taskforce Report**

To review the changes suggested in the Elections Taskforce Report, as well as the written response offered by UUA staff, members and participants broke into small discussion groups. Each group rotated to consider a different section of the support. Group breakouts lasted until 2:50 pm.

The Co-Moderators asked each group to report back on what elements from each section of the report received no objections to move forward by placing on the ballot at General Assembly. A large majority of the recommendations were



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identified as needing further discussion. Agreement was present on the following items:

- Change nomination by petition threshold for Moderator and President to 50 congregations/communities in three regions
- Allow covenanting communities to send voting delegates to General Assembly (a flat amount), and encourage more identity groups to become covenanting communities
- Clarify the Secretary does not have final decision over elections, and the Board can change the Secretary's determination with a 2/3 vote
- Campaigns for President and Moderator should receive some public financing from the UUA, and would need to share reports with newly proposed Care and Responsibility for Elections (CARE) Team, which would replace the current Election Campaign Practices Committee (ECPC).
- Technical changes to online balloting

It was also affirmed that the Board should share broad strategy discussions for leadership pipeline at General Assembly, and talk more about this at the October Board meeting.

Discussion noted that the Moderator and President should not be treated the same for campaign financing purposes, and that there is value in the UUA supporting small-dollar donations explicitly. A question was raised about the capacity of the proposed CARE Team to provide spiritual discernment space, but it was recognized that progress on the CARE Team is dependent on the ECPC bringing forward a more specific proposal about how their work would shift if they become the CARE Team.

The meeting took a break from 3:10 – 3:30 pm

### **Moderator Job Description**

Board members reviewed the final draft of the Moderator job description, first presented at the February meeting. They agreed to the following changes:

- Remove the phrase “self-differentiation”
- Add in the time commitment in terms of weekly hours, quarterly board meetings, monthly virtual meetings and General Assembly
- Include a positive statement about what the Moderator role is
- Include a clarification that Co-moderators share a single vote

The Board approved the Moderator job description, as amended.

### **Moderator Search Committee**

The Board members working on selecting a Moderator Search Committee (MSC) gave an update. UUA staff noted there had not been any applications submitted for volunteer leadership for the Moderator Search Committee. Kathy Burek, Sarah Dan



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Jones and Barb Greve agreed to work with Appointments Committee to recruit and select the committee.

Discussion on the MSC raised questions about its process, including what process the MSC should use to consider co-moderator candidates, what guidance the Board should give to the MSC about nominating co-moderators, and how to evaluate the role of co-moderators when the current co-moderator arrangement has not been fully assessed. Members agreed to charge the MSC with working with the Board at each stage of decision-making.

The meeting took a break from 4:18 - 4:26 pm.

### **Principles Task Force and Charge**

Board members reviewed the proposal for a charge to a Purposes and Principles Working Group. Questions included whether the Board can charge the principles working group with any specific outcomes, recognizing its authority was derived from Section C-15.1.c 6 (which should be noted in the proposal). Members agreed to explicitly include an expectation to review the proposed 8<sup>th</sup> principle as part of the review, and to expand the group to six members. Discussion highlighted the need to be more explicit about the principles' theological heritage, and to recognize that the UUA's international partners who have adopted similar language in their bylaws should have their perspectives included since they will be impacted by the outcomes of the process.

### **Proposed Ministerial Fellowship Committee Bylaw Changes**

Members reviewed proposed bylaw changes submitted by the Ministerial Fellowship Committee (MFC). For the change Section 11.3, discussion identified the need for language that clarified the MFC defines preliminary fellowship through rules which are approved by the Board and does not have ability to define preliminary fellowship differently for different people. Proposed changes to Section 7.6 about MFC membership raised questions about whether the language as drafted would change the required number of final or full fellowship ministers, and members noted some concern about how changes to this section will prompt discussion about ministerial authority. The Board agreed to check in with the MFC about their concerns and comments.

The meeting took a break from 5:20 - 5:30 pm.

The agenda was shifted to enter Executive Session to consider appointments this evening, instead of the conflict of interest discussion since Co-Moderator Elandria Williams was unwell and unable to attend.

### **EXECUTIVE SESSION – APPOINTMENTS**

Following the Executive Session, the Board reported out the following appointments, including reappointments:

- Appointments Committee – Rev. Kimberly Quinn Johnson (chair), Rev. Sophia Betancourt, Bill Young, Rev. Adam Robersmith and Courtney McKenny
- Audit Committee – Chris Chepel (chair), Mary Byron



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- Benefits Trust Committee – Barbara Lewis Johnson (chair), Tom Loughrey, John Vogt, Karin Ferguson, Michael Wagner
- Election Campaign Practices Committee – Scott McNeil (chair), Katherine Slack, Elisabeth McGregor
- Investment Committee – Kathleen Gaffney (chair), John LaPann, David Stewart, Brian Lasher, Ken Redd, Vanda Brunsting (cross-appointment with Socially Responsible Investing Committee)
- Journey Towards Wholeness Transformation Committee – Ted Fetter (co-chair), Theresa I. Soto (co-chair), Elizabeth Mount, Mandoline Restive
- Open UUA Committee – Christian Schmidt (chair), Shawna Foster, Caleb Raible-Clark
- Retirement Plan Committee – Katherine Brewin (chair), Kevin Bolton, Andrew Chirch, Brian Hellmer, Nick White
- Socially Responsible Investing Committee – Kathy Mulvey (chair), Pat Tomaino, Vonda Brunsting (cross-appointment with the Investment Committee), Kristin Faust, Julie Skye
- General Assembly Planning Committee – Zebulon Armstrong-Green
- Commission on Social Witness – Jyaphia Christos-Rodgers
- Board of Trustees – Pablo Devos-Deak (youth trustee, one year), John Newhall (one year)
- Financial Advisor, active at the close of General Assembly 2019 following no timely nomination, until a special election can be held in 2020 – Lucia Santini-Field

The meeting was adjourned for the evening at 5:48 pm.

### **SATURDAY, APRIL 27, 2019**

The meeting opened at 9:11 with a short worship service led by Sarah Dan Jones and Lucia Santini-Field. Members and participants introduced themselves. The Co-Moderators reviewed the agenda.

The Board went into closed session at 9:33 to engage with consultants from Visions, Inc. as part of the racial audit conversation requested by the Commission on Institutional Change.

The meeting returned to open session at 11:35.

### **General Assembly**

#### *Saturday Morning Theme Conversations*

The Co-Moderators described work coming from the planning team for the Saturday morning theme conversations block at GA. This block will include an initial program in the General Session Hall followed by breakout discussion sessions. They shared some preliminary proposed questions from that working group, which Board members discussed. Following their discussion, the Board sent back the following questions to the working group for their review and consideration.



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1. When have you felt the transformative power of this faith?
2. What from our faith tradition helps guide your life? What in our theology or faith fills your soul?
3. What's your personal and our collective commitment to transforming and living out our values and belief?

Barb Greve and Greg Boyd said they will be working on the facilitator's guide for the Saturday session. The Board agreed to share facilitators and breakout group formats for the Saturday session with those used for the Friday Theme Program and Conversations, being led by the Commission on Institutional Change.

### *General Session*

Board members reviewed changes to Action of Immediate Witness petition process, changes to business rules about consent agenda. They recognized the need for clearer expectations for how the What is expected from chaplains, Right Relationship Team and Safety Team interact.

The Board will be hosting seven webinars to prepare attendees for GA, and asked for Board members to sign up to co-host webinars. Board members were also asked to sign up for office hours at GA.

Board members agreed to wear white hats with red lettering this year.

### *Post GA Board Meeting*

Recognizing that the Co-Moderators, Vice Moderator and Secretary's terms will all have expired after GA, the Board discussed who would convene the post-GA Board meeting. Sarah Dan Jones agreed to facilitate, so that the meeting could appoint new officers going forward.

The meeting broke for lunch at 12:10, came back at 1:10

### **Expenses for Non-Board Members**

Kathy Burek moved and Lucia Santini-Field seconded adoption of the drafted policy for paying for expenses for non-Board members, which was reviewed at a prior meeting. The policy was adopted unanimously, and will be added to the Board's governance and procedure documents.

### **Budget Approval**

Kathy Burek moved and Lucia Santini-Field seconded the adoption of the proposed consolidated budget, including the capital and operating budgets, and preliminary 2021 budget. The Board unanimously adopted the budget.

The Board extended its formal gratitude to Treasurer Tim Brennan for the budgets he has presented during this term as Treasurer, with particular appreciation for this final budget given his pending retirement.

### **Bylaw Changes for the GA 2019 Business Agenda**

Sarah Dan Jones moved, Patrick seconded, and the Board approved by a vote of 9-1 to raise the petition threshold for President and Moderator nominations to 50 congregations in 3 regions (Section 9.6).



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Lucia Santini-Field moved, Kathy Burek seconded and the Board unanimously approved its ability to overrule the Secretary with a 2/3 vote, recognizing this may require additional rules (Section 9.9).

### *MFC proposed changes*

Lucia Santini-Field moved, Denise Rimes seconded, and the Board unanimously approved changes to all committee membership for when appointed members begin their terms, a conforming change to revisions made to elected committee members at GA 2018 (Section 5.2).

Patrick McLaughlin moved, Latifa Woodhouse seconded, and the Board unanimously approved with one stand-aside the revised changes to MFC membership, following consultation with the MFC (Section 7.6).

Lucia Santini-Field moved, Kathy Burek seconded, and the Board unanimously approved changes with 1 stand aside to the definition of preliminary fellowship, with adding “and defined in the MFC rules” to proposed language (Section 11.3)

Lucia Santini-Field moved, Kathy Burek seconded, and the Board unanimously approved changes to the voting and ballot procedures for Sections 9.10, 9.11, Rule G-9.11.1, Rule G-9.11.2, Rule G-9.11.3, Rule G-9.13.1, Rule G-9.11.2, Rule G-9.11.3, Rule G-9.11.4 and Rule G-9.11.5.

Board members discussed the provision of Section 9.10.a, which says that when only one person is nominated they are declared elected and no election is required. They agreed to address this at future Board meeting

### **Executive Limitations Approval**

Lucia Santini-Field moved, Latifa Woodhouse seconded, and the Board unanimously adopted the changes executive limitations policies 2.3.3, 2.4.2, 2.7.1, 2.9, 2.11, 2.12.3 (as well as other grammatical changes) as amended the prior day, including clarifying that organizations for whom the UUA compares its compensation should also have comparable values.

Patrick McLaughlin moved, Kathy Burek seconded, and the Board unanimously approved changes to 2.10 section related to emergency presidential capacity, as amended.

### **Closed Session**

The Board moved into executive session at 2:26 to consider the Distinguished Service Award.

The meeting returned to open session at 2:35.

### **Open session**

Co-Moderator Greve acknowledged ongoing conversations between the Co-Moderators and the leaders of the MFC, recognizing challenges with both culture and succession planning on the committee.



**Closing**

Members and participants offered a phrase of gratitude. The meeting was adjourned at 2:54 pm.

Respectfully submitted,

/s/ Carey McDonald

Recording Secretary



