

Proposed Changes to Finance Leadership on the UUA Board of Trustees
Proposed Bylaw Amendments

The UUA Board of Trustees is committed to moving toward ever better governance practices. One change we have made since becoming a smaller board two years ago is to consider all financial decisions as a whole board, rather than delegating those important decisions to a Finance Committee. These bylaw changes institutionalize our practice of making financial decisions a priority for all trustees. In a larger board, the Finance Committee was an important institution; a smaller board can do this work as a whole. These bylaw amendments create the role of Financial Secretary on the Board, a person elected from among the Board's members who will facilitate financial conversations and decision-making among the trustees, and who will serve on the Executive Committee (as the Chair of the Finance Committee does now). These amendments also remove a trustee representative from the Audit Committee. The Board will continue to be represented on the Audit Committee by the Financial Advisor.

Insertions are underlined; ~~deletions are struck through~~

7.1 Committees of the Board of Trustees

The standing committees of the Board of Trustees shall be:

- a. the Executive Committee;
- b. the Ministerial Fellowship Committee;
- c. ~~the Finance Committee;~~
- d. the Investment Committee;
- e. the Religious Education Credentialing Committee; and
- f. the Audit Committee.

The President shall be a member, without vote, of the Executive Committee, ~~the Finance Committee,~~ and the Investment Committee.

7.5 Executive Committee

The Executive Committee shall consist of the Moderator, the First Vice Moderator, the Secretary, the Financial Advisor, and the Financial Secretary. ~~Chair of the Finance Committee~~. The position on the committee occupied by the First Vice Moderator shall be filled by the Second Vice Moderator at any meeting of the committee from which the First Vice Moderator is absent or at which the First Vice Moderator is presiding in the absence of the Moderator. The position on the committee occupied by the Secretary shall be filled by the Assistant Secretary at any meeting of the committee from which the Secretary is absent. The Executive Committee shall conduct the current and ordinary business of the Association between meetings of the Board of Trustees. If between meetings of the Board of Trustees, matters arise which (1) in the opinion of the Executive Committee are not current and ordinary business but in the best interests of the Association must nevertheless be acted upon, or (2) the Executive Committee has been authorized by the Board to be acted upon, then the Executive Committee may act thereon for the Board of Trustees, but only if four or more members vote the action.

~~Section 7.7 Finance Committee~~

~~The Finance Committee shall consist of the Financial Advisor, the Treasurer, five trustees, and the Moderator without vote. The duties of the Finance Committee are set forth in Article X.~~

Section 7.14 Audit Committee

The Audit Committee shall consist of ~~five~~ four members as follows:

three persons appointed by the Board, none of whom are members of the Board or hold a salaried position with the Association;

and the Financial Advisor; ~~and~~

~~a member of the Finance Committee, who shall be appointed by the Board.~~

No member of the Audit Committee shall serve for more than four terms on the Audit Committee.

The duties of the Audit Committee are set forth in Article X.

~~10.2 Duties of the Finance Committee~~ Election and Duties of the Financial Secretary

The Financial Secretary shall be elected from among the members of the Board of Trustees by its members. The Financial Secretary facilitates the Board's conversations in order to fulfill its financial responsibilities.

~~The Finance Committee shall submit proposed annual budgets for the Association to the Board of Trustees and make recommendations to the Board with respect to major financial policies of the Association other than those pertaining to investments. It shall review the use made of specific funds held by the Association and shall also recommend long-range financial plans.~~