## Minutes of UUSJ Board Meeting October 24, 2020

For the purpose of considering By-laws and Policies amendments

**Participants**: John Peterson, Emily Koechlin, Larry Underwood, Tanner Wray, Eleanor Piez, Pat Behenna, Jack Lebowitz, David Shilton, Ken Mitchell, Terry Grogan, Sean McCarthy, Peter Bishop, Martha Ades, Bob Denniston, Charlotte Jones-Carroll, David Strauss, Gary Magnuson (through By-laws vote), Pablo De Jesus, Executive Director and Evan Junker, consultant

Chair Bob Denniston opened the meeting with a chalice lighting and reading of UU fifth principle. Secretary Charlotte Jones-Carroll confirmed a quorum. Bob noted that trustees should have in hand or have read four documents: proposed By-laws sent 10/14, proposed Policies sent 10/14, updated summary of Motions sent 10/22 and a 10/22 memo summarizing the ways the Governance team of the strategic planning process had taken account of feedback from earlier discussions and communications. Governance team was headed by Sean McCarthy, and included David Strauss, Emily Koechlin and Charlotte Jones-Carroll, advised by Evan Junker. Bob thanked the team members, Evan and Pablo for their intensive work to develop the proposed changes in By-laws and Policies.

David Strauss, chair of the Development Committee took the opportunity to advise the Board that their donations requested at the last Board meeting to meet the \$6000 challenge donation had surpassed the matching funds needed, and he thanked all who had donated.

First Motion-By-laws: Sean McCarthy explained that current By-laws required proposed amendments to By-laws to be circulated ten days before a meeting to consider them, so proposals for both new By-laws and Policies had been circulated October 14. In order to incorporate further feedback made after Oct. 14, the Governance team would be moving to amend the proposed drafts before seeking a final vote on them. To begin, Sean moved and David Strauss seconded that: The By-laws as presented and amended on October 24, 2020, are adopted. Existing By-laws of UUSJ, as amended Feb 4, 2017, shall remain in effect until rescinded and/or replaced per Annex A attached. The key changes were to establish new board size and composition, requiring that board members be all at-large and elected by the Board rather than being named by congregations, redefine the size, composition, and responsibilities of the Nominating Committee, simplify language regarding establishment of committees and change the term limits for officers and Trustees. In line with best practices, much of the language in old By-laws, specific responsibilities for committees, along with numerous other more administrative clauses such as indemnification, were moved to Policies. Discussion: Differences between By-laws and Policies were metaphorically described as the bones (By-laws) and flesh (Policies) of our governance system. In response to a query about whether there would be further opportunities to change the By-laws before the June 2021 Annual meeting, when the key Articles of the By-laws would become effective, Evan Junker said this would have to be in the form of a motion to reconsider, and he urged not to do this until the new governance system had been tested for a year or two. Other comments: A Trustee (Board member) does not now need to be a member of UUSJ, as that is not spelled out, but Sean stated that in practice Trustees would be expected to become members of UUSJ. In any case under the current individual member fee structure, any contribution allows an individual to become a member. Eleanor Piez asked to go on record that she did not fully agree with the provision making Roberts Rules of Order as the parliamentary guide, although she generally supported moving forward. Evan noted that only Robert's Rules at this point has widely available resources to check issues of rules interpretation, so for now, only Robert's Rules are practical to use in our meetings, but that the Board could form a committee in the future to carefully study other rules options and propose a change, if that is found to be desirable. A query about where to indicate dues policies for congregational members led to agreement that these should not be in the Bylaws to permit flexibility. Before calling the question, Sean McCarthy moved and Martha Ades seconded

a motion to amend the proposed By-laws further, as indicated in Section Six of the memo circulated 10/22 to make the majority of the Nominating Committee non-Trustees and to remove the requirement that that Committee nominate Chairs of Standing Committees. Instead the Chairs of Standing Committees would be selected by the Trustees. Sean pointed out that in practice the Trustees may have to turn to the Nominating Committee or specially appointed committee to recommend candidates. The intent of having a majority of the Nominating Committee be non-Trustees is to provide the means to be intentional in getting a diverse Board rather than one that is ingrown. This amendment was approved (17-0), after which the main motion to approve the (now amended) new By-laws was approved (17-0).

Second Motion- Policies: Sean moved and John Peterson seconded a motion to adopt Policies of UUSJ as presented and amended on October 24, 2020 and to rescind all policies of UUSJ adopted or dated prior to October 24, 2020. Discussion: Should the Policies incorporate specific ways of setting dues for congregational members ("fair share")? There was agreement that there is nothing to preclude the Membership Committee (added as a new Standing Committee in the above By-laws) from recommending dues. (In fact, Section 7.7.1 of the Bylaws makes the Membership Committee responsible for "recommending dues levels" to the Board, and Section GP 3.5 of the Policies states that the Membership Committee "shall periodically recommend to the Board the dues levels for each category of membership.") Bob questioned whether the first sentence in Policy GP 11: Membership Dues was vague, because all categories of members were not mentioned in the phrase: "...financial strategy that relies on its members..." Further, Bob also questioned whether the mention of standards for setting "individual member" dues in Policy GP 11(a) created a conflict or problem of omission, because there are no similar standards set elsewhere in GP 11 for congregational or affiliate member dues. Evan did not think the use of the word "members" by itself in the first sentence of GP 11 created any ambiguity or conflict nor that it was necessary to set standards in GP 11 for every category of membership. It was agreed that if the Board felt it was necessary in the future, it could by majority vote add language to GP 11 to set specific dues requirements for "affiliate" and "congregational" members. Eleanor Piez asked to go on record that while she appreciated the Governance team response to feedback (adding a clause to Executive Limitations (EL 1) making civil disobedience an exception) about the Limitations on the Executive Director being required to act within the law, she knew of potential need for other exceptions in addition to civil disobedience, since racist/privileged laws may need to be broken to achieve justice. Eleanor was encouraged to work with Sean to take on a future review to find the best wording change for that addition to the Policies. Before calling the question on this motion, Sean moved and David Strauss seconded a motion to amend the proposed new Policies to add language (GP 5.2) that would make clear that UUSJ seeks certain characteristics in its Trustees:

## UUSJ seeks to have as Trustees individuals who have many or all of the following characteristics:

- Have experience in organizational change and transition
- Have a passion for social justice advocacy, education, and/or witnessing
- Have knowledge of the justice-making environment, particularly in a faith-based context
- Reflect the racial, gender, age, and geographic diversity of UU justice-making experience
- Are representative of impacted communities

<u>Discussion</u>: The first bullet of GP 5.2 proposed above asks for trustees to have experience with organizational change, which seemed to be more about the current moment than regular future needs for experience in organizational functioning. After comments that organizations are experiencing constant change today and that trustees should have the skills to know when change is needed, there was agreement to leave the wording as is. <u>The amendment inserting GP5.2 was</u> then approved (16-0) and the main motion to adopt new Policies was passed (16-0).

Third Motion – Nominating Committee composition: Sean moved and David Strauss seconded the following:

The Chair of the Nominating Committee is instructed to propose at the December meeting of the Board three additional members who are not Trustees to serve on the Nominating Committee with the goal of increasing the geographic, racial, gender, and age diversity of the Committee and the representation of impacted communities. Such nominees should have a passion for social justice and support UU principles.

A friendly amendment, proposed by John Peterson, transferred the same wording as intended for the trustees to the members of the Nominating Committee, that they should "have a passion for social justice **advocacy**, **education and/or witnessing."** [Added language shown in bold.] <u>This friendly amendment was approved</u> (15-0-1 abstention) and then the main motion was approved (15-1).

**Fourth Motion – Charge to Nominating Committee:** Sean moved and Peter Bishop seconded the following:

The Nominating Committee is instructed to identify capable, willing persons to serve on the UUSJ Board of Trustees, beginning in July 2021 and serving staggered terms of three years. The Board wishes to elect a slate of eleven (11) candidates for service on the new Board, preferably composed of a significant number of persons who have never served as a UUSJ Trustee or Alternate.

Furthermore, the Board expresses a strong interest in candidates who:

- Have experience in organizational change and transition
- Have a passion for social justice advocacy, education, and/or witnessing
- Have knowledge of the justice-making environment, particularly in a faith-based context
- Reflect the racial, gender, age, and geographic diversity of UU justice-making experience
- Are representative of impacted communities

<u>Discussion:</u> The use of "significant number of" was clarified to indicate that, in a new board of 11 persons, there would need to be at least three and possibly more persons who had not served on the UUSJ board before. To be any more specific would tie the hands of the Nominating Committee, which recognizes that UUSJ is not widely known and thus has not built a high level of respect that would attract new people to serve on the Board initially. Also, the new board would need to have staggered terms so that, for example, some of the continuing members might take the one-year terms, and so on, to allow a more gradual transition to a completely new board, without losing the institutional memory offered by continuing some current Trustees. <u>This motion was approved (15-0).</u>

Fifth Motion – Roster of Advisors: Sean moved and Jack seconded the following:

Resolved: The Executive Director is instructed to develop a roster of advisors by the time of the annual meeting of the Board in June, 2021 with the intent that the Executive Director may call on any of them, as necessary, to assist UUSJ in its operations. Such advisors may be former board members, subject matter experts, leaders from collaborative partners, representatives from moral owner groups, or others.

<u>Discussion</u>: It was clarified that the June 2021 date in the resolution was a start date, not a final one, as advisors could be added at any time. A Policy on this was not needed because proper governance demands that the Board not tell the Executive Director what to do but sets objectives/goals to be achieved. When or where to use an advisor should be up to the Executive Director. <u>Motion was approved</u>. (15-0).

**Sixth Motion – Congregational Liaisons:** Sean moved and John Peterson seconded the following motion:

Resolved: The Executive Director shall incorporate in their work plan a program to establish a liaison from each member congregation to UUSJ.

<u>Discussion</u>: In response to a query about whether the Membership Committee should have a role in this, it was clarified that the role of the Membership Committee should be to grow membership, while the responsibility for managing existing membership, including finding a responsible champion is congregational members is an operational function. Discussants commented that, given ebb and flow of congregations' interest in UUSJ and similar organizations, it is not possible to mandate that every congregation will have a liaison to UUSJ. This is realistic but does not preclude having a program to identify liaisons. It will be up to the Executive Director to decide whether they seek volunteer help with this operational task, particularly from the Membership Committee, or rely on paid staff. The motion was approved (16-0).

<u>NOTE:</u> Occasionally, Board members had to step away from the zoom meeting, which results in the slightly different total amounts of votes approving motions).

Other Business: Chair Bob Denniston sought assistance in conducting the <u>biennial survey to</u> <u>determine priorities for future UUSJ advocacy/education</u> focus. A brief explanation had been circulated suggesting that this survey be expanded in two ways, compared to past ones: (i) expanding the questions asked to be more open to new ideas offered about ways of accomplishing UUSJ's mission and (ii) reaching out to at least 200 respondents by going beyond known dues-paying members. The <u>participants endorsed this expansion</u>. Some noted that UUSJ would have to reach out to non-member congregations and unaffiliated partners for assistance in promoting the survey (CLF, UUJEC, UUMFE, UURISE, UUSC). Evan stated that the timing of this survey was less important than getting a meaningful number of completed surveys (at least 200).

Pablo De Jesus indicated that the UUSJ website would begin to include key strategic planning documents, but that initially these would be password-protected, until such time as the Board advised him what can be made public. Evan suggested that UUSJ not put documents on the website that are only password-protected unless we are confident of overall security of the website.

Bob reminded board members to complete the agreed "appreciative inquiry" calls before the end of the month.

Upcoming meetings: December 12 – GALA – please participate and promote:

December 19 – Winter Board Meeting (Zoom)

Charlotte Jones Carroll, Secretary

## ANNEX A to Minutes of UUSJ Board Meeting of October 24, 2020

## 1. Adoption of Bylaws

The bylaws as presented and amended on October 24, 2020, are adopted in the following manner. Existing Bylaws of UUSJ, as amended Feb 4, 2017, shall remain in effect until rescinded and/or replaced per the following schedule:

Effective Date of Change	Existing Bylaws Rescinded	New Bylaws Take Effect	Explanation
			Minor changes in language, acknowledging:
			We do not control whether we are an affiliate organization
Immediately	Articles I, II, III	Articles I, II, and III	with the UUA;
			Changes in the purpose to allow organization to be more
			national and have fewer regional limitations.
Immediately	Article IV	Article IV	Changes membership definitions and qualifications based on the past year's work and the structures put forth by the Board and Membership Committee. Specific details of membership are being shifted to the Policy documents. Appropriate policies will be adopted along with each of the Bylaws in this set.
2021 Annual Meeting	Article V: Board of Trustees	Article V: Board of Trustees	Establishes new board size and composition, redefines the Nominating Committee, eliminates proxies, changes processes to fill vacancies.
2021 Annual Meeting	Article VI: Officers	Article VI: Officers	Mild adjustments to definitions of roles with responsibilities reflected in supporting Policy documents; changes term limits of officers, aligns officer terms with board terms.
Immediately	Article VII: Committees	Article VII, Sections 7.1, 7.2: Committees	Simplifies language establishing committees; responsibilities of failing committees revert to Board, not Executive Committee.
January 1, 2021	Article VIII - XI: Definitions and	Article VII, Sections 7.3 - 7.7:1	Shifts to best practices, leaving the establishment of committees, their

	Responsibilities of Standing Committees	Definitions Standing Committee of Exec Co Defined	s, Role	formation and composition, and their terms in the Bylaws. Specific responsibilities and charges are moved to Policies. Also consolidated for simplicity in numbering. Exec Committee remains defined largely in Bylaws because of its administrative authority.
Immediately	Article XII: Fiscal Year; Article XIII: Dissolution	Article VIII: Fiscal Year; Article IX: Dissolution		No Change
Immediately	Article XIV: Adoption of Bylaws			Removed (irrelevant). Adoption of Bylaws is governed by whatever rules exist, and text within the adopted Bylaws has no effect until (ironically) they are adopted.
2021 Annual Meeting	Article XV: Amendments	Article X: Amendments		As best practice, moves amendments of Bylaws to annual meetings and requires 2/3 vote. Currently a majority vote at any meeting can amend the Bylaws. This makes it as easy to change the Bylaws as to change the Policies, which is unhealthy.
Immediately	Article XVI: Miscellaneous			Where appropriate these provisions are moved to Policies.
	 Article XI: Parliamen Procedure	-	Acknowle authority.	edges Roberts Rules as the parliamentary

These new Bylaws shall be considered adopted in their entirety upon affirmation at the 2021 Annual Meeting.