

# FAQs about the UUSJ Board Transition

Prepared by the Strategic Plan Governance Team for the UUSJ Board of Trustees

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## Background

UUSJ has been engaged in a strategic planning process for more than a year. Among other things UUSJ has decided to have a smaller, more manageable Board of nine to eleven members. The new Board will be responsible for setting internal and external policies for the organization, reviewing, but not managing, the progress of the Executive Director and staff towards meeting the goals of the organization, and raising funds to support it. In addition, the decision was made that Board members would no longer be chosen by UUSJ member congregations. As part of a change to becoming a national organization, we will seek out and elect a deliberately diverse set of Board members from a broad range of geographic, racial, gender and age backgrounds.

These new Board members will not be responsible to a limited number of churches in the DC metropolitan area, but will be responsible to the “moral owners” of UUSJ, which are: individual UU’s, UU congregations, and impacted communities throughout the country. It is hoped that this rearrangement of responsibilities and perspectives will result in a broader, national perspective responsible to a wider community of moral owners. This should enable UUSJ to transition to become a larger, national organization with an empowered professional and volunteer staff.

In developing the strategic plan to carry out this transformation, the UUSJ Board approved new statements of the UUSJ vision and mission, identified UUSJ’s values and moral owners, and agreed to the “Ends” UUSJ is working towards.

The Board held a special meeting Oct. 24, 2020 to consider changes to the By-laws and Policies recommended by the Governance Team and included feedback from Board members who had previously reviewed and commented. (See the Minutes for details.) On Oct. 24, 2020, the Board approved motions to adopt these new By-Laws and Policies for UUSJ. The new Policies became effective immediately and replaced all prior UUSJ Policies. The new By-laws were phased in with some effective on October 24, 2020, a few others on Jan. 1, 2021, and the remainder taking effect at the June 2021 annual meeting. (See attached Table adopted Oct. 24, 2020 showing the effective dates of each of the new By-laws).

The new UUSJ By-laws and Policies significantly revise the membership, qualifications, method of election, and stated responsibilities of the Board. They also empower the Executive Director to manage the work to achieve the goals and ends of UUSJ within specified limitations.

### **1. How many members will the Board have going forward? How will the new UUSJ Board be selected?**

Article V, Section 5.2: “The Board shall consist of no less than nine (9) and no more than eleven (11) individuals.”

Article V, Section 5.0: The Nominating Committee “shall nominate a slate of candidates for the Board of Trustees for consideration by the Board of Trustees at its annual meeting pursuant to section 7.5.1”

Article V, Section 7.5.1: “The Nominating Committee, in consultation with the Executive Director, shall nominate candidates for, and the Board of Trustees shall elect, all Trustees and officers of the Board of Trustees.”

At the Special Meeting of the Board Oct. 24, 2020, the Board approved a motion to charge the Nominating Committee to identify eleven (11) candidates to be elected to serve as Trustees on the new Board beginning in July 2021.

### **2. What criteria will the Nominating Committee use to identify and screen candidates for election to the new Board?**

Governance Policy - GP 5.2 Qualifications of 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

In addition, at its October 24, 2020 Special Meeting the Board reiterated the qualifications listed in GP 5.2 and instructed the Nominating Committee “to identify capable, willing persons to serve on the UUSJ Board of Trustees” for staggered terms of three years. The Board also stated that it “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.”

### **3. Who are the members of the Nominating Committee? How were they chosen?**

The current members of the Nominating Committee are: Sean McCarthy, Chair; Emily Koechlin, a Trustee; and four non-UUSJ Trustees: Martha Durkee-Neuman, Rev. Katie Romano Griffin, Carrie Tilton-Jones, and Rev. Amanda Witherspoon. Sean McCarthy was elected to serve as Chair of the Committee in June, 2020; all others were elected by the Board at its December 19, 2020 meeting.

At the March 20, 2021 Board meeting, Sean McCarthy, the Chair of the Nominating Committee, plans to nominate and move the election of two additional members of that Committee: Jan Meslin, a non-Trustee from California, and David Strauss, an At Large Trustee and former member of the Committee. The Nominating Committee for the fiscal year ending June 30, 2021 will thereafter be composed of three UUSJ Trustees and five non-Trustees).

#### **4. Can current UUSJ members or board members nominate or self-nominate candidates for the new Board for consideration by the Nominating Committee??**

Governance Policy GP 3.3: “Prior to making nominations, the Nominating Committee shall consult with the Executive Director, the Chair, and Members of the Board of Trustees, and where feasible moral owners of UUSJ.”

Bylaws, Article V, Section 5.0: “Additionally, individual members may petition for consideration for election as a trustee by securing the signatures of at least 10% of the active individual members as of January 1 of the year of the annual meeting. Any such nominations shall be considered by the Board in addition to the slate of the Nominating Committee.”

The Nominating Committee was charged at the October, 2020 Board meeting with nominating eleven candidates for the Board of Trustees. The Nominating Committee will be meeting during the next few months to seek and consider nominees and will send its proposed nominations for the new Board of Trustees at least ten days prior to the annual Board meeting in June.

There are no formal requirements to being nominated by the Nominating Committee as a Trustee of UUSJ, although UUSJ seeks to have Trustees who have many of the characteristics listed in GP 5.2 (See answer to Question 2 above). However, the Nominating Committee will probably favor candidates who are or would be eligible for “individual” membership in UUSJ (i.e. “Unitarian-Universalist individuals” or “those who support UU principles” [See Bylaws Section 4.4]).

Instead of seeking nomination by the Nominating Committee for election to the Board, “individual members” of UUSJ (which includes all current Board members) may petition to be a nominee for election to the new Board. In order to be considered for election at the annual Board meeting this June any such petition must be signed by 10 percent of the individual members shown as “active” as of January 1, 2021 on the membership rolls maintained by the Executive Director. According to the UUSJ Membership Committee, an “active individual member” is defined as “Anyone who has donated any amount [to UUSJ] in the past twelve months.”

Individual petitions for nomination to the Board should be submitted to the UUSJ Board Secretary not later than ten days prior to the annual Board meeting. This year any such petition must also specify whether the petitioner is seeking a one, two, or three year term of Board membership. The UUSJ Secretary and Executive Director should provide guidance and information to individuals seeking to gather signatures for petitions for nomination. The UUSJ Secretary will determine whether any such petition meets the requirements for petitions for

nominations to the Board and forward the names of all petitioners meeting such requirements to the Chair of the Nominating Committee. Any valid nominations made by petition will be considered by the Board for potential election to the Board together with the nominations made by the Nominating Committee.

Whether seeking to be nominated by the Nominating Committee or by petition all candidates should provide a short biography and brief statement of why they would like to serve on the UUSJ Board of Trustees.

The Nominating Committee will be actively seeking current members of the Board to apply for consideration as nominees to the new Board. Because the Nominating Committee is charged with nominating only a “significant number” of persons with no prior experience as UUSJ Trustees, the Committee must also nominate a significant number of current or former Trustees in order to complete the eleven person Board. In addition, the Committee will value such veteran Trustees, because they are needed to maintain organizational continuity and institutional memory.

Any Board member who is not currently completing (or has not completed within the last two years) a maximum of six years on the Board (e.g., two three-year terms) permitted by the new By-laws and wishes to be considered for election to the new Board should contact the Chair of the Nominating Committee (Sean McCarthy) as soon as possible to express their interest.

However, UUSJ needs the talent and experience of current Board members in many other roles in the future, including serving as volunteer staff in various roles or as consultants to UUSJ on the Roster of Advisors. In October 2020, the Board instructed the Executive Director to develop a Roster of Advisors by the time of the annual meeting in June. Current Board members interested in serving on the Roster of Advisors should contact the Executive Director.

## **5. When will the Nominating Committee propose its slate of candidates for Board membership for the Annual Meeting to take place in June 2021?**

GP 3.3 Nominating Committee Responsibilities: “The Nominating Committee shall send the names and qualifications of nominees it plans to propose to the Board ten days prior to the annual or other meeting of the Board undertaking nominations.”

This is the schedule the Nominating Committee expects to meet..

## **6. Will new Board members have a say in the UUSJ vision, mission, or priorities for 2021-2022?**

There is no expectation that the newly elected Board will reconsider the Vision and Mission statements that were developed through the strategic planning process over the past two years and approved by the Board. On the other hand the discernment process for new UUSJ issue priorities begins with the March 20, 2021 Board meeting and may not be completed until the September, 2021 Board meeting. Members who are new to the Board in July, 2021 will undoubtedly want to be briefed on the Vision and Mission under which UUSJ will be operating,

but there is no reason to believe that a majority of the new Board will find any reason to make the substantial effort necessary to revise them.

However, the “big picture” items will certainly be under the purview of the new Board. The implementation plan for the Values-Vision-Mission-Ends is being developed by the UUSJ staff and will be in the process of being implemented by the time the new Board begins its own work. That implementation plan is by definition based upon the guidance from the Board on what it has set as the Values-Vision-Mission-Ends. The implementation plan (aka “work plan”) is dependent on the Values-Vision-Mission-Ends. A change to any of those will affect the implementation plan. While the Board is within its rights to revisit some or all of these items, it would be well advised to do so extremely judiciously – because there will be a substantial cost in staff time to make the adjustments in the work plan, a change in our identity as an organization, and a juggling of resource and work priorities to meet any redefined Values, Vision, Mission, or Ends.

**7. What are the terms of office for new Board members? Article V, Section 5.3(a):**

The term of each trustee shall be three (3) years (except as a result of vacancy as indicated in Section 5.4), renewable for one additional term. Trustees shall be divided into three (3) classes, each class to consist of those trustees whose terms expire in a given year.

Put another way, in June 2021 we anticipate electing a total of eleven Trustees: three Trustees to a term of one year, four Trustees to a term of two years, and four Trustees to a term of three years.

So that officers of the Board and Chairs of Standing Committees can be elected and begin work in a timely manner, the terms of the new Trustees need to commence immediately following the adjournment of the June, 2021 Board meeting. The Governance Team plans to propose the following amendment at the June, 2021 annual meeting to replace Section 5.3(c) of the Bylaws to effect this:

“(c) Except in accordance with Section 5.4, the term of a Trustee shall commence immediately after the adjournment of the Annual Meeting at which they are elected and shall serve for three years or the remainder of any staggered term to which they are elected and until their successor is elected. A year is defined as the period of time between Annual Meetings.”

**8. Does that mean that some current Trustees whose terms do not expire will be kept on until their terms expire? Or are they off the Board as of July 1?**

All current Board members and alternates will be off the Board as of July 1 (or the adjournment of the June, 2021 annual Board meeting, if the Bylaws are amended as proposed; see answer to the previous question), replaced by the new Board members elected by the current Board. However, other than the requirement that a Board member not have completed two three year terms within the past two years there is no bar to current Board members being nominated for and elected to the new Board.

It is anticipated that roughly one-third of the new Board members will have three-year appointments, one-third will have two-year appointments, and one-third will have one-year appointments, to satisfy the requirements in Article V, Section 5.3, as noted above in #7.

**9. Why are we reformulating how the Board is elected? Up until now Board members (with the exception of at-large Board members) have represented their congregations, and in fact member congregations have selected Board members to represent them. Now that this is no longer the case, who do the new Board members represent? To whom are they accountable? Moral owners? Impacted communities?**

Having congregations choose most of the UUSJ Trustees created two major problems -- the requirement to increase the Board size as congregational members are added and accountability.

First, the UUSJ Board was too large (with 20 or more members plus alternates) to function efficiently and make decisions as a Board. To function effectively, some decisions that might have been made by the Board were instead made by the Executive Committee (and previously by an informal "Core Group" which incorporated the Executive Committee). In addition, adding more congregations as members of UUSJ to grow the organization would have required adding even more Trustees to the Board, which would result in an even larger, more unwieldy Board.

Second, having board members who reported both to UUSJ and their congregations did not allow for clarity of accountability. UUSJ has now identified its moral owners and decided that it wants its Board of Trustees to be accountable to them. Moral owners include individual UU's, UU congregations, impacted communities, and representatives of impacted communities throughout the country. We would like intentionally to try to elect Trustees who are diverse and accountable as much as possible to our moral owners. Therefore, our new Trustees are not expected to "represent" any particular moral owner(s), but to be accountable to all of them.

Furthermore, we do not need to choose more than the number of Trustees who can deliberate and act efficiently as Board. Under our new system of governance we can add congregations as UUSJ members without limit and without creating an excessively large, unwieldy Board. We can also ask congregations to support UUSJ financially, because they support our mission and without regard to having a membership on the Board.

**10. What happens to current Board members after July 1? Will they be expected to serve as liaison with their congregations whom they previously represented?**

There continue to be many opportunities for volunteer staff work for UUSJ, including volunteering to assist or lead Action Teams, Advocacy Corps, "Write Here! Write Now!", as volunteer staff supporting the Executive Director and various committees, and planning the Social Justice Awards Gala scheduled for this fall. The Social Justice Awards Gala is our biennial celebration of social justice achievements by individuals and congregations. However, in the future, Board members will not be permitted to serve in volunteer or paid staff positions at the same time they serve on the Board. There may be some exceptions to this rule to

accommodate organizational needs during the transition period before the new, smaller Board is seated following the June, 2021 annual meeting.

Current Board members may also want to serve as “liaisons” between their congregations and UUSJ. In October, the Board directed the Executive Director to incorporate in their work plan “a program to establish a liaison from each member congregation to UUSJ”. The Executive Director is formulating the details of this program, including how the liaisons will be appointed. UUSC uses congregational liaisons to good effect.

**11. Will “member congregations” still be expected to support UUSJ with a “Fair Share” contribution based on their membership as reported to the UUA? Will “Fair Share” be continued as a basis for member congregations to contribute to the financial support of UUSJ?**

Criteria are being developed by the Membership Committee, working with the Development Committee, to establish guidelines for congregational membership, which will include expected funding support, based on size of congregation, perhaps number of members or annual budget. Later, guidelines for affiliate organizational membership are expected.

**12. Will our “Write Here! Write Now!” partner congregation program be continued? Are they considered member congregations? What role will they play, if any?**

UUSJ’s Write Here! Write Now! partnership with congregations around the country has been a valuable asset, and is a major way UUs outside our area have become familiar with our advocacy work. Whether congregations participating in “Write Here! Write Now!” will have special membership status is a question for the Membership Committee, which is in the process of developing criteria for congregational membership for Board review and approval.

**13. How are congregations going to learn about the UUSJ transformation, including the change in the method of electing members of the Board?**

The Governance Team will assist the Board Chair and the Executive Director in drafting a letter to member congregations about their role in the transformation of UUSJ into a national organization with a national Board, clearly identified moral owners, and a progressive Vision, Mission, and Goals/Ends.

**14. How will leadership positions -- e.g. officers, Executive Committee members, and Standing Committee chairs be selected? Do any of those positions carry over to the new Board from the current one?**

The officers are Board Chair, Vice-Chair, Treasurer, and Secretary, who constitute the Executive Committee. The Executive Director serves as a non-voting member of the Executive Committee.

Per Article V, Section 6.6, The officers “shall be elected by the Trustees at a special meeting held immediately after the Annual Meeting” for one year appointments, having been nominated by the Nominating Committee.”

The terms of new officers commence upon their election at the special meeting of the new Board proposed to be held immediately following the adjournment of the annual Board meeting. (A change to Section 5.3(c) of the Bylaws to be proposed at the June, 2021 annual meeting will clarify this timing of the seating of the new Board. See answer to Question 7.)

The new Board will replace the current Board and elect its own officers and Standing Committee Chairs. None of the current Trustees, officers, or committee chairs will automatically carry over to the new Board. The new Board of Trustees will elect its officers and Committee Chairs from among the Trustees elected to the new Board. (An undetermined but “significant” number of the new Trustees will be members of the current UUSJ Board.)

Per Section 7.2, the standing committees are the Executive Committee, the Finance Committee, the Nominating Committee, the Development Committee, and the Membership Committee. The Executive Director “...shall serve as a non-voting member of all Standing Committees.”

Per GP6, the Board Chair is an ex-officio member of all Board committees.

As for committee membership, per Article VII,

“... Members of Standing Committees other than the Executive Committee shall be proposed in consultation with the Executive Director by the Chair of such committee and approved by the Board.” Committees may nominate their members for election by the Board at that time or at a subsequent Board meeting. At the Special meeting or any subsequent meeting of the Board, the Board may establish Special Committees by any means of appointment or election it chooses.”

**15. What role can Board members play on committees and in other areas? Can they take on leadership roles or serve as “volunteer staff” in some capacity?**

Board members may not take a leadership or other substantial role in volunteer staff positions, although they are encouraged to participate in events or advocacy visits in their Board role. “Volunteer staff” are unpaid volunteers performing staff functions for UUSJ under the leadership of the Executive Director. Board members may and should serve on committees of the Board, but shall not serve as volunteer or paid staff, all of whom report directly or indirectly to the Executive Director. During the transition and prior to the new, smaller Board taking their seats, there may be some exceptions to this rule to accommodate unavoidable, special situations.