

Board Policies for Peoples Church Unitarian Universalist
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1 Values, Mission, and Ends

1.1 Core Values

Community

Compassion

Justice

Spirituality

1.2 Mission

Leading compassionate lives through spiritual growth and just action.

1.3 Ends

1. We partner with others to create a fair and just world.
2. We create a spiritual home that welcomes everyone of good will.
3. We articulate our UU faith, teach it to our children, and live it in the world.
4. We create together transformative spiritual experiences that awaken our compassionate action.
5. We support our Mission with compassionate presence, talented participation, and financial resources.

--adopted August 2018

1.4 Sources of Authority and Accountability (Sources)

The Board of Trustees (the "Board") of the Peoples Church acts on behalf of the Church's membership and others of good will actively engaged in the mission of the church. [If membership and "others of good will" have competing priorities, those of the membership come first.]

2 Governance Process

The Board of Trustees (the “Board”) of the Peoples Church will act on behalf of the Church’s membership and others of good will actively engaged in the mission of the church to further the congregation’s mission and chosen Ends, with appropriate use of its resources, and avoid unacceptable actions and situations as defined in Church Bylaws and these Policies.

2.1 Governing Style

The board will govern lawfully and ethically with an emphasis on (a) outward vision rather than an internal preoccupation, (b) encouragement of diversity in viewpoints, (c) strategic leadership more than administrative detail, (d) clear distinction of board and minister roles, (e) collective rather than individual decisions, (f) the future, informed by past wisdom (g) proactivity rather than reactivity.

Accordingly,

2.1.1 The Board will cultivate a sense of group responsibility. The Board, not the minister, will be responsible for governing. The Board will be the initiator of governance policy, rather than a reactor to minister initiatives. The Board will use the expertise of individual members to enhance the ability of the Board to govern as a body rather than to substitute individual judgments for the Board's values. The Board will be accountable to the Sources for competent, conscientious, and effective accomplishment of its obligations as a body. It will allow no officer, individual, or committee of the board to usurp this role or hinder this discipline.

2.1.2 The Board will guide, govern, and inspire the church by establishing broad written policies reflecting the church's mission, values, and end statements. The Board's major policy focus will be on the intended long-term impacts or ends, and not on the administrative or programmatic means of attaining those ends.

2.1.3 The Board will enforce upon itself whatever discipline is needed to govern in accordance with these policies. Discipline will apply to matters such as attendance, preparation, policy-making principles, respect of roles, and ensuring continuance of governance capability. Continued Board development will include orientation of new Board members in the Board's governance process and periodic Board discussion of process improvements. In accordance with this discipline, the board will address a topic or issue only after it has answered these questions:

- Whose issue is this, minister's or Board's? Is the issue about Ends or Means? If it is about Means, does the issue affect Ends in a significant way? If so, then the board will determine the broadest way to address the issue so that it is still under existing Board policy.
- Has the Board dealt with this subject in a policy? If so, what has the Board already said on this subject? How is this specific issue related? If the Board has already addressed the matter, does the Board wish to change what it has already said?

2.1.4 The Board will regularly monitor and discuss its process and performance as necessary and at least annually. Self-monitoring will include comparison of Board activity and discipline to policies in the Governance Process and Board-Minister Relationship categories.

2.1.5 The Board will deliberate in many voices but govern in one. After subjects have been discussed and voted upon, both majority and minority shall support the action taken and speak with one voice.

2.1.6 The Board will document its process improvements to ensure future boards continue to use them.

2.2 Board Job Description

The job of the Board, acting as an informed agent of the Sources, is to ensure progress on the congregation's ends within established limitations.

Accordingly:

2.2.1 The Board acts as the authoritative link between the Sources and church operations.

2.2.2 The Board will produce written governing policies that address, at the broadest levels, each category of organizational decision:

2.2.2.1 Ends: What difference the church will make, in whose lives, and at what Cost.

2.2.2.2 Governance Process: How the Board conceives, carries out, and monitors its own work.

2.2.2.3 Board-Minister Relationship: How authority is delegated and its proper use monitored.

2.2.2.4 Minister Limitations: What prudent and ethical boundaries within which the minister's activities and decisions must take place.

2.2.3 The Board will monitor and assure the church's progress on Ends and compliance with Minister Limitations.

2.3 Annual Work Plan

The Board will maintain and follow an annual perpetual calendar that enables the Board to:

- (1) engage in regular dialogue with its Sources around Ends policies,
- (2) continually improve Board performance,
- (3) systematically review and assure compliance with Board policies, and
- (4) require periodic reporting from Board committees.

A Board member may recommend or request an item for Board discussion by submitting the item to the Board no later than 5 days before the Board meeting.

2.4 Board President's Role

The President of the Board is a specially empowered Board member who:

- assures the Board systematically and comprehensively follows its policies with integrity.
- represents the Board to outside parties
- presides at meetings of the Board and of the congregation
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2.4.1 The President ensures that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.

2.4.2 The President is authorized to make decisions that fall under the policies in Governance Process and Board-Minister Relationship, except where the Board specifically delegates portions of this authority to others. The President is further authorized to use any reasonable interpretation of the provisions in these policies.

2.5 Board Secretary's Role

The Board Secretary ensures the Board's documents and records are accurate and up-to-date. Accordingly, the Secretary:

2.5.1 Ensures the Board meeting minutes are recorded, reviewed and certified accurate by the Board, distributed to members of the Board and Minister in a timely manner, and posted for congregational access.

2.5.2 Ensures that minutes of other proceedings of the Board and all congregational meetings are recorded, distributed, and posted.

2.5.3 Ensures policies are up-to-date, posted, and available.

2.5.4 Ensures the current version of the bylaws are posted and available.

2.5.5 Checks for actual congregational membership before a congregational meeting.

2.5.6 Ensures a quorum is present prior to any voting at a congregational meeting.

2.6 Board Members' Code of Conduct

The Board commits itself and its members to ethical, professional, and lawful conduct, including proper use of authority and behavior in compliance with the Core Values (policy 1.1) and the Board and Congregational Covenants of Right Relations.

2.6.1 Board members must have loyalty to the ownership, unconflicted by loyalties to staff, other organizations, and any personal interest as a consumer.

2.6.2 Board members must avoid any conflict of interest with respect to their fiduciary Responsibility.

2.6.2.1 Board members will annually disclose their involvements with other organizations vendors, or any associations that might produce a conflict of interest.

2.6.2.2 Taking into consideration individual circumstances involving a contract or transaction, the Board may waive the conflict of interest if:

1. Full disclosure is made to the Board of the specific terms of the contract or transaction by the interested trustee;
2. The Board determines that the contract or transaction is fair, reasonable and in the best interest of PCUU, and;
3. A majority of trustees present at the meeting of the Board (not counting the interested trustee) vote to waive the conflict.

The interested trustee may be present during the Board's discussion of the conflict to answer questions raised by any trustee, but may not be present during the Board's deliberation and vote. The minutes of the Board meeting shall clearly reflect that the requirements above have been met.

2.6.3 Written policies, adopted by majority vote of the Board, shall exercise authority over the organization. Individual Board members may not attempt to exercise authority over the organization.

2.6.3.1 Board members' interaction with the Minister, staff members, or volunteers must recognize the lack of authority vested individually, except when explicitly authorized by the Board.

2.6.3.2 Board members' interaction with public, press, or other entities must recognize the same limitations and the inability of any Board member to speak for the Board except to repeat explicitly stated Board decisions.

2.6.3.3 Board members will not express or act on their individual judgments of Minister or staff performance outside of the Board.

2.6.4 The Board will speak with one voice through its adopted policies. Board members will support the legitimacy and authority of the final determination of the Board on any matter, irrespective of the member's personal position on the issue.

2.6.5 Board members will respect the confidentiality appropriate to issues of a sensitive nature.

2.6.6 Board members will continually self-monitor their individual performance as trustees against policies, qualifications listed in the current trustee position description, and against any other current Board evaluation tools.

2.7 Board Committee Principles

The Board may establish Board-led committees to help carry out its responsibilities. Committees will be used sparingly to preserve the Board functioning as a whole and will not interfere with delegation from Board to Minister. Committees will present directly to the Board and not speak on behalf of the Board without prior Board authorization.

Accordingly:

- 2.7.1 Board committees are to help the Board do its job, not to help the Minister or staff do its job. Committees will assist the Board by preparing policy alternatives and implications for Board deliberation.
- 2.7.2 This policy applies only to committees formed by board action, whether or not the committees include non-board members. It does not apply to committees formed under the authority of the Minister.
- 2.7.3 Board committees cannot exercise authority over staff. Because the Minister works for the full Board, the Minister will not be required to obtain approval of a Board committee before an executive action.
- 2.7.4 A Board committee that has helped the Board create policy on some topic will not be used to monitor organizational performance on that same topic. This prevents Board committees from focusing too much on organizational parts rather than the whole.
- 2.7.5 Committees will be used sparingly and ordinarily in an ad hoc capacity.

2.8 Governance Investment

The Board will invest in its governance capacity. Accordingly:

2.8.1 The Board will have the skills, methods, and support it needs to assure it can govern in accordance with these policies.

2.8.1.1 Training and retraining will be used to orient new and prospective Board Members, as well as to maintain and develop existing Member skills and Understandings.

2.8.1.2 Outside monitoring assistance will be arranged as needed so that the Board can exercise confident control over organizational performance. This includes but is not limited to a fiscal and financial audit.

2.8.1.3 Outreach mechanisms will be used as needed to ensure the Board's ability to listen to Sources' viewpoints and values.

2.8.2 Costs will be prudently incurred for such items as a. Training, including attendance at conferences and workshops, b. Consultations with outside experts, c. Board outreach activities.

3 Board-Minister Relationship

The board's sole official connection to the operational organization, its achievements and conduct will be through the Minister, who is the Chief Executive Officer. The Board will monitor the Minister's performance and hold them accountable for progress on the Ends and compliance with the Limitations.

3.1 Unity of Control

Only decisions of the Board acting as a body, stated in officially passed motions, are binding on the Minister.

Accordingly:

- 3.1.1 Decisions or instructions of individual Board members, officers, Board committees or congregation members are not binding on the Minister except in rare instances when the Board has specifically delegated the exercise of such authority.
- 3.1.2 In the case of Board members or Board committees requesting information or assistance without Board authorization, the Minister can refuse such requests that require, in the Minister's opinion, an excessive amount of funds or staff time, or are overly disruptive to the operational process of PCUU.

3.2 Delegation to the Minister

The Board will direct the Minister through written policies that prescribe the organizational Ends to be achieved and describe organizational situations and actions to be avoided. The Board will allow the Minister to use any reasonable interpretation of these policies.

- 3.2.1 The Board will develop policies directing the Minister to achieve specified results, for specified recipients, within a specified budget. These policies will be developed systematically from the broadest, most general level to more specific levels, and will be called Ends policies. All issues that are not ends issues as defined here are means issues.
- 3.2.2 The Board will develop policies that limit the latitude the Minister may exercise in choosing the organizational means. These limiting policies will describe those practices, activities, decisions, and circumstances that would be unacceptable to the Board even if they were to be effective. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Minister Limitations policies. The board will never prescribe organizational means delegated to the Minister.
- 3.2.3 As long as the Minister uses any reasonable interpretation of the Board's Ends and Minister Limitations policies, the Minister is authorized to establish all further policies, make all decisions, take all actions, establish all practices, and develop all activities. Such decisions of the Minister shall have full force and authority as if decided by the Board.

3.3 Accountability of the Minister

The Board recognizes that all operational decisions and activities are in the Minister's realm of responsibility, and that only the Minister (a) has authority over paid staff and volunteer help and (b) holds paid staff and volunteer help accountable for their efforts and outcomes.

- 3.3.1 The Board will never give instructions to persons who report directly or indirectly to the Minister.
- 3.3.2 The Board will not evaluate, either formally or informally, any staff other than the Minister.

3.4 Monitoring Minister Performance

Monitoring Minister performance is synonymous with monitoring organizational performance against Board policies on Ends and on Minister Limitations. Monitoring will be as automatic as possible and consume a minimum of Board time so that meetings can be used to create the future rather than review the past.

- 3.4.1 Monitoring is done to determine the degree to which Board policies are being met.
- 3.4.2 The Board will acquire monitoring data by one or more of the following methods:
 - 3.4.2.1 By internal report, in which the Minister discloses compliance information to the Board;
 - 3.4.2.2 By external report, in which an external, disinterested third party selected by the Board assesses compliance with Board policies.
 - 3.4.2.3 By direct Board inspection, in which a designated member or members of the Board assess compliance with the appropriate Board policy criteria.
- 3.4.3 Values, Missions, Ends, and Minister Limitations policies will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule.
- 3.4.4 The standard for compliance shall be any reasonable interpretation by the Minister of the Board policy being monitored. The Board is final arbiter of reasonableness, but will always judge with a “reasonable person” test rather than with interpretations favored by Board members or by the Board as a whole.

4 Minister Limitations

The Minister shall not cause or allow any practice, activity, decision, or congregational circumstance that is unlawful, in violation of professional ethics or commonly accepted business practices, or inconsistent with our values.

4.1 Treatment of Members, Visitors, and Friends

With respect to interactions with members, friends and visitors of the church the Minister shall not allow conditions, procedures, or decisions that are unsafe, undignified, unnecessarily intrusive, or that fail to provide appropriate confidentiality and privacy.

Accordingly, the Minister shall not:

- 4.1.1 Use methods of collecting, reviewing, transmitting, or storing information from members, visitors, and friends that fail to protect against improper access to the material.
- 4.1.2 Operate facilities without appropriate accessibility and privacy.
- 4.1.3 Operate without procedures to ensure the safety of congregants and children while at the church or at church functions.

4.2 Treatment of Staff

With respect to treatment of staff and volunteers, the Minister shall not cause or allow conditions that are inhumane, unfair, unsafe, or unprofessional.

Accordingly, the Minister shall not:

- 4.2.1 Operate without written personnel policies for staff and volunteers that provide for effective handling of grievances and protect against wrongful conditions such as harassment, nepotism and grossly preferential treatment for personal reasons.
- 4.2.2 Fail to provide a copy of the personnel policies to staff and volunteers.
- 4.2.3 Prevent staff from grieving to the Board when:
 - a) internal grievance procedures have been exhausted, and
 - b) the employee alleges either that:
 - i) Board policy has been violated to the employee's detriment, or
 - ii) Board policy does not adequately protect the employee's rights.
- 4.2.4 Discriminate against any existing or potential staff or volunteer as defined by city, state and federal laws, on other than clearly job-related criteria, individual performance or individual qualifications.
- 4.2.5 Allow staff to be unprepared to deal with emergency procedures.
- 4.2.6 Fail to provide appropriate privacy and confidentiality.

4.3 Financial Planning/Budgeting

With respect to financial planning and budgeting, the Minister shall not jeopardize either programmatic or fiscal integrity of the organization. Accordingly, the Minister shall not cause or allow fiscal projections that:

- 4.3.1 Fail to communicate a credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
- 4.3.2 Plan the expenditure in any fiscal year of more funds than are reasonably projected to be available in that period.
- 4.3.3 Fail to plan adequately for maintenance and repair of church facilities in accord with prudent practices and any maintenance plan required by Board policy.
- 4.3.4 Present a plan for capital expenditures without a plan for the means to pay for them.
- 4.3.5 Fail to maintain sufficient cash reserves to maintain ongoing operations for a minimum of three months' worth of expenses.

4.4 Financial Conditions and Activities

With respect to the congregation's actual, ongoing financial condition and activities, the Minister shall not cause or allow the development of financial jeopardy or material deviation of actual expenditures from Board priorities established in Ends policies.

Accordingly, the Minister shall not:

- 4.4.1 Allow spending to deviate materially from Board priorities in Ends policies or approved budgets unless so authorized by the Board.
- 4.4.2 Borrow any amounts without prior Board approval.
- 4.4.3 Use any long-term reserves without prior Board approval.
- 4.4.4 Use any endowment funds beyond distributions consistent with professional fund management guidelines.
- 4.4.5 Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.

4.5 Asset Protection

The Minister shall not cause or allow church assets to be unprotected, inadequately maintained, or unnecessarily risked.

The Minister will not:

- 4.5.1 Fail to maintain insurance against theft and casualty losses to at least 80% of replacement value and against liability losses to Board members, staff, and the organization.
- 4.5.2 Allow unnecessary or unvetted access to financial accounts or allow unbonded personnel access to material amounts of funds.
- 4.5.3 Allow land, buildings, or equipment to be subjected to improper wear and tear or insufficient maintenance.
- 4.5.4 Unnecessarily expose the organization, its board, or staff to claims of liability.
- 4.5.5 Make any purchase of over \$5,000.00 without at least two competitive bids.
- 4.5.6 Fail to protect intellectual property, information, and files from loss or significant damage, or fail to apply appropriate documentation and retention standards.
- 4.5.7 Receive, process, or disburse funds under insufficient controls.
- 4.5.8 Invest imprudently or in a way that doesn't align with the church's values, mission, and Ends.
- 4.5.9 Endanger the church's public image or credibility.
- 4.5.10 Endanger the church's non-profit status.

4.6 Asset Utilization

The Minister shall not allow the use of Church assets in a manner that does not support the Ends policies and is not congruent with Unitarian Universalist principles. To this end, the Minister shall not fail to develop and implement policies for building usage, by members, staff and by others, including fund-raising events, that are consistent with the congregation's Mission, and the Board's Ends policies, that give priority to use by members and staff, and that protect the integrity and cleanliness of the building and the surrounding area.

4.7 Compensation and Benefits

With respect to employment, compensation and benefits to employees, consultants, and contract workers, the Minister shall not cause or allow jeopardy to fiscal integrity.

The Minister will not:

- 4.7.1 Change his or her own compensation and benefits or allocated professional expenses as established by the board.
- 4.7.2 Promise or imply permanent or guaranteed employment.
- 4.7.3 Establish current compensation and benefits that:
 - 4.7.3.1 deviate materially from UUA fair compensation guidelines, absent legitimate articulated reasons;
 - 4.7.3.2 create contractual obligations over a term longer than revenues can be safely projected, in no event longer than one year and in all events subject to losses of revenue.
- 4.7.4 Establish compensation or change benefits so as to cause unpredictable or inequitable situations, including those that:
 - 4.7.4.1 incur unfunded liabilities;
 - 4.7.4.2 provide less than some basic level of benefits to all full-time employees, though differential benefits are not prohibited;
 - 4.7.4.3 allow any employee to lose benefits already accrued from any foregoing plan.

4.8 Communication and Support of Board

The Minister shall not cause or allow the board to be uninformed or unsupported in its work. Accordingly the Minister shall not:

- 4.8.1 Neglect to submit the monitoring data required by the board in a timely, accurate, and understandable fashion, directly addressing provisions of the board policies being monitored.
- 4.8.2 Withhold from or provide untimely or inaccurate information or notification to the Board concerning relevant trends, public policy initiatives, public events of the church, and material external and internal changes, particularly changes in the assumptions upon which any Board policy has previously been established.
- 4.8.3 Provide and gather insufficient staff and external points of view, issues, and options as needed for fully informed Board decisions.
- 4.8.4 Present information in unnecessarily complex or lengthy form.
- 4.8.5 Withhold from the Board the need for changes in Board policies of which the Minister becomes aware.
- 4.8.6 Make public statements about the official position of the congregation or Board on controversial social, political, and/or congregational issues unless the congregation or the Board has formally and explicitly adopted them as positions of record. Nothing in this policy shall be construed to infringe upon the fundamental principle of freedom of the pulpit.

4.9 Emergency Minister Succession

In order to protect the church and Board from sudden loss of Minister services as Executive, the Minister must not operate without having at least one other leader familiar with Board and operational issues and processes.