

Eno River Unitarian Universalist Fellowship

Governance Policies

Note: In regard to the following governance policies, where there is contradiction between the Bylaws and these policies in terms of congregational authority, the Bylaws supersede these policies until the Bylaws are changed and approved by the congregation.

III. Governance Process Policy

GP1 GOVERNING STYLE

The board will emphasize strategic leadership rather than administrative detail, clear distinction of board and staff roles, future rather than past or present, and pro-activity rather than reactivity.

In this spirit, the board will:

1. Focus chiefly on intended long term impacts or ends, not on the administrative or programmatic means of attaining those effects.
2. Represent, direct, and inspire the congregation through the careful establishment of policies that reflect our congregation's values and perspectives.
3. Enforce upon itself whatever discipline is needed to govern with excellence.
4. Discipline will apply to policy-making principles, respect for defined roles, and attendance
5. After subjects have been discussed and voted upon, both majority and minority will support the action taken and speak with one voice. The “one voice” principle makes it possible to ensure that the board’s decision is clear and unambiguous. “One voice” requires all board members, even those in the minority on a vote, to respect and fairly represent the decision that was made.
6. Be accountable to the congregation and other stakeholders 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.
7. Monitor and regularly discuss the board’s own process and performance.
8. Ensure the continuity of board improvements through systematic treatment of its own institutional memory (e.g. thorough orientation of new Board members and frequent review and revision of policy documents as needed.)
9. Be an initiator of policy, not merely a reactor to staff initiatives. The board, not the staff,

will be responsible for board performance.

GP2 BOARD JOB CONTRIBUTIONS

The job of the board is to make certain contributions that lead the congregation toward the desired ENDS and ensure that progress toward these Ends occurs. The board's specific contributions are *unique* to its trusteeship role and *necessary* for proper governance and management.

Consequently, the job of the board shall be to:

- A. Represent and hold in trust the vision, values and resources of ERUUF to and for the congregation and in relation to the larger community.
- B. Write governing policies which, at the broadest levels, address:
 1. **ENDS:** Ends deal with the mission, vision and broadest goals of ERUUF, defining what needs are to be met and for whom (i.e., what good are we doing for which people?). The Ends policies describe our priorities and drive all congregational work.
 2. *Lead Minister Limitations:* Constraints on Lead Minister authority which establish the boundaries of prudence and ethics within which lies the acceptable arena of Lead Minister activity, decisions, and organizational circumstances.
 3. *Governance Process:* Specification of how the board conceives, carries out and monitors its own task.
 4. *Board-Lead Minister Relationship:* How power is delegated and its proper use monitored.
 5. *Conflict Resolution:* Processes and procedures by which conflicts, grievances and disruptive behavior can be managed.
 6. *Governance organizational structure:* Basic guidelines for the formation, management and accountability of committees, ministry teams and other functional groups at ERUUF.
- C. Ensure Lead Minister performance through monitoring and evaluation in accord with policies GP2.B.1, GP2.B.2, and GP2.B.4.

GP3 OFFICER'S ROLES

A. Selection of Officers

1. The officers of the Board shall be the Chair, the Secretary and the Finance Liaison Officer.
2. Officers of the Board shall be elected annually by each new Board at its first official meeting of the year, which may include the Board's first planning retreat.
3. Nominations for Board positions may be self-nominations or may come from fellow Board members, as long as the nominee agrees to serve in the position. Nominees for Chair must have previously served at least one year on the Board, per ERUUF's bylaws.
4. Voting will be by written ballot and the winner for each office will be the nominee having the largest number of votes.

B. Officer's Roles

1. The job of the **Chair of the Board** is to ensure the integrity of the board's process. The Chair is the only person authorized to speak for the board other than in rare and specifically authorized instances.
 - a. The job output of the Chair is that the board behaves consistent with its own rules and those legitimately imposed upon it from outside ERUUF.
 1. Meeting discussion content will focus on those issues which, according to board policy, clearly belong to the board to decide, not the Lead Minister.
 2. Deliberation will be timely, fair, orderly and thorough, but also efficient, limited to time and kept to the point.
 3. Roberts' Rules are observed except where the board has superseded them.
 - b. The authority of the chair consists of facilitating a quality board process consistent with board policies on Governance Process and on the Board-Lead Minister Relationship. The Chair is authorized to use any reasonable interpretation of the provisions of board policies on governance process and Board-Coordinating Team relationship, except when the board specifically delegates portions of this authority to others. The Chair's authority does not extend to making decisions within Ends and Lead Minister Limitation policy areas. Nothing in this policy is intended to interfere with mutual interaction about individual understandings of policies.

1. The Chair is empowered to chair board meetings with all the commonly accepted power of that position (e.g. ruling, recognizing).
 2. The Chair's authority does not extend to supervising, interpreting board policies to or otherwise directing the Lead Minister.
2. The job of the **Secretary** is to ensure the integrity of the board's record. The Secretary is responsible for ensuring the:
- a. Recording and distribution of accurate minutes of board meetings.
 - b. Maintenance of the master copy of the current policies by recording amendments, distributing the current policies to board members and the Lead Minister/Coordinating Team, and making current policies accessible to board, Coordinating Team members, and the congregation.
 - c. Public announcement of the annual meeting and other related duties as assigned by the Board.
3. The job of the **Finance Liaison Officer** is to ensure that the board remains informed and provides adequate oversight of the state of ERUUF's finances. The Finance Liaison Officer is responsible for ensuring that the board's Financial Advisory Committee:
- a. oversees the monthly financial reports from the ministry/administrative staff and provides an independent analysis to the board.
 - b. oversees the bidding for and conduct of an annual external audit
 - c. reviews the audit report and evaluates whether recommended corrective measures have been addressed by the Lead Minister and staff.
 - d. participates in the initial review and commentary during the annual budget formulation process.
 - e. advises the board of any financial concerns that need to be addressed by the board.

GP4 BOARD MEMBERS CODE OF CONDUCT

The board expects of itself and its members (hereafter "trustees") ethical and businesslike conduct. This commitment includes proper use of authority and appropriate decorum in group and individual behavior when acting as trustees.

- A. Trustees must represent unconflicted loyalty to the interests of the congregation. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs. This accountability supersedes the personal interest of any trustee acting as an individual congregation member.

- B. Trustees must avoid any conflict of interest with respect to their fiduciary responsibility.
1. There must be no self-dealing or any conduct of private business or personal services between any trustee and the congregation except as procedurally controlled to assure openness, competitive opportunity and equal access to “inside” information.
 2. Trustees must not use their positions to obtain for themselves, family members or close associates employment by ERUUF.
 3. Should a trustee be considered for employment by the congregation, s/he must temporarily withdraw from board deliberation, voting and access to applicable board information.
 4. Should a trustee be employed by the congregation or act as a paid consultant, he or she must resign from board service.
- C. The affairs of the Fellowship shall be governed by written policies adopted by majority vote of the board, in the four areas of governance, consistent with the bylaws. Individual trustees may not attempt to exercise individual authority over the congregation except as explicitly set forth in board policies. In particular:
1. Trustees’ interaction with the Lead Minister or with staff must recognize the lack of authority in any individual trustee or subgroup (committee, task force, ministry team) of trustees.
 2. Trustees’ interaction with the public, press or other entities must recognize the same limitation and the similar inability of any trustee except the Board Chair (GP3.A) to speak for the board.
 3. Trustees will express no judgments of the performance of the Lead Minister or staff except as that performance is assessed against explicit board policies by a formal evaluation process.
- D. Trustees are encouraged to continually self-monitor their individual performance as trustees against these policies, against the qualifications listed in the current trustee position description, and against any current board evaluation tools.

GP5 COMMITTEE PRINCIPLES

The board may establish committees to help carry out its responsibilities. Committees will be used sparingly to preserve the board functioning as a whole when other methods have been deemed inadequate. Committees will be used so as to minimally interfere with the wholeness of the board’s job, and so as never to interfere with delegation from board to Lead Minister.

- A. Board committees may not speak or act for the board except when formally given such authority for specific and time-limited purposes. Such authority will be carefully stated in order not to conflict with authority delegated to the Lead Minister.
- B. Board committees are to help the board do its job, not to help the staff do their jobs. Committees will assist the board chiefly by preparing policy alternatives and implications for board deliberation. Board committees are not to be created by the board to advise staff.
- C. Board committees cannot exercise authority over staff and, in keeping with the board's focus on the future, board committees will not ordinarily have direct dealings with current staff operations. Further, the board will not impede its direct delegation to the Lead Minister by requiring approval of a board committee before a Lead Minister action. The Lead Minister works for the board, never for a board committee or officer.
- D. This policy applies only to committees which are 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 Lead Minister.

GP6 STANDING COMMITTEES OF THE BOARD

The board has established the following Standing Committees to help it do its work:

- A. Finance Advisory Committee – The purpose of the Finance Committee is to provide financial oversight and advice to the Board of Trustees. It shall be composed of two members of the congregation with professional financial expertise (CPA, MBA, etc) and a member of the Board of Trustees. Members of the committee will be chosen by the board and will report only to the board. The chair of the committee is to be selected by the Committee itself.
- B. Committee on the Evaluation of Ministry – The purpose of the Committee on Evaluation of Ministry is to provide evaluation of the overall ministry of ERUUF and the Lead Minister of ERUUF. It shall be composed of two board members and two additional members of ERUUF. Members of the committee will be chosen by the board and will report only to the board. The chair of the committee is to be selected by the committee itself.

GP7 BOARD POLICY MAINTENANCE

- A. All policies approved by the board shall be kept in a policy manual in both electronic and hardcopy versions. The hardcopy version shall reside in the ERUUF office and be available for viewing to all members, friends and staff. The electronic version shall be posted on the ERUUF website.
- B. The Secretary or his/her designee shall be responsible for keeping the policy manual up to date at all times.

- C. A Table of Contents shall be provided at the beginning of the policy manual listing each policy or major sub-policy contained in the manual.
- D. Dates of original approval and amended versions of the board's Governance Policies shall be placed at the bottom of the section in which the amended policy ends. All amended policies shall replace prior policies in the policy manual.

GP8 BOARD MEETINGS

A. Setting the Agenda for ERUUF Board of Trustees Business Meetings

1. The Board of Trustees shall establish a Steering Subcommittee comprised of the officers of the Board (or the Chair and two other Board members) and the Lead Minister. This committee shall meet, when possible, two weeks prior to each Board business meeting and be responsible for setting the meeting agenda.
2. The agenda for all Board meetings should reflect the priorities established by the Board, along with other business being presented to the Board.
3. Board members and members of the Congregation should notify the Steering Subcommittee at least two weeks in advance of the Board meeting if they wish to propose topics for the agenda. Proposals that are submitted in writing or via e-mail to the Chair prior to the meeting of the Steering Subcommittee will be considered for the agenda.
 - a. Proposal of an agenda item does not guarantee space on the agenda, though it will be discussed in the meeting of the Steering Subcommittee. A person who has submitted a proposal shall receive a response from a member of the Steering Subcommittee notifying him or her whether or not the item has been accepted and placed on the agenda.
 - b. A board member who still disagrees with the Steering Subcommittee's rejection of his/her proposed agenda item can resubmit the request, and the Steering Subcommittee is required to honor it, giving the proposed item enough time on the agenda for the board as a whole to consider it.
 - c. The Steering Subcommittee may also set time on the agenda for items for which no written proposals have been made. These may include approval of minutes, review of financial and other reports, updates from board committees or task forces, monitoring responsibilities, resolutions, etc.
4. The Chair then shall, consistent with the board's agreed upon priorities and the Steering Subcommittee's agreed upon agenda items, set the agenda for the meeting, and shall publish this agenda in advance of the meeting to members of the board.

- a. A public agenda will be published as well at least one week prior to the meeting and will be available upon request to any ERUUF member=
- b. The agenda shall specify the topics as well as the time allotted for each topic and the person or people responsible for presenting each topic during the meeting.
- c. For items that require Executive Session of the board, such indication will be made on the agenda. Any public agenda shall also indicate Executive Session, though the content of the Executive Session need not be specified.

B. Executive Sessions of the Board

1. Regular and special meetings of the Board are held in the open, and members of the congregation may attend.
2. The Board may go into Executive Session to deal with issues including but not limited to:
 - a. personnel issues,
 - b. legal issues and related budgetary issues, or
 - c. other issues of a confidential nature where public discussions would be potentially embarrassing to the congregation, its members, or its staff.
3. The Steering Subcommittee of the Board may determine that the Board should enter Executive Session for some agenda item, and so note on the agenda.
 - a. In addition, the Board may at any meeting, by majority vote of those trustees voting, declare an executive session to deal with any of the issues above.
4. The Board or Steering Subcommittee of the Board may designate who in addition to the trustees may be present at any executive session.
5. Official action may be taken by the Board while in executive session.
6. At the conclusion of the executive session, the meeting will be reopened, and any decisions will be restated so as not to violate confidentiality and recorded in the minutes.
 - a. Minutes taken during executive sessions may only be read and acted upon during an executive session.

Change history:

Governance Process Policy was approved by the Board on 2/19/08

GP4.C and GP4.C.3 were revised for more accurate wording on 8/18/09

GP8.B was approved by the Board as an added policy on 9/22/09

GP6.A and B, GP7 and GP8.A were approved by the Board as added policies on 11/17/09

GP2.A.5 and 6, GP3.A and GP3.B.3 were added, and changes in wording were made to GP3.B, for alignment with the new proposed bylaws on 12/15/09