

UNITARIAN UNIVERSALIST CHURCH OF ANNAPOLIS



GOVERNING POLICIES

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UNITARIAN UNIVERSALIST CHURCH OF ANNAPOLIS

GOVERNING POLICIES

Introduction

These Governing Policies are published by the Board of Trustees of the Unitarian Universalist Church of Annapolis providing guidance for the governing and managing our church. They should be read in conjunction with the By-laws of the church. Should conflict exist between these documents, the By-laws will in all cases take precedence. These policies comprise:

Ends Policies. These are policy statements by the Board. They are expressed in terms of what benefits accrue, to whom, and, where appropriate, at what cost.

Senior Minister Limitations and Responsibilities. These define the constraints on executive authority, establishing the prudence and ethics boundaries within which lies the acceptable arena of executive authority, decisions, and organizational activity. They also provide guidance on what the Board expects from the Senior Minister;

Governance Process. These policies define the Board's roles and responsibilities, specifying how the Board perceives, carries out, and monitors its work.

Board/Senior Minister Relationship. These describe the linkage between the Board and the Senior Minister: how authority and responsibility are delegated and how the church's progress and performance is monitored by the Board.

These Governing Policies will be kept under review by the Board at their monthly meetings and updated and amended as necessary.



1. Ends Policies

1.1 Overall Ends Statement

Through our Unitarian Universalist liberal religious tradition we, the Unitarian Universalist Church of Annapolis, attract and sustain a diverse group of members engaged in a search for spiritual truth and meaning.

We are a growing church, with a bold and dynamic religious vision. We support our vision by increasing church membership; increasing attendance at Sunday services; increasing participation in church programs; increasing volunteer efforts by members; and increasing financial contribution by members.

Our church is challenged by a published, well thought out Strategic Plan that guides us in our management and development of the church.

We celebrate a congregation that reflects the richness of the human family. We are a welcoming community to all, and we honor and celebrate the diversity and depth of race, faith, creed, culture, gender identity and sexual orientation.

In all that we do, we are guided by our Mission Statement contained in the Strategic Plan and the Unitarian Universalist Principles and are mindful of the history and traditions of our liberal religious faith heritage.

1.2 Worship

We provide welcoming, and inspiring worship services, rituals, and celebrations that reflect the depth of many beliefs.

Our services draw from, and reflect a diversity of sacred and human experience. We honor many theological beliefs and spiritual traditions.

Our services make our members, visitors and friends feel welcome, regardless of their race, faith, creed, culture, disabilities, gender identity or sexual orientation.

1.3 Service

Pastoral care is available to our members of the church in times of need and during life transitions. Our service to each other, the larger community, and the world enrich, nourish and transform us and those we serve.



1.4 Membership and Congregational Matters

Our members recognize that for our church to thrive we rely upon the contributions of every one of our members. Our members and potential members are fully aware of what we expect of them in terms of volunteer time and effort and financial contribution, and what becoming a member of UUCA entails.

Voting membership requires making an identifiable annual financial contribution to the church, thereby subscribing to the Constitution of UUCA.

As members of UUCA we strive to become more loving and caring human beings.

1.5 Community Outreach

We are engaged in the transformation of our local community and the world through our own work and through programs and opportunities that our church provides.

We are visible in the local community and communicate and promote our religious and congregational identity, and the principles for which Unitarian Universalists stand.

We provide the local community a forum for liberal religious thought.

We seek opportunities to cooperate and assist other Unitarian Universalists in our area's community outreach activities. This may include assisting in the growth of new Unitarian Universalist congregations.

We support and cooperate with other local institutions and individuals, including other religions and churches of other denominations.

1.6 Programs

Our church sponsors a wide variety of sustainable, well-supported programs, furthering the aims of our Unitarian Universalist faith and supporting the church and local communities. These include religious studies and spiritual practice; music, theater and arts; educational and social programs; environmental and social action programs. We have plans in place to ensure the continuity, systematic development and growth of these programs during the life of the church

Each of our members commits their talents, energy and resources to the sustenance of the church and its programs. We acknowledge each individual's contribution.



We ensure new members are well informed of church programs, integrated into congregational life, and encouraged to participate and lead those activities which are most satisfying to them and where they can make the greatest contribution.

The church maintains a growing, well-developed, fully coordinated, and diverse music program. It contributes substantially to all Sunday services; provides opportunities for cultural enrichment for both adult and youth members; supports our outreach into the local community; and is an integral part of a wide range of cultural activities and programs of the church.

1.7 Accessibility and Safety

Our church is committed to provide accessibility for all, to accommodate both the physical and attitudinal needs of persons with disabilities among our congregation and visitors to our church, so that all may share their gifts and talents to our community.

1.8 Social Action and Social Justice

We address local national, and international issues with education and dialogue; and inequities with relief, assistance, and social justice.

We identify social action and social justice projects that are based on Unitarian Universalist Principles and of clear benefit to the larger community and we take action to support them and effect change.

We are respected as a principled church community that takes action and effects change which enhances our broader community.

1.9 Life Span Faith Development

We provide programs and experiences through which members can better ground their faith, personal ethics, and actions.

We are actively and continuously engaged in learning about religious matters from Unitarian Universalist perspectives; about developing individual spiritual disciplines; and about expressing personal religious conviction through action.

Children and youth are provided with religious education opportunities. They are knowledgeable about our liberal faith and other faith traditions, respectful of diversity, and empowered to make



decisions about their own lives.

Adult members feel grounded in their faith and personal ethics.

In recognition of the importance of art for development of a healthy world, and the contribution the arts make to our church and its members, we are committed to providing a setting for expressions of the arts including music, theater, and visual arts for all ages.

1.10 Fellowship

We are a welcoming community to all, no matter what race, culture, faith, creed, sexual orientation or gender identity.

We make special efforts to attract, integrate and engage newcomers.

People feel welcomed, dialogues flourish, and relationships develop and deepen.

1.11 Stewardship

Our church is a financially sound organization. Prudent stewards of our financial and human resources, we look after our building and other assets for use by future generations.

We are good stewards of the environment, taking care to follow best practices in environmental conservation in all we do.

Our church is a safe environment, seeking to take into account the safety needs of all individuals.

We support and care for our staff, both paid and volunteer, endeavor to ensure they have a satisfying and rewarding life, and properly recognize staff for the contribution that each makes to the church. They receive the backing and support of the Board of Trustees in their work.

Staff and members grow through leadership, training and development initiatives.

1.12 Unitarian Universalist Affairs

We feel pride in our being part of the Unitarian Universalist Association and our members are aware of our church's connection and interdependence with it.



We make a full contribution to the UUA, both financially and by participation in UUA activities, in recognition of our commitment to the greater Unitarian Universalist organization to ensure that it continues to be healthy and strong and able to benefit future generations.

We foster our connection with the larger Unitarian Universalist community, and participate in Unitarian Universalist Association business, and in Joseph Priestley District affairs.

1.13 Anti-Racism

Our church is on an intentional journey to end racism within UUCA and to become an anti-racist, anti-oppressive, and multi-cultural beloved community.

Our congregation is becoming a place of safety and comfort for people of color who will have full voice and power.

1.14 Communications

We have a well-developed, comprehensive and integrated program of internal and external communications. It informs our members, friends and non-members of details of all church activities and programs, as well as more general information about our liberal faith. It provides a means for members, friends, non-members, and the wider community to make inquiries and receive timely, accurate and informed responses concerning church activities and programs. Our communications program is continually under review to ensure the process is transparent and the information is current and correct.

We have in place an effective process to inform members of the church's operating policies and procedures. We place great emphasis on the democratic principle of our faith, ensuring members have appropriate, frequent and open venues for making inquiries and providing input into all areas of church policy, procedures and management.

It makes use of modern electronic as well as conventional communications media. Mindful of the differing capabilities of our members, we have mechanisms in place to ensure that all members can receive and respond to church communications.



2. Senior Minister Limitations and Responsibilities

2.1 The Senior Minister

The Senior Minister functions as the Chief Executive Officer of the church holding full authority over, and responsibility for the workings of the staff.

2.2 Senior Minister Conduct

The Senior Minister shall not cause or allow any practice, activity, decision, or organizational circumstance that is imprudent, in violation of commonly accepted organizational and professional ethics or contradicts UU Principles. Accordingly, the Senior Minister shall operate in accordance with a written procedural policy against misconduct and dishonesty that meets accepted standards of organizational and professional ethics, including accepted business practices of the accounting industry. For purposes of this policy, misconduct and dishonesty include, but are not limited to:

1. theft or other misappropriation of assets, including assets of the church or others with whom UUCA has a relationship;
2. misstatements and other irregularities in church records, including the intentional misrepresentation of the results of operations;
3. forgery or other alteration of official church documents;
4. fraud and other unlawful acts.

UUCA specifically prohibits these and other illegal activities in the actions of the Senior Minister, its employees, and all others responsible for carrying out its activities.

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“2.2 Senior Minister Responsibility for Ethical Staff Conduct

The Senior Minister shall not cause or allow among his/her staff (paid and volunteer) any practice, activity, decision, or organizational circumstance that is imprudent, in violation of commonly accepted organizational and professional ethics Accordingly, the Senior Minister shall maintain, and operate in accordance with, a written policy against misconduct and dishonesty that meets accepted standards of organizational and professional ethics, including accepted business practices of the accounting industry. For purposes of this policy, misconduct and dishonesty include, but are not limited to:

1. *theft or other misappropriation of assets, including assets of the church or others with whom UUCA has a relationship;*



2. *misstatements and other irregularities in church records, including the intentional misrepresentation of the results of operations;*
3. *forgery or other alteration of official church documents;*
4. *fraud and other unlawful acts.*

UUCA specifically prohibits these and other illegal activities in the actions of the Senior Minister, its employees, and all others responsible for carrying out its activities.

2.3 Inappropriate, Unseemly or Objectionable Conduct

The Senior Minister shall not permit any practice, conduct, or action to be carried out on church premises or at any church program or activity, by any member of the church staff (paid or volunteer) or the congregation, that is contrary to commonly accepted standards of good behavior, or implied by the UU Principles. This includes any sexual misconduct, violation of privacy, or other inappropriate, unseemly, or objectionable action by any member of the church staff or congregation.

The Senior Minister shall have a written procedural policy for the prompt investigation of any reported occurrence of inappropriate, unseemly or objectionable conduct. The results of such investigation, with the necessary follow-up actions, shall be reported to the Board.

2.3 Strategic Plan

The Senior Minister shall produce and publish a Strategic Plan for the church which will be endorsed by the Board of Trustees, and presented to the Congregation for approval. The Strategic Plan will:

1. articulate the vision and mission of UUCA;
2. look ahead five years and will provide a strategic framework within which the year's detailed plans, budget and activities are developed;
3. be reviewed and updated annually by the Senior Minister.

2.4 Financial Planning

With respect to financial planning, the Senior Minister may not jeopardize either programmatic or fiscal integrity of the church. Accordingly, the Senior Minister must prepare annual financial projections, to include operating budget, capital plan, and longer term (five year) projections. He



may be assisted in this process by the Finance Officer of the Board.

The Senior Minister and the Finance Officer will do their best to ensure that the budget takes due account of priorities expressed by the Board and the Congregation.

The annual operating budget and capital plan must:

1. be consistent with the church's five-year Strategic Plan and reflect priorities set down annually by the Board;
2. contain sufficient detail to enable reasonably accurate projection of revenues and expenses, separation of capital and operational items, cash flow and subsequent trails, and disclosure of planning assumptions;
3. not plan the expenditure in any fiscal year of more operating funds than are conservatively projected to be received in that period;
4. present a plan for capital expenditures that includes the means to pay for them. Capital expenditures include any spending that requires long-term borrowing, all purchases of land, all building projects, and all equipment purchases over \$500 for a single item;
5. in its allocation among competing fiscal needs, reflect Board-stated priorities and requirements, as stated in the Ends Policies or elsewhere, and not deviate materially from them;
6. be presented to the Board prior to the start of the fiscal year.

2.5 Financial Health

The Senior Minister may not carry out any action that will, or has the potential to, jeopardize the financial health of the church. Accordingly, the Senior Minister may not:

1. expend or commit more funds than have been received in the fiscal year to date unless the debt guidelines (below) are met. He/she may not:
 - a. indebt the church in an amount greater than can be repaid by certain, otherwise uncommitted revenues within 90 days;
 - b. allow cash balance to drop below the amount needed to meet payroll and short term debts in a timely manner;
2. expend any endowment or designated funds other than for the purposes determined at time of receipt or designation, or as specifically directed by the Endowment Fund Board of Trustees;
3. move funds from one fund to another in amounts greater than can be repaid by certain, otherwise uncommitted revenues within 30 days;
4. allow allocations to deviate materially from Board directives as laid down in Ends policies, and take due account of any priorities expressed by the Board and the



Congregation;

5. borrow funds on other than the short-term basis as defined and outlined in these policies.
6. carry out any transaction or transactions involving a sum of money or value in excess of two and one-half percent (2 ½ %) of the annual budget or aggregate transactions in excess of ten percent (10%) of the annual budget, not provided for in the budget, within any one year without a vote of the Church membership. This limitation does not apply to expenditures from established reserve accounts, investment transactions, or to properly determined disbursements of the Endowment Board of Trustees of UUCA.

2.6 Asset Protection

With respect to proper stewardship of the church's assets, the Senior Minister may not risk losses beyond those necessary in the normal course of business. Accordingly, the Senior Minister must:

1. insure all church property and assets against theft and casualty losses at replacement value less reasonable deductible and/or co-insurance limits;
2. insure against corporate liability and personal liability of Board members and staff, taking into account relevant statutory provisions for indemnification and exemptions applicable to Maryland non-profit organizations;
3. not allow anyone not covered under a financial guarantee bond access to material amounts of funds;
4. ensure church plant and equipment is properly maintained in accordance with manufacturers' recommendations, and not subjected to improper wear and tear;
5. not expose the church, its Board, or staff unreasonably to claims of liability;
6. not put at risk the church's non-profit or tax-exempt status;
7. ensure that any purchases made are provided for in either the Board-approved capital expenditure or operational budget;
8. not make any purchase of over \$2,000.00 without at least two competitive bids;
9. put in place sufficient controls to meet the Board-appointed auditors' or other applicable accounting standards in receiving, processing, or disbursing funds;
10. not invest operating capital in unsecure instruments, including uninsured checking accounts and bonds or CDs of less than A rating;
11. protect intellectual property, information, and files from significant damage, excluding the work of called ministers of the church, who are the sole owners of their intellectual property;
12. ensure the integrity of the church's computer and data processing systems. This includes providing adequate security and protection from outsider access; ensuring



security and privacy of church data and records; ensuring valid software licenses are in place for all the church's computers.

2.7 Conflict of Interest

The Senior Minister shall perform his duties with loyalty to the interests of UUCA and ensure no conflict of interest exists. He will ensure that the work of the staff, both paid and volunteer, is similarly free of conflict of interest, and adheres to the conflict of interest policy adopted by the Board.

He shall particularly not cause or allow any conflict of interest in awarding purchases or in placing other contracts.

2.8 Church Programs and Facilities

The Senior Minister shall ensure that:

1. church facilities, buildings and grounds are only used for legitimate and authorized activities appropriate to our status as a church, and, when rented to outside organizations, that do not interfere with planned church program use;
2. allocation of church facilities shall not deviate materially from Board priorities as laid down in Ends policies, and church programs will have priority in the use of church facilities over non-church programs for which church facilities are rented.

2.9 Communication and Counsel to the Board

With respect to providing information and counsel to the Board, the Senior Minister must ensure that the Board is kept fully informed on all important events and matters of policy that properly require Board decision or approval. Accordingly, the Senior Minister must:

1. inform the Board in a timely manner of relevant trends, public policy initiatives, public events of the organization, and material external and internal changes, particularly changes in the assumptions upon which any Board policy has previously been established;
2. recommend changes in Board policies, when the need becomes known;
3. gather as many staff and external points of view, issues, and options as needed for fully informed Board choices;
4. limit public statements about the official position of the congregation or Board on controversial social, political, and/or congregational issues to those upon which the congregation or Board has formally and explicitly adopted as positions of record. Nothing in this policy shall be construed as infringing upon the fundamental principle of freedom of the pulpit;



5. submit the monitoring data required by the Board policy 4.3 (“Monitoring Senior Minister Performance”) in a timely, accurate, and understandable fashion, directly addressing provisions of the Board policies.

6. ensure that members of the congregation are adequately informed of all events, programs and activities at the church in a timely manner as called for by Governing Policy 1.14. The Senior Minister will restrict the use of mass e-mail (blasts) to the entire church membership to the calling of congregational meetings; congregational events, programs or meetings that shape the direction, mission and vision of the congregation, such as Welcoming Congregation, UUCA Statements of Conscience, Strategic/Long-range Planning and the annual stewardship campaign; memorial service announcements for long-time active members when there is insufficient time to use other means of church communication

2.10 Staff/Volunteer Treatment

The Senior Minister shall promote an atmosphere of collegiality among members of staff, both paid and volunteer.

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

1. not discriminate (as defined by city, state, and federal laws) among existing or potential staff/volunteers on other than clearly job-related criteria, individual performance, or individual qualifications;
2. ensure that all staff positions have up-to-date job descriptions, and that staff evaluation processes are followed;
3. not subject staff or volunteers to unsafe or unhealthy conditions;
4. prepare, implement, and share with the Board an annual professional development plan that aids staff in meeting annual performance standards;
5. The Senior Minister shall develop a written procedure that provides a fair internal hearing and resolution of staff grievances
6. not prevent staff from bringing a grievance to the attention of the Board when internal grievance procedures have been exhausted and the employee alleges either that Board policy has been violated to his or her detriment, or Board policy does not adequately protect his or her human rights

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- 1. not discriminate (as defined by city, state, and federal laws) among existing or potential staff/volunteers on other than clearly job-related criteria, individual performance, or individual qualifications;*
- 2. ensure that all staff positions have up-to-date job descriptions, and that staff evaluation processes are followed;*
- 3. not subject staff or volunteers to unsafe or unhealthy conditions;*
- 4. prepare, implement, and share with the Board an annual professional development plan that aids staff in meeting annual performance standards;*
- 5. The Senior Minister shall develop a written procedure that provides a fair internal hearing and resolution of staff grievances*
- 6. not prevent staff from bringing a grievance to the attention of the Board when internal grievance procedures have been exhausted and the employee alleges either that Board policy has been violated to his or her detriment, or Board policy does not adequately protect his or her human rights”*

2.11 Compensation and Benefits

With respect to employment, compensation, and benefits to employees, consultants, contract workers, and volunteers, the Senior Minister may not jeopardize the fiscal integrity or public image of the church. Accordingly, the Senior Minister may not:

1. change staff member’s compensation, benefits, or allocated professional expenses where these have been established by the Board, without prior agreement by the Board;
2. establish current compensation and benefits that:
 - a. deviate materially from the nonprofit or geographic market for the skills employed;
 - b. create 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;
3. establish deferred or long term compensation and benefits that:
 - a. Create unfunded liabilities or commit the organization to benefits that incur unpredictable future costs;
 - b. Provide less than some basic level of benefits to all full-time employees, although differential benefits to encourage longevity in key employees are not prohibited;
 - c. Allow any employee to lose benefits already accrued from any earlier plan;



2.12 Senior Minister Absence, Retirement or Incapacity

The Senior Minister will develop detailed contingency plans, including the reassignment of his/her specific responsibilities, for the continuing smooth, uninterrupted functioning of the church in the event of his/her absence. These plans will be presented to the Board of Trustees.

In the event of a sudden, unanticipated absence of the Senior Minister through incapacity or disability, the Board has the authority to assume some or all responsibilities and authority previously delegated to him/her. An emergency meeting of the Board will be called at which Board members and/or other paid or volunteer staff (including any Assistant, Associate or Intern Ministers) may be assigned appropriate roles and responsibilities to ensure the smooth, uninterrupted functioning of the church. All staff, functions, Church Committees and programs will then report up to specific members of the Board.

Where a prolonged, but temporary absence exceeding three months, of the Senior Minister is planned (e.g. for a sabbatical leave of absence), the Senior Minister will, at least three months before his/her departure, present to the Board the plans for the functioning of the church in his/her absence. This will include identification of the individuals responsible for carrying out the Senior Minister's responsibilities

When the Senior Minister resigns or retires, the Senior Minister Selection Committee will be formed in accordance with Article VII (C.6) of the Constitution to select a successor. During the period of search, whether or not an Interim Senior Minister is engaged, the Board may assume some or all responsibilities and authority previously delegated to the Senior Minister. During the six months before his/her retirement the Board has the authority to assign to Board members and/or other paid or volunteer staff (including any Assistant, Associate or Intern Ministers) appropriate roles and responsibilities to ensure the smooth, uninterrupted functioning of the church. All staff, functions, Church Committees and programs will report up to the Board. The Senior Minister's fiscal responsibilities will be assumed by the Finance Officer. If deemed appropriate by the Board and agreed by an Interim Senior Minister, after an Interim Senior Minister has been engaged he/she may be assigned certain responsibilities and authority presently assigned by the Governing Policies to the Senior Minister. These assignments may be extended until a new permanent Senior Minister is called and in place. At that time responsibilities and authority are re-delegated by the Board to the Senior Minister.

3. Governance Process

3.1 Governing Style

The Board will emphasize proactive, strategic leadership rather than administrative detail; with a clear distinction between Board and staff roles; concentrating on the future rather than the past or



present. In this spirit, the Board will:

1. focus chiefly on intended long-term impacts or ends, not on the administrative or programmatic means of achieving these ends;
2. be an initiator of policy, not merely reacting to staff initiatives;
3. direct, control, and inspire the organization through the careful establishment of organizational values, policies and perspectives. These policies are defined in the Introduction to this document.
4. impose upon itself whatever discipline is needed to govern with excellence:
 - a. discipline will apply to policy-making principles, respect for defined roles of Board members, and attendance by Board members.
 - b. after proposed policies have been discussed and voted upon, both majority and minority will support the action taken and speak with one voice.
5. be accountable to the congregation and other stakeholders for competent, conscientious, and effective accomplishment of its Board responsibilities. It will allow no officer, individual, or committee of the Board to usurp this role or hinder this discipline;
6. monitor and regularly discuss the Board's own processes, performance and compliance with policy governance;
7. ensure the continuity of Board improvements through periodic and systematic review of its own institutional memory.

3.2 Board Responsibilities

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:

1. act as the link between UUCA and its members;
2. write governing policies including Ends Policies, Senior Minister Limitations and Responsibilities, Governance Process, Board/Senior Minister Relationship;
3. review the Ends Policies and Limitations Policies as an agenda item for all regular monthly Board meetings and amend them as necessary to reflect changing needs and priorities of the congregation;
4. ensure a high standard of Senior Minister performance through monitoring and evaluation against the Ends and Senior Minister Limitations and Responsibilities Policies.
5. ensure that the Senior Minister develops detailed plans for the continuing smooth, uninterrupted functioning of the church in the event of his/her absence, whether temporary



or permanent, anticipated or unplanned.

6. ensure that the Senior Minister develops detailed plans to maintain the smooth and uninterrupted running of the church and its programs in the event of either planned or unanticipated long term or permanent absence of any senior member of staff.

3.3 Officers' Roles

1. The job of the President is to ensure the integrity of the Board's process. The President or his or her designee is the only person authorized to speak for the Board. The President is responsible for the Board behavior consistent with its own rules and those legitimately imposed upon it from outside the organization;
2. The President decides upon the Agenda for Board meetings and publishes it in advance. Discussion at meetings will be only about those issues that, according to Board policy, belong to the Board to decide, not the Senior Minister. Roberts' Rules are observed except where the Board has suspended them.
3. The authority of the President includes making decisions on behalf of the Board in line with existing Board policies on governance process and the Board/Senior Minister relationship;
 - a. the chair is empowered to chair Board meetings with all the commonly accepted powers of that position (e.g., ruling, recognizing);
 - b. the chair's authority does not extend to making decisions within Ends Policies and Senior Minister Limitations and Responsibilities policy areas;
 - c. the chair's authority does not extend to supervising, interpreting Board policies to, or otherwise directing the Senior Minister. Nothing in this policy is intended to interfere with mutual interaction about individual understandings of policies;
4. The job of the Finance Officer is to monitor the management of the financial affairs of the UUCA on behalf of the congregation. He/she will provide the Senior Minister guidance and support in the day-to-day running of the church's finances. The responsibilities of the Finance Officer include:
 - a. assisting the Senior Minister in the preparation, and execution of the annual operating and capital budgets of the church;
 - b. providing professional guidance and support to staff engaged in the financial affairs of the church.
 - c. arranging for the external audit of the church's finances;
 - d. making recommendations to the Board concerning the Senior Minister's annual



- compensation package;
 - e. reviewing financial policies of the Board on a regular basis and making recommendations on policy changes.
5. 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. recording of amendments and distribution of current policies to Board members;
 - c. public announcement of the annual meeting and other duties as assigned by the church's bylaws.

3.4 Board Members' Code of Conduct

1. The Board expects of itself and its members ethical and appropriate conduct. This commitment includes proper use of authority and appropriate decorum in group and individual behavior when acting as Board members.
2. Trustees must represent loyalty to the interests of the congregation without conflict. This supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or staffs. It supersedes the personal interest of any trustee acting as an individual church member.
3. Trustees must avoid any conflict of interest with respect to their fiduciary responsibility;
 - a. there must be no self-dealing or any conduct of private business or personal services between any trustee and the church to ensure openness, competitive opportunity, and equal access to inside information;
 - b. trustees must not use their positions to obtain employment within the church for themselves, family members, or close associates;
 - c. should a trustee be considered for employment by the church, he or she must temporarily withdraw from Board deliberation, voting, and access to applicable Board information;
 - d. should a trustee be employed by the church or act as a paid consultant, he or she must resign from Board service;
4. Written policies, adopted by the Board, in the four areas of governance, shall exercise authority over the church. The Board will speak with one voice through its adopted policies. Individual trustees may not attempt to exercise authority over the church, its Senior Minister, or members of staff.
 - a. Trustees' interaction with the Senior Minister, or members of staff must recognize the lack of authority in any individual trustee or subgroup or committee of trustees;



- b. Trustees' interaction with the public, press, or other entities must recognize the same limitation of any trustee except the President to speak for the Board;
- c. Trustees are encouraged to continually self-monitor their individual performance as trustees against policies, against the qualifications listed in the current trustee position description, and against any other current Board evaluation tools.

3.5 Committee Principles

UUCA operates with three types of Committees to assist in carrying out the work of the church on behalf of the Congregation.

1. Congregation Committees. Congregation Committees report directly to the Congregation. They are set up and operate in accordance with the By-laws to the church's Constitution. Currently these are the Endowment Board, the Investment Committee and the Nominating Committee.

2. Church Committees. These are established by the Senior Minister and are set up to assist him in the day-to-day operation and running of the church. They may be Permanent Committees that manage some aspect of church business continually (for example, the Intern Committees and the Committee on Ministry); or Ad-hoc Committees that are set up to deal with one-time or short-term events (such as the 50th. Anniversary Committee).

3. Board Committees. The Board may establish Committees to help it carry out its responsibilities which are essentially the development of policy (for example, Organizational Development Board and the Strategic Planning Team). The Board oversees the work of Board Committees whose output must be endorsed by the Board. Their recommendations may be written into the Ends Policies or Statements of Limitation and Responsibilities for the Senior Minister to implement.

Board Committees will be used sparingly to preserve the Board functioning as a whole. Board Committees will minimize interference with the integrity of the Board, and will not interfere with delegation from Board to the Senior Minister. This policy applies only to committees that are formed by Board action, whether or not the committees include non-Board members. It does not apply to Church Committees formed under the authority of the Senior 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 Senior Minister.
- b. Board Committees are to help the Board do its job, not to help the staff do its job. They will assist the Board chiefly by preparing policy alternatives and implications for Board deliberation. The Board may establish committees to monitor compliance of any existing governance policy.



c. Board Committees do not exercise authority over staff. In keeping with the Board's focus on the future, Board Committees will not normally have direct dealings with current staff operations.

d. The Board will not impede its direct delegation to the Senior Minister by requiring approval of a Board Committee before any Senior Minister action. The Senior Minister works for the Board, never for a Board member, committee or individual trustee.

3.6 Staff Complaint and Inquiry Process

Any member of the staff or congregation who believes that these policies are being violated may bring this to the attention of the President, who may take any of the following steps:

1. Direct the Senior Minister to conduct an inquiry and submit a written report to the Board concerning the claimed policy violation.
2. Appoint a Committee of Inquiry which will examine the matter, interviewing people as necessary, and produce a written report to the President with a recommended course of action.
3. Place proposed policy changes onto the Board agenda for consideration.

Ordinarily the Board will address only policy matters and not particular cases; however, in exceptional cases the Board will take whatever action is necessary to protect the health and safety of individuals or the interests of the Church.



4. Board of Trustees/Senior Minister Relationship

4.1 Delegation to the Senior Minister

The Board's job is generally confined to establishing top-level policies, leaving implementation and subsidiary policy development to the Senior Minister. Ends Policies direct the Senior Minister to achieve certain results; Senior Minister Limitations and Responsibilities constrain the Senior Minister to act within acceptable boundaries of prudence and ethics and provide guidance on what the Board expects.

The Senior Minister holds full authority over, and responsibility for all work carried on at the church by paid and volunteer staff and contracted out.

Board authority is delegated to the Senior Minister. The Senior Minister is accountable to the Board for the achievement of UUCA's Ends, and Strategic Plan.

1. The Senior Minister is authorized to establish all further policies, make all decisions, take all actions and develop all activities that are consistent with the Board's policies. The Board may, by extending its policies, further constrain areas of the Senior Minister's authority but will respect the Senior Minister's choices so long as the delegation continues. The Board may at any time seek and obtain information about activities and progress in the delegated areas.
2. The Senior Minister may not perform, allow, or cause to be performed any act that is contrary to explicit Board constraints on Senior Minister authority.
3. Should the Senior Minister member deem it necessary to violate Board policy, he or she shall inform the Board chair or another trustee if the chair is not available. Informing is simply to guarantee no violation is intentionally kept from the Board, not to request approval. Trustee response, either approving or disapproving, does not exempt the Senior Minister from subsequent Board judgment of the action nor does it impede any Senior Minister decision.
4. Senior Minister authority does not extend to supervising, interpreting Board policies to, or otherwise directing the chair, individual trustees, or Board committees regarding Board policy. Nothing in this policy is intended to interfere with mutual interaction about individual understanding of policies.
5. In his allocation of resources and work, the Senior Minister shall take due account of any priorities the Board may express. These priorities shall be formally identified to the Senior Minister through minutes of Board meetings or other written document.
6. The Senior Minister will ensure that plans are in place to guarantee the smooth, uninterrupted functioning of the church in the event of his/her absence whether temporary or permanent, anticipated or unplanned. He/she will also ensure that senior staff succession plans are developed, maintained, reviewed and updated as necessary to ensure that the



functions performed by a departing senior staff member can be seamlessly absorbed in the event of the prolonged absence or retirement of any senior staff member.

4.2 Senior Minister Job Contribution

The Senior Minister is the Board's official link to the church operation. The Senior Minister is accountable for all organizational performance and exercises all authority delegated to him by the Board via UUCA's governing policies. The Senior Minister's work responsibilities can be stated as accomplishment of UUCA's ends as stated in these Board governing policies and within the boundaries established in the Senior Minister's limitations and responsibilities.

4.3 Monitoring Senior Minister Performance

Monitoring the Senior Minister's performance is synonymous with monitoring organizational performance against Board policies on Ends and within Senior Minister Limitations and Responsibilities. The monitoring process shall be conducted on a continuing basis.

The purpose of monitoring is to determine the degree to which Board policies are being fulfilled. Where possible, data to support the performance reports is to be obtained by objective and unbiased means. Questionnaires and/or interviews of members and visitors should be used to develop the performance reports, not just the views of the staff member responsible. For example, to report on the children's education program, children and their parents should be polled and interviewed and anonymous data collected to give a true picture of how the education program is viewed and how it is progressing.

A given policy may be monitored in one or more of three ways

- a. **Internal Report:** Disclosure of compliance information to the Board from the Senior Minister or its individual members.
- b. **External Report:** Discovery of compliance information by a disinterested external auditor, inspector, or judge who is selected by and reports directly to the Board. Such reports must assess executive performance only against policies of the Board, not the external party unless the Board has previously indicated that party's opinion to be the standard.
- c. **Direct Board Inspection:** Discovery of compliance information by a trustee, a Board committee, or the Board as a whole. This is a Board inspection of documents, activities, or circumstances directed by the Board that allows a "prudent person" test of policy compliance.

Upon the choice of the Board, any policy may be monitored by any method at any time. However, each Ends Policy and Senior Minister Limitations and Responsibilities Statement of the Board will be classified by the Board according to frequency and method of regular monitoring (see chart).



These reports should be at least biannual, and included in the Board mailing for regularly scheduled Board meetings so that trustees may thoroughly review them prior to the meeting.



Ends Policy	Criteria Reported on	Method	Frequency
1.1 Overall Policy	Memberships diversity Membership growth Sunday attendance growth Program participation Financial contribution by members Strategic Plan	Internal report Internal report Internal report Internal report Internal report Internal report	Biannually Monthly Monthly Monthly Biannually Annually
1.2 Worship	Services welcome visitors Services appeal to diverse congregation	Internal report Internal report	Biannually Biannually
1.3 Service	Service provided to others Pastoral care provided	Internal report Internal report	Annually Annually
1.4 Membership	New members briefed Volunteer work provided Volunteer time provided	Internal report Internal report Internal report	Monthly Biannually Biannually
1.5 Community outreach	Progress in communications and promotion program Progress in cooperation with local individuals and institutions Progress in cooperation with other UU churches Progress in relevant outreach programs	Internal report Internal report Internal report Internal report	Biannually Biannually Biannually Biannually
1.6 Programs	Growth in religious studies programs Growth in music programs Growth in art programs Growth in social action activities New member participation in programs	Internal report Internal report Internal report Internal report Internal report	Biannually Biannually Biannually Biannually Biannually
1.7 Social Action and Social Justice	Growth in social action church programs Growth in social justice church programs	Internal report Internal report	Biannually Biannually



	Member participation in social action programs	Internal report	Biannually
	Member participation in social justice programs	Internal report	Biannually
1.8 Lifespan Faith Development	Progress in children education program	Internal report	Quarterly
	Progress in youth education program	Internal report	Quarterly
	Progress in adult education program	Internal report	Quarterly
1.9 Fellowship	Progress in becoming a welcoming community	Internal report	Biannually
	Progress in attracting diversity in our congregation	Internal report	Biannually
	Progress in welcoming newcomers	Internal report	Biannually
1.10 Stewardship	5-year Strategic Plan	Internal report	Annually
	Annual operating budget	Internal report	Annually
	Annual capital budget	Internal report	Annually
	Performance against budgets	Internal report	Annually
	Financial status	Internal report	Annually
	Protection of assets	Internal report	Annually
	Senior Minister evaluation	Internal report	Annual & triennial
	Staff compensation and benefits	Internal report	Annually
	Staff and volunteer treatment	Internal report	Annually
1.11 UU Affairs	Members made aware of our connection to UUA	Internal report	Biannually
	Progress in participating in UUA	Internal report	Biannually
	Progress in participating in JPD	Internal report	Biannually



4.4 Annual Ministry Assessment and Triennial Ministry Review

Each year the Board, in consultation with the Senior Minister, will renew the Ministry Vision, specifying the results the church intends to create in people's lives in the coming 1-3 years. As part of this process, the Board and Senior Minister will assess the church's ministry during the year in the light of the previous year's vision.

Every three years, the Board and Senior Minister will appoint a Ministry Review Committee of three persons held in high esteem by the congregation and mutually acceptable both to the Board and Senior Minister. The Committee will facilitate a review of the Senior Minister's performance, gathering data from the membership and producing a written report. The report, together with a written response from the Senior Minister, will be published to the membership.

The goals of the triennial review will be to call the membership's attention to the mutual, relational nature of ministry and the respective responsibilities of all who contribute to its success; to assist the Senior Minister to remain motivated, creative, and flexible; and to enable the Senior Minister and Board to correct problems and establish a more effective partnership in the future.

4.5 Disciplinary Policy

The Board will pursue the following process in the event that it determines a policy violation has occurred and it judges the degree and seriousness of the violation warrants initiating disciplinary action:

1. Verbal warning (noted as such in writing to establish appropriate written record); more frequent monitoring of the violated policy; the Senior Minister will present to the Board at the next Board meeting his plan to remedy the violated policy.
2. First written warning. This step will be taken if there is no noticeable improvement in the willingness and/or ability to refrain from the policy violation following a reasonable period of time.
3. Second written warning. This step will be taken if the policy violation continues. If the violation involves a called minister, the Board at this point may also determine whether to notify the congregation, the means of doing so, and the content of the communication.
4. Unless the individual is a called minister, the Board will determine whether to suspend (with or without pay) or to terminate the individual for continued policy violations. If the individual is a called minister, the Board will:
 - a. Recommend termination of the called minister for continued policy violation. The Board will meet with the minister to determine how to address his or her departure.
 - b. Make known to the congregation the nature of the ongoing policy violations as well as the ongoing efforts to address the issue at every point and will call a meeting of the



congregation in compliance with UUCA bylaws regarding selection/removal of the minister.

4.6 Ministerial Compensation

With regard to ordained ministerial compensation, UUCA recognizes and supports the compensation recommendations as ratified by the UUA General Assembly.

1. Ministerial compensation consists of salary (including housing allowance) and benefits. Professional expenses are not part of compensation but are a normal church expense and are included in the total cost of ministry.
2. The Board will review the Senior Minister's salary at the beginning of the church's fiscal year. Annual increases are in two separate categories:
 - a. A cost of living increase will occur annually, based on the Consumer Price Index (CPI) estimate for the current year
 - b. A merit increase above the adjustment for cost of living is appropriate every two to three years, depending upon current financial conditions. The Board will compile the results of the Senior Minister's performance evaluation for the time period since the last merit increase and use these to assist in determining such merit increase. A merit increase is compensation for increased skill and growth in accomplishment of the church's Ends as stated in Board policies, and organization operation within the boundaries established in Board policies on Senior Minister limitations and responsibilities.
3. The Board will maintain records of Senior Minister salary increases and review this policy annually.

4.7 Staff Compensation

The Senior Minister is responsible for setting the compensation level for all paid staff at UUCA, taking into account compensation levels of comparable to jobs at similarly sized nonprofit organizations in the metropolitan area. The Council on Non-profits may be a source (but need not be the only source) of information regarding comparable non-profit job descriptions.

The Senior Minister will review staff salaries at the beginning of the church's fiscal year. Annual increases are in two separate categories:

- a. A cost of living increase will occur annually, based on the Consumer Price Index (CPI) estimate for the current year
- b. A merit increase above the adjustment for cost of living is appropriate every two to three years, depending upon current financial conditions. A merit increase is compensation for increased skill and growth in assisting in the accomplishment of the church's Ends as stated in Board policies.

The results of the staff salary reviews, and resulting increases will be reported to the Board.

