



# **Unitarian Universalist Church of Annapolis**

## **Governing Policies**

(Approved September 24, 2019)



# **Governing Policies**

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## Introduction

These Governing Policies are established by the Board of Trustees of the Unitarian Universalist Church of Annapolis to provide guidance for the governing and managing of our church. They should be read in conjunction with the Bylaws of the UUCA. Should conflict exist between these documents, the Bylaws will in all cases take precedence. These policies are:

**1. Ends Statements.** Ends, or the strategic direction provided by the Board to the Ministers/Executive, embrace the church's intended effects on UUCA and the world. These are policy statements issued by the Board of Trustees, developed in conjunction with the congregation. Fulfillment of the Ends constitutes one measure of Ministerial and Executive performance.

**2. Executive/Minister(s) Limitations and Directives.** These are the Board's proscriptions to the Executive/Minister(s) that establish boundaries within which decision making can operate freely. By defining mainly what is unacceptable, these policies avoid telling management how to manage, thereby keeping the Board from micromanaging. The directives provide guidance on the specific, tangible results that the Board of Trustees expects from the Executive/Minister(s).

**3. Governance.** These policies define the Board of Trustees roles and responsibilities, specifying the use of policy-based governance and its responsibilities. Governance policies further define how the Board carries out its work and how it monitors and assesses its own performance.

**4. Relationship Among the Board of Trustees, Ministers, and Executive.** These describe how authority and responsibility are delegated to the Executive(s)/Minister(s) and how the church's progress and performance is monitored by the Board of Trustees. They describe the Role of the Executive(s)/Minister(s). They also describe the reporting that the Board expects from the Executive(s)/Minister(s) to use in monitoring achievement of the UUCA Ends.

The Executive(s) is accountable to the Board of Trustees for the interpretation and achievement of the UUCA Ends. The Board delegates authority and responsibility to the Executive for the purpose of achieving the Ends. The Executive is the Board's official link to the church operations.

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

# **1. Ends Statements**

## **Global Ends Statement:**

The Unitarian Universalist Church of Annapolis exists to create the beloved community by inspiring and empowering all souls to live bold and compassionate lives.

## **Faith Development Ends Statement:**

UUCA creates meaningful opportunities for deepening spirituality for all persons within a safe and challenging environment.

## **Social Justice Ends Statement:**

UUCA's theological and spiritual culture calls us to put our principles into action by creating and supporting systems that address environmental and social injustices.

## **Larger UU Movement Ends Statement:**

UUCA creates meaningful opportunities that encourage participation and leadership in the larger UU community to promote the growth of Unitarian Universalism.

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## **2. Executive/Minister(s) Limitations and Directives**

2.1 Global Executive/Minister(s) Limitations and Directives

2.2 Anti-Racism, Anti-Oppression Commitment

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### **2.1 Global Executive/Minister(s) Limitations and Directives**

2.1.1 The Executive/Minister(s) shall not cause or allow within the church any practice, activity or decision that is unlawful, in violation of commonly accepted business and/or professional ethics, in violation of UU Ministers' Association codes of professional conduct or ethics, or inconsistent with the UUCA's Bylaws and Governing Policies.

2.1.2 Should the Executive/Minister(s) deem it necessary to violate UUCA policy, the Executive/Minister(s) shall inform the Board of Trustees President or another member of the Board of Trustees if the President is not available, prior to violating the policies. Subsequent to the violation the Executive shall report to the Board of Trustees the extent of the violation, the reasons why it was necessary, and recommendation on any policy changes that should be considered.

### **2.2 Anti-Racism, Anti-Oppression Commitment**

2.2.1 The Executive shall not take actions or otherwise conduct the affairs of the Unitarian Universalist Church of Annapolis (UUCA) in any manner that does not comport with its commitment to becoming an actively anti-racist institution.

2.2.2 The Executive shall not:

2.2.2.1 Allow the Board to be uninformed about diversity of staff on payroll, including the percentage of positions and salary paid to people of color;

2.2.2.2 Allow staff members to be uninformed about how to conduct their duties in alignment with the anti-racism, anti-oppression, multiculturalism and class inclusion values of UUCA;

2.2.2.3 Interpret the Ends statements without consideration of the anti-racism commitment of UUCA and how that commitment is implemented in covenant with local communities of color;

2.2.2.4 Allow the congregation to be uninformed about the work being done to live out the anti-racism, anti-oppression, multicultural and class inclusive values of UUCA and the measurable outcomes of that work, including the percentage of Sunday Offerings that go to organizations with an anti-racist agenda and/or that serve communities of color.

## **2.3 Executive Authority and Responsibility**

2.3.1 As stated in Bylaw IX, the Executive is the person(s) appointed by the Board of Trustees for the achievement of UUCA Ends.

The Executive shall not fail to:

2.3.1.1 Establish a covenantal relationship with the Board, Ministers and Congregation;

2.3.1.2 Develop and implement the Means and Strategic Planning necessary to achieve the Ends including evaluation criteria to measure progress;

2.3.1.3 Produce an Interpretation of the Ends;

2.3.1.4 Carry out the day-to-day administration of all programs and activities at UUCA;

2.3.1.5 Ensure that the church maintains a program for the religious and spiritual development of children, youth and adults.

2.3.1.6 Maintain close communication with the congregation;

2.3.1.7 Oversee and insure the proper maintenance of the Church building, grounds and other facilities.

2.3.1.8 Develop and oversee all Church Teams;

2.3.1.9 Adhere to all Board Policies;

2.3.1.10 Have full authority and responsibility for all work carried out at the Church by volunteer staff, paid staff and contracted staff. This includes the ability to both hire and dismiss employees;

2.3.1.11 Develop and implement a policy for an effective employee performance management system, including, but not limited to, regular evaluation;

2.3.1.12 Plan and implement the annual budget in conjunction with the Finance Committee;

2.3.1.13 Work with the Executive Team to ensure that accountably dismantling racism and other oppressions are incorporated into the work of the church.

2.3.1.14 Ensure that the Board of Trustees is kept fully informed on all important events or matters of policy that require Board of Trustees approval or monitoring.

2.3.1.15 Inform the Board of Trustees 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 of Trustees policy has previously been established.

2.3.1.16 Recommend changes in Board of Trustees policies within thirty days of the need to change the policy becoming known.

2.3.1.17 Assist the Board in ensuring the Congregation is engaged in developing and have a full understanding of the Ends.

2.3.1.18 Provide monthly reports to the Board on current interpretations of Ends and progress toward meeting the Ends.

2.3.2 With respect to financial planning and implementation, the Executive shall not:

2.3.2.1 Jeopardize the fiscal integrity of the church.

2.3.2.2 Fail to immediately report any fiscal misconduct to the Board of Trustees.

2.3.2.3 Put the church's nonprofit or tax-exempt status at risk.

2.3.2.4 Develop a financial plan that deviates materially from priorities and requirements as stated in the Ends Statements, or from the Executive's interpretations of the Ends Statements.

2.3.2.5 Fail to put in place sufficient financial controls to meet the requirements of the Board of Trustees' appointed auditors and other applicable accounting standards in receiving, processing, and disbursing funds.

2.3.2.6 Plan the expenditure of more operating funds in any fiscal year than are conservatively projected to be received in that period. In the event that the financial plan (budget) approved by the congregation has a deficit (expenses greater than revenues) the Executive shall not exceed the approved deficit.

2.3.2.7 Allow capital expenditures to occur without a Board-authorized plan to support it. Capital expenditures include any spending that requires long-term borrowing, all purchases of land, all building projects, and all major equipment purchases in excess of \$5,000.

2.3.2.8 Allow any transaction or aggregate transactions involving a sum of money or value in excess of five percent (5%) 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 Committee of UUCA.

2.3.2.9 Allow any transaction or aggregate transactions involving a sum of money or value in excess of thirty percent (30%) of established reserve accounts, unless included in the congregation approved budget, without a vote of the church membership.

2.3.2.10 Approve the expenditure of any endowment funds for purposes other than those specifically approved by the Board of Trustees.

2.3.2.11 Allow the expenditure of any designated gift or donation for any purpose other than the purpose specified at the time of receipt.

2.3.2.12 Fail to work with the Finance Committee and present a budget for Board endorsement that sufficient information to enable credible projection of revenues, expenses, and cash flow. The Executive must disclose the planning assumptions for those projections.

2.3.3 With respect to Financial Oversight, the Executive shall not fail to:

2.3.3.1 Work with the Finance Committee to prepare the annual financial projections to include operating budget and capital plan, for submission to the Board for endorsement prior to approval by the congregation. The Board may require The Executive to make changes prior to endorsement if they deem it necessary.

2.3.3.2 Ensure that the Finance Officer of the Board of Trustees has oversight and monitoring access to all finances of the UUCA.

2.3.4 With respect to Asset Protection and Management, the Executive shall not fail to:

2.3.4.1 Protect the assets of the church.

2.3.4.2 Insure all church property and assets against theft and casualty losses at replacement value less reasonable deductible and/or co-insurance limits.

2.3.4.3 Insure against corporate liability and personal liability of Board of Trustees members and staff, taking into account relevant statutory provisions for indemnification and exemptions applicable to Maryland non-profit organizations.

2.3.4.4 Ensure church plant and equipment is adequately maintained.

2.3.4.5 Protect intellectual property from unauthorized use, from significant damage, excluding the work of called ministers of the church, who are the sole owners of their intellectual property.

2.3.4.6 Ensure the integrity of the church's electronic information and file systems.

2.3.4.7 Develop a Technology Plan for UUCA, present it to the Board and update it annually.

2.3.4.8 First obtain approval of the Board of Trustees and a majority vote of the members present at a Congregational Meeting order to acquire real property or encumber or dispose of real property belonging to the UUCA.

## **2.4 Conflict of Interest**

The Executive shall not fail to:

- 2.4.1 Reasonably ensure that his/her work is free of conflict of interest, as defined in UUCA's Conflict of Interest Policy, approved 5-28-2019.
- 2.4.2 Reasonably ensure that the work of the paid and volunteer staff is free of conflict of interest.
- 2.4.3 Adhere to the UUCA's Conflict of Interest Policy, approved 5-28-19, in awarding of purchases or contracts.

## **2.5 Management of Staff and Volunteers**

With respect to **management of staff and volunteers**, the Executive shall not:

- 2.5.1 Cause or allow conditions that are inhumane, unsafe, unhealthy, unfair, or unprofessional.
- 2.5.2 Retaliate against any staff member for non-disruptive expression of dissent.
- 2.5.3 Fail to follow the established UUCA Grievance Policy, approved 5-28-19, that provides fair resolution of staff grievances.
- 2.5.4 Prevent staff from bringing a grievance to the attention of the Board of Trustees as the final arbiter in an unresolved conflict as directed in the UUCA Grievance Policy, approved May 28, 2019.
- 2.5.5 Promise or imply permanent or guaranteed employment.
- 2.5.6 Fail to immediately report to the Board any instance of volunteer or professional misconduct.
- 2.5.7 Fail to establish a Personnel Team, as provided in the Grievance Policy, to provide advice and/or assistance to the Executive on Human Resource matters. This will include reviewing and updating Personnel Policies and ensuring compliance with applicable laws and UUCA values.
- 2.5.8 Fail to establish a policy for an effective employee performance management system including regular performance reviews of staff.

## **2.6 Compensation and Benefits of Staff and Ministers**

- 2.6.1 The Executive shall not establish deferred or long-term compensation and benefits that create unfunded liabilities or commit the organization to benefits that incur unpredictable future costs.
- 2.6.2 The Executive shall not provide less than a basic level of benefits to all employees, and sick leave to part-time employees in accordance with Maryland laws, although differential benefits to encourage longevity in key employees are not prohibited.
- 2.6.3 The Executive shall not allow any employee to lose benefits already accrued from any earlier plan.
- 2.6.4 The Executive shall not fail to work with the Finance Committee and Board of Trustees to ensure that all compensation for ordained ministers will follow UUMA guidelines as fiscally possible.
- 2.6.5 The Executive shall not fail to recognize and support the ministerial compensation recommendations as ratified by the UUA General Assembly.

## **2.7 Absence or Incapacity of a Called Minister or Executive**

- 2.7.1 Called Ministers and the Executive shall not fail to develop contingency plans, including the reassignment of their specific responsibilities, for the continuing smooth, uninterrupted functioning of the church in the event of their absence. These plans shall be presented to the



Board of Trustees.

2.7.2 To protect the Congregation from sudden loss of the Executive's services, they shall name no fewer than two ministers or employees in the contingency plan. Those two named successors shall be sufficiently familiar with Board of Trustees and management issues and processes to enable either of those people to take over with reasonable proficiency as an interim successor.

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

## **3. Governance**

### **3.0 Overview**

In addition to the responsibilities outlined in the Bylaws, the Board of Trustees, in accordance with the principles of Policy Governance, has three primary responsibilities:

1. To be definite in its expectations by creating and updating Policies,
2. To assign these expectations clearly for the Board of Trustees and the Executive, and
3. To monitor and hold accountable that both the Board of Trustees and the Executive are meeting those expectations.

The Board of Trustees' job is to establish top-level policies and to maintain close communications with the members of the congregation. As provided for in the Bylaws (VI, D,1) the Board operates as a unit; individual Trustees have no authority to act or make unilateral decisions. The Board is the caretaker of all aspects of the future vision of the UUCA.

The Board will ensure that all initiatives identify how marginalized voices are heard and minority interests are taken into account. The Board shall conduct affairs in a manner that upholds the UUA seven principles and UUCA's support of the 8th principle to accountably dismantle racism and other oppressions in ourselves and our institutions.

### **3.1 Board of Trustees**

#### **3.1.1. Governance Style**

The Board of Trustees will emphasize proactive, strategic leadership rather than administrative detail; with a clear distinction between Board of Trustees' and Executive's roles; concentrating on the future rather than the past or present. In this spirit, the Board of Trustees shall focus chiefly on Ends, not on the administrative or programmatic means of achieving these Ends. However, where the Board judges an action by the Executive as not to be reasonable means, the Board may pass a modification to the Executive Limitations and Directives to bring the Executive back into the Board's standard of reasonable means.

#### **3.1.2 Board of Trustees Members' Code of Conduct**

3.1.2.1 Members of the Board of Trustees shall conduct themselves in an ethical manner.

3.1.2.1 Members of the Board of Trustees shall adhere to the Church's UUCA Safe Congregation

Covenant.

3.1.2.1 Members of the Board of 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.

3.1.2.1 Members of the Board of Trustees must sign and comply with the UUCA Conflict of Interest Policy.

3.1.2.1 To ensure openness, competitive opportunity, and equal access to inside information, there must be no self-dealing or any conduct of private business or personal services between any Trustee and the church.

3.1.2.1 Trustees must not use their positions on the Board to obtain employment within the church for themselves, family members, or close associates.

3.1.2.1 Should a Trustee be considered for employment by the church, they must temporarily withdraw from Board of Trustees deliberation, voting, and access to applicable Board of Trustees' information.

3.1.2.1 Any member of the Board of Trustees, seeking to be employed by or to act as a paid consultant to the church, must resign from the Board of Trustees before applying for the position.

3.1.2.1 Individual Board of Trustees members may not attempt to exercise authority over the church, its Executive, or staff.

3.1.2.1 The President, or their designee, is the voice of the Board of Trustees in any public conversation. This does not preclude any Trustee from sharing or discussing the approved policy or actions of the Board within the Congregation. The Board speaks with one voice after a decision is made.

3.1.2.1 Members of the Board of Trustees are encouraged to continually self-monitor their individual performance against policies, against the qualifications listed in the current Trustee position description, and against any other current Board of Trustees evaluation tools.

3.1.2.1 Any member of the Board of Trustees must report any alleged violation of Governing Policy to the Board President or Secretary by the next Board meeting.

### **3.1.3 Board Responsibilities**

The Board of Trustees shall:

3.1.3.1 At the first meeting of each new Board, members shall review, amend as needed, and sign the Board Covenant and the Board Agreement.

3.1.3.2 Speak with one voice, after a decision is made by vote of the Board;

3.1.3.3 Establish a covenantal relationship with all Called Ministers and the Executive (See Bylaw IX);

3.1.3.4 Maintain close on-going communication with the Congregation seeking out and listening to the views of the Congregation in addition to keeping the Congregation informed;

3.1.3.5 Maintain overall responsibility for the finances and property of the Church, but shall not buy or sell real property on behalf of the Congregation without a majority vote of members present at a duly called Congregational Meeting;

3.1.3.6 Approve an annual budget that will be voted on by the Congregation, including reviewing the Executive's and Called Minister(s)' compensation annually, and implementing changes when deemed appropriate.

3.1.3.7 Be responsible for ensuring that sufficient funds are raised and maintained to achieve the Ends. These Ends define what the church wishes to accomplish - the reasons for its existence. The

Ends are what good is to be achieved and for whom;

3.1.3.8 Appoint individual(s) to fulfill the function of the Executive. A Called Minister may be appointed as Executive. The Executive Role may be divided among two or more people. A layperson may also be appointed as Executive. As provided in Bylaw VI D 2 g, the Board of Trustees has the authority, at any time and with or without cause, to reassign the function of the Executive to another person or persons;

3.1.3.9 Monitor and assess the performance of the Executive in the fulfillment of the governing policies;

3.1.3.10 Prepare and regularly review the set of governing policies for the guidance and management of the Church. These policies include but are not limited to: Ends statements, Executive Limitations and Directives, Governance, and Relationship Among Board of Trustees, Ministers and Executive.

3.1.3.11 Ensure the Articles of Incorporation and Bylaws are regularly reviewed;

3.1.3.12 Ensure that dismantling racism and other oppressions is accountably incorporated into the governance process and work of the Church.

3.1.3.13 The Board of Trustees is responsible for being visible and accessible to the members of the congregation in matters of Governing Policies, UUCA Vision Statement, and fulfillment of the Ends.

3.1.3.14 The Board of Trustees shall be responsible for training members of the Board of Trustees to the roles it has defined. They will provide initial orientation when a new member joins the Board, including a clear definition of what is expected of them, introduction to Board policies and procedures, copies of all relevant Board and church documents, and training in the process of policy-based governance.

3.1.3.15 The Board of Trustees shall review all Ends Statement Interpretations from the Executive and provide feedback. If Interpretations are deemed to be unreasonable, feedback will be provided to the Executive who then has 60 days to provide an updated interpretation.

3.1.3.16 The Board of Trustees shall annually conduct a review of the performance of the Executive and Called Ministers against their stated goals and the UUCA Ends.

3.1.3.17 The Board shall conduct a review of the Ministry of the Church every three or four years, and shall share the results of this review with the Congregation in a timely manner.

3.1.3.18 The Board of Trustees ensures the high standard of its own performance through monitoring and evaluation against the UUCA Board of Trustees Governance Process Policies, at least annually.

### **3.1.4 Board of Trustees Meetings**

3.1.4.1 The President, Vice President and one other Board member, to be elected each quarter, shall serve as the Board's Executive Committee. They shall:

3.1.4.1.1 Meet prior to each Board meeting to advise the President on the agenda;

3.1.4.1.2 Develop a Consent Agenda when appropriate to be approved at the following Board meeting;

3.1.4.1.3 Provide advice to the Executive and ministers when requested;

3.1.4.1.4 Where time is of the essence, make decisions on behalf of the Board between meetings and submit these decisions for Board review at the next Board meeting.

#### 3.1.4.2 Notice of meetings:

3.1.4.2.1 There shall be a regularly scheduled monthly Board meeting at least 9 times per year. These meetings shall be held in the UUCA Library and begin at 6:45 pm.

3.1.4.2.2 Notice for any additional meetings must state the date, time, place and agenda and be communicated to Board members by email at least 5 days in advance of the meeting. Additionally, the date, time and place of the meeting shall be communicated to UUCA members by placing this information on the church calendar. This information plus the purpose of the special meeting will also appear in the next In The Know.

3.1.4.3 The President is responsible for publishing the agenda 5 days in advance of the meeting.

3.1.4.4 The Board may add items to the agenda during the meeting by majority vote.

3.1.4.5 A majority of the voting members of the Board shall constitute a quorum.

3.1.4.6 The Board prefers Consensus decision-making. Absent a consensus, Robert's Rules may be used as a fallback method for approving proposals.

3.1.4.6.1 The Board of Trustees will take extra effort to respect the viewpoint(s) of the minority opinion. Towards this end the Board will endeavor to ensure that all voices that wish to be heard are heard. The Board will endeavor to develop a sense of combined purpose towards common goals even when the path towards achieving those goals is not clear or universally agreed upon.

3.1.4.6.2 During Board of Trustees Meetings, after a vote is taken on issues the President believes to have strong minority opinions, or on issues with closely divided votes, the President may choose to give all members of the minority an opportunity to briefly summarize their reasons for their objections. After the minority has spoken, the President or a member of the majority may ask for a revote, the results of which will be binding and not require another opportunity for the minority to summarize their positions.

3.1.4.6.3 After any Board of Trustees business has been discussed and voted upon, both the majority and the minority will support the action taken and speak with one voice.

3.1.4.6.4 Reflection on the 8th Principle shall be part of all Board deliberations and/or decisions.

3.1.4.7 Board meetings shall be open to all church members except when the Board votes to adjourn into executive session for purposes of discussion of confidential issues including personnel and legal matters. No formal or final action may be taken during these executive sessions except for a vote to conclude the executive session and return to the usual open meeting format. Only Board members

and individuals on the agenda may speak during Board meetings.

3.1.4.8 As provided in Bylaw VI / Section E, the Board of Trustees has the authority to call an Executive (closed) Session of the full Board to discuss confidential issues including personnel or legal matters that relate to the church. Such a session is only permitted if voted affirmatively by two thirds of the members present.

### **3.2 President's Role**

3.2.1 The President shall preside at all meetings of the congregation and the Board of Trustees. The President may appoint or designate another individual to preside or moderate at these meetings or a portion thereof. The President is responsible for the agenda and organization of all Congregational Meetings.

3.2.2 The President shall represent the Congregation on all appropriate occasions.

3.2.3 The President shall formulate the agenda and publish it at least five (5) days in advance of meetings and implement governance processes for Board of Trustees meetings.

3.2.4 The President shall Perform other duties customary to the office.

3.2.5 The President shall ensure the integrity of the Board of Trustees' process.

3.2.6 The President's authority does not extend to supervising, interpreting Board of Trustees' policies to, or otherwise directing the Executive. A co-creative relationship between the Executive and the President is encouraged.

3.2.7 The President shall oversee all Trustee roles defined in the Bylaws, by Board Policy, or by other Board action. Further, the President shall also oversee the assignment of roles to non-Trustees as Board committee members.

3.2.8 The President shall not fail to ensure that the responsibilities described in 3. Governance of the Governing Policies are followed.

3.2.9 The President shall not fail to ensure that the Board of Trustees evaluates the performance of the Board as a whole, including a review of all the assigned Board roles and the performance of the President. This evaluation shall occur at least once each calendar year.

3.2.10 The President, or their designate, is the voice of the Board of Trustees in any public conversation. This does not preclude any other Trustee from sharing or discussing the approved policy or actions of the Board within the Congregation.

3.2.11 The President's duties are assumed by the Vice President if the President is unable or unavailable to perform those duties.

### **3.3 Vice President's Role**

The Vice President of UUCA shall have all the powers and responsibilities of the President in the absence of the President, and shall have such other responsibilities assigned by the Board of Trustees or the President.

### **3.4 Finance Officer's Role**

The role of the Finance Officer is to monitor the management of the financial affairs of the UUCA on behalf of the congregation. The Finance Officer will provide the Executive guidance and support in the running of the church's finances. As provided for in Bylaw VI, Section D paragraph 5, the specific responsibilities of the Finance Officer are:

3.4.1 The Finance Officer shall assist and advise the Executive in the preparation and supervision of the annual budgets of UUCA.

3.4.2 The Finance Officer shall receive and monitor reports of income and expenditures, by budgeting account provided by the Executive.

3.4.3 The Finance Officer shall provide regular financial status reports to the Board of Trustees; to include the need to use operating reserves when operating income is not sufficient to meet existing expenses.

3.4.4 The Finance Officer shall track the funds available for operating expenses targeted to be between one and two months of the average current year's monthly operating budgeted expense.

3.4.5 The Finance Officer shall report to the Congregation on the status of the church's finances.

3.4.6 The Finance Officer shall have other responsibilities as may be prescribed or assigned by the Board of Trustees or the President.

### **3.5 Secretary's Role**

The role of the Secretary is to ensure the integrity of the Board of Trustees records. As provided for in Bylaw VI, Section D paragraph 6, the specific responsibilities of the Secretary are:

3.5.1 The Secretary shall keep and publish minutes of all Congregational and Board of Trustees meetings.

3.5.2 The Secretary shall provide the Trustees with these minutes.

3.5.3 The Secretary shall certify the eligibility of members to vote upon request.

3.5.4 The Secretary shall give notice of Congregational Meetings as provided in Bylaw V.

3.5.5 The Secretary shall carry out other responsibilities as may be prescribed or assigned by the Board of Trustees or the President.

3.5.6 The Secretary shall publish all election results and appointments made by the Board of Trustees in the UUCA newsletter following an election or appointment.

3.5.7 The Secretary shall ensure that current, up-to-date Governing Policies are recorded and published.

**3.6 Trustees-at-large Role.** The Trustees-at-large of UUCA shall have such responsibilities as may be assigned by the Board of Trustees or the President.

### **3.7 Policy Violation Process**

3.7.1 Any member of the staff or congregation who believes that the Governing Policies are being violated may bring information about the alleged violation to the attention of the President or the Vice President. The President or Vice President may take any of the following steps:

3.7.1.1 The President of the Board of Trustees may direct the Executive to conduct an inquiry and submit a written report to the Board concerning the alleged policy violation. The Executive will periodically report to the Board on the alleged policy violation until it is either corrected or the Policy is amended.

3.7.1.2 The President of the Board may appoint a Board 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.

3.7.1.3 The President of the Board may add proposed policy changes to the Board agenda for consideration.

3.7.2 Ordinarily the Board of Trustees will address only policy matters; however, in exceptional cases the Board of Trustees will take whatever action is necessary to protect the health and safety of individuals or the interests of the Church.

3.7.3 If the alleged violation involves the President, the Vice President has the authority to take any of the actions as outlined above.

## **4. Relationship among the Board of Trustees, Ministers and Executive**

### **4.1 Overview: Mutual Support**

4.1.1 The Board of Trustees and the Executive/Ministers shall work together, recognizing their interdependence, to fulfill the Vision Statement and meet the Ends. Relying upon each other, and respecting each other's roles and responsibilities, each shall not fail to use their best endeavors to meet the needs of the congregation.

4.1.2 The Board of Trustees shall be responsible for the periodic evaluation and review of the performance of Called Ministers.

4.1.3 The Called Minister(s) shall be responsible for the periodic evaluation and review of the performance of Hired and Intern Ministers.

4.1.4 The Board of Trustees shall be responsible for the periodic evaluation and review of the performance of the Executive.

### **4.2 Monitoring the Performance of Called Ministers and the Executive**

Monitoring, where possible, should include data obtained by objective and unbiased means to support the performance report(s). Monitoring of performance by the Board shall not fail to consider:

4.2.1 Organizational progress towards realization of the Ends.

4.2.2 Individual progress towards their annual goals.

4.2.3 Working within established Limitations and other Board of Trustees policies.

4.2.4 Self-care of the Executive/Ministers.

4.2.5 Professional development of the Executive/Ministers.

### **4.3 Ends Policy Reports to the Board of Trustees from the Minister(s)/Executive**

#### **4.3.1 Each month, the report shall include:**

4.3.1.1 Monthly Summary - progress against Ends, goals, implementation of plans, programs and policies of the church.

4.3.1.2 Additional reporting according to the Perpetual Calendar specified by the Board.

4.3.2 The annual budget and a report of the management of capital funds shall be presented to the Board of Trustees prior to the start of the fiscal year, no later than the last Board of Trustees meeting prior to the Congregational Budget Meeting.

#### **4.3.3 Reports As Required:**

4.3.3.1 Contingency Plan including named interim successors, update as required no later than 30 days after material changes.

4.3.3.2 Long Term Absence Plan, at least 3 months in advance of a planned absence.

4.3.3.3 Ends Statement Interpretation, The Executive's interpretation of all new or changed



Ends are due within 60 days of a change, or addition to the Ends.

#### **4.4 Annual Executive Review and Triennial Ministry Assessment**

4.4.1 Each year the Board of Trustees, in consultation with the Executive, will review the Ends and the Executive's Interpretation thereof. The Annual Review shall examine the impact of the church's ENDS *in, among and beyond* the life of its members.

4.4.2 Every three years, the Board of Trustees and the Minister(s)/Executive shall review the Ministry of the Church and the results of this review shall be made public to the congregation.

#### **4.5 Corrective Action Policy**

The Board of Trustees will pursue the following process if a policy violation by a Minister has been reported. If the Board determines that the violation is egregious, an alternative process will be designed, commensurate with the severity of the violation. At any point in either process, outside counsel may be engaged.

Step 1: The Board will be informed of the policy violation. The Minister will submit to the Board a written plan to remediate the violated policy and present the plan for approval at the next Board meeting.

Step 2. If, after a specified period of time, the policy violation has not been corrected, written documentation of non-compliance will be placed on file.

Step 3. If the policy violation continues, the Board may choose to consult or file a grievance with the UU Ministers Association and follow their guidelines and procedures.

Step 4. If the situation remains unresolved, a termination process may be initiated.

a. Called Minister: If the individual is a called minister, the Board will

i. Recommend to the congregation that the called minister be terminated for continued policy violation.

ii. Call a meeting of the congregation in compliance with UUCA Bylaw VIII C 2 regarding removal of the minister.

b. Non-Called Minister: If the individual is a non-called minister, the process for the termination will be followed as specified in the minister's contract. The congregation will be informed of the removal of the non-called minister.

#### **4.6 Retirement of a Called Minister who is also the Executive**

During the months before the retirement of a called minister holding the Executive Role, the Board of Trustees may choose to reassign the various Executive authorities and responsibilities to Board members and/or other paid or volunteer staff (including any Assistant, Intern, or Interim Ministers) to ensure the smooth, uninterrupted functioning of the church.