

Valley Unitarian Universalist  
Board Policy Governance  
What good, for whom, at what cost?  
*On the path to greatness: Enriching people, Changing lives, and  
Reaching out to others.*

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**Valley Unitarian Universalist**  
**I. Extended Mission Statement (Statement of Ends and Outcomes)**  
**What good, for whom, at what cost?**

**Article I. Purpose of VUU**

**Section 1.01 VUU Mission**

**Mission Statement: Love is our doctrine, service is our prayer, and justice is our calling.**

**Section I.02. Our Vision and Ends**

Approved by VUU Board on May 24, 2016, based on input from the congregation.

We are a vibrant, inclusive community, inspired by many spiritualities and theologies, caring for one another through life’s challenges, and bending the moral arc of the universe toward justice.

1. We challenge each person to discover, experience, and be transformed by the deep and mysterious.

2. We cultivate our inclusive community through radical hospitality and nurturing.
3. We prioritize intergenerational experience through increased investment in the faith formation of the next generation.
4. We engage in partnerships to counter systems of oppression and create a just, sustainable and healthy world.
5. We are an innovative congregation, growing Unitarian Universalism in covenant with our UUA partners.

### **Section 1.03. Owners of the Mission, Vision and Ends**

VUU belongs to its members. In accomplishing its vision, VUU will prioritize its planning and resources toward primary stakeholders: congregation (members and families), friends of the church, visitors (actual and virtual), potential congregants, sister churches and other direct affiliates, and denominational affiliates. VUU's secondary stakeholders include others we touch professionally, commercially, and in the community at large.

### **Section 1.04. Cost of the Mission Vision and Ends**

1. In evaluating the cost of Mission and Ends, all types of resources shall be considered: Staff and volunteer time and talents, Property and Assets, Community and denominational relationships and goodwill, operating and capital funds as well as any other resource of the congregation
2. In all cases any cost of the Mission or any End shall be sustainable to VUU.
3. The cost of Board defined the Ends shall be:
  - a. Within the policy limitations of Article II
  - b. Refined by the means defined by the Senior Minister
  - c. Included as part of the review of means performed by the Board.

### **Section 1.05. Annual Goals and Strategic Planning.**

1. The Board of Trustees shall review the Ends of VUU at least once per year.
2. The Board shall meet with the Senior Minister at least once during the year to facilitate the development and refinement of the Means.
3. The Board shall meet at least once a year to develop its own action initiatives/Board goals for the year.
4. The Senior Minister shall facilitate the development/update of the Means for the Program Ministries that specifies how the Ends will be met.
  - a. The Means shall evaluate and estimate the cost of the Ends.
  - b. The Means shall include a mutually agreed upon definition of all the terms used in the Ends.
  - c. The Means shall include annual goals and/or a Program Plan.
5. The Board shall review the Means to insure the Ends are understood and being met.
  - a. This review shall include an evaluation of the Means at least annually.
6. The Board shall insure that there is a multi-year year strategic plan.

# Valley Unitarian Universalist

## Leadership Responsibilities and Limitations

### Article II. Leadership Responsibilities and Limitations

#### Section 2.01 General Leadership Responsibilities and Limitations

##### II.01.01 VUU Leadership Responsibilities

- a. VUU leadership includes the Board of Trustees (Board), the Minister(s), paid professional staff and volunteers who chair committees, ministries, or task forces.
- b. The 7-person Board is elected by the congregation and is responsible to it for achieving the detailed mission statement as specified in Section I of this policy document. The Board exercises direct oversight over its committees. The Special Funds Committee, Committee To Call A Minister and the Leadership Development committee are elected by the congregation, but are responsible to the Board. Other Board committee is Finance. The crisis management / safe environment team is appointed, as needed, by the Board.
- c. The Board allocates its authority, except that which is reserved to itself, to the Senior Minister. The Senior Minister also serves as chief of staff and has supervisory responsibility over other ministers and professional staff.
- d. The Minister(s) are expected to minister to and lead VUU toward its desired spiritual mission with specific responsibilities described in their contract(s) and consistent with the by-laws
- e. All Board committees and other Board-appointed standing entities operate under a charter approved by the Board.
- f. VUU professional staff and chairs of committees, ministries or task forces are responsible for initiating projects and activities pursuant to VUU's extended mission statement, developing and overseeing policies related to their activities and their sections of the annual budget.

##### II.01.02 Primary VUU Leadership Limitations

VUU Leadership shall not cause or allow any practice, activity, decision, or organizational circumstance that is in violation of the bylaws, Board policy, or UU principles or is imprudent, unlawful, or in violation of commonly accepted business and professional ethics.

##### II.01.03 Misconduct and/or Dishonest

Accordingly, VUU policies prohibit misconduct and dishonesty and meet accepted practices for non-profit organizations, including accepted accounting practices. For purposes of this policy, misconduct and dishonesty must include but not be limited to:

- a. Theft or other misappropriation of assets, including assets of the organization or others with whom VUU has a business relationship.

- b. Misstatements and other irregularities in organization records, including the intentional misstatement of the results of operations.
- c. Forgery or other alteration of documents.
- d. Fraud and other unlawful acts.
- e. Violations of Confidentiality.

#### **II.01.04           Illegal Activities**

VUU specifically prohibits any illegal activities in the actions of the VUU leadership, staff, volunteers, or members responsible for carrying out VUU activities, with the exception that non violent civil disobedience by members of VUU taking positions of conscience consistent with UU and VUU principles are not prohibited.

#### **II.01.05           Public Statements on Positions of Record**

All VUU leaders, staff, volunteers, and members must limit public statements about the official position of the congregation or Board on controversial social, political, and/or congregational issues to those which the congregation or Board has formally and explicitly adopted as positions of record.

#### **II.01.06.           Limitation of 501(C)3 Status**

VUU specifically prohibits activities inconsistent with the requirements of a nonprofit (503.C.3) organization including the prohibition against VUU as an organization supporting or opposing candidates for political office.

#### **II.01.07           Positions of Conscience**

Nothing in this policy shall be construed to infringe upon the ability of any VUU leader, staff, volunteer, or member to take positions of conscience consistent with VUU and UU principles including engaging in non violent civil disobedience.

#### **II.01.08           VUU Activities**

Nothing in this policy shall be construed as prohibiting VUU from sponsoring activities such as forums, discussion, movies, performances, or speakers that may include controversial material or statements.

## **Section 2.02 Personnel Policies**

#### **II.02.01           Primary Personnel Policy Limitation**

With respect to treatment of employees and volunteers, VUU Leadership shall not cause or allow conditions that are inhumane, unfair, hostile, or unprofessional.

#### **II.02.02           Personnel Policy Development and Minimum Standards**

Personnel policies are developed by the Personnel committee and implemented by the Senior Minister, and other VUU Leadership. VUU Leadership:

- a. Shall not discriminate (as defined by city, state, and federal laws) among existing or potential employees or volunteers on other than clearly job-related criteria, individual performance, or individual qualifications; and shall not discriminate based on Lesbian, Gay, Bisexual, and Transgender (LGBT) orientation.
- b. Shall not subject employees or volunteers to unsafe or unhealthy conditions.

- c. Shall not withhold from employees or volunteers a due-process internal grievance procedure.
- d. Shall not prevent employees or volunteers from grieving to the Board when:
  - i. Other internal grievance procedures have been exhausted and
  - ii. The employee or volunteer alleges either that
    - 1. Board policy has been violated to his or her detriment, or
    - 2. Board policy does not adequately protect his or her human rights.

#### **II.02.03 Annual Performance Reviews**

The Senior Minister shall insure that a performance review of all employees is conducted annually. The Board shall conduct an annual performance review of the Senior Minister.

#### **II.02.04 Whistleblower Policy**

VUU policy prohibits adverse actions being taken against employees, volunteers, or any VUU member in knowing retaliation for any lawful disclosure of information on a matter of public concern, which information the person has probable cause to believe is (1) a violation of any law, (2) mismanagement, (3) gross waste or misappropriation of VUU funds or assets, (4) a substantial and specific danger to public health and safety; or (5) other alleged wrongful conduct. Any person found to have so violated this Policy shall be disciplined, up to and including termination from employment or expulsion from VUU membership. Allegations shall be referred to the Board and the Crisis Management / Safe Environment Team, which shall follow its procedures and make a recommendation to the Board.

### **Section II.03 Compensation and Benefits**

#### **II.03.01 Fiscal and Ethical Integrity**

With respect to employment, compensation, and benefits to exempt employees, consultants, and contract workers, VUU Leadership shall not jeopardize fiscal or ethical integrity. VUU Leadership shall not, except as approved by the Board:

- a. Cause or allow change in any current exempt employee's total compensation during the fiscal year;
- b. Cause or allow promises of or implied permanent or guaranteed employment.

For non-exempt employees, the hours worked are set by the supervisor, provided that fiscal and ethical integrity are maintained.

#### **II.03.02 Current Compensation Limitations**

The Board shall not recommend 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.

#### **II.03.03 Deferred Compensation Limitations**

The Board shall not recommend deferred or long term compensation and benefits that:

- a. Cause unfunded liabilities to occur or in any way commit the organization to benefits that incur unpredictable future costs.
- b. Provide less than some basic level of compensation to all exempt employees, though differential benefits to encourage longevity in key employees are not prohibited.

- c. Allow any employee to lose benefits already accrued from any forgoing plan.

## **Section 2.04. Financial Planning and Policy**

### **II.04.01 Financial Responsibility**

The Board, on behalf of the congregation, retains direct responsibility for the financial integrity of the organization. It is assisted in this by (a) Finance committee (a Board committee), which is responsible for financial policy, planning, and monitoring, (b) Senior Minister, who is responsible for implementation, documentation, and day to day operations, (c) Special Funds committee, which is responsible for the endowment fund, and (d) the financial analyst, a Board-elected position.

### **II.04.02 Budget Development Limitations**

With respect to planning the annual budget, VUU Leadership shall not jeopardize either programmatic or fiscal integrity of the organization. The finance team presents financial planning (budget) information to the Board, including recommendations, and the Board makes budget recommendations to the Congregation, with the vote of the congregation being final and establishing the annual budget. The planning recommendations (budget):

- a. Shall contain sufficient detail to enable reasonably accurate projection of revenues and expenses, shall separate capital and operational projections, and shall disclose planning assumptions.
- b. Shall not plan the expenditure in any fiscal year of more funds than are projected to be available in that period.
  - i) If there are to be capital expenditures, they shall be included in the budget as well as the means to pay for them. Capital expenditures are:
  - ii) All repayments of debt above and beyond the regular principal and interest payments
  - iii) Any building additions or improvement or purchase of real/personal property
  - iv) Any expenses incurred as a result of a capital campaign.
- c. Shall not deviate materially from Board-stated priorities and requirements (see- Vision and Ends Statement, Section I) in its allocation among competing fiscal needs.

### **II.04.03 Financial Planning Limitations**

- a. The Finance committee, Special Funds committee, and Board shall not cause or allow financial policies that are incomplete, unclear, inconsistent with generally accepted accounting principles, or that lack clear implementation guidelines.
- b. The Senior Minister shall insure that VUU has clear policies for all VUU employees and volunteers regarding reimbursement of expenses, including travel.
- c. Expenses incurred in the last 30 days of the fiscal year may, at the discretion of the employee, be reimbursed from the budget of the following fiscal year. (NOTE: THE BOARD ADDED THIS SUB PARAGRAPH IN THE 2016-17 YEAR).
- d. For the purposes of this policy a capital campaign refers to any one time raising of funds outside the operating budget in excess of 10% of the operating budget of the first year of the campaign.
- e. Any capital campaign requires authorization and approval of the congregation at a congregational meeting called in accordance with the bylaws.



- i. Capital campaign funds shall only be expended for capital items specified in the congregational resolution authorizing the capital campaign. These may include items as defined in section ii.04.02.c.
- ii. Only with prior approval by the congregation may these funds be used for other capital improvements or any other purpose.

## **Section 2.05 Financial Limitations and Reporting**

### **II.05.01 Financial Reporting: Finance committee**

The Finance committee shall monitor financial reports of on-going financial conditions and shall insure that the Board and Senior Minister are informed of any significant trends, problematic expenditures, or other issues.

### **II.05.02 Financial Limitations: Senior Minister**

The Senior Minister shall not

- a. Cause or allow financial practices that fail to follow generally accepted accounting principles and other applicable rules as identified by the Finance committee and Board.
- b. Cause or allow inadequate documentation of financial procedures, or fail to establish clear staff responsibilities for carrying out the financial affairs of VUU.
- c. Cause or allow the Board to be uninformed or misinformed about VUU's financial conditions.
- d. Cause or allow expenditures of more funds from the operating budget (based on most likely end-of-year projections) than have been allocated without timely notification of the Board.

### **II.05.03 Financial Limitations: Board of Trustees**

The Board:

- a. Shall not cause or allow the development of fiscal jeopardy or loss of allocation integrity
- b. Shall not cause or allow expenditure of more funds than have been received in the fiscal year to date unless the debt guideline (below) is met.
  - i. Shall not indebt the organization in an amount greater than can be repaid by certain, otherwise unencumbered revenues within 90 days.
  - ii. Shall not allow cash to drop below the amount needed to settle payroll and debts in a timely manner.
- c. Shall not cause or allow the expenditure of any endowment or designated funds other than for the purposes determined at time of receipt or designation.
- d. Shall not conduct inter-fund shifting of restricted funds in amounts greater than can be restored to a condition of discrete fund balances by certain, otherwise unencumbered revenues within 30 days.
- e. Shall not cause or allow actual allocations to deviate materially from Board priorities in its detailed mission statement.
- f. Shall not borrow funds on other than the short-term basis as defined and outlined in these policies.
- g. Shall annually review VUU end-of-year financial reports including any submitted to state or federal agencies and any reports from auditors, CPAs, or accountants.
- h. Shall review monthly and other internal financial reports.
- i. Shall not cause or allow a significant end-of-year deficit (based on most likely projections) beyond that approved by the congregation, without notification and

consultation with the congregation. A significant end-of-year deficit is defined as a deficit of 3% or more of the total budget beyond any deficit approved by the congregation.

#### **II.05.04 Financial Limitations: All VUU Leadership**

VUU Leadership who have budget oversight within their area of responsibility

- a. Shall not cause or allow expenditures of more funds from their budgets than have been allocated (except as noted in "d" below).
- b. Shall not cause or allow expenditures to deviate materially from Board priorities in ends / outcome policies
- c. Shall not be prohibited from shifting funds within the budget categories for which they are responsible, provided that their total expenditures at the end of the year will not exceed their allocated revenue and other limitations have not been exceeded.
- d. Shall notify their immediate supervisor in a timely way of trends or unexpected large expenditures that could jeopardize fiscal integrity.
- e. Shall not be prohibited from applying for external grants, provided the grants are within their area of responsibility, are consistent with VUU detailed mission, and do not obligate VUU to expenditures that would jeopardize fiscal integrity. Immediate supervisors, Senior Minister, and Board should be notified of grant activity and grants (if offered) are formally accepted by the Board on behalf of VUU.

#### **II.05.05 Financial Investments: All VUU Leadership**

Consistent with the UUA, it is the intention of VUU to avoid investment in fossil fuel companies in recognition of our 7th principle and the adverse effects of carbon on the earth's climate.

- a. To that end, neither the Board of Trustees nor the Senior Minister nor staff shall allow any funds to be invested directly in stocks of companies listed as "Carbon Underground 200 Fossil Fuel Companies."
- b. Furthermore, VUU will seek to invest only in pooled asset funds that do not include such fossil fuel companies or where divestiture of such companies is feasible by the year 2020.
- c. This policy pertains to VUU financial assets, and not to the UUA pension fund, which is governed by UUA policy guidelines.

### **Section 2.06 Asset Protection**

With respect to proper stewardship of VUUs assets, the Senior Minister shall not risk losses beyond those necessary in the normal course of business. Accordingly, the Senior Minister:

#### **Section II.06.01 Senior Minister Responsibilities and Limitations**

The Senior Minister:

- a. Shall insure against theft and casualty losses at replacement value less reasonable deductible and/or co-insurance limits.
- b. Shall insure against corporate liability and personal liability of Board members and staff, taking into account pertinent statutory provisions for indemnification and exemptions applicable to Arizona non-profit organizations.
- c. Shall not allow unbonded personnel access to material amounts of funds.
- d. Shall not subject facilities and equipment to improper wear and tear or insufficient maintenance.
- e. Shall not unnecessarily expose the organization, its Board, or staff to claims of liability or risk the nonprofit status.

- f. Shall not make any purchase of over \$500.00 without at least two competitive bids, when there are multiple vender possibilities.
- g. Shall not receive, process, or disburse funds under controls insufficient to meet accepted nonprofit financial practices or other government standards.
- h. Shall not invest operating capital in insecure instruments, including uninsured checking accounts and bonds or CDs of less than 'A' rating.
- i. Shall not fail to protect intellectual property, information, and files from significant damage.

#### **Section II.06.02 Intellectual Property**

The work of called Minister(s) of the congregation, the Director of Music Ministries, and the Director of Faith Formation and other senior professional staff are the sole owners of their intellectual property.

### **Section 2.07 Conflict of Interest**

#### **II.07.01 Loyalty to VUU**

VUU Leadership must represent unconflicted loyalty to the interests of the congregation. The accountability supersedes any conflicting loyalty such as that to advocacy groups and affiliation with other employers. This accountability supersedes the personal interest of any leader as an individual church member.

#### **II.07.02 Fiscal Conflicts of Interest**

VUU Leadership 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 leader and the organization except as procedurally controlled to assure openness, competitive opportunity, and equal access to "inside" information.
- b. Leaders must not use their positions to obtain for their family members or close associates employment with the organization.

#### **II.07.03 Conflicts in Public Statements**

VUU Leadership's interaction with the public, press, or other entities must recognize the same limitation and the same inability of any trustee except the president or the presidents' representative to speak for the Board. Nothing in this policy shall be construed to infringe upon the fundamental principal of freedom of the pulpit.

#### **II.07.04 Annual Notifications and Acknowledgements**

The Senior Minister shall insure that all VUU Leadership are notified of this policy annually and that the Board, Senior Minister, and all benefit-eligible employees sign a "conflict of interest" form acknowledging their understanding of the policy.

### **Section 2.08. Communication and Counsel to the Board**

With respect to providing information and counsel to the Board, the Senior Minister shall not cause or allow the Board to be uninformed or misinformed.

#### **II.08.01 Senior Minister Responsibilities and Limitations**

**The Senior Minister:**

- a. Shall 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.
- b. Shall submit the monitoring data required by the Board policy (see Policy IV Chart: Frequency and Method of Regular Monitoring) in a timely, accurate, and understandable fashion.
- c. Shall gather as many staff and external points of view, issues, and options as needed for fully informed Board choices.
- d. Shall not present information in unnecessarily complex or lengthy form.
- e. Shall recommend changes in Board policies, the need for which become known to them.
- f. Must limit public statements about the official position of the congregation or Board on controversial social, political, and/or congregational issues to those which the congregation or Board has formally and explicitly adopted as positions of record (See Policy III.C). Nothing in this policy shall be construed to infringe upon the fundamental principle of freedom of the pulpit.
- g. The Senior Minister shall, if requested by the Board, prepare, implement, and share with the Board, within three months of the annual performance review, a professional development plan that responds to the evaluation in its entirety.

### **Section 3.09 Annual Meeting**

Pursuit to Article V of the By Laws, the Board of Trustees is responsible for the agenda, logistics, and conduct of an annual meeting of the congregation and for any special meetings of the congregation called by the Board.

1. The Board or its designee is responsible for educating and informing the congregation about issues that are on the agenda including:
  - a. The financial report (including the operating budget)
  - b. Election of VUU officers
  - c. Report to the congregation on the upcoming UUA General Assembly
  - d. Bylaw amendments if any
  - e. Other business to be brought before the congregation.
2. The LDC shall determine the quorum, refer to VUU Bylaws & LDC procedures.
3. In the event no budget is approved at an annual meeting where a quorum is present, adjournment will not be in order until a continuing resolution authorizing spending in the next fiscal year is passed by a majority vote of those present. This resolution must authorize VUU to meet necessary expenses until the next meeting of the congregation.

# Valley Unitarian Universalist

## III. Governance Process

### **Article III. Governance Process**

#### **Section 3.01 Board Governing Style**

The Board will approach its task with a style that emphasizes strategic leadership rather than administrative detail, clear distinction of Board and staff roles, future rather than past or present, and proactively rather than reactivity. In this spirit, the Board will:

##### **III.01.01 Board Long Term Focus**

Focus chiefly on intended long-term impacts or ends, not on the administrative or programmatic means of attaining those effects.

##### **III.01.02 Board Policy Structure**

Direct, control, and inspire the organization through the careful establishment of the broadest organizational values and perspectives (policies). Policies will address:

- a. Ends / outcomes: Organizational products, impacts, outcomes, or what benefits for which needs at what cost
- b. VUU Leadership Responsibilities and Limitations: General responsibilities of leadership and limitations on leadership authority that establish the prudence and ethics boundaries within which lies the acceptable arena of operational activity, decisions, and organizational circumstances to be observed by all VUU Leadership.
- c. Governance Process: Specification of how the Board conceives, carries out, and monitors its own roles and responsibilities.
- d. Board/ VUU Leadership Relationship: Linkage between the Board and other leaders, including the Senior Minister and how power is delegated and its proper use monitored.

##### **III.01.03 Board Performance Monitoring**

Monitor and regularly discuss the Board's own process and performance.

##### **III.01.04 Board Governance Discipline and Speak With One Voice**

Enforce upon itself whatever discipline is needed to govern with excellence.

- a. Discipline will apply to policy-making principles, respect for defined roles, and attendance.
- b. After subjects have been discussed and voted upon, both majority and minority will support the action taken during its implementation and will not

attempt to thwart implementation.

#### **III.01.05 Board Accountability**

Be accountable to the congregation and other stakeholders for competent, conscientious, and effective accomplishment of its obligations as a body. It will allow no officer, individual, or committee of the Board to usurp this role or hinder this discipline.

#### **III.01.06 Board Institutional Memory**

Ensure the continuity of Board improvements through systematic treatment of its own institutional memory.

#### **III.01.07 Board Initiation of Policy**

Be an initiator of policy, not merely a reactor to staff initiatives. The Board, not the staff, will be responsible for Board performance.

### **Section 3.02 Board Contributions**

The Board's specific contributions are unique to its trusteeship role and necessary for proper governance and management.

#### **III.02.01 Board Contribution Responsibilities**

The job of the Board shall be to:

- a. Link between VUU and its stakeholders.
- b. Assure financial integrity and long range planning
- c. Write governing policies that, at the broadest levels, are in accordance with III.01.02
- d. Assure Senior Minister performance through monitoring and evaluation in accord with responsibilities, limitations, and Board/Leadership relationship.
- e. Set goals that lead VUU to desired outcomes and publish these annually.

### **Section 3.03 Process for Taking a Position of Record**

When considering whether to take a position of record, the Board shall take into account the actual or expected extent of controversy, consistency with UU and VUU principles, importance of the statement to VUU's mission, capacity of VUU to take action consistent with the position of record, protection of tax exempt status, and other factors relevant to the specific situation. The Board may consult with the congregation or request congregational approval for a position of record.

### **Section 3.04 Officers' Roles**

#### **III.04.01 Board President**

The job of the President is to assure the integrity of the Board's process. The President or his/her designated representative is the only person authorized to speak for the Board.

- a. The job output of the President is that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the

organization.

- i. Meeting discussion content will be only those issues that, according to Board policy, clearly belong to the Board to decide, not other leaders.
  - ii. Deliberation will be timely, fair, orderly, and thorough, but also efficient, limited to time, and to the point.
  - iii. Roberts' Rules are observed except where the Board has suspended them.
- b. The authority of the President consists of making any decision on behalf of the Board that falls within or is consistent with Board policies on governance process and the Board-leadership relationship.
- i. The President or designated representative is empowered to chair Board meetings with all the commonly accepted powers of that position (e.g., ruling, recognizing).
  - ii. The President's authority does not extend to making decisions within ends / outcomes or waiving leadership limitations.
  - iii. The President's authority does not extend to supervising, interpreting Board policies to, or otherwise directing the Senior Minister, employees, or other VUU leadership. Nothing in this policy is intended to interfere with mutual interaction about individual understandings of policies.

#### **III.04.02 Board Secretary**

The job of the secretary is to assure the integrity of the Board's record. The secretary is responsible for ensuring the:

- a. Recording and distribution of accurate minutes of Board and Congregational 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 bylaws.

#### **III.04.03 Financial Analyst**

The job of the financial analyst is to assure the integrity of the financial information provided to Board and Congregation. The financial analyst is appointed by the Board for a two-year renewable term and may be a member of the Board. The financial analyst is a voting member of the Finance committee, and is responsible for:

- a. Advising Board, Finance committee, and Senior minister on VUU's financial status.
- b. Monitoring, analyzing and interpreting financial information (including bank statements) for VUU staff and leaders including bookkeeper/administrator, Finance committee, Board, and Congregation.
- c. Reviewing financial reports prepared by office staff and producing income and expense tracking reports.
- d. Participating in financial aspects of long-range planning.
- e. And other duties as assigned by the Board.

### **Section 3.05 Board Trustee Code of Conduct**

The Board expects of itself and its members ethical and businesslike conduct. This commitment includes proper use of authority and appropriate decorum in group and individual behavior when acting as Board members.

#### **III.05.01 Trustee Loyalty**

Trustees must represent unconflicted loyalty to the interests of the congregation and adhere to all parts of the "Conflict of Interest" statement (Policy II G, above).

#### **III.05.02 Considering a Trustee for Employment at VUU**

In addition, should a trustee be considered for employment by the organization, he or she must temporarily withdraw from Board deliberation, voting, and access to applicable Board information. Should a trustee be employed by the organization or act as a paid consultant, he or she must resign from Board service.

#### **III.05.03 Trustee Individual Limitations**

Written policies, adopted by majority vote of the Board, shall exercise authority over the organization. Individual trustees shall not attempt to exercise authority over the organization. The Board will speak with one voice through its adopted policies.

- a. Trustees' interaction with Senior Minister, Minister(s), staff, or committees must recognize the lack of authority in any individual Trustee or subgroup (committee, task force, ministry team).
- b. Trustees' interaction with the public, press, or other entities must recognize the same limitation and the similar inability of any Trustee except the President to speak for the Board.
- c. Trustees will make no official, independent judgments of the Senior Minister, Minister(s), or staff performance except as that performance is assessed as part of explicit Board policies by a formal evaluation process.
- d. 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.

### **Section 3.06 Board Task Forces**

#### **III.06.01 Task Force Principles**

The Board may establish task forces (which may also be called committees) to help carry out its responsibilities. Task forces will be used sparingly to preserve the Board functioning as a whole when other methods have been deemed inadequate. Task Forces will be used so as to minimally interfere with the wholeness of the Board's job, and so as never to interfere with delegation from Board to the Senior Minister.

#### **2III.06.02 Task Force Responsibilities**

- a. Task Forces will assist the Board chiefly by preparing policy alternatives and



implications for Board deliberation. Board Task Forces are not to be created by the Board to advise staff.

- b. Board Task Forces shall have a fixed time limit with defined deliverables.

### **III.06.03 Task Force Limitations**

- a. Board Task Forces shall 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 Task Forces are to help the Board do its job, not to help the staff do its job.
- c. Board Task Forces cannot exercise authority over staff. Board task forces will not ordinarily have direct dealings with current staff operations. Further, the Board will not impede its direct delegation to the Senior Minister by requiring approval of a Board Task Force before the Senior Minister takes action.
- d. This policy applies only to task forces that are formed by Board action, whether or not the Task Forces include non-Board members. It does not apply to Task Forces or committees formed under the authority of the Senior Minister.

### **Section 3.07 Board Complaint and Inquiry Process**

Complaints and Inquiries concerning policy violations will be handled in accordance with the flowchart (see end of document for narrative and flow chart)

### **Section 3.08 Member Termination Process**

Pursuant to Article III section 4 paragraph 3 of the VUU bylaws the following policy pertains to the termination of membership at VUU:

- a. Suspension or termination of membership is a last resort and shall require a 2/3 majority vote of the Board of Trustees and the concurrence of the Senior Minister.
- b. A member shall be given written notice of intent to suspend or terminate membership, stating the reasons thereof, not less than fifteen (15) days before the Board meeting at which such action will be taken, and shall be provided the opportunity to address the Board prior to the taking of such a vote.
- c. A Board vote to suspend or remove a member will be held in Executive Session and shall not be open to the public.
- d. A confidential record of the complaint and the action taken will be maintained by the office.
- e. Periodic review of the file will be undertaken by the Senior Minister and staff.
- f. A person whose membership has been terminated by the Board may, after two years, request reinstatement by the Board of Trustees. The Board, after careful review of the circumstances of termination, must approve reinstatement by a majority vote and concurrence of the Senior Minister.

### **Section 3.09 Annual Meeting**

Pursuit to Article V of the By Laws, the Board of Trustees is responsible for the agenda, logistics, and conduct of an annual meeting of the congregation and for any special meetings of the congregation called by the Board.

1. The Board or its designee is responsible for educating and informing the congregation about issues that are on the agenda including:
  - a. The financial report (including the operating budget)
  - b. Election of VUU officers
  - c. Report to the congregation on the upcoming UUA General Assembly
  - d. Bylaw amendments if any
  - e. Other business to be brought before the congregation.
2. The LDC shall determine the quorum, refer to VUU Bylaws & LDC procedures.
3. In the event no budget is approved at an annual meeting where a quorum is present, adjournment will not be in order until a continuing resolution authorizing spending in the next fiscal year is passed by a majority vote of those present. This resolution must authorize VUU to meet necessary expenses until the next meeting of the congregation.

## Valley Unitarian Universalist

### IV. Board Relationship to Sr. Minister

#### **Section 4.01 Delegation to the Senior Minister**

##### **IV.01.01 Board Delegation and Policy Limitation**

The Board's job is generally confined to establishing topmost policies, leaving implementation and subsidiary policy development to the Senior Minister. Ends / outcomes policies direct the Senior Minister to achieve certain results; Leadership Limitations policies constrain the Senior Minister to act within acceptable boundaries of prudence and ethics. All Board authority delegated to staff is delegated through the Senior Minister, so that all authority and accountability of staff can be phrased, insofar as the Board is concerned, as the authority and accountability of the Senior Minister. The Board may request information from the Senior Minister at any time, including but not limited to the specific reports mentioned in this document.

#### **IV.01.02 Senior Minister Delegation and Policy Limitation**

The Senior Minister is authorized to establish or delegate development of all further policies, make or delegate all decisions, take or delegate all actions and activities that are true to the Board's policies and are not otherwise specified in this document. The Board may, by extending its policies, undelegate areas authority but will respect the Senior Minister's choices so long as the delegation continues. This does not prevent the Board from obtaining information about activities in the delegated areas.

#### **IV.01.03 Board Information Requests**

No individual member or officer of the Board, or Board committee has authority over the Senior Minister. Any individual member, officer, or committee may request information, but if such request in the Senior Minister's judgment requires a material amount of staff time, it may be refused with explanation.

#### **IV.01.04 Senior Minister Enforcement of Board Policy**

The Senior Minister shall not perform, allow, or cause to be performed any act that is contrary to explicit Board constraints (see Limitations policies).

#### **IV.01.05 Senior Minister Limitation With Respect to the Board**

Senior Minister's authority does not extend to supervising, interpreting Board policies to, or otherwise directing, individual members of the Board, or Board subgroups regarding Board policy; nothing in this policy is intended to interfere with mutual interaction about individual understanding of policies.

### **Section 4.02 Performance of the Senior Minister**

#### **IV.02.01 Senior Minister Authority and Accountability**

As the Board's official link to the operating organization, the Senior Minister is accountable for all organizational performance and exercise all authority transmitted into the organization by the Board via VUU's governing policies.

#### **IV.02.02 Senior Minister Contributions**

Consequently, the Senior Minister's contributions can be stated as performance in three areas:

- a. Progress toward organizational ends / outcomes and Board goals.
- b. Organization operation within the boundaries of prudence and ethics established in Board policies on Leadership limitations.
- c. Appropriate use and delegation of power.

## **Section IV.03 Monitoring of the Senior Minister**

### **IV.03.01 Senior Minister Monitoring Style**

Monitoring Senior Ministerial performance is synonymous with monitoring organizational performance against Board policies on ends / outcomes and Board goals on leadership limitations. Monitoring will be as automatic as possible, using a minimum of Board time so that meetings can be used to create the future rather than review the past.

### **IV.03.02 Senior Minister Monitoring Purpose**

The purpose of monitoring is simply to determine the degree to which Board policies are being fulfilled. Information that does not do this will not be considered to be monitoring.

### **IV.03.03 Senior Minister Monitoring Techniques**

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

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

The Chart below specifies the regular reports. As often as possible these reports should be included in the material sent to the Board before regularly scheduled Board meetings so that members may thoroughly review them prior to the meeting.

## Chart of Regular Monitoring Reports (Data)

Title	Description	Frequency	Responsibility
Senior Minister Report	<u>Internal Report from Senior Minister:</u> This report shall include: (a) Program Plan Updates & Progress towards Ends. Report on each end not needed every month (b) New opportunities or issues from congregational feedback or community/ environment changes (c) New Risks or help requested from the Board (d) Upcoming Events for Board Attendance / Calendar (e) A report on attendance once per quarter (f) Any other data supporting achieving Ends.	Monthly	Senior Minister
*Financial condition	<u>Internal Report:</u> (a) detailed income/expenses, profit and loss or variance report for operations account, capital campaign account, and reserve (b) assets / balance sheet report. Information must include monthly and YTD income/expenses against budget.	Monthly	Administration provides QuickBooks reports to finance team and financial analyst; FA to Board
*Special funds	<u>Internal Report:</u> income/expense report on special funds, including endowment. Include a summary of contributions, withdrawals, rebalancing, starting and ending balance for the period. The detail spreadsheet will be attached to this report.	Quarterly	Special Funds committee
*Stewardship report	<u>Internal Report:</u> Summary of pledge payments vs. budgeted and expected amounts.	Quarterly	Financial Analyst to Board.
*Audit	<u>Internal Report:</u> results of the internal audit of VUU finances. Include findings and recommendations.	Annual	Financial committee / financial analyst
*Budget Financial planning	<u>Internal Report:</u> Proposed budget alternatives and accompanying documents (revenue projections and proposed expenditures).	Annual February	Financial committee / financial analyst
Staff compensation / benefits	<u>Internal Report:</u> Review of staff compensation and benefits vis a vis UUA guidelines (includes Minister).	Annual February	Personnel committee to Sr. Minister
Ministers' package(s)	<u>Internal Report:</u> Proposed contract including salary (which includes housing), insurance, pension, professional expenses, and job responsibilities; and justifications.	Annual (Spring)	Special committee: representatives from Personnel, Finance, and Board
*Financial processes and	<u>External Report:</u> external financial compilation with disclosure, financial review, or audit. <u>Internal Report:</u> VUU audit team	As Needed	Board authorizes, Financial team implements

protection of assets			
VUU annual congregational survey	<u>Internal Report:</u> Annual survey of congregation to assess satisfaction with VUU (programs, governance, detailed mission statement, etc.).	Annual	Board
Leadership assessment	<u>Internal Report:</u> Annual 360 degree survey (review) of, by, and for Board and Senior Minister (and optionally top-level staff).	Annual (Spring)	Board
Membership report	<u>Internal Report:</u> Annual report of membership (a) summary of additions, subtractions (b) Beginning and ending figures for the last year. (c) 10 year summary membership numbers	Annual <b>December</b>	Membership to Senior Minister to Board
Inactive Member Report	<u>Internal Report</u> of persons recommended for removal by Board from membership roll.	Annual December	Membership to Senior Minister to Board
Staff / volunteer report	<u>Internal Report:</u> (a) staff recruitment or changes (b) changes in key volunteer committees, congregants, or personnel (c) staff/volunteer complaints, concerns, and issues.	As Needed	Senior Minister
Facilities conditions	<u>Internal Report:</u> Facilities Team Chair- May include new and ongoing facilities initiatives or projects, upkeep and repair issues.	As Needed	Facilities Team

\* Indicates reports that help the Board meet their fiduciary responsibility.

#### Section IV.04 Accountability Policy

##### IV.04.01 Board Response to Policy Violation

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

- a. Verbal conversation regarding the Board's concerns (noted as such in writing to establish appropriate documentation of said step). The Team will prepare a response that addresses the concerns and provide that to the Board in writing before its next meeting
- b. Second conversation or written concern. This step will be taken if the Board's concerns have not been effectively resolved within a reasonable period of time after the first conversation. The Board will determine at the time of the second conversation or written warning whether to take further action.
- c. Any employee or volunteer in a leadership position charged with a criminal offence may be suspended by the Senior Minister, the Board, or other

appropriate supervisor (with or without pay, if a paid employee) pending the outcome of said charges.

#### **IV.04.02 Policy Violation and a Called Minister**

If the Board determines through its annual evaluation process or other processes that a called Minister has violated policy or has failed to perform responsibilities adequately, and judges that the degree and seriousness warrants a response, the following process shall be followed: the Board will inform the Minister of their concerns and the Minister will be asked to respond. If the Board believes that violations are likely to continue to occur, or that performance will not meet the desired standard, the Board shall make their concerns known to the congregation. The Board is authorized to call a meeting of the congregation in compliance with VUU's By Laws (Section 7) for the specific purpose of considering the possible removal of a called Minister.

#### **Section IV.05 Ministerial Compensation**

With regard to ordained Ministerial compensation, VUU recognizes and supports the compensation recommendations as ratified by the most recent UUA General Assembly.

#### **IV.05.01 Ministerial Compensation Components**

Ministerial compensation consists of salary (which includes housing) and benefits. Professional expenses are not part of compensation but as a cost of doing business are included in the total cost of ministry.

#### **IV.05.02 Ministerial Compensation Special Committee**

The Board will annually request a report from the Special committee (representatives from Personnel, Finance, Committee on the Ministry, if there is one, and Board) regarding their recommendations on the Ministerial package. The committee will take into account relevant information, such as the results of the annual **Congregational** Survey, the Ministerial Evaluation conducted by the Board, the UUA salary guidelines, and the financial condition of VUU.

#### **IV.05.03 Ministerial Compensation Adjustment Types**

Annual increases for ordained Ministers are in two separate categories: merit and cost of living.

- a. For merit raises: Results of an ordained Minister's performance evaluations for the time period since the last increase will be compiled and used in determining such merit increase. A merit increase is compensation for increased skill and growth in two areas
  - (i) Accomplishment of organizational Ends / Outcomes and Board goals as stated in Board policies and
  - (ii.) Organization operation within the boundaries of prudence and ethics established in Board policies on leadership limitations.
- b. For cost of living raises: The financial condition of VUU will be analyzed, along with information on cost of living changes and considerations of other staff increases.

#### **IV.05.04 Ministerial Compensation Approval**

The Board will review the report from the Special committee and will determine the amount of increase in each ordained Minister's salary that is appropriate to performance and to current financial conditions. The Board will make this recommendation to the congregation as part of the annual congregational vote on the VUU budget.

#### **IV.05.05 Ministerial Compensation Records**

The Board will insure that records of Ministerial salary increases and review this policy annually.



## **Complaint Process (Converted to Narrative. See page 38 for flow chart)**

### **Board member receives a complaint**

Board member informs Senior Minister and Board as a courtesy.

### **Is the Board the correct level to hear the complaint or is the Board the Subject of the complaint?**

**If no--** advise complaining parties to take the issue directly with person or group against whom the complaint is lodged, through ministry coordinator and Senior Minister as necessary. Exceptions include serious issues of conflict, threat, dangerousness, or fear of retaliation.

**If yes,** Is the incident a violation or potential violation of Board Policy or By Laws?

#### **1. If Yes, (a violation or potential violation of Board Policy or By Laws?)**

- i. Board member informs President of Board and Senior Minister as a courtesy
- ii. Chair puts the issue on the Board agenda for next meeting
- iii. Board president (or designee) institutes review of applicable policy and asks Senior Minister interpretation of the policy
- iv. Board deliberates and discusses complaint and policy review.

In the Board's opinion is the incident is a violation of policy? That is, the incident is outside of "any reasonable interpretation" of Board Policy?

a) **If yes,** Board determines degree of seriousness and takes appropriate action.

b) **If no,** Is a policy update required? Board may amend policy to make the incident a violation in the future, or may leave policy as it is.

#### **2. If no, (Board determines it is not a violation or potential violation)**

- i. Board decides whether a policy update is required?
- ii. Board informs Senior Minister and other relevant parties of its decision.

### **Legislative History: Summary of changes and rationales for May, 2013 amendments. (Previous changes were not documented, although older copies of Board Governing Policy are available).**

Section 1.01. VUU Mission. Retitled the section that policy governance calls "ends" to "detailed mission statement". Rationale: various people have been uncomfortable with calling these "ends" (which is the policy-governance term). The detailed sub statements came from the 2009 "searching for our future" all-congregational (all weekend) retreat.

Section 1.05. Annual goal-setting exercise. Reworded this to provide flexibility as to when the annual goals-setting exercise is done; includes Board and Senior Minister in development of these goals (not just Board.)

Section 2.05.02. Financial limitations of Senior Minister. Added section (d) that says the Senior Minister should notify the Board in a timely way if end of year projections indicate expenditures will exceed allocations. This provision would require the Senior Minister to notify the Board if there are large expenditures they know about and which are not on the regular monthly reports that everyone gets).

Section 2.05.03. Financial limitations of Board.

Clarifies section (d) that prohibits "interfund shifting" to prohibit shifting of restricted funds, unless funds will be available to restore in 30 days. This prohibits raiding the restricted department 30 funds but permits transfers of designated funds and grants.

Adds section (h) which requires Board to review monthly and other internal financial reports.  
reports

Adds section (l) I that requires Board to notify congregation and consult with them if end of year projections indicate a deficit of 3% or more of the total budget, beyond the deficit approved by congregation. It was intentional that the congregation is not asked to approve or disapprove.  
Section 3.07. complaint process. Refers to the flow chart on the web and to the narrative description of VUU's complaint process that is at end of the policy governance document.

Section 4.01.05. Clarifies relationship between Senior Minister and the Board. This is just a punctuation change to connect phrases and insure they are interpreted together.

4.03.04 Clarifies monitoring by removing 4.03.04 as a separate section and attaching it to the previous section which explains how monitoring is to occur.

**CHART:** Changed the titles on the reports to more clearly reflect what the report is (e.g., changed "ministerial evaluation" to "leadership assessment" and changed VUU ends/outcomes to "annual congregational survey". Added an annual report of persons recommended for removal by Board from membership roll.

**Appeals process: 3.07.** Added clarification that Board first considers where the complaint should be heard, with assumption that complaint should first be heard at the lowest level where the issue arose, and then work its way through to the Senior Minister and then the Board, but with exceptions for unusual cases.

**Summary of changes for 2015 amendments:**

Removed most all references to the Executive Team: the Sr. Minister is the Executive for VUU.

Added section (II.05.05) Financial Investments fossil fuel divestment policy for all VUU accounts outside the endowment was added.

Oct 2015: II.01.01.b: removed Facilities Team from Board Control.

**Summary of changes for 2016-7 amendments:**

Removed old mission and replaced new mission, vision and ends. Added new text for the rest of Article I. Added a new paragraph to II.04.03 concerning Professional expenses.



