

Governance Process

Approved by the Board on January 11, 2022

This policy describes how the Board wants to intentionally do its own job of representing the membership and providing strategic leadership to the organization. It explicitly describes the standards of group and individual behavior which the Board agrees to maintain.

II. GOVERNANCE PROCESS

The purpose of the Board, on behalf of the membership of the Unitarian Universalist Congregation of Columbia (UUCC), is to see that UUCC achieves the goals of its mission statement and the Board's Ends policies with appropriate use of its resources, and avoids unacceptable actions and situations as defined in the bylaws and these policies.

A. Task of the Board: The task of the Board is to represent and lead the membership in determining UUCC's vision, mission, and Ends and requiring appropriate organizational performance.

1. The Board is the link between the membership and the administration (consisting of the Executive Team and the paid and volunteer staff) of UUCC.
2. At least once every seven years (next scheduled 2024), the Board, together with the Executive Team, and through extensive consultation with and involvement of the congregation, leads the effort to develop meaningful covenant, vision, and mission statements for UUCC.
3. The Board seeks to identify congregational activities, functions, and programs consistent with the vision and mission that need to be strengthened or enhanced, and works to focus attention on new directions or priorities to which the UUCC should devote its energy and resources.
 - a. The Board enunciates its efforts to strengthen existing programs and develop new initiatives, and communicates them to the congregation, at least annually, or more often when necessary or appropriate.
 - b. The Board determines when it might be necessary for UUCC to speak out, act, or lead efforts on an issue. The Board determines when speaking as a congregation on any particular issue warrants a congregational vote.
4. The Board directs, controls, and inspires the organization through the careful establishment of broad written policies reflecting the congregation's values and perspectives about ends to be achieved and means to be avoided. Policies will address:

- a. Ends (what benefits for which needs at what cost),
 - b. Administrative Limitations (boundaries of prudence and ethics to be observed by the Executive Team),
 - c. Governance Process (Board roles and responsibilities), and
 - d. Board-Staff Linkage (relationship between the Board and the Executive Team).
5. The Board directs UCC by establishing priorities. The priorities of the Board are reflected by the Ends policies and in monitoring of programs and the crafting of the proposed budget.
 6. The Board assures the performance of the Executive Team, and measures the performance of the Executive Team against the policies set out in the Ends and the Administrative Limitations categories.
 7. The Board is accountable as a body to the membership of UCC for competent, conscientious, and effective accomplishment of its obligations. It allows no officer, individual, or committee of the Board to usurp this role or hinder effective governance process.
 - a. The Board will create and maintain a handbook which will establish guidelines and expectations for the members of the Board of Trustees.
 8. The Board monitors and discusses its own process and performance on a regular basis.
 - a. Self-monitoring includes comparison of Board activity and discipline to policies in the Governance Process and Board-Staff Linkage categories.
 - b. The Board periodically discusses improvement in its process.
 9. Continual Board development must include orientation of new Board members in the policy governance process. Training will include:
 - a. The basic principles of policy governance.
 - b. The roles and responsibilities of a Board member.
 - c. The fiduciary responsibilities of the Board, including a review of the UCC bylaws and the current budget.
 - d. The process for Board self-assessment.
 - e. The need for the Board to speak with one voice.
 - f. The Board's responsibility for assuring compliance with the mission statement.
 - g. The Board's relationship to the congregation.
 - h. The Board's relationship to staff, both paid and volunteer. See Section III. Board/Staff Linkage.
 - i. The decision-making process of the Board.
 - j. The Board's role as keeper of the organization's vision.
 10. The Board ensures the continuity of Board improvements by maintaining

institutional memory.

- a. The Board is the keeper of the organization's vision.
 - b. The Board maintains a written record of policies and bylaws, including a written record of each revision approved by the Board and/or the congregation, as appropriate.
 - c. The Board maintains minutes from each Board meeting and congregational meeting.
11. Board members are concerned with governance, rather than management, of the organization.
 12. The Board is ultimately responsible for congregational fundraising and stewardship. The Board is represented on the Stewardship Council, which integrates the fundraising activities of the Annual Budget Drive, the Building Fund, the Endowment Fund, and the Annual Auction.

B. Governing Style

1. The Board will do its work in a way that upholds the UUA Seven Principles and UUCA Beloved Community Resolution.
2. Board members govern with an emphasis on:
 - a. outward vision rather than internal reflection,
 - b. encouragement of diversity in viewpoints,
 - c. engagement with the congregation,
 - d. strategic leadership rather than administrative or programmatic details,
 - e. clear distinction of Board and staff roles,
 - f. collective rather than individual decisions,
 - g. looking to the future while learning from the past and present,
 - h. proactivity rather than reactivity,
 - i. avoiding unacceptable actions and situations as defined in the bylaws and these policies, and
 - j. promoting inclusivity in our policies, our procedures, and our dealings with one another.
3. The Board speaks with one voice. After issues have been discussed and voted upon using the democratic process, all Board members will support the decision of the Board.
 - a. The Chair of the Board of Trustees (President of the Congregation) speaks for the Board in interaction with the public, press, or other entities.
4. The Board enforces upon itself the discipline needed to govern with excellence. Discipline applies to matters such as attendance, preparation, policymaking principles, respect for defined roles, and ensuring continuance of governance capability.

- a. The Board focuses chiefly on intended long-term impacts (ends), not on the administrative or programmatic means of attaining those effects.
- b. The Board is an initiator of policy, not merely a reactor to initiatives from staff or others. The Board, not the staff, is responsible for Board performance.

C. Code of Conduct

1. The Board commits itself and its members to:
 - a. ethical, professional and lawful conduct,
 - b. proper use of authority and appropriate respect in group and individual behavior when acting as Board members, and
 - c. appropriate respect in group and individual behavior when acting as Board members speaking with one voice.
2. Board members must represent unconflicted loyalty to the interests of UUCC. This accountability supersedes any conflicting loyalty such as loyalty to advocacy or interest groups and membership on other Boards or staffs. This accountability supersedes the personal interest of any Boardmember acting as an individual congregant.
3. Board members must avoid any conflict of interest with respect to their fiduciary responsibility.
 - a. There must be no personal gain or any conduct of private business or personal services between any Board member and UUCC, except as procedurally controlled, to assure openness, competitive opportunity, and equal access to "inside" information.
 - b. When the Board is to decide upon an issue about which a Board member has an unavoidable conflict of interest, that Board member shall absent themselves without comment from not only the vote but also from the deliberation by leaving the meeting.
 - c. Board members must not use their positions to obtain employment by UUCC for themselves, family members, or close associates.
 - d. Should a Board member accept employment by UUCC or act as a paid consultant, they must resign from service on the Board before becoming employed.
4. Board members make no judgments of the performance of the Executive Team or staff, whether paid or volunteer, except as that performance is assessed against explicit Board policies by a formal evaluation process.
 - a. Board members' interaction with the Executive Team or staff, whether paid or volunteer, must recognize the lack of authority vested in individuals except when explicitly authorized by the Board.
 - b. Board members respect the confidentiality appropriate to issues of a sensitive nature.

D. Job Description of a Board Member: A Board member commits themselves to governing UUCC.

1. The role of a Board member is to participate fully and actively in the activities of the Board, ensuring that it functions in ways that protect and advance the interests of UUCC.
 - a. The role of a Board member is to work cooperatively and collaboratively with other Board members in formulating and assessing the policies of the UUCC.
 - b. Board members govern by connecting with members and friends of the congregation, applying Board policies in their decision-making, continually seeking education and information, and being thoroughly prepared for Board discussions and decisions.
2. The primary responsibility of each Board member is to the membership of UUCC. Each Board member is also responsible to the other Board members.
 - a. In order to meet the qualifications necessary to be a Board member, prospective Board members must have been a voting member of UUCC for at least two years and be willing to serve on the Board for a full term.

E. Role of the Chair: As set forth in the bylaws, the President of the Congregation serves as the Chair of the Board.

1. The Chair assures the integrity of the Board's process.
2. The Chair normally represents the Board to the congregation and outside parties.
3. The Chair presides at meetings of the Board and of the UUCC membership.
 - a. The content of discussions at meetings is only those issues that, according to Board policy, clearly belong to the Board to decide, not to the Executive Team.
 - b. Deliberation is timely, fair, orderly and thorough, but also efficient, limited to time and kept to the point.
 - c. Robert's Rules of Order is observed.
 - d. The Chair is responsible for preparing agendas for meetings of the Board and meetings of the UUCC membership.
4. The authority of the Chair does not extend to making decisions independently of the Board, since no single Board member may speak for the Board without authorization from the Board as a whole.
5. The authority of the Chair does not extend to making decisions that fall within Ends and Administrative Limitations policy areas, which are within the purview of the Executive Team. Therefore, the Chair has no authority to supervise or direct the Executive Team.

6. The Chair has the authority to call for a vote on an issue in any manner under their discretion, e.g., text, phone, virtual meeting, email.
7. The Chair fulfills other such duties and responsibilities as may be assigned by the Board and the congregation.

F. Structure of Board Committees: The Board may use committees to help carry out its responsibilities. Committees of the Board are used sparingly in order to preserve Board functioning as a whole. Committees do not interfere with or conflict with the delegation of authority from the Board to the Executive Team.

1. Standing committees: The Board will establish, direct, or consult with certain committees with functions of a continuing nature.
 - a. Nominating Committee. A Nominating Committee shall be elected and perform functions in accordance with the UJCC bylaws. The Committee will consult with the Board and/or Executive Team as necessary and provide the Board with nominations for inclusion on the annual meeting agenda.
 - b. Committee on Ministry. The Board shall appoint, in consultation with the Senior Minister, a 3-5 member Committee on Ministry. In the first year of a Senior Minister's tenure, one member shall have been a member of the ministerial search committee. The Committee shall perform functions including but not limited to clarifying shared ministry roles and expectations of the Senior Minister and congregation, counseling the Senior Minister, and providing the Board with recommendations regarding compensation for the Senior Minister.
2. Ad hoc committees: As it deems necessary, the Board may establish additional committees with functions of a temporary nature.

G. Costs of Governance: Good governance requires the Board to spend financial and other resources wisely, effectively, and efficiently on its ability to lead the congregation. Accordingly,

1. The Board invests sufficient resources in leadership development for its members and other lay leaders within the congregation.
 - a. Implements training as part of new Board member orientation.
 - b. Allocates funding for leadership training to support present and future leaders, within and outside the congregation.
 - c. Prudently spends time and money on ongoing governance and anti-oppression training.

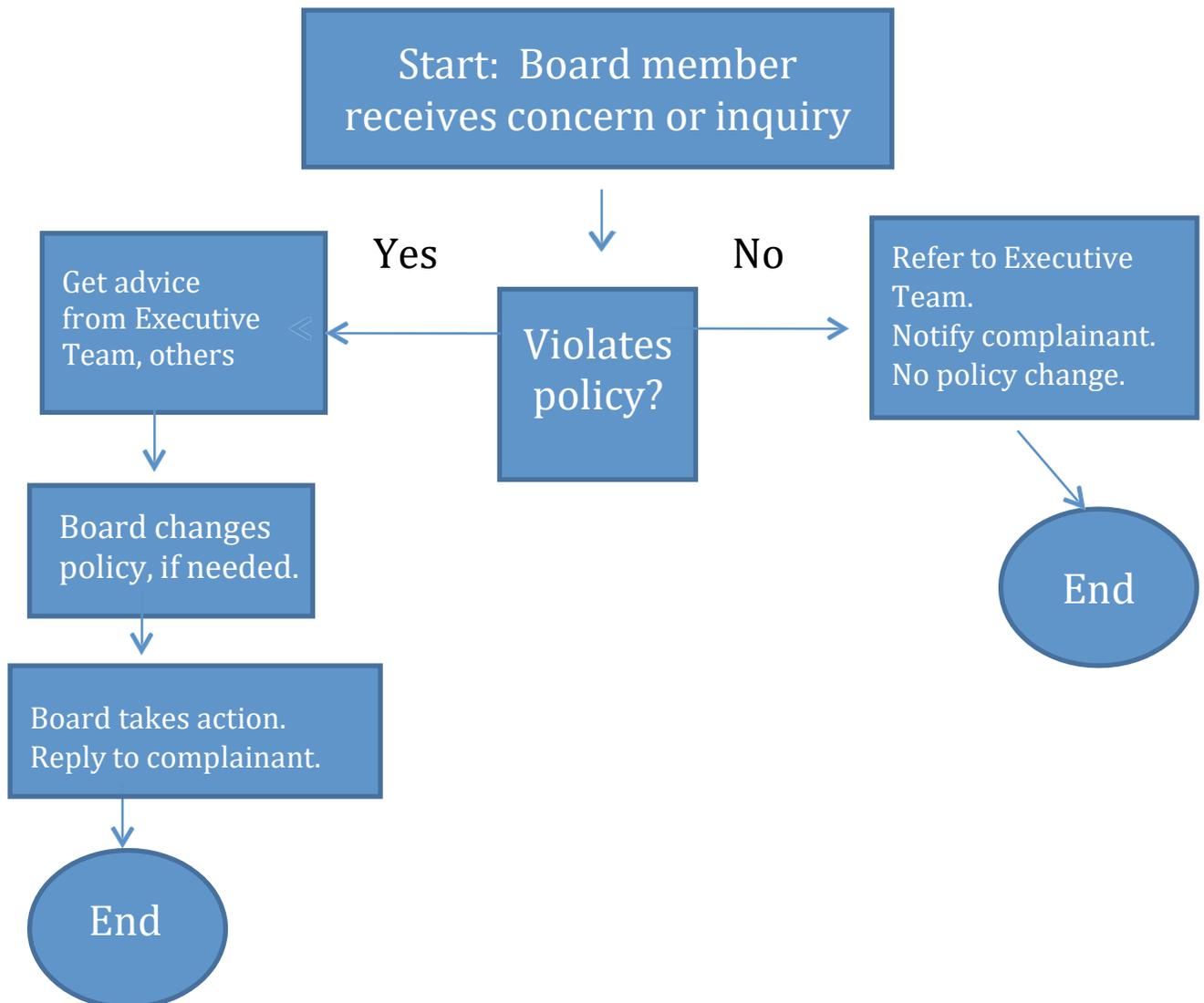
H. Internal Communication: Communication among Board members is clear, respectful, and timely.

1. The Board keeps an email list to distribute messages among members. Board members read and respond timely to messages and participate in electronic discussions as necessary.
2. The Board maintains an electronic document management process to preserve institutional memory. The process has sufficient safeguards to ensure no loss of data.

I. Addressing Concerns: Concerns and inquiries are addressed expeditiously and conscientiously; such matters brought to the Board's attention are a welcome impetus for ongoing revisions to these policies.

1. The following chart describes UUC's process for reviewing and resolving concerns and inquiries:

UUC Board Complaint and Inquiry Process



J. Disruptive Behavior: "Disruptive behavior" consists of communications or actions by any individual within any Congregation building, in connection with any Congregation-sponsored event, or directed to any Congregation member, staff, or Board member, that is inconsistent with UUCC's Congregational Covenant.

When disruptive behavior is brought to the attention of the Board, the Board may take appropriate action to remedy the disruptive behavior. These actions may include:

1. Providing guidance to the Executive Team in making an appropriate response.
2. Forming a Coordinating Team to gather information about the disruptive behavior and to recommend an appropriate response.
3. Removing the individual from membership.