

Draft

**First UU Austin**

**Draft Governing Policies**

Revised: February 15<sup>th</sup>, 2011

# Draft

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## Section I. Values / Missions / Ends

### A. Our Moral Ownership

### B. Our Values

<i>Transcendence</i>	To connect with wonder and awe of the unity of life
<i>Community</i>	To connect with joy, sorrow, and service with those whose lives we touch
<i>Compassion</i>	To treat ourselves and others with love
<i>Courage</i>	To live lives of honesty, vulnerability, and beauty
<i>Transformation</i>	To pursue the growth that changes our lives and heals our world

[Revised: June 12<sup>th</sup>, 2010]

### C. Our Mission

*At First UU Church of Austin, we gather in community to nourish souls, transform lives, and do justice.*

[Revised: June 12<sup>th</sup>, 2010]

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## **D. Our Ends**

First UU Church of Austin is a radically hospitable community where:

- All people feel welcomed and are treated with respect and dignity
- Members and their families feel supported in times of joy and need
- Members find connection with one another in fellowship
- People are fully engaged and generous with time, treasure and talent

First UU Church of Austin nourishes souls and transforms lives by:

- Engaging and supporting members in spiritual practice and growth
- Providing worship, programs and activities that awaken meaning and transcendence
- Ensuring that members have a caring, supportive and safe place to rekindle the spirit

First UU Church of Austin witnesses to justice in our personal lives and beyond, by:

- Practicing liberal religious values in the public arena
- Empowering all people to access the richness of life
- Providing leadership to the greater UUA community to expand the reach of our movement
- Partnering with the interfaith community to live our shared values

[Revised: June 12<sup>th</sup>, 2010]

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## Section II. Executive Limitations

The Senior Minister shall not cause or allow any practice, activity, decision, or congregational circumstance that is unlawful, in violation of professional ethics or commonly accepted business practices, or inconsistent with our values.

[Accepted: December 21st, 2010]

### A. Treatment of Members, Friends and Visitors

With respect to interactions with members, friends and visitors of the church the Senior Minister shall not allow conditions, procedures, or decisions that are unsafe, disrespectful, unnecessarily intrusive, or that fail to provide appropriate confidentiality and privacy.

Accordingly, the Senior Minister shall not:

- Violate the confidentiality of member pledge information, except as required by members of the Finance and Canvass Committees to carry out their responsibilities.
- Fail to provide a reasonable level of safety, upkeep, access and functionality for the facilities.
- Fail to maintain and enforce procedures to ensure the safety of congregants and children while at the Church or at Church functions.
- Fail to establish, publicize and follow written policies for processing member grievances and suggestions.
- Fail to maintain a serious breach of covenant process.

[Accepted: December 21st, 2010]

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## **B. Treatment of Staff**

With respect to the treatment of paid and volunteer staff, the Senior Minister shall not cause or allow conditions or practices that are unsafe, unclear, disrespectful or unprofessional. Accordingly, the Senior Minister shall not:

- Operate without written personnel policies that provide for effective handling of employee evaluation and grievances, and protect against wrongful conditions such as harassment and preferential treatment.
- Fail to make available to staff a written copy of the personnel policies.
- Prevent staff from approaching the board when internal grievance procedures have been exhausted and the employee alleges either that:
  - a) board policy has been violated to the employee's detriment, or
  - b) board policy does not adequately protect the employee's rights.
- Discriminate among existing or potential staff/volunteers on a basis other than clearly job-related criteria, individual performance, or individual qualifications.

[Accepted: December 21st, 2010]

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## **C. Financial Planning / Budgeting**

Financial planning for any fiscal year or remaining part of any fiscal year shall not deviate materially from the Board's Ends priorities, risk fiscal jeopardy, or fail to be derived from a documented [multi-year staffing and financial plan](need to have a consistent label for the plan).

Accordingly, the Senior Minister shall not allow budgeting that:

- Fails to communicate a reasonably accurate projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
- Provides less for Board prerogatives during the year than is set forth in the Cost of Governance Policy.
- Plans the expenditure in any fiscal year of more funds than are reasonably projected to be available in that period.

[Accepted: January 18th, 2011]

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## **D. Financial Conditions & Activities**

With respect to the congregation's actual, ongoing financial condition and activities, the Executive shall not cause or allow the development of financial jeopardy or deviation from priorities established in Ends policies or [Long Range Plan](need to have a consistent label for the plan).

Accordingly the Senior Minister shall not:

- Allow actual allocation to deviate materially from congregationally approved budget priorities, unless authorized by the Board.
- Borrow any amounts without prior Board approval. Designate funds in manner inconsistent with the donor's intentions or in a manner inconsistent with best accounting practices.
- Expend any endowment or designated funds other than for the purposes determined at time of receipt or designation.
- Fail to settle payroll and other obligations in a timely manner.
- Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
- Commit the church to any contract outside of approved budget authority.

[Accepted: February 15th, 2010]



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## **E. Continuous Operations Plan**

In order to protect the church and Board from sudden loss of the Senior Minister, the Senior Minister shall not fail to maintain a continuous operations plan.

[Accepted: January 18th, 2011]

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## **F. Asset Protection**

The Senior Minister shall not cause or allow Church assets to be unprotected, inadequately maintained, or unnecessarily risked.

Accordingly, he or she may not:

- Fail to insure against theft and casualty losses and against liability losses to Board members, staff, and the organization.
- Fail to operate based on a clearly articulated investment plan.
- Allow unbonded personnel access to material amounts of funds.
- Subject facilities, premises, and equipment to improper wear and tear or insufficient maintenance.
- Fail to protect intellectual property, information, and files from loss or significant damage, or the lack of application of appropriate documentation and retention standards.
- Fail to seek competitive bids when appropriate.
- Receive, process, or disburse funds under insufficient controls.
- Invest or hold money in insecure instruments, including uninsured checking accounts and bonds.
- Endanger the organization's public image or credibility.

[Accepted: January 18th, 2011]

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## **G. Compensation & Benefits**

With respect to employment, compensation and benefits to employees, consultants, and contract workers, the Senior Minister shall not cause or allow jeopardy to fiscal integrity and shall not fail to strive for fair compensation.

Accordingly, the Senior Minister shall not:

- Change his or her own compensation, benefits, or allocated professional expenses as established by the board.
- Promise or imply permanent or guaranteed employment.
- Establish current compensation and benefits that:
  - (a) deviate materially from the geographic market for the skills employed
  - (b) create contractual obligations over a term longer than revenues can be safely projected and in all events subject to losses of revenue.
- Establish compensation and benefits so as to cause unpredictable or inequitable situations.

[Accepted: January 18th, 2011]

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## **H. Communication and Support of 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 unsupported in its work.

Accordingly, the Senior Minister shall not:

- Fail to submit the monitoring data required by the board in a timely, accurate, and understandable fashion, directly addressing provisions of the board policies being monitored.
- Fail to report in a timely manner an actual or anticipated non-compliance with any policy of the Board.
- Fail to inform the board in a timely manner of material external and internal changes, particularly changes in the assumptions upon which any board policy has previously been established.
- Fail to gather sufficient staff and external points of view, issues, and options as needed for fully informed board decisions.
- Fail to report to the Board behavior or conditions that are detrimental to the work relationship between Board and the Senior Minister.
- Fail to advise the Board if, in the Senior Minister's opinion, the Board is not in compliance with its own policies.
- Fail to recommend changes in board policies, as the need becomes known to them.
- Deal with the Board in a way that favors or privileges certain board members over others.
- Make public statements about the position of the Church, if the official position is not formally adopted.

[Accepted: December 21st, 2010]

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I.

## Section III. Governance Process

The Board of Trustees of the First Unitarian Universalist Church of Austin governs on behalf of the church to realize its mission and uphold its values.

[Revised: November 20<sup>th</sup>, 2010]

### A. Governing Style

The Board will govern lawfully and ethically, with emphasis on:

- outward vision rather than internal preoccupation,
- encouragement of diversity in viewpoints,
- spiritual and strategic leadership more than administrative detail,
- clear distinction between the role of the Board and the role of the Senior Minister,
- collective rather than individual decisions,
- the future, rather than the past or present,
- being proactive rather than reactive

The Board shall cultivate a sense of group responsibility for excellence in governing. The Board will use the expertise of individual members to enhance the ability of the Board as a body. The Board will allow no officer, individual, or committee of the Board to hinder or be an excuse for not fulfilling Board commitments.

The Board will carefully establish broad written policies reflecting the congregation's values and the desired ends to be achieved and means to be avoided. The Board's major policy focus will be on the desired end effects, not on the administrative or programmatic means of attaining those ends. The Board will be the initiator of policy, not merely a reactor to Executive initiatives.

The Board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as training, attendance, preparation, policy-making principles, respect of roles, and ensuring continuance of governance capability. In accordance with this discipline, the board will address a topic or issue only after it has answered these questions:

- a) Whose issue is this, Executive or Board? Is the issue about Ends or Means? If it is about Means, does the issue affect Ends in a significant

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way? If so, then the board will determine the broadest way to address the issue so that it is still under existing board policy

- b) Has the board dealt with this subject in a policy? If so, what has the board already said on this subject? How is this specific issue related? If the board has already addressed the matter, does the board wish to change what it has already said?

[Accepted: January 18th, 2011]

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## **B. Board Job Description**

Specific job outputs of the board, as an informed agent of the ownership, are those that ensure appropriate organizational performance. Accordingly, the board will:

- provide authoritative linkage between the church and the operational organization
- engage in long-term visioning through conversation with the congregation,
- monitor the performance of the Senior Minister
- monitor the performance of the Board
- provide assurance of successful organizational performance on Ends and Executive Limitations,
- serve as legal representative of the Church. Board Job Description: Level 3

The Board will produce written governing policies that address at the broadest levels each category of organizational decision.

- a) Ends: The difference we make in the world.
- b) Executive Limitations: Constraints on executive authority that establish the prudence and ethics boundaries within which executive activity and decisions must take place.
- c) Governance Process: Specification of how the Board conceives, carries out, and monitors its own task.
- d) Board-Executive Linkage: How authority is delegated and its proper use monitored.

The Board will assure Executive performance in accordance with Board policies.

[Accepted: January 18th, 2011]

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## **C. Agenda Planning**

To accomplish its job products with a governance style consistent with board policies, the board will follow an annual agenda that (a) systematically monitors and reviews Board policies, (b) completes a re-exploration of Ends, (c) continually improves board performance through board education, and (d) provides education and communication to enhance the congregation's understanding of policy-based governance.

In addition, the board will ensure that the church engages in a cycle of Ends renewal at least every seven years.

[Accepted: February 15th, 2010]



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## D. President's Role

The President ensures the integrity of the Board's process and represents the Board to congregants and occasionally to outside parties. Accordingly,

- It is the responsibility of the President to ensure the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
  - Meeting discussion content will be only those issues, which, according to Board policy, clearly belong to the Board to decide or to monitor.
  - Information that is for neither monitoring performance nor board decisions will be avoided or minimized and always noted as such.
  - Deliberations will be fair, open, and thorough but also timely, orderly, and kept to the point.
  
- The authority of the President consists in making decisions that fall within the policies in Board Governance and Board-Executive Linkage, except where the Board specifically delegates portions of this authority to others. The President is authorized to use any reasonable interpretation of the provisions in these policies.
  - The President shall preside at all business meetings of the congregation.
  - The President is empowered to chair Board meetings, with all the commonly accepted authority of that position.
  - The President, as an individual, has no authority to make decisions about policies created by the Board within Ends and Executive Limitations policy areas. Therefore, the President, as an individual, has no authority to supervise or direct the Executive.
  - The President may represent the Board to outside parties in announcing Board-stated positions and in stating the President's own decisions and interpretations within his or her authority.
  - The President may delegate this authority to another Board member, but remains accountable for its use.

[Accepted: February 15th, 2010]

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## **E. Board Code of Conduct / Board Covenant**

The board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as board members.

Accordingly, Board members shall:

- Adhere to the Board Covenant (Appendix B)
- Disclose their involvement with other organizations, with vendors, or with any other associations that might produce a conflict of interest.
- Be loyal to the interests of the congregation. When acting in the role of Board member, this loyalty should supersede all other loyalties in order to avoid conflicts of interest.
- Not attempt to exercise individual authority over the organization, except as explicitly set forth in the Board policies. The board will speak with one voice through its adopted policies and motions.
- Respect the confidentiality appropriate to issues of a sensitive nature.

[Accepted: February 15th, 2010]

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## **F. Board Committee Principles**

The Board may establish committees to help carry out its responsibilities. Committees will be used sparingly to preserve the Board functioning as a whole, and will not interfere with delegation from Board to the Senior Minister nor speak on behalf of the board without prior Board authorization.

[Accepted: February 15th, 2010]

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## **G. Cost of Governance**

Because poor governance costs more than learning to govern well, the board will invest in its governance capacity.

Accordingly,

- Training will be used to orient new and prospective leaders, as well as to maintain and increase existing Board member skills and understandings.
- Outside assistance will be arranged so that the Board can exercise confident control over organizational performance.

[Accepted: February 15th, 2010]

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## H. Complaint Processing Procedure

In a religious community conflict and disagreement are to be expected. Procedures spelled out below are guided by the following principles: We should listen carefully to those with whom we are in conflict, assume best motivations, and discuss differences frankly and honestly in a spirit of love, forgiveness and compassion. Furthermore, policy violations can occur for innocent reasons and can be quickly and easily rectified. Others, however, may be part of a pattern and in need of being addressed systematically. It is the intent of the Board to be accessible and responsible to the congregation and other stakeholders, but it is not a function of the Board to resolve complaints or grievances that are not directly related to the Board's policy making and policy monitoring functions.

The Board requires that complaints be submitted in written form. At the next board meeting, the board assesses whether there has been a policy violation, and/or whether a policy update is needed. Written complaints on the board's agenda will be distributed to board members and senior minister prior to the meeting. The Board may ask the Senior Minister for their interpretation of the policy. The Board assesses whether interpretation / action is beyond "any reasonable interpretation of the policy". The Board makes a determination of one of the following:

A) No violation, no update needed: Board explains to complainant its determination and rationale.

B) No violation (incl. reasonable interpretation), but policy update needed: Board updates policies, and initiates Complaint Resolution Procedure, taking into account the fact that no existing policy was breached. Board explains to complainant its determination and rationale.

C) Policy violation: Board initiates Complaint Resolution Procedure. Board explains to complainant its determination and rationale.

In all cases the determination of a complaint (A, B or C) is recorded in a board motion that identifies the policy at issue. Unless confidentiality is requested, and the board decides to summarize the complaint, the complete written complaint will be attached to the board meeting minutes.

Complainants may be invited to a formal or informal reconciliation process.

[Accepted: February 15th, 2010]

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## I. Complaint Resolution Procedure

The board initiates this process when, according to the Complaint Processing Procedure, there has been a violation of policy, or a complaint has resulted in policy updates designed to proscribe the situation described in the complaint.

The board judges the degree and seriousness of the complaint, taking into account the following factors:

- The nature of the complaint
- Whether this was a violation of existing policy
- Whether there is a history or pattern of policy violation
- The Senior Minister's past efforts to address policy violations

While allowing for exceptional circumstances, the following series of escalating actions will be normally be undertaken:

1. Asking the Senior Minister to present to the board at the next board meeting a plan to adhere to the policy in question and address the issues raised in the complaint. The plan will be attached to the board meeting minutes.
2. Issuing a documented warning.
3. Engaging in mediation, with an external mediator acceptable to both the board and Senior Minister.
4. Presenting to the congregation the public record of policy violations, and the efforts to address them.
5. Requesting the Senior Minister's resignation.
6. Calling a congregational meeting in compliance with the bylaws regarding removal of the Senior Minister.

[Accepted: February 15th, 2010]

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## **Section IV. Board-Executive Relationship**

The Board's official connection to church operations, achievements, and conduct is solely through delegated authority to the Senior Minister.

[Accepted: December 21st, 2010]

### **A. Unity of Control**

Only decisions of the Board acting as a body are binding on the Senior Minister.

Accordingly,

- Decisions or instructions of individual Board members, officers, or committees are not binding on the Senior Minister except in rare instances when the Board has specifically authorized such exercise of authority.
- In the case of Board members or committees requesting information or assistance without Board authorization, the Senior Minister can refuse such requests that require, in the Senior Minister's opinion, a material amount of staff time or funds, or are disruptive.

[Accepted: February 15th, 2010]

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## **B. Accountability of the Senior Minister**

The Senior Minister is the board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the board is concerned, is considered the authority and accountability of the Senior Minister.

- The Board shall refrain from giving instructions to persons who report directly or indirectly to the Senior Minister.
- The Board shall refrain from evaluating, either formally or informally, any staff other than the Senior Minister.
- The Board shall view the Senior Minister's performance as identical to organizational performance, so that accomplishment of the Ends and avoidance of policy-proscribed means will be viewed as successful Senior Minister performance.

[Accepted: December 21st, 2010]



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## **C. Delegation to the Senior Minister**

The Board shall delegate authority to the Senior Minister through written policies that prescribe the organizational Ends to be achieved and describe organizational situations and actions to be avoided, allowing the CEO to use any reasonable interpretation of these policies. Accordingly, the Board shall:

- Develop policies instructing the Senior Minister to achieve specified results. These policies shall be developed systematically from the broadest, most general level to more defined levels, and shall be called Ends policies.
- Develop policies that limit the latitude the Senior Minister may exercise in choosing the organizational means. These limiting policies shall describe those practices, activities, decisions, and circumstances that would be unacceptable to the board even if they were to be effective. These policies shall be developed systematically from the broadest, most general level to more defined levels, and they shall be called Executive Limitations policies.
- Authorize the Senior Minister to use any reasonable interpretation of the board's Ends and Executive Limitations policies, to establish any further policies, make any decisions, take any actions, establish any practices, and develop any activities. Such decisions of the Senior Minister shall have full force and authority as if decided by the board.

[Accepted: December 21st, 2010]

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## **D. Monitoring Senior Minister Performance**

Regular and systematic monitoring of the Senior Minister's job performance will be solely measured by accomplishment of Ends in accordance with Executive Limitations policies.

- Monitoring determines the degree to which Board policies are being met.
- The Board shall acquire monitoring data by one or more of the following methods:
  - (a) By internal report, in which the Senior Minister discloses compliance information to the Board;
  - (b) By external report, in which an external, disinterested third party selected by the Board assesses compliance with Ends and Executive Limitations;
  - (c) By direct Board inspection, in which one or more Board members designated by the Board, or the Board as a whole, assess compliance with Board policy.
- In every case, the standard for compliance shall be any reasonable interpretation by the Senior Minister of the policy being monitored.
- All policies that instruct the Senior Minister will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method, but will ordinarily depend on the attached schedule (Appendix A).

[Accepted: December 21st, 2010]

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**Section V. Appendix A – Monitoring Schedule**

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## Section VI. Appendix B – Board Covenant

As servant leaders of the congregation, we the Board covenant with one another to:

- Frame all of our activities with mindful regard for the church's mission and vision.
- Respect our time together by being focused, prepared and timely.
- Engage with one another and our work by  
being present and participating,  
listening,  
and supporting one another's leadership.
- Communicate clearly by,  
seeking to understand one another,  
addressing concerns directly,  
and, at the end of our discussion, speaking with one voice.
- Encourage our personal and collective health by  
showing compassion and support to one another,  
respecting boundaries and limits,  
and enjoying each other's good humor,
- Conduct ourselves openly and respectfully in times of agreement and disagreement,  
keeping confidentiality when it is requested,  
and agreeing to be called back into covenant.

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## **Section VII. To Do**

Review for Active Voice

Review for Member vs Congregant vs ?

Review for Shall vs Will (be consistent)

Review for "Accordingly, the Senior Minister shall not"

Review for "his or her"