

# First UU Austin

# Governing Policies



**WARNING:** This Document Unleashes Energy  
and Creativity. Handle with Care!

Revised April 19, 2023

## Table of Contents

<b>1. Values / Mission / Ends .....</b>	<b>3</b>
1.1. Values .....	3
1.2. Mission .....	3
1.3. Moral Ownership .....	3
1.4. Ends .....	4
<b>2. Executive Limitations.....</b>	<b>5</b>
2.1. Treatment of Congregants, Friends and Visitors .....	6
2.2. Treatment of Staff .....	7
2.3. Financial Planning / Budgeting .....	8
2.4. Financial Conditions & Activities .....	9
2.5. Continuous Operations Plan .....	10
2.6. Asset Protection .....	11
2.7. Compensation & Benefits.....	12
2.8. Communication and Support of the Board.....	13
<b>3. Governance Process .....</b>	<b>14</b>
3.1. Governing Style.....	15
3.2. Board Job Description.....	16
3.3. Agenda Planning.....	17
3.4. President's Role .....	18
3.5. Board Code of Conduct / Board Covenant.....	19
3.6. Board Committee Principles.....	20
3.7. Cost of Governance .....	21
3.8. Complaint Processing Procedure.....	22
3.9. Complaint Resolution Procedure.....	23
<b>4. Board-Executive Relationship .....</b>	<b>24</b>
4.1. Unity of Control .....	24
4.2. Accountability of the Executive Leadership .....	25
4.3. Delegation to the Executive Leadership .....	26
4.4. Monitoring Executive Leadership Performance .....	27

## 1. Values / Mission / Ends

### 1.1. 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]

### 1.2. Mission

*Together, we nourish souls, transform lives, and do justice to build the Beloved Community.*

[Revised: May 22<sup>nd</sup>, 2018, June 12<sup>th</sup> 2010]

### 1.3. Moral Ownership

The moral owners of First Unitarian Universalist Church of Austin are the past, present and future congregation and those with whom we work to co-create the Beloved Community.

[Revised: June 2019, October 18<sup>th</sup> 2011]

## **1.4. Ends**

- 1.4.1. We live our Unitarian Universalist faith and values, teach them to our children, and act on them in the world.
- 1.4.2. We support and challenge one another in worship, spiritual growth and lifelong learning to practice a rich spiritual life.
- 1.4.3. We engage with one another to care for the Earth and the interdependent web.
- 1.4.4. We care for one another in intergenerational community and connect in fun and fellowship.
- 1.4.5. We embody the principles of Unitarian Universalism and invite people of goodwill to find a spiritual home with us.
- 1.4.6. We partner with other organizations and faith communities to dismantle a culture of white supremacy and other systems of oppression, within ourselves, within our church community, and beyond our walls.
- 1.4.7. We provide leadership to and collaborate with the greater Unitarian Universalist community to expand the reach of our movement.
- 1.4.8. We are generous with time, talent, and treasure to realize our mission.

[Revised: May 22<sup>nd</sup>, 2018, Dec 20<sup>th</sup> 2011, June 12<sup>th</sup> 2010]

## **2. Executive Limitations**

The Executive Leadership 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.

[Revised: April 19, 2023]

## **2.1. Treatment of Congregants, Friends and Visitors**

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

Accordingly, the Executive Leadership shall not:

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

[Revised: April 19, 2023]

## **2.2. Treatment of Staff**

With respect to the treatment of paid staff, the Executive Leadership shall not cause or allow conditions or practices that are unsafe, unclear, disrespectful or unprofessional.

Accordingly, the Executive Leadership shall not:

- 2.2.1. 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.
- 2.2.2. Fail to make available to staff a written copy of the personnel policies.
- 2.2.3. 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.
- 2.2.4. Discriminate among existing or potential staff/volunteers on a basis other than clearly job-related criteria, individual performance, or individual qualifications.

[Revised: April 19, 2023]

### **2.3. 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 or risk fiscal jeopardy.

Accordingly, the Executive Leadership shall not allow budgeting that:

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

[Revised: April 19, 2023]



## **2.4. Financial Conditions & Activities**

With respect to the congregation's actual, ongoing financial condition and activities, the Executive Leadership shall not cause or allow the development of financial jeopardy or deviation from priorities established in Ends policies..

Accordingly the Executive Leadership shall not:

- 2.4.1. Allow actual allocation to deviate materially from congregationally approved budget priorities, unless authorized by the Board.
- 2.4.2. Borrow any amounts without prior Board approval.
- 2.4.3. Fail to establish, maintain, and communicate an appropriate gift acceptance policy for both unrestricted and restricted gifts that includes provisions for donor-designated purposes and allows for the acceptance or rejection of gifts.
- 2.4.4. Accept or disburse gift income that is contrary to the church's Mission, Values, Ends and Unitarian Universalist Principles.
- 2.4.5. Designate funds in manner inconsistent with the donor's intentions or in a manner inconsistent with best accounting practices.
- 2.4.6. Expend any endowment or designated funds other than for the purposes determined at time of receipt or designation.
- 2.4.7. Fail to maintain current, accurate, auditable financial records or to make such records available to the Board, authorized auditors or other appropriate persons as requested.
- 2.4.8. Fail to settle payroll and other obligations in a timely manner.
- 2.4.9. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
- 2.4.10. Commit the church to any contract outside of approved budget authority.

[Revised: April 19, 2023]

## **2.5. Continuous Operations Plan**

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

[Revised: April 19, 2023]

## **2.6. Asset Protection**

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

Accordingly, The Executive Leadership Shall not:

- 2.6.1. Fail to insure against theft and casualty losses and against liability losses to Board members, staff, and the organization.
- 2.6.2. Fail to seek professional, independent financial advice to guide investment decisions.
- 2.6.3. Fail to operate based on a clearly articulated investment plan, that may include mutual funds or Exchange Traded Funds (ETF), but that shall not include individual securities.
- 2.6.4. Allow un-bonded personnel access to material amounts of funds.
- 2.6.5. Allow facilities, premises, and equipment to be subject to improper wear and tear or insufficient maintenance.
- 2.6.6. Fail to protect intellectual property, information, and files from loss or significant damage, or the lack of application of appropriate documentation and retention standards.
- 2.6.7. Fail to seek competitive bids when appropriate.
- 2.6.8. Receive, process, or disburse funds under insufficient controls.
- 2.6.9. Maintain material amounts of church funds outside either federally insured accounts or investments made pursuant to the clearly articulated investment plan.
- 2.6.10. Endanger the organization's public image or credibility.
- 2.6.11. Fail to follow UUA guidelines for Socially Responsible Investing to ensure that our investments are reasonably consistent with our values.

[Revised: April 19, 2023]

## **2.7. Compensation & Benefits**

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

Accordingly, the Executive Leadership shall not:

- 2.7.1. Change his or her own compensation, benefits, or allocated professional expenses as established by the Board.
- 2.7.2. Promise or imply permanent or guaranteed employment.
- 2.7.3. 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.
- 2.7.4. Establish compensation and benefits so as to cause unpredictable or inequitable situations.

[Revised: April 19, 2023]

## **2.8. Communication and Support of the Board**

With respect to providing information and counsel to the Board, the Executive Leadership shall not cause or allow the Board to be uninformed or unsupported in its work.

Accordingly, the Executive Leadership shall not:

- 2.8.1. 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.
- 2.8.2. Fail to report in a timely manner an actual or anticipated non-compliance with any policy of the Board.
- 2.8.3. 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.
- 2.8.4. Fail to gather sufficient staff and external points of view, issues, and options as needed for fully informed Board decisions.
- 2.8.5. Fail to report to the Board behavior or conditions that are detrimental to the work relationship between Board and the Executive Leadership.
- 2.8.6. Fail to advise the Board if, in the Executive Leadership's opinion, the Board is not in compliance with its own policies.
- 2.8.7. Fail to recommend changes in Board policies, as the need becomes known to the Executive Leadership.
- 2.8.8. Deal with the Board in a way that favors or privileges certain Board members over others.
- 2.8.9. Make public statements about the position of the Church, if the official position is not formally adopted.
- 2.8.10. Fail to schedule and organize semi-annual congregational meetings and any necessary pre-congregational meetings.

[Revised: April 19, 2023]

### **3. 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: April 19, 2023]

### 3.1. 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 Executive Leadership,
- Collective rather than individual decisions,
- The future, rather than the past or present,
- Being proactive rather than reactive.

3.1.1. 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.

3.1.2. 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.

3.1.3. 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 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?

[Revised: April 19, 2023]

### **3.2. 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 Executive Leadership,
- Monitor the performance of the Board
- Provide assurance of successful organizational performance on Ends and Executive Limitations,
- Serve as legal representative of the Church.

3.2.1. The Board will produce written governing policies that address at the broadest levels each category of organizational decision. These policies shall include:

- 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.

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

[Revised: April 19, 2023]



### **3.3. Agenda Planning**

To accomplish its job products with a governance style consistent with Board policies, the Board will follow an annual agenda that:

- Systematically monitors and reviews Board policies,
- Completes a re-exploration of Ends,
- Continually improves Board performance through Board education, and
- Provides education and communication to enhance the congregation's understanding of policy-based governance.

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

[Revised: April 19, 2023]

### **3.4. 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,

- 3.4.1. 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.
  - a. Meeting discussion content will be only those issues, which, according to Board policy, clearly belong to the Board to decide or to monitor.
  - b. Information that is for neither monitoring performance nor Board decisions will be avoided or minimized and always noted as such.
  - c. Deliberations will be fair, open, and thorough but also timely, orderly, and kept to the point.
- 3.4.2. 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.
  - a. The President shall preside at all business meetings of the congregation.
  - b. The President is empowered to chair Board meetings, with all the commonly accepted authority of that position.
  - c. 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.
  - d. 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.
  - e. The President may delegate this authority to another Board member, but remains accountable for its use.

[Revised: April 19, 2023]

### **3.5. 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:

- 3.5.1. Adhere to the Board Covenant (Appendix B)
- 3.5.2. Disclose their involvement with other organizations, with vendors, or with any other associations that might produce a conflict of interest.
- 3.5.3. 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.
- 3.5.4. 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.
- 3.5.5. Respect the confidentiality appropriate to issues of a sensitive nature.

[Revised: April 19, 2023]

### **3.6. 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 Executive Leadership nor speak on behalf of the Board without prior Board authorization.

[Revised: April 19, 2023]

### **3.7. Cost of Governance**

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

- 3.7.1. Training will be used to orient new and prospective leaders, as well as to maintain and increase existing Board member skills and understandings.
- 3.7.2 Staff will make funding available for the hiring of outside assistance, at the Board's discretion. This enables the Board to exercise confident control over organizational performance.

[Revised: April 19, 2023]

### **3.8. 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 Executive Leadership prior to the meeting. The Board may ask the Executive Leadership 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 (including 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.

[Revised: April 19, 2023]

### **3.9. 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 Executive Leadership'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 Executive Leadership 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 Executive Leadership.
4. Presenting to the congregation the public record of policy violations, and the efforts to address them.
5. Requesting the Executive Leadership's resignation.
6. Calling a congregational meeting in compliance with the bylaws regarding removal of the Executive Leadership.

[Revised: April 19, 2023]

## **4. Board-Executive Relationship**

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

[Revised: April 19, 2023]

### **4.1. Unity of Control**

Only decisions of the Board acting as a body are binding on the Executive Leadership. Accordingly,

4.1.1. Decisions or instructions of individual Board members, officers, or committees are not binding on the Executive Leadership except in rare instances when the Board has specifically authorized such exercise of authority.

4.1.2. In the case of Board members or committees requesting information or assistance without Board authorization, the Executive Leadership can refuse such requests that require, in the Executive Leadership's opinion, a material amount of staff time or funds, or are disruptive.

[Revised: April 19, 2023]



## **4.2. Accountability of the Executive Leadership**

The Executive Leadership 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 Executive Leadership.

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

[Revised: April 19, 2023]

### **4.3. Delegation to the Executive Leadership**

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

4.3.1. Develop policies instructing the Executive Leadership 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.

4.3.2. Develop policies that limit the latitude the Executive Leadership 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.

4.3.3. Authorize the Executive Leadership 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 Executive Leadership shall have full force and authority as if decided by the Board.

[Revised: April 19, 2023]

#### **4.4. Monitoring Executive Leadership Performance**

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

4.4.1. Monitoring determines the degree to which Board policies are being met.

4.4.2. The Board shall acquire monitoring data by one or more of the following methods:

- a. By internal report, in which the Executive Leadership 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.

4.4.3. In every case, the standard for compliance shall be any reasonable interpretation by the Executive Leadership of the policy being monitored.

4.4.4. All policies that instruct the Executive Leadership 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.

[Revised: April 19, 2023]