

The Governance Working Group Schedule for Jan 18-19, 2008

J. Blevins, convener

Members: Greene, Wooldridge, Shanti, Burke

Consultant: Susan Stratton

Info: I believe that Rev. Laurel Hallman (Dallas) will be in attendance the entire weekend, and may join our meeting at any time.

Friday morning Jan 18th, 7:00 am - 8:30 am – Rice Room – P&E

Breakfast together. Stratton does not arrive in Boston until late Thursday night, so this will be our first chance to meet as a WG to prepare for the day's work.

- Opening Reading: Charlie Burke
- Very Brief check-in (1 minute or less, more later)
- Final prep for the 8:30 WG meetings on Section 3 of the Policy Manual.
 - Who will attend each WG meeting?
 - Review our role in the meetings.
 - Reminder to collect the USB drive with all modifications from the WG.

Fri 18th: 8:30am – 10:30am

One member of the Gov WG joins each of the other 4 WG's to embark on drafting policies. Susan Stratton will travel among the groups, coaching, mentoring, trouble-shooting, etc.

Goals:

- a) Identify needed but missing policies.
- b) Revise draft policies as needed.
- c) Each Trustee reaches the point that they can support the Policies.

Collect a USB Drive containing the Policy work from each WG.

Friday 18th: Governance WG agenda for 10:30am – 2:00pm

- Any remaining check-in?
- Debrief on proceedings of the various WG's. Special issues need attention?
- Prepare for the 3:30 – 5:30 Governance debrief and compilation
- Assemble all the electronic copies of the policies from each WG, and prepare to project them in the meeting room.
- Review Section 4 Policies for presentation to Board.
- Make plans to prepare GA Workshop on Governance. Need to submit Title and brief description by Jan 31, 2008.
- Lunch

Fri 18th 2:00-3:30 Policy compilation continues as needed. Stratton will carry the ball here.

Fri 18th 3:00 Set up meeting room for policy review.
Computer, projector, screen, etc.

Fri 19th, 3:30-5:30 pm Full Board review of policy revisions

Bring together the morning's work by each WG, into a set of policies that we can vote to adopt.

- a) Report from the morning's work by each WG.
- b) Questions & Issues. Document for our records.
- c) Resolve differences in versions of policies.
- d) Decision: Are we ready to vote to adopt the morning's work as "Governance Process" policies"?
- e) What about this process should we consider changing for the April 2008 meeting?
- f) Overview plans for Board time with Rev. Rob Eller-Isaacs, Rev, Laurel Hallman, and Louise Wolfgramm. Friday evening and Saturday morning.

Sat 19th, morning. Workshop time with Eller-Isaacs and Wolfgramm on values underlying our policies, and a start to ENDS development work.

Sat 19th Noon – 1:30 Governance WG may join Finance Cmte meeting

Finance Cmte continuing review of financial policies.

Sun 20th Board Meeting

Straw vote re the **Governance Process** policies developed on Friday. OK to proceed as a good draft? Any **major** areas of concern?

Attachments:

- (1) Policy Review Assignments for each WG
- (2) Section 3, **Governance Process** Policies from the 17Dec2007 draft Governance Policy Manual.

**Attachment (1)
Policy Review Assignments for UUA Board at their January 2008 Meeting**

Be sure to review this document prior to the Board meeting. We will be focusing our work on “Section 3” during the January meeting. Section 3 is board means work, identifying the Board’s “rules of engagement” with each other in doing our work.

Before you read this document, you might want to make a list of your worries about the organization you govern and how the board interacts with each other and with outside entities. Then as you read the policies included here, reflect on whether each policy is relevant to UUA and your own worries.

Does it address a legitimate concern (worry) you hold?

Does the language need to be changed in anyway to more appropriately reflect the environment of UUA?

Do you have worries in an area that are not covered by the language proposed? Bring your thoughts and notes with you to the January meeting. Working groups will review the policies as assigned below, and then we will compile the policy revisions. At a future date and time, perhaps by conference call, we will review each policy and make final revisions as appropriate to the UUA Board.

Policy Assignments for Review at January 2008 Meeting

Congregations WG	3.2 Board Job Description
	3.5 Communication & Support to GA (original work)
Living Our Faith WG	3.1 Governing Style
	3.8 Board Committee Principles
Association WG	3.3 Board Member’s Code of Conduct
	3.7 Officer Roles
	3.10 Cost of Governance <i>(includes expense reimbursement policy – which is not our focus at this time. If more work needed on expenses take it up at a later time)</i>
Growth WG	3.0 Global
	3.6 Agenda Planning
	3.xx External Relations (original work)
Committee on Committees	Section 3.9 Board Committee Structure
Governance Working Group	Section 4, including the monitoring schedule.

Note: Each WG will receive a copy of these Policies on a USB Thumb drive at the January meeting.

Attachment (2)

17 Dec 2007 version of Section 3, for review at January 2008 Meeting

UUA Policy Governance® Manual

December 17, 2007 Revision

Contains only “Section 3 Governance Process”

Full manual available from Blevins or Lawrence.

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Background and Revision Notes:

1. The work of various Board teams in 2006, including the Religious Language Team, have been integrated into this document.
2. A small team and our consultant (Stratton) made a pass at migrating pre-2006 Policies (non-PG) into this document. Our Financial Advisor has asked that we review these again.
3. The UUA Board devoted their time in Oct 2007 to Section 2 Executive Limitations, and changes resulting from that work are included in this version.
4. The finance related policies have not been reviewed by the Finance Cmte at this time. That work continues, and will reported out to the full board ASAP.
5. An updated, but unapproved, Monitoring Schedule (Appendix A) is included in this draft. Needs full board review.

Pending Tasks:

1. Several recommendations from Fin. Advisor Dan Brody are pending review by the Finance Cmte and then the Board, and are not reflected in this version.

2. Need to incorporate the Board's Mission, Statement of Call, and Covenant as appropriate.
3. Needs further review of pre-2006 UUA Board Policies, to insure that they are incorporated here in alignment with our current governance thinking re board vs. staff work, fiduciary oversight, and Policy Governance principles.
4. Review the Monitoring Schedule (Appendix A) and finalize.

SECTION 3: GOVERNANCE PROCESS

3.0 POLICY TITLE: *GLOBAL GOVERNANCE COMMITMENT*

The purpose of the board, on behalf of the General Assembly and its membership of Unitarian Universalist congregations, is to see to it that the Unitarian Universalist Association (a) achieves appropriate results for appropriate persons at an appropriate cost, and (b) avoids unacceptable actions and situations.

Governing Style: The board will govern with an emphasis on (a) outward vision rather than an internal preoccupation, (b) encouragement of diversity in viewpoints, (c) strategic leadership more than administrative detail, (d) clear distinction of board and chief executive roles, (e) collective rather than individual decisions, (f) future rather than past or present, and (g) proactivity rather than reactivity.

On any issue, the Board must insure that all divergent views are considered in making decisions, yet must resolve into a single organizational position.

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

Board Code of Conduct: 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.

External Relations:

(to be developed; no work has been done in this area to date)

Communication and Support to the General Assembly:

(to be developed; no work has been done in this area to date)

Agenda Planning: To accomplish its work products with a governance style consistent with board policies, the board will follow an annual agenda which (a) completes a re-exploration of Ends policies annually and (b) continually improves board performance through board education and enriched input and deliberation.

Officer Roles: The Chief Governance Officer (Moderator) assures the integrity of the board's process and, secondarily, occasionally represents the board to outside parties.

Board Committee Principles: Board committees, when used, will be assigned so as to reinforce the wholeness of the board's job and so as never to interfere with delegation from board to President.

Board Committee Structure: A committee is a board committee only if its existence and charge come from the board, regardless whether board members sit on the committee.

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

3.1 POLICY TITLE: *GOVERNING STYLE AND BOARD PROCEDURES*

The board will govern with an emphasis on (a) outward vision rather than an internal preoccupation, (b) encouragement of diversity in viewpoints, (c) strategic leadership more than administrative detail, (d) clear distinction of board and chief executive roles, (e) collective rather than individual decisions, (f) future rather than past or present, (g) proactivity rather than reactivity, and (h) an open rather than a closed process.

On any issue, the Board must insure that all divergent views are considered in making decisions, yet must resolve into a single organizational position.

Accordingly:

1. The board will cultivate a sense of group responsibility. The board, not the staff, will be responsible for excellence in governing. The board will be the initiator of policy, not merely a reactor to staff initiatives. The board may use the expertise of individual members to enhance the ability of the board as a body, rather than to substitute the individual judgments for the board's values.
2. The board will direct, control and inspire the organization through the careful establishment of broad written policies reflecting the board's values and perspectives. The board's major policy focus will be on the intended long term impacts outside the organization, not on the administrative or programmatic means of attaining those effects.
3. The board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policymaking principles, respect of roles, and ensuring the continuance of governance capability. Although the board can change its governance process policies at any time, it will observe them scrupulously while in force.
 - a. In accordance with this discipline, the board will only allow itself to address a topic after it has answered these questions:
 - i. Is this a shared issue?
 - ii. Whose issue is this? Is it the Board's or the President's?
 - iii. Has the board dealt with this subject in a policy? If so, what has the

board already said on this subject and how is this issue related? If the board has already addressed the matter, does the board wish to change what it has already said?

- iv. If the matter is several levels below board level, what is the broadest way to address this issue so that it is still under existing board policy? Does that policy suffice to deal with our concern?
 - b. It is out of order for board members to talk about content until these questions of appropriateness are settled.
4. Continual board development will include orientation of new board members in the board's governance process and periodic board discussion of process improvement.
 5. The board will allow no officer, individual or committee of the board to hinder or be an excuse for not fulfilling its commitments.
 6. The board will monitor and discuss the board's process and performance at each meeting. Self-monitoring will include comparison of board activity and discipline to policies in the Governance Process and Board-President Linkage categories, following the monitoring schedule in Appendix ____
 7. On matters of **public witness** regarding social concern, the Board will:
 1. Call upon the elected leadership of our congregations to provide and safeguard the sacred space where Unitarian Universalists may discuss, better understand, and explore public policy in the light of our UU principles and the individual's conscience.
 2. Encourage our congregations to take a responsible role in bearing witness publicly to their faith in matters of social concern.
 3. Support the work of the UUA President and staff to bear witness publicly, expressing the historic and theological grounding of UU positions on matters of public social concern.
 4. Encourage the President of the UUA to provide prophetic leadership, calling upon UU congregations to consider witness and transformation in the face of social concerns.
 5. Encourage congregations to make use of the Social Witness process, which refers issues for study and statements of conscience to the larger Association, through the authority of the congregations meeting at the General Assembly.
 6. Be stewards of the social witness process as outlined in the UUA Bylaws and Rules.
 7. Speak as the Board of Trustees of the UUA on matters of witness in our own work as an Association, e.g., supporting welcoming congregations; ordaining women; ordaining b/g/l/t ministers; the transformation of our congregations and associational bodies in becoming anti-racist, anti-oppressive, and multi-cultural; socially responsible investment of resources; supporting freedom of conscience in the witnessing of congregations and ministers; etc.

8. Review and affirm adoption of UUA Public Policy Statements, based on actions of previous General Assemblies.

None of the above precludes the Board from choosing to bear witness in a time of extraordinary circumstances and with unanimous voice (*intent unclear*).

The Board's process for the review and affirm adoption of **Public Policy Statements** will be:

1. The Advocacy & Witness staff group produces draft Public Policy Statements
 2. The staff gives the Board's Living Our Faith (LOF) Working Group (WG) the draft and supporting background (with references to grounding General Assembly resolutions)
 3. The LOF WG assigns individual members to review before the next Board meeting
 4. At subsequent LOF meeting, based on that review, the WG decides whether or not to endorse
 5. If recommending endorsing, bring to Board as a whole to vote to on endorsement.
8. To achieve **transparency and an open process**, the Board will:
- A. provide advance notice of dates and locations of regular business meetings and making agendas, reports, and minutes available promptly;
 - B. provide avenues for comment on issues on the meetings' agendas;
 - C. accommodate observers at regular business meetings. with the exception of executive sessions.
 1. Provision shall be made for at least 20 observers to be present at the UUA Board meetings with seating on a first-come first served-basis.
 - D. Any budget submitted for consideration to the Board of Trustees becomes a public document.
9. Executive Session. It is the normal practice of the UUA Board to conduct its business in public, with the exception that the Board may decide by majority vote at any time to deal with the following kinds of matters in Executive Session:
- volunteer and staff personnel matters that are of a delicate nature
 - legal matters of which public discussion could be legally injurious
 - budget matters that involve such legal or personnel matters
 - property acquisition or disposition
 - business of the above nature involving a member society if the society requests an Executive Session.
- A. Any officer or trustee may initiate a request for an Executive Session. The first item of business in any Executive Session shall be an explanation of the reason for the request, after which the Board shall vote whether or not to remain in Executive Session.

- B. All meetings in executive session will close with a determination as to whether the material is confidential and needs to be confidential.
- C. The Executive Session may be ended at any time by majority vote.
- D. Executive Sessions will be held to the minimum necessary under these guidelines.

10. Procedures For Preparation Of Minutes

- The Minutes of Board meetings are prepared by the Recording Secretary with the assistance of legal counsel.
- Board and Executive Committee meetings are electronically recorded and preserved for a period of two years. Audio recordings of UUA Board Regular Session meetings may be listened to only in the Office of the Executive Vice President and no copies, whole or partial, of such recordings may be made.
- Board Minutes reflect final action taken on all items on the agenda. Affirmative, negative and abstaining votes are recorded as requested. Unsuccessful motions are also recorded as requested.
- The printed Minutes are mailed to the Board of Trustees, District Presidents, Commission on Appraisal and full professional staff as soon as possible after the meetings – within 21 days of each meeting. Minutes are submitted for approval at the next regular meeting of the Board.
- All reports will explain an acronym the first time it is used, including APF, YRUU and other commonly accepted acronyms.

11. Election of Officers

The Board shall elect a First Vice Moderator who shall also be Board Coordinator and a Second Vice Moderator who shall also be Assistant Board Coordinator. The process for selection shall be as follows: each Board member shall be given the opportunity to decline to stand for election as First Vice Moderator. A ~~weighted~~?? vote shall then be conducted to choose the First Vice Moderator.

Each Board member shall then be given the opportunity to decline to stand for election as Second Vice Moderator. A ~~weighted~~?? vote shall then be conducted to choose the Second Vice Moderator.

3.2 POLICY TITLE: ***BOARD JOB DESCRIPTION***

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

Accordingly, on behalf of the General Assembly, the board has direct responsibility to:

1. Create the link between the ownership and the operational organization.
(How do we accomplish this without interfering with staff? At national and district level?)
2. Create written governing policies which address the broadest levels of all organizational decisions and situations.

- A. Ends: Organizational products, impacts, benefits, outcomes, recipients, and their relative worth (what good for which recipients at what cost).
 - B. Executive Limitations: Constraints on executive authority which establish the prudence and ethics boundaries within which all 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-President Linkage: How power is delegated and its proper use monitored; the President role, authority and accountability.
3. Create assurance of successful Presidential performance.
 - A. Empower member congregations through Board leadership in cooperation with the UUA Administration, staff, and volunteers
 - B. Be good stewards in developing and managing the resources of the UUA.
 4. Engage in ongoing anti-racism training, examining basic assumptions, structures, and functions, and, in response to what is learned, develop action plans.
 5. Deliver a minimum of two workshops at the annual General Assembly.
 6. Waive criteria for acceptance of new societies when appropriate.
 7. Appoint Liaisons to external organizations, including:
 - A. the UU-UN delegate and alternate delegate.
 - B. ...
 8. Recognize distinguished service to the cause of Unitarian Universalism.
 9. Elect individuals to fill mid-term vacancies in specific leadership roles.
 10. Adopt rules for acceptance and termination of members (*congregations??*) and approve applications for new congregations.

3.3 POLICY TITLE: *BOARD AND BOARD MEMBER CODE OF CONDUCT*

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.

1. Members must have loyalty to the ownership, unconflicted by loyalties to staff, other organizations, and any personal interest as a consumer.

2. Members must avoid conflict of interest with respect to their fiduciary responsibility.
 - A. There will be no self-dealing or business by a member with the organization. Members will annually disclose their involvements with other organizations, with vendors, or any associations that might be, or might reasonably be seen as being, a conflict.
 - B. When the board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall absent herself or himself without comment from not only the vote, but also from the deliberation.
 - C. Board members will not use their board position to obtain employment in the organization for themselves, family members, or close associates. Should a board member apply for employment, he or she must first resign from the board.
3. Board members may not attempt to exercise individual authority over the organization.
 - A. Member's interaction with the President or with staff must recognize the lack of authority vested in individuals except when explicitly board authorized.
 - B. Member's interaction with public, press or other entities must recognize the same limitation and the inability of any board member to speak for the board except to repeat explicitly stated board decisions.
 1. The Moderator and President are the customary spokespersons for the UUA. However, Trustees may represent the Board or the Association at meetings and events where such representation is deemed desirable and where the Moderator has agreed to the representation. Trustees are entitled to represent themselves as UUA Trustees at ceremonial events where such representation is deemed desirable by the Trustee. Trustees are responsible and accountable for avoiding any ambiguity about their representative role or authorization to speak for the Board of Trustees or the UUA.
 - C. Except for participation in board deliberation about whether reasonable interpretation of board policy has been achieved by the President, members will not express individual judgments of performance of employees of the President.
4. Members will respect the confidentiality appropriate to issues of a sensitive nature.
5. Members will be properly prepared for board deliberation.

6. Members will model UU values in our lives and in our roles as Trustees.
(Shouldn't our code of conduct should include something about ethical behavior – i.e. sexual misconduct, etc)
7. Members will provide leadership for UUA's stewardship and development efforts. Each member is encouraged to:
 - A support the financial well being of the Association, including: pledges to his or her congregation, an annual contribution to the Friends of the UUA, and participation in capital campaigns
 - B. submit names of potential donors to the Stewardship and Development staff group;
 - C. encourage his or her own church to attain the fair share contribution to the Annual Program Fund
 - D. promote testamentary giving through legacies and bequests
 - E be knowledgeable about Association funding.
8. Board members are expected to have completed anti-racism training that includes analysis and systems theory components prior to the January meeting of their first year as a Trustee.

3.4 POLICY TITLE: *EXTERNAL RELATIONS*

*This is a placeholder for policy on External Relations. In earlier discussions, it was believed there was a role to play in external relations. This could be defined as the ownership linkage or linkage with other entities inside UUA such as the District Presidents. **What is the role of the Board in External Relations?***

We have already defined a policy in Executive Limitations as follows:

2.10 POLICY TITLE: *EXTERNAL RELATIONS*

With respect to external relations, the President shall not fail to take advantage of appropriate opportunities for collaboration with other religious and/ or secular organizations, guided by considerations of grounding, fit and opportunity, guided by our Principles and Purposes and International Vision Statement.

If the board took this external relationship building seriously, who should the board be linking with? What would be the purpose of such linkage? How frequently should the linkage take place? What value of the board drives this activity?

3.5 POLICY TITLE: *COMMUNICATION AND SUPPORT TO THE GENERAL ASSEMBLY*

Consultant notes to WG: If it is written in the bylaws, it doesn't need to be restated here. If the board took this relationship building seriously, what would be the purpose of such linkage? How frequently should the linkage take place? What value of the board drives this activity?

In accordance with the bylaws, the General Assembly delegates many tasks to the Board of Trustees. Further, the Board of Trustees is the planning and communication arm of the General Assembly. To fulfill its delegated role and the role of communicator with the General Assembly, the Board will perform all delegated and assigned tasks delineated in the bylaws related to planning and communication with the body, including a presentation of the annual and subsequent year budget and all budget actions taken since last General Assembly.

Additionally, the Board will submit for consideration when appropriate:

- Bylaws amendments
- Resolutions

3.6 POLICY TITLE: *AGENDA PLANNING*

To accomplish its job products with a governance style consistent with board policies, the board will follow an annual agenda which (a) completes a re-exploration of Ends policies annually and (b) continually improves board performance through board education and enriched input and deliberation.

1. The cycle will conclude each year on the last day of September so that administrative planning and budgeting can be based on accomplishing a one year segment of the board's most recent statement of long term Ends.
2. The cycle will start with the board's development of its agenda for the next year.
 - A. Consultations with selected groups in the ownership, or other methods of gaining ownership input will be determined and arranged in the first quarter, to be held during the balance of the year.
 - B. Governance education, and education related to Ends determination, (e.g. presentations by futurists, demographers, advocacy groups, staff, etc.) will be arranged in the first quarter, to be held during the balance of the year.
(should we move this calendar info into an appendix?)
3. Throughout the year, the board will attend to consent agenda items as expeditiously as possible.
4. The Agenda is to be prepared by the Chief Governance Officer (Moderator). Suggestions for Agenda items are solicited from Working Group conveners and committee chairs. Any Board member may suggest items for the Agenda. The tentative Agenda will be sent to Board members and posted on uua.org at least two weeks prior to the meeting with all available supporting documents.
5. Presidential monitoring will be included on the agenda if monitoring reports show policy violations, or if policy criteria are to be debated.

5. President remuneration will be decided after a review of monitoring reports received in the last year during the month of _____.
6. Individual meeting agendas will generally follow the format below:
 - I. Approve agenda
 - II. Consent Agenda
 - A. Operational (President constructs)
 - B. Board
 - III. Ownership Linkage
 - A. Communication with the External Environment related to Board's Annual Agenda
 - B. Ownership Communication
 - IV. Policy Discussion
 - A. Based on Annual Plan of Board Work
 - V. Assurance of Successful President Performance
 - A. Receipt of Monitoring Reports; Challenges to Monitoring; Vote on compliance
 - B. New Operational Worries
 - C. Next monitoring assignment
 - D. Board self assessment against Board means policies (according to the monitoring schedule)
 - VI. Announcements
 - VII. Adjournment

Agenda Planning Calendar

Board Mtg	Task
January	Awards Committee report in executive session and vote on award recipient
February 1	Membership number of a congregation certified for General Assembly is due.
April	<i>Position statements for General Assembly consideration will be assigned during the April Board meeting and drafted and circulated prior to the June meeting that precedes General Assembly.</i>
June	
October	UU/UN report due Call for nominations for the Distinguished Service Award

3.7 POLICY TITLE: OFFICER ROLES

The General Assembly shall elect the Moderator and Financial Advisor. The Board elects the First and Second Moderators and appoints the Secretary.

Moderator or Chief Governance Officer

The Moderator is the Chief Governance Officer (CGO). The CGO assures the integrity of the board's process and, secondarily, represents the board to outside parties.

Accordingly:

1. The job result of the CGO is that 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, not the President.
 - B. Deliberation will be fair, open, and thorough, but also timely, orderly, and kept to the point.
2. The authority of the CGO consists in making decisions that fall within topics covered by board policies on Governance Process and Board-President Linkage, with the exception of (a) employment or termination of a President and (b) where the board specifically delegates portions of this authority to others. The CGO is authorized to use any reasonable interpretation of the provisions in these policies.
 - A. The CGO is empowered to chair board meetings with all the commonly accepted power of that position (e.g., ruling, recognizing).
 - B. The CGO has no authority to make decisions about policies created by the board within Ends and Executive Limitations policy areas. Therefore, the CGO has no authority to supervise or direct the President.
 - C. The CGO may represent the board to outside parties in announcing board-stated positions and in stating chair decisions and interpretations within the area delegated to her or him.
 - D. The CGO may delegate this authority, but remains accountable for its use.
3. In special circumstances, the CGO has authority to appoint committees to address denominational social problems.
 - A. In the event of boycott activity initiated after site selection for the General Assembly, the CGO shall:
 1. The CGO shall appoint a three-person Ad Hoc Committee, at least one of whom is a Board member, and charge it to:
 - a. Assess the impact on the UUA and on the host district of moving the General Assembly.
 - b. Investigate other means of protest, aside from boycotting.
 - c. Evaluate the situation at the site to determine whether it would be more in keeping with our Principles and Resolutions to witness at the site or to boycott the site.
 - d. Report its conclusions to the UUA Board.
 2. The CGO shall request the Planning Committee and the GA Administrator to investigate the availability and suitability of

alternative sites within the host district, and to report to the UUA Board.

- B. In the event of a mid-term vacancy of a trustee-at-large, elected officer, appointed non-salaried officer or President, the CGO shall ask the Executive Committee to serve as an Ad Hoc Nominating Committee to develop timetables and process to fill the vacancy.
 1. The CGO shall inform congregations of the vacancy, process and timetables.
4. Send letters of thanks to retiring committee members.

First Vice Moderator

- Coordinate process and planning with the Working Groups leadership. Schedule regular telephone conferences to assess needs, monitor progress, identify obstacles and plan agendas.
- Oversee staff scheduling and necessary papers with the Executive Vice President's Office. Chair meetings of Working Group leaders immediately prior to Board of Trustees meetings.
- Interact and evaluate a process for Working Group minutes. Offer suggestions for improving reports to the Trustees.
- Attend Executive Committee meetings (some will be by teleconference).
- Assist with Board of Trustees agenda planning.
- Participate in leading Board of Trustees meetings.
- Responsible for assuring the timely review of on-going task force and committee reports in accordance with schedules set forth in the Board minutes and for assuring that time on the appropriate future Board meeting agenda be made available.
- Assumes the CGO role in the event of death, disqualification, resignation or removal of the CGO.

Second Vice Moderator

- Plan and coordinate all Board of Trustees activity at General Assembly including action on Business Resolutions, hearings and workshops, meetings with external groups.
- Oversee Board of Trustees participation in special events, such as public marches or actions.
- Assume responsibility for matters of Board of Trustees morale, recognition, orientation of new members. Serve on the committee that plans retreats.
- Attend Executive Committee meetings when the First Vice Moderator must be absent.
- Participation in leading Board of Trustees meetings.

Secretary

The responsibilities of the Secretary of the Association are defined in the Bylaws in various sections of Articles VIII, IX, and X, and in various sections of the Rules with number headings 3, 4, 6, and 9.

In addition to these responsibilities, the Secretary shall:

- Serve as an ex-officio member without vote of the Election Campaign Practices Committee.
- Send a letter of welcome and a token gift from the Board to each congregation admitted to the UUA.
- Maintain the policy manual. This will be done by reviewing the minutes of each meeting, as they become available, for actions taken which affect current Board policy or procedure. Changes or additions will be communicated to UUA administrative staff so that copies can be prepared and distributed to Board members for inclusion in their manual.
- Put in place a system to assure that policies will be reviewed at least once in five years.
- Serve as chair of an Ad Hoc Nominating Committee appointed in the event of a mid-term vacancy in a leadership role.

3.8 POLICY TITLE: *BOARD COMMITTEE PRINCIPLES*

Board committees, when used, will be assigned so as to reinforce the wholeness of the board's job and so as never to interfere with delegation from board to President.

Accordingly:

1. Board committees are to help the board do its job, not to help or advise the staff. Committees ordinarily will assist the board by preparing policy alternatives and implications for board deliberation. In keeping with the board's broader focus, board committees will normally not have direct dealings with current staff operations.
2. Board committees may not speak or act for the board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the President.
3. Board committees cannot exercise authority over staff. Because the President works for the full board, he or she will not be required to obtain approval of a board committee before an executive action.
4. Board committees are to avoid over-identification with organizational parts rather than the whole. Therefore, a board committee which has helped the board create policy on some topic will not be used to monitor organizational performance on that same subject.
5. Committees will be used sparingly and ordinarily in an ad hoc capacity.
 - A. The CGO may appoint special committees for specific short-term objectives or to carry out special tasks that will facilitate the work of the

Board. The CGO will consult with the Committee on Committees regarding any appointments the CGO wishes to make.

6. This policy applies to any group which is formed by board action, whether or not it is called a committee and regardless whether the group includes board members. It does not apply to committees formed under the authority of the President.
7. All members of Board-appointed committees are expected to have reasonable competence in the area of racism and oppression. Members of the Anti-Racism/Anti-Oppression Assessment and Monitoring Team (AR/AO AMT) and chairs of the Committee on Committees and Finance Committees must additionally have an understanding of change theories and demonstrated commitment to anti-racism and anti-oppression.
 - A. Each Board-appointed committee is charged with developing standards and goals for embodying the commitment to anti-racism, anti-oppression and multi-culturalism in its work.
8. Unless otherwise specified, committee appointments are made for two- year periods, which can be (but need not be) renewed up to three times for a maximum of 8 years of service. Reappointment to Board committee positions for second, third or fourth terms is not automatic. The Committee on Committees may recommend a change in committee composition or membership if they deem such a change to be in the best interests of the committee or the Association.
9. Whenever a new committee is named, the Committee on Committees shall develop a charge, including a statement of the committee's purpose and estimated duration, and forward that charge to the Board and the Finance Committee.
10. Committees will not be reimbursed for committee expenditures beyond their approved budget, without prior approval by the Vice President for Finance, the Chair of the Finance Committee, and the Chair of the Committee on Committees.
11. No person appointed to a UUA committee may continue in office if that committee's deliberations are likely to result in a recommendation or decision that could be of personal financial benefit to that member. In the event of a dispute resulting from this rule, the Committee on Committees shall act as arbiter and make a final recommendation to the UUA Board of Trustees.
12. If a Board-appointed committee finds that an individual member creates a working atmosphere that is unproductive, disruptive, or otherwise impeding effective committee functioning, the Committee on Committees urges the leader and members of that particular committee to speak candidly with the member whose behavior is problematic in order to identify desired changes. If the committee is not able to resolve the problem internally, the chair should contact the Chair of the Committee on Committees for help in resolving the problem.

3.9 POLICY TITLE: *BOARD COMMITTEE STRUCTURE*

A committee is a board committee only if its existence and charge come from the board, regardless whether board members sit on the committee. The only board committees are those which are set forth in this policy. Unless otherwise stated, a committee ceases to exist as soon as its task is complete.

1. Committee on Committees (Appointed by the General Assembly (*is this true?*))
 - A. Charge:
 - Seek out and recommend to the Board qualified persons for appointment to vacancies on existing Board-appointed Committees;
 - Develop and forward to the Board a charge for any new committee and recommend to the Board qualified members to serve on it;
 - Solicit in as broad a manner as possible the names of persons to be considered for appointment to Board-appointed committees;
 - Assure that the solicitation process for names is consistent with the Board's commitment to nurturing an anti-racist, anti-oppressive and multi-cultural Association.
 - Ensure orientation and training of new committee members and chairs to expectations, policies and procedures, including financial guidelines.
 - B. The Chair of the Committee on Committees is charged with the task of sending to the Moderator the names of members who are retiring from Board-appointed committees in order that they may be sent letters of thanks.
 - C. Consistent with the commitment of the UUA and the Board of Trustees to move the Association along the path toward becoming truly anti-racist, anti-oppressive, and multicultural, the Committee on Committees shall make every effort to maximize diversity and inclusiveness in its process of selecting names for appointment to committees
 - D. Membership: President, Moderator and 3-5 other members of the Board of Trustees, with at least one incoming member of the Board.
 - E. Product: Maximized diversity, inclusiveness and effectiveness in committee appointments
 - F. Authority:
2. Audit Committee
 - A. Charge: To oversee the annual audit of financial statements by a public accounting firm and to monitor the review, establishment and implementation of accounting policies and internal controls.
 - B. Membership: The Audit Committee will consist of:
 - Three individuals who are appointed by the Board of Trustees to staggered, two year terms. These individuals are eligible to serve up to

four continuous terms, for a total of eight years. These individuals shall not be members of the Board of Trustees nor hold a salaried position with the Unitarian Universalist Association.

- The UUA Financial Advisor (with vote)
- A member of the Board of Trustees' Finance Committee selected by the Finance Committee (with vote).
- The Chair of the Audit Committee shall be selected by the Board of Trustees according to the board's usual procedures for making such appointments. Except under unusual circumstances, the Chair shall be chosen from among the three independent members.

C. The Audit Committee shall assume the following responsibilities to accomplish its charge:

- Reviewing and updating the Audit Committee's charter annually or as deemed necessary.
- Recommending to the Board of Trustees the selection and retention of the independent public accountants for the Organization.
- Recommending to the Board of Trustees, when the Audit Committee deems it advisable, that specialists be engaged by the Association regarding financial and/or risk-management matters.
- Reviewing annual financial statements, including any adjustments to those statements recommended by the independent public accountants, and any significant issues that arise in connection with the preparation of those financial statements.
- Recommending to management inclusion of financial disclosures in audited financial statements, consistent with financial accounting and reporting standards and the mission of the Association.
- Reviewing, as appropriate and in consultation with appropriate independent advisors, accounting policies, internal controls and procedures of the UUA as well as any management responses to comments relating to those policies and procedures.
- Insuring, when the audit committee deems it necessary, that improprieties or potential improprieties in the UUA's operations are investigated and resolved.
- Meeting at least annually with the Executive Vice President, the Vice President for Finance, and other staff as appropriate to discuss any issues arising from the Audit Committee's responsibilities, including management's evaluation of the work performed by the independent public accountants or other external advisors retained by the Audit Committee and/or Association.
- Meetings at least twice annually with the independent public accountants, or more frequently as circumstances require, to discuss any issues arising from the Audit Committee's responsibilities. The Audit Committee may request the presence of members of management or others to attend meetings and provide pertinent information as necessary. Other matters which should be given consideration for
- discussion would include: Significant findings during the year, including the status of prior year management letter recommendations

- C. Product:
 - D. Authority: Spend no more than the amount budgeted for audit in the Cost of Governance budget.
3. Anti-Racism/Anti-Oppression Assessment and Monitoring Team
- A. Product: An annual report monitoring and assessing the transformation of UUA as an anti-racist, multi-cultural institution, especially through programs and resources dedicated to assisting congregations in carryout activities to achieve transformation.
 - B. Authority:
4. Committee on Socially Responsible Investing
- A. Charge:
 - Maintain and assist with implementation of SRI policies and practices with respect to funds over which the Trustees have responsibility (including alternative and community development investments) that reflect UU values, especially as expressed by the GA resolutions and Statements of Immediate Witness, Board resolutions and UU Principles and Purposes.
 - Assist the Investment Committee in the implementation of the UUA's SRI responsibilities as set forth in the Investment Guidelines adopted by the Board and amended from time to time.
 - Utilize shareholder activism to express UU values to the corporations in which our funds are invested, including dialogues with corporate managers, proxy voting, and filing resolutions on specific issues.
 - Broaden coalitions with other like-minded faith-based organizations, coordinating with the Washington Office, the Office of Public Witness, and other UUA departments and constituencies, as appropriate.
 - Communicate SRI policies and activities to the Board, staff, member congregations, and other constituencies. Expand services to the member congregations and individual UUs with respect to the implementation of SRI programs and establishment of more powerful coalitions in pursuit of shareholder activism and positive social change.
 - Develop an ongoing process of assessment and audit of the effectiveness of the SRI policies and practices.
 - Oversees the Building Loan Guaranty Reserve and a separate account within the GIF for the sole purpose of shareholder activism.
 - B. Product: Recommendations for SRI in terms of a “triple bottom line”: social, environmental and financial return.
 - C. Authority: Collaborative authority with the investment committee. Oversight authority for Building Loan Guaranty Reserve and a separate account within the GIF for the sole purpose of shareholder activism

5. Investment Committee
 - A. Charge: To oversee?? the management the Association’s investments in alignment with UUA Principles and Purposes and resolutions adopted by the General Assembly, as well as the requirements of fiduciary law.
 - B. Product:
 - C. Authority: Collaborative authority with the Committee on Socially Responsible Investing.

6. Finance Committee
 - A. Charge:
 - To interact with the Administration in the development of budgets and making financial decisions.
 - To inform the board about financial matters and make appropriate recommendations to the Board regarding financial matters, budgets, and policies pertaining to financial areas other than investments.
 - To inform the General Assembly about the budget process and other financial matters.
 - To review the use of Association funds and recommend long range financial plans to the Board.
 - B. Product:
 - C. Authority:

7. *Other Committees to be added....*

3.10 POLICY TITLE: *COST OF GOVERNANCE*

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

Accordingly:

1. Board skills, methods, and supports will be sufficient to assure governing with excellence.
 - A. Training and retraining will be used liberally to orient new members and candidates for membership, as well as to maintain and increase existing member skills and understandings.
 - B. Outside monitoring assistance will be arranged so that the board can exercise confident control over organizational performance. This includes, but is not limited to, fiscal audit.

- C. Outreach mechanisms will be used as needed to ensure the board's ability to listen to owner viewpoints and values.
2. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability. The Board will develop its budget by (date)_____ each year to assure its inclusion in the overall budget and will include allowances for:
- A. training, including attendance at conferences and workshops.
 - B. audit and other third-party monitoring of organizational performance.
 - C. surveys, focus groups, opinion analyses, and meeting costs.
 - D. All meetings are to be held in UUA facilities. Meetings may be held elsewhere only after receiving approval from the Vice President of Finance, Finance Chair or the Moderator.
 - E. Meals that take place during meetings, where practical, should be catered at Eliot & Picket house rather than at local restaurants. Catering costs must be in line with UUA reimbursement levels.
3. Only expenses related to volunteer service are reimbursable from the UUA Budget. Conservative spending and stewardship of resources is vital. To provide equity between volunteer committees and lower barriers to volunteer service, the Board will reimburse the following:
- A. Board Expense Reimbursements.
 - 1. An advance for meeting-related travel will be authorized by the Vice President of Finance in cases of economic necessity.
 - 2. Project Equality airlines, auto rentals, and other vendors should be used when possible. The Project Equality Buyers' Guide may be found at www.projectequality.org
 - 3. Air travel must be reserved at least 14 days in advance at the lowest rates possible (coach, tourist or senior citizen rates). Reimbursement for airline travel purchased with less than 14 days advance booking must be approved by the Treasurer, Moderator, or Finance Chair of the UUA.
 - 4. Every effort should be made to use low cost transportation. Use of public transportation is encouraged.
 - 5. Personal car usage is reimbursable at the current IRS rate. When a volunteer chooses to drive to a meeting, reimbursement will be made at the lower of the mileage reimbursement rate or airfare.
 - 6. Moderate or lower-priced hotels and motels should be used. When traveling with a spouse, volunteers are expected to pay the additional cost, if any, for a double room.
 - 7. Volunteers are strongly encouraged to share rooms during meetings, particularly in hotels.

8. Meals are reimbursable -up to \$40 per day, including tips, for higher-cost locations: up to \$8 for breakfast, up to \$12 for lunch, and up to \$24 for dinner. The total and per-meal amounts should be adjusted to as low as \$30 per day for the lowest-cost locations. The cost of alcoholic beverages is not reimbursable.
9. Tips for such things as housekeeping and baggage handling are reimbursable up to a total of \$3 per day.
10. Child care costs are reimbursable.
11. Purchase of a pre-paid phone card is reimbursable.
12. Liaison Expenses in connection with Associate Member organizations.

B. Items not reimbursable:

- a. If a board or committee member incurs expenses for non-meeting activities (such as extra hotel nights related to non-committee related business prior to or following a meeting) these expenses should not be submitted for reimbursement. If these costs are directly billed to the UUA (such as hotel nights prior to General Assembly) the individual should reimburse the UUA for these expenses.
- b. Board and committee expenditures, including travel, are not reimbursable when that committee has exceeded its budget, unless express permission is received in advance from the Vice President of Finance, the CGO, or the Chair of the Finance Committee.
- c. Parking tickets or fines for traffic violations are not reimbursable expenses.
- d. Participation in events sponsored by Independent Affiliate Member organizations, Districts, or other regional groups are not reimbursable from the Board of Trustees' budget except with prior approval of the CGO.

C. In addition to Board expense reimbursements and accommodations, the UUA offers the following to individuals serving in the following capacities:

1. The UUA will reimburse the expenses of individuals who are presenting reports or attending meetings at the request of the Board or CGO.
2. The Board of Trustees will provide up to \$50 per day, not to exceed \$150 per meeting, to help offset the costs for representatives (one each) from the Unitarian Universalist Ministers' Association and the Liberal Religious Educators' Association. Representatives of these organizations are welcome to share meals with the Board of Trustees.

3. Two (*or one?*) Youth observers elected by Youth Caucus will be housed with the Board of Trustees and their meeting expenses including travel and meals will be reimbursed.
4. Candidates for UUA President, Moderator, and Financial Advisor are invited to attend the fall, winter and spring meetings (three meetings) prior to the elections at the General Assembly at which time their candidacies will be voted on. If possible, housing and meals for the candidates will be provided by the Board of Trustees; otherwise, candidates will be reimbursed for housing and meals. Candidates will be reimbursed for travel to the three meetings specified.

D. Reimbursement Procedures

1. Expenses may be submitted when incurred, even if this is in advance of the meeting.
2. Meals: The cost of each meal should be itemized separately, and the original receipt should be submitted.
3. All requests for reimbursement must be fully documented with receipts attached and submitted to the appropriate UUA staff member within two weeks of the meeting. UUA staff should submit reimbursements to the Financial Services Department within five business days of receipt. The Finance Services Department should reimburse volunteer expenses within three weeks as prescribed by the Vice President of Finance. Payments from individuals for personal expenses directly billed to the UUA are to be made within two weeks and are to be directed to the Financial Services office.