

Revision Notes 12March2008:

1. This revision includes all the changes to Section 3 as created by the full Board during the Jan 2008 regular meeting.
2. Added **draft** "speaking with one voice" policy
3. Added trustee covenant to abide by these policies
4. Added duties to Second Vice-Moderator

SECTION 3: GOVERNANCE PROCESS

3.0 POLICY TITLE: *GLOBAL GOVERNANCE COMMITMENT*

The Board will direct, control and inspire the organization through the careful establishment of broad written policies reflecting Unitarian Universalist values and perspectives. The purpose of the Board, on behalf of the member congregations of the Unitarian Universalist Association, is to see to it that the Unitarian Universalist Association (a) achieves appropriate results for appropriate persons at an appropriate cost, in accord with Shared Vision (Ends), and (b) by establishing leadership covenants and expectations, avoids unacceptable actions and situations.

[Note to Board: Stakeholders are not reflected here. Stakeholders are not seen as "moral owners" but as "customers" or beneficiaries. Therefore, their needs will be addressed as operational or "means" items, which should be reflected in our "Ends" in Section 1.]

3.1 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, (g) pro-activity rather than reactivity, and (h) an open and transparent process 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.

3.2 Board Job Description. As informed and elected leaders of our Association of member congregations, the UUA Board of Trustees assures organizational performance by creating, communicating, and monitoring organizational systems and performance, in accord with **established Board policy.**

3.3 Board and Board Member Code Of Conduct. The Board commits itself and its members to ethical, businesslike, and lawful conduct, including respect for others, proper use of authority and appropriate decorum when acting as Board members.

3.4 External Relations. Any Trustee may be empowered and charged by the Board to be a Board representative in relationship with any group, and such empowerment, the charge and its responsibilities will be defined by the Board at the time of the assignment.

3.5 Agenda Planning. The Board will follow an annual agenda which (a) completes a re-exploration of Shared Vision (Ends) policies annually and (b) continually improves Board performance through Board education and enriched input and deliberation.

3.6 Election Of Officers And Officer Roles. The General Assembly elects the Moderator and Financial Advisor. The Board elects the First and Second Vice Moderators, the Secretary and Assistant Secretary. The Board also appoints the Recording Secretary And Treasurer of UUA.

3.7 Board Committee Principles. Board committees, when used, will be assigned so as not to fragment the Board but to reinforce the wholeness of the Board. Board committees must never interfere with delegation from Board to President.

3.8 Board Committee Structure. Board committees exist only to serve the work of the Board. 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.

3.9 Cost Of Governance. Because poor governance costs more than learning to govern well, the Board will invest in educating Board members about excellence in governance.

3.1 POLICY TITLE: 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, (g) pro-activity 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's major policy focus will be on the intended long term impacts in the Unitarian Universalist Association of Congregations and its external relations and partnerships, 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, policy-making principles, and respect of roles. Although the Board can change its governance process policies at any time, it will observe them scrupulously while in force. In accordance with this discipline, the Board will only allow itself to address a topic if the following criteria have been met, and it is not appropriate for Board members to talk about the topic's content until these questions of appropriateness above are settled:
 - A. The issue is shared among Board members, and for example, the majority of the Board believes that it deserves Board time;
 - B. The issue is the responsibility of the Board and not the President;
 - C. If the Board has dealt with the subject before in a policy, the Board will consider what it has already said on the subject and if the subject has already been addressed the Board will either reaffirm or change its decision;
 - D. The focus of the subject is at an appropriate, and typically systemic level, and is not just a fix for a specific problem. If the subject is below the Board's broad policy threshold, the Board will seek to broaden the subject to reflect a class of related topics or issues. The Board will seek to address the subject or issue in a broad proactive style rather than as a single issue, in a reactive manner.
4. Continual Board development will include orientation of new Board members in the Board's governance process.
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 3.A.
7. The work of the Board of Trustees on matters of public witness will be guided by the actions made by the General Assembly. This shall not preclude the Board from choosing to bear witness in a time of extraordinary circumstances.

[Note: This section came directly from the UU Policies and Procedures Manual, Section I

– 15, titled ‘UUA BOARD ROLE IN PUBLIC WITNESS’, and adopted as amended April 2005.]

Accordingly, on matters of public witness regarding social concern, the Board will:

- A. 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.
 - B. Encourage our congregations to take a responsible role in bearing witness publicly to their faith in matters of social concern.
 - C. 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.
 - D. Encourage the President of the UUA to provide prophetic leadership.
 - E. 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.
 - F. 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. To be consistent with our commitment to the right of conscience and the democratic process and achieve a transparent and open process, the Board will:
1. Provide advance notice of dates and locations of regular business meetings, and making agendas, reports, and the previous meeting minutes available prior to the meeting;
 2. Provide avenues for comment on issues on the meetings’ agendas;
 3. Accommodate observers at regular business meetings.
 4. Make documents submitted for consideration to the Board of trustees publicly available, with the exception of documents distributed during executive sessions.
 5. Conduct its business in public, except when the Board decides by majority vote 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.

3.2 POLICY TITLE: *BOARD JOB DESCRIPTION*

As informed and elected leaders of our Association of member congregations, the UUA Board of Trustees assures organizational performance by creating, communicating, and monitoring organizational systems and performance, in accord with established Board policy.

Accordingly, the Board has responsibility to:

1. Create and maintain linkage between the Board and its stakeholders as defined in policy 3.0.
2. Write policies that address organizational decisions and situations at the broadest levels.
 - A. Shared Vision (Ends): Statements that express values identifying what benefit to whom and at what cost.
 - B. Leadership Covenant and Expectations: Established boundaries around both ethics and prudence within which all executive activity and decisions must take place.
 - C. Governance Process: How the Board conceives, carries out and monitors its own task.
 - D. Board-President Linkage: Promote right relationship between the President and the Board by defining the president's role, authority, and accountability.
3. Assure operational performance through systematic monitoring of systems and performance of the organization in relation to established policy and examining and approving the operating and capital budgets before they are implemented.
4. Obtain an annual audit of the Association's financial reports by a certified public accounting firm with experience conducting audits of organizations of comparable size.
5. Act as faithful stewards of the resources of the UUA.
6. Promote and actively engage in the work of building an anti-racist/anti-oppressive/multicultural institution.
7. Act in direct relationship with the General Assembly (GA).
 - A. Approve the GA site, participating in GA programs, and responding, as appropriate, to motions adopted by GA.
 - B. Review and affirm adoption of UUA Public Policy Statements, based on actions of previous General Assemblies.

- C. In consultation with the General Assembly Planning Committee, make decisions about the allocation of excess funds generated from General Assembly activities. (q.v. Policy on GA Reserve Fund)
- 8. Vote to accept into membership or to terminate association membership of a congregation in accordance with UUA By-laws.
- 9. Appoint and empower Board committees and Board liaisons.
- 10. Ensure continuity of governance capability.

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

The Board commits itself and its members to acting in adherence to the UUA bylaws, as well as ethical, businesslike, and lawful conduct, including respect for others, proper use of authority and appropriate decorum when acting as Board members.

1. Members must act in accordance with our covenant with member congregations (q.v. Bylaws Article 2). As Board members, our primary purpose is to serve our member congregations regardless of personal relationships with staff, affiliations with other organizations, or any personal interest.
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.
[Question for Board – do we want to retain this following paragraph?] If the member holds valuable insight into the relevant situation, the individual chairing may permit comment as long as the Board takes care to pursue its due diligence and is not unduly swayed by the member with the conflict.
 - 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 wish to apply for employment, the Board member must first resign from the Board and wait one year before employment by the UUA.
3. Member Trustees covenant with each other to follow a practice of "Speaking with one voice". *[Board note: this section is still under active debate. We have not spoken with one voice about this yet. We also need to understand the relation to our Board covenant.]* This requires that each

Trustee has had reasonable opportunity to participate in the debate of the issues and opportunities before the committee or Board. The Trustee may have disagreed with the Board's decision, and consistent with the right of conscience may say so publicly. However, once the Board makes a policy decision, and even if an individual Trustee does not fully support the Board's position, each Trustee agrees to do their best to act in alignment with that policy in the spirit of moving our organization ahead in accordance with our democratic principles.

If a Trustee finds that they cannot in good conscience adhere to this policy and covenant, then that Trustee bears the responsibility to consult with the Moderator or First Vice-Moderator and determine an acceptable course of action.

4. Board members may not attempt to exercise individual authority over all or any part of the organization.
 - A. A Trustee's interaction with the President or with staff must recognize that an individual Trustee has no authority except when explicitly Board authorized.
 - B. Members will not express individual judgments of performance of employees of the President, except during participation in Board deliberation about whether reasonable interpretation of Board policy has been achieved by the President.
5. Members will respect the confidentiality appropriate to issues of a sensitive nature.
6. Members will be properly prepared for Board deliberation.
7. Members will model UU values in our lives and in our roles as Trustees.
8. 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 congregation 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.
9. 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. Participation in such training will be paid for, or reimbursed by the UUA, with prior approval of the CGO.
10. Individual Trustees will not engage in fundraising or public support of any candidate for national UUA office.
10. Each member will annually certify in writing their knowledge of, and their agreement to honor, the contents of these Governance Process policies.

3.4 POLICY TITLE: *EXTERNAL RELATIONS*

1. Any Trustee may be empowered and charged by the Board to be a Board representative in relationship with any group, and such empowerment, the charge and its responsibilities will be defined by the Board at the time of the assignment.
2. The CGO and President are the customary spokespersons for the UUA. Trustee's interaction with the public, press or other entities must recognize that no Board member may speak for the Board except to repeat explicitly stated Board decisions.
3. Trustees may represent the Board or the Association at meetings and events where such representation is deemed desirable and where the CGO has agreed to the representation. Trustees are entitled to represent themselves as UUA Trustees at ceremonial events where the Trustee deems such representation desirable. 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.

3.5 POLICY TITLE: *AGENDA PLANNING*

The Board will follow an annual agenda which (a) completes a re-exploration of Shared Vision (Ends) policies annually and (b) continually improves Board performance through Board education and enriched input and deliberation.

1. Agenda planning will be completed during the first meeting of each fiscal year, and the agenda published with the minutes of that meeting. The agenda or work plan should look out at least 24 months.
2. Agenda planning will include:
 - A. Consultations with selected groups in the member congregations, or other methods of gaining member congregations input.
 - B. Governance education, and education related to Shared Vision (Ends) determination, (e.g. presentations by futurists, demographers, advocacy groups, staff, etc.)
 - C. A consent agenda to help the Board deal with routine items as expeditiously as possible.
3. 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 www.uua.org at least two weeks prior to the meeting with all available supporting documents.
4. All monitoring events will be included on the agenda as reflected in the monitoring schedule in Appendix 3.A.

5. All recurring calendar events will be included on the agenda as reflected in the Recurring Events schedule shown in Appendix 3.B.
6. Individual meeting agendas will generally follow the format below:
 - A. Welcoming and recognizing guests
 - B. Chalice Lighting
 - C. Approve agenda
 - D. Consent Agenda
 - a. Operational (President constructs)
 - b. Board
 - E. Linkage to Member congregations and Board Communications
 - a. Member congregation communication
 - b. Communication with the stakeholders and selected interested groups or constituencies in regard to Board's Annual Agenda.
 - F. Board Education
 - a. President's Report
 - b. Moderator's Report
 - c. Special topics in accord with the annual agenda to assist the Board in its work and governing capacity.
 - G. Policy Discussion, based and focused upon the annual plan of Board work.
 - H. Assurance of Operational Performance
 - a. Receipt of Monitoring Reports; Review of Trustee's personal analysis of the reports; Discussion of interpretations; Challenges to interpretation; Vote on compliance.
 - b. New Operational Worries (if submitted prior to the meeting)
 - c. Next monitoring assignment
 - d. Board self assessment against Board means policies (according to the monitoring schedule)
 - I. Executive Session (if circumstances require)
 - J. Process Observations (AR/AO, governance)
 - K. Announcements
 - L. Adjournment

3.6 POLICY TITLE: *ELECTION OF OFFICERS AND OFFICER ROLES*

The General Assembly elects the Moderator and Financial Advisor.

The Board elects the First and Second Vice Moderators, the Secretary and Assistant Secretary.

The Board appoints the Recording Secretary and Treasurer of UUA.

1. The process for selection of the First and Second Vice Moderators, the Secretary and Assistant Secretary shall be as follows:
 - A. Each Board member shall be given the opportunity to stand for election as First Vice Moderator/Board Coordinator. A vote shall then be conducted to choose the First Vice Moderator.
 - B. Each Board member shall then be given the opportunity to stand for election as Second Vice Moderator/Assistant Board Coordinator. A vote shall then be conducted to choose the Second Vice Moderator.
 - C. The Committee on Committees brings forward nominees for the Secretary and Assistant Secretary positions. A vote shall then be conducted to approve the recommendations.
2. [new section, needs discussion] Appointment of the Recording Secretary and Treasurer of UUA shall be done as follows:
 - A. President recommends candidates to Board.
 - B. Board discusses in Executive Session, and votes to affirm or reject.
 - C. Appointments announced.
3. 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, the CGO is responsible for:
 - Ensuring that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
 - Ensuring that the Board discusses only those issues that, according to Board policy, clearly belong to the Board to decide, not the President.
 - Ensuring that deliberation is fair, open, and thorough, but also timely, orderly, and kept to the point.
 - A. The CGO is authorized to use any reasonable interpretation of the provisions in these policies. The CGO may make decisions that fall within topics covered by Board policies on Governance Process and Board-President Linkage, with the exception of employment or termination of a President and situations where the Board specifically delegates portions of this authority to others.
 - B. The CGO is empowered to chair Board meetings with all the commonly accepted power of that position (e.g., ruling, recognizing).
 - C. The CGO has no authority to make decisions about policies created by the Board within Shared Vision (Ends) and Leadership Covenant and Expectations policy areas. Therefore, the CGO has no authority to supervise or direct the President

- D. 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.
 - E. The CGO may delegate CGO authority, but remains accountable for its use.
 - F. In special circumstances, the CGO may create task forces or special committees to address or explore issues of concern to the Association.
 - G. 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. As noted below, the Secretary shall chair the Ad Hoc Nominating Committee. The CGO shall inform congregations of the vacancy, the selection process and timetables.
3. **First Vice Moderator (Board Coordinator)**
The role of the First Vice Moderator/Board Coordinator is to:
- Assist with Board of Trustees agenda planning and scheduling of Board work.
 - Participate in leading Board of Trustees meetings.
 - Assumes the CGO role in the event of death, disqualification, resignation or removal of the CGO.
4. **Second Vice Moderator (Assistant Board Coordinator)**
The role of the Second Vice Moderator/Assistant Board Coordinator is to:
- Support the work of the First Vice Moderator and CGO and shall fill those roles in succession if either or both are incapacitated.
 - Monitor and obtain written certification on an annual basis, that each Trustee is familiar with Governance Process policies and agrees to honor the Board covenant regarding these policies.
5. **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.
 - Maintain the UUA Governance Manual, assuring that all 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.
6. **Assistant Secretary**
The role of the Assistant Secretary is to support the work of the Secretary and shall fill those roles in succession if the Secretary is incapacitated.

3.7 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. Except as specified by the By-laws, Board committees may not exercise authority over staff. Because the President works for the full Board, the President 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 that has helped the Board create policy on some topic should take special care to represent the full Board's interest when monitoring organizational performance on that same subject.
5. Special committees will be used sparingly and ordinarily in an ad hoc capacity for specific short-term objectives or to carry out special tasks that will facilitate the work of the Board. Although the CGO may create special committees, 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.
8. 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.
9. 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 are 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.

10. 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 and monitor and address issues of committee performance.
11. 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.
12. No person appointed to a Board or UUA committee may participate in that committee's deliberations if they 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.
13. 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*

(assigned to the Committee on Committees to develop; work in progress)

A Board committee serves only to support the Board in its work. A Board committee's existence and charge come directly 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.

Partial List:

- Executive Committee
- Committee on Committees
- Investment Committee
- Socially Responsible Investing Committee

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.
2. Outreach mechanisms will be used as needed to ensure the Board's ability to listen to member congregation viewpoints and values.
3. Costs will be prudently incurred. The Board will develop its budget by to coordinate with the budget cycle each year to assure its inclusion in the overall budget. The Board budget shall include:
 - Board training, including attendance at conferences and workshops.
 - Audit and other third-party monitoring of organizational performance.
 - Surveys, focus groups, opinion analyses, and Board and Board committee meeting costs.
4. Only expenses related to volunteer service on behalf of the Board are reimbursable from the UUA Budget and shall be prudently incurred. The Board will establish policies and guidelines for reimbursement.

SECTION 4: BOARD-PRESIDENT LINKAGE

4.0 POLICY TITLE: *GLOBAL BOARD-PRESIDENT LINKAGE*

The Board's sole official connection to the operational organization, its achievements and conduct will be through a Chief Executive Officer, titled President.

4.1 Unity of Control: Only policies adopted by officially passed motions of the Board are binding on the President.

4.2 Accountability of the President: The President 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 President.

4.3 Delegation to the President: The Board will instruct the President through written policies which prescribe the organizational Ends to be achieved, and describe organizational situations and actions to be avoided, allowing the President to use any reasonable interpretation of these policies.

4.4 Monitoring President Performance: Systematic and rigorous monitoring of President job performance will be solely against the only expected President job outputs: organizational accomplishment of the Shared Vision (Ends), and organizational operation within the boundaries established in Board policies on Leadership Covenant and Expectations.

4.5 President Compensation And Benefits: The Board shall negotiate a contract with the President that will stipulate compensation and benefits for the President.

4.1 POLICY TITLE: *UNITY OF CONTROL*

Only officially passed motions of the Board are binding on the President.

Accordingly:

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

4.2 POLICY TITLE: *ACCOUNTABILITY OF THE PRESIDENT*

The President 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 President.

Accordingly:

1. The Board will never give instructions to persons who report directly or indirectly to the President.
2. The Board will not evaluate, either formally or informally, any staff other than the President.
3. The Board will view President performance as identical to organizational performance, so that organizational accomplishment of Board stated Ends and avoidance of Board proscribed means will be viewed as successful President performance.

4.3 POLICY TITLE: *DELEGATION TO THE PRESIDENT*

The Board will instruct the President through written policies that prescribe the Shared Vision (Ends) to be achieved, and describe organizational situations and actions to be avoided, allowing the President to use any reasonable interpretation of these policies.

Accordingly:

1. The Board will develop policies instructing the President to achieve certain results, for certain recipients at a specified cost. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called the Shared Vision (Ends).
2. The Board will develop policies that limit the latitude the President may exercise in choosing the organizational means. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Leadership Covenant and Expectations policies (Executive Limitations).

3. Only the Board may determine what constitutes a reasonable interpretation of its policies. As long as the President uses any reasonable interpretation of the Board's Shared Vision the President is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities.
4. The Board may change its Shared Vision (Ends) and Leadership Covenant and Expectations policies, thereby shifting the boundary between Board and President domains. By doing so, the Board changes the latitude of choice given to the President. But as long as any particular delegation is in place, the Board will respect and support the President's choices.

4.4 POLICY TITLE: *MONITORING PRESIDENT PERFORMANCE*

Systematic and rigorous monitoring of President job performance will be solely against the only expected President job outputs: organizational accomplishment of the Shared Vision (Ends) as defined by Board policies, and organizational operation within the boundaries established in Board policies on Leadership Covenant and Expectations.

Accordingly:

1. Monitoring is to determine the degree to which Board policies are being met. Data that do not do this will not be considered to be monitoring data.
2. The Board will acquire monitoring data by one or more of three methods: (a) by internal report, in which the President discloses compliance information to the Board, (b) by external report, in which an external, disinterested third party selected by the Board assesses compliance with Board policies, and (c) by direct Board inspection, in which a designated member or members of the Board assess compliance with the appropriate policy criteria.
3. In every case, the standard for compliance shall be *any reasonable interpretation by the President* of the Board policy being monitored. Only the Board may decide what constitutes a reasonable interpretation.
4. All policies that instruct the President 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 a routine schedule, following the monitoring schedule in Appendix 3.A.

4.5 POLICY TITLE: *PRESIDENT COMPENSATION & BENEFITS*

The Board shall negotiate a contract with the President that will stipulate compensation and benefits for the President.

President's compensation and benefits will be reviewed in each calendar year after a review of monitoring reports received in the prior twelve months.

APPENDIX 3.A MONITORING SCHEDULE BY POLICY

Note: For quality reporting and evaluation, it is recommended that internal reports be prepared one per month, rather than grouping or batching the reports for a quarterly Board meeting.

The dates here are when the submitted reports would appear on the Board's agenda, however, the reports themselves should be evaluated incrementally in the months leading up to the Board meetings. This will allow time to appropriately compile Board member evaluations.

[We need to spread out this schedule evenly over the calendar year, to avoid untenable workloads for Board and staff at the time of the Board meeting].

Policy	Policy Title	Method of Monitoring	Frequency	Date
1.0	Ends	Internal. Reviewed by General Assembly, Board and Ad Hoc Performance Review	Annual	April Eff 2009
2.0	Global Leadership Covenant	Internal Reviewed by Board	Annual	Jan Eff 2009
2.1	Treatment of People	Internal Reviewed by Living Our Faith WG	Annual	Jan Eff 2009
2.2	Treatment of Congregations	Internal Reviewed by Congreg. WG	Annual	Jan Eff 2009
2.3	Treatment of Staff	Internal Reviewed by Our Assn WG	Annual	Jan Eff 2008
2.4	Compensation & Benefits	Internal	Annual	Jan

		Reviewed by Exec Cmte		Eff 2009
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2.5	Financial Planning and. Budgeting	Internal: Reviewed by Finance Cmte	Annual	Jan Eff 2009
2.6	Financial Condition & Activities	Internal: Reviewed by Finance Cmte External: Reviewed by Audit Cmte, and Board	Annual	Jan Eff 2009
2.7	Ends Focus of Contracts, Grants & Partnerships	Internal: Reviewed by Growth WG	Annual	Jan Eff 2008
2.8	Asset Protection	Internal: Reviewed by Audit Cmte & Board	Annual	June Eff 2008
2.9	External Relations	Internal: Reviewed by Board	Annual	June Eff 2008
2.10	Emergency Succession	Internal Reviewed by Exec Cmte	Annual	June Eff 2007
2.11	Communication & Support	Direct Inspection	Annual	Oct Eff 2008
3.0	Global Governance Commitment	Direct Inspection	Annual	Oct Eff 2008
3.1	Governing Style	Direct Inspection	Annual	Oct Eff 2008
3.2	Board Job Description	Direct Inspection	Annual	Oct Eff 2008
3.3	Trustee Code of Conduct	Direct Inspection	Annual	Oct

				Eff 2008
3.4	Agenda Planning	Direct Inspection	Annual	Oct Eff 2007
3.5	CGO & Officer's Roles	Direct Inspection	Annual	Oct Eff 2007
3.6	Board Committee Principles	Direct Inspection	Annual	Oct Eff 2007
3.7	Board Committee Structure	Direct Inspection	Annual	Oct Eff 2007
3.8	Cost of Governance	Direct Inspection	Annual	Oct Eff 2007

4.0	Board- President Linkage	Direct Inspection	Annual	April Eff 2009
4.1	Unity of Control	Direct Inspection	Annual	April Eff 2007
4.2	Accountability Of The President	Direct Inspection	Annual	April Eff 2008
4.3	Partnership with the President	Direct Inspection	Annual	April Eff 2009
4.4	Monitoring Presidential Performance	Direct Inspection	Annual	April Eff 2008
4.5	Presidential Compensation & Benefits	Direct Inspection	Annual	April Eff 2007

APPENDIX 3.B

Agenda Planning Recurring Events [We need to spread out this schedule evenly over the calendar year, to avoid untenable workloads for Board and staff at the time of the Board meeting].

Board Mtg Date	Task
January	<ul style="list-style-type: none"> A. Awards Committee report in executive session and vote on award recipient B. President presents report providing an overview of goals and objectives for the fiscal year beginning on July 1. The report will identify new initiatives proposed for the upcoming fiscal year. C. Examine and address the following monitoring reports: 2.0 – 2.7.
February 1	Membership number of a congregation certified for General Assembly is due.
April	<ul style="list-style-type: none"> A. 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. B. Present operating and capital budgets for the fiscal year beginning July 1 as well as the proposed budget for the following fiscal year. C. Examine and address the following monitoring reports: 1.0. D. Conduct Board self-assessments on Policies 4.0-4.5
June	Examine and address the following monitoring reports: 2.8-2.10
October	<ul style="list-style-type: none"> A. UU/UN report due B. Call for nominations for the Distinguished Service Award C. Examine and address the following monitoring reports: 3.0-3.8