



MEMORANDUM

TO: Lew Phinney
FROM: Board of Trustees
RE: Policy Section 3 Procedural Document

DATE: September 26, 2014

Last year we voted to remove the detailed items from policies in Section 3. While that made the policies much more workable as policy, it left the procedural items in a bit of limbo. Attached is a draft of the next step in the process of creating a board procedural document that supports implementation of policy, but does not rise to the level of importance of policy. As I reviewed the procedural items, I found several that are obsolete or needed to be changed to comply with our current practice or organization.

Rob asked me to include a recommendation for each of the changes I'm recommending. As you read through the document, you'll find my comments and recommendations in the column to the right. Some required more explanation than could fit into the little comment bubbles, so there's an separate memo at the end of the document containing more extensive comment.

As I expect lively discussion on some of my recommended changes, I have not created a motion for adoption of these recommendations. That will happen during the meeting.

Cheers,

A handwritten signature in black ink, appearing to be "Lew", is written below the word "Cheers,".

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3.0 Governance Process

As amended January 2014.

Policy: The purpose of the Board, on behalf of the Sources of Authority and Accountability, is to ensure that the Unitarian Universalist Association (a) achieves appropriate results for appropriate persons at an appropriate cost, and (b) avoids unacceptable actions and situations.

Policy: The Board will inspire, direct and hold accountable the administration and itself through the careful establishment of broad written policies reflecting Unitarian Universalist values and perspectives.

3.1 Governing Style.

Policy: The Board will govern with an emphasis on (a) outward vision, (b) encouragement of diversity in viewpoints, (c) strategic leadership, (d) clear distinction of Board and President roles, (e) collective, (f) future, (g) pro-activity, and (h) an open and transparent process.

Procedures:

On any issue, the Board must insure that ~~all-relevant~~ 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 Trustees 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~~ within 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 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. The Board will address an issue only if the

Comment [L1]: It makes a lot more sense to consider relevant views. Lew's recommendation, make the minor change indicated.

Comment [LP2]: Lew's recommendation: Delete the unneeded words.

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Board determines that the following criteria have been met:

- A. A substantial portion of the Board believes that the issue deserves Board time;
 - B. The issue is the responsibility of the Board;
 - C. If the Board has dealt with the issue before, there is new information that compels reconsideration;
 - D. The focus of the issue is at a systemic level, and is not just a fix for a specific problem. If the issue is below the Board's broad policy threshold, the Board will seek to broaden the issue to include a class of related issues in a proactive style.
4. Continual Board development will include orientation of new Trustees in the Board's governance processes.
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 select, from among ministers serving on the Board, one or more Trustees to serve as chaplains to the Board.
7. The Board will monitor and discuss the Board's processes 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.
8. 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. ~~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.~~

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~~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.8. Speak as the Board of Trustees of the UUA on matters of witness in our own work as an Association.~~

Comment [L3]: Good ideas. They are not needed here. Lew's recommendation: Delete the unneeded words.

9. 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:

- A. 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;
- B. Provide avenues for comment on issues on the meetings' agendas;
- C. Accommodate observers at regular business meetings, and notify all participants of recording and archiving policies.

D. Make documents submitted for consideration to the Board of trustees publicly available, with the exception of documents distributed during or related to business to be discussed in executive sessions.

Comment [LP4]: Lew's recommendation: Make the minor change indicated.

E. 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.
- discussions of internal board relationships

Comment [L5]: Let's talk about this. Do we want some time, particularly when new trustees have joined the board, to discuss how we are / want to be as a board? Lew's recommendation: Include the additional language.

~~10.~~ 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.

~~11.~~ 10. Participants in Executive Session will be limited to Board Members, the Youth Observer, the Chief Operating Officer, Vice President for Ministries and Congregational

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~~Support the Program and Strategy Officer and the Treasurer, Chief Financial Officer.~~ The Board may vote to include others in Executive Session ~~if their presence is required for the meeting where appropriate.~~

Comment [LP6]: Changes needed due to staff organizational changes. Lew's recommendation: Make the changes indicated.

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

11. Record and archive audio of business proceedings of the UUA Board, with the exception of executive sessions, to be available to members of UUA congregations upon request.

12. Regularly hold meetings in sites other than Boston, to strengthen relationships with the Association's Member Congregations and other Sources of Authority and Accountability, and also to learn first-hand about vital interests of the Association.

A. The Board will ~~authorize~~ select a Site Selection Team.

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a. Proposals to the Site Selection Team must come from Trustees.

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b. Proposals must contain the following:

- i. ~~At least two preferred dates for hosting the Board (from the scheduled list of upcoming dates on the Board's calendar);~~
- ii. An identified contact person, who will represent the host site as a liaison with the Board;
- iii. Evidence of strategic importance (how will the Board's exposure to the host site serve the strategic interests of the Association?)
- iv. Evidence of wise stewardship of Association resources
- v. Evidence of support of a group of related Congregations (for example, a Cluster) and other Sources of Authority and Accountability (how will the Board link with local Congregations; how will the Board link with other

Comment [L7]: Do we really need two sites? Not really. Lew's recommendation: Delete this item.

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Sources of Authority and Accountability).

B. The Site Selection Team will authorize a spokesperson as a single point of contact on meeting logistics with the Administration. Within parameters established by the Site Selection Team, the spokesperson may make meeting logistics decisions on behalf of the Board.

C. To be in healthy relationship with the Administration, and to ensure lowest cost, the Board will select meeting geographic areas no less than eleven months prior to the meeting. If a geographic area is not chosen, the default choice is to meet in Boston.

3.2 Board Job Description.

Policy: 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.

Procedures:

Accordingly, the Board has responsibility to:

1. Create and maintain linkage between the Board and the Sources of Authority and Accountability defined in Policy 3.0.
 - a. Linkage shall mean
 1. Formal, intentional dialogue with the Sources of Authority and Accountability for the purpose of understanding the Sources' values and the benefits the Association should produce
 2. Connections with the Sources of Authority and Accountability that ensure the board governs accountably on their behalf.
 - b. No task shall have a higher priority.
 - c. In linking with any particular Source, the Board will listen to multiple voices.
 - d. The Board will collaborate with communities and organizations outside the Board in identifying the voices invited to speak on behalf of these Sources.

Comment [L8]: Nope. According to MA law, our highest priority must be fiscal responsibility. This isn't to diminish Linkage, but we have got to put it into perspective. Lew's recommendation: Delete this item.

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- e. The Board will report on its linkage activities with these Sources, identifying not only the methodology but also the values discerned, and the impact of those values on Board actions.

- 2. Write policies that address organizational decisions and situations at the **broadest** levels:

Comment [L9]: Lew's emphasis added.
Lew's recommendation: Unbold this.

1.a. Shared Vision (ENDS): Statements that express values identifying what benefit to whom and at what cost.

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2.b. Leadership Covenant and Expectations: Established boundaries around both ethics and prudence within which all executive activity and decisions must take place.

3.c. Governance Process: How the Board conceives, carries out and monitors its own tasks.

4.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.

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- 4. Act as faithful stewards of the resources of the UUA.

- 5. 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, as overseen by the Audit Committee. Upon completion of the audit, the Board will meet with the chair of the Audit Committee to receive a report that discusses the audit and the auditors' management letter. Prior to this meeting, the Audit Committee will provide the Board with a written report, for publication on the UUA website, containing the key findings of the audit, including any finding of a serious accounting or management weakness.

- 6. Promote and actively engage in the work of building an antiracist / antioppressive/multicultural institution.

- 7. Act in direct relationship with the General Assembly (GA).

1.a. Approve the GA site, participating in GA programs, and responding, as appropriate, to motions adopted by GA.

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| **A.b.** Review and affirm adoption of UUA Public Policy Statements, based on actions of previous General Assemblies.

| **B.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 Board and Board Member Code Of Conduct.

Policy: The Board commits itself and its members to act in adherence with the UUA bylaws, to conduct themselves ethically, businesslike, and lawfully, and to act with respect for others, with proper use of authority and appropriate decorum when serving as Trustees.

Procedures:

1. Board members must act in accordance with our covenant with each other.

We promise to:

- o ...listen deeply, speak boldly and keep an open mind, balancing views of self and others authentically
- obe humble, prepared and present and focus on governance as the board's essential role, while taking the long view, and maintaining accountability for Anti-Racism, Anti-Oppression and Multi-Culturalism
- ohave respect and affection for each other, assuming the best of intentions and honest needs and building new bridges and mending bridges that are broken
- oremember our sources and whose we are, giving space for faith

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- olearn and grow, practice self-care, laugh and sing!

This covenant shall be read at the beginning of each board meeting.

2. Board Members must act in accordance with our covenant with member congregations. 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.
3. Board Members must comply with Conflict of Interest (Appendix 2.J) and Whistleblower policies (Appendix 2.K).
4. Member Trustees covenant with each other to follow a practice of "Speaking with one voice". 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.

Comment [LP10]: Change pursuant to organizational change. Lew's recommendation: Accept the change.

5. Board Members ~~may~~**must** not attempt to exercise individual authority over all or any part of the organization.
6. Board Member's interaction with the President or with staff must recognize that an individual Board member has no authority except when explicitly authorized by the Board
7. Board 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.
8. Board Members will respect the confidentiality appropriate to issues of a sensitive nature.
9. Board Members will be properly prepared for Board deliberation.
10. Board Members will model UU ~~[Unitarian-Universalist]~~ values in our lives and in our roles as Trustees.

Comment [LP11]: Need a stronger word here. Lew's recommendation: Accept the change.

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11. Board Members will provide leadership for UUA's stewardship and development efforts. Each Board Member is encouraged to:

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- 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.

12. 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.

13. Individual Board Members will not engage in fundraising or public support of any candidate for national UUA office except within twelve months of the date of the election.

Comment [L12]: This one probably needs some discussion. Lew's recommendation: Pls see his separate memo.

14. Each Board Member will annually certify in writing their knowledge of, and their agreement to honor, the contents of these Governance Process policies.

3.4 External Relations.

Policy: Speaking with one voice is an important value of the Board. To achieve this, the board will formally delegate official authority to speak on behalf of the organization in the public arena.

Policy: Committee chairs, working group conveners and officers are authorized to communicate with members of the press concerning areas of Board discussion, deliberation and action within the scope of their authority following meetings of their respective groups.

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Procedures:

1. The CGO [Chief Governance Officer] and President are the customary spokespersons for the UUA [Unitarian Universalist Association]. Trustee's interaction with the public, press or other entities must recognize that no Trustee may speak for the Board except to repeat explicitly stated Board decisions.
2. Any Board member 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. Board members 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. Board members are entitled to represent themselves as UUA Trustees at ceremonial events where the Board member deems such representation desirable. Board members are responsible and accountable for avoiding any ambiguity about their representative role or authorization to speak for the Board of Trustees or the UUA.
4. For special electronic communications (e.g., the Board Blog, the Board Face Book page), the CGO may appoint an individual trustee to write inputs in areas in which she/he has knowledge or expertise.
5. The Chief Governance Officer will appoint a trustee or trustees to write a brief letter to UU ministers and congregational presidents following each quarterly board meeting, to apprise them of important decisions the Board made at that meeting and vital issues it discussed. Such a letter will be signed by the Secretary on behalf of the Board.
- 5-6. We need an additional paragraph here addressing how we handle discussions with UU congregants concerning open issues before the board.

Comment [L13]: When I meet with members of a neighboring congregation and work of the board comes up, it might be a bit awkward to seek the CGO's agreement. Lew's recommendation: Pls see his separate memo.

Comment [L14]: Need a discussion here.

3.5 Agenda Planning.

Policy: The Board will follow an annual agenda which (a) advances and/or reevaluates the relevance of its Shared Vision (ENDS) and (b) continually improves Board performance through Board education and enriched input and deliberation.

Supporting procedural guidance for policy 3.5

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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 for each meeting is to be prepared by the Chief Governance Officer (Moderator). Suggestions for agenda items are solicited from Working Group conveners and committee chairs. Any Trustee may suggest items for the agenda. The tentative agenda will be sent to Trustees and posted on UUA.org at least two weeks prior to the meeting with all available supporting documents.

Comment [LP15]: Need to make the distinction between long-term and next-meeting agendas. Lew's recommendation: Make the change.

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.

Comment [LP16]: Obsolete. Needs to go away. Lew's recommendation: Make the change.

6. Individual meeting agendas will generally follow the format below:

- A. Welcoming and recognizing guests
- B. Chalice Lighting
- C. Approve agenda
- D. Consent Agenda

1. Operational (~~President-Moderator~~ constructs).

Comment [LP17]: Change to reflect current practice. Lew's recommendation: Make the change.

2. May include ~~accepted~~ Monitoring Reports ~~motions~~.

Comment [LP18]: Acceptance of a monitoring report isn't accepted until it has been voted upon. That happens with the acceptance of the Consent Agenda. Lew's recommendation: Make the change.

- E. Linkage to Member congregations and Board Communications

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1. Member congregation communication
2. Communication with the stakeholders and selected interested groups or constituencies in regard to Board's Annual Agenda.

F. Board ~~Education~~ **Information**

1. President's Report
2. Moderator's Report
3. Financial Advisor's Report.
4. Special topics in accord with the annual agenda to assist the Board in its work and governing capacity.

Comment [LP19]: These reports aren't "Education," they are important "Information."
Lew's recommendation: Make the change.

G. Policy Discussion, based and focused upon the annual plan of Board work.

H. Assurance of Operational Performance

1. Receipt of Monitoring Reports; Review of Trustee's personal analysis of the reports; Discussion of interpretations; Challenges to interpretation; Vote on compliance.
2. New Operational ~~Worries updates / concerns (if submitted prior to the meeting)~~
3. ~~Next m~~Monitoring ~~assignmentschedule~~
4. Board self-assessment against Board means policies (according to the monitoring schedule)

Comment [LP20]: Minor wording changes.
Lew's recommendation: Make the changes.

I. Executive Session (if circumstances require)

J. Process Observations (~~AR/AO, governance~~)

Comment [L21]: Process observations should not be limited to AR/AO and governance areas.
Lew's recommendation: Make the change.

K. **Other issues that require board knowledge or action.**

Comment [LP22]: Gotta have an "Other."
Lew's recommendation: Make the change.

J-L.

K-M. _____ Announcements

L-N. _____ Adjournment

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3.6 Election Of Officers And Officer Roles.

Policy: The General Assembly elects the Moderator (CGO) and Financial Advisor. The Board elects the Vice Moderator and the Secretary. The Board also appoints the Recording Secretary and the Treasurer of the UUA

Youth Observer The Youth Observer is the primary liaison between GA Youth Caucus and the Board.

The Youth Observer shall serve her/his term without vote.

Excluding matters of voting, The Youth Observer shall bear the same responsibilities and accountabilities as defined for trustees.

With consent of the Board, the enumerated tasks of the observer may evolve as the structures of denominational youth leadership evolve.

The Youth Observer is charged with:

- o Informing GA Youth Caucus and Youth Caucus staff of relevant Board issues at the Youth Observer's discretion
- o Staying informed about the planning and activities of GA Youth Caucus
- o Keeping abreast of national issues that are of interest to Unitarian Universalist youth in districts and congregations
- o Linking and nurturing relationships between youth leaders in districts and congregations across the nation
- o Seeking out qualified youth candidates as future Youth Observers and for other UUA volunteer positions

Procedures

Elected Officials from General Assembly

1. The **Moderator** is the **Chief Governance Officer (CGO)**. The CGO assures the integrity of the Board's processes and, secondarily, represents the Board to outside parties. Accordingly, the CGO is responsible for:
 - o Ensuring that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.

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- o Ensuring that the Board discusses only those issues that, according to Board policy, clearly belong to the Board to decide, not the President.
- o Ensuring that deliberation is fair, open, and thorough, but also timely, orderly, and kept to the point.

D. Nomination of Candidates for Moderator/CGO

- i. Not later than 24 months before the beginning of a General Assembly at which an election for Moderator will be held, the Moderator Nominating Committee (MNC) shall issue a call for nominations, which must be received within two months.
- ii. Not later than 19 months before the beginning of a General Assembly at which an election for Moderator will be held, the committee shall recommend to the board two or more possible candidates for Moderator. No member of the committee may be recommended as a candidate. Each candidate must give written consent prior to being recommended. The names of recommended candidates who are not nominated by the board shall not be made public. The committee shall submit to the board background information on each recommended candidate, which shall be received by the board in confidence. No board member who is a recommended candidate shall receive the background information on any candidate. Individuals who normally attend executive sessions, per policy 3.1.9.E, shall be entitled to receive the MNC recommendations and background information, and to attend all sessions concerning the nomination of candidates for Moderator.
- iii. The board shall interview one or more of the recommended candidates in executive session. No candidate who was recommended by the MNC or who intends to run by petition may be present during the interview of any other candidate, or in any other executive session held to discuss candidates for Moderator.
- iv. As required by Section 9.5 of the Bylaws, the board shall nominate one or more candidates no later than February 1 of the year before the General Assembly at which there is to be an election for Moderator.
 - a. The following individuals may participate in Board deliberations but shall not be eligible to vote: the Secretary of the Board, the Trustees who serve on the Election Campaign Practices Committee, the President, and the Youth Observer.
 - b. The following individuals may participate in Board deliberations and shall be eligible to vote: the Moderator, and any Trustee who

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served as a voting member of or non-voting board liaison to the MNC.

- c. Voting shall be by secret ballot in executive session, with procedures for voting and vote counting to be determined by the Secretary.
- d. Voting shall be conducted using the “single transferable vote” method, with a ballot designed to permit the designation of first, second, third, etc. choice. At the conclusion of the vote counting, the two candidates with the highest number of votes shall be declared the nominees. However, if one candidate receives more than 75% of the first choice votes, then only that candidate shall be the nominee of the board. Furthermore, if two or more candidates for nomination are separated by less than one full vote, they shall be considered tied and the board shall take a second vote to break the tie.
- e. The minutes of the executive session shall report only the names of the nominee(s).
- v. If a special election is to be held to fill a vacancy in the office of Moderator, the procedures in this section 3.6.1.A shall be followed to the extent that time permits. The Moderator Nominating Committee shall make its recommendations to the Board no later than November 1 of the year before the election.

E. 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.

F. The CGO is empowered to chair Board meetings with all the commonly accepted power of that position (e.g., ruling, recognizing).

G. 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.

H. 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.

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- I. The CGO may delegate CGO authority, but remains accountable for its use.
- J. In special circumstances, the CGO may create task forces or special committees to address or explore issues of concern to the Association.
- K. In the event of a vacancy, the CGO shall inform congregations of the vacancy.

Financial Advisor

The responsibilities of the Financial Advisor are defined in the Bylaws in various sections of Articles VII, VIII, and X.

Comment [L23]: Not needed. Lew's recommendation: Delete the paragraph.

Board-Elected Roles and Positions

4. **First Vice Moderator (Board Coordinator)**

The role of the First Vice Moderator/Board Coordinator is to:

- o Assist with Board of Trustees agenda planning and scheduling of Board work.
- o Participate in leading Board of Trustees meetings.
- o Assumes the CGO role in the event of ~~absence death, disqualification, resignation or removal~~ of the CGO.

Comment [LP24]: change to current practice. Lew's recommendation: make the change.

Comment [LP25]: We don't need to specify all the reasons the CGO might not be present. Lew's recommendation: Make the change.

5. **Second Vice Moderator (Assistant Board Coordinator)**

The role of the Second Vice Moderator/Assistant Board Coordinator is to:

- o ~~Support the work of the First Vice Moderator and CGO and shall fill these roles in succession if either or both are incapacitated.~~
- o ~~Develop a coordinated schedule for Board member activity at General Assembly.~~
- o ~~Obtain written certification on an annual basis, and monitors that each Board member is familiar with Governance Process policies and agrees to honor the Board covenant regarding these policies.~~

Comment [LP26]: Change to current practice. Lew's recommendation: Delete the paragraph.

6.5. **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.

Comment [LP27]: Not current, not needed. Lew's recommendation: Make the change.

In addition to these responsibilities, the Secretary shall:

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- o Maintain the UUA Governance Manual, assuring that all policies will be reviewed at least once in five years.

7.6 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~~ **unavailable**.

Comment [L28]: Unless "incapacitated" includes going to the restroom. Lew's recommendation: Make the change.

8.7 The process for selection of the ~~First and Second~~ Vice Moderators, the Secretary and Assistant Secretary shall be ~~as follows~~:

Comment [LP29]: Do we need an Asst. Secretary. The during-a-meeting work has changed. However, during GA elections, a backup for the secretary is probably a good idea. Lew's recommendation: Fill the position.

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.

Comment [LP30]: Need a new procedure??
Lew's recommendation: Pls see his memo.

Board-appointed Positions and Appointment Procedures

9. Recording Secretary

~~The recording secretary has various duties defined in Article VIII of the Bylaws.~~

10. Treasurer

~~The responsibilities of the Treasurer are defined in the Bylaws in various sections of Articles VII, VIII, and X.~~

Comment [LP31]: References to the by-laws are unnecessary and, too often, yield incorrect references. Lew's recommendation: Delete both paragraphs.

11. Appointment of the Recording Secretary and Treasurer of UUA shall be done as follows:

- A. President recommends to the Board at least one candidate for each position.
- B. Board discusses in Executive Session, and votes to affirm or reject.
- C. Appointments announced.

3.7 Board Committee Principles.

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Policy: Board committees will be used sparingly and, when used, will be chartered to reinforce the wholeness of the Board's responsibilities and to never to interfere with delegation from Board to President.

Procedures

Accordingly:

1. Board committees are established by the Board to help the Board do its job, and in general, not to help or advise the staff. Some exceptions to this policy exist due to constraints placed on the Board by Bylaws, or because the Board is still in discernment (See 3.8 below for more information). 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 members may serve on committees outside the Board, but only in their capacity as private individuals, and do not carry any Board authority in these roles.
 - A. Board members may serve on staff operational committees at the invitation of the President.
 - B. Board members may serve on General Assembly operational committees, at the invitation of those committees established by the General Assembly.
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 Appointments Committee regarding any appointments the CGO wishes to make.
6. This policy applies to any group that is formed by Board action, whether or not it is called a committee and regardless whether the group includes Trustees. It does not apply to committees formed under the authority of the President.

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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 Appointments Committee and Finance Committees must additionally have an understanding of change theories and demonstrated commitment to anti-racism and anti-oppression.~~

Comment [LP32]: We don't currently have such a team. Lew's recommendation: Delete the second sentence of the paragraph. Then consider if we want to recreate an AR/AO/MC committee.

8. Each Board-appointed committee, including Working Groups, is charged with developing standards and processes for embodying the commitment to antiracism, anti-oppression and multi-culturalism in its work, and to develop a plan for the ongoing training and education of its members.

Comment [LP33]: How are we gonna test for "understanding" and "demonstrated commitment?"

~~8.9.~~

Comment [LP34]: Great idea. Is it needed?? Is it reasonably enforceable?? Has any board or board-appointed committee done this?? Lew's recommendation: Delete the item.

~~9.10.~~ Unless otherwise specified by these policies or by the Bylaws or Rules of the Association, committee appointments are made for two-year periods, which can normally be renewed up to ~~three times for~~ a maximum of 8 years of service. Terms begin at the close of the regular General Assembly in odd-numbered years. When considering possible reappointments of committee members, the Appointments Committee shall take into account the goal that committee membership should reflect the full diversity of the Association, ~~as stated in Policy 3.7.10,~~ as well as the need for each committee to have the full range of skills and experience necessary for its work. ~~The Appointments Committee may recommend a reappointment resulting in more than eight years of service when failure to allow a term extension would have a significantly negative impact on a committee's ability to function.~~

Comment [LP35]: Include the flexibility here. Lew's recommendation: make the wording changes and delete the last sentence in the paragraph.

Comment [LP36]: Nope. Need a new reference. Or drop the specific reference. Lew's recommendation: Delete the reference.

~~10.11.~~ Whenever a new committee is named, the Appointments Committee 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.

~~11.12.~~ Committees will not be reimbursed for committee expenditures beyond their approved budget, without prior approval by the ~~Vice President for Finance~~ Treasurer, the Chair of the Finance Committee, and the ~~Chair of the Appointments Committee~~.

Comment [LP37]: Lew's recommendation: Delete the "Chair of the Appointments Committee."

~~12.13.~~ 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 Appointments Committee 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 Appointments Committee for help in resolving the problem.

~~13.14.~~ Committee members must comply with the Association's Conflict of Interest Policy (Appendix 2.J, see Policy Section 2)

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14.15. Committee members must comply with the Association's Whistleblower Policy
(Appendix 2.K, see Section 2)

3.8 Cost Of Governance.

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

Procedures:

3.8 Board Committee Structure. Principle at work: 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 of whether or not Trustees sit on the committee. The only Board committees are those which are ~~set forth in this policy enumerated here. Discernment continues.~~

The Board's work to define Board vs. operational committees is continuing, and is expected to continue for some time, as we gain both experience and education in and about governance. Directionally, in accordance with Policy Governance principles, the Board wants to move toward this statement:

"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 Trustees sit on the committee."

The Board notes that six committees formed by Section 7.1 of our Bylaws do not fit this directional statement. Their charge does not come from the Board. Discernment and decision making about roles and accountability continues as described above. If Bylaw changes are needed, the Board will bring proposals forward.

As the Board finalizes decisions about Board committees, they will be listed in this Policy. At this time, the following committees are considered to be Board Committees. Since the Board has not spoken on others yet, they remain under discernment. Board Committees as of May 2009:

- Finance Committee
- Executive Committee
- ~~Committee on Committees~~

Comment [LP38]: These heading paragraphs need work, but, Lew's recommendation: Leave this alone for the moment.

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- Audit Committee
- Open UUA ~~[Unitarian Universalist Association]~~ Committee
- Investment Committee of the Unitarian Universalist Common Endowment Fund, LLC (UUCEF LLC)
- Socially Responsible Investment Committee
- Council On Cross-Cultural Engagement

1. Moderator Nominating Committee

Not later than 26 months before the beginning of a General Assembly at which an election for Moderator will be held, the board shall appoint a Moderator Nominating Committee to assist the board in carrying out its responsibilities under Section 9.5 of the Bylaws and Section 3.6-1.A of these policies. The committee shall consist of five members, including not more than two trustees.

2. Retirement Plan Committee

[\[Charge to the RPC\]](#)

3. Appointments Committee

[\[Charge to the Appointments Committee\]](#)

4. Investment Committee of the Unitarian Universalist Common Endowment Fund, LLC (UUCEF LLC)

[\[Charge to the Investment Committee\]](#)

- A. The Bylaws of the UUCEF LLC specify the qualifications of members of the UUCEF Investment Committee, and further describe the specific responsibilities of the committee.
- B. The Board of Trustees appoints the members of the UUCEF Investment Committee and has other powers over the UUCEF LLC, as described in the Certificate of Organization, the Operating Agreement, and the Bylaws of the UUCEF LLC.

5. Socially Responsible Investment Committee

[\[Charge to the CSR\]](#)

6. Council on Cross-Cultural Engagement

[\[Charge to the CCCE\]](#)

Comment [LP39]: broken link. Will fix when this is approved and published.

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3.9 Board / General Assembly Relations.

Policy: Pursuant to the Bylaws, the Board shall act for the Association between General Assemblies.

Procedures:

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 to coordinate with the budget cycle each year to assure its inclusion in the overall budget. The Board budget shall include:
 - A. Board training, including attendance at conferences and workshops.
 - B. An annual external financial audit and other third-party monitoring of organizational performance.
 - C. Surveys, focus groups, opinion analyses,
 - ~~D. Operating and meeting costs of the Board, Board committees, Board appointed committees, and the elected Committees of the Association.~~
 - ~~D.E. Costs of attending District / Region Assemblies and similar gatherings.~~
4. Only prudently incurred expenses related to volunteer service on behalf of the Board are reimbursable from the Association budget. The Board shall comply with all provisions of the Association's expense reimbursement policies that are applicable to volunteers who serve on committees. The staff may ask the Moderator to review and approve any reimbursement request from a Board or committee member. The Audit Committee shall designate a committee member to review the Moderator's expense reimbursements at least twice a year, to ensure that they are in compliance with the Association's reimbursement policies.
5. Candidates for President or Moderator who have been duly nominated in accordance with Section 9.5 or Section 9.6 of the bylaws shall be entitled to be reimbursed by the Association for reasonable expenses for registration, travel, meals and lodging for

Comment [LP40]: not needed. Lew's recommendation: Delete the item.

Comment [LP41]: This is linkage, covered elsewhere. Lew's recommendation: Delete the item.

Comment [LP42]: Lew added this item. Will this be a continuing requirement? Lew's recommendation: I think it should be. Can we afford it? Pls see Lew's memo.

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attending the General Assemblies held one year prior to the election and in the year of the election, and for regular meetings of the Board of Trustees held during the period between the two General Assemblies, provided they remain candidates as of the time of the General Assembly(ies) and the quarterly meeting(s) for which they seek reimbursement. Each such candidate shall be provided a single booth space in the Exhibit Hall at the General Assemblies held one year prior to the election and in the year of the election. In no case is a candidate eligible for reimbursement for expenses incurred prior to being nominated.

6. Candidates for Financial Advisor who have been duly nominated in accordance with Section 9.4 or Section 9.6 of the bylaws shall be entitled to be reimbursed by the Association for reasonable expenses for travel, meals and lodging for attending the regular meetings of the Board of Trustees held in April and June of the year during which the election of a Financial Advisor will be held.

Board and Board Member Code of Conduct, item 13

"Individual Board Members will not engage in fundraising or public support of any candidate for national UUA office except within twelve months of the date of the election."

At our last meeting I suggested that we should not engage in fundraising or public support for candidates for President or Moderator at any time. The reason I made that recommendation is that, as members of the Board, we will have to work closely with whoever is elected. If during the campaign, we have taken a strong stand supporting the person who wasn't elected, we run the risk of limiting our effectiveness in that our relationship with the new President or Moderator could be seriously strained.

However, I fully understand the reasons that we should endorse a candidate. We are the folks most likely to know the demands of the job, the capabilities and experience of the candidates and, therefore, know which candidate is most likely to do a good job.

So, Lew's recommendation: Stay above the fray; don't endorse or fundraise for a candidate for either President or Moderator. Change the item to read, "Individual Board Members will not engage in fundraising or public support of any candidate for national UUA office."

External Relations, item 3.

"At events with organizations external to the UUA, Board members 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. Board members should represent the Board and the Association at district, region, cluster, congregational or similar events whenever appropriate. Board members are entitled to represent themselves as UUA Trustees at ceremonial events where the Board member deems such representation desirable. Board members ~~are responsible and accountable for~~must avoid~~ing~~ any ambiguity about their representative role or authorization to speak for the Board of Trustees or the UUA."

Most of you know that I have had problems with this item for some time. I think / hope that the changes proposed here fulfill the original intent of the item and resolve my concerns. Lew's recommendation, make the changes noted above.

Board Elected Roles & Positions, item 7C.

The Committee on Committees brings forward nominees for the Secretary and Assistant Secretary positions. A vote shall then be conducted to approve the recommendations.

This item is clearly obsolete. Recommend we delete it and, at a future meeting, consider future needs for such a process.

Board / General Assembly Relations, item 3E.

"Costs of attending District / Region Assemblies and similar gatherings."

This isn't a change to an existing item formerly in this policy, but my recommendation that we add it. This is an added item to the list that begins, "Costs will be prudently incurred ..." It's important that, now following reorganization of the board without district board member elections, we preserve our contact, our linkage with districts and congregations. Without it we run the risk of becoming isolated from our constituents. Wherever possible we should have a board member at each district / region annual meeting / assembly. Lew's recommendation: Add this item. Can we afford this added cost? Can we afford to not do this? Is this really an added cost?

A handwritten signature in cursive script, appearing to read "Charles Lew".