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## **SECTION 3: GOVERNANCE PROCESS**

**Overview Note:** First we present here an overview of the policies in this section, to aid you in finding what you need. The details of each policy then follow.

### **3.0 POLICY TITLE: *GLOBAL GOVERNANCE COMMITMENT***

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.

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.

Our Sources of Authority and Accountability are defined as:

1. Our member congregations
2. Current and future generations of Unitarian Universalists
3. The heritage, traditions, and ideals of Unitarian Universalism
4. The vision of Beloved Community
5. The Spirit of life, love, and the holy

**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 President 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 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.

**3.4 *External Relations.*** 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.

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**3.5 Agenda Planning.** 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.

**3.6 Election Of Officers And Officer Roles.** The General Assembly elects the Moderator (CGO) 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 the Treasurer of the UUA. The Financial Advisor has certain responsibilities defined here. The Treasurer has certain responsibilities defined here.

**3.7 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.

**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. Discernment continues.

**3.9 Cost Of Governance.** Because poor governance costs more than learning to govern well, the Board will invest in its governance capacity.

***Details of each policy follow below.***

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### **SECTION 3: GOVERNANCE PROCESS**

#### **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 President 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

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- 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 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 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 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 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 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.
  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. Speak as the Board of Trustees of the UUA on matters of witness in our own work as an Association.
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.
  - D. Make documents submitted for consideration to the Board of trustees publicly available, with the exception of documents distributed during executive sessions.
  - 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.
    1. 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.
    2. All meetings in executive session will close with a determination as to whether the material is confidential and needs to be confidential.
    3. The Executive Session may be ended at any time by majority vote.
    4. Executive Sessions will be held to the minimum necessary under these guidelines.
  - F. 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.
    1. The Board will authorize a Site Selection Team.
    2. Proposals to the Site Selection Team must come from Trustees. Proposals must contain the following:
      - a. At least two preferred dates for hosting the Board (from the scheduled list of upcoming dates on the Board's calendar);
      - b. An identified contact person, who will represent the host site as a liaison with the Board;

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- c. Evidence of strategic importance (how will the Board's exposure to the host site serve the strategic interests of the Association?)
- d. Evidence of wise stewardship of Association resources
  - i) 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 Sources of Authority and Accountability).
- G. 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.
- H. 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 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 member congregations.
2. Write policies that address organizational decisions and situations at the broadest levels:
  1. Shared Vision (ENDS): Statements that express values identifying what benefit to whom and at what cost.
  2. Leadership Covenant and Expectations: Established boundaries around both ethics and prudence within which all executive activity and decisions must take place.
  3. Governance Process: How the Board conceives, carries out and monitors its own task.
  4. 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. Act as faithful stewards of the resources of the UUA.

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5. Review 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.
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. 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.
2. Board Members must comply with Conflict of Interest (Appendix 2.J) and Whistleblower policies (Appendix 2.K).
3. 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.
5. Board Members may not attempt to exercise individual authority over all or any part of the organization.

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- A. A Board Member's interaction with the President or with staff must recognize that an individual Board member has no authority except when explicitly Board authorized.
  - B. 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.
6. Board Members will respect the confidentiality appropriate to issues of a sensitive nature.
  7. Board Members will be properly prepared for Board deliberation.
  8. Board Members will model UU values in our lives and in our roles as Trustees.
  9. Board Members will provide leadership for UUA's stewardship and development efforts. Each Board 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.
  10. 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.
  11. 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.
  12. 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 POLICY TITLE: *EXTERNAL RELATIONS***

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. 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.

1. 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 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.

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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.

### **3.5 POLICY TITLE: AGENDA PLANNING**

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.

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 Trustee may suggest items for the agenda. The tentative agenda will be sent to Trustees and posted on [www.uua.org](http://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
    1. Operational (President constructs).
    2. May include accepted Monitoring Reports.
  - E. Linkage to Member congregations and Board Communications
    1. Member congregation communication

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2. Communication with the stakeholders and selected interested groups or constituencies in regard to Board's Annual Agenda.
- F. Board Education
  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.
- 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 (if submitted prior to the meeting)
  3. Next monitoring assignment
  4. 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: OFFICIAL ELECTED AND APPOINTED ROLES**

The Board membership holds several positions with specific roles that become active by various pathways of election and appointment.

The General Assembly elects the Moderator (Chief Governance Officer), and Financial Advisor. The General Assembly Youth Caucus elects the Youth Observer. The Board elects the First and Second Vice Moderators, the Secretary and Assistant Secretary. The Board appoints the Recording Secretary and Treasurer of the UUA.

#### **Elected Officials from General Assembly**

1. 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.

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- 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, youth observer, 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.

### **2. Financial Advisor**

The responsibilities of the Financial Advisor are defined in the Bylaws in various sections of Articles VII, VIII, and X. In addition to these responsibilities, the Financial Advisor shall serve as a fiduciary to exercise the Association's ongoing oversight of the UUA Employee Benefits Trust.

### **Elected Positions from General Assembly Youth Caucus**

#### **3. Youth Observer**

The Youth Observer is the primary liaison between GA Youth Caucus and the Board, but represents a larger youth voice on the Board. In collaboration with the Youth Trustee At-Large, the Youth Observer is charged with:

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

- A. The Youth Observer shall serve their term without vote.
- B. Excluding matters of voting, The Youth Observer shall bear the same responsibilities and accountabilities as defined for trustees.
- C. With consent of the Board, the enumerated tasks of the observer may evolve as the structures of denominational youth leadership evolve.

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### Board-Elected Roles and Positions

#### 4. **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.

#### 5. **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.
- Develop a coordinated schedule for Board member activity at General Assembly.
- 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.

#### 6. **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.

#### 7. **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.

#### 8. 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.

### Board-appointed Positions and Appointment Procedures

#### 9. **Recording Secretary** The recording secretary has various duties defined in Article VIII of the Bylaws.

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### 10. Treasurer

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

In addition to these responsibilities, the Treasurer shall serve as a fiduciary to exercise the Association's ongoing oversight of the UUA Employee Benefits Trust.

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 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 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

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- 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 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.
  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, including Working Groups, is charged with developing standards and processes 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. 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.
  13. Committee members must comply with the Association's Conflict of Interest Policy (Appendix 2.J, see Policy Section 2)
  14. Committee members must comply with the Association's Whistleblower Policy (Appendix 2.K, see Section 2)

### **3.8 POLICY TITLE: BOARD COMMITTEE STRUCTURE**

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

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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
- Audit Committee
- Open UUA Committee

### **3.9 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 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.
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.

**UUA GOVERNANCE MANUAL    Section 3: GOVERNANCE PROCESS**

(Rev of 16Nov2010. Policy Revision Notes can be found at the end of this document.)

===== *End of Section 3 Policies* =====

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**Section 3 Governance Process, Policy Revision Notes**

**March 2008:**

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 for Second Vice-Moderator

**April/May 2009:**

1. A chaplaincy role for the board is defined. See 3.1.6
2. A "speaking with one voice" policy is adopted. See 3.3.4
3. Several items identified by Financial Advisor Brody are incorporated.
4. Sections 3.7 and 3.8 on Committee Structure are revised to reflect the current state of their development.
5. Sections outlining the role of the Financial Advisor and Treasurer are added. New fiduciary duties for each as added by the Board in April2009 are also added. See 3.6.7 and 3.6.8
6. Changed "member" to "Trustee" as appropriate throughout the text.
7. Changed "chief executive officer" to President where appropriate.

**Jan 2010:**

1. Revised Policy 3.1.9, deleting the restriction on posting of the President's Monitoring Reports. A move toward openness.
2. Revised Policy 3.4 opening paragraph. Added language: "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."

**Nov 2010:**

1. Incorporating all Board Motions to change policies since April 2009. Done by reviewing all Minutes. From April2009 – Oct 2010. J.Blevins