

Governance Working Group Memo

Aug 11, 2014

To: Board of Trustees

Hi all,

Attached is the work I did on Section 4 of our policies. At our April meeting we all accepted, well mostly, the changes I proposed for Section 3. I've done the same for Section 4. Basically, I retained the fundamental policy statements as policy and extracted the detailed, more directive statements, to create a new Section 4 Policy and a new Section 4 procedural document to be consulted when we conduct monitoring activities for Section 4.

Also, since it seemed to make sense, I combined Section 4.2 and 4.3 (in both documents). Please have a look at our current policy statement and decide if my proposed changes are good (or not).

This change was in your packet for our June meeting, but missed the cut for the agenda at that very full meeting.

Therefore, I propose two motions. The first establishes the text of the resultant policy for Section 4; the second establishes the text of the procedural document for Section 4.

Cheers,

Lew

DRAFT

I propose the following motion: Moved that Policy, Section 4 be changed to read:

"Section 4 Policy

4.0 Global Board-President Linkage

As amended ?? 2014. [Revision History](#).

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

4.1 Unity of Control

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

4.2 Accountability of the President

1. The President is the Board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the President.
2. The Board will direct the President through written policies that prescribe the Shared Vision (ENDS) to be achieved, and describe organizational situations and actions to be avoided, allowing the President to use any reasonable interpretation of these policies.

4.3 Monitoring President Performance

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

4.4 President Compensation & Benefits

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

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

Policy Revision History

- **April 2008:** This document was affirmed by the Board of Trustees for its first posting on the UUA.org at the meeting of April 2008.
- **April 2009:**
 1. Changed the word "instruct" to "direct" in the delegation to the President.
 2. Changed "member" to "Trustee" where appropriate.
- **October 2009:** Section 4.4.3 expanded to include sub-policies A,B,C.
- **January 2010:** Section 4.4.3 expanded to include sub-policy C.3.a.
- **November 2010:** Did mass review of all Board Minutes April 2009-AOct 2010, and incorporated all Board Motions.
- **January 2012:** Removed section 4.4.3.C.c.a.
- **May 2012:** Added policy 4.3.6.
- **June 2012:** Removed policy 4.3.5. Subsequent policies renumbered.
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- **?? 2014:** Moved directive/procedural items to Board Policy Procedures Document and combined paragraphs 4.2 and 4.3.

DRAFT

I also propose the following motion: Moved that the procedures pursuant to Policy Section 4 established to read:

"Section 4 Proposed Procedures

4.0 Global Board-President Linkage

As amended ?? 2014

Policy: The Board's sole official connection to the operational organization, its achievements and conduct will be through the President.

4.1 Unity of Control

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

Procedures:

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

4.2 Accountability of the President

Policy: The President is the Board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the President.

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

Procedures:

1. The Board will never give instructions to persons who report directly or indirectly to the President.
2. The Board will not evaluate, either formally or informally, any staff other than the President.
3. The Board will view President performance as identical to organizational performance, so that organizational accomplishment of Board stated Ends and avoidance of Board proscribed means will be viewed as successful President performance.
4. The Board will develop policies instructing the President to achieve certain results, for certain recipients at a specified cost. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called the Shared Vision (Ends).
5. The Board will develop policies that limit the latitude the President may exercise in choosing the organizational means. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Leadership Covenant and Expectations policies (Executive Limitations).
6. Only the Board may determine what constitutes a reasonable interpretation of its policies. As long as the President uses any reasonable interpretation of the Board's Shared Vision the President is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities.
7. The Board may change its Shared Vision (Ends) and Leadership Covenant and Expectations policies, thereby shifting the boundary between Board and President domains. By doing so, the Board changes the latitude of choice given to the President. But as long as any particular delegation is in place, the Board will respect and support the President's choices.
8. The Board delegates to the President the responsibility to recommend, for approval by the Board, slates of candidates for the Ministerial Fellowship Committee and its subcommittees until the bylaws are changed to give the President the responsibility for such appointments.

4.3 Monitoring President Performance

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

Procedures:

1. Monitoring is to determine the degree to which Board policies are being met. Data that do not do this will not be considered to be monitoring data.
2. The Board will acquire monitoring data by one or more of three methods:
 1. by internal report, in which the President discloses compliance information to the Board,
 2. by external report, in which an external, disinterested third party selected by the Board assesses compliance with Board policies, and
 3. by direct Board inspection, in which a designated Trustee or Trustees assess compliance with the appropriate policy criteria.
3. In its review of internal monitoring reports, the board will require a standard of excellence in monitoring where the interpretation includes the presentation of the President's established operational definition, details the standard for successful performance, and includes a rationale to justify the reasonableness of the definition. The interpretation will be followed by data and

evidence that demonstrates both results and compliance with the operational definition, and includes the President's declaration of compliance or non-compliance. In every case, the standard for compliance shall be any reasonable interpretation by the President of the Board policy being monitored. Only the Board may decide what constitutes a reasonable interpretation.

1. We will view the monitoring process as a learning opportunity, identifying and processing teaching moments produced by our work.
2. The Board may accept or reject a monitoring report based on the reasonableness of the interpretation and adequacy of the supporting data and/or information. Rejection would require a rewrite of the interpretation or a rehabilitation plan toward full compliance to be submitted within a specified period of time.
3. The Board has several options in addressing a monitoring report:
 1. Accept a report, finding that the interpretation is reasonable and that the data is in compliance with the metrics in the interpretation.
 2. Accept a report with acknowledgement of concerns and broad direction for the next rotation of monitoring reports. It would be expected that the board concern expressed will be integrated into the next rotation of reporting for that policy in order for the board to accept the subsequent report.
 3. Reject a report, expecting the report to be rewritten outside of the monitoring schedule, with a new interpretation and compliance, by a date specified.
 4. Reject a report when the data is not in compliance with the interpretation's metrics, expecting the report to include a reasonable rehabilitation plan.
4. All policies that instruct the President will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule, following the monitoring schedule in Appendix 3.A."