

Last Updated: October 10, 2015

## 3.0 Governance Process

**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 differing views are considered in making decisions, yet must resolve these into a single organizational position. Accordingly:

1. The Board will cultivate a collective responsibility. The Board, not the staff, will be responsible for the quality of governance. The Board will be the initiator of policy, not merely react 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 and/or positions.
2. The Board's major policy focus will be on the intended long-term results both inside and outside of the Association and its external relations and partnerships.
3. Board members will prepare for and attend meetings, remain aware of policy-making principles, and respect 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;

UUA Board Procedural Document  
(Implementation procedures for Policy 3.0) – Version 3.0

Last Updated: October 10, 2015

- 43 D. The focus of the issue is at a systemic level, and is not just a fix for a specific  
44 problem. If the issue is below the Board’s broad policy threshold, the Board will  
45 seek to broaden the issue to include a class of related issues.  
46
- 47 4. Ongoing Board development will include orientation of new Trustees in the Board's  
48 governance processes.  
49
- 50 5. The Board will allow no officer, individual or committee of the Board to hinder or be an  
51 excuse for not fulfilling its commitments.  
52
- 53 6. The Board will select, from among ministers serving on the Board, one or more Trustees  
54 to serve as chaplains to the Board.  
55
- 56 7. The Board will monitor and discuss the Board's processes and performance at each  
57 meeting. Self-monitoring will include comparison of Board activity and discipline to  
58 policies in the Governance Process and Board-President Linkage categories, following  
59 the monitoring schedule in Appendix 3.A.  
60
- 61 8. The work of the Board of Trustees on matters of public witness will be guided by the  
62 actions made by the General Assembly. This shall not preclude the Board from choosing  
63 to bear witness in a time of extraordinary circumstances. Accordingly, on matters of  
64 public witness regarding social concern, the Board will:  
65
- 66 A. Call upon the elected leadership of our congregations to provide and safeguard the  
67 sacred space where Unitarian Universalists may discuss, better understand, and  
68 explore public policy in the light of UU principles and the individual’s  
69 conscience.  
70
- 71 B. Encourage our congregations to take a responsible role in bearing witness  
72 publicly to their faith in matters of social concern.  
73
- 74 C. Support the work of the UUA President and staff to bear witness publicly,  
75 expressing the historic and theological grounding of UU positions on matters of  
76 public social concern.  
77
- 78 D. Encourage the President of the UUA to provide prophetic leadership.  
79
- 80 E. Encourage congregations to make use of the Social Witness process, which refers  
81 issues for study and statements of conscience to the larger Association, through  
82 the authority of the congregations meeting at the General Assembly.  
83
- 84 F. Speak as the Board of Trustees of the UUA on matters of witness in our own  
85 work as an Association.  
86

UUA Board Procedural Document  
(Implementation procedures for Policy 3.0) – Version 3.0

Last Updated: October 10, 2015

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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 make agendas, reports, and the previous meetings' 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.
    - 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:
      - i volunteer and staff personnel matters that are of a delicate nature
      - ii legal matters of which public discussion could be legally injurious
      - iii budget matters that involve such legal or personnel matters
      - iv property acquisition or disposition
      - v discussion of internal board relationships
      - vi business of the above nature involving a member society if the society requests an Executive Session.
  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.
    - A. Participants in Executive Session will be limited to Board Members, Youth Observer(s), the Chief Operating Officer, the Program and Strategy Officer and the Treasurer, Chief Financial Officer. The Board may vote to include others in Executive Session where appropriate.
    - B. All meetings in executive session will close with a determination as to whether the material is confidential and needs to be confidential.

UUA Board Procedural Document  
(Implementation procedures for Policy 3.0) – Version 3.0

Last Updated: October 10, 2015

- 131 C. The Executive Session may be ended at any time by majority vote.  
132  
133 D. Executive Sessions will be held to the minimum necessary under these guidelines.  
134
- 135 11. Record and archive audio of business proceedings of the UUA Board, with the exception  
136 of executive sessions, to be available to members of UUA congregations upon request.  
137
- 138 12. Regularly hold meetings in sites other than Boston, to strengthen relationships with the  
139 Association’s Member Congregations and other Sources of Authority and Accountability,  
140 and also to learn first-hand about vital interests of the Association.  
141
- 142 A. The Board will select a Site Selection Team that is responsible for reviewing site  
143 proposals and recommending location(s) to be voted on by the Board.  
144
- 145 B. Proposals to the Site Selection Team must come from Trustees.  
146
- 147 C. Proposals must contain the following:  
148
- 149 i An identified contact person, who will represent the host site as a liaison  
150 with the Board;
  - 151
  - 152 ii Evidence of strategic importance (how will the Board’s exposure to the  
153 host site serve the strategic interests of the Association?)  
154
  - 155 iii Evidence of wise stewardship of Association resources  
156
  - 157 iv Evidence of support of a group of related Congregations (for example, a  
158 Cluster) and other Sources of Authority and Accountability (how will the  
159 Board link with local Congregations; how will the Board link with other  
160 Sources of Authority and Accountability).  
161
- 162 D. The Site Selection Team will authorize a spokesperson as a single point of contact  
163 on meeting logistics with the Administration. Within parameters established by  
164 the Site Selection Team, the spokesperson may make meeting logistics decisions  
165 on behalf of the Board.  
166
- 167 E. To be in healthy relationship with the Administration, and to ensure lowest cost,  
168 the Board will select meeting geographic areas no less than eleven months prior to  
169 the meeting. If a geographic area is not chosen, the default choice is to meet in  
170 Boston.  
171

## 3.2 Board Job Description

UUA Board Procedural Document  
(Implementation procedures for Policy 3.0) – Version 3.0

Last Updated: October 10, 2015

174 **Policy:** As informed and elected leaders of our Association of member congregations, the UUA  
175 Board of Trustees assures organizational performance by creating, communicating, and  
176 monitoring organizational systems and performance, in accord with established Board policy.  
177

178 **Procedures:**

179

180 Accordingly, the Board has responsibility to:

181

182 1. Create and maintain linkage between the Board and the Sources of Authority and  
183 Accountability defined in Policy 3.0.

184

185 A. Linkage shall mean

186

187 i Formal, intentional dialogue with the Sources of Authority and  
188 Accountability for the purpose of understanding the Sources' values and  
189 the benefits the Association should produce

190

191 ii Connections with the Sources of Authority and Accountability that ensure  
192 the board governs accountably on their behalf.

193

194 B. In linking with any particular Source, the Board will listen to multiple voices.

195

196 C. The Board will collaborate with communities and organizations outside the Board  
197 in identifying the voices invited to speak on behalf of these Sources.

198

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

202

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

204

205 A. Shared Vision (ENDS): Statements that express values identifying what benefit to  
206 whom and at what cost.

207

208 B. Leadership Covenant and Expectations: Established boundaries around both  
209 ethics and prudence within which all executive activity and decisions must take  
210 place.

211

212 C. Governance Process: How the Board conceives, carries out and monitors its own  
213 tasks.

214

215 D. Board-President Linkage: Promote right relationship between the President and  
216 the Board by defining and respecting the president's role, authority, and

UUA Board Procedural Document  
(Implementation procedures for Policy 3.0) – Version 3.0

Last Updated: October 10, 2015

- 217 accountability.  
218  
219 3. Assure operational performance by monitoring the structures, systems, and organizational  
220 performance, considering established policy, and examining and approving the operating  
221 and capital budgets before they are implemented.  
222  
223 4. Act as bold and faithful stewards of the resources of the UUA.  
224  
225 5. Obtain an annual audit of the Association’s financial reports by a certified public  
226 accounting firm with experience conducting audits of organizations of comparable size,  
227 as overseen by the Audit Committee. The Audit Committee will then provide the Board  
228 with a written report, for publication on the UUA website, containing the key findings of  
229 the audit, including any finding of a serious accounting or management weakness. Upon  
230 receipt of the that report, the Board will meet with the chair of the Audit Committee to  
231 review the report and the auditing firm’s credentials.  
232  
233 6. Promote and actively engage in the work of building an antiracist /  
234 antioppressive/multicultural institution.  
235  
236 7. Act in direct relationship with the General Assembly (GA).  
237  
238 A. Approve the GA site, participating in GA programs, and responding, as  
239 appropriate, to motions adopted by GA.  
240  
241 B. Review and affirm adoption of UUA Public Policy Statements, based on actions  
242 of previous General Assemblies.  
243  
244 C. In consultation with the General Assembly Planning Committee, make decisions  
245 about the allocation of excess funds generated from General Assembly activities.  
246 (q.v. Policy on GA Reserve Fund)  
247  
248 8. Vote to accept into membership or to terminate association membership of a  
249 congregation in accordance with UUA By-laws.  
250  
251 9. Appoint and empower Board committees and Board liaisons.  
252  
253 10. Ensure continuity of governance capability.  
254

255 **3.3 Board and Board Member Code Of**  
256 **Conduct**  
257

UUA Board Procedural Document  
(Implementation procedures for Policy 3.0) – Version 3.0

Last Updated: October 10, 2015

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

261  
262 **Procedures:**

- 263
- 264 1. Board members shall act in accordance with our covenant with each other.  
265  
266 A. We promise to:
    - 267 i Show up with our best selves, intent on listening with openness and  
268 willingness to the voices in the room and those that are not.  
269
    - 270 ii Speak with an authentic voice, grounded in our lived experience, mindful  
271 of differing cultural interpretations and realities that are present.  
272
    - 273 iii Honor our duty to do the work of the board and to place anti-racism, anti-  
274 oppression, and multicultural accountability at the center of that work.  
275
    - 276 iv Recognize that each of us is fully human, with hurts and vulnerability, and  
277 the need to laugh and sing!  
278
  - 279 B. This covenant shall be read at the beginning of each board meeting.  
280
- 281 2. Board Members must act in accordance with our covenant with member congregations.  
282 As Board members, our primary purpose is to serve our member congregations regardless  
283 of personal relationships with staff, affiliations with other organizations, or any personal  
284 interest.  
285
  - 286 3. Board Members must comply with Conflict of Interest (Appendix 2.J) and Whistleblower  
287 policies (Appendix 2.K).  
288
  - 289 4. Member Trustees covenant with each other to follow a practice of "Speaking with one  
290 voice". This requires that each Trustee has had reasonable opportunity to participate in  
291 the debate of the issues and opportunities before the committee or Board. The Trustee  
292 may have disagreed with the Board's decision, and consistent with the right of conscience  
293 may say so publicly. However, once the Board makes a policy decision, and even if an  
294 individual Trustee does not fully support the Board's position, each Trustee agrees to do  
295 their best to act in alignment with that policy in the spirit of moving our organization  
296 ahead in accordance with our democratic principles.  
297  
298 A. If a Trustee finds that they cannot in good conscience adhere to this policy and  
299 covenant, then that Trustee bears the responsibility to consult with the Moderator  
300

UUA Board Procedural Document  
(Implementation procedures for Policy 3.0) – Version 3.0

Last Updated: October 10, 2015

- 301 or Vice-Moderator and determine an acceptable course of action.  
302  
303 5. Board Members shall not attempt to exercise individual authority over all or any part of  
304 the organization.  
305  
306 6. Board Member’s interaction with the President or with staff must recognize that an  
307 individual Board member has no authority except when explicitly authorized by the  
308 Board.  
309  
310 7. Board Members shall not express individual judgments on the performance of employees  
311 of the President, except while participating in Board deliberation about whether  
312 reasonable interpretation of Board policy has been achieved by the President.  
313  
314 8. Board Members shall respect the confidentiality appropriate to issues of a sensitive  
315 nature.  
316  
317 9. Board Members shall be properly prepared for Board deliberation.  
318  
319 10. Board Members will model UU values in our lives and in our roles as Trustees.  
320  
321 11. Board Members will provide leadership for UUA’s stewardship and development efforts.  
322 Each Board Member is encouraged to:  
323  
324 A. Support the financial well being of the Association, including: pledges to his or  
325 her congregation, an annual contribution to the Friends of the UUA, and  
326 participation in capital campaigns.  
327  
328 B. Submit names of potential donors to the Stewardship and Development staff  
329 group;  
330  
331 C. Encourage his or her own congregation to attain the fair share contribution to the  
332 Annual Program Fund.  
333  
334 D. Promote testamentary giving through legacies and bequests.  
335  
336 E. Be knowledgeable about Association funding.  
337  
338 12. Board Members are expected to have completed anti-racism training including analysis  
339 and systems theory components. Such training will be arranged and offered prior to the  
340 January meeting of their first year as a Trustee. Participation in such training will be paid  
341 for, or reimbursed by the UUA, with prior approval of the CGO.  
342  
343 13. Individual Board Members will not engage in fundraising or public support of any  
344 candidate for national UUA office except within twelve months of the date of the



Last Updated: October 10, 2015

345 election.

346

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

349

## 350 **3.4 External Relations**

351

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

355

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

359

### 360 **Procedures:**

361

362 1. The CGO [Chief Governance Officer] and President are the customary spokespersons for  
363 the UUA. A Trustee's interaction with the public, press, or other entities must recognize  
364 that no Trustee may speak for the Board except to repeat explicitly stated Board  
365 decisions.

366

367 2. Any Board member may be empowered and charged by the Board to be a Board  
368 representative in relationship with any group, and such empowerment, the charge and its  
369 responsibilities will be defined by the Board at the time of the assignment.

370

371 3. At events with organizations external to the UUA, Board members may represent the  
372 Board or the Association at meetings and events where such representation is deemed  
373 desirable and where the CGO has agreed to the representation. Board members should  
374 represent the Board and the Association at district and regional meetings whenever  
375 appropriate to their role as trustees. Board members are entitled to represent themselves  
376 as UUA Trustees at ceremonial events where the Board member deems such  
377 representation desirable. Board members must avoid any ambiguity about their  
378 representative role or authorization to speak for the Board of Trustees of the UUA.

379

380 4. For special electronic communications (e.g., the Board Facebook page), the CGO may  
381 appoint a trustee to post on subjects in which they have knowledge or expertise.

382

383 5. The Chief Governance Officer will appoint a trustee or trustees to write a brief letter to  
384 UU ministers and congregational presidents following each quarterly board meeting, to  
385 apprise them of important decisions the Board made at that meeting and vital issues it  
386 discussed. Such a letter will be signed by the Secretary on behalf of the Board.

387

Last Updated: October 10, 2015

## 388 **3.5 Agenda Planning**

389

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

393

### 394 **Procedures:**

395

396 1. Agenda planning will be completed during the first meeting of each fiscal year, and the  
397 agenda published with the minutes of that meeting. The agenda or work plan should look  
398 out at least 24 months.

399

400 2. Agenda planning will include:

401

402 A. Consultations with selected groups in the member congregations, or other  
403 methods of gaining member congregations input.

404

405 B. Governance education, and education related to Shared Vision (ENDS)  
406 determination, (e.g. presentations by futurists, demographers, advocacy groups,  
407 staff, etc.)

408

409 C. A consent agenda to help the Board deal with routine items as expeditiously as  
410 possible.

411

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

417

418 4. All monitoring events will be included on the agenda as reflected in the monitoring  
419 schedule in Appendix 3.A.

420

421 5. All recurring calendar events will be included on the agenda as reflected in the Recurring  
422 Events schedule shown in Appendix 3.B.

423

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

425

426 A. Welcoming and recognizing guests

427

428 B. Chalice Lighting

429

UUA Board Procedural Document  
(Implementation procedures for Policy 3.0) – Version 3.0

Last Updated: October 10, 2015

- 430 C. Approve agenda  
431  
432 D. Consent Agenda  
433  
434 i Operational (Moderator constructs).  
435  
436 ii May include Monitoring Reports motions.  
437  
438 E. Linkage to Member congregations and Board Communications  
439  
440 i Member congregation communication  
441  
442 ii Communication with the stakeholders and selected interested groups or  
443 constituencies in regard to Board's Annual Agenda.  
444  
445 F. Board Information  
446  
447 i President's Report  
448  
449 ii Moderator's Report  
450  
451 iii Financial Advisor's Report.  
452  
453 iv Any additional officer's reports.  
454  
455 v Other topics in accord with the annual agenda to assist the Board in its  
456 work and governing capacity.  
457  
458 G. Policy Discussion, based and focused upon the annual plan of Board work.  
459  
460 H. Assurance of Operational Performance  
461  
462 i Receipt of Monitoring Reports; Review of Trustee's personal analysis of  
463 the reports; Discussion of interpretations; Challenges to interpretation;  
464 Vote on compliance.  
465  
466 ii New Operational updates / concerns  
467  
468 iii Monitoring schedule  
469  
470 iv Board self-assessment against Board means policies (according to the  
471 monitoring schedule)  
472

Last Updated: October 10, 2015

- 473 I. Executive Session (if circumstances require)
- 474
- 475 J. Process Observations
- 476
- 477 K. Other issues that require board knowledge or action.
- 478
- 479 L. Announcements
- 480
- 481 M. Adjournment
- 482

### 483 3.6 Election Of Officers And Officer Roles

484  
485 **Policy:** The General Assembly elects the Moderator (CGO) and Financial Advisor. The Board  
486 elects the Vice Moderator and the Secretary. The Board also appoints the Recording Secretary  
487 and the Treasurer of the UUA

#### 488 **Procedures:**

- 489 1. Youth Observer(s)
- 490
- 491
- 492
- 493 a. The Youth Observer(s) is/are the primary liaison between GA Youth Caucus and the
- 494 Board.
- 495
- 496 b. The Youth Observer(s) shall serve their term without vote.
- 497
- 498 c. Excluding matters of voting, The Youth Observer(s) shall bear the same
- 499 responsibilities and accountabilities as defined for trustees.
- 500
- 501 d. With consent of the Board, the enumerated tasks of the Observer(s) may evolve as the
- 502 structures of denominational youth leadership evolve.
- 503
- 504 e. The Youth Observer(s) is/are charged with:
- 505
- 506 i. Informing GA Youth Caucus and Youth Caucus staff of relevant Board issues
- 507 at the Youth Observer's discretion
- 508
- 509 ii. Staying informed about the planning and activities of GA Youth Caucus
- 510
- 511 iii. Keeping abreast of national issues that are of interest to Unitarian Universalist
- 512 youth in districts and congregations
- 513
- 514 iv. Linking and nurturing relationships between youth leaders in districts and
- 515 congregations across the nation

UUA Board Procedural Document  
(Implementation procedures for Policy 3.0) – Version 3.0

Last Updated: October 10, 2015

- 516  
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519  
520 2. Moderator  
521  
522 a. The Moderator is the Chief Governance Officer (CGO) and is elected by the General  
523 Assembly. The CGO assures the integrity of the Board's processes and, secondarily,  
524 represents the Board to outside parties. Accordingly, the CGO is responsible for:  
525  
526 i. Ensuring that the Board behaves consistently with its own rules and those  
527 legitimately imposed upon it from outside the organization.  
528  
529 ii. Ensuring that the Board discusses only those issues that, according to Board  
530 policy, clearly belong to the Board to decide, not the President.  
531  
532 iii. Ensuring that deliberation is fair, open, and thorough, but also timely, orderly,  
533 and kept to the point.  
534  
535 b. Nomination of Candidates for Moderator/CGO  
536  
537 i. Not later than 24 months before the beginning of a General Assembly at  
538 which an election for Moderator will be held, the Moderator Nominating  
539 Committee (MNC) shall issue a call for nominations, which must be received  
540 within two months.  
541  
542 ii. Not later than 19 months before the beginning of a General Assembly at  
543 which an election for Moderator will be held, the committee shall recommend  
544 to the board two or more possible candidates for Moderator. No member of  
545 the committee may be recommended as a candidate. Each candidate must give  
546 written consent prior to being recommended. The names of recommended  
547 candidates who are not nominated by the board shall not be made public. The  
548 committee shall submit to the board background information on each  
549 recommended candidate, which shall be received by the board in confidence.  
550 No board member who is a recommended candidate shall receive the  
551 background information on any candidate. Individuals who normally attend  
552 executive sessions, per policy 3.1.9.E, shall be entitled to receive the MNC  
553 recommendations and background information, and to attend all sessions  
554 concerning the nomination of candidates for Moderator.  
555  
556 iii. The board shall interview one or more of the recommended candidates in  
557 executive session. No candidate who was recommended by the MNC or who  
558 intends to run by petition may be present during the interview of any other

UUA Board Procedural Document  
(Implementation procedures for Policy 3.0) – Version 3.0

Last Updated: October 10, 2015

- 559 candidate, or in any other executive session held to discuss candidates for  
560 Moderator.  
561
- 562 iv. As required by Section 9.5 of the Bylaws, the board shall nominate one or  
563 more candidates no later than February 1 of the year before the General  
564 Assembly at which there is to be an election for Moderator.  
565
- 566 1. The following individuals may participate in Board deliberations but  
567 shall not be eligible to vote: the Secretary of the Board, the Trustees  
568 who serve on the Election Campaign Practices Committee, the  
569 President, and the Youth Observer.  
570
  - 571 2. The following individuals may participate in Board deliberations and  
572 shall be eligible to vote: the Moderator, and any Trustee who served as  
573 a voting member of or non-voting board liaison to the MNC.  
574
  - 575 3. Voting shall be by secret ballot in executive session, with procedures  
576 for voting and vote counting to be determined by the Secretary.  
577
  - 578 4. Voting shall be conducted using the “single transferable vote” method,  
579 with a ballot designed to permit the designation of first, second, third,  
580 etc. choice. At the conclusion of the vote counting, the two candidates  
581 with the highest number of votes shall be declared the nominees.  
582 However, if one candidate receives more than 75% of the first choice  
583 votes, then only that candidate shall be the nominee of the board.  
584 Furthermore, if two or more candidates for nomination are separated  
585 by less than one full vote, they shall be considered tied and the board  
586 shall take a second vote to break the tie.  
587
  - 588 5. The minutes of the executive session shall report only the names of the  
589 nominee(s).  
590
- 591 v. If a special election is to be held to fill a vacancy in the office of Moderator,  
592 the procedures in this section 3.6.1.A shall be followed to the extent that time  
593 permits. The Moderator Nominating Committee shall make its  
594 recommendations to the Board no later than November 1 of the year before  
595 the election.  
596
- 597 c. The CGO is authorized to use any reasonable interpretation of the provisions in these  
598 policies. The CGO may make decisions that fall within topics covered by Board  
599 policies on Governance Process and Board-President Linkage, with the exception of  
600 employment or termination of a President and situations where the Board specifically  
601 delegates portions of this authority to others.  
602

UUA Board Procedural Document  
(Implementation procedures for Policy 3.0) – Version 3.0

Last Updated: October 10, 2015

- 603 d. The CGO is empowered to chair Board meetings with all the commonly accepted  
604 power of that position (e.g., ruling, recognizing).  
605
- 606 e. The CGO has no authority to make decisions about policies created by the Board  
607 within Shared Vision (ENDS) and Leadership Covenant and Expectations policy  
608 areas. Therefore, the CGO has no authority to supervise or direct the President.  
609
- 610 f. The CGO may represent the Board to outside parties in announcing Board stated  
611 positions and in stating chair decisions and interpretations within the area delegated to  
612 her or him.  
613
- 614 g. The CGO may delegate CGO authority, but remains accountable for its use.  
615
- 616 h. In special circumstances, the CGO may create task forces or special committees to  
617 address or explore issues of concern to the Association.  
618
- 619 i. In the event of a vacancy, the CGO shall inform congregations of the vacancy.  
620

621 3. Vice Moderator (Board Coordinator)  
622

- 623 a. The Vice Moderator is elected by the Board. The role of the Vice Moderator/Board  
624 Coordinator is to:  
625
- 626 i. Assist with Board of Trustees agenda planning and scheduling of Board work.  
627
  - 628 ii. Participate in leading Board of Trustees meetings.  
629
  - 630 iii. Assumes the CGO role in the event of absence, death, disqualification,  
631 resignation, or removal of the CGO.  
632

633 4. Secretary  
634

- 635 a. The Secretary is elected by the Board. The responsibilities of the Secretary of the  
636 Association are defined in the Bylaws.  
637
- 638 b. In addition to these responsibilities, the Secretary shall:  
639
- 640 i. Maintain the UUA Governance Manual, assuring that all policies will be  
641 reviewed at least once in five years.  
642

643 5. Financial Secretary  
644

- 645 a. The Financial Secretary is elected by the Board. The responsibilities of the Financial  
646 Secretary are defined in the Bylaws.

UUA Board Procedural Document  
(Implementation procedures for Policy 3.0) – Version 3.0

Last Updated: October 10, 2015

- 647  
648 6. Recording Secretary  
649  
650 a. The Recording Secretary is appointed by the Board. The responsibilities of the  
651 Recording Secretary are defined in the bylaws.  
652
- 653 7. Treasurer  
654  
655 a. The Treasurer is appointed by the Board. The responsibilities of the Treasurer are  
656 defined in the bylaws.  
657
- 658 8. The process for selection of the Vice Moderator, the Secretary and Financial Secretary shall  
659 be:  
660  
661 a. Each Board member shall be given the opportunity to stand for election as Vice  
662 Moderator/Board Coordinator. A vote shall then be conducted to choose the Vice  
663 Moderator.  
664  
665 b. The Executive Committee brings forward nominees for the Secretary and Financial  
666 Secretary positions. A vote shall then be conducted to affirm or reject the  
667 recommendations.  
668
- 669 9. The process for appointment of the Recording Secretary and Treasurer of UUA shall be:  
670  
671 a. President recommends to the Board at least one candidate for each position.  
672  
673 b. Board discusses in Executive Session, and votes to affirm or reject the nominee.  
674  
675 c. Appointments announced.  
676

### 677 **3.7 Board Committee Principles.**

678  
679 **Policy:** Board committees will be used sparingly and, when used, will be chartered to reinforce  
680 the wholeness of the Board's responsibilities and to never to interfere with delegation from  
681 Board to President.  
682

#### 683 **Procedures**

684  
685 Accordingly:

- 686  
687 1. Board committees are established to help the Board do its job and, in general, not to help  
688 or advise the staff. Some exceptions to this policy exist due to constraints placed on the  
689 Board by Bylaws, or because the Board is still in discernment (See 3.8 below for more



UUA Board Procedural Document  
(Implementation procedures for Policy 3.0) – Version 3.0

Last Updated: October 10, 2015

- 690 information). Committees ordinarily will assist the Board by preparing policy alternatives  
691 and implications for Board deliberation. In keeping with the Board’s broader focus,  
692 Board committees will normally not have direct dealings with current staff operations.  
693
- 694 a. Board members may serve on committees outside the Board, but only in their  
695 capacity as private individuals, and do not carry any Board authority in these  
696 roles.  
697
  - 698 b. Board members may serve on staff operational committees at the invitation of the  
699 President.  
700
- 701 2. Board members may serve on General Assembly operational committees, at the invitation  
702 of those committees established by the General Assembly.  
703
  - 704 3. Except as specified by the Bylaws, Board committees may not exercise authority over  
705 staff. Because the President works for the full Board, the President shall not be required  
706 to obtain approval of a Board committee before an executive action.  
707
  - 708 4. Board committees are to avoid over-identification with organizational parts rather than  
709 the whole. Therefore, a Board committee that has helped the Board create policy on some  
710 topic should take special care to represent the full Board’s interest when monitoring  
711 organizational performance on that same subject.  
712
  - 713 5. Special committees will be used sparingly and ordinarily in an ad hoc capacity for  
714 specific short-term objectives or to carry out special tasks that will facilitate the work of  
715 the Board. Although the CGO may create special committees, the CGO will consult with  
716 the Appointments Committee regarding any appointments the CGO wishes to make.  
717
  - 718 6. This policy applies to any group that is formed by Board action, whether or not it is  
719 called a committee and regardless whether the group includes Trustees. It does not apply  
720 to committees formed under the authority of the President.  
721
  - 722 7. All members of Board-appointed committees are expected to have reasonable  
723 competence in the area of racism and oppression.  
724
  - 725 8. Each Board-appointed committee, including Working Groups, is charged with  
726 developing standards and processes for embodying the commitment to antiracism, anti-  
727 oppression and multi-culturalism in its work, and to develop a plan for the ongoing  
728 training and education of its members.  
729
  - 730 9. Unless otherwise specified by these policies or by the Bylaws or Rules of the  
731 Association, committee appointments are made for two-year periods, which can normally  
732 be renewed up to a maximum of 8 years of service. Terms begin at the close of the  
733 regular General Assembly in odd-numbered years. When considering possible

Last Updated: October 10, 2015

- 734 reappointments of committee members, the Appointments Committee shall take into  
735 account the goal that committee membership should reflect the full diversity of the  
736 Association, as well as the need for each committee to have the full range of skills and  
737 experience necessary for its work.  
738
- 739 10. Whenever a new committee is named, the Board shall develop a charge, including a  
740 statement of the committee's purpose and estimated duration, and monitor and address  
741 issues of committee performance.  
742
- 743 11. Committees will not be reimbursed for committee expenditures beyond their approved  
744 budget, without prior approval by the Treasurer, the Financial Secretary, and the  
745 Moderator  
746
- 747 12. If a Board-appointed committee finds that an individual member creates a working  
748 atmosphere that is unproductive, disruptive, or otherwise impeding effective committee  
749 functioning, the Appointments Committee urges the leader and members of that  
750 particular committee to speak candidly with the member whose behavior is problematic  
751 in order to identify desired changes. If the committee is not able to resolve the problem  
752 internally, the chair should contact the Chair of the Appointments Committee for help in  
753 resolving the problem.  
754
- 755 13. Committee members must comply with the Association's Conflict of Interest Policy  
756 (Appendix 2.J, see Policy Section 2)  
757
- 758 14. Committee members must comply with the Association's Whistleblower Policy  
759 (Appendix 2.K, see Section 2)  
760

## 761 **3.8 Board Committee Structure**

- 762
- 763 1. The Board has the responsibility for appointing and monitoring certain committees and  
764 entities. Section 7.1 of our Bylaws mandates the following board-appointed committees:  
765
- 766 a. Executive Committee  
767
- 768 b. Ministerial Fellowship Committee  
769
- 770 i. The MFC has created sub-committees on candidacy that also require board  
771 appointments  
772
- 773 c. Investment Committee of the Unitarian Universalist Common Endowment Fund,  
774 LLC (UUCEF LLC) [[Charge to the Investment Committee](#)]  
775

UUA Board Procedural Document  
(Implementation procedures for Policy 3.0) – Version 3.0

Last Updated: October 10, 2015

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- i. 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.
      - ii. 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.
    - d. Religious Education Credentialing Committee [[Charge to the Religious Education Credentialing Committee](#)]; and
    - e. Audit Committee [[Audit Committee Charter](#)]
  2. Additional board-appointed committees were created in response to General Assembly actions:
    - a. Open UUA Committee (Rule G-2.1)
    - b. Journey Toward Wholeness Transformation Committee (1997 Business Resolution)
    - c. Election Campaign Practices Committee (Rule G-9.13.10)
  3. The Board itself has created the following entities:
    - a. Appointments Committee [[Charge to the Appointments Committee](#)]
    - b. Moderator Nominating Committee
      - i. 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 3.6.2.B of these procedures. The committee shall consist of five members, including not more than two trustees.
    - c. Committee on Socially Responsible Investing [[Charge to the CSRI](#)]
    - d. Retirement Plan Committee [[Charge to the RPC](#)]
    - e. Employee Benefits Trust [[Charge to the Health Plan Trustees](#)]
    - f. Council on Cross-Cultural Engagement [[Charge to the CCCE](#)]

Last Updated: October 10, 2015

- 820  
821 4. The Board-appointed entities and committees identified in this policy should report to the  
822 Board no less than once a year. Each report should address the committee’s performance  
823 against the committee charge, and demonstrate compliance with Procedure 3.7.8, which  
824 requires standards, processes and plans related to antiracism, anti-oppression and multi-  
825 culturalism. As reflected in policy 2.13 (Support to the Board), the Board will ensure that  
826 adequate staff support is provided to facilitate compliance with 3.7.8 and Open UUA  
827 guidelines. The Board shall consider and take appropriate action on committee  
828 recommendations.  
829

### 830 **3.9 Board / General Assembly Relations**

831 **Policy:** Pursuant to the Bylaws, the Board shall act for the Association between General  
832 Assemblies.  
833

#### 834 **Procedures:**

- 835  
836  
837 1. Costs will be prudently incurred. The Board will ensure that its budget is properly  
838 included in the UUA budget by developing its budget in coordination with the budget  
839 cycle each year. The Board budget shall include:  
840  
841 a. Board training, including attendance at conferences and workshops.  
842  
843 b. An annual external financial audit and other third-party monitoring of  
844 organizational performance.  
845  
846 c. Surveys, focus groups, opinion analyses,  
847  
848 d. Operating and meeting costs of the Board, Board committees, Board appointed  
849 committees, and the elected Committees of the Association.  
850  
851 2. Only prudently incurred expenses related to volunteer service on behalf of the Board are  
852 reimbursable from the Association budget. The Board shall comply with all provisions of  
853 the Association’s expense reimbursement policies that are applicable to volunteers who  
854 serve on committees. The staff may ask the Moderator to review and approve any  
855 reimbursement request from a Board or committee member. The Audit Committee shall  
856 designate a committee member to review the Moderator’s expense reimbursements at  
857 least twice a year, to ensure that they are in compliance with the Association’s  
858 reimbursement policies.  
859  
860 3. Candidates for President or Moderator who have been duly nominated in accordance with  
861 Section 9.5 or Section 9.6 of the bylaws shall be entitled to be reimbursed by the  
862 Association for reasonable expenses for registration, travel, meals and lodging for

UUA Board Procedural Document  
(Implementation procedures for Policy 3.0) – Version 3.0

Last Updated: October 10, 2015

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

871  
872 4. Candidates for Financial Advisor who have been duly nominated in accordance with  
873 Section 9.4 or Section 9.6 of the bylaws shall be entitled to be reimbursed by the  
874 Association for reasonable expenses for travel, meals and lodging for attending the  
875 regular meetings of the Board of Trustees held in April and June of the year during which  
876 the election of a Financial Advisor will be held.

UUA Board Procedural Document  
(Implementation procedures for Policy 3.0) – Version 3.0

Last Updated: October 10, 2015

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