

## 3.0 Governance Process

**Policy:** The Board, on behalf of our Sources of Authority and Accountability, will hold the administration and itself accountable through carefully established, broadly written policies that reflect Unitarian Universalist values and perspectives.

Our sources of authority and accountability are:

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

**Policy:** The Board will govern with an emphasis on an outward, future-oriented vision, offering strategic leadership, and maintaining clear distinctions between Board and President roles. It will encourage and appreciate diversity in viewpoints, and seek to maintain 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.
2. The Board's major policy focus will be on the intended long-term results both inside and outside of the Association.
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;

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- 45 D. The focus of the issue is at a systemic level, and is not just a fix for a specific  
46 problem. If the issue is below the Board’s broad policy threshold, the Board will  
47 seek to broaden the issue to include a class of related issues.  
48
- 49 4. Ongoing Board development will include orientation of new Trustees in the Board's  
50 governance processes.  
51
- 52 5. The Board will allow no officer, individual or committee of the Board to hinder or be an  
53 excuse for not fulfilling its commitments.  
54
- 55 6. The Board will monitor and discuss the Board's processes and performance at each  
56 meeting. Self-monitoring will include comparison of Board activity and discipline to  
57 policies in the Governance Process and Board-President Linkage categories, following  
58 the monitoring schedule in Appendix 3.A.  
59
- 60 7. The work of the Board of Trustees on matters of public witness will be guided by the  
61 actions made by the General Assembly. This shall not preclude the Board from choosing  
62 to bear witness in a time of extraordinary circumstances. Accordingly, on matters of  
63 public witness regarding social concern, the Board will:  
64
- 65 A. Call upon the elected leadership of our congregations to provide and safeguard the  
66 sacred space where Unitarian Universalists may discuss, better understand, and  
67 explore public policy in the light of UU principles and the individual’s  
68 conscience.  
69
- 70 B. Encourage our congregations to take a responsible role in bearing witness  
71 publicly to their faith in matters of social concern.  
72
- 73 C. Support the work of the UUA President and staff to bear witness publicly,  
74 expressing the historic and theological grounding of UU positions on matters of  
75 public social concern.  
76
- 77 D. Encourage the President of the UUA to provide prophetic leadership.  
78
- 79 E. Encourage congregations to make use of the Social Witness process, which refers  
80 issues for study and statements of conscience to the larger Association, through  
81 the authority of the congregations meeting at the General Assembly.  
82
- 83 F. Speak as the Board of Trustees of the UUA on matters of witness in our own  
84 work as an Association.  
85
- 86 8. To be consistent with our commitment to the right of conscience and the democratic  
87 process and achieve a transparent and open process, the Board will:  
88
- 89 A. Provide advance notice of dates and locations of regular business meetings, and  
90 make agendas, reports, and the previous meetings’ minutes available prior to the

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- 91 meeting;
- 92
- 93 B. Provide avenues for comment on issues on the meetings' agendas;
- 94
- 95 C. Accommodate observers at regular business meetings, and notify all participants
- 96 of recording and archiving policies.
- 97
- 98 D. Make documents submitted for consideration to the Board of trustees publicly
- 99 available, with the exception of documents distributed during or related to
- 100 business to be discussed in executive sessions.
- 101
- 102 E. Conduct its business in public, except when the Board decides by majority vote to
- 103 deal with the following kinds of matters in Executive Session:
- 104
- 105 i volunteer and staff personnel matters that are of a delicate nature
- 106
- 107 ii legal matters of which public discussion could be legally injurious
- 108
- 109 iii budget matters that involve such legal or personnel matters
- 110
- 111 iv property acquisition or disposition
- 112
- 113 v discussion of internal board relationships
- 114
- 115 vi business of the above nature involving a member society if the society
- 116 requests an Executive Session.
- 117
- 118 9. Any officer or trustee may initiate a request for an Executive Session. The first item of
- 119 business in any Executive Session shall be an explanation of the reason for the request,
- 120 after which the Board shall vote whether or not to remain in Executive Session.
- 121
- 122 A. Participants in Executive Session will be limited to Board Members, Youth
- 123 Observer(s), the Chief Operating Officer, the Program and Strategy Officer and
- 124 the Treasurer, Chief Financial Officer. The Board may vote to include others in
- 125 Executive Session where appropriate.
- 126
- 127 B. All meetings in executive session will close with a determination as to whether
- 128 the material is confidential and needs to be confidential.
- 129
- 130 C. The Executive Session may be ended at any time by majority vote.
- 131
- 132 D. Executive Sessions will be held to the minimum necessary under these guidelines.
- 133
- 134 10. Record and archive audio of business proceedings of the UUA Board, with the exception
- 135 of executive sessions, to be available to members of UUA congregations upon request.
- 136

- 137 11. Regularly hold meetings in sites other than Boston, to strengthen relationships with the  
138 Association’s Member Congregations and other Sources of Authority and Accountability,  
139 and also to learn first-hand about vital interests of the Association.  
140

## 141 3.2 Board Job Description

142 **Policy:** The Board will assure organizational effectiveness by creating and monitoring systems  
143 and performance, in accord with established Board policy.  
144

### 145 **Procedures:**

146 Accordingly, the Board has responsibility to:  
147

- 148 1. Create and maintain linkage between the Board and the Sources of Authority and  
149 Accountability defined in Policy 3.0.  
150  
151 A. Linkage shall mean  
152  
153 i Formal, intentional dialogue with the Sources of Authority and  
154 Accountability for the purpose of understanding the Sources’ values and  
155 the benefits the Association should produce  
156  
157 ii Connections with the Sources of Authority and Accountability that ensure  
158 the board governs accountably on their behalf.  
159  
160 B. In linking with any particular Source, the Board will listen to multiple voices.  
161  
162 C. The Board will collaborate with communities and organizations outside the Board  
163 in identifying the voices invited to speak on behalf of these Sources.  
164  
165 D. The Board will report on its linkage activities with these Sources, identifying not  
166 only the methodology but also the values discerned, and the impact of those  
167 values on Board actions.  
168  
169 2. Write policies that address organizational decisions and situations at the broadest levels:  
170  
171 A. Shared Vision (ENDS): Statements that express values identifying what benefit to  
172 whom and at what cost.  
173  
174 B. Leadership Covenant and Expectations: Established boundaries around both  
175 ethics and prudence within which all executive activity and decisions must take  
176 place.  
177  
178  
179

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- 180 C. Governance Process: How the Board conceives, carries out and monitors its own  
181 tasks.  
182
- 183 D. Board-President Linkage: Promote right relationship between the President and  
184 the Board by defining and respecting the president’s role, authority, and  
185 accountability.  
186
- 187 3. Assure operational performance by monitoring the structures, systems, and organizational  
188 performance, considering established policy, and examining and approving the operating  
189 and capital budgets before they are implemented.  
190
- 191 4. Act as bold and faithful stewards of the resources of the UUA.  
192
- 193 5. Obtain an annual audit of the Association’s financial reports by a certified public  
194 accounting firm with experience conducting audits of organizations of comparable size,  
195 as overseen by the Audit Committee. The Audit Committee will then provide the Board  
196 with a written report, for publication on the UUA website, containing the key findings of  
197 the audit, including any finding of a serious accounting or management weakness. Upon  
198 receipt of the that report, the Board will meet with the chair of the Audit Committee to  
199 review the report and the auditing firm’s credentials.  
200
- 201 6. Promote and actively engage in the work of building an antiracist /  
202 antioppressive/multicultural institution.  
203
- 204 7. Act in direct relationship with the General Assembly (GA).  
205
- 206 A. Approve the GA site, participating in GA programs, and responding, as  
207 appropriate, to motions adopted by GA.  
208
- 209 B. Review and affirm adoption of UUA Public Policy Statements, based on actions  
210 of previous General Assemblies.  
211
- 212 C. In consultation with the General Assembly Planning Committee, make decisions  
213 about the allocation of excess funds generated from General Assembly activities.  
214 (q.v. Policy on GA Reserve Fund)  
215
- 216 8. Vote to accept into membership or to terminate association membership of a  
217 congregation in accordance with UUA By-laws.  
218
- 219 9. Appoint and empower Board committees and Board liaisons.  
220
- 221 10. Ensure continuity of governance capability.  
222

## 223 **3.3 Board and Board Member Code Of** 224 **Conduct**

225  
226 **Policy:** The Board commits itself and its members to act in adherence with the UUA bylaws, to  
227 conduct themselves ethically and lawfully, and to act with respect for others, with appropriate  
228 use of authority when serving as Trustees.

229  
230 **Procedures:**

- 231
- 232 1. Board members shall act in accordance with our covenant with each other.  
233  
234 A. We promise to:  
235  
236 i Show up with our best selves, intent on listening with openness and  
237 willingness to the voices in the room and those that are not.  
238  
239 ii Speak with an authentic voice, grounded in our lived experience, mindful  
240 of differing cultural interpretations and realities that are present.  
241  
242 iii Honor our duty to do the work of the board and to place anti-racism, anti-  
243 oppression, and multicultural accountability at the center of that work.  
244  
245 iv Recognize that each of us is fully human, with hurts and vulnerability, and  
246 the need to laugh and sing!  
247  
248 B. This covenant shall be read at the beginning of each board meeting.  
249
  - 250 2. Board Members must act in accordance with our covenant with member congregations.  
251 As Board members, our primary purpose is to serve our member congregations regardless  
252 of personal relationships with staff, affiliations with other organizations, or any personal  
253 interest.  
254
  - 255 3. Board Members must comply with Conflict of Interest (Appendix 2.J) and Whistleblower  
256 policies (Appendix 2.K).  
257
  - 258 4. Member Trustees covenant with each other to follow a practice of "Speaking with one  
259 voice". This requires that each Trustee has had reasonable opportunity to participate in  
260 the debate of the issues and opportunities before the committee or Board. However, once  
261 the Board makes a policy decision, and even if an individual Trustee does not fully  
262 support the Board's position, each Trustee agrees to act in alignment with that policy in  
263 the spirit of moving our organization ahead in accordance with our democratic principles.  
264  
265 A. If a Trustee finds that they cannot in good conscience adhere to this policy and  
266 covenant, then that Trustee bears the responsibility to consult with the Moderator

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- 267 or Vice-Moderator and determine an acceptable course of action.  
268  
269  
270 5. Board Members shall not attempt to exercise individual authority over all or any part of  
271 the organization.  
272  
273 6. Board Member’s interaction with the President or with staff must recognize that an  
274 individual Board member has no authority except when explicitly authorized by the  
275 Board.  
276  
277 7. Board Members shall not express individual judgments on the performance of employees  
278 of the President, except while participating in Board deliberation about whether  
279 reasonable interpretation of Board policy has been achieved by the President.  
280  
281 8. Board Members shall respect the confidentiality appropriate to issues of a sensitive  
282 nature.  
283  
284 9. Board Members will model UU values in our lives and in our roles as Trustees.  
285  
286 10. Board Members will provide leadership for UUA’s stewardship and development efforts.  
287 Each Board Member is encouraged to:  
288  
289 A. Support the financial well being of the Association, including: pledges to his or  
290 her congregation, an annual contribution to the Friends of the UUA, and  
291 participation in capital campaigns.  
292  
293 B. Submit names of potential donors to the Stewardship and Development staff  
294 group;  
295  
296 C. Encourage his or her own congregation to attain the fair share contribution to the  
297 Annual Program Fund.  
298  
299 D. Promote testamentary giving through legacies and bequests.  
300  
301 E. Be knowledgeable about Association funding.  
302  
303 11. Board Members are expected to have completed anti-racism training including analysis  
304 and systems theory components. Such training will be arranged and offered prior to the  
305 January meeting of their first year as a Trustee. Participation in such training will be paid  
306 for, or reimbursed by the UUA, with prior approval of the CGO.  
307  
308 12. Individual Board Members will not engage in fundraising or public support of any  
309 candidate for national UUA office except within twelve months of the date of the  
310 election.  
311  
312 13. Each Board Member will annually certify in writing their knowledge of, and their  
agreement to honor, the contents of these Governance Process policies.

313

## 314 **3.4 External Relations**

315

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

319

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

323

### 324 **Procedures:**

325

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

330

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

334

335 3. At events with organizations external to the UUA, Board members may represent the  
336 Board or the Association at meetings and events where such representation is deemed  
337 desirable and where the CGO has agreed to the representation. Board members should  
338 represent the Board and the Association at district and regional meetings whenever  
339 appropriate to their role as trustees. Board members are entitled to represent themselves  
340 as UUA Trustees at ceremonial events where the Board member deems such  
341 representation desirable. Board members must avoid any ambiguity about their  
342 representative role or authorization to speak for the Board of Trustees of the UUA.

343

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

346

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

351

## 352 **3.5 Agenda Planning**

353

354 **Policy:** The Board will follow an annual agenda which (a) advances and/or reevaluates the  
355 relevance of its Shared Vision (ENDS) and (b) seeks to improve Board performance.

356



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357 **Procedures:**

358

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

362

363 2. Agenda planning will include:

364

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

367

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

371

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

374

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

380

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

383

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

386

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

388

389 A. Welcoming and recognizing guests

390

391 B. Chalice Lighting

392

393 C. Approve agenda

394

395 D. Consent Agenda

396

397 i Operational (Moderator constructs).

398

399 ii May include Monitoring Reports motions.

400

401 E. Linkage to Member congregations and Board Communications

402

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- 403                   i   Member congregation communication  
404  
405                   ii   Communication with the stakeholders and selected interested groups or  
406                         constituencies in regard to Board’s Annual Agenda.  
407  
408   F. Board Information  
409  
410                   i   President’s Report  
411  
412                   ii   Moderator’s Report  
413  
414                   iii   Financial Advisor’s Report.  
415  
416                   iv   Any additional officer’s reports.  
417  
418                   v   Other topics in accord with the annual agenda to assist the Board in its  
419                         work and governing capacity.  
420  
421   G. Policy Discussion, based and focused upon the annual plan of Board work.  
422  
423   H. Generative Work  
424  
425   I. Assurance of Operational Performance  
426  
427                   i   Receipt of Monitoring Reports; Review of Trustee’s personal analysis of  
428                         the reports; Discussion of interpretations; Challenges to interpretation;  
429                         Vote on compliance.  
430  
431                   ii   New Operational updates / concerns  
432  
433                   iii   Monitoring schedule  
434  
435                   iv   Board self-assessment against Board means policies (according to the  
436                         monitoring schedule)  
437  
438   J. Executive Session (if circumstances require)  
439  
440   K. Process Observations  
441  
442   L. Other issues that require board knowledge or action.  
443  
444   M. Announcements  
445  
446   N. Adjournment  
447

## 3.6 Election Of Officers And Officer Roles

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

### **Procedures:**

#### 1. Youth Observer(s)

a. The Youth Observers represent youth voices to the Unitarian Universalist Association Board of Trustees. The Youth Observers are charged with:

- i. Participating in the business of the association as full board members, and bearing the same responsibilities and accountabilities as defined for trustees, excluding matters of voting.
- ii. Attending four in person board meetings per year, including General Assembly, and participating in monthly board meetings via the internet, as well as working group assignments;
- iii. Keeping abreast of board issues that affect Unitarian Universalist youth; and
- iv. Remaining active and in good standing with a UU congregation.

#### 2. Moderator

a. The Moderator is the Chief Governance Officer (CGO) and is elected by the General Assembly. The CGO assures the integrity of the Board's processes and, secondarily, represents the Board to outside parties. Accordingly, the CGO is responsible for:

- i. Ensuring that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
- ii. Ensuring that the Board discusses only those issues that, according to Board policy, clearly belong to the Board to decide, not the President.
- iii. Ensuring that deliberation is fair, open, and thorough, but also timely, orderly, and kept to the point.

b. Nomination of Candidates for Moderator/CGO

- i. Not later than 24 months before the beginning of a General Assembly at which an election for Moderator will be held, the Moderator Nominating

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492 Committee (MNC) shall issue a call for nominations, which must be received  
493 within two months.

494  
495 ii. Not later than 19 months before the beginning of a General Assembly at  
496 which an election for Moderator will be held, the committee shall recommend  
497 to the board two or more possible candidates for Moderator. No member of  
498 the committee may be recommended as a candidate. Each candidate must give  
499 written consent prior to being recommended. The names of recommended  
500 candidates who are not nominated by the board shall not be made public. The  
501 committee shall submit to the board background information on each  
502 recommended candidate, which shall be received by the board in confidence.  
503 No board member who is a recommended candidate shall receive the  
504 background information on any candidate. Individuals who normally attend  
505 executive sessions, per policy 3.1.9.E, shall be entitled to receive the MNC  
506 recommendations and background information, and to attend all sessions  
507 concerning the nomination of candidates for Moderator.

508  
509 iii. The board shall interview one or more of the recommended candidates in  
510 executive session. No candidate who was recommended by the MNC or who  
511 intends to run by petition may be present during the interview of any other  
512 candidate, or in any other executive session held to discuss candidates for  
513 Moderator.

514  
515 iv. As required by Section 9.5 of the Bylaws, the board shall nominate one or  
516 more candidates no later than February 1 of the year before the General  
517 Assembly at which there is to be an election for Moderator.

518  
519 1. The following individuals may participate in Board deliberations but  
520 shall not be eligible to vote: the Secretary of the Board, the Trustees  
521 who serve on the Election Campaign Practices Committee, the  
522 President, and the Youth Observer.

523  
524 2. The following individuals may participate in Board deliberations and  
525 shall be eligible to vote: the Moderator, and any Trustee who served as  
526 a voting member of or non-voting board liaison to the MNC.

527  
528 3. Voting shall be by secret ballot in executive session, with procedures  
529 for voting and vote counting to be determined by the Secretary.

530  
531 4. Voting shall be conducted using the “single transferable vote” method,  
532 with a ballot designed to permit the designation of first, second, third,  
533 etc. choice. At the conclusion of the vote counting, the two candidates  
534 with the highest number of votes shall be declared the nominees.  
535 However, if one candidate receives more than 75% of the first choice  
536 votes, then only that candidate shall be the nominee of the board.  
537 Furthermore, if two or more candidates for nomination are separated

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- 538 by less than one full vote, they shall be considered tied and the board  
539 shall take a second vote to break the tie.  
540
- 541 5. The minutes of the executive session shall report only the names of the  
542 nominee(s).  
543
- 544 v. If a special election is to be held to fill a vacancy in the office of Moderator,  
545 the procedures in this section 3.6.1.A shall be followed to the extent that time  
546 permits. The Moderator Nominating Committee shall make its  
547 recommendations to the Board no later than November 1 of the year before  
548 the election.  
549
- 550 c. The CGO is authorized to use any reasonable interpretation of the provisions in these  
551 policies. The CGO may make decisions that fall within topics covered by Board  
552 policies on Governance Process and Board-President Linkage, with the exception of  
553 employment or termination of a President and situations where the Board specifically  
554 delegates portions of this authority to others.  
555
- 556 d. The CGO is empowered to chair Board meetings with all the commonly accepted  
557 power of that position (e.g., ruling, recognizing).  
558
- 559 e. The CGO has no authority to make decisions about policies created by the Board  
560 within Shared Vision (ENDS) and Leadership Covenant and Expectations policy  
561 areas. Therefore, the CGO has no authority to supervise or direct the President.  
562
- 563 f. The CGO may represent the Board to outside parties in announcing Board stated  
564 positions and in stating chair decisions and interpretations within the area delegated to  
565 her or him.  
566
- 567 g. The CGO may delegate CGO authority, but remains accountable for its use.  
568
- 569 h. The CGO may create task forces or special committees to address or explore issues of  
570 concern to the Association.  
571
- 572 i. In the event of a vacancy, the CGO shall inform congregations of the vacancy.  
573
- 574 3. Vice Moderator (Board Coordinator)  
575
- 576 a. The Vice Moderator is elected by the Board. The role of the Vice Moderator/Board  
577 Coordinator is to:  
578
- 579 i. Assist with Board of Trustees agenda planning and scheduling of Board work.  
580
- 581 ii. Participate in leading Board of Trustees meetings.  
582

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- 583                   iii. Assumes the CGO role in the event of absence, death, disqualification,  
584                   resignation, or removal of the CGO.  
585
- 586 4. Secretary  
587
- 588           a. The Secretary is elected by the Board. The responsibilities of the Secretary of the  
589           Association are defined in the Bylaws.  
590
- 591           b. In addition to these responsibilities, the Secretary shall:  
592
- 593                   i. Maintain the UUA Governance Manual, assuring that all policies will be  
594                   reviewed at least once in five years.  
595
- 596 5. Financial Secretary  
597
- 598           a. The Financial Secretary is elected by the Board. The responsibilities of the Financial  
599           Secretary are defined in the Bylaws.  
600
- 601 6. Recording Secretary  
602
- 603           a. The Recording Secretary is appointed by the Board. The responsibilities of the  
604           Recording Secretary are defined in the bylaws.  
605
- 606 7. Treasurer  
607
- 608           a. The Treasurer is appointed by the Board. The responsibilities of the Treasurer are  
609           defined in the bylaws.  
610
- 611 8. The process for selection of the Vice Moderator, the Secretary and Financial Secretary shall  
612   be:  
613
- 614           a. Each Board member shall be given the opportunity to stand for election as Vice  
615           Moderator/Board Coordinator. A vote shall then be conducted to choose the Vice  
616           Moderator.  
617
- 618           b. The Executive Committee brings forward nominees for the Secretary and Financial  
619           Secretary positions. A vote shall then be conducted to affirm or reject the  
620           recommendations.  
621
- 622           c. The selection of these positions shall occur at the June meeting of the Board prior to  
623           General Assembly, with the exception of a vacancy. If a vacancy exists, the position  
624           shall be selected during the next regularly scheduled Board meeting after the vacancy  
625           is announced.  
626
- 627 9. The process for appointment of the Recording Secretary and Treasurer of UUA shall be:  
628

- 629 a. President recommends to the Board at least one candidate for each position.  
630  
631 b. Board discusses in Executive Session, and votes to affirm or reject the nominee.  
632  
633 c. Appointments announced.  
634  
635 10. The process for appointment of the Youth Observer(s) shall be:  
636  
637 a. The Office of Youth and Young Adults will run an election for the youth observer(s)  
638 and will recommend appointment(s) to the Board.  
639  
640 b. The Board discusses in Executive Session, and votes to affirm or reject the  
641 nominee(s).  
642

### 643 **3.7 Board Committee Principles.**

644  
645 **Policy:** Board committees will be used sparingly and, when used, will be chartered to reinforce  
646 the wholeness of the Board's responsibilities and to avoid interference with delegation from  
647 Board to President.

#### 648 **Procedures**

649  
650  
651 Accordingly:

- 652  
653 1. Board committees are established to help the Board do its job and, in general, not to help  
654 or advise the staff. Some exceptions to this policy exist due to constraints placed on the  
655 Board by Bylaws, or because the Board is still in discernment (See 3.8 below for more  
656 information). Committees ordinarily will assist the Board by preparing policy alternatives  
657 and implications for Board deliberation. In keeping with the Board's broader focus,  
658 Board committees will normally not have direct dealings with current staff operations.  
659  
660 a. Board members may serve on committees outside the Board, but only in their  
661 capacity as private individuals, and do not carry any Board authority in these  
662 roles.  
663  
664 b. Board members may serve on staff operational committees at the invitation of the  
665 President.  
666  
667 2. Board members may serve on General Assembly operational committees, at the invitation  
668 of those committees established by the General Assembly.  
669  
670 3. Except as specified by the Bylaws, Board committees may not exercise authority over  
671 staff. Because the President works for the full Board, the President shall not be required  
672 to obtain approval of a Board committee before an executive action.  
673

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- 674 4. Board committees are to avoid over-identification with organizational parts rather than  
675 the whole. Therefore, a Board committee that has helped the Board create policy on some  
676 topic should take special care to represent the full Board’s interest when monitoring  
677 organizational performance on that same subject.  
678
- 679 5. Special committees will be used sparingly and ordinarily in an ad hoc capacity for  
680 specific short-term objectives or to carry out special tasks that will facilitate the work of  
681 the Board. Although the CGO may create special committees, the CGO will consult with  
682 the Appointments Committee regarding any appointments the CGO wishes to make.  
683
- 684 6. This policy applies to any group that is formed by Board action, whether or not it is  
685 called a committee and regardless whether the group includes Trustees. It does not apply  
686 to committees formed under the authority of the President.  
687
- 688 7. All members of Board-appointed committees are expected to have reasonable  
689 competence in the area of racism and oppression.  
690
- 691 8. Each Board-appointed committee, including Working Groups, is charged with  
692 developing standards and processes for embodying the commitment to antiracism, anti-  
693 oppression and multi-culturalism in its work, and to develop a plan for the ongoing  
694 training and education of its members.  
695
- 696 9. Unless otherwise specified by these policies or by the Bylaws or Rules of the  
697 Association, committee appointments are made for two-year periods, which can normally  
698 be renewed up to a maximum of 8 years of service. Terms begin at the close of the  
699 regular General Assembly in odd-numbered years. When considering possible  
700 reappointments of committee members, the Appointments Committee shall take into  
701 account the goal that committee membership should reflect the full diversity of the  
702 Association, as well as the need for each committee to have the full range of skills and  
703 experience necessary for its work.  
704
- 705 10. Whenever a new committee is named, the Board shall develop a charge, including a  
706 statement of the committee's purpose and estimated duration, and monitor and address  
707 issues of committee performance.  
708
- 709 11. Committees will not be reimbursed for committee expenditures beyond their approved  
710 budget, without prior approval by the Treasurer, the Financial Secretary, and the  
711 Moderator  
712
- 713 12. If a Board-appointed committee finds that an individual member creates a working  
714 atmosphere that is unproductive, disruptive, or otherwise impeding effective committee  
715 functioning, the Appointments Committee urges the leader and members of that  
716 particular committee to speak candidly with the member whose behavior is problematic  
717 in order to identify desired changes. If the committee is not able to resolve the problem  
718 internally, the chair should contact the Chair of the Appointments Committee for help in  
719 resolving the problem.



- 720  
721 13. Committee members must comply with the Association’s Conflict of Interest Policy  
722 (Appendix 2.J, see Policy Section 2)  
723  
724 14. Committee members must comply with the Association’s Whistleblower Policy  
725 (Appendix 2.K, see Section 2)  
726

## 727 **3.8 Board Committee Structure**

- 728  
729 1. The Board has the responsibility for appointing and monitoring certain committees and  
730 entities. Section 7.1 of our Bylaws mandates the following board-appointed committees:  
731  
732 a. Executive Committee  
733  
734 b. Ministerial Fellowship Committee  
735  
736 i. The MFC has created sub-committees on candidacy that also require board  
737 appointments  
738  
739 c. Investment Committee of the Unitarian Universalist Common Endowment Fund,  
740 LLC (UUCEF LLC) [[Charge to the Investment Committee](#)]  
741  
742 i. The Bylaws of the UUCEF LLC specify the qualifications of members of  
743 the UUCEF Investment Committee, and further describe the specific  
744 responsibilities of the committee.  
745  
746 ii. The Board of Trustees appoints the members of the UUCEF Investment  
747 Committee and has other powers over the UUCEF LLC, as described in  
748 the Certificate of Organization, the Operating Agreement, and the Bylaws  
749 of the UUCEF LLC.  
750  
751 d. Religious Education Credentialing Committee [[Charge to the Religious Education](#)  
752 [Credentialing Committee](#)]; and  
753  
754 e. Audit Committee [[Audit Committee Charter](#)]  
755  
756 2. Additional board-appointed committees were created in response to General Assembly  
757 actions:  
758  
759 a. Open UUA Committee (Rule G-2.1)  
760  
761 b. Journey Toward Wholeness Transformation Committee (1997 Business  
762 Resolution)  
763  
764 c. Election Campaign Practices Committee (Rule G-9.13.10)

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

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## 3.9 Board / General Assembly Relations

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

**Procedures:**

1. Costs will be prudently incurred. The Board will ensure that its budget is properly included in the UUA budget by developing its budget in coordination with the budget cycle each year. The Board budget shall include:
  - a. Board training, including attendance at conferences and workshops.

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- 809           b. An annual external financial audit and other third-party monitoring of  
810           organizational performance.  
811
- 812           c. Surveys, focus groups, opinion analyses,  
813
- 814           d. Operating and meeting costs of the Board, Board committees, Board appointed  
815           committees, and the elected Committees of the Association.  
816
- 817       2. Only prudently incurred expenses related to volunteer service on behalf of the Board are  
818       reimbursable from the Association budget. The Board shall comply with all provisions of  
819       the Association’s expense reimbursement policies that are applicable to volunteers who  
820       serve on committees. The staff may ask the Moderator to review and approve any  
821       reimbursement request from a Board or committee member. The Audit Committee shall  
822       designate a committee member to review the Moderator’s expense reimbursements at  
823       least twice a year, to ensure that they are in compliance with the Association’s  
824       reimbursement policies.  
825
- 826       3. Candidates for President or Moderator who have been duly nominated in accordance with  
827       Section 9.5 or Section 9.6 of the bylaws shall be entitled to be reimbursed by the  
828       Association for reasonable expenses for registration, travel, meals and lodging for  
829       attending the General Assemblies held one year prior to the election and in the year of the  
830       election, and for regular meetings of the Board of Trustees held during the period  
831       between the two General Assemblies, provided they remain candidates as of the time of  
832       the General Assembly(ies) and the quarterly meeting(s) for which they seek  
833       reimbursement. Each such candidate shall be provided a single booth space in the Exhibit  
834       Hall at the General Assemblies held one year prior to the election and in the year of the  
835       election. In no case is a candidate eligible for reimbursement for expenses incurred prior  
836       to being nominated.  
837
- 838       4. Candidates for Financial Advisor who have been duly nominated in accordance with  
839       Section 9.4 or Section 9.6 of the bylaws shall be entitled to be reimbursed by the  
840       Association for reasonable expenses for travel, meals and lodging for attending the  
841       regular meetings of the Board of Trustees held in April and June of the year during which  
842       the election of a Financial Advisor will be held.  
843
- 844       5. The Board affirms that while volunteer service does not entail sacrifice, service on the  
845       UUA Board should not cause an undue personal hardship. Therefore, in order to have an  
846       economically diverse board, in certain circumstances, Board members may receive  
847       limited reimbursement for income forgone in the course of fulfilling their duties at  
848       extended meetings. This includes attendance at quarterly board meetings and General  
849       Assembly. (See guidelines in Appendix 3.E)

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## **4.0 Global Board-President Linkage**

**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

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certain results, for certain recipients at a specified cost. These policies will be developed systematically from the broadest, most general level to the more define 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.

## **4.4 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.

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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.