

# **UUFWC GOVERNANCE POLICIES**

**October, 2012**

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## **INTRODUCTION**

The Unitarian Universalist Fellowship Board Policies is intended to be a compilation of all policies the Board of Directors intends to follow for a year, beginning autumn 2012. The Board has agreed to follow a form of Policy Governance so that

- Our vision and mission is at the forefront of our work as a congregation.
- Our congregants energies are liberated by placing ownership for the ministry in the hands of staff and committees, giving them authority to carry out our mission.
- Growth, professionalism, communication and efficiency is encouraged and better managed as the complexity of our congregation increases.

The transition to policy based governance has been intentional and gradual. As our congregation grows, the management of its functions requires time, accountability, training and competence. Policy based governance encourages the staff, paid and volunteer, to define, articulate and live their roles as a vital component of the overall mission of the UUFWC. As we continue to move into this area, responsibility for programmatic areas shifts from the Board of Directors to the Executive Committee and to all committees. The Board focuses on our mission, direction and policies and empowers others to act with greater authority toward our goals. It is understood that as we make this shift and learn and gain experience, these policies may be revised. After adoption by the Board, any further revisions will be noted at the end of each section.

This document is comprised of five sections:

1. Introduction
2. Ends
3. Staff Limitations
4. Board- Management Linkage
5. Governance Process

# GOVERNANCE POLICIES

## I. ENDS:

**Our Mission:** The UUFWC is an inclusive community for spiritual exploration, dedicated to social and environmental justice.

**Our Vision:** We will nurture a community of open hearts and minds, offering a safe harbor for personal and spiritual growth. We will celebrate diversity and strive to provide compassion, dignity and justice in the web of life.

### **The Unitarian Universalist Principles**

We Believe in the inherent worth and dignity of every person.

We believe in acceptance of one another and encouragement to spiritual growth in our congregations.

We believe in a free and responsible search for truth and meaning.

We believe in the right of conscience and the use of the democratic process within our congregations and society at large.

We believe in the goal of world community with peace, liberty and justice for all.

We believe in the respect for the interdependent web of all existence of which we are a part.

### **Behavioral Covenant**

Because we as Unitarian Universalists intend to live the words of our Principles, we covenant together:

To respect in our speech and actions those persons within the Fellowship with differing opinions, always assuming that someone present disagrees;

To recognize that interpersonal conflict can be a positive force for constructive change;

To take individual responsibility for the shared stewardship of our community, its facilities and resources;

To communicate openly, to listen to each other, and to make the effort to be informed about Fellowship matters;

To maintain as sacred the worship hour for healing and sanctuary.

### **Personal/Grow/Transformation Within**

**The UUFWC exists so that participants deepen and transform their spiritual lives by:**

#### **I. Recognizing the inherent worth and dignity of every person.**

A. Cultivating questioning and learning from others

B. Creating a place of inclusion and safety for all and where each is valued

**II. Accepting one another and encouraging spiritual growth in ourselves and others**

- A. Providing a rich and diverse worship life that nurtures, challenges and inspires
- B. Instituting compassionate pastoral care in times of joy, sorrow and life transitions
- C. Supporting lifelong opportunities for growth, learning and engagement

**III. Cultivating a free and responsible search for truth and meaning**

- A. Leading lives of integrity and meaning that reflect our spiritual identity and values
- B. Participating in whole life religious education
- C. Developing a personal spiritual practical or individual ministry
- D. Celebrating joys and growth through fun, fellowship and play
- E. Nourishing our spirits and challenging each other to become our better selves
- F. Engaging passion, experience and intellect in acts of personal service
- G. Seeking lives of meaning and reverence
- H. Participating and sharing in meaningful, transforming liberal religious experiences

**Congregational/Connect/Transformation/Among**

**As a congregation, we will broaden, deepen, and expand our spiritual community by:**

**IV. Striving for justice, equity and compassion in human relationships**

- A. Experiencing caring relationships which connect us to an ever widening circle of life
- B. Overcoming barriers that can divide the human family
- C. Being a source of connectedness, inspiration, and meaningful interactions with others

**V. Serving as a gathering place where all are welcome, diversity is valued, leadership is developed, and where all are engaged in ministry.**

- A. Being generous with our time, talents, and resources
- B. Maintaining well managed resources and facilities that are appropriate to the needs of the church and community
- C. Gathering in worship to share the power of collective spiritual experience
- D. Being a voice for the liberal religious community

**Community/Service/Transformation Beyond**

**As individuals and as a community we live our mission in our larger community and in the web of life by:**

**VI. Encouraging the right of conscience and the use of the democratic process within our congregations and in society at large**

- A. Committing ourselves and our resources to help our neighbors and the larger community in which we live.

- B. Advocating in the public arena for liberal religious values in response to prejudice, injustice, and oppression
- C. Working with congregations and institutions around shared values
- D. Cultivating ways in which the UUFWC can better our community

**Vii. Supporting the goal of the world community with peace, liberty and justice for everyone**

- A. Living our mission in the world
- B. Supporting social and economic justice for all

**Viii. Respecting the interdependent web of all existence of which we are all connected**

- A. Being mindful of future generations
- B. Recognizing that the health of our world starts with individual health
- C. Engaging in work that promotes environmental health and safety
- D. Partnering with others in community service and outreach

**II. STAFF LIMITATIONS:**

Throughout these policies the “Chief Operating Officer” shall be an Executive Team consisting of the Senior Minister, known as Chief of Staff, and the Administrator.

The Chief of Staff shall not cause or allow any practice, activity, decision, or fellowship circumstance that is unlawful, imprudent, or in violation of our Unitarian Universalist principles or of commonly accepted business and professional ethics and practices.

A. TREATMENT OF CONGREGANTS (members, friends & visitors): With respect to interactions with congregants, the Chief of Staff shall not cause or allow conditions, procedures, or decisions that are unsafe, unnecessarily intrusive, or that fail to provide appropriate confidentiality or privacy.

Accordingly, the Chief of Staff shall not and shall not allow staff to:

1. Treat anyone with discourtesy or disrespect, nor fail to welcome those who are seeking to find a spiritual home in this fellowship and participate in its mission.
2. Violate appropriate standards of confidentiality or privacy nor use methods of collecting or handling personal information that fail to protect against improper access to the material elicited.
3. Maintain facilities that fail to provide a reasonable level of safety, sanitation, comfort, access, welcome and functionality.

4. Allow actions and attitudes that undermine the inherent worth and dignity of the individual or that are not just, equitable and compassionate.

5. Fail to take appropriate actions to prevent harm to its members, guests and staff who take part in congregational activities or use the property, and shall have the power to deal with situations where such persons are at risk. This includes creating and implementing an emergency response procedure.

B. TREATMENT OF STAFF: With respect to the treatment of paid and volunteer staff, the Chief of Staff shall not cause or allow conditions that are unsafe, unfair, disorganized, unhealthy, unprofessional or unclear.

Accordingly, the Chief of Staff shall not and shall not allow staff to:

1. Discriminate (as defined by city, state, and federal laws) among existing or potential staff/volunteers on other than clearly job-related criteria, individual performance, or individual qualifications.

2. Subject staff or volunteers to unsafe or unhealthy conditions.

3. Fail to establish open communication with staff and volunteers so that job related issues and concerns can be discussed and addressed in a prompt and effective manner.

4. Operate without written personnel policies, approved by the Board of Directors, that

- a. Clarify personnel policies for the staff,
- b. Provide for effective handling of employee evaluations and
- c. Protect against wrongful conditions, such as harassment.

5. Fail to provide staff with a written statement of this policy.

6. Withhold from staff a due-process internal grievance procedure.

7. Prevent staff from bringing a grievance to the Board when:

- a. Internal grievance procedures have been exhausted, and
- b. The employee alleges either that
  - i. Board policy has been violated to his or her detriment, or
  - ii. Board policy does not adequately protect her or his human rights.

8. Allow staff to be unprepared to deal with emergency situations.

9. Fail to provide appropriate privacy/confidentiality.

10. In order to clarify roles and responsibilities and to provide accountability, the Chief of Staff shall not fail to provide:

- a. Job descriptions for every staff member
- b. Performance expectations and annual goals
- c. Positive recognition for staff
- d. Charges for each committee and a job description for committee

chairs.

11. The Chief of Staff shall not fail to comply with all legal requirements relating to the treatment of staff.

12. With respect to the hiring, retention and treatment of paid and volunteer staff, the Chief of Staff shall not fail to operate in ways that fulfill the Unitarian Universalist principles and the UUFWC's mission, values, and Ends.

C. COMPENSATION AND BENEFITS: With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteers, the Chief of Staff shall not cause or allow jeopardy to fiscal integrity or public image.

D. FINANCIAL PLANNING AND BUDGETING: Financial planning for any fiscal year or the remaining part of any fiscal year shall not risk financial jeopardy nor deviate materially from fellowship bylaws or from the Board's Ends priorities.

Accordingly, the Chief of Staff may not cause or allow and the Finance Committee shall not submit fiscal projections that:

1. Contain too little detail to enable:

- a. reasonably accurate projection of revenues and expenses;
- b. separation of capital and operating items;
- c. cash flow and subsequent trails; and
- d. disclosure of planning assumptions.

2. Plan the expenditure in any fiscal year of more funds than are reasonably projected to be received in that period.

3. Deviate materially from priorities set by the Board, if any, in allocating among competing fiscal needs.

4. Do not present a plan for capital expenditures and the means to pay for them.

Capital expenditures are all repayments of debt and any physical property maintenance and modifications outside the general operating budget.

5. Do not meet the Board's timeline.

E. FINANCIAL CONDITION AND ACTIVITIES: With respect to the actual, ongoing financial condition and activities, the Chief of Staff shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from Ends and priorities set by the Board.

Accordingly, the Chief of Staff may not cause or allow:

1. Allow actual expenditures to deviate materially from Board priorities and adopted budgets.
2. Borrow any amounts without prior Board approval or congregational approval where called for in Fellowship Bylaws.
3. Fail to settle payroll and other obligations in a timely manner.
4. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
5. Acquire, encumber, or dispose of real property without prior Board approval, or congregational approval where called for in Fellowship Bylaws.
6. Expend any endowment or restricted funds for other than the purposes determined at time of receipt or restriction or in amounts that exceed limitations set by Board policies.
7. Receive, process, or disburse funds without controls sufficient to meet Generally Accepted Accounting Principles.
8. Fail to implement financial and operational audits as designated in the approved Monitoring Schedule.
9. Fail to implement findings from periodic financial or operational audits.
10. Fail to inform the Fellowship Board in writing when acquiring bequests or gifts greater than \$10,000.00. (May be included in the monthly Cash Flow Report in the approved Monitoring Schedule.)
11. Fail to provide at least quarterly to the Board of Directors full reports in writing of

revenue, expenses, financial condition, and investment performance, as designated in the approved Monitoring Schedule.

12. Fail to annually present to the Board a plan in writing for allocation of unrestricted and unbudgeted resources, as designated in the approved Monitoring Schedule.
13. Conduct transfer within or between Invested Funds or Invested and Operating Funds without prior Board approval.
14. Allow monetary amounts in excess of three months' operating expenses to remain in low or non-interest bearing checking accounts for longer than one month, consistent with any investment policy of the Fellowship.

F. GRANTS AND CONTRACTS: The Chief of Staff may not enter into any grant or contract arrangements that fail to emphasize the production of Goals and avoid unacceptable means.

ACCORDINGLY, the Chief of Staff may not cause or allow to:

1. Fail to obtain Board approval prior to executing any contract in an amount greater than \$500. This "Contract Limit" amount will be reviewed and adjusted by the Board from time to time.
2. Fail to obtain Congregational approval prior to executing any contract in an amount greater specified in the Bylaws.
3. Make a single purchase or commitment of greater than \$5000 without obtaining at least two bids or offers, or \$25,000 without obtaining and considering at least three bids or offers, unless under the circumstances it would be unreasonable to obtain and consider multiple bids or offers.
4. Fail to seek legal advice when necessary to interpret and assess contractual terms.
5. Hire assistant ministers, interns or staff in a manner inconsistent with the Bylaws, Board policies, Annual Budget, or UU Principles.
6. Accept any grant, gratuity, or gift with restrictions that are contrary to the Fellowship's Mission, Goals, or UU Principles.

G. ASSET PROTECTION: The Chief of Staff shall not allow the assets to be unprotected, inadequately maintained, or unnecessarily risked.



ACCORDINGLY, the Chief of Staff may not cause or allow to:

1. Fail to establish and implement appropriate plans and procedures for risk management, safety and security, which include adequate insurance policies and coverage.
2. Fail to report annually in writing to the Board the status of risk management, safety and security including insurance policies and coverage.
3. Fail to insure against theft and casualty loss of Fellowship property at replacement value.
4. Fail to adequately insure against corporate liability and personal liability of Board members and staff, taking into account pertinent statutory provisions for indemnification and exemptions applicable to State of Ohio non-profit organizations.
5. Allow non-named, non-insured personnel access to material amounts of negotiable Fellowship property.
6. Subject plant and equipment to improper wear and tear or insufficient maintenance.
7. Unnecessarily expose the organization, its Board or staff, to claims of liability.
8. Unnecessarily risk the Fellowship's non-profit status.
9. Make any purchase of over \$5,000.00 without at least two competitive bids.
10. Cause or allow any conflict of interest, whenever the personal or professional interests of a Board member are potentially at odds with the best interests of the Fellowship, in awarding purchases or other contracts.
11. Fail to protect intellectual property, information, electronic data and files from loss, misuse or significant damage, excluding the work of called ministers, who are the sole owners of their intellectual property.
12. Receive, process, or disburse funds under controls that do not meet the Board appointed auditor's Generally Accepted Audit Principles.
13. Invest or hold operating capital in insecure instruments or uninsured bank accounts.

14. Invest Fellowship funds in instruments that do not prudently optimize return and expose the Fellowship to undue risk.

15. Invest Fellowship funds without reasonably considering socially responsible investing.

16. Endanger the Fellowship's public image or credibility, particularly, in ways that would hinder accomplishment of its Ends, policies, or mission.

17. Change the organization's name or substantially alter its identity in the community.

18. Create or purchase any subsidiary corporation without approval of the Board of Directors.

H. ASSET UTILIZATION: The Chief of Staff shall not devote church assets to endeavors that fail to support goals or are incongruent with Unitarian Universalist principles.

Accordingly, the Chief of Staff shall not cause or allow to:

1. Fail to use its best efforts to mobilize the congregation and staff to fulfill the Fellowship's goals and and Unitarian Universalist principles.
2. Fail to welcome the larger community into the Fellowship's spiritual community and its activities.
3. Fail to use its best efforts to increase and diversify the membership of the Fellowship.

I. COMMUNICATION AND SUPPORT TO THE BOARD: The Chief of Staff shall not cause or allow the Board to be uninformed or unsupported in its work.

Accordingly, the Chief of Staff shall not cause or allow to:

1. Fail to submit monitoring information required by the Board in a timely, accurate, and understandable fashion.
2. Fail to report in a timely manner an actual or anticipated noncompliance with any policy of the fellowship or its bylaws.
3. Fail to develop and maintain a yearly UUFWC calendar.
4. Fail to inform the Board of all significant changes in, deletions of, or additions to administrative policies and regulations.

5. Fail to ensure that a complete and current set of all fellowship policies, including those formulated by the Board, Chief of Staff, Executive Team and Congregation, are readily accessible to all congregants at all times.

### **III. BOARD-MANAGEMENT LINKAGE**

A. EXECUTIVE TEAM. The Executive Team shall consist of the Senior Minister and the Administrator. Areas of responsibility shall be clearly delineated and approved by the Board of Directors. In the event a member of the Executive Team is unable to serve due to an emergency or extended absence, the Executive Team will cover the responsibilities of the missing member until the member can function or is replaced. The Executive Team shall not fail to speak as one voice to all parties to whom the team is responsible.

B. UNITY OF VOICE. Only decisions of the Board as a body, stated in officially passed motions, are binding on the Executive Team.

C. ACCOUNTABILITY OF THE Executive Team. The Executive Team is the Board's link to operational achievement and conduct. All authority and accountability of Executive Team, paid staff and volunteers is considered by the Board to be the authority and accountability of the Executive Team.

D. OPERATIONS TEAM. The Executive Team shall utilize an Operations Team in the operation of the Fellowship. The Operations Team shall be comprised of the Senior Minister and such other staff or lay leaders as designated by the Executive Team, with Board approval. The Executive Team shall function as the chair of the Operations Team. In the event a member of the Operations Team is unable to serve due to an emergency or extended absence, the Operations Team will cover the responsibilities of the missing member until the member can function or is replaced. The Operations Team shall not fail to speak as one voice to all parties to whom the team is responsible.

#### **ACCORDINGLY:**

1. The Board will not give instructions to persons who report to the Executive Team.
2. The Board will not evaluate any staff other than the Executive Team.
3. The Board will view Executive Team's performance as identical to organizational performance.
4. Consequently, the Executive Team's job contributions can be stated as performance in three areas:
  - a. Accomplishment of organizational outcomes as stated in Board policies.
  - b. Organization operation within the boundaries of prudence and ethics established in Board policies on Executive Team limitations.

c. Appropriate use and delegation of power.

E. DELEGATION TO THE EXECUTIVE TEAM: The Board shall instruct the Executive Team through written policies that prescribe the organizational Ends to be achieved and describe organizational situations and actions to be avoided, allowing the chief executive to use any reasonable interpretation of these policies. The Board will establish topmost policies on Ends and Staff Limitations, leaving implementation and subsidiary policy development to the Executive Team, who will further delegate implementation and development to staff and lay leaders.

The Board, though, will maintain responsibility for financial oversight. The Finance Committee will report to the Board.

ACCORDINGLY:

1. The Board will develop policies defining results. These policies will be called Ends.
2. The Board will develop policies that limit the latitude the Executive Team may exercise in choosing the organizational means. These policies will be called Staff Limitations policies.
3. No individual Director, officer, or Board committee has authority over the Executive Team.
4. As long as the Executive Team uses any reasonable interpretation of the Board's Ends and Staff Limitations policies, the Executive Team is authorized to establish all further policies, make all decisions, take all actions, establish all practices, and pursue all activities. Such decisions of the Executive Team shall have full force and authority as if decided by the Board.
5. Should the Executive Team deem it necessary to violate Board policy, he or she shall inform the Board President, or another officer if the president is not available, as soon as possible. Informing is simply to guarantee no violation is intentionally kept from the Board, not as a request for approval. Director's response, either approving or disapproving, does not exempt the Executive Team from subsequent Board judgment of the action nor does it impede the Executive Team's decision.
6. The Board may change its Ends and Staff Limitations policies at any time.

F. MONITORING CHIEF OF STAFF and ADMINISTRATOR (EXECUTIVE TEAM)

PERFORMANCE: Systematic and rigorous monitoring of the Chief of Staff's and Administrator's job performance will be based on (1) the organizational accomplishment of the UFWC Ends and (2) organizational operation within the boundaries established in the Board's Executive Limitation policies.

ACCORDINGLY:

1. Monitoring is simply to determine the degree to which 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:
  - a. By internal report, in which the Executive Team discloses compliance

- information to the Board;
- b. By external report, in which an external, disinterested third party selected by the Board assesses compliance with Policies;
  - c. By direct Board inspection, in which a designated Board member or members, or the Board as a whole, assess compliance with the appropriate policy criteria.
3. In every case, the standard for compliance shall be any reasonable Executive Team interpretation of the Policy being monitored.
  4. All policies that instruct the Executive Team 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.

#### **IV. GOVERNANCE PROCESS:**

The Board of Directors will ensure, on behalf of the congregation, that UUFWC furthers its chosen Ends, with appropriate use of its resources, avoids unacceptable actions and situations as defined in the UUFWC Bylaws and these policies, and upholds Unitarian Universalist principles.

- A. GOVERNING PHILOSOPHY: The Board will govern lawfully and ethically, with emphasis on:
- Outward vision rather than internal preoccupation,
  - Encouragement of diversity in viewpoints,
  - Spiritual and strategic leadership more than administrative detail,
  - Clear distinction of Board and Chief of Staff roles,
  - Collective rather than individual decisions,
  - The future rather than the past or present, and
  - Being proactive rather than reactive.

Accordingly:

1. The Board shall deliberate in many voices but govern in one. After subjects have been discussed and voted upon, both majority and minority shall support the action taken and speak with one voice.
2. The Board shall guide the Fellowship through the careful establishment of broad written policies.
3. The Board's focus shall be on the intended Ends not on the administrative or programmatic means of obtaining those Ends.
4. The Board shall enforce upon itself whatever discipline is needed to govern with excellence. Discipline applies to policy-making principles, respect for defined roles, preparation, attendance, and ensuring the Board's continuing ability to govern.
  - a. The Board has the right to discipline members who fail in their duties or disrupt the body's work.
  - b. Some reasons for discipline might be violation of the bylaws, repeated absences from Board meetings without reasonable cause, violation of

confidentiality and others.

5. Continual Board development shall include orientation of new Board members in the Board's governance process and periodic Board discussion of governance process improvement.
6. The Board shall monitor and discuss the Board's process and performance as necessary and at least annually. However, during the transition to Policy Governance, the Board shall consider monitoring monthly.

#### B. BOARD COVENANT:

C. BOARD JOB DESCRIPTION: The Board is elected to represent the congregation in furthering its mission and vision and ensuring appropriate organizational performance. The Board shall consist of seven (7) Directors and include the three offices of President, Vice-President, Secretary. A Treasurer shall be chosen by the Board from the membership of the Fellowship, including Directors and shall be a non-voting member of the Board if he/she is not a Director. The immediate Past President of the Board will sit on the Board as a voting member for a term of one year. In addition, the Minister and Administrator are ex-officio, non-voting members of the Board.

Accordingly, The Board shall:

1. Function as the Fellowship's governing body and the lead minister as its spiritual, programmatic, and administrative leader.
2. Attend Board meetings.
3. Attend Committee Council meetings as needed.
4. Choose one member to sit on the Personnel Committee.
5. Shall be accountable to the Mission and Ends of the UUFWC, not on the administrative or programmatic means of attaining the Mission the Ends.
6. Requests for the Board to act on a management item should be referred to the appropriate leader for decision.
7. The Board intends to govern primarily by:
  - a. Discerning and articulating the UUFWC'S Mission and Vision of ministry
  - b. Setting Ends and making choices
  - c. Creating written policies to guide our ministry
  - d. Monitoring and evaluating UUFWC'S leadership, including itself.

D. AGENDA PLANNING: The Board will follow an agenda that

1. Explores Ends, Mission, and Vision with congregants and lay-leaders in regular dialogue
2. Follows the following general structure:

Opening/Chalice lighting/Reflective Reading

This shall be a time for the Board to come together and be mentally and spiritually present to focus on the meeting.

Check in/Go Round

Consent Agenda

This shall include items that are not anticipated to require discussion or debate before approval or acceptance. In addition, any Board member may move an item from the consent agenda to the discussion agenda. Some examples might be the last meeting's minutes and routine reports and other items.

Discussion Agenda

This shall be composed of major items related to the Board's discernment, strategy and oversight roles.

Check-Out is a time for reinforcing community by sharing feedback about the meeting.

3. Sets forth priorities for the upcoming UUFWC fiscal year,
4. Systematically monitors and reviews Board policies, and
5. Continually improves Board performance through Board education and enriched input and deliberation.

E. Roles of Board Officers: Selection and duties of officers shall be determined by the UUFWC Bylaws, although additional duties may be assigned as needed.

Accordingly:

1. The Board shall have the following officers: President, Vice President, Secretary, and Treasurer.
2. The Responsibilities of the Officers

The President shall:

- Schedule and publicize the time and place for meetings.
- Prepare and distribute the Board meeting agenda at least several days in advance.
- Act upon, or delegate for action, Board initiatives not assigned to other Board members.
- Be responsible for an agenda for the Annual Meeting.
- Preside over the Annual Meeting.
- Know rudiments of parliamentary procedure (as in Robert's Rules of Order).
- Take on the Vice President's responsibilities when the Vice President is unable.
- See that a monthly column to the Newsletter is provided.
- Be the spokesperson for the Board.

The Vice President shall:

- Take on the President's responsibilities when the President is unable.
- Know the rudiments of parliamentary procedure (as in Robert's Rules of

Order).

- Serve on the Finance Committee

The Secretary shall:

- Take minutes at the Board meetings.
- Take minutes at the Annual meeting.
- Provide materials from the Board meeting to anyone missing the meeting.

The Treasurer shall:

- Take charge of Fellowship money and money accounts.
- Sign checks to pay all UUFWC debts.
- Ensure good financial records are kept.
- Make regular financial reports of the Board at Board meetings.
- Serve on the Finance Committee.
- Make a financial report to the Fellowship at the Annual Meeting.
- Share responsibility for counting the collection on Sunday morning.

F. BOARD MEMBERS' CODE OF CONDUCT: The Board commits itself and its members to ethical and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.

Accordingly:

1. Board members must represent loyalty to the interests of the Congregation. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or staffs. This accountability supersedes the personal interest of any member acting as an individual congregant.
2. Board members must avoid any conflict of interest with respect to their fiduciary responsibility.
3. There must not be any conduct of private business or personal services between any member and the Fellowship except as procedurally controlled to assure openness, competitive opportunity, and equal access to "inside" information.
4. Board members must not use their positions to obtain for themselves, family members, or close associates employment within the Fellowship.
5. Should the Fellowship consider a member or member's family member for employment, she/he must temporarily withdraw from Board deliberations, voting, and access to applicable Board information. Should an offer of employment be made to a family member, the Board member must resign from Board service.
6. Should a member be employed by the Fellowship or act as a paid consultant, the member must offer to resign from Board service.

G. BOARD COMMITTEE PRINCIPLES: Committees of the Board, when used, will be assigned



so as to reinforce the wholeness of the Board's job and so as never to alter or interfere in communication and delegation from Board to Chief of Staff. The Bylaws govern the establishment of Board committees.

1. Committees are to be used sparingly and are usually ad hoc.
2. Board committees are to help the Board do its job, never to help or advise the Staff.
3. Board committees may not act or speak for the Board except when given such authority for specific and time-limited purposes.
4. Board committees cannot exercise authority over Staff. The Chief of Staff works for the full Board, and therefore will not be required to obtain the approval of a Board committee before an executive action.
5. Board committees are to avoid over-identification with organizational parts rather than the whole.

H. BOARD COMMITTEE STRUCTURE: A committee is a Board committee only if its existence and charge come from the Board, regardless of whether Board members sit on the committee. Unless otherwise stated, Board committees are ad hoc and cease to exist when their task is complete. (Currently the following are Board committees: Personnel, Finance, Policy Governance.)

I. GOVERNANCE INVESTMENT: To sustain its capacity to govern well, the Board will invest resources and ongoing attention to Board education and training. Board skills, methods and supports will be sufficient to ensure governing with excellence.

J. COMPLAINT AND INQUIRY PROCESS: The Board will address any complaints or concerns the Board or its members receive solely in relationship to Board policies. For overall awareness and care, concerns received will be conveyed to the executive team.