

Unitarian Universalist Church of Berkeley

Governance Manual and Policy Book

as of [date] - *Draft excerpts*

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Light yellow: Modest changes

Darker yellow: Notable changes

INTRODUCTION

Using the authority the UUCB congregation has given it through the Bylaws, the Board of Trustees has adopted the following policies. Written policies of the Unitarian Universalist Church of Berkeley define the Board's own role and the roles of others, delegate authority, give guidance, and create accountability. Policies provide a framework for decisions to be made by individuals and by the various groups within the congregation away from the Board table.

By policy, the Board fixes responsibility for making decisions, protects the congregation's human and material resources, and sets standards for the conduct of the congregation's work. As policies continue to be created and refined, this Governance Manual and Policy Book will be updated and made readily available to the congregation.

This document replaces the Governance Manual that was developed in the period after UUCB adopted Policy Governance in 2004. It reflects more current thinking about the relationship between governance and ministry. This document is subordinate to California state law and to the Church's Bylaws. Its purpose is to: affirm essential values of the church; establish consistent policies and procedures of church governance; provide guidance to all constituencies of the Church about its governance; and educate and inform new participants in Church governance processes.

Mission, Vision and Principles End Statements

1. BOARD GOVERNANCE

1.1. Philosophy of Governance

The congregation elects a Board of Trustees to serve as its governing body and calls a Minister(s) to serve as its spiritual leader and head of staff. Leaders at all levels of the congregation are expected to practice open decision-making, healthy conflict management, and mutual support in their respective roles.

The Board of Trustees is committed to activities and processes that:

- Clearly separate governance and management functions;
- Clearly define roles, responsibilities, and lines of authority;
- Empower staff and volunteers and hold them accountable;
- Allow for organizational agility, clarity and direction; and
- Allow the Board to focus its attention on discernment, strategy and oversight.

While fulfilling the specific roles and responsibilities spelled out for it in the congregational Bylaws, the Board intends to govern primarily by:

- Discerning and promoting the long-term mission, vision and well-being of the congregation;

- Setting goals and making strategic choices;
- Creating and sharing written policies to guide the congregation's ministry; and
- Monitoring and evaluating the congregation's leadership, including the Board itself.

1.2 Policy Development and Adoption

In order to meet the commitments set forth in its Philosophy of Governance, the Board of Trustees will adopt and maintain a Governance Manual. The Board will take steps to ensure that the policies in its Governance Manual are clear, useful and reviewed on a regular basis.

Proposals for new policies or for amendments to existing policies will typically come from the Board. Other church groups, members or staff who wish to propose a change in policy should contact a Board member.

Proposals for new policies or for amendments to existing policies must be introduced at one meeting of the Board of Trustees for discussion only and voted upon at a subsequent meeting of the Board. This is designed to give time for reflection and evaluation, and for stakeholders to share any comments with the Board.

A new or amended policy must be approved by a majority vote of the Board. The Board Secretary will maintain records of the approved changes and will add approved policies to this policy book at least annually, and note the change in a Log of Changes. See Appendix X.

1.3 Board Meetings

The Board of Trustees shall hold regular meetings in accordance with the bylaws. These meetings shall be scheduled and publicized to the congregation in advance through posting on the church website, and also at the church absent extraordinary circumstances. Notice of any special meetings of the Board shall be posted on the church website, and, if feasible, also at the church. As provided for in Section 6.8 of the church bylaws, all Board meetings shall be open to church members with the exception of those that address (a) personnel actions and evaluations; (b) pending or threatened legal action; (c) real estate, labor, or other ongoing negotiations; (d) security issues; (e) license applications by persons with criminal records; and/or (f) sensitive personal information warranting heightened privacy protections. Training and team building sessions may be restricted to board members.

At times when it is not possible or practical for Board members to meet in person, a meeting of the Board may be conducted with participation by electronic conference media. Such a meeting will be governed by all of the rules that pertain to regular meetings of the Board, including the recording and approval of minutes. In instances of time urgency, the President may call for a vote of the Board by email. As of July, 2020, any action so taken must be unanimous per California law. If any Board member does not have email, the President will use an alternative means of contact to secure that member's vote.

1.3.1 Agenda Setting

The agenda for the Board of Trustees meetings shall be established by the President; other Board members, the minister(s), and Executive Director may provide input. Congregants may ask any board member to request items be included in the agenda. The agenda shall be provided to Board members and published to the website at least two days in advance of the meeting.

1.3.2 Use of Consent Agenda

The consent agenda contains actions the Board will take without discussion, in order to deal efficiently with necessary information and routine actions to be taken by the Board. Usual Consent Agenda items will typically include minutes of the previous meeting (for formal approval) and informational reports or routine actions from Board Advisory Committees, the Minister and Staff (for acceptance). Any Board member may request that any item be moved from the Consent Agenda to the Discussion/Action agenda.

1.3.3 Discussion/Action Agenda

The Board will have decisions to make and business to conduct in conjunction with its fiduciary responsibility, as well as open questions to consider for planning purposes. These items may include consideration of background information, discussion items, or recommendations presented by a task force, committee, team, minister, or executive director; they may continue over more than a single meeting, and may include a decision for implementation.

1.3.4 The Board Packet

The board packet, to be provided at least two days prior to the meeting, will contain the following:

- A reminder of the time and place of the meeting.
- Minutes of the previous meeting (latest draft)
- Reports from the Minister(s), Executive Director and Treasurer
- Reports from Advisory Committees, Task Forces and Teams as appropriate
- A listing of consent agenda items
- A listing of discussion/action agenda items, preferably one to three in number.
- A page or two of background and summary information about each new discussion/action agenda item, which may accompany a report.

1.3.5 Decision Implementation

When the Board votes on an item of business, the minutes should record individual or group responsibility for follow-up or implementation, and a time frame for implementation.

1.3.6 Oversight and Monitoring

The Board agenda will routinely include activities related to planning, oversight and monitoring of congregational activities, including scheduled reporting and review of staff, Advisory Committee, Task Forces and Team activities. *See Section 11, Monitoring*

1.4 Board of Trustees Contributions and Responsibilities

The Board of Trustees will fulfill the specific roles and responsibilities spelled out for it in the congregational Bylaws.

As described in the policy on Philosophy of Governance (1.1), the Board will govern primarily by discerning mission and vision; planning for the future; holding leaders of the congregation, including the Board's own members, accountable for their performance; and partnering with the Minister(s), Executive Director, staff and congregation.

The Board will also make use of its Advisory Committees and Task Forces to assist it in its responsibilities.

The Board's work and work products can be summarized as follows:

Providing leadership in a changing environment by:

- Creating and updating the congregational Mission, Vision and Ends.
- Reviewing, updating and creating policies to guide decisions and actions.
- Engaging in discernment about the future.
- Strategic planning, including environmental analysis, long-range projections, and annual goal-setting.

Assuring the financial sustainability of the congregation through:

- Strategic short- and long-term financial planning.
- Recommending an annual budget for congregational approval and assuring effective programs of giving.
- Authorizing capital campaigns.

Providing oversight and monitoring by:

- Overseeing compliance with state and federal law.
- Evaluating congregational performance on Mission.
- Evaluating the Board's own performance on key tasks.
- Evaluating the Minister's(s') performance [as head of staff] in a model of partnership.

Ensuring engagement of the congregation by:

- Reporting to the congregation.
- Providing opportunities for open communication, discernment and partnership.

1.5 Election and Duties of Board Officers

1.5.1 Board members will elect the officer positions of Board President, Vice-President, Secretary, and Treasurer at a special Board meeting immediately following the February Congregational meeting.

1.5.2. In addition to any duties defined by the Article 7 of the bylaws, the officers have the following responsibilities:

- The Board President prepares the Board's agenda, facilitates or arranges for facilitation of Board meetings, and works in partnership with the Minister(s) and Executive Director to ensure productive partnership between the Board and staff.
- The Vice President assists and substitutes for the Board President upon request.
- The Secretary ensures the accuracy and accessibility of Board records, including the minutes and Board policies. Minutes will be distributed to the Board members ideally within a week after the meeting. The Secretary sees that minutes and Board policies are promptly posted on the church website. The Board Secretary is responsible for seeing that the church bylaws and the Board the Governance Manual are updated with any changes approved by the congregation and Board respectively.
- The Treasurer supports fulfillment of the Board's financial oversight responsibilities by working with the staff to ensure that appropriate financial reports are made available to Board members on a timely basis. The Treasurer is responsible for directing the annual financial audit or review. The Treasurer appoints a Finance Team in collaboration with the Executive Director and chairs the team. The purpose of the Finance Team is to support the work of the Treasurer and Executive Director, and to expand financial leadership development and congregational knowledge about the finances of the church. *(Specific wording under development)*

1.6 Board Covenant and Code of Conduct

(Insert current covenant)

The Board expects of itself and of its members ethical, businesslike, and emotionally sensitive conduct, in keeping with the Unitarian Universalist values and principles. The members and the Board as a whole commit to responsible use of the authority vested in them by the congregation. By accepting membership in the Board of Trustees, each Trustee acknowledges their legal and moral responsibilities to act on behalf of the church and to fulfill the obligations of Board membership.

Trustees must first be loyal to the interests of the congregation.

The Board shall speak with one voice. Although unanimity is not required, the Board's group decision must be unambiguous, recorded in policy, and upheld by all members of the Board as if it had been a decision that each made individually. No member has the authority to speak for the Board unless specifically authorized to do so by the whole Board. When expressing their personal views to other congregants, Board members should strive to avoid possible misunderstandings in such communications, if that potential exists, by making it explicit that a personal opinion is being expressed.

Norms expected of members of the Board include:

- Practice timely and respectful communication in preparing for the meeting.
- Respect each other's time.
- Communicate if you cannot attend the meeting or will be late.
- Share the workload and be willing to ask for support.
- Send reports, minutes, agenda, and information for Board meetings to the President or their designee in a timely fashion, ideally at least five days prior to the meeting.
- Read reports, minutes, agenda, and information to prepare for the Board meeting.

1.7 Board Transparency

The Board and its teams, committees and task forces will:

- Make agendas, reports, and meeting minutes available on the church website at least 48 hours before each regular meeting, and, when feasible, at least 24 hours before each special meeting.
- Provide avenues for comment on issues on the meetings' agendas;
- Accommodate observers at meetings;
- Make documents submitted for consideration in open session publicly available, except when by covenant or law they should be confidential.

1.8 Conflicts of Interest

This policy reflects the Board's determination

- 1) to prevent the personal interest of elected or appointed Trustees from interfering with the performance of their duties to the church, and
- 2) to prevent such members from receiving personal, financial, or professional gain at the expense of the church.

Elected and appointed Trustees are therefore required to disclose any competing financial, personal, or professional obligations or interests that interfere, could interfere or could reasonably have the appearance of interfering with their ability to perform their required duties in a fair and objective manner. Such disclosure and any Board action relating to the disclosure shall be recorded in the meeting minutes.

This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofits and religious organizations.

A conflict of interest is defined as a conflict between the private interests and official responsibilities of a member of the Board of Trustees. This includes, but is not limited to, the following:

- **Financial interest:** receiving personal gifts or loans from third parties dealing or competing with the church; having any kind of financial interest in any third party dealing with the church.
- **Personal interest:** relationship to another Board member, employee, or contractor of the church by blood, adoption, marriage, or domestic partnership.
- **Professional Interest:** holding office, serving on the board, participating in management or ownership, or being otherwise employed (or formerly employed) by any third party dealing with the church; using church time, personnel, equipment, or supplies for other than church approved activities, programs, and purposes; being in a position with another organization that leads to approaching the same donors on behalf of both organizations^[CM14].

1.9 Accountability and Removal of Board Members

The Board commits itself and its members to ethical, professional and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members and officers. The Board has the right to hold members accountable, including when they fail in their duties or disrupt the body's work, with a maximum sanction of expulsion from the Board.

Examples of inappropriate conduct include, but are not limited to:

- Concealing or ignoring conflicts of interest.
- Violating confidentiality regarding matters discussed in executive session.
- Exerting unapproved individual authority over the organization.
- Making unapproved public statements to outside entities.
- Being repeatedly absent from board meetings.
- Violating the Bylaws.
- Violating the Board or Church Covenant in a serious and/or continued manner.

Before a vote to remove a Board member, the Board shall provide written advance notice to the member of its intent and offer the member the opportunity for a hearing before the Board. Removal of a Board member shall require a vote of at least two-thirds of the remaining Board members.

1.10 Board Advisory Committees, Task Forces and Teams

The Board of Trustees establishes Advisory Committees, Task Forces and Teams to assist the Board to govern and generally not for administration, program management, or to make decisions on the Board's behalf. Advisory Committees, Task Forces and Teams will communicate with the Board regularly, and will not speak or act for the Board except when given specific authority to do so.

Advisory Committees, Task Forces and Teams established by the Board may include one or more Trustees as voting members. The Board will approve the appointment of members of Advisory Committees, Task Forces, and Teams of the Board.

(Language under development: Endowment and Audit as advisory committees of the Board. Widening the Circle was established as a task force. Any other advisory committees?)

1.11 New Board Members

The Board shall ensure that new Board members are provided training and/or mentoring opportunities for the duties and responsibilities of Board service.

2. DELEGATION TO THE STAFF AND LAY LEADERSHIP

2.1 Global Delegation

The Board hereby delegates its authority to manage the work and resources of the church, except as expressly limited by these policies, to the Minister(s). The Board, Minister(s) and Senior Staff Team shall work collaboratively to carry out the Mission of the church.

2.1.1 Senior Staff Team

The Minister(s) manage(s) the work of the church in collaboration with the Senior Staff Team. In addition to the Minister(s), the Senior Staff Team may include the Executive Director, Director of Family Ministry, Director of Music, and any other staff member who reports directly to the Minister(s).

The Board expects the Senior Staff Team, individually and jointly to:

- Lead and unify the paid and volunteer staff in directing their efforts toward the fulfillment of the UUCB Mission and Vision and in concert with Unitarian Universalist principles.
- Exercise judgment and consult appropriately in ensuring compliance with the Bylaws, Board policies, and applicable laws and regulations.
- Uphold a high standard of ethical and professional conduct.
- Pursue achievement of Ends adopted by the Board of Trustees by adopting annual staff team goals and objectives in support of the Ends.
- Advise the Board of Trustees on Board policy or Board initiatives appropriate for UUCB to fulfill its mission and the Board to achieve its Ends.
- Submit data, information and analyses requested by the Board of Trustees in a timely, accurate, complete, and understandable fashion, to measure success in meeting the Ends and the mission of the church.
- Inform the Board of Trustees in a timely manner of relevant trends, public policy initiatives, anticipated adverse media coverage, and material external and internal changes, particularly changes in the assumptions upon which any Policy has previously been established.

- Advise the Board of Trustees if the Senior Staff Team perceives the Board to be out of compliance with the provisions of this governance document, the bylaws or federal or state law.
- Avoid public statements about the official position of the congregation or Board of Trustees on controversial social, political, and/or congregational issues beyond what the congregation or Board has formally and explicitly adopted as positions of record. Nothing in this policy shall be construed so as to infringe the fundamental principle of freedom of the pulpit.
- Inform the Board of Trustees of all significant changes in, deletions of, or additions to administrative policies and regulations.
- Ensure that a complete and current set of all church policies, including all those formulated by the Board of Trustees, Senior Staff Team, or Congregation, is readily accessible to church members.
- Supply for the Board's agenda all items delegated to the Senior Staff but required by law, Bylaws, or contract to be Board-approved.

2.1.2 Executive Director

The Board entrusts the Executive Director (ED), under the supervision of the Minister(s), with management of the financial and operational aspects of the church and with ensuring clear policies, procedures and safety protocols for asset management (people, financial, facilities, equipment, databases).

Only decisions of the Board acting as a whole and communicated to the ED are binding. The ED may confer with individual Board members, Committee members or congregants and has the discretion to refuse requests from individuals or committees.

The ED is accountable to the Minister(s) and the Board for the performance of the organization. However, if the ED makes choices that the Board did not envision or finds objectionable but does so based on a reasonable interpretation of Board policies, the Board's remedy is to amend its policies.

2.1.3 Executive Advisory Team (Specific language under development)

The Executive Director shall appoint an Executive Advisory Team to advise the Minister and Executive Director on administrative policy and operations. The Team's function is to serve as a congregational sounding board for executive staff about administrative and operational issues and solutions, and a conduit for congregants to bring administrative and operational issues and solutions to the executive staff. Executive Advisory Team advice shall not be binding.

In addition to the Executive Director and the Minister, the members of the Executive Advisory Team at the minimum shall include:

- Board of Trustees President, or their designee from the Board
- Treasurer, or their designee from the Finance Team
- Program Council liaison

The Executive Director or Minister may appoint additional members, at their discretion.

2.1.4 Staff Accountability

All staff members are ultimately accountable to the Minister(s) as detailed in Section 8.2.5 of the UUCB Bylaws.

2.2 Limitation of Global Delegation Related to Personnel Decisions

The Board expects the Minister(s) or their designee to take the lead in the selection, hiring, supervision, and discharge of all paid staff.

2.2.1 Hiring Senior Staff

Before filling a Senior Staff position, the Minister(s) must request the Board nominate a Search Committee inclusive of key stakeholders. After receiving the Search Committee's recommendation, the Minister selects and presents to the Board a final candidate for approval.

2.2.2 Hiring Non-Senior Staff

Hiring decisions for Non-Senior Staff are made by the Minister(s) or Executive Director, who must consult with the direct supervisor for the position, and should consult with key stakeholders before making these decisions.

2.2.3 New Positions

New permanent staff positions are created through the budget process. The Minister(s) or Executive Director may create and fill temporary positions, provided that they can be funded within established budgetary limits.

2.2.4 Employment at Will

All paid staff are employees at will, unless the Board approves the terms of a contract that states otherwise.

2.2.5 Termination

The Minister(s) will promptly notify the Board President when a Senior Staff member is under consideration for termination^[24]. Whenever possible, before terminating a Senior Staff member, the Minister(s) will discuss the matter with the Board in executive session and seek the Board's support; however, the ultimate decision rests with the Minister(s). The Minister(s) or Executive Director shall notify the Board President when any staff member has been terminated. Prior to discharging a paid staff member, the Minister(s) or designee must ensure that the decision complies with applicable laws, Board policies, contracts, and the Employee Handbook.

2.3 Execution of Contracts

2.3.1 Except as provided in Section 2.3.2, no one other than the Executive Director (ED) or their designee shall execute any contract on behalf of the church. The ED and expressed designee shall not enter any contracting arrangements that fail to serve the church's Ends Statements. The ED is encouraged to consider preferential purchase contracts that allow the church to more fully live its values.

2.3.2 Any contract of \$10,000 or more, other than regular personnel contracts, requires the authorization of the Board President, who may, at their discretion, submit the matter to the Board. Termination or breach of such a contract requires approval by the Board.

2.3.3 Contracts for goods and services shall not be awarded to the following: members of the Board of Trustees, or members of these persons' immediate families. Nothing in this limitation shall preclude awarding contracts to church members who are not in the positions of leadership listed above.