

Unitarian Universalist Church of Berkeley

Governance Manual and Policy Book

Adopted by the Board of Trustees

February 7, 2024

Table of Contents:

| | | |
|------|--|----|
| 1. | Congregation Authority, Direction and Covenant..... | 4 |
| 2. | Principles, Mission, Vision, and Ends Statements..... | 5 |
| 2.1 | Unitarian Universalist Association (UUA) Principles | |
| 2.2 | Mission Statement of the Unitarian Universalist Church of Berkeley | |
| 2.3 | Vision Statement of the Unitarian Universalist Church of Berkeley | |
| 2.4 | Widening the Circle of Concern Vision Statement | |
| 2.5 | Ends Statements | |
| 3. | Board Governance..... | 7 |
| 3.1 | Philosophy of Governance | |
| 3.2 | The Work of the Board of Trustees | |
| 3.3 | Policy Development and Adoption | |
| 3.4 | Board Meetings | |
| 3.5 | Board Officers | |
| 3.6 | Board Covenant and Code of Conduct | |
| 3.7 | Conflicts of Interest | |
| 3.8 | Accountability and Removal of Board Members | |
| 3.9 | Board Committees, Task Forces and Teams | |
| 3.10 | Board Liaisons | |
| 3.11 | New Board Members | |
| 4. | Delegation to the Staff and Lay Leadership..... | 17 |
| 4.1 | Global Delegation | |
| 4.2 | Limitations of Global Delegation Related to Personnel Decisions | |
| 4.3 | Execution of Contracts | |
| 5. | Care for Paid Staff..... | 20 |
| 5.1 | Personnel Manual | |
| 5.2 | Equal Opportunity | |
| 5.3 | Freedom from Workplace Harassment | |
| 5.4 | Whistleblower Protection | |
| 5.5 | Grievance | |
| 5.6 | Conflict of Interest Policy (for Paid Staff) | |
| 5.7 | Staff Performance Reviews | |
| 5.8 | Fair Compensation | |
| 6. | Lay Leadership..... | 22 |
| 6.1 | Program Council | |
| 6.2 | Nominating Committee | |
| 7. | Care for Members, Active Attendees and Visitors..... | 24 |
| 7.1 | Welcoming Congregation | |
| 7.2 | Universal Access | |
| 7.3 | Membership | |

1. CONGREGATION AUTHORITY, DIRECTION, AND COVENANT

1.1 Congregation Authority and Direction

The Bylaws of the Unitarian Universalist Church establishes a Board of Trustees as its governing body.

Section 6.1 of the Bylaws states that the Board of Trustees shall establish and maintain a Governance Manual, and that this manual shall:

1. Specify broad policies, priorities, and long-range goals for the Church;
2. Specify how day-to-day management responsibilities are delegated by the Board to other persons, groups, and/or committees;
3. Specify how the Board shall monitor and assess the performance of the persons, groups, and/or committees;
4. Specify what procedures will be employed by the Board when it modifies the manual;
5. Serve as a record of ongoing policy decisions made by the Board; and
6. Be made available to all church members on request.

Under the authority and direction in the UUCB Bylaws, the Board of Trustees has adopted this Governance Manual. As policies continue to be created and refined, the Board will update the Governance Manual and make the updated manual readily available to the congregation.

This Governance Manual 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.

The Board records all of its actions in its minutes. Board actions intended to authorize others to make decisions or to control multiple decisions over time will be considered Board policy and will be recorded in the Governance Manual.

1.2 Covenant

The Board of Trustees commits to operating within the Covenant of the church, as approved by the Congregation.

2. Principles, Mission, Vision and Ends Statements

2.1 Unitarian Universalist Association (UUA) Principles

In performing its duties and responsibilities as a Board of Trustees of a member congregation of the Unitarian Universalist Association (UUA), the Board affirms and promotes the UUA Principles in their entirety.

2.2 Mission Statement of the Unitarian Universalist Church of Berkeley

The mission of the Unitarian Universalist Church of Berkeley is to create loving community, inspire spiritual growth, and encourage lives of integrity, joy, and service.

2.3 Vision Statement of the Unitarian Universalist Church of Berkeley

The Unitarian Universalist Church of Berkeley is a welcoming and vibrant congregation. We joyously support spiritual development guided by individual faith, reason, and conscience. We are committed to serving one another, the church community, the community at large, and the global community. We foster a spirit of generosity and trust that encourages care for our church home, and affirm diversity and relationships consistent with Unitarian Universalist principles.

2.4 Widening the Circle of Concern Vision Statement

We, the trustees of UUCB commit ourselves to championing racial justice, embodying anti-racist practices, and confronting and dismantling white supremacy culture and all forms of oppression (including but not limited to racism, sexism, ableism, homophobia, transphobia, classism, ageism, xenophobia and religious oppression, including anti-Semitism and Islamophobia) in everything we do. We commit ourselves to working towards “Widening Our Circle” by embracing the following principles:

Congregational spiritual practice and actions of anti-racism and anti-oppression are essential to our congregational life.

Continuous learning and healing are necessary on this journey toward Racial Justice because racism and oppression are persistent, ever-changing and embedded in our psyches and societal structures. In our search for truth and meaning, we grow in awareness, recognizing that our actions have consequences.

Accountability and responsibility for eliminating white supremacy, racism and oppression are crucial to all we do personally and as a congregation and church organization.

Brave perseverance guides us. We know the way forward will not be easy. As we face hard truths about ourselves and within our current congregational culture, we stay in the room when things get difficult.

Worship supports spiritual growth and radical inclusion and is a time for reflection and introspection. We recognize that not every worship service will speak to all.

Broadening our perspective brings joy as we see a world opening us up to new possibilities, new partnerships and change we never could have envisioned.

We strive to lead our children by example so that they too will become anti-racism and anti-oppression agents of change.

White supremacy culture is pervasive, personal, and abhorrent. It is not “out there,” somewhere else, in someone else. We strive to remain vigilant in acknowledging the effects of white supremacy culture in ourselves and our congregation, that we may heal and grow toward our chosen values.

Doing the work is vital—educating ourselves, creating inclusive worship services, developing emotional tools for responding to criticism and change, and becoming consequential in the wider community.

We always ask ourselves, “How will we widen our circle? How will we matter to the world?”

2.5 Ends Statements

UUCB is a vibrant multicultural, anti-racist, anti-oppressive congregation:

Reaching Out

We embody and share Unitarian Universalism.

Our communities experience UUCB as an active and dynamic partner in pursuing societal and environmental justice.

People rely on UUCB in times of need.

Reaching In

We invite people of goodwill to make a spiritual home with us.

We celebrate the diversity of our congregation in the fullness of who we are.

We reach out to one another across differences to connect in shared purpose.

We have fun!

Building Up

We are generous with our time, talent, and treasure.

We steward our financial resources responsibly.

We are comfortable, open, and transparent in discussing both personal and congregational financial matters.

(Ends approved by the Board of Trustees May 2, 2018)

3. BOARD GOVERNANCE

3.1. Philosophy of Governance

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

- Discerning, articulating, and promoting the long-term mission, vision and well-being of the congregation;
- Being accountable to the moral ownership of the church; the moral owners are everyone on whose behalf the Board pursues the mission of the church, including past, present, and future members of the church;
- Setting goals and making strategic choices;
- Creating and sharing written policies to guide the congregation's ministry;
- Monitoring and evaluating the congregation's leadership, including the Board itself;
- Working in partnership with the Minister, staff, other leaders, and the congregation towards achieving the mission

3.2 The Work of the Board of Trustees

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 Ends¹.
- Reviewing, updating, and creating policies to guide decisions and actions.
- Strategic planning, including environmental analysis², long-range projections, engaging in discernment about the future.
 - Setting annual goals and objectives to guide budgeting, staff planning, and Board agendas and direction.

Assuring the financial sustainability of the congregation through:

- Strategic short- and long-term financial planning.

¹ **Ends** relate not to what we will be doing, but to the difference we intend to make in people's lives. Ends get right to the heart of why a congregation exists. The Board of Trustees first adopted Ends, which it reviewed and revised periodically, when UUCB transitioned to "policy-based governance," and began using some of the Policy Governance® methodology created by John Carver. The Board approved the current Ends in 2018, after a process with the congregation facilitated by the Revs. Schmidt.

² **Environmental Analysis** is the process that examines all the components, internal or external, that have an influence on the performance of the organization. The internal components indicate the strengths and weakness of the entity whereas the external components represent the opportunities and threats outside the organization.

- 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 functions.
- Review of financial position relative to budget and balance sheet
- Evaluating the Minister's(s') performance in a model of partnership.

Ensuring engagement of the congregation by:

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

3.3 Policy Development and Adoption

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 may contact a Board member.

The Board will strive to consider significant new policies or significant amendments to existing policies over at least two meetings, 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, add approved policies to the Governance Manual at least annually, and note the change in a Log of Changes.

Approximately every four years, or more frequently if needed, the Board shall appoint a task force to review and propose updates to the Governance Manual to reflect changed conditions, revised governance insights, or updated Board direction.

3.4 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 through posting on the church website. Notice of any special meetings of the Board, other than Executive Sessions, shall be posted on the church website and, if feasible, via electronic communication.

Regular meetings of the Board typically will take place on an electronic conference platform, such as Zoom; at the minimum this platform helps enable attendance by Trustees and congregants who may have home responsibilities, be traveling, or are otherwise restricted. Meetings typically will be recorded. In instances of time urgency, the President may call for a vote of the Board by email. Any action so taken must be unanimous per California law.

All Board meetings and the records thereof shall be open to UUCB members, except as provided for in the Bylaws. Attendance by persons other than UUCB members may be authorized by the Board President, Minister, or Executive Director.

3.4.1 Executive Session

The Board President is authorized to convene meetings of the Board that are not open to the congregation, for purposes pursuant to the Bylaws. Such meetings are called Executive Sessions, and also may be called Board retreats, Board team building, or Board training. The Board typically will meet in Executive Session prior to the start time of the regular meeting, at a time designated by the Board President, and may also take place after the conclusion of the regular meeting if called by the Board President. Agenda items in Executive Session are limited to those provided for in the Bylaws; this includes personal check-ins from individual Board members for purposes of team building.

3.4.2 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, but must do so at least two weeks before the meeting unless otherwise permitted by the President. The inclusion and/or timing of the item on the agenda is at the discretion of the President. The agenda and related materials shall be made available to Board members and published to the website at least two days prior to the meeting.

3.4.3 Use of Consent Agenda

The Consent Agenda contains items of information and routine or administrative actions. Usual Consent Agenda items will include minutes of the previous meeting (for formal approval); informational reports from Board Committees, Task Forces, Officers, the Program Council or its programs, and Staff; or Board appointments. Any Board member may request that any item be removed for questions or separate consideration. The President will decide where on the agenda a removed item will be considered.

3.4.4 Discussion/Action Agenda

The Discussion/Action agenda is intended primarily for matters calling for Board deliberation and direction on mission, vision, policy, and strategic planning. Other items might include issues requiring Board discernment on values or goals; that are of significant impact on ministry, finances or the health of the church; that pertain to the Board's oversight role or require fiduciary or moral leadership by the Board. Additional examples include consideration of information presented by a task force, committee or team.

3.4.5 The Board Packet

The board packet will contain the following:

- A reminder of the time and place of the meeting, including the video conference link
- Minutes of the previous meeting (latest draft)

- Reports from the Executive Director and Treasurer
- Any written materials from the Minister
- Reports from 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.

Background information about each new discussion/action agenda item. Items of significant length shall include a one- or two-page summary of what the Board is being asked to consider.

3.5 Board Officers

3.5.1 Election of Officers

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.

3.5.2 Co-Officers

The Board may elect two of its members to serve as Co-Presidents or Co-Vice Presidents, The Board may appoint two members of the congregation to serve as Co-Secretary or Co-Treasurer. Upon election or appointment of co-officers to a position, those co-officers shall report back to the Board by the next regular meeting on how the duties and responsibilities of the position will be met by the two individuals, for purposes of clarity and accountability.

3.5.3 Board Officer Responsibilities

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 and Congregational 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, chairs the Nominating Committee, and oversees congregational elections. The Vice President convenes the Awards Committee, although the President may appoint to this role a past president who is serving on the Board.
- The Secretary ensures the accuracy and accessibility of Board records, including the minutes and Board policies. The Secretary prepares draft minutes for review by the President and Vice President within a week following each meeting and within two weeks of the meeting distributes them to the full Board. The Secretary ensures records of minutes are maintained for permanent church access in accordance with any church archive policy and sees that they are promptly posted on the church website.

- 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 chairs the Finance Committee.

3.6 Board Covenant and Code of Conduct

We as the UUCB Board of Trustees agree:

- To stay committed to the practice of right relations, especially when we disagree;
- To recognize the trust, and the many responsibilities that this “sacred commitment” signifies;
- To listen attentively to each other and the congregation, and to make yourselves available to have those conversations;
- To be caring, respectful, present and open-minded;
- To work together to make the changes the congregation needs, as we keep the best interests of the congregation above our own;
- To support and trust each other in our work;
- To remember the goal of our work is to build a thriving, loving congregation and to live into our mission;
- To be unafraid in the face of hard decisions, to be unafraid of making mistakes, knowing that we will learn from them if we do, and to be unafraid of challenging sacred cows; and
- To come to decisions we all feel we can support while recognizing diverse views.

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; specifically, Trustees are expected to:

1. Be loyal to the interests of the mission of the congregation, above personal preferences, friendships or other allegiances.
2. Accept that the Board shall speak with one voice. Although unanimity is not required, the Board’s group decision must be 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.
3. Adhere to these norms of Board practices:
 - Send reports, corrections to the draft minutes, and background information for decisions to the secretary in a timely fashion, ideally 5 days prior to the meeting.
 - Communicate if you cannot attend the meeting or will be late.
 - Read reports, minutes, agenda, and information to prepare for the meeting.

- Respect each other's time. This means a conscious attempt to self-monitor how much "space" you need to occupy when raising your concerns.
- Share the workload and be willing to ask for support.

3.7 Conflicts of Interest

This policy reflects the Board's determination:

- 1) to prevent the personal interest of elected or appointed Trustees and members of financial Board committees 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, and members of Board Committees on Finance, Endowment and Audit are therefore required to disclose any competing financial, professional, or personal 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.

3.8 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.

3.9 Board Committees, Task Forces and Teams

The Board of Trustees establishes ongoing Committees, and finite-termed Task Forces and Teams to accomplish specific objectives as defined by the Board. These bodies assist the Board in governing and are generally not for administration, program management, or to make decisions on the Board's behalf.

Board Committees, Task Forces, and Teams will report to the Board at least annually on work completed, underway and contemplated, and any recommendations for new or amended Board policy or other actions. Board Committees, Task Forces, and Teams will not speak or act for the Board unless given specific authority to do so.

Board Committees, Task Forces, and Teams may include one or more Trustees as voting members. The Board will approve appointment of Committee, Task Force and Team members, or may delegate that appointing authority to the Board liaison or Board member of the Board Committee.

Due to the financial and fiduciary nature of the Finance Committee, Endowment Committee, and Audit Committee, members of those Committees shall adhere to the Board Conflict of Interest policy in Section 1.6.

3.9.1 Finance Committee

The role of the Finance Committee (FC) is to bridge an important administrative middle ground and provide better communication and another layer of oversight among the Board, Treasurer, and Executive Director. The FC will be the stand-in for the Congregation, a back-stop and partner to the Treasurer and Executive Director (ED) and will assist as needed in turning data into useful "information" (a primary job of both the Treasurer and the ED).

The overall purpose of the FC is to assist the Board in its oversight of the congregation's finances. The committee's work may include:

- Ensuring that routine financial reports, such as the monthly Treasurer's report, are clear and useful.
- Helping to educate Board members to have an adequate understanding of the congregation's financial status.
- Taking responsibility for thoroughly understanding the annual budget and acting as a stand-in for the Board, so the Board does not have to go over the budget line-by-line.
- Providing support to the ED, Treasurer, and staff when asked for financial information by the Board.
- Providing support on an as-needed basis to staff, Treasurer, and stakeholders to prepare the annual draft budget for the May Congregational Meeting.
- Developing and reviewing church financial policies, as well as procedures to implement those policies. Documenting all policies and working with the Board Secretary to have new policies or eliminated policies appropriately reflected in the UUCB Governance Manual and/or Bylaws.
- Creating a checklist of items to review as part of year-end closing of the books.
- Frequency of Meetings: In non-audit years, the FC typically will meet quarterly unless otherwise directed by the Board or in case of fiscal emergency.

3.9.2 Endowment Committee

The overall purpose of the Endowment Committee is to manage, invest, and grow the assets of the congregation that are the result of bequests and other contributions to the church's Endowment or Quasi-Endowment (aka Board-designated Endowment) (see *Bylaws 9.2.2*). The Endowment Committee is also tasked with encouraging such bequests and contributions. The Endowment Committee shall exercise oversight of all Endowment and Quasi-Endowment assets, including recommendations of off-campus money managers.³ It shall recommend to the Board how investment of those assets shall be managed, consistent with the Bylaws and this Governance Manual. The Board may delegate such oversight responsibility to the Endowment Committee with respect to specific assets of the church that do not otherwise qualify as True or Quasi-Endowments.⁴ Unless otherwise directed by the Board, the Endowment Committee shall undertake efforts to grow the Endowment and the Quasi-Endowment by encouraging the congregation to make acceptable gifts to the church for this purpose, consistent with the policies set forth in the Bylaws of the Church and this Governance Manual.⁵

³ Currently managed by the UUA.

⁴ E.g., in the past and currently, Endowment Committee oversight has included the Calkins Trust, a Pooled Endowment Fund, and Lawrence Lecture Fund, three examples. Oversight entails checking on the rate of return of each fund at their respective financial institutions and responding to queries re these funds by the Board and other interested parties in the Congregation, e.g., Treasurer of the Lawrence Lecture Fund.

⁵ E.g., in the past, this has taken the form of "Wake Now Our Vision", sponsored by Shelter Rock UU Congregation and the UUA, and by our own internal work in growing our Maybeck Legacy Society membership wherein the EC records UUCB members intentions to leave UUCB something in their wills or Trusts. The EC also is committed to making a more concerted effort to provide education to the Congregation at large on acceptable wording for designating UUCB as a recipient of bequests from estates and gifts while Congregants are still living.

The Endowment Committee shall be composed of at least three members approved by the Board of Trustees. Each member shall be appointed to a three-year term, which may be renewed for a total of six years. In the absence of qualified members, a current member may exceed the six-year limitation until the Endowment Committee is able to both find and train replacement members who can then function effectively. In addition, the current Board Treasurer shall serve in an ex officio capacity on the Endowment Committee and attend meetings.

See Section 7, *Endowment Fund Investment Policy*

3.9.3 Audit Committee

The Board of Trustees will appoint a three-member Audit Committee including at least one current Board member other than the Treasurer. The committee is responsible for choosing and securing an auditor, financial reviewer, or other independent financial oversight functions that are required under the Bylaws. The committee receives and reviews the auditor's or the financial reviewer's report and findings, and reports on the audit or financial review to the full Board of Trustees at the meeting of the Board immediately following receipt of the report.

3.9.4 Awards Committee

The Awards Committee shall be comprised of past presidents of the Board of Trustees who are currently UUCB members and the incumbent Vice President, who shall serve as its convener.

The Committee shall recommend to the Board of Trustees a list of names to receive the church's Flaming Chalice, Schweitzer Medal, and any other special awards, as defined in the Awards Policy. Upon approval of the award recipients by the Board, the Committee is responsible for notifying the recipients and arranging for the presentation of the awards at a congregational meeting.

See Also: *Awards Policy*
Awards Summary

3.9.5 Bylaws Task Force

In accordance with the Bylaws, the Board of Trustees shall appoint an independent Bylaws Review Task Force at least once every three years. The Task Force shall consist of at least five members with no more than two members of the Board of Trustees. The Task Force shall review the Bylaws for relevance, appropriateness, and agreement and consistency with the Governance Manual, and follow the provisions in the Bylaws for recommending amendments.

See Also: *Bylaws 9.6*

3.9.6 Widening the Circle Committee

The charge of the Widening the Circle Committee is to be a supportive and advisory visionary body and working group that works in collaboration with UUCB programs to aid UUCB's growth and commitment to being an Anti-Racist, Anti-Oppressive, Equitable and Inclusive congregation and church organization.

The committee and staff will discern the use of the currently proposed recommendations and develop with the congregation, over time, new ideas and action plans that support the spirit and intent of the UUA's Widening the Circle of Concern book. The committee's work may include:

- Supporting and coordinating the implementation of Board-approved recommendations from the Widening the Circle of Concern Task Force report (released August 2021).
- Coordinating the discussion of the Widening the Circle of Concern Task Force report within the congregation to ensure understanding of and promote engagement with the work.
- Working in concert with the Education for Liberation Development Team (ELDT). The ELDT would report to the Widening the Circle Committee.
- Regularly communicating with the congregation to ensure that UUCB programs are following through on the congregation's commitment to Anti-Racism, Anti-Oppression, Equity and Inclusion.
- Giving guidance in accordance with ongoing recommendations from the Commission on Institutional Change of the UUA, which includes providing expertise to and collaborating with staff so that staff and congregational values are congruent.

The Widening the Circle Committee includes up to two Board members, the Executive Director and Minister (ex-officio) and seven other church members with commitment to Anti-Racism and Anti-Oppression work, approved by the Board of Trustees. Each member shall be appointed to a term of one to three years, which may be renewed for a total of six years. In the absence of interested members, a current member may exceed the six-year limitation until the Widening the Circle Committee is able to both find and train replacement members who can then function effectively.

3.10 Board Liaisons

Annually the Board will designate a Liaison to each Board Committee and to other committees or program areas of the church, at the Board's discretion.

- Board Liaisons will serve each committee either through attendance at committee meetings or through consistent communication with the Chair of each committee.
- Board Liaisons will suggest agenda items to the Board President when issues of concern to a committee warrant consideration by the Board.
- A high priority for each Liaison is to represent and continually inform the Board of the life of each committee.
- Board Liaisons will educate committees on new Board policies or other work of the Board relevant to the Committee. Each Liaison serves as an educator to the Congregation through committee conversation about the processes of the Board.
- Board Liaisons will provide guidance and support to committees during the budget development process.
- Board Liaisons will provide input and guidance to committees when their planned actions or questions might impact Board Policies.

3.11 New Board Members

The Board shall annually convene Board retreat session(s) with new Board members for purposes of team building and training. New Board members are expected to familiarize themselves with this Governance Manual and the Bylaws.

4. DELEGATION TO THE STAFF AND LAY LEADERSHIP

4.1 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 Senior Minister(s). The Board, Senior Minister(s) and Senior Staff Team shall work collaboratively to carry out the Mission of the church.

4.1.1 Senior Staff Team

The Minister(s) manage(s) the work of the church in collaboration with the Senior Staff Team. In addition to the Senior 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 Senior 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.
- To exercise judgment and consult appropriately in ensuring compliance with the Bylaws, Board policies, and applicable laws and regulations.
- To uphold a high standard of ethical and professional conduct.
- To pursue achievement of Ends adopted by the Board of Trustees by adopting annual staff team goals and objectives in support of the Ends.
- To 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.
- To 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.
- To 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.
- To 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.
- To 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 as infringing on the fundamental principle of freedom of the pulpit.

- To inform the Board of Trustees of all significant changes in, deletions of, or additions to administrative policies and regulations.
- To 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 available on the church website.
- To supply for the Board's agenda all items delegated to the Senior Staff but required by law, Bylaws, or contract to be Board approved.
- To maintain up-to-date contracts with intern and community ministers, securing Board approval as needed.

4.1.2 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 or 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.

4.1.3 Executive Advisory Team

The ED shall appoint an Executive Advisory Team to advise the Senior Minister(s) 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 on the executive staff.

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

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

The ED or Senior Minister(s) may appoint one or more additional member(s), at their discretion.

4.1.4 Staff Accountability

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

4.2 Limitations of Global Delegation Related to Personnel Decisions

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

4.2.1 Hiring Senior Staff

Before filling a Senior Staff position, the Senior Minister(s) shall consult with the Board about the composition of a Search Committee that is inclusive of stakeholders. After receiving the Search Committee's recommendation(s), the Senior Minister(s) selects and presents to the Board a final candidate for approval.

4.2.2 Hiring Non-Senior Staff

Hiring decisions for Non-Senior Staff are made by the Senior 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.

4.2.3 Community Ministers

Formal affiliation as a UUCB community minister requires a written covenant approved by the Board of Trustees and the Senior Minister(s).

4.2.4 New Positions

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

4.2.5 Employment at Will

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

4.2.6 Termination

The Senior Minister(s) must promptly notify the Board when a Senior Staff member is under consideration for termination. Whenever possible, before terminating a Senior Staff member, the Senior 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 Senior Minister(s). The Senior Minister(s) or Executive Director shall notify the Board promptly when any staff member has been terminated. Prior to discharging a paid staff member, the Senior Minister(s) and/or Executive Director must ensure that the decision complies with applicable laws, Board policies, contracts, and the Personnel Manual.

4.3 Execution of Contracts

4.3.1 Contract Standards

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

4.3.2 Approval

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.

4.3.3. Limitations

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.

5. CARE FOR PAID STAFF

UUCB intends to be a fair, ethical, and attractive employer; to achieve high staff morale and productivity; and to protect members of the staff from all forms of injustice and abuse related to their employment.

5.1 Personnel Manual

The Executive Director will maintain an up-to-date Personnel Manual that complies with all applicable legal requirements. The Personnel Manual must provide adequate policies and procedures to give practical effect to the principles identified in Board policies. It will be the responsibility of the ED to keep the Board informed of the content of and changes to the Handbook.

5.2 Equal Opportunity

UUCB is committed to equal employment opportunity for all individuals. Decisions about recruiting, hiring, training, promotions, compensation, benefits, and all similar employment decisions must be made in compliance with all federal, state, and local laws. UUCB is committed to non-discriminatory, non-bias hiring practices with regard to age, race, color, ethnicity, cultural identity, national origin, ancestry, citizenship, immigration status, religious and spiritual beliefs, sex, gender identity or expression, sexual or affectional orientation, ability/disability, neurodiversity, socio-economic status, education, genetic information, marital status, familial status, status as domestic abuse survivor, housing status, and formerly incarcerated status. UUCB may require employees to respect Unitarian Universalist principles.

5.3 Freedom from Workplace Harassment

Harassment of any kind is prohibited and will not be tolerated. UUCB prohibits conduct directed to its employees that shows hostility or an aversion toward an individual because of any characteristic described in Section 3.2. UUCB also prohibits harassment based on any other classification protected by law, or any other harassment or bullying, whether or not protected by law.

Any action that has the purpose or effect of creating an intimidating, hostile, or offensive work environment; has the purpose or effect of unreasonably interfering with an individual's work performance; or otherwise adversely affects an individual's employment opportunities is strictly forbidden. Retaliation against individuals who make a claim of discrimination, or participate in the investigation of such a claim, is prohibited by this policy and will not be tolerated.

Sexual harassment is prohibited and will not be tolerated. This policy applies to sexual harassment by anyone toward anyone regardless of gender. Unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature constitute sexual harassment when submission to the conduct is made either explicitly or implicitly a term or condition of employment.

The aforementioned actions and behaviors are also considered sexual harassment when submission to or rejection of the conduct is used as a factor in employment decisions affecting the individual. The aforementioned actions and behaviors are also considered sexual harassment when the conduct unreasonably interferes with an individual's employment or creates an intimidating, hostile, or offensive employment environment.

5.4 Whistleblower Protection

UUCB shall protect employees who make any lawful disclosure of information on a matter of UUCB concern, when they have reason to believe they are reporting a violation of any law, mismanagement, gross waste or misappropriation of UUCB funds or assets, a substantial and specific danger to public health and safety, or other alleged wrongful conduct. Further, UUCB prohibits adverse actions being taken against employees, volunteers, or any UUCB member in knowing retaliation for such disclosure. Any person found to have so violated this Policy shall be disciplined, up to and including termination from employment or expulsion from membership.

5.5 Grievance

It is the policy of UUCB that an employee shall have access to a grievance process as specified in the Personnel Manual, for all grievances including those based on discrimination, harassment, or any other basis. If the grievance is not resolved through the specified process, the employee may seek a review by the Board of Trustees. The resolution determined by the Board of Trustees will be binding upon the employee, all staff, and the congregation. The grievance process is the employee's way of protesting what they perceive as an improper termination or improper terms placed on the termination or resignation. The process is the employee's right and may not be denied or averted.

5.6 Conflict of Interest Policy (for Paid Staff)

This policy reflects the Board's determination

1. to prevent the personal interest of paid staff members from interfering with the performance of their duties to the church, and
2. to prevent such staff members from receiving personal, financial, or professional gain at the expense of the church, beyond the terms of their employment.

Staff members are therefore required to disclose any competing financial, professional, or personal 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.

A conflict of interest is defined as a conflict between the private interests and official responsibilities of a paid staff member. 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 a Board member, another employee, or contractor of the church by blood, adoption, marriage, or domestic partnership; serving in a supervisory capacity to another staff member so related.

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.

5.7 Staff Performance Reviews

The Minister(s) or ED organizes and leads annually a systematic process of developmental performance reviews for all UUCB staff under their supervision. Each staff member participates in the process with their supervisor, and all final reports are signed off by the Minister(s) or ED as appropriate.

5.8 Fair Compensation

UUCB strives to maintain fiscal and ethical integrity with respect to compensation of employees. Thus, UUCB shall fulfill employment agreements in terms of hours of work, wages, and benefits. Employment agreements will be offered within the confines of the projected annual budget. UUCB's goal is to follow the UUA guidelines for fair compensation.

6. LAY LEADERSHIP

It is the intention of UUCB to build strong lay leadership through participation in program development and presentation; participation in the governance of the church; leadership training and development; and turnover in leadership positions.

6.1 Program Council

UUCB has many committees, teams, and other groups that are active in fulfilling the mission of the church. In seeking greater collaboration amongst groups, greater involvement of groups in the church's governance, and greater fulfillment of the church's mission and Ends, the Board has established a Program Council.

6.1.1 Program Council Charge

The charge to the Program Council is to support and expand fulfillment of the church's mission and achievement of its Ends by:

- Maximizing communication, support, and collaboration among groups of the church supporting and advising the work of the Minister(s).
- Consulting with the Minister(s) about new or changed initiatives.
- Advising the Executive Director, through the Executive Advisory Team, about programmatic impact on operations, administrative policies, and communications.
- Handling operational responsibilities as designated by the Executive Director or Minister(s) in consultation with the Program Council.
- Encouraging leadership growth.
- Coordinating among groups and collaborating with church staff on community outreach and membership development.
- Ensuring visitors are welcome into church programs open to the community.
- Encouraging membership participation in programs, projects, events, and activities.
- Considering and pursuing program or project initiatives from church groups and congregants, within the mission and budgeted resources of the church.
- Conducting an annual review of programs' and committees' descriptions, mission statements, and charges.
- Informing the Board of Trustees about program activities through transmittal of Program Council meeting minutes or other summaries.

6.1.2 Program Council Leadership

The Council will be coordinated by a Convener, who will have a set term not to exceed three years, and who shall not serve more than two consecutive terms. The Convener will be responsible for convening regular meetings of the Council. Either the Convener or a Program Council Liaison chosen by the Program Council and approved by the Board of Trustees shall serve on the Executive Advisory Team.

6.1.3 Program Council Composition

The Council will be comprised of representatives of program and operational groups in the church. The specific representation may be modified by the Council in consultation with the Minister(s) and reported to the Board. The current composition includes representatives from:

1. Adult Education and Exploration
2. Buildings & Grounds
3. Chalice Circles
4. Communications
5. Family Ministry
6. Finance/Fundraising
7. Membership
8. Music and Arts
9. Pastoral Care
10. Social Justice
11. Worship

6.2 Nominating Committee

A Nominating Committee is established and conducts its business in accordance with Section 6 of the Bylaws to identify candidates to nominate for vacant seats on the Board of Trustees. In selecting candidates to nominate, the Committee should seek the following group characteristics among board members:

- Diversity (such as racial, gender identity, sexual orientation, and age/generation)
- Varied experience in different UUCB program areas
- At least some members experienced with budgets/finance

Individual characteristics useful in Board service include:

- Communication and interpersonal skills
- Familiarity with how UUCB functions and/or previous experience in a leadership position at UUCB or other organization
- Commitment to anti-oppression/anti-racism
- Energy and time to commit to the work.

While the Committee shall hold in confidence individual names under consideration until and unless they are announced as candidates, it should welcome questions about Board service and the nominating process. The Committee shall hold a candidates' forum open to members of the congregation at least two weeks before the election.

7. CARE FOR MEMBERS, ACTIVE ATTENDEES AND VISITORS

It is the policy of UUCB to provide members and guests with a safe and welcoming environment. The staff is responsible for ensuring compliance with all sections of this policy and for developing procedures to implement as necessary.

7.1 Welcoming Congregation

UUCB is a welcoming, inclusive, and vibrant congregation! We strive to be a community where all people are cherished and differences celebrated, and where no one is excluded or silenced because of age, race, color, ethnicity, cultural identity, national origin, ancestry, citizenship, immigration status, religious and spiritual beliefs, sex, gender identity or expression, sexual or affectional orientation, ability/disability, neurodiversity, socio-economic status, education, genetic information, marital status, familial status, status as domestic abuse survivor, housing status, and formerly incarcerated status. We invite all to share in the fellowship, ministry, worship, service, leadership, challenges, and joys of our congregation's life.

7.2 Universal Access

UUCB is committed to making its premises and activities safely and conveniently accessible to persons with disabilities, meeting or exceeding all applicable legal requirements.

7.3 Membership

Membership requirements are defined by the UUCB Bylaws. The Board of Trustees delegates to the Minister responsibility for ensuring there is an annual review by staff, with congregant advisors as appropriate, to determine the membership standing and eligibility to vote of all members and to report the certified membership number to the UUA and to the Board of Trustees. The Board of Trustees authorizes the Minister(s) to waive the financial contribution of record in cases of hardship.

See also: *Bylaws*

7.4 Safety

See also: *Safety Policy*
Facilities Policies

7.4.1 Alcohol

UUCB is committed to the use and consumption of alcohol only in a safe and responsible manner. All federal, state and local laws governing the serving and/or sale of alcohol shall be observed. No person under 21 shall consume alcohol at any UUCB-sponsored event, even with parental consent. This policy applies to all UUCB-sponsored events, whether held on-site or off-site, as well as to non-UUCB-sponsored events held on UUCB property.

7.4.2 Building Safety and Security

The staff shall ensure that all UUCB programs are safe for participants and staff; that facilities are maintained in a safe, sanitary, and secure condition; that hazards are corrected promptly; that required licenses and inspections are kept up to date; and that access to UUCB buildings is limited to those who have legitimate business there.

7.4.3 Child Protection

UUCB is committed to providing a safe and nurturing environment for children and youth. The staff shall create and maintain procedures for the selection, training and supervision of all persons who work with children and youth, as well as other procedures as necessary to ensure the safety of persons 18 years of age or younger.

See also: *Childcare Policies and Procedures*

7.4.4 Emergency Planning

The staff shall create and maintain a written plan for responding to reasonably foreseeable emergencies, including medical emergencies, fire, toxic conditions, weather problems, threatening communications, active-shooter, power outages, natural disasters, shelter-in-place orders, and other circumstances that create or threaten to create dangerous conditions.

7.4.5 Firearms, Weapons and Hazardous and Contraband Materials

No one may carry a firearm on UUCB property except for on-duty law enforcement officers or security personnel hired by UUCB. Other weapons and hazardous and contraband materials shall be regulated in the church's safety policy.

7.4.6 Smoking

Smoking is prohibited on all UUCB property and at all off-site UUCB-sponsored events.

7.5 Right Relations

The strength, well-being and reputation of UUCB depend upon a sense of fellowship among the members, guests, and staff, which thrives in an atmosphere of trust, respect, and cooperation. The staff shall create and maintain procedures to deal with any instances of harassment, including sexual harassment, disruptive behavior, and other actions that are a violation of right relations.

8. CARE FOR FINANCIAL RESOURCES

The activities of the Unitarian Universalist Church of Berkeley (UUCB) involve the handling of substantial funds for which the church is financially and legally responsible. The size and complexity of church operations require that sound accounting and business practices be used in their performance. The following policies provide guidance to Staff, Councils, Teams, Committees and the Board of Trustees to discharge adequately and efficiently their obligations and responsibilities to the Congregation.

8.1 Federal, State and Local Regulatory Compliance

While conducting church business, members, active attendees, staff, and other persons affiliated with the church shall comply with federal, state and local laws and regulations.

8.2 Tax-Exempt Status

No member, staff person, or other person affiliated with the church shall take any action that could jeopardize the congregation's tax-exempt status under local, state, or federal law.

8.3 Insurance

The church shall carry Property, Liability, and Directors and Officers Liability insurance at levels required by law or recommended by industry standards.

8.4 Document Retention

UUCB retains all documents required by local, state, and federal government agencies for the legally required amount of time. These documents may include, but are not limited to, tax records, personnel files, and financial records. Documents recording the history of the church shall be appropriately stored at the church in a manner that maintains the integrity of the documents. Storage location, format, and duration for such materials shall be determined in consultation with the UUCB Archivist(s), if the position is filled.

See also: *Archives Policy dated 1/21/1999*

8.5 Purchasing and Contracting

UUCB practices sustainable stewardship of infrastructure and financial resources in purchasing and contracting, with attention to legal and insurance requirements and best practices, with procedures for long-range planning and timely response to urgent events. For expenditures over \$5,000 competitive bids will be solicited except for emergencies or where there is not a viable alternative.

8.6 Financial Controls

With guidance from the Finance Committee, and to ensure the integrity of church finances, the ED and Treasurer are responsible for:

- Reviewing and revising internal controls
- Ensuring there are sufficient responsible and available signatories on all church financial accounts, which require approval by the Board of Trustees. Allowable

signatories generally include the Executive Director, Minister, current and past Treasurers, Assistant Treasurers, and current members of the Board of Trustees

- Designating responsibility for preparing checks
- Organizing and overseeing ongoing internal review of financial transactions

The Board will appoint an Audit Committee that will be responsible for implementing the Bylaws provisions regarding regular audits and reviews.

8.7 Cash Flow

The Board of Trustees is responsible for ensuring that there is a contingency plan in place to respond to significant expected, unexpected, or unpredictable financial contingencies the church may encounter, as well as predictable variations in cash flow. The Board-Designated Endowment funds may serve as reserve funds under the management of the Endowment Committee and in accordance with Board policies and the Bylaws.

8.8 Fundraising

UUCB engages in activities to generate the income needed to fund the UUCB budget, including the Annual Pledge Drive and special events, concerts, sales, auctions, gatherings, and other activities that shall be planned in a given year. Fundraising activities are to be coordinated with attention to minimizing competition and distraction, especially for the Annual Pledge Drive as the core funding source for the church. Publicity for special purpose or program-related fundraising should not conflict with major all-church/General Fund fundraising. In accordance with the policy on Global Delegation, the Executive Director has final approval of the fundraising cycle.

See also: *Fundraising Policy*

8.9 Plate Donations

With the exception of Christmas Eve plate donations, one half of the funds received as worship service plate donations shall be contributed to a Good Neighbor non-profit organization recommended by the Social Justice Council. UUCB's General Fund will receive the other half of the plate donations. The full amount of the plate donations received on Christmas Eve shall be deposited in the Minister's Discretionary Fund, for use by the Minister to assist individuals and/or organizations at the Minister's discretion.

8.10 Gift Acceptance

UUCB encourages donors to minimize restrictions or conditions on gifts. UUCB reserves the right to decline any gift that is inconsistent with the mission of UUCB or its tax-exempt status, that creates an undue administrative burden, or that causes UUCB to incur excessive expenses.

See also:

Gift Acceptance Policy

Donor Restricted Gift Acceptance Policy

8.11 Sharing of Donors' Financial Information

UUCB is committed to creating a culture of engagement and generosity among its members. Financial support to the congregation should be acknowledged, celebrated, and done so in ways that are sensitive to the complex feelings that surround the topics of money, giving, and people's personal resources.

Recording and soliciting donations to the congregation requires that a limited number of volunteers and staff know the names and amounts of donations and pledges made to UUCB. The Finance Committee will be responsible for maintaining procedures to limit access to information about individual donations and pledges.

9. ENDOWMENT COMMITTEE AND ENDOWMENT FUND INVESTMENT POLICY (Summary)

See also:

Bylaws Article 9, General Provisions

9.1 Scope and Purpose

The purpose of this policy is to provide the framework for the investment management of the Unitarian Universalist Church of Berkeley (UUCB) Endowment Fund assets.

This policy sets forth the investment objectives for the Endowment Fund as developed by the UUCB Endowment Committee and adopted by the UUCB Board of Trustees.

9.2 Authority

The UUCB Endowment Committee (EC) reports to and gets its authority from the UUCB Board of Trustees. Accordingly, the EC has no direct authority to invest assets or make distributions from the UUCB Endowment. Its role is to make recommendation to the BOT in these areas and to implement what the Board decides. In performing its functions, the EC and the Board shall be governed by California Law as embodied in the Uniform Prudent Management of Institutional Funds Act (UPMIFA) found in Probate Code Sections 18501-18510, by any applicable Federal Law and Generally Accepted Accounting Principles, and by the following policies. When necessary, the EC, and the Board, shall consult with legal counsel and accountants on issues that may arise regarding the Endowments.

9.3 Duties and Purpose

9.3.1 Activities

In carrying out its duties, the EC will oversee both the Permanent Endowment and the Board Designated Endowment (also called “quasi-endowment”), in accordance with the Bylaws.⁶

9.3.2 Seeking New Gifts

Unless otherwise directed by the Board, one of the main functions of the EC shall be to undertake efforts to increase both the “true” endowment and the “quasi” endowment by seeking new gifts to UUCB, now and in the future. As part of this effort, the EC shall educate the congregation about why gifts to the endowment can be a profound personal choice as well as about the nature of the many ways they may give to UUCB, especially via wills and estate planning. The EC shall also educate members on how historic gifts to the endowment have already helped us weather costly deferred building maintenance challenges and how new planned legacy gifts will grow in value and offer future stability and security to UUCB, creating a strong foundation upon which the church can build and grow.

9.4 Endowment Designations

The EC shall maintain clear records of all gifts made to the endowment(s) to the degree necessary to enforce any restrictions that were placed on the gifts by the donor. These records shall clearly delineate between what is a true endowment and what is a quasi-endowment. Other “reserve funds” of the church if any there be now or in the future, shall NOT be co-mingled with Endowment funds, and the EC shall have no responsibility with respect to such reserve funds.

9.5 Gifts to the Endowment

9.5.1 Guidelines

Guidelines for what kinds of gifts the church will and will not accept may be found in the *Donor Restricted Gift Acceptance Policy* and the *UUCB Gift Acceptance Policy*. Gifts of less than \$10,000 shall generally not be made part of the endowment but rather shall be used to meet the general operating expenses of the church. However, the church will generally honor a donor’s specific instruction that such a gift only be used for a specific purpose. See *Bylaws Section 9.1.1.4*.

9.5.2 Endowment Gift Terms

When a gift of endowment is offered to the church, if it is possible to do so, the EC will work with the donor, and if deceased, the donor’s Estate Executor or other legitimate representative of the donor, to clarify the terms of the gift and the donor’s intentions. Once these are ascertained, the EC shall communicate them to the Board, and if the Board approves per the Gift Acceptance Policies, accept the gift.

⁶ On the difference between a Permanent Endowment and a Quasi Endowment, see, generally this article by attorneys who are expert in this field: www.dwt.com/insights/2020/04/accessing-charitable-endowment-funds.

9.5.3 Appreciation

The EC shall develop a method for showing the church’s appreciation for all pledged estate gifts, for endowment gifts received and accepted, and for periodically informing the congregation of all endowment gifts received.

9.6 Investment Objectives

A. The overall investment objective of the Endowment Fund is to support the annual operating needs of UUCB by simultaneously investing in a way that upholds UU values and preserving the future real value of the assets. The Board-designated quasi-endowment can also be used for emergencies, funding loans, and/or capital improvements. Per the Bylaws section 9.1.1.1, repayment may be required.

B. Total Return Basis. Investment management of the Fund will be on a total return basis. The goal of the investment manager(s) will be to achieve a competitive total rate of return for a balanced investment account over the market viewed long-term with no greater than average market risk.

C. Preferred Investments. UUCB seeks to emulate the UUA’s practice of investing in or avoiding specific companies or aggregates according to their performance in the areas of environmental, social and corporate governance conduct.

D. Asset Mix. The assets are to be broadly diversified in order to minimize the risk of a large loss. The following asset ranges should provide enough flexibility to meet both the long-term and short-term objectives, subject to periodic review.

| | |
|-------------------------|---------|
| Equities | 35%–50% |
| Fixed Income | 20%–30% |
| Alternative Investments | 30%–40% |
| Cash Equivalents | 0%–10% |

Within each equity asset class there will be further appropriate diversification among domestic and international equities, among industries and sectors, and among market capitalization.

9.7 Disbursements

9.7.1 Annual Distribution Recommendations

The EC shall recommend to the Board the amount of the annual distributions, which should be made from the endowments to further the operations of the church and all its various programs. It shall be up to the Board how these distributions should be apportioned; however, in those instances where a donor has expressed an intention that the gifted assets be used for a certain purpose, the EC shall so note. While the Board will rely on recommendations made by the EC regarding “true” endowments, the Board shall make sure the distribution carries out the donor’s intent. Regarding the “quasi” endowment, the decision on use of those distributions will be within the discretion of the Board in accordance with the Bylaws.

9.7.2 Base Payout

Annually, the EC will calculate the level of base payout, which will be 4% of the 13-quarter rolling average of each endowed fund. This is calculated by adding the quarterly market values for each fund for the previous 13 quarters ending December 31 of the year previous to the fiscal year of the expected payout, divided by 13. An additional potential payout of from 0 to 1.5% may also be recommended by the EC for Board consideration based on the following:

- the endowment's rate of return for the past 3 years
- the potential effects of inflation or deflation
- the potential use of the funds for "development expenditures." Analogous to capital expenditures, these development expenditures are expected to provide a future return over several years in a way that justifies the expenditure.

Should loans be made from the UUCB Endowment, the unpaid principal of such loans will be considered an investment and included in the endowment total.

The entire amount of the 4% annual payout is to be allocated to the Ladd Griffith Building Fund and used for building repairs as needed.

9.8 External Investment Management

Endowment funds will be managed by the UUA Common Endowment Fund (CEF) as long as the CEF meets the overall objectives of the UUCB Endowment. The EC shall stay in contact with the UUA and report periodically to the BOT as to how the UUCB endowments are doing. The EC may recommend to the BOT, or the BOT on its own may consider some other arrangement.

9.9 Reporting

The Endowment Committee will report to the Congregation at the May congregational meeting. In addition, monthly return reports will be included in the Treasurer's Report.

10. CARE FOR PHYSICAL RESOURCES

UUCB will prudently manage and maintain its buildings and grounds, and all furnishings and equipment, to balance respect for heritage with maximizing benefit to the current and future congregation.

Reasonable and prudent insurance coverage will be provided.

The Buildings and Grounds Team will work in partnership with the Executive Director and Facilities Manager on the upkeep, repair, and appearance of church buildings and landscaping; and the establishment of policies regarding facilities.

11. COMMUNICATIONS

The purpose of UUCB communications is (1) to foster community building by raising the public's awareness of UUCB and its mission, and (2) informing the congregation of programs and events of interest, as well as significant events in each other's lives.

See also:

Communications Policy

Communications Procedures

Social Media Procedures

How Things Work at UUCB

Safety Policy (re: communications with youth and children; safety and emergencies)

11.1 Inclusive Language

UUCB communications strive to be more than merely passively inclusive; wherever appropriate, communications explicitly include groups that have been historically marginalized.

11.2 Content

UUCB communications should be consistent with the UUCB *Covenant of Right Relations* and UUA *Principles*. Operational oversight of all communications that use the UUCB name rests with the Executive Director.

The *Beacon on the Hill* newsletter, the UUCB website, broadcast emails, weekly announcements, and press releases communicate information regarding UUCB programs and activities. Outside events participated in by a recognized UUCB group may also be publicized in these media. Members are encouraged to promote church events and services on social networking websites, Internet discussion groups, and portions of bulletin boards in the church.

Electronic postings on UUCB-affiliated discussion boards that are deemed inappropriate (e.g., for obscenity, sexual content, sales solicitation, etc.), or otherwise contrary to church policy (such as the Privacy or Safety policies) or the UUCB *Covenant of Right Relations* may be removed. The Executive Director will have final authority if a decision on content is needed.

11.3 Intellectual Property

All content must be released by the original author(s) before being distributed via UUCB communications media whether or not the content explicitly displays the copyright mark. All content remains the intellectual property of the author(s) and must be explicitly attributed to them. The person who submits the content is responsible for obtaining all applicable permissions to publish any pictures, names, or other information included in the submission according to copyright laws and the UUCB Privacy Policy, as applicable. Blanket permission may be sought (e.g., at member signing) for specific categories of content.

All designs, layout, themes, and other content constituting UUCB communications are the property of UUCB except for content released by the original author(s).

11.4 Public Representation of the Congregation on Issues

Individuals, Committees, Teams, and Task Forces may speak for themselves, but only for themselves, and not for the congregation as a whole.

Representation on behalf of the congregation may be approved by a vote of the Board of Trustees or by a vote of the congregation at a Congregational Meeting.

Renting does not constitute endorsement: The use or rental of UUCB's facilities by non-UUCB groups does not necessarily imply endorsement or sponsorship of the event, nor endorsement of the renting group by the congregation. Therefore, publicity by non-UUCB groups using our spaces should be designed in such a way that no suggestion of endorsement of sponsorship is implied.

12. AFFILIATION WITH EXTERNAL ORGANIZATIONS

When the congregation as a whole is considering a formal affiliation with another organization, the Senior Minister(s) and relevant Senior Staff shall be solicited for input. Formal membership in or affiliation of UUCB with other organizations may be approved only after careful consideration and after a vote by the Board of Trustees or by a vote of the congregation at a Congregational Meeting.

13. OVERSIGHT

13.1 Cycle of Planning, Evaluation and Review

The UUCB Board of Trustees acknowledges its continuing responsibility for establishing ministry goals, working towards achieving its Ends, and fulfilling the mission of the church.

The Board is committed to fulfilling this responsibility by annually establishing goals and reviewing UUCB's progress in meeting the prior year's goals.

13.2 Monitoring

13.2.1 Financial Reports

The preparation of monthly financial reports is overseen by the Treasurer working with the Executive Director and financial staff and consultants, reviewed by the Finance Committee, and presented to the Board of Trustees in its regular monthly meeting. The reports include an updated status of the Operating Budget and all Funds for restricted use (as documented on the Balance Sheet), and any other significant financial activity or any special funds that may be authorized by the Board, including the status of invested funds.

13.2.2 Staff Reports

The Minister(s) and Executive Director shall prepare monthly reports to the Board of Trustees.

13.2.3 Board Inquiries

The Board may request data, information, or advice from staff to support its regular function. Such requests must come from the Board as a whole and not from individual Trustees.

13.3 Evaluation

13.3.1 Board and Board Committee Self-Evaluation

The Board evaluates the structure and function of the Board of Trustees and its Committees on an annual basis.

13.4 Committee on Ministry

A Committee on Ministry will monitor and nurture the health of the ministry of the congregation. The Committee on Ministry will be comprised of members identified by the Minister(s), and members selected by the Board of Trustees on behalf of the congregation. The Committee members will serve three-year terms.

13.4.1 Evaluation of the Ministry

An assessment of the work of the Minister(s) and the ministry of the congregation will be conducted annually by the Committee on Ministry. The results will be conveyed to the Board of Trustees to support the Board in its monitoring and assessment of the Minister(s) as provided for in the Bylaws.

