

For the meeting of December 2, 2020  
To: UUCB Board of Trustees  
From: Governance Manual Task Force

## **RECOMMENDATION**

Review and comment on the overview and selected excerpts of the draft revised Governance Manual. Additional sections and a final draft will be presented to the Board at upcoming meetings.

## **BACKGROUND**

The bylaws of the church call upon the Board of Trustees to adopt a Governance Manual specifying broad policies, priorities, and plans (see attached bylaws excerpt). From time to time the manual is revised to reflect changes in Board direction. Sometimes revisions are made to reflect changes that have organically evolved, while other times there are proactive amendments to guide future activity. (Current [Governance Manual](#) from the uucb.org website)

In 2019 the Board appointed a task force to review and revise the manual to more accurately reflect current approaches while also advising on other changes to consider. The task force originally consisted of Virginia Silver-Rimbach, Cindy Maxim, Deborah Schmidt, Beth Pollard, and Ann Harlow; in 2020, after significant contributions to the work of the task force, Ann transitioned off to chair the bylaws committee.

The issue for the Board at this time is to provide direction, if any, on the general overview of the updated manual, and – as time allows – on the excerpts presented in this check in.

## **DISCUSSION**

The task force reviewed other congregation policy manuals and chose the Schenectady NY UU Society's manual as a model for its work. The task force endeavored to have the manual be clear, concise, and provide overarching policy guidance from which staff could establish administrative policies and procedures. Furthermore, the Governance Manual is intended to be a living document that is revised as needed. For this check-in with the Board, what is provided are:

1. Overview of table of contents and a change in approach
2. Draft sections covering:
  - Section 1: Board of Trustees
  - Section 2: Delegation to staff

*(Sections or language reflecting modest changes are in light yellow, more significant changes are in dark yellow. Also, it has not been copy-edited, undergone final formatting and confirmation of consistency in headings, completeness of all topics, etc.)*

### Overview:

Table of Contents: The Table provides an overview of the proposed manual structure and its elements. Specifics are subject to change as the draft is completed.

Changes in approach: The proposal is to replace the "Limitations" approach with affirmative policy direction. A focus of the current manual is on what shall not happen or what shall not fail to be done, whereas the task force recommends instead the manual affirmatively state policy direction in terms of what shall or should be considered and done. It still gives discretion in how activities are carried out within the policy direction, so as avoid micromanaging or limiting initiative and

creativity. It is in keeping with the Board's comments when the task force was formed, as well as having the benefit of being more straightforward with expectations.

Monitoring Reports: A companion piece to removing Limitations is eliminating the monitoring reports that on paper were required from the Coordinating Team on its performance in each Limitation. This change reflects current practice and the recognition that the limited if any benefit from them did not justify the workload to prepare them. Instead, there is a section in the Governance Manual on monitoring that will address how performance is monitored.

Board of Trustees: Board policies for its own duties, responsibilities and activities are combined into one section. Provisions for "linkage" and "cost of governance" are not included, while many of the current policies on Board service, duties and responsibilities are included. The conflict of interest policy is condensed and the annual signature process is eliminated. Other changes include:

Finance Team: Appointed by Treasurer in collaboration with the Executive Director to support their work, and to expand financial leadership development and congregational familiarity with church finances. This is intended to reflect the wishes of the current Treasurer and ED, and addresses a vacuum in support, knowledge, and financial leadership.

Accountability and Removal of Board Members: This provision is contained in the Schenectady manual; it would be useful should untenable situations arise.

Advisory Committees: The Schenectady Board of Trustees designates a number of advisory committees that the task force considered but concluded they were a substantial departure for UUCB and not a right fit. (They included: Governance, Oversight, Strategy, Finance, Infrastructure, and Human Resources – as well as Endowment).

Global delegation to staff:

- Defines Senior Staff and expectations
- Clarifies hiring and termination authority consistent with current ministerial agreements and practices
- Reflects the hiring of an Executive Director and the designation of an advisory team. The current manual delegates executive and operational authority to a Coordinating Team appointed by the Board. With the hiring of an Executive Director, that position became responsible for executive functions and operations - with the Coordinating Team serving in an advisory capacity. The proposed revised manual reflects this change; additionally its name is changed from CT to the working title of Executive Advisory Team, with the ED is the appointing authority beyond certain specific positions designated for inclusion.

**NEXT STEPS**

The Governance Manual Task Force will continue working on the manual, incorporating any direction from the Board, and submit to the Board additional sections and a final draft.

Attach:

Draft excerpts

Bylaws excerpt