

## **Unitarian Universalist Church of Davis GOVERNANCE POLICY**

*Adopted by the Board of Trustees on August 8, 2016*

To carry out its responsibility for governing and overseeing the affairs of the Church, the Board of Trustees has adopted the policy-based governance model of church governance. Policy-based governance is based on the concept of separation of powers. The basic premise is that the Board is separate from the staff and lay leaders in the same way that the Legislative Branch of government is separate from the Executive Branch.

Under policy-based governance, the Board's primary job is to establish policies, delegating to the Senior Minister and the Operations Co-Chairs all authority to develop and implement operating procedures, to make decisions, to take actions, and to develop activities true to the Board's policies. By revising its policies, the Board may "undelegate" areas of executive authority but will respect the choices of the Senior Minister and Operations Co-Chairs as long as the delegation continues.

The Senior Minister and Operations Co-Chairs report to the Board as a whole for their areas of responsibility in achieving the Church's mission, vision, and strategic plan. No individual trustee, Board officer, or Board committee has authority over the Senior Minister or the Operations Co-Chairs. However, the Board may make reasonable requests for information about activities in delegated areas.

### **Role of the Board**

The Board seeks to inspire the Church to achieve its mission by strategic, proactive leadership and by delegating executive authority to the Senior Minister and Operations Co-Chairs. The Board focuses primarily on long-term goals or ends, not on administrative or programmatic means of attaining them. Under policy-based governance, the Board:

- Sets up the governance structure.
- Initiates and adopts policies. After policies are discussed and voted upon, the Board speaks with one voice, recognizing that individual trustees lack authority to speak or act on behalf of the Board.
- Conducts monitoring and oversight. The Board assesses the performance of those carrying out the executive function in the context of their compliance with Board policies. Monitoring focuses primarily on achievements (joys) and problems (concerns) rather than on narrative descriptions of activities. Reports from the Senior Minister and Operations Co-Chairs should be included in Board packets, so the Board may review them prior to Board meetings. Monitoring may lead to policy refinements or amendments. The Board also monitors its own process and performance.
- Communicates with the congregation about the Church's mission, goals, and vision. Examples include forums (Conversations with the Board), published Board meeting highlights, letters to congregants, and annual membership meetings.
- Systematically preserves records of its actions.

## **Code of Conduct of the Board**

The Board shall act with ethical, businesslike conduct and proper use of authority. Board members shall:

- Avoid any conflict of interest with respect to fiduciary or other responsibilities as Board members.
- Not use their positions to obtain for themselves, family members, or close associates employment within the Church.
- Temporarily withdraw from Board deliberations, voting, or access to Board information if being considered for employment by the Church.
- Resign from the Board upon acceptance of employment or work as a paid consultant at the Church.

## **Role of the Board Chair**

The Board Chair (or Vice Chair in the absence of the Chair) ensures the integrity of the Board's process. The Chair is the only person authorized to speak for the Board inside or outside the Church. The Chair shall:

- Ensure that the Board behaves consistently with its own rules and with its legal obligations.
- Focus discussion on issues that, according to Board policy, clearly belong to the Board to decide.
- Have the authority to make decisions on behalf of the Board that are consistent with Board policies.
- Avoid making decisions delegated to the Senior Minister or Operations Co-Chairs.

## **Role of the Board Secretary**

To ensure the integrity of the Board's record, the Secretary shall:

- Distribute Board meeting agendas and packets to Board members and others designated by the Board Chair.
- Record and distribute, in a timely manner, accurate ~~Board meeting~~ minutes of Congregational and Board meetings.

## **Role of the Governance & Policy Consultant**

The Governance & Policy Consultant advises the Board, staff, and leadership groups on matters relating to policy-based governance. The Governance & Policy Consultant shall:

- Assist the Church's Board, staff, and leadership groups in drafting, developing, and proposing revisions to Board policies, leadership group charges, and amendments to the Church's Bylaws.
- Review all new or revised policies, leadership group charges, and proposed amendments to the Church's bylaws before they are submitted for Board approval.
- Ensure consistency among Board policies and charges.
- Ensure that Board policies and charges conform to the Church's Bylaws.

- Maintain master copies of current policies.
- Distribute, in a timely manner, to Board members, key staff, Operations Co-Chairs, and the Congregational Administrator electronic copies of all newly approved policies and charges, along with other documents intended for inclusion in the Board binder, on the Church's website, and in the Church's permanent records.
- Assist the Board Chair in preparing for congregational meetings and in ensuring that required meeting notices are duly given.

### **Role of Board Committees**

The Board may establish committees to help carry out its responsibilities. This policy applies only to committees formed by Board action; it does not apply to committees operating under the jurisdiction of the Senior Minister or the Operations Co-Chairs. Board committees shall:

- Have the primary role of preparing policy alternatives and implications for Board deliberation.
- Be established to help the Board to do its job, not to advise or assist the Senior Minister or Operations Co-Chairs.
- Have no authority to exercise control over the Senior Minister or Operations Co-Chairs.
- Speak or act for the Board only when they have been formally given such authority for specific, time-limited purposes.

### **Role of the Senior Minister and the Operations Co-Chairs**

The Senior Minister and the Operations Co-Chairs shall:

- Implement the Church's mission by developing programs, guidelines, and operating instructions consistent with Board policies.
- Collaborate in accomplishing the Church's goals, as set forth in Board ends and vision statements.
- Manage Church operations within the boundaries of prudence and ethics.
- Provide advice and recommendations to the Board that will lead to fully informed Board decisions.
- Encourage volunteer participation of members and friends in the work of the Church.

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