

**FIRST UNITARIAN UNIVERSALIST CHURCH OF SAN ANTONIO
GOVERNANCE PROCESS POLICIES**

Policy 4.0: Global Governance Process Policy

The Board is elected to represent the Congregation in determining and demanding appropriate organizational performance.

Accordingly,

- 1) The Board is the link among the Minister, the Board Committees, the Facilities Team, and the Congregation.
 - a. The Board will engage in regular and intentional linkage activities to deepen its understanding of the views and values of the Congregation and other sources of authority and accountability.
 - 2) The Board will produce written governing policies that, at the broadest levels, address each category of organizational decision.
 - a. Ends: The difference we make in the world.
 - b. Minister Limitations: Constraints on executive authority that establish the prudence and ethics boundaries within which executive activity and decision must take place.
 - c. Board Governance: Specification of how the Board conceives, carries out, and monitors its own task.
 - d. Board-Minister Linkage: How authority is delegated and its proper use monitored.
- 3) The Board will assure Minister performance in compliance with the Ends and Minister Limitations policies.

Policy 4.1: Agenda Planning

1) Annual Retreat/Establishing Priorities. The Board shall act as a group in establishing the priorities for each Board year. The priorities for each year shall be determined at an annual retreat to be held early in each fiscal year. Prior to the annual retreat, the incoming President shall consult with the out-going President and, if necessary, other Board members regarding outstanding priorities and other business of the Board that should carry over to the next year. The President shall direct the planning of the annual retreat, including proposing areas for discussion and consideration by the Board. The Board will consider the inclusion on the annual agenda of outside advisors on topics such as Governance education and education related to ends determination.

2) In addition the Board agenda will include the following items:

- a) Throughout the year, the Board will attend to consent agenda items as expeditiously as possible
- b) Monitoring will be on the agenda if reports have been received since the previous meeting or if plans must be made for direct inspection monitoring.
- c) The Board shall meet with the Committee on Ministry annually to discuss the overall ministry of the Church.

d) A regular evaluation of the Minister's performance will be undertaken at a time determined in dialog with the Minister after a review of monitoring reports received in the last year and after discussion with the Committee on Ministry.

e) The Board shall prepare a recommendation of compensation for the Minister as early as needed for the final determination of Minister compensation, based on budgeting considerations.

f) The Board may schedule an audit or review at their discretion, as need is perceived.

3) Setting the Agenda for Board Meetings. The agenda for all Board meetings should reflect the priorities established by the Board, along with other business being presented to the Board. In consultation with the Vice President and the Minister, the President then shall, consistent with the Board's agreed upon priorities and agreed upon agenda items, facilitate setting the agenda for each meeting to be held, and shall publish the proposed agenda in advance of each such meeting for Board review and comment. A Board member may recommend or request an item for inclusion on the agenda before the scheduled meeting.

Policy 4.2: Role of the President

The President ensures the integrity of the Board's process and represents the Board to congregants and outside parties.

Accordingly,

1) It is the responsibility of the President to ensure the Board behaves consistently with its own rules, the bylaws, and those requirements legitimately imposed upon it from outside the organization.

2) Meeting discussion content will be only those issues which, according to Board policy, clearly belong to the Board to decide, not the Minister.

3) Deliberations will be fair, open, and thorough but also timely, orderly, and kept to the point.

4) The authority of the President consists in making decisions that fall within the policies in Board Governance and Board-Minister Linkage, except where the Board specifically delegates portions of this authority to others. The President is authorized to use any reasonable interpretation of the provisions in these policies.

5) The President, as an individual, has no authority to make decisions about policies created by the Board within Ends and Minister Limitations policy areas. Therefore, the President, as an individual, has no authority to supervise or direct the Minister.

6) The President may represent the Board to outside parties in announcing Board-stated positions and in stating the President's own decisions and interpretations within his or her authority.

7) The President may delegate this authority to another Board member, but remains accountable for its use.

Policy 4.3: Role of the Vice President

The Vice-President is an officer of the Board. The Vice-President shall perform the duties of the President when the President is unavailable or unable to perform those duties. The Vice-President serves as Board liaison to the Leadership Development Committee. The Vice-President may convene, but not sit on, the Trust Fund of Endowments and Community Responsibility Endowment Fund, and shall serve as the Board liaison to these bodies. The Vice President shall ensure a report to the President is rendered annually from each of these committees. The Vice President shall chair the Facilities Team. The Vice President shall assist the President in developing the agenda for all meetings of the Board of Trustees.

Policy 4.4: Role of the Secretary

The Board Secretary is an officer of the Board whose purpose is to ensure the integrity of the Board's documents.

- 1) The assigned result of the Secretary's job is to see to it that all Board documents and filings are accurate and timely.
 - a. Minutes will be current in their reflection of Board decisions.
 - b. Policies will follow Policy Governance principles.
- 2) The authority of the Secretary is access to and control over Board documents.
- 3) The Secretary shall maintain a record of the priorities determined by the Board at the annual retreat.

Policy 4.5: Role of the Treasurer

The Treasurer is an officer of the board who has overall responsibility for Board oversight of the Church finances, in accordance with the bylaws.

In this regard, shall:

- 1) Chair the Finance Committee
- 2) With the Finance Committee and in consultation with the Minister, create the annual budget for approval by the Board of Trustees
- 3) Report to the Board regarding the Church's financial situation in an appropriate and timely manner.

Policy 4.6: Board Members' Code of Conduct

The Board members commit to ethical and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.

Accordingly,

- 1) Trustees should act with due care in carrying out their responsibilities and in making Board decisions. Trustees shall be attentive to the Church by participating in the life of the Congregation, attending Board meetings and preparing themselves as necessary to make informed decisions. Trustees will maintain confidentiality appropriate to issues of a sensitive nature.
- 2) Members will disclose their involvement with other organizations, with vendors, or with any other associations that might produce a conflict of interest.

3) Members must represent unconflicted loyalty to the interests of the Congregation. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or staffs. It also supersedes the personal interest of any Board member acting as a consumer of the Congregation's services

4) Members must avoid conflict of interest with respect to their fiduciary responsibility.

5) There must be no self-dealing or any conducting of private business or personal services between any Board member and the Congregational staff except as procedurally controlled to assure openness, competitive opportunity, and equal access to inside information.

a. When the Board is to decide upon an issue about which a Board member has an unavoidable conflict of interest, that member shall absent herself or himself from not only the vote but also from the deliberation by leaving the meeting.

b. Board members must not use their positions to obtain employment by First UU for themselves, family members, or close associates. Should a member of the Board desire employment, he or she must resign from the Board first.

6) Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in the Board policies.

a. Members' interaction with the Minister or with staff must recognize the lack of authority vested in individuals except when explicitly Board-delegated.

b. Members' interactions with public, press or other entities must recognize the same limitation and the inability of any Board member to speak for the Board or the Congregation except to repeat explicitly stated Board decisions.

c. Members will not express or act on their individual judgments of the Minister or staff performance outside of the Board.

7) Members will support the legitimacy and authority of the final determination of the Board on any matter, without regard to the member's personal position on the issue.

Policy 4.7: Board Committee Principles

The Board may establish committees to help carry out its responsibilities. Committees will be used sparingly to preserve the Board functioning as a whole and will not interfere with delegation from Board to the Minister. Board committees cannot exercise authority over staff.

Policy 4.8: Cost of Governance

The Board will invest in its governance capacity.

Accordingly,

1) Board skills, methods, and support will be sufficient to assure governing with excellence.

a. Training and retraining will be used to orient new and prospective Board members, as well as to maintain and increase existing member skills and understandings.

b. Outside monitoring assistance will be arranged so that the Board can exercise confident control over organizational performance. This includes but is not limited to fiscal audit or review.

2) Costs will be prudently incurred, though not at the expense of endangering the achievement of our Ends,

- a. For training, including attendance at conferences and workshops.
 - b. For audit and other third-party monitoring of organizational performance.
 - c. For surveys, focus groups, opinion analyses, and meeting costs.
- 3) Linkage mechanisms may be used as needed to ensure the Board's ability to listen to Congregational views and values and other sources of authority and accountability.

Policy 4.9: Financial Planning and Investments

Financial planning and investments is a function of the Finance Committee. The Finance Committee operates in accordance with bylaw IX.2.D.

1) Financial planning shall not risk financial jeopardy nor deviate from the Congregation's Bylaws, Ends policies, or Strategic Plan.

Accordingly, the Finance Committee shall not allow budgeting which:

- a. Plans expenditures that exceed conservatively projected revenues for the budget period.
 - b. Omits key planning and/or operational assumptions.
 - c. Assumes unrealistic projections of revenue, expenses, or cash flow.
 - d. Provides less for Board prerogatives during the year than is set forth in the Cost of Governance Policy (see Policy 4.8).
 - e. Commit the Congregation to any initiative that lacks a clear and comprehensive funding plan.
- 2) Managing the investments is a function of the Investment Committee, a sub-committee of the Finance Committee.
- a. First Unitarian Universalist's investments should be guided by two allocation concerns: the primary being lower risk and availability and then consideration for the growth of principal.
 - b. At least the average monthly budget of cash should be retained at all times in the Church's operating account. Once a month, funds should be considered for realignment by the Treasurer.
 - c. Funds should not be held in investments with a maturity greater than two years.
 - d. If more than 30% of the Church's portfolio is invested in stock market investments, no additional funds will be added.
 - e. The Investment Committee shall meet no less than quarterly and will be governed by majority vote.
 - f. The Treasurer will be responsible for implementing and communicating the decisions of the Investment Committee to the Board.