



**FIRST UNITARIAN UNIVERSALIST CHURCH OF SAN ANTONIO
GOVERNANCE POLICIES
V.7
reflects changes made 6/18/2024**

FIRST UU SAN ANTONIO GOVERNANCE POLICIES SUMMARY

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ENDS POLICIES

Policy 1.2: Our Ends

To fulfill our mission, we will:

1. Welcome all people of good will, as they are and as they are becoming, as we connect as depth across difference.
2. Care for one another in times of joy, sorrow, and transition.
3. Equip ourselves, across the lifespan, to articulate our Unitarian Universalist faith identity and live a spirited life of integrity in a search for truth and meaning.
4. Accountably dismantle systems of racism and oppression in ourselves, our church, and greater San Antonio. In particular, we work for:
 - a. Racial justice / antiracism
 - b. LGBTQ+ justice
 - c. Reproductive justice
 - d. Environmental justice
 - e. Immigration justice
5. Share our life-transforming Unitarian Universalist faith with the community.
6. Invest our time, talents, and financial support to steward our church and the resources entrusted to us.

FIRST UNITARIAN UNIVERSALIST CHURCH OF SAN ANTONIO
SENIOR MINISTER LIMITATION POLICIES

Policy 2.0: Global Policy

The Senior Minister is responsible for managing the day to day activities of Church, in doing so, the Senior Minister is empowered to take whatever actions he or she deems prudent to achieve the Ends other than those actions specifically prohibited here.

The Senior Minister shall not cause or allow any practice, activity, decision, or organizational circumstance that is imprudent or in violation of the Bylaws or of commonly accepted business and professional ethics, or is unlawful except where Unitarian Universalist Principles are at risk.

Policy 2.1: Treatment of Congregants

With respect to interaction with the congregants, which includes adult and youth members, friends and visitors to the Church, the Senior Minister shall not allow

- 1) Conditions, procedures or decisions that are harmful or that fail to provide appropriate confidentiality and privacy to congregants, or
- 2) Conditions, procedures or decisions that are unwelcoming to the congregants.

Policy 2.2: Treatment of Staff

With respect to the treatment of paid and volunteer staff, the Senior Minister may not cause or allow conditions that are discriminatory, harmful or unprofessional. Accordingly, he or she shall not operate without written personnel policies that clarify personnel rules for staff, provide for effective handling of grievances, and protect against wrongful conditions and grossly preferential treatment for personal reasons.

Policy 2.3: Compensation & Benefits

With respect to employment, compensation, and benefits to employees, consultants, contract workers, and volunteers, the Senior Minister shall not cause or allow conditions that are manifestly unjust or cause jeopardy to fiscal integrity. Accordingly, he or she may not:

- 1) Change his or her own compensation and benefits.
- 2) Promise or imply permanent or guaranteed employment.
- 3) Set employment terms, set compensation, and benefits to employees, consultants, and contract workers without balancing principles of fair compensation with the financial means of the Congregation.
- 4) Establish or change pension benefits so as to cause unpredictable or inequitable situations, including those that:
 - a. incur unfunded liabilities.
 - b. provide less than some basic level of benefits to all full-time employees,

- c. allow any employee to lose benefits already accrued or promised, or
- d. differentiate among classes of employees with regard to retirement contributions.

The Senior Minister shall not fail to recommend compensation and benefits to the Board.

Policy 2.4: Financial Condition and Activities

With respect to the Congregation's actual, ongoing financial condition and activities, the Senior Minister shall not cause or allow the development of financial jeopardy or deviation from priorities established in the Ends policies or Strategic Plan. Accordingly, the Senior Minister shall not:

- 1) Indebt the Congregation.
- 2) Spend or commit reserve account funds or budgeted contingency funds which represent more than one percent (1%) of the approved operating budget.
- 3) Deviate materially from the defined purpose of any dedicated reserves.
- 4) Be untimely in the settlement of payroll and accounts payable.
- 5) Deviate materially from line item amounts established in the approved budget.
- 6) End the fiscal year with a deficit without Board approval.
- 7) Commit to expenses in a future fiscal year budget.
- 8) Acquire, encumber or dispose of real property.
- 9) Be untimely in the pursuit of receivables.
- 10) In regards to the Minister's Discretionary Fund (MDF)
 - a. fail to use the MDF as part of the church's ministry to members and beyond as deemed appropriate by the Senior Minister.
 - b. use the MDF for the direct or indirect benefit of the Senior Minister, the Senior Minister's family or church staff.
 - c. use the MDF for any item already covered in the church operating budget.

Policy 2.5: Asset Protection

The Senior Minister shall not allow the Congregation's assets and property to be unprotected, inadequately maintained, or unnecessarily risked. To this end, the Senior Minister shall not:

- 1) Neglect to maintain appropriate policies for risk management, safety and security.
- 2) Neglect to maintain policies to protect and respect intellectual property, information and records, both paper and electronic.
- 3) Neglect to maintain a financial internal controls policy, including but not limited to
 - a. segregation of duties
 - b. proper authorization
 - c. adequate documentation and records
 - d. independent checks and audits when requested by the Board.

- 4) Accept any gift that:
 - a. violates the terms of the Church's bylaws, stated mission or ends statements.
 - b. is expected to incur administrative costs exceeding the value of the gift, or would be excessively burdensome to administer.
 - c. is offered with the restriction that retention is not at the pleasure of the Church.
 - d. is use-restricted without disclosing to the donor(s) and documenting the terms of acceptance prior to accepting the gift.
- 5) Withhold a timely notification to the Board of material losses incurred.
- 6) Allow the Congregation, in consideration of Texas law, to be inadequately insured, against
 - a. theft and casualty loss at less than replacement value
 - b. Congregational liability and personal liability of Board members and staff relating to Congregational business.
- 7) Allow the building, grounds or equipment to suffer from improper wear and tear, insufficient maintenance, or environmental degradation
- 8) Fail to provide for building security.
- 9) Endanger the Congregation's public image or credibility.

Policy 2.6: Asset Utilization

The Senior Minister shall not devote Congregational assets to endeavors that fail to support Ends policies or are incongruent with Unitarian Universalist principles. To this end, the Senior Minister shall not:

- 1) Fail to develop and implement policies for building usage, by members, staff and by others, including fund-raising events, that are consistent with the Congregation's Mission, and the Board's Ends policies, that give priority to use by members and staff, and that protect the integrity and cleanliness of the building and the surrounding area.
- 2) Fail to develop and implement policies that permit the fullest practical use of the building by persons with disabilities.
- 3) Fail to develop and implement policies and procedures for reviewing, approving and reimbursing expenses incurred by members and staff on behalf of the Congregation.
- 4) Permit use of Congregational funds or accounts in any manner that endangers the Congregation's tax-exempt, not-for-profit status under federal and state laws.

Policy 2.7: Grants and Contracts

The Senior Minister may not enter into any grant or contract arrangement on behalf of the Congregation that fails to realize the production of Ends or that involves unacceptable means. Accordingly, the Senior Minister shall not:

- 1) Fail to inform the Board with sufficient prior notice of any plan or decision to solicit or terminate a grant or contract that will have a significant impact on programs or that will be in effect for more than a year.

- 2) Fail to adequately assess the qualifications and capacity of a grantor or contractor to fulfill their responsibilities as identified in a grant or contract.
- 3) Fail to administer a grant or contract in a business-like manner that will avoid the appearance of favoritism.

Policy 2.8: Emergency Succession

In order to protect the Church and Board from sudden loss of Minister services, the Senior Minister must not fail to designate and inform the Board of at least one other person familiar with Board and Senior Minister issues and processes, insofar as they pertain to these policies and limitations.

Policy 2.9: Communication and Support of the Board

The Senior Minister shall not permit the Board to be uninformed or unsupported in its work. Accordingly, they shall not:

- 1) Neglect to submit monitoring information required by the Board in a timely, accurate, and understandable fashion, directly addressing provisions of Board policies being monitored.
- 2) Let the Board be unaware of anticipated adverse media coverage, material external and internal changes, particularly changes in the assumptions upon which any Board policy has previously been established.
- 3) Fail to report in a timely manner an actual or anticipated non-compliance with any policy of the Board.

**FIRST UNITARIAN UNIVERSALIST CHURCH OF SAN ANTONIO
BOARD / SENIOR MINISTER LINKAGE POLICIES**

Policy 3.0: Global Board / Senior Minister Linkage Policy

The Board will hold the Senior Minister accountable for the operational organization and for operating under an annual plan approved by the Board.

Policy 3.1: Unity of Voice

Only decisions of the Board acting as a body, stated in officially passed motions, are binding on the Senior Minister.

Accordingly:

- 1) Decisions or instructions of individual Board members, officers, committees or Congregation members are not binding on the Senior Minister except in rare instances when the Board has specifically delegated the exercise of such authority.
- 2) In the case of Board members or committees requesting information or assistance without Board authorization, the Senior Minister can refuse such requests that require, in the Senior Minister's opinion, a material amount of staff time or funds, or are disruptive.

Policy 3.2: Accountability of the Senior Minister

The Senior Minister is the Board's primary link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the Senior Minister.

Accordingly:

- 1) The Board does not have authority over persons who report directly or indirectly to the Minister.
- 2) The Board will refrain from evaluating, either formally or informally, any staff other than the Senior Minister.
- 3) The Board will view Senior Minister performance in relationship to organizational performance; spiritual leadership and initiative; worship leadership; assistance in setting and articulating First UU's vision; professional and inspired performance and oversight of the Church's programs; leadership for serving members in their needs for pastoral care, including crisis intervention and visitation of the homebound, sick, dying, and bereaved, both directly and in conjunction with the Church's own pastoral care program; and ceremonial services and counsel to members of the Church.

Policy 3.3: Delegation to the Senior Minister

The Board will delegate authority to the Senior Minister through written policies that prescribe the organizational Ends to be achieved and describe organizational situations and actions to be avoided, allowing the Senior Minister to use any reasonable interpretation of these policies.

- 1) The Board will develop policies instructing the Senior Minister to achieve defined results, for defined recipients, at a specified cost. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called the Ends policies.
- 2) Each year the Senior Minister and the Board of Trustees will engage in a retreat for the purpose of arriving at specific understandings about the sharing of power and responsibility and goals for the coming year.
- 3) A minimum of twice each year the Senior Minister, the Board of Trustees, and the Committee on Shared Ministry, will meet for the purpose of information sharing about the status of the ministry of the Church.
- 4) The Board will develop policies that limit the authority the Senior Minister may exercise in choosing the organizational means. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Senior Minister Limitations policies.
- 5) As long as the Senior Minister uses any reasonable interpretation of the Board's Ends and Senior Minister Limitations policies, the Senior Minister is authorized to establish any further policies, make any decisions, take any actions, establish any practices, and develop any activities.
- 6) The Board may change its Ends and Senior Minister Limitations policies at any time. As long as any particular set of policies is in place, the Board will support the Senior Minister's choices.

Policy 3.4 Strategic Planning

The Board and the Senior Minister shall collaborate to develop a charge to the Strategic Planning Committee. The Strategic Planning Committee shall act as a steering committee for the strategic planning process. The Strategic Planning Committee shall assist and facilitate the preparation of strategic planning documents, which will include reports on both the long and short-term goals, together with a projection of financial needs for the Church. The Strategic Planning Committee shall submit its report to the Board of Trustees.

- 1) The recommendations from the Strategic Planning Committee shall not be binding upon the Senior Minister or the Board unless or until those recommendations are incorporated into the Board's Policies.

Policy 3.5: Evaluating Senior Minister Performance

The Board will prepare a regular evaluation of the Senior Minister. Performance will be assessed based on the Senior Minister's contract and the First UU's By-Laws and governance policies.

Accordingly,

- 1) Performance will be monitored by regular and systematic reports, according to a schedule set by the Board.
- 2) The purpose of monitoring is to determine whether and to what extent Ends, the Policies and Senior Minister Limitations are being met.
- 3) The Board will acquire monitoring data using one or more of the following methods:
 - a. By internal report, in which the Senior Minister discloses compliance information to the Board;
 - b. By direct Board inspection, in which one or more Board members designated by the Board, or the Board as a whole, assesses compliance with the appropriate Board policy criteria.
- 4) In every case, the standard for compliance shall be any reasonable interpretation of the policy being monitored.
- 5) The Board will develop the monitoring/evaluation jointly with the Senior Minister.

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. Senior 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-Senior Minister Linkage: How authority is delegated and its proper use monitored.

3) The Board will assure Senior Minister performance in compliance with the Ends and Senior 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 and shall be finalized no later than October 1. 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 Shared Ministry annually to discuss the overall ministry of the Church.
- d) A regular evaluation of the Senior Minister's performance will be undertaken at a time determined in dialog with the Senior Minister after a review of monitoring reports received in the last year and in collaboration with the Committee on Shared Ministry.
- e) The Board shall prepare a recommendation of compensation for the Senior Minister as early as needed for the final determination of Senior 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 Senior 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 Senior 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-Senior 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 with Ends and Senior Minister Limitations policy areas. Therefore, the President, as an individual, has no authority to supervise or direct the Senior 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.

Accordingly,

- 1) The Vice-President shall chair the Facilities Team.
- 2) The Vice-President shall assist the President in developing the agenda for all meetings of the Board of Trustees in consultation with the Senior Minister.

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.

Accordingly,

- 1) The Secretary shall see to it that all Board documents and filings are accurate and timely.
 - a. The Secretary will ensure that minutes will be current in their reflection of Board decisions.
- 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.

Accordingly,

- 1) The Treasurer shall chair the Finance Committee
- 2) With the Finance Committee and in consultation with the Senior Minister, the Treasurer shall create the annual budget for approval by the Board of Trustees
- 3) The Treasurer will 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) Board Officers and Trustees will disclose their involvement with other organizations, with vendors, or with any other associations that might produce a conflict of interest.

3) Board Officers and Trustees 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) Board Officers and Trustees 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 Officer or Trustee 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 Officer or Trustee has an unavoidable conflict of interest, that Officer or Trustee shall absent themselves from not only the vote but also from the deliberation by leaving the meeting.

b. Board Officers and Trustees must not use their positions to obtain employment by First UU for themselves, family members, or close associates. Should an Officer or Trustee of the Board desire employment, they must resign from the Board first.

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

a. Officers or Trustees' interactions with the Senior Minister or with staff must recognize the lack of authority vested in individuals except when explicitly Board delegated.

b. Officers or Trustees' 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 Senior Minister or staff performance outside of the Board.

7. Officers and Trustees 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 Senior 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. Funds may be authorized for audit and other third-party monitoring of organizational performance.
 - c. Funds may be authorized for surveys, focus groups, opinion analyses, and meeting costs.

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.

Accordingly,

- 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. Commits the Congregation to any initiative that lacks a clear and comprehensive funding plan.
- f. Fails to include a contribution into a general reserve fund of 2% of pledge income.

- 2) Managing the investments is a function of the Investment Committee, a sub-committee of the Finance Committee.

Accordingly,

- a. First Unitarian Universalist's investments should be guided by two allocation concerns: The primary being lower risk and availability and the second being 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 investment 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.