

Board Governance Policy

History

During our recent two year interim period, GNUUC undertook the work necessary to examine the ways in which our congregation organizes itself to work toward our mission. We used Governance and Ministry by Dan Hotchkiss as our model for exploring this process. This work taught us the importance of approaching congregational life as a complementary balance between policy and ministry. Policy focuses on articulating the goals of our community and the guidelines for working respectfully and successfully. Ministry focuses on accomplishing the work itself.

Policy and Ministry Defined

The Congregation elects the Board to function as its governing body and hires the Minister to serve as its spiritual, programmatic, and administrative leader. The style of leadership shall be consultative, collegial, and inclusive. We shall strive to delegate authority to leaders in proportion to their responsibilities. We expect all leaders to practice open decision making, healthy conflict management, and mutual support in their respective roles.

The Board and the Minister will operate within a framework of policy and ministry. In this framework, policy decisions come from the board and provide concrete guidance for those engaged in GNUUC's ministry. Specific programs and operational decisions come from the Minister, paid staff, and volunteers.

Board Operation

The Board has two primary tasks: set goals for the ministry of the congregation and define best practices through policies for the operation of the congregation. Goals provide direction and inspiration for the work of the congregation. Policies ensure that those goals are attained in a manner consistent with the mission and covenants of GNUUC.

Ideally, the Board will set goals and create policy proactively avoiding actions taken in reaction to events within the congregation. The board seeks consensus in all decisions, resorting to majority rule only when warranted by the perils of inaction. The Board may call upon the expertise of individuals to enhance its understanding, but will never substitute one individual's judgment for the Board's deliberative process.

The board is not occupied with the specific administrative or programmatic means of achieving policy goals. Requests for the Board to act on management issues will be referred to the appropriate program leader for decision.

Board Accountability

The Board is accountable to the congregation for the creation of policies and goals that advance the mission of the congregation.

Conflicts of Interest

Board members shall carry out their duties with undivided loyalty to the congregation and its mission. A conflict of interest exists whenever a board member or close relative of a board member has interests or duties that interfere with the board member's loyalty. Conflicting interests may be financial, moral, political, or theological. If an item of business comes before the board in which any board member may be perceived as having a conflict of interest, the member shall notify the board, recuse themselves from deliberation, and allow the remainder of the board to proceed.

Discipline and Dismissal

Before exercising its authority under the bylaws to remove a board member, the board shall notify the board member in question in writing of its intent and offer the board member a hearing before the board. Pending a hearing, the board may temporarily suspend a board member's voting rights without notice if necessary to protect individuals or the congregation from harm.

If a board member misses more than three meetings in a six-month period, the President shall automatically place the question of expulsion before the board. Other reasons for expulsion include but are not limited to serious violations of the board covenant or conflict of interest policy.

Board Operational Responsibilities

The board will operate transparently according to the GNUUC bylaws. The bylaws require the board to meet at least quarterly and to publish its minutes within two weeks of any meeting.

The board will go beyond the GNUUC bylaws and meet monthly in meetings that are open to any member of the congregation. The President may call a private meeting of the officers of the board. No minutes will be recorded of this meeting and no actions may be taken in this meeting.

Policy Creation Process

Policy documents are the fundamental work of the Board. They establish both institutional authority and ethical accountability for the work of the congregation. Policies will be crafted by following the Policy Creation Template as drafted by the President and Vice-president and adopted by the board.

Establishing Board Working Groups and Committees

The Board may establish **working groups** to help carry out **specific, finite tasks**. The composition of the working group shall include representatives of stakeholders impacted by the operation of the working group. Each working group will receive a written and clear mandate, list of deliverables, and deadline for completion. When the deadline is reached, the working group is dissolved. Working groups report back to the board with appropriate policy recommendations.

The Board may establish **standing committees** to carry out certain **ongoing tasks**. These committees need not be composed entirely of board members. In fact, they should include representatives of stakeholders impacted by the operation of the committee. Each committee will receive a clear written mandate, list of deliverables, and periodic deadlines for completion. These committees will make regular reports to the Board.

The members of a working group or committee are established in one of two ways. Firstly, the board can directly appoint the chairperson and members.

Alternatively, the board can establish the working group or committee then ask the Nominating Committee to identify candidates willing to serve as chairperson, to be approved by the board. Once a chairperson is appointed, the chairperson can work with the Nominating Committee to identify the remaining members of the committee, subject to board approval.

Officer Job Descriptions

President

The President is responsible for the direction and vision of the board. This responsibility is fulfilled by:

1. presiding over and setting the agenda for the annual board retreat in cooperation with the minister,
2. presiding over and setting the agenda for the monthly board meetings,
3. presiding over and setting the agenda for the annual congregational meeting.

Vice-President

The Vice-President has the responsibility to support and assist the President. This responsibility is fulfilled by:

1. helping the President with tasks as requested,
2. performing the duties of the President in the event that the President is absent or unable to perform those duties,
3. provide training and support to the board members in policy governance methods,
4. support board members and committee chairpeople in the drafting of policy documents,
5. help ensure changes proposed during Board discussions get recorded and incorporated into the relevant policy documents.

Secretary

The Secretary is responsible for the accurate communication of the board's actions to the congregation. Specifically:

1. Announce the agenda for public meetings called by the board:
 - a. These meeting may include board meetings, congregational meetings, and town hall meetings called by the board.
 - b. Via Breeze, email the meeting agenda to the "Members" tag.
 - c. Via Breeze, email the board meeting agenda and consent agenda documents to the "Board Committee" tag.
 - d. Via Breeze, text a reminder to check email to the "Board Committee" tag.
2. Circulate the minutes for public meetings held by the board within two weeks:
 - a. Via Breeze, email meeting minutes to the "Members" tag.
 - b. Via Breeze, email meeting minutes to the "Board Committee" tag.
3. Track agenda items across meetings and to conclusion:
 - a. Accepted Reports

- i. Kept as PDFs in the Google drive folder for that board meeting.
- b. Adopted Policies
 - i. Incorporated in the policy handbook.
 - ii. Send email notice to committees named as contributors to the policy.
- c. Deferred Policies
 - i. The Google doc is moved to the Working Documents folder for the next Board meeting.
 - ii. The policy is added to the discussion agenda of the next board meeting.
- d. Accepted Memos
 - i. Memos are emailed to the committees named as recipients of the memo.
- 4. Send PDF copies of adopted policies to the Congregational Administrative Assistant for inclusion in <http://www.nashvilleuu.org/policy-handbook/>
- 5. Save PDF copies of adopted policies to the Policy Handbook Google Drive folder.

Treasurer

The treasurer has these main tasks specified in the bylaws and policy:

- 1. Serve as a resource for questions regarding the monthly Profit & Loss vs Budget Statement and the Statement of Financial Position which are prepared by the Finance Committee.
- 2. Authorize all disbursements of funds of the Congregation in excess of an amount to be set in the policy manual.
- 3. Authorize, with one other board officer, all disbursements of funds of the Congregation in excess of an amount to be set in the policy manual. Except:
 - a. mortgage, insurance, and utilities payments for the church building and grounds
 - b. membership dues or contributions for UUA and Social Action
 - c. payments for the minister's compensation package, including salary, housing allowance, medical, pension, professional expenses, and similar expenses.
- 4. Cooperate with and train the Assistant Treasurer so that the Assistant Treasurer can access records and substitute for the Treasurer as necessary.
- 5. Serve, with the assistant treasurer, as ex-officio member of the Finance committee.

Policy Portfolios

The policy handbook is divided into groups of related policies called portfolios. Each board member has a portfolio to support. A board member is the “go to” person for policy questions related to their assigned portfolio. A board member’s portfolio is their “job” on the board.

Supporting a policy means taking primary responsibility for writing first drafts, soliciting committee and congregational feedback, incorporating changes from Board discussions, and finalizing language for Board approval.

Portfolios Supported by Board Officers

Governance Portfolio - President & Vice-President

This portfolio is supported by the President and Vice President. It covers policies related to the operation of the board and the interactions between the policy and ministry halves of the congregation. It includes these policies and charters:

1. Incorporating Charter
2. Bylaws
3. Board Governance Policy
4. Ministry Policy
5. Congregational Safety Policy
- 6. Policy Creation Policy**

This policy documents the process by which policies are created, serving as a road map for other board members and committees to draft policies for submission to the board.

Financial Portfolio - Treasurer & Chair of Finance

This portfolio is supported by the Treasurer and the Chair of the Finance Committee. It covers policies related to the financial operation of the congregation. It includes these policies:

1. Financial Operations Policy
2. Gift, Donation, and Restricted Funds Policy
- 3. Legacy Giving Policy**

Communications Portfolio - Secretary

This portfolio is supported by the Secretary and covers policies related to the official channels used to spread information to the committees, the congregation, and our community. This includes these policies:

1. Website and Social Media Policy

This refers to communication directly between GNUUC and the public via nashvilleuu.org, Facebook, Twitter, etc. It provides guidelines as to what can be posted on these platforms, who can post them, and when posts should be made.

2. Mass Media Policy

This provides guidance for staff and volunteers when communicating with a mass media outlet.

3. Congregation-wide Messaging Policy

This policy covers use of Breeze for sending messages to entire congregation. Who can send message, when, and why.

4. Public Statement of Position Policy

This policy covers when and under what conditions a statement will be issued on behalf of the congregation. How is the statement drafted? How do we balance the need for rapid response with the need for deliberate reflection. How does this relate to adopting UUA statements of position?

Personnel Portfolio - President & Minister & Chair of Finance

This portfolio is supported by the President, Minister, and Chair of the Board Finance Committee. It covers policies and bylaws related to paid staff of the congregation. This includes these policies:

1. Personnel Policy Manual