

UNITARIAN UNIVERSALIST SOCIETY OF GREATER SPRINGFIELD

GOVERNING POLICIES

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SECTION I: ENDS (EN)

EN-1. Mission (Enacted 5/30/15)

The mission of the Unitarian Universalist Society of Greater Springfield is to realize the free and unrestricted development of the human spirit for the good of all.

EN-2. Values (Enacted 5/30/15)

- **Belonging:** a deep and joyous embrace of one another
- **Creativity:** open in approach, fostering individual gifts and talents
- **Transcendence:** transformation through experiences of the holy
- **Justice:** restoring wholeness by challenging inequality and collaborating in creating peace

EN-3. Ends Statements (Enacted 5/30/15)

The people of UUSGS:

Experience the holy and transform. We, as individuals:

- Within**
- Create space for the emergence of our whole, authentic selves.
 - Develop the spiritual resources to find and keep our balance.
 - Articulate our connection to Unitarian Universalist heritage and tradition.

Build connected, supportive community. We, as members of the congregation:

- Among**
- Ask for and receive companionship in times of joy, sorrow and transition.
 - Expand our talents and find our ministry.
 - Share and appreciate our diversity.
 - Develop leaders and broaden opportunities for leadership.

Act on our values, individually and collectively. We, as members of our communities:

- Beyond**
- Build relationships of friendship, mutuality and joy.
 - Build power and trust in authentic partnerships across barriers that divide.
 - Bring people together to direct positive social change.

These Ends have equal priority, and we will pursue them in such a way that we ensure UUSGS's sustainability as an institution.

EN-4. Moral Ownership (Enacted 5/30/15)

The moral owners of UUSGS are all those who are invested in the free and unrestricted development of the human spirit for the good of all and who see UUSGS as one instrument for its realization.

SECTION II: EXECUTIVE LIMITATIONS (EL)

Through its Executive Limitations policies the Board of Trustees defines the boundaries within which the Executive Team can operate to implement the Board's Ends policies. The Policy Governance method encourages negative wording for Executive Limitation policies (they are sometimes called the "don't do it" policies). These policies define behaviors, actions, and conditions that are not acceptable; they set boundaries. The Executive Team is free to use any operational means that are reasonable interpretations of the boundaries.

EL-1. Global Executive Team Constraint (Approved 4/14/14)

The Executive Team shall not participate in nor allow illegal activity in the administration of the organization. The Executive Team shall not fail to make its best effort to uphold (1) Unitarian Universalist principles, (2) the UUSGS Bylaws, Mission and Ends policies, (3) commonly accepted business and professional ethics and practices, and (4) the law.

EL-2. People and Personnel

EL-2A. Treatment of Congregants (Approved 4/14/14)

Spirit: To establish standards for the treatment of members, friends and visitors.

With respect to interactions with and among congregants, the Executive Team shall not deliberately cause or allow conditions, procedures, or decisions that are unsafe, undignified, unnecessarily intrusive, or that fail to provide appropriate confidentiality or privacy.

Accordingly, the Executive Team shall not:

1. Violate the confidentiality of member financial information, except as required by members of the Finance and/or Stewardship Committees to carry out their responsibilities.
2. Fail to steward facilities that provide a reasonable level of safety, upkeep, access and functionality.
3. Fail to maintain and enforce procedures to ensure the safety of congregants and children while at the Society or at Society functions.
4. Fail to establish, publicize and follow written policies for processing member grievances and suggestions.
5. Fail to limit the use of the membership information to members and friends of the Society for personal, non-commercial purposes.

EL-2B. Treatment of Staff and Volunteers (Approved 4/14/14)

Spirit: To establish standards for the treatment of staff and volunteers.

With respect to the treatment of paid staff and volunteers, the Executive Team may not deliberately cause or allow conditions that are unsafe, unfair or unprofessional.

Accordingly the Executive Team shall not:

1. Discriminate against existing or potential staff based on age, race, religion (except in regard to ministers), color, gender, national origin, ancestry, physical or mental challenge unrelated to job performance, sexual orientation, marital status or any other protected category.
2. Fail to provide job descriptions of Executive Team members for Board approval.
3. Operate without written and publicized personnel policies that clarify personnel rules for paid and volunteer staff, and provide for effective handling of grievances.
4. Fail to ensure that paid staff members receive written reviews at least annually.
5. Prevent staff from grieving to the Board for review and final resolution when (a) internal grievance procedures have been exhausted and (b) the employee alleges that Board policy has been violated.

EL-2C. Compensation and Benefits (Approved 4/14/14)

Spirit: To establish fair compensation for employees and protection of the Society from unfunded liabilities.

With respect to employment, compensation, and benefits to employees, consultants, contract workers, and volunteers, the Executive Team may not cause or jeopardize fiscal integrity or public image.

Accordingly, the Executive Team shall not:

1. Change individual Executive Team members' compensation, benefits, or allocated professional expenses.
2. Promise or imply permanent or guaranteed employment. Employees must be hired in an "at will" status.
3. Establish current compensation and benefits that:
 - a. Deviate materially from the nonprofit or geographic market for the skills employed.
 - b. Create obligations for more than one year or exceed available funding.

4. Establish deferred or long term compensation and benefits that:
 - a. Cause unfunded liabilities to occur or in any way commit the organization to benefits that incur unpredictable future costs.
 - b. Provide less than the established basic level of benefits to all full-time employees.
 - c. Allow any employee to lose benefits already accrued from any forgoing plan.
5. Permit additional duties or hours beyond the job description without re-negotiating compensation.

EL-3. Financial Management

EL-3A. Planning and Budgeting (Approved 4/14/14)

Spirit: To establish that a reasonable budget is prepared and followed.

Financial planning for any fiscal year or the remaining part of any fiscal year may not risk financial jeopardy.

Accordingly, the Executive Team shall not:

1. Allow budgeting that contains too little information to enable credible:
 - a. Projection of revenues and expenses,
 - b. Separation of capital and operational items,
 - c. Tracking of cash flow,
 - d. Disclosure of planning assumptions.
2. Fail to adjust the amount budgeted for non-salary line items during the course of the year if it is projected that a year-end deficit is likely to occur.
3. Fail to operate without a Stewardship Committee.
4. Fail to present a proposed balanced budget (absent legitimate articulated reasons) for Board approval before the annual meeting of the congregation.

EL-3B. Financial Condition and Activities (Approved 4/14/14)

Spirit: To establish boundaries for indebtedness and deviation from budgeted expenditures.

With respect to the ongoing financial condition and activities, the Executive Team shall not fail to follow the spirit of the approved budget or allow the development of fiscal jeopardy.

Accordingly, the Executive Team shall not:

1. Indebt the organization in an amount greater than can be repaid by otherwise unencumbered revenues within 90 days.
2. Fail to settle payroll and debts in a timely manner.
3. Expend any endowment or designated funds other than for the purposes determined at the time of receipt or designation.
4. Conduct inter-fund shifting in amounts greater than can be restored to a condition of discrete fund balances by otherwise unencumbered revenues within 60 days.
5. Shift funds from Endowment to temporarily cover cash flow.
6. Allow actual expenses to deviate materially from the approved budget.
7. Commit the Society to the expenditure of unbudgeted funds in excess of \$1000.
8. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
9. Fail to appropriately pursue unpaid pledges and non-pledge receivables.
10. Authorize a line of credit without the approval of the Board.

EL-3C. Grants and Contracts (Approved 4/14/14)

The Executive Team may not enter into any grant or contracts that require the expenditure of unbudgeted funds or the expenditure of funds in future fiscal years without the review and approval of the Board.

EL-3D. Restricted Gift (Approved 4/16/13)

The Executive Team shall not accept any gift with restrictions that would significantly obligate the organization. (see Gifts Policy)

EL-4. Asset Management

EL-4A. Asset Protection (Approved 4/14/14)

Spirit: To establish protection of financial and physical assets of the Society.

The Executive Team shall not allow the assets to be unprotected, inadequately maintained, or unnecessarily risked.

Accordingly, the Executive Team or their express designees shall not:

1. Fail to insure against theft and casualty losses at replacement value less reasonable deductible and/or co-insurance limits.
2. Fail to insure against corporate liability and personal liability of Board members, staff and volunteers taking into account pertinent statutory provisions for indemnification and exemptions applicable to non-profit organizations.
3. Allow personnel access to material amounts of funds without fiscal controls and oversight.
4. Fail to establish and follow a sound cash-handling procedure.
5. Subject facilities and equipment to improper wear and tear or insufficient maintenance.
6. Unnecessarily expose the organization, its Board, or staff to claims of liability or risk the nonprofit status.
7. Receive, process, or disburse funds under controls insufficient to meet the (Board) appointed auditor's standards or other government standards.
8. Invest operating capital in insecure instruments, including uninsured checking accounts and bonds or CDs of less than A rating.
9. Fail to protect intellectual property, information, and files from significant damage. Ministers of the Society are the sole owners of their intellectual property.

EL-4B. Asset Utilization (Approved 4/14/14)

The Executive Team or their express designees shall not:

1. Fail to use its best efforts to mobilize the Society and staff to fulfill the Society's Ends policies, Unitarian Universalist principles and the Society's Long-Range plan.
2. Fail to use its best efforts to welcome the outside community into the Society's sanctuary and center.

3. Fail to use its best efforts to increase and diversify the membership of the Society.

EL-5. Communication to and Support of the Board (Approved 4/14/14)

The Executive Team shall not fail to inform and support the Board as needed for the successful governance of the organization.

Accordingly, the Executive Team shall not:

1. Fail to submit monitoring data required by the Board in a timely, accurate, and understandable fashion, directly addressing provisions of Board policies.
2. Fail to inform the Board of relevant trends, anticipated adverse media coverage, material external and internal changes, and most importantly changes in 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.
4. Fail to deal with the Board as a whole except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the Board.
5. Fail to allow only the Minister or a designate selected by the Minister to speak for the Society to the public. (see Policy on Public Representation of the UUSGS)
6. Fail to supply information on all items delegated to the Executive Team, yet required by law or contract to be Board-approved, along with the monitoring assurance pertaining thereto.
7. Fail to advise the Board if, in the Executive Team's opinion, the Board is not in compliance with its own policies on Governance Process and Board-Executive Team Linkage.
8. Fail to recommend changes in Board policies as the need arises.

EL-6. Practices

EL-6A. Code of Conduct (Approved 4/14/14)

The Executive Team shall not fail to operate without a procedural policy against misconduct and dishonesty that meets accepted business practices of the accounting industry. For purposes of this policy, misconduct and dishonesty must include but not be limited to:

1. Theft or other misappropriation of assets, including assets of the corporation or others with whom the Society has a business relationship.

2. Misstatements and other irregularities in corporation records, including the intentional misstatement of the results of operations.
3. Forgery or other alteration of documents.
4. Fraud and other unlawful acts.

EL-6B. Teamwork (Approved 4/14/14)

Executive Team members shall not:

1. Fail to speak as one voice after the Executive Team reaches a decision on a particular matter.
2. Fail to include and consult with each other on all significant issues.
3. Fail to honor and support each other's views and positions.

EL-6C. Continuous Operation (Approved 4/16/13)

In the event a member of the Executive Team is unable to participate due to absence or emergency, the remaining team members shall not fail to continue all operations while the Board considers the need for a replacement.

EL-6D. Removal and Replacement (Approved 4/14/14)

Executive Team members shall not:

1. Dismiss another member of the Executive Team without the approval of the Board.
2. Fill a vacant Executive Team position without the approval of the Board.

SECTION III: BOARD-EXECUTIVE TEAM RELATIONSHIP (BE)

BE-1. Global Relationship (Approved 4/14/14)

The Board's connection to Society operations is solely through its designated Executive Team. The Board shall hold the Executive Team accountable for the operational organization, its achievements, and conduct.

BE-2. The Executive Team (Approved 4/14/14)

Spirit: To establish Executive Team composition and replacement of a team member due to emergency.

The Executive Team shall be comprised of the Minister and such other staff or lay leaders as designated by the Board. The Minister shall function as the chair of the Executive Team. In the event a member of the Executive Team is unable to serve due to an emergency or extended absence, the Executive Team shall cover the responsibilities of the missing member until a replacement is designated by the Board.

BE-3. Unity of Voice (Approved 4/14/14)

Spirit: To establish how the Board decides/directs as a group, not as individuals. Only decisions of the Board acting as a body are binding on the Executive Team.

As a result:

1. Decisions or instructions of individual Board members, officers, committees or Society members are not binding on the Executive Team except in rare instances when the Board has specifically authorized such exercise of authority.
2. In the case of Board members or committees requesting information or assistance without Board authorization, the Executive Team is expected to decline such requests that, in the Executive Team's opinion, are disruptive or require a significant amount of staff time or funds.

BE-4. Accountability of the Executive Team (Approved 4/14/14)

Spirit: The Executive Team is the Board's only link to operational achievement and conduct.

Accordingly, the Board considers all volunteer and paid staff (including nonemployee consultants) to be under the authority of and accountable to the Executive Team.

1. The Executive Team shall report to the Board of Trustees.

2. The Executive Team operates and conducts itself in two ways - independently and through volunteer and paid staff (including nonemployee consultants). The exception to this is individuals serving on committees that report to the Board.

Accordingly, the Board shall not:

- a. Give instructions to persons who report directly or indirectly to the Executive Team.
- b. Evaluate, either formally or informally, any staff other than the Executive Team.

The Board shall view Executive Team performance as identical to organizational performance, so that organizational accomplishment of Board-stated **Ends** and operation within the **Executive Limitations** shall be viewed as successful Executive Team performance.

BE-5. Delegation to the Executive Team (Approved 4/14/14)

Spirit: To establish how the Board delegates responsibility and authority to the Executive Team by providing clear statements of goals and limitations, and granting wide latitude in their interpretation and implementation.

1. Board Responsibility

The Board's job is generally confined to establishing top-level policies, leaving implementation and subsidiary policy development to the Executive Team. Accordingly, the Board shall instruct the Executive Team through written policies that prescribe the organizational **Ends** to be achieved within the **Executive Limitations**, allowing the Executive Team to use any reasonable interpretation of these policies.

Accordingly, the Board shall:

- a. Develop policies instructing the Executive Team to achieve certain results, for certain recipients, within a specified budget. These policies shall be developed systematically from the broadest, most general level to more defined levels, and shall be called **Ends** policies.
 - b. Develop policies that limit the latitude the Executive Team may exercise in choosing the organizational **Means**. These policies shall be developed systematically from the broadest, most general level to more defined levels, and they shall be called **Executive Limitations** policies.
2. The Executive Team shall use any reasonable interpretation of the Board's **Ends** and **Executive Limitations** policies to create, develop and institute **Means** and is thus authorized to make all decisions, take all actions, establish all practices and procedures, and develop all activities within the defined boundaries.
 3. The Board may change its **Ends** and **Executive Limitations** policies, thereby shifting the boundary between Board and Executive Team domains. By doing so, the Board changes the latitude of choice

given to the Executive Team. But as long as any particular delegation to the Executive Team is in place, the Board shall respect and support the Executive Team's choices.

BE-6 Intentional Policy Violation (Approved 4/14/14)

Spirit: Should the Executive Team deem it necessary to contradict Policy, it shall inform the Board President or one of the Board officers in advance.

Informing the Board is simply to guarantee no contradiction may be intentionally kept from the Board, not to request approval. Any response, either approving or disapproving, from the Board President or individual Board members does not exempt the Executive Team from subsequent Board judgment of the action. The Board expects a recap of the outcome of Executive Team actions that contradict policy.

BE-7. Monitoring Executive Team Compliance Relative to Executive Team Limitations (Approved 4/14/14)

Spirit: To establish clear and reasonable standards and schedules for monitoring and evaluating the performance of the Executive Team.

Systematic and rigorous monitoring of Executive Team job performance shall be solely in light of the expected Executive Team job outputs. These are (1) organizational accomplishment of the Boards' *Ends* policies and (2) organizational operation within the boundaries established in the Board's *Executive Limitation* policies.

1. All policies that instruct the Executive Team shall be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method, but shall ordinarily depend on the routine schedule shown below in the "Monitoring Report Schedule and Content" table. (Note: As Ends policies are developed they shall be added to this schedule.)
2. In every case, the standard for compliance shall be any reasonable and agreed upon (between Executive Team and Board) Executive Team interpretation of the Policy being monitored.
3. Monitoring is simply to determine the degree to which policies are being met. Data that do not do this shall not be considered to be monitoring data.
4. The Board shall acquire monitoring data by one or more of three methods:
 - a. By internal report, in which the Executive Team discloses compliance information to the Board;
 - b. By external report, in which an external, disinterested third party selected by the Board assesses compliance with Policies; and
 - c. By direct Board inspection, in which a designated Board member or members, or the Board as a whole, assess compliance with the appropriate policy criteria.

Monitoring Report Schedule and Content

(approved XX-XX-14)

Report:	Timing:	Month:	Method:	Content:
Communication to, and Support of, the Board	Annual	January	Direct Inspection	<ul style="list-style-type: none"> - Executive Limitations Reference (EL-5); written report from ET
Compensation and Benefits	Annual	March	Internal	<ul style="list-style-type: none"> - Note changes and big picture issues, such as: living wage, UUA guidelines, benefits, insurance cost estimates, personnel budget - Executive Limitations Reference (EL-2C)
Financial Planning & Budgeting	Annual	April	Internal	<ul style="list-style-type: none"> - Present proposed budget, noting how it addresses Ends - Executive Limitations Reference (EL-3A)
Ends	Annual	May	Internal	<ul style="list-style-type: none"> - Progress toward Ends as expressed in draft of Annual Report - Program review as a part of annual report
Treatment of Parishioners	Annual	June	Internal	<ul style="list-style-type: none"> - Member survey - Executive Limitations Reference (EL-2A); report on grievances, other feedback
Executive Team Review	Annual	June	Board review	<ul style="list-style-type: none"> - Assess operational effectiveness toward Ends - Evaluate content of Annual Report (Ends monitoring)
Contract Activities	Annual, as relevant	June	Internal	<ul style="list-style-type: none"> - Executive Limitations Reference (EL-3C); confirm that policy has not been violated
Emergency Executive Team Succession	Periodic, as relevant		Internal	<ul style="list-style-type: none"> - Confirm responsibilities during absences; see bylaws for permanent replacement policy - Executive Limitations Reference (EL-6C)
Asset Protection	Annual	September	Internal	<ul style="list-style-type: none"> - Parts of Executive Limitations Reference (EL-4A) not covered by audit
Treatment of Staff and Volunteers	6 months	September, February	Internal	<ul style="list-style-type: none"> - Confirm alignment of personnel policy, employee handbook - Job descriptions for staff - Executive Limitations Reference (EL-2B)
Executive Teamwork	6 months	September, February	Internal	<ul style="list-style-type: none"> - ET self-evaluation - Executive Limitations Reference (EL-6B)
Ministry Teams	6 months	October, March	Internal	<ul style="list-style-type: none"> - Ministry Team leaders report on how teams are functioning and addressing Ends
Financial Activities	Monthly		Internal	<ul style="list-style-type: none"> - Profit and Loss statement (budgeted vs. actual) - Grant or contract activity (requiring Board action) - Executive Limitations Reference (EL-3B)
Executive Team Report	Monthly		Internal	<ul style="list-style-type: none"> - Report on Board-approved Annual Plan (Executive Interpretation of Ends) - Significant budgetary, administrative and operational issues related to Board policy - Complaints and complaint process - Staffing/personnel updates - Executive Limitations Reference (EL-4B)

SECTION IV: GOVERNANCE PROCESS (GP)

GP-1. General Governance Process Policy (Approved 4/14/14)

The Board of Trustees of the UUSGS shall act on behalf of the members of the Society and in compliance with its policies to promote the accomplishment of the Society's mission with appropriate use of resources and to prevent unacceptable activities and conditions within the Society, as defined by the Bylaws, the Ends, and these policies.

GP-2. Governing Style (Approved 4/14/14)

Spirit: The Board shall govern with a primary emphasis on (1) being visionary, (2) encouraging diversity of viewpoints, (3) leading strategically, (4) making clear distinction among Board, Minister and Executive Team roles, (5) deciding collectively, and (6) acting proactively.

Accordingly, the Board shall:

1. Cultivate a sense of group responsibility. The Board, not the Executive Team, shall be responsible for excellence in governing. The Board shall be the initiator of policy. The Board shall use the expertise of individual members to enhance the ability of the Board as a body. Regardless of individual expertise, each individual Board member has a responsibility to thoughtfully engage in the decision-making process. The Board shall allow no officer, individual, or committee of the Board to hinder or be an excuse for not fulfilling Board commitments.
2. The Board shall direct, control, and inspire the organization through the careful establishment of broad written policies reflecting the Society's values and perspectives about Ends to be achieved and Means to be avoided. The Board's major policy focus shall be on the intended long-term effects on the organization, not on the administrative or programmatic means of attaining those effects.
3. The Board shall enforce upon itself whatever discipline is needed to govern with excellence. Discipline shall apply to matters such as attendance, preparation, policy-making principles, respect of roles, and ensuring continuance of governance capability. Continued Board development shall include orientation of new Board members in the Board's governance process and periodic Board discussion of process improvements.

GP-3 Board Job Description (Approved 4/14/14)

Spirit: The job of the Board is to represent the members of the UUSGS in determining and ensuring appropriate organizational performance.

Accordingly, the Board:

1. Is the link between the Executive Team and the membership.
2. Shall produce written governing policies that, at the broadest levels, address each category of organizational decision.
 - a. **Ends (E):** Organizational products, effects, benefits, outcomes, recipients, and their relative worth (what good for which recipients at what cost).
 - b. **Executive Limitations (EL Policy):** Constraints on executive authority that establish the prudence and ethics boundaries within which all executive activity and decision must take place.
 - c. **Governance Process (GP):** Specification of how the Board conceives, carries out, and monitors its own tasks.
 - d. **Board-Executive Team Relationship (BE):** How power is delegated and its proper use monitored.
3. The Board shall support and evaluate the Executive Team's performance in accordance with Board policies.

GP-4 Board Officer and Board Positions Job Descriptions (Approved 4/14/14)

The Board shall develop appropriate job descriptions for all Board positions.

GP-4A. President (Approved 4/14/14)

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

Accordingly, the President:

1. Ensures that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
 - a. Meeting discussion content shall be only those issues, which according to Board policy, clearly belong to the Board to decide, not the Executive Team.
 - b. Deliberations shall be fair, open, and thorough but also timely, orderly, and kept on task.

2. Has the authority to make decisions that fall within topics covered by Board policies in Governance Process and Board-Executive Team relationship, 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. The President:
 - a. Has no individual authority to make decisions about policies created by the Board within Ends and Executive Limitations policy areas. Therefore, the President has no individual authority to supervise or direct the Executive Team.
 - b. May represent the Board to outside parties in announcing Board-stated positions.
 - c. Sets the agenda and chairs Board meetings, with all the commonly accepted power of that position (for example, ruling, recognizing, etc.).
 - d. Sets the agenda and presides at all congregational meetings of the Society.
 - e. May spend the funds budgeted for Board expenses.
 - f. May delegate his or her authority to elected members of the Board but remains accountable for its use.
3. Sees that the policies and decisions of the Board or Society are implemented.
4. Signs all contracts as the authorized representative of the Board.
5. Is authorized to sign checks.

GP-4B. Vice President (Approved 4/14/14)

1. Presides over the Board or performs any other duties of the President in the absence or at the request of the President.
2. Consults closely with the President.
3. Establishes the schedule for and presides over the Board's monitoring of its own performance.
4. Shall perform other functions and duties as may be specified by the Board.

GP-4C. Clerk (Approved 4/14/14)

1. Ensures that Board meeting minutes are recorded, distributed to the members of the Board and the Executive Team in a timely manner, and posted for congregational access.
2. Ensures that minutes of other proceedings of the Board and all congregational meetings are recorded and distributed.
3. Ensures that a notice is posted at the meetinghouse at least eight calendar days prior to any congregational meeting and that a notice is sent to each active member.

4. Ensures that congregational meetings are recorded or that another member of the Board of Trustees, in the Clerk's absence, serves as the recorder.
5. Ensures that typed, official minutes of all congregational meetings, including the handouts, are filed in the Society office and that a summary is published in the newsletter.
6. Checks for actual Society membership before a congregational meeting.

GP-4D. Members-at-Large (Approved 4/14/14)

1. Represent the interests of the Society as a whole in Board deliberations.
2. Serve on ad hoc committees appointed by the Board.

GP-5. Agenda Planning (Approved 4/14/14)

The Board shall follow an annual agenda that

1. completes re-exploration of Ends policies annually,
2. continually improves Board performance,
3. sets forth priorities for the upcoming UUSGS fiscal year,
4. systematically monitors and reviews Board policies, and
5. requires periodic reporting from Board committees.

GP-6. Board Member's Code of Conduct (Approved 4/14/14)

Spirit: The Board commits itself and its members to ethical, business-like, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.

Accordingly,

1. Board members shall be loyal to the interests of the congregation as a whole. 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 Society's services.

2. Members must avoid conflict of interest with respect to their fiduciary responsibility.
 - a. There must be no self-dealing or any conduct of private business or personal services between any Board member and the UUSGS staff except as procedurally controlled to ensure openness, competitive opportunity, and equal access to inside information.
 - b. When the Board is to decide upon an issue about which a Board member has a conflict of interest, that member shall recuse herself or himself without comment from not only the vote but also from the deliberation.
 - c. Board members must not use their positions to obtain employment by the Society for themselves, family members, or close associates. Should a member of the Board desire such employment, he or she must resign from the Board prior to consideration.
 - d. Members must continuously disclose their involvement with other organizations, with vendors, or with other associations that might produce a conflict.
3. Board members shall respect the confidentiality of the Board.
4. Board members shall speak with one voice upholding the decisions of the Board.

GP-7. Principles of Board Committees (Approved 4/14/14)

The By-Laws enable and govern the establishment of Board Committees. Board Committees may not speak or act for the Board except when formally given such authority by the Board for specific and time-limited purposes. Expectations and authority shall be carefully stated in order not to conflict with the authority delegated to the Executive Team.

GP-8. Monitoring Board Performance (Approved 4/14/14)

The Board shall regularly discuss and systematically monitor its own performance, relative to its Governance Process and Board-Executive Team policies, by reviewing portions of these policies on a regular schedule.

GP-9. Governance Investment (Approved 4/14/14)

The Board shall invest time, money, and energy in its governance capacity.

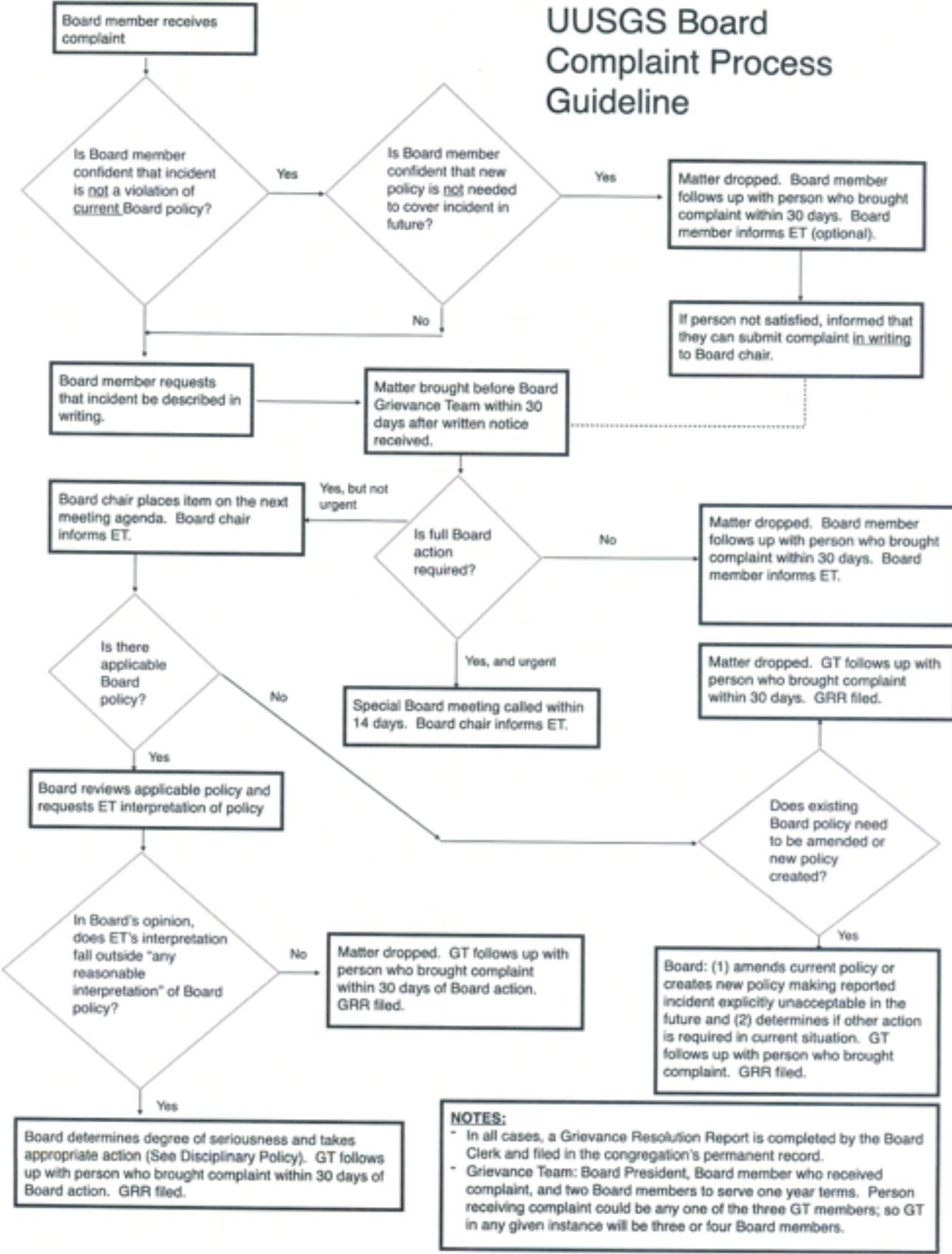
Accordingly,

1. Board skills, methods, and support shall be sufficient to ensure governing with excellence.
2. Training and retraining shall be used to orient new member and candidates for membership, as well as to maintain and increase existing member skills and understandings.
3. Costs shall be prudently incurred.

GP-10. Complaint and Inquiry Process (Approved 4/14/14)

The Board shall address any complaints or concerns the Board or its members receive solely in relationship to Board policies. A “Board Complaint and Inquiry Process Guideline” is outlined on the following page. Concerns received unrelated to Board policy shall be conveyed to the Executive Team.

UUSGS Board Complaint Process Guideline



NOTES:

- In all cases, a Grievance Resolution Report is completed by the Board Clerk and filed in the congregation's permanent record.
- Grievance Team: Board President, Board member who received complaint, and two Board members to serve one year terms. Person receiving complaint could be any one of the three GT members; so GT in any given instance will be three or four Board members.

GP-11 Board Committees (Approved 4/14/14)

The Board shall develop appropriate job descriptions for all Board Committees.

GP-11A. Audit Committee (Approved 4/14/14)

Spirit: Exists to maintain confidence in the integrity of the congregation's financial system and the persons responsible for handling the finances.

1. Appointed by, and reports to, the Board.
2. Composed of at least two Society members, having as broad expertise in accounting procedures as possible.
3. Designs, maintains and implements review and audit procedures designed with the following goals:
 - a. To obtain independent assurance that all financial records fairly represent the financial condition of the Society.
 - b. To ensure that the year's financial activity has been properly recorded.
 - c. To ensure compliance with the Financial Procedures Manual.
4. Conducts quarterly internal financial reviews within one month of the end of the 1st, 2nd and 3rd quarters of the FY. Prepares a full-year internal financial review within 2 months after closing of the books for the FY.
5. Supervises and oversees an audit by an outside accounting firm (every 3-5 years).
6. Provides quarterly reports of its reviews and audits to the Board.
7. Gives the Board a process update, at least quarterly, that describes how the different financial functions are working together to ensure the financial integrity of the Society's funds.
8. Evaluates internal controls and reviews the procedures of each financial function annually.
9. Operates within current UUSGS Bylaws and policy.

GP-11B. Planned Giving Committee (Approved 4/14/14)

Spirit: Exists to promote a culture of generosity at UUSGS by encouraging end-of-life legacy gifts and bequests.

1. Appointed by, and reports to, the Board.
2. Educates the congregation and promotes awareness of planned gifts through regular publicity and events that highlight the importance of planned giving.
3. Encourages, facilitates, and receives legacy gifts and bequests from Society members and friends. Works with the Business Administrator to make planned giving as easy as possible. May include: creating literature, hosting events, setting up one-on-one meetings.
4. Working with UUSGS staff, coordinates “Legacy Society” events and communications, creating and sustaining an honored community within UUSGS of people who have made commitments to include the Society in their end-of-life financial plans.
5. Is comprised of members of the Society only.
6. Meets at least quarterly.
7. Provides recommendations and reports about planned giving to Board of Trustees at least bi-annually.
8. With Board approval, may offer recommendations about management of Legacy Society contributions to Executive Team. Management of all endowment funds remains primarily the responsibility of staff (with Board oversight).
9. Operates within current UUSGS Bylaws and policy; maintains and ensures compliance with UUSGS gift policy.

GP-11C. Leadership Development Committee (Approved 4/14/14)

Spirit: Exists to promote a continuous cycle of leadership development at UUSGS.

1. Appointed by, and reports to, the Board.
2. Is comprised of members of the Society only.
3. Oversees nomination of Board members, in accordance with the Bylaws.
4. Ensures that incoming Board members are given sufficient training so as to be able to immediately contribute to overall Board effectiveness.
5. Identifies and recruits new and existing leaders to participate in leadership development activities throughout the year. Ensures continuous leadership development track.
6. Operates within current UUSGS Bylaws and policy.

Appendix I – Format for Recording Dates of Original Approval and Amendments to Policies. (Approved 4/14/14)

1. Main headings followed by sub-policies (e.g., EL-6) have no date affixed.
2. Sub-policies have the dates of original approval and subsequent amendments placed within parentheses following the policy title. All dates are retained in sequence.
3. Main headings that stand alone with no sub-policies (e.g., BE-5) are dated as in 2.
4. Amended policies are signed and dated by the Board Clerk. The signature is placed at the bottom of the page on which the amended policy ends, not in the footer.
5. The footer contains only the page number at the right.
6. Amended policies physically replace prior policies in the complete Policy Set.
7. The Society Clerk and the Business Office maintain an electronic archive of the original policy and the amendments to the policy.