

# Policies of UUSJ

## Governance Process (GP)

*These policies specify how the Board conceives, carries out, and monitors its own tasks.*

### **GP1: Governance Process Priorities and Practice**

The Board will govern with an emphasis on:

- 1) outward vision and link to moral owners rather than an internal preoccupation,
- 2) encouragement of diversity in viewpoints,
- 3) strategic leadership rather than administrative detail,
- 4) clearly distinguishing Board and Executive Director roles,
- 5) collective rather than individual decisions,
- 6) future rather than past or present,
- 7) pro-activity rather than reactivity, and,
- 8) values rather than individual judgments.

The Board will direct, control, and inspire the organization through the careful establishment of broad written policies reflecting the Board's values and perspectives about Ends to be achieved and means to be avoided. The Board's major policy focus will be on the intended long-term effects and accomplishments of the organization, not on the administrative means of attaining those effects and accomplishments.

The Board will enforce upon itself and its members discipline as needed with respect to matters such as attendance, preparation, policy-making principles, conflicts of interest, respect of roles, and ensuring continuance of governance capability. Continual Board development will include the orientation of new members in the Board's governance process, periodic board discussion of process improvement, and the evaluation of performance of the Board and Executive

Director. All Board members shall commit to fulfill the responsibilities of Board members included in GP 5. Board members shall avoid conflicts between their own duties and obligations to the Board and the organization and their personal financial or familial interests. The Board will produce written governing policies, which at the broadest level address each category of organizational decision:

- Executive Limitations: Constraints on executive authority which establish the prudence and ethical boundaries within which all executive activity and decisions must take place.
- Governance Process: Specification of how the Board conceives, carries out and monitors its own tasks.
- Board-Staff Relationship: How power is delegated and its proper use monitored; the Executive Director's role, authority, and accountability. Monitoring the Executive Director's performance.

The Board will address succession planning for Officer positions and Standing Committee heads.

## GP2: Covenant

Serving on the UUSJ Board is a calling to religious leadership and doing its work is a spiritual practice.

The UUSJ Trustees serve together in a covenantal relationship, and we mutually promise to:

Offer our time, treasures, and talents to carry out the mission and vision of UUSJ.

Make every attempt to attend meetings regularly and arrive on time.

Be prepared to participate.

Speak openly, straightforwardly, and authentically as well as discuss concerns directly with those with whom we have disagreements.

Listen to each other with open minds and hearts.

Acknowledge that we may not always agree with the group decisions, but we support and participate in decision-making processes that are collaborative and democratic.

Work collaboratively and build bonds of mutual trust.

Encourage and empower each other, and treat each other with genuine respect and honesty.

Respect and honor individual and cultural differences.

Keep in mind the effects of our social justice work on present and future moral owners and other stakeholders.

Follow the written policies and procedures of the Board, as well as remain open to changing them.

Read and respond, as appropriate, to emails/correspondence in a timely manner.

Participate on at least one committee of the Board.

Gather and share information and insights with fellow Board members.

Reach out to individuals and groups to support and promote the UUSJ program. Speak with one voice following actions of the board, affirming and positively representing all actions.

## GP3: Standing Committee Roles and Responsibilities

Standing Committees of the board are established to serve two primary roles:

- Oversee aspects of board work on a deeper level, where use of time and expertise at a board level are impractical, and to prepare the board to more fully meet its responsibilities by doing such work between meetings.
- Understanding there are administrative needs to care for between Board meetings, the Executive Committee is responsible for dealing with these needs, maintaining legal and regulatory compliance for the organization, and ensuring the Board has the materials and notices it requires to effectively fulfill its duties.

It is in this spirit that the Board of Trustees empowers committees to do their work. No charge to or description of committees within these policies shall be interpreted as intending to abdicate any responsibility of the Board, but rather shall be interpreted to empower committees or other groups to support the Board in doing its work more fully prepared and better informed.

### GP 3.1: Executive Committee Responsibilities

Except as otherwise provided by applicable law, the Executive Committee shall have the power to act for the Board on routine administrative matters and not matters of policy between meetings of the Board, and serve the Board by planning and executing efficient and effective Board meetings. Any such acts shall be subject to the approval or disapproval of the Board at its next regularly scheduled meeting. The proceedings of meetings of the Executive Committee shall be presented to the Board within seven days of such meetings and prior to the next regularly scheduled meeting of the Board.

### GP 3.2: Finance Committee Responsibilities

The Finance Committee shall recommend policy to the Board for effective and efficient management of UUSJ. It shall review, evaluate and make recommendations to the Board with respect to all aspects of UUSJ's budget, except for those duties assigned to the Development Committee.

The Finance Committee shall propose a budget no later than March 1 of each year for review by the Board. The Committee shall have a final version for review no later than 21 days prior to an annual meeting.

### GP 3.3: Nominating Committee Responsibilities

The Nominating Committee shall send the names of nominees it plans to propose to the Board ten days prior to the annual or other meeting of the Board undertaking nominations.

Prior to making nominations, the Nominating Committee shall consult with the Executive Director, the Chair and Members of the Board of Trustees, and where feasible moral owners of UUSJ.

### GP 3.4: Development Committee Responsibilities

The Development Committee shall be responsible to the Board for recommending and executing fundraising policies and programs in support of objectives established by the Board of Trustees to carry out the work of UUSJ.

The Development Committee shall work in collaboration with the Executive Director in ensuring effective management of development campaigns and integration into other aspects of the organization.

#### GP 3.4.1 Development Committee Powers and Operations.

The Development Committee (DC) is charged with working in conjunction with the Executive Director (ED) on raising sufficient funds to assure that the UUSJ budget adopted by the Board at its Annual Meeting will fund the operations, the programs and the activities of the organization. The DC will work with the ED to conduct fundraising drives, host events that provide funds, seek grants, develop a planned giving strategy and do all other activities that support the finances of UUSJ. Strategies for fundraising and development will be prepared in conjunction with UUSJ's ED. The DC will work together with other Standing and Special Committees as required by the nature of the development activity.

The DC may have as many members as needed for its activities, but, as provided by the Bylaws, will have no fewer than three people, at least two of whom, including the Chair, are members of the Board of Trustees. The Chair of the DC shall seek and recommend to the Nominating Committee new members of the DC prior to the annual meeting of the Board of Trustees and at any other time the Chair deems that the DC needs new members. At the invitation of the Chair of the DC any such new members of the DC may participate as non-voting members of the DC pending their nomination by the Nominating Committee and election by the Board to the DC. The DC will normally meet monthly either in person or electronically. The DC will keep minutes of its meetings and make them available upon request to any Board member, committee member, or the ED. The ED will archive the minutes.

#### GP 3.4.2 Grants and gifts

The DC may, from time to time, solicit grants and large gifts. A large gift is defined as any contribution or proposed contribution that exceeds \$5,000. It is also possible that someone will propose to make a large gift to UUSJ without being solicited.

Any grant or large gift must be formally accepted by the UUSJ Board of Trustees, either at a regular or special meeting, unless the ED determines that the grant or large gift

meets the following criteria and so notifies the Board. The criteria for accepting a grant or large gift are:

1. The funds should **not** direct UUSJ to conduct any activity that is outside or contrary to its mission, vision, or annual program plan.
2. The funds should include an amount or percentage for overhead that UUSJ has determined is required to minimally operate such a grant program.
3. Any requirements and/or earmarks on the gift or grant must **not** require or direct the UUSJ, its committees and/or staff to reduce their commitment to the activities already approved by the Board, unless the Board of Trustees approves a new program in the process of soliciting or accepting the grant or gift.

## GP4: Board Meetings

The Board shall meet no less frequently than quarterly for a Regular Meeting.

### GP4.1: Meeting Agenda

4.1.1 The Chair, with input from the Executive Director and the Secretary, shall propose an agenda after evaluating potential new business items submitted by Board members and others.

4.1.2 Board agendas are approved by the Board at the beginning of each meeting.

4.1.3 Agendas and related documents or motions for Board approval shall be provided to Board members no fewer than ten (10) days prior to the Board meeting.

4.1.4 The Order of Business for each Regular Meeting of the Board meeting shall be as follows:

1. Call to Order
2. Opening
3. Determination of Quorum
4. Check-in
5. Comments by Members (relevant to business in item 6)
6. Standard Order of Business
  - a. Approval of Minutes of prior Board meetings

- b. Reports of Executive Director, Officers, and Standing Committees
  - c. Reports of Special (select and ad-hoc) Committees
  - d. Special Orders (Items required to be undertaken at a specified meeting by bylaw or policy requirements, special orders held over from previous meetings, other items given explicit high priority by members of the board)
  - e. Unfinished Business and General Orders (Any items - not special orders - that were pending when the previous meeting adjourned, items carried over from the unfinished business list in the previous meeting, items from general orders in a previous meeting that were not reached due to time constraints.)
  - f. New Business (Agenda items requested by individual board members, Executive Director, or officers not covered by a committee or officers charge or scope of work. These must be presented, in writing, to the Secretary. The Chair will ask if any board member wishes to bring new items forward during this time at the meeting should time allow.)
- 7. Comments by Members and Guests (not related to stated business in item 6)
  - 8. Announcements
  - 9. Program / Board Development

## GP4.2: Meeting Participation by Members

Any member of UUSJ may address the Board at regular meetings of the Board. Time will be set aside at the beginning of each Board meeting. During this time any member may speak for two minutes on any matter pertaining to the Board's agenda for that meeting. Time will be allowed at the end of the Board meeting for any member to address the Board for two minutes on items not on the agenda relevant to Board work.

## GP4.3: Executive Session

From time to time it may become necessary for the board to discuss sensitive matters outside of public view. With an affirmative vote of 50% plus one, the board may go into executive session, a period of time when the Board meets exclusively among themselves, excluding the public and staff. Nevertheless, if appropriate or necessary, the Board may invite the Executive Director or others to join part or all of the executive session.

4.3.1 Before convening in executive session, the Chair will announce the general purpose for the executive session, and the meeting place and the time when the executive session will be conducted. The executive session may be extended to a

stated later time by announcement of the Chair. Separate minutes of each executive session shall be kept.

4.3.2 An executive session may be conducted only for one or more of the following purposes:

1. Compensation of Executive Director
2. Personnel matters
3. Legal issues
4. Crisis management

## GP 5: Responsibilities of Trustees

Duty of  
Knowledge

- Know the content of the fundamental documents: legislation, bylaws, board policies
- Know the purpose, vision and mission of the organization
- Understand how the organization translates the purpose into action

Duty of Care

- Act in accordance with a minimum standard of care
- Exercise the care, diligence and skill of a reasonably prudent person

Duty of Skill  
and Prudence

- Act with practicality and not necessarily expertise in mind
- Act cautiously and anticipate any probable consequences of any course of action that the organization may choose to take



Duty of  
Diligence

- Act in the best interests of the corporation
- Adhere to the organization's values
- Be as fully informed as reasonably possible about all aspects of the corporation
- Act prudently and reasonably to protect the integrity and reputation of the organization
- To review the agenda and supporting material in advance of each board meeting
- To attend meetings of the board
- To be prepared to discuss the business before the meeting in a prepared and knowledgeable way
- To vote on matters that come before the meeting

Duty to  
Manage

- Appoint and supervise the Executive Director
- Establish policies and provide guidance
- Comply with legal requirements
- Acquire adequate knowledge of the business and functioning of the organization
- Measure management's implementation of board policies
- Elect officers

Fiduciary  
Duty

- Avoid acting in such a way that personal interests conflict with the interests of the corporation
- Act honestly and in good faith
- Be loyal to and to act in the best interests of the corporation and subordinate every personal interest to those of the corporation
- Develop and maintain relationships with moral owners

## GP6: Officer and Executive Committee Policies

[Placeholder]

## GP7: Conflict of Interest

All members of the Board of Trustees, officers, members of Committees of the Board, staff members and volunteer of Unitarian Universalists for Social Justice (UUSJ) shall scrupulously avoid any conflict of interest or appearance of conflict of interest between their own individual or familial interests and the interests of UUSJ in any action taken by them as a Trustee, member of a committee, staff member, or volunteer. Any actual or potential conflict of interest of any Trustee, member of a committee, staff member, or volunteer leader shall in the case of a Trustee, committee member, or Executive Director be disclosed to the other members of the Board of Trustees or committee and in the case of a staff member or volunteer to the Executive Director, and the person with such actual or potential conflict of interest shall abstain from voting on, discussing, or otherwise attempting to influence any such matter posing a conflict of interest. Such disclosure shall be made a matter of record within the minutes of the appropriate meeting or shall be kept in the records of the Executive Director as appropriate, as shall a record of any abstention from voting and discussion. These requirements shall not prevent the Trustee, committee member, staff member, or volunteer from answering pertinent questions concerning the nature of their conflict posed to them by other Board members, committee members, or the Executive Director as the case may be.

Each Trustee, staff member, Committee member (those not also Trustees) and those volunteers in leadership roles carrying out UUSJ programs shall annually and when appointed or elected to such position sign a statement certifying that they have no known conflict of interest at that time and shall any such conflict at any time, when it does occur.

## GP9: Indemnification

UUSJ shall maintain appropriate Directors and Officers (D&O) insurance coverage.

## GP10: Finances

All UUSJ expenses shall be financed by means as proposed annually and from time to time by the Finance Committee and approved by the Board of Trustees.

Every effort shall be made to finance the ongoing operations of UUSJ through membership dues.

The income and expenses associated with grants and special gifts shall be accounted for in each annual and amended budget, along with separate tracking appropriate for reporting requirements.

Any special gift in excess of \$5,000 dollars must be tracked in a One-Time Large Gifts category to ensure reasonable year-to-year planning for regular donations.

Funds, including gifts, may be accepted for earmarked purposes only upon prior affirmative vote of the Board.

Anonymous donations in excess of \$5,000 may be accepted only with full knowledge and consent of the Board Chair, the Treasurer, and the Executive Director.

## GP11: Membership Dues

UUSJ shall pursue a financial strategy that relies on its members for funding all its basic operating expenses (i.e., staff salaries and contracts, office expenses, operating expenses, etc.)

(a) An annual fee for individual membership shall be approved by the Board. It shall be set sufficiently low as to encourage broad participation. This fee amount shall be reviewed from time-to-time as deemed appropriate by the Board or Finance Committee.

(b) Each year the Finance Committee in collaboration with the Membership Committee shall propose, and the Board shall approve, a schedule of membership dues for the following fiscal year.

## Executive Limitations (EL)

*The Executive Director may do whatever they choose to accomplish the desired ends of the organization, provided they operate within the following Executive Limitations:*

### EL1: Detrimental Actions

The Executive Director and paid and volunteer staff shall take no action which harms or is likely to harm the reputation of UUSJ, including any action or decision which is.

- Reckless
- Unlawful, whether in conducting UUSJ business or personally
- In contravention of commonly accepted sound business practices
- In obvious and direct conflict with UUSJ values

### EL2: Financial Health

The Executive Director shall take no action that could be reasonably expected to jeopardize the financial health of UUSJ or its tax exempt charitable status. This limitation shall include:

- The Executive Director shall not authorize expenditures for any line item of the budget in excess of 5% of the amount budgeted for that item without prior Treasurer and Board Chair approval nor in excess of 20% without prior approval of the Board of Directors.
- The Executive Director shall not incur or approve expenses or checks exceeding \$2,500 without the approval of the Treasurer or in excess of \$10,000 without the approval of the Board of Directors, unless such expense is expressly included in the budget approved by the Board of Directors.
- The Executive Director may not indebt nor borrow on behalf of the organization.
- The Executive Director shall not fail to employ sound business and accounting principles and shall not deviate from established internal controls in the handling of income and expenditures.

### EL3: Work Environment

The Executive Director may not take or cause actions which create a hostile, undignified, inhumane or discriminatory work environment. To that extent:

- The Executive Director shall not fail to report any incident of harassment to the Board Chair within 48 hours.

- The Executive Director shall not fail to ensure that (i) human resource policies are in place, including a grievance process, (ii) that staff and volunteers are aware of these and (iii) the policies are updated regularly.
- With respect to employment compensation and benefits, the Executive Director may not change his/her own compensation and benefits in any respect.

## EL4: Policy Limitations

The Executive Director shall not deviate from financial, communication and other policies approved by the board. In so doing, the Executive Director shall:

- Not fail to make all reasonable efforts to ensure that the staff and volunteers also abide by those policies.
- Not fail to ensure that all UUSJ communications and media accurately convey UUSJ's mission and values.

## Board-Staff Relationship (BSR)

*Board-Staff Relationship (BSR) policies govern how the board and staff interact and hold themselves and each other accountable.*

### BSR1: Board-Staff Dynamic

Individual Board members, including officers, may not direct the Executive Director or any other staff member. The Chair of the Board may provide the Executive Director with advice and interpretation of the Board's decisions. In the case of Board members or committees requesting information or assistance without Board authorization, the Executive can refuse any such requests that require, in the Executive Director's opinion, a material amount of staff time or funds, or would be disruptive to the operations of UUSJ.

### BSR2: Role of Executive Director

The Executive Director is the management leader of UUSJ. The Executive Director is responsible for overseeing the administration, programs and strategic plan of the organization. Other key duties include fundraising, communications and marketing, and community outreach. The position reports directly to the Board of Directors.

#### General Charge

1) Board Governance: The Executive Director works with the Board in order to fulfill the organization's mission. The Executive Director is:

- Responsible for leading UUSJ in a manner that supports and guides the organization's mission as defined by the Board of Directors.
- Responsible for communicating effectively with the Board and providing, in a timely and accurate manner, all information necessary for the Board to function properly and to make informed decisions.

2) Financial Performance and Viability: The Executive Director supports the Development Committee to secure resources sufficient to ensure the financial health of the organization. The Executive Director is:

- Responsible for the fiscal integrity of UUSJ, to include submission to the Board of a proposed annual budget and monthly financial statements, which accurately reflect the financial condition of the organization.
- Responsible for fiscal management that generally anticipates operating within the approved budget, ensures maximum resource utilization, and maintenance of the organization in a positive financial position.

3) Organization Mission and Strategy: The Executive Director works with the board and staff to ensure the mission is fulfilled through programs, strategic planning and community outreach. The Executive Director is:

- Responsible for implementation of UUSJ's programs that carry out the organization's mission.
- Responsible for aspects of strategic planning related to work plan development and implementation to ensure that UUSJ can successfully fulfill its Mission into the future.
- Responsible for the enhancement of UUSJ's image by being active and visible in appropriate spheres of influence and working closely with other organizations and strategic partners.

4) Organization Operations: The Executive Director oversees and implements appropriate resources to ensure that the operations of the organization are appropriate. The Executive Director is:

- Responsible for the hiring and retention of competent, qualified staff.
- Responsible for effective administration of UUSJ's operations.
- Responsible for signing all notes, agreements, and other instruments made and entered into and on behalf of the organization, subject to Executive Limitations and other policies.

Job Responsibilities:

- Report to and work closely with the Board of Directors to seek their involvement in policy decisions, fundraising, and increasing the overall visibility of the organization.
- Supervise and collaborate with organization staff.
- Strategic planning and implementation.
- Planning and operation of multi-year financial plan and annual budget.

- Serve as UUSJ's primary spokesperson to the organization's constituents, strategic partners, the media, and the general public.
- Establish and maintain relationships with various organizations and utilize those relationships to strategically enhance UUSJ's Mission.
- Engage in fundraising and developing other revenues.
- Oversee marketing and other communications efforts.
- Support Board and committee meetings.
- Establish employment and administrative policies and procedures for all staff functions and for the day-to-day operation of the nonprofit, subject to board approval.
- Review and approve contracts for services as prescribed by the organizational bylaws and policies.

### BSR3: Budget Development

A budget for each fiscal year shall be prepared by the Finance Committee in consultation with the Executive Director and submitted to the Board of Trustees for action at a meeting preceding the year for which appropriations are to be made. Appropriations for any purposes shall be limited to the amounts designated for such purposes by the budget except that, in case of emergency, special appropriations may be made by the Board.