

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 (Adopted Oct. 24, 2020)

The Board will govern with an emphasis on:

- 1) outward vision and linking 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 and responsibilities,
- 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:

- Governance Process: Specification of how the Board conceives, carries out and monitors its own tasks.
- Executive Limitations: Constraints on executive authority which establish the prudence and ethical boundaries within which all executive activity and decisions must take place.
- 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 (Adopted Oct. 24, 2020)

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 (Adopted Oct. 24, 2020)

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 serve the Board by planning and executing efficient and effective Board meetings and they shall have the power to act for the Board on routine administrative matters and not matters of policy between meetings of the Board. Any actions taken on behalf of the Board 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 work with the Executive Director to 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 10 days prior to an annual meeting.

GP 3.3: Nominating Committee Responsibilities

The Nominating Committee shall send the names and qualifications 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 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 3.5 Membership Committee Responsibilities

The Committee shall meet on a regular basis and provide reports to the Board at all quarterly Board meetings and and at other times upon the request of the Board. The reports shall include the current number of UUSJ congregational, affiliated, and individual members, the status and trends of UUSJ membership, and plans and activities for UUSJ member recruitment and retention. The Committee shall periodically recommend to the Board the level of dues for each category of membership.

GP4: Board Meetings (Adopted Oct. 24, 2020)

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 five (5) 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, including motions.
 - c. Reports of Special (select and ad-hoc) Committees, including motions
 - 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. 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: Trustees of UUSJ (Adopted Oct. 24, 2020)

GP 5.1: Responsibilities of Trustees

Trustees are responsible for the following:

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| Duty of Knowledge | <ul style="list-style-type: none">● Know the content of the fundamental documents: laws, bylaws, and Board policies● Know the purpose, vision, mission, and ends of the organization● Understand how the organization translates the purpose into action |
| Duty of Care | <ul style="list-style-type: none">● 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 organization
- Adhere to the organization's values
- Be as fully informed as reasonably possible about all aspects of the organization
- 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 and members of committees

Fiduciary Duty

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

GP 5.2 Qualifications of Trustees

UUSJ seeks to have as Trustees individuals who have many or all of the following characteristics:

- Have experience in organizational change and transition
- Have a passion for social justice advocacy, education, and/or witnessing
- Have knowledge of the justice-making environment, particularly in a faith-based context
- Reflect the racial, gender, age, and geographic diversity of UU justice-making experience
- Are representative of impacted communities

GP6: Officer Policies (Adopted Oct. 24, 2020)

The Board Chair:

- Presides at meetings of the Board and executive committee
- Appoints chairs of special task forces
- Ex-officio member of all Board committees
- May sign documents and contracts as approved by the Board
- May serve as spokesperson for the Board
- Meets regularly with the ED to receive progress reports
- Prepares agendas for meetings in cooperation with the ED and Secretary
- Oversees the yearly evaluation of the ED

The Board Vice-Chair:

- Prepares to assume the office of the Board chair, if necessary
- Steps into the office of Board chair should the Board chair be absent or if that office becomes vacant
- Assists the Board chair in the execution of his or her duties
- Serves on committees as requested to learn the operations of the Board

The Board Secretary:

- Assures that an agenda has been prepared by the Board president and/or ED and that the agenda is distributed in advance of the meeting.
- Oversees the distribution of background information for agenda items to be discussed.
- Prepares the official minutes of the meeting that records motions, votes on motions, and decisions made.

- Prepares and provides written minutes to Board members in advance of the next meeting and records any changes or corrections to the minutes.
- Maintains current roster of Board members.
- Assures that documents (bylaws, Form 990, roster of Board members) are filed and is accessible to members

The Board Treasurer:

- Serves as a non-voting member of the Finance Committee and financial officer of the organization
- Manages, with the Finance committee, the Board's review of and action on its financial responsibilities
- Works with the ED and accountant to ensure that financial reports are distributed to the Board in advance of meetings
- Leads discussion of the financial reports at Board meetings
- Assists the Executive Director in preparing the annual budget and presenting the budget to the Finance Committee and Board for approval
- Reviews the annual audit or financial review and answers Board members' questions about the audit
- Assists with the development and review of the annual budget and Form 990

GP7: Conflict of Interest (Adopted Oct. 24, 2020)

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 notify the Board or Executive Director, as appropriate, of any such conflict at any time, when it does occur.

GP8: Indemnification (Adopted Oct. 24, 2020)

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

GP9: Finances (Adopted Oct. 24, 2020)

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.

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

GP 9.1 Large 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.

In addition to the above requirements, 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.

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

GP 10: Membership Dues (Adopted Oct. 24, 2020)

UUSJ shall pursue a financial strategy that relies on its members for funding 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) (Adopted Oct. 24, 2020)

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

Actions of witnessing that involve civil disobedience are not considered to be unlawful actions, if done in the furtherance of UUSJ Program implementation or UU principles.

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 approval of the Treasurer and Board Chair nor in excess of 20% without prior approval of the Board of Trustees.
- The Executive Director shall not incur or approve expenses or checks exceeding \$2,500 without the approval of the Treasurer nor in excess of \$10,000 without the approval of the Board of Trustees, unless such expense is expressly included in the budget approved by the Board of Trustees.
- The Executive Director may not endebt 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 to the Board Chair any incident of harassment within 48 hours of learning of such incident.
- 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 reviewed annually and updated as needed.
- 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 reflect UUSJ's mission and values.

Board-Staff Relationship (BSR) (Adopted Oct. 24, 2020)

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 in collaboration with the Development Committee, communications and marketing, volunteer coordination/collaboration, and community outreach. The position reports directly to the Board of Trustees

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 Trustees.
- 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 Finance Committee 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 of Trustees 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 in accordance with its policies.
- 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, and recruitment, retention and recognition of volunteer staff.
- Responsible for effective administration of UUSJ's operations.
- Responsible for signing notes, agreements, and other instruments made and entered into and on behalf of the organization, subject to Executive Limitations and other policies.

Job Responsibilities:

- Supervise and deploy organization paid and volunteer staff.
- Report to and work closely with the Board of Trustees to seek their involvement in policy decisions, fundraising, and increasing the overall visibility of the organization.
- 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.
- Working with the Development Committee, engage in fundraising and develop 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.
- Establish administrative policies and procedures for volunteer staff and volunteers.
- Review and approve contracts for services as prescribed by the organizational bylaws and policies.

BSR3: Budget Development

The Executive director shall prepare a budget for each fiscal year in consultation with the Finance Committee and submit it to the Finance Committee. The Finance Committee shall review, amend as necessary, and submit the budget to the Board of Trustees for approval at a meeting preceding the year for which expenditures are to be made. Expenditures for any purposes shall be limited to the amounts designated for such purposes by the budget except that, in case of emergency, special budget authorizations may be made by the Board.