

Governing Policies

Unitarian Universalist Church in Eugene

5/7/2015

Board of Trustees

Governing Policies

Unitarian Universalist Church in Eugene

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I. Ends

A. Mission

Empowered by love, we transform ourselves and serve our world.

B. Aspirations

As a people of faith, we cultivate lives of meaning, reverence and spiritual depth. Grounded in our principles, we create sanctuary where all hands are held. We act together toward justice, healing and sustainability.

C. Core Values

The Unitarian Universalist Church in Eugene strives to embody the following:

1. Service/Justice
2. Connection
3. Spirituality
4. Integrity

D. Ends Statement

(Reserved)

E. Moral Ownership

Moral ownership of the Unitarian Universalist Church in Eugene belongs to its congregants.

F. Primary and Secondary Stakeholders

In accordance with its Aspirations, UUCE will prioritize its planning and resources toward:

1. Primary stakeholders

- a) The congregation
- b) All people who walk through our doors, in the spirit of radical hospitality
- c) Potential congregants of all ages
- d) UU Congregations we intentionally support
- e) Groups we intentionally support

2. Secondary Stakeholders

- a) Vendors and other commercial and professional contractors
- b) The community at large

G. Governing Style

The Board will govern with an emphasis on the following:

1. Outward Aspiration rather than internal preoccupation,
2. Encouraging diversity in viewpoints,
3. Future rather than past or present,
4. Strategic leadership more than administrative detail,
5. Clear distinction among board, Senior Minister and Operational Team roles. The Operational Team constraints are defined in Section II.
6. Collective rather than individual decisions, and
7. Acting proactively rather than reactively.

H. Planning

The Board, Operational Team and congregation shall regularly engage in planning as specified in the Board-approved planning model.

1. Long Range Strategy

- a) A comprehensive planning process shall be conducted at least every five years resulting in a Long Range Strategy approved by the congregation.
- b) UUCE's policy governance model and long range strategies are to be guided by the Ends Statements, which flow from the Aspiration Statement and are intended to help us achieve our Aspirations.
- c) Ends Statements describe the intended recipients and the desired effects we want to achieve during a particular period.

2. Annual Objectives

- a) The planning model calls for the Board to adopt Annual Objectives, derived from the Long Range Strategy's Ends Statements, which focus on the specific ends to work toward accomplishing during a given year.
- b) Annual Objectives are to be set prior to the development of the annual budget so that the budget can appropriately address the agreed upon priorities for the year and are to be reviewed midway through the fiscal year.

3. Implementation Plan

- a) The Operational Team is to oversee development of an annual Implementation Plan that contains measurable tasks

and activities that are the means for accomplishing Annual Objectives and Long Range Strategy Ends Statements.

Table 1: Monitoring Report Schedule is available on page 18.

- b) Specific tasks and activities are developed by the Operational Team, ministry teams, and committees in the areas where they have responsibility.

II. Operational Team Limitations

Through its Operational Team Limitations policies, the Governing Board defines the boundaries within which the Operational 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 Operational Team is free to use any operational means that are consistent with reasonable interpretations of the boundaries.

A. Operational Team Definition

The Operational Team shall be comprised of the Senior Minister and such other staff or lay leaders as designated by the Board. The Senior Minister shall function as the chair of the Operational Team.

1) Continuous Operation

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

In the event a member of the Operational Team is unable to serve due to an emergency or extended absence, the Operational Team will cover the responsibilities of the missing member until a replacement is designated by the Board.

B. Operational Team Constraint

The Operational Team must not participate in or allow illegal activity in the administration of the organization. The Operational Team must not fail to make its best effort to uphold (1) the Unitarian Universalist principles, (2) UUCE

Bylaws, Mission and Ends policies, and (3) commonly accepted business and professional ethics and practices.

C. People and Personnel

1. Treatment of Congregants

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

With respect to interactions with and among congregants, the Operational Team must 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 Operational Team must not:

- a) Violate the confidentiality of member pledge information, except as required by members of the Financial Appeal committee to carry out their responsibilities.
- b) Fail to steward facilities that provide a reasonable level of safety, upkeep, access and functionality.
- c) Fail to maintain and enforce procedures to ensure the safety of congregants and children while at the Church or at Church functions.
- d) Fail to establish, publicize and follow written policies for processing member grievances and suggestions.
- e) Fail to limit the use of the membership directory to members and friends of the Church for personal, non-commercial purposes.

2. Treatment of Staff and Volunteers

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

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

Accordingly, the Operational Team must not:

- a) 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 historically marginalized category.
- b) Fail to provide job descriptions of Operational Team members for Board approval.
- c) Operate without written and publicized personnel policies that clarify personnel rules for paid and volunteer staff, and provide for effective handling of grievances.
- d) Fail to ensure that paid staff members receive written reviews at least annually.
- e) Prevent staff from grieving to the Board for review and final resolution when. . .
 - 1) internal grievance procedures have been exhausted and
 - 2) the employee alleges that Board policy has been violated.

D. Compensation and Benefits

Spirit: To establish fair compensation for employees and to protect the Church from unfunded liabilities.

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

Accordingly, the Operational Team must not:

1. Change individual Operational 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.

E. Financial Management, Planning and Budgeting

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 Operational Team must 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, in a timely manner, the amount budgeted for non-salary line items if it is projected that a year-end deficit is likely to occur.

3. Fail to present a proposed budget for Board approval before the Annual Meeting of the congregation.

F. Financial Condition and Activities

Spirit: To establish boundaries for indebtedness and deviation from budgeted expenditures. With respect to the ongoing financial condition and activities, the Operational Team must not fail to follow the spirit of the approved budget or allow the development of fiscal jeopardy.

1. General Policy:

a) Accordingly, the Board must 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.

b) Accordingly, the Operational Team must not

1. Allow actual expenses to deviate materially from the approved budget.
2. Commit the Church to the expenditure of unbudgeted funds as described in the Bylaws.
3. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
4. Fail to appropriately pursue unpaid pledges and non-pledge receivables.
5. Authorize a line of credit without the approval of the Board.

2. Grants and Contracts

The Operational 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.

3. Gifts

The Operational Team must not accept any gift.

4. Asset Management

a) Asset Protection

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

Accordingly, the Operational Team must not:

- 1) Subject facilities and equipment to improper wear and tear or insufficient maintenance.
- 2) Fail to protect intellectual property, information, and files from significant damage. Ministers of the Church are the sole owners of their intellectual property.

The Board must not allow the assets to be unprotected, inadequately maintained, or unnecessarily risked.

Accordingly, the Board or their express designees must 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 Oregon 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) Unnecessarily expose the organization, its Board, or staff to claims of liability or risk the nonprofit status.

- 6) Receive, process, or disburse funds under controls insufficient to meet the Board-appointed auditor's standards or other government standards.
- 7) Invest operating capital in insecure instruments, including uninsured checking accounts and bonds or CDs of less than A rating.

b) Asset Utilization

The Operational Team or their express designees must not:

- 1) Fail to use its best efforts to mobilize the Congregation and staff to fulfill the Church's Ends policies, Unitarian Universalist principles and the Church Long-Range Strategy.
- 2) Fail to use its best efforts to welcome the outside community into the Church's sanctuary and center.
- 3) Fail to use its best efforts to increase and diversify the membership of the Church.

G. Communication to and Support of the Board

The Operational Team must not fail to collaborate with the Board as needed for the successful governance of the organization.

Accordingly, the Operational Team, in collaboration with the Board, must 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 Senior Minister or a designate selected by the Senior Minister to speak for the Congregation on items of media outreach.

6. Fail to supply information on all items delegated to the Operational 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 Operational Team's opinion, the Board is not in compliance with its own policies on Governance Process and Board-Operational Team Linkage.
8. Fail to recommend changes in Board policies as the need arises.

H. Practices

1. Code of Conduct

In collaboration with the Board, the Operational Team must not fail to operate with an appropriate 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:

- a) Theft or other misappropriation of assets, including assets of the corporation or others with whom the Church has a business relationship.
- b) Misstatements and other irregularities in corporation records, including the intentional misstatement of the results of operations.
- c) Forgery or other alteration of documents.
- d) Fraud and other unlawful acts.

I. Teamwork

Operational Team members must not fail to:

1. Speak as one voice after the Operational Team reaches a decision on a particular matter.
2. Include and consult with each other on all significant issues.
3. Honor and support each other's views and positions.

J. Continuous Operation

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

K. Removal and Replacement

Operational Team members must not:

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

III. Board-Operational Team Relationship

A. Global Relationship

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

B. Unity of Voice

Spirit: To establish how the Board decides and directs as a group, not as individuals.

Only decisions of the Board acting as a body are binding on the Operational Team. As a result:

1. Decisions or instructions of individual Board members, officers, committees or Church members are not binding on the Operational 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 Operational Team is expected to decline such requests that, in the Operational Team's opinion, are disruptive or require a significant amount of staff time or funds.

C. Accountability of the Operational Team

The Operational Team must not fail to report to the Governing Board. The Operational Team operates and conducts itself in two ways: independently; and through volunteer and paid staff (including non-employee consultants). The Operational Team is the Board's only link to operational achievement and conduct. Accordingly, the Board considers all volunteer and paid staff (including

non-employee consultants) to be under the authority of and accountable to the Operational Team.

Accordingly, the Board:

1. Will not give instructions to persons who report directly or indirectly to the Operational Team or evaluate, either formally or informally, any staff other than the Operational Team.
2. Will view Operational Team performance as identical to organizational performance, so that organizational accomplishment of Board-stated Ends and avoidance of Board-prohibited Means will be viewed as successful Operational Team performance.

D. Delegation to the Operational Team

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

1. Board Responsibility

The Board is in service to the Mission Statement. The Board's job is generally confined to establishing top-level policies, leaving implementation and development of procedures to the Operational Team. Accordingly, the Board will instruct the Operational Team through written policies that prescribe the organizational Ends to be achieved and Means to be avoided, allowing the Operational Team to use any reasonable interpretation of these policies.

Accordingly, the Board will:

- a) Develop policies instructing the Operational Team to achieve certain results, for certain recipients, within a specified budget. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Ends policies.
- b) Develop policies that limit the latitude the Operational Team may exercise in choosing the organizational Means. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Operational Team Limitations policies.
- c) The Operational Team will use any reasonable interpretation of the Board's Ends and Operational Team Limitations

policies and is thus authorized to establish all further policies, make all decisions, take all actions, establish all practices, and develop all activities within the defined boundaries.

2. The Board may change its Ends and Operational Team Limitations policies, thereby shifting the boundary between Board and Operational Team domains. Such boundary shifts must be made by explicit Board decision and recorded in the minutes. By doing so, the Board changes the latitude of choice given to the Operational Team. But as long as any particular delegation to the Operational Team is in place, the Board will respect and support the Operational Team's choices.

E. Intentional Policy Violation

Should the Operational Team deem it necessary to contradict policy, it will 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 from the Board President or individual Board members, either approving or disapproving, does not exempt the Operational Team from subsequent Board judgment of the action. The Board expects a recap of the outcome of Operational Team actions that contradict policy.

F. Monitoring Operational Team Performance

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

Systematic and rigorous monitoring of Operational Team job performance will be solely in light of the expected Operational 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. The purpose of monitoring is to establish the relationship between performance and policy, disregarding all other criteria. Periodic monitoring of specific performance objectives shall be utilized to determine the extent to which policies are being met.
2. The Board will acquire monitoring data by one or more of three methods, listed below. In every case, monitoring data must be

presented in writing, and the standard for compliance shall be any reasonable Operational Team interpretation of the policy being monitored. Acceptable methods include:

- a) Internal report, in which the Operational Team discloses compliance information to the Board.
 - b) External report, in which an external, disinterested third party selected by the Board assesses compliance with policies.
 - c) Direct Board inspection, in which a designated Board member or members, or the Board as a whole, assess compliance with the appropriate policy criteria.
3. All policies that instruct the Operational Team will be monitored at a frequency and by a method chosen by the Board. Any evaluation or feedback of the monitoring data will be documented in writing and presented to the Operational Team and maintained as part of the data itself. The Board can monitor any policy at any time by any method, but will ordinarily depend on the routine schedule shown below in the “Monitoring Report Schedule and Content” table. (Note: As Ends policies are developed, they will be added to this schedule.)

Table 1: Monitoring Report Schedule

Report	Timing	Month	Method	Content
Communication to and Support of the Board	Annual	January	Direct Inspection	Written overview from Operational Team
Compensation and Benefits	Annual	April	Internal	Changes and big-picture issues such as living wage, UUA guidelines, benefits, insurance cost estimate, personnel budget for upcoming year.
Financial Planning & Budgeting	Annual	April	Internal	Present proposed budget and how it addresses Ends and Strategic Plan
Ends	Annual	May	Internal	Progress toward Ends as expressed in draft of annual report Program review as a part of annual report including attendance and activity
Treatment of Congregants	Annual	June	Internal	Annual survey, report on grievances, or other feedback
Operational Team Review	Annual	June	By Board	Assess operational effectiveness in meeting Ends Evaluate Ends monitoring report
Contract Activities	As relevant, at least annual	June	Internal	Review of contracts for the year, statement from operational team that this policy has not been violated
Emergency Operational Team Succession	Periodic as relevant		Internal	Covering duties during absences.
Asset Protection	Annual	September	Internal	Financial Audit
Treatment of Staff & Volunteers	6 months	September, February	Internal	Adherence to personnel policies Job descriptions for staff
Operational Teamwork	6 months	October, April	Internal	Self-evaluation of Operational Team
Ministry Teams	Monthly, on a rotating basis		Internal	Each month, a Ministry Team leader will address how Teams are functioning and addressing Ends
Financial Activities	Monthly		Internal	Comparison of budgeted vs. actual Treasurer's report Grant or contract activity (issues requiring Board action) Operational Team Limitations (Reserved: timeline)
Operational Team Report	Monthly		Internal	Noteworthy in last month related to Ends/Annual Plan/policy issues Significant budgetary, administrative and operational issues related to Board policies

IV. Governance Process
A. General Governance Process Policy

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

Accordingly, the Board will:

1. Cultivate a sense of group responsibility. The Board, not the Operational Team, will be responsible for excellence in governing. The Board will be the initiator of policy, not merely a reactor to Operational Team initiatives. The Board will use the expertise of individual members to enhance the ability of the Board as a body rather than to substitute individual judgments for the Board's values. The Board will allow no officer, individual, or committee of the Board to hinder or be an excuse for not fulfilling Board commitments.
2. Direct, control, and inspire the organization through the careful establishment of broad written policies reflecting the Church'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 on the organization, not on the administrative or programmatic means of attaining those effects.
3. Enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation, policy-making principles, respect of roles, and ensuring continuance of governance capability. Continued Board development will include orientation of Board members in the Board's governance process and periodic Board discussion of process improvements.

B. Board Job Description

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

Accordingly, the Board:

1. Shall serve as the link between the Operational Team and the membership.

2. Will produce written governing policies that, at the broadest levels, address each category of organizational decision.
 - a) Ends: Organizational products, effects, benefits, outcomes, recipients, and their relative worth (what good for which recipients at what cost).
 - b) Operational Team Limitations: Constraints on executive authority that establish the prudence and ethics boundaries within which all executive activity and decision must take place.
 - c) Governance Process: Specification of how the Board conceives, carries out, and monitors its own task.
 - d) Board-Operational Team Relationship: How power is delegated and its proper use monitored.
3. The Board will assure Operational Team performance in accordance with Board policies.

C. Board Officer and Member Job Descriptions

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

1. President

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

Accordingly, the President:

- a) Ensures that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
 - 1) Meeting discussion content will be only those issues, which according to Board policy, clearly belong to the Board to decide, not the Operational Team.
 - 2) Deliberations will be fair, open, and thorough but also timely, orderly, and kept on task.
- b) Has the authority to make decisions that fall within topics covered by Board policies in Governance Process and Board-Operational 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:

- 1) Has no individual authority to make decisions on policies created by the Board within Ends and Operational Team Limitations policy areas. Therefore, the President has no individual authority to supervise or direct the Operational Team.
- 2) May represent the Board to outside parties in announcing Board-stated positions. May delegate this authority to elected members of the Board but remains accountable.
- 3) Sets the agenda and chairs Board meetings, with all the commonly accepted power of that position (for example, ruling, recognizing).
- 4) Sets the agenda and presides at all congregational meetings of the Church.
- 5) May spend the funds budgeted for Board expenses.
- 6) Sees that the policies and decisions of the Board or Congregation are implemented.
- 7) Signs all contracts as the authorized representative of the Board.
- 8) Is authorized to sign checks.

2. Vice President

- a) Presides over the Board or performs any other duties of the President in the absence or at the request of the President.
- b) Consults closely with the President.
- c) Establishes the schedule for and presides over the Board's monitoring of its own performance.
- d) Shall perform other functions and duties as may be specified by the Board.

3. Treasurer

- a) Has as broad financial expertise as possible.
- b) Leads the Board in its oversight role of assuring that accurate records of all financial transactions of the Church are kept and that all financial procedures are robust and verified.
- c) Leads the Board's efforts to monitor the Operational Team's implementation of both the Ends and Operational Team Limitations policies, whenever financial resources are involved.
- d) Advises the Board about any emerging financial needs, concerns or policy issues, including both budgetary

considerations and process issues that reflect on the integrity of the financial monitoring process.

- e) Receives any reports of violation of procedures in any financial procedures manual or of auditing matters. Recommends appropriate controls to the Board.
- f) Receives quarterly reports from the Financial Oversight & Review Committee, or annual reports of either internal or external audits of the Church's financial condition and procedures. Assures that the committee fulfills its responsibilities.
- g) Interviews and recommends an external professional auditing firm to conduct periodic audits of the Church's financial condition and procedures; provides an estimated budget expense for the fiscal year in which the external audit will occur.
- h) Provides a written and oral financial report on oversight activities to the congregation at its Annual Meeting.
- i) Receives quarterly a written summary of Endowment Fund activities and recommendations regarding fund management from the Endowment Committee; reports this information to the full Board.
- j) Trains Board members to read and understand the Church's financial statements and monitoring reports.
- k) Is Ex Officio on the Financial Oversight & Review Committee.

4. Secretary

- a) Ensures that Board meeting minutes are recorded, distributed to the members of the Board and the Operational Team in a timely manner, and posted for congregational access.
- b) Ensures that minutes of other proceedings of the Board and all congregational meetings are recorded and distributed.
- c) Checks for actual Church membership before a congregational meeting.
- d) Maintains this policy and past drafts, as well as other historical documentation, on file and distributes as requested, including Board procedures (i.e. Appeal, Inquiry and Mediation Procedures, Safe Congregation Procedures, etc).

- e) Oversees monitoring activities and assures these activities are included in monthly Board agenda.

5. Members-at-Large

- a) Represent the interests of the Church as a whole in Board deliberations.
- b) Serve on ad hoc committees appointed by the Board.

D. Agenda Planning

The Board will follow an annual agenda which satisfies the following criteria:

1. Completes re-exploration of Ends policies annually;
2. Continually improves Board performance;
3. Sets forth priorities for the upcoming UUCE fiscal year;
4. Systematically monitors and reviews Board policies; and
5. Requires periodic reporting from Board committees.

E. Board Members' Code of Conduct

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. Members must represent unconflicted loyalty to the interests of the congregation. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or staffs. It also supersedes the personal interest of any Board member acting as a consumer of the Church'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 church staff except as procedurally controlled to assure 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

- absent her 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 Church for them, 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 disclose their involvement: with other organizations, with vendors, or with other associations that might produce a conflict.
3. Members will respect the confidentiality appropriate to issues of a sensitive nature.
 4. Members will speak with one voice upholding the decisions of the Board.

F. Board Committee Principles

The Bylaws 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 will be carefully stated in order not to conflict with authority delegated to the Operational Team.

G. Monitoring Board Performance

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

H. Governance Investment. The Board will invest in its governance capacity.

Accordingly,

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

I. Appeal, Inquiry and Mediation Procedure (AIM)

The Board will address any complaints or concerns the Board or its members receive solely in relationship to Board policies. A “Board Appeal, Inquiry and Mediation Process Guideline” is maintained by the Secretary.

Concerns received unrelated to Board policy will be conveyed to the Operational Team and utilize the Safe Congregation procedures to resolve.

G. Board Committees

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

1. The Financial Oversight & Review Committee shall
 - a) Be comprised of members appointed by the Board.
 - b) Report to the Board.
 - c) Be composed of at least two members who have expertise in accounting procedures and shall be composed of at least three members.
 - d) Design, maintain and implement audit procedures designed with the following goals:
 - 1) To obtain independent assurance that all financial records fairly represent the financial condition of the Church.
 - 2) To ensure that the year’s financial activity has been properly recorded in accordance with UUA recommended accounting procedures.
 - 3) To ensure adherence with the Financial Procedures Manual.
 - 4) To maintain confidence in the integrity of the congregation’s financial system and the persons responsible for handling the finances.
 - e) [Reserved] Conduct internal audits within one month of the end of the 1st, 2nd and 3rd quarters of the financial year.
 - f) [Reserved] Prepare a full audit within 2 months after closing of the books for the financial year.
 - g) [Reserved] Supervise and oversee an audit by an outside accounting firm.
 - h) [Reserved] Provide reports of its audits to the Board Treasurer.
 - i) Give 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 Church's funds.

- j) Evaluate internal controls and reviews the procedures of each financial function annually and recommends any changes to the Board.

2. The Planned Giving Committee shall

- a) Exist to enhance the mission of the Church by encouraging, receiving and administering gifts to the Church funds.
- b) Be composed of members.
- c) Meet at least quarterly with a quorum consisting of three members.
- d) Provide complete and accurate records to the Board Treasurer.
- e) Report quarterly to the Governing Board, providing a written summary of Endowment Fund activities and making recommendations regarding fund management.
- f) Provide a written summary of Endowment Fund activities at each Annual Meeting of the Church.
- g) Maintain written operating procedures which are in accord with Church Bylaws and resolutions adopted by the Congregation.
- h) Provide a current set of operating procedures to all committee members, the Board Treasurer and the Church Secretary to maintain in the archives.
- i) Educates the congregation and promotes awareness of planned gifts through regular publicity and events that highlight the importance of planned giving.

3. [Reserved] The Leadership Development Committee shall

- a) Be composed of members of the congregation.
- b) Anticipate succession needs for volunteer positions and identifies future volunteer leaders in concert with staff and current volunteer leadership.
- c) Prepares a slate of candidates for
 - 1) the Governing Board, and
 - 2) the Leadership Development Committee,
- d) Present this list of candidates at least two weeks in advance of the annual meeting; and
- e) Conduct elections at the annual meeting.
- f) Submit names to fill vacancies on the Governing Board.

- g) Assist the Operational Team as needed to fill other committee leadership positions.
 - h) Identify and addresses development needs of present and prospective leaders with appropriate training and development opportunities.
 - i) Report to the Governing Board at least three times annually, in person or in writing.
4. The Planning Committee shall
- a) Be appointed by and report to the Board.
 - b) Be composed of members of the congregation.
 - c) Work with the Board and Operational Team to ensure that the Church regularly engages in a Long Range Planning process to:
 - a. Create a new Aspiration Statement at least every five years that articulates the Congregation's shared sense of the future of the Church.
 - b. Create a new Long Range Planning process at least every five years that includes Ends Statements that follow from the Aspiration Statement and are intended to guide the Church toward achieving our Aspiration.
 - d) Assist the Board, as needed, in developing Annual Objectives that derive from the Ends Statements and focus on the specific ends that we want to accomplish during the year.
 - e) Assist the Board in monitoring progress toward achieving Ends Statements and Annual Objectives.
 - f) Ensure that all plans are consistent with the values of the Congregation.

Definitions

<i>Operational Team</i>	<p>The Operational Team is comprised of the Senior Minister and such other staff or lay leaders as designated by the Board.</p> <p>The Senior Minister shall function as the chair of the Operational Team.</p> <p>In the event a member of the Operational Team is unable to serve due to an emergency or extended absence, the Operational Team will cover the responsibilities of the missing member until a replacement is designated by the Board.</p>
<i>Oversight and review</i>	<p>An official inspection of an organizations accounts by an outside body or third party who has no vested interest”</p>
<i>Ex Officio</i>	<p>Is a member of a body or team by virtue of holding an office, but does not vote.</p>

[Reserved for Secretarial Procedures]

Appendix I – Format for Recording Dates of Original Approval and Amendments to Policies.

1. Main headings followed by sub-policies 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 are dated as in 2.
4. The footer contains only the page number at the right.
5. Amended policies physically replace prior policies in the complete Policy Set.

[Reserved] Appendix II – Five Year Plan

Appendix III – Gifts Policy

GIFT.1	The purpose of this policy is to establish guidelines for evaluating and accepting charitable gifts in an efficient, ethical, legal and professional manner.
GIFT.2	The General Fund refers to the Annual Operating Budget and Unrestricted Net Assets of UUCE. The Endowment is a permanently restricted fund created to "provide for the long-term health and survival of the Congregation." The Capital Fund was created initially to fund the purchase and renovation of the Church property at 13th and Chambers. The Capital Fund exists to provide for this and other capital needs. Designated gifts can be made to the Unitarian Universalist Church in Eugene (UUCE) Endowment, to the (UUCE) Capital Fund, or to other funds as established by the Board of Trustees. Only the Board of Trustees (BoT) or it's designee can create a "fund."
GIFT.2.1	All contributions given to the UUCE are the ultimate property of the UUCE. UUCE will make every good faith effort to use funds as designated by the donor for a reasonable period of time (up to two years). If designated funds cannot be used for their originally specified purpose, UUCE shall endeavor to find a complementary use, or shall reserve the right to expend the gift. Any agreements made at the time of donation shall not supersede UUCE's right to ultimate determination of the use of contributions.

GIFT.3

GIFT.3.1. Unless otherwise designated or restricted by purpose or time, all gifts to UUCE will go to the General Fund.

GIFT.3.2 Any gift accepted by UUCE must be consistent with the policies and purposes of UUCE.

GIFT.3.3 The UUCE may only accept gifts from individuals, corporations, trusts, foundations and others that:

- 3.3.1 fit with UUCE's mission, goals, programs and activities;
- 3.3.2 provide measurable benefit to UUCE; and
- 3.3.3 do not present significant economic or non-economic drawbacks.

GIFT.3.4 In addition, UUCE will not accept gifts that:

- 3.4.1 Violate our tax-exempt status
- 3.4.2 Violate laws or are otherwise unethical, including gifts that discriminate based upon race, color, sex, sexual orientation, gender identity, class, creed, ethnic or national identity, physical ability, or age;
- 3.4.3 Inhibit the procurement of gifts from other donors;
- 3.4.4 Lack charitable intent or disproportionately benefit the donor as compared to UUCE; or
- 3.4.5 Cost UUCE more than they benefit UUCE.

GIFT.3.5 Final authority to accept or decline gifts rests solely with the Board of Trustees (BoT) and/or their designees; hereafter referred to as "the Committee."

GIFT.3.6 UUCE BoT or the Committee will initially examine whether a proposed gift complies with these criteria and the rest of this policy. If the gift will clearly not comply, the donor should be informed quickly and politely that UUCE will not be able to accept the gift.

GIFT.3.7 The Committee may accept the following types of gifts without prior review and approval of Board so long as the gift is unrestricted or restricted to a purpose or fund that the Board has previously approved and it complies with the criteria in section 3.

- 3.7.1 Cash. Cash gifts are acceptable in any form, including checks, money orders, credit cards, or when available, on-line donations.
- 3.7.2 Marketable Securities. Marketable securities may be transferred electronically to UUCE through a broker or other Financial Institution. It is the Policy of UUCE to liquidate gifted securities expediently unless the Board specifically approves their retention.
- 3.7.3 Bequests. Currently UUCE may accept bequests including gifts in Wills or beneficiary designations under trusts, life insurance policies, commercial annuities, retirement plans or other assets for which a beneficiary may be legally named.

GIFT.3.8 Administrative Costs and Expenses. It is the objective of UUCE that direct costs of administering deferred gifts will not be borne by the general fund, since to do so would require subsidization by unrestricted gifts from others. Therefore, costs incurred by UUCE directly shall be reimbursed out of the assets of the gift.

GIFT.3.9 Memorial Gifts. UUCE encourages the contribution of unrestricted memorial gifts and bequests. Gifts with specified restriction are subject to Board review per these policies.

GIFT.3.10 Tangible Personal Property. UUCE may accept gifts of tangible personal property valued at under \$5,000 which are easily put to use for UUCE's charitable purpose and over which UUCE has complete control including discretion to retain or liquidate.

GIFT.4	<p>GIFT.4 The following types of gifts may only be accepted by the Board after careful review:</p> <p>GIFT.4.1 Tangible Personal Property. Tangible personal property valued at over \$5,000, or which the donor is requiring UUCE to retain, or the use of which is not related to UUCE's charitable purpose.</p> <p>GIFT.4.2 Life Insurance Policies. Gifts of life insurance where UUCE is named as both beneficiary and irrevocable owner of the insurance policy. The donor must agree to pay, before due, any future premium payments owing on the policy.</p> <p>GIFT.4.3 Real Estate. UUCE encourages liquidation of all real property assets before contribution. All gifts of real estate must be carefully and fully investigated to determine: if the property is marketable; if it is suitable for UUCE's mission, goals and needs; costs of evaluation, management and liquidation; whether the property presents environmental or other liabilities or risks; and other economic and noneconomic factors.</p> <p>Gifts Which Require Prior Review And Acceptance By The Board</p> <p>GIFT.4.4 Gifts Involving Trusteeship, Fiduciary other Legal Duties. UUCE may not serve as a trustee, personal representative, executor or other fiduciary without specific approval of the Board and legal review of the gift and the accompanying duties.</p>
GIFT.5	<p>GIFT.5 UUCE may accept written promises from donors to pay money or donate other assets. Pledges are tracked and reported through a pledge database and pledge statements are generated for the donor at least annually. Pledge revenue is recorded when received in accordance with Generally Accepted Accounting Principles.</p>
GIFT.6	<p>GIFT.6 UUCE may accept gifts temporarily restricted to a particular time or purpose. All restrictions must comply with the requirements of this Gift Acceptance Policy. Donor restrictions must be acknowledged in writing and previously approved by the BoT or the Committee. By law, solicitation materials prepared by UUCE also create binding restrictions if the materials specifically solicit for a particular purpose or purposes.</p>
GIFT.7	<p>GIFT.7 A separate project code is established in the chart of accounts for restricted funding sources which utilize line item budgets. Expenses which fulfill the restrictions of the donor are recorded in that donor's project code. Separate bank or other financial institution accounts are not required for each restricted funding source. UUCE may at times choose to establish designated investment accounts to facilitate management of the funds.</p>
GIFT.8	<p>GIFT.8 UUCE will seek legal counsel in matters relating to acceptance of gifts whenever appropriate as determined by the BoT or the Committee. UUCE strongly encourages all prospective donors to consult with their own legal and financial advisors in matters relating to their gifts and any tax implications.</p>

GIFT.9	<p>GIFT.9 The evaluation process for each gift begins prior to solicitation. BoT members, Committee members, or other designees should consider, prior to solicitation, whether gifts in response to the solicitation would be consistent with these policies and beneficial to UUCE.</p> <p>GIFT.9.1 The procedure of evaluating each potential gift shall be as follows although steps may be taken out of order as necessary:</p> <p>9.1.1 Whenever review is required by the policy, UUCE leaders will present the gift to the Committee for evaluation. The Committee may determine whether to accept or decline the gift in accordance with this policy or present the gift to the BoT for further discussion.</p> <p>9.2.2 If the gift is presented by the Committee for BoT consideration, the BoT will determine whether to accept or decline the gift by carefully reviewing the details of the gift and applying the criteria in section 3. The BoT's determination will be recorded in the minutes of the meeting at which the gift was accepted.</p> <p>9.3.3 If the BoT declines the gift, the donor will be informed quickly and politely that UUCE will not be able to accept the gift and any delivered gifts will be returned.</p>
GIFT.10	<p>GIFT.10 All gifted assets will be valued in accordance with IRS regulations, including those requiring donors to provide their own valuation for tax deduction purposes, and Generally Accepted Accounting Principles. All gifted assets will be managed in accordance with Gift Agreements, the Financial Policies of UUCE, all applicable laws and regulations and Generally Accepted Accounting Principles.</p>
GIFT.11	<p>GIFT.11 Upon receiving a signed gift agreement and appropriate documentation of the will, insurance policy, transfer of interest, etc., UUCE will acknowledge the gift in a manner acceptable to both parties.</p>

[Reserved] Appendix IV – Policy on Public Representation of UUCE