

Towson Unitarian Universalist Church Governance Policy

Overview

Using the authority the Towson Unitarian Universalist Church, hereafter referred to as “Church”, has given it through the bylaws, the Board of Trustees, hereafter referred to as “Board” has adopted the following governance policy. The Board records all of its actions in its minutes; for ease of reference, it also records in this policy book any actions intended to authorize others to make decisions.

Table of Contents

I. Board Governance	2
1.1 Role of the Board	2
1.2 Composition of the Board	3
1.3 Board Decision-Making	5
1.4 Board Committees	5
1.5 Expectations of Board Members	9
1.6 Towson Unitarian Universalist Church Endowment Fund (“Endowment”)	12
II. The Administrative Team.....	13
2.1 Role of the Administrative Team	13
2.2 Administrative Team Members	13
2.3 Administrative Team Decision-Making	14
2.4 Expectations of Administrative Team Members	14
2.5 Reporting	14
III. The Program Council.....	14
3.1 Role of the Program Council	14
3.2 Program Council Members	15
3.3 Program Council Decision-Making.....	15
3.4 Program Council Committees and Teams	15
3.5 Expectations of Program Council Members	16
3.6 Reporting	16
IV. Board Delegation	16
4.1 Global Delegation to the Head of Staff.....	16
4.2 Structure of the Staff	16
4.3 Delegation to the Administrative Team	16

V. Guidance and Limitations.....	17
5.1 Personnel Decisions	17
5.2 Care for Paid Staff	18
5.3 Care for Members and Guests.....	19
5.4 Care for Material Resources	21
VI. Oversight.....	25
6.1 Mission Focus.....	25
6.2 Monitoring	25
6.3 Evaluation	26

I. Board Governance

1.1 Role of the Board

The Board will govern primarily by discerning mission; planning for the future; partnering with the Minister and staff; planning for the finances of the Church; oversight of revenue and expenditures; and holding the leaders of the Church, including its own members, accountable for their performance.

1.1.1 Annual Work Products

In concert with the Minister, staff and congregation, the Board will produce and adopt:

- An annual short list of **Open Questions**¹ about the Church’s future, as the basis for ongoing planning conversations. This is ideally no more than three questions.
- An annual **Vision of Ministry**², consisting of a short list of top priority areas where the Church will advance its work in the coming year, as a starting point for budgeting and staff planning. This is ideally no more than three priority areas.
- An annual **Ministry Evaluation** – of the Church’s success or difficulties in achieving the prior year’s vision of ministry
- An annual mutual **Performance Evaluation** of the Minister’s and the Board’s effectiveness in their respective roles

1.1.2 Less Frequent Work Products

In concert with the Minister, staff and congregation, the Board will produce and adopt:

¹ Additional guidance on Open Questions is in *Governance and Ministry* by Dan Hotchkiss, Chapter 8

² Additional guidance on Annual Vision of Ministry is in *Governance and Ministry* by Dan Hotchkiss, Chapter 8

- A **Mission Statement**, to be updated as needed, that articulates the Church's purpose, and related statements, such as vision, values and a tagline, to communicate the reasons for the Church's work. (review every 5 years)
- A **Triennial Evaluation** of the Minister's performance (every 3 years). See 6.3.4 for details.

1.1.3 Relationship with the Unitarian Universalist Association (UUA)

The Board is responsible for maintaining our church's connection to the UUA, including:

- The annual certification of membership and associated metrics, due in February.
- Approving voting delegates from the church to the UUA General Assembly, due in May, and providing guidance to those delegates on positions that will come before them for a vote.
- Determining the church's support for the UUA Annual Program Fund, due in June.

1.2 Composition of the Board

In addition to the duties defined in the bylaws, Board members have the following responsibilities:

1.2.1 President

- Presides at meetings of the Board of Trustees.
- Sees that the policies and decisions of the Board are implemented.
- Appoints, with Board approval, the chairs of Board Committees.
- At the direction of the Board or the Congregation, enters contracts that have not been specifically delegated by the Board to the Administrative Team.
- Makes an annual report to the Congregation on the state of the Church.
- Consults regularly with the President-Elect on policy issues.
- Maintains communication with the Congregation by calling Congregational or Town Meetings not less than three times a year, and sets the agenda for these meetings with the advice of the Board.
- Ensures that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization
- Delegates work, as appropriate, to different Board members and/or working groups.
- May choose to use email and/or other electronic communication for the Board to vote and make decisions on issues where the decision involved: 1) is virtually pro forma and non-controversial, but of a time-sensitive nature, or 2) must be made before the Board can next convene.
- May delegate their authority but remains accountable for its use.

1.2.2 President-Elect

- May preside over the Board or perform any other duties of the President in the absence, or at the request, of the President.
- Typically serves as the Convener of the Program Council and ensures that the responsibilities of the Program Council are accomplished.
- Consults closely with the President.
- Sees that major calendar events are determined and posted.

1.2.3 Treasurer

- Is responsible for advising the Board of Trustees about any emerging financial needs, concerns or policy issues meriting the Board's attention or action.
- Reports at Board meetings on whether the church is spending within the limits set forth in the annual budget and receiving income at the levels expected, and alerts the Board to any noteworthy changes in fund balances and investments.
- Leads the Board's efforts to monitor the church's implementation of policies whenever financial resources are involved.
- May assist in developing an annual budget, providing advice on the financial aspects and implications of the proposed budget.
- May serve as liaison to the Stewardship committee and contribute ideas and support to the Stewardship campaign.

1.2.4 Board Secretary

- Solicits input from Board Officers and the Minister to draft the agenda for Board meetings.
- Takes minutes at Board meetings and Congregational meetings, and distributes them within three weeks for review by the Trustees.
- Gathers materials for and distributes the Board packet to Trustees seven to ten days prior to scheduled Board meetings.
- Ensures that minutes and agendas are properly posted on the Church website.

1.2.5 Trustees-at-Large (Four)

- Represents the interests of the Church as a whole in Board deliberations.
- Serves on standing or ad-hoc Board Committees.
- Accepts assignment(s) related to Board Committees and/or Annual Work Products.

1.2.6 Minister

- Serves as an ex-officio, non-voting member of the Board.
- Offers guidance and counsel on the general welfare of the Congregation in keeping with the vision and mission of the Church and the Covenant of the Board.

1.2.7 Board Officers

The “**Board Officers**” are the President, President-Elect, Treasurer, and Secretary. In addition to the duties defined in the bylaws, the officers have the following responsibilities:

1.2.7.1 Board Meeting Agendas

The Board Officers will draft the agenda for Board meetings, with input from the Minister.

1.2.7.2 Review of Board Disclosure Forms

The Board Officers will meet to review the forms and prepare a report to the full Board.

1.3 Board Decision-Making

The Board will follow a process of decision-making that allows all Board members the opportunity to be heard, and which promotes deep listening. When possible, the Board will make decisions using a consent-based approach. When needed, the Board will make decisions by a majority vote.

1.4 Board Committees

Committees exist to help the Board to govern. Board committees make recommendations to the Board; decision-making authority rests with the Board.

The standing Board committees are:

1.4.1 Endowment

The Board is the fiduciary of the Endowment Fund under the laws of the State of Maryland. The Board will set Investment Objectives and Guidelines for the Endowment Fund.

1.4.1.1 The chair of the Endowment Committee will be appointed by the Board. The chair will be appointed for a two-year term, to start on July 1st of odd-numbered years. The chair may serve for no more than two consecutive full terms.

1.4.1.2 The Endowment Committee will consist of a total of four members of the Church, who are not presently members of the Board, with the Finance Head and Treasurer serving as ex-officio members. Endowment Committee members will be appointed by the Board and will serve two-year terms. When possible, approximately half the members will be appointed in alternating years so that terms are staggered. No member will serve more than two consecutive full terms. When possible, members of the committee should have personal or professional investment experience.

1.4.1.3 The Endowment Committee will submit a report quarterly to the Board.

1.4.2 Membership

The Membership Committee will provide intentional outreach to the community and nurture a positive and meaningful experience for Church Members and Guests.

1.4.2.1 The chair of the Membership Committee will be appointed by the Board. The chair will be appointed for a two-year term, to start on July 1st of even-numbered years. The chair may serve as chair for no more than two consecutive full terms.

1.4.2.2 The Membership Committee will consist of a total of up to seven members of the Church, up to six of whom are not presently members of the Board. Membership Committee members will be nominated by the Membership Committee Chair and approved by the Board and will serve two-year terms. When possible, approximately half the members will be appointed in alternating years so that terms are staggered. No member will serve more than two consecutive full terms. Whenever possible, members of the committee should represent a broad range of communities within the congregation.

1.4.2.3 The charge to the Membership Committee will be approved by the Board.

1.4.2.4 The Membership Committee will submit a quarterly report to the Board.

1.4.2.5 The Membership Committee will submit the membership list for Board approval a minimum of 30 days prior to annual certification with the Unitarian Universalist Association (UUA).

1.4.3 Nominating

The Nominating Committee will consult with the Board to ascertain future leadership needs in light of members rotating off the Board. In addition, the Nominating Committee supports the Church by identifying and organizing leadership development opportunities for current and future lay leaders.

1.4.3.3 The Nominating Committee will work to identify candidates for lay leadership positions who represent and enhance the diversity of the congregation, with attention to dismantling systems of privilege. The Board desires to encourage and include voices of persons of color, LGBTQ/NB persons, younger persons, persons with disabilities, and women.

1.4.3.4 The Nominating Committee will submit a report to the Board by April 1st each year, with a status update on nominees. The Nominating Committee will submit an article for the Threshold no later than February 15th each year, which will include the positions up for election and will describe a process for self-identifying interest in serving in a leadership role.

1.4.3.5 The Nominating Committee will research leadership training available through the Unitarian Universalist Association. A workshop for current and future lay leaders will be offered at the Church at least once every three years.

1.4.4 Right Relations

As a covenantal faith tradition, we are bound by right relationships. Conflict is inevitable. How we manage conflict is to intentionally and respectfully seek to return to right relationships. The purpose of the Right Relations Team is to educate, mediate, and guide members and guests in this process.

1.4.4.1 The chair of the Right Relations Team will be appointed by the Board. The chair will be appointed for a two-year term, to start on July 1st of even-numbered years. The chair may serve for no more than two consecutive terms.

1.4.4.2 The Right Relations Team will consist of a total of three to five members of the Church, who are experienced in congregational affairs and who are not presently members of the Board. Right Relations Team members will be appointed by the Board and will serve two-year terms. When possible, approximately half the members will be appointed in alternating years so that terms are staggered. No member will serve more than two consecutive full terms.

1.4.4.3 The Right Relations Team will develop a Right Relations policy, which is subject to Board approval.

1.4.4.4 The Right Relations Team will submit a quarterly report to the Board.

1.4.5 Personnel

The Personnel Committee advises the Minister as Head of Staff and advises the Board regarding the Church's role as employer. The Personnel Committee advocates for fair and equitable salaries, benefits, and employment practices for Church staff.

1.4.5.1 The chair of the Personnel Committee will be nominated by the Minister and approved by the Board. The chair will be appointed for a two-year term, to start on July 1st of even-numbered years. The chair may serve for no more than two consecutive full terms.

1.4.5.2 The Personnel Committee will consist of a total of three members. Two members will be nominated by the Minister and approved by the Board. They will serve two-year terms. When possible, the members will be appointed in alternating years so that terms are staggered. No member will serve more than two consecutive full terms.

1.4.5.3 The Personnel Committee will stay informed of UUA guidelines and recommendations regarding the Church as employer and will advise the Minister and the Board of updates and changes. On an annual basis, the Personnel Committee will complete the UUA Benefits Tune-up Workbook, to help learn and follow the UUA benefit plan rules.

1.4.5.4 The Personnel Committee and the Church Administrator will maintain the Personnel/Employee Handbook. Significant changes will be recommended by the Personnel Committee and approved by the Board. Minor changes do not need to be approved by the Board.

1.4.5.5 The Personnel Committee will accept other assignments from the Minister as Head of Staff, or from the Board, related to the Church's role as employer.

1.4.6 Stewardship

The Stewardship Team leads the annual canvass of members and friends, to secure pledges of financial support for the church's mission.

1.4.6.1 The chair of the Stewardship Team will be appointed by the Board. The chair will be appointed for a two-year term, to start on July 1st of odd-numbered years. The chair may serve for no more than two consecutive full terms.

1.4.6.2 The Stewardship Team will consist of a total of three to ten members, with the Finance Head and Treasurer serving as ex-officio members. Stewardship Team members will be appointed by the Board and will serve two-year terms. When possible, the members will be appointed in alternating years so that terms are staggered. No member will serve more than two consecutive full terms.

1.4.6.3 The Stewardship Team will consult with the Board regarding the church's priorities for the stewardship campaign. The Stewardship Team will collaborate with church staff regarding the communication plan, and recording of pledges. The team will coordinate with the Program Council regarding programming plans in support of the campaign.

1.4.6.4 The stewardship campaign will focus on stories of impact, and things that are happening because of the generosity of the congregation, striving to help congregants to connect their pledge to the mission and vision of the

church. Every effort will be made to contact each member and friend, unless otherwise advised by the Minister.

1.4.6.5 The stewardship campaign will be completed no later than April 1st, so that pledges can be accounted for in planning the next fiscal year's operating budget.

1.4.6.6 The Stewardship Team will submit a quarterly report to the Board.

1.5 Expectations of Board Members

1.5.1 Board Covenant

We, the members of the Board, enter into this covenant of mutual expectations for Board service. New members of the Board will be asked to join us in these commitments, and the Board will review and update this covenant at least annually. As Board Members, we will:

- Be **dedicated** to the long-term success of our Mission and the well-being of the entire Church community, above our individual areas of involvement.
- **Prepare** for Board meetings. We will read the Board packet sent prior to each meeting and accept responsibility to seek and provide information necessary for the Board to make well-informed decisions.
- **Attend** Board meetings. When possible, we will attend all duly called Board meetings. If it is necessary to miss a Board meeting, then we will inform the President as early as possible. If we do not expect to be able to attend meetings consistently, then we will resign for the good of the Board.
- **Participate** in Board meetings. We will listen carefully to others, giving special attention to ideas and perspectives different from our own. We will feel free to state the obvious and to ask questions when we do not understand. We assume that all Board members have the best interests of the Church at heart. We will listen deeply, seek consensus, and be willing to compromise.
- **Share** the work of the Board. We will respond to emails and other communications in a timely manner. We will accept assignments and other tasks and complete them as agreed. Each Board member is equally responsible for speaking up to ensure compliance with the bylaws, ethical values, and this covenant.
- **Treat one another with respect and courtesy.** When we have disagreements or conflicts, we will address those directly with the persons concerned, seeking assistance from others as necessary to sustain a positive working atmosphere at the Board table.

- **Use discretion** in communicating about Board discussions. We will treat the views expressed in Board discussions as tentative and refrain from reporting the opinions of others. Our decisions may not be unanimous, but we will support Board decisions and speak with one voice, in spite of our differences. When the Board agrees that certain matters will be kept confidential in executive session, we will honor those agreements.
- **Communicate openly** and regularly with the Church community.
- **Acknowledge** when our behavior is out of covenant and seek to return to right relationship. We will maintain perspective and a sense of humor.

1.5.2 Conflicts of Interest

The Board expects all of its members to carry out their duties with undivided loyalty to the Church and its Mission. A conflict of interest exists whenever a Board member has interests or duties that may hinder or appear to hinder the Board member from fulfilling this duty.

1.5.2.1 Definition

Conflicts of interest arise when the Board member:

- Stands to gain or lose financially because of an action of the Church in which the Board member has a decision-making role.
- Cannot set aside their personal preferences as an individual consumer of the Church's services to act on behalf of the whole Church and its mission.
- Faces any other situation that impairs or reasonably appears to impair their independence of judgement.
- Has a close relationship with someone who has a conflict of interest, as defined here: a close relationship includes any person, corporation, or other business entity with which the Board member has a close personal, family, or business relationship.

1.5.2.2 Conflict-of-Interest Disclosure

The Board will annually require its members to disclose in writing all existing or foreseeable conflicts of interest. Disclosure forms are to be completed and submitted by September 15 to the Board Officers. The Board Officers will review the forms and prepare a report to the full Board. Disclosure forms will be kept in the office by the Church Administrator and made available for review in person by any Board member who asks to see them.

1.5.2.3 Conflict-of-Interest Process

When a Board member reports a potential conflict of interest related to a matter before the Board, the Board (minus the affected member) will determine how to handle the situation.

- The Board member will be permitted to participate in discussion regarding the matters for which they or their close family members receive income; if such matters come under discussion, the Board member should verbally disclose that they or a close family member has received income. Disclosure of the nature of the conflict will be included in the Board meeting minutes.
- After discussion and prior to a decision or vote, the Board member should leave the room and not be present or vote on such matters.
- Resignation from the Board may be necessary, depending on the conflict of interest.

1.5.3 Discipline and Removal of Board Members

In exercising its power under the bylaws to remove an officer or Board member, the Board will follow these procedures:

1.5.3.1 Removal for Misconduct

The Secretary will notify the member in writing and offer a hearing before the Board. Pending such a hearing, the Board may suspend the member's voting privileges.

1.5.3.2 Removal for Absence from Board Meetings

Any member of the Board who is absent from two consecutive meetings, unexcused, shall be deemed to have resigned.

1.5.4 Church Positions in Support of Legislation and/or Public Policy

In support of our Mission and for timely response during legislative sessions, the Board supports legislation proposed by and public policy positions taken by the Unitarian Universalist Legislative Ministry of Maryland (state-level) or by Unitarian Universalists for Social Justice or Unitarian Universalist Ministry for Earth (both at the national-level), if such legislation or public policy position is supported by the appropriate Church committee or group. The Board permits the use of the Church's name in support of such legislation and/or public policy positions. The sponsoring committee will then provide information about the supported legislation to be included in the Threshold.

1.5.5 Speaking to the Public or Press

No Board member, except the President or a Board member designated by the President, will speak on behalf of the Board with the public, press, or other non-Church entities.

1.6 Towson Unitarian Universalist Church Endowment Fund (“Endowment”)

The Endowment includes all Church funds intended to provide a long-term stream of income to the Church. The Board places funds in the Endowment either by accepting gifts restricted by the donor to Endowment use or by voluntarily placing funds into the Endowment.

1.6.1. Delegation and Guidance to the Endowment Committee

The Endowment Committee will make a quarterly recommendation to the Board regarding the investment of Endowment capital funds, subject to the following policies:

1.6.1.1 Investment Objectives

Endowment capital funds will be invested to achieve consistent returns over the medium-to-long term, sufficient to allow regular distributions to the operating budget, and to preserve the value of the corpus, after adjustment for inflation and after expenses.

Endowment capital funds will be invested such that the distribution for the annual operating budget is not subject to large fluctuations from year-to-year.

- The investment goal of the Endowment is to achieve a total return (income and appreciation) of 5% after inflation and expenses, over a full market cycle (3 - 5 years).

1.6.1.2 Permissible Investments

Endowment fund assets may be invested in publicly traded funds, including index funds, exchange traded funds, and international funds, in the following categories: stock mutual funds, fixed income mutual funds, and money market funds/cash. Our risk tolerance is moderate. No more than 5% of the Endowment capital funds may be invested in any other investment type.

- Money Market Funds/Cash: Allowable range: Minimum 5% - Maximum 45% of total assets
- Equity Mutual Funds: Allowable Range: Minimum 20% - Maximum 80% of total assets
- Fixed Income Funds: Allowable Range: Minimum 15% - Maximum 65% of total assets

1.6.1.3 Shareholder Initiatives

In keeping with our ethical values, the Church is an activist shareholder, lending its support to shareholder initiatives and coalitions of shareholders in support of

- Disclosure of lobbying and political spending
- Action to address climate change

- Nondiscrimination based on race, age, sex, marital status, sexual orientation, gender identity and expression, disability, national origin or ancestry, economic status, union-membership or political affiliation.

1.6.1.4 Ethical Investment Screen

At least 15% of Endowment capital funds must be invested in Socially Responsible Investments that have passed an environmental, social, and corporate governance (ESG) criteria screen. Excluded are:

- Any company that derives more than 10% of its revenue from the production or sale of weapons or ammunition
- Any company that derives more than 25% of its revenue from tobacco, gambling, or alcoholic drinks.

1.6.1.5 Investment Policy

The Endowment Committee will develop an Investment Policy consistent with the guidelines above, for approval by the Board.

- The Investment Policy will conform to legal requirements set by the Uniform Prudent Management of Institutional Funds Act (UPMIFA).

1.6.2 Endowment Spending

The Endowment is intended to serve the purposes outlined in the Bylaws. The method for calculating the annual contribution to the operating budget will be based on an average of the previous 13 quarters, taken at year-end.

II. The Administrative Team

2.1 Role of the Administrative Team

2.1.1 The Administrative Team is responsible for daily operations of the Church, and executes policies as set by the Board.

2.1.2 The Administrative Team works collaboratively with one another and the rest of the staff, the Board, committees, volunteers, and the congregation in the spirit of shared ministry. The Administrative Team will meet eleven times a year. Three members will constitute a quorum.

2.2 Administrative Team Members

2.2.1 The Administrative Team consists of the Minister, who acts as Head of Staff, the Head of House and Grounds, the Head of Finance, and the Church Administrator as voting members.

2.2.1.1 The Head of House and Grounds will be appointed by the Board for a three-year term, to start on July 1st of 2021. The House and Grounds Head may serve for no more than two consecutive full terms.

2.2.1.2 The Finance Head will be appointed by the Board for a three-year term, to start on July 1st of 2020. The Finance Head may serve for no more than two consecutive full terms.

2.2.2 Should a member of the Administrative Team, other than the Minister, be unable to serve temporarily, the Minister, in consultation with the Board President, may designate a replacement person until such time as the member is able to resume their duties. Should the Minister be unable to serve on the Administrative Team temporarily, the Minister will communicate that to the Board President. The President will designate a replacement person until such time as the Minister is able to resume their duties.

2.3 Administrative Team Decision-Making

The A-Team will follow a process of decision-making that allows all A-Team members the opportunity to be heard, and which promotes deep listening. When possible, the A-Team will make decisions using a consent-based approach. When needed, the A-Team will make decisions by a majority vote.

2.4 Expectations of Administrative Team Members

Administrative Team members will be dedicated to the long-term success of the Church's Mission and the well-being of the entire Church community. Administrative Team members will prepare for, attend, and participate in Administrative Team meetings. They will share the work of the team, and communicate via phone, email, or text for matters requiring attention or decisions in between meetings. They will treat one another with respect and courtesy and will communicate openly and regularly with the Church community.

2.5 Reporting

The Administrative Team will submit a report eleven times per year to the Board.

III. The Program Council

3.1 Role of the Program Council

3.1.1 The role of the Program Council is to support and promote the Church's Mission and Vision by offering programming. The Program Council will foster synergy between committees and will improve communication and awareness of Church programs.

3.1.2 The Program Council members work collaboratively with one another and with the Administrative Team, the Board, committees, volunteers, and the

congregation in the spirit of shared ministry. The Program Council will meet at least quarterly.

3.2 Program Council Members

3.2.1 The Convener of the Program Council will be appointed by the Board, and will serve a one-year term. The Convener of the Program Council may serve for no more than two consecutive full terms. For the purpose of linkage to Board goals and maintaining a high level of Board awareness of Church programs, it is recommended that the Convener be the President-Elect, or another Board member. The Convener of the Program Council is responsible to call and lead Program Council meetings and for ensuring that major Church events are determined and posted on the Church calendar.

3.2.3 The Program Council consists of the Minister, the Convener, Administrative Team members, and staff and lay leaders of committees and groups that directly support the Church's Mission by offering programming, all of whom are voting members:

- A Dialogue on Race and Ethnicity (ADORE);
- Adult Religious Exploration Committee;
- Aging Together;
- Caring Ministry;
- Auction Committee;
- Green Sanctuary Committee;
- Lay Worship Associates Committee;
- Membership Committee;
- Music Committee;
- Social Action Committee;
- Social Media/Communications;
- Stewardship Team; and
- Youth Religious Exploration Committee.

Additional committees and groups may be added or removed as circumstances dictate.

3.3 Program Council Decision-Making

The Program Council will follow a process of decision-making that allows all Program Council members the opportunity to be heard, and which promotes deep listening. When possible, the Program Council will make decisions using a consent-based approach. Program Council decisions subsequently go to the A-Team for approval – for funding, space, and safety considerations.

3.4 Program Council Committees and Teams

Any Church committee or team that is not a Board Committee or an Administrative Team Committee is considered a Program Council Committee or Team. Program

Council Committees constitute committees of the ministry and offer programming in support of the Church's Mission and Vision.

3.5 Expectations of Program Council Members

Program Council members will be dedicated to the long-term success of the Church's Mission and the well-being of the entire Church community. Program Council members will prepare for, attend, and participate in Program Council meetings, or, if they cannot attend, they will send someone from their committee to actively participate. They will share the work of the council and communicate in between meetings. They will treat one another with respect and courtesy and will communicate openly and regularly with the Church community.

3.6 Reporting

The Program Council will submit a quarterly report to the Administrative Team.

IV. Board Delegation

4.1 Global Delegation to the Head of Staff

4.1.1. Subject to the Church bylaws and the guidance and limitations stated in this policy, the Board delegates to the Minister full decision-making authority over the programs and other ministries of the Church, including all Ministry committees. The Board may amend this policy at any time after consultation with the Minister.

4.1.2 This delegation does not include decision-making authority regarding (1) Board committees: The Endowment Committee, the Membership Committee, the Right Relations team, the Personnel Committee, the Stewardship Team, and any other committee established or designated by the Board in the future; or (2) the Nominating Committee or any future ministerial search committee.

4.2 Structure of the Staff

The **Minister is Head of Staff** and is **responsible for staff performance**. The Head of Staff provides the primary communications link between the staff and the Board. The Church Administrator reports to the Head of Staff and supervises the Communications and Outreach Coordinator and the Bookkeeper. The Church Administrator also oversees the performance of contracted services, such as cleaning, pest control, and snow removal.

4.3 Delegation to the Administrative Team

The Board delegates operational decision making to the Administrative Team.

4.3.1. Drafting Authority. The Administrative Team may draft and recommend to the Board policies for the operation of the Church. The Board has final approval over operational policies.

4.3.2 The Administrative Team is responsible for implementing the policies and will ensure that all policies are followed by staff, volunteers, and members of Ministry committees or groups under its purview. The Administrative Team may draft procedures to implement policies set or approved by the Board.

4.3.3 Administrative Team Delegation to the Program Council. The Administrative Team delegates programmatic decision-making to the Program Council. Each committee or group may determine activities and programs and may devise procedures for their respective programs with the approval of the Program Council and the Administrative Team in alignment with the Church's Mission.

V. Guidance and Limitations

5.1 Personnel Decisions

The Board expects the Minister, who is Head of Staff, to take the lead in the selection, hiring, supervision, and discharge of paid staff. The Minister is accountable to the Board with respect to personnel decisions.

5.1.1 Hiring Senior Staff

Before filling the positions of Church Administrator, Religious Exploration Director, Music Director, or a non-called Minister, the Head of Staff will nominate a Search Committee for appointment by the Board. After receiving the Search Committee's recommendation, the Head of Staff selects and presents a final candidate to the Board for approval.

5.1.1.1 The Board must approve the letter of agreement or employment offer for an employee in one of these Senior Staff positions before it is signed by the Head of Staff.

5.1.1.2 The Board delegates to the Head of Staff the authority to reach agreement with each employee on an updated letter of agreement as necessary.

5.1.1.3 These employees will be supervised by the Head of Staff unless a letter of agreement provides otherwise.

5.1.2 Hiring Non-senior Staff

When filling non-senior staff positions, the Head of Staff will consult with lay leaders and others, including the direct supervisor for the position, before making a selection.

5.1.3 New Positions

New positions are normally created through the budget process. The Head of Staff may create and fill temporary positions, provided that they can be funded within established budgetary limits.

5.1.4 Increase or decrease in hours for staff positions

The Head of Staff will recommend to the Board when a staff role requires an increase or decrease in hours to meet the responsibilities of the position. This will affect the budget. In such cases of an increase or decrease in hours, the Board may request that the Personnel Committee be consulted.

5.1.5 Discipline and Termination

5.1.5.1 Prior to discharging a paid staff member, the Head of Staff will ensure that the decision complies with applicable laws, Board policies, contracts, and the Personnel Manual.

5.1.5.2 The Head of Staff will, where possible, consult with the Board in advance, prior to terminating an employee. If the Board was not consulted in advance, the Head of Staff will promptly notify the Board when an employee has been terminated.

5.1.5.3 Should the Board have concerns that an employee is not performing satisfactorily, or is not acting in the best interests of the Church, the Board will bring the matter to the Minister, who is Head of Staff, for appropriate and timely action.

5.2 Care for Paid Staff

The Church intends to be a fair, ethical, and attractive employer; to achieve high staff morale and productivity; and to protect members of the staff from all forms of injustice and abuse related to their employment.

5.2.1 Supervision and Evaluation

Each employee will be assigned an immediate supervisor, who will provide an up-to-date job description and complete an annual process of goal-setting and performance review. Individual staff goals and performance reviews are confidential, to be shared only as necessary to support Church decision-making or as required by law.

5.2.2 Compensation and Benefits

As part of the annual budget process, the Board will request that the Personnel Committee review compensation and benefits for all non-clergy paid staff and for the Minister, and recommend adjustments for the coming year. This input is due on April 1st each year. In its report to the Board, the Personnel Committee will show evidence that it has:

- Consulted with the Unitarian Universalist Association guidelines.
- Benchmarked against other non-profits or churches in our region, at least once every three years.

- Sought and considered recommendations from the Minister regarding adjustments to non-clergy staff compensation. These recommendations will be presented to the Board along with the committee report.
- Incorporated anticipated changes in employee benefits due to changes in salary or hours, a qualifying life event, costs of insurance premiums, or other factors.
- Provided the detailed calculations behind the recommendations to enhance Board understanding.
- Taken into account the Care for Paid Staff Goals in 5.2 in relation to the Church's financial capacity and strategic goals.

5.3 Care for Members and Guests

It is the policy of the Church to create a welcoming and respectful environment for use by all persons, regardless of race, color, creed, national origin, ethnicity, disability, age, gender, gender identity or expression, sexual orientation, marital status, body size or weight, or political affiliation. The staff will take all reasonable care to prevent harm to members, guests, program participants, and other people affected by the Church.

5.3.1 Health and Safety

The staff must ensure that all Church programs are safe for participants and staff; that facilities are maintained in a safe, sanitary, and secure condition; that required licenses and inspections are kept up-to-date; and that hazards are corrected promptly.

5.3.1.1 Smoking and Vaping

The Church prohibits smoking and vaping of any kind in or near the building, in the Memorial Garden, in the Grove, and during off-site programs of the Church. The Administrative Team will select an appropriate location on the grounds as a designated smoking area. This area will have appropriate signage and a place to safely dispose of smoking waste. The location of the smoking area will be communicated to members, guests, and renters.

5.3.1.2 Alcohol

5.3.1.2.1 In recognition of the damage addiction and alcoholism have upon human health and human relationships and in support of those who are recovering from addiction and alcoholism, **no alcoholic beverages** will be permitted at any congregational meeting, town hall, or other **meeting wherein the business of the Church is being conducted.**

5.3.1.2.2 **Wine and beer will be permitted at Church-sponsored programs**, such as the annual auction, only if served in strict accordance with the laws of Maryland and Baltimore County and alternative non-alcoholic refreshments are also provided. Liquor, distilled alcoholic

beverages, or alcoholic beverages with alcohol content greater than 15 percent are prohibited at any Church-sponsored program. The Church-sponsored program leader will inform the Church Administrator a minimum of one month prior to the event that alcohol is planned to be served.

5.3.1.2.3 Renters using the Church for events **may serve alcoholic beverages**, whether fermented or distilled, provided that the laws and regulations of Maryland and Baltimore County are strictly followed. Renters are responsible for obtaining any required liquor licenses and will submit a copy of the liquor license to the Church Administrator two weeks prior to the event. Renters are required to have liability insurance for the event and will submit a copy of their coverage to the Church Administrator two weeks prior to the event.

5.3.1.2.4 Members using the Church for an event such as an Auction event or their wedding are permitted to serve wine or beer, only if served in strict accordance with the laws of Maryland and Baltimore County and alternative non-alcoholic refreshments are also provided. Liquor, distilled alcoholic beverages, or alcoholic beverages with alcohol content greater than 15 percent are prohibited at any Member event.

5.3.1.2.5 The Board may require participants at Church events where alcohol is available to sign a liability waiver prior to partaking.

5.3.2 Emergency Planning

The staff will create and maintain a written plan for responding to reasonably foreseeable emergencies, including accident, illness, fire, toxic conditions, weather problems, threatening communications, power outages, and natural disasters.

5.3.3 Child Protection

Because of the Church's special responsibility for children and youth in its care, the staff will write and maintain clear procedures for the selection, training, and supervision of anyone who works with persons age seventeen and younger.

5.3.4 Disruptive Behavior

In order to sustain an atmosphere that is truly open to a wide variety of persons, the Church will firmly and promptly address behavior that threatens the physical or emotional safety of any adult or child or hinders the free exchange of opinions and beliefs. When such behavior occurs, the Minister will take immediate action if required and report promptly to the Board, recommending any further disciplinary action, which may include termination of Church employment or membership.

5.3.5 Harassment

Employees, Members, Guests and other volunteers of the Church are specifically prohibited from acts of harassment, including sexual harassment, against any

member or participant in Church activities or any employee or applicant for employment.

5.3.6 Firearms

The Church prohibits anyone other than on-duty law enforcement officials or off-duty law enforcement officials hired by the Church from carrying a firearm on Church property.

5.3.7 Building Security

The staff will ensure that access to the Church building and grounds is limited to those who have legitimate business there.

5.3.8 Universal Access

The Church intends to make its premises and activities safely and conveniently accessible to persons with disabilities. The staff will ensure that Church facilities, programs, and policies meet or exceed all applicable legal requirements and that the Church engage in continual learning and improvement in this area.

5.3.9 Cyber Security

The staff will take efforts to protect members from spoofed and/or phishing emails which appear to be official Church communications and which request money or expose members to malware. These protections include informing members and guests through official channels when an incident occurs.

5.3.10 Promotion

The promotion of an event, product, or service to Church members and guests will be limited to those events and programs sponsored by the Church, by the UUA, or by one of our non-profit Community Partners. Promotion includes, but is not limited to the Threshold, social media, email, the Church website, and information tables during coffee hour or events. The Administrative Team will develop an operational policy to provide guidance.

5.4 Care for Material Resources

The staff and Administrative Team will take all reasonable care to prevent harm to the Church's financial assets, property, credit, and tax exemptions and develop administrative practices and procedures designed to prevent such harm. The staff will report promptly to the Board on any significant shortcomings in their implementation.

5.4.1 Operating and Capital Budgets

The Finance Head will, by April 30th of each year, present a one-year operating budget and a one-year capital budget for approval by the Board.

5.4.1.1 Proposed budgets will be based on the Annual Vision of Ministry and any strategic plan currently in effect.

5.4.1.2 The Minister will express an opinion on whether the budget is adequate to fulfill the Annual Vision of Ministry.

5.4.2 Spending Authority

The **Administrative Team is responsible for spending** out of Church operating accounts, subject to the following limitations:

5.4.2.1 Donor-restricted funds may not be used in violation of donor restrictions or Board-restricted funds in violation of Board restrictions.

5.4.2.2 Cash operating reserves may not fall below 10% of the annual budgeted expenditures without Board approval.

5.4.2.3 Board approval is required to change compensation for any staff position or to change the basis on which benefits are calculated. Normally the Head of Staff will propose such changes only in the course of the normal budgeting process.

5.4.2.4 The budget will be prepared in outline form, with major budget categories summarizing minor ones. The Minister may approve expense overspending by up to 15% over the budgeted amount in any major budget category, provided overall spending remains within budget and the adjustment is promptly reported to the Board. For unbudgeted capital expenditures, see [5.4.6.5](#).

5.4.2.5 A minimum of two competitive bids will be obtained, where practical, for any single expenditure exceeding \$3500.

5.4.2.6 The Board designates that 15% of the weekly offering plate collection be spent on Social Action. In addition, 100% of the offering plate collection will go to Social Action on four Sundays per year and on Christmas Eve. The Social Action Committee and the Minister will collaborate on scheduling the four Sundays. Any contribution labeled for a different purpose (e.g. pledge) is excluded.

- The Administrative Team may delegate decision-making about the allocation of the Social Action collection and disbursements to Community Partners to the Social Action Committee.
- The addition or removal of a Community Partner requires Board approval.

5.4.2.7 Capital or non-budgeted expenditures are governed by [5.4.6.5](#)

5.4.2.8 Execution of Contracts

Contracts for goods or services which exceed \$10,000 will be reviewed by the Board and signed by the Board President.

The Administrative Team is not authorized to do any of the following:

5.4.2.8.1 Permit anyone other than the President of the Board or a member of the Administrative Team to enter into any contract on behalf of the Congregation; or

5.4.2.8.2 Authorize the execution of any contract outside the scope of the annual operating plan and budget without obtaining prior authorization from the Board.

5.4.3 Gift Acceptance

The Administrative Team is responsible for receiving and acknowledging all gifts to the Church, within the limitations listed below. The Administrative Team will not accept any gift with a restriction that is contrary to the Church's Mission and Vision or to Unitarian Universalist Principles.

5.4.3.1 All non-cash gifts, including securities, real estate, and personal property must be promptly converted into cash upon receipt.

5.4.3.2 The staff will not accept gifts designated for a specific purpose or restricted in any way by the donor unless the Board has, in advance, created a Special Fund to receive gifts with stated restrictions.

5.4.3.3 Undesignated gifts are gifts that are not a pledge payment, a contribution to the operating budget, a contribution to an approved fundraiser, a plate contribution, a contribution to the Endowment, or to a Special Fund as defined in [5.4.4](#). Undesignated gifts will be allocated as follows:

5.4.3.3.1 Undesignated gifts of less than \$3,000 will be allocated to operating cash reserves.

5.4.3.3.2 Undesignated gifts of \$3,000 to \$5,999 will be allocated to the Building Fund.

5.4.3.3.3 Undesignated gifts of \$6,000 or greater will be allocated 20% to the Building Fund and 80% to the Endowment Fund.

5.4.4 Special Funds

All funds restricted by Board to be used for special purposes, but not permanently restricted to the use of income only are considered Special Funds. Special Funds currently established by the Board and the purposes for which they are restricted include:

5.4.4.1 Memorial Garden Fund – for the maintenance, repair and expansion of the Memorial Garden.

5.4.4.2 Building Fund – for future capital projects approved by the Board.

5.4.4.3 Kate Venables Music Fund - for music-related expenses, including, but not limited to, guest musician fees and music licenses.

5.4.5 Accounting and Financial Standards

Church accounting and financial standards must conform to the law and to accepted best practices for churches of comparable size, including:

5.4.5.1 Cash Management The staff will maintain written procedures to govern the handling of receipts, access to cash and bank balances, approval of expenditures, payment of invoices and other obligations, and management of invested funds.

5.4.5.2 Separation of Functions The functions of record-keeping, and bank reconciliation will be separated where possible and adequate supervision will be in place.

5.4.5.3 Approval Authority Board Officers, the Minister, and the Church Administrator are authorized to approve reimbursement requests. At least one authorized person must approve each reimbursement request. A person with approval authority may not approve their own reimbursement request. A Board Officer may approve the Minister's reimbursement request. The person signing the reimbursement check must be different from the person approving the expense and also different from the person being reimbursed.

5.4.5.4 Cash disbursements No cash disbursements are permitted.

5.4.5.5 Fund Accounting The staff will take care to distinguish donor-restricted, temporarily restricted, and unrestricted funds.

5.4.5.6 Reconciliation Church accounting reports will be reconciled with financial institution statements (e.g. bank, investment firms) as often as those statements are issued, and copies of such reconciliations will be provided to the Treasurer for review.

5.4.6 Assets and Liabilities

The Administrative Team may not, without prior Board authorization, take any of the following actions:

5.4.6.1 Purchase or sell real estate.

5.4.6.2 Assume indebtedness (borrow) or lend funds.

5.4.6.3 Make major permanent changes to Church buildings or grounds.

5.4.6.4 Undertake a capital fund-raising campaign.

5.4.6.5 Make capital or other non-budgeted expenditures in an amount greater than \$2000.

5.4.6.6 Permit any Church group other than the annual Auction to undertake an effort to raise more than \$5,000 from within the Congregation.

5.4.6.7 Enter into a lease of the Church facilities for a term exceeding one year.

5.4.7 Asset Protection

The Administrative Team will take all reasonable care to ensure that Church assets are protected from loss or theft, including:

5.4.7.1 Adequate insurance to protect against property losses, liability for injuries to others, corporate liability, personal liability of Board members and staff, and bonding for all personnel with access to material amounts of funds.

5.4.7.2 Maintenance of Church property and equipment to keep it in working order, subject to reasonable wear and tear.

5.4.7.3 Reasonable steps to protect the Church's intangible property, including intellectual property, electronic data and paper files, from significant damage or loss.

5.4.7.3.1. Login IDs, passwords, and answers to secret or security questions must not be shared for access to any account involving material resources, such as bank accounts, PayPal, payroll, or investment accounts. Each authorized person will have their own login credentials.

5.4.7.3.2 Login IDs, passwords, and answers to secret or security questions must not be emailed. If a new user is being granted access, the password information will be provided in person, verbally via a phone call, or via a secure web link.

5.4.7.4 Document Retention The staff will maintain written procedures to govern the back-up, retention, and destruction of the Church's documents, giving definite retention periods for classes of financial, business, pastoral, personnel, and corporate records in both paper and electronic forms.

VI. Oversight

6.1 Mission Focus

The Board's duty of care requires it to ensure that the Church's human and material resources are used for the benefit of its mission. The Board fulfills this duty in two ways: by monitoring regular reports provided by the staff and by scheduled evaluation of the Church's progress toward achieving the goals established in the Annual Vision of Ministry.

6.2 Monitoring

The Minister will provide regular written reports to the Board. Reports will focus on progress of priorities, as set by the Board through the Annual Vision of Ministry, and on compliance with Board policy. The President, the Treasurer, and Board Committees will provide regular written reports to the Board. Monitoring reports will be emailed to Board members in advance of each meeting, but will not normally be a subject of Board discussion, except when they require Board action or raise issues of compliance with Board policy. Reports will include, at a minimum:

6.2.1 The Treasurer will provide monthly financial statements that show overall financial performance compared to budget and highlight significant financial or operational issues. These reports will be filed and made available to any Church member who wishes to examine them.

6.2.2 The Treasurer will provide semi-annual financial statements that show the overall financial position of the Church. These will include a complete balance sheet and funds statement, detailed statement of revenues and expenses, and a statement of cash flows.

6.2.3 Programmatic Monitoring. On a schedule to be agreed upon annually by the Minister and the Board, the Minister will provide reports to the Board regarding:

- Progress on achieving the Annual Vision of Ministry
- Compliance with applicable Board Policies.

Each report will focus on selected areas of progress and compliance, so that in the course of the year, the entire Vision of Ministry and all points of policy compliance are covered.

6.3 Evaluation

Everyone responsible for work on behalf of the Church will engage in a continual process of evaluation. The purposes to be accomplished through evaluation are to foster excellence in ministry work by ensuring that all Church leaders:

- Practice open communication and regular feedback.
- Meet performance standards appropriate to their roles.
- Maintain effective working relationships with one another.
- Focus on achieving goals as approved by the Board and staff.

6.3.1 Board and Minister Evaluation Annually, as part of the creation of the Annual Vision of Ministry, the Head of Staff and Board will together review their respective contributions to the fulfillment of the prior year's Annual Vision of Ministry.

6.3.2 Staff Evaluations The Minister will ensure that all Church employees develop, with their supervisors, timely annual performance goals supportive of the Annual Vision of Ministry and that their performance is evaluated annually in writing.

6.3.3. Evaluation of Ministry Teams The Minister will ensure that leaders of teams engaged in ministry develop, with their staff supervisors, goals supportive of the Annual Vision of Ministry, and that their performance is evaluated annually in writing.

6.3.4. Minister's Triennial Performance Review Every three years, the Board and Minister will together appoint an ad hoc Review Committee of three persons held in high esteem by the Church and mutually acceptable to the Board and the Minister. Working with the Minister, the Committee will design and facilitate a review of the Minister's performance. The goals of the evaluation are to call the congregation's attention to the mutual, relational nature of ministry and the respective responsibilities of all who contribute to its success and to help the

Minister to remain motivated, creative, and flexible. The Committee's report to the Board, together with a written response from the Minister, will be published to the Church, along with the Board's plan for addressing any recommendations it may contain.

6.3.4.1 The Minister's Letter of Agreement with the Church will be reviewed and updated every three years.

6.3.5 Financial Audit or Review

At least every three years, the Board will engage a qualified professional to conduct an audit or review of the Church's financial records and report in writing to the Board.

----- End of Governance Policy -----