

### III. GOVERNANCE PROCESS

The purpose of the Board of Trustees, on behalf of the Membership of the Church, is to see to it that Emerson Unitarian Universalist Church (1) achieves the goals of its Statement of Ministry with appropriate use of its resources, and (2) avoids unacceptable actions and situations as defined in the Bylaws and these Policies.

A. **GOVERNING STYLE:** The Board will govern with an emphasis on (1) vision, (2) encouragement of diversity in viewpoints, (3) strategic leadership more than administrative or programmatic detail, (4) clear distinction of Board and Executive Team (or "ET") roles, (5) collective rather than individual decisions, (6) focus on the future while learning from the past and present, and (7) proactivity rather than reactivity.

In this spirit, the Board will:

1. Focus chiefly on Ends, not on the administrative or programmatic Means of attaining those effects.
2. Enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to policymaking principles, respect for defined roles, and to attendance. After subjects have been discussed and voted upon, both majority and minority will support the action taken
  - a. Be accountable to the Congregation and other stakeholders (e.g.: UUA, PSWD, neighborhood, etc) for competent, conscientious, and effective accomplishment of its obligations as a body. It will allow no officer, individual, or committee of the Board to usurp this role or hinder effective governance process. Board members' interaction with the ET or with staff must recognize the lack of authority in any individual member or subgroup of Board members.
  - b. Board members' interaction with the public, press, or other entities must recognize the same limitations and the similar inability of any member, except the President, to speak for the Board.

B. **BOARD JOB DESCRIPTION:** The job of the Board is to represent and lead the Membership in determining and requiring appropriate organizational performance. These responsibilities are subject to provisions in the Bylaws defining the respective responsibilities of the Board members, the Congregation, and the minister. Consequently, the "products" or job contributions of the Board shall be:

1. The link between EUUC and its Congregants.
2. Written governing policies that, at the broadest level, address each category of organizational decision:
  - a. Ends: What benefits for what needs, at what cost.
  - b. Executive Team Limitations: Boundaries of prudence and ethics to be observed by Executive Team.
  - c. Governance Process: Specification of how the Board conceives, carries out, and monitors its own tasks.
  - d. Board-Executive Team Relationship: How power is delegated and its

proper use monitored.

3. The assurance of Executive Team performance against policies III.B. 2a, 2b, and 2d.
4. An annual budget to recommend to EUUC's membership. The Board shall recommend to the membership a budget dividing anticipated expenditures among a small number of general categories. The Board may, for the information of the membership, describe the anticipated expenditures in greater detail but, in order not to interfere with the discretion of the Executive Team, shall recommend that the budget approved by the membership not include this additional detail.
5. The date by which the Executive Team must submit a proposed balanced budget to the Board.

C. **PLANNING PROCESS:** To accomplish its job with a governance style consistent with Policies, the Board will devise an Annual Plan designed to set forth major goals for the up-coming fiscal year ("Plan").

Accordingly,

1. The Plan will be devised each year by the last day of February, so administrative planning and budgeting can be based on the Plan.
2. The Board will consult with the Executive Team and, as necessary, others when devising the Plan.
3. In devising the Plan, the Board will consider means of improving Board performance through Board education, and re-exploration as appropriate of Board Ends policies.
4. The Board will review Board Means policies in light of operational issues considered at the Board's regular meetings.
5. When the Board holds its regular meetings throughout the year, it will consider the Plan as a regular part of the meetings.

D. **PRESIDENT'S ROLE:** The President (1) assures the integrity of the Board's process, (2) typically represents the Board to Members and outside parties, (3) presides at meetings of the Board and of the Church membership, and (4) fulfills other such duties and responsibilities as may be assigned by the Board or the Church.

Accordingly,

1. The job of the President is to ensure that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the Church.
  - a. Meeting discussion content will only be those issues that, according to Policy, clearly belong to the Board to decide, not to the Executive Team.
  - b. Deliberation will be timely, fair, orderly, and thorough, but also efficient, limited to time, and kept to the point.
  - c. Roberts' Rules will be observed, except where the Board has superseded them.
2. The authority of the President consists of making decisions on behalf of the Board that fall within or are consistent with Policies on Governance Process and

on Board-Executive Team Relationship.

- a. The President is empowered to chair Board meetings with all the commonly accepted authority of that position (e.g., ruling, recognizing).
- b. The President's authority does not extend to making decisions within Ends and Executive Team Limitations policy areas, each of which is within the purview of the Executive Team.
- c. The President's authority does not extend to supervising or otherwise directing the Executive Team.

E. BOARD MEMBERS' CODE OF CONDUCT: The Board commits itself and its members to ethical and businesslike conduct, including proper use of authority and appropriate decorum when acting as Board members.

Accordingly,

1. Board 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. This accountability supersedes the personal interest of any member acting as an individual congregant.
2. Board members must avoid any 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 member and the Church except as procedurally controlled to assure openness, competitive opportunity, and equal access to "inside" information.
  - b. Board members must not use their positions to obtain for themselves, family members, or close associates employment within the Church.
  - c. Should a member, family member or close associate of the member be considered for employment by the Church, she/he must temporarily withdraw from Board deliberations, voting, and access to applicable Board information.
  - d. Should a member be employed by the Church or act as a paid consultant, she/he must resign from Board service.

F. BOARD COMMITTEE PRINCIPLES: The Board may establish committees to help carry out its responsibilities. To preserve the Board functioning as a whole, committees of the Board will be used sparingly.

Accordingly,

1. Board committees may not speak for or act for the Board except when formally given such authority for specific and time-limited purposes. Such authority will be carefully stated in order not to conflict with authority delegated to the Executive Team.
2. Board committees are to help the Board do its job, not to help the staff do its job. Committees will assist the Board chiefly by preparing policy alternatives and implications for Board deliberation. Board committees are not to be created by the Board to advise staff.
3. This policy applies only to committees that are formed by Board action,

whether or not the committees include non-Board members. It does not apply to committees formed under the authority of the Executive Team.

- G. BOARD AND EXECUTIVE TEAM COMPLAINT AND INQUIRY PROCESS: The Board is open to hearing complaints and inquiries concerning Church Governance from any Member. Such matters shall be directed to the Board President at least 7 days in advance of the next scheduled Board meeting, for inclusion on the Board agenda. The President shall determine whether the Board is the appropriate body to receive the complaint or inquiry, or will direct it to the more appropriate person or group.