

I. Board Role and Limits

A. The purpose of the Board of Management, on behalf of the Membership of the Church, is to see to it that the Unitarian Universalist Church of Worcester:

1. achieves the goals established to live out its Mission Statement with appropriate use of its resources, and
2. avoids unacceptable actions and situations as defined in the Bylaws, the Vision Goals and these Policies.

B. The Board will govern with an emphasis on vision, encouragement of diversity in view-points, strategic leadership more than administrative or programmatic detail, clear distinction of Board and Executive roles, collective rather than individual decisions, focus on the future while learning from the past and present, and proactively rather than reactively. 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 policy-making 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 and speak with one voice.
3. Be accountable to the Congregation and other stakeholders 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 Executive or with staff must recognize the lack of authority in any individual member or subgroup of Board members.
4. 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.

C. 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, the Congregation, and the ministers. Consequently, the "products" or job contributions of the Board shall be:

1. The link between the Church and its stakeholders.
2. Written governing policies that, at the broadest level, address each category of organizational decision.
3. Entering into contract with and determining the total cost of ministry, annual compensation, benefits, and professional expenses of a called minister.

4. The Board may keep a more detailed job description, to be updated from time to time, that will be used to inform prospective Board members of the current expectations of Board service.

- D. Code of Conduct:** The Board commits itself and its members to ethical and business- like conduct, including proper use of authority and appropriate decorum when acting as Board members. Accordingly,
1. Board members must represent non-conflicted 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.
 3. 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.
 4. Board members must not use their positions to obtain for themselves, family members, or close associates employment within the Church.
 5. Should the Church consider a member and/or member's family member for employment, she/he must temporarily withdraw from Board deliberations, voting, and access to applicable Board information. Should an offer of employment be made to a family member, the member must offer to resign from Board service.
 6. Should a member be employed by the Church or act as a paid consultant, the member must offer to resign from Board service.

- E. President's Role:** The President assures the integrity of the Board's process, typically represents the Board to Members and outside parties, presides at meetings of the Board and of the Church membership, and fulfills other such duties or responsibilities as the Board or the Church may assign. 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.
 - b. Deliberation will be timely, fair, orderly, and thorough, but also efficient, limited 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 Relationship.
 3. The President is empowered to chair Board meetings with all the commonly accepted power of that position (e.g., ruling, recognizing).
 4. The President's authority does not extend to supervising or

otherwise directing the Executive.

- F. Childcare:** To enable parents to serve as members, the Board will provide funding for childcare services as necessary during monthly Board meetings and semi-annual Board retreats.
- G. Board Committees:** The By-Laws enable and govern the establishment of Board Committees.
- H. Stewardship:** The Board actively supports fundraising activities in order to enable the mission of the church and support accomplishing the church's ends. Accordingly, the Board will support stewardship by accomplishing the following:
1. The Board establishes a Stewardship Committee. The Executive shall recommend committee members to the Board for consideration.
 2. Board members actively support the annual Stewardship Drive, as visiting stewards or by adopting other canvassing roles as needed, and actively participate in other fund-raising efforts at the best of their ability.
 3. Board members provide stewardship giving at the best of their ability.
 4. Board members actively encourage new congregational members to pledge financial support at the time of membership. Board members present at new member gatherings the needs and expectations of stewardship by congregational members and ask that new members pledge for the current year if they have not already done so. Board members follow up as needed with new members to gain their stewardship pledge.
 5. Board members participate and provide support and leadership as needed in all other fund-raising activities.
- I. Delegates:** Delegates to the Unitarian Universalist Association General Assembly and delegates to the New England Regional Assembly or Clara Barton District meetings shall be appointed by the Board.
- J. Complaints of violation of board policy:** If a congregant believes that in resolving a complaint or inquiry that Board limitations or ends policies has been violated, the congregant may state in writing the nature of the violation and request to bring the matter to the Board. The Board may:
1. Inform those in violation of Board limitations or ends policies in writing that a policy was violated and consider recommending corrective action.
 2. Amend or eliminate the existing policy.
 3. Create a new policy.
 4. Determine that no policy was violated and no change needed.
- K. Treasurer's Role:** The Treasurer takes responsibility for leading the Board in its fiduciary responsibility. Accordingly,
1. The Treasurer will take the lead on development of Executive Role and Limits policy that pertains to financial matters. This will include the following:
 - a. Helping the Board discover its financial concerns;

- b. Helping the Board convert those concerns into Limitations policy alternatives;
 - c. Ensuring that financial limitations policies are written in such a way that every Board member can easily understand them.
 - d. Developing monitoring strategies that ensure that these policies are being met.
- 2. The Treasurer will be available as a consultant to the Executive as it requests such consultancy in the following areas:
 - a. Development of long-term financial plan
 - b. Development of investment strategies
 - c. Review of cash flow.
 - 3. The Treasurer will involve other people, either Board members or not, to help meet these responsibilities as the Treasurer and Board feel is appropriate and necessary.
 - 4. The Treasurer will fulfill the duties of the Treasurer set forth in the bylaws.

L. Trustee Nominating Committee: A nominating committee comprised of members of the Leadership Development Team shall be appointed by the President of the Board. The Chair of the Nominating Committee shall be the board member on the Leadership Development Team. The committee will present the slate of candidates for office to the board at its regularly scheduled meeting the month prior to the annual meeting. The recommended slate will be distributed to the membership at least 10 days prior to the annual meeting and election. A candidate for office must be a member of the congregation in good standing Ex-officio board members may not hold elective office.

II. Board and Executive Linkage

- A.** The Board will hold the Executive accountable for the operational organization, its achievements and conduct, and for operating to support the ends of the church as approved by the Board.
- B. The Executive:** The Executive shall be the minister, who in turn has the authority to delegate routine day to day decision making to Staff, a Leadership Team or any other appropriate structure under h/h supervision.
- C. Unity of Control:** Only decisions of the Board acting as a body are binding on the Executive.
 - 1. Decisions or instructions of individual Board members, officers, committees or Church members are not binding on the Executive except in instances when the Board has specifically authorized such exercise of authority.
 - 2. In the case of Board members or Board committees requesting information or assistance without Board authorization, the Executive is expected to decline such requests that require, in the Executive opinion, a material amount of staff time or funds, or are disruptive.

D. Accountability of Executive: The Executive is the Board's principle link to operational achievement and conduct. Accordingly, all authority and accountability of volunteer and paid staff (including non-employee consultants) is considered by the Board to be the authority and accountability of the Executive.

1. The Board will never give instructions to persons who report directly or indirectly to the Executive unless authorized by the Executive.
2. The Board will refrain from evaluating, either formally or informally, any staff other than the Executive.
3. The Board will view Executive performance as identical to organizational performance, so that organizational accomplishment of Board-stated Ends and avoidance of Board-proscribed Means will be viewed as successful Executive performance.

E. Communication and Support of the Board: The Executive shall inform and support the work of the Board. The Executive shall:

1. Submit monitoring data required by the Board in a timely, accurate, complete, and understandable fashion.
2. Present all other types of information to the Board in a manner that is timely, accurate, complete, concise, understandable, and facilitates decision-making.
3. Inform the Board in a timely manner of relevant trends, public policy initiatives, anticipated adverse media coverage, material external and internal changes, staffing decisions, and particularly changes in the assumptions upon which any Policy has previously been established.

4. Advise the Board if the Executive perceives the Board to be out of compliance with its own policies on Governance Process and Board-Executive Linkage, particularly in the case of Board behavior that is detrimental to the working relationship between the Board and the Executive.
5. Recommend changes in Policies, as h/s deems necessary.
6. Deal with the Board as a whole except when fulfilling individual requests for information, or responding to members duly charged by the Board.
7. Report in a timely manner an actual or anticipated noncompliance with any policy of the Board.

F. Delegation to the Executive: The Board's job is generally confined to establishing top-level policies, leaving implementation and subsidiary policy development to the Executive. Accordingly, the Board will instruct the Executive through written policies that prescribe the organizational Ends to be achieved and proscribe Means to be avoided, allowing the Executive to use any reasonable interpretation of these policies.

G. Monitoring Executive Performance: Systematic and rigorous monitoring of Executive Team job performance will be solely in light of the expected Executive job outputs: organizational accomplishment of Policies on Ends, and organizational operation within the boundaries established in Policies on Executive Limitations.

1. Monitoring is simply to determine the degree to which Policies are being met. Data that do not do this will not be considered to be monitoring data. The Board will acquire monitoring data by one or more of three methods:
 - i. By internal report, in which the Executive discloses compliance information to the Board;
 - ii. By external report, in which an external, disinterested third party selected by the Board assesses compliance with Policies;
 - iii. By direct Board inspection, in which a designated Board member or members, or the Board as a whole, assess compliance with the appropriate policy criterion. In every case, the standard for compliance shall be any reasonable Executive interpretation of the Policy being monitored.
2. All policies that instruct the Executive will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule. (See Routine Schedule of Reports Chart).

H. Board and Executive Complaint and Inquiry Process: Complaints and inquiries shall be handled in accordance with the Church's Mission as stated in the Congregational Covenant that encourage direct and open communications. The Board expects the Executive to resolve complaints and inquiries directly with the impacted party(ies), and to that end, the Executive will publish a complaint and inquiry process,

including the congregation's Conflict Resolutions Policy prominently in the Church and on the website. In the event a member or group believes the Executive resolution to a complaint or inquiry has violated current policy or is inconsistent with the Ends, the issue can be forwarded for consideration, to the Board President for inclusion as a Board agenda item or to be referred to the Committee On Ministry.

- I. **Monitoring Board Performance:** The Board systematically will monitor its own performance, relative to its Governance Process and Board-Executive Linkage policies, by including a portion of these policies for review semi-annually.

ROUTINE SCHEDULE OF REPORTS		
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Report	Timing (due before Board's meeting of month indicated)	Content
Executive Report	Monthly	Noteworthy matters in last month related to Ends/Annual Plan/policy issues and any important issues that need to be addressed or reported, particularly in relation to policy governance issues; treatment of congregants (complaints and functioning of complaint policy); and staffing/personnel updates, and any significant changes in personnel or other church policies.
Monitoring Report	Annually	Measures how well the church is achieving its ends.
Budgeting	Annually (March-May)	Present budget assumptions in March, preliminary budget April and final budget in May for approval at the Annual Mtg. in June.
Financial Activities	Monthly as needed	Includes information that enables the board to measure compliance with financial policies.
Asset Management/ Building Utilization	Annually (February)	Measures compliance with Management, "Property and Equipment Policy" (Will be written in the future)
Annual Cong Certification Report	Annually (February)	Report Annual Congregational Certification figures to the board in February (following Feb. 1 UUA Deadline)
Urgent Matters	As needed	Where the Executive concludes that the Board should be informed of a significant development sooner than the next regular report, the Executive shall timely notify the Board of the development by electronic mail, and incorporate the item as well in the next regular report.

Committee on Ministry's Report	Semi-Annually (Nov. and May).	Report on any significant developments within the Committee on Ministry's charter.
Stewardship Committee's Report	Quarterly and/or as needed (June, Sept., Dec, March)	Report on preparations for the annual Stewardship Campaign (March and the success of the annual Stewardship Campaign (June)

III. Financial Management:

Budgeting: Financial planning for any fiscal year or the remaining part of any fiscal year shall not deviate materially from the church's bylaws, mission statement, vision statement or risk financial jeopardy.

The Executive shall not fail to provide to the Board a balanced budget proposal by its regularly scheduled meeting in May.

Deficit funding is the sole purview of the Board who shall seek the approval of the congregation if so proposed in any annual budget or emergency expense that is not intended as a loan as already described in the bylaws.

Financial Activities: With respect to the Church's actual ongoing financial activities, the Executive shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from what is budgeted. Accordingly, the Executive shall not:

1. Expend or invest any funds restricted by the donor, the Board or the membership in a manner inconsistent with the restriction.
2. Use unencumbered revenues within three months without prior approval of the Board.
3. In-debt the Church in an amount greater than can be repaid by certain, otherwise unencumbered revenues within three months without prior approval of the Board.
4. Allow cash and liquid assets to be insufficient to meet payroll and debts in a timely manner in a way that might reasonably allow the funds to be misappropriated.
5. Violate contracts entered into by the Church without prior approval of the Board.
6. Award any contract with a cost equal to or above \$1,500 without either securing competitive bids or getting approval from the Board for a sole source justification and approval.

Receive, process, or disburse funds intended for church use (e.g. collections, bookstore

revenues, etc) or allow others to receive, process, or disburse such Grants: No one other than the Executive or express designees shall award any grant on behalf of the Church. The Executive and express designees shall not award any grant that fails to serve the Ends and avoid unacceptable Means. The Executive or express designees shall not:

1. Award any grant without express approval of the Board.
2. Fail to oversee the grant approval process.
3. Fail to collect, review and retain a written grant documentation.
4. Fail to collect, review and retain any and all follow-up reports on grant activities.
5. Fail to consider the budgetary, staff, and facility impacts of the grant award.

No one other than the Executive or express designees shall apply for any grant on behalf of the Church from outside funding agencies. The Executive and express designees shall not apply for any grant that fails to serve the Ends and avoid unacceptable Means. The Executive or express designees shall not:

1. Fail to oversee the grant application process.
2. Fail to collect, review and retain information about the grant application.
3. Fail to collect, review and retain any and all follow-up reports on grant activities.
4. Fail to consider the budgetary, staff, and facility impacts of the grant application.

Spending Contracts: No one other than the Executive or express designee, or the Board President (or Vice President, in the President's absence) shall execute any contract on behalf of the Church. The Executive and express designees shall not enter into any contractual arrangements that fail to serve the Ends and avoid unacceptable Means. The Executive or express designees shall not fail to seek legal advice, when necessary, to interpret and assess contractual terms.

Restricted Gifts: The Board shall not accept any gift with restrictions that are contrary to the standards of the Church's Mission, Ends and the Unitarian Universalist principles.

D. Asset Management

Property and Equipment: The Executive shall not allow the assets or property of the Church to be unprotected, inadequately maintained or unnecessarily risked. The Executive or their express designees shall not:

1. Fail to adequately insure against theft and casualty losses at replacement value less reasonable deductible and/or co-insurance limits. This paragraph does not require

insurance for earthquakes.

2. Fail to preserve our building and other property by:
 1. Subjecting plant and equipment to improper wear and tear or insufficient maintenance.
 2. Selling, purchasing, encumbering, or disposing of real property without advance authorization from the Board.
3. Unnecessarily expose the Church, the Board, staff or volunteers in service to the church to claims of liability or risk the Church's non-profit status.

Fiduciary: The Executive shall not allow the fiduciary assets of the Church to be unprotected, inadequately maintained or unnecessarily risked. The Executive or their express designees shall not:

1. Fail to insure against corporate liability and personal liability of Board members and paid staff relating to Church business, taking into account pertinent statutory provisions for indemnification and exemptions applicable to Massachusetts non-profit organizations.
2. Unnecessarily expose the Church, the Board, staff or volunteers in service to the church to claims of liability or risk the Church's non-profit status.

Asset Utilization: The Executive shall not fail to devote Church assets to endeavors that support the Mission and Vision of the congregation and are congruent with Unitarian Universalist principles. The Executive or their express designees shall not:

1. Fail to use its best efforts to mobilize the Congregation and staff to fulfill the Church's Mission, Vision and Unitarian Universalist principles.
2. Fail to welcome the Worcester-area community into the Church's building.
3. Fail to use its best efforts to increase and diversify the membership of the Church

Investment Policy

The UUCW Investment Fund's objective is to achieve both capital appreciation and current income by investing in a diversified portfolio of stocks, bonds, and cash (mainly in mutual funds). Under normal circumstances, the Fund will invest not more than 80% of its assets in stocks, and the remainder in bonds and cash. The Fund will not exceed the 80% cap on stock investments, without permission of the Board of Management. To the maximum extent practicable, the Fund will invest in socially responsible investments.

The Investment Fund may transfer up to 5% of its assets each year to the church operating budget by the following formula: the Investment Committee will calculate the average balance of the Investment Fund on April 30 of the current fiscal year and previous fiscal year, and make available 5% of that amount to the church operating budget for the next fiscal year starting on July 1.

The Investment Committee will keep the Board of Management, Minister (Chief Executive), and Finance Committee members aware of its investment decisions through the minutes of its meetings. Investment Committee meetings are open to all members and friends of the church.