

PROPOSED GOVERNANCE MANUAL REVISION
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The existing OUUC Governance Manual should be repealed and replaced with the following:

I. INTRODUCTION

A. Vision of Governance

The Olympia Unitarian Universalist Congregation (OUUC) envisions a world that is loving, just, and healthy. The organization exists to foster the growth and deepening of spiritual understanding among and within the members. Participation in the decision making and governance process is a primary path toward this spiritual development. We know that how we are in relationship as a congregation informs how we are in relationship with our community and the larger world. We seek to use a model of decision-making that shares ministry, including shared trust, authority, responsibility, and power.

The intended style of leadership is collaborative, collegial, accountable, and inclusive. Clarity about ultimate responsibility and authority exists along with a democratic and egalitarian spirit. All congregational members practice transparent decision-making, healthy conflict management, and mutual support in their respective roles.

The Olympia Unitarian Universalist Congregation elects its Board of Trustees (Board) to serve as the primary actors in moving the mission of the Congregation forward. The governing role of the Board is focused upon the development of the living vision guiding the evolution of the institution. It also oversees a concise set of policies to define the individuals responsible for and the limits on decision making in the management of church resources and programs. The Congregation selects a minister to serve as its spiritual, programmatic, and administrative leader. The Minister works within these policies established and monitored by the Board. The Minister provides administrative and spiritual leadership in line with the values of Unitarian Universalism and their call.

With few exceptions, which are clearly described in the bylaws and policies, the Minister is responsible for the operational and programmatic decisions of the community. The Minister carries out this role by appropriate delegation of this authority to members of the staff and to members or committees of the Congregation. This role can only be carried out through an active and honest dialogue between the Congregation and its representatives on the Board with the collaboration of the Minister.

This governance process:

1. Enables the Board to spend more of its time discerning the congregational dreams for the long-term future of the church,
2. Empowers the Minister to lead the staff efficiently and responsibly to fulfill the Congregation's mission and goals endorsed by the Board, and Congregation,

3. Creates a clear policy structure that allocates responsibility for decision-making and ensures that the church resources are protected and that its activities support its mission.
4. Empowers the Congregation to share the ministry, working toward a shared vision, mission, and goals.

B. Governance Policies

This manual has been drafted to describe the overarching policies governing the operation of OUUC. It places in context the numerous levels of policy which are used to manage the activities of the Congregation. The Congregation relies on the service of the staff and volunteers to accomplish the work and mission of the community. These activities are guided by the values and policies established through the governance of the church.

C. Overview

The written policies of the Congregation operate at multiple levels within the organization.

The central authority and overall guidance comes from the Congregation acting as a body to state limits and direction. These policies come from democratic votes by the congregation to approve or reject a statement of position or direction, e.g., adopting the By-laws for the organization, an agreement to affiliate with the Unitarian Universalist Association (UUA), a decision to call a particular minister, adopting long-term goals and a statement of mission and establishing covenants.

The second level of direction comes from the statements and positions approved by the Board. These are seen as positions to further the direction defined by the Congregation. This level of governance is recognized to create community-wide structures and boundaries, e.g., creation of certain Board committees (such as the Legacy Giving Committee), the delegation of authority and responsibility on certain matters, creating overarching policies such as those relating to financial matters and, recommendations for congregational action.

The third level of guidance is generated by the Minister in conjunction with the staff and with the advice of the Board. This range of management focuses on the operational issues and process to realize the ends and mission, e.g., detailed personnel and finance procedure, building guidelines, volunteer assignments, program and committee structure.

There are also multiple levels of program specific process and policy activities managed by program area staff and volunteers, e.g., leadership roles and delegations regarding specific activities and events, congregational activities, educational offerings.

The purpose of this document is to outline the strategies and processes used to manage these various levels of governance. Many of these activities result in separate statements and documents, e.g., goals and mission statements and various covenants adopted by the Congregation. The products of these practices are outside the scope of this document.

II. OUUC BOARD OF DIRECTORS

1 **A. Role and Duties of the Board**

2
3 **1. General**

4
5 The Board will govern primarily by discerning and articulating mission; planning for
6 the future; partnering with the Minister; ensuring that resources are cared for and
7 directed to the mission; and holding leaders of the Church, including its own
8 members, accountable for their performance.
9

10 The Board, in all its activities, has a duty of care to the organization, such that each
11 board member has a legal responsibility to participate actively in making decisions
12 on behalf of the organization and to exercise their best judgment while doing so. The
13 Board has a duty of loyalty, such that each member must put the interests of the
14 organization before their personal and professional interests when acting on behalf
15 of the organization in a decision-making capacity. Further, the Board has a duty of
16 obedience, in which Board members bear the legal responsibility of ensuring that the
17 organization complies with all applicable laws and adheres to its mission.
18

19 **2. Expectations of Board Members**

- 20
21 a. The Board will cultivate a sense of group responsibility. The Board, not the staff, will
22 be responsible for excellence in governing. The Board will be the initiator of policy,
23 not merely a reactor to staff initiatives.
24 b. The Board will direct, control, and inspire the organization through the careful
25 establishment of broad written policies reflecting the Board's values and perspectives.
26 The Board's major policy focus will be on the intended long-term impacts outside the
27 staff organization, not on the administrative or programmatic means of attaining those
28 effects.
29 c. Board members are expected to hold themselves accountable to our shared values and
30 the goals of the Congregation and Board.
31 d. The Board will enforce upon itself whatever discipline is needed to govern with
32 excellence. Discipline will apply to matters such as attendance, preparation for
33 meetings, policymaking principles, respect of roles, and ensuring the continuance of
34 governance capability. Although the Board can change its governance policies at any
35 time, it will scrupulously observe those currently in force.
36 e. Continual Board development will include orientation of new Board members in the
37 Board's governance process and periodic Board discussion of process improvement.
38 f. The Board will monitor and discuss the Board's process and performance at each
39 meeting.

40 **B. Code of Conduct for Board Members**

- 41
42 1. The Board commits itself and its members to ethical, businesslike, and lawful conduct,
43 including proper use of authority and appropriate decorum when acting as Board
44 members.

- 1 2. Board members must demonstrate loyalty to the Congregation unconflicted by loyalties
2 to staff, other organizations, or any personal interests as congregants.
- 3 3. Board members must avoid conflict of interest with respect to their fiduciary
4 responsibility.
 - 5 a. There will be no self-dealing or business by a member with the organization.
6 Members will annually disclose their involvements with other organizations or with
7 vendors and any associations that might be reasonably seen as representing a conflict
8 of interest.
 - 9 b. When the Board is to decide on an issue about which a member has an unavoidable
10 conflict of interest, that member shall absent herself or himself without comment not
11 only from the vote but also from the deliberation and the room in which the
12 deliberation takes place.
 - 13 c. Board members will not use their Board position to obtain employment in the
14 organization for themselves, family members, or close associates. A Board member
15 who applies for employment must first resign from the Board.
- 16 4. Board members may not attempt to exercise individual authority over the organization.
 - 17 a. Board members interaction with the Minister or with staff must recognize the lack
18 of authority vested in individuals except when explicitly authorized by the Board’.
 - 19 b. Board members interactions with the public, the press, or other entities must
20 recognize the same limitation and the inability of any Board member to speak for
21 the Board except to repeat explicitly stated board decisions.
- 22 5. Board members will respect the confidentiality appropriate to issues of a sensitive nature.
- 23 6. Board members will be properly prepared for Board deliberation.
- 24 7. Board members will support the legitimacy and authority of the final determination of the
25 Board on any matter, irrespective of the member’s personal position on the issue.
- 26 8. Board members will exhibit generosity in contributing their time, talents, and financial
27 resources to OUUC.

28 29 **C. Board Meetings**

- 30 1. The Board will discuss or decide only those issues that clearly belong to the Board.
- 31 2. Information that is for neither monitoring performance nor board decisions will be
32 avoided or minimized and always noted as such.
- 33 3. Deliberation will be fair, open, and thorough, but also timely, orderly, and kept to the
34 point.
- 35 4. The Board will meet once every month, though the Board may cancel up to two
36 meetings each year. The Board will provide notice of each meeting to the Congregation
37 and explain, via the OUUC website or through an electronic newsletter how
38 Congregants may attend the meeting.
- 39 5. There must be a quorum of at least five members to conduct business.
- 40 6. The Board will strive to make decisions by consensus, but, in the absence of consensus,
41 the Board shall follow Robert’s Rules of Order, Newly Revised 11th Edition.
- 42 7. Any Board member or the Minister may add an item to the Board agenda by submitting
43 it to the Board Secretary at least three days before the scheduled meeting.
- 44 8. The President may call a special meeting of Board by giving written or email notice to
45 Board members at least 24 hours before the meeting. In the event of an emergency

1 requiring Board action immediately, the President may poll the Board by email. Any
2 decision reached that way must be ratified at the next regular Board meeting.

3 **D. Duties of Board Officers and Members**

4
5 **1. President**

- 6
7 a. The Board President, a specially empowered member of the Board, ensures the
8 integrity of the Board's process and occasionally represents the Board to outside
9 parties. The assigned result of the President's job is that the Board behaves
10 consistently with its own rules and those legitimately imposed on it from outside
11 the organization.
- 12 b. The authority of the President consists in making decisions that fall within topics
13 covered by board policies with the exception of (1) employment or termination of
14 a Minister and (2) where the Board specifically delegates portions of this
15 authority to others. The President is empowered to chair board meetings with all
16 the commonly accepted power of that position, such as ruling and recognizing.
- 17 c. The President may represent the Board to the Congregation and outside parties in
18 announcing board-stated positions.
- 19
20 d. The President may delegate this authority to other Board members but remains
21 accountable for its use.

22
23 **2. Vice President**

24
25 The Board Vice-President is an officer of the Board and assumes the authority and
26 responsibilities of the Board President in the Board President's absence.

27
28 **3. Secretary**

- 29
30 a. The Board Secretary is an officer of the Board whose purpose is to ensure the
31 integrity of the Board's documents. The assigned result of the Secretary's job is to
32 see to it that all Board documents and filings are accurate and timely.
- 33
34 b. The Secretary shall record and preserve minutes of all Board meetings, and the
35 minutes must include all decisions approvals of the Board

36
37 **4. Treasurer**

- 38
39 a. The Board Treasurer is an office of the Board, whose duty it is to ensure that the
40 Board carries out its fiduciary responsibility. Accordingly, the Treasurer shall
41 have full access to all OUUC accounts for monitoring and transferring funds
42 among bank accounts in consultation with the Minister.

- 1 b. Treasurer responsibilities shall include:
 - 2 i. Monitoring mortgage loan payments, term changes and status.
 - 3 ii. Monitoring large debts, payments to such debts and ensuring they are paid
 - 4 by the Minister or Minister’s staff delegate.
 - 5 iii. Preparing quarterly financial reports with congregational expenses and
 - 6 revenues of the church for review by the Board and annually prepare such
 - 7 reports for review by the Congregation.
 - 8 iv. Ensuring that benevolence fund expenditures are audited by another
 - 9 Minister on a regular basis.
 - 10 v. Providing any and all appropriate financial information to the Board
 - 11 vi. Monitoring the endowment and other funds and sharing information about
 - 12 such funds with the Board and Congregation as is needed.
 - 13 Transferring money from the endowment to fund various church activities
 - 14 as authorized by the Board.
- 15
- 16 c. The Treasurer also has duties relating to various Board Committees or Teams
- 17 appointed by the Minister, including:
 - 18 i. The Financial Consulting Team as described in section V.A.
 - 19 ii. The Legacy Giving Committee as described in section VIII.B.
 - 20 iii. The Audit Committee as described in section VIII.B.

21

22 **III. DELEGATION OF AUTHORITY FROM THE BOARD**

23

24 **A. General Delegation**

25

26 The Board delegates authority to the Minister to manage the work and resources of the Church

27 except as specifically limited or assigned to the Board by this policy, other applicable policies, or

28 other actions of the Board.

29

30 **B. Responsibilities of the Minister**

31

32 1. As part of the Minister’s duties, the Minister shall:

33

- 34 a. Prepare and submit to the Board for approval by February 10 of each year an
- 35 early draft budget for the following fiscal year for the purposes of the annual
- 36 Stewardship Drive;
- 37 b. Consistent with Section V.D., prepare and submit to the Board by May 10:
 - 38 i. a proposed operational budget for the subsequent fiscal year for consideration
 - 39 by the Board and its recommendation to the Congregation;
 - 40 ii. a proposed capital budget for the subsequent fiscal year, including proposed
 - 41 sources of funding for the capital projects in that budget for approval by the
 - 42 Board;
 - 43 iii. a plan for development of both operational and capital budgets, for the next
 - 44 five years, including proposed sources of funding, for approval by the Board;
- 45 c. Hire staff and set their compensation consistent with the Congregation-approved
- 46 budget;

- d. Lead and unify the staff and volunteers in directing their efforts toward the fulfillment of the Congregation's mission, vision, and goals;
 - e. Ensure compliance with the bylaws, Board policies, and applicable laws and regulations and in accordance with commonly accepted business practices;
 - f. Uphold a high standard of ethical and professional conduct;
 - g. In accordance with the mission and vision of the Congregation, and with Board policies and priorities, develop annual goals for the staff's work and communicate those to the Board;
 - h. Communicate with the Board about the work of teams or workgroups that support the Minister and staff;
 - i. Communicate with the Board about any significant emerging issues, problems, concerns or challenges that are facing the church;
 - j. Ensure that all financial obligations are met in a timely manner;
 - k. Appoint committees or teams as necessary to assist in the operation of the church.
 - l. Provide the Board with data and reports as required by the Board to provide a foundation upon which to facilitate discussion of congregational health, including number of attendees at worship services, percentage of pledge payments at certain marker points in the year, budget/financial measures, and changes in membership; and
 - m. Develop procedures governing the backup, retention and destruction of Church records, in both written and electronic forms; and
 - n. Provide support to the Board, including staff support, in the Board's fundraising efforts.
2. With the exception of those functions listed in Section III.B.1, the Minister may delegate authority to manage the work and resources of the Congregation to members of the staff, teams appointed by the Minister, or members of the congregation.
 3. The Minister shall delegate authority to one or more staff or members of the Congregation to act in the event the Minister is not available or incapacitated.
 4. Any substantial delegation of authority shall be in writing, copies of which shall be provided to the Secretary of the Board, who shall maintain them as official Board records.
 5. All staff members are ultimately accountable to the Minister, who is accountable to the Board for their performance.

C. **Matters Retained by the Board**

The following matters are retained by the Board, though the Board may, on a case-by-case basis, secure the advice or assistance from the Minister in carrying out these functions:

1. Long-range planning and establishing the vision and goals of the Congregation;
2. Raising funds for the operations and capital needs of the Congregation;
3. Approving the budget to be presented to the Congregation pursuant to section V.D;
4. Approving use of the building for fundraising for outside groups or purposes; and
5. Adopting policies to govern organizational operations;
6. Approving any interim or sabbatical minister;

- 1 7. Approving any consultant contracts; and
2 8. Approving certain financial actions pursuant to Section V.F.

3
4 **IV. PERSONNEL MATTERS**

- 5
6 A. The Congregation intends to maintain a fair, respectful, safe, organized, inclusive and
7 supportive work environment where all staff feel? productive and that they and their work
8 are valued.
- 9 B. The Board and Minister shall develop and adopt an annual budget which describes the
10 permanent positions to be funded in the upcoming year.
- 11 C. The Minister has primary responsibility and authority for personnel management including
12 recruiting and hiring of all staff. This includes the development of specific polices to
13 manage the paid and volunteer staff activities in a fair and nondiscriminatory fashion.
- 14 D. Any disagreement or dissent among staff or congregants should be respectful and non-
15 disruptive.
- 16 E. The Minister shall inform Staff of the policies which apply to their activity in the Minister
17 will establish committees and support structures as needed.
- 18
19 F. The Minister will establish effective processes to handle grievances.
- 20
21 G. The Minister may create and recruit temporary positions, expected to last no longer than six
22 months, provided the budget can support the position.
- 23
24 H. Permanent new positions will be established in conjunction with the Board during the
25 annual budget process or, if necessary, between budgets if there are adequate funds
26 available.
- 27
28 I. Employees shall be compensated fairly.
- 29
30 J. The Minister will provide Board members with explanations of staff hiring and removal
31 decisions in a timely fashion.

32
33 **V. FINANCIAL MATTERS**

34
35 **A. Overall Approach**

- 36
37 1. The Church, the Board, and the Minister shall manage its funds and financial operations
38 with prudence, working to ensure the sustained financial stability of the Church and its
39 operations.
- 40
41 2. The Minister shall appoint and regularly meet with a Financial Consulting Team, which
42 will assist the Minister in developing financial policies and the annual budget proposal and

1 undertake other duties as defined by the Minister. The Financial Consulting Team shall
2 consist of the Minister, the Business Manager and two to three members with experience
3 and expertise in financial management
4

5 **B. Development of Financial Policies**

6

7 The Minister, in consultation with the Board and the Financial Consulting Team shall adopt
8 finance policies which must address:
9

- 10 1. The prudent management of and use of operating funds;
- 11 12 2. Church accounting and financial controls consistent with accepted best practices of
13 churches of comparable size;
- 14 15 3. Whether and under what circumstances to accept gifts on behalf of the church; and
- 16 17 4. Any other financial topic that the Minister deems appropriate and prudent.
18

19 **C. Protection of Financial Resources**

20

- 21 1. The Minister shall protect the financial resources of the church by:
 - 22 a. Maintaining adequate insurance for the building and other assets;
 - 23 b. Maintaining appropriate liability insurance for board members, staff, and the church,
24 including corporate liability and directors' and officers' insurance;
 - 25 c. Ensure that receipt, handling, and disbursement of funds is done with controls that
26 meet generally accepted accounting practices or appropriate organizational accounting
27 standards;
 - 28 d. Investing funds only in secure accounts or instruments;
 - 29 e. Maintaining Church property and equipment to keep it is working order;
 - 30 f. Using reserve funds only as authorized in section V.E.;
 - 31 g. Establishing a process to pursue pledge income; and
 - 32 h. Protecting the tax-exempt status of the organization .
33
- 34 2. The Minister may propose that the Congregation pursue sources of revenue in addition to
35 the annual stewardship drive
36

37 **D. Budget**

38

- 39 1. The Minister, in consultation with the staff, the Financial Consulting Team, and any
40 appropriate Board and Ministerial Committees, shall present early draft and proposed
41 operational and capital budgets pursuant to Section III.B.1.b.
42
- 43 2. Unless otherwise directed by the Board, the budget will ensure there is a 5% operating
44 reserve.
45

- 1 3. When presenting the proposed budget to the Board, the Minister will express an opinion
2 whether it is adequate to fulfill the Board's priorities and meet the goals and long-range
3 plans of the church.
4

5 **E. Spending Authority**
6

- 7 1. If the Minister foresees any material deviation from budgeted spending, the Minister will
8 promptly inform the Board and recommend options for adjusting the budget.
9
- 10 2. The Minister may approve overspending by up to 10% over the budgeted amount in any
11 major budget category, provided overall spending remains within budget and the
12 adjustment is promptly reported to the Board. Any proposed spending greater than 10%
13 over the budgeted amount in any major budget category must be approved in advance by
14 the Board.
15
- 16 3. The Minister is responsible for all spending out of the Organizational accounts, subject to
17 the restrictions contained in this section or as otherwise limited by the Board.
18
- 19 4. Donor-restricted funds will be used in accordance with donor restrictions, and Board-
20 designated funds will be used in accordance with Board-imposed designations.
21 a. Donor-restricted funds include:
22 i. Choir and Music Fund
23 ii. Piano Maintenance Fund
24 iii. Partner Church Fund
25 iv. Auction Community Fund
26 v. Warm Windows Fund
27 vi. Nursery Fund
28 viii. General Assembly Scholarship Fund
29 ix. Capital Projects Fund
30 b. Upon recommendation of the Financial Consulting Team, the Board will review these
31 funds and eliminate those that no longer serve a purpose
32 c. In addition, there may be temporary restricted funds, including charitable funds, such
33 as "Raise the Paddle" at the annual auction.
34
- 35 5. Unrestricted funds may be spent as directed by the Board through the budget process.
36 a. Unrestricted fund include:
37 i. General Operating Fund
38 ii. General Operating Reserve
39 iii. Sabbatical Reserve
40 iv. Building Major Maintenance Fund
41
- 42 6. Reserve funds, both restricted and unrestricted, should be spent in accordance with the
43 named purpose of the fund.
44
- 45 7. Funds in the Endowment Fund may be spent accordance to Section VIII.C.1.
46

1
2 **F. Board Approval**

3
4 The following financial actions require Board approval:

- 5
6 1. Setting or changing compensation for any staff position, or material changes to the
7 benefits package;
8
9 2. Lending or borrowing funds, or purchasing, selling or encumbering real estate;
10
11 3. Use of endowment funds;
12
13 4. Opening or closing bank and investment accounts;
14
15 5. Making or authorizing any expenditure greater than \$5,000;
16
17 6. Acquiring or disposing of real property; and
18
19 7. Establishing compensation and benefits for the Minister or for staff.
20

21 **G. Financial Reviews**

- 22
23 1. At least every three years, the Board will ensure that a financial review is conducted on
24 the Church's financial records and policies and that the review team report the results to
25 the Board. If finances permit, the review should be done by a qualified professional
26 auditor.
27
28 2. The Board shall establish a process for such reviews.
29

30
31 **VI. CARE FOR MEMBERS AND GUESTS**

32
33 The Congregation intends to be a respectful, inclusive, supportive, antiracist and welcoming
34 religious organization that affirms and promotes the Unitarian Universalist Association
35 principles and the Congregation's values.
36

37 **A. Responsibility**

38 The Minister and staff are responsible for creating and maintaining conditions and
39 practices to ensure members, guests, program participants, and Church
40 partners/collaborators are treated respectfully in a safe, dignified, non-intrusive manner
41 with appropriate confidentiality.
42

43 **B. Physical Conditions**

44
45 The Minister and other staff are responsible for maintaining Church facilities in a safe,
46 sanitary, accessible and secure condition, including promptly responding to any known

1 hazards and for maintaining appropriate plans for responding to reasonably foreseeable
2 emergencies; for obtaining appropriate property, accident and other forms of insurance.
3

4 **C. Disruptive Behavior**

5 In order to sustain an atmosphere that is truly open to a wide variety of individuals, the
6 Congregation must firmly and promptly address behavior that compromises the physical or
7 emotional safety of any adult or child or discourages the free exchange of opinions and
8 beliefs. The Board shall develop policies to ensure maintenance of this atmosphere.
9

10 **D. Child Protection**

11
12 Because of the Organization's special responsibility for children and youth in its care, the
13 staff must maintain and enforce clear procedures for the selection, training, and supervision
14 of anyone who works with persons age eighteen and younger.
15

16 **E. Firearms**

17
18 The Church prohibits the possession or carrying of weapons within all of its owned or
19 leased facilities. This prohibition includes private citizens, members, and staff with or
20 without permits to carry weapons.
21

22 This policy does not apply to law enforcement officers or armed private security guards
23 (hired by the OUUC or renters, who are licensed to act in the state of Washington under
24 RCW 18.170) carrying firearms or other lethal weapons on church premises in the
25 performance of their official duties.
26

27 **VII. MONITORING**

28 29 **A. General**

30
31 1. The responsibility for the activity and performance of the Church rests primarily with the
32 Members of the Congregation. It is important that each Member communicates, to the best
33 of their ability, their individual hopes, and expectations for the actions of the Organization.
34 It is the role of the Board is to regularly synthesize these hopes and expectations, facilitate
35 an ongoing dialogue regarding these aspirations, and report to the Congregation on the
36 organization's progress toward realizing these goals. The process of monitoring is the
37 method through which the Congregation measures this progress.

38 2. Monitoring involves the whole congregation paying attention to its process.

39 3. The steps in monitoring the Congregation's activities must necessarily be an organic and
40 constantly evolving process of governance shared primarily by the Minister and the
41 Board as the representatives of the Congregation.
42

43 **1. Assessment of Minister**

- 1 a. The Board is responsible for evaluating the Minister’s performance of the
2 Congregational contract and assistance in furthering the Congregational goals.
- 3 b. In cooperation with the Minister, the Board will develop criteria and processes or
4 evaluation of the Minister and related ministries. Such criteria and processes should
5 include:
- 6 i. A regular review of the performance of the Minister and seeking information
7 about programmatic and pastoral areas that may warrant greater attention
8 ii. Discussion and review of subjective and anecdotal information collected as part
9 of the ongoing communication throughout the Congregation and larger
10 community,
11 iii. Other criteria designed to ascertain fairly the performance of the Minister.
12

13 **2. Assessment of Board**

14 The Board and Minister are responsible for assessing the performance of the Board annually.
15 This should include a review of both Board process, e.g. attendance, completion of planned
16 activities, etc. and analysis of impact on Congregational ends and goals.

17 **3. Assessment of Staff**

18 The Minister is responsible for the performance of paid staff members and will evaluate their
19 activity against written polices and individual goals on an ongoing basis.

20 **VIII. BOARD COMMITTEES**

21 **A. General**

22 **1. Distinction between Committees and Teams**

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- 24
- 25 a. OUUC’s Bylaws, paragraph 6.A, states that “[t]he Board may authorize certain
26 standing and temporary committees to perform designated functions to further the
27 work of the Board.
28
29
30 b. The Minister may establish “teams” to assist in the performance of those
31 administrative functions assigned to the Minster. “Teams” are created by the
32 Minister; “committees” are created by the Board.
33
34

35 **2. Purpose of Board Committees**

- 36 a. The below-listed groups will exist at OUUC and have connections to the Board as
37 described below. (These groups may also have connections to the staff.) Each of these
38 groups will periodically (and at least annually) update the Board on their work, as
39 requested by the Board President or at the request of the Committee. The Board, in
40 consultation with the Minister shall collaborate on a process for regularly identifying
41 members for each committee and, if applicable, in the selection of the committee chair.
42 The committees will establish their own processes and cadence for completing their

1 assigned responsibilities. The Minister, in conjunction with the Board, will
2 communicate committee information to the staff as needed.

- 3 b. This policy applies to any group that is formed by Board action, whether or not it is
4 called a committee and regardless of whether the group includes Board members. It
5 does not apply to Teams formed by the Minister.
6

7 **3. Board Committee Principles**

8

- 9 a. Board committees assist the Board. Committees will assist the Board by preparing
10 Bpolicy alternatives and implications for the Board to discuss. Formal authority to
11 speak or act for the Board must be formally given and time-limited to any Team or
12 Committee.

- 13 b. Board committees, when used, will be assigned to reinforce the wholeness of the
14 Board’s job and never to interfere with delegation from Board to Minister.
15 Accordingly:

- 16 i. Board committees are to help the Board do its job, not to help or advise the staff.
17 Committees ordinarily will assist the Board by preparing policy alternatives and
18 implications for Board deliberation. In keeping with the Board’s broader focus,
19 Board committees will normally not have direct dealings with current staff
20 operations.
21 ii. Board committees may not speak or act for the Board except when formally given
22 such authority for specific and time-limited purposes. Expectations and authority
23 will be carefully stated in order not to conflict with authority delegated to the
24 Minister.
25 iii. Board committees cannot exercise authority over staff. The Minister works for
26 the full Board, and will therefore not be required to obtain the approval of a Board
27 committee before an executive action.
28 iv. Board committees are to avoid overidentification with organizational parts rather
29 than the whole.
30

31 **4. Board Liaisons**

32

33 A Board member shall serve as liaison for each Board Committee, to update the Board about
34 the activities of each committee.

35 **C. Board Committees**

36

37 The following are Board Committees;
38

39 **1. Legacy Giving Committee**

40

- 41 a. The Board will appoint a three-person Legacy Giving Committee as an ongoing standing
42 committee of the Board, the members to serve staggered three-year terms. In addition,
43 the Treasurer shall serve as an *ex officio* member of the Committee. The purpose of the

1 Legacy Giving Committee is to solicit and manage one-time time “major gifts” to
2 OUUC and estate bequests named in the wills or trusts of OUUC congregants.

3 b. Fundraising:

- 4 i. The OUUC Legacy Planning Committee shall conduct periodic or ongoing
5 “fund campaigns” to solicit funds for the endowment, major capital
6 campaigns or other large projects. These may be specific campaigns or an on-
7 going one-on-one approach with OUUC members and friends.
- 8 ii. The Committee shall not solicit funds for operations.
- 9 iii. The Legacy Planning Committee shall acknowledge each gift to the
10 appropriate fund within 15 days of receipt of such gift.
- 11 iv. The Legacy Planning Committee shall ensure that all major gifts are
12 transparently monitored and tracked on behalf of the board and the
13 congregation.
- 14 v. The Legacy Planning Committee shall conduct periodic audits to ensure major
15 gifts are spent as requested by the donors.
- 16 vi. The Legacy Planning Committee shall ensure that donors who gift \$2,500 or
17 more to the OUUC Endowment Fund are acknowledged with an engraved
18 “leaf” on the bronze giving tree plaque in the church commons.

19 c. Investment of Funds:

- 20 i. The Legacy Giving Committee shall research investment options for the
21 Endowment Fund and choose, by a two-thirds vote, the optimal investment
22 strategy.
- 23 ii. If OUUC is gifted stocks or bonds for the Endowment fund, the Legacy
24 Planning Committee will request that these gifts be converted to cash by the
25 Business Manager or Treasurer prior to investment.
- 26 iii. The Board Treasurer may hold gifts to the Endowment fund in a general
27 account until that account reaches a balance of \$5000 at which point the
28 Treasurer will transfer the balance to the investment fund chosen by the
29 Legacy Planning Committee.
- 30 iv. The Legacy Giving Committee shall establish acceptable levels of risk and
31 expected investment performance levels for the investment strategies it
32 chooses for the Endowment Fund. Investment performance will be monitored
33 by the Board annually; other investment strategies will be considered if the
34 Board believes that the Fund performance is below anticipated long-term
35 levels.

36 d. Management of Endowment Funds:

- 37 i. The Legacy Giving Committee in collaboration with the Treasurer shall
38 regularly monitor the statements from the selected investment fund to stay
39 informed regarding the performance of the investments.
- 40 ii. The Legacy Giving Committee will, within a month after the end of each year,
41 report to the OUUC Board on:
 - 42 iii. The investment strategy of the Endowment Fund;
 - 43 iv. The number of gifts received in a fiscal year and the TOTAL amount of
44 endowment gifts received in that year;

- v. The total size of the Endowment Fund and the interest earned on the principal during that fiscal year.
- vi. The Business Manager shall maintain reports received from the investment company and make them available to Board to include in regular financial reports.

e. Disbursements from the Endowment Fund:

- i. The Board of Trustees, upon the recommendation of the OUUC Executive, may approve in a given fiscal year requested expenditures from the Fund for special projects if the principal has reached \$500,000 in value at the end of the prior fiscal year. Expenditures from the fund shall be capped at 3% of the average of the principal balance at the end of the previous 12 quarters.
- ii. For the first 3 years of fund operation, expenditures from the fund shall be limited to 2.5% of the principal balance at the end of the previous fiscal year.
- iii. In no circumstances shall any spending be authorized if the principal falls below \$500,000.
- iv. Notwithstanding the above, for the 2023-24 Fiscal Year, the Board may use \$16,264 of the Fund for operating expenses.

2. Fundraising Committee

[TO BE ADDED]

3. Governance Committee

[TO BE ADDED]

4. Financial Review Committee

[TO BE ADDED]