

GOVERNANCE POLICIES

The mission of First Unitarian Universalist Church of San Diego is to create community, to nurture spiritual growth, and to act on our values to help heal the world.

CHURCH BOARD-MANAGEMENT

The Church Board's official connection to church operations, achievements, and conduct is solely through the Lead Minister.

A. UNITY OF VOICE:

Only decisions of the Church Board as a body, stated in officially passed motions, are binding on the Lead Minister.

B. ACCOUNTABILITY OF THE LEAD MINISTER:

All authority and accountability of paid and volunteer staff are considered by the Church Board to be the authority and accountability of the Lead Minister.

C. DELEGATION TO THE LEAD MINISTER:

The Church Board will provide direction to the Lead Minister through written policies that articulate Outcomes to be achieved and describe organizational situations and actions to be avoided. The Lead Minister may use any reasonable interpretation of these policies. The Lead Minister may also delegate implementation and subsidiary policy development to staff.

D. MONITORING THE LEAD MINISTER PERFORMANCE:

Regular and systematic monitoring of the Lead Minister's job performance will be solely measured by accomplishment of Outcomes within Staff Limitations policies.

1. Monitoring is done to determine the degree to which Church Board policies are being met. Data that do not do this will not be considered to be monitoring data.
2. The Church Board will acquire monitoring data by one or more of the following three methods:
 - By internal report, in which the Lead Minister discloses compliance information to the Church Board
 - By external report, in which an external, disinterested third party selected by the Church Board assesses compliance with Policies
3. By direct Church Board inspection, in which a designated Church Board member or members, the Church Board as a whole, or a Church Board committee assess compliance with the appropriate policy criteria by inspecting public or Church property or records or by interviewing paid and/or volunteer staff or Church members.
4. In every case, the standard for compliance shall be any reasonable interpretation by the Lead Minister of the Policy being monitored.
5. All policies that provide direction to the Lead Minister will be monitored for compliance at a frequency and by a method chosen by the Church Board. The Church Board can monitor compliance with any policy at any time by any method, but will ordinarily be done on the following routine schedule.

E. MONITORING CHURCH BOARD PERFORMANCE:

The Church Board systematically will monitor its own performance, relative to its Governance Process and Church Board-Management Linkage policies, by including a portion of these policies for review semi-annually.

IV. GOVERNANCE PROCESS:

On behalf of the congregation the Church Board will assure that the Church furthers its desired Outcomes, with appropriate use of its resources, and avoids unacceptable actions and situations.

A. GOVERNING STYLE:

The Church Board will govern lawfully and ethically, with emphasis on

1. outward vision rather than internal preoccupation,
2. encouragement of diversity in viewpoints,
3. spiritual and strategic leadership more than administrative detail,
4. clear distinction between the role of the Church Board and the role of the Lead Minister,
5. collective rather than individual decisions,
6. the future, rather than the past or present,
7. being proactive rather than reactive, while being consistent with our Unitarian Universalist principles.

B. CHURCH BOARD JOB DESCRIPTION:

The job of the Church Board is to represent the congregation in:

1. long-term visioning while in conversation with the congregation,
2. writing governing policies that address Outcomes, Staff Limitations, Governance Process and Church Board-Management Linkage
3. monitoring the Lead Minister, and
4. serving as legal representative of the Church under California state law.

C. AGENDA PLANNING:

To accomplish its tasks with a governance style consistent with Church Board policies, the Church Board will follow an Annual Agenda that is designed to set forth major goals for the upcoming fiscal year:

1. The Agenda will be devised each year by the last day in September, so administrative planning and budgeting can be based on the Agenda.
2. The Church Board will consult with the Lead Minister and Staff and, as necessary, others when devising the Agenda.
3. Means of improving Church Board performance through Church Board education and re-exploration of Outcomes policies will be arranged during the first quarter, to be considered during the balance of the year.
4. The Church Board will review Church Board policies in light of operational issues considered at the Church Board's regular meetings.

5. A Church Board member may recommend or request an item for Church Board discussion by submitting the item to the Church Board Steering Committee no later than 7 days before the Church Board meeting.
6. Lead minister monitoring will be included on the agenda if monitoring reports show policy violations, if policy criteria are to be debated, or if the Church Board, for any reason, chooses to debate amending its monitoring schedule.
7. The Church Board will decide the Lead Minister's remuneration for the following fiscal year by no later than the end of the month of April, following recommendation from the Compensation Committee of the Church Board. The Compensation Committee is established in Policy IV.G.1.

D. ROLE OF THE PRESIDENT:

The President is a specially empowered member of the Church Board who:

1. Ensures the integrity of the Church Board's process,
2. Occasionally represents the Church Board to congregants and outside parties,
3. Presides at meetings of the Church Board and of the Church membership, and
4. Fulfills other such duties and responsibilities as may be assigned by the Church Board or the Church. Accordingly,
 - The job of the President is to ensure that the Church Board behaves consistently with its own rules.
 - Meeting discussion content will only be those issues that, according to Policy, clearly belong to the Church Board to decide, not to the Lead Minister or Staff.
 - Deliberation will be timely, fair, orderly, and thorough, but also efficient and to the point.
 - The authority of the President consists of making decisions on behalf of the Church Board that fall within or are consistent with Policies on Governance Process and on Church Board-Management Linkage.
 - The President is empowered to chair Church Board meetings with all the commonly accepted power of that position (e.g. ruling, recognizing)
 - The President's authority does not extend to making decisions within Outcomes and Staff Limitations policy areas, each of which is within the purview of the Lead Minister and Staff.
 - The President's authority does not extend to supervising or otherwise directing the Lead Minister or Staff, except in accordance with the Lead Minister Succession Policy (approved by the Board on June 15, 2020).

E. CHURCH BOARD MEMBERS' CODE OF CONDUCT:

The Church Board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Church Board members. Accordingly,

1. Church 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 in those groups within those groups.

2. Church 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. Church Board members may not attempt to exercise individual authority over the Church.
5. Members’ interaction with the Lead Minister or with staff must recognize the lack of authority vested in individuals except when explicitly authorized by the Church Board.
6. b. Members’ interactions with the public, the press, or other entities must recognize the same limitation and the inability of any Church Board member to speak for the Church Board except to repeat explicitly stated Church Board decisions.
7. Members will respect the confidentiality appropriate to issues of a sensitive nature.
8. Members will be properly prepared for Church Board deliberation.
9. Members will support the legitimacy and authority of the final determination of the Church Board on any matter, irrespective of the member’s personal position on the issue.

F. CHURCH BOARD COMMITTEE PRINCIPLES:

The Church Board may establish committees to help carry out its responsibilities. To preserve the Church Board functioning as a whole, committees of the Church Board will be used sparingly. Accordingly,

1. Church Board committees may not speak for or act for the Church 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 Lead Minister and Staff.
2. Church Board committees are to help the Church Board do its job, not to help the Lead Minister or Staff do their jobs. Committees will assist the Church Board chiefly by preparing policy alternatives and implications for Church Board deliberation. Church Board committees are not to be created by the Church Board to advise the Lead Minister or Staff.
3. This policy applies only to committees that are formed by Church Board action, whether or not the committees include non-Church Board members. It does not apply to committees formed under the authority of the Lead Minister or Staff.

G. CHURCH BOARD COMMITTEE STRUCTURE:

A Board committee is created by the Church Board and exists to help the Board in its oversight function. It consists primarily of Board Members with other members as appropriate.

1. **Governance Committee:** The Governance Committee recommends to the Church Board policies concerning the empowered organization governance of the church. The Committee also informs the congregation about empowered organization governance and reports to the Board periodically to ensure its successful implementation. The Governance Committee serves as the Church Board’s liaison to the congregationally elected Ombuds and Nominating Committees and the Ministry Teams.
2. **Diversity Committee.** The Diversity Committee recommends to the Board policies that further our mission to become an increasingly diverse and multicultural community with

differing beliefs yet shared values. The Diversity Committee serves as the Church Board's liaison to the Journey Toward Wholeness Committee and other volunteers, committees and organizations engaged in the furthering the Church's Outcomes Policies on diversity and social justice.

3. Compensation Committee: The Compensation Committee reviews and recommends to the Board, on or before the last regular meeting of the Board in April of each year, the total compensation, including benefits, of the Lead Minister. The Committee reviews (1) monitoring reports received in the preceding twelve months, (2) UUA fair compensation guidelines, and (3) other relevant performance and compensation information. The Compensation Committee also reviews any assessment of the work of the Lead Minister that has been coordinated by the Ministry Committee using peer review as a tool, as further described in the Lead Minister's Letter of Call and Continuing Letter of Agreement. The membership of the Compensation Committee may not include a church religious professional or other staff member.
4. Finance Committee: The Finance Committee recommends to the Board policies concerning the finances of the church. Each month the Committee (1) monitors and compares the church's (including the preschool's and other church affiliated organization's) financial performance to expectations based on the budget and the church's prior year's financial performance and (2) analyzes and recommends changes to church policies that should be taken in response to the church's financial performance. The Church Treasurer serves as one of the members of the Committee.
5. Audit Committee: The Audit Committee (1) negotiates and engages the church auditor, (2) oversees the audit of the church's financial statements and evaluates any recommendations made by the auditor, (3) confers with the auditor upon accounting policies and internal controls and such other matters as are necessary to satisfy the committee's members that the financial affairs of the church are in order, (4) reports and makes recommendations upon the same to the Church Board, and (5) draws upon such volunteer and paid expertise as the Committee determines necessary and appropriate to inform itself and discharge its duties. The membership of the Audit Committee may include persons on the Church Board's Finance Committee, but will not include the Church Treasurer, President, or a church religious professional or other staff member.

H. CONGREGATIONALLY ELECTED COMMITTEES:

1. Nominating Committee: The Nominating Committee presents a slate of candidates for Church officers, trustees, and members of the Good Relations Committee. The number of candidates presented by the Nominating Committee is at least equal to the number of vacancies plus any additional candidates nominated by petition and the slate must be published and mailed to members at least ten days prior to the Annual Membership Meeting.
2. Good Relations Committee: The Good Relations Committee receives confidential oral and/or written suggestions or grievances from members or friends of the Church concerning their relationship with some part of the Church community. The Good Relations Committee functions as a communications link between individuals and Church groups, diminishing no individual's or group's responsibility, acting in an investigative or advisory capacity.

I. GOVERNANCE INVESTMENT:

Because poor governance costs more than learning to govern well, the Church Board will invest in its governance capacity. Accordingly,

1. Church Board skills, methods and supports will be sufficient to ensure governing with diligence.
2. Training and retraining will be used liberally to orient new members and candidates for leadership, as well as to maintain and increase existing member skills and understandings.
3. Outside monitoring assistance will be arranged so that the Church Board can exercise confident control over organizational performance. This includes, but is not limited to, financial audits.
4. Outreach mechanisms will be used as needed to ensure the Church Board's ability to listen to congregational viewpoints and values.

J. COMPLAINT AND INQUIRY PROCESS:

Any complaints or concerns the Church Board or its members receive will be addressed solely in relationship to Church Board policies.

K. CHURCH BOARD AND OMBUDS COMMITTEE COMPLAINT AND INQUIRY PROCESS:

(See H.2, above, and Church Constitution 12.1.2 and 12.2.3 for the Good Relations Committee Charge.).