

## **Governance Authority & Delegation**

**Authority:** The congregation elects the Board of Trustees as a whole to be responsible for ensuring the Congregation is financially healthy, well governed and achieving its mission, working with the Senior Minister who serves as its spiritual, programmatic, and administrative leader as the CEO of the Congregation. The Board will act as a single entrusted corporate entity by speaking with one voice. While the separate abilities, judgments, and perspectives of its members will inform the determination of collective Board values and policies, individual Board members will respect and support Board decisions.

**Delegation:** The Board of Trustees may delegate specific tasks to sub-committees of the Board of Trustees, or to the Senior Minister, as it may deem appropriate. The Board of Trustees will delegate authority to leaders in proportion to their responsibilities, and expects all leaders to practice open decision-making, clear communication, healthy conflict management, and mutual support in their respective roles. The Board may use the expertise of individuals to provide expertise and to enhance the ability of the Board as a body, but will never substitute any individual's expert judgment for the Board's deliberative process and ultimate authority.

## **Governance Accountability & Process**

Adopted 10/20/2015

**Accountability:** The Board is accountable to the Mission of the congregation and as such will focus chiefly on intended long-term values and impacts, and not on the administrative or programmatic means of attaining those effects.

### **Direction Through Policy**

The Board will inspire the Congregation and the staff through the establishment of broad written policies reflecting the Board's values and perspectives about ends to be achieved and means to be avoided. Those policies will direct the staff, but the administrative and programmatic means of attaining the ends to be achieved are staff responsibilities.

- The Board will initiate policy and not merely react to staff initiatives;
- Requests for the Board to act on a management item will be referred to the appropriate ministry leader for decision;
- The Board will govern primarily by:
  - i. Discerning and articulating the Unitarian Church in Westport's mission and vision of ministry;
  - ii. Creating and monitoring written policies to guide TUCW's ministry;
  - iii. Monitoring the progress on achieving ends;
  - iv. Monitoring and evaluating TUCW's leadership, including itself.

**Process:** The Board will commit to providing competent governance through ongoing development, including orientation of new Board members in the Board's governance process and practices, and periodic discussion of process improvement. The Board will operate with transparency and in full accordance with the Constitution of the Congregation and written policies.

- The Board will maintain a central record of its policies and actions
- The Board will regularly and openly communicate its work to the congregation through all appropriate means and will provide forums for two way communication including open meetings and town halls

**Covenant:** Each year, the Board shall review and renew a Covenant of Right Relations and Behavior for members of the Board, to define how we will engage with each other. Generally this will occur at the annual Board Retreat, though it can be updated as needed at any board meeting. The current Board Covenant Adopted 10/20/2015 follows:

**When meeting we will:**

- Act with respect, kindness and civility.
- Assume good intent and respond non-defensively.
- Actively listen to and respect the speaker who has the floor, minimize side Comments make an effort to not interrupt and to respect an order of Recognition to speak
- Come to meetings open to new options and fresh ideas and nothing Decided beforehand.
- Prepare for participation with care and timeliness.
- Respect our differences in style, viewpoint, and experience, skill set.
- Attend to and manage the energy level and emotional tenor of the meeting.

**Between meetings we will:**

- Delegate work, with clear guidelines and authority, and mean it.
- Do what we say we'll do.
- Carry our fair share of Board work.
- Speak with one voice regarding ultimate decisions taken.
- Stay in covenant with one another.
- Hold information and opinions shared in Executive Sessions confidential.
- Remember we are always seen as a "Board Member" and act accordingly.
- Act as an elected representative of the congregation's membership. "It's not about me".

**3.2.2. Expectations of Board Members**

Board members are expected to:

- Attend one monthly meeting, generally on the third Tuesday of the month
- Prepare for each meeting:
  - a. Read all pre-meeting materials
  - b. Have clarity on consent agenda items in preparation for acceptance or moving to the discussion agenda
  - c. Participate fully in the work of the meeting; be mentally present and engaged
  - d. Agree to a fair share of board workload outside of/between meetings
- Between meetings, read/research issues related to current deliberations or task force/committee work
- Follow up on assignments and commitments made
- Behave in an appropriate way as outlined by the board covenant and as a representative of church lay leadership
- Attend congregational meetings and Town Halls
- Model generous giving of time, talent and treasure
- Participate fully in congregational life: services, major congregational events, etc
- Participate in committee work in unelected capacities in accordance with individual priorities and passions
- Communicate regularly with fellow board members between meetings via electronic or other means
- Attend an annual board retreat to plan the years' goals and ensure group cohesion
- Attend and participate in such other meetings and events as necessary to fully execute the work of the board

**Board Meetings:** Board meeting agendas shall be drafted by the Secretary and distributed for review a week at least a week ahead of the meeting. Board meeting agendas should be structured to be manageable within a reasonable meeting timeframe, preferably no longer than two hours. Minutes shall be produced following the board meeting in a timely manner and shall be communicated to the congregation.

- The board agenda shall follow the following general structure:
  - Centering reading/Check in
  - Observer comments (on items not on agenda)
  - “Big Question” discussion
  - Consent agenda approval
  - Discussion agenda

- New business (if any)
- Executive session (if needed)
- Process observations
- Checkout
- Adjourn

**Consent Agenda:** Consent agenda items should include all items required to inform the board that are not anticipated to require discussion or debate before approval

- Consent agenda items should be distributed to the Board at least 3 days ahead of the meeting
- Any board member may remove a consent agenda item to the discussion agenda

**Discussion Agenda:** The Discussion Agenda is composed of major items related to the Board's discernment, strategy, and oversight roles