



## **Constitution Revision Task Force**

### **Cleaning up our Constitution for Policy Governance**

#### ***When did the Board adopt Policy Governance?***

Over the past two years the Board, working with Rev. Roberta, made the decision to transition its governance model to Policy Governance recognizing that:

- 1) It had been functioning more as management and problem solving than leadership.
- 2) That there was inflexibility in our process more in line with maintenance than with mission; and,
- 3) That our practice of governance needed greater clarity in infrastructure, decision-making, and communication.

So we are embarking on the path to better governance for our congregation.

#### ***What does Policy Governance have to do with changing our Constitution?***

Under Policy Governance the board must govern in an organized, planned and highly disciplined manner. Boards which are accustomed to talking about issues simply because they interest individual board members will find agenda discipline to be a major challenge. Not everything is appropriate for board discussion just because it is interesting or even because a committee, individual or the staff wants the board to make the decision. Matters that have been delegated to the Senior Minister who acts as CEO should not be decided by the board or by board committees, for in making such decisions, the board renders itself unable to hold the CEO accountable.

The role of the Board changes significantly under Policy Governance. It's job is to govern through writing, deliberating, and approving policies, rather than reacting to issues that come to it from committees and staff. Likewise, the role of the Senior Minister and staff (including committees) changes and the Board is no longer responsible for managing the specifics of how the staff or committees go about achieving the desired outcomes.

## ***If in doubt, leave it out ...***

In general, when governance is by policy, a congregation's Bylaws or Constitution should be kept lean. Given a choice, details about how things get done are better written into policies rather than the Constitution.

There is some legally required content about:

- The Name and general mandate/purpose
- Board composition, selection and size
- Length of board member term and tenure
- Conditions for removing someone from the board
- Quorum for the board
- Selection of officers
- Ability of the board to delegate authority
- Fiscal year
- Requirement for an external audit
- Conditions and process for dissolution of the organization
- Conditions for amending Constitution
- Membership
- Voting privileges
- Committees created by a membership, such as nominating committee or endowment
- Frequency and notice regarding annual meetings
- Calling and removing ministers

*Issues relating to committees created by the board (rather than by membership), and issues relating to staff, are, again better handled in policy.*

## ***Purpose, mission, objects, ends ...***

Incorporation documents generally require a statement of "purpose". We have that covered in our Mission statement. In order to avoid having to amend the Constitution every time that the Board amends its Ends (goals), Constitutions of Policy Governance congregations try to keep this statement as broad as possible. That way, the Board and Ministers can fine tune aspects of Mission and Vision without necessitating yet another Constitutional revision.

## ***Committees***

Our current Constitution has detailed lists of standing committees and provisions related to them. When revising our Constitution related to committees, there is really only one enabling statement necessary: *"The board may create whatever committees it considers necessary to assist it in fulfilling its governance accountability."*

This permits the board to create committees if needed, but does not set up a series of committees that *must* exist, regardless of whether they cease to serve any useful purpose. Note, however, that simply because members must be *appointed by the board* does not automatically mean that the committee must be a committee *of the board*. Ideally, the Chief of Staff should be able to appoint the members of operational committees. However, in this particular instance, the requirement for the board to make the appointments can be handled as a Consent Agenda item

## *Staff*

Since Constitutions are about the relationship of the Board to the congregation (the owners), not about the Board to its staff. Most organizations do not even mention staff in the Constitution. However, a congregation is different from other nonprofit organizations because the Chief of Staff/Senior Minister is not a traditional CEO hired and fired by the Board. Therefore our Constitution revision recommendations include very specific language in the form of an enabling statement that indicates the Board is empowered to delegate authority to the Chief of Staff.

## *Who Should Amend Constitution?*

The **accountability** for ensuring that the Constitution is current **rests entirely with the Board.**

The **final approval of the Constitution** and amendments to it **rests entirely with the congregation.**

It is the **Board** who must **take the initiative** in bringing amendments to the congregation for approval.

1. The **Board identifies** sections in the Constitution that need to be revised.
2. **The whole Board discusses and decides the general *sense* or direction** (not the exact words) for a new section, or generates two or more alternative directions.
3. The **whole Board explores and debates the options**, then votes. If necessary, steps 2 and 3 are repeated.
4. **The Board is responsible for making sure there is a communications strategy** to reach as many members of the congregation as possible to explain why the proposed changes are being made. In meetings and discussion groups members' input is solicited and recorded for possible incorporation into the Final DRAFT.
5. This year, our goal is to begin the process of bringing needed changes to the Constitution to the congregation to enable the transition to Policy Governance to proceed. **Nine information sessions** have been scheduled in March and April so members can have the opportunity to learn more about the specifics of changes being proposed. The schedule of these meetings as well as all documents related to the proposed revisions are on the church website: [www.uuwestport.org/aboutus/governance](http://www.uuwestport.org/aboutus/governance)
6. **PLEASE MAKE SURE YOU ATTEND AT LEAST ONE INFORMATIONAL MEETING PRIOR TO THE CONGREGATIONAL VOTE ON MAY 15.**