

## 2.3.

### **Governance Accountability & Process**

Adopted 10/20/2015; Revised & Approved 03-21-2017

**2.3.1 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.

#### **2.3.2 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.

**2.3.2.1** The Board will initiate policy and not merely react to staff initiatives;

**2.3.2.2** Requests for the Board to act on a management item will be referred to the appropriate ministry leader for decision;

**2.3.2.3** The Board will govern primarily by:

- a. Discerning and articulating the Unitarian Church in Westport's mission and vision of ministry;
- b. Creating and monitoring written policies to guide TUCW's ministry;
- c. Monitoring the progress on achieving ends;
- d. Monitoring and evaluating TUCW's leadership, including itself.

**2.3.3 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

**2.3.4 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 09/20/2016 follows:

**We Covenant to:**

- Treat each other with respect, kindness and civility.
- Assume good intentions
- Speak with one voice regarding all decisions made.
- Keep Congregational interests above our own
- Remember we are always seen as board members, and act accordingly.
- Keep debate and opinions about board business within board meetings
- Prepare for participation with care and timeliness.
- Carry our fair share of Board work.
- Be honest when having difficulty.
- Have fun and eat well.

**2.3.5. Expectations of Board Members**

Board members are expected to:

- 2.3.5.1** Attend monthly meetings and come fully prepared by reading all pre-meeting materials especially items on the consent agenda in preparation for acceptance or moving to the discussion agenda.
- 2.3.5.2** Participate in the work of the meeting; be mentally present and engaged.
- 2.3.5.3** Agree to a fair share of Board work outside of/between meetings.
- 2.3.5.4** Between meetings, read/research issues related to current deliberations or Task Force/Committee work; follow up on assignments and commitments made.
- 2.3.5.5** Behave in an appropriate way as outlined by the Board Covenant and as a representative of church lay leadership.
- 2.3.5.6** Model generous giving of time, talent and treasure.
- 2.3.5.7** Participate actively in Congregational life: services, social events and major Congregational meetings.
- 2.3.5.8** Communicate regularly with fellow board members between meetings via electronic or other means.
- 2.3.5.9** Attend an annual Board Retreat to plan the years' goals and ensure group cohesion.
- 2.3.5.10** Attend and participate in such other meetings and educational sessions as necessary to fully carry out the work of the Board.

**2.3.6 Board Meetings:** Board meeting agendas shall be drafted by the President and distributed for review at least one week prior to 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 each meeting in a timely manner and shall be communicated to the Congregation.

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**2.4.**

**Board Communication Policy**

Adopted 11/17/2015

**Purpose:** This policy seeks to provide guidelines for ensuring appropriate, accurate, timely, civil and thorough communication within and among the Board of Trustees of The Unitarian Church in Westport.

**2.4.1 Face to Face Communication:**

**2.4.1.1** Regular Board meetings are held on the third Tuesday of the month at 7:00 PM.

**2.4.1.2** Any schedule changes (cancellations, date/time changes, additional meetings, etc.) are to be communicated by the Secretary to all Board members. It is the responsibility of the Secretary and the Board President to ensure that all Board members are made aware of any meeting changes.

**2.4.1.3** In the event of the need for additional Board meetings to address imminent church business, they will be noticed as above.

**2.4.1.4** The date and time (location assumed as church) of Board meetings will be also included in the Sunday Bulletin (order of service) the Sunday before the meeting and included in e-Soundings;

**2.4.1.5** In the event of an urgent change (changes that occur in less than two business days prior to a scheduled event), the President will contact Board members by phone or whatever instructions the Board member has provided. For example: meeting cancellations due to inclement weather or lack of quorum.

**2.4.1.6** Town Hall and Constitution-defined Congregational meetings will be posted on calendars contained in e-Soundings and on [www.uuwestport.org](http://www.uuwestport.org), and noticed in two successive Sunday Bulletins on the last page of the order of service.

**2.4.2 Electronic Communications Between Board Members:**

**Rationale**

Electronic communication (email) is appropriate medium when there is no problem with time delays between the message's writing and all the responses from the recipients. Because not all recipients can read the message in the same timeframe, the chain of responses can become fragmented and viewed out of order. Guidelines for Board email communications:

**2.4.2.1** Email and the use of a Dropbox will be the preferred method of communication among Board members. This vehicle will be used to communicate items such as, but not limited

to, agendas, consent agenda items and reports, time and location changes, additional meetings, cancellations, any additional items for review, etc.

**2.4.2.2** All communication must be emailed to the Board members at least two business days prior to the meeting. This implies that each must be checking their email accounts at least once every two days for any updates.

**2.4.2.3** In the event of an urgent change (changes that occur in less than two business days prior to a scheduled event), the Secretary and/or Board President will contact Board members by phone or whatever instructions the Board member has provided. For example: meeting cancellations due to inclement weather or lack of quorum.

**2.4.2.4** It is the responsibility of each Board member to provide the Secretary, with a valid and current email account, a phone number at which they wish to be contacted in case of an emergency and a mailing address where they wish to receive mail. The Secretary is also to communicate any changes to all Board members.

**2.4.2.5** As a courtesy to the fellow Board members, each Board member is asked to notify the President if they will not be attending a planned Board meeting, at least one day prior to the meeting. This will avoid having situations where there is no quorum.

**2.4.2.6** As pertains to all electronic communication, Board members:

**2.4.2.6.1** Should communicate respectfully.

**2.4.2.6.2** Reply to all parties in an email communication without deleting specific parties.

**2.4.2.6.3** Should not forward email communication regarding Executive Session or Board Huddle discussions to others not on the Board.

**2.4.2.6.4** Should not forward email communication received from a fellow Board member concerning TUCW or Board matters without the permission of the person who wrote the email.

**2.4.2.6.5** Do not “blind copy” third parties when emailing a fellow Board member.

**2.4.2.6.6** Should a member stray from these guidelines, the President or another Board member is encouraged to gently remind the speaker or writer of our desire for civil and peaceful discourse.

**2.4.3 Limitations of Board Email Communications:**

**2.4.3.1** Lengthy discussions of topics in preparation for a vote should not be conducted via email.

**2.4.3.2** Discussions of potentially sensitive topics - anything we would not want the

public to read - should not be conducted via email.

**2.4.3.3** Electronic voting can be allowed to continue, within the above limitations.

**2.5.5 TUCW Board Communication Policy Acknowledgment**

This Board Communication Policy will be included in the information packets distributed to all Board members. At the start of each term of office, the Board members will sign this acknowledgment indicating that they have already read the policy.

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**Board of Trustees Communication Policy**

**Acknowledgement Form**

I, \_\_\_\_\_, hereby acknowledge that I have received a copy of the Unitarian Church in Westport Board Communication Policy.

I understand that my signature below indicates that I have read and understood the Communication Policy dated \_\_\_\_\_.

\_\_\_\_\_  
Date

\_\_\_\_\_  
Name (Print)

\_\_\_\_\_  
Signature

## 2.6

## Conflict of Interest

Adopted 1/13/14

**2.6.1 Rationale:** A Conflict of Interest is any actual or potential situation in which an individual's close relationship to another party would make it difficult for the individual to be unbiased in carrying out his or her obligations. In our Congregation, occasional conflicts of interest are inevitable. Fostering close relationships is a part of our mission (we CONNECT), and TUCW welcomes families to participate in the lay leadership of the Congregation. This policy describes how to identify conflicts of interest, and what to do when they arise.

### 2.6.2 Identifying a Conflict of Interest:

A conflict of interest requires three things

**2.6.2.1** A fiduciary obligation to the Congregation

**2.6.2.2** A close relationship with a person or company

**2.6.2.3** Any situation where that relationship might conflict with the interests of the Congregation.

### 2.6.3 Fiduciary Obligations

**2.6.2.4** All employees of the Congregation have fiduciary obligations to the Congregation

**2.6.2.5** All members of fiduciary committees have fiduciary obligations to the Congregation

**2.6.2.6** All chairs of committees that have allocated budgets have fiduciary obligations to the Congregation.

### 2.6.4 Close Relationship with Related Entity

**2.6.4.1** Family relationships are always considered close relationships: spouse/partner, parent/child, sibling, aunt, uncle, niece or nephew, or the spouse of any of these persons

**2.6.4.2** Basic friendships are not usually close enough to cause a conflict of interest, but Congregants should use their best judgment. When in doubt, report the conflict as described below

**2.6.4.3** In addition, employment/employee relationships are considered "close"

**2.6.4.4** Any transaction that involves a payment to the related entity (for example, sale, purchase, lease of assets, employment or contracting for services, investments or deposit of funds)

**2.6.4.5** Appointment or election to a fiduciary committee. The fiduciary committees are listed below. The Board may amend this list from time to time.

**2.6.4.5.1** Nominating and Leadership Development Committee (NDLC)

**2.6.4.5.2** Auditing Committee

**2.6.4.5.3** Endowment Committee

- 2.6.4.5.4 Committee on Ministries
- 2.6.4.5.5 Ministerial Search Committee
- 2.6.4.5.6 Stewardship
- 2.6.4.5.7 Finance
- 2.6.4.5.8 Human Resources

## **2.7 What to do When a Conflict of Interest Arises:**

Anyone who recognizes a conflict of interest must report it immediately (even if it is recognized while the situation unfolds). Conflicts of interest should be reported as follows:

- 2.7.1 All conflicts of interest shall be reported to both the Board President and the Senior Minister/CEO;
- 2.7.2 Conflicts of interest that involve the Senior Minister or the President of the Board shall be reported to the Board. In the case of a conflict involving the Senior Minister the Board will meet in Executive Session without the Senior Minister present. In the case of a conflict involving the Board President, the Board and Senior Minister will meet in Executive Session without the Board President present.
- 2.7.3 All reported conflicts of interest shall be decided upon by the Board of Trustees, as follows:
  - 2.7.3.1 The individual(s) involved in the conflict shall be invited to make a statement, either verbal or in writing, to the Board before deliberations
  - 2.7.3.2 The Board shall deliberate in Executive Session without those individual(s) present
  - 2.7.3.3 The Board will decide what action to take. The action could include one or more of:
    - 2.7.3.3.1 Decide that the potential conflict of interest will not interfere with the fiduciary obligations
    - 2.7.3.3.2 Eliminating the individual with the close relationship from consideration / appointment to a fiduciary committee
    - 2.7.3.3.3 Recusing the member with the fiduciary interest from the situation, which will likely involve having the individual leave the room during any discussion / deliberation about the situation
    - 2.7.3.3.4 Other action as appropriate

## **2.8 Communication:**

The Senior Minister/CEO shall assure that all individuals with a fiduciary obligation are informed of this policy. Each current individual with a fiduciary obligation shall:

- 2.8.1 Acknowledge receipt of this policy, and
- 2.8.2 Disclose any interests in or relationships with individuals or organizations that

might cause, or might reasonably be seen as being likely to cause, a conflict of interest

**2.8.3** The NDLC shall present this policy to any candidate under consideration for appointment to a fiduciary committee. The Board President is responsible for communicating the policy to any candidate under consideration for appointment to a Board committee. The individual under consideration shall not be nominated unless the Board approves the nomination in the process described above.

**2.8.4** The Senior Minister/CEO shall assure that all contracts for consulting services protect the TUCW from conflicts of interest on the part of the consultant.

**2.9 Conflicts of Commitment:**

No individual with a fiduciary obligation may use or influence the use of the TUCW's financial, personnel, or other resources for personal benefit, or for any purposes other than the achievement of the ends of TUCW.

**2.10 Employment of Members:**

Without prior approval of the Board, a member of The Unitarian Church in Westport may not apply for or accept employment with TUCW or be paid for services to TUCW. A member may resign their membership contingent upon employment.

**2.11 Gifts:**

Officers, employees, trustees, and committee members may not accept gifts, loans, or pledges of behavior, of any kind, from any source, that could be interpreted as attempting to inappropriately influence any action taken by them on behalf of TUCW.

**2.12 Delegation of Authority:**

The Board of Trustees may delegate any of its responsibilities under this policy to its Executive Committee or the NLDC as appropriate.

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**Conflict of Interest  
Acknowledgement Form**

I, \_\_\_\_\_, hereby acknowledge that I have received a copy of the Unitarian Church in Westport Conflict of Interest Policy.

I understand that my signature below indicates that I have read and understood the Conflict of Interest Policy dated \_\_\_\_\_.



Name (Print)

\_\_\_\_\_

Date

\_\_\_\_\_

Signature