



Board of Trustees

Policy Manual

Approved September 28, 2022

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Mission

The Unitarian Universalist Congregation in Westport is a diverse and welcoming religious community, free of creed and dogma, and open to people of all backgrounds and beliefs.

WE INSPIRE and support individual spiritual growth.

WE CONNECT through worship, music, learning, and caring ministries.

WE ACT in the service of peace and justice.

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- 1.0 GLOBAL ENDS STATEMENT:** The Unitarian Universalist Congregation in Westport embodies beloved community working toward spiritual and social transformation within, among and beyond ourselves.
- 1.1 INSPIRE:** TUUCW is where the lives of children, youth and adults of all ages are –
- 1.1.1** **Deepened** spiritually in worship that guides them in individual and communal responses to the sacred; **enriched** through expanded religious understanding, and **uplifted, sustained** and transformed by living out UU principles; *[Priority END September 2021 – September 2022]*
- 1.1.2** **Embraced** in a community of spirit and love where they can open themselves to pastoral care in times of joy, sorrow and transition, and are committed to the well-being of one another;
- 1.2 CONNECT:** TUUCW is a community of welcome and support for members, friends, and visitors on their spiritual journeys.
- 1.2.1** **We embrace** a culture of diversity, inclusivity, and tolerance, where we treat each other with loving kindness and mutual respect, working together to resolve any conflicts with love and compassion.
- 1.2.2** **We encourage** a culture of meaningful engagement among Congregants that embodies our Unitarian Universalist values and principles.
- 1.2.3** **We celebrate** lives of generosity and responsibility sharing our time, resources and talents to sustain our vibrant religious community.
- 1.2.4** **We become** a financially sustainable, engaged, growing Congregation comprised of all generations. *[Priority END September 2022 – September 2023]*
- 1.3 ACT:** TUUCW opens possibilities for everyone to act meaningfully and visibly. Beyond our walls, we
- 1.3.1** **Build authentic relationships** with people across all differences. *[Priority END March 2017 – September 2020]*

- 1.3.2 **Proclaim the transformative power of our principles**, practicing liberal religious values in the public arena.
 - 1.3.3 **Live out our commitment to promoting social justice causes, especially racial justice and gender equity.** *[Priority END September 2020 – September 2021]*
 - 1.3.4 **Provide fully accessible and inspirational space** for events of community dialog and community ministries.
 - 1.3.5 **Minimize our impact on the Earth and work to heal our planet.** *[Priority END September 2021 – September 2022]*
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2.0 Governance Process Policies

2.1 Authority: The Congregation elects the Board of Trustees to ensure the Congregation is financially healthy, well governed and achieving its mission. The Constitution of The Unitarian Universalist Congregation in Westport and the laws of the State of Connecticut entrust the board with the oversight of the property and business affairs of the Congregation, which it exercises in cooperation with the Senior Minister who, as CEO, serves as its spiritual, programmatic, and administrative leader.

2.1.1 Board Signing Authority: The duly elected officers of the Board of Trustees have authority to sign properly approved contracts for goods, services or rentals that require a Board signature, after review and written approval from the Senior Minister.

2.2 Delegation: The Board of Trustees exercises this authority primarily by setting policy and delegating its implementation to the staff. The Board may, from time to time, establish committees to help carry out its responsibilities, but will never substitute any committee or individual's expert judgment for the Board's deliberative process and ultimate authority. To preserve Board holism, committees will be used sparingly.

2.3 Governance Accountability & Process

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 Universalist Congregation in Westport's

- mission and vision of ministry;
 - b. Creating and monitoring written policies to guide TUUCW's ministry;
 - c. Monitoring the progress on achieving ends;
 - d. Monitoring and evaluating TUUCW'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.
- 2.3.4 Linkage with the Congregation:** The Board will forge and maintain strong and trusting linkages with the Moral Owners of TUUCW, which the Board has identified as:
- a. The Mission of the Congregation
 - b. The Current Congregation
 - c. Unitarian Universalism
 - d. Future Congregants
 - e. The Wider Community
- 2.3.4.2** The relationships that the Board must establish, maintain, clarify, and protect include not only its relationship with the current congregation, but also its relationships with all of the remaining Moral Owners of the congregation.
- 2.3.4.3** The Board will plan two-way communications activities with the Congregation as part of its annual governance agenda. Such linkage plans will build upon the following example elements:
- 2.3.4.3.1 Board Reports to the Congregation:**
- a. Open Board meetings
 - b. Policy Manual available on the website and upon request by any member
 - c. Minutes of meetings and draft agendas available online and posted in the Foyer
 - d. Periodic informational postings, E-Soundings and Currents articles
 - e. Responses to inquiries, concerns, criticisms, and other feedback
- 2.3.4.3.2 Feedback from the Congregation:**
- a. Congregants can give feedback to the entire board at open board meetings
 - b. Board member presence and participation at Congregation events
 - c. Listening and feedback sessions (Hosted Coffee Hours)
 - d. Governance education sessions (e.g. Gallery Walks)
 - e. Congregational Surveys

- 2.3.4.4 Complaints to the Board:** The Board and its members have an ongoing duty to listen to and be in conversation with the Congregation. Members and friends will be encouraged to share ideas and to engage in constructive dialogue with Board members. This may include bringing complaints and grievances to the attention of Board members.
- 2.3.4.5 Feedback to the Board:** The Board and its members have an ongoing duty to listen to and be in conversation with the Congregation. Members and friends will be encouraged to share ideas and to engage in constructive dialogue with Board members. This may include bringing complaints and grievances to the attention of Board members.
- 2.3.4.6 Sharing Feedback:** Board members are encouraged to share any feedback they receive from congregants with other board members in a monthly feedback report. Similar to feedback from gallery walks and coffee hours, board members should share a simple anonymous, one or two sentence summary of any significant feedback they have heard. Action or response to such items from either the Board or ministry is not expected.
- 2.3.4.7 Board Discretionary Responses:** The Board as a body has the discretion to decide whether to take up, and how to respond to, complaints, criticisms or grievances addressed to the Board. If the Board decides to review or act on a concern, the Board will limit itself to matters involving Board policy, governance, and other general affairs of the Congregation. Complaints or grievances involving matters delegated to the Senior Minister will be referred to him or her as will complaints or grievances involving religious activities. The Board will acknowledge all written complaints as a matter of courtesy.
- 2.3.5 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 09/19/2017 follows:
- 2.3.5.1** We Covenant to:
- a. Behave as a good model and supporter of the Congregational Covenant of Right Relations.
 - b. Treat each other with respect, kindness and civility.
 - c. Assume good intentions, and remember that our own good intentions do not always prevent negative impact.
 - d. Speak with one voice regarding all decisions made.
 - e. Keep Congregational interests above our own
 - f. Remember we are always seen as board members, and act accordingly.
 - g. Keep debate and opinions about board business within board meetings
 - h. Prepare for participation and respond to any Board communications with care and timeliness.
 - i. Carry our fair share of Board work.
 - j. Be honest when having difficulty.

k. Have fun and eat well.

2.3.6 Expectations of Board Members: Board members are expected to:

- a. **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;
- b. **Participate in the work** of the meeting; be mentally present and engaged;
- c. Agree to a fair share of Board work outside of/between meetings;
- d. **Between meetings**, read/research issues related to current deliberations or Task Force/Committee work; follow up on assignments and commitments made;
- e. Behave in an appropriate way as outlined by the Board Covenant and as a representative of church lay leadership;
- f. Model generous giving of time, talent and treasure;
- g. **Participate actively in Congregational life:** services, social events and major Congregational meetings;
- h. Communicate regularly with fellow Board members between meetings via electronic or other means;
- i. **Attend an annual Board Retreat** to plan the years' goals and ensure group cohesion;
- j. Attend and participate in such other meetings and educational sessions as necessary to fully carry out the work of the Board.

2.3.7 Removal of Board Member: A Board member can be removed from the Board for just cause by a two-thirds (2/3) vote of the entire Board at two consecutive board meetings at least 28 days apart.

2.3.8 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.

2.3.9 Cost of Governance: Because poor governance costs more than learning to govern well, the Board will invest in its governance capacity. Accordingly,

2.3.9.1 Training will be used to orient new and prospective leaders, as well as to maintain and increase existing Board member skills and understandings.

2.3.9.2 Outside assistance will be arranged so that the Board can exercise confident control over organizational performance.

2.4 Board Communication Policy

2.4.1 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 Universalist Congregation in Westport.

2.4.2 Face to Face Communication: Regular Board Meetings are held on the third Tuesday of the month at 7:00 PM.

- a. 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.
- b. In the event of the need for additional Board meetings to address imminent church business, members will be noticed as above.
- c. 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;
- d. 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.
- e. Linkage events with Moral Owners and Constitution-defined Congregational meetings will be posted on calendars contained in e-Soundings and on www.uuwestport.org and noticed in two successive Sunday Bulletins in the order of service.
- f. The Board President may call a special board meeting by video conference to discuss urgent business that cannot wait until the next regular meeting.

2.4.3 Email Between Board Members

2.4.3.1 Rationale: Email is an effective medium for information distribution, but used inappropriately can lead to miscommunication, inefficiency and hurt feelings.

2.4.3.2 Guidelines for Board Email communications:

- a. 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.
- b. All communication must be emailed to the Board members at least two business days prior to the meeting. This implies that each member must be checking their email accounts at least once every two days for any updates.
- c. The importance of an email will be identified in its subject. Emails marked “Please Read” must be fully read by all board members, before the next board meeting if not indicated earlier. Emails marked “Please Respond” must be responded to by all board members within two business days. For an email requesting opinion or action, Board Members should make a fuller reply or indicate when such will be provided. If a Board member fails to respond, agreement may be presumed.
- d. 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.
- e. 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.

- f. 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.

2.4.3.3 As pertains to all email, Board Members should:

- a. Communicate respectfully.
- b. Reply to all parties in an email communication without deleting specific parties.
- c. Not forward email regarding Executive Session or Board Huddle discussions to others not on the Board.
- d. Not forward email received from a fellow Board member concerning TUUCW or Board matters without the permission of the person who wrote the email.
- e. Not “blind copy” third parties when emailing a fellow Board member.

2.4.3.4 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.

2.4.3.5 Limitations of Board Email Communications:

- a. Lengthy or controversial discussions of topics in preparation for a vote should not be conducted via email.
- b. Discussions of potentially sensitive topics – anything we would not want the public to read – should not be conducted via email.
- c. Electronic voting can be allowed to continue, within the above limitations.
- d. Any Board member can request that an item be moved out of email to an in-person meeting.

2.4.4 TUUCW Board Communication Policy Acknowledgment: This Board Communication Policy [in Appendix] 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.

2.5 Conflict of Interest

2.5.1 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 TUUCW 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.

2.5.2 Identifying a Conflict of Interest: A conflict of interest requires three things:

- a. A fiduciary obligation to the Congregation

- b. A close relationship with a person or company
- c. Any situation where that relationship might conflict with the interests of the Congregation.

2.5.3 Fiduciary Obligations

- a. All employees of the Congregation have fiduciary obligations to the Congregation
- b. All members of fiduciary committees have fiduciary obligations to the Congregation
- c. All chairs of committees that have allocated budgets

2.5.4 Close Relationship with Related Entity: Basic friendships are not usually close enough to cause a conflict of interest, but individuals should use good judgment. When it doubt, report the conflict as described below:

2.5.4.1 In addition, employment/employee relationships are considered “close.”

2.5.4.2 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)

2.5.4.3 Appointment or election to a fiduciary committee. The current fiduciary committees are listed below: *(The Board may amend this list from time to time.)*

- a. Nominating and Leadership Development Committee (NDLC)
- b. Auditing Committee
- c. Endowment Committee
- d. Committee on Ministries
- e. Ministerial Search Committee
- f. Year-Round Stewardship Committee
- g. Finance Committee
- h. Human Resources Committee

2.5.5 Conflicts of Loyalty: We acknowledge that conflicts of loyalty sometimes arise that do not involve financial gain. We encourage (but do not require) that relationships and affiliations that might result in a future conflict of loyalty be disclosed and discussed, such as serving on other nonprofit boards or for-profit boards, or close relatives serving on other committees at TUUCW. We know that relationships and affiliations have potential for both conflicts of loyalty and collaborative benefits, and open discussion of such situations allows for informed and thoughtful choices.

2.5.6 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:

2.5.6.1 All conflicts of interest shall be reported to both the Board President and the Senior Minister;

- 2.5.6.2** 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.
- 2.5.7** All reported conflicts of interest shall be decided upon by the Board of Trustees, as follows:
- 2.5.7.1** The individual(s) involved in the conflict shall be invited to make a statement, either verbal or in writing, to the Board before deliberations;
- 2.5.7.2** The Board shall deliberate in Executive Session without those individual(s) present;
- 2.5.7.3** The Board will decide what action to take. The action could include one or more of:
- a. Decide that the potential conflict of interest will not interfere with the fiduciary obligations;
 - b. Removing the individual with the close relationship from consideration or appointment to a fiduciary committee;
 - c. 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;
 - d. Other action as deemed appropriate.
- 2.5.8** **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:
- a. Acknowledge receipt of this policy, and
 - b. 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.
 - c. The Nominating Committee shall present this policy to any member or friend of TUUCW under consideration for appointment or election to a fiduciary committee. The Board President is responsible for communicating the policy to any member or friend of TUUCW 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.
 - d. The Senior Minister/CEO shall assure that all contracts for consulting services protect the TUUCW from conflicts of interest on the part of the consultant.
- 2.5.9** **Conflicts of Commitment:** No individual with a fiduciary obligation may use or influence the use of the TUUCW's financial, personnel, or other resources for personal benefit, or for any purposes other than the achievement of the ends of TUUCW.
- 2.5.10** **Employment of Members:** Without prior approval of the Board, a member may not apply for or accept employment with TUUCW or be paid for services to TUUCW. A member may resign their membership contingent upon employment.

- 2.5.11 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 TUUCW.
- 2.5.12 Delegation of Authority:** The Board of Trustees may delegate any of its responsibilities under this policy to a specially appointed committee of the Board or the Nominating Committee as appropriate.

3.0 Limitations Policies

- 3.1** The Senior Minister shall not cause or allow any practice, activity, decision, or Congregational circumstance that is unlawful, in violation of professional ethics or commonly accepted business practices, or inconsistent with our values.
- 3.2 Treatment of Congregants, Friends and Visitors:** With respect to interactions with Congregants, friends and visitors of the Congregation the Senior Minister shall not allow conditions, procedures, or decisions that are unsafe, disrespectful, unnecessarily intrusive, or that fail to provide appropriate confidentiality and privacy. Accordingly, the Senior Minister shall not:
 - 3.2.1** Violate the confidentiality of Congregant pledge information, except as required by congregants of the Finance and Annual designated individuals to carry out their responsibilities.
 - 3.2.2** Fail to provide a reasonable level of safety, upkeep, access and functionality for of the facilities.
 - 3.2.3** Fail to maintain and enforce procedures to ensure the safety of individuals while at the Congregation or on the congregation's properties and at Congregation functions.
 - 3.2.4** Fail to establish, publicize and follow written policies for processing Congregant grievances and suggestions.
 - 3.2.5** Fail to maintain a process to address serious breach of covenant(s).
- 3.3 Treatment of Staff:** With respect to the treatment of paid staff, the Senior Minister shall not cause or allow conditions or practices that are unsafe, unclear, disrespectful or unprofessional. Accordingly, the Senior Minister shall not:
 - 3.3.1** Operate without written personnel policies that provide for effective handling of employee evaluation and grievances, and protect against wrongful conditions such as harassment and preferential treatment.
 - 3.3.2** Fail to make available to staff a written copy of the personnel policies.
 - 3.3.3** Prevent staff from approaching the Board when internal grievance procedures have been exhausted and the employee alleges either that:
 - 3.3.4** Board policy has been violated to the employee's detriment, or Board policy does not adequately protect the employee's rights.

- 3.3.5** Discriminate among existing or potential staff/volunteers on a basis other than clearly job-related criteria, individual performance, or individual qualifications.
- 3.4 Financial Planning / Budgeting:** Financial planning for any fiscal year or remaining part of any fiscal year shall not deviate materially from the Board's Ends priorities, risk fiscal jeopardy.
- 3.4.1** Accordingly, the Senior Minister shall not allow budgeting that:
- a. Fails to communicate a reasonably accurate projection of revenues and expenses, balance sheet changes along with disclosure of planning assumptions.
 - b. Plans the expenditure in any fiscal year of more funds than are reasonably projected to be available in that period.
- 3.5 Financial Conditions & Activities:** With respect to the Congregation's actual, ongoing financial condition and activities, the Senior Minister shall not cause or allow the development of financial jeopardy or deviation from priorities established in Ends policies or the most recent budget plan. The Senior Minister shall not fail to abide by any applicable sections of the Constitution. The Senior Minister will not:
- 3.5.1** Fail to Maintain current, accurate, auditable financial records or to make such records available to the Board, authorized auditors or other appropriate persons as requested.
- 3.5.2** Fail to settle payroll and other obligations in a timely manner.
- 3.5.3** Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
- 3.5.4** Fail to bring the Board any contract that falls into any of the following categories:
- a) Approval of a single-event or multi-event fundraiser that projects raising \$10,000 or more in a single fiscal year;
 - b) Procurement over \$10,000, or any project cost overrun of more than **5%** on the original scope or any cost increase which increases the project overall cost to more than \$10,000;
 - c) Request to authorize a staff person or a Congregant to enter into a contract or to execute an instrument in the name of or on behalf of TUUCW;
 - d) Approval of changes to any budget line in the Congregation adopted Budget of the current Fiscal Year;
 - e) Any budget cost line overrun of more than \$5,000, or of any amount that cannot be compensated for by reduced spending elsewhere;
 - f) Approval of any Love Offerings;
 - g) Authorization of emergency spending over \$5,000;
 - h) Authorization of loans to any entity or person;
 - i) Authorization for any use of our Line of Credit;
 - j) Acceptance of any gift that is outside our mission and values;
 - k) Acceptance of any gift of Real Estate.
- 3.6 Continuous Operations Plan:** In order to protect the Congregation and Board from sudden loss of the Senior Minister, the Senior Minister shall not fail to maintain an emergency continuous operations plan.

3.7 Asset Protection: The Senior Minister shall not cause or allow Congregation assets to be unprotected, inadequately maintained, or unnecessarily risked. Accordingly, The Senior Minister Shall not:

- 3.7.1** Fail to insure against theft and casualty losses and against liability losses to Board members, staff, and the organization.
- 3.7.2** Allow facilities, premises, and equipment to be subject to improper wear and tear or insufficient maintenance.
- 3.7.3** Fail to protect information, and files from loss or significant damage, or the lack of application of appropriate documentation and retention standards.
- 3.7.4** Fail to seek competitive bids as described in Financial Policies.
- 3.7.5** Receive, process, or disburse funds under insufficient controls.
- 3.7.6** Endanger the organization's public image or credibility.

3.8 Compensation & Benefits: With respect to employment, compensation and benefits to employees, consultants, and contract workers, the Senior Minister shall not cause or allow jeopardy to fiscal integrity and shall not fail to strive for fair compensation. Accordingly, the Senior Minister shall not:

- 3.8.1** Change his or her own compensation, benefits, or allocated professional expenses as established by the Board.
- 3.8.2** Promise or imply permanent or guaranteed employment.
- 3.8.3** **Establish** current compensation and benefits that:
 - a. deviate materially from the geographic market for the skills employed, or
 - b. create contractual obligations over a term longer than revenues can be safely projected and in all events subject to losses of revenue.

3.9 Communication and Support of the Board: With respect to providing information and counsel to the Board, the Senior Minister shall not cause or allow the Board to be uninformed or unsupported in its work. Accordingly, the Senior Minister shall not:

- 3.9.1** Fail to submit the monitoring data required by the Board in a timely, accurate, and understandable fashion, directly addressing provisions of the Board policies being monitored.
- 3.9.2** Fail to report in a timely manner an actual or anticipated non-compliance with any policy of the Board.
- 3.9.3** Fail to report to the Board behavior or conditions that are detrimental to the work relationship between Board and the Senior Minister.
- 3.9.4** Fail to advise the Board if, in the Senior Minister's opinion, the Board is not in compliance with its own policies.

- 3.9.5 Fail to recommend changes in Board policies, as the need becomes known to the Senior Minister.
- 3.9.6 Deal with the Board in a way that favors or privileges certain Board members over others.
- 3.9.7 Make public statements about the position of the Congregation, if the official position is not formally adopted.
- 3.9.8 Fail to schedule and organize periodic Congregational meetings as needed and any necessary pre-Congregational meetings.
- 3.9.9 Fail to inform the board in a timely manner of relevant public policy initiatives, material public events of the organization, and material external and internal changes, particularly changes in the assumptions upon which any Board policy has previously been established.

4.0 Board – Executive Relationship

- 4.1 **Global Board-Management Delegation Policy:** The Board’s official connection to Congregation operations, achievements and conduct is solely through delegated authority to the Senior Minister.
- 4.2 **Unity of Control:** Only officially passed motions of the Board are binding on the Senior Minister.
 - 4.2.1 Decisions or instructions of individual Board members, officers, or Task Groups are not binding on the Senior Minister except in instances when the Board has specifically authorized such exercise of authority.
 - 4.2.2 In the case of Board members or Task Groups requesting information or assistance without Board authorization, the Senior Minister may refuse such requests that require, in the Senior Minister’s opinion, a material amount of staff time or funds, or are non-productive.
- 4.3 **Accountability of the Senior Minister:** The Senior Minister is the Board’s link to operational achievement and conduct, so that all authority and accountability of staff and operational committees, as far as the Board is concerned, is considered the authority and accountability of the Senior Minister.
 - 4.3.1 The Board shall refrain from giving instructions to persons who report directly or indirectly to the Senior Minister.
 - 4.3.2 The Board will not evaluate, either formally or informally, any staff or volunteer committee other than the Senior Minister.
 - 4.3.3 The Board will view Senior Minister performance as identical to organizational performance so that organizational accomplishment of Board-stated Ends and adherence to Executive Limitations will be viewed as successful Senior Minister performance.

- 4.4 Delegation to the Senior Minister:** The Board delegates to the Senior Minister all authority and responsibility to achieve the chosen Ends of TUUCW subject to Executive Limitations and the TUUCW Constitution. The Board will instruct the Senior Minister through written policies that prescribe the organizational Ends to be achieved and describe organizational situations and actions to be avoided, allowing the Senior Minister to use any reasonable interpretation of these policies.
- 4.4.1** The Board will develop policies instructing the Senior Minister to achieve designated results, for designated recipients, at a designated cost. These policies will be developed systematically from the broadest, most general level to more defined levels and will be called Ends policies. All issues that are not Ends issues as defined here are means issues.
- 4.4.2** The Board will develop policies that limit the latitude the Senior Minister may exercise in choosing the organizational means. These limiting policies will describe those practices, activities, decisions, and circumstances that would be unacceptable to the Board even if they were to be effective.
- 4.4.3** Policies will be developed systematically from the broadest, most general level, and they will be called Executive Limitations policies.
- 4.4.4** The Board will never prescribe organizational means delegated to the Senior Minister.
- 4.4.5** As long as the Senior Minister uses any reasonable interpretation of the Board's Ends and Executive Limitations policies, the Senior Minister is authorized to establish further procedures, make decisions, take actions, establish practices, and pursue activities.
- 4.4.6** The Board may change its Ends and Executive Limitations policies, thereby shifting the boundary between Board and Senior Minister domains. By doing so, the Board changes the latitude of choice given to the Senior Minister. But as long as any particular delegation is in place, the Board will respect and support the Senior Minister's choices.
- 4.5 Monitoring Senior Minister Performance:** Systematic and rigorous monitoring of Senior Minister performance will be based solely on the expected Senior Minister job outputs: organizational accomplishment of Board policies on Ends and organizational operation within the boundaries established in Board policies on Executive Limitations.
- 4.5.1** Monitoring is simply to determine the degree to which Board policies are being met. Information that does not do this will not be considered to be monitoring information.
- 4.5.2** The Board will acquire monitoring information by one or more of three methods:
- a. **By internal report**, in which the Senior Minister discloses interpretations, achievements and compliance information to the Board.
 - b. **By external report**, in which an external, disinterested third party selected by the Board assesses achievement of Ends and/or compliance with Board policies.
 - c. **By direct Board inspection**, based on its own initiative and/or on input from congregants, in which a member or members of the Board assess achievement of Ends and/or compliance with Executive Limitations.
- 4.5.3** In every case, the Board will judge (a) the reasonableness of the Senior Minister's interpretation and (b) whether data demonstrate accomplishment of the interpretation.

Approved **September 28, 2022**

4.5.4 The standard of compliance and achievement shall be any reasonable Senior Minister interpretation of the Board policy being monitored. The Board is the sole judge of reasonableness.

4.5.5 All policies that instruct the Senior Minister will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule maintained by the board.

Appendix – Acknowledgment Forms

Board Communication Policy Acknowledgment Form

I, _____, hereby acknowledge that I have received a copy of the Unitarian Universalist Congregation in Westport Board Communication Policy.

I understand that my signature below indicates that I have read and understood the

Communication Policy dated _____.

Name (Print)

Date

Signature

**Conflict of Interest
Acknowledgment Form**

I, _____, hereby acknowledge that I have received a copy of the Unitarian Universalist Congregation 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 _____.

Date

Name (Print)

Signature