



Unitarian Society of Santa Barbara Governing Policies

Board of Trustees Policy Manual

Adopted June, 2015

Revised June, 2017

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1 Identity and Ends

1.1 Mission

The Unitarian Society of Santa Barbara is a loving community of seekers:

- Living with Integrity
- Nurturing Wonder
- Inspiring Action

1.2 Values

Our actions embody:

- Community
- Courage
- Love
- Diversity
- Generosity
- Joy

1.3 Moral Ownership

The owners of the Unitarian Society of Santa Barbara (the Society) are all those who would make their journey our journey.

This ownership is larger than our Congregation and includes those who act in alignment with our values and mission and see the Society as a source of positive change in the world.

1.4 Ends

Living with Integrity, we:

1. Support each other in life and life's transitions with loving care, joy, celebration, and gratitude.
2. Care for the earth and its' rich web of life for current and future generations.

Nurturing Wonder, we:

3. Experience the transcendent that opens us to deep connection and life's mystery.
4. Cultivate spiritual practices and engage in lifelong learning, utilizing our hearts and minds.

Inspiring Action, we:

5. Shift the larger culture toward justice and compassion through bold individual and congregational endeavors.
6. Welcome and connect with people across differences of ethnicity, class, sexual identity, religious, politics, and education.

2 Executive Limitations: Global Executive Limitations Policy

The Lead Minister is delegated the authority and responsibility for the operations of the Society, including the leadership of the staff. The Executive Limitations set out the limitations within which the Lead Minister carries out this executive role. Throughout this document the term Lead Minister applies only to executive and administrative functions and does not include other aspects of ministry.

The Lead Minister only allows practices and activities to occur, decisions to be made, and circumstances to exist that are lawful, prudent, and consistent with commonly accepted business and professional ethics and the principles and values of the Society.

2.1 Shared Ministry

The authority delegated to the Lead Minister is balanced with interactive shared leadership with committees, the Board, staff, and the membership such that they have the opportunity for input, to be engaged and empowered, and to share in the responsibility for the life of the Society.

2.2 Treatment of Congregants, Friends and Visitors

With respect to interactions with congregants, the Lead Minister maintains conditions or practices that are safe, respectful, and provide appropriate confidentiality and privacy.

Also, the Lead Minister provides and maintains mechanisms for communication of Congregational activities, actions, and information to, from, and among congregants.

Accordingly, the Lead Minister:

- 2.2.1** elicits only that information for which there is a clear necessity;
- 2.2.2** uses methods of collecting, reviewing, transmitting, or storing personal information that protect against improper access to the material;
- 2.2.3** makes certain that our facilities operate with appropriate accessibility and privacy;
- 2.2.4** establishes, publicizes, and follows written policies for processing congregant grievances and suggestions; and
- 2.2.5** maintains a process to address a serious breach of covenant process.

2.3 Treatment of Staff

The Lead Minister creates a safe and positive working environment where paid and volunteer staff members are valued and treated fairly and with respect.

Accordingly, the Lead Minister:

- 2.3.1** operates within the current written personnel policies;

- 2.3.2** provides for effective handling of employee evaluation and grievances; and
- 2.3.3** protects against wrongful conditions such as discrimination, harassment, nepotism, and grossly preferential treatment.

2.4 Financial Planning/Budgeting

The Lead Minister does not allow financial planning for any part of any fiscal year to deviate materially from the Board's priorities, to risk financial jeopardy, or to be out of alignment with a multi-year plan.

Accordingly, the Lead Minister:

- 2.4.1** communicates a credible projection of revenues and expenses, separation of capital and operational items, cash flow and disclosure of planning assumptions;
- 2.4.2** plans no expenditures in any fiscal year of more funds than are projected to be available in that period; and
- 2.4.3** chooses in a manner consistent with Board-stated priorities (see Ends policies) in its allocations among competing fiscal needs.

2.5 Financial Conditions and Activities

With respect to the Society's actual, ongoing financial condition and activities, the Lead Minister does not cause or allow the development of financial jeopardy or material deviation from priorities established in Ends policies or the USSB Long Range Plan.

Accordingly, without prior approval of the Board, the Lead Minister may not:

- 2.5.1** allow actual allocation to deviate material from Congregation approved budget priorities;
- 2.5.2** obligate the Congregation in an amount greater than can be repaid by certain, otherwise unencumbered revenues within 90 days;
- 2.5.3** authorize a line of credit;
- 2.5.4** use any long-term reserves;
- 2.5.5** allow tax payments or other government-ordered payments or filings to be overdue;
- 2.5.6** conduct inter-fund shifting in amounts that cannot be restored by certain, otherwise unencumbered revenues, within 30 days;
- 2.5.7** expend more funds than have been received in the fiscal year;
- 2.5.8** use restricted funds for any purpose other than that required by the restriction;
- 2.5.9** acquire, encumber, or dispose of real estate.

2.6 Continuous Operations Plan

In order to ensure continuous operations in case of sudden loss of the Lead Minister's services, the Lead Minister maintains a continuous operations plan, including the designation of a staff member who is sufficiently familiar with the operations role of the Lead Minister to be prepared to serve in that role with reasonable proficiency for an interim period.

2.7 Asset Protection

The Lead Minister ensures that the Society's assets are protected, adequately maintained, and free of significant risk.

Accordingly, the Lead Minister:

- 2.7.1** insures against theft, liability, and casualty losses to replacement value less reasonable deductible and/or co-insurance limits and against liability losses to Board members, staff, and the Society relating to Congregational business;
- 2.7.2** allows only bonded personnel access to material amounts of funds;
- 2.7.3** requires that facilities, premises, and equipment be sufficiently maintained against wear and tear and environmental degradation;
- 2.7.4** provides for building security;
- 2.7.5** protects the Society, its Board and staff from claims of liability or loss of non-profit status;
- 2.7.6** operates by establishing and implementing appropriate plans and procedures for risk management, safety, and security of persons at or in association with the Society;
- 2.7.7** ensures the protection of intellectual property, information and files from loss or significant damage;
- 2.7.8** operates with appropriate documentation standards;
- 2.7.9** receives, processes, and disburses funds under controls that are sufficient to meet the Board-approved auditor's standards and government standards;
- 2.7.10** maintains the Society's public image and credibility.

2.8 Compensation and Benefits

The Lead Minister does not set employment terms, compensation, and benefits to employees, consultants, and contract workers without balancing the principles of fair compensation with the financial means of the congregation.

Accordingly, the Lead Minister may not:

- 2.8.1** change compensation, benefits, or allocated professional expenses as established by the Board of Trustees;
- 2.8.2** establish compensation and benefits so as to cause unpredictable or inequitable situations which would adversely impact the Society's financial integrity or unfairly affect the benefits of the Society's employees in good standing.

The Unitarian Society of Santa Barbara is committed to offering fair and competitive ministerial compensation to its called ministers, based on applicable regional and national salary and benefit information updated annually.

- 2.8.3** Ministerial compensation consists of salary (including housing allowance) and benefits as outlined in the minister's Letter of Agreement.
- 2.8.4** The Board annually reviews each ordained minister's salary and considers adjustments relative to the Society's current financial condition.

Annual adjustments are in two separate categories:

- 2.8.5** a cost of living adjustment is considered annually, based on the Consumer Price Index (CPI) estimate for the current year; and

- 2.8.6** a merit increase above the adjustment for the cost of living may be considered at the discretion of the Board based on a written and verbal evaluation process which reviews goals and objectives as agreed upon for the fiscal year by the minister and the Board.
- 2.8.7** The Society Administrator maintains annual records of ministerial compensation adjustments on behalf of the Board.

2.9 Communication and Support of the Board

The Lead Minister ensures that the Board is informed and supported in its work.

Accordingly, the Lead Minister:

- 2.9.1** submits the monitoring data required by the Board in a timely manner and actual or anticipated non-compliance with any policy of the Board;
- 2.9.2** gathers sufficient staff and external points of view, issues, and options as needed for fully informed Board decisions;
- 2.9.3** maintains an active voice for the mission and values of the Society and the Unitarian Universalist movement;
- 2.9.4** makes only those public statements which represent the values and mission of the Society or which are commonly accepted positions of the members of the Society.

3 Governance Process Global Governance Policy

The Board, as the elected delegates of the Society, and recognizing the Society's broader role in the world, governs to fulfill USSB's mission and prevent unacceptable conditions within the Society.

3.1 Statement of Governance Philosophy:

The Society's governance system:

- establishes clear values and mission;
- clarifies roles and accountability in realizing the mission; and
- liberates and empowers leadership in pursuit of the mission.

3.2 Governance Style

The Board Governs and inspires the Society through the careful establishment of broad written policies reflecting the Congregation's values and perspectives about the desired Ends to be achieved and Means to be avoided. The Board's major policy focus is on the desired Ends, not on the administrative or programmatic Means of attaining those Ends.

3.3 Board Job Description

The Board is elected to represent the Congregation in ensuring appropriate organizational performance through:

- long-term visioning while in conversation with the Congregation; and
 - monitoring the Lead Minister and the Society's performance.
- 3.3.1** The Board ensures the Society's successful performance toward its Ends. The Board is the link between the Lead Minister and the Congregation. The Board produces written governing

policies that realistically address the following at the broadest levels: Ends, Executive Limitations, Governance Process, and Board/Lead Minister Relationship.

3.4 Agenda Planning

The Board of Trustees develops and follows an annual work plan, which:

- revisits Ends policies in dialogue with the Congregation and its lay leaders;
- monitors and reviews all Board policies;
- includes education and enrichment to facilitate the connection between the Society's values and efficient, effective Board performance; and
- includes education and communication about policy-based governance to grow the Board's and the Congregation's understanding as well as to achieve best practices.

3.4.1 Meeting agenda items and discussion include exclusively those issues that, according to the Society's policy, clearly belong to the Board to decide, monitor, and/or review at the request of the Lead Minister.

3.5 President's Role

The President of the Board is responsible for ensuring the integrity of the Congregation's governance, including the Board's governing process. The President is the only person authorized to speak for the Board.

3.5.1 The President ensures that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the Society.

3.5.2 The authority of the President lies in making decisions that fall within the policies of the Society's governance process and the Board-Executive relationship as laid out in the Society's governance policies.

3.5.3 The Board may delegate portions of the President's authority to others with the exception of the hire or termination of the Lead Minister.

3.6 Vice President's Role

The Vice President has the authority and shall perform the duties of the President when the president is absent or unavailable. The Vice President monitors and reviews all Board Policies.

Accordingly, the Vice President:

3.6.1. Serves as liaison to committees and commissions of USSB and attends their meetings occasionally to learn how they meet the Society's Ends and Means and serve as linkage to the Board.

3.6.2. Serves as the primary Board contact to the UUA and Pacific Southwest Region, attends meetings and assemblies, and keeps the Board informed of issues. Serves as a delegate and certifies congregational delegates to UUA and regional meetings. Obtains and carries out the Board's wishes on matters as needed.

3.7 Secretary's Role

The Board's Secretary is an officer of the Board whose purpose is to ensure the integrity of the Board's official record. The Secretary's responsibility is to ensure that all Board documents are accurate and timely.

Accordingly, the Secretary:

- 3.7.1** ensures policies are current in their reflection of Board decisions;
- 3.7.2** ensures policies rigorously follow policy governance principles;
- 3.7.3** ensures that the master copy of the current policies are maintained and that amendments are recorded, and current policies are distributed to Board members and to the executive staff members;
- 3.7.4** informs the Board about bylaws elements necessary for legal compliance and for consistency with the principles of policy governance;
- 3.7.5** makes public announcements of the annual meetings and other Congregational meetings.

3.8 Treasurer's Role

The Treasurer is an officer of the Board whose purpose is to support the Board in its responsibility of monitoring the financial sustainability and health of the Congregation. Accordingly, the Treasurer;

- 3.8.1** The Treasurer attends all Budget, Finance and Endowment Committee meetings.

3.9 Board Financial Management Policies

In order to attract and retain the services of a called Lead Minister, the Board establishes and maintains a Clergy Housing Assistance Fund. Member gifts constitute the primary, though not exclusive, source of funding for this restricted fund. The Fund is used to extend loans to the called Lead Minister who wishes to purchase and occupy housing in the Santa Barbara area during their period of service.

Loans from the Fund to the Lead Minister bear a reasonable interest rate and USSB reserves the right to record this loan against the property at any future date, or at the time of refinancing. Simple interest accrues and, along with principal, is deemed payable upon the date which is the earlier of the sale of the secured property or within 18 months of the termination of the Minister's services to the Society under whatever circumstances. The repayment of loan and accrued interest is then returned to the Fund.

The loan agreement is prepared by the Director of Administration (or functional equivalent) and reviewed by a finance advisory group, which recommends the final agreement to the Board and Lead Minister for execution.

- 3.9.1** Clergy Housing Assistance Funds are held in a separate investment account of the Society and made available upon 90-days' notice from the Lead Minister.
- 3.9.2** The holdings within the investment account are determined by the Board upon the recommendation of the USSB Endowment Board.
- 3.9.3** The Secretary is responsible for securing a Clergy Housing Assistance Fund Donor Agreement for all contributions over \$500.

3.10 Board Code of Conduct

The Board expects of itself and its members, ethical, lawful, and businesslike conduct at all times. This commitment includes sharing Board responsibilities, proper use of authority, and appropriate decorum in group and individual behavior while serving as Board members.

Accordingly,

- 3.10.1** When acting in the role of USSB Board member, Board members are loyal to the interests of the Congregation, and that loyalty supersedes all other loyalties to avoid conflicts of interest.
- 3.10.2** Written policies, adopted by the Board and USSB bylaws, exercise authority over the Society. Individual members may not attempt to exercise authority over the Society.
- 3.10.3** Board members speak with one voice through the adopted Board policies.
- 3.10.4** Board members respect the confidentiality appropriate to issues of a sensitive issue and refrain from discussing other Board members' statements or preferences with the Congregation.
- 3.10.5** Board members assume their fair share of Board responsibilities and tasks.
- 3.10.6** Board members are prepared for Board deliberation and service.

3.11 Board Committee Principles

The Board establishes committees to help carry out its responsibilities.

- 3.11.1** Committees are used sparingly to preserve the Board functioning as a whole, and do not interfere with delegation from Board to Lead Minister nor speak on behalf of the Board without prior Board authorization.
- 3.11.2** Board committees are created to assist the Board by preparing policy alternatives and implications for Board deliberation.
- 3.11.3** Although Board committees assist the Board in preparing policy, Board committees are not involved in monitoring organizational performance related to policy.
- 3.11.4** Board Committees do not advise the Lead Minister and/or staff nor help the Lead Minister and/or staff perform their jobs.
- 3.11.5** The policies above apply to any group that is formed by Board action whether or not it is called a committee and whether or not it includes Board members. The policies above do not apply to groups formed under the authority of the Lead Minister.

3.12 Cost of Governance

The Board invests human and financial resources to develop and maintain its governance capacity so that the board has the skills, methods, and support it needs to ensure effective governance. Cost may be incurred for such items as:

- Training, including attendance at conferences, workshops, and visits to other congregations;
- Consultations with outside experts and resource materials;
- Board outreach activities, which include mechanisms to ensure the Board's ability to listen to congregant viewpoints and values.

3.13 Complaint and Inquiry Process

The Board addresses complaints or concerns solely in relation to Board policies. Concerns that are not related to Board policy are addressed by the Lead Minister.

3.13.1 Complaint and Inquiry Procedure

The Board requires that complaints be submitted in written form. At the next Board meeting, the Board assesses whether there has been a policy violation and/or whether a policy update is necessary. Written complaints on the Board meeting agenda are distributed to all Board members and the Lead Minister before the meeting. The Board may ask the Lead Minister for interpretation of the policy. The Board makes a determination according to the following outcomes:

- 3.13.1.1** No violation, no update needed. The Board explains to the complainant its determination and rationale.
- 3.13.1.2** No violation (including reasonable interpretation) but policy update needed. The Board updates policies and initiates the Complaint Resolution Procedures, taking into account that no existing policy was breached. Board explains to complainant its determination and rationale.
- 3.13.1.3** Policy violation. The Board initiates the Complaint Resolution Procedure. The Board explains to the complainant its determination and rationale.

In all cases the determination of a complaint as above is recorded in a Board motion that identifies the policy at the issue. Unless confidentiality is requested and the Board decides to summarize the complaint, the complete written complaint is attached to the Board meeting minutes. Complainants may be invited to a formal or informal reconciliation process.

3.13.2 Complaint Resolution Procedure

The Board initiates this process when, according to the Complaint Inquiry Procedure, there has been a violation of policy, or a complaint has resulted in policy updates designed to address the situation described in the complaint.

The Board judges the degree of the following factors:

- Nature of the complaint;
- Whether it is a violation of existing policy;
- The history or pattern of policy violation, and;
- The Lead Minister's efforts to address policy violations.

While allowing for exceptional circumstances, the following series of escalating actions are taken as required in each complaint circumstance, as follows:

- 3.12.2.1** Asking the Lead Minister to present to the Board at the next Board meeting a plan to adhere to the policy in question and address the issues raised in the complaint. The plan will be attached to the meeting minutes.
- 3.12.2.2** Issuing a documented warning
- 3.12.2.3** Engaging in mediation, with an external mediator acceptable to both the Board and the Lead Minister.
- 3.12.2.4** Presenting to the Congregation the public record of policy violations, and the efforts to address them.
- 3.12.2.5** Requesting the Lead Minister's resignation.

- 3.12.2.6** Calling a Congregational meeting in compliance with the Society's bylaws regarding removal of the Lead Minister.

4 Board Executive Relationship

The Board's official connection to the Society's operations, implementation, achievements, and conduct is solely through delegated authority to the Lead Minister.

4.1 Unity of Control

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

- 4.1.1** Decisions or instructions of individual Board members, officers, committees, or Congregation members are not binding on the Lead Minister.

- 4.1.2** The Lead Minister may refuse requests for information or assistance that are without Board authorization.

4.2 Accountability of the Lead Minister

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

- 4.2.1** The Board never issues instructions to or evaluates the performance of persons who report directly or indirectly to the Lead Minister.

4.3 Delegation to the Lead Minister

- 4.3.1** The Board delegates authority to the Lead Minister through written policies that prescribe the organizational Ends policies to be achieved and describe organizational situations and actions to be avoided, allowing the Lead Minister to use any reasonable interpretation of these policies.

- 4.3.2** The Board develops Ends instructing the Lead Minister to achieve defined results for specified recipients at certain cost. The Board develops Ends policies systematically from the broadest, most general level to more defined levels.

- 4.3.3** Organizational Means are all matters not addressed in Ends policies. The Board develops Executive Limitation policies that limit the latitude the Lead Minister may exercise in choosing the organizational means. These limiting policies describe those practices, activities, decisions, and circumstances that would be unacceptable to the Board even if they were to be effective. The Board develops Executive Limitation policies systematically from the broadest, most general level to more defined levels.

- 4.3.4** As long as the Lead Minister uses any reasonable interpretation of the Board's Ends and Executive Limitation policies, the Board authorizes the Lead Minister to establish all further operational policies, make all decisions, take all actions, establish all practices, and develop all activities. Such decisions of the Lead Minister have full force and authority as if decided by the Board.

- 4.3.5** The Lead Minister's authority does not extend to supervising and/or interpreting Board policies to direct the Board President, individual Board

members, or Board subgroups regarding Board policy. Nothing in this policy is intended to interfere with mutual interaction between the Board and the Lead Minister.

5 Other Board Policies

5.1.1 Board Designation of Unrestricted Gifts – *Adopted September, 2018*

The Board shall designate the first \$40,000 of any unrestricted bequest received by the Society as follows:

- 25% as miscellaneous income to USSB operating budget
- 75% as board-designated contribution to the USSB Endowment Fund

Any remaining unrestricted bequest amount shall be designated at the discretion of the Board for non-operational use. This policy shall be reviewed every three years.