

### 3. GOVERNANCE PROCESS

3.1 GOVERNING STYLE: The Board will govern with an emphasis on (1) outward vision and future focus, (2) expression of diverse viewpoints, (3) strategic leadership more than administrative detail, (4) clear distinction of Board and Management Team roles, (5) collective rather than individual decisions, and (6) proactivity rather than reactivity. In this spirit, the Board will:

a. Focus chiefly on Ends, not on the administrative or programmatic Means of attaining those effects.

b. Enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to policymaking principles, respect for defined roles, and to attendance. After subjects have been discussed and voted upon, both majority and minority will support the action taken and speak with one voice.

c. Be accountable to the congregation and other stakeholders for competent, conscientious and effective accomplishment of its obligations as a body. It will allow no officer, individual, or committee of the Board to usurp this role or hinder effective governance process.

Add the following:

**d. Conduct Board of Trustees meetings open to all members of the congregation, with the following conditional use of an Executive Session:**

- 1) The Executive Session may only be used to discuss litigation, personnel matters, or other issues of a confidential nature.**
- 2) An Executive Session may be called by a majority vote of the Board during a regularly scheduled Board meeting. The motion for the executive session must identify the subject to be discussed in the Executive Session.**
- 3) The Board may designate who in addition to the trustees may be present at the Executive Session.**
- 4) No final or formal actions may be taken while the Board is in Executive Session.**
- 5) At the conclusion of the Executive Session, the regularly scheduled Board meeting must be reopened. The occurrence of the Executive Session and the purpose for which it was called must be recorded in the minutes.**
- 6) Any vote associated with a topic discussed in an Executive Session shall be held publicly ~~in~~during the regularly scheduled Board meeting.**
- 7) The records of an Executive Session shall not be made public (i.e. available to Members or Friends) unless required by law, regulation, or the order of a court of competent jurisdiction.**

## Reference UU Church Bylaws

### UU North Hills, OH

All meetings of the Board shall be open to all Members, except that the Board shall have the authority to determine that it is in the best interest of UUCNH that particular item(s) of a confidential or highly sensitive nature, such as confidential personnel issues, be discussed in executive session. The Board may in an open meeting decide by a majority vote of the Trustees present to enter into executive session. All persons other than elected Trustees will be excluded from the executive session unless specifically invited to attend by a majority decision of Trustees present at the meeting. It is the intent of UUCNH normally to conduct its business in as open a manner as possible, with the recognition that on rare occasions, some items must be discussed in confidence. However, no final or formal actions may be taken while the Board is in executive session.

### UU Church Andover, MA

Section 3.11. Executive Session An executive session is that portion of a Board meeting called for the consideration of matters related to the personal conduct of a Member, Friend or Staff and/or for the discussion of personnel matters. The records of these sessions shall not be made public (i.e. available to Members or Friends) unless required by law, regulation, or the order of a court of competent jurisdiction.

### Rochester, NY UU

Section 5.9. Open Meetings and Executive Sessions. Regular and special meetings of the board of trustees are open and other members of the congregation may attend. The board of trustees may at any meeting, by majority vote of those trustees voting, declare an executive session for discussion of litigation, personnel matters, or other issues of a confidential nature. The board of trustees may designate who in addition to the trustees may be present at the executive session. At the conclusion of the executive session, the meeting must be reopened. The occurrence of the executive session and the purpose for which it was called must be recorded in the minutes.

### UU Church Annapolis, MD

Section E – Meetings of the Board of Trustees. A minimum of nine (9) meetings of the Board of Trustees of UUCA shall be held annually at a time and place its members shall direct. A majority of the voting members of the Board of Trustees shall constitute a quorum. All meetings of the Board of Trustees shall be open to all 9 church members except when the Board of Trustees votes to adjourn into executive session for purposes of discussion of confidential issues including personnel and legal matters. No formal or final action may be taken by the Board of Trustees in executive session.