

UUCS GOVERNANCE POLICIES AND PROCEDURES

UNITARIAN UNIVERSALIST CHURCH OF SPOKANE

1. ENDS:

The Unitarian Universalist Church of Spokane:

- is a bold voice, advocate, and active partner with national and local organizations to promote social and economic justice, environmental responsibility, worldwide peace, liberty and the democratic process.
- is an evermore diverse congregation overcoming the barriers that divide the human family.
- is a community where people find meaningful connections in groups large and small
- is financially sound, sustained by a culture of abundance that prompts generous gifts of time, talent and money that support the church and its programs.
- is mindful of our impact on the Earth and engages in environmental stewardship that is visible to the larger community.
- ministers to the needs of our local community and is proactive in making our presence known to those beyond our sanctuary walls.
- sustains and inspires individual transformation and growth for all ages and encourages exploration of world belief systems through those sources known as “Our Living Tradition.”

2. OPERATIONS TEAM

The Operations Team (as set forth in the Bylaws) shall not cause or allow any practice, activity, decision, or Church circumstance that is either unlawful, imprudent, or in violation of our Unitarian Universalist principles or of commonly accepted business or professional ethics.

2.1 UNITY OF VOICE: The Operations Team shall not fail to speak as one voice to all parties to whom the Team is responsible or over whom it has authority. *Accordingly, Operations Team members shall not:*

- a. Fail to include and consult with each other on all material issues.
- b. Fail to honor and support each other’s views and positions on issues within their primary realm of responsibility.
- c. Fail to support the recommendation or decision of the Senior Minister regarding matters of mutual accountability when the Team does not reach consensus.

2.2 TREATMENT OF MEMBERS AND FRIENDS: With respect to interactions with Members and Friends, the Operations Team shall not cause or allow conditions, procedures, or decisions that are unsafe, undignified, unnecessarily intrusive or that fail to provide appropriate confidentiality or privacy.

2.3 TREATMENT OF STAFF: With respect to the treatment of staff and contract

employees, the Operations Team may not cause or allow conditions that are unsafe, unfair, or undignified. *Accordingly, the Operations Team shall not:*

- a. Operate without written personnel policies that clarify personnel rules for staff and contract employees and provide for effective handling of grievances.
- b. Fail to apply the standards of the Church's purpose as set forth in Article I of the Bylaws, the Covenant of Good Relations, and the Ends statements to their interactions with staff.

2.4 COMPENSATION AND BENEFITS: With respect to employment compensation and benefits to employees, consultants, contract workers, and volunteers, the Operations Team shall not cause or allow jeopardy to fiscal integrity or public image. *Accordingly, the Operations Team shall not:*

- a. Change individual Operation Team members' compensation packages without Board knowledge and consent.
- b. Promise or imply permanent or guaranteed employment.
- c. Establish current compensation or benefits which
 - c1. Deviate materially from the nonprofit or geographic market for the skills employed.
 - c2. Create obligations over a term longer than revenues can be safely projected.

2.5 FINANCIAL PLANNING AND BUDGETING: Financial planning for any fiscal year or the remaining part of any fiscal year shall not risk financial jeopardy, nor deviate from Church bylaws and/or from Ends statements and budget priorities set by the Board. *Accordingly, the Operations Team shall not cause or allow:*

- a. Fiscal projections that fail to:
 - a1. Fully disclose planning assumptions.
 - a2. Use valid and reliable methods to project revenues and expenses.
 - a3. Provide separate estimates of capital, endowment, and operating revenue and expenses.
 - a4. Provide separate estimates of pledge and non-pledge income.
- b. A budget to be presented to the Congregation that:
 - b1. Has projected expenditures exceeding projected revenue.
 - b2. Fails to consider capital maintenance and improvement and the means to pay for them.
 - b3. Does not take into account the need for funding of guest speakers when the Minister is out of the pulpit.
- c. A budget structure that does not allow the tracking of cash flow and subsequent audit trails.

2.6 FINANCIAL CONDITION AND ACTIVITIES: With respect to the actual ongoing financial conditions and activities, the Operations Team shall not cause or allow fiscal jeopardy or a deviation of expenditures that are supportive of the Ends statements. *Accordingly, the Operations Team shall not:*

- a. Expend funds inconsistently with Board budget priorities.
- b. Expend any restricted donations other than for designated purposes without approval of the donor or the Board, in the event the donor is not available.

- c. Manage funds without meeting the following standards:
 - c1. Authorizing limited access to operating and investment accounts.
 - c2. Requiring monthly bank reconciliations.
 - c3. Requiring, at a minimum, quarterly financial reports will be made available to the Treasurer to report to the Board.
 - c4. Posting of quarterly financial statements.
- d. Allow the Church to operate without maintaining the following funds:
 - d1. An Endowment Fund, as specified in the Bylaws
 - d2. A Contingency Fund, comprised of monies from the operating fund, or other sources, with a goal that the balance of this fund be at least equal to an average of two months expenditures.
 - d3. A Capital/Replacement Reserve to be maintained and managed under advisement of the most current Capital Repair/Replacement Plan.
 - d4. Special funds, which allow ministries, teams, committees, and other groups not included in the operating budget to finance their respective areas of responsibility according to their charge.
- e. Shall not permit sales of merchandise on Church property without approval from the Operations Team.

2.7 GRANTS AND CONTRACTS: The Operations Team may not accept any grant or enter into any contract arrangements that fail to primarily reflect the Ends statements. *Accordingly, the Operations Team shall not:*

- a. Allow contracts for expenditures exceeding the current budget without Board review.
- b. Accept a grant without consulting the Finance Team and the Board of Trustees.

2.8 ASSET PROTECTION: The Operations Team shall not allow the assets to be unprotected, inadequately maintained, or unnecessarily risked. *Accordingly, the Operations Team shall not:*

- a. Fail to adequately insure against theft and casualty losses at replacement value.
- b. Fail to insure against corporate liability and personal liability of Board members and paid staff, taking into account pertinent statutory provisions for indemnification and exemptions applicable to Washington nonprofit organizations.
- c. Allow volunteer personnel and staff access to material amounts of funds without prior training and without having established fiscal controls.
- d. Allow buildings and equipment to be subjected to improper wear and tear or insufficient maintenance.
- e. Unnecessarily expose the church to risk of nonprofit status.
- f. Make any non-emergency unbudgeted purchases or provision of services without securing a fair and competitive price for the goods and/or services.
- g. Invest operating capital in insecure instruments including uninsured checking accounts and bonds or CD's of less than "A" rating.
- h. Endanger the Church's public image or credibility particularly in ways that would hinder accomplishment of its mission, purpose, and End statements.

- 2.9 ASSET UTILIZATION: The Operations Team shall not fail to devote Church assets to endeavors that support its mission, purpose, and Ends statements.
- 2.10 SAFETY AND SECURITY: The Operations Team shall not fail to consider the security of the Church premises and the safety of the Minister(s), staff, and congregation. *Accordingly, the Operations Team shall not fail to:*
- a. See that a safe and secure building is maintained.
 - b. See that a child protection and safety policy is in place for Religious Education.
 - c. At least annually consider an evaluation of potential hazards considering severity, probability, and mitigation efforts.
 - d. See that emergency plans are prepared and implemented.
- 2.11 DONATIONS: Pursuant to Article III Section 8 of the Bylaws, the following guidelines shall be used for consideration of whether to accept or reject a donation. *In no particular order the donation (monetary or non-monetary) shall neither be contrary to nor conflict with the following:*
- a. The Church would derive benefit from the donation, either aesthetic or utilitarian.
 - b. The Church can, based upon current or likely future budgets or likely volunteer efforts, manage/maintain the donation.
 - c. The donation is consistent with local, state, and federal laws and regulations.
 - d. The donation is consistent with UUCS Ends statements, mission, purpose and principles and consistent with the ethical norms of a liberal religion.

3. GOVERNANCE PROCESS

The Board of Trustees will assure on behalf of the Congregation that the Church furthers its Ends statements.

- 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 Operations Team roles, (5) collective rather than individual decisions, and (6) proactivity rather than reactivity. *In this spirit, the Board will:*
- a. Not intervene in the administrative or programmatic achievement of the Ends statements.
 - b. Utilize whatever strategies are needed to govern with excellence. Such strategies will apply to policy governance 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 Trustee or committee of the Board to hinder effective governance.
 - d. Conduct Board meetings open to all members of the Congregation, with the exception of Executive Sessions as set forth in Article VI of the Bylaws.

3.2 BOARD JOB DESCRIPTION: The Board is the governing body of the Church

consistent with the concept of policy governance as set forth in the Articles of Incorporation and the Bylaws. *Consequently, the “products” or job contributions of the Board shall be:*

- a. Written governing policies that, at the broadest level, address each category of organizational decision: Ends statements; Operations Team Limitations; Governance Process; and Board-Operations Team Linkage.
- b. A recommended annual budget presented to the Members at the Annual Meeting as set forth in the Bylaws.
- c. Presentation of proposed amendment(s) to the Articles of Incorporation and/or Bylaws as deemed necessary by a majority of the Trustees present. (amended 2/28/24)

3.3 **BOARD MEMBERS’ CODE OF CONDUCT:** The Board commits itself and its members to ethical, businesslike, and lawful conduct including appropriate use of authority. *Accordingly:*

- a. Trustees are accountable to the Membership rather than any outside advocacy or interest groups or other organizations.
- b. Trustees must avoid any fiduciary conflict of interest.
- c. Trustees shall not attempt to exercise individual authority over UUCS except as set forth in these Policies and Procedures and the Bylaws.
- d. Trustees’ interaction with the Operations Team or with the staff must recognize the lack of authority vested in any Trustee or group of Trustees except as noted herein.
- e. Trustees’ interaction with the public, press, or other entities shall comply with Article IX of the UUCS Bylaws.
- f. Trustees shall make no judgments of the Operations Team or staff performance.

3.4 **SPECIAL COMMITTEES:** Committees appointed by the Board will be assigned a specific task so as to reinforce the Board’s role as the governing body and so as to not interfere with the responsibilities of the Operations Team. *Accordingly:*

- a. Special committees may be composed of Board and/or non-Board members.
- b. This policy does not apply to committees formed under the authority of the Operations Team.
- c. Special committees shall not speak or act for the Board except when formally given such authority for specific and/or time-limited purposes. Such authority will be carefully stated in order not to conflict with authority delegated to the Operations Team.
- d. Special committees will assist the Board chiefly by preparing policy alternatives and implications for Board deliberation. Special committees are not to advise or help staff do its job.

4. **BOARD-OPERATIONS TEAM/MANAGER LINKAGE:** As set forth in Section 2 (Operations Team) and 3 (Governance Process) of these Policies and Procedures and Article I of the Bylaws (Name, Purpose, and Governance), the Board is responsible for overall governance whereas the Operations Team/Manager implements the policies and oversees day to day operations of the Church.