

1 GOVERNANCE

1.1 GOVERNING OVERVIEW

The Board will approach its task with a style that emphasizes strategic leadership rather than administrative detail, clear distinction of Board and paid and unpaid staff roles, future rather than past or present, and pro-activity rather than reactivity. In this spirit, the Board will:

1. Govern on behalf of the entire membership of the congregation.
2. Speak as a Board with one voice or not at all.
3. Govern primarily through policy.
4. Develop policies that address goals not actions.
5. Ensure policies address the questions: What value do we want to advance? For which people? At what cost or priority?

1.2 BOARD JOB DESCRIPTION

The job of the Board is to represent and lead the Membership in determining and requiring appropriate organizational performance. These responsibilities are subject to provisions in the Bylaws defining the respective responsibilities of the Board, the Congregation, and the Minister. Consequently, the job of the Board shall be to:

1. Link between the church vision and its members.
2. Write governing policies that, at the broadest levels, address:
 - a. Ends: Goals that further the vision of the church with due consideration of what good for whom at what cost.
 - b. Executive Limitations: Constraints on executive authority that establish the prudent and ethical boundaries within which all executive activity and decisions must take place.
 - c. Governance Process: Specification of how the Board conceives, carries out, and monitors its own task.
 - d. Board-Minister Relationship: How power is delegated and its proper use monitored.

1.3 OFFICER ROLES

1.3.1 Board President

The President assures the integrity of the Board's process, typically speaks on behalf of the Board to Members and outside parties, presides at meetings of the Board and of the Church membership, and fulfills other such duties or responsibilities as the Board or the Church may assign. Accordingly,

1. The job of the President is to ensure that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the Church.
 - a. Meeting discussion content will be only those issues which, according to Board policy, clearly belong to the Board to decide, not the Minister.
 - b. Deliberation will be fair, open, and thorough but also timely, orderly, and kept to the point.
2. The authority of the President consists of making decisions on behalf of the Board that fall within or are consistent with Policies on Governance Process and on Board-Minister Relationship, except where the Board specifically delegates portions of this authority to

others. The Board President is authorized to use any reasonable interpretation of the provisions in these policies.

3. The President is empowered to chair Board meetings with all the commonly accepted power of that position (e.g., ruling, recognizing).
4. The President's authority does not extend to supervising or otherwise directing the Minister.
5. The President may not serve in a position other than on the Board and the Executive Team.

1.3.2 Vice President

The job of the Vice President is to act in the absence of the Board President. The Vice President, or designee, will attend Executive Team Meetings.

1.3.3 Secretary

The job of the Secretary is to assure the integrity of the Board's record and other duties as may be required by the Board of Directors. The secretary is responsible for ensuring the:

1. Recording and distribution of accurate minutes of Board meetings and Congregational Meetings.
2. Maintenance of the master copy of the current policies and by-laws.

1.3.4 Treasurer

The Treasurer assists the Board in fulfilling its fiduciary responsibilities. Accordingly,

1. The Treasurer will:
 - a. Help the Board express its financial values and perspectives in limitations policies.
 - b. Ensure that financial policies are written clearly and as simply as possible.
 - c. Work with Minister, Staff and Board to develop monitoring strategies that make clear whether or not financial limitations policies are being met.
2. The Treasurer will be available as a consultant to the Minister, Staff, and Board with regards to the development of:
 - a. Long-term financial plan
 - b. Investment strategies for invested funds
 - c. Cash management principles
 - d. Other areas of financial management
3. The Treasurer will involve other people, either Board members or not, to help accomplish these responsibilities as the Treasurer and Board feel is appropriate and necessary.

1.4 COMMITTEES AND/OR TASK FORCES

The Board may establish task forces to help carry out its responsibilities. Accordingly,

1. Task forces will be used sparingly to preserve the Board functioning as a whole. Task forces will be formed only when other methods have been deemed inadequate.
2. Board task forces may not speak or act for the Board except when formally given authority.
3. Board task forces are to avoid over-identification with organizational parts rather than the whole. Therefore a Board task force that has helped the Board create policy on some topic will not be used to monitor organizational performance on that same topic.
4. This policy applies only to task forces that are formed by Board action, whether or not the task forces include non-Board members.

1.5 BOARD CODE OF CONDUCT

The Board recognizes and commits itself as a spiritual group whose members act in covenant with one another and with the congregation. The Board further commits itself and its members to ethical, conscientious, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members. Accordingly,

1. Members of the Board of Directors must represent conflict-free loyalty to the interests of the membership. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs. It also supersedes the personal interest of any Board Member acting as a consumer of the congregation's services.
2. Members of the Board of Directors must avoid conflict of interest with respect to their fiduciary responsibility.
 - a. There must be no self-dealing or any conduct of private business or personal business or personal services between any Board Member and the congregation administration, including the Minister or paid staff, except procedurally controlled to assure openness, competitive opportunity and equal access to inside information.
 - b. When the Board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall absent her or himself without comment from not only the vote but also the deliberation by leaving the meeting.
 - c. Board members must not use their positions to obtain congregational employment for them, family members, or close associates. Should a Member desire employment, she or he must first resign from the Board of Directors.
3. Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.
 - a. Board Members' interaction with the Minister or with staff must recognize the lack of authority vested in individuals except when explicitly Board-authorized.
 - b. Members' interactions, with public, press, or other entities, must recognize the same limitation and the inability of any Board member to speak for the Board except to repeat explicitly stated Board decisions.
 - c. The Board will speak with one voice regarding decisions and actions taken by the Board. A Member's obligation to support the decisions made while serving on the board shall continue after that service ends.

4. Members will respect the confidentiality appropriate to issues of a sensitive nature. Members shall maintain confidentiality regarding these issues upon resignation or expiration of their service.

1.6 BOARD COMPLAINT PROCEDURE

Congregants who have a complaint concerning any policy adopted by the Board may notify the Board as a body by email or by calling the church office, to request that consideration of the issue be placed on the agenda for the next Board meeting. Accordingly,

1. Congregants may, but need not, attend the Board meeting in person or remotely to voice their concern and respond to any questions that the Board may have.
2. Congregants should strive to be clear about the specific nature of the complaint.
3. The complainant may suggest a resolution to the issue.
4. The Board shall vote promptly as to whether any action shall be taken concerning the complaint.
5. The Board shall have full discretion to dispose of the complaint as it best determines meets the overall needs of the entire congregation, in light of the mission and vision of the body as a whole.
6. Complaints shall not be considered or voted upon in executive session.
7. Should the complaining party be dissatisfied with the action taken by the Board, they shall follow the procedures for calling a special congregational meeting in accordance with the congregational Bylaws.