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## 1. ENDS

**1.1 Financial Strategic Plan:** By December 1, 2017, ESUC will have an initial 5 to 10 Year Financial Strategic Plan, developed by the Leaders of the Financial Stewardship Team in collaboration with the DFO, ESUC Board, and other ESUC leaders with the understanding that this plan will be reviewed and updated on an annual basis. (It is noted that this effort is well underway, led by the Financial Stewardship Team.)

- By December 1, 2017, East Shore will determine and document how best to utilize its Endowment for maintaining capital assets of the church's campus.
- By the Annual Congregational Meeting in June 2018, ESUC will have a plan reviewed and approved by the Congregation for the development of the Holly House property that will result in proceeds to ESUC of at least \$1M.

**1.2 Settled Minister:** ESUC will be prepared for a Settled Minister by the fall of 2019. The following actions will be completed prior to preparing the information packet for the new ministerial candidates, including:

- A covenant of Right Relations
- Stable staff (paid / unpaid) to appropriately meet the needs of the church
- Sustainable Finances and preparation for an external audit
- Policy-based governance is fully implemented and accepted
- In the 2018/19 review of ends the Board will be able to define what it means to explore spirituality based on their experience of living our mission and vision statements.

**1.3 Trust and Covenant:** During the period of 2017-2019, will further enhance the prevailing level of trust through the further development of skills in right relationship, and growth opportunities offered in classes, workshops, trainings, worship, and ongoing support. We will document the processes for transparency, right relationships, anti-racism, and religious tolerance in a behavioral covenant that is supported by all staff and a majority of voting members.

**1.4 Member Growth:** By 2019, we will achieve membership growth (new members and retention) to sustain the church through increased generational and cultural diversity.

**1.5 Anti-Racist:** We will make measurable progress moving our congregation from a multi-culturally aware congregation to anti-racist as defined by Julica Hermann de la Fuente, with specific attention to lifelong Learning, pastoral care, and theology.

**1.6 Social and Earth Justice Activism:** East Shore social and earth justice activism provides an opportunity to publicly live out our UU principles. In fidelity to these principles, we will measure outcomes each fiscal year to ensure the resources of our community are being leveraged most effectively.

**1.7 Environment and Preparedness:** By 2019, we will develop a plan to reduce the environmental impact of our facilities and membership activities. We will also have plans for Emergency Preparedness.

(approved by the Board of Trustees on August 15, 2017)

## 2. STAFF LEADERSHIP TEAM LIMITATIONS:

These are limitations placed upon the Staff Leadership Team preventing certain actions. Beyond

these limits, the Staff Leadership Team has great freedom to act.

### **2.1 Staff Leadership Team General Limitations**

The Staff Leadership Team shall not cause nor allow any practice, activity, decision, or organizational circumstance which is either unlawful, imprudent, or in violation of the Church's Bylaws, Articles of Incorporation, Board policies and commonly accepted business and professional ethics.

(September 20, 2005)

### **2.2 Staff Leadership Team**

The Staff Leadership Team shall speak with alignment and mutual respect to all parties to whom the Staff Leadership Team is responsible or over whom it has authority. Accordingly, the Staff Leadership Team members shall:

1. Include and consult each other on all material issues with a spirit of mutual respect in an environment of confidentiality; attention should be paid accordingly to recommendations made within the area of a team member's professional expertise.
2. Active discussion is encouraged and an attempt should be made to reach agreement on means within the team. If this is not possible, the team shall choose to request Board input either from the Board President, Board Executive Committee, or the Board as a whole. The Board, keeping in mind Church ends, shall attempt to help the SLT find resolution through further discussion. (February, 2016)

### **2.3 Treatment of Members, Friends, Visitors and Congregants**

1. In interacting with congregants, the Staff Leadership Team shall not cause or allow conditions, procedures, or decisions that are unsafe, disrespectful, unnecessarily intrusive, that fail to provide appropriate confidentiality or privacy, or that fail to apply the standards of the Church's mission, vision, and Ends and Unitarian Universalist principles. (May 16, 2006, revised December 19, 2017)
2. The SLT shall work in a collegial and collaborative manner with Board committees, core teams, ministry teams, councils, task forces and other groups in their job related areas. The SLT shall work cooperatively and in partnership with these groups to achieve the church's Mission, Vision and Ends and Unitarian Universalist Principles by providing opportunities for meaningful input, communicating in a timely manner, and empowering lay leadership. (December 19, 2017)

### **2.4 Treatment of Staff**

The Staff Leadership Team shall not work outside Board approved personnel procedures, practices, and rules as recorded in the East Shore Unitarian Church Personnel Manual. (See 3.2.1.e) Accordingly, the Staff Leadership Team shall not

1. Operate without written personnel procedures, rules, and practices that comply with accepted employment practices, provide for effective and appropriate response to grievances, and protect against wrongful conditions;
2. Fail to acquaint staff with their rights under this policy and related Personnel Manual;
3. Prevent staff from following grievance procedures as outlined in the Personnel Manual.

(May 16, 2006, Revised February 20, 2007)

### **2.5 Treatment of Unpaid Volunteer Staff**

With respect to the treatment of paid and volunteer staff, the Staff Leadership Team shall not create nor allow conditions that are unsafe, discriminatory, or disrespectful, or that fail to provide appropriate confidentiality or privacy.

(May 16, 2006)

### **2.6 Compensation and Benefits**

Considering employment, compensation, and benefits to employees, the Staff Leadership Team may not cause or allow jeopardy to fiscal or institutional integrity of the Church. Accordingly, the Staff Leadership Team shall not:

1. Change individual Staff Leadership Team members' compensation or benefits as established by the Board;
2. Promise or imply permanent or guaranteed employment;
3. Establish current compensation and benefits that:
  - a. Deviate materially from the nonprofit or geographic market for the skills employed;
  - b. Create obligations over a term longer than revenues can be safely projected, because compensation and benefits are subject to adjustment based on budget shortfall;
  - c. Provide less than a reasonable wage to all employees and to offer some basic level of benefits to all full-time employees. Differential benefits to encourage longevity in key employees are not prohibited.
4. Establish deferred or long-term compensation and benefits that cause unfunded liabilities or to commit the Church to benefits that incur unpredictable future costs.

(May 16, 2006)

### **2.7 Designated Fund Policy**

The Board will consider the creation of designated funds as proposed by the Staff Leadership Team or the Board. In response, the Staff Leadership Team may not fail to:

1. Establish a mission statement specific to the purpose of the Fund;
2. Assure the mission statement is congruent with the Church's vision and mission;
3. Create a distinct and separate fund account for each Designated Fund;
4. Assure that all expenditures are consistent with the mission of the fund.

(September 20, 2005)

### **2.8 Ends Focus of Grants:**

The Staff Leadership Team shall not apply for any grant that fails to support the Church's mission, vision, ministry, and Ends. When granting money, the Staff Leadership Team shall not fail to assess and consider an applicant's capability to produce appropriately targeted, efficient results. The Staff Leadership Team shall not apply for any grant that it has no expectation of receiving.

(May 16, 2006)

## **2.9 Transparency of Financial Activity and Spending**

The financial activity of staff and ministry teams shall be transparent to the Board, the Staff Leadership Team, the staff, ministry teams, and the congregation. Accordingly, the Staff Leadership Team shall not:

1. Fail to be the appropriate and primary authority that controls the allocation of funds and other resources to any staff or ministry team;
  2. Fail to allocate funds and other resources to Departments at the beginning of each fiscal year from the annual Operating Budget;
  3. Fail to execute disbursements from the annual Operating Budget authorized by team Steering Committees within the limits of their team's charter;
  4. Fail to inform the Board every quarter of how funds or other resources have actually been expended;
  5. Fail to provide to the Board and congregation a yearly report of all the staff and ministry team funds spent, whether in the budget, or off the budget, or in any separate fund.
- (Sept 20, 2005) (Sept 20, 2016)

## **2.10 Financial Planning and Budgeting**

The annual budget for each fiscal year shall be conceived through a collaborative and iterative process beginning no later than January of the fiscal year prior for presentation to the congregation for approval at the annual meeting in June with prior approval of the Financial Stewardship Committee and full Board of Trustees. The Budget team shall be comprised of two members of the SLT, preferably the DFO and Minister, two members of the BOT, preferably the Treasurer and President, and two members from the Financial Stewardship Committee. The Budget team shall not fail to gain input from the heads of each Department with details from individual Staff and Ministry teams. Financial planning for any fiscal year shall not deviate materially from ESUC's bylaws or the Board's Ends priorities, risk fiscal jeopardy, or fail to be derived from a multiyear plan. The Staff Leadership Team may not jeopardize either programmatic or fiscal integrity of the Church organization. Accordingly, the Staff Leadership Team may not cause or allow budgeting or fiscal projections that:

1. Contain too little detail to enable credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions;
  2. Plan the expenditure of more funds than are conservatively projected to be received;
  3. Do not separately present a plan for capital expenditures and the means to pay for them;
  4. Deviate materially from Board-stated Ends policies including the mission and vision of the church, and;
  5. Fail to consider the Ends policies in allocating resources among competing fiscal needs.
- (September 20, 2005) (September 20, 2016)

## **2.11 Financial Condition and Activity**

With respect to the church's actual ongoing financial condition and activities, the Staff Leadership Team shall not cause or allow the development of fiscal jeopardy or material deviation of actual expenditures from Board priorities. Accordingly, the Staff Leadership Team may not:

1. Expend more funds than have been received in the fiscal year to date, including allowing cash to drop below the amount needed to settle payroll and debts in a timely manner;
2. Fail to inform the Board of any unexpected or undesignated income;
3. Fail to settle payroll and debts in a timely manner;
4. Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed;
5. Acquire, encumber, or dispose of real property;
6. Fail to appropriately pursue unpaid pledges after a reasonable amount of time;
7. Fail to aggressively pursue unpaid non-pledge receivables after a reasonable amount of time;
8. Allow the soliciting of donations or other fundraising by teams and committees, unless these have been pre-approved by the Board; (2016)
9. Receive, process, or disperse funds under controls insufficient to meet generally accepted standards. These standards shall minimally include the following:
  - a. All disbursements must be within board approved budget levels
  - b. Up to \$10,000, checks will be signed by two authorized signators
  - c. Over \$10,000, checks will be signed by (1) either board President, Vice President or Treasurer and (2) a Staff Leadership Team member
  - d. Emergency disbursements can be made by authorized signators, with immediate notification to board President and Treasurer
  - e. All contracts must be within board approved budget levels
  - f. All contracts must be reviewed by Financial Stewardship Committee after execution
  - g. Contracts up to \$10,000 may be signed by one Staff Leadership Team member
  - h. Contracts (including all mortgages or instruments of indebtedness) over \$10,000 must be signed by board President, Vice President or Treasurer
  - i. One Time Authority: Board may establish separate contract and disbursement policies for capital projects to insure timely, effective management of project.
  - j. At the end of each fiscal year, any ministry team, committee or fund, as well as their associated charters, (with the exception of Board Committees) which are in good faith deemed to be inactive by the Senior Leadership Team, will be dissolved and all associated fund balances will be distributed to the Operating Fund of the current or subsequent fiscal year, at the Senior Leadership Team's sole discretion. (April, 2016) (March 20, 2012) (September 20, 2005)(2016)

## **2.12 Asset Protection and Management**

To maintain stewardship of ESUC's assets, the Staff Leadership Team shall not allow the assets to be unprotected, inadequately maintained, or unnecessarily risked. Accordingly, the Staff Leadership Team may not:

1. Endanger the Church's public image or credibility, particularly in ways that would hinder accomplishment of its mission;
2. Fail to insure against theft and casualty losses to at least eighty percent of replacement value, and against liability losses to Board executive members, staff, and the Church organization;

3. Risk the nonprofit status or unnecessarily expose the Church, its Board, or staff to claims of liability;
4. Receive, process, or distribute funds under controls insufficient to meet the Board appointed reviewer's standards or other government standards;
5. Fail to arrange for regular conduct of outside reviews and professional investment advice;
6. Subject plant and equipment to improper wear and tear or insufficient maintenance;
7. Fail to protect intellectual property, information, and files from loss of significant damage, [excluding the work of called ministers of the Church, who are the sole owners of their intellectual property];
8. Invest operating capital in insecure instruments.  
(October, 2005)

### **2.13 Endowment Fund Limitations:**

The Staff Leadership Team shall not fail to interact with the Board's Endowment committee following the procedures of the Endowment committee charter. Accordingly, for funds given for the endowment fund, the Staff Leadership Team shall not fail to:

1. Assure gifted funds are received and deposited into the Endowment accounts;
2. Assure the Endowment and memorial gift funds are dispersed as directed by the Board approved procedures of the Endowment committee charter.

(May 16, 2006)

### **2.14 Acceptance of Restricted Gifts:**

The Staff Leadership Team shall not accept any gift with restrictions that are contrary to this Board policy, church's vision, mission, and ministry, Ends, or UU principles. Accordingly, the Staff Leadership Team shall not fail to:

1. Limit restricted funds to only Board pre-approved restricted funds;
2. Assure all accepted gifts are in alignment with the church's vision, mission, and ministry and policy Ends;
3. Explicitly state to donors of each restricted fund and each solicitation for a restricted fund that contributions received in excess of project needs, or after the project is completed or is otherwise inactive may be used for the general purpose of the church;
4. Report to the Board what fund receives the restricted gift.

(May 16, 2006) (Sept 20, 2016)

### **2.15 Authority to Create Ministry Teams**

The mission and activity of any ministry team shall be congruent with the Church's vision and mission, and shall be apparent to the Staff Leadership Team, the staff, the Board, other ministry teams, and the congregation. Accordingly, the Staff Leadership Team shall not:

1. Fail to be the appropriate and primary authority deciding to create a ministry team, including those serving and advancing the vision and mission of the Church;
2. Create a ministry team failing to articulate a clear mission congruent with the Church's mission and vision;
3. Fail to provide an annual review to the Board of each ministry team to assure their actions and language remains congruent with the Church's mission and vision;

4. Fail to disband or reorganize a ministry team that is incongruent in word or deed with the Church's mission and vision.  
(October, 2005)

### **2.16 Authority over Events and Sponsorship**

1. The Staff Leadership Team may not fail to be responsible to coordinate and manage the use of ESUC for events, programs, ministries or public witness to the benefit of ESUC and the communities the Church serves. Accordingly,

- a. The Staff Leadership Team shall not fail to assure church sponsored events, programs, ministries, or public witness are in sympathy with the Church's vision and mission and ministry. (April, 2009)
- b. Nor shall the Staff Leadership Team be capricious in their decisions or actions while exercising authority under this policy.
- c. The Staff Leadership Team shall not fail to accept being accountable to the Board in its oversight role for the decisions made and actions taken under this policy.  
(August, 2005)

2. The Staff Leadership Team shall be responsible to coordinate and manage the formal relationship of "sponsorship" between ESUC and third party non-profit organizations to the benefit of ESUC and the communities the Church serves. Accordingly,

- a. The Staff Leadership Team shall assure a Sponsorship Agreement is in place for each relationship with an outside non-profit group that is in accordance with this policy. Such an Agreement shall be in writing and include terms, dissolution, limitations, mutual benefits and responsibilities, and other provisions as necessary.
- b. The Staff Leadership Team shall assure all Sponsorship Agreements are in sympathy with the Church's Mission, Vision, and ministry. The Staff Leadership Team shall work with authorized church teams that request sponsorship of outside non-profit organizations which share their values and goals.
- c. The Staff Leadership Team shall not be capricious in their decisions or actions while exercising authority under this policy.
- d. The Staff Leadership Team accepts being accountable to the Board in its oversight role for the decisions made and the actions taken under this policy. Board approval required for all Sponsorship Agreements.
- e. The Staff Leadership Team shall especially be mindful of all existing ESUC Policies and Bylaws, including financial campus use Policies when entering into Sponsorship Agreements.  
(January 23, 2018)

### **2.17 Conflict of Interest:**

The Staff Leadership Team shall not cause or allow any conflict of interest in awarding purchases, contracts, or grants.

(May 16, 2006)

### **2.18 Communication and Counsel to the Board:**

In providing information and counsel to the Board, the Staff Leadership Team shall not permit the Board to be uninformed, misinformed, or unsupported in its work. Accordingly, the Staff Leadership Team shall not:

1. Fail to submit monitoring data required by the Board in a timely, accurate, and understandable fashion, directly addressing provisions of Board policies.
2. Fail to inform the Board in a timely manner of relevant needs, public policy initiatives, public events of the Church, and material changes that conflict with Board policy.
3. Fail to advise the Board if, in the Staff Leadership Team's opinion, the Board is not in compliance with its own policies.
4. As needed, fail to gather for the Board as many staff and external perspectives, and options for fully informed Board decisions.
5. Fail to report in a timely manner an actual or anticipated non-compliance with any policy of the Board.
6. Fail to bring to the Board items delegated to the Staff Leadership Team that are required by law, by-law, or contract to be Board-approved, along with the means to monitor the item.

(May 16, 2006)

### **2.19 Communication Outside the Congregation:**

In making public statements and in media relations, the Staff Leadership Team shall not cause or allow conditions or procedures, or decisions that fail to apply the standards of the Church's mission and Ends and Unitarian Universalist principles. Accordingly, the Staff Leadership Team shall not:

1. Fail to accurately reflect the official position of the congregation or Board when the congregation or Board has formally and explicitly adopted positions of record.
2. Infringe upon the fundamental principle of freedom of the pulpit.

(May 16, 2006)

### **2.20 Communication and Technology**

The Staff Leadership Team shall not fail to use all available and reasonable communication technologies, guided by prudence in the costs, administrative time, and maintenance of such technologies, to make available East Shore's mission and vision so that it may be accessed at any time.

(December 15, 2009)

## **3. GOVERNING PROCESS**

The Board of East Shore Unitarian Church will act to promote the accomplishment of the Church's vision, mission, and ministry, and strive to prevent unacceptable activities and conditions within the Church. (April 18, 2006)

### **3.1 Governing Style:**

The Board will govern with an emphasis on outward vision, encouragement of diverse viewpoints, strategic leadership more than administrative detail, clear distinction of Board roles and called Ministers' and staff roles, collective rather than individual decisions, the Church's future rather than its past or present, and forward-looking action rather than reaction. In this spirit:

1. The Board will focus chiefly on intended long-term effects or Ends, not on the administrative or programmatic means of attaining the Ends.
  2. The Board will cultivate a sense of group responsibility. The Board will expect a standard of excellence in governing. The Board will be the initiator of policy, not just a reactor to staff initiatives. The Board will use the expertise of individual trustees to enhance the ability of the Board as a body rather than to substitute individual judgments for the Board's values.
  3. The Board will direct, control, and inspire the Church organization through the careful establishment of Board-written policies reflecting the Board's values and perspectives about Ends to be achieved and appropriate means to reach the Ends.
  4. The Board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation, policy-making principles, respect of roles, and ensuring continuance of governance capability.
  5. The continuity of the Board's institutional memory will be ensured by continued Board development. One element will include orientation of new Trustees to the Board's governance process, as well as periodic discussion of process improvements.
  6. The Board will be accountable to the congregation and other stakeholders for competent, conscientious, and effective accomplishment of its obligations as a body. The Board will allow no Officer, Trustee-at-Large, or committee of the Board to hinder the fulfillment of Board commitments and responsibilities.
  7. Only the Board President or the President's designee may speak for the Board when interacting with the public, press, or other entities.
  8. The Board will monitor and regularly discuss the Board's own processes and performance.
- (April 18, 2006)

### **3.2 Board Contributions and Responsibilities:**

The work of the Board is to represent the congregants' interests in determining and expecting appropriate Church organization performance consistent with the Church's mission, vision, ministry. Accordingly:

1. The Board writes governing policies that provide direction and guidance for organizational decision:
  - a. Ends: Church organizational products, impacts, benefits, outcomes (what good for whom at what cost);
  - b. Staff Leadership Team Limitations: constraints on the Staff Leadership Team's authority that establish the boundaries within which all Staff Leadership Team activity and decision making must take place;
  - c. Governance Process: specification of how the Board conceives, carries out, and monitors its own work;

- d. Board–Staff Leadership Team Relationship: how power is delegated and its proper use assured; the Staff Leadership Team’s role, responsibility, authority, and accountability, and the Board’s support of the Staff Leadership Team;
  - e. Review and approve personnel practices, procedures, and rules in the East Shore Unitarian Church Personnel Manual.
2. The Board assures Staff Leadership Team performance accountability in accordance with policies in Section 2.  
(April 18, 2006) revised February 20, 2007

### **3.3 Board President’s Role:**

The President assures the integrity of the Board’s process and typically represents the Board to congregants and outside parties. Bylaw definition of presidential responsibility and authority always supersedes these policies, if there is a conflict.

1. The President’s responsibility is to assure the Board conducts its business consistently with regard to its own rules and those legitimately imposed upon it from outside the Church community:
  - a. Meeting discussion content will only include those issues that, in accordance with policy, belong to the Board to decide, unless specifically requested by the Staff Leadership Team;
  - b. Deliberation will be fair, focused, orderly, thorough, timely, and also efficient.
2. The authority of the President consists of making any decision on behalf of the Board that falls within or is consistent with Board policies on governance and Board-Staff Leadership Team relationship. The President is authorized to use any reasonable interpretation of the provisions in these policies:
  - a. The President is empowered to chair Board meetings, with all the commonly accepted authority and responsibility of that position;
  - b. The President’s authority does not extend to making decisions within Ends and Staff Leadership Team Limitations policy areas;
  - c. The President’s authority does not extend to supervising, interpreting Board policies for, or otherwise directing, the Staff Leadership Team;
  - d. The President may represent the Board to outside parties in announcing Board-stated positions and in stating presidential decisions and interpretations within the area(s) delegated to her or him;
  - e. The President may delegate this authority but remains accountable for its use.  
(April 18, 2006)

### **3.4 Board of Trustees Code of Conduct:**

The Board of Trustees commits itself and its members to ethical, church–like, and lawful conduct, including proper use of authority and demonstration of appropriate decorum when acting in the role of Board member. Accordingly:

1. Trustees must represent unconflicted loyalty to the interests of the congregation. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or staffs. This accountability supersedes the personal interest of any Trustee acting as an individual congregant.

2. Trustees must avoid any conflict of interest with respect to their fiduciary responsibility:
  - a. There shall be no self-dealing or any conduct of private business or personal services between any Trustee and the Church staff except as procedurally controlled to assure openness, competitive opportunity, and equal access to inside information;
  - b. When the Board is to decide an issue about which a Trustee has an unavoidable conflict of interest, that Trustee shall absent him/herself, without comment, from the deliberation and the vote;
  - c. Trustees may not use their positions to obtain employment for themselves, family members, or close associates. Should a Trustee desire employment, he/she must first resign from the Board;
  - d. Trustees will disclose their involvement: with organizations, vendors, or associations that might produce a conflict of interest.
3. Written policies in the four areas of governance—ends, limitations, governing style, Board-Staff Leadership Team relationship—adopted by majority vote of the Board, shall guide the exercise of authority over the Church organization. Individual trustees may not attempt to exercise authority over the Church organization. The Board will speak with one voice, solely through its adopted policies:
  - a. In interacting with the Staff Leadership Team or with staff, the Board member must recognize the lack of authority vested in individual members or subgroups of trustees, including committee, task force, or ministry teams, except when explicitly authorized by the Board of Trustees;
  - b. In interacting with the public, press, or other entities, Trustees, with the exception of the President, must recognize their lack of authority to speak for the Board of Trustees;
  - c. Trustees will make no judgments of the Staff Leadership Team or staff performance or give voice to such assessment, except as that performance is assessed against explicit Board policies by a formal Board evaluation process;
  - d. Trustees are encouraged to continually self-monitor their personal performance as trustees based on policies, qualifications listed in the Trustee position description and any other Board evaluation tools.
4. Trustees will respect confidentiality appropriate to issues of any sensitive nature.
5. Trustees will be properly prepared for Board deliberation.  
(April 18, 2006)

### **3.5 Board Committees**

The Board shall create such standing committees as are required by the By-Laws. It may create additional Board committees as it deems necessary for the effective operation of the Board.

1. The Board appoints all committee members and chairs.
2. All board committees shall have charters approved by the Board
3. The purpose of all Board standing committees is to assist the Board in the fulfillment of its responsibilities and obligations.
4. Board committees, while accountable to the Board, shall communicate freely with each other, the Staff Leadership Team and the congregation.
5. The Board shall meet at least annually with each Board Committee.
6. The Board will speak with one voice.

(November 16, 2010)

### **3.6 Cost of Governance:**

The Board of Trustees will prudently invest in its governance capacity.  
(September 3, 2010)

### **3.7 Executive Committee Role:**

The Executive Committee is comprised of the Officers of the Board and the Staff Leadership Team, who are non-voting ex officio members.

1. The committee is responsible for setting the agenda for monthly Board meetings, as well as coordinating congregational and special meetings.
2. The committee shall perform other duties delegated by the Board.
3. The committee may choose to meet in executive session as deemed necessary.

(April 18, 2006)

### **3.9 Communication with the membership and the congregation:**

Between the Board and the congregation dialog, discussion, conversation, communication, and hearing is paramount to the role of Governance as practiced by the Board.

1. The Board will actively seek feedback from congregants during the church year. The purpose of the feedback and dialog is to review the progress towards the ends and goals and review alignment with the vision and mission of the church.
2. The Board will share information regarding the mission, administration, and finances of the church with the congregation in an ongoing and timely manner.
3. The Board will not discuss confidential or executive session conversations with the congregation unless otherwise authorized by the Board.

Board members will always stand ready to hear the thoughts of congregants, and attempt to provide context, reflection, answers, guidance, or commentary, if response is appropriate. In all cases, Board members are asked to return to the Board with the congregational comments.  
(November 16, 2010)

### **3.10 Charters Required:**

All Committees, Task Forces, Core Teams, Ministry Teams and other groups (ex. ESJCC) must have a charter and revisit it annually to ensure that it is up to date and in alignment with ESUC policies and by-laws. (May 16, 2017)

## **4. BOARD-STAFF LEADERSHIP TEAM RELATIONSHIP:**

The Board's sole official connection to the operational organization, its achievements, and conduct will be through the Staff Leadership Team.

### **4.1 Definition of the Staff Leadership Team**

1. The Staff Leadership Team shall be defined by the Board, and currently consists of the called ordained Minister(s), the Director of Religious Education, the Director of Finance and Operations.

2. The Staff Leadership Team is responsible for program development, delivery, and operational procedures and practices. The Staff Leadership Team and program staff makes decisions about how things happen.
  - a. The ordained Minister(s) oversee all ministries and staff such as worship, social justice, pastoral care, denominational affairs of the church, partner church, women's perspective, and many others.
  - b. Other senior and program staff oversee specific areas: the Director of Religious Education oversees the faith development, the UU formation, of children and youth; the Membership Director oversees membership matters; and the Music Director oversees the music program of the church. The Director of Finance and Operations manages all our administrators, financial, and facility operations.
3. In the event a member of the Staff Leadership Team is unable to serve, the Staff Leadership Team will continue operating without that member unless the Board has designated a temporary replacement.  
(March 21, 2006) April 17, 2007

#### **4.2 Delegation to the Staff Leadership Team**

1. The congregation-in-meeting holds the polity of East Shore Unitarian Church. Those called or elected by the congregation-in-meeting to serve the church have equal access to that final authority. Called ministers and the Board, falling into that group, carry a simultaneous responsibility to deliver the church's program, to support the development of the church, to facilitate the operations of the church, and to achieve the church's vision, mission, and ministry. The Board generally delegates its responsibility for these purposes to the Staff Leadership Team while maintaining its trusteeship role. Called ministers, and others as the Board sees fit, serve on a Staff Leadership Team to explicitly accomplish these purposes and they are held accountable for their accomplishments. The Board strives to forge a linkage with the Staff Leadership Team that is deeply empowering and profoundly safe. This linkage is founded on Board policy, maintained by vigorous communication, and embodies Unitarian Universalist heritage and principles.
2. The Board generally confines itself to establish the topmost policies, leaving implementation and subsidiary procedure development to the Staff Leadership Team. Ends policies direct the Staff Leadership Team to achieve certain results; Staff Leadership Team limitations policies constrain the Staff Leadership Team to act within acceptable boundaries of prudence and ethics. All Board authority delegated to staff is delegated through the Staff Leadership Team; all responsibility, authority, and accountability of staff is to be phrased as the Staff Leadership Team's proper responsibility, authority, and accountability.
3. The Staff Leadership Team is authorized to establish all further procedures, make all decisions, take all actions, and develop all activities that are consistent with the Board's policies. The Board may, by extending or amending its policies, change areas of the Staff Leadership Team's authority, but will respect the Staff Leadership Team's choices so long as the delegation continues. While always respecting privacy, the Board may obtain information about activities in the delegated areas in order to assure the policies are as effective as intended.

4. The Board may change its policies and thereby change the boundaries of limitations given to the Staff Leadership Team. But as long as any particular delegation of authority is in place, the Board will respect and support the Staff Leadership Team's choices.
5. The Staff Leadership Team reports to the Board for overall achievement of East Shore Unitarian Church's mission, ends, and ministry, perhaps through the medium of their individual reports. Oral discussion of policy and governance should be a routine topic in Board meetings.
6. The Staff Leadership Team may not perform, allow, or cause to be performed any act that is contrary to explicit Board constraints (refer to Staff Leadership Team Limitations policies, section 2) on Staff Leadership Team authority.
7. Should a Staff Leadership Team member deem it necessary to violate Board policy, he or she shall inform the Board President, or another officer if the President is unavailable in a timely manner. Informing is simply to assure that no violation is intentionally kept from the Board; it is not to request approval. Board of Trustee response, either approving or disapproving, does not exempt the Staff Leadership Team member from subsequent Board judgment, nor does it impede any Staff Leadership Team member decision.
8. Staff Leadership Team authority does not extend to interpreting Board policies, or otherwise directing the officers, Trustees at Large, or Board committees or task forces according to Board policies. Nothing in this policy is intended to interfere with mutual interaction about individual understanding of policies.
9. The Staff Leadership Team performance is monitored rigorously, but only in comparison to criteria stated in policy.  
(March 21, 2006)

#### **4.3 Unity of Control:**

Only decisions of the Board acting as a whole body in Board meetings are binding on the Staff Leadership Team.

1. Decisions or instructions of individual Board members, officers, or committees are not binding on the Staff Leadership Team except in instances when the Board has specifically authorized such exercise of authority.
2. In the case of Board members or committees requesting information or assistance without Board authorization, the Staff Leadership Team can refuse these requests that require a material amount of staff time or are disruptive, as held and explained by the Staff Leadership Team.  
(March 21, 2006)

#### **4.4 Accountability of the Staff Leadership Team (SLT) and Transparency of SLT actions**

1. As the Board's official links to the operating Church organization, the SLT members are accountable for all organizational performance and exercise all authority transmitted into the Church organization by the Board via the Board's governing policies. Accordingly, the Board will hold the SLT accountable for:
  - a. accomplishment of Church Ends as stated in Board policies; (March, 2006)
  - b. keeping the Board apprised of ongoing progress on implementing church strategic goals.  
(April, 2014)

- c. appropriate use and delegation of authority. (March, 2006)
  - d. engaging in policy review and dialogue with the Board, and acting according to Church policy, Personnel Manual, and Bylaws; to the extent that a substantive issue related to institutional integrity or long-run viability or vitality of the Church cannot seem to be resolved through these means, the Staff member is expected to raise the issue with the Board President for appropriate next steps. (April, 2014)
2. A member of the congregation, a ministry team, or a standing committee may ask the Board to review a decision made by the SLT in order to clarify the Board's intent with respect to the applicable policy or to extend or change an existing policy. (April, 2009)
  3. With these responsibilities in mind, the SLT will engage in a review process with the Board on at least a yearly basis to assess both progress of SLT work and areas of that work and/or individual Staff development where new or additional Board support is needed. (April, 2014)

#### **4.5 Staff Leadership Team (SLT) – Board Relationship**

1. Goals: The sound covenantal relationship between Board and Staff Leadership Team (SLT) is defined by and is the focus of this section. The content of the SLT – Board relationship and discussions is grounded in effective governance, communication, operations, policy, actions by the SLT and Board, and leadership and serves the church community and work to accomplish the church vision, mission, ends, ministries, and Church Strategic Goals. The Church's Strategic Goals will be set on a yearly basis, decided upon through dialogue between the SLT and the Board.

Accordingly, when in engaged in action, review, and dialogue, all participants will: (April, 2014)

- a. assure that the work requested is worthy of the time it will take to accomplish;
  - b. empower the SLT to make management decisions, as described in policy section 2;
  - c. engage in full, clear, honest, and open 2-way communication;
  - d. develop a deep understanding of the Board-SLT relationship in the context of the church's current dynamics;
  - e. create and nurture substantive dialogue to deepen the Board—SLT bonds of trust and to improve the relationship.
2. Areas of focus: The participants will be mindful of the intended areas of focus for action, review, and dialogue activities, which include:
    - a. a focus that keeps clearly in mind the church's means and ends;
    - b. promotion of congregational dialogue that leads to whole-community consciousness of the well-governed, well-operated church;
    - c. using all reasonable means consistent with the covenantal relationship between Board and SLT to:
      - i. attend to the Board—SLT relationship,
      - ii. understand Board—SLT communications,
      - iii. understand SLT—Board interactions through the use of Board standing committees,
      - iv. resolve challenging issues.
  3. Metrics: Indications of success in the relationship-building, review, and dialogue process may necessarily be qualitative; in addition, numbers-based measures should be used when available. Measures of success may include:
    - a. Are communication channels open and in use? Are the communications full, clear, and

honest?

- b. Is church governance holistic, yet attentive to specific issues, themes, and human concerns?
- c. Is the church operated well, leading to a church environment conducive for excellent programming, without excessive churn and inefficiency?
- d. Generally speaking, is everything and everyone working well together?

4. Review of and dialogue about SLT-Board relationship: The goals of the relationship review process are to discover, establish, and strengthen common understandings and alignments. Dialogue, followed by open and thoughtful discussion, is recommended.

Much of the review and dialogue about this relationship will center on the covenant relationship fullness and health and should be guided by the following questions: are we appealing to our best selves; are we working in ways that use our best gifts; are we communicating fully, honestly, and transparently; are we filled with good will; are we assuming best intentions on the part of all involved?

(April, 2014)

## **Member Responsibilities Toward Each Other and Staff**

### **5.1 Disruptive Behavior**

While openness to a wide variety of individual perspectives and beliefs is one of the prime values held by our congregation and expressed in our denomination's purposes and Principles, we affirm the believe that our congregation must maintain a secure atmosphere for safely expressing beliefs and opinions. When someone threatens the physical or emotional well-being of an individual or of the community as a whole, the source of this threat must be addressed firmly and promptly. Any consequences for disruptive behavior, including the extremely rare loss of membership and exclusion from the premises and church activities will follow the Bylaws and Board Policies.

Disruptive behavior explicitly does not include respectful criticism of the Board of Trustees or of the staff by ESUC members.

The following shall be the restorative justice procedures and processes of East Shore Unitarian Church (ESUC) in dealing with disruptive behavior as referenced in Bylaw Article V, Section E (5):

1. When identifying, evaluating, and responding to disruptive behavior, staff, lay leaders, restorative justice groups, and members will consider these points in a reasonable manner:
  - a. SAFETY – What is the actual or perceived threat to the safety of any adult or child?
  - b. DANGEROUSNESS – How much of a threat or perceived threat to persons or property is occurring or has occurred?
  - c. CAUSES -- Why is the disruption occurring? Might there be a conflict between an individual and others in the church? Might it be due to personal issues or cultural misunderstandings?

- d. FUNCTION – How is this behavior causing an impairment to church activities?
- e. DISRUPTIVENESS - How much interference is occurring or has occurred to church functions?
- f. HISTORY – What is the extent, if any, of disruption caused in the past? Is there a pattern of disruptive behavior?
- g. INSTITUTIONAL INTEGRITY – How likely is it that this behavior will result in serious damage to the reputation of the church, congregation, and staff?
- h. OFFENSIVENESS - How likely is it that prospective or existing members or staff will be driven away or take legal action?
- i. PROBABILITY OF CHANGE – How likely is it that the problem behavior will diminish in the future?

2. If an immediate response is required, this will be undertaken by a member of the Staff Leadership Team (SLT). If an SLT leader is not available, then a lay leader, such as a Board Member, Committee or Ministry Team Chair or other responsible member, will take action. This action may include asking the person or persons exhibiting disruptive behavior to leave the area or suspending the meeting or activity until such time that it may be resumed without disruption. If further assistance is required, the Police Department may be called. Anytime any of these actions is undertaken without the SLT, a member of the SLT, must be notified; a follow-up letter detailing the disruption and the action taken should be distributed to the SLT, the Board President, and the appropriate restorative justice group.

3. Situations not requiring immediate response will be referred to the Board as per Bylaw Article V Section E (5), which will ask the people involved to engage in a restorative justice framework. The restorative justice group will respond in terms of their own judgment observing the following:

- a. Use agreed upon Church Covenant as acceptable behavior.
- b. Treat all people involved in a disruptive incident with respect, avoiding stereotypes and maintaining confidentiality.
- c. Use a restorative justice model or similar framework to evaluate and facilitate resolution of concerns.
- d. Meet with people involved in the disruptive incident in order to collect necessary information, determine the LEVEL of RESPONSE, and decide to whom the case should be referred.
  - i. LEVEL ONE. Identify ways that the issue can be addressed and damage to relationship can be repaired for the good of the community as a whole. Referrals might be made to the Minister, the Lay Pastoral Care Team, the Right Relations Facilitation Team, or similar resources.
  - ii. LEVEL TWO regarding NON-MEMBERS. Exclude the individual from specified church activities for a limited period of time. Provide them with reasons for exclusion and conditions of return.

- iii. LEVEL TWO regarding MEMBERS. Refer the issue to the Board requesting revocation of membership so that the person can be excluded from specified church activities for a limited period of time. Provide the Board with reasons for exclusion and recommend conditions for return. Copy the individual prior to any Board hearing.
- iv. LEVEL THREE regarding NON-MEMBERSs: Exclude the individual from the premises and all church activities permanently. Provide the person with reasons for exclusion, the parameters of the exclusion, and consequences for violation, and any recourse.
- v. LEVEL THREE regarding MEMBERS: Refer the issue to the Board, recommending revocation of membership, so that the person may be excluded from church premises and all church activities permanently. If the Board decides to accept the recommendation, the individual shall be informed of the exclusion, consequences of violation, their rights, and any possible recourse. See Bylaw Article V Section E (5).
- vi. LEVEL TWO and LEVEL THREE action may be appealed by a non-member to the Board by making a request in writing explaining why reinstatement is appropriate.

(June 19, 2018)

## **6. Review of Policies & Governance Cycle**

1. The Board shall consider a review of church policies and of the governance cycle, including operating, governing, systematic interactions, all policies, procedures, and practices.
2. A schedule of review of the church policies, and a means to accomplish that review in limited time, needs to be considered by the Board each year. Given the large number of church policies, the yearly review should be greatly influenced by the dynamics of the current church.
3. For the consideration of the governance cycle, policies must be reviewed and then discussed. Dialogue may include consideration of:
  1. Are the policies in alignment with the Church's mission, vision, and Ends?
  2. In the perception of the church members, are the policies generally achieving a desired result?
  3. Are the policies intended to be long-term?
  4. Is the SLT able to use the policies? Are they usefully guided by the limitations, ends, and relationships expressed in policy?
  5. Is a policy serving its intended purpose effectively and efficiently? What is missing from the policy, and why? Does policy need to be drawn to become more or less finely controlling, invented, or deleted?
  6. Does policy enhance or enable communication between the Board, the standing committees, the SLT, and the congregation?

(April, 2014)

## RECORD OF CHANGES

February 20, 2007, by unanimous vote of the Board  
Section 2.4, lines 30, 31, and 33 and 36  
changed references to policies to procedures, practices and rules, and referenced the related Personnel Manual  
Section 3.2, lines 17 and 18  
converted references to policy to references to practices, procedures, and rules

April/May 2007  
Senior Administrative Team to Senior Staff  
New section 3.8, communication  
Modified section 4.1, more about Senior Staff  
[PROPOSED] section 4.5, review and dialog, rather than sterile monitoring  
Additions of new graphics show partnerships and dialog, and governance.

November 16, 2010  
Replaced Section 3.5 with Section 3.6  
Replaced Section 3.8 with Section 3.9

March 20, 2012  
Replaced Section 2.11 (a) – (i)

February, 2014  
Changed references to Senior Staff to Staff Leadership Team

April 15, 2014  
Replace Section 4.4 – 4.5  
Added Section 5.0

May, 2016 (approved June 5 at annual meeting)  
Revised (list all the revised sections)  
Deleted addendum on the Sanctuary Improvement Project  
All changes were administrative maintenance to bring all policies up to date to reflect current practice.

May, 2017  
Addition Charters Required Policy 3.10.

December 19, 2017  
Policy 2.3 revised to add new part 2.3.2

January 23, 2018

Policy 2.16 Revised to add paragraph 2.16.2 regarding Sponsorship of Outside Groups

July 26, 2018

New Section 5. Member Responsibilities Toward Each Other and Staff added with new Disruptive Behavior Policy. Old Section 5 Review of Policies and Governance Cycle changed to become Section 6.