

# First Unitarian Church of Oakland Board Policies

## I. Preamble

This document, “First Unitarian Church of Oakland, Board Policies,” is the complete set of board policies in effect. This document is comprised of five sections:

- I. Preamble
- II. Ends
- III. Executive Role and Limitations
- IV. Board Role and Limits
- V. Board and Executive Linkage

*Preamble adopted October 25, 2005*

## II. Ends

The First Unitarian Church of Oakland embodies beloved community as an intentionally multigenerational, multiracial, multicultural, anti-oppressive Unitarian Universalist religious community. We work for spiritual and social transformation within, among, and beyond ourselves in support of our vision, mission, and ends.

### A. Transformation Within

Church members and friends discover and articulate personal spiritual growth. We lead lives of integrity and meaning that reflect our spiritual identity and values.

### B. Transformation Among

People of all ages who are part of our church community experience caring relationships which connect us to an ever wider circle of life. We use our collective gifts and learning to nurture and expand beloved community. We overcome barriers that divide the human family.

## C. Transformation Beyond

Our neighborhood, the city of Oakland, and the world community are more just and compassionate because of our prophetic role and ministries. We generously share our human and financial resources beyond the walls of our church. We support these ends by investing our resources equally among them.

*Ends Policy adopted May 2010*

## III. Executive Roles and Limitations

The Executive shall not cause or allow any practice, activity, decision, or organizational circumstance that is in violation of our Unitarian Universalist principles, in violation of our Bylaws, in violation of our Ends in violation of commonly accepted business and professional ethics, imprudent, or in violation of any laws. In case of conflict among the above limitations, the Executive shall abide by them in the order listed and inform the Board.

### A. Practices

**Shared Ministry** affirms the value and necessity of mutually affirmed visions, wisdom, capacities, skills and commitments of the laity and professional ministry in facilitating the mission of the congregation. The Executive shall not fail to:

1. Empower congregants directly affected by programs and decisions by communicating with them in a timely fashion and soliciting appropriate feedback.
2. Delegate decision-making and authority to the appropriate levels enabled by the use, maintenance, and availability of written policies, charters, and job descriptions.
3. When appropriate, engage concerned members of the congregation in an open conversation regarding its deliberations.
4. In approving use of the name "First Unitarian Church of Oakland" publicly to endorse or support a position, person or event:
  - i. Reserve use of the name for issues that reflect a core value of the church, and are not already endorsed by a local organization or coalition of which the church is a member;
  - ii. Ensure that the issue has broad though not necessarily unanimous congregational support;

iii. Support committees and councils in exercising their right to support a position; person or event using the name of the committee or council.

## **B. People and Personnel**

**Congregants:** With respect to interactions with and among congregants, the Executive shall not cause or allow conditions, procedures, or decisions that are unsafe, undignified, unnecessarily intrusive, that fail to provide appropriate confidentiality or privacy, or that fail to apply the standards of the Church's Mission and Ends and Unitarian Universalist principles. The Executive shall not:

1. Violate the confidentiality of member pledge amount information, except as required for gathering pledges.
2. Fail to establish, publicize and follow written policies for processing member concerns and suggestions.

**Staff and Volunteers:** With respect to the treatment of paid staff and volunteers, the Executive may not cause or allow conditions that are unfair or undignified or that fail to apply the standards of the Church's Mission and Ends and Unitarian Universalist principles.

The Executive shall not:

1. Discriminate against existing or potential staff based on race, creed, ethnicity, national origin, gender, physical disability, marital status, sexual orientation, or gender characteristics, identity or expression.
2. Subject staff or volunteers to unsafe or unhealthy conditions.
3. Fail to establish commonly accepted safe congregation policies and a disruptive persons policy.
4. Fail to post in a prominent place current, established, internal complaint procedures or prevent staff from using them.
5. Operate without written personnel policies that clarify personnel rules for paid and volunteer staff, and provide for effective handling of grievances.
6. Fail to ensure that paid staff receive written reviews annually.
7. Fail to ensure that Convenors and Team Leaders receive regular, individual support and feedback sessions.

**Compensation and Benefits:** With respect to compensation, employment, and benefits, the Executive shall not cause nor allow jeopardy to the fiscal integrity and public image of the Church. The Executive shall not:

1. Change the Executive's compensation, benefits, and allocated professional expenses established by the Board. Where the Board has provided that the executive shall receive the same benefits that other employees receive, the Executive does not violate this limitation when it changes the benefits that employees in general receive.
2. Promise or imply guaranteed employment.
3. Establish compensation and benefits which:
  - i. Provide less than (a) the minimum dollar amount for the position (or closest comparable position) specified in the UUA's most recent salary recommendations in effect for a congregation of the Church's size in Oakland, California, or (b) the minimum living wage specified in the "Oakland Living Wage Ordinance", Oakland, Cal. Municipal Code ' 2.28.030(A), as amended, whichever is greater, plus a basic level of benefits.
  - ii. Exceed the Church's ability to pay.
  - iii. Establish deferred or long-term compensation and benefits or long-term obligations (beyond one year in length) without approval of the Board.

*Amended August 22, 2006; February 24, 2009*

## **C. FINANCIAL MANAGEMENT**

**Budgeting:** Financial planning for any fiscal year or the remaining part of any fiscal year shall not deviate materially from the Bylaws of the Church, the Ends or risk financial jeopardy.

The Executive shall not fail to provide to the Board a balanced budget proposal by November.

**Financial Activities:** With respect to the Church's actual ongoing financial activities, the Executive shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from what is required to meet the Ends policies. Accordingly, the Executive shall not:

1. Expend or invest any funds restricted by the donor, the Board or the membership in a manner inconsistent with the restriction.
2. Indebt the Church in an amount greater than can be repaid by certain, otherwise unencumbered revenues within three months without prior approval of the Board.
3. Allow cash and liquid assets to be insufficient to meet payroll and debts in a timely manner.
4. Make any material purchase above 5% of prior year's actual revenue.
5. Violate contracts entered into by the Church without prior approval of the Board
6. Award any contract with a cost equal to or above \$10,000 without either securing competitive bids or getting approval from the Board for a sole source justification and approval.
7. Receive, process, or disburse funds intended for church use (e.g. collections, bookstore revenues, etc) or allow others to receive, process, or disburse such funds in a way that might reasonably allow the funds to be misappropriated.

*Amended January 27, 2009; February 24, 2009; November 23, 2010*

**Grants:** No one other than the Executive or express designees shall award any grant on behalf of the Church. The Executive and express designees shall not award any grant that fails to serve the Ends and avoid unacceptable Means. The Executive or express designees shall not:

1. Award any grant without express approval of the Board.
2. Fail to oversee the grant approval process.
3. Fail to collect, review and retain a written grant application.

4. Fail to collect, review and retain quarterly follow-up reports on grant activities.
5. Fail to consider the budgetary, staff, and facility impacts of the grant award.

**Spending Contracts:** No one other than the Executive or express designee, or the Board President (or Vice President, in the President's absence) shall execute any contract on behalf of the Church. The Executive and express designees shall not enter into any contractual arrangements that fail to serve the Ends and avoid unacceptable Means. The Executive or express designees shall not fail to seek legal advice, when necessary, to interpret and assess contractual terms.

*Approved April 23, 2006*

**Restricted Gifts:** The Executive shall not accept any gift with restrictions that are contrary to the standards of the Church's Mission, Ends and the Unitarian Universalist principles.

## **D. Asset Management**

**Property and Equipment:** The Executive shall not allow the assets or property of the Church to be unprotected, inadequately maintained or unnecessarily risked. The Executive or their express designees shall not:

1. Fail to adequately insure against theft and casualty losses at replacement value less reasonable deductible and/or co-insurance limits. This paragraph does not require insurance for earthquakes.
2. Fail to preserve our historic building and other property by:
  - i. Subjecting plant and equipment to improper wear and tear or insufficient maintenance.
  - ii. Selling, purchasing, encumbering, or disposing of real property without advance authorization from the Board.
  - iii. Allowing alterations to the property that would violate its status as a national and state Historic Landmark.
3. Unnecessarily expose the Church, the Board, or staff to claims to liability or risk the Church's non-profit status.

**Fiduciary:** The Executive shall not allow the fiduciary assets of the Church to be unprotected, inadequately maintained or unnecessarily risked. The Executive or their express designees shall not:

1. Fail to insure against corporate liability and personal liability of Board members and paid staff relating to Church business, taking into account pertinent statutory provisions for indemnification and exemptions applicable to California non-profit organizations.
2. Unnecessarily expose the Church, the Board or staff to claims of liability or risk the Church's non-profit status.
3. Fail to implement and adhere to this policy defining investment income and usage of funds:
  - i. It shall be the policy of the Church that the various Church funds be invested with a view to obtaining the maximum total return, from a combination of traditional income and appreciation of principal, including realized and unrealized capital gains, consistent with prudent concern for the preservation of principal. This policy may result in the investment of the Church's funds in a manner that will yield only modest traditional income.
  - ii. For those funds for which expenditures are limited to income, it shall be the policy of the Church to appropriate as income such reasonable portion of the net appreciation, realized and unrealized, in the fair value of the assets over the historic dollar value of the funds as may be available and necessary in order that the annual expenditures, including traditional income and appropriated appreciation, shall range from 4% to 6% of the value of the fund, as approved by the Board.
4. Invest operating capital in insecure instruments, including uninsured checking accounts or bonds or certificates of deposit of less than A (strong) rating (under Standard & Poor's rating system) or equivalent.
5. Fail to allocate Church investment funds in the following manner:
  - i. 25 to 35% in cash, bonds or the equivalent;
  - ii. 15 to 25% in a broad market index mutual fund;
  - iii. 15 to 25% in a growth mutual fund;
  - iv. 25 to 35% in individual stocks.

**Asset Utilization:** The Executive shall not fail to devote Church assets to endeavors that support the Ends and are congruent with Unitarian Universalist principles. The Executive or their express designees shall not:

1. Fail to use its best efforts to mobilize the Congregation and staff to fulfill the Church's Ends and Unitarian Universalist principles.
2. Fail to welcome the Oakland community into the Church's sanctuary and center.
3. Fail to use its best efforts to increase and diversify the membership of the Church

*Article 3 amended February 26, 2019*

## **IV. Board Role and Limit**

### **A. Purpose:**

The purpose of the Board of Trustees, on behalf of the Membership of the Church, is to see to it that the First Unitarian Church of Oakland (1) achieves the goals of its Mission Statement with appropriate use of its resources, and (2) avoids unacceptable actions and situations as defined in the Bylaws, the Ends and these Policies.

### **B. Governance:**

The Board will govern with an emphasis on vision, encouragement of diversity in viewpoints, strategic leadership more than administrative or programmatic detail, clear distinction of Board and Executive roles, collective rather than individual decisions, focus on the future while learning from the past and present, and proactively rather than reactively. In this spirit, the Board will:

1. Focus chiefly on Ends, not on the administrative or programmatic Means of attaining those effects.
2. Enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to policy making 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.
3. 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. Board members' interaction with the Executive or with staff must recognize the lack of authority in any individual member or subgroup of Board members.

4. Board members' interaction with the public, press, or other entities must recognize the same limitations and the similar inability of any member, except the President, to speak for the Board.

### **C. 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 ministers. Consequently, the “products” or job contributions of the Board shall be:

1. The link between the Church and its stakeholders.
2. Written governing policies that, at the broadest level, address each category of organizational decision.
3. Entering into contract with and determining the total cost of ministry, annual compensation, benefits, and professional expenses of a called minister.
4. The Board may keep a more detailed job description, to be updated from time to time, that will be used to inform prospective Board members of the current expectations of Board service.

*Section C amended August 22, 2006; December 15, 2009; September 28, 2010*

**D. Code of Conduct:** The Board commits itself and its members to ethical and business- like conduct, including proper use of authority and appropriate decorum when acting as Board members. Accordingly,

1. Board members 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 member acting as an

individual congregant.

2. Board members must avoid any conflict of interest with respect to their fiduciary responsibility.
3. There must be no self-dealing or any conduct of private business or personal services between any member and the Church except as procedurally controlled to assure openness, competitive opportunity, and equal access to "inside" information.
4. Board members must not use their positions to obtain for themselves, family members, or close associates employment within the Church.
5. Should the Church consider a member and/or member's family member for employment, she/he must temporarily withdraw from Board deliberations, voting, and access to applicable Board information. Should an offer of employment be made to a family member, the member must offer to resign from Board service.
6. Should a member be employed by the Church, or act as a paid consultant, the member must offer to resign from Board service.

#### **E. President's Role:**

The President assures the integrity of the Board's process, typically represents 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.
  - i. Meeting discussion content will only be those issues that, according to Policy, clearly belong to the Board to decide, not to the Executive.
  - ii. Deliberation will be timely, fair, orderly, and thorough, but also efficient, limited to time, and kept to the point.
  - iii. Roberts' Rules will be observed, except where the Board has superseded them.
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-Executive Relationship.

3. The President is empowered to chair Board meetings with all the commonly accepted power of that position (e.g., ruling, recognizing).

*Amended October 25, 2016*

**F. Childcare:** To enable parents to serve as members, the Board will provide funding for childcare services as necessary during monthly Board meetings and semi-annual Board retreats.

*Section F added May 27, 2003*

**G. Committees of the Board:**

The By-Laws enable and govern the establishment of Board Committees and Advisory Committees.

1. In establishing Advisory Committees, the Board will:
  - i. create a charter that includes the charge to the committee, the composition of the committee (including the number of committee members), and responsibilities.
  - ii. Inform the congregation of the committee's formation
  - iii. recruit committee members in a manner that
    - (a) establishes a clear path for interested congregants to apply.
    - (b) specifically considers under represented church constituencies
    - (c) seeks to populate the committee with members who have relevant interest and experience
2. Members of Advisory committees will be appointed by a vote of the entire Board

*Section G amended 2017*

**I. Stewardship:** The Board actively supports fundraising activities in order to enable the mission of the church and support accomplishing the church's ends. Accordingly, the Board will support stewardship by accomplishing the following:

1. The Board establishes a Stewardship Committee. The Executive shall recommend committee members to the Board for consideration.
2. Board members actively support the annual Stewardship Drive, as visiting stewards or by adopting other canvassing roles as needed, and actively participate in other fundraising efforts at the best of their ability.

3. Board members provide stewardship giving at the best of their ability.
  
4. Board members actively encourage new congregational members to pledge financial support at the time of membership. Board members present at new member gatherings the needs and expectations of stewardship by congregational members and ask that new members pledge for the current year if they have not already done so. Board members follow up as needed with new members to gain their stewardship pledge.
  
5. Board members participate and provide support and leadership as needed in all other fundraising activities.

*Amended January 7, 2012*

**J. Delegates:** Delegates to the Unitarian Universalist Association General Assembly and delegates to the Pacific Central District Assembly shall be appointed by the Board. Pledging members of the congregation who would like to serve may submit a written statement of interest co-signed by 5 other pledging members to the Board President by the 3rd Tuesday in March for the District Assembly, and the 3rd Tuesday in April for General Assembly. Delegates serve terms of one year, and are eligible for re- appointment.

*Adopted October 24, 2006*

**K. Complaints of violation of board policy:**

If a congregant believes that in resolving a complaint or inquiry the Executive has violated Board limitations or ends policies, the congregant may state in writing the nature of the violation and request to bring the matter to the Board. The Board may:

1. Inform the Executive in writing that a policy was violated and consider recommending corrective action.
  
2. Amend or eliminate the existing policy.
  
3. Create a new policy.
  
4. Determine that no policy was violated and no change needed.

*Section K added March 22, 2005*

**L. Treasurer's Role:**

The Treasurer takes responsibility for leading the Board in its fiduciary responsibility. Accordingly,

1. The Treasurer will take the lead on development of Executive Role and Limits policy that pertains to financial matters. This will include the following:

- i. Helping the Board discover its financial concerns;
- ii. Helping the Board convert those concerns into Limitations policy alternatives;
- iii. Ensuring that financial limitations policies are written in such a way that every Board member can easily understand them;
- iv. Developing monitoring strategies that ensure that these policies are being met.

2. The Treasurer will be available as a consultant to the Executive as it requests such consultancy in the following areas:

- i. Development of long-term financial plan;
- ii. Development of investment strategies;
- iii. Review of cash flow.

3. The Treasurer will involve other people, either Board members or not, to help meet these responsibilities as the Treasurer and Board feel is appropriate and necessary.

*Section L added April 25, 2006*

## **V. Board and Executive Linkage**

A. The Board will hold the Executive accountable for the operational organization, its achievements and conduct, and for operating to support the ends of the church as approved by the Board.

### **B. The Executive:**

The Executive shall be a team composed of the parish minister, the church administrator, and one, two, or three lay members appointed by the Board.

1. A lay member shall serve a one year term, renewable for no more than three years.
2. The Executive Team may establish operational teams or other structures as it deems appropriate and necessary in carrying out its duties.

*Amended July 26, 2016*

### **C. Unity of Control:**

Decisions of the Board acting as a body are binding on the Executive.

1. Decisions or instructions of individual Board members, officers, committees, or Church members are not binding on the Executive except in instances when the Board has specifically authorized such exercise of authority; when a Board officer is acting within their role; or when Board members, committees, or Church members are acting within a committee charter or charge, or authority already conferred by the Board.
2. In the case of Board members or Board committees requesting information or assistance without Board authorization or outside of their explicit charter or charge, the Executive may decline such requests that require, in the Executive's opinion, a material amount of staff time or funds, or are disruptive.

*Amended July 26, 2016*

### **D. Accountability of Executive Team:**

The Executive Team is the Board's principal link to operational achievement and conduct. Accordingly, the Executive Team and the Steering Committee will meet at least quarterly to review and assess progress and success with organizational and operational accomplishment and conduct.

*Amended July 26, 2016*

### **E. Communication and Support of the Board:**

The Executive shall not cause or allow the Board to be uninformed or unsupported in its work. The Executive shall not:

1. Fail to submit monitoring data required by the Board in a timely, accurate, complete, and understandable fashion.
2. Fail to present all other types of information to the Board in a manner that is timely, accurate, complete, concise, understandable, and facilitates decision-making.
3. Fail to inform the Board in a timely manner of relevant trends, public policy initiatives, anticipated adverse media coverage, material external and internal changes, staffing decisions, and particularly changes in the assumptions upon which any Policy has previously been established.
4. Fail to advise the Board if the Executive perceives the Board to be out of compliance with its own policies on Governance Process and Board-Executive Linkage, particularly in the case of Board behavior that is detrimental to the working relationship between the Board and the Executive.
5. Fail to recommend changes in Policies, the need for which become known to them.
6. Fail to deal with the Board as a whole except when fulfilling individual requests for information, or responding to members duly charged by the Board.
7. Fail to report in a timely manner an actual or anticipated noncompliance with any policy of the Board.

**F. Delegation to the Executive:** The Board's job is generally confined to establishing policies, leaving implementation and procedure development to the Executive.

*Amended July 26, 2016*

**G. Monitoring Executive Team Performance:**

Systematic and rigorous monitoring of Executive Team performance will be in light of the expected Executive job outputs: organizational accomplishment of policies, and operational accomplishments as established in section on Executive Roles and Limitations.

1. Monitoring is to determine the degree to which Policies are being met and the Executive's own established procedures are being followed. The Board will acquire monitoring data by one or more of three methods:
  - i. By internal report, in which the Executive discloses compliance information to the Board;

ii. By external report, in which an external, disinterested third party selected by the Board assesses compliance with Policies;

iii. By direct Board inspection, in which a designated Board member or members, or the Board as a whole, assess compliance with the appropriate policy criteria. In every case, the standard for compliance shall be any reasonable Executive interpretation of the Policy being monitored.

2. All policies that instruct the Executive will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule.

#### **H. Board and Executive Complaint and Inquiry Process:**

Complaints and inquiries shall be handled in accordance with the Church's Mission as stated in the Ends policies that encourage direct and open communications. The Board expects the Executive to resolve complaints and inquiries directly with the impacted party/ies, and to that end, the Executive will publish a complaint and inquiry process prominently in the Church and on the website. In the event a member or group believes the Executive resolution to a complaint or inquiry has violated current policy or is inconsistent with the Ends, the issue can be forwarded for consideration as a Board agenda item.

#### **I. Monitoring Board Performance:**

The Board systematically will monitor its own performance, relative to its Governance Process and Board-Executive Linkage policies, by including a portion of these policies for review semi-annually.



## Schedule of Regular Monitoring by Board as of 06.25.19

Report	Timing (due before Board's meeting of month indicated)	Content
Operations Team	Monthly and Annually (May)	Noteworthy matters in previous month related to Executive Roles and Limitations, Ends, Church Strategic Plan, policy issues, and any important issues that need to be addressed or reported - particularly in relation to policy governance
Monitoring Report prepared by the Board	Annually (March).	Presented at Annual Congregational Meeting. Measures how well the church is achieving its Ends
Budgeting -prepared by the Finance Team	Annually (October-December)	Present budget assumptions in October, preliminary budget in November, and final budget in December for approval
Financial Activities – Finance Team	Quarterly or as needed -May for Quarter 1 -August for Quarter 2 -November for Quarter 3 -February for Quarter 4	Includes information that enables the Board to measure compliance with financial policies
Asset Management/ Building Utilization prepared by the Operations Team	Annually (March)	Measures compliance with Section III, D Asset Management, "Property and Equipment".
Reports from Advisory Committees - JTW, CoSM, CoRR (Committee on Right Relations)	Annually (March), and as requested by Board.	Noteworthy matters from previous month related to focal areas and any important issues that need to be addressed or reported. Reports should be aligned to FUCO Mission and Vision.
People and Personnel – Personnel Committee	Annually (June) – request that Personnel Committee review evaluation process. Monthly – grievances of staff or volunteers from previous month	Personnel Committee reviews summary evaluations of staff. Reports to Board that the evaluation process has been followed properly by the evaluators.
Urgent Matters	As needed	When the Operations Team concludes that the Board should be informed of a significant development sooner than the next regular report, the Operations Team shall, in a timely manner notify, the Board of the development by Email and/or <i>Basecamp</i> , and also include the item in the next scheduled report.

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