FIRST UNIVERSALIST CHURCH OF DENVER
BOARD OF TRUSTEES GOVERNANCE PROCESS POLICIES

I. **General Purpose of the Board.** The general purpose of the Board of Trustees ("Board"), on behalf of the members and other stakeholders ("Stakeholders"), of the First Universalist Church of Denver ("Church"), is to see to it that the Church achieves what it should achieve and that Church avoids unacceptable actions and situations.

II. **Governing Style of the Board.**

A. The board will govern with an emphasis on:

1. Vision rather than internal preoccupation,
2. Encouragement of diversity of viewpoints,
3. Strategic leadership more than administrative detail,
4. Clear distinction between Board and Senior Minister roles,
5. Collective rather than individual decisions,
6. The future rather than the past or present, and
7. Being proactive rather than reactive

B. In order to accomplish this governing style, the Board will act as follows:

1. The Board will cultivate a sense of group responsibility.
   a. The Board will use the knowledge of its members to enhance its ability to function as a body.
   b. The Board, is responsible for excellence in governing and is the initiator of policy.
   c. No officer, individual, or committee of the Board will be allowed to hinder or excuse for the Board not fulfilling its commitments.

2. The Board will inspire and lead the Church.
   a. Major policy focus will be on the future of the Church, not on the administrative or programmatic means of attaining the Ends.
   b. Written policies will reflect the Board’s values and perspectives.
      i. Values and perspectives can be developed through surveys, meetings with Stakeholders to gather information, and by visioning discussions at Board meetings.
c. From time to time a Board ad hoc committee may be established to study attitudes, interests, and values of the Stakeholders.

3. The Board will enforce upon itself the discipline needed to govern with excellence.
   a. Board discipline will apply to matters such as attendance, preparation for meetings, policy making principles and respect for defined roles.
   b. When a Board member is concerned about a Board discipline matter, he or she will raise that issue and seek resolution.

4. The Board will regularly monitor and discuss its process, performance, and norms.
   a. Selected Board meeting agendas will include time for this purpose.
   b. A Board member or committee of members of the Board will be appointed by the Board to at least quarterly, focus the Board’s attention on monitoring and self-evaluation.

5. The Board will deliberate in many voices, but govern with one voice.

III. **Board Job Description.** The Board is committed to producing the outcomes necessary to connect the Stakeholders to the performance of the Church. In order to accomplish this mission, the Board will perform as follows:

   A. Produce the link between the church and its Stakeholders.
   
   B. Create written policies to address the four categories of governance:
      1. Ends - Organizational products, effects, benefits, outcomes, recipients, and their cost or relative worth; what good for what recipients at what cost.
      2. Senior Minister Limitations - Constraints on authority that establish the prudent and ethical boundaries within which all Senior Minister activity must take place.
      4. Board Staff Linkage - How authority and responsibility are delegated to the Senior Minister, and how they are monitored.
   
   C. Assure organizational performance with the Senior Minister with respect to Policy III B above.
   
   D. Establish an agenda for congregational meetings.
   
   E. Appoint and specify the duties of a church member, who is not a Board member, to be the Board’s financial Liaison to the Senior Minister and the Finance Committee.
1. A written financial report will be presented to the Board, by the Financial Liaison, at least quarterly.

F. Approve the Church’s delegates to the UUA General Assembly, the Pacific Western Region, the Mountain Desert District, and other organizations as required.

G. Accomplish its work by establishing and following an annual cycle based on an agenda for the year.

1. The cycle will begin each year on the first day of July and end on the last day of June so that planning and budgeting by the Senior Minister can be based on the Board’s most recently approved version of the Ends policies.

2. The cycle will begin with the development of an agenda for the next year which will include the following.

   a. Consultations with selected groups of Stakeholders, or other methods of gaining Stakeholder input, will be scheduled and arranged in the first quarter and held during the balance of the year.

   b. Governance education for Board members will be arranged in the first quarter and held during the balance of the year.

   c. A training session for newly elected Board members will be included in June.

   d. [omitted]

   e. A Board will retreat will be scheduled in July or August and other similar retreats will be held throughout the church year as needed.

   f. Senior Minister monitoring and evaluation will be scheduled and coordinated with the Committee on Ministry.

   g. The Board will determine Senior Minister remuneration.

IV. **Moderator’s Role.** The Moderator assures the integrity and fulfillment of the Board’s process and, as provided herein may represent the Board to outside parties.

A. The Moderator will assure that Board’s behavior will conform with its own policies and the Church Bylaws.

1. Meeting discussion will relate only to issues that, according to Board policy, belong to the Board.

2. Deliberation will be fair, open, and thorough, but also timely, orderly, and to the point.

3. Robert’s Rules of Order will be observed.
B. In making decisions that are in the purview of the Moderator, as provided for in these policies, the Moderator is authorized to use any reasonable interpretation of these provisions in these policies.

1. The Moderator is empowered to chair Board meetings, with all the commonly accepted power of that position. In the absence of the Moderator at a meeting, the Board will select one of its members to conduct the meeting.

2. The Moderator has no authority to make decisions about policies created concerning Ends and Senior Minister Limitations. The Moderator has no authority to supervise or direct the Senior Minister or staff members.

3. The Moderator may represent the Board to outside parties in announcing Board stated positions and in stating chair decisions and interpretations within the powers delegated to him or her.

4. The Moderator may delegate authority but remains accountable for its use.

5. The Moderator, with the Secretary, will prepare an agenda for Board meetings.

V. Secretary’s Role. The Role of the Board’s Secretary:

A. The Secretary will see that the proper records are maintained and that proceedings of the Board are regularly reported and become the property of the Church.

B. The Secretary will prepare and distribute meeting agendas, minutes, and other information that may be required for Board meetings.

C. In the absence of the Secretary at a meeting, the Board will select one of its members to perform the duties of the Secretary.

VI. Board Members’ Code of Conduct. The Board commits itself and its members to ethical, businesslike, and lawful conduct, including the proper use of authority and appropriate decorum when acting as Board members. The Board shall abide by and conduct themselves in accordance with good corporate practices applicable to boards of corporations generally. These practices include, without limitation:

A. When acting as a Board, Board members must exercise independent judgment for the benefit of the Church and in the interests of the Stakeholders. Board members are not elected to represent any particular advocacy or interest groups.

B. Board members will work within the Board’s covenant and the Bylaws of the Church.

C. Members must disclose any actual or potential conflicts of interest in accordance with their fiduciary responsibilities. When the Board is to decide upon an issue about which a Board member has an unavoidable conflict of interest, a majority of the remainder of the Board present may require such action or adopt such procedures as are consistent with good corporate governance practices, including, without limitation, excluding the member from deliberation, the meeting, or the vote.

D. Members will respect the confidentiality appropriate to issues of a sensitive nature.
VII. **Board Committee Principles.** Board committees, when used, will be assigned as so as to reinforce the Board’s job, not to interfere with the relationship between the Board and the Senior Minister.

A. Expectations and authority will be carefully stated in a written charge to the Committee, in order not to conflict with authority delegated to the Senior Minister.

B. Board committees may not speak or act for the Board except when formally given such time limited authority for specific purposes.

C. Board committees cannot exercise authority over staff members.

D. A Board committee that has helped the Board create policy on a topic will not be used to monitor performance on that topic.

E. This policy applies to committees that are formed by Board action. It does not apply to committees formed under authority of the Senior Minister.

VII. **Cost of Governance.** Because poor governance costs more than learning to govern well, the Board will invest in its governance competence.

A. Board skills, methods, and supports will be sufficient to assure governing with excellence.

1. Training will be used liberally to orient candidates for election to the Board and new Board members, as well as to maintain and increase the knowledge and skills of present Board members.

2. Monitoring assistance will be arranged as needed so that the Board can exercise confident control over organizational performance.

3. Outreach mechanisms will be used as needed to ensure the Board’s ability to understand Stakeholder concerns, viewpoints, and values.

B. Investment in Governance

1. The Board will provide in its budget request funds for training, attendance at conferences and workshops, third-party monitoring of organizational performance, surveys, focus groups and other opinion analyses.