

**GOVERNING POLICIES
FIRST UNITARIAN CHURCH OF SALT LAKE CITY
Adopted by
THE BOARD OF TRUSTEES
November 9, 2015**

The First Unitarian Church of Salt Lake City, Utah has been deeply committed to liberal religious thought and action since 1891. The Church's core values are inclusion, compassion, engagement, human responsibility, and celebration. Its Mission is:

"First Unitarian Church nurtures and challenges the spiritual and intellectual journey for all generations and actively engages in building a progressive and just world."

Section 1 ENDS

Through pursuit of the Church Mission and cognizant of the Church's moral ownership -- all those who engage on behalf of the Church's Mission -- the Board of Trustees strives to achieve the following Ends:

1.1. Within

Everyone who comes to First Unitarian Church will experience joyous celebration, spiritual growth, a search for meaning, and intellectual stimulation.

1.2. Among

The congregants of First Unitarian Church create a supportive, caring, accepting, celebratory community where everyone feels valued.

1.3. Beyond

First Unitarian Church opens possibilities for everyone to respond to the prophetic call to create a just and equitable world.

Section 2 SENIOR MINISTER ADMINISTRATIVE RESPONSIBILITIES

2.0. The Senior Minister is the head of staff of the Church. The bylaws of the Church, Articles VIII and IX, require that the Senior Minister be responsible for all aspects of Church life and administration. In this role the Senior Minister may do anything to help the Church fulfill its Mission within the boundaries of the Church bylaws, the principles of the Unitarian Universalist Association of America, and the Governing Policies adopted by the Board of Trustees.

2.1. Global Executive Requirement

The Senior Minister shall seek to assure that any Church practice, activity, decision, or circumstance is consistent with Unitarian Universalist principles and is lawful, prudent, and consistent with professional ethics and commonly accepted business practices.

2.2. Treatment of Congregants

2.2.1. With respect to interactions with congregants, the Senior Minister shall promote and support conditions and practices that are safe, respectful, and provide appropriate confidentiality and privacy.

2.2.2. The Senior Minister shall provide and maintain mechanisms for communication of congregation activities, actions, and information to and among congregants.

2.3. Treatment of Staff

With respect to the treatment of paid and volunteer staff, the Senior Minister shall promote and support conditions and practices that are safe, clear, respectful and professional.

Accordingly, the Senior Minister shall:

2.3.1. Operate with written personnel rules which: (a) clarify rules for staff, (b) provide for effective handling of grievances, and (c) protect against wrongful conditions, such as nepotism, preferential treatment for personal reasons, and discrimination as prohibited by law.

2.3.2. Allow staff members non-disruptive expressions of disagreement.

2.3.3. Allow staff to take grievances to the Board when (a) internal grievance procedures have been exhausted or (b) the employee alleges that Board policy has been violated to his or her detriment.

2.3.4. Acquaint staff members with the Senior Minister's interpretation of their protections under this policy.

2.4. Compensation and Benefits

With respect to employment, compensation and benefits to employees and independent contractors, the Senior Minister shall maintain fiscal integrity and shall strive for fair compensation and benefits. Accordingly, the Senior Minister shall:

2.4.1. Inform staff that employment with the Church is neither permanent nor guaranteed;

2.4.2. Establish compensation and benefits that are commensurate with the geographic or professional market for the skills employed and with UUA guidelines;

2.4.3. Secure Board and congregational approval before changing his or her own compensation and benefits;

2.4.4. Assure that the terms of financial obligations are consistent with annual revenue projections and do not exceed one year; and

2.4.5. Maintain benefits that assure predictable and equitable situations that:

2.4.5.a. Remain within the boundaries of the approved budget and

2.4.5.b. Provide a basic level of benefits to all employees who qualify; although, differential benefits to encourage longevity and to reflect market conditions or other appropriate factors are allowed.

2.4.6 The Senior Minister shall provide the staff with opportunities for professional growth and development where appropriate to their mission in the congregation.

2.5. Financial Planning and Budgeting

Financial planning for any fiscal year or the remaining part of any fiscal year shall reflect and support the Board's objectives and a documented multi-year staffing and financial plan.

Accordingly, the Senior Minister shall direct budgeting which:

2.5.1. Includes credible projection of revenues and expenses, separation of capital and operational items, cash flow, integrity of accounts, and disclosure of planning assumptions;

2.5.2. Plans the expenditure in any fiscal year only of funds that are conservatively projected to be available in that period;

2.5.3. Provides sufficient funding for Board prerogatives during the year as set forth in the Cost of Governance Policy; and

2.5.4. Includes a repayment plan for loans from congregational endowments.

2.6 Financial Condition and Activities

With respect to the Church's actual, ongoing financial condition and activities, the Senior Minister shall maintain financial integrity with expenditures that reflect Board priorities established as Church objectives, the annual budget, and a documented multi-year staffing and financial plan.

Accordingly, the Senior Minister shall:

2.6.1. Assure that encumbrances of unrestricted reserves or any use of credit does not exceed 60 days or the end of the Fiscal Year, whichever comes first, unless an extension is authorized by the Board;

2.6.2. Use or borrow from any long term, dedicated reserves or accounts, including endowment funds, or any budgeted contingency fund, only as directed by the Board;

2.6.3. Settle payroll and accounts payable in an accurate and timely manner;

2.6.4. Commit to expenses of a future fiscal year budget only as directed by the Board;

2.6.5. Acquire, encumber or dispose of real property, only within a plan approved by the Board;

2.6.6. Pursue receivables, including pledges, after a reasonable amount of time, and report to the Board with regard to such receivables;

2.6.7. Present the Board with a plan and request for Board approval for spending unanticipated, unrestricted gifts and bequests that total more than \$5,000 in any one quarter; and

2.6.8. Establish procedures and controls that meet generally accepted standards for receiving, processing, or disbursing funds.

2.7. Asset Protection

The Senior Minister shall protect and adequately maintain Church assets of which he or she has control.

To this end, the Senior Minister shall:

2.7.1. Report to the Board on the investing and maintaining of congregational funds and endowment funds;

2.7.2. Develop and implement policies for building usage by members, staff, and by others, including fund-raising events, that are consistent with the congregation's Mission and the Board's established Church objectives, that give priority to use by members and staff, and that protect the integrity and cleanliness of Church buildings and grounds;

2.7.3. Develop and implement policies that permit the fullest practical use of the building and grounds by persons with physical disabilities;

2.7.4. Develop and implement policies and procedures for reviewing, approving, and reimbursing expenses incurred by members and staff on behalf of the Church;

2.7.5. Assure that the use of Church funds and accounts preserves the Church's tax-exempt, not-for-profit status under federal and state laws;

2.7.6. Adequately insure against theft and casualty losses at replacement value;

2.7.7. Secure at least two competitive bids for any purchase of over \$2,500.00; and

2.7.8. Protect intellectual property, information, and files from loss or significant damage, and apply appropriate documentation and retention standards.

2.8. Grants and Contracts

The Senior Minister may enter into any grant or contract arrangement on behalf of the Church that advances Church objectives, Ends, and mission.

Accordingly, the Senior Minister shall :

2.8.1. Inform the Board with sufficient prior notice of any plan or decision to solicit or terminate a grant or contract that will have a significant impact on programs or that will be in effect for more than one year;

2.8.2. Adequately assess the qualifications and capacity of a grantor or contractor to fulfill their responsibilities as identified in a grant or contract; and

2.8.3. Administer a grant or contract in a business-like manner that will avoid the appearance of favoritism and/or nepotism.

2.9. Gift Acceptance

The Senior Minister may accept any gift to the Church that does not impose restrictions that are contrary to the standards of the Church's Mission, Ends, and/or Unitarian Universalist Principles.

Accordingly, the Senior Minister shall:

2.9.1. Develop a gifts acceptance policy;

2.9.2. Direct undesignated, unexpected gift income into the appropriate accounts;

2.9.3. Invest the gifts and bequests in liquid, short-term investments as appropriate; and

2.9.4. Discourage any restricted gift with the exception of physical plant improvement projects approved by the Board.

2.10. Communication and Support to the Board

The Senior Minister shall inform and support the work of the Board.

Accordingly, the Senior Minister shall:

2.10.1. Submit data requested by the Board in a timely, accurate and understandable fashion, directly addressing provisions of Board policies and Church objectives;

2.10.2. Advise the Board if, in the Senior Minister's opinion, the Board is not in compliance with its own policies on governance process and Board-Senior Minister linkage, particularly in the case of Board activity which is detrimental to the work relationship between the Board and the Senior Minister;

2.10.3. Provide a mechanism for official Board, officer or committee communications;

2.10.4. Deal with the Board as a whole except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the Board;

2.10.5. Report in a timely manner an actual or anticipated noncompliance with any policy of the Board; and

2.10.6. Supply for the Board's meeting agenda all items delegated to the Senior Minister yet required by law or contract to be Board approved.

2.11. Executive Absence

To prevent loss of Senior Minister services, the Senior Minister shall have at least one staff person sufficiently familiar with Board and executive issues and processes to

enable that person to take over administrative duties with reasonable proficiency as an interim successor.

2.12. Executive Well-Being

The Senior Minister shall provide adequately for his or her well-being and spiritual care.

Section 3 BOARD RESPONSIBILITIES AND LIMITATIONS

3.0 The Board of Trustees shall serve as the governing body of the Church. The purpose of the Board, on behalf of the moral ownership of the Church, is to provide the Church with appropriate results at an appropriate cost and to avoid unacceptable actions and situations.

3.1. Standards of Conduct

Members of the Board of Trustees, acting on behalf of the congregation, shall at all times be loyal to the Church and its Mission and shall discharge their powers and responsibilities:

- * in good faith;
- * with the care a prudent person in a like position would exercise under similar circumstances; and
- * in a manner each trustee reasonably believes to be in the best interests of the Church.

3.2. Governing Principles

The Board will govern with emphasis on:

- * outward vision,
- * open and candid deliberations,
- * collective rather than individual decisions,
- * shared responsibility for decisions,
- * strategic leadership more than administrative detail,
- * sharing in the ministry of the Church,
- * a clear distinction between Board and Senior Minister roles,
- * the future while learning from the past and present,
- * Long-term visioning, while in conversation with the congregation. Accordingly,

3.2.1. The Board will be responsible for excellence in governing. The Board will cultivate a sense of group responsibility. The Board will use the expertise of individual members to enhance the ability of the Board as a body rather than to substitute individual judgments for the Board's values. The Board will allow no officer, individual, or committee of the Board to hinder or be an excuse for not fulfilling Board responsibilities.

3.2.2. The Board will govern the Church by directing the Senior Minister through written policies reflecting the values of the Board as informed by the values, Mission, and Ends of the Church, and the objectives to be achieved.

3.2.3. 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. In accordance with this discipline, the Board will address a topic or issue only after it has answered these questions:

- * Whose issue is this, Senior Minister or Board? Is the issue about Ends or means? If it is about means, does the issue affect Ends in a significant way? If so, then the Board will determine the broadest way to address the issue so that it is still under existing Board policy;
- * Has the Board dealt with this subject in a policy? If so, what has the Board already said on this subject? How is this specific issue related? If the Board has already addressed the matter, does the Board wish to change what it has already said?

3.2.4. Continued Board development will include orientation of new Board members in the Board's governance process.

3.2.5. The Board will monitor and discuss the Board's own process and performance at each Board meeting. The Board will regularly discuss process improvements and implement those improvements as needed.

3.3. Board Job Description

The Board determines and demands appropriate organizational performance, as informed by and on behalf of the Church's moral ownership. Accordingly,

3.3.1. The Board is the organizational link between the Senior Minister and the congregation.

3.3.2. The Board will produce written governing policies that, at the broadest levels, address each category of organizational decision:

3.3.2.a. Ends: The difference the Church makes in the world;

3.3.2.b. Senior Minister Administrative Responsibilities: Senior Minister authority to establish the prudent and ethical boundaries within which executive activity and decision-making must take place;

3.3.2.c. Board Governance: Specification of how the Board conceives, carries out, and monitors its own tasks; and

3.3.2.d. Board-Senior Minister Linkage: how authority is delegated and its proper use monitored.

3.3.3. The Board will assure Senior Minister performance in compliance with described Church objectives and Senior Minister Administrative Responsibilities policies.

3.4. Annual Work Plan

The Board will develop and follow an annual work plan that enables the board to fulfill its job responsibilities according to its governing principles. The work plan will include:

- 3.4.1. Re-exploration of Ends statements with congregants, lay-leaders and the Senior Minister in regular dialogue;
- 3.4.2. Establishment and prioritization of Church objectives;
- 3.4.3. Systematic monitoring and review of Board policies and Church objectives including those set forth in the Board-Senior Minister Linkage;
- 3.4.4. Education and enrichment opportunities that enhance Board performance; and
- 3.4.5. Education and communication to enhance the congregation's understanding of policy-based governance.

3.5. Role of the President

The president of the Board ensures the integrity of the Board's process and represents the Board to congregants and outside parties. Accordingly,

- 3.5.1. It is the responsibility of the president to ensure the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
 - 3.5.1.a. Board discussions will regard only those issues which, according to Church bylaws and Board policy, clearly belong to the Board to decide, not the Senior Minister.
 - 3.5.1.b. Deliberations will be fair, open, and thorough, but also timely, orderly, and kept to the point.
- 3.5.2. The authority of the president consists in making decisions that fall within the policies in Board Governance and Board-Senior Minister Linkage, except where the Board specifically delegates portions of this authority to others. The president is authorized to use any reasonable interpretation of the provisions in these policies.
 - 3.5.2.a. The president presides at all business meetings of the congregation.
 - 3.5.2.b. The president is empowered to chair Board meetings, with all the commonly accepted authority of that position.
 - 3.5.2.c. The president has no authority to make decisions about policies created by the Board within Ends and Senior Minister Administrative Responsibilities policy areas. Therefore, the president has no authority to supervise or direct the Senior Minister.

3.5.2.d. The president may represent the Board to outside parties in announcing Board-stated positions and in stating the president's own decisions and interpretations within his or her authority.

3.5.2.e. The president may delegate this authority to another Board Member, but remains accountable for its use.

3.6. Role of the Secretary

The Board secretary shall ensure the integrity of the Board's documents. Accordingly:

3.6.1. The secretary shall keep records and minutes of all meetings of the congregation and of the Board, post the minutes and notices of meetings, and publish actions of the Board in Church newsletters. In pursuit of these duties the Board may make arrangements to engage clerical assistance.

3.7. Board Members' Code of Conduct

The Board members commit to ethical conduct, including proper use of authority and appropriate decorum when acting as Board members. Accordingly,

3.7.1. Members will disclose their involvement with other organizations, with vendors, or with any other associations that might produce a conflict of interest.

3.7.2. Members must represent loyalty to the interests of the Church. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or staffs. It also supersedes the personal interest of any Board member acting as a consumer of the Church's services.

3.7.3. Members must avoid conflict of interest with respect to their fiduciary responsibility.

3.7.3.a. There must be no self-dealing or any conduct of private business or personal services between any Board member and the congregational staff except as procedurally controlled to assure openness, competitive opportunity, and equal access to inside information.

3.7.3.b. When the Board is to decide upon an issue about which a Board member has an unavoidable conflict of interest, that member shall absent herself or himself from not only the vote but also from the deliberation by leaving the meeting except in such case as the Board requests.

3.7.3.c. Board members must not use their positions to obtain employment by First Unitarian Church for themselves, family members, or close associates. Should a member of the Board desire employment, he or she must resign from the Board before applying.

3.7.4. Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.

3.7.4.a. Members' interaction with the Senior Minister or with staff must recognize the lack of authority vested in individuals except when explicitly Board-delegated.

3.7.4.b. Members' interactions with public, press, or other entities must recognize the same limitation and the inability of any Board member to speak for the Board except to repeat explicitly stated Board decisions.

3.7.4.c. Members will not express or act on their individual judgments of the Senior Minister or staff performance outside of the Board.

3.7.5. Members will respect the confidentiality appropriate to issues of a sensitive nature.

3.8. Board Committee Principles

The Board may establish committees to help carry out its responsibilities. Committees will be used sparingly to preserve the Board functioning as a whole, and will not interfere with delegation from Board to Senior Minister. Accordingly:

3.8.1. Board committees are to help the Board do its job, not to instruct or direct the staff. Committees ordinarily will assist the Board by preparing policy alternatives and implications for Board deliberation. In keeping with the Board's broader focus, Board committees will normally not have direct dealings with current staff operations.

3.8.2. Committees will be used sparingly and ordinarily in an ad hoc capacity.

3.8.3. Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the Senior Minister.

3.8.4. Board committees cannot exercise authority over staff. Because the Senior Minister works for the full Board, (s)he will not be required to obtain approval of a Board committee before an executive action.

3.8.5. Board committees are to avoid over-identification with the organizational parts rather than the whole.

3.8.6. This policy applies to any group which is formed by Board action, whether or not the group includes Board members.

3.9. Cost of Governance

The Board will invest in its governance capacity. Accordingly,

3.9.1. Board skills, methods, and support will be sufficient to assure governing with excellence.

3.9.1.a. Training and retraining will be used to orient new and prospective Board members, as well as to maintain and increase existing member skills and understandings.

3.9.2.b. Outside monitoring assistance will be arranged so that the Board can exercise confident control over organizational performance. This includes but is not limited to fiscal audit.

3.9.2 Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability, for training, for audit and other third-party monitoring of organizational performance, and for surveys, focus groups, opinion analyses, meeting costs, and similar expenses.

3.10. Board Procedures

The Board shall establish rules and procedures for its operation commensurate with Board responsibilities and limitations.

3.11. Complaint Handling Process

The Board will address written complaints and inquiries that relate to compliance with these policies. Other matters will be referred to the appropriate entity.

Accordingly, the Board establishes the following procedures and guidelines for the resolution of written complaints about compliance by Board members or by the Senior Minister with these policies:

3.11.1. A Board member who receives a complaint will encourage the complainant to contact the appropriate person, not a third party.

3.11.2. A Board member who receives a complaint will promptly forward it to the Board president.

3.11.3. The Board member who receives the complaint will decide if the inquiry indicates a violation or potential violation of policy in one of the four policy groups (1.Ends, 2. Senior Minister Administrative Responsibilities, 3.Board Governance, 4.Board-Executive Linkage). If the member believes so, the member will apprise the Board of this judgment and the Board will then decide if it agrees that the complaint warrants Board involvement.

3.11.4. The Board will only get involved in addressing a complaint if there is reason to believe that a violation of Board policy has occurred, if there is no relevant policy, or if there is reason to question the appropriateness or adequacy of existing policy.

3.11.5. If a violation of Board policy appears to have occurred, the Board will analyze and then resolve the problem, including making or adjusting whatever the deficiency is in existing policy. The Board will not involve itself in the staff or a committee's carrying out policy that is consistent with the boundaries established under Senior Minister Administrative Responsibilities policies. However, the Board will review how well the policies are being carried out by paid and volunteer staff as part of a broad monitoring process.

Section 4 BOARD-STAFF RELATIONSHIP

The Board of Trustees is the governing body of the Church. The Senior Minister is the head of staff of the Church. Together, these two entities determine the future course of the Church. To that end, they must cooperate as described in this section.

4.0. Governance-Executive Linkage

The Board's sole official connection to the operational organization of the Church, its achievements, and conduct will be through the Senior Minister.

4.1. Unity of Control

Only motions officially adopted by the Board of Trustees are binding on the Senior Minister.

4.2. Accountability of the Senior Minister

The Board holds the Senior Minister accountable for organizational operations, achievement, and conduct. All authority and accountability of paid staff and volunteers is considered by the Board to be the authority and accountability of the Senior Minister. Therefore,

4.2.1. The Board will not give instructions to persons who report directly or indirectly to the Senior Minister,

4.2.2. The Board will not evaluate, either formally or informally, any staff other than the Senior Minister, and

4.2.3. The Board will view Senior Minister performance as identical to organizational performance, so that organizational accomplishment of Board-stated Ends and avoidance of Board-proscribed means will be viewed as successful Senior Minister performance.

4.3. Delegation to the Senior Minister

The Board shall instruct the Senior Minister through written policies prescribing the organizational Ends to be achieved and describing the administrative functions for which the Senior Minister is responsible, allowing the Senior Minister to use any reasonable interpretation of these policies. Administrative policies written by the Senior Minister may not be in conflict with Board policies. Therefore:

4.3.1. Each year the Senior Minister will present to the Board a strategic plan and budget that will address and work toward Board described Church objectives. The Board shall review, if necessary amend, and agree to this strategic plan and budget.

4.4. Monitoring Senior Minister Performance

The job performance of the Senior Minister will be assessed by organizational accomplishment of Church objectives and organizational operation within the boundaries established in Senior Minister Administrative Responsibilities. Accordingly:

4.4.1. All policies that instruct the Senior Minister 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 (e.g., internal report, external report, direct observation).

4.4.2 . In every case, the standard for compliance shall be any reasonable interpretation of the policy being monitored. The Board is the final arbiter of reasonableness, but will always judge with a "reasonable person" test rather than with interpretations favored by Board members or by the Board as a whole.

4.5. Senior Minister Compensation

The Board shall negotiate a multi-year contract with the Senior Minister that will stipulate compensation and benefits.