



## FIRST UNITARIAN SOCIETY IN NEWTON

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**FUSN Issuance 2010-08**

**Policy**  **Information**

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**From:** Adrian Bishop  
Chair, Board of Trustees

**Date:** June 2, 2010

**Subject:** **Policies Under FUSN's Governance Structure**

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**Purpose:** To establish policies to cover FUSN's governance structure

**Background:** At a meeting on March 18, 2009, FUSN's Board of Trustees decided to implement on a trial basis a new governance structure which includes moving to a Chief of Staff/ Board of Trustees/Operations Council model. In order to address and clarify many of the details of this new structure, the Board concluded that it would be beneficial to adopt a series of policies which would address how the new structure would work. The Board spent a good deal of time formulating and refining these policies over the last year. The Board finally adopted these policies at a special meeting on April 10, 2010. The Board considers these policies to be initial documents which can be changed as we consider how the new governance structure and policies are working over the next two years.

**Policies:** Four documents are attached:

Global Operations Council Policies  
Limitations Policies  
Chief of Staff Policies  
Board Governance Policies

**Effective Date:** April 10, 2010

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**GLOBAL OPERATIONS COUNCIL POLICIES**

<b>SECTION 1</b>	<b>GLOBAL OPERATIONS COUNCIL POLICIES</b>
<b>General</b>	<p>The Operations Council (OC) shall ensure that FUSN's conditions, practices, activities, and decisions are consistent with the Limitations Policies, Congregational Priorities, and this document.</p> <p>In addition the OC shall:</p>
<b>1.1</b>	<p><b><i>Broad Delegation of Duties</i></b> – The OC shall use any reasonable interpretation of the policies provided by the Board of Trustees (BOT) in The Congregational Priorities, The Limitations Policies and this document to satisfy the expectations of the BOT and the congregation. The OC is authorized to establish all further policies, make further decisions, take all actions, establish all practices and develop all activities to accomplish the Congregational Priorities of the Society.</p>
<b>1.2</b>	<p><b><i>BOT-Initiated Change</i></b> – The OC will respond in a timely manner to any BOT initiated changes to its policies, which may shift the boundary between the Board and OC domains.</p>
<b>SECTION 2</b>	<b>COMMUNICATION WITH AND SUPPORT TO THE BOARD</b>
<b>General</b>	<p>The Operations Council (OC) should provide sufficient and timely information to ensure the BOT is informed and supported in its work.</p>
<b>2.1</b>	<p><b><i>Relationship with BOT</i></b> - Deal with the BOT as a whole except when fulfilling requests for information from officers or committees duly charged by the BOT. Only official decisions of the BOT acting as a body are binding on the OC except in rare instances when the BOT has specifically authorized such exercise of authority.</p>
<b>2.2</b>	<p><b><i>Communications</i></b> - Provide a mechanism for official BOT, officer, or committee communications as requested by the BOT.</p>
<b>2.3</b>	<p><b><i>BOT Agenda Topics</i></b> - Supply for the BOT agenda all items required by law, contract, or by-laws to be Board-approved that have been delegated to the OC.</p>

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<b>2.4</b>	<p><i>Reports to BOT</i> - Submit the following information required by the BOT in a timely, accurate, and understandable fashion. The information should directly address provisions of the Board policies that are being monitored.</p> <ul style="list-style-type: none"> <li>• Annual report (May) on progress towards Congregational Priorities.</li> <li>• Annual report (May) on priorities for upcoming year.</li> <li>• Quarterly report (summary level) on key topics, major delegated decisions, and membership statistics</li> <li>• Periodic report on topics of particular concern as requested by the BOT</li> <li>• Periodic financial reports for FUSN's operating budget as noted in Section 5 – Financial Planning, Budgeting, and Monitoring including: <ul style="list-style-type: none"> <li>- Annual budget request for the next fiscal year (May)</li> <li>- Annual multi-year (three to five years) projection (December or January)</li> <li>- Semi-annual report of Statement of Funds Balances and Statement of Financial Condition and issues (March and August)</li> </ul> </li> <li>• Quarterly report on a timely basis to the BOT on the status of year-to-date spending against budget by FUSN account, year-end forecast, and major issues of potential interest to the BOT.</li> <li>• OC minutes shall be sent in advance of publication to BOT</li> </ul>
<b>2.5</b>	<p><i>Board Support</i> – To support informed decision-making, provide timely information to the BOT regarding issues, options, or stakeholder points of view pertaining to the topics within the BOT's purview.</p>
<b>2.6</b>	<p><i>Board Support</i> - Make the BOT aware of relevant trends, anticipated media coverage (both positive and adverse), and material external and internal changes, particularly changes in the assumptions upon which any Board policy has previously been established.</p>
<b>2.7</b>	<p><i>Policy Non-Compliance by BOT</i> – Advise the Board if, in the opinion of the OC, the BOT is not in compliance with its own policies on governance process, particularly in the case of BOT behavior that is detrimental to the relationship between the BOT and the OC.</p>
<b>2.8</b>	<p><i>Policy or Legal Non-Compliance by OC</i> - Report to the BOT in a timely manner on actual or anticipated non-compliance with any legal requirement or FUSN policy.</p>
<b>2.9</b>	<p><i>Meetings with Volunteer Staff</i> - Work with the Board in planning and convening all meetings involving the BOT and volunteer staff except as noted below where a volunteer staff member requests access to the BOT on a confidential basis in accordance with the established grievance process.</p>

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<b>SECTION 3</b>	<b>TREATMENT OF FUSN CONGREGATION AND FRIENDS</b>
<b>General</b>	With respect to interactions with FUSN congregation members and friends OC shall take reasonable measures to ensure that FUSN conditions, procedures, and decisions are in compliance with the Limitations Policies.  In addition the OC shall;
<b>3.1</b>	<i>Expectations</i> – Establish a clear understanding of what may be expected and what may not be expected from services and programs offered to the congregation
<b>3.2</b>	<i>Privacy Policy</i> – Develop and implement a policy that will protect privacy and confidentiality to the extent required by the Limitations Policies.
<b>3.3</b>	<i>Grievance Process</i> - Develop, provide, and publicize a grievance process for use by those who believe they have not been accorded a reasonable interpretation of their rights under this policy.
<b>SECTION 4</b>	<b>TREATMENT OF FUSN VOLUNTEER STAFF</b>
<b>General</b>	With respect to the appointment and treatment of volunteer staff the OC shall ensure that FUSN conditions, procedures, and decisions are consistent with the Limitations Policies;  In addition the OC shall;
<b>4.1</b>	<i>Grievance Process</i> - Provide a process for effective handling of grievances and ethical dissents and to protect against wrongful conditions (such as grossly preferential treatment for personal reasons).
<b>4.2</b>	<i>Job Descriptions</i> – Ensure that clear and current job descriptions for key volunteer roles exist.
<b>4.3</b>	<i>Committee Charters</i> - Establish and provide clear charters for committees, both permanent and ad hoc, on a timely basis.
<b>4.4</b>	<i>Volunteer Development</i> – In conjunction with the Leadership Development Committee facilitate recruitment and training of volunteers in an open, equitable, and timely manner.

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<b>SECTION 5</b>	<b>FINANCIAL PLANNING, BUDGETING, AND MONITORING</b>
<b>General</b>	With respect to the planning, budgeting, and monitoring of FUSN's finances, the OC shall ensure that FUSN conditions, procedures, and decisions are in accordance with the Limitations Policies.  In addition the OC shall;
<b>5.1</b>	<i>Operating Budget Finance Committee</i> – On an annual basis and as required by FUSN's by-laws, recommend to the BOT a Finance Committee Chair or Co-Chairs. The committee's primary charter is to plan and monitor FUSN's annual operating budget.
<b>5.2</b>	<i>Capital Campaign Finance Committee</i> – At the request of the BOT, appoint a committee(s) and committee chair(s) to plan and monitor FUSN's capital campaign pledges, expenditures, and capital work when FUSN is engaged in a capital campaign.
<b>5.3</b>	<i>Policies</i> – Periodically review FUSN's financial policies and make recommendations to the BOT for revisions as-needed.
<b>5.4</b>	<i>Multi-year Projections</i> – Annually prepare a multi-year projection (three to five years) of operating budget revenues and expenditures for presentation to the BOT in December or January of the current fiscal year.
<b>5.5</b>	<i>Capital Campaign Assessment</i> - Provide input to the BOT as requested on the assessment of the need for a capital campaign.
<b>5.6</b>	<i>Annual budget</i> – Develop the proposed annual operating budget for the next fiscal year and submit it to the Board of Trustees for discussion and vote by the beginning of May of the current fiscal year.
<b>5.7</b>	<i>Monthly Monitoring</i> – Monitor current fiscal year spending against the approved operating budget and
<b>5.8</b>	<i>Cash flow</i> – In conjunction with FUSN's Treasurer, monitor the cash flow required to support operations and make recommendations to the BOT as-needed for cash transfers between the endowment, operating, and capital funds.
<b>5.9</b>	<i>Congregational Outreach</i> - Provide periodic and timely written information to the congregation on FUSN's financial status and plans.
<b>5.10</b>	<i>Congregational Outreach</i> - Provide periodic opportunities for the congregation to engage in question and answer sessions regarding FUSN's financial status and plans. Ensure adequate follow-up and resolution on unanswered questions.

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<b>SECTION 6</b>	<b>FINANCIAL CONDITIONS AND TRANSACTIONS</b>
<b>General</b>	With respect to FUSN's financial conditions and transactions, the OC shall ensure that FUSN's conditions, procedures, and decisions are in accordance with the Limitations Policies.  In addition, the OC shall;
<b>6.1</b>	<i>Contracts</i> –The OC shall perform due diligence reviews on contracts and purchases that exceed the Contract / Purchase Review Limit to ensure appropriate risk management, competitive pricing and avoid any conflicts of interest with the exception of purchases and contracts to perform emergency repairs or maintenance.
<b>6.2</b>	<i>Financial Transaction Requiring BOT Approval</i> – Submit to the BOT on a timely basis requests for approval of the following financial transactions: <ul style="list-style-type: none"> <li>• use of any unbudgeted restricted reserves</li> <li>• non-budgeted transactions that exceed the OC's Budget Variance limit</li> <li>• credit arrangements between FUSN and any other organizations</li> <li>• the acquisition or encumbrance of real property that exceeds the Contract / Purchase Review Limit</li> <li>• the disposal of real property that exceeds the Disposal Review Limit</li> </ul>
<b>6.3</b>	<i>Timely Transactions</i> – The Treasurer will monitor the following transactions to reasonably ensure staff performs them accurately and in a timely manner: <ul style="list-style-type: none"> <li>• process payroll</li> <li>• make approved and budgeted pension contributions</li> <li>• make required payments, tax payments or other government ordered payments</li> <li>• pay debts</li> </ul>
<b>6.4</b>	<i>Budget Variances</i> – Approve unbudgeted spending in the operating budget in accordance with FUSN's financial policies or at the level delegated to the OC by the BOT with the exception of the transactions noted in Section 6.2. For budget variances above the Budget Variance Limit in the Limitations Policy, submit the request with sufficient justification to the BOT on a timely basis for discussion and vote.
<b>6.5</b>	<i>Purchases</i> - Purchase goods or services only as authorized by the approved annual FUSN budget or within the Budget Variance limit delegated to the OC as approved by the BOT in the Limitations Policies. Ensure that purchases are made in a manner that FUSN gets reasonable value.
<b>6.6</b>	<i>Receivables</i> - Actively pursue receivables, including pledges, after a reasonable grace period.
<b>6.7</b>	<i>Tax Exemptions</i> - Actively secure tax exemptions whenever and wherever possible.

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<b>SECTION 7</b>	<b>ASSET PROTECTION</b>
<b>General</b>	With respect to FUSN's assets the OC shall ensure that FUSN's conditions, procedures, and decisions shall be in accordance with the Limitations Policies.  In addition the OC shall;
<b>7.1</b>	<i>Insurance</i> - Insure against theft and casualty losses up to 80% of functional replacement value. Insure against liability losses to BOT members, staff, and the organization itself in an amount greater or equal to the average for comparable organizations.
<b>7.2</b>	<i>Plant and Equipment Use</i> - Ensure FUSN's plant and equipment are properly used and maintained.
<b>7.3</b>	<i>Leases and Contracts</i> – Ensure all leases and contracts that FUSN enters into have sufficient risk protection clauses by using legal expertise to review draft contracts before they are finalized.
<b>7.4</b>	<i>Communications Practices</i> - Establish and implement communications practices that enhance the organizations public image and credibility in ways that are consistent with its mission and values.
<b>7.5</b>	<i>Intellectual Property</i> - Establish and implement procedures to protect intellectual property information and files from loss or significant damage.



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**LIMITATIONS POLICIES**

<b>SECTION 1</b>	<b>LIMITATIONS POLICIES FOR THE BOT, OC, AND PAID STAFF</b>
<b>General</b>	<p>As applicable FUSN Personnel (the BOT, OC, and Paid Staff) shall ensure that FUSN's conditions, practices, activities, and decisions comply with applicable laws and regulations and are consistent with commonly accepted fiscal, business or professional ethics including the following:</p> <ul style="list-style-type: none"> <li>• Unitarian Universalist Ministers Association Code of Professional Conduct (Minister)</li> <li>• Liberal Religious Educators Association Code of Professional Practices (DLRE)</li> <li>• FUSN's by-laws</li> <li>• FUSN's Personnel Policies</li> <li>• FUSN's Operating Budget Financial Policies</li> <li>• And such other policies as approved from time to time by the BOT</li> <li>• FUSN's multi-year plans</li> <li>• Local, state, and federal laws</li> </ul>
<b>1.1</b>	<p><i>Treatment of FUSN Paid Staff:</i> With respect to the hiring and treatment of paid staff, FUSN Personnel shall ensure that FUSN conditions, procedures, and decisions are;</p> <ul style="list-style-type: none"> <li>• Professional, equitable, safe, and fair,</li> <li>• Dignified, respectful, and compassionate,</li> <li>• Provide appropriate confidentiality or privacy</li> </ul>
<b>1.2</b>	<p><i>Access to Funds:</i> FUSN Personnel shall allow un-bonded personnel access to amounts of funds or financial assets in excess of \$25,000 only with BOT approval.</p>
<b>1.3</b>	<p><i>Asset Protection:</i> FUSN Personnel shall ensure FUSN's operating practices, programs, and activities support and enhance the organization's public image and credibility in ways that are consistent with its mission and by-laws while also protecting the organization from claims of liability.</p>
<b>1.4</b>	<p><i>Asset Protection:</i> FUSN Personnel shall ensure that FUSN's assets are protected, adequately maintained, and not unnecessarily at risk.</p>

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<b>1.5</b>	<p><i>Conflict of Interest:</i> FUSN Personnel must avoid conflict of interests with respect to their fiduciary responsibility, and to assure openness, competitive opportunity, and equal access to inside information.</p> <p>1.5.1 There must be no self-dealing or any conduct of private business or personal services between any FUSN Personnel and FUSN, except as procedurally controlled.</p> <p>1.5.2 When the Board or OC is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall absent herself or himself without comment from not only the vote but also from the deliberation.</p> <p>1.5.3 FUSN Personnel must not use their positions to obtain employment for themselves, family members, or close associates</p> <p>1.5.4 FUSN Personnel will disclose their involvement with other organizations, vendors, or any other associations that might produce a conflict.</p> <p>1.5.5 FUSN Personnel shall not accept any gifts or favors of a substantial nature from any organization doing or seeking business with FUSN.</p> <p>1.5.6 FUSN Personnel shall not enter into activities or share information acquired in the course of their FUSN service that may be detrimental to FUSN.</p> <p>1.5.7 FUSN Personnel shall not accept donations in cash or in kind which would compromise FUSN's values or tax-exempt status.</p>
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**SECTION 2 | OC LIMITATIONS POLICIES**

<b>2.1</b>	<p><i>Budget Variance Limit:</i> The OC may approve non-budgeted expenditure requests of up to \$5,000. Larger non-budgeted expenditure requests require BOT approval. Committees and paid and volunteer staff may not overspend their budgets without prior approval from the OC.</p>
<b>2.2</b>	<p><i>Contract / Purchase Review Limit:</i> Contracts and purchases over \$25,000 must be reviewed and approved by the OC.</p>
<b>2.3</b>	<p><i>Disposal Review Limit:</i> Disposal of real property and fixed assets valued at or whose replacement value is over \$5,000 must be reviewed and approved by the OC. Disposal of real property and fixed assets valued at or whose replacement value is over \$25,000 must be reviewed and approved by the BOT.</p>

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**CHIEF OF STAFF POLICIES**

<b>SECTION 1</b>	<b>CHIEF OF STAFF POLICIES</b>
<b>General</b>	<p>The Chief of Staff (Minister) shall ensure that FUSN's staff, including the minister, comply with the Limitations Policies, Congregational Priorities, the Ministerial Contract, and this document as it relates to conditions, practices, activities, and decisions.</p> <p>In addition the Minister shall:</p>
<b>1.1</b>	<i>BOT Agenda Topics</i> - Supply for the BOT agenda all items required by law, contract, or by-laws to be Board approved that have been delegated to the Minister.
<b>1.2</b>	<i>Policy Non-Compliance by BOT and/or OC</i> – Advise the Board if, in the opinion of the Minister, the BOT or OC is not in compliance with its own policies on governance process, particularly in the case of BOT or OC behavior that is detrimental to the relationship between the BOT or OC and the Minister.
<b>1.3</b>	<i>Meetings with Paid Staff</i> - Work with the Board in planning and convening all meetings involving the BOT and paid staff except where a paid staff member requests access to the BOT on a confidential basis in accordance with the established grievance process.
<b>1.4</b>	<i>Staff Evaluations</i> – Conduct timely staff performance appraisals according to the Personnel Policy Committee policies approved by the BOT.

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**BOARD GOVERNANCE POLICIES**

<b>SECTION 1</b>	<b>GLOBAL GOVERNANCE COMMITMENT:</b>
<b>General</b>	<p>The Board, on behalf of the First Unitarian Society in Newton (“FUSN”), commits to govern itself such that FUSN:</p> <ul style="list-style-type: none"> <li>(a) achieves appropriate results at an appropriate cost,</li> <li>(b) avoids unacceptable actions and situations</li> <li>(c) The Board of Trustees (BOT) shall ensure that FUSN’s conditions, practices, activities, and decisions are consistent with the Limitations Policies, Congregational Priorities, and this document.</li> </ul> <p>In addition the BOT shall:</p>
<b>SECTION 2</b>	<b>GOVERNING STYLE</b>
<b>General</b>	<p>The Board will govern with an emphasis on outward vision rather than internal preoccupation, encouragement of diversity in viewpoints, strategic leadership more than on administrative detail, a clear distinction of Board and Operations Council (“OC”) member roles, collective rather than individual decisions, future rather than on past or present, pro-activity rather than reactivity, and keeping all actions consistent with FUSN’s Vision, Purpose and Values.</p> <p>Therefore, the Board will:</p>
<b>2.1</b>	<p>Cultivate a sense of group responsibility. The Board, not the staff, will be responsible for excellence in governing. The Board will be the initiator of policy, not merely a reactor to staff initiatives. 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 commitments.</p>
<b>2.2</b>	<p>Direct, control, and inspire the organization through the careful establishment of broad written policies reflecting the Board’s values and perspectives about ends to be achieved and means to be avoided. The Board’s major policy focus will be on the intended long-term effects, not on the administrative or programmatic means of attaining those effects.</p> <ul style="list-style-type: none"> <li>a) Expect itself to exercise whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation, policy-making and UU principles, focus on Congregational Priorities, respect of roles, ensuring continuance of governance capability, and adherence to the agreed upon Code of Conduct (see Board Member’s Code of Conduct later in this document).</li> </ul>
<b>2.3</b>	<p>Orient new Board members by:</p> <ul style="list-style-type: none"> <li>(a) Comprehensively communicating the values of the organization.</li> <li>(b) Educating them about the governance process and all existing Board policies prior to their first regular Board meeting.</li> </ul>

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<b>2.4</b>	The Board will monitor and discuss the board's process and performance at each meeting. Self-monitoring will include comparison of Board activity and discipline to policies in this document, the Limitations Policies and the Global Operations Council Policies.
<b>2.5</b>	The Board shall have two types of Board sessions: <b>a)</b> Open sessions allow Board members, the OC, paid staff, and members of the society, or others invited explicitly by the Board to be in attendance. <b>b)</b> Executive sessions allow only Board members and those invited to be in attendance. The Board can convene executive session to discuss matters of employee conduct, personnel policy or salary, and on other matters of a sensitive nature. Except for actions taken, there shall be no reporting about these sessions.
<b>2.6</b>	Officers of the Board shall be a Chair and Vice Chair.
<b>2.7</b>	The officers of the Board shall not assume any part of the administration of the organization. Their focus shall be on coordinating and helping the Board do its work.
<b>2.8</b>	The Board will speak with one voice or not at all to parties outside the Board
<b>SECTION 3</b>	<b>BOARD JOB DESCRIPTION</b>
<b>General</b>	The Board ties the congregation's expectations to organizational performance. Accordingly, the Board will produce:
<b>3.1</b>	The linkage between the organization and the congregation. <b>3.1.1</b> The Board will ascertain the congregation's expectations by engaging with the congregation and/or congregational leaders at appropriate Board gatherings and in other venues as needed.
<b>3.2</b>	Written governing policies that, at the broadest levels, address each category of organizational decision. Specifically, these are: <b>3.2.1</b> Congregational Priorities: Organizational effects, benefits, outcomes, recipients, and their cost or relative worth (what good for which recipients at what cost). <b>3.2.2</b> Operations Council Policies: Specification of how the OC conceives, carries out, and monitors its own work <b>3.2.3</b> Board Governance Policies: Specification of how the Board conceives, carries out, and monitors its own work <b>3.2.4</b> Limitations Policies: Constraints on Board, OC and Paid Staff authority within which all FUSN activity and decisions must take place <b>3.2.5</b> Chief of Staff Policies: Specification of how the Chief of Staff conceives, carries, and monitors his/her own work.

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<b>3.3</b>	<p>Assurance of OC performance against the Congregational Priorities, the Limitations Policies and the Operations Council Policies.</p> <p><b>3.3.1</b> The Board will view OC performance as identical to FUSN performance so that FUSN accomplishment of the Congregational Priorities while consistently adhering to the Limitations Policies will be viewed as successful OC performance.</p> <p><b>3.3.2</b> The Board will systematically, regularly, and rigorously monitor the OC's performance. The evaluation will be solely against the Congregational Priorities, the Limitations Policies and the Operations Council Policies. Accordingly:</p> <p><b>3.3.2.1</b> Monitoring data can be:</p> <ul style="list-style-type: none"> <li>a) Internal – an internal compliance report from the OC.</li> <li>b) External – a report from a disinterested third party that the Board selects.</li> <li>c) Direct – an examination by the Board.</li> </ul> <p><b>3.3.3</b> The criteria for monitoring are any reasonable OC's interpretations of the Board's policies.</p>
<b>3.4</b>	<p>Assurance of specified asset oversight by:</p> <p><b>3.4.1</b> Approving the use of unrestricted funds.</p> <p><b>3.4.2</b> Approving the creation, designated purposes, and dissolution of restricted funds.</p> <p><b>3.4.3</b> Approving non-budgeted expenditures that exceed the OC's Budget Variance limit.</p> <p><b>3.4.4</b> Approving the annual operating budget prior to submission of the budget to the congregation for approval at the Annual Meeting.</p> <p><b>3.4.5</b> Approving the Operating Budget Financial Policies</p> <p><b>3.4.6</b> Approving Capital Campaigns</p>
<b>3.5</b>	<p>Monitoring of the Board of Investments</p> <p><b>3.5.1</b> The Board will monitor the BOI performance and compliance via 3 quarterly reports and the annual report provided by the BOI.</p> <p><b>3.5.2</b> The BOI will be deemed in compliance if its actions are consistent with Article VII of the FUSN Bylaws and the Board approved FUSN BOI Investment Policy and Operating Procedures document.</p>
<b>3.6</b>	<p>Monitoring of the Personnel Policy Committee</p> <p><b>3.6.1</b> The Board will monitor the PPC performance via a report to support the annual budget process and periodic reports of issues on an as needed basis</p> <p><b>3.6.2</b> The PPC will be deemed successful if it fulfills its obligations as defined in the PPC section of the FUSN handbook</p>
<b>3.7</b>	<p>Monitoring of the Leadership Development Committee</p> <p><b>3.7.1</b> The Board will monitor the LDC performance via a report to support the annual budget process and periodic reports of issues on an as needed basis</p> <p><b>3.7.2</b> The LDC will be deemed successful if it fulfills its obligations as defined in the LDC policy document as approved by the BOT.</p>

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<b>SECTION 4</b>	<b>ACCOMPLISHMENT OF BOARD JOB &amp; TASK SCHEDULE</b>
<b>General</b>	The Board will accomplish its job by meeting according to a known schedule. Accordingly, the Board will meet at least monthly on a regular schedule published to the congregation. Typically there is no meeting in July. The Board will elect its officers at a meeting held immediately after the Annual Meeting in June. The Board will normally hold a retreat in September.
<b>SECTION 5</b>	<b>CHAIR'S ROLE</b>
<b>General</b>	The Chair assures the integrity and fulfillment of the Board's process and, secondarily, occasionally represents the Board to outside parties. This means that:
<b>5.1</b>	The job result of the Chair is that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization. Specifically: <b>5.1.1</b> Meeting discussion content will be only issues that, according to Board policy, clearly belong to the Board to decide, not the OC. <b>5.1.2</b> Deliberation will be fair, open, and thorough but also timely, orderly, and to the point.
<b>5.2</b>	The authority of the Chair consists in making decisions that fall within topics covered by the Board Governance Policies and consistent with the Limitations Policies, except where the Board specifically delegates portions of this authority to others. The Chair is authorized to use any reasonable interpretation of the provisions in these policies. Therefore, the Chair: <b>5.2.1</b> Is empowered to chair Board meetings with all the commonly accepted power of that position (for example, ruling, and recognizing). <b>5.2.2</b> Has no authority to make decisions about policies created by the Board within the Congregational Priorities, the Limitations Policies and the Operations Council Policies areas. Hence, the Chair has no authority to supervise or direct the OC. <b>5.2.3</b> May represent the Board to outside parties in announcing Board-stated positions and in stating the Chair's decisions and interpretations within the area delegated to her or him. <b>5.2.4</b> May delegate this authority but remains accountable for its use. <b>5.2.5</b> Will establish the agenda for all Board meetings and FUSN's Annual Meeting in compliance with FUSN's by-laws and the policy established by the Board and with input from the OC. <b>5.2.6</b> Will notify members of the Board if a Policy is believed to have been violated and initiate appropriate action. <b>5.2.7</b> Will sign all contracts legally binding the Society. <b>5.2.8</b> May act in all areas of Board management left unstated within these policies. The Chair is permitted to act in any of these areas without having first to gain Board approval.

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<b>SECTION 6</b>	<b>THE VICE CHAIR'S ROLE</b>
<b>6.1</b>	In the absence of the Chair, responsibilities of the Vice Chair shall be to preside at meetings of the Board and assume such duties and responsibilities as are normally accorded this position.
<b>6.2</b>	The Vice Chair shall serve as chief governance officer and will handle complaints from board members, staff, and members of the congregation regarding the Board's functioning or other Board members according to Board policy
<b>SECTION 7</b>	<b>BOARD MEMBERS' CODE OF CONDUCT</b>
<b>General</b>	The Board commits itself and its members to ethical, businesslike, and lawful conduct; consistent with FUSN's Vision, Purpose, Core Values and the Limitations Policies, including proper use of authority and appropriate decorum when acting as Board members. Therefore, members of the Board:
<b>7.1</b>	Covenant to be present and prepared at Board meetings; to listen well and respectfully; to balance both the Board's short and long term visions with fiscal responsibility; to support the decisions of the Board; to uphold the democratic process; and to lead with goodwill and faith in the work we can accomplish together <b>7.1.1</b> Respect our communal time, using it to advance the designated agenda <b>7.1.2</b> Focus on policy issues, not management.
<b>7.2</b>	Must represent unconflicted loyalty to the interests of the congregation. This accountability supersedes any conflicting loyalty such as that to FUSN staff, advocacy or interest groups and membership on other Boards or staffs. It also supersedes the personal interests of any Board member.
<b>7.3</b>	Must avoid conflicts of interest with respect to their fiduciary responsibility as outlined in the Limitations Policy. <b>7.3.1</b> The Vice Chair shall determine whether an unacceptable conflict of interest exists and arrange with the member to cease any inappropriate activity. <b>7.3.2</b> The Vice Chair shall report any unsettled matters to the Board for appropriate action.
<b>7.4</b>	May not attempt to exercise individual authority over the organization except as explicitly set forth in the Board Policies. Specifically: <b>7.4.1</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. <b>7.4.2</b> Members will refrain from expressing personal opinions regarding judgments of OC or staff performance outside Board discussions. <b>7.4.3</b> Members will refrain from making derogatory attacks directed at individuals, or initiatives of FUSN.



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<b>SECTION 8</b>	<b>BOARD COMMITTEE PRINCIPLES</b>
<b>8.1</b>	Board committees exist to help the Board do its job, never to help or advise the staff. Committees ordinarily will assist the Board by preparing policy alternatives and implications for Board deliberation. Board committees will not normally have dealings with current staff operations.
<b>8.2</b>	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 OC.
<b>8.3</b>	Board committees are to avoid over-identification with organizational parts rather than the whole. Therefore, a Board committee that has helped the Board create policy on some topic will not be used to monitor organizational performance on that same topic.
<b>8.4</b>	Board committees will be used sparingly and ordinarily in an ad hoc, task specific capacity.
<b>8.5</b>	When the Board forms a committee, it will create a charter which describes: <b>8.5.1</b> The product the committee is to produce. <b>8.5.2</b> The authority (in terms of use of organizational resources) it is granted. <b>8.5.3</b> The timeframe of its mandate. <b>8.5.4</b> The resources necessary to accomplish its mandate.
<b>8.6</b>	This policy applies to any group that is formed by Board action, whether or not it is called a committee and regardless of whether the group includes Board members. It does not apply to committees formed under the authority of the OC.
<b>SECTION 9</b>	<b>COST OF GOVERNANCE</b>
<b>General</b>	The Board will invest in its governance capacity by assuring that:
<b>9.1</b>	Board skills, methods, and supports will be sufficient to assure governing with excellence. Specifically: <b>9.1.1</b> Training and retraining, as needed, will be used to orient new members and candidates for membership, as well as to maintain and increase existing member skills and understandings. <b>9.1.2</b> Outside monitoring assistance may be arranged as needed so that the Board can exercise confident control over organizational performance.
<b>9.2</b>	Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability. <b>9.2.1</b> The Chair (or another designee as voted by the Board) will be reimbursed for registration for attendance at UUA General Assembly. <b>9.2.2</b> The Board will plan in a timely fashion to insure that its expenditures are included in the budget. And the Board shall provide an annual budget for its activities to the OC at the Board meeting prior to the OC's deadline for formulating the proposed annual budget. <b>9.2.3</b> Board members and committees will follow established administrative practices regarding the submission of expenses for reimbursement and payment of bills for goods and services.