

Unitarian Society of New Haven (USNH)
Governance Policy Book

Version 1.7
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Unitarian Society of New Haven
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Definitions

USNH's Governing Policies use certain terms in a specific way. This section includes key definitions.

Committee	Committee in these policies refers to any group of any name (committee, task force, ad hoc group, and others) formed by the Board to help it do its work more effectively.
Ends	Ends answer the questions: <ul style="list-style-type: none"> • What difference are we here to make? • In which people's lives? • At what cost or priority?
Management Team	A group of individuals, of which one is the minister, who are delegated authority by the Board of Trustees to run the day to day operations of the congregation and to ensure that the mission of the congregation is being fulfilled. The function and authority of the Management Team is shared equally by its members.
Moral Owners	Moral Owners are those people on whose behalf the Board of Trustees govern and to whom the Trustees are accountable. The term Moral Owners includes all owners, in both a legal and a moral sense, all those from whom they derive their authority and to whom they are ultimately accountable. The Board of Trustees' obligation is to govern on the moral owners' behalf.

Approved by the Board: May 14, 2015

Governance at USNH

Governance at USNH will support the ministry and work of this congregation, reflecting the commitment to the UU Seven Principles and encouraging creativity at all levels.

The elected, representative Board of Trustees will be accountable to the congregation and will foster mutual trust through ongoing discussions that focus on our shared values and mission.

The Board will govern in a manner that:

- Is guided by policy
- Establishes and maintains accountability, authority and responsibility among and between Board, staff, volunteers and the congregation
- Is adaptive and evolving
- Allows for visionary and creative leadership
- Is embedded in our values and mission
- Establishes and supports connections between congregation and leadership
- Values and nurtures the covenant among Board members and with the congregation

Approved by the Board: October 9, 2014

Purpose of USNH

A. Mission

We are a diverse multigenerational faith community that inspires lives of compassion and generosity, nurtures spiritual growth, cultivates transformative connections, and creates a more just world.

B. USNH Values Held in Common

Justice, Connection, Generosity, Compassion, Spirituality

C. Ends Statements

We create and nurture:

1) Relationships Within

Respecting different spiritual journeys, the people of USNH find inspiration and encouragement to:

- Worship and explore opportunities for spiritual growth
- Experience a profound connection to that which is larger than ourselves
- Cultivate meaning and purpose in our lives
- Live with more joy, kindness, love, and open-heartedness
- Demonstrate a willingness to learn and change
- Engage in ongoing personal education, including the internal work critical to dismantling white supremacy culture
- Articulate our Unitarian Universalist identity

2) Relationships Among

USNH is a congregation of radical welcome and connection, where people of all ages:

- Honor and respect our Covenant and each other
- Give and receive support in times of joy, sorrow and transition
- Embrace and affirm all diversity, for our members, our leadership, and all who enter our doors
- Engage in life-long learning to deepen our self-understanding and enrich our relationships with one another
- Generously give of ourselves and our resources

3) Relationships Beyond

The people of USNH, together and in solidarity with our partners, seek to build the Beloved Community in our congregation and beyond. We:

- Accountably dismantle oppressions in ourselves and our institutions
- Deepen our understanding of how justice issues are interrelated and take action to address them in the wider world
- Engage in spiritual and applied practices that promote ecological sustainability and environmental justice
- Devote resources to support these goals and strengthen Unitarian Universalism

Mission, Values and Ends Statements Affirmed by the Congregation on March 30, 2014

Among Ends Revised by the Board on January 14, 2021

Within and Beyond Ends Revised by the Board on April 14, 2022

1 Leadership Responsibilities and Limitations

The Management Team shall not cause or allow any practice, activity, decision or organizational circumstance which is either unlawful, imprudent, or in violation of USNH Bylaws, or commonly accepted business and professional ethics.

Policy approved by the Board: October 9, 2014; revised February 12, 2015

1.1 Treatment of Congregants, Friends, and Visitors

With respect to interactions with members, friends and visitors of the church, the Management Team shall not cause or allow conditions, procedures, or decisions that are unsafe, disrespectful, unnecessarily intrusive, or that fail to provide appropriate confidentiality and privacy.

Policy approved by the Board: October 9, 2014; revised February 12, 2015

MT Interpretation:

The Management Team will work to maintain our Principles, Mission and Values using our Covenant of Right Relations within all the activities of the Society. To that end, the MT will develop Policies and Procedures to provide guidance to the various committees, task forces and society members. The MT will receive and act upon any reports of activities that are inconsistent with our values or compromise the safety, confidentiality or privacy of members and friends. The MT will also ensure that access to confidential information is strictly on a “need to know” basis

MT Interpretation Approved by the Board: March 14, 2019

1.2 Emergency Management Team Succession

In order to protect the congregation and Board from sudden loss of Management Team services, each Management Team member must not fail to designate and keep informed at least one other Management Team member of their activities as they relate to Board and Management Team issues and processes.

Policy approved by the Board: March 12, 2015

MT Interpretation:

The Management Team shall ensure that there are at least two people informed of Board and Management Team issues and processes. Key leadership requirements include familiarity with the board's role and functions, with the day-to-day operations of USNH.

MT Interpretation Approved by the Board: October 12, 2017

1.3 Treatment of Paid and Volunteer Staff

With respect to treatment of staff/volunteers, the Management Team may not act in a manner inconsistent with UU Principles or cause or allow conditions that are inhumane, unfair, or unprofessional.

Furthermore, the Management Team shall not:

- a. Discriminate against existing or potential paid or volunteer staff based on race, ethnicity, national origin, gender, physical disability, marital status, sexual orientation, or gender characteristics, identity, or expression.
- b. Operate without or fail to comply with written personnel policies that clarify personnel rules for staff, provide for effective handling of grievances, and protect against wrongful conditions.
- c. Subject paid or volunteer staff to unsafe or unhealthy conditions.

Policy approved by the Board: October 9, 2014; revised February 12, 2015

MT Interpretation:

Section 1.3 a. and b. are explicit and require no interpretation. However, we note that the USNH Employee Handbook elaborates the requirements of 1.3 a. and describes in detail the rules and procedures called for by 1.3b.

Section 1.3 c indicates two areas to be addressed. USNH must comply with longstanding regulations from the fire marshal and the building inspector. Examples include inspection of fire extinguishers, the sprinkler system and testing of the fire alarm. More recent safety concerns require that we develop new procedures e.g., lockdown procedures and new ways of alerting building occupants to emergency situations.

MT Interpretation Approved by the Board: May 9, 2019

1.4 Compensation and Benefits

With respect to employment, compensation, and benefits to employees, consultants, contract workers, and volunteers, the Management Team shall not cause or allow jeopardy to the fiscal or institutional integrity of the Society.

Accordingly, the Management Team may not:

- a. Change any minister's compensation, benefits, or allocated professional expenses previously established by the Board.

MT Interpretation:

The management team includes changes to the minister's compensation, benefits, or allocated professional expenses only when staff-wide COLA or structural changes are recommended by the Personnel Committee as part of the new annual operating budget. When these changes are accepted by the Board and the Congregation, we assume they replace the "previously established" numbers.

MT Interpretation Approved by the Board: July 12, 2018

Revised MT Interpretation Approved by the Board: June 13, 2019

- b. Promise or imply permanent or guaranteed employment.

MT Interpretation: No interpretation required

MT Interpretation Approved by the Board: April 12, 2018

Revised MT Interpretation Approved by the Board: June 13, 2019

- c. Recommend compensation and benefits that create obligations over a term longer than revenues can be safely projected.

MT Interpretation:

The Management Team is responsible for including compensation and benefit payments in the annual operating budget which projects sufficient income to make those payments. MT recommendations on compensation and benefits are limited to a single fiscal year.

MT Interpretation Approved by the Board: April 12, 2018

Revised MT Interpretation Approved by the Board: June 13, 2019

- d. Establish current compensation and benefits that deviate materially from the non-profit, geographic, and professional market for the skills employed.

MT Interpretation:

The Management Team relies on the Personnel Committee for compensation and benefits advice. The committee has direct experience, is highly qualified and takes note of both UUA recommendations and general market conditions.

Policy approved by the Board: October 9, 2014; revised February 12, 2015

MT Interpretation Approved by the Board: April 12, 2018

1.5 Financial Planning/Budgeting

With respect to financial planning, the Management Team may not jeopardize the programmatic or fiscal integrity of the Unitarian Society of New Haven. Accordingly, the Management Team may not cause or allow fiscal projections that:

- a. Contain too little detail to enable reasonably accurate projection of revenues and expenses, separation of capital and operational items, and disclosure of planning assumptions.

MT Interpretation:

The MT will continue to use and improve upon the methodologies currently in place to provide information to the Board about financial planning and budgeting. Projected expenses will be based on experience over the previous 2 – 3 years adjusted to accommodate projected changes in the upcoming fiscal year. Revenues will be based on historical experience and projected changes in the coming year. Planning assumptions will be documented. The MT will routinely seek the advice of the Finance Committee on financial matters.

- b. Deviate materially from Board-stated priorities and requirements (see Ends policies) in its allocation among competing fiscal needs.

MT Interpretation:

As noted in the interpretation of PG 1.6.a., it is the MT's conclusion that when examining the details of our budget, all of the budgeted expenditures contribute to one or more of the Ends. It is also true that some Ends will have higher priority than others at different points in time, as determined by the Board.

Policy approved by the Board: May 14, 2015

MT Interpretation Approved by the Board: January 14, 2016

Revised MT Interpretation Approved by the Board: April 11, 2019

1.5.1 Budgeting

The Management Team shall not fail to:

- a. Use realistic assumptions of income and expenses when creating budgets.

MT Interpretation:

As stated in 1.5.a., assumptions of income and expenses will be based on historical experience and projected changes in the upcoming year.

- b. Create an annual operating budget for congregational approval at the Annual Spring Meeting of the Society.

MT Interpretation:

An operating budget will be submitted to the Board for review at the Board meeting prior to the Annual Spring Meeting of the Society, when it will be presented to the congregation for approval.

- c. Create an annual capital budget with the means to pay for one to present for congregational approval at the Annual Spring Meeting.

MT Interpretation:

The term “Capital assets” is interpreted to mean the property, buildings, equipment and furnishings of USNH. Capital expenditures to acquire, improve, or replace capital assets will be included in the capital budget. At the discretion of the Management Team, expenditures below the amount of \$500 (the “capitalization threshold, in accounting terms) may be funded from the annual operating budget. An annual capital budget based on the Management Team’s best estimate of needs, associated costs, and the means to pay for these items will be developed and presented to the Board for review at the Board meeting prior to the Annual Spring Meeting, when the annual capital budget will be presented to the congregation for approval.

- d. Consider multi-year financial projections and events that affect future operating income and expenditures and future capital expenditure requirements.

MT Interpretation:

“Multi-year projections” is interpreted to mean 2 – 3 years. Otherwise, no interpretation required.

Policy approved by the Board: May 14, 2015

MT Interpretation Approved by the Board: January 14, 2016

- e. Allocate all monetary gifts which are not designated for a specific fund or endowment to “unrestricted gift/donations”.

Policy approved by the Board: February 11, 2016

1.5.2 Reserves

1.5.2.1 Operating Reserve

The Management Team shall not fail to establish an operating reserve to cover fluctuations in cash flow. The specifications for this reserve are:

- a. The reserve shall be equal to 15% of the annual operating budget.
- b. The approved amount must be deposited in a liquid, conservative, interest or dividend earning account.
- c. The operating reserve shall be secured annually as part of the budgeting process.
 - 1) When in surplus, funds from the operating reserve can be shifted to other reserve funds, or to the operating budget, upon approval from the Board.
 - 2) When in deficit, funds must be shifted from other reserve funds, or the operating budget.

MT Interpretation:

A portion of the annual operating expenses (currently 15% of the annual operating budget) should, on average, be held in insured bank accounts, including checking, money market and CDs, to cover regular operating expenses and urgent/emergency expenses. It is recognized that cash flows are variable over the course of the year and that there will be months where income exceeds expenses and other months where expenses exceed income. Therefore, the cash reserve may be expected to dip below the 15% number or to exceed it at different times during the year. At least once a year, in July or August following the year end closing of the budget, it shall be determined if available liquid funds are equal to 15% of the approved operating budget for the year. If there is less than this amount, a plan should be put forward for how the amount can be brought up over a reasonable timeframe. It is not envisioned that the approved operating budget would be immediately reduced to restore the 15% operating reserve. What monies may be counted toward the operating reserve?

- a. In the most conservative interpretation, the liquid funds that are counted toward the operating reserve do not include monies held in temporarily restricted funds (e.g., Emerson, McTigue, Music, Donations and Memorial Gifts, etc.), the Capital Fund, and the Endowment funds.

MT Interpretation Approved by the Board: August 11, 2016

Revised MT Interpretation Approved by the Board: May 11, 2017

Revised MT Interpretation Approved by the Board: April 11, 2019

Policy Approved by the Board: May 11, 2017

1.5.2.2 Capital Fund

The Management Team shall not fail to establish a capital fund for planned and unexpected facility and equipment expenses.

MT Interpretation: No Interpretation required

Policy approved by the Board: May 14, 2015

MT Interpretation Approved by the Board: April 11, 2019

1.5.2.3 Cash Management

The Management Team shall not fail to:

- a. At least yearly, assess the liquid funds
- b. Assess the potential uses for any surplus that exists over the amounts needed for the operating budget plus operating reserve, taking into consideration capital needs and multi-year planning.
- c. Consider investing any surplus monies into the Investment Fund managed by the Endowment Committee on behalf of USNH.
 - i. This Investment Fund is not considered part of USNH's Endowment and is not subject to any endowment restrictions.
 - ii. Because the Investment Fund is designed as a longer-term investment instrument, the Management Team should consider those implications when deciding on investment.
 - iii. The Management Team shall maintain authority and accountability over these funds and may be allowed to withdraw from the Investment Fund at any time to cover unexpected emergency expenses with notification to the Board that such withdrawals are being made.
 - iv. Additionally, the Management Team may consider the monies in the Investment Account as potential sources of funding for future proposed operating or capital budgets.

Policy approved by the Board: May 12, 2016

1.6 Financial Condition and Activities

With respect to the actual, ongoing condition of USNH's financial health, the Management Team shall not cause or allow the development of fiscal jeopardy. Accordingly, the Management Team shall not allow:

- a. Financial expenditures to deviate materially from the Board's Ends priorities

MT Interpretation:

On the one hand, the introductory sentence for section 1.6 states that the issue is preventing fiscal jeopardy, implying a concern about expenditures exceeding budgeted limits or funds being lost or mishandled. On the other hand, this “1.6.a.” statement seems to be concerned not with any amount or mishandling of funds, but with the purposes (“the Board’s End’s priorities”) for which the funds are spent. In examining the details of our budget, we find it quite straightforward to conclude that all of the budgeted expenditures contribute to one or more of the Ends. It is also true that some Ends will have higher priority than others at different points in time (though that will not be defined by the MT). All in all, for an introductory interpretation, prior to deeper discussion with the BOT, we have chosen to focus on the fiscal jeopardy question of actual amounts of expenditures compared to budgeted amounts.)

Teasing apart our Ends, one could argue that our priorities include both discretionary and non-discretionary (legally obligated, safety-related, property asset protection) expenses related to staffing and facilities for worship, pastoral care, lifespan religious education, social justice and right relations. “Deviate materially” is interpreted as meaning “to exceed by more than 10%” of the budgeted amounts for such expenses. It is recognized that unanticipated but unavoidable circumstances may cause non-discretionary expenses to exceed 10% of budgeted amounts, thereby placing us out of compliance with this limitation.

- b. Discretionary expenditures to exceed the amounts budgeted in the current fiscal year without Management Team evaluation and approval.

MT Interpretation:

Discretionary expenses above budgeted amounts may not occur or be committed to by staff or committees without submission and approval of a Request for Funds application. It is the responsibility of staff and committee chairs to manage their discretionary budget items within approved limits. During the year, they may reallocate funds among discretionary line items within the overall total of the discretionary spending in their respective budget domains. [An explanation of reallocated discretionary funds should be provided at year end.]

- c. Unbudgeted discretionary expenditures to exceed \$2,500 in any one fiscal year without approval of the Board.

MT Interpretation:

Any item qualifying under 1.6.b above which exceeds \$2500 will be brought to the BOT.

- d. Settlement of payroll, employee benefits, and bills to deviate from timely payment.

MT Interpretation:

“Timely payment” is interpreted as the payment schedules set by law, regulation, and /or contract for the particular items owed for payment

- e. Restricted funds to be used for purposes other than those specified by the donor.

MT Interpretation: No interpretation required.

- f. Non-contracted program and facility expenses projected to be more than \$2,500 to be paid without procurement and evaluation of two or more price proposals or by getting approval from the Board for a sole-source justification.

MT Interpretation:

The standard procedure is to find at least two price proposals. However, if an urgent/emergent event occurs, the MT may arrange for repairs to be performed as soon as possible by a qualified contractor who is prepared to do the work. The BOT will be notified that we are out of compliance.

- g. Fundraising activities without approval of the Management Team.

MT Interpretation:

Established annual fundraisers, whether for USNH or by USNH groups for outside charities and causes, are assumed to have received BOT approval in earlier years and are “grandfathered in” until such future time as the MT calls for an overall evaluation of USNH fundraising activities. New fundraising activities and new fundraising sponsors must be approved by the MT before being publicized and initiated.

Policy approved by the Board: May 14, 2015

MT Interpretation Approved by the Board: November 12, 2015

1.7 Asset Protection

The Management Team shall not allow the assets of the Society to be unprotected, inadequately maintained, inappropriately used, or unnecessarily risked.

1.7.1 Insurance

The Management Team shall not fail to assure that:

- a. The building and its contents are insured against losses from fire, wind, flood, theft and vandalism.

MT Interpretation:

Property Liability Insurance on the USNH buildings and contents shall be purchased and renewed on an annual basis. Timely payment of insurance premiums shall be made to prevent gaps in coverage.

- b. The officers, Board, Management Team and staff have professional liability insurance.

MT Interpretation:

Professional liability coverage protects against lawsuits which claim that people as individuals or collectively have used bad judgment, have a conflict of interest in decision making, or have used funds improperly. (It does not protect against illegal actions.)

- c. The Society has General Liability insurance.

MT Interpretation:

General Liability insurance shall be purchased and renewed on an annual basis. Insurance against theft of property and cash is part of the Property Liability coverage. The cash theft limit is \$2,000, based on the underwriter's assessment of the maximum amount of cash that would ever be on the property at one time.

Policy approved by the Board: May 14, 2015; revised February 14, 2019

MT Interpretation Approved by the Board: June 9, 2016; revised February 14, 2019

1.7.2 Other

The Management Team shall not fail to assure that:

- a. The buildings and grounds and equipment are maintained to allow continued value and use.

MT Interpretation:

Through its oversight of staff and committees and through preparation of the annual capital and operating budgets, the MT will assure that the building, grounds, and equipment are maintained, repaired, and replaced as necessary, within the financial capabilities of the Society.

- b. Financial controls are in place to guard against loss and mismanagement of funds.

MT Interpretation:

The treasurers and Finance Committee have implemented procedures for counting, handling, and securing cash and checks, making weekly bank deposits, timely recording of financial information in USNH databases, monthly reconciliations of

bank accounts, and oversight of these financial tasks as they are carried out by staff and volunteers.

- c. Funds used for operations are kept in insured instruments.

MT Interpretation:

Operating cash (currently set at an average of 15% of the annual operating budget) is held in FDIC insured checking accounts, money market accounts, and/or CDs.

In addition, the Management Team shall not:

- d. Unnecessarily expose the organization, its Board, or staff to claims of liability or risk the nonprofit status of the Society.

MT Interpretation:

Through its oversight of staff and volunteer operational activities, the MT will endeavor to prevent activities and behaviors that are a) illegal; b) inconsistent with the mission, values, and ends of the Society, or c) inconsistent with the Society's Covenant of Right Relations.

Policy approved by the Board: May 14, 2015

MT Interpretation Approved by the Board: June 9, 2016; revised February 14, 2019

1.8 Communication and Support to the Board

The Management Team shall not permit the Board to be uninformed, misinformed, or unsupported in its work.

Accordingly, the Management Team may not:

- a. Fail to inform the Board in a timely manner of relevant trends, public policy initiatives, public events of the organization, material external and internal changes.

MT Interpretation: No interpretation required

- b. Fail to report to the Board, in a timely manner any significant information it requires including anticipated media coverage, threatened or impending legal issues, claims, or lawsuits.

MT Interpretation: No interpretation required

- c. Fail to submit the monitoring data required by the Board policy "3.5 Monitoring Management Team Performance" in a timely, accurate, and understandable fashion, and which includes the Management Team's interpretations of the policy.

MT Interpretation: No interpretation required

- d. Fail to advise the Board if, in the Management Team's opinion, the Board is not in compliance with its own policies on Governance Process and Board-Management Team Delegation.

MT Interpretation: No interpretation required

- e. Fail to report in a timely manner, any actual or anticipated noncompliance with any Ends or Executive Limitations policies of the Board regardless of the Board's monitoring schedule.

MT Interpretation: No interpretation required

- f. Fail to recommend changes in Board policies, when the need becomes known to them.

MT Interpretation: No interpretation required

- g. Fail to gather and consider as many staff and external points of view, issues, and options as needed, for fully informed Board choices.

MT Interpretation: No interpretation required

- h. Fail to provide a mechanism for official Board, officer, or committee communications.

MT Interpretation: No interpretation required

- i. Fail to 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.

MT Interpretation: No interpretation required

- j. Fail to limit public statements about the official position of the congregation or Board on controversial social, political, and/or congregational issues to what the congregation or Board has formally and explicitly adopted as positions of record. Nothing in this policy shall be construed to infringe upon the fundamental principle of freedom of the pulpit.

MT Interpretation: No interpretation required

Policy approved by the Board: March 12, 2015

MT Interpretation Approved by the Board: September 12, 2019

1.9 Grants or Contracts

1.9.1 Grants

The Management Team shall not fail to assure that it is aware of grants applied for and received by the Society.

Policy approved by the Board: May 14, 2015

1.9.2 Contracts

- a. No one other than the Management Team, its express designees, or the Board President (or the Vice President in the President's absence) shall execute any contract on behalf of USNH.
- b. The Management Team shall not fail to assure that each contract for work or services in excess of \$2,500 is awarded only after
 - 1) preparation of specifications/requests for proposals, and
 - 2) procurement and evaluation of two or more price proposals, or approval from the Board for a sole-source justification.

Policy approved by the Board: May 14, 2015

MT Interpretation:

While this section is always applicable for NEW contracts, MT believes that it may not be appropriate to require this section when certain existing contracts are expiring and being considered for renewal. For example, it may be appropriate to renew the yearly snow removal contract with the existing contractor when the performance has been satisfactory and there is no reason to think that another contractor would provide superior service. MT would not want to renew any contract indefinitely, but it seems reasonable in a case such as this to renew up to 3 times before rebidding the contract.

MT Interpretation Approved by the Board: March 8, 2018

1.10 Safety

The Management Team shall not fail:

- a. To ensure that all appropriate activities and actions are performed to ensure that staff, visitors, and congregants are provided with a safe environment.
- b. To assess and report to the Board as appropriate regarding safety issues in order to give the Board information that should be addressed in the budget for the next year.

Policy approved by the Board: March 12, 2015

MT Interpretation:

We assume that a safe environment includes protection from threats such as fire and burglary as well as protection from acts of terror. We also assume our responsibility extends to maintaining and improving aspects of personal safety such as freedom from harassment and any situation that would diminish our goal of offering radical hospitality.

We will work with our B&G Committee on safety aspects of our buildings and our grounds and with all staff, committees and the congregation on all aspects of personal safety.

MT Interpretation Approved by the Board March 8, 2018

Revised Interpretation Approved by the Board: December 12, 2019

2 Governance Process – Global Governance Commitment

Governance at USNH will support the ministry and work of this congregation, reflecting the commitment to the UU Seven Principles, and encourage creativity at all levels.

The purpose of the Board of Trustees is to act on behalf of the moral owners of USNH to ensure that the Congregation fulfills its mission and ministry with an effective use of resources and within the boundaries of legal and ethical behavior.

The elected, representative Board of Trustees will be accountable to the congregation and will foster mutual trust through ongoing discussions that focus on achieving our shared values and mission.

Policy approved by the Board: January 8, 2015

2.1 Moral Ownership

The moral owners of USNH are past, present and future members.

Policy approved by the Board: January 8, 2015

2.2 Governing Style

The Board will govern lawfully and ethically, with an emphasis on (1) outward vision rather than internal preoccupation, (2) encouragement of diversity in viewpoints, (3) strategic leadership more than administrative detail, (4) clear distinction of Board and Management team roles, (5) collective rather than individual decisions, (6) the future rather than the past or present, and (7) proactivity rather than reactivity.

Policy approved by the Board: January 8, 2015

2.2.1 Excellence in Governing

The Board will be responsible for excellence in governing. Accordingly:

- a. The Board will be the initiator of policy, not merely a reactor to staff and committee initiatives.
- b. The Board will monitor and regularly discuss the Board's process and performance as necessary and at least annually

Policy approved by the Board: January 8, 2015

2.2.2 One Voice

The Board speaks with one voice. Accordingly:

- a. 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.
- b. The Board will allow no officer, individual, or committee of the Board to hinder the fulfillment of Board commitments.
- c. The Board shall deliberate in many voices, but govern in one. After subjects have been discussed and voted upon, both majority and minority shall support the action taken and speak with one voice.

Policy approved by the Board: January 8, 2015

2.2.3 Distinguishing Ends from Means

The Board will govern and inspire the congregation through the careful establishment of broad written policies reflecting the moral owners' values and perspectives about the desired ends to be achieved and means to be avoided. The Board's major policy focus will be on the intended long-term impacts or ends outside the staff organization, not on the administrative or programmatic means of attaining those Ends.

Policy approved by the Board: January 8, 2015

2.2.4 Board Discipline

The Board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation, policymaking 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, Management Team's 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?

Policy approved by the Board: January 8, 2015

2.3 Board Job Description

The job of the Board is to represent the moral owners of the Unitarian Society of New Haven in determining and monitoring appropriate organizational performance.

Accordingly, the Board will establish:

- a. Communication links between itself and its moral owners.
- b. Written governance policies, which at the broadest levels address:
 - (1) Ends: What organizational impacts, benefits or outcomes for which recipients, at what cost or relative priority.
 - (2) Management Team Limitations: Constraints on Management Team authority that establish the prudent and ethical boundaries within which all Management Team activity and decisions must take place.
 - (3) Governance Process: Specification of how the Board conceives, carries out, and monitors its own tasks.
 - (4) Board-Management Team Linkage: Delegation of power and monitoring of its appropriate use; and the Management Team's role, authority, and accountability.
- c. The assurance of Management Team performance (as individual members and as a team) against policies 2.3.b (1) and 2.3.b (2)
- d. The assurance of Board performance against policies 2.3.b (3) and 2.3.b (4).
- e. Appropriate By-laws revisions for the congregation to approve.

Policy approved by the Board: January 8, 2015

2.4 Agenda Planning

To accomplish its tasks with a governance style consistent with Board policies, the Board will develop and follow an annual agenda that:

- a. Re-explores Ends policies with its moral owners in regular dialogue;
- b. Systematically monitors and reviews Board policies;
- c. Continually improves Board performance through Board education and enriched input and deliberation;
- d. Provides education and communication to enhance the congregation's understanding of policy-based governance.

Policy approved by the Board: January 8, 2015

2.5 Board Officers' Roles

A President, Vice President, Secretary, and Treasurer shall be elected by the Membership at the June Congregational Meeting. Terms shall run according to by-laws.

Policy approved by the Board: January 8, 2015

2.5.1 Role of the President

The President is a specifically empowered member of the Board who ensures the integrity of the Board's process and that governance proceeds in a way consistent with Board policies on governance; and represents the Board to the outside parties. Accordingly,

2.5.1.1 Meeting Leadership

The President shall preside at all meetings of the Congregation and the Board, or might delegate someone else for that task depending on the specific skills of the persons available. They¹ shall call special meetings of the Board when, in their opinion, it is necessary to do so. Accordingly, the President ensures that:

- a. The Board acts consistently with its own rules and those legitimately imposed upon it from outside the organization.
- b. Meeting agendas are developed in consultation with Board members.
- c. Meeting discussion content will only be those issues that, according to Board policy, clearly belong to the Board to decide, not the Management Team members.
- d. Deliberation will be fair, open, and thorough but also timely, orderly, and kept to the point.

Policy approved by the Board: January 8, 2015

2.5.1.2 Authority

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 Management Team Relationship. Presidential authority does not extend to making decisions within Ends and Management Team Limitations policy areas. Therefore, the President has no authority to supervise or direct the Management Team.

Policy approved by the Board: January 8, 2015

2.5.2 Role of the Vice President

The Vice President shall perform the duties of the President and shall have the power of that office in the absence or incapacity of the President. The Vice President shall succeed the President, subject to a vote by the congregation. They shall accept additional tasks as assigned by the President.

Policy approved by the Board: January 8, 2015

¹ Note the use of inclusive pronouns

2.5.3 Role of the Secretary

The Board Secretary is an officer of the Board whose purpose is to ensure the integrity of the Board's documents. Accordingly, the Secretary shall be responsible for seeing that:

- a. All Board documents and filings are accurate and timely.
- b. All Members are notified of all congregational meetings and all matters to be acted upon at such meetings.
- c. The congregation is informed of the actions of the Board between congregational meetings.
- d. Policies will be current in their reflection of Board decisions. Decisions upon which no subsequent decisions are to be based, such as consent agenda decisions, motions to adjourn, and staff or Board member recognitions, need not be placed in policy.

Policy approved by the Board: January 8, 2015

2.5.4 Role of the Treasurer

The role of the Treasurer is to advise the Board on monitoring of financial policies and on financial trends.

Policy approved by the Board: January 8, 2015

2.6 Board of Trustees Code of Conduct

The Board of Trustees commits itself and its members to ethical, efficient, and lawful conduct, including proper use of authority and appropriate decorum when acting as Trustees.

Policy approved by the Board: January 8, 2015

2.6.1 Unconflicted Loyalty

Trustees must demonstrate loyalty to the moral ownership of USNH, unconflicted by loyalties to staff, other organizations, or any personal interest as congregants.

Policy approved by the Board: January 8, 2015

2.6.2 Conflicts of Interest

Trustees must avoid conflict of interest and perceived conflicts of interest with respect to their fiduciary responsibility. Accordingly:

2.6.2.1 Financial Conflict of Interest

There will be no self-dealing or conduct of private business or personal services between a Trustee and the organization.

Policy approved by the Board: January 8, 2015

2.6.2.2 Annual Disclosure of Potential Conflicts

Trustees will annually disclose to the Board their involvement with other organizations, with vendors, or any associations which might produce a conflict or a perceived conflict of interest.

Policy approved by the Board: January 8, 2015

2.6.2.3 Unavoidable Conflicts

When the Board is to decide upon an issue about which a Trustee has an unavoidable conflict of interest or perceived conflict of interest, that Trustee shall withdraw without comment not only from the vote but also from the deliberation.

Policy approved by the Board: January 8, 2015

2.6.2.4 Employment Influence

Trustees will not use their Board position to obtain employment in the organization for themselves, family members, or close associates.

Policy approved by the Board: January 8, 2015

2.6.3 Lack of Individual Trustee's Authority

Trustees may not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies. Accordingly:

- a. Trustee's interaction with the Management Team or with staff must recognize the lack of authority vested in individuals except when explicitly Board authorized. Trustees' interaction with the public, press, or other entities must recognize the same limitation except as outlined in Policy 2.5.1 on the Role of the President.
- b. Trustees will make no judgments of the Management Team or staff performance except as that performance is assessed against explicit Board policies by a formal evaluation process.
- c. Trustees will respect the confidentiality appropriate to issues of a sensitive nature.

Policy approved by the Board: January 8, 2015

2.7 Board Committees

Board committees when used, will be assigned to reinforce the wholeness of the Board's job and so as to never interfere with delegation from Board to Management Team. Accordingly:

2.7.1 Speaking on Behalf of the Board

Committees will not speak on behalf of the Board without prior authorization from the Board.

Policy approved by the Board: January 8, 2015

2.7.2 Purpose of Committees

Board committees are to help the Board do its job, not to help or advise the staff, i.e., not to help the Management Team or staff to do its job.

Policy approved by the Board: January 8, 2015

2.7.3 Committees' Authority Over Staff

Board committees cannot exercise authority over staff.

Policy approved by the Board: January 8, 2015

2.8 Cost of Governance

The Board will invest in its governance capacity. Accordingly,

- a. Board skills, methods, and supports will be sufficient to assure governing with excellence. Accordingly:
- b. Training and retraining will be used to orient new Board members, as well as to maintain and increase existing Board members' skills and understandings.
- c. 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.
- d. Outreach mechanisms will be used as needed to ensure the Board's ability to listen to moral owners' viewpoints and values.

Policy approved by the Board: January 8, 2015

2.8.1 Costs

Costs will be prudently incurred.

Policy approved by the Board: January 8, 2015

2.9 Board Complaint and Inquiry Process

The intent of this process is to provide a mechanism for any member of the congregation or larger community to raise concerns about the Board or Management Team.

All complaints must be written and include the name of the individual(s) lodging the complaint. The complaint must be addressed to a Board member.

The Board will address any complaints or concerns it receives solely in relationship to Board policies. Concerns unrelated to Board policy will be conveyed to the Management Team, which will develop its own resolution procedures.

Responsibilities of Board members:

- a. Individual Board members do not have the authority to make any representations that the complaint will be resolved in a certain way.
- b. All complaints raised to a Board member in written form must be distributed as soon as possible after receipt to all Board members, by no later than the next scheduled Board meeting.
- c. The Board will determine if the complaint violates any policies of the congregation.
- d. The Board will determine if complaints regarding the Management Team violate Board policies or the personnel policies of the congregation as listed in the personnel policy manual.
- e. If the Board determines there has been a violation, it will follow through with the appropriate actions as defined in the relevant policy and any other actions deemed appropriate and necessary to bring the complaint to resolution.
- f. Issues of a sensitive nature, or that would violate privacy, will be handled in a closed session of the Board.
- g. As a matter of courtesy, the Board will acknowledge all written complaints.

Policy approved by the Board: March 12, 2015

3 Board-Management Team Relationship

The Board's sole official connection to the operational organization of USNH, and the duties, responsibilities and conduct of paid and volunteer staff will be through the Management Team.

Policy approved by the Board: January 8, 2015

3.1 Management Team Membership

The Management Team consists of the Minister and additional lay leaders. The function and authority of the Management Team is shared equally by its members. However, the Minister is Chief of Staff and has the authority to hire and terminate staff.

MT Interpretation:

While the Management Team members are coequals in many respects, only the Minister has the additional authority to hire and terminate staff.

Approved by the Board: January 8, 2015

Revised by the Board on March 12, 2015 and May 14, 2015

- a. The Board will appoint the lay leaders for a minimum term of two years which can be renewed upon mutual agreement of the Board and the Management Team .

MT Interpretation:

Lay leaders are expected to commit to a two year term on the Management Team. The Management Team may recommend new team members, but the Board has the right to approve or reject proposed candidates. The Management Team is expected to give the board sufficient notice to find new team members when needed.

- b. The number of lay leaders appointed will be dependent on the anticipated work load and may fluctuate as needs determine.

MT Interpretation:

The Management Team may include 1 or more lay leaders along with the Minister. The Management Team is expected to advise the Board about changing needs for team members to allow the Board to determine what changes to make to the Management Team membership. If changes to the number of members are requested, the Management Team is expected to report on the duties and the time required performing the reallocated tasks.

- c. The terms of the Management Team will be rotated in a manner that ensures a continuity of lay leadership on the Team.

MT Interpretation:

While the Management Team may have as few as 1 lay leader to work with the Minister, ideally a replacement lay member will be appointed to the Management Team before the original lay member leaves in order to provide time for necessary knowledge transfer. If there are 2 or more lay members on the Management Team, only one member may be replaced at a time.

Policy approved by the Board: May 14, 2015

MT interpretations originally proposed May 2016 and revised (layout only) April 2019

MT Interpretation Approved by the Board: April 11, 2019

3.2 Unity of Control

Only decisions of the Board acting as a body, stated in officially passed motions, are binding on the Management Team.

Thus, decisions or instructions of individual Board members, officers, or congregation members are not binding on the Management Team except in rare instances when the Board has specifically delegated the exercise of such authority.

Policy approved by the Board: January 8, 2015

3.3 Accountability of the Management Team

The Management Team is the Board's link to operational achievement and conduct, so that all authority and accountability of paid and volunteer staff as far as the Board is concerned, is considered the authority and accountability of the Management Team. Accordingly:

- a. The Board will refrain from giving instructions to persons who report directly or indirectly to the Management Team.
- b. The Board will refrain from evaluating, either formally or informally, any paid or volunteer staff other than the Management Team.
- c. The Board will view Management Team 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 Management Team performance.

Policy approved by the Board: January 8, 2015

3.4 Delegation to the Management Team

The Board will instruct the Management Team through written policies that prescribe the organizational Ends to be achieved and describe organizational situations and actions to be avoided. The Management Team is responsible for implementation and may further delegate to staff and lay leaders.

Policy approved by the Board: January 8, 2015

3.4.1 Instruction Through Ends

The Board will develop policies instructing the Management Team to achieve designated results, for designated recipients, at a designated cost/priority. These policies will be developed systematically from the broadest, most general level to more defined levels and will be Ends policies. All issues that are not Ends issues as defined here are Means issues.

Policy approved by the Board: January 8, 2015

3.4.2 Limitation of Means

The Board will develop policies that limit the latitude the Management Team may exercise in choosing the organizational means. These limiting policies will describe those practices, activities, decisions, and circumstances that would be unacceptable to the Board even if they were to be effective. Policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Management Team Limitations policies. The Board will never prescribe organizational means delegated to the Management Team.

Policy approved by the Board: January 8, 2015

3.4.3 Authorization for Action

As long as the Management Team uses any reasonable interpretation of the Board's Ends and Management Team Limitations policies, the Management Team is authorized to establish further procedures, make decisions, take actions, establish practices, and pursue activities.

Policy approved by the Board: January 8, 2015

3.5 Monitoring Management Team Performance

Performance will be assessed solely by (1) progress toward USNH Ends, (2) organizational operation within the boundaries established in Board policies on Management Team Limitations.

Policy approved by the Board: January 8, 2015

3.5.1 Purpose of Monitoring

Monitoring is performed simply to determine the degree to which Board policies are being met.

Policy approved by the Board: January 8, 2015

3.5.2 Monitoring Methods

The Board will acquire monitoring data by one or more of the following methods:

- a. By internal report, in which the Management Team discloses compliance information to the Board;
- b. By external report, in which an external, disinterested third party selected by the Board assesses compliance with Board policies;
- c. By direct Board inspection, in which a designated member or members of the Board assess compliance with the appropriate policy criteria.

Policy approved by the Board: January 8, 2015

3.5.3 Standard for Compliance

The standard for compliance shall be any reasonable Management Team interpretation of the Board policy being monitored. The Board is final arbiter of reasonableness, but will always judge with a "reasonable person" test.

Policy approved by the Board: January 8, 2015

3.5.4 Disciplinary Policy

The Board will take action in the event a policy violation occurs.

Policy approved by the Board: January 8, 2015

3.5.4.1 Notifying the Management Team

If the Board discovers a policy violation, it will notify the Management Team.

Policy approved by the Board: January 8, 2015

3.5.4.2 Plan for Remediation

The Board will give the Management Team a deadline to present a written plan to correct the policy violation that includes a timeframe for remediation.

Policy approved by the Board: January 8, 2015

3.5.4.3 Continued Violations

If the policy violation is not corrected after the remediation timeframe, the Board may consider suspending one or more of the Management Team members, and it will determine how to notify the congregation.

Policy approved by the Board: January 8, 2015

3.5.4.4 Termination

If the situation remains unresolved, the Board will initiate a termination process:

3.5.4.4.1 Called Minister Termination

The Board will recommend to the congregation that the called minister be terminated for continued policy violation, and call a meeting in compliance with the Bylaws.

Policy approved by the Board: January 8, 2015

3.5.4.4.2 Lay Management Team Member Termination

The Board will approve the termination of the lay Management Team member and notify the congregation of the its removal of the Management Team member.

Policy approved by the Board: January 8, 2015

3.5.4.5 Egregious Violations

If the Board determines that the policy violation is egregious, it will design an alternative process, commensurate with the severity of the violation.

Policy approved by the Board: January 8, 2015

3.5.5 Monitoring Schedule

All policies that instruct the Management Team 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.

Policy Number and Name	Method	Frequency
Purpose of USNH, C. Ends Statements (Program Outcomes)	Internal report	Monthly
	Direct Inspection	Annually
1.0 General Management Team Constraints	Internal report	Annually
	Direct Inspection	Annually
1.1 Treatment of Congregants, Friends, Visitors	Internal report	Annually
1.2 Emergency Management Team Succession	Internal report	Annually
1.3 Staff/Volunteer Treatment	Internal report (staff changes)	Monthly
	Direct inspection	Annually (including grievance procedures)
1.4 Compensation and Benefits	Internal report	Annually
1.5 Financial Planning/Budgeting	Internal report (planning)	Annually
	Direct inspection	Annually
1.6 Financial Condition and Activities	Internal report	Monthly
	External report (CPA's Compilation Statement)	Every year
1.7 Asset Protection	Internal report	Every 3 years (or more frequently as determined by the Board)
1.8 Communication and Support to the Board	Internal report	Annual
1.9 Grants or Contracts	Internal report	Annually
1.10 Safety	Internal report	Annually

Policy approved by the Board: March 12, 2015

3.6 Ministerial Compensation

The Unitarian Society of New Haven is committed to offering fair and competitive ministerial compensation to its called minister(s), based on applicable regional and national salary and benefit information, relevant experience and performance, and the Society's ability to pay.

The Board is responsible for establishing the compensation of the called ministers of USNH. This includes approving the initial compensation package in the ministerial agreement and reviewing the status of compensation on a regular basis.

Policy approved by the Board: January 8, 2015

3.6.1 Salary Components

Ministerial compensation consists of salary (including housing allowance) and benefits as outlined in the Letter(s) of Agreement.

Policy approved by the Board: January 8, 2015

3.6.2 Salary Review Process

The Board will annually review each called minister's salary and consider adjustments relative to current financial conditions. Annual adjustments for ordained ministers are in two separate categories:

- a. A cost of living adjustment will be considered annually, based on the Consumer Price Index (CPI) estimate for the current year.
- b. A merit increase above the adjustment for cost of living may be considered at the discretion of Board. The Board will compile the results of a called minister's performance evaluation for the time period since the last merit increase and use these along with the salary and housing ranges to assist in determining such merit increase.

Policy approved by the Board: January 8, 2015

3.6.3 Salary Records

The Board will maintain records of ministerial compensation adjustments.

Policy approved by the Board: January 8, 2015

4 Change Log

Change Number	Policy Number	Description	Date Change Approved
2015-1	1 Leadership Responsibilities & Limitations	Changed "Executive" to "Management"	Feb. 12, 2015

Change Number	Policy Number	Description	Date Change Approved
2015-2	1.1 Treatment of Congregants, Friends, and Visitors	Changed “Executive” to “Management”	Feb. 12, 2015
2015-3	1.2 Treatment of Paid and Volunteer Staff	Changed “Executive” to “Management”	Feb. 12, 2015
2015-4	1.3 Compensation and Benefits	Changed “Executive” to “Management”	Feb. 12, 2015
2015-5	3.1 Management Team Membership	Added wording: “However, the Minister is Chief of Staff and has the authority to hire and terminate staff.”	Mar. 12, 2015
2015-6	3.1 Management Team Membership	Removed the word “two” from the first sentence, and added clauses a, b, and c.	May 14, 2015
2016-1	1.5.1 e Budgeting	Added policy section e	Feb. 11, 2016
2016-2	1.5.2.3 Cash Management	Added policy	May 12, 2016
2017-1	1.5.2.1 a Operating Reserve	Changed “25%” to “15%”	May 11, 2017
2018-1	1.2 Emergency Management Team Succession 1.5 Financial Planning/Budgeting 1.5.1 Budgeting 1.5.2.1 Operating Reserve 1.6 Financial Condition and Activities 1.7.1 Insurance 1.7.2 Other 1.9.2 Leadership Responsibilities and Limitations	Interpretations added	Oct. 10, 2018
2019-1	1.5.2.1 Operating Reserve	Restore original MT approval date	Jan. 8, 2019

Change Number	Policy Number	Description	Date Change Approved
2019-2	1.6.c. Financial Condition and Activities	Changed MT interpretation from Any item qualifying under 1.6.b above which exceeds \$2500 will be brought to the BOT. to “The sum total of unbudgeted discretionary expenses qualifying under 1.6.b above shall not exceed \$2500 in any one fiscal year without approval of the Board.”	Jan. 8, 2019
2019-3	1.4 Compensation and Benefits and 1.4.a	MT interpretations added	Jan. 8, 2019
2019-4	1.7.1 c Asset Protection - Insurance	Delete “as well as insurance against theft and malfeasance” from the policy. Remove paragraph on malfeasance from interpretation.	Feb. 14, 2019
2019-5	1.7.2 c Asset Protection - Other	Change MT interpretation from “25%” to “15%”	Feb. 14, 2019
2019-6	1.1 Treatment of Congregants, Friends, and Visitors	MT interpretation added	Mar. 14, 2019
2019-7	Policies 1.5 Financial Planning/Budgeting and 1.6 Financial Condition and Activities	MT interpretation amended	Apr. 11, 2019
2019-8	Policies 3.1 Management Team Membership	MT interpretation added	Apr. 11, 2019
2019-9	Policy 1.3 Treatment of Paid and Volunteer Staff	MT interpretation added	May 9, 2019
2019-10	Policy 1.4 Compensation and Benefits	MT interpretation amended	June 13, 2019
2020-1	Policy 1.8 Communication and Support to the Board	MT interpretation added	Sept. 12, 2019
2020-2	Policy 1.10 Safety	MT interpretation added	Dec. 12, 2019

Change Number	Policy Number	Description	Date Change Approved
2020-3	Policy 1.7.1c Insurance	Phrase “as well as insurance against theft and malfeasance.” removed. This was overlooked in change 2019-4.	Feb. 13, 2020
2021-1	Throughout	Clarified “Policy approved by the Board...” by adding “Policy”	Feb. 11, 2021
2021-2	Among Ends	Substituted revision approved by the Board on Jan. 14, 2021	Feb. 11, 2021
2021-3	2.5.1.1 and 2.5.2	Replaced s/he and her/his with inclusive pronouns they and their	Feb. 11, 2021
2022-1	Within Ends and Beyond Ends	Substituted revision approved by the Board on April 14, 2022	June 9, 2022