

# Governance Policy: Board of Trustees

## Intent

It is the Board's intent to provide clear, accurate, and thorough information about the responsibilities, duties, and expectations for the Board of Trustees as the governing body of the Unitarian Universalist Congregation of Cleveland.

## Relevant Mandates

### **From the Code of Regulations**

#### **Article III, Section 6: Nominations**

- All nominees for elective positions shall be Members of the Congregation who have reached the age of eighteen (18). A nominee for election to the Board of Trustees shall have been a Member of the Congregation for at least three (3) years as of the date of the Annual Meeting at which his or her name will be presented.

#### **Article IV, Section 1 (Authority)**

- The governance of the Congregation shall be vested in a Board of Trustees, which shall consist of Members elected in accordance with the provisions of these Regulations.

#### **Article IV, Section 2 (Voting)**

- All Trustees shall have full voting rights.

#### **Article IV, Section 2 (Initial Board)**

- Section 2 details the Initial Board, terms, and gradual reduction in size
- The Trustees shall be divided into four classes of Trustees
- As the term of each class of Initial Trustees described in subparagraphs (a) through (c) above expires, that class will be replaced by a class of three (3) Trustees elected by the Members of the Congregation at its Annual Meeting, pursuant to the processes set forth in this Code of Regulations. The result of the election of the new classes of Trustees shall be to transition, over a period of forty-one (41) months after the adoption of these Regulations, the size of the Board from its initial fourteen (14) members to the ultimate size of ten (10) members as set forth in Section 3 of this Article IV.
- Any vacancy in the Initial Board, however occurring, shall be filled by an individual selected by the Initial Board by a vote of a number of Initial Trustees equal to one greater than two-thirds of the total members of the Initial Board, to hold office for the whole or balance of the term to which such Trustee was elected.

#### **Article IV, Section 3 (Board after Initial Board)**

- Upon expiration of the terms of all members of the Initial Board, the Board of Trustees of the Congregation shall consist of ten (10) members, including nine (9)

elected members and the Past President of the Congregation. The elected Trustees shall be divided into three groups of three (3) Trustees.

- Each year, one group of three (3) Trustees shall be elected by the Members at the Annual Meeting to serve a term from the time of election *until the third Annual Meeting following their election*. (Amendment to the Code proposed to correct this)
- A vacancy on the Board may be filled for the unexpired term by the vote of a majority of the remaining Trustees at a meeting of the Board of Trustees.

#### **Article IV, Section 4 (Fiscal Year)**

- Unless otherwise fixed by the Board of Trustees, the fiscal year of the Congregation shall be July 1 through June 30.

#### **Article IV, Section 4 (Removal of Trustees)**

- The Initial Board of Trustees shall have the power to remove for cause any Initial Officer or Initial Trustee by a vote of a number of Trustees equal to one greater than two-thirds of the members of the Initial Board. At any time after the expiration of all the terms of all the Initial Trustees, the Board shall have the power to remove for cause any Officer or Trustee by a vote of not less than two-thirds of the Board.

#### **Article IV, Section 6 (Meetings)**

- Except as the Board of Trustees may otherwise determine, it shall hold a regular meeting each month, on such date and at such time and place as the Board may designate. Special meetings may be called at any time by the President or any three (3) Trustees. Notice of any meeting shall be given to all Trustees by any method permitted by law at least five (5) days prior to each meeting. In the case of special meetings, the notice shall include the purpose of the meeting. All Congregation Members are welcome to attend Board meetings, except when an Executive Session has been called. Members may address the Board only by prior arrangement with the President.
- Any meeting of the Board or its Committees may be held through any form of electronic communication pursuant to which each Trustee is able to hear and participate, or in any other manner permitted under the laws of the State of Ohio. Such participation will constitute attendance at such meeting for purposes of determining quorum or for any other purpose.
- At each meeting of the Board, a number of Trustees greater than one-half of the total members of the Board will constitute a quorum. Unless otherwise specified, the act of a majority of a quorum at any meeting shall be the act of the Trustees.

#### **Article IV, Section 7 (Duty to Act)**

- The Board of Trustees shall act with reasonable diligence to carry out any directions resulting from action taken at any meeting of the Congregation Members, duly called and held.

#### **Article VIII, Section 1 (Committees)**

- Board committees provide strategic support to the Board and are subject to direction by the Board of Trustees.
- Lines of accountability for these committees shall be determined by the Board of Trustees.
- These Board committees will never interfere with the delegation of duties from the Board to the Leadership Council for the day-to-day management and administration of the Congregation.
- Free Standing committees do not report directly to the Board.
- The Finance Committee Chair shall be appointed from the Board.
- The Board of Trustees may provide for such other Board Committees as it deems desirable to assist the Board in fulfilling its responsibilities and discontinue the same at its pleasure. Members of each additional Board Committee may include Members who do not serve on the Board, or Friends. Each Board Committee shall have such powers and perform such duties, not inconsistent with law, the Articles of Incorporation and this Code of Regulations, as may be delegated to it by the Board of Trustees.

#### **Article X, Sections 2-5 (Conflicts of Interest)**

- Section 2 Any possible conflict of interest shall be disclosed to the Board of Trustees by the person concerned. When any conflict of interest is relevant to a matter requiring action by the Board of Trustees, the interested person shall call it to the attention of the Board of Trustees or its appropriate committee and such person shall not vote on the matter; provided however, that any Trustee disclosing a possible conflict of interest may be counted in determining the presence of a quorum at a meeting of the Board of Trustees or a committee thereof.
- Section 3 The person having the conflict shall retire from the room in which the Board of Trustees or its committee is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, that person shall provide the Board of Trustees or committee with any and all relevant information.
- Section 4 The minutes of the meeting of the Board of Trustees or committee shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote. When there is uncertainty as to whether a conflict of interest exists, the matter shall be resolved by a simple majority vote of the Board of Trustees or its committee, excluding the person concerning whose situation the uncertainty has arisen.
- Section 5 No employee of the Congregation shall serve as a Trustee nor shall any immediate family member of any member of the Leadership Council serve as a Trustee. For purposes of this provision, an immediate family member means the spouse, parent, child, sibling or domestic partner of a person.

#### **Other Duties Specified in the Code of Regulations:**

- The Board of Trustees may expel a Member by at least a two-thirds vote if the Member's actions are harmful or threatening to the Congregation, to the Congregation's employees, Members, or attendees of the Congregation's Sunday School, to any tenants, invitees or lessees of the Congregation, or to the property of the Congregation. (II.6)

- Any Member or Friend may withdraw by written notification to the Board of Trustees for any reason, including transfer to another Congregation or religious society. (II.7)
- The Annual Meeting of the Congregation Members shall be held on or between May 1 and the second Sunday in June, as determined by the Board of Trustees. (III.1)
- [Business to be conducted at the Annual Meeting shall include:] Other business raised by the Board of Trustees or any Congregation Member (III.2.e)
- Special meetings of the Congregation Members may be called at any time by the Board of Trustees. (III.2)
- The Leadership Development Committee shall present at the Annual Meeting a list of nominees for election to the Board of Trustees sufficient to maintain the composition of the Board set forth in Article IV below, at least two (2) nominees for election to the Leadership Development Committee, and other nominations as may be requested by the Board of Trustees. (III.6.a)
- Thereafter, the officers shall be elected by a majority of the Congregation's Board for the terms set forth below. (V.1)
- Members unable to attend meetings for calling or removing a minister may vote by absentee ballot in a procedure to be determined by the Board. (VI.1)
- When an interim minister is required, the Board shall appoint an Interim Minister Search Committee, which shall search and make a recommendation to the Board, in accordance with Unitarian Universalist Association guidelines. The Board shall approve or disapprove the recommendation by an affirmative vote of not less than 2/3 of the members of the Board. (VI.1)
- When a developmental, contract, or other minister is required, the Board shall hire an individual with the appropriate qualifications for the open position, at its discretion and by a process consistent with the Congregation's established personnel policies. (VI.1)
- The Board is responsible for annual written performance reviews of the minister(s). (VI.1)
- The Congregational Minister, another staff member appointed by the Board, the past President and the Treasurer shall comprise the Leadership Council (the "Council"). (VI.2)
- The Council shall be responsible for the day-to-day operations of the Congregation consistent with policies established by the Board, and may, with the approval of the Board, appoint additional staff persons or Members to serve on the Council. (VI.2)
- In all actions concerning employees, the Board and the Council shall operate within the Congregation's established personnel policies. (VI.3)
- In addition, two members [of the Leadership Council] shall be appointed by the Board from among its members, at its first meeting following each Annual Meeting,

to serve for a period of one year. One Board appointed member will serve as Board liaison and may not be the chairperson of this committee. (VIII.4)

## Boundaries

The Board of Trustees may not take actions reserved to the Congregation, Minister, or Leadership Council by the Code of Regulations.

The Board of Trustees may not ignore or fail to enforce mandates contained in the Code of Regulations and job description, or fail to carry out directions resulting from action taken at any meeting of the Congregation Members.

## Responsibilities

The Board of Trustees will review this policy every three years or as needed.

If changes are recommended to responsibilities or duties specified in the Code of Regulations, the Board will present those amendments to the Congregation for a vote at its next Annual Meeting.

Changes to the Job Description must be approved by a majority vote of the Board of Trustees.

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### **Action Record:**

Policy adopted by the Board of Trustees on May 26, 2020.

# Job Description: Board of Trustees

**Intent:** This description fulfills the responsibilities established in the Governance Policy: Board of Trustees.

## **Responsibilities** (Areas of authority)

- Plan for the future
- Act as a fiduciary of the congregation.
- Articulate the mission and vision of the church as periodically discerned by the congregation.
- See to the wellbeing of the congregation's people.

## **Duties** (Tasks that must be carried out)

- Mentor and educate board members.
- Evaluate the overall ministry
- Approve an Annual Budget for the Congregation to adopt through a vote at the Annual Meeting
- Review the annual budget developed by the ministerial budget team, revising the budget as appropriate, and submitting the budget to the congregation for approval.
- Delegate to the minister, staff and volunteers the tasks of developing and carrying out the means by which the church's ends and strategic plan are accomplished.
- Adopt policies for the organization and governance of the church that reflect the congregation's values and perspectives, place appropriate constraints on the minister's authority, and establish the boundaries of prudence and ethics within which all ministerial activities and decisions must take place.
- Report to the membership on the activities and financial status of the congregation.
- Adopt written governing policies that realistically address the broadest levels of all organizational decisions and situations.
- Transact all necessary business on behalf of the church, or to delegate this responsibility subject to appropriate restrictions.
- Evaluate whether the church's mission and vision are being accomplished.
- Develop, revise as necessary and follow an annual schedule to ensure that all board responsibilities are fulfilled.

## **Expectations** (Anticipated conduct or behavior)

- Speak with one voice
- Represent the Church on appropriate occasions
- Give generously to the congregation.
- Act in the best interest of the congregation as a whole and how it is serving its mission and vision, rather than in their own interests, or the interests of family, friends, associates, specific constituencies or interest groups.

- Balance transparency of communicating their work with the members of the congregation with the confidentiality of their internal process in reaching decisions, and with the confidentiality required as employers dealing with personnel issues.
- Follow all local, state, and federal laws, and to be in compliance with the congregation's bylaws, policies and any other governing documents.
- Live and model shared ministry in the board's relationships with the Minister, staff, other leaders and the congregation.
- Promote the long-term well-being of the congregation.
- Encourage the congregation lives in harmony with its own values.

**Action Record:**

Job descriptions adopted/reviewed/updated by (body) on (date).