

**Florida District Unitarian Universalist Association
Governing Policies**

(Adopted 03/19/2000, As Revised Through 02/20/2010)

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Mission: The Florida District creates joyful Unitarian Universalist congregations covenanting in love and faith.

I. Ends

The Florida District of the Unitarian Universalist Association is a community of interdependent congregations transforming lives and the world by living our Unitarian Universalist principles.

There are five subsidiary Ends that further characterize what we hope to achieve:

- A. Members and leaders of congregations are dedicated to lifelong faith development.
- B. Congregations are generous, fiscally sound and effectively managed and led.
- C. Congregations are inviting and diverse, characterized by respectful, compassionate and deep engagement with each other, our communities and the earth.
 - 1. Congregations will have vibrant youth and multigenerational programming. (Priority 1)
- D. Florida District congregations will be connected with each other and the larger community to enhance the impact of Unitarian Universalist values personally, congregationally and communally, while balancing their internal and external focus.
 - 1. Congregations are connected to their neighboring congregations in organized clusters.
 - 2. Florida District congregations have covenants with each other. (Priority 1)
- E. Florida District congregations, working together to become more welcoming, transform themselves and their communities to achieve racial, economic, and environmental justice. (Priority 1)

II. Executive Limitations

The D.E. shall not allow any practice, activity, decision, or organizational circumstance which is either unlawful, imprudent or in violation of commonly accepted professional ethics, including the UUA Code of Professional Conduct.

A. Co-Employment

The DE shall not fail to fully inform the Board of expectations and demands of the UUA in accordance with the co-employment agreement.

B. Treatment of Staff

With respect to the treatment of paid and volunteer staff, the D.E. may not cause or allow conditions which are unfair, undignified, disorganized, or unclear. The D.E. shall not:

1. Operate without written personnel procedures and guidelines which clarify personnel rules for staff, provide for handling of grievances, and protect against wrongful conditions, such as nepotism and grossly preferential treatment for personal reasons.
2. Discriminate against any staff member for expressing an ethical dissent.
3. Prevent staff from grieving to the board when (A) internal grievance procedures have been exhausted and (B) the employee alleges that board policy has been violated to his or her detriment.
4. Fail to acquaint staff with the D.E.'s interpretation of their protections under this policy.
5. Fail to implement fair compensation practices.
6. Fail to attend "Introductory Training in Policy Governance" within one year of hire.
7. Fail to provide training and resources for professional and volunteer staff in their area of responsibility.

C. Financial Planning/Budgeting

Financial planning for any fiscal year or the remaining part of any fiscal year shall not deviate materially from board's End Priorities, risk fiscal jeopardy, fail to comply with any Board approved Financial Plan, or fail to involve the Ends Council. Accordingly, the District Executive shall not allow budgeting which:

1. Fails to include credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
2. Plans the expenditure in any fiscal year of more funds than are conservatively projected to be received in that period.
3. Allows cash to drop below a safety reserve of less than three month's budgeted expenses at any time.
4. Provides less for board prerogatives during the year than is set forth in the Cost of Governance policy.
5. Allows the budget to be presented to the Annual Meeting without approval of the Board.
6. Prevents programs from raising funds for specific D.E approved purposes that fulfill the ends and fails to maintain the Florida Fund in accordance with the Endowment Fund Enabling Document.

D. Financial Condition and Activity

With respect to the actual, ongoing financial condition and activities, the D.E. shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from board priorities established in Ends policies. Accordingly, the D.E. shall not:

1. Fail to comply with any Board approved Financial Policy.
2. Expend more funds than have been received in the fiscal year to date unless the debt guideline (below) is met.
3. Indebt the organization or use Unrestricted Reserves in an amount greater than can be repaid by normal cash flow variations in revenue anticipated within the next 60 days or the end of the Fiscal Year, whichever comes first.
4. Use any long term, Dedicated Reserves, unless authorized by the Board to do so.
5. Conduct interfund shifting in amounts greater than can be repaid by normal cash flow variations in revenue anticipated within the next 60 days or the end of the Fiscal Year, whichever comes first.
6. Fail to settle payroll and debts in a timely manner.
7. Allow UUA-required payments, tax payments or other government ordered payments to be overdue or inaccurately filed.
8. Make a single purchase or commitment with income outside of annual period without disclosing same.
9. Acquire, encumber or dispose of real property.
10. Fail to aggressively pursue receivables after a reasonable grace period.
11. Enter in credit card arrangements with credit card limits totaling more than \$2000.

E. Contingency Planning

In order to protect the District from interruption of operations, the D.E. shall not fail to develop and implement adequate contingency plans. Accordingly, the D.E. shall not:

1. Operate without a contingency plan.

F. Asset Protection

The D. E. shall not allow corporate assets to be unprotected, inadequately maintained or unnecessarily risked. Accordingly, the D.E. shall not:

1. Allow unbonded personal access to material amounts of funds.
2. Subject plant and equipment to improper wear and tear or insufficient maintenance.
3. Unnecessarily expose the organization, its board or staff to claims of liability.
4. Fail to provide adequate insurance coverage to defend the organization, its assets, the Board of Directors, paid and volunteer staff against any claim of liability.
5. Make any purchase: (a) wherein normally prudent protection has not been given against conflict of interest; (b) of over \$500 without having obtained comparative prices and quality; (c) of over \$1,000 without a stringent method of assuring the balance of long term quality and cost.
6. Endanger the organization's public image or credibility, particularly in ways that would hinder its accomplishment of mission.

G. Compensation and Benefits

With respect to employment, compensation, and benefits to employees, consultants, contract workers and volunteers, the D.E. shall not cause or allow jeopardy to fiscal integrity or public image. Accordingly, the D.E. may not:

1. Change his or her own compensation and benefits.
2. Promise or imply permanent or guaranteed employment.
3. Establish current compensation and benefits which deviate materially from the geographic or professional market for the skills employed.
4. Create obligations over a longer term than revenues can be safely projected, in no event longer than one year and in all events subject to losses in revenue.
5. Establish or change pension benefits so as to cause unpredictable or inequitable situations, including those that:
 - a. Incur unfunded liabilities.
 - b. Provide less than some basic level of benefits to all full time employees, though differential benefits to encourage longevity are not prohibited.
 - c. Allow any employee to lose benefits already accrued from any foregoing plan.
 - d. Treat the D.E. differently from other key employees.

H. Communication and Support of the Board

The D. E. shall not permit the board to be uninformed or unsupported in its work. Accordingly, the D.E. may not:

1. Neglect to submit monitoring data required by the board (see policy on Monitoring D.E. Performance) in a timely, accurate and understandable fashion, directly addressing provisions of board policies being monitored.
2. Let the board be unaware of relevant trends, anticipated adverse media coverage, material external and internal changes, particularly changes in the assumptions upon which any board policy has previously been established.
3. Fail to advise the board if, in the D.E.'s opinion, the board is not in compliance with its own policies on Governance Process and Board – D.E. Linkage, particularly in the case of board behavior which is detrimental to the work relationship between the board and the D.E.
4. Fail to marshal for the board as many staff and external points of view, issues and options as needed for fully informed board choices.
5. Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among information of three types: monitoring, decision preparation, and other.
6. Fail to provide a mechanism for official board, officer or committee communications.
7. 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.
8. Fail to report in a timely manner an actual or anticipated noncompliance with any policy of the board.
9. Fail to supply for the consent agenda all items delegated to the D.E. yet required by law, contract or the By Laws to be board-approved, along with the monitoring assurance pertaining thereto.
10. Fail to bring to the Board recommendations for Committee Chair appointments, the annual theme for programming and the District Annual Assembly location and theme speaker.

11. Fail to operate without a Strategic Plan that specifies how the ends are to be realized and outcomes to be attained for specific periods of time.

I. Service to Unitarian Universalists in our Congregations

With respect to service to and treatment of Ministers, congregations and their members, the DE shall not cause or allow services or communications that are discriminatory, disrespectful, unsafe, untimely, or fail to provide appropriate confidentiality and privacy. Further, without limiting the scope of the previous statement by the following, the DE shall not:

1. Operate without the highest level of concern for all parties.
2. In situations of conflict within congregations the DE shall not fail to support congregations as a whole, facilitating without taking sides.
3. Fail to establish a clear understanding of what services may be expected and what may not be expected.
4. Fail to provide a grievance process.

III. Governance Process

The purpose of the board is to act on behalf of: our member congregations, generations of Unitarian Universalists, the heritage and ideals of Unitarian Universalists, and the spirit of life and love or the holy, is to see to it that the Florida District of the Unitarian Universalist Association (a) achieves appropriate results for appropriate persons at an appropriate cost, (b) avoids unacceptable actions and situations and (c) assists the U.U.A. in formulating and implementing its policies.

A. Governing Style

The Board will govern in a manner that will:

- Promote Unitarian Universalist values
- Display outward vision rather than internal preoccupation
- Encourage diversity in viewpoints
- Provide strategies for a mission-focused leadership
- Forge a strong link with the DE that clearly defines Board and DE roles
- Reflect collective rather than individual decisions
- Hold a future focus (long term) rather than present or past focus
- Conduct itself in a proactive rather than reactive manner
- Be sensitive to the needs of the congregations

Accordingly,

1. The Board will have a covenant
 - Covenant (doing)
 - Timely and on Time
 - Supportive
 - Direct communication
 - Coming prepared
 - Say “ouch” if you need to
 - Assume good intentions
 - Speak with “I” statements
 - Check in and check out
 - Have snacks – bring chocolate
 - Covenant evaluation at each meeting
 - Stay focused, stay flexible
 - Grow in wisdom and heart – have a spiritual practice

Being a Board is a spiritual practice
Have worship as part of our board meetings
Have fun
Bridge differences

Covenant (values)

Listening
Respectful
Honest
Have Fun
Sharing
Joyful
Open
Intentional
Productive
Powerful
Learning
Passionate
Growing
Present (physically/mentally)
Responsive
Responsible
Loving

2. The Board accepts responsibility for governance of the organization
 - a. The Board, not the staff, will be responsible for excellence in governing.
 - b. The Board will be the initiator of policy, not merely a reactor to staff initiatives.
 - c. The Board will 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.
 - d. The Board's focus will be on the intended long-term effects outside the organization, not on the administrative or programmatic means of attaining those effects.
3. The Board will cultivate a sense of group responsibility.
 - a. The Board will allow no officer, individual, or committee of the Board to hinder or be an excuse for not fulfilling Board commitments.
 - b. 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.
4. The Board will enforce upon itself whatever discipline is needed to govern with excellence.
 - a. Discipline will apply to matters such as attendance, preparation, policy-making principles, respect of roles, and ensuring continuance of governance capability.
 - b. Continual Board development will include
 - i. Orientation of new Board members in the Board's governance process.
 - ii. Periodic Board discussion of process improvement.
 - c. 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 the governance process and Board/DE linkage categories.

B. Board Job Description

Specific job outputs of the board, as an informed agent of the ownership, are those that ensure appropriate organizational performance. Accordingly, the Board will:

1. Produce the link between the organization and the ownership.
2. Produce written governing policies which, at the broadest levels, address each category of organizational decision.
 - a. Ends: Organizational products, impacts, benefits, outcomes, recipients, and their relative worth (what good for which recipients at what cost).
 - b. Executive Limitations: Constraints on executive authority which establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
 - c. Governance Process: Specifications of how the board conceives, carries out and monitors its own task.
 - d. Board-D.E. Linkage: How power is delegated and its proper use monitors; the D.E. role, authority and accountability.
3. Produce assurance of D.E. performance (against policies 2a and 2b).

C. President's Role

The President assures the integrity of the board's process and, secondarily, occasionally represents the board to outside parties.

1. The job result of the President's that the board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
 - a. Meeting discussion content will be only those issues which, according to board policy, clearly belong to the board to decide, not the D.E.
 - b. Deliberation will be fair, open, and thorough, but also timely, orderly, and kept to the point.
2. The authority of the President consists in making decisions that fall within topics covered by board policies on Governance Process and the Board-D.E. Linkage, with the exception of (a) employment or termination of a D.E. and (b) where the board specifically delegates portions of this authority to others. The President is authorized to use any reasonable interpretation of the provisions in these policies.
 - a. The President is empowered to chair board meetings with all the commonly accepted power of that position (e.g., ruling recognizing).
 - b. The President has no authority to make decisions about policies created by the board within Ends and Executive Limitation policy areas. Therefore, the President has no authority to supervise or direct the D.E.
 - c. The President may represent the board to outside parties in announcing board stated positions and in stating Presidential decisions and interpretations within the area delegated to him or her.
 - d. The President shall present annually for board approval a reimbursement policy in time for preparation of the budget.

D. Board Member's Code of Conduct

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

1. Members must have loyalty to the ownership, unconflicted by loyalties to staff, other organizations, and any personal interest as a consumer.
2. Members must avoid conflict of interest with respect to their fiduciary responsibility.
 - a. There will be no self-dealing or business by a member and the organization except when openness and appropriate competition are ensured.
 - b. When the board 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.
 - c. Members may not obtain employment in this organization for themselves, family, or close associates. To apply for employment, a member must first resign.
 - d. Members will annually disclose their involvements with other organizations, with vendors, or any associations which might produce a conflict.
3. Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in board policies.
 - a. Members interaction with the D.E. or with staff must recognize the lack of authority vested in individuals except when explicitly board authorized.
 - b. Members interaction 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.
 - c. Members will not make individual judgments of D.E. or staff performance.
4. Members will respect the confidentiality appropriate to issues of a sensitive nature.
5. Members will be properly prepared for board deliberation.
6. Members will be committed to ongoing training in Anti-Racism/Anti-Oppression/Multiculturalism.
7. Members will be dedicated to Unitarian Universalist lifelong faith development.

E. Board Committee Principles

Board committees, when used, will be assigned so as to reinforce the wholeness of the board's job and so as never to interfere with delegation from board to D.E.

1. Board committees are to help the board do its job, not to help or advise the staff. Committees ordinarily will assist the board by preparing policy alternatives and implications for board deliberation. In keeping with the board's broader focus, board committees will normally not have direct dealings with current staff operations.
2. 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 the authority delegated to the D.E.
3. Board committees cannot exercise authority over staff. Because the D.E. works for the full board, she or he will not be required to obtain approval of a board committee before an executive action.
4. Board committees are to avoid over-identification with organizational parts rather than the whole. Therefore, a board committee which has helped the

board create policy on some topic will not be used to monitor organizational performance on that same subject.

5. Committees will be used sparingly and ordinarily in an ad hoc capacity.
6. This policy applies to any group which is formed by board action, whether or not it is called a committee and regardless whether the group includes board members. It does not apply to committees formed under the authority of the D.E.
7. Of the three committees required by the By Laws: The Credentials Committee will be considered as a standing Board committee; The Nominating Committee, which is a committee that reports directly to the membership, is not a Board Committee; and The Youth Council will be considered as part of the operational organization.

F. Cost of Governance

Because poor governance costs more than learning to govern well, the board will invest in its governance capacity.

1. Board skills, methods, and supports will be sufficient to assure governing with excellence.
 - a. Training and retraining will be used liberally to orient new members and candidates for membership, as well as to maintain and increase existing member skills and understandings.
 - b. Outside monitoring assistance will be arranged so that the board can exercise confident control over organizational performance. This may include, but is not limited to, fiscal audit.
 - c. Outreach mechanisms will be used as need to ensure the board's ability to listen to owner viewpoints and values.
2. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability. Up to 10% of annual income will be expended.
 - a. For training, including attendance at conferences and workshops.
 - b. For financial review and other third-party monitoring of organizational performance.
 - c. For surveys, focus groups, opinion analyses, and meeting costs.
 - d. For other Governance expenses, as outlined in the Annual Budget.

IV. District Executive/Board Linkage

The board's sole official connection to operational organization, its achievement and conduct will be through the District Executive (i.e. - D.E.).

A. Unity of Control

Only officially passed motions of the board are binding on the D.E.

1. Decisions or instructions of individual board members, officers, or committees are not binding on the D.E. except in rare instances when the board has specifically authorized such exercise of authority.
2. In the case of board members or committees requesting information or assistance without board authorization, the D.E. can refuse such requests that require, in the D.E.'s opinion, a material amount of staff time or funds or is disruptive.

B. Accountability of the D.E.

The D.E. is the board’s only link to operational achievement and conduct, so that all authority and accountability of staff is considered the authority and the accountability of the D.E.

1. The board will never give instructions to persons who report directly or indirectly to the D.E.
2. The board will refrain from formally evaluating any staff other than the D.E.
3. The board will view D.E. performance as identical to organizational performance, so that organizational accomplishment of the Ends and in compliance with Executive Limitations will be viewed as successful D. E. performance.

C. Monitoring D.E. Performance

Systematic and rigorous monitoring of D.E. job performance will be solely against the expected D.E. job outputs which are organizational accomplishment of Ends and compliance with Executive Limitations.

1. Monitoring is simply to determine the degree to which board policies are being met. Data which do not do this will not be considered to be monitoring data.
2. In every case, the standard for compliance shall be any reasonable D.E. interpretation of the board policy being monitored.
3. The board will acquire monitoring data by one or more of three methods: (a) by internal report, in which the D.E. 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, and (c) by direct board inspection, in which a designated member or members of the board assess compliance with the appropriate policies.
4. Within 30 days of adoption of an End or Executive Limitation Policy, interpretation and appropriate indicators will be presented by D.E.
5. All policies which instruct the D.E. 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.
 - a. Within 30 days of acceptance of interpretation as reasonable, monitoring indicators will be submitted to the Board.

	Policy	Method	Frequency
i	Co-employment (IIA)	Internal	Annually
ii	Treatment of Consumers	Internal	Annually
iii	Treatment of Staff (IIB)	Internal	Annually
iv	Financial/Planning Budgeting (IIC)	Internal	Quarterly and with presentation of annual budget to board
		Direct Inspection	Annually
v	Financial Condition & Activity (IID)	Internal	Quarterly
		Direct Inspection	Semi-Annually
		External	Annually
vi	Emergency D.E. Succession (IID)	Internal	Annually
vii	Asset Protection (IIF)	Internal	Quarterly
viii	Compensation & Benefits (IIG)	Internal	Annually
		External	Bi-annually
ix	Communication & Support (IIH)	Direct Inspection	Annually
x	Ends (IIH)	Internal	Quarterly
xi	Ends, Benchmarking (IIH)	Internal	Within 90 days of presentation of relevant indicators