

**Unitarian Universalist Congregation of Wilmington**  
**Board of Trustees**  
**Policy Manual**  
**Last Revised December 13, 2018**

**Introduction**

The UUCWNC is essentially comprised of three bodies: the Board of Trustees, the Minister and other staff, and Congregants. These bodies are obviously interconnected with overlapping members and functions. However, they also have very distinct roles in the day to day operations and governance of the Congregation (*Adapted from Governance and Ministry: Rethinking Board Leadership, Dan Hotchkiss, 2016.*)

Overall Role of the Board of Trustees:

The governing of UUCWNC is done by the Board of Trustees. The Board guides the staff and programs of the Congregation through its bylaw review, written policies, and Vision.

Per UUCWNC bylaws, the Board has overall fiduciary responsibility for managing the affairs of the Congregation, including proposing a budget. The Board may delegate as much of those responsibilities as they deem necessary and prudent in the best interest of the Congregation.

Overall Role of the Staff, including the Minister (Executive Director):

The day-to-day work of ministry and programming for the Congregation is guided by the staff, which includes the Minister as the spiritual leader as well as Executive Director.

The Minister takes leadership in developing an operational Strategic Plan which details how the Board's Vision for the Congregation will be achieved and in managing the budget for UUCWNC programs and operations.

Overall Role of Congregants

The Congregation is responsible for developing the Mission of the UUCWNC which is at "the heart" of the UUCWNC.

Congregants (members) are directly responsible for:

Financially supporting UUCWNC

Doing "the work of the church"/ volunteering on ministries, committees, etc.

Approving the budget

Calling/recalling the Minister

Electing lay leadership (Board of Trustees)

Bylaw approval

## A. Mission and Vision

The Mission of the Board of Trustees is to create, maintain, and promote policy and vision to ensure that the activities and resources of the congregation are effectively and efficiently directed toward achieving the Mission of the Unitarian Universalist Congregation of Wilmington (approved by the Board, September 9, 2017).

The Board of Trustees created this Vision

- We are a thriving and dynamic religious community. We focus on the spiritual and social priorities of our congregation and community.
- We are a congregation that is welcoming to all who are in harmony with UU principles and our mission. We embrace our congregation and newcomers and offer opportunities and activities to foster meaningful connections.
- We are connected to and represent the larger UU community, regionally and nationally. **We are the voice of liberal religion in southeastern North Carolina and our community. We are committed to the bold profession of our faith in our community.**
- We are a teaching and learning congregation. To extend this community to all generations we support and foster robust religious education that includes the spiritual and social aspects of UU principles and teachings.
- Our minister inspires our congregation with both a prophetic (**inspirational and caring?**) and a pastoral voice.
- We are an engaged congregation and encourage and support volunteering. Our congregation is active in social justice efforts. We are a leader in social justice in our community in partnership with other congregations and organizations.
- We are financially sound and solvent **and able** to provide for the needs of our congregation, its personnel and its physical facilities. We financially support charitable efforts and the UUA.
- We are a generous congregation. We share our faith, resources and time with each other, our congregation, and our community.

## B. Board Governance

### 1. Board of Trustees Covenant (Revised November 10, 2018)

The Board of Trustees (Board) adheres to the following covenant in our work together in service to the UUCWNC and its Mission. Anyone attending a meeting of the Board also agrees to this covenant.

- We will always keep the greater good of the congregation in mind while doing our work.
- We will treat each other with respect.
- We commit to making attendance at meetings of the Board a priority. If a member misses a meeting it is their responsibility to find out what happened.

- We will listen respectfully without interruption or side chats during presentations and discussions.
  - No individual may make decisions or commitments on behalf of the Board unless authorized by the Board.
  - We stay on task and are mindful of what the Board’s responsibility is and what it is not.
  - What is said in a meeting stays in a meeting.
  - The Board will speak publicly as one.
  - During meetings we will take the pulse of all Board members to assure that all members have been heard.
  - We recognize that we are a diverse group with cultural differences.
  - We assume positive intent and recognize negative impact; if someone feels offended or misunderstood in a meeting, they are encouraged to express this.
  - We agree to share in the work of the Board.
2. Eligibility to serve as a Trustee:
- a. Per UUCWNC Bylaws, Trustees are elected by the Congregation and must be members of UUCWNC in good standing (implies financial contribution made on record), cannot be paid staff of UUCWNC, and cannot be a member of the Committee on Ministry.
3. Board Roles
- a. Duties and Responsibilities of the Board of Trustees
- The following provides an overview of the role and responsibilities of the UUCWNC Board of Trustees and expectations of individual Trustees and Officers. Per the bylaws, Trustees are elected by the Congregation and must be members of UUCWNC in good standing (implies financial contribution made on record), cannot be paid staff of UUCWNC, and cannot be a member of the Committee on Ministry.
  - The governing of UUCWNC is done by the Board of Trustees. This is not the day-to-day operations but the longer term governance of the Congregation. The Board provides written policies and vision which guide the action of the staff and programs of the Congregation.
  - The Board shall not fail to elect officers within the first month of the church year.
- b. All Trustees Shall:
- Attend and actively participate in Board meetings, retreats, and other scheduled work sessions.
  - Notify the President when unable to attend or participate in Board meetings and other activities.
  - Attend and, as assigned, participate in Congregational meetings.
  - When asked, serve as Worship Associate and participate in annual Board-led worship service.

- Serve, when appointed, as a representative of the Board to Congregational teams and other groups. Keep the Board informed of team and group activities, issues, and needs.
  - Accept and fulfill responsibilities and action items to support Board operations.
  - Communicate regularly to the Congregation on behalf of the Board, including preparing an article for the *Beacon*.
  - Support decisions of the Board.
  - Speak for the Board when directed to do so by the Board.
  - Actively participate in annual Stewardship activities.
- c. The President Shall:
- Convene monthly Board meetings and serve as Chair of the meeting.
  - Serve as Chair of the Board Executive Committee.
  - Convene at least one Congregational meeting during the Church Year and serve as Chair of the meeting.
  - With the Executive Committee, determine and publish the agenda for Board and Congregational meetings.
  - Sign documents pertaining to the purchase or sale of property on behalf of the UUCWNC.
  - In the absence of the Treasurer, can sign checks.
  - Meet and communicate regularly with the Minister.
- d. The Vice President Shall:
- Be a member of the Executive Committee.
  - Act as President and execute the duties of President in the absence of the President.
  - In the absence of the Treasurer, can sign checks.
- e. The Secretary Shall:
- Be a member of the Executive Committee.
  - Take and publish the minutes of all Board and Congregational meetings.
  - Prepare correspondence necessary to support Board operations and activities.
  - Keep the official record (notebook) of Board meetings, decisions, policies, and correspondence.
  - Placeholder: the Board needs to develop a records retention scheme including technology (or paper) and long-term guidance.
- f. The Executive Committee shall:
- Consist of the President, Vice President, Secretary and Minister.
  - Prepare the agenda of the monthly Board meetings.
4. Board Limitations
- a. The Board will not make decisions or take actions that fall into the responsibilities of the Executive Director.

- b. The Board will do nothing illegal except actions to take a moral stand in line with UU principles.
  - c. The Board members, while representing the congregation, may not advocate for political candidates.
5. Fiduciary Responsibility
- a. The Board will review the Treasurer’s reports and monitor the status of the budget.
  - b. The Board will take an active role in stewardship.
  - c. The Board has ultimate responsibility for stewardship.
  - d. Placeholders:
    - The Board will create a plan in the fall to raise money using projects such as an auction.
    - The Board should define “stewardship” and what its responsibility will actually be. There’s a gap between the BoT fiduciary responsibility and receiving cash in the bank that needs to be addressed.
6. Board Meetings
- a. The Board shall create a calendar of its meetings for the year when the Board has its initial meeting.
  - b. Meeting attendance policy
    - Trustees are expected to attend all Board meetings in person, though attendance can be virtual when necessary.
    - No more than two absences will be allowed in the course of a Board year.
    - A third absence will result in termination from the Board unless otherwise deemed by the Board.
    - Attendance is expected at all planning sessions and retreats.
  - c. Visitors policy at Board meetings
    - Visitors are encouraged to attend and observe Board meetings.
    - Visitors who want to speak at a meeting have to inform the Board no later than five days before the scheduled date of the meeting.
  - d. Expectations of time for meetings, work sessions, meeting preparation, and email handling.
    - Board meetings and work sessions are planned for two hours. Board members will plan to be on time and to stay for the full meeting or work session. Board members that will be absent will notify the Board in advance.
    - Reports for the Board are expected to be submitted to the Board no later than 48 hours before the meeting.
  - e. The Board will hold an offsite retreat within the first three months of the church year.

7. Board Transition
  - a. New BOT member training.
    - The Board of sitting and incoming members will provide the new Board with relevant documents or sets of files.
    - The new Board members will be trained to use the tools appropriate to their new roles.
  - b. The Board will hold a joint session with old and new Board members at the end of the church year.
  - c. Only the incoming Board can participate in the election of officers for the new Board.
8. Board Communications.
  - a. The Board shall not fail to have regular communications to the congregation.
  - b. The Board shall not fail to have regular opportunities for dialogue with the congregation.
  - c. **The Board will respond to communications from the congregation in a timely manner.**
9. Board internal communications practices.
  - a. The Board members shall not fail to open and read all Board internal communications and respond in a timely manner.
  - b. Internal communications of the Board are for the purposes of the Board and shall not be shared outside the Board.
10. Board Committees
  - a. Standing Committees per the bylaws
    - Finance Committee
      - Authority
      - Responsibility
      - Make-up
      - Finance administration
  - b. Nominating Committee
    - Policies 2017-2018 - Appendix A
11. Ability to form other working groups (determine function & limitations)
12. Voting for UUA Offices
13. Monitoring
  - a. Monitoring schedule

<b>Monitoring and Discussion Schedule</b>		
<b>Section</b>	<b>Title</b>	<b>Schedule</b>
A.1.	Board Mission	Every 3 years
A.2.	Board Vision	Every 3 years
B.1.	Board Covenant	Sept. meeting
B.2.	Eligibility to Serve as a Trustee	Feb. meeting
B.3.	Board Roles	September
B.4.	Board Limitations	September
B.5.	Fiduciary Responsibility	September
B.6.	Board Meetings	July
B.7.	Board Transition	May
B.8.	Board Communications	November
B.9.	Board Internal Comm. Practices	November
B.10.	Board Committees	October
B.11.	Board Working Groups	
B.12.	Voting for UUA Offices	
B.13.	Monitoring Board Policies	
C.1.	Delegation of Authority to Exec. Dir.	September
C.2.	Executive Limitations	September
C.3.	Executive Roles	September
C.4.	Building Operations Manual	November
C.5.	Personnel Handbook	February
C.6.	Congregation Policy and Procedures Manual	October
C.7.	Congregation Safety Procedures Manual	July
C.8.	Strategic Plan Development	1 Year after updated Vision

b. Monitoring of Executive and Ministerial performance

- Monitoring of policies regarding the Executive Director
  - The Executive Director shall not fail to make a written monthly report to the Board of the highlights of the policies and accomplishments and challenges involved in the month's performance.
- Monitoring of policies regarding the Minister
  - The Minister shall not fail to make a written monthly report to the Board of the highlights of the policies and accomplishments and challenges involved in the month's performance.

**C. Policies Regarding the Executive Director**

1. The Minister will act as the Executive Director.

2. The Executive Director will act as the Chief Executive Officer of the Congregation.
3. Executive Limitations
  - a. The Executive Director will not break the law except actions to take a moral stand in line with UU principles.
  - b. The Executive Director will not deviate from recognized and accepted business practices in the performance of duties.
  - c. The Executive Director will not deviate from the accepted budget without approval of the Board of Trustees.
  - d. The Executive Director, while representing the congregation, may not advocate for political candidates.
4. The Executive Director will create and maintain a Building Operations Manual.
5. The Executive Director will create and maintain a Personnel Handbook.
6. The Executive Director will create and maintain a Congregation Policy and Procedures Manual.
7. The Executive Director will create and maintain a Congregation Safety Procedures Manual.
8. Strategic Plan Development: Within one year of the Board revising its Vision the Executive Director will interpret the Vision and create a three year Strategic Plan in line with that Vision.

#### D. Congregation

1. Board role regarding interaction with non-Board committees and other Congregational groups
2. Policies regarding Congregational groups/volunteers and:
  - a. Fundraising
    - Fundraising projects must follow these guideline:
      - Cannot be an illegal activity.
      - Must be underwritten by the sponsor.
      - Must give the sponsor's net revenue beyond expenses to the general fund of the church.
      - Or, with prior approval of the Board, the funds can go to a designated fund.
  - b. Using UUCWNC name
    - **The Executive Director shall determine specific uses of the UUCWNC name.**



- All usages must support the principles and mission of the congregation.
  - The name cannot be used to promote political candidates.
3. Work of the Congregation
    - a. Ministries and volunteer groups
    - b. Volunteer Coordination
  4. Communications
    - a. Internal Communications
    - b. External Communications
  5. Financial Audit
  6. Nominating Committee
  7. Finance Committee
    - a. The Treasurer Shall:
      - Serve as the Chair of the Finance Committee.
      - Prepare reports for the Executive Committee as needed.
      - Prepare and disseminate monthly financial reports to the Board and the Congregation.
      - Present the annual budget to the Board and to the Congregation at the annual meeting.
      - Ensure remittance of Federal and State withholding payments monthly.
      - Ensure the preparation of all Federal and State tax and other reports (including W-2, 941A, and NC Withholding).
      - Shall ensure the preparation and distribution of quarterly pledge update statements for each contributor.
      - Shall ensure the preparation and distribution of calendar year total contribution statements for each contributor for their use.
      - Present a report to the Congregation on the “state of UUCWNC finances” at Congregational meetings.
      - Monitor the completeness and accuracy of all financial data, including pledges, by UUCWNC staff into the accounting system (ICON).
      - Oversee the tally, documentation, and deposit of cash and check contributions.
      - Make general journal entries.
      - Enter credit card payments.
      - Sign checks.
      - Shall have the authority to delegate responsibilities as appropriate..
      - Shall ensure that the proper signature cards are at the bank.

- **Note:** *Per bylaw amendments approved on June 4, 2017, beginning with the 2018-19 church year, the Treasurer will no longer be a member of the Board of Trustees but will be elected separately by the Congregation. The Treasurer will continue to serve as Chair of the Finance Committee and regularly report to the Board.*

8. Committee on Ministry

## APPENDIX A

### Nominating Committee Policies & Procedures

#### DRAFT January 2017

The following statements provide an overview of the role and responsibilities of the UUCWNC Board of Trustees. The Nominating Committee can use this information when reviewing the duties and expectations of Trustees with potential nominees.

The UUCWNC is run by two bodies, the Board of Trustees and the staff. *Adapted from Governance and Ministry, Dan Hotchkiss, 2017.*

#### Role of the Board of Trustees:

- The governing of UUCWNC is done by the Board of Trustees. This is not the day-to-day operations but the longer term governance of the Congregation.
- The Board guides the staff and programs of the Congregation through its written policies and vision. For example, the Board can write a policy such as: *The church will provide high quality youth religious education services to teach the principles of Unitarian Universalism and critical thinking in a supportive environment.* It is the job of the minister and staff to actually budget for, set up and run the religious education program.
- A member of the Board participates in meetings and work sessions focused on producing mission statements, minutes, policies, strategic goals, and budgets.

#### Role of the Staff, including the Minister (Executive Director):

- The day-to-day work of the Congregation is done by the staff, which includes the minister as the executive director as well as its publicly visible minister.
- What most people think of when they think about the UUCWNC is what the minister and staff do in conjunction with congregants: directing worship services, religious education, fellowshiping, service projects, mowed lawns, happy children, and renewed hope.

#### Required time commitment and expectations to adequately fulfill the duties of a Trustee:

Required attendance at:

- Regular monthly board meetings
- Additional work sessions which might be scheduled, up to 3 or 4 per year
- Called Congregational meetings (up to 2 per year)
- "Conversational" meetings with the congregation (3-4 per year)

As leaders in the Congregation, Trustees are also expected to:

- Participate in an annual Board -led worship service
- Serve as Worship Associate once per year
- Be actively involved in functions of the Congregation

Other expectations include:

- Review Board e-mails regularly and maintain communication with other Trustees
- Adequately prepare to be an active participant at meetings
- Participate in a designated book study

#### Proposed Policies Regarding Eligibility to Serve as a Trustee

- Must be a member of UUCWNC in good standing (implies financial contribution made on record) (*potential bylaw amendment*)
- Cannot be a paid staff person of UUCWNC (*potential bylaw amendment*)
- Cannot be a member of the Committee on Ministry

Note: The make-up of the Board also should be diverse to adequately reflect the Congregation

#### Proposed Operational Procedures for Nominating Committee

- Establish timeline for nomination process
- Identify and recruit for specific roles on Board (e.g. Treasurer)
- Solicit nominations from membership/congregation
- Review list of potential candidates/notes identified by previous Nom Com
- Have interested members complete an application
- Interview potential nominees
- Submit refined list of nominees to current BOT (including minister) for vetting
- Prepare brief bio of each candidate to be presented as slate at annual congregational meeting

#### Role of the BOT Liaison to Nominating Committee (proposed)

- Role to be primary point of contact between Nom Com (Chair) and BOT;
- Work with Nom Com Chair to draft Application for Nomination to the BOT
- Contact Chair to confirm timeline for nomination process, provide related policies & procedures and ensure understanding of duties of Nom Com
- Clarify any special needs in soliciting candidates (e.g. Treasurer)
- Answer questions from the Nom Com or fields questions to entire Board as necessary
- Update BOT periodically on progress of Nom Com

#### Application for Nomination to the Board of Trustees:

Are you a current member of UUCWNC? How long have you been a member?

Why are you interested in serving on the BOT?

How have you been involved at UUCWNC? What ways have you volunteered?

What is your general professional experience and employment (current or previous)?

Please describe any experience you have with policy-based governance or serving on a board of directors.