

**Boise Unitarian Universalist Fellowship
Board Policy Book**

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Philosophy of Governance

Using democratic processes, the membership of the Boise Unitarian Universalist Fellowship (“BUUF” or the “Fellowship”) elects a Board of Directors to function as its governing body and the membership calls a Minister to serve as BUUF’s spiritual, programmatic, and administrative leader. Together the Board and the Minister work to help the Fellowship follow its mission and vision. The Board, led by the President, is responsible for the long-term mission and well-being of the congregation. The staff, led by the Minister, is responsible for operational decisions, adopting administrative policies and procedures, and allocating congregational resources, except as specifically limited by these policies.

1. Board Governance

1.1 Role of the Board

The Board will govern primarily by discerning mission, planning for the future, partnering with the Minister and staff, and holding leaders of BUUF accountable for their performance.

1.1.1 Annual Board Work Products

In concert with the Minister, staff, and congregation, the Board will produce and adopt:

- An annual informal **Performance Evaluation** of the Board’s and the Minister’s success or difficulties in achieving the prior year’s Vision of Ministry as set forth in the Ends Statements. The Board and Minister will also evaluate their effectiveness in their respective roles.
- An annual short list of **Open Questions** about BUUF’s future, as the basis for ongoing planning conversations.
- An annual **Vision of Ministry**, consisting of a short list of top-priority areas, set forth in Ends Statements, where BUUF intends to advance its work in the coming year, as a starting point for budgeting and staff planning.

1.1.2 Less Frequent Board Work Products

In concert with the Minister, staff, and congregation, the Board will produce and adopt:

- An **Evaluation** of the Minister's performance in their wider pastoral role as developed by the Committee on Ministry.
- A **Strategic Plan**, to be updated every five to ten years, consisting of a short list of the most important results the Board intends to achieve through BUUF's ministry and the strategic choices (regarding program, membership, capital and operating budgets, and staffing) the Board has made about how to achieve those results.
- A **Mission Statement**, to be updated as needed, that articulates BUUF's purpose and related statements (vision, values, and a tagline) to communicate the reasons for BUUF's work.

1.2 Board Officers

In addition to the duties defined by the Bylaws and applicable laws and regulations, the Officers have the following responsibilities:

1.2.1 President

The President sets the agenda for Board and congregational meetings, facilitates or arranges for facilitation of Board and congregational meetings, executes documents and official correspondence of the Board, and otherwise represents the Board to outside parties.

1.2.2 Secretary

The Secretary prepares and circulates the agenda for Board and congregational meetings, and ensures the safety and accuracy of (a) Board records, including the minutes of Board and congregational meetings and these policies, and (b) congregational votes.

1.2.3 Treasurer

The Treasurer supports fulfillment of the Board's financial oversight responsibilities by working with the staff to ensure that appropriate financial reports are made available to Board members and the membership at large. The Treasurer serves as liaison to the Finance

Committee and is responsible for directing the biannual financial audit or review.

1.2.4 Executive Committee

The Executive Committee consists of the President, Vice-President, Past President, Secretary, and Treasurer. The Executive Committee, or a subset thereof, and the Minister may meet from time to time to plan upcoming Board meetings. Such informal planning meetings shall not be considered meetings of the Board, and the Executive Committee is not authorized to make any Board decisions at such planning meetings.

1.3 Expectations of Board Members

1.3.1 Board Covenant

The Board will adopt a covenant of mutual expectations for Board service, which will be reviewed and updated annually as new members join the Board.

1.3.2 Conflicts of Interest

The Board expects all of its members to carry out their duties with undivided loyalty to BUUF and its mission. A conflict of interest exists whenever a Board member has interests or duties that may hinder or appear to hinder the Board member from fulfilling this duty.

1.3.2.1 Definition. Conflicts of interest arise when the Board member:

- Stands to gain or lose financially because of an action of BUUF in which they have a decision-making role.
- Cannot set aside their personal preferences as an individual consumer of BUUF's services to act on behalf of the whole Fellowship and its mission.
- Faces any other situation that impairs or reasonably appears to impair their independent judgment.
- Has a close relationship with someone who has a conflict of interest, as defined here. A close relation includes any person, corporation, or other business entity with which the Board member has a close personal, family, or business relationship.

1.3.2.2 Conflict-of-Interest Disclosure

The Board will annually require its members to disclose in writing all existing or foreseeable conflicts of interest. Disclosure forms must be kept by the Secretary and made available to any member of the Board who asks to see them.

1.3.2.3 Conflict-of-Interest Process

When a Board member reports a potential conflict of interest related to a matter before the Board, the Board (minus the reporting member) will determine how to handle the situation. Possible responses include disclosure of the conflict in the Board minutes or having the reporting member leave the room during all Board business relating to the potential conflict.

1.3.2.3 Employment

Board members shall not use their Board position to obtain employment in the Fellowship for themselves or any person with whom the Board member has a close personal, family, or business relationship. A Board member who applies for employment must first resign from the Board.

1.3.2.4 Simultaneous Board Membership

No person may serve as a Board member at the same time as any person with whom the person has a close personal, family, or business relationship.

1.4 Board Committees and Task Forces

1.4.1 Role

Board Committees and Task Forces are established by the Board or the Bylaws and are responsible to the Board. The work product of Board Committees and Task Forces goes back to the Board. Board Committees and Task Forces exist solely to help the Board govern and not for administration or program management or to make decisions on the Board's behalf.

In contrast, Ministry Teams are established by the Minister and staff and are responsible to the Minister and staff. The work product of Ministry Teams flows outward to the congregation and the world.

1.4.2 Standing Committees

The Board may establish standing Committees for ongoing functions. Standing Committees shall continue in existence until formally terminated by the Board. The current standing Committees are:

1.4.2.1 Finance Committee

The Finance Committee assists the Board in its oversight of the Fellowship's finances, ensures that routine financial reports are clear and helpful, coordinates development of the annual budget, and coordinates the bi-annual audit. From time to time, the Committee holds educational sessions to ensure that Board members have adequate understanding of the Fellowship's financial status and goals. The Committee has no management authority and does not participate in day-to-day financial decision-making.

1.4.2.2 Personnel Committee

The Personnel Committee assists the Board in developing personnel policies, ensuring compliance with applicable laws, and carrying out the staff grievance process. The Committee has no staff management authority and does not participate in supervision or personnel decision-making.

1.4.2.3 Committee on Ministry

As set forth in the Committee on Ministry Charter, the Committee on Ministry assists the Board in assessing and strengthening the quality and health of ministry within the congregation. Together with the Minister this committee is responsible for:

- Reviewing areas of ministry for health and effectiveness, exploring partnerships necessary to bring that ministry to its fullest potential;
- Providing opportunities for all to contribute to the attainment of the ministry's fullest potential;
- Setting goals for ministerial growth;
- Facilitating an appropriate conflict resolution process for issues that could adversely affect the congregation's ministry.

1.4.2.4 Nominating Committee

As set forth in the Bylaws, the Nominating Committee recommends candidates for the Board and the Nominating Committee.

1.4.2.5 Endowment Committee

As set forth in the Bylaws and related resolutions, the Endowment Committee oversees the Endowment Fund.

1.4.3 Task Forces

The Board also may establish temporary Task Forces for specific purposes. Each Task Force shall terminate automatically upon completion of the specific purpose for which the Task Force was established.

1.4.4 Board Member Involvement

Board members may also be members of Committees or Task Forces. Before a Board member becomes a member of a Committee or Task Force, the Board will designate whether such Board member is intended (a) to act solely as a liaison to the Board or (b) to participate on the Committee or Task Force on the same basis as the other Committee or Task Force members.

2. Delegation to Staff

2.1 Global Delegation to Minister

The Minister shall lead and direct the spiritual, programmatic, and administrative work of the Fellowship. The Board hereby delegates all of its authority to manage the work and resources of the Fellowship, except as expressly limited by the Bylaws and these policies, to the Minister as Head of Staff.

2.2 Unity of Control

Only officially passed motions, resolutions, and policies of the Board are binding on the Minister. Decisions or instructions of Committees, Task Forces, or individual Board members are not binding on the Minister except in instances when the Board has specifically authorized such exercise of authority.

2.3 Senior Staff Team

The Minister manages the work of the Fellowship in collaboration with a Senior Staff Team. The Senior Staff Team includes the Director of Administration, the Director of Family Ministries, and the Social Justice and Membership Coordinator, all of whom report directly to the Minister. The Board expects the Senior Staff Team, individually and jointly, to:

- Lead and unify the paid and volunteer staff in directing their efforts toward the fulfillment of BUUF's mission and goals.
- Ensure compliance with the Bylaws, Board policies, and applicable laws and regulations.
- Uphold a high standard of ethical and professional conduct.
- Work towards accomplishing the goals contained in the Annual Vision of Ministry by developing annual goals for its work as a team.

2.4 Director of Administration

The Board hereby entrusts the Director of Administration with management of the financial and operational aspects of the Fellowship and with special responsibility for staff compliance with Board policies on Care for Paid Staff, Care for Members and Guests, and Care for Material Resources. The Board expects the Director of Administration to exercise independent professional judgment in reporting to the Board and Minister regarding matters in their purview.

2.5 Staff Accountability

All staff members are accountable to the Minister, who is accountable to the Board for their performance.

3. Guidance and Limitations

3.1 Personnel Decisions

The Minister has authority over and is accountable for the selection, hiring, supervision, and discharge of all paid staff.

3.1.1 New Positions

The Board normally creates new positions through the budget process. The Minister may create and fill temporary positions, provided that they can be funded within established budgetary limits.

3.1.2 Employment at Will

All paid staff are employees at will, unless the Board approves the terms of a contract that states otherwise.

3.1.3 Termination

Before discharging a paid staff member, the Minister must ensure that the decision complies with applicable laws, Board policies, contracts, and the personnel manual. The Minister must promptly notify the Board when an employee has been terminated.

3.2 Care for Paid Staff

The Fellowship intends to be a fair, ethical, and attractive employer; to achieve high staff morale and productivity; and to protect members of the staff from all forms of injustice and abuse related to their employment.

3.2.1 Supervision and Evaluation

Each employee will be assigned an immediate supervisor, who will provide an up-to-date job description and complete an annual process of goal-setting and performance review.

3.2.2 Compensation and Benefits

As part of the annual budget process, the Board will review compensation and benefits for all paid staff and consider adjustments based on compensation and benefits practices from comparable employers, recommendations from the Minister, and BUUF's financial capacity and strategic goals.

3.2.3 Personnel Manual

The staff will maintain an up-to-date Personnel Manual that complies with all applicable legal requirements. Among other provisions, the Personnel Manual must provide adequate policies to effect the principles of nondiscrimination and freedom from harassment, provide a staff grievance process, and protect whistleblowers from retaliation.

3.3 Care for Members and Guests

The staff must take all reasonable care to make its premises and activities respectful and safe for members, guests, program participants, and others affected by Fellowship activities.

3.4 Care for Material Resources

The staff must take all reasonable care to protect the Fellowship's financial assets, property, credit, and tax exemptions, including by developing administrative practices and procedures designed to implement such protections. The staff must report promptly to the Board on any significant shortcomings in protecting the Fellowship's material resources.

3.4.1 Operating and Capital Budgets

The Finance Committee, in coordination with the Minister and staff, must, by May 1 of each year, present a one-year operating budget and capital budget for approval by the Board, based on the Annual Vision of Ministry and any strategic plan currently in effect.

3.4.2 Spending Authority

The staff controls and is responsible for all spending out of Fellowship accounts, subject to the following limitations:

3.4.2.1 Donor-restricted funds may not be used in violation of donor restrictions or Board-restricted funds in violation of Board-imposed restrictions.

3.4.2.2 Cash operating reserves may not fall below 25% of the annual budgeted expenditures without Board approval.

3.4.2.3 Board approval is required to increase compensation for any staff position or to change the basis on which benefits are calculated.

3.4.2.4 The staff must anticipate and prevent spending in excess of the overall budget. If it foresees any material deviation from budgeted spending, the staff must promptly inform the Board and recommend options for adjusting the budget.

3.4.2.5 The budget will be prepared in outline form, with major budget categories summarizing minor ones. The Minister may approve overspending by up to 15% over budgeted amount in any major budget category, provided overall spending remains within budget and the adjustment is promptly reported to the Board.

3.4.3 Gift Acceptance

The staff controls and is responsible for receiving and acknowledging all gifts to the Fellowship, except as specifically limited in the [“Policy on Giving to the Boise Unitarian Universalist Fellowship.”](#)

3.4.4 Directed Funds

All funds established by Board action to be used for special purposes are considered directed funds. The list of directed funds currently established by the Board and the purposes for which they are directed shall be maintained as an appendix to this document.

3.4.5 Accounting and Financial Standards

As set forth in the Bylaws, fellowship accounting and financial controls must adequately ensure accurate financial statements and prevention of fraud and conform to accepted best practices for churches of comparable size.

3.4.6 Asset Protection

The Minister must take all reasonable care to ensure that Fellowship assets are protected from loss or theft, including by: procuring adequate insurance to protect against property loss and liability, maintaining Fellowship property and equipment in working order, and protecting the Fellowship’s intangible property from damage or loss.

3.4.7 Document Retention

The staff must maintain written procedures to govern the back-up, retention, and destruction of Fellowship documents (other than Board documents, for which the Board is responsible) in both electronic and paper forms.

4. Oversight

4.1 Mission Focus

The Board’s duty of care requires it to ensure that the Fellowship’s human and material resources are used for the benefit of its mission. The Board fulfills this duty in two ways: by monitoring regular reports provided by the Minister and staff and by scheduled evaluation of the Fellowship’s progress toward achieving the goals established in the Annual Vision of Ministry.

4.2 Monitoring

The Minister will provide regular written reports from the staff to the Board. Reports must focus on progress of priorities, as set by the Board through the Annual Vision of Ministry, and on compliance with Board policy. Monitoring reports must be e-mailed to Board members in advance of each monthly meeting but will not normally be a subject of Board discussion except when they require Board action or raise issues of compliance with Board policy.

4.3 Evaluation

Everyone responsible for work on behalf of the Fellowship will engage in a continual process of evaluation. The purposes to be accomplished through evaluation are to foster excellence in ministry work by ensuring that all Fellowship leaders:

- Practice open communication and regular feedback
- Meet performance standards appropriate to their roles
- Maintain effective working relationships with one another
- Focus on achieving goals as approved by the Board and staff

4.3.1 Board and Minister Evaluation

Annually, as part of the creation of the Annual Vision of Ministry, the Minister and Board will together informally review their respective contributions to the fulfillment of the prior year's Annual Vision of Ministry.

4.3.2 Staff Evaluations

The Minister must ensure that all Fellowship employees develop, with their supervisors, timely annual performance goals supportive of the Annual Vision of Ministry and that their performance is evaluated annually in writing.

4.3.3 Evaluation of Ministry Teams

The Minister must ensure that leaders of Ministry Teams develop goals supportive of the Annual Vision of Ministry and that their performance is evaluated periodically.

4.3.4 Minister's Performance Review

The Committee on Ministry will design and facilitate periodic reviews of the Minister's performance.