

UUTC Board of Trustees
Operating Guidelines
2024 Edition

FUNCTION: The function of the UUTC Board of Trustees is to act on behalf of the congregation and to lead the congregation to accomplish the UUTC mission.

Our Mission, as a welcoming, inclusive community, acting from love, compassion and respect is:

- *To support individual spiritual journeys*
- *To promote social, economic and environmental justice.* (Adopted February 2017)

The following pages describe procedures used to carry out the function and responsibilities of the Board of Trustees. These procedures are reviewed annually and may be revised as needed.

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AUTHORITY, COMPOSITION, TERMS, RESPONSIBILITIES

The Authority, Composition, Terms, and Responsibilities of the Board of Trustees are established in the organization's Bylaws, as follows:

V. BOARD OF TRUSTEES (Bylaws pp 3 and 4)

1. **AUTHORITY TO ACT**—The Board shall have full authority to act on behalf of the Congregation with the exception of those actions set out in Article IV, Section A of the Bylaws. The Board may delegate authority, as appropriate, to UUTC committees and/or task groups and/or individuals. The Board has the authority to amend the budget but may not increase the entire budget by more than 10%.

B. RESPONSIBILITIES—The Board shall, with appropriate assistance from committees, task forces, or individuals:

1. assume the usual and customary responsibilities for managing the business affairs of the Congregation and for providing oversight of its programs. This includes, but is not limited to, maintaining an appropriate organizational structure and setting organizational policy;
2. maintain and annually update a policy manual. This policy manual shall guide the operation and governance of UUTC in accordance with the bylaws and shall be readily available to the congregation for review and comment;
3. provide oversight in all areas of congregational life;
4. represent UUTC in the broader community;
5. authorize any formal public statement in the name of the Congregation;
6. establish special funds, as needed;
7. approve membership of Board Committees.

C. MEETINGS—The Board shall hold regular monthly meetings unless there is no business to transact and may hold special meetings as the need arises. A meeting quorum will consist of the President or the President-Elect and any three additional voting Board members. The meetings are open to UUTC Members and Friends to observe, except when the Board goes into Closed Session, as outlined in the Policy Manual. Excepting unusual situations, some time will be allowed at Board meetings for members to address the Board, without the requirement that they be included on the meeting agenda.

D. COMPOSITION AND TERMS—

1. The Board shall consist of:
 - a. the President, who serves a single one-year term;
 - b. the President-Elect, who serves a single one-year term and who is expected to become a candidate for President the next administrative year;
 - c. the Secretary, who serves up to three consecutive one-year terms;
 - d. the Treasurer, who serves a single one-year term;
 - e. the Treasurer-Elect, who serves a single one-year term and who commits to become a candidate for Treasurer the next fiscal year; and

- 87 f. three At-large Members, who each serve a three-year term. Each year, one At-Large
88 Member shall rotate off and be replaced by a new At-Large Member.
- 89 2. No individual may be elected to serve more than three consecutive years on the board of
90 Trustees. Should a Board position be vacated during the administrative year, the Board shall
91 appoint a Congregational Member to complete the vacated term. Time served as an
92 appointee to complete a vacated position does not count against term limits if that individual
93 is subsequently elected to serve in that same or another Board position.

94

95 VI. BOARD MEMBER DUTIES (Bylaws pp 4 and 5)

96

97 A. Duties of the UUTC President include:

- 98 1. preside over meetings of the Board and of the Congregation;
99 2. inform the Congregation of activities and decisions of the Board;
100 3. bring before the Board administrative issues for their resolution;
101 4. represent UUTC to the public and to the denomination;
102 5. see that administration of UUTC affairs conforms to the provisions of these Bylaws;
103 6. prepare, with the other Board members, an agenda to be distributed to the Congregation by
104 the Secretary for any Congregational Meeting;
105 7. serve on the Board Negotiating Team to negotiate contract terms for an Interim, Transitional,
106 or Settled Minister;
107 8. discharge other duties as may reasonably appertain to this office.
- 108

109 B. Duties of the UUTC President-Elect include:

- 110 1. function in the place of the President, if necessary;
111 2. serve on the Board Negotiating Team to negotiate contract terms for an Interim, Transitional,
112 or Settled Minister;
113 3. undertake other responsibilities as assigned by the Board.
- 114

115 C. Duties of the UUTC Secretary include:

- 116 1. maintain an accurate record of all activities of the Board and of any Congregational Meeting;
117 2. arrange for publication of information about activities of the Board and the Congregation
118 within UUTC;
119 3. notify the Congregation at least two weeks in advance of any Congregational Meeting. Such
120 notification shall include a meeting agenda, a list of Nomination Committee nominees, when
121 appropriate, and absentee ballots;
122 4. assure safe storage of all records of UUTC Board and Congregational activities;
123 5. prepare correspondence for, and with the approval of, the Board.
- 124

125 D. Duties of the UUTC Treasurer include:

- 126 1. advise the Board of financial needs, priorities and concerns based on Member input and
127 Finance Committee recommendations;
128 2. safeguard all UUTC monies and documents in reasonably accessible locations;
129 3. disburse monies for approved (budgeted) expenses or according to Board direction;
130 4. provide open and timely disclosure of budget plans and changes to the Congregation;

5. provide timely accounting records of all financial activities and facts (receipts, disbursements, earnings, losses, obligations, and fund balances) to the Board, the Finance Committee and the Congregation;
6. supervise the Bookkeeper
7. serve as a non-voting member of the Finance Committee;
8. serve on the Board Negotiating Team to negotiate contract terms for an Interim, Transitional, or Settled Minister.

E. Duties of the Treasurer-Elect include:

1. work in collaboration with the Treasurer;
2. serve as a voting member of the Finance Committee;
3. at the board's request, serve on the Board Negotiating Team to negotiate contract terms in an Interim, Transitional, or Settled Minister;
4. undertake other responsibilities as assigned by the Board.

F. Duties of the At-large Board Members include:

1. attend meetings of the Board and participate in its activities;
2. discharge other duties as may be assigned by the Board or that reasonably may be assumed by members of the Board.

ADDITIONAL EXPECTATIONS

The members of the Board are expected to serve as Liaison to other parts of the Organization as follows:

1. President will serve as Liaison to the Governance/Ministry Advisory Council (the Council).
2. President-Elect will serve as Liaison to the Stewardship Team and to the Council.
3. Secretary will serve as Liaison to the Administration Committee.
4. Treasurer will serve as Liaison to the Finance Committee and to the Pledge Team.
5. One Member-at-Large will serve as Liaison to the Personnel Committee.
6. One Member-at-Large will serve as Liaison to the Property Committee.

BOARD COVENANT

Adopted 2015-11-01

Affirmed 2023-09-28

We enter this covenant to cultivate and sustain creative and effective working relationships. We, the Board of the Unitarian Universalists of Transylvania County, make the following commitments to each other:

2. We Commit to Work as a Team

1. We affirm the gifts each Board member brings to the team and to the individual positions.
2. We seek to support each other in fulfilling our varied responsibilities in positive ways.
3. We welcome differences of opinion and ensure that all members have a chance for input.
4. We start from a place of curiosity and assume good intentions.
5. We present a united front to the congregation.
3. We acknowledge that perfectionism is an obstacle to growth.

B. We Foster Healthy Relationships

1. Our model for handling complaints or concerns within the Board or with congregants shall be:
 - Ask the person with the complaint to approach the Board member directly, and, as needed;
 - Help this person get clearer about the issue at hand; or,
 - If helpful, offer to go with the person to speak to the Board member or congregant;
 - Otherwise, the matter will be dropped.
2. We deal in issues and behaviors, not personalities.
3. We are generous with our gratitude for fellow Board members.
4. Triangulation is to be avoided.

C. We Model Professionalism

1. We maintain clear personal and professional boundaries while respecting the boundaries of others.
2. We work respectfully with the congregation, remembering we are all on the same team.
3. We uphold confidences and respect sensitive information.

D. We Commit to the Vision of Sustainability

1. We make the best choices we can to be good stewards of our resources.
2. We honor our limits of time and energy.
3. We say “yes” whenever possible and “no” whenever necessary.
4. We practice sustainable leadership and model a healthy work-life balance.

E. We Commit to Be Aware of the Sacredness of What We Do.

BOARD CALENDAR

2024

| | | | |
|-----|------------|---|--|
| 221 | | | |
| 222 | | | |
| 223 | | | |
| 224 | January | Search for Pledge Drive Team members | Board/Finance Committee/Pledge Team |
| 225 | January | Budget requests | Finance Committee |
| 226 | January | Annual Review of Bd Op Guidelines | Board |
| 227 | Jan/Feb | Financial status report for Board | Finance Committee |
| 228 | Jan/Feb1st | Certification of UUA membership | Administrator |
| 229 | January | Initiate performance/compensation reviews | Board |
| 230 | | | |
| 231 | February | Employee performance reviews | Minister/Supervisory Staff Member |
| 232 | February | Preliminary budget preparation | Finance Committee |
| 233 | February | Annual review of Policy Manual | Board/Administration Committee |
| 234 | February | Set date for Annual Meeting | Board |
| 235 | | | |
| 236 | March | Staff compensation reviews | Minister |
| 237 | March | Compensation Recommendations | Pres., Pres.-Elect, Treas.-Elect, Minister |
| 238 | March | Announce requests for GA delegates | Administrator |
| 239 | March | Preliminary budget to Board | Finance Committee |
| 240 | March | Annual review of Organizational Structure | Board |
| 241 | | | |
| 242 | April | GA delegate approval | Board |
| 243 | April | Final budget approval | Finance Committee/Board |
| 244 | April | Annual Meeting preparation | Board/Finance/Nominations |
| 245 | April | Annual review of Safe Congregation Plan | Board |
| 246 | April/May | Budget Forums | Board/Congregation |
| 247 | | | |
| 248 | May | Congregational Annual Meeting | President/Finance/Nominations |
| 249 | | | |
| 250 | June | Authorize new financial signatories | Board |
| 251 | June | Board Orientation to Governing Documents | Newly Elected Board |
| 252 | | | |
| 253 | July | Financial accounts signature changes | Board/Treasurer |
| 254 | July | Compliance statements signatures | Board/Staff/Others |
| 255 | July | Appoint Ministry Review Task Force | Board |
| 256 | | | |
| 257 | August | Approve Right Relations Task Force | Board |
| 258 | August | Ministry/Minister Annual Review begins | Review Task Force |
| 259 | | | |
| 260 | October | Staff holiday bonus recommendation | Board |
| 261 | October | Insurance review | Administrator/Finance Committee |
| 262 | | | |
| 263 | November | County parking lots request | Board Secretary |
| 264 | November | Snow removal agreement | Facilities and Board |
| 265 | Nov/Dec | Ministry/Minister Annual Review Report | Review Task Force |
| 266 | | | |
| 267 | December | Memo to Nominations Committee | Board President/Secretary |
| 268 | December | Nominating process begins | Nominations Committee |
| 269 | | | |
| 270 | | | |
| 271 | | | |

UUTC STRATEGIC PLANNING

The Strategic Plan shall be read each year by Board members, along with any requested updates of progress from Minister, Council, staff, or relevant teams. The Council, or any task force empowered by the Board, shall be accountable to revise the Strategic Plan at least each five years (or at shorter intervals, as desired) and present the updated version to the Board for discussion and approval.

ANNUAL GOVERNANCE/MINISTRY PLANNING RETREAT

The Governance/Ministry Advisory Council is ideally situated to conduct an annual Governance/Ministry Planning Retreat. The Board and Minister will collaborate with the Council to set a date, location, and agenda for the retreat, with the purpose of taking stock of the needs and health of UUTC and identifying goals for the coming year.

PROCEDURES FOR CANCELLATION OF SERVICES/EVENTS

UUTC Policy Manual designates decision to cancel to highest-ranking Board Member available for **large events and services**. Order: President, President-Elect, Treasurer, Treasurer-Elect, Secretary, Members-At-Large.

FYI on Decision Making:

- UUTC parking lots may or may not be cleared of snow before scheduled services/events.
- County lot will not be plowed during a weekend storm per office of the County Manager. No weekend contacts.
- No non-emergency weekend contact with the sheriff's office. NCDOT only posts highway road closures online.
- St Phillips never cancels their 11:15 am Sunday service. They adjust to foot/local traffic.

Steps:

- Make decision based on best weather and news reports available, other cancellations and calls **to minister** and selected area households.
- If service/event is cancelled, notify the Minister, Worship Team Leader, AV Tech staff, Facilities Team Leader, and UUTC Custodian, as appropriate.
- Worship Team Leader should notify any guest speaker.
- Facilities Team Leader should notify snow removal contacts.
- Administrator should send out a bulk email/text with the cancellation announcement to Members and Friends.

DOCUMENT FILE NAMES

For ease in storage and location of electronic documents, consistency in naming document files of periodic reports is essential.

File names should not begin with UUTC or "Draft". Follow the pattern in these examples:

Board Meeting Minutes yy.mm.dd

Treasurer's Report to the Board yy.mm.dd

Minister's Report yy.mm.dd

Finance Committee Report yy.mm.dd

AdCom Report yy.mm.dd

Policy Manual yy.mm.dd. v#

If documents have been updated or modified, always add a version # to the file name and in the document. For example: Board agenda 16.05.22. v2

Not only should this recommendation be adopted by the Board, but it also should be implemented for all correspondence within UUTC.

PROCEDURES FOR UPDATING BOARD OPERATING GUIDELINES

On-going maintenance of the Operating Guidelines:

1. Whenever the Board approves an addition or revision to its Operating Guidelines, the Board Secretary will incorporate the addition/revision into the Operating Guidelines in red text.
2. When changes are made, the version # and revision date will be noted in the footer of the document.

Annual review of the Operating Guidelines:

1. The Board will review the entire document annually and make recommendations for additions and/or revisions to the Operating Guidelines.
2. Once the Board Secretary has incorporated the approved changes resulting from the annual review, the text will be converted to all black and sent to the Board for final adoption.
3. Once adopted, the Secretary will update the version # and the adoption date in the footer of the document.

Consistent tracking methods:

1. The Board Operating Guidelines document *file name* shall follow this consistent pattern:
Board OpGuide yy.mm.dd v# - The yy.mm.dd in the *file name* refers to the date the file is revised. The v# refers to the version number.
2. The *footer* of each page will include two dates. The first date refers to the date the Operating Guidelines are adopted each year. This adoption date will include a version number; a new adoption will be designated V1. Thereafter, any revisions made to V1 will include the adoption date and a new version number. This will be followed by the date last revisions were made. Example: **Board Operating Guidelines 10/30/16 V2 revised 11/15/16**

CONFLICT OF INTEREST POLICY – PROCEDURES AND ANNUAL STATEMENT

A. Procedures for Addressing Possible Conflicts of Interest.

1. An interested person may make a presentation to the Board of Trustees, but after the presentation, the individual shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The chairperson of the Board of Trustees shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the Board shall determine whether UUTC can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement isn't reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested Board members whether the transaction or arrangement is in the best interest of UUTC, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter in the transaction or arrangement.

B. Violations of the Conflict-of-Interest Policy.

1. If the Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the individual an opportunity to explain the alleged failure to disclose.
2. If, after hearing the individual's response and after making further investigation as warranted by the circumstances, the Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

C. Records of Proceedings. Minutes of proceedings that address possible conflicts of interest shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

D. Annual Statements. All Board members and individuals with governing board delegated powers for decision-making and purchasing authority, all ministers, all employees and all UUTC Members and Friends receiving compensation from UUTC shall annually sign a statement which affirms such person:

1. has received a copy of the conflict-of-interest policy,
2. has read and understands the policy,
3. has agreed to comply with the policy, and
4. understands UUTC is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

E. Periodic Reviews. To ensure UUTC operates in a manner consistent with charitable purposes and doesn't engage in activities that could jeopardize its tax-exempt status, periodic reviews of the Conflict-of-Interest Policy and Procedures shall be conducted. The use of outside advisors may be used when conducting a review. This review shall include:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to UUTC's written policies, are properly recorded, reflect reasonable investment or payments for

goods and services, further charitable purposes and don't result in inurement, impermissible private benefit, or in an excess benefit transaction.

UUTC Conflict of Interest Policy – Annual Compliance Statement

I, _____, _____
(print name) (position or name of group with Board delegated powers)

4. have received a copy of the UUTC conflict of interest policy,
5. have read and understand the policy,
6. have agreed to comply with the policy, and
7. understand UUTC is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

(signature)

(date)

BOARD MEMO TO NOMINATIONS COMMITTEE

As part of the Administration Committee's charge to monitor policy and structure implementation, the committee recommends that the Board provide information concerning positions for nominations to the Nominations Committee in December. A sample draft memo follows. **Details in the sample draft may change over time.**

MEMO

Date:

To: Chair, UUTC Nominations Committee

From: President, UUTC Board

RE: Information concerning eligibility requirements for elective positions

As a matter of routine, the Board is providing the following information to the Nominations Committee, extracted from UUTC Bylaws and Policy and Organizational Structure Manuals. These concern eligibility requirements for the positions the Nominations Committee will be addressing.

BOARD OF TRUSTEES:

1. Governance is the principal function of the Board of Trustees.
2. The Board consists of the following, elected by the Congregation:
 - President (1- year term; President-Elect from prior year; 1 term maximum)
 - President-Elect (1 year term; 1 term maximum)
 - Secretary (1-year term; maximum of 3 consecutive terms)
 - Treasurer (1-year term; Treasurer-Elect from prior year; 1 term maximum)
 - Treasurer-Elect (1 year term; 1 term maximum)

- At-Large-Members (three), serving 3-year, staggered terms (maximum of 1 term of 3 years, unless initial appointment is to fill unexpired term).

3. Board members must be Members of the UUTC Congregation.

4. Dual Membership:

- a. A Board member may not serve concurrently as a Council member or as a Committee Chair. The Board President may not serve as a Team Leader. Nominees for Board positions who currently hold one or more of these positions agree to resign the other responsibility, if elected to the nominated position.
 - b. Board members, except the President, may serve simultaneously as Team Leaders. Any Board member may serve simultaneously as a non-leader member of a Team or Committee.
8. For descriptions of responsibilities for the Board of Trustees, see the UUTC Bylaws and the current Organizational Structure of The Unitarian Universalists of Transylvania County.

ENDOWMENT COMMITTEE:

1. The committee is comprised of three members who must be Members of the Congregation and who may not serve simultaneously on the Finance Committee or as Board Treasurer.
2. Each member shall be elected annually for a one-year term and may serve a maximum of three consecutive years. Each year, at least one member shall rotate off the committee and be replaced by a new member.
3. For responsibilities of the Endowment Committee, see the UUTC Bylaws, Article XI, Section D.

NOMINATIONS COMMITTEE:

1. The committee is comprised of three members who must be Members of the Congregation and who may not hold another elected position while serving in this capacity.
2. Each member shall be elected annually for a one-year term and may serve a maximum of three consecutive years. Each year, at least one member shall rotate off the committee and be replaced by a new member.
3. For responsibilities of the Nominations Committee, see UUTC Bylaws, Article VII, Section A,1.

ANNUAL PERFORMANCE AND COMPENSATION REVIEWS

The Board will ensure that annual performance and compensation reviews of employees are conducted during the normal budgeting process, as described in the current Policy Manual, and following the current Board Calendar timetable.

ANNUAL REVIEW OF THE CONGREGATION'S MINISTRY AND THE MINISTER

The Board shall appoint a review task force to conduct the annual review. The task force should include the Board President and President-Elect and additional appointees that represent congregational leaders and staff.

The Minister maintains a shared leadership role through collaboration with the Board and its Committees, the Ministry Teams, and the Council. Any review of ministry includes both the congregation's ministry and the minister.

The minister and Council will provide regular reports to the Board as to the ways in which the goals,

507 mission and vision are being addressed in ministry throughout the year.
508
509 In cases where ministry authority is enumerated and assigned (e.g., the signed Agreement with the
510 Minister, the roles of staff or teams involved in the ministry of this congregation) these documents may be
511 used by the task force to determine focus of a ministry review. Board members shall be able to access
512 such documents.
513
514 The task force shall consider the best practices on ministry evaluation as may be available from the UUA
515 and UUMA.
516
517 A written report of this review will be provided to the Minister and to the Board, and a copy will be placed
518 in the Minister’s personnel file.
519
520

521 **ANNUAL AUTHORIZATION OF FINANCIAL SIGNATORIES**
522

523 In June of each year, the Board of Trustees must authorize individual signatories for various financial
524 accounts. A motion to authorize the signatories and the names of the authorized individuals must be
525 recorded in the minutes of the meeting in which the motion is approved. These minutes,
526 documenting action by the governing body of the congregation, will be provided to the financial
527 institutions by the Board Secretary, as required.
528
529 Signatories authorized for various bank accounts may include:
530 President Treasurer Secretary Minister
531 President-Elect Treasurer-Elect Member-at-Large Bookkeepers
532
533 Signatories authorized to release funds from the UUA Common Endowment Fund include:
534 President Treasurer
535
536 Signatories authorized to accept stock sales revenues from UUTC’s brokerage firm include:
537 President President-Elect Treasurer Secretary
538
539 If there is a vacancy in an identified position listed above at the time signatories are authorized, the
540 Board may substitute another Board member to fill the position of signatory.
541
542 Relevant financial institution documents will be signed by the authorized signatories at the beginning
543 of the new fiscal year.
544
545

546 **INTERIM/TRANSITIONAL MINISTER SEARCH TASK FORCE FORMATION**
547

548 According to Bylaws, when a vacancy occurs in the position of Minister, the Board has the
549 responsibility of initiating the process of finding an Interim or Transitional Minister. To this end, the
550 Board will appoint a task force to engage an Interim or Transitional Minister.
551

1. The Board President, in consultation with Board members and other key church leadership, will select a team of three members willing to serve with the Board President as the Interim/Transitional Minister Search Task Force.
2. The Board will vote to approve the Task Force membership.
3. The Board President will serve as the Chair of the Task Force.
4. The Task Force will consult with UUA to determine suitable candidates and to ensure that the selection process does not jeopardize a future Settled Minister search process.
5. Once an Interim or Transitional Minister is engaged, the Task Force is dissolved.

INTERIM/TRANSITIONAL MINISTER STAFF CHANGE APPROVAL POLICY

In performing the role of staff supervisor an Interim or Transitional Minister may not dismiss or hire members of the paid congregational staff without the approval of the Board of Trustees.

SETTLED MINISTER SEARCH TASK FORCE FORMATION

A. Call for Names to Serve on the Task Force

1. Six weeks prior to the Congregational Meeting to select a slate, the Council shall, through the newsletter, mailings, the Sunday bulletin, and/or speaking during Sunday service, call for names of Members to be submitted from the Congregation, either one's own or someone else's. This call will be made for two weeks.

2. After the designated two weeks of requests for names, members of the Council shall call those people whose names have been submitted by someone else to see if they are willing to serve.

3. Provide a copy of the UUA search calendar to prospective nominees to give a sense of the time involved.

B. Final Selection of the Slate

1. The Council shall select a slate of five to seven members from the prospective nominees who are willing to serve.

2. Publish the Slate of Nominees for the Task Force in the newsletter, mailings, and/or the Sunday Bulletin for two weeks prior to the Congregational Meeting.

3. Within the publication of the Slate of Nominees, announce that the presence of a simple majority of Members of the Congregational Meeting is required to add an additional member to the slate presented by the Council. If a majority is reached at that time, a Member *who is present* may be nominated from the floor for a vote.

C. Election of the Settled Minister Search Task Force

1. A quorum of not less than thirty percent of the current UUTC membership must be present for a vote to take place.

2. Election of the slate requires approval by a simple majority of those Members voting.

3. To allow nominations from the floor to add an additional member to the Task Force requires a simple majority vote by those Members present at the Congregational Meeting.

4. If a majority is reached, a Member *who is present* may be nominated from the floor for a vote. Election of the nominee requires approval by a simple majority of those Members voting.

D. Procedure for Finding a Replacement for Task Force Member

During the course of its service, should the elected membership of the Settled Minister Search Task Force drop below five, the Council, in consultation with the Task Force, shall recruit a fifth member.

PROCEDURES REGARDING RESIGNATION OF MINISTER

When the settled minister resigns, the Board will:

1. notify the congregation through the church newsletter and through two consecutive Sunday morning pulpit announcements;
2. notify the UUA District Executive or the UUA Transitions Director;
3. follow Board procedures for electing the Settled Minister Search Task Force; and
4. follow Board procedures for selecting an Interim Minister.

When the settled minister resigns voluntarily for such reasons as health, retirement or a new position, the Minister:

1. will take no leadership role in the planning and development of any program or policy for the period after announcing his/her resignation;
2. may serve as a consultant to the Board regarding candidate and settlement procedures.

When there is dissatisfaction with the minister's service to the point that there is a vote of no confidence or the minister's continuation is doubtful or impossible, the Board may enter a negotiated resignation with the minister. In such case:

1. the minister will take NO further leadership role in congregation;
2. the negotiated resignation must be intended to obtain a timely and relatively peaceful solution to a potentially protracted and divisive situation;
3. the negotiated resignation may include a larger severance package than would be available under either a voluntary resignation or a congregational vote to terminate.

OPERATING PROCEDURES FOR UUTC PRESIDENT

1. Preside over meetings of the Board and of the Congregation;
2. inform the Congregation of activities and decisions of the Board;
3. bring before the Board administrative issues for their resolution;
4. represent UUTC to the public and to the denomination;
5. see that administration of UUTC affairs conforms to the provisions of the Bylaws;
6. prepare, with the other Board members, an agenda to be distributed to the Congregation by the Secretary for any Congregational Meeting;

7. prepare, with input from other Board members and Admin, an agenda for each Board meeting, to be published in the newsletter the week before the Board meeting and distributed via email to Board members prior to the meeting;
8. discharge other duties as may reasonably appertain to this office.

OPERATING PROCEDURES FOR THE UUTC BOARD SECRETARY

Following are the responsibilities and procedures currently discharged by the Secretary of the Board of Trustees.

DUTIES set forth in the UUTC BYLAWS

VI. C. DUTIES OF THE UUTC SECRETARY include: (Bylaws p 4)

1. maintain an accurate record of all activities of the Board and of any Congregational Meeting;
2. arrange for publication of information about activities of the Board and the Congregation within UUTC;
3. notify the Congregation at least two weeks in advance of any Congregational Meeting. Such notification shall include a meeting agenda, a list of Nomination Committee nominees, when appropriate, and absentee ballots;
4. assure safe storage of all records of UUTC Board and Congregational activities;
5. prepare correspondence for, and with the approval of, the Board;

VIII. B. PROTOCOLS FOR MEETINGS (Bylaws p 7)

1. A quorum of the current UUTC membership must be present at a meeting for any vote to be taken. (See Bylaws Article IV, Section A, for quorum requirements.) Absentee ballots may not be counted in the determination of whether a quorum is present, except in the event of Remote Voting (See Article VIII, Section E.)
2. At the beginning of either the Annual or any Special Meeting, the Board Secretary shall determine whether a quorum is present and so notify the President.
3. Before any vote, any member may require the Secretary to determine whether a quorum is present. If a quorum is not present, or is no longer present, no vote, other than a vote to adjourn, may be taken.
4. Protocols to adopt resolutions are found in Bylaws Article IV, Section A.
5. In the absence of an in-person congregational meeting, protocols for remote voting are found in Article VIII, Section E.

VIII. C. ABSENTEE VOTING (Bylaws p 7) - Members may submit absentee ballots at both Annual and Special Meetings. An absentee ballot form shall accompany notification of such meetings.

1. Completed absentee ballots must be in the possession of the Board Secretary at the time the meeting is called to order.
2. On a voice vote that is close, the Secretary may announce each absentee vote s/he is holding. On a secret ballot, the secretary must tally all the absentee votes and add them to the written ballots that are submitted.

PROCEDURES FOR BOARD SECRETARY

Annual To-Do List by Month: Reminders for Board Agenda / Also see Board Calendar

JUNE

- *Send current governing documents to newly elected Board (Bylaws, Policy Manual, Organizational Structure, Board Operating Guidelines, Safe Congregation Plan)
- *Board meeting to introduce and discuss governing documents
- *Prepare documents for Conflict-of-Interest and Safe Congregation Annual Statement signatures
- *Send minutes containing bank account and safe deposit signatories (by name) and names of outgoing and incoming officers that were “elected by a quorum of the member Congregation on

684 May XX, 20XX" to Treasurer
685 **JULY**
686 *Check with Treasurer re: new Board members and Finance Committee members to
687 Bookkeeper; designated signatories for accounts and safety deposit box
688 **AUGUST**
689 **SEPTEMBER**
690 **OCTOBER**
691 **NOVEMBER**
692 *County Parking Lot Use Application – see Administrator for application form
693 **DECEMBER**
694 *Check for Certification congregational poll requests for General Assembly (GA) ballot
695 *Update Board Memo to Nominations Committee re: elections and send to Board President
696 **JANUARY**
697 *Prepare and send Board Operating Guidelines for January Board review/revision
698 **FEBRUARY**
699 *Prepare and send current Policy Manual document for February Board review/revision
700 **MARCH**
701 *Request Annual Meeting date and timeline for preparation for meeting
702 *Prepare and send UUTC Organizational Structure document for March Board review/revision
703 **APRIL**
704 *Create documents for Annual Meeting
705 *Prepare and send Safe Congregation Plan document for April Board review/revision
706 **MAY**
707 *Distribute Annual Meeting documents 14 days prior to meeting date
708
709 **Monthly Minutes:** Maintain accurate record of Board Meetings
710 *Maintain electronic file of email votes. Add results of votes to next monthly minutes.
711 *Review approved minutes and any unfinished business notes for reminders to
712 Board officers for inclusion in next Board Meeting Agenda. Prepare agenda for publishing.
713 *Send reminder email two weeks prior to Board meeting to Treasurer, Administrator, and Committee
714 leaders re: request for reports to share with Board.
715 *Send relevant documents to Board members prior to Board meetings.
716 *Send DRAFT of minutes to Board for review/revision/approval.
717 *Once Board has approved minutes save as a PDF.
718 *Send PDFs of approved Board Minutes to Board Members via Realm and to Administrator for
719 dissemination and posting to the website. Upload Board Packet to UUTC's cloud storage.
720
721 **Ongoing/As Needed:**
722 *Notify Administrator of any change in Board meeting date/time.
723 *Maintain minutes of congregational meetings and submit minutes for approval by the congregation
724 at the next scheduled congregational meeting.
725 *Update and maintain current governing documents – Bylaws, Policy Manual,
726 Organizational Structure, Safe Congregation Plan, and Board Operating Guidelines. Copy PDF files to
727 Administrator as appropriate.

728 **OPERATING PROCEDURES FOR THE UUTC BOARD TREASURER**

729

730 **I. The Treasurer, as a member of the following, is expected to attend as many meetings as is**

731 **possible:**

- 732 A. The Board of Trustees, voting
- 733 B. The Board Negotiating Team, voting
- 734 C. The Finance Committee, non-voting and
- 735 D. The Stewardship Team, non-voting advisory
- 736

737 **II. The Treasurer is the liaison between the Board of Trustees and the financial institutions the**

738 **Board has chosen to use.**

739

740 **The Treasurer will ensure:**

- 741 A. The correct signatories are named by the operating bank at the beginning of every fiscal
- 742 year.
- 743 B. The correct signatories are named on all credit accounts, such as credit cards, lines of
- 744 credit, vendor accounts, etc.
- 745 C. The appropriate officers have access to electronic cash management accounts, church
- 746 management software, electronic donations processing vendors, endowment accounts, safety
- 747 deposit boxes and electronic file storage.
- 748

749 **III. The Treasurer is responsible for reporting the financial status of the Church to the Board of**

750 **Trustees, the Finance Committee, Team Leaders, and the congregation on a regular basis and as**

751 **requested.**

- 752 A. Appropriate records privacy and records security as mandated by the Board will be
- 753 maintained at all times.
- 754 B. Statements identifying tax-deductible donations made to the Church will be issued to the
- 755 congregation by email and United States postal mail no later than January 30th of every year.
- 756 C. The Treasurer will provide oversight on the activity levels in the Minister's Discretionary
- 757 Fund, the Settled Minister's Search Fund, and petty cash and will report to the Executive Board any
- 758 unusual or suspicious activity.
- 759

760 **IV. The Treasurer is responsible for managing the bookkeeper and ensuring the integrity and**

761 **consistency of the financial records.**

762

763 **The Treasurer will ensure:**

- 764 A. Checks are promptly signed and distributed.
- 765 B. Electronic payments and transfers are promptly authorized and released.
- 766 C. Tax paperwork for the state and the federal government is prepared and filed in a timely
- 767 manner.
- 768 D. The church management software is updated with pertinent information and backups are
- 769 performed on a regular basis.
- 770 E. An annual financial review is performed, and the results reported to the Board of Trustees
- 771 and the Finance Committee.

772 F. An annual performance review of the bookkeeper is done in the presence of the
773 bookkeeper and the Church Administrator.
774
775 *Note: Detailed procedures required to carry out the aforementioned responsibilities of the Treasurer are*
776 *described in a separate Treasurer’s Operating Guidelines Manual.*
777
778