

Governance Manual

Of

The First Unitarian Church of Pittsburgh

Drafted by the Governance Policy Task Force

of the First Unitarian Church

With contributions from the 2017-2018 Board of Trustees

Approved by the Board of Trustees, February 21, 2018

Mission Statement

The mission of the First Unitarian Church of Pittsburgh is to:

Connect deeply in community

Inspire reverence and spiritual growth

Serve one another and the world

Learn together

We **connect** deeply in community by purposefully and regularly

- Engaging with each other through challenging conversation
- Opening our doors and our minds to people with diverse viewpoints
- Sharing our activities with each other and with the local community

We **inspire** reverence and spiritual growth by consciously

- Bridging differences in theological perspective, cultural or racial background, age or state in life, and ability in our worship services
- Providing church members and friends opportunities to participate in worship
- Weaving together multiple modes of communication through the use of a multi-sensory approach to worship

We **serve** each other, our local community, and the world by religiously

- Providing support to those experiencing hardship or distress
- Working for social justice by standing on the side of love
- Being active stewards of our environment

We pursue lifelong **learning** together by actively

- Providing thought-provoking learning experiences for all ages
- Encouraging respectful exploration and discussion of multi-faceted issues.

Vision Statement

The First Unitarian Church of Pittsburgh aspires to:

1. *Build community*: strengthen and broaden our local Unitarian Universalist community.
2. *Nurture souls*: offer diversity in worship and religious education opportunities.
3. *Cultivate justice*: expand our collective, visible effective acts on social justice issues.

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Preface

The First Unitarian Universalist Congregation of Pittsburgh is governed by our Bylaws and a system of governance that promotes shared leadership between the Congregation, their elected Board of Trustees (the Board), and the Minister. The Board defines the long-term vision and strategic goals for the Congregation guided by the aspirations in our Unitarian Universalist Principles. The Board also seeks input via guided, open-question discussions facilitated by our Vision, Identity, and Mission (VIM) Team supported by our Healthy Congregation Collaborative (HCC). The Board delegates responsibility for implementing the goals to the Minister, who oversees the tasks of Ministry Teams and the staff. The Board provides guidance and limitations on First Unitarian operations through the governance policies in this and other Board-approved documents. Regular monitoring and evaluation of progress on Ministry goal achievement and governing procedure success is critical to maintaining an effective governance system and vibrant Unitarian Universalist congregation.

Definitions

Resources	Both human resources and financial resources
Faith	Faith in the future, in the basic goodness of humankind, in the inherent worth of every person, etc. (not specifically, but may include faith in God or other spiritual being).
Minister	A person who is credentialed as a minister by the UUA and who has been called to serve as minister of the congregation.
Administrative	The Administrative Team includes all church staff and volunteers who perform the ministerial, administrative, and operational functions of the church. The Minister oversees and organizes the Administrative Team as the Minister and Board deem appropriate and consistent with this document.
The Board	A shorthand for The Board of Trustees of First Unitarian Church of Pittsburgh, unless otherwise noted.
Governance	The policies followed by the Board and the Minister in the operation of the church.

Section 1: Outcomes Policies

Outcomes Policy 1.0: Outcomes Statement

The First Unitarian Church of Pittsburgh exists so that people who share Unitarian Universalist values can gather in a religious community for spiritual and intellectual growth and social transformation, with resources adequate to realize this aspiration.

These outcomes are further refined in the following policies. A summary is provided below, with the full text of each policy following Outcomes Policy 1.0. These are listed in no priority order.

Outcomes Policy 1.1: Stewardship

The Church community has the use of appropriate resources to meet all outcomes.

Outcomes Policy 1.2: Caring Community - CONNECT

Members, friends, visitors, and their families, feel welcomed, nurtured, and supported.

Outcomes Policy 1.3: Worship and Inspirational Arts - INSPIRE

Members, friends, and visitors experience inclusive, reflective, and meaningful worship services, and experience inspirational arts.

Outcomes Policy 1.4: Social Responsibility - SERVE

Members, friends, and visitors support social justice, social service, non-violent conflict resolution, and environmental sustainability.

Outcomes Policy 1.5: Lifespan Faith Development - LEARN

Members, friends, and visitors of all ages grow spiritually, ethically, and intellectually.

Outcomes Policy 1.6: The Unitarian Universalist Community

Unitarian Universalism regionally, nationally, and internationally is stronger because of the grounding, leadership, and support provided by the First Unitarian Church of Pittsburgh.

THE FULL TEXT OF EACH OUTCOMES POLICY FOLLOWS

Outcomes Policy 1.1: Stewardship

The Church community has the use of appropriate resources to meet all outcomes.

1. Members have a sense of shared ownership in the governance and functioning of the church.
2. Church leaders obtain sufficient funds and resources to cover the cost and requirements of programs and activities.
3. Church leaders obtain sufficient funds and resources for the maintenance of the building, grounds, and other physical property.
4. Church leaders obtain sufficient funds and resources to develop long-term strategies and programs.
5. The Church community has well-maintained buildings, grounds, and other physical property sufficient to meet the requirements of programs and activities.
6. The Church community has responsibly managed financial resources.

7. Members, friends, and visitors of all ages are safe and secure in the church building and on the grounds.
8. Resources of the church may not be used for activities that are inconsistent with the mission of the church or with the law.

Outcomes Policy 1.2: Caring Community

Members, friends, visitors, and their families are welcomed, nurtured, and supported.

1. Members, friends, visitors, and their families deepen connections by joining together in times of celebration and fellowship.
2. Members, friends, and their families receive support and care during challenging life experiences.
3. Visitors are warmly and personally welcomed, are encouraged to learn about Unitarian Universalism and First Unitarian Church, and are given ample opportunity to join our community.
4. Members, friends, and visitors experience an atmosphere in which racist, homophobic, and other oppressive expressions, attitudes, and behavior are not tolerated; any such occurrences will be promptly addressed and appropriately corrected.
5. Members deepen connections and support each other through participation in small groups.

Outcomes Policy 1.3: Worship and Inspirational Arts

Members, friends, and visitors experience inclusive, reflective, and meaningful worship services.

1. Members, friends, and visitors experience teachings, writings, messages, and forms of spiritual expression grounded in UU theology, history, and traditions.
2. Members, friends, and visitors experience services that are engaging, well-organized, of appropriate length, and skillfully prepared and led.
3. Members, friends, and visitors of all physical, developmental, intellectual, and mental health capacities experience a safe, accessible, and comfortable environment to explore, develop, and express their spiritual and religious identity.
4. Members, friends, and visitors of all ages and stages of life, theological perspectives, and cultural or racial backgrounds feel welcomed and are an integral part of worship.
5. Members, friends, and visitors are exposed to and provided the opportunity to participate in a variety of spiritual and thought-provoking experiences through spoken and written word, music, and the visual and performing arts.

Outcomes Policy 1.4: Social Responsibility

Members, friends and visitors support and engage in social justice, social service, non-violent conflict resolution, and environmental sustainability.

1. Members, friends, and visitors are urged to be aware of, and to participate in, activities in our church and the wider community that effect social justice, social service, non-violent conflict resolution, and environmental sustainability.
2. Children and youth participate in age-appropriate activities or events focused on social justice, social service, non-violent conflict resolution, and environmental sustainability.

Outcomes Policy 1.5: Lifespan Faith Development

Members, friends and visitors of all ages grow spiritually, ethically, and intellectually.

1. People of all ages and abilities participate in well researched and carefully presented age-appropriate religious education classes or activities.

2. All members and friends have access to programs that foster understanding of the history and traditions of Unitarian Universalism and of the First Unitarian Church of Pittsburgh.
3. Members and friends grow spiritually, ethically, and intellectually by exploring the theology, history, traditions, and values of Unitarian Universalism and other world religious traditions.
4. Members and friends grow spiritually, ethically, and intellectually by studying contemporary and historical issues of personal, ethical, social, and political significance.
5. Participants in lifespan faith development programs experience an environment that encourages open and respectful discussion in a free and responsible search for truth and meaning.

Outcomes Policy 1.6: The Unitarian Universalist Community

Unitarian Universalism regionally, nationally, and internationally is stronger because of the grounding, leadership, and support provided by the First Unitarian Church of Pittsburgh. The First Unitarian Church of Pittsburgh is likewise made stronger when members participate in regional, national, and international Unitarian Universalist activities.

1. Members participate in UUs of Greater Pittsburgh Cluster and Central East Region (CERG) events and programs.
2. Members participate in General Assembly and are supported in representing the congregation.
3. Members participate in other denominational activities, such as Summer Institute, UU Pennsylvania Legislative Advocacy Network, the UU History and Heritage Society, UU Partner Church Council (Khasi Hills), and UU Service Committee.
4. Members are encouraged and given a platform to share these experiences with the congregation.

Section 2: Minister and Staff Direction (MSD) Policies

MSD Policy 2.0: General Administrative Constraints

The Minister must act in the best interests of the First Unitarian Church as a whole. This accountability supersedes any conflicting loyalty such as loyalty to advocacy or interest groups and membership on other boards or staffs, whether within or outside the congregation.

First Unitarian Church prohibits any practice, activity, decision, or organizational circumstance which is unlawful, imprudent, unethical, or in violation of the principles of the Unitarian Universalist Association, the Board's Outcomes Policies, or commonly accepted professional ethics and behavior. The Minister of the congregation and all Staff, acting together or separately, are directed to abide by the following policies. A summary is provided below with the full text of each policy following MSD Policy 2.0. These are listed in no priority order.

MSD Policy 2.1: Members, Friends, and the Public

MSD Policy 2.2: Teams: Program and Ministry

MSD Policy 2.3: Planning, Budgeting, Operations, and Asset Protection

MSD Policy 2.4: Communications and Support to the Board

MSD Policy 2.5: Alleged or Pending Claims or Litigation Against the Church, the Board or any Employee or Staff Member

THE FULL TEXT OF EACH MINISTER AND STAFF DIRECTION POLICY FOLLOWS

MSD Policy 2.1: Members, Friends, and the Public

The Minister and Staff shall not allow conditions, procedures, activities, or decisions that are unsafe, disrespectful, or unnecessarily intrusive, or that fail to provide appropriate confidentiality and privacy to members, friends, and visitors. The Minister and Staff shall use official established grievance procedures for members, friends, and visitors.

MSD Policy 2.2: Teams: Program and Ministry

The Minister ensures Ministry Team Descriptions for any existing or newly established Program or Ministry Team.

1. Ministry Team descriptions include:
 - a. The charge, or purpose, of the team is clearly articulated and all team members understand this charge.
 - b. The level of authority the team has is clearly articulated and the team can freely operate within this authority, as long as there is no conflict with church policies.
 - c. The length of time the team is expected to be in existence is defined, whether it is a fixed amount of time (ad hoc) or perpetual (standing).
 - d. There is a designated lay meeting convener or chair (may be a shared responsibility) and the length of time they are expected to serve in this capacity is defined.
 - e. The roles and responsibilities of all team members are established.
 - f. Each team has an appropriate level of disclosure to the Board and congregation of its activities, recommendations, and decisions. This may vary in the case of each team.
 - g. Accountability relationships are defined:
 - i. To whom team is accountable
 - ii. Who is accountable to the team
 - h. Reasonable means are used to communicate the existence of this team, its charge, and its leader(s) to the Board and the congregation.
 - i. These Ministry Team descriptions and associated Team information will reside in the First Unitarian Church Board-Approved Policies and Procedures Manual.
2. The Minister defines the makeup and responsibilities of the Administrative Team in writing and includes appropriate church staff members and volunteers in this makeup.
3. The Minister and the Staff will not cause or allow conditions, procedures, activities, or decisions that are unfair, unsafe, unprofessional or disrespectful in treatment of staff, whether paid or volunteer.
4. The Minister will call for and recommend (to the Board) the names of voting members of the congregation, as defined by the bylaws, to serve as delegates to the Unitarian Universalist Association of Congregations General Assembly, the Pittsburgh UU Cluster Assembly, and other such assemblies where voting delegates are required. Delegate recruiting by the minister should begin no less than two months prior to an Assembly. These recommended delegates will be prepared to represent the whole of the congregation. The Minister will ensure that either the

Minister or the Board President has signed the necessary documentation for these delegates to serve, once they are confirmed by vote of the Board.

MSD Policy 2.3: Planning, Budgeting, Operations, and Asset Protection

The Minister and Staff will not cause or allow jeopardy to the financial integrity or nonprofit status of the First Unitarian Church. The Minister and Staff:

1. will collaborate with the Finance Committee in the development of the annual budget.
2. will abide by prudent practices in handling receipts and expenses, and in the protection of assets.
3. will not deviate materially from the current approved budget.
4. will inform the Board in a timely manner of any projected material deviation from the current approved budget.
5. will not acquire, encumber, or dispose of real property.
6. will assure that the assets of the First Unitarian church are properly maintained and protected from unnecessary risk.
 - 6.1 will not unnecessarily expose the First Unitarian Church, the Board, or the staff to claims of liability.,
 - 6.2 will implement the financial controls as defined by the Board.
 - 6.3 will implement adequate controls to safeguard assets.

MSD Policy 2.4: Communications and Support to the Board

The Minister:

1. consults with the Board prior to discussing with a Staff member matters of compensation, hours, benefits, and/or other terms of employment.
2. informs the Staff of Ministerial and Staff Direction Policies (See Section 2).
3. keeps the Board fully informed of Ministerial and Staff activities.
4. submits reports as required by the Board in a timely, accurate, and understandable fashion.
5. advises the Board of information, such as relevant trends, anticipated adverse media coverage, or material external or internal changes.
6. advises the Board of any changes in conditions that would invalidate or change the assumptions upon which a Policy has previously been established.
7. advises the Board if, in the Minister's opinion, the Board is not in compliance with its own policies, particularly in the case of Board behavior that is detrimental to the working relationship between the Board and the Minister.
8. gathers staff and external points of view as requested by the Board to aid the Board in making decisions.

MSD Policy: 2.5: Alleged or Pending Claims or Litigation Against the Church, the Board, or any Employee or Staff Member

The Minister and all Staff:

1. immediately notify the Board of Trustees of any alleged or actual claim, demand, notice, violation, administrative action, or civil action lawsuit being made or instituted against the Church, Board, Minister, employee, or staff member.
2. immediately notify the Board of Trustees of any alleged or actual claim, demand, notice, violation, administrative action, or civil action lawsuit being made or instituted against a church

member, if said church member was acting in an official capacity or as a representative of the church.

3. immediately notify the Board of Trustees of any criminal charge alleged, filed, or instituted against the Church, Board, Minister, employee, or staff member.
4. immediately notify the Board of Trustees of any criminal charge alleged, filed, or instituted against a church member, if said church member was acting in an official capacity, or as a representative of the Church, or said allegations of criminal conduct occurred on church property or during a church-sponsored event.
5. do not take any action or respond to any alleged or actual claim, demand, notice, violation, administrative action, or civil action lawsuit being made or instituted against the Church, Board, Minister, employee, staff member, or church member, or represent the Church in any administrative action or civil action lawsuit except as directed in accordance with actions taken by the Board of Trustees.
6. will report to the Board of Trustees and all proper authorities or entities, including insurance carriers, any incident of personal injury or criminal conduct that has occurred on church property or during a church-sponsored event.
7. will report to the Board of Trustees all incidents, actual claims, demands, notices, violations, or administrative actions that have a bearing on the financial liability of the church.

Section 3: Governance Process (GP) Policies

GP Policy 3.0: Governance Process Policies

The Board of Trustees (hereinafter “the Board”) represents and leads the membership in determining the vision, mission, and goals of the First Unitarian Church in accordance with the bylaws and these governance policies. The Board is specifically charged with mission and vision discernment, fiduciary responsibility, policy generation, congregational assessment, and strategic planning.

These responsibilities are further described in the following policies. A list is provided below, with the full text of each policy following GP Policy 3.0.

GP Policy 3.1: Code of Conduct

GP Policy 3.2: Basic Guidelines for Board Members

GP Policy 3.3: Governing Purpose

GP Policy 3.4: Guidelines for Open Board Meetings

GP Policy 3.5: Board Calendar Planning

GP Policy 3.6: Tasks of the Board

GP Policy 3.7: Role of the President

GP Policy 3.8: Role of the Vice President

GP Policy 3.9: Role of the Treasurer

GP Policy 3.10: Role of the Secretary

GP Policy 3.11: Structure of Board Committees

GP Policy 3.12: Internal Communication within the Board

GP Policy 3.13: Communication Between the Board and the Congregation

THE FULL TEXT OF EACH GOVERNANCE PROCESS POLICY FOLLOWS

GP Policy 3.1: Code of Conduct

The Board commits itself and its members (the Trustees) to ethical, professional, and lawful conduct, to the proper use of authority, and to appropriate respect in group and individual behavior.

1. Trustees must act in the best interests of First Unitarian Church as a whole. This accountability supersedes any conflicting loyalty such as loyalty to advocacy or interest groups and membership on other boards or staffs, whether within or outside the congregation.
2. Trustees must avoid any conflict of interest with respect to their fiduciary responsibility.
 - 2.1 There must be no personal gain or any conduct of private business or personal services between any Trustee and the First Unitarian Church, except as procedurally controlled, to assure openness, competitive opportunity, and equal access to "inside" information.
 - 2.2 When the Board is to decide an issue about which a Trustee has an unavoidable conflict of interest, that Trustee will recuse themselves from the discussion and decision-making until the issue is resolved.
 - 2.3 Trustees must not use their positions to obtain employment by the First Unitarian Church for themselves, family members, or close associates.
 - 2.4 Should a Trustee accept employment by the First Unitarian Church or act as a paid consultant, they must resign from service on the Board before becoming employed.
3. Trustees respect the confidentiality appropriate to issues of a sensitive nature.
4. Every Trustee of the Board shall make a strong effort to participate in annual anti-racism, anti-oppression, multicultural (ARAOM) educational activities:
 - 4.1 The Minister will inform the Board of opportunities to participate in such activities
 - 4.2 The Board will strongly encourage all church leaders to attend such activities.

GP Policy 3.2: Basic Guidelines for Trustees

These "Basic Guidelines for Trustees" will be revised periodically as changes and additions are needed. This information is provided as a brief description of what is involved in being a Trustee of the First Unitarian Church of Pittsburgh.

The Board enforces upon itself the discipline needed to govern. Discipline applies to matters such as attendance, preparation, policy making principles, respect for defined roles, and ensuring continuance

of governance capability. To this end, Trustees are expected to read and work to understand this Governance Manual, and the Board-Approved Manual of Operational Policies and Procedures.

The Board's Vision Statement:

Our primary purpose as the Board is to inspire, direct, and hold accountable the Ministers and ourselves through the broad written policies we have established that reflect Unitarian Universalist values and perspectives.

The Board must ensure that all divergent views are considered, yet it must resolve into a single organizational position on any issue.

The Board's Covenant Mission

As Trustees of the First Unitarian Church of Pittsburgh, we strive to:

1. Speak with honesty
 - Take responsibility for our words and actions and be aware of how they may affect others. Share differences respectfully.
2. Listen with respect
 - Acknowledge and consider other people's views.
 - Allow others the opportunity to express their views.
 - Confirm our understanding of what has been said.
3. Reason with compassion
 - Remember that people differ in their perceptions and communication styles.
4. Serve with integrity
 - Respect the confidentiality of others.
 - Follow through with action on promises and commitments.

A commitment to serving as a Trustee on the Board includes:

1. Serving for a three-year term.
2. Attending at least 80% of the monthly meetings each year; attending other Board functions (retreats, special meetings, etc.); and notifying the Board President when unable to attend.
3. Actively participating in the work of the Board.
4. Placing Board responsibilities above other church activities.
5. Attending church services regularly, thus providing visible affirmation, support, and presence as part of our church family.
6. Visibly wearing Board identification and participating when able as greeters, ushers, and hosts at church activities.
7. Welcoming newcomers and visitors and trying to make them aware of the opportunities open to them and their families.
8. Actively participating, but not being primary leader, in covenant, affinity, social action, and/or musical groups of the church.

Our Governing Style:

1. Maintain outward vision.
2. Encourage diversity of viewpoints.
3. Provide strategic leadership.
4. Respect distinctions between Board and Ministry roles.
5. Make collective decisions.
6. Maintain focus on the future.
7. Be pro-active.
8. Encourage an open and transparent process.

GP Policy 3.3: *Governing Purpose*

The Board maintains a strategic focus on the congregation's mission and vision as expressed through the intended Outcomes. The Board partners with the Minister and the Administrative Team in creating a congregational system and culture that will allow the Outcomes to be achieved. The Board is an initiator of policy, not merely a reactor to initiatives from staff or others.

1. The Board speaks with one voice. After issues have been discussed and voted upon using the democratic process, all Trustees will support the decision of the Board. No Trustee, except the President, can speak for the Board in interactions with the public, press, or other external entities.
2. The Board will hold itself to a series of covenantal commitments that not only allow the Trustees to fulfill their collective responsibility, but to do so as religious leaders of a covenantal community. Each Board will review and commit to a Board Covenant that calls Trustees to their best selves.

GP Policy 3.4 *Guidelines for Open Board Meetings*

Guidelines for Open Board Meetings are as follows:

1. Members of the congregation are encouraged to attend regularly scheduled Board meetings of First Unitarian Church of Pittsburgh.
2. Program Staff in a supervisory capacity are encouraged to attend Board meetings to engage in respectful collaborative discussion.
3. There should be public notice of Board meetings. These notices should include the time, date, and the words, "All are welcome, and church members who wish may be given an opportunity to speak."
4. The regularly scheduled Board meetings will be open to the general public, unless the meeting is placed in Executive Session. The Board must state the reason for Executive Session, taking care to protect the confidentiality of the purpose for which the Executive Session is called. Whenever possible, Executive Session should be held at the end of the meeting.
5. While members and friends are permitted to attend an open meeting, an individual may not address the Board without permission of the Chair.
6. No individual is permitted to disrupt a meeting of the Board. If after clear warning, a person continues to be disruptive, the Chair may require the person to leave the meeting.

GP Policy 3.5: Board Calendar Planning

Board agendas will be used to ensure that all important Board business is addressed in a timely manner and to facilitate an orderly sequence of Board items. To that end, this annual calendar will be used. This represents a minimum of required business of the Board.

Activity	Timing
Hold Annual Meeting Welcome New Trustees Elect President, Vice President, Secretary, and Treasurer	<i>May</i>
Hold Board Retreat	<i>June</i>
Evaluate and Adjust Annual Priorities of Ministry and Rolling Strategic Plan Assure that Minister and Staff develop annual Plan of Ministry, based on Annual Priorities of Ministry and Strategic Plan	<i>June-July</i>
Build First Draft of Next Fiscal Year's Budget	<i>July-Aug.</i>
Review Proposed Budget	<i>Sept.</i>
Solicit Congregational Feedback to Aid in Future Planning via Open Questions	<i>Oct.-Nov.</i>
Adopt Final Budget Present Budget to Congregation	<i>December</i>
Review Governance Policies	<i>January</i>
Solicit Congregational Feedback to Aid in Future Planning via Open Questions	<i>March-April</i>
Conduct Self-Assessment Conduct Ministerial Assessment Draft Annual Priorities of Ministry Begin Review of Rolling Three-Year Strategic Plan	<i>May</i>

GP Policy 3.6: Tasks of the Board

The Board:

1. is responsible for ensuring regular and ongoing discernment of the congregation's vision, identity, and mission.
2. is responsible for conducting ongoing strategic planning for the congregation's future.
3. establishes Governance Policy.
4. will elect from its members the President (of the Congregation), Vice President, Treasurer, and Secretary.
5. will serve as the approving authority for all operational policy, to include operational policy that may be recommended by the Minister and the Staff. The Board will create and maintain a First

Unitarian Church Policy and Procedures Manual of all approved governance and operations policies.

6. reviews and revises Operational Policies and Procedures as requested by the Minister, by the Staff, or at its own discretion.
7. is responsible for hiring and firing Staff, except in the case of a Called Minister.
8. proposes the Minister's compensation in accordance with the UUA Guidelines.
9. encourages and supports professional development for the Minister.
10. is responsible for fiduciary oversight of all the congregation's resources. The property of the corporation shall be under the control and management of the Board. The Board shall have no power to dispose of, sell, or mortgage the land, building, or physical assets valued over \$10,000 and belonging to the congregation without the consent of the members obtained at a regular or special meeting duly called according to the Bylaws.
11. maintains insurance against theft and casualty loss to at least 90 percent of replacement value.
12. maintains insurance against liability losses to Board members, staff, and the First Unitarian Church.
13. maintains financial controls to mitigate the risk of financial loss due to theft or fraud.
14. approves the annual budget presented by the Treasurer and Finance Committee.
15. fosters a positive fund-raising environment, by convening and authorizing the Annual Budget Drive Committee (ABDC) and other fund-raising endeavors.
16. is authorized to collect all moneys due the congregation.
17. is authorized to pay all legitimate debts of the congregation.
18. has the responsibility to determine what persons or organizations use the church, with purposes and conditions being consistent with UU Principles.
19. is responsible for regularly assessing the operations, ministries, and programs of the congregation.
20. is accountable as a body to the membership of the First Unitarian Church for competent, conscientious, and effective accomplishment of its obligations.
21. will establish guidelines and expectations for Trustees.
22. will periodically utilize process observation practices at the end of Board Meetings and will review its own functioning and accomplishments in May, before the Annual Meeting.
23. maintains institutional memory by keeping a written record of policies, bylaws, agendas, and minutes from each board and congregational meeting. A First Unitarian Church Policy book will be maintained in the office of First Unitarian Church where it will be available to any member to refer to at any time. A First Unitarian Church Policy book will be available for reference at each board and congregational meeting. These materials will be maintained on the church website.

GP Policy 3.7: Role of the President

The President serves as Chair of the Board.

The President

1. assures the integrity of the Board's process.
2. officially represents the Board, and speaks for the Board, to the congregation and outside parties.
3. presides at meetings of the Board and of the First Unitarian Church membership.
4. provides witness in the form of a signature to any official documents requiring such. This may include attesting to Board actions and affixing a corporate seal.
5. does not make decisions independently of the Board.

6. does not supervise or direct the Administrative Team.
7. fulfills other such duties and responsibilities as determined by the Board and the congregation.

GP Policy 3.8: Role of the Vice President

1. The Vice President serves as Chair of the Board in the event that the President is not able to perform the duties of the office.
2. The Vice President fulfills other such duties and responsibilities as determined by the Board.

GP Policy 3.9: Role of the Treasurer

The Treasurer is a member of the Board.

The Treasurer

1. serves as a knowledgeable expert to advise and guide the Trustees concerning the Church's finances and other matters of fiduciary concern.
2. is a member of the Board-appointed Finance Committee.
3. develops the budget in consultation with the Finance Committee, the Minister, and the Board.
4. acquires detailed knowledge of the Church's financial condition and maintains this knowledge as the Church's financial condition evolves, and shares this knowledge with the Board and also with the Congregation.

GP Policy 3.10: Role of the Secretary

1. Regarding Board Meetings, the Secretary
 - a. solicits, collects, and compiles materials for both Consent and Discussion Agendas, and will distribute them to Board members prior to meetings to facilitate informed consideration.
 - b. maintains the minutes of monthly and special board meetings, as prepared by the Recording Secretary.
 - c. assures that at minimum, the minutes of board meetings reflect the agenda, the attendance of board members and visitors at the meeting, and any matters which come to a vote, including but not limited to policy amendments, resolutions, appointments to board committees, and assignments of board members to subcommittees, etc.
 - d. distributes copies of minutes of board meetings to all members of the Board for review prior to the next meeting.
 - e. provides copies of official agendas and approved minutes to the church Business Manager for archiving.
2. The Secretary updates the Governance Manual when amended and provides updated copies to the church Business Manager and Web Master, and to the members of the Board.
3. Regarding the Annual Meeting, the Secretary
 - a. maintains minutes of the Annual Meeting as taken by the Recording Secretary and provides a copy to the Church Business Manager after Congregational approval.
 - b. assures that these minutes reflect the meeting agenda, a list of reports delivered, the Nominating Committee slates for the election of new Board and Nominating Committee members, and a record of any resolutions and elections that take place at the meeting.
 - c. provides the following material for inclusion in the Annual Report
 - i. Minutes of the prior Annual Meeting

- ii. A list of actions of the Board for the preceding year (June 1 through May 31) consisting of motions passed by the Board
 - iii. A list of amendments to this Governance Manual
 - iv. A list of approved amendments to the Bylaws
4. The Secretary provides witness in the form of a signature to any official documents requiring such. This may include attesting to Board actions and affixing a corporate seal.
 5. The Secretary is responsible for making all documentation of the Board available to the congregation as appropriate.

GP Policy 3.11: Structure of Board Committees

The Board may use committees, standing and *ad hoc*, to help carry out its responsibilities. Committees do not interfere with, or conflict with, the delegation of authority from the Board to the Administrative Team. All Board Committees, be they standing or *ad hoc*, are accountable to the Board of Trustees, and primarily function to advise and make recommendations to the Board. The Board ensures, for any existing or newly established committee, that a Charter is written that includes:

1. The charge, or purpose, of the committee is clearly articulated and all committee members understand this charge.
2. The level of authority the committee has is clearly articulated and the committee can freely operate within this authority, so long as there is no conflict with church policies.
3. The length of time the committee is expected to be in existence is clearly defined, whether it is a fixed amount of time (*ad hoc*) or perpetual (standing).
4. There is a designated lay meeting convener or chair (may be a shared responsibility) and the length of time they are expected to serve in this capacity is defined.
5. The roles and responsibilities of all committee members are established.
6. Each committee has an appropriate level of disclosure to the Board and congregation of its activities, recommendations, and decisions. This varies in the case of each committee.
7. Accountability relationships are defined:
 - a. To whom a committee is accountable other than the Board.
 - b. Who is accountable to the committee.
8. Reasonable means are used to communicate the existence of any committee, its charge, and its leadership to the Board and the congregation. These Charters and associated Committee information shall reside in the First Unitarian Church Board-Approved Policies and Procedures Manual.

GP Policy 3.12: Internal Communication within the Board

Communication among Board members, and from the President to Board members, should be clear, respectful, and expedient. Concerns and inquiries are addressed expeditiously and conscientiously, and provide an impetus for ongoing revisions to these policies.

GP Policy 3.13: Communication between the Board and the Congregation

The Board seeks healthy disclosure within the church governance process for the congregation and accepts the responsibility for facilitating communication between the Board officers, the Board, its committees, and the congregation. To this end, the Board adopts the following policies:

1. The Board will seek to be visible in congregational life, both as a Board and as individual congregants. This may include speaking from the pulpit, sending informative emails as needed, putting notices on the monitor in the lobby, etc.
2. The Board will actively invite members and friends to attend regularly scheduled Board meetings by placing announcements in the monthly newsletter, weekly email, and in the Order of Service. A copy of the Governance Policies will be made available in a conspicuous place in the Church Lobby. All Board documentation that may be appropriately shared with the congregation will be made available.
3. Members will be invited to address the Board with their comments and concerns according to guidelines as found in GP Policy 3.4
4. The Board will seek to be responsive to congregational needs by revising as needed the Governance Manual and adopting a process for identifying issues to be considered in this policy revision process.
5. The Board Ombudsman, who is a member of the Board, will steer concerns of individual congregants to the appropriate person.

Section 4: Board Staff Linkage (BSL) Policies

BSL Policy 4.0: Board Staff Linkage Policy

The Board defines the following policies to determine the relationship between the Board and the staff. A list is provided below, with the full text of each policy following BSL Policy 4.0.

BSL Policy 4.1: Board Staff Covenant

BSL Policy 4.2: Unity of Control

BSL Policy 4.3: Delegation

BSL Policy 4.4: Accountability

BSL Policy 4.5: Monitoring and Performance Measurement

BSL Policy 4.6: Clarifying Personnel Policies

THE FULL TEXT OF EACH BOARD-STAFF LINKAGE POLICY FOLLOWS

BSL Policy 4.1: Board Staff Covenant

The Board will maintain a "Board - Staff Covenant" to optimize on-going communication, collaboration, and respectful interactions between the Board and the professional staff. This Covenant clarifies expectations and conditions for an open and safe exchange of information, ideas, and perspectives to enhance the ability to cooperatively lead and support a vibrant First Unitarian community. Understanding that changes occur among individual congregational leaders and Staff members, this Covenant will be reviewed, potentially revised, and reaffirmed annually by the Board and

the professional Staff to remind the parties of their responsibilities to each other and to the well-being of the Congregation. The covenant will be maintained as part of The First Unitarian Church of Pittsburgh Board Approved Policies and Procedures Handbook.

BSL Policy 4.2: Unity of Control

Only decisions of the Board acting as a whole are binding on the Minister and Administrative Team. Decisions or instructions of individual board members, officers, or committees are not binding on the Minister and Administrative Team except in rare instances when the Board has specifically authorized such exercise of authority. The Board recognizes that the Minister is a full, non-voting member of the Board by right of office (ex officio), and is included in all Board activities, meetings, discussions, and deliberations. The Board expects that the Minister will recuse themselves from Board activities when the Minister or the Board sees an insurmountable conflict of interest.

BSL Policy 4.3: Delegation

The Board delegates to the minister authority for determining how Programs and Ministries will achieve outcomes in keeping with the Vision, Identity, and Mission (VIM) Annual Priorities of Ministry and Three-Year Rolling Strategic Plan, as adopted by the Board.

1. The Minister is authorized to establish, create, or alter practices, procedures, and organizational structures, and to make decisions, take actions, and develop activities toward achieving the VIM plan in intentional collaboration with the Board.
2. The Minister has authority to instruct all staff, whether paid or volunteer. The Board has authority to instruct the Minister but not any staff.
3. The Minister may not perform, or cause, or allow any act or situation that is contrary to Ministerial and Staff Direction policies (Section 2).
4. The Board may add to or change the Outcomes and/or Minister and Staff Direction policies. These changes may affect the authority delegated to the Minister.

BSL Policy 4.4: Accountability

The Minister is accountable for the Programs and Ministries of the congregation.

1. Except for the Board, its committees, and the Nominating Committee, all staff members, whether paid or volunteer, are accountable to the Minister.
2. The Minister is accountable for adherence to the Personnel Policy.

BSL Policy 4.5: Monitoring and Performance Measurement

The performance of the Minister is evaluated annually by the Board according to whether the Staff Goals established in response to the Annual Priorities of Ministry are met. Annual Priorities of Ministry will be drafted by the Annual Meeting in May and finalized at the Board Retreat in June-July. They will serve as a guideline for the development of the Staff Annual Plan of Ministry by mid-August. This is separate from any additional assessment of the Minister implemented by the Board.

1. The Board monitors the health and vitality of the congregation through Congregational Assessment in collaboration with the Healthy Congregation Collaborative (HCC) as defined in Section 6. Monitoring Reports are an aspect of congregational assessment, but are not the fulfillment of it.
2. Monitoring reports will be in writing and will adhere to a format agreed upon at the beginning of the church year by the Board and the HCC.

3. The Board recognizes that not all Governing Policies require monitoring, nor do they all require annual monitoring.

BSL Policy 4.6: Clarifying Personnel Policies

The Board assures that there are approved appropriate written personnel policies that clarify personnel rules for staff, provide for effective handling of grievances, and protect against wrongful conditions.

Section 5: Board Congregation Linkage (BCL) Policies

BCL Policy 5.0: Board Congregation Linkage Policy

The Board of Trustees encourages members of the congregation to act within the congregation and in the greater community. Guidelines for these activities are described in the Board-Approved Operations Manual of the Congregation.

BCL Policy 5.1: Public Witness Policy (approved 10-19-2016)

Approval of the Board of Trustees for members and church groups to make public witness on behalf of the church through speech or in the print media can be acquired in the following ways:

1. Individual ministers, called by the congregation, may claim to represent “the First Unitarian Church of Pittsburgh” in public witness efforts.
2. The Board of Trustees, following a majority vote in which a quorum is present, may claim to represent “the Board of Trustees of the First Unitarian Church of Pittsburgh” in their public witness efforts.
3. Elected leaders of social justice groups recognized by the church, following a majority vote at a meeting called for the purpose of taking public witness action and publicized to all in the group, may claim to represent “their specific group of the First Unitarian Church of Pittsburgh” in their public witness efforts.
4. Public Witness purporting to represent the First Unitarian Church of Pittsburgh, whether through
 - speech or print media,
 - banners or signs placed on the church or church grounds,
 - words or images placed on the church website, or
 - statements made in public on behalf of the entire congregation,

will be done under the following guidelines.

Proposals regarding such actions may be brought to the Board of Trustees from

- a called Minister,

- a committee of the church,
- an individual member of the church, or
- a called Minister-Board of Trustees discussion.

Following the receipt of a proposal, a called Minister, together with the Board of Trustees, after determining among themselves that the proposal is consistent with our principles, will call for a Listening Meeting with the Congregation, in accord with the By Laws, to elicit feedback from the Congregation.

To measure congregational sentiment at this meeting, a formal vote or a straw vote may be called for at the Board's discretion. If the Board of Trustees in discussion with a called Minister decides that the proposal represents the majority of the congregation, the Board of Trustees may authorize the proposed public witness action on behalf of the Congregation and/or may designate any member of the Congregation to represent "the Congregation of the First Unitarian Church of Pittsburgh" in public witness efforts relating to this issue.

5. First Unitarian Church acknowledges the importance of working in partnership with social justice groups within the Unitarian Universalist community and beyond. However, we also acknowledge that public witness statements made by our social justice partners do not necessarily reflect *the majority sentiment* within our congregation. Such statements may be brought to the congregation through the processes listed in sections 1-4.

Section 6: Healthy Congregation Collaborative (HCC)

BCL Policy 6.0: HCC Linkage Policy

The HCC has been established to help the First Unitarian Church develop and maintain the highest expression of its shared ministry, to identify and assure healthy functioning within the church, and to act as guardian of the covenant and mission of the church.

1. The Board shall ensure that the HCC is fully operational and effective in carrying out its purposes, as stated in its Charter, found in the First Unitarian Church Operations Policy Book.
2. In its role, the HCC employs consultation, conflict management, and congregational adaptive learning.

Section 7: The Governance Manual and Its Modification

GMM Policy 7.0: Maintaining and Modifying the Governance Manual

The Board process for maintaining and amending this policy document is as follows:

1. The Board Secretary is responsible for maintaining the most current version of the Governance Manual and making it available to the congregation.
2. The Governance Manual is versioned by the date of the last amendment.

3. The word Draft in the governance manual filename (and in the footer on each page) will be used to indicate an unapproved version of the document, and the word Approved will be used to indicate an official version approved by the Board.
4. Amendments will follow a format shown in GMA Policy 8.1
5. Amendments will be voted on at a Board meeting after they have been presented and discussed at a prior Board meeting. A simple majority of the quorum is necessary to amend this Governance Manual.
6. The Board Secretary is responsible for maintaining approved amendments as part of the minutes of the Board meeting in which they are approved.
7. Amendments will be indexed in GMA Policy 8.2 of this governance manual. This index will be included in the annual report to the congregation each year.
8. Full text of amendments will be included as GMA Policy 8.3 of this governance manual.

Section 8: Governance Manual Amendments

GMA Policy 8.1: Amendment Format

Amendment Number: YYYY-MM-DD-NN

Amendment Title:

Justification (*One sentence*):

Original Text:

(*Indicate document headings as appropriate; For new insertions indicate N/A*)

Amended Text:

(*Indicate document headings as appropriate; For deletions indicate DELETED*) Repeat sections as needed.)

INSTRUCTIONS (can be deleted in actual amendments)

1. Amendment number should be the date of board approval in format indicated (YYYY is year; MM is month [01-12], DD is day [01-31], NN is index [01-99] to allow for amendments approved on same day)
3. Amendment is to be voted on by the board of trustees at a meeting after discussion at a prior meeting
4. Amendment should be included in minutes of board meeting
5. Amendment is to be indexed in GMA Policy 8.2 of governance manual
6. Full text of amendment should be included in GMA Policy 8.3 of governance manual
7. Amended governance manual should have version with dates matching amendment dates.

GMA Policy 8.2: Index of Amendments

GMA Policy 8.3: Full Text of Amendments