

FIRST UNITARIAN CHURCH OF DES MOINES
GOVERNING POLICIES

FIRST UNITARIAN CHURCH OF DES MOINES GOVERNING POLICIES

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FIRST UNITARIAN CHURCH OF DES MOINES GOVERNING POLICIES

I: Ends

Policy A: Global End (Mission)

Together we:

Experience Wonder
Grow Connections Live and
Love Generously ... and nurture
a more just world.

Adopted 07/01/2016

FIRST UNITARIAN CHURCH OF DES MOINES GOVERNING POLICIES

I: Ends

Policy B: ENDS STATEMENTS (2016 – 2021)

The people of First Unitarian Church, of all ages and backgrounds, connect in a transformative, authentic, liberal religious experience. We:

- Grow spiritually, emotionally, socially and ethically.
- Explore and experience what it means to be human.
- Cultivate compassion toward ourselves and others.
- Foster personal connections to life, nature and/or the divine.
- Seek, embrace and share experiences of wonder.
- Develop our Unitarian Universalist identities.

The people of First Unitarian Church connect in community to support one another and honor the web of life. We:

- Ask for and receive loving presence from one another, especially in times of joy, sorrow and transition.
- Respectfully connect across differences for understanding.
- Intentionally invite and engage others to grow in community with us.
- Generously share our time, talent and treasure.
- Maintain a facility and grounds appropriate for our needs and aligned with our values.

The people of First Unitarian Church nurture justice in the world. We:

- Build authentic partnerships, responding to needs our partners articulate.
- Show up with passion and enthusiasm to grow our values in the world.
- Share our talent and resources to support groups with whom we share values.
- Provide leadership and space for civil discourse.
- Welcome and accept transformation that comes through authentic relationships within and beyond our church.

Adopted 07/01/2016

FIRST UNITARIAN CHURCH OF DES MOINES GOVERNING POLICIES

I: Ends

Policy C: Values

- Authenticity
- Acceptance
- Connection
- Wonder
- Generosity of Spirit

Adopted 07/01/2016

FIRST UNITARIAN CHURCH OF DES MOINES GOVERNING POLICIES

I: Ends

Policy D: The Vision for First Unitarian Church of Des Moines

Adopted _____ (Currently In Process)

FIRST UNITARIAN CHURCH OF DES MOINES GOVERNING POLICIES

I: Ends

Policy E: Moral Ownership

The moral owners of First Unitarian Church of Des Moines are the past, present, and future members and friends of First Unitarian Church of Des Moines, and the principles of Unitarian-Universalism.

Adopted 06/11/2009

FIRST UNITARIAN CHURCH OF DES MOINES GOVERNING POLICIES

I: Ends

Policy F: Primary, Secondary and Tertiary Stakeholders

In accomplishing its vision, First Unitarian Church of Des Moines will prioritize its planning and resources first towards its primary stakeholders, next towards its secondary stakeholders and then towards its tertiary stakeholders, as such groups are defined below:

Primary Stakeholders

- Members and Their Families
- Friends and church community
- Staff

Secondary Stakeholders

- Visitors
- Potential members
- Greater GBLT community
- Community Outreach Partners
- Church members and friends who've passed on
- Church eco-system
- Neighborhood
- Unitarian Universalist Service Committee (UUSC)
- Unitarian Universalism
- Prairie Star District (PSD)
- Unitarian Universalist Association (UUA)

Tertiary Stakeholders

- Community at large
- Future generations
- Members who've left
- Iowa religious community
- Larger natural environment

Adopted 11/13/2009

FIRST UNITARIAN CHURCH OF DES MOINES GOVERNING POLICIES

Article II. Executive Limitations

Article II. Executive Limitations

Policy A: Staff/Volunteer Treatment

Adopted November 13, 2009; Amended May 16, 2019 and August 15, 2019

With respect to treatment of staff and volunteers, the Executive Team may not cause or allow conditions that are inhumane, unfair, or unprofessional.

Accordingly, the Executive Team may not:

1. Unlawfully discriminate against existing or potential staff or volunteers.
2. Subject staff or volunteers to unsafe or unhealthy conditions.
3. Withhold from staff a due-process internal grievance procedure.
4. Prevent staff from grieving to the Board when:
 - (a) internal grievance procedures have been exhausted and
 - (b) the employee alleges either that
 - i. Board policy has been violated to his or her detriment, or
 - ii. Board policy does not adequately protect his or her human rights.
5. Allow staff to be unprepared to deal with emergency situations.

FIRST UNITARIAN CHURCH OF DES MOINES GOVERNING POLICIES

Article II. Executive Limitations

Policy B: Compensation and Benefits

Adopted November 14, 2009; Amended May 16, 2019 and August 15, 2019

With respect to employment, compensation, and benefits to employees, consultants, contract workers, and volunteers, the Executive Team may not cause or allow jeopardy to fiscal integrity or public image.

Accordingly, the Executive Team may not:

1. Change Senior Minister's compensation, benefits, or allocated professional expenses as established by the Board.
2. Promise or imply permanent or guaranteed employment.
3. Establish current compensation and benefits that:
 - a. Deviate materially from the nonprofit or geographic market for the skills employed.
 - b. Create obligations over a term longer than revenues can be safely projected, in no event longer than one year and in all events subject to adequate revenue.
4. Establish deferred or long-term compensation and benefits that:
 - a. Cause unfunded liabilities to occur or in any way commit the organization to benefits that incur unpredictable future costs.
 - b. Provide less than some basic level of benefits to all full-time employees, though differential benefits to encourage longevity are not prohibited.
 - c. Allow any employee to lose benefits already accrued from any forgoing plan.

FIRST UNITARIAN CHURCH OF DES MOINES GOVERNING POLICIES

Article II. Executive Limitations

Policy C: Financial Planning

Adopted November 14, 2009, Amended August 15, 2019

With respect to planning fiscal events, the Executive Team may not jeopardize either programmatic or fiscal integrity of the organization.

Accordingly, the Executive Team may not cause or allow fiscal projections that:

1. Contain too little detail to enable reasonably accurate projection of revenues and expenses, fail to separate capital and operational items, fail to adequately describe cash flow and subsequent trails, or fail to disclose planning assumptions.
2. Plan the expenditure in any fiscal year of more funds than are conservatively projected to be received in that period.
3. Fail to separately present a plan for capital expenditures and the means to pay for them. Capital expenditures are all repayments of debt and any building additions or equipment purchases over \$5,000.00 each.
4. Deviate materially from Board-stated priorities and requirements (see Ends policies) in its allocation among competing fiscal needs.

FIRST UNITARIAN CHURCH OF DES MOINES GOVERNING POLICIES

Article II. Executive Limitations

POLICY D: FINANCIAL CONDITION

Adopted November 14, 2009, Amended September 19, 2019

With respect to the actual, ongoing condition of the organization's financial health, the Executive Team may not cause or allow the development of fiscal jeopardy or loss of allocation integrity.

Accordingly, the Executive Team may not:

1. Expend more funds than have been received in the fiscal year to date unless the debt guideline (below) is met.
 - a. Indebt the organization in an amount greater than can be repaid by certain, otherwise unencumbered revenues within 90 days. Board shall be notified of any such action.
 - b. Allow liquid assets to drop below the amount needed to settle payroll and debts in a timely manner.
2. Expend any endowment or designated funds other than for the purposes determined at time of receipt or designation.
3. Conduct inter-fund shifting in amounts greater than can be restored to a condition of discrete fund balances by certain, otherwise unencumbered revenues within 30 days.
4. Allow actual allocations to deviate materially from Board priorities in Ends policies.
5. Borrow funds on other than the short-term basis as defined and outlined in these policies.

FIRST UNITARIAN CHURCH OF DES MOINES GOVERNING POLICIES

Article II. Executive Limitations

POLICY E: ASSET PROTECTION

Adopted May 25, 2010, Amended August 12, 2010 and September 19, 2019

With respect to proper stewardship of the corporation's assets, the Executive Team may not risk losses beyond those necessary in the normal course of business. Accordingly, the Executive Team may not:

1. Fail to insure against theft and casualty losses at replacement value less reasonable deductible and/or co-insurance limits.
2. Fail to insure against corporate liability and personal liability of Board members and staff, taking into account pertinent statutory provisions for indemnification and exemptions applicable to Iowa non-profit organizations.
3. Allow unbonded personnel access to material amounts of funds.
4. Subject plant and equipment to improper wear and tear or insufficient maintenance.
5. Unnecessarily expose the organization, its Board, or staff to claims of liability or risk the organization's nonprofit status.
6. Make any purchases not provided for in either the capital expenditure or operational projections. Make any purchase of between \$2,500.00 and \$4,999.99 without at least two informal quotes, or make any purchase over \$5,000.00 without at least two competitive bids or a sole source justification.
7. Receive, process, or disburse funds under controls insufficient to meet the Board appointed auditor's standards or other standards.
8. Invest operating capital in accounts not insured by the FDIC or FSLIC.
9. Fail to protect intellectual property, information, and files from significant damage, excluding the work of called ministers of the church, who are the sole owners of their intellectual property.

FIRST UNITARIAN CHURCH OF DES MOINES GOVERNING POLICIES

Article II. Executive Limitations

POLICY F: CONFLICT OF INTEREST

Provisionally Adopted May 25, 2010; Amended May 16, 2019

1. Members of the Executive Team are expected to avoid conflicts of interest, defined as any situation where an employee may attain personal gain or which may serve as a detriment to the Employer, either monetarily or to its public image, because of the use of information or personal contact which is not generally available except through employment with the Employer.
2. Members of the Executive Team shall not engage in any business or transaction, and shall not have a financial or other personal interest, which is incompatible with their employment duties or which would impair their judgment or actions in the performance of their duties for the Employer.

FIRST UNITARIAN CHURCH OF DES MOINES GOVERNING POLICIES

Article II. Executive Limitations

POLICY G: GIFTS

Adopted May 25, 2010; Amended November 21, 2019

Gifts to the church are tax-deductible. The executive must not fail to acknowledge receipt of donated items but must not set fair market or appraisal values.

With respect to handling gifts made to the First Unitarian Church of Des Moines, the executive must not fail to adhere to the following guidelines:

For non-monetary gifts:

The executive must not fail to accept, reject or dispose of all gifts and donations but must not place any valuation on them. All gifts become the sole property of the church.

For monetary gifts:

The church welcomes monetary gifts, bequests, other financial instruments, and memorials so long as their use is not restricted by conditions that would conflict with standard church practices and policies. The executive must not fail to determine the disposition of such gifts.

The executive must not fail to dispose of any financial instruments and realize their cash value upon receipt from the donor.

However, the executive must not administer funds designated for the church's Endowment. Monetary gifts, bequests and memorials given to the Endowment will be handled under separately set guidelines.

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Article II. Executive Limitations

POLICY H: COMMUNICATION AND COUNSEL TO THE BOARD

Adopted May 25, 2010; Amended June 27, 2019 and November 21, 2019

With respect to providing information and counsel to the Board, the Executive Team may not cause or allow the Board to be uninformed or misinformed. Accordingly, the senior minister may not:

1. Fail to inform the Board in a timely manner of relevant trends, public policy initiatives, public events of the organization, and material external and internal changes, particularly changes in the assumptions upon which any Board policy has previously been established.
2. Fail to submit the monitoring data required by Board policy IV.C. (“Monitoring Senior Minister Performance”) in a timely, accurate, and understandable fashion, directly addressing provisions of Board policies.
3. Fail to gather staff, members, and external points of view, issues, and options as needed for fully informed Board choices.
4. Fail to recommend changes in Board policies which they believe are needed.
5. Fail to limit public statements about the official position of the congregation or Board on controversial social, political, and/or congregational issues to what the congregation or Board has formally and explicitly adopted as positions of record. Nothing in this policy shall be construed to infringe upon the fundamental principle of freedom of the pulpit.

FIRST UNITARIAN CHURCH OF DES MOINES GOVERNING POLICIES

Article II. Executive Limitations

6. Fail to prepare, implement, and share with the Board, within three months of individual senior minister evaluation, an annual professional development plan that responds to the evaluation in its entirety.
7. Fail to deal with the Board as a whole except when (a) fulfilling individual Trustee requests for information or (b) responding to and working with officers or committees duly charged by the Board to work with an individual Executive Team member.

FIRST UNITARIAN CHURCH OF DES MOINES GOVERNING POLICIES

Article II. Executive Limitations

POLICY I: FUNDRAISING

Adopted May 25, 2010; Amended November 21, 2019

The Executive Team shall not fail to:

1. Establish guidelines consistent with Article II, Policies A through H.
2. Review all proposed fundraisers and fundraising activities proposed by church groups for any purposes, by any means, and at any location.*
3. Approve, in a timely manner, proposed fundraisers and fundraising activities that are consistent with Article II, Policies A through H.

*The purpose of the review is to:

- ensure that our fundraising activities are consistent with our not-for-profit status;
- avoid overburdening the congregation with requests for money;
- ensure that the resources of the church are focused on the established Ends for the Church and consistent with the approved church budget.

FIRST UNITARIAN CHURCH OF DES MOINES GOVERNING POLICIES

Article II. Executive Limitations

POLICY J: Operating Policies

Adopted May 25, 2010; Amended September 19, 2019 and November 21, 2019

The Executive Team shall not refrain from maintaining an Operating Policies Manual, which must be readily available to all staff and volunteers which must include, but will not be limited to:

- Building Use/Rental
- Fundraising
- Personnel
- Responsible Behavior
- Safety
- Access to Church Records.

Staff and Congregational leaders whose work is in these operating areas are to be trained at least annually on the existence and contents of these policies. The Executive Team must report annually on the existence of the mandatory Operating Policies and where they may be found.

FIRST UNITARIAN CHURCH OF DES MOINES GOVERNING POLICIES

Article III. Governance Process

III: Governance Process

Policy A: Governing Style

The Board will approach its task with a style that emphasizes strategic leadership rather than administrative detail, clear distinction of Board and staff roles, future rather than past or present, and pro-activity rather than reactivity. In this spirit, the Board will:

1. Focus chiefly on intended long-term impacts or ends, not on the administrative or programmatic means of attaining those effects.
2. Direct, control, and inspire the organization through the careful establishment of the broadest organizational values and perspectives (policies). Policies will address:
 - a. Ends: What benefits for which needs at what cost
 - b. Executive Team Limitations: Boundaries of prudence and ethics to be observed by the Executive Team
 - c. Governance Process: Board roles and responsibilities
 - d. Board/Executive Team Relationship: Linkage between the Board and the Executive Team.
3. Enforce upon it whatever discipline is needed to govern with excellence.
 - a. Discipline will apply to policy-making principles, respect for defined roles, and attendance.
 - b. After subjects have been discussed and voted upon, both majority and minority will support the action taken and speak with one voice.

FIRST UNITARIAN CHURCH OF DES MOINES GOVERNING POLICIES

Article III. Governance Process

4. Be accountable to the congregation and other stakeholders for competent, conscientious, and effective accomplishment of its obligations as a body. It will allow no officer, individual, or committee of the Board to usurp this role or hinder this discipline.
5. Monitor and regularly discuss the Board's own process and performance.
6. Ensure the continuity of Board improvements through systematic treatment of its own institutional memory.
7. Be an initiator of policy, not merely a reactor to staff initiatives. The Board, not the staff, will be responsible for Board performance.

Adopted 11/13/2009

FIRST UNITARIAN CHURCH OF DES MOINES GOVERNING POLICIES

Article III. Governance Process

Policy B: Board Job Contributions

The job of the Board is to make certain contributions that lead the congregation toward the desired performance and assure that it occurs. The Board's specific contributions are unique to its trusteeship role and necessary for proper governance and management. Consequently, the job of the Board shall be to:

1. Link First Unitarian Church of Des Moines and its stakeholders.
2. Write governing policies that, at the broadest levels, address:
 - a. Ends: Organizational products, impacts, benefits, outcomes (what good for whom at what cost).
 - b. Executive Team Limitations: Constraints on executive authority that establish the prudence and ethics boundaries within which lies the acceptable arena of executive activity, decisions, and organizational circumstances.
 - c. Governance Process: Specification of how the Board conceives, carries out, and monitors its own task.
 - d. Board-Executive Team Relationship: How power is delegated and its proper use monitored.
3. Assure senior minister's performance through monitoring and evaluation in accord with policies 2.a., 2.b., and 2.d. above.

Adopted 11/13/2009

FIRST UNITARIAN CHURCH OF DES MOINES GOVERNING POLICIES

III: Governance Process

Policy C: Officers' Roles

1. The job of the president is to assure the integrity of the Board's process. The president is the only person authorized to speak for the Board.
 - a. The job output of the president is that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
 - i. Meeting discussion content will be only those issues that, according to Board policy, clearly belong to the Board to decide, not the Executive Team.
 - ii. Deliberation will be timely, fair, orderly, and thorough, but also efficient, limited to time, and to the point.
 - iii. Roberts' Rules are observed except where the Board has suspended them.
 - b. The authority of the president consists of making any decision on behalf of the Board that falls within or is consistent with Board policies on governance process and the Board-Executive Team relationship.
 - i. The president is empowered to chair Board meetings with all the commonly accepted powers of that position (e.g., ruling, recognizing).
 - ii. The president's authority does not extend to making decisions within Ends and Executive Team Limitations policy areas.
 - iii. The president's authority does not extend to supervising, interpreting Board policies to, or otherwise directing the Executive Team. Nothing in this policy is intended to interfere with mutual interaction about individual understandings of policies. (See also IV.A.5.)
2. The job of the vice president is to:

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III: Governance Process

- a. In the absence of the president, to perform the entire president's duties, and when so acting shall have the entire president's powers and be subject to the same restrictions.
 - b. The vice president may also have other such powers and perform such other duties as the Board may prescribe.
3. The job of the secretary is to assure the integrity of the Board's record. The secretary is responsible for ensuring the:
- a. Recording and distribution of accurate minutes of Board meetings.
 - b. Maintenance of the master copy of the current policies by recording amendments, distributing current policies to Board members and the Executive Team, and making the current policies accessible to Board and Executive Team members.
 - c. Public announcement of the annual meeting and other duties as assigned by the corporate bylaws.

Adopted 11/14/2009

FIRST UNITARIAN CHURCH OF DES MOINES GOVERNING POLICIES

III: Governance Process

Policy D: Board Members' Code of Conduct

The Board expects of itself and its members ethical and businesslike conduct. This commitment includes proper use of authority and appropriate decorum in group and individual behavior when acting as Board members.

1. Trustees must represent unconflicted loyalty to the interests of the ownership. The accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or staffs. This accountability supersedes the personal interest of any trustee acting as an individual church member.
2. Trustees must avoid any conflict of interest with respect to their fiduciary responsibility. Taking into consideration individual circumstances involving a contract or transaction, the Board may waive the conflict of interest if: (1) full disclosure is made to the Board of the specific terms of the contract or transaction by the interested Board member; (2) the Board determines that the contract or transaction is fair, reasonable and in the best interest of First Unitarian Church of Des Moines; and (3) the Board agrees to waive the conflict by a majority vote of Board members present at a meeting of the Board (not counting the interested director). The interested Board member may be present during the Board's discussion of the conflict to answer questions raised by any Board member, but may not be present during the Board's vote. The minutes of the Board meeting shall clearly reflect that the requirements above have been met.
 - a. There must be no self-dealing or any conduct of private business or personal services between any director and the organization except as procedurally controlled to assure openness, competitive opportunity, and equal access to "inside" information.
 - b. Trustees must not use their positions to obtain for themselves, family members, or close associates employment within the organization.
 - c. Should a trustee be considered for employment by the organization, he or she must temporarily withdraw from Board deliberation, voting, and access to applicable Board information.

FIRST UNITARIAN CHURCH OF DES MOINES GOVERNING POLICIES

III: Governance Process

- d. Should a trustee be employed by the organization or act as a paid consultant, he or she must resign from Board service.
3. Written policies, adopted by majority vote of the Board, in the four areas of governance, shall exercise authority over the organization. Individual trustees may not attempt to exercise authority over the organization. The Board will speak with one voice through its adopted policies.
 - a. Trustees' interaction with Executive Team members or staff must recognize the lack of authority in any individual trustee or subgroup (committee, task force, ministry team) of trustees.
 - b. Trustees' interaction with the public, press, or other entities must recognize the same limitation and the similar inability of any trustee except the president (Policy III.C.1.) to speak for the Board.
 - c. Trustees will make no judgments of the Executive Team or staff performance except as that performance is assessed against explicit Board policies by a formal evaluation process.
 - d. Trustees are encouraged to continually self-monitor their individual performance as trustees against policies, against the qualifications listed in the current trustee position description, and against any other current Board evaluation tools.

Adopted 11/13/2009

FIRST UNITARIAN CHURCH OF DES MOINES GOVERNING POLICIES

III: Governance Process

Policy E: Committee Principles

Committees may be established in two ways: under the authority of the Board or by the senior minister. The Board may establish committees to help carry out its responsibilities. Committees will be used sparingly to preserve the Board functioning as a whole when other methods have been deemed inadequate. Committees will be used so as to minimally interfere with the wholeness of the Board's job, and so as never to interfere with delegation from Board to senior minister.

1. Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Such authority will be carefully stated in order not to conflict with the work of the Executive Team.
2. Board committees are to help the Board do its job, not to help the staff do its job. Committees will assist the Board chiefly by preparing policy alternatives and implications for Board deliberation. Board committees are not to be created by the Board to advise staff.
3. Board committees cannot exercise authority over staff and in keeping with the Board's focus on the future, Board committees will not ordinarily have direct dealings with current staff operations. The senior minister works for the Board, never for a Board committee or officer.
4. This policy applies only to committees that are formed by Board action, whether or not the committees include non-Board members. It does not apply to committees formed under the authority of the senior minister.

Adopted 11/13/2009

FIRST UNITARIAN CHURCH OF DES MOINES GOVERNING POLICIES

III: Governance Process

Policy F: Board and Executive Team Complaint and Inquiry Process

The intent of this process is to provide a mechanism for any member of the congregation or larger community to raise concerns about the Board or Executive Team.

All complaints must be written and include the name of the individual(s) lodging the complaint. The complaint must be addressed to a Board member of the church.

Responsibilities of Board members:

1. All complaints raised to a Board member in written form must be distributed as soon as possible after receipt to all Board members, by no later than the next scheduled Board meeting.
2. The Board will determine if the complaint violates any policies of the Church.
3. The Board will determine if complaints regarding the Executive Team violate the policies of the Church or the personnel policies of the Church as listed in the personnel policy manual.
4. If the Board determines there has been a violation, it will follow through with the appropriate actions as defined in the relevant policy and any other actions deemed appropriate and necessary to bring the complaint to resolution.
5. Issues of a sensitive nature, or that would violate privacy, will be handled in a closed session of the Board.

Adopted 05/25/2010

FIRST UNITARIAN CHURCH OF DES MOINES GOVERNING POLICIES

III: Governance Process

POLICY G: ACCESS TO CHURCH RECORDS

Adopted September 19, 2019

A member of The First Unitarian Church of Des Moines is entitled to inspect and copy, at a reasonable time and a reasonable location, records of the church, including:

1. Minutes of the Annual Meeting and any Special Meeting of members;
2. Minutes of each meeting of the Board of Directors;
3. Agendas for each meeting of the Board of Directors;
4. A record of names of all members; and,
5. Line-item budget detail including but not limited to compensation of individual employees and multiple employees.

The Executive Team shall maintain an operating policy to implement and set forth the procedures members can follow to request any information described above.

It is the policy of The First Unitarian Church of Des Moines to publish and make readily available to members, friends, guests, or any other person a summary budget by program area. Summary budget information, shall, at a minimum, be made available prior to and during each Annual Meeting, and shall be published in each Annual Report.

FIRST UNITARIAN CHURCH OF DES MOINES GOVERNING POLICIES

III: Governance Process

POLICY H: EXECUTIVE SESSIONS OF THE BOARD OF TRUSTEES

*Adopted by the Board of Trustees on February 23, 2015 and
Adopted as a Governing Policy November 21, 2019*

The Board of Trustees of First Unitarian Church may enter into Executive Session only in accordance with the following guidelines:

1. To enter into Executive Session
 - a. a quorum must be present;
 - b. a motion to enter the Executive Session must state the reason(s) for the session;
 - c. the motion must be moved, seconded and approved by a simple majority vote of those present.
2. The reason(s) stated in the motion are the only issue(s) to be discussed during the Executive Session.
3. Board members and others whom the board invites as needed for the purpose of the session are the only persons entitled to attend the Executive Session.
4. No votes or binding decisions will be made in a Executive Session, unless the nature of the issue is such that it must remain confidential until fully resolved.
5. Minutes of the Executive Session:
 - a. If the session was an informal discussion, the general substance of the session should be noted.
 - b. If the session contributes to a board decision about a difficult or important issue (legal, personnel, etc.,) minutes should be taken.
 - c. Any minutes taken are to be shared only with participants in the meeting.
 - d. Such minutes and any other confidential documents should be clearly marked as such and maintained by the Board Chair or Executive as applicable.
6. Minutes of the open Board Meeting of which the Executive Session is a part will reflect
 - a. the details of the motion and vote to enter into the Executive Session;
 - b. the time the Board began and ended the Executive Session;
 - c. any report out of the Executive Session;
 - d. decisions to be made as a result of the Executive Session discussion will be formalized in the open Board Meeting with a motion that is properly made, seconded, and voted upon. (See item 4 above for exceptions.)
7. "Executive Sessions" may be held to manage the following
 - a. selection of the Unsung UU of First Unitarian Church;

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III: Governance Process

- b. selection of members to fill Board or Committee vacancies;
- c. Human Resources issues, including evaluations, compensation, and disciplinary issues;
- d. legal Issues;
- e. any other issue that arises requiring confidential discussion by the Board of Trustees.

Addendum to this Policy on Executive Sessions:

Background:

Overview of Executive Sessions:¹ “Executive sessions are useful tools for protecting and advancing the best interests of an organization. Such sessions provide a venue for handling issues that are best discussed in private, for fostering robust discourse, and strengthening trust and communication. Distinguished by their purpose and participants, executive sessions serve three core functions: (1) they assure confidentiality, (2) they create a mechanism for board independence and oversight, (3) they enhance relationships among board members and with the chief executive.

Such sessions provide the necessary forum for Board members to speak openly about topics that warrant special treatment. Such sessions are exclusive to Board members. The chief executive or special advisors may be invited to join for part or all of the session.

While such sessions seem contrary to the expected openness and transparency of the Board, these sessions provide the necessary effective mechanism to deal with/manage certain kinds of issues, provided that they are called for the right reasons and handled appropriately.”

Roberts Rules of Order and Executive Sessions: Roberts Rules of Order allow for Executive Sessions. The rules are discussed on page 95 lines 15-35, and page 96 lines 1-18 of Roberts Rules of Order Newly Revised 11th Edition. The rules state that such sessions may be entered into when required by rule, custom, or upon the adoption of a motion to do so. Such a motion is a question of privilege and is therefore adopted by majority vote.

Roberts Rules state that only members of the body, special invitees, and such employees or staff that are determined to be necessary are allowed to remain.

¹ Section taken from Board Source: “Executive Session: How to Use Them Regularly and Wisely.”

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III: Governance Process

Minutes of such sessions are to be considered for approval only in an Executive Session if the minutes include the details of the “debate” and not just the action taken.

FIRST UNITARIAN CHURCH OF DES MOINES GOVERNING POLICIES

IV: Board-Executive Team Relationship

IV: Board-Executive Team Relationship

Policy A: Delegation to the Senior Minister

The Board's job is generally confined to establishing topmost policies, leaving implementation and subsidiary policy development to the Executive Team members. Ends policies direct the senior minister to achieve certain results; Executive Team Limitations policies constrain the Executive Team to act within acceptable boundaries of prudence and ethics. All Board authority delegated to staff is delegated through the senior minister, so that all authority and accountability of staff can be phrased, insofar as the Board is concerned, as authority and accountability of the senior minister. The Executive Team members inform the Board in their areas of responsibility and as a team for collaboration towards overall achievement of First Unitarian's mission, ends, and strategic plan.

1. The senior minister is authorized to establish all further policies, make all decisions, take all actions and develop all activities that are true to the Board's policies. The Board may, by extending its policies, "undelegate" areas of the senior minister's authority but will respect the senior minister's choices so long as the delegation continues. This does not prevent the Board from obtaining information about activities in the delegated areas.
2. No individual trustee, officer, or Board committee has authority over the Executive Team. Information may be requested by any individual trustee, officer, or committee, but if such request in the Executive Team members' judgment requires a material amount of staff time, it may be refused with explanation.
3. The Executive Team may not perform, allow, or cause to be performed any act that is contrary to explicit Board constraints (see Senior Minister / Executive Team Limitations policies) on Executive Team authority.
4. Should the Executive Team deem it necessary to violate Board policy, the senior minister shall inform the Board president or another trustee if the president is not available. Informing is simply to guarantee no violation is intentionally kept from the Board, not to request approval. Trustee response, either approving or disapproving, does not exempt the senior minister from subsequent Board judgment of the action.

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5. Executive Team authority does not extend to supervising, interpreting Board policies to, or otherwise directing the president, individual trustees, or Board subgroups regarding Board policy. Nothing in this policy is intended to interfere with mutual interaction about individual understanding of policies. (See also III.C.1.b.iii)

Adopted 11/14/2009

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Policy B: Senior Minister Job Contribution

As the Board's official links to the operating organization, the senior minister is accountable for all organizational performance and exercise all authority transmitted into the organization by the Board via First Unitarian Church of Des Moines' governing policies. Senior minister performance will be considered to be synonymous with the performance of First Unitarian Church of Des Moines.

Consequently, the senior minister's job contributions can be stated as performance in three areas:

1. Accomplishment of organizational Ends as stated in Board policies.
2. Organization operation within the boundaries of prudence and ethics established in Board policies on Executive Team Limitations.
3. Appropriate use and delegation of power.

Adopted 11/14/2009

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Policy C: Monitoring Senior Minister Performance

Monitoring senior minister performance is synonymous with monitoring organizational performance against Board policies on ends and on Executive Team limitations. Monitoring will be as automatic as possible, using a minimum of Board time so that meetings can be used to create the future rather than review the past.

1. The purpose of monitoring is simply to determine the degree to which Board policies are being fulfilled. Information that does not do this will not be considered to be monitoring.
2. A given policy may be monitored in one or more of three ways:
 - a. Internal Report: Disclosure of compliance information to the Board from the Executive Team.
 - b. External Report: Discovery of compliance information by a disinterested external auditor, inspector, or judge who is selected by and reports directly to the Board. Such reports must assess executive performance only against policies of the Board, not the external party, unless the Board has previously indicated to the Executive Team that that party's opinion will be the standard.
 - c. Direct Board Inspection: Discovery of compliance information by a trustee, a Board committee, or the Board as a whole. This is a Board inspection of documents, activities, or circumstances directed by the Board that allows a "prudent person" test of policy compliance.
3. Upon the choice of the Board, any policy may be monitored by any method at any time. However, each Ends and Executive Team Limitations policy of the Board will be classified by the Board according to frequency and method of regular monitoring (see chart). As often as possible these reports should be included in the Board mailing for regularly scheduled Board meetings so that trustees may thoroughly review them prior to the meeting.

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- a. Monthly internal reports: Ends, financial condition, staff change information (additions and departures, plans for replacement).
- b. Quarterly internal reports: Ends, staff/volunteer treatment, financial planning, membership (net losses and net gains and totals).
- c. Semi-annual internal reports: Asset protection, staff/volunteer complaints filed under grievance procedure (number and nature).
- d. Annual internal reports: Ends, communication and counsel.
- e. Annual external reports: Asset protection/financial condition (Board arranged audit).

Adopted 02/27/2010

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**Executive Team Relationship
Chart: Frequency and Method of Regular Monitoring**

Policy	Method	Frequency	Responsible
Protection of assets	Internal report	Annual Statement on Compliance	Director of Finance and Administration (DFA)
	External report (audit)	As determined by Board	External auditor
Financial condition	Internal report	Monthly Statement on Compliance	DFA
	External report (audit)	As determined by Board	External auditor
Sr. Minister compensation and benefits	Internal report	Annually (January)	DFA to report to Board current pay information and UUA Fair Compensation Guidelines
Staff/volunteer treatment	Internal report (staff changes)	Monthly	Executive Team Report
	Internal report	Semi-annual	Executive Team Report
Financial planning (budget)	Internal report (planning)	Semi-Annual Statement on Compliance	DFA
	Direct inspection	Annually (Spring)	DFA

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Program outcomes (Ends)	Internal report (dashBoards and Executive Team Report)	Monthly	Sr. Minister and DFA
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	Internal report (membership) (# of members certified to UUA)	Annually	Sr. Minister
	Internal report (possibly measure results against workplan)	Annually	Sr. Minister
Strategic Plan	Internal Report (workplan)	Annually	Sr. Minister

Any other policy shall be monitored by internal report each calendar quarter.

Adopted (provisional) 05/25/2010

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Policy D: Disciplinary Policy

At present, this policy only applies to the senior minister's position. The Board will pursue the following process in the event that it determines a policy violation has occurred and it judges the degree and seriousness of the violation warrants initiating a disciplinary process:

1. Verbal warning (noted as such in writing to establish appropriate documentation of said step); more frequent monitoring of the violated policy; the senior minister will present to the Board at the next Board meeting (via the Board mailing prior to the meeting) his or her plan to remediate the violated policy.
2. First written warning. This step will be taken if there is no noticeable improvement in the senior minister's willingness and/or ability to refrain from the policy violation following a reasonable period of time for the senior minister to implement changes and for the Board to monitor them.
3. Second written warning. This step will be taken if the policy violation continues. If the violation involves a called minister, the Board at this point may also determine whether to notify the congregation, the means of doing so, and the content of the communication.
4. For continued policy violations, the Board will determine whether to suspend (with or without pay) or to terminate the called minister. The Board will:
 - a. Recommend termination of the called minister for continued policy violation. The Board will meet with the minister to determine how to address his or her departure.
 - b. Make known to the congregation the nature of the ongoing policy violations as well as the ongoing efforts to address the issue at every point and will call a meeting of the congregation in compliance with First Unitarian Church of Des Moines bylaws regarding selection/removal of the minister (Article IX, Sections 1 and 2; in 05/03/2010 revisions to by-laws (not yet approved by congregation), Article VIII, Sections 1 and 2).

Adopted 02/27/2010

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Policy E: Ministerial Compensation

With regard to ordained ministerial compensation, First Unitarian Church of Des Moines recognizes and supports the compensation recommendations of the UUA.

1. Ministerial compensation consists of salary (including housing allowance) and benefits. Professional expenses are not part of compensation but as a cost of doing business are included in the total cost of ministry.
2. The Board will annually approve an amount of increase in the senior minister's salary as appropriate to current financial conditions. Annual increases for the senior minister are in two separate categories:
 - a. A cost of living increase will occur annually, based on the Consumer Price Index (CPI) estimate for the current year.
 - b. A merit increase above the adjustment for cost of living may be appropriate depending upon current financial conditions. The Board will compile the results of the senior minister's performance evaluation for the time period since the last merit increase and use these to assist in determining such merit increase. A merit increase is compensation for increased skill and growth in two areas:
 - i. Accomplishment of organizational ends as stated in Board policies.
 - ii. Organization operation within the boundaries of prudence and ethics established in Board policies on Executive Team Limitations.
3. The Board will maintain records of ministerial salary increases and review this policy annually.

Adopted 02/27/2010