

# Governance Documents

## Board Policy on Governance Documents

UUCWI Board Policy

Approved January 10, 2012

Applicable until revoked or amended

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Background:

While the bylaws of the congregation provide the basic rules for the governance of the congregation and its assets, additional guidance in the form of policies and procedures is necessary as the congregation becomes larger and its affairs more complex, in order to provide efficiency, continuity and consistency in its activities. Together, the bylaws, policies, and procedures capture the wisdom and experience of the congregation in governance and operations. Proposals to add or change bylaws, policies and procedures provide an orderly way to discuss improving congregational affairs.

Definitions:

- *Bylaws* are the top-level governing rules for the congregation and are incorporated into the articles of incorporation with the State of Washington.
- The *Covenant of Right Relations* adopted by the congregation specifies how members have agreed to treat each other.
- *Board Policies* are written statements on aspects of congregational governance that operationally interpret the governance provided by the bylaws, or cover issues of governance not addressed by the bylaws.
- *Procedures* provide guidance detailing how policies or other workings of the congregation are carried out.
- *Roles and Responsibilities* are statements that delineate the functions of each operating element of the congregation, such as its committees and staff.
- *Congregational Meeting Minutes* and *Board Minutes* record the decisions of the congregation and board, respectively.

Policy:

*Bylaws*

- While the Board may propose changes to the bylaws when needed, only the congregation may approve changes, as specified in and governed by the bylaws themselves.
- Bylaws take precedence over all other congregational documents, in the event of conflict.

*Covenant of Right Relations*

- The committee on ministry will normally deal with issues related to the covenant.
- In extreme situations, the Board Policy on Disruptive Behavior may apply.

*Board Policies*

- Board policies continue in effect until revoked or amended by the board of trustees (board) or the congregation.

- It is the duty of the board to enforce policies as well as bylaws. Failure to obey or enforce a bylaw or policy does not change the status of the bylaw or policy as a rule of congregation guidance.
- In the event of a conflict between bylaws and board policies, the bylaws govern.
- In the event of a conflict between board policies and procedures, the policies govern.
- In the event of a conflict between board policies and statements of roles and responsibilities, the policies govern.

### *Procedures*

- Procedures are important elements of congregational memory and wisdom, written to codify “how we do what we do” and incorporate lessons-learned. Although they should not be set aside lightly, procedures are for guidance and may be set aside or customized in individual cases by the committee chairs, or other members in charge of relevant work of the congregation.

### *Roles and Responsibilities*

- Roles and responsibilities statements are to be reviewed annually by the relevant chairs and staff and by the board, and by persons new to their roles, to ensure that the required functions are understood.

### *Minutes of Congregational or Board Meetings*

- The congregation’s administrator shall record minutes of congregational meetings.
- The board will approve the minutes of congregational meetings at its next regularly scheduled meeting.
- The board secretary shall record minutes of board meetings.
- The board will approve the minutes of board meetings at the next regularly scheduled board meeting.

### *Application of Policy:*

- The board secretary shall provide the congregational administrator with any new or amended governance documents that have been approved by the board.
- The congregational administrator shall maintain a complete and up to date set of governance documents. These documents will be made available to members of the congregation. At the discretion of the board, some governance documents may be made publicly available.
- At the beginning of each board term, the congregational administrator shall provide a board notebook containing a complete set of bylaws, covenant, policies, procedures, roles and responsibilities, and the previous year’s minutes to board members. Online access shall satisfy this requirement.
- Responsibility for knowing and following governance documents lies with the board members, committee chairs, and members responsible for the relevant activities. New board members and officers, committee chairs, and staff shall familiarize themselves with the governance documents.
- Documents maintained online shall be backed up offline.
- The board and committee chairs shall review governance documents periodically and may recommend improvements to the board at any time.

Figure 1: UUCWI Relationships Chart

This figure depicts the following key congregational governance relationships:

- The board, ministerial search committee, nominating committee, and minister are elected by the congregation, and serve them directly.
- Operating committees, and individuals who serve or are employed by the congregation, are responsible to the board of trustees, which is primarily a policy body. A leadership council serves to help coordinate these operating bodies.
- The congregation bylaws are the fundamental operating document for the congregation. (They are part of the articles of incorporation with the state.) In case of disagreement with board policies, the bylaws take precedence.
- The covenant adopted by the congregation specifies how members have agreed to treat each other.
- The policies and procedures created by the board take precedence over statements of roles and responsibilities of the various congregational bodies as well as any committee policies or procedures (not explicitly shown).

