

UCH Policy on Board Limitations

The Board of Trustees (the “Board”) of the Unitarian Church of Hinsdale (the “Church”) is charged with acting in a fiduciary capacity on behalf of the congregation’s members to promote the achievement of the Church’s mission. The Board is responsible for establishing the vision and strategic direction of the Church and for guiding the development of policies, programs, and services to fulfill the Church’s strategic goals.

Board Job Description

Between meetings of the members, the Board is empowered to act for the Church. The job of the Board is to make contributions that lead the congregation toward the desired performance and to ensure that such performance occurs.

The Board’s specific contributions are unique to its trusteeship role and necessary for proper governance and management. These contributions include:

1. Working collaboratively to accomplish the goals and objectives of the congregation.
2. Writing governing policies that, at the broadest levels, address:
 - a. Ends: Organizational products, impacts, benefits, outcomes (what good for whom at what cost).
 - b. Executive limitations: Constraints on ministerial authority that establish prudent and ethical boundaries within which the acceptable arena of executive activity, decisions, and organizational circumstances lies.
 - c. Governance process: Specification of how the Board conceives, carries out, and monitors its own task.
 - d. Board – minister relationship: How power is delegated and its proper use monitored.
3. Reviewing and assessing the church’s financial and other assets.
4. Monitoring and evaluating the Minister’s performance in accordance with policies 2.a., 2.b., and 2.d. above.

Governing Style

The Board will approach its task with a style that emphasizes strategic leadership rather than administrative detail, clear distinction between Board and staff roles, orientation to the future rather than the past or present, and proactivity 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. Guide and inspire the organization through the careful establishment of broad, written governing policies reflecting the Church's values and the Board's perspectives about ends to be achieved.
3. Enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation, policymaking principles, respect for defined roles, and ensuring continuance of governance capability. The Board, not the staff, will be responsible for Board performance.
4. After subjects have been discussed and voted upon, support the action(s) taken and speak with one voice.
5. Be accountable to the congregation for competent, conscientious, and effective accomplishment of its obligations as a body.
6. Monitor and regularly discuss its own process and performance.
7. Be an initiator of policy, not merely a reactor to staff initiatives.

The Board may establish committees to help carry out its responsibilities. Among other assignments, committees may assist the Board by preparing policy alternatives and implications for Board discussion. Board committees may not speak or act for the Board except when formally given such authority for specific purposes.

President's Role

The President of the Church shall act as chairperson of the Board and shall preside at all meetings of the Board in addition to all annual and special meetings of the congregation. The Vice President shall perform the duties of the President whenever the President is unable to do so.

The President ensures the integrity of the Board's process, typically represents the Board to members and outside parties, presides at meetings of the Board and of the Church membership, and fulfills such other duties or responsibilities as the Board or Church may assign. Accordingly:

1. The job of the President is to ensure that the Board behaves consistently with its own rules.
 - a. Meeting discussion will be limited to those issues that, according to Church policy, clearly belong to the Board to decide, not to the Minister.
 - b. Deliberation will be timely, fair, orderly, and thorough, but also efficient, time- limited, and kept to the point.
 - c. Robert's Rules of Order will be observed, except where the Board has explicitly superseded them.
2. The President has the authority to make decisions on behalf of the Board that fall within or are consistent with Board policies on Board Limitations and on Board – Minister Relationship.
3. The President is empowered to chair Board meetings, with all the commonly accepted power of that position (e.g., ruling, recognizing).
4. The President's authority does not extend to supervising or otherwise directing the Minister.

Board Code of Conduct

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

1. Trustees must represent unconflicted loyalty to the interests of the Church. This accountability supersedes any conflicting loyalty such as loyalty to advocacy or interest groups or membership on other boards or staffs. This accountability also 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:

- a. the interested trustee makes full disclosure to the Board of the specific terms of the contract or transaction;
- b. the Board determines that the contract or transaction is fair, reasonable, and in the best interest of the Church; and
- c. the Board agrees to waive the conflict by a majority vote of trustees present at a meeting of the Board (not counting the interested trustee).

The interested trustee may be present during the Board's discussion of the conflict to answer questions raised by any trustee, 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.

3. There must be no self-dealing and no conduct of private business or personal services between any trustee and any organization with which the Church is doing business except as procedurally controlled to ensure openness, competitive opportunity, and equal access to "inside" information.
4. Trustees must not use their positions to obtain employment for themselves, family members, or close associates within any organization with which the Church is doing business. Should a trustee be considered for employment by an organization with which the Church is doing business, the trustee must temporarily withdraw from Board deliberation, voting, and access to applicable Board information.
5. Should a trustee be employed by or act as a paid consultant to any organization with which the Church is doing business, the trustee must resign from Board service.
6. Written policies, adopted by majority vote of the Board, 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.
7. Trustees' interaction with the Minister or staff must recognize the lack of authority residing in any individual trustee or subgroup of trustees (circle, committee, task force, ministry team). Trustees' interaction with the public, press, or other entities must recognize the same limitation and the similar inability of any trustee except the chair to speak for the Board.
8. Individual trustees will make no judgments of Minister or staff performance except as that performance is assessed against explicit Board policies by a formal evaluation process.
9. Trustees are encouraged to continually self-monitor their individual performance against Church policies, against the qualifications delineated in the current trustee position description, and against any other current Board evaluation tools.
10. Board members will not delegate to staff other than the Minister.