

## **Section 3 Board Governance Process Policies**

The purpose of the Board, on behalf of the Sources of Authority and Accountability, is to ensure that the PSD (a) achieves appropriate results for appropriate persons at an appropriate cost, and (b) avoids unacceptable actions and situations.

The Board will inspire, direct and hold accountable the DE and itself through its Covenant with the DE and the UUA and through the careful establishment of broad written policies reflecting Unitarian Universalist values and perspectives.

Our Sources of Authority and Accountability are defined as:

1. Our member congregations
2. Current and future generations of Unitarian Universalists
3. The heritage, traditions, and ideals of Unitarian Universalism
4. The vision of Beloved Community
5. The Spirit of life, love, and the holy

### **3.1 Board Covenant**

Prairie Star District Board of Directors hereby covenants together to honor our UU Principles, District bylaws and governance policies, work in right relationship with one another, seek out diverse perspectives and be aware of the ways in which power dynamics and privilege might influence our proceedings, while recognizing we come together as a religious community and we are each on our own personal spiritual journey.

Accordingly, the members of the Board covenant with one another:

- To come to each meeting fully prepared to discuss and decide on each agenda item
- To understand and support each other's life circumstances even as we commit to attend each meeting
- To conduct ourselves consistent with our UU Principle "to affirm and promote the worth and dignity of every person"
- To respect the diversity of one another's personal or generational styles, viewpoints, and socioeconomic/ cultural/ racial/ethnic backgrounds
- To allow one another to speak without interruption
- To express our opinions honestly and openly, during the meeting rather than after
- To balance the need for decisiveness and the need for reflection as we conduct our work
- To affirm the public nature of our work, while protecting confidential information
- To make good use of our time by staying on task and tracking tasks deferred for future work
- To request process checks whenever we are uncomfortable with the proceedings
- To accept personal responsibility for the timely completion of agreed upon tasks
- To honor decisions of the Board, and speak with one voice

### **3.2 Board Governance Process**

#### **3.2.1 Global Governance Process Policy**

The Board's purpose, on behalf of the member congregations of the Prairie Star District, is governance and exercise of fiduciary responsibilities. The Board is accountable for providing

governance that enables the District to fulfill its purpose as stated in its bylaws, and accomplish the Policies, stated in Section 1 hereof, while avoiding unacceptable actions and situations.

### **3.2.2 Governance Style**

The Board will govern with an emphasis on:

- Outward vision rather than internal preoccupation
- Encouragement of diversity in viewpoints
- Strategic, mission-focused leadership more than administrative detail
- Clear distinction of Board and staff roles under policy based governance
- Collective rather than individual decision making
- Future focus while respecting our past and present situations
- Pro-activity rather than reactivity
- Focused on empowering one another (maybe add to district values?)
- Unitarian Universalist values

#### **3.2.2.1 Board Agenda**

The President, in constructing agendas for board meetings in a manner appropriate to the length and setting of the meeting, shall honor:

- The religious nature of the Board's work, by including worship, opening words, or other opportunities for the board to ground itself religiously
- The need for community-building among board members, by providing opportunities for building relationships
- Sufficient time for the board to reflect, debate, and take action on business items.
- Our decision that our time will be focused on the future rather than the past,
- Best practices in planning and conducting meetings

#### **3.2.2.2 Decision-Making**

3.2.2.2.1 We will strive to make decisions by consensus, with the understanding that decisions will ultimately be made by a vote of the Board. By consensus, we mean

- The decision is the best one we can reach under the circumstances
- That dissenting views and opinions are encouraged and expressed
- Each board member can support the decision
- There are no remaining disagreements regarding material facts or unresolved objections based on PSD Policies or Bylaws, UUA Policies or Bylaws, or state or federal law

3.2.2.2.2 Where required by law, the UUA, or other body with jurisdiction over the PSD, we will conduct ourselves according to *Roberts Rules of Order*, newly revised.

### **3.2.3 Board Job Description**

While linking to its member congregations' and other stakeholder's needs, visions, plans, and expectations, the responsibilities of the Board are those that ensure appropriate district performance, including ensuring that the District has sufficient human, financial and physical assets to achieve its Ends.

## **3.3 Officers Roles and Responsibilities**

### **3.3.1 President**

3.3.1 The President, as Chief Governance Officer, assures the integrity of the Board's process, fulfills duties specified for the President in the bylaws, represents the Board in connection with

the UUA, the District Presidents' Association and any regional body of the UUA of which Prairie Star District is a member, and occasionally represents the Board to outside parties.

Accordingly,

3.3.1.1 The responsibility of the President is that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.

Accordingly, the President will assure that

3.3.1.1.1 Meeting discussions will be on issues that, according to its policy, belong to the Board to decide, not the District Executive

3.3.1.1.2 Deliberation will be fair, open, and thorough but also timely, orderly, and to the point

3.3.1.2 The authority of the President lies in making decisions within areas covered by Board policies on Governance Process and Board-DE Linkage, except where the Board specifically delegates portions of this authority to others. The President may use any reasonable interpretation of these policies. Therefore the President:

3.3.1.2.1 Chairs Board meetings and the District Annual Meeting with all the commonly accepted power of that position

3.3.1.2.2 Prepares agendas for Board and District Annual Meetings

3.3.1.2.3 has no authority to make decisions about policies created by the Board within ENDS and DE Limitations areas. Therefore, the President has no authority to supervise or direct the District Executive independently of the Board

3.3.1.2.4 may represent the Board to outside parties in announcing Board-stated positions and stating the President's own decisions and interpretations within areas delegated to the President

3.3.1.2.5 together with the Secretary, ensures institutional memory for the Board

3.3.1.2.6 may delegate this authority but is accountable for its use

### **3.3.2 Treasurer**

3.3.2. The Treasurer shall be responsible for being the first line of review and for analysis of financial reporting, and analysis of compliance, and then the Board as a whole is responsible for monitoring compliance with the Board's policies and insuring protection of the financial integrity of the District.

Accordingly, the Treasurer shall:

3.3.2.1. Chair the Financial Advisory and Audit Committees; coordinate the annual audit, and coordinate the annual report to the Board from each Committee,

3.3.2.2. Advise the Board of any emerging financial needs, concerns or policy issues meriting the Board's attention or action,

3.3.2.3. Alert the Board to any significant changes in fund balances and investments,

3.3.2.4. Lead the Board's efforts to implement and monitor policies that involve financial resources, and

3.3.2.5. Assist the Board and the District Executive in developing the annual budget, advising on the financial aspects and implications of the proposed budget, and presiding over all budget hearings.

### **3.3.3 Vice-President**

The Vice-president shall, in the absence of the President, perform the duties of the President. Additional duties may be assigned by the President or the Board of Directors. The Vice-president acts as assistant to the President, performing tasks mutually agreed upon.

### **3.3.4 Secretary**

The Secretary's role is to ensure accountability to member congregations of the PSD, and to assist the board in doing its work, by documenting the Board's actions, key points of deliberations, and assignments made and agreed to by Board members.

The Secretary shall

- take and preserve minutes of all meetings of the corporation and the Board of Directors;
- have custody of electronic copies of the minutes of the Corporation during his or her term (Paper and electronic copies of current and long standing minutes will also be kept in the District Office.);
- ensure that notices are given as required by law or by the Bylaws (Article II, Section 4);
- ensure that copies of correspondence of longer term value are maintained, including electronic correspondence;
- ensure that changes and additions to *PSD Policies and Procedures*, governance policies, and other documents of the Board are recorded;
- perform other duties as directed by the Board of Directors.

### **3.4 Board Sub-Committees**

Board sub-committees may be made up of Board members and non-Board members,. Their purpose will be to support the work of the Board in doing its job by presenting information and options. Board sub-committees will be formed to advise the board in the performance of its duties. 2.6 Board Sub-Committees: The following are standing subcommittees of the board

#### **3.5.1 Financial Advisory Committee**

This Committee shall:

- Monitor all financial governing policies established by the Board of Directors,
- Review proposed annual budget prepared by the District Executive, and
- Monitor District investment accounts performance and make recommendations to the Board to secure and grow fund balances.

#### **3.5.2 Audit Committee**

This Committee shall:

- Carry out, or contract for services to perform, the annual audit of District accounts and reporting,
- Report to the Board on audit results and advisory recommendations

### **3.5 Camp UniStar Enterprise Management Committee**

Camp UniStar is owned by the Prairie Star District, and the PSD Board of Directors (the "Board") is ultimately accountable and liable for its operation. Thus, it is important that there is clear alignment between the camp leadership and the Board, particularly on issues related to policy development, risk management, and strategic planning.

3.5.1 The Enterprise Management Group serves as a link between the Prairie Star District Board and the Camp UniStar Management Committee. The EMG will advise the PSD Board concerning:

- 3.5.1.1.1 Policy development, including the determination of limitations to be placed on the Executive to manage personnel, safety, and financial risk related to Camp UniStar.

3.5.1.1.2 Strategic planning, including the development of Ends statements related to Camp UniStar.

3.5.2 The EMG will be structured as follows:

3.5.2.1 The EMG will consist of six members:

3.5.2.1.1 2 representatives elected by Camp UniStar Management Committee (MC)

3.5.2.1.2 2 representatives appointed by PSD Board

3.5.2.1.3 1 at-large member elected by the EMG

3.5.2.1.4 The District Executive of PSD will serve as an ex officio member

3.5.2.1.5 3.5.2.2 Members serve three-year terms and are limited to two consecutive terms

3.5.2.1.6 Members serving two consecutive terms may be re-elected after a minimum one year break

3.5.2.1.7 A chair and secretary will be annually elected by the EMG

3.5.2.1.8 All members of the EMG must be approved by the PSD Board

3.5.3 The EMG will follow these operating guidelines:

3.5.3.1 The EMG must meet at least four times per year

3.5.3.2 The EMG will determine what committees it needs to conduct its work

3.5.3.3 All committees must be chaired by an EMG member

3.5.3.4 Committee appointments may include MC and PSD Board members not serving on the EMG as well as UniCorps members or other volunteers

3.5.3.5 The EMG may engage consultants or other volunteers at its discretion to help its work. The EMG will provide a written report to the PSD Board on its activities and recommendations at least twice a year, in advance of the Fall and Spring PSD Board meetings.

### **3.6 Cost of Governance**

The Board will invest in its governance capacity to the extent its resources will allow to accomplish its policies and ends.