

**CEDAR LANE UNITARIAN UNIVERSALIST CHURCH  
BOARD POLICY MANUAL**

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## Definitions of Terms

**Cedar Lane Unitarian Universalist Church (CLUUC):** The Cedar Lane Unitarian Universalist Church is a non-profit, church corporation founded in 1951. CLUUC is operated according to the terms of its Articles of Incorporation, its Bylaws, and the laws of the State of Maryland.

**Committee:** A group whose job it is to help the Board make policy. It does its work primarily for the Board. A committee takes assignments from the Board and reports directly to the Board.

**Congregation:** The Congregation, which is the highest governing authority in the CLUUC, is composed of members who are eligible to vote when gathered at a duly called Congregational Meeting. Rules for membership, voting, and official meetings are set forth in the Church's Articles of Incorporation and Bylaws.

**Core Values:** Core Values are those values and behaviors that the Church intends to honor in all of its endeavors. The Unitarian Universalist Principles are an example of Core Values. The question, *"What principles do we intend to observe, no matter what?"* helps lead to the discovery of Core Values.

**Discernment:** According to the American Heritage Dictionary, one definition of the word *discernment* is "to act with insight and keen judgment." Most simply put, discernment is the practice of asking the question: "What should we do, and why?" It is an intentional process of seeking the deeper meaning that guides our decisions. *Given what we believe about our place in the world, how should we use our resources and what should we be doing?* "Discernment includes all that a congregation does to discover and articulate its mission ... A core part of the Board's responsibility is to discern and articulate just what the mission is." (Dan Hotchkiss, *Governance and Ministry: Rethinking Board Leadership*, Alban Institute, 2009, pg. 94)

**Governance:** Governance is a collective, democratic process that produces lasting policies designed to direct many individual decisions. It is best accomplished through democratic or representative bodies, including Congregational Meetings, the Board of Trustees, and Board Committees. The Board of Trustees, under the leadership of the President, is responsible for leading the governance of the Church.

**Governance by Policy:** Our proposed structure is designed to clarify that the Board's role is to define the mission and priorities of CLUUC, while the staff's role is to fulfill the mission through executing programs with the help of our members. The primary way the Board will oversee the staff's work in executing our mission is through the creation of policies that provide limits and expectations to the staff.

**Member:** A member of Cedar Lane Unitarian Universalist Church is a person, at least 16 years of age, who engages in the worship and work of the church, has signed the membership roll, and has made a financial contribution of record in support of the church in the preceding 12 months. Members are entitled to vote at congregational meetings. See Section IV, H,

Membership.

**Ministry:** Ministry is the practical work of the Church, and consists of continually choosing means and methods, allocating resources, hiring staff, recruiting volunteers, and giving them leadership and support that will enable them to serve the mission of the Church effectively. Ministry is best accomplished through empowered teams of people who share a sense of calling to particular forms of service. The Senior Minister, as the called spiritual leader and designated leader of the ministry teams, is responsible for directing the Church's ministry in accordance with Board policies.

**Ministry Teams:** The ministry teams include all people, both paid and volunteer, who carry out the work of the Church on a day-to-day basis. The ministry teams will include the vast majority of the members of the current committees and paid staff. If a group's work produces or supports a program or activity, especially if it works primarily with a staff member, it is called a ministry team.

**Mission:** The Church's mission is the good that the Congregation means to do, whom it hopes to serve, and how. It answers the question, "Whose lives do we intend to impact and in what way?"

**Open Questions:** Open questions are questions that are significant to the Church's strategic plan but do not, as yet, have answers. Open questions call for a wider, longer conversation than the process used to create the annual vision of ministry can accommodate and invite Congregational Conversation before a decision is made.

**Strategic Plan:** The strategic plan contains the Church's longest-range plans. A strategic plan answers the question, "What major choices have we made about how we will fulfill our mission?"

**Task Force:** A task force is a strategic group appointed by and responsible to the Board to address a specific issue, not under the purview of an existing committee, for a specified length of time.

**Vision Statement:** A vision statement is a declaration about what the Church wants to become. It is a star to guide by, an imagined future state of the Church as it becomes a better vehicle to serve our Mission. It answers the question, "What will our Church look like if we serve our Mission well?"

## **I. VISION AND STRATEGY**

### ***A. Mission Statement***

*BOT approved 06/17/14*

The congregation of Cedar Lane Unitarian Universalist Church adopted the following mission statement on April 10, 2011:

*“To explore the eternal, to nurture community, to build a more just world.”*

## **I. Vision and Strategy**

### **B. *Vision Statement***

The congregation of Cedar Lane Unitarian Universalist Church adopted the following vision statement on May 22, 2016:

Cedar Lane Unitarian Universalist Church is a community where love *works*. Together, we explore the eternal, nurture community, and build a more just world. Together, we *dare* to embody beloved community.

## I. VISION AND STRATEGY

### C. *Core Values Statement*

*BOT approved 02/17/2015*

#### **Explore the Eternal**

**Pursue our spiritual journeys independently and in fellowship, sharing our quest for understanding, wonder, and meaning.**

Participate in joyous worship.

Be generous with our time, talent, resources, and creativity.

Open the hearts and minds of children and adults to live with love and to transform lives.

#### **Nurture Community**

**Broaden and deepen our shared relationships in a culture of understanding, generosity and love.**

Welcome and support all, valuing the diverse and unique gifts of every person.

Focus on the needs of others in the community rather than our own.

Be good stewards of our resources and facilities.

#### **Build a More Just World**

**Act in concrete and substantial ways to advance social and economic justice.**

Commit to live in harmony with nature through thoughtful, compassionate, and courageous action.

Challenge systems of oppression that violate human dignity and the interdependent web of existence.

## I. VISION AND STRATEGY

### D. *Covenant of Right Relations*

The well-being, strength, and reputation of our Church depend on a sense of fellowship among the members, guests, and staff, which thrives in an atmosphere of trust, respect, and cooperation.

*Approved by the Congregation, 10/29/17*

#### **CEDAR LANE UNITARIAN UNIVERSALIST CHURCH COVENANT OF RIGHT RELATIONS**

“We of Cedar Lane Unitarian Universalist Church strive to build and maintain a welcoming, safe, and inclusive community for all who worship and work here—one where trust, acceptance, and caring thrive.

As a diverse community bonded by love and gratitude, we encourage all who enter here to join us as together we promise to:

Bring our best selves to every encounter, to honor, strengthen, and preserve the ties that unite us.

Assume the good intentions of others, including those whose attitudes, aims, worldviews, or spiritual paths might diverge from our own.

Listen to one another mindfully, with empathy and kindness, seeking both to understand and be understood.

Communicate with one another directly, with respect, honesty, and compassion.

Practice generosity of spirit and substance that together we advance our mission.

Help one another as we are able, and openly ask for help when we need it.

Forgive ourselves and others when we fall short, and begin again in love.

To live this covenant as a congregation, I promise to embody these aspirations to the best of my ability in all my interactions with and for this, our beloved community.”

## **I. VISION AND STRATEGY**

### ***E. Annual Priorities and Goals***

*BOT approved 06/17/14*

Working with the Senior Minister, the Board each spring shall develop and approve a short list of program priorities and goals.

Program goals shall be formulated to fit into a long-term strategy for Cedar Lane's future.

## II. GOVERNANCE

### A. *Philosophy of Governance Statement*

*BOT approved 06/17/14*

The Cedar Lane Congregation elects a Board of Trustees to function as its governing body and calls a Senior Minister who, as head of staff, serves as its spiritual and executive leader.

The Board's focus on governance is to advance the long-term mission of the church, which it shall accomplish primarily by:

- Discerning and articulating the Congregation's Mission and Vision of Ministry;
- Establishing strategic priorities and setting clear high-level goals to fulfill them;
- Developing written policies to guide the Congregation's ministry, which is carried out by the ministers, staff, lay leaders, and members;
- Monitoring and evaluating the congregation's leadership, including its own.

Under the leadership of the Senior Minister, the focus of ministry is to fulfill the spiritual, programmatic, and administrative needs and goals of the congregation in accordance with Board policies. These shall be accomplished primarily by:

- Choosing appropriate means and methods;
- Allocating sufficient resources;
- Hiring appropriate staff;
- Recruiting responsible volunteers and providing them with the requisite authority, guidance, and support to achieve both their objective purposes and personal fulfillment.

All church leaders and member volunteers shall operate in a manner that is consultative, collaborative, collegial, and inclusive, observing Unitarian Universalist values, including care and respect for every person. All church leaders shall communicate with the congregation on a regular basis their plans, activities, and results.

## II. GOVERNANCE

### B. *Board Covenant*

*BOT approved 06/5/2016; Revised 09/18/2018*

Members of the Board of Trustees enter into the following Covenant:

*“As Trustees, we covenant to keep the best interests of the Congregation at heart and to carry out the trust placed in us as guardians of our Vision/Mission and as stewards of Cedar Lane’s resources. We will exchange ideas thoughtfully, honestly, and respectfully as we seek to understand different perspectives and strive to reach a position we can all support. We will hear all voices, commit to the decision of the group, and communicate frequently with the Congregation. As representatives of the Congregation, we will be generous in support of our Vision/Mission and mindful that our example influences the community as a whole.”*

## II. GOVERNANCE

### C. *Board Officers and Replacement of Board Members*

*BOT approved 06/17/14; modified 02/16/16*

#### **OFFICERS OF THE BOARD:**

The *President of the Board* shall possess such powers and duties as are normally incident to the office and as may be conferred upon her or him by the Trustees. Such powers shall include the execution, in the name of the corporation, of such deeds, mortgages, bonds, contracts, and other instruments as the Trustees have authorized and have not been delegated to staff. The President shall convene and preside over meetings of the Board of Trustees and disseminate in advance of such meetings an agenda and documents pending consideration by the Board. The President also shall preside over the Annual and Special Congregational Meetings and prepare the Report of the Board of Trustees for the Annual Report. The President shall confer frequently with the Head of Staff in a collaborative fashion on issues pending Board decision and of concern to the Congregation. The President may recommend to the Board the establishment of Task Forces to address specific issues and may delegate some of her or his authority to other Trustees.

The *President-Elect* shall work collaboratively with the President and Head of Staff and shall perform such duties as delegated by the President.

The *Secretary of the Board*, in addition to any duties bestowed by law, by the Articles of Incorporation and the Bylaws, shall record the proceedings of all official Congregational and Trustee meetings; shall certify the list of members qualified to vote at each meeting of the Congregation; shall maintain a list of action items approved by the Board and assign and monitor follow-up responsibilities; shall ensure that records of the Board's minutes, decisions and policies are maintained and accessible to the Trustees and the Congregation, and shall perform all other duties customary to the office.

The *Treasurer of the Board*, in addition to any other duties assigned by law, the Articles of Incorporation and the Bylaws, shall be responsible for the oversight and safekeeping of the funds of the Church (except the Endowment Funds), the proper disbursement of such funds, the maintenance of accurate financial accounts of all receipts and disbursements, the preparation of periodic reports to the Trustees on the financial status of the Church, and the rendering of a financial report at the Annual Congregational Meeting. The Treasurer shall perform such other duties as are customary to the office and as directed by the Board, including reporting on various financial trends, advising the Board on the approval of the annual operating and capital budgets, and instructing the Board on its fiduciary responsibilities.

**EXECUTIVE COMMITTEE:**

The officers of the Board shall constitute the Executive Committee, which shall plan the agenda for Board meetings and address issues that arise between Board meetings. The Executive Committee shall meet with the Senior Minister monthly, at a time and place designated by the President in consultation with the Senior Minister. The President of the Board shall be President of the Executive Committee.

**PROCEDURES FOR ELECTIONS OF PRESIDENT AND PRESIDENT-ELECT:**

**FOR PRESIDENT:**

- a. The BOT will schedule a meeting *before* March 31 of each year to elect a President and President-Elect for one-year terms, effective July 1 (“election meeting”). If there are no other nominations for President other than the President-Elect, as provided in b. below, the Board shall elect the current President-Elect to the position of President by voice vote.
- b. At the Board meeting preceding the scheduled election meeting, members of the Board may nominate other eligible candidates for President, with the consent of the nominee[s]. An eligible candidate is a member of the Board fulfilling a three-year term. The President-elect shall automatically be nominated unless s/he withdraws.
- c. If there is more than one nominee for President, the vote shall be taken by secret ballot and election shall require a majority. Run-off ballots, if necessary, will drop the nominee with the lowest number of votes until one nominee receives a majority of the votes present.

**FOR PRESIDENT-ELECT:**

- a. Before the scheduled election meeting, the current President-Elect, after consulting with the first-year members of the Board, shall convene a nominating committee consisting of the President-Elect and the retiring members of the Board, who shall recommend to the Board a candidate for President-Elect for the coming year. The nominee shall be a Board member fulfilling a three-year term currently in his/her first year. She/he must consent to be nominated.
- b. Election of the President-Elect shall take place during the scheduled election meeting on or before March 31.
- c. Additional nominations may be made from the floor, with the consent of the nominee[s]. A contested election shall be conducted by secret ballot. A majority vote is required for election. Run-off ballots, if necessary, will drop the name of the nominee with the lowest number of votes.

**FOR UNEXPIRED TERMS OF BOARD MEMBERS:**

In accordance with Article III.7, paragraph 4 of the Articles of Incorporation, in the event of a vacancy on the Board between annual meetings, the Board President shall request the Nominating Committee to nominate a candidate to fill the unexpired term until the next annual meeting, and the remaining Trustees shall vote on such nominee to fill the vacancy temporarily. If such nominee does not receive a majority of the votes present, the President shall request another nomination from the Nominating Committee, and the process will be repeated until a Trustee is elected. If elected to a term that does not expire by the next annual meeting, such trustee shall be presented for election at the next annual meeting.

## II. GOVERNANCE

### *D. Board Committees*

*BOT approved 06/15/16*

#### **COMMITTEES OF THE BOARD:**

The following Committees shall serve as Standing Committees of the Board:

**Development/Fundraising Committee, Endowment Committee, Financial Policy, Governance, Human Resources and Mosaic Makers.** The Committees shall operate and advise the Board in accordance with their Board-approved Charters and in response to requests from the Board. Committees may recommend to the Board amendments to their Charters, which shall become effective when approved by the Board.

The Board shall appoint the members and Chairs of each of its Standing Committees. Committees may include non-Board members. Committees may meet on a schedule set by their Chair or on an as-needed basis as requested by the Board.

## **II. GOVERNANCE**

### **Charter of the Development/Fundraising Committee**

*BOT approved 05/18/18*

#### **MISSION**

As a standing committee of the Board of Trustees (Board), Development and Fundraising Committee offers guidance and support that informs the Board's financial and fundraising activities. It surveys Church members and others engaged in finance and fundraising activities to maintain an awareness of stakeholder desires and needs, and provides clear guidelines for fundraising activities that reflect Cedar Lane's mission/vision, including how such activities should be conducted.

The Committee ensures that Cedar Lane's financial/fundraising guidelines and practices are in alignment with the Unitarian Universalist Association (UUA) guidelines. The Committee is also forward looking and provides strategic, coordinated, and focused recommendations for the Church's future development and fundraising efforts.

#### **RESPONSIBILITIES**

The Committee:

- Assists the Board in developing/setting mid-term and long-term development goals in line with our mission/vision. Working with the Financial Policy Committee to compare income with expenses and recommend a 5-year development and fundraising plan.
- Recommends fundraising a policy to the Board so that fundraising limitations, expectations, and methods are aligned and well understood by all fundraisers in the congregation.

#### **COMMITTEE MEMBERSHIP**

The Committee consists of five to seven members, including a representative of the Board. Each year the Committee announces an opening for new members to replace retiring members. New members must be approved by a majority of the Committee. All committee membership nominations are subject to Board appointment. All Committee members must be members or pledging friends of the church in good standing. Membership candidates are selected based on their skills, availability, commitment to Cedar Lane, and the diversity of the membership. To ensure a healthy mix of new ideas and vitality members shall serve no more than two consecutive three-year terms. A committee member may be removed by the Board at any time.

**COMMITTEE LEADERSHIP**

The committee has a chair or co-chairs selected annually. All committee leadership nominations are subject to Board appointment and the chair or co-chairs of the committee must be a member of the church in good standing.

**STANDARD COMMITTEE PROCEDURES**

The committee meetings monthly at an agreed upon time and as needed to address Board requests. Meetings are open, anyone may attend.

The committee shall forward minutes of each meeting to the Board via the Board secretary, and submit a quarterly or semi-annual report to the Board.

## **II. GOVERNANCE**

### **Charter of the Endowment Committee**

*BOT approved 05/18/18*

A majority of the members of the Committee may amend this charter at any time; the amended charter will not be effective until it is approved by the Board.

#### **MISSION**

As a standing committee of the Board of Trustees (Board), the Cedar Lane Unitarian Universalist Church Endowment Committee (hereinafter referred to as “the Committee”) is responsible for all matters pertaining to the management and administration of the Endowment Fund of the Church.

#### **RESPONSIBILITIES**

Responsibilities include: (a) stewardship and investment of assets; (b) maintenance of appropriate records; (c) provision of financial information and advice to the Board, and (d) transfer of funds for annual use by the Church.

The Committee shall also be responsible for the investment of other funds that the Board has placed in the Committee’s investment pool. The Committee’s responsibilities with respect to such other funds shall be limited to stewardship, investment of assets, and tracking of values and shall not include functions which have been assigned elsewhere within the Church, such as appropriation of assets and records of special provisions or stipulations associated with these funds.

The Committee shall have no authority to spend any Endowment Fund assets (other than reasonable and necessary management and administrative costs). Its disbursement authority is restricted to the transfer of funds to church accounts under the control of the Board.

#### **COMMITTEE MEMBERSHIP**

There shall be six regular members of the Committee, serving staggered three-year terms commencing on the first day of July, such that each year one third of the members will be appointed to the Committee. In addition, the Treasurer of the Church shall serve as an ex officio voting member. There will be an annual invitation for candidates to apply for membership in the Committee. A working knowledge of publicly traded stocks, bonds, and mutual funds is required. When considering candidates, the members shall consider the applicant’s skills, availability, commitment to Cedar Lane, and the diversity of the membership. All committee

members must be members or pledging friends of the church in good standing. New members shall be nominated by the officers of the Committee and approved by a majority of the Committee. All committee membership nominations are subject to Board appointment. A committee member may be removed by the Board at any time. Members shall serve no more than two consecutive terms. Preference shall be given to qualified candidates that have not yet served as members.

### **COMMITTEE LEADERSHIP**

The Committee officers, who shall be members of the Committee, shall consist of a Chairperson, Vice Chairperson, and Secretary. The chair of the Committee must be a member of the church in good standing. The Chairperson shall serve for a one-year (renewable) term commencing July 1, but no person shall serve as Chairperson for more than two consecutive one-year terms. The Committee shall elect all other officers annually. All committee leadership nominations are subject to Board appointment.

### **STANDARD COMMITTEE PROCEDURES**

The Committee shall meet quarterly, upon call of the Chairperson, and as needed to address Board requests. Meetings are open to all members of the Church. Four members shall constitute a quorum of the Committee.

The committee will adhere to the following requirements in areas of its mission:

#### **Stewardship and Investment of Assets**

Primary responsibilities of the Committee shall be to maintain, protect, and grow the assets of the Endowment Fund and other funds it manages in accordance with this charter, the Board Policy Manual, and decisions of the Board

Assets may be placed under the control of the Committee either: (a) directly, such as by means of bequests or donations to the funds managed by the Committee; or (b) indirectly, as when assets controlled by the Board are transferred to these funds. The Board, however, retains the ultimate authority to accept or reject any bequests or donations.

Although the Committee shall have full authority to invest Endowment Fund assets and assets under its management in whatever manner it deems appropriate, a general guideline shall be to restrict such investments to common financial instruments such as stocks, bonds, mutual funds, Treasury bills, commercial paper, options, and to avoid non-liquid investments such as real estate, and collectables.

Investments shall be based on a policy of seeking to maximize total return (income and capital gains) while maintaining a high degree of safety of principal. The "Prudent Man Rule" shall be followed in making investment decisions.

While financial considerations shall be paramount, the Committee shall also be aware of, and influenced by, the ethical concerns and social responsibilities of the Church, as well as any general resolutions adopted by Church members or the Board. In particular, to give due consideration to the key factors on global climate change, the Committee shall consider Environmental, Social, and Governance (ESG) / Socially Responsible Investing (SRI) criteria when making investment decisions.

### **Maintenance of Records**

Adequate records shall be maintained, detailing the dates on which assets were received by the Church, the nature of these assets, the donor(s), and any terms agreed to at the time of their acceptance. (Donors' names will be withheld in cases where donors request anonymity.)

The Secretary shall be responsible for recording the minutes of all meetings. The Committee shall forward minutes of each meeting to the Board via the Board secretary, and submit a quarterly or semi-annual report to the Board.

A quarterly investment portfolio report shall be given to the Board through the Treasurer who is an ex officio member of the Committee. This report shall include the current market value of each holding compared with values for the preceding four quarters, as well as a summary of asset allocation and the asset value of the individual funds in the investment pool and whether the investment is ESG/SRI.

A written summary of the Fund's performance and asset allocation during its previous fiscal year shall be prepared by the Committee and presented to the Board at their February meeting.

### **Appropriation of Funds to the Church**

Subject to the provisions below, the Committee shall make an annual appropriation to the Church from the Endowment Fund. In order to provide information at the proper time during the budget development process, the payout shall be determined based on the calendar year ending December 31.

Within 60 days following the end of the calendar year, the Committee shall inform the Treasurer of the amount of the Endowment Fund appropriation and monies from other funds it manages that will be available during the Church's next fiscal year. (This will provide sufficient time for the Board, based upon recommendations from the Treasurer, to determine how to allocate that appropriation in the budget under development.)

The amount of the Endowment Fund appropriation is to be determined as follows:

- a. The fixed annual rate of allowable appropriation will be 5 percent of a 13-quarter rolling average of asset values as of the close of the calendar year (December 31). The rate may

be increased only with the approval of a majority of Church members present at a duly constituted meeting.

- b. The principal of the Endowment Fund is defined as \$1 million plus the sum of the gifts received since the Fund reached that amount (February 28, 1998). Principal may not be invaded by the annual appropriation or by any additional amount without a two-thirds vote of Church members present at a duly constituted meeting. Determination of whether principal would be invaded by a 5 percent appropriation will be made on the basis of the valuation of the Fund at the close of its calendar year.
- c. In the event the 5 percent appropriation would invade the principal of the Endowment Fund, the Board shall appropriate a lesser percentage that does not invade the principal.
- d. This method of determining the amount of the appropriation is effective for the year ended December 31, 2001, and supersedes the formula provided in the Committee's charter approved December 1986.

The appropriated amount shall be made available for transfer to the Church on the first day of the Church's fiscal year, unless the Church Treasurer requests a delay in such transfer, in which case the funds shall remain under the control of the Committee until a transfer is requested. Interest during a period of delay accrues to the Endowment Fund.

In the event the Board chooses not to authorize the expenditure of the total allocation from the Committee during a given year, the unexpended amount shall be carried forward and be available upon demand in subsequent years provided that such delayed expenditure does not invade the principal of the Endowment Fund at the time of demand.

## **ORGANIZATION**

The Committee may establish subcommittees as necessary whose membership may include persons who are not members of the Committee.

## **MEMBER LIABILITY AND INDEMNIFICATION**

To the fullest extent and in the manner permitted by law, except in the case of fraud or bad faith, members shall be held free of liability for actions or decisions taken as members of the Committee.

The Church may indemnify and reimburse any or all of the present or former members of the Committee to the fullest extent and in the manner permitted by law, regardless of the adverse interest of any or all of said persons, made a party to any action, suit or proceeding by reason of the fact of being or having been a member of the Committee, for expenses, including attorneys' fees, and such amount of any judgment incurred by that person in connection with the defense or reasonable settlement of any such action, as the Trustees deem reasonable.

## II. GOVERNANCE

### Policy for Spending Endowment Appropriations

*BOT approved 07/10/18*

This policy is intended to ensure that the appropriations from the Endowment Fund and other Church investment funds are spent wisely to maintain and preserve Cedar Lane's buildings and grounds, to promote the purposes for which other funds were established and maintained, and to further advance the mission of the Church. The Endowment Committee, in accordance with its Charter determines the funds available for annual appropriation. The Board authorizes spending of the appropriation through the annual budgeting process.

First, the primary use of the appropriations is for preserving the Church's beautiful buildings and grounds, so appropriated funds will be first applied to the Capital Budget for this purpose as recommended by the Senior Staff in consultation with the Financial Policy Committee.

Second, appropriated funds will be used to cover deficits in operating budgets as needed and approved by the Board.

Third, to the extent there are additional funds available from appropriation, they will be used for other purposes that further advance the mission of the Church as approved by the Board.

Fourth and final, if there are any additional appropriated funds remaining, the Board may elect to leave such funds in the Endowment Fund or it may apply them to the Contingency Account for emergency expenses during the year.

## II. GOVERNANCE

### Charter of the Financial Policy Committee

*BOT approved 05/18/18*

#### MISSION

As a standing committee of the Board of Trustees (Board), the Financial Policy Committee (FPC) serves as a financial advisor to the Board. As such it will assist the Board in its oversight of the Church finances. The Board may request recommendations from the FPC on specific issues and the FPC may investigate other issues at its own initiative on behalf of the Board. From time to time the FPC with the Treasurer shall hold educational sessions to ensure that Board members have adequate understanding of the congregation's financial status and trends. The Senior Minister or Executive Director may also request advice and assistance from the FPC.

#### RESPONSIBILITIES

The specific responsibilities of the FPC include, but are not limited to, recommending to the Board:

- Annual Board financial priorities.
- Totals for operating budget income and expenses.
- Parameters on proposed operating and capital budgets.
- Outside financial audits.
- Financial policies for the Board.
- Multi-year financial plans.
- Requested expenses outside of budget.
- Use of non-pledge gifts.
- Policy for long-term facility plans.
- Undertaking of capital campaigns.

The FPC is also responsible for monitoring:

- Internal audit results.
- Care for resources practices.
- Performance of funds invested by the Endowment Committee.
- Financial health of the Church.

The FPC in concert with the Executive Director and Treasurer also shall monitor operational income and expenditures during the year for substantial deviations from the approved budget

which would affect overall numbers and notify the Executive Director, Senior Minister, and Board of anticipated or actual deviations together with related advice on action to be taken to address.

The FPC may seek information and advice from any entity inside or outside the Church in order to develop its recommendations.

### **COMMITTEE MEMBERSHIP**

The FPC is composed of five to seven members including the Board Treasurer and Assistant Treasurer. Members serve staggered three-year terms commencing on the first day of July, such that each year one third of the members will be appointed to the Committee. Non-voting ex-officio members include the President of the Board of Trustees, the Senior Minister, and the Executive Director. New members are nominated by a majority of the Committee. All committee membership nominations are subject to Board appointment.

There will be an annual invitation for candidates to apply for membership via Cedar Lane electronic communications. All Committee members must be either members or pledging friends in good standing. Any member of the Committee, Board, or Church may recommend an individual for membership on the Committee. When considering candidates, the members shall consider the applicant's skills, availability, commitment to Cedar Lane, and the diversity of the membership. Preference shall be given to candidates that have not yet served as members, especially over candidates who have served the Committee during the past few years. Members generally shall serve no more than two consecutive terms. A committee member may be removed by the Board at any time.

### **COMMITTEE LEADERSHIP**

The Committee will be led by a Chair and Vice Chair who will serve one-year terms. The person serving as treasurer shall serve the following year as the Chair of the Financial Policy Committee. The members of the Committee will nominate Vice Chair by majority vote. The Board shall appoint the Chair and Vice Chair. The Chair and Vice Chair of the committee must be members of the church in good standing. The Vice Chair cannot serve as Vice Chair for more than two consecutive terms.

### **DELEGATION OF AUTHORITY**

The Board has not delegated governance authority or oversight to the Committee. Its role is to provide advice and assistance.

### **STANDARD COMMITTEE PROCEDURES:**

The FPC sets its own procedures and schedule of meetings, but will generally meet monthly. All of its meetings are open unless the majority of the Committee members vote to close the meeting due to the confidential or sensitive nature of the material or issues involved. Decisions on recommendations to the Board will be made by a majority vote of all members. The Committee shall forward minutes of each meeting to the Board via the Board secretary, and

submit a quarterly or semi-annual report to the Board. At the direction of the Board the FPC will communicate its recommendations to the congregation.

**ORGANIZATION:**

The committee may establish sub-committee or teams.

## II. GOVERNANCE

### Policy Concerning Non-Pledge Gifts

*BOT approved 06/17/14*

#### CATEGORIES OF NON-PLEDGE GIFTS

1. *Endowment gifts* (principal to be conserved):
  - Designated (income to be used for specified church activities)
  - Unrestricted (income may be used for unspecified church activities)
  
2. *Non-endowment gifts*:
  - Designated (principal and income to be used for specified church activities)
  - Unrestricted (principal and income may be used for unspecified church activities)

Memorial gifts may be contributed in any of the four categories. In addition to pledge and non-pledge gifts, the church receives income from plate collections, church-sponsored functions, and interest on short-term investments. Also, the Church receives income for reimbursable expenses. This policy is limited to non-pledge gifts.

#### GENERAL CONSIDERATIONS

The Church will actively encourage non-pledge gifts from members and friends of the Church including planned giving. However, since pledge income will continue to provide the financial backbone of the Church for the foreseeable future, care must be exercised that such gifts do not become competitive with pledges.

Non-pledge gifts that are unrestricted are preferred, but designated contributions are also welcome. In any event, procedures for handling these contributions must be sufficiently flexible to accommodate the desires of the donors. The Financial Policy Committee shall bear a continuing responsibility to develop procedures for receiving gifts which are sufficiently simple and sound, to instill confidence among potential donors that non-pledge gifts will be handled responsibly and with a minimum of red tape and delay.

Non-pledge gifts that are received unrestricted may become restricted by action of the Board of Trustees.

#### USE OF GIFTS

Endowment Gifts provide the church with an additional source of income. The principal of the Endowment Fund established with such gifts will be nearly inviolate. It can be spent only to

meet a major church crisis as determined by the Board of Trustees after seeking the advice of the Congregation. Designations of endowment gifts shall be reviewed periodically and changes of designation can be recommended to the Congregation, by the Board of Trustees, in cases where changed circumstances render the original designation inappropriate.

Non-endowment gifts may be used to assist in meeting either near-term or long-term needs of the church.

The Financial Policy Committee will recommend to the Board how the income from unrestricted endowment gifts should be used and how unrestricted spendable gifts might be used, including unrestricted memorial gifts. The appropriate church committees and teams will make recommendations to the Board as to the use of designated gifts. Final approval of all expenditures is a responsibility of the Board, unless explicitly delegated by the Board to another church body.

### **MANAGEMENT OF UNRESTRICTED NON-ENDOWMENT GIFTS**

Unrestricted non-endowment gifts in amounts less than \$10,000 will be entered as income under the heading of gifts in the budget statement.

Unrestricted non-endowment gifts equal to or in excess of \$10,000 may be applied toward pressing near-term church needs, and long-term needs, as recommended by the Financial Policy Committee and approved by the Board of Trustees. If no such pressing needs exist, non-endowment gifts equal to or in excess of \$10,000 should be delegated to an Investment Fund to be managed by the Endowment Committee. This Investment Fund will not be included as part of the endowment, nor subject to its restrictions.

When an appropriate need arises, the Financial Policy Committee may recommend, and the Board of Trustees may approve, the use of the Investment Fund to apply toward church goals. When non-endowment gifts are placed in an Investment Fund from which the principal and/or income is to be used for approved purposes, the following provisions must be established at the outset:

- The purpose for use of the funds.
- Determination on whether the fund can be added to future contributions.
- The decision-making authority within CLUUC for approving expenditures made from the fund.
- The date the fund will sunset. The maximum period for Non-Endowment Gift Funds is ten (10) years, unless otherwise approved by the Board of Trustees.
- All non-endowment gift funds must be approved by the Board of Trustees.
- All approved non-endowment gift funds will be entered on the CLUUC balance sheet as restricted assets.

## II. GOVERNANCE

### Charter of the Governance Committee

*BOT approved 05/18/18*

#### MISSION

As a standing committee of the Board of Trustees (“Board”), the Governance Committee (“Committee”) will advise and assist the Board on governance matters in accordance with this charter and in response to requests from the Board, including helping the Board to understand and focus on its role under Governance by Policy.

#### RESPONSIBILITIES

- Review and/or draft Cedar Lane policies, bylaws, procedures, and other governance documents for Board approval.
- Ensure that policies and procedures are consistent with the Covenant of Right Relations, the Board Policy Manual, and the Bylaws.
- Organize an educational session for the Board at least annually, to ensure adequate understanding of the Congregation’s governance structure and the reasons for that structure.
- Assist the Board in its self-evaluation.
- Assist the Board in developing and executing its monitoring role under governance by policy.
- Serve as an in-house resource to clarify roles and responsibilities of the Board, Board committees, the Senior Staff, and lay leaders.
- Advise the Board on improvements to, and fine-tuning of, the full implementation of governance by policy.

#### COMMITTEE MEMBERSHIP

At least once a year, the committee will announce the search for new members via Cedar Lane electronic communications. A majority of the Committee will nominate new members, considering their qualifications and diversity of membership. The Board shall regularly appoint the Members and Chair of the Committee.

Membership of the committee shall be three to seven people. The President of the Board and the Senior Minister shall serve as two additional members, with the Senior Minister as an ex-officio non-voting member and the President as a voting member. The Senior Minister may designate the Executive Director to serve in the Minister’s absence as a non-voting member.

The Board may remove a Committee member for good cause.

Appointments made by the Board are for two-year terms, staggered to provide continuity of leadership. If a position becomes vacant before the end of a Member's term, the Board will appoint a replacement for the remainder of that term. Appointed members may serve a maximum of two consecutive terms and are eligible for reappointment after a one-year hiatus.

Members of the committee should provide a balance of knowledge and experience of Governance by Policy, and skills, experiences, and gifts that may include knowledge and experience of the history and specific governance policies that define how Cedar Lane operates, including the reasoning behind why we are structured as we are. Members should have knowledge of the vision, mission, priorities, and goals of Cedar Lane.

All Committee Members must be members in good standing, or pledging friends, of Cedar Lane. The Chair of the Committee must be a member of Cedar Lane in good standing.

### **COMMITTEE LEADERSHIP**

The Committee shall be led by a Chair or Co-Chairs who are nominated by the Committee and appointed by the Board for a one-year term, during or following a two-year term as a Member of the Committee.

### **STANDARD COMMITTEE PROCEDURES**

The Committee shall meet at least once a month and as needed to address Board requests. Meetings are open to members of the Congregation. The Committee will use democratic voting and attempt to achieve consensus. The Committee reports to the Board through minutes of its meeting submitted to the Secretary with a copy to the President.

## **II. GOVERNANCE**

### **Charter of the Human Resources Committee**

*BOT approved 05/18/18*

#### **MISSION**

As a standing committee of the Board of Trustees (Board), the mission of the Human Resources Committee (HRC) is to provide expert advice to the Board, the Senior Minister, and the Executive Director on a range of personnel issues. Decisions shall be made by the Board, Senior Minister and / or Executive Director as appropriate.

#### **RESPONSIBILITIES**

At the request of the Board, the HRC shall develop and recommend policies on human resources issues appropriate for Board discussion and approval.

At the request of the Board, Senior Minister, or the Executive Director, and at least annually, the HRC shall provide advice on personnel and human resources issues, including but not limited to, standard operating procedures, best practices, job descriptions, hiring procedures, compensation, benefits programs, staff restructuring, and specific issues.

The HRC or its members may, at the request of the Board, as concerns the Senior Minister, or at the request of the Senior Minister and / or Executive Director, as concerns the staff, provide advice on specific personnel issues or compensation decisions but shall not make the decisions. Decisions shall be made by the Board, Senior Minister and / or Executive Director as appropriate.

Upon request of the Board, Senior Minister, or Executive Director, the HRC shall advise on the appropriateness and legality any changes recommended by the Executive Director to the Cedar Lane Unitarian Universalist Church Personnel Policy Manual.

The HRC does not have governance authority or exercise oversight.

#### **COMMITTEE MEMBERSHIP**

The HRC shall consist of 3-5 members, nominated by the HRC. All committee membership nominations are subject to Board appointment.

There will be an annual invitation for candidates to apply for membership via Cedar Lane electronic communications. All HRC members must be either members or pledging friends in good standing. Members of the HRC shall be experienced human resource professionals or have substantial human resource law or staff management experience.

Any member of the HRC, Board, or Church may recommend an individual for membership on the HRC. When considering candidates, the members shall consider the applicant's skills, availability, commitment to Cedar Lane, and the diversity of the membership. Preference shall be given to candidates that have not yet served as members, especially over candidates who have served the HRC during the past few years. Nominations will be decided by a majority of the HRC's members.

An HRC member may be removed by the Board at any time.

Members serve staggered three-year terms commencing on the first day of July, such that each year one third of the members will be appointed to the HRC. All HRC nominations are subject to Board appointment.

Members may be reappointed without limit.

### **COMMITTEE LEADERSHIP**

The members of the HRC will nominate the Chair by majority vote. The Chair must be a member of the church in good standing.

All committee leadership nominations are subject to Board appointment. The Board shall appoint the Chair for a one-year renewable term.

### **STANDARD COMMITTEE PROCEDURES**

The HRC will meet as needed to address Board, Senior Minister, or Executive Director requests. Meetings will generally be closed due to the often-confidential nature of the subjects and issues involved. However, the HRC may decide to have an open meeting depending on the meeting's agenda.

The HRC will seek consensus in making determinations, but the majority will decide when a consensus is not reached.

The HRC may establish teams to work on particular issues as determined by the Chair in consultation with HRC members.

The HRC shall forward minutes of each meeting to the Board via the Board secretary, and submit a semi-annual report to the Board.

### **ORGANIZATION**

The HRC may establish teams to work on particular issues as determined by the Chair in consultation with HRC members.

## II. GOVERNANCE

### Charter of the Mosaic Makers Committee

*BOT approved 05/18/18*

#### MISSION:

As a standing committee of the Board of Trustees (Board), Cedar Lane Mosaic Makers' purpose is to lead the congregation by offering guidance and direction and providing strategies that assist Cedar Lane to develop and live out an intentionally multicultural identity that informs all aspects of congregational life.

#### RESPONSIBILITIES

The committee's objectives include:

- Supporting the work of the Board of Trustees and Ministry Teams to integrate a multicultural approach into governance, worship, lifespan religious education, membership support and care, social justice, and outreach at Cedar Lane.
- Assisting the Board and its standing committees for them to lead by example as they facilitate the adoption of multicultural best-practices.
- Providing or facilitating annual training for the Board and each of its standing committees.
- Deepening an understanding and respect of multiculturalism by promoting dialogue and learning within the congregation. This is in keeping with the Unitarian Universalist Association definition of multiculturalism.<sup>1</sup>
- Building on that shared understanding to address issues related to fostering inclusion and promoting equity within the congregation. Such issues may include, inter alia, but are not limited to white supremacy culture, racism, ethnicity, gender identity, sexual orientation, ableism, classism, sexism, cultural identity, religious identity, political identity.

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<sup>1</sup> "Multiculturalism means nurturing a religious community where people of all races, ethnicities, and cultures see their cultural identities reflected and affirmed in every aspect of congregational life—worship, fellowship, leadership, governance, religious education, social justice, etc. Multiculturalism means that we create religious homes where encounters between people of different cultural identities intersect with Unitarian Universalism to create a fully inclusive community where, in the words of a vision statement adopted by the Unitarian Universalist Association's (UUA) Leadership Council, "all people are welcomed as blessings and the human family lives whole and reconciled."

Multiculturalism means that one cultural identity does not dominate all other identities; that people are able to participate in their faith community without denying or hiding their cultural identities, that the role of cultural identity is part of pastoral and prophetic ministry; and that leaders have the competency to understand how their multiple identities and socialization influence their values, attitudes, beliefs, behaviors, and interactions with others."

Excerpted from <https://www.uua.org/multiculturalism/introduction> on 12/8/2017)

- Providing a supportive and safe environment that promotes reflection, sharing, personal and institutional transformation, even when having difficult conversations.
- Celebrating our commitment to diversity and multiculturalism through specific programs and events.
- Developing meaningful partnerships (“right relationships”) between Cedar Lane and other multicultural communities by collaborating closely with Cedar Lane ministry teams and with other multicultural communities to build the Beloved Community.

## **COMMITTEE MEMBERSHIP**

The committee shall consist of at least seven members, including at least two Board members. All committee members must be Cedar Lane members or pledging friends in good standing.

Members should be committed to learning about and working on multicultural issues and their own unconscious biases.

The ministers shall be ex officio non-voting members.

All committee membership nominations are subject to Board appointment. A committee member may be removed by the Board at any time. Members shall serve a term of a minimum of 1 year to a maximum of 3 consecutive years. If possible, membership terms begin in July, at the beginning of the church year. The goal is to have some new and some continuing members on the committee each year to promote continuity of issues and prize institutional memory

Members rotate off the committee after serving one term, to encourage involvement by different members of the congregation and to bring fresh perspectives to the work of the committee. Membership may be on an interim basis when individuals serve for a specific duration of time to address a specific issue or activity.

For those who have completed their membership term and are “rolling off”, “permanent observer status” may be granted to them, at their behest, to ensure Mosaic Maker group continuity, heartfelt and committed ongoing involvement, institutional memory contributions and leadership guidance. Permanent observer status “members” shall have “voice” and “no vote”.

## **COMMITTEE LEADERSHIP**

Mosaic Makers will be led by a chair or two co-chairs representative of our multicultural congregation. The terms of the chair or co-chairs shall be 2 consecutive years

Duties and responsibilities of chair(s) include:

- Play the main leadership role in planning and coordinating the committee's topical work, especially the monthly agenda.
- Responsible for maintaining order in the committee's proceedings.
- Decide on agenda priorities, but do not have the power to censure disorder.

All committee leadership nominations are subject to Board appointment. The chair or co-chairs of the committee must be members of the church in good standing.

Members rotate facilitation of monthly meeting topics.

## **STANDARD COMMITTEE PROCEDURES**

### **Meetings**

The committee normally meets on a monthly basis, and as needed to address Board requests. Committee meetings are open.

### **Minutes**

The committee shall forward minutes of each meeting to the Board via the Board secretary, and submit a quarterly or semi-annual report to the Board.

### **Invitation to Membership**

At least once a year, Mosaic Makers will announce the search for new members via Cedar Lane electronic communications. When considering qualified applicants, preference will be given to candidates who have not yet served as committee members and to those who will help diversify the committee membership. Additionally, at any time, a Cedar Lane member or pledging friend may express interest in becoming a member of the committee by speaking with a current or former committee member or a member of the ministry team, or a current or former committee member may take the initiative to invite a prospective member. Prospective Mosaic Makers will meet with the current committee chair or co-chairs and an additional member of the committee in order to learn about the work, mandate, and time commitment of the group. They will then be asked to attend a committee meeting. After they have had time (no more than 2 weeks) to think over the commitment, they will be contacted by a committee chair and asked if they are still interested in joining. If so, they will be nominated for membership and may begin taking an active role in meetings and activities of Mosaic Makers. New member appointments are subject to the rules defined in the "Committee Membership" section of this charter.

## II. GOVERNANCE

### E. *Board Task Forces*

*BOT approved 06/17/14*

Task Forces of the Board may be created when the Board has need of a strategic group to handle an issue that may be larger in scope than one of the Standing Committees may address, or that would benefit from specific expertise among church members. Task Forces may include Board and non-Board members and shall have a specific charge and pre-determined length of service, which may be extended if the Board deems it necessary.

## II. GOVERNANCE

### Charter of the Blumenthal Futures Task Force

*BOT approved 06/17/14*

The Board of Trustees hereby establishes this Charter for the Blumenthal Futures Task Force in accordance with the Blumenthal Motion approved on September 17, 2013. The Board also separately appoints co-leaders and Task Force members.

The purpose of the Blumenthal Futures Task Force is to plan and carryout initiatives for improvement of the facilities and space of Cedar Lane Unitarian Universalist Church. This responsibility is described broadly in the motion of September 17, 2013.

Throughout this project, the Task Force will keep in mind criteria used by the Board in planning the overall Blumenthal program. These are to:

- Expand church membership, community outreach, and internal fellowship,
- Select major projects of lasting value,
- Support and advance our mission,
- Build on our strengths, and
- Memorialize Frank and Benita Blumenthal.

The detailed plans of Blumenthal Futures initiatives will be developed by the Task Force in consultation with the Board and Congregation. Questions to be addressed include how can improvements to our facilities enhance the worship experience, facilitate our social justice outreach, help attract and assimilate new members, modernize the RE and lifespan education environment, and highlight our excellent music and lecture programs?

Some of these initiatives may span many years and thus this project is organized into three phases. The principal activities in each phase are:

#### **PHASE I INITIAL PLANNING:**

- Develop a Phase I work plan and budget for approval by the Board within five months of approval of this Charter.
- Review records of previous facilities planning and building projects to assemble lessons learned.
- Communicate with the Congregation and Senior Staff on long-term facilities' needs.
- Conduct space needs at the Church under various scenarios of growth.
- Investigate, using volunteers, the feasibility of meeting those needs.

- Monitor the recovery of Cedar Lane finances.
- Investigate building code requirements.
- For critical near-term building needs, undertake remedial projects well within the funding allocation from the Board.
- Prepare a Phase I report to the Board and Congregation.

**PHASE II DETAILED PLANNING:**

- Develop a Phase II work plan and budget for approval by the Board.
- Coordinate with the UUA on feasibility of building or renovation of church facilities.
- When appropriate, conduct professional financial and design studies of improvement options. Financial studies should include capital costs, construction costs, and changes to operating costs.
- Continue to consult broadly with the Congregation.
- Develop priorities and time phasing of improvement initiatives.
- In collaboration with the Board and Senior Minister, review the initiative options, their financial feasibility and furtherance of Cedar Lane's Mission and broad acceptance by the Congregation.
- Complete detailed planning and design.
- Prepare fund raising and/or borrowing plans.
- Prepare a Phase II report to the Board and Congregation.

**PHASE III PROJECT IMPLEMENTATION:**

- Develop a Phase III work plan and budget for approval by the Board.
- As appropriate, initiate fundraising and congregational involvement in the approved initiatives. This may require new Task Force members with project management experience.
- Carry out the approved initiatives.
- Prepare a Phase III report to the Board and Congregation.
- Terminate the Task Force when, in agreement with the Board, its work is completed to the best of its ability.

The working policies and procedures for the Task Force are included in the Management of the Blumenthal Fund Policy approved by the Board on October 15, 2013.

## II. GOVERNANCE

### Management of the Blumenthal Fund

*BOT approved 06/17/14*

On September 17, 2013, the Board of Trustees approved a plan for use of the generous bequest from Frank Blumenthal. To implement the plan the Board establishes these policies and procedures for management of the Blumenthal Fund created from the bequest. The plan establishes four uses for the Fund. Each will be managed in accordance with these policies and procedures.

1. **Blumenthal Futures Project** for renovating and revitalizing the grounds, facilities and space in which Cedar Lane achieves its mission: to explore the eternal, nurture community and build a more just world.
2. **Financial Recovery** supporting the operating budget in accordance with the Board's Four-year Financial Plan.
3. **Social Justice Project** supporting a church-wide, intergenerational project.
4. **Outreach Project** providing communications and programing to reach the wider community.

**The Board of Trustees** has overall responsibility for the preservation and use of the Fund including, interest, dividends, capital appreciation, and any additional amounts received.

- The Board delegates responsibility for investing the Fund to the Endowment Committee.
- The Board has made a preliminary allocation of the Fund to the four projects.
- In consultation with the Congregation, the Board will approve plans and budgets for specific projects. The Board may adjust the allocation of funds to specific projects when warranted.
- The Board will maintain a long-term plan and budget for the Blumenthal Fund, which will be reported to the congregation and updated as appropriate. This plan will provide for the eventual termination of the Fund after fifteen years, unless extended. Remaining funds will be transferred to the general Endowment Fund as directed by the church Treasurer.
- The Board will appoint a Blumenthal Futures Task Force and leaders according to the motion approved by the Board on September 17, 2013. This Task Force will consult broadly with the Congregation and prepare a plan and budget of its initial work within

five months of its appointment by the Board. The Board will approve this plan and budget before any expenses are incurred. Modified plans and budgets, when appropriate, will be submitted to the Board through the Church Treasurer for approval.

**The Senior Minister** will initiate and oversee the Social Justice Project and the Outreach Project according to the motion approved by the Board on September 17, 2013.

- The Senior Minister will appoint task forces and leaders for the Social Justice and Outreach projects, subject to Board approval.
- Each task force will prepare an initial plan and budget within three months of its appointment. The Senior Minister and the Board will approve the plans and budgets, after congregational consultation, before any expenditure is incurred.

**Project Teams** will implement their projects in accordance with their approved plans.

- The Project Leader will submit invoices to the Executive Director for expenses within their approved allocations.
- When warranted, the Project Leader may request, through the Senior Minister, Board approval for changes to the approved plan and budget for the Social Justice and the Outreach projects.
- Project Teams may reallocate funds within the approved allocation for their project with approval of the Senior Minister *or* the Board as appropriate.
- Project Leaders will report progress periodically to the Board.

**The Church Treasurer** will report regularly to the Board on the status of the Blumenthal Fund and expenditures incurred there under.

- The Treasurer will bring any requests for changes in allocation to the Board together with a recommendation for approval or not.
- The Treasurer, in coordination with the Executive Director, will manage the transfer of funds to the Operating Budget in accordance with the allocation approved by the Board for Financial Recovery Support.
- The Treasurer will also be responsible for eventual transfer of any remaining Blumenthal Funds to the general Endowment Fund.

**The Executive Director** will handle all accounting, record keeping, and contracts.

- The Executive Director will keep permanent records of allocations, plans, budgets and expenditures.
- The Executive Director will pay invoices signed by a Project Leader. No invoice will be approved for payment if it exceeds the Board-approved project allocation.
- Payments that are greater than \$10,000 must be approved by the Executive Director or Senior Minister and by the Church Treasurer or the Board President.

- The Executive Director will provide the Treasurer with monthly records of expenditures for each project.
- Allocated funds will be carried from year to year without further approval. Interest, dividends and appreciation will remain in the invested Blumenthal Fund.
- The Executive Director is the only person authorized to approve purchase orders and contracts.
- The Executive Director may withdraw funds from the invested Blumenthal Fund to a handy account in order to make payments for approved project expenses.

**The Endowment Committee** will invest the Blumenthal Fund for long-term growth with reasonable risk.

- Blumenthal Fund investments will be accounted for separately from other funds invested by the Endowment Committee.
- Investments shall be based on a policy of seeking to maximize total return (income and capital gains) while maintaining a high degree of safety of principal.
- The Endowment Committee shall have authority to invest Blumenthal Fund assets in common financial instruments such as stocks, bonds, mutual funds, and government instruments and shall avoid non-liquid investments such as real estate.
- The Executive Director may withdraw Blumenthal Fund monies invested by the Endowment Committee to pay approved expenses of the projects.

## II. GOVERNANCE

### F. *Board Procedures*

*BOT approved 06/17/14*

#### **PHILOSOPHY OF BOARD GOVERNANCE:**

The Congregation of Cedar Lane Unitarian Universalist Church is an autonomous, self-governing, covenanted body, participating in a denomination that identifies with a set of values that we share in common. All power and authority derives from the Congregation, which elects a Board of Trustees as its governing body and calls a Senior Minister who, as Head of Staff, serves as its inspirational and executive leader.

The Board's fundamental responsibility is to advance the long-term mission of the Congregation, which it shall accomplish primarily by:

- Engaging the Congregation in discerning, articulating, and revisiting the Congregation's Mission, Vision, and Core Values of ministry.
- Establishing strategic priorities and clear goals to fulfill them.
- Developing written policies to guide the Congregation's ministry, which are carried out by the ministers, staff, lay leaders, and members.
- Monitoring and evaluating the Congregation's leadership, including its own.

#### **MISSION STATEMENT:**

The Board shall be guided by Cedar Lane's Mission Statement.

#### **GOVERNANCE BY POLICY:**

As provided in Bylaws 8 & 9, the Board shall establish a process to engage the Congregation in setting the Mission, Vision and Core Values of the Congregation, which shall be reviewed every five years or so. The Board shall delegate operational authority to the Senior Minister as Head of Staff who shall be responsible for the inspirational, administrative and programmatic leadership of the Congregation, and accountable to the Board for fulfilling its Mission. The Board shall establish policies that will guide the staff and lay leaders in creating a cohesive, mission-driven Congregation. Each year, the Board shall articulate Annual Priorities and Goals for the coming year and provide guidance to the Senior Minister on the preparation of the annual operating budget, which shall be subject to Board approval. In performing its oversight responsibilities, the Board shall provide for an annual evaluation of the Head of Staff. The Board

shall focus on the long-range health and vitality of the Congregation, shall clarify lines of authority, responsibility and accountability, and shall avoid intruding into management and operational issues delegated to the Head of Staff.

**RELATIONSHIP BETWEEN THE BOARD AND THE SENIOR MINISTER:**

The relationship is *Collaborative*, as the Board and the Senior Minister are engaged in a shared ministry. The President and the President-Elect shall consult regularly with the Senior Minister. The setting of goals and priorities to advance the Church's Mission and Vision shall be accomplished in consultation with the Senior Minister. The Board and the Senior Minister shall be accountable to each other to realize the Congregational Vision and fulfill the Church's Mission. The Senior Minister shall be accountable to the Board for the achievement of the priorities and goals through the collaborative work of the Senior Staff. The Board, Senior Minister, and Senior Staff shall work actively to create and sustain right relationships based on mutual trust, understanding, and respect.

**BOARD MEMBER EXPECTATIONS AND RESPONSIBILITIES:**

Leadership: Certain expectations are associated with the Board member's role as a congregational leader. In recognition that their example influences the Congregation as a whole:

- Trustees are expected to play a visible and active role in the life of the Church, including in worship, religious education, social justice projects, and special events.
- Trustees are expected to be generous, to the best of their ability, in financial stewardship.
- Trustees are expected to represent the broad interests of the Congregation and not represent one particular group or function.

**RESPONSIBILITIES OF BOARD MEMBERS INCLUDE:**

- Regular attendance at meetings: The Board customarily meets on the third Tuesday evening of each month, or at such alternative time and place as determined by the President in consultation with the Senior Minister. Board members should make every effort to attend these meetings, read in advance and bring to the meeting materials distributed for discussion, and come prepared to discuss the topics on the agenda. When the Board needs to spend more time on an important topic, an occasional special meeting may be called.
- Participation in annual retreat: Board members are expected to attend an annual Board retreat and any special retreats that may be scheduled from time-to-time.
- Liaison Duties: At times, Board members may be asked to be liaisons between the Board and other groups.

- Performing supporting tasks: Board members are expected to help support or assist with various functions in the Church; this may include the pledge drive or other fundraisers, organizing the Annual Meeting or Board retreat, and special events.
- Serving on Task Forces (and Committees): Each Board member is asked to participate in one or more Board Committees or Task Forces to study and develop recommendations to the Board on policies, goals, congregational vision, capital needs, budget priorities, and Board procedures.
- Participation in Congregational Conversations: Board members organize opportunities to engage the Congregation about issues pending before the Board.
- Welcoming visitors and new members: Board members should actively welcome visitors and new members and help assimilate new members into church life.
- Listening to members and visitors: By listening, Board members are able to reflect congregational aspirations and exercise its oversight responsibilities.
- Participation in significant church events: To the extent possible, Board members should attend special events such as the Auction, Stewardship Dinners, Board-sponsored Community Lunches, and community outreach events.
- Participation in study practices: Periodically the Board will discuss and commit to a shared routine (study or spiritual practice) that is relevant to the transcendent meaning of the Board's work on Congregational Mission and Vision.
- Represent the Church: Trustees shall, to the extent possible, represent Cedar Lane in denominational affairs.
- Direct administrative and program concerns: Such concerns raised by congregants shall be directed to the Senior Minister or Senior Staff.

#### **BOARD MEETINGS:**

The Board of Trustees shall meet at least monthly at a time and place determined by the President in consultation with the Senior Minister. A quorum consists of a majority of voting members. An agenda for the meeting approved by the Executive Committee and documents on issues pending discussion and decision shall be distributed to the Board at least three days in advance of the meeting. The minutes of prior meetings and reports to the Board that do not require action shall be handled by the Consent Agenda. The Secretary of the Board shall review outstanding action items from previous meetings. Robert's Rules shall guide Board deliberations. Urgent matters occurring between regularly scheduled meetings may be handled by conference call. Decision-making by email should be used only when no other alternative is possible due to time constraints and the urgency of the matter. Whenever possible, a Board member planning to introduce a motion for Board decision shall circulate it in writing in advance. The Board may appoint from its members an "ombudsman" who will monitor the meeting and (1) indicate if the discussion veers into areas delegated to the Head of Staff, and (2) evaluate how effectively the Board has performed its duties, e.g. sufficient time for discussion of significant issues. All Board meetings shall be open to the members and friends of Cedar Lane, and the Board's minutes shall be posted on the Board bulletin board and the website. The President may call an "Executive Session" when only elected Board members and

other persons designated by the President may be present to discuss a highly confidential and sensitive issue. The initial discussion of the annual evaluation of the Senior Minister as Head of Staff may be held in Executive Session. Minutes of Executive Sessions shall be summary in nature and shall report on any decisions made. Executive Sessions shall be used sparingly, and if a Board member objects to the President's call for an executive session, the issue shall be put to a vote of the Board and the majority vote shall prevail.

**OTHER OFFICIAL RECURRING DUTIES OF THE BOARD:**

- Approve contributions to the Unitarian Universalist Association (UUA), the Joseph Priestly District (JPD) and affiliated denominational organizations,
- Approve the Ministers' housing allowances,
- Approve delegates to the UUA and JPD General Assemblies, and to other affiliated organizations,
- Set salaries and approve contracts with the Senior Minister and senior staff, and
- Conduct an Annual Performance review of the Senior Minister.

**COMMUNICATIONS COORDINATOR:**

The Board President has the option to appoint a Communications Coordinator, for a one-year term who shall be responsible for preparing a Communications Plan that will enable the Board to engage the Congregation in articulating and revisiting the Mission and Vision Statements, Core Values and "Open Questions" and in setting the Board's Annual Priorities and Goals. The Coordinator shall also facilitate communications with the Congregation on issues pending before the Board and the decisions of the Board. The Communications Coordinator shall work with the Secretary to the Board to monitor and follow-up on actions of the Board.

## II. GOVERNANCE

### G. *Conflict of Interest Policy*

*BOT approved 04/18/2017*

All officers, including Board President, Secretary and Treasurer, employees, and Trustees of Cedar Lane Unitarian Universalist Church shall scrupulously avoid any conflict between their personal, professional, or business interests and the interests of the Congregation.

#### **DEFINITIONS OF CONFLICTS**

1. If any officer, employee, or trustee, has any direct or indirect interest in, or relationship with, any individual or organization that proposes to enter into any transaction with CLUUC, such as,
  - a. the sale, purchase, lease or rental of any property or other asset,
  - b. employment, or rendition of services, personal or otherwise,
  - c. the award of any grant, loan, contract, or subcontract, or
  - d. the investment or deposit of any funds of CLUUC,that person shall be considered an “interested person” and shall give notice of such interest or relationship as specified in this policy.
2. For purposes of this policy, an officer, employee or trustee of CLUUC has an indirect interest in a transaction if any of the following is true:
  - a. The officer, employee or trustee has a material financial interest in a party to the transaction, or the officer, employee or trustee is a general partner of an entity that is a party to the transaction.
  - b. The officer, employee or trustee is a director, officer, or trustee of a party to the transaction, and the transaction is or should be considered by the CLUUC Board of Trustees.
  - c. A family member of the officer, employee or trustee is a party to the transaction. For this purpose, a “family member” is a spouse, partner, parent, or child of the officer, employee or trustee.
3. No officer, employee, or trustee of the Congregation may use or influence the use of the Congregation’s financial, personnel, or other resources for personal benefit, or for any purposes other than the achievement of the ends of the Congregation.
4. It may be a conflict of interest for a member of the Board of Trustees to also be a

member of the Congregation's paid staff. Likewise, it may be a conflict of interest for a family member of a Trustee, as above defined, to be a paid staff member of the Congregation, or to be a member of the Board of Trustees. Members of the Board of Trustees, officers and employees may not accept gifts, loans, or pledges of behavior, of any kind, from any source, that could be interpreted as attempting to inappropriately influence any action taken by them on behalf of the Congregation.

## **DISCLOSURE**

5. The President of the Board of Trustees shall assure that all officers, trustees and the Senior Minister are informed of this policy, and the Senior Minister shall ensure all employees are informed of this policy.
  - a. The Senior Minister, Congregation officers and members of the Board of Trustees shall disclose possible conflicts to the Board President, and Employees shall notify the Senior Minister before making decisions with regard to any transaction involving such a conflict.
  - b. Each officer, trustee, or staff member
    - i. shall annually acknowledge receipt of a copy of this policy and,
    - ii. promptly disclose, as they arise, any involvements with individuals, organizations, or vendors that might cause, or might reasonably be likely to cause, a conflict.

## **DETERMINATION OF CONFLICT OF INTEREST AND DISPOSITION**

6. If an interested person who is a Trustee, officer, or the Senior Minister discloses a possible conflict of interest to the Board President, or if the Board President or Senior Minister becomes aware that a possible conflict of interest exists concerning an officer or a Trustee, and after a private discussion with that person, if there is no resolution, the matter shall be referred to the Board of Trustees for action within 30 days. If an interested person who is an Employee discloses a possible conflict of interest to the Senior Minister, or if the Senior Minister becomes aware that a possible conflict of interest exists concerning an Employee, after a private discussion with that person, if there is no resolution, the matter shall be handled under the Personnel Policy Manual process.
  - a. In the event of a referral to the Board, the Board shall determine if a material conflict of interest exists. Prior to the determination, the Board President shall present information to the Board concerning the possible conflict of interest. The interested person shall be given the opportunity to make a statement, either in person or in writing. The deliberations of the Board may be held in executive session. The interested person shall not be present during such

- deliberations.
- b. If the Board determines that a material conflict of interest exists, it shall then determine whether the proposed transaction is just, fair, and reasonable in the light of the disclosures. In making its decision, the Board shall determine whether the Church can obtain with reasonable efforts an equally advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  - c. If the Board of Trustees concludes that a serious violation has been committed by a member of the Board, the Board of Trustees shall consider the issue and shall take appropriate disciplinary measures, up to and including removal from the Board.
  - d. The Senior Minister shall develop for the Board's approval, and implement procedures for disclosure and determination of possible conflicts of interest involving Employees of the Congregation. The procedures shall include the determination of whether a material conflict of interest exists and the determination of whether a transaction or arrangement may proceed despite the existence of a material conflict of interest.
  - e. Any determination concerning a conflict of interest shall promptly be communicated to the interested person. If the Board or Senior Minister determines that a material conflict of interest exists concerning a proposed transaction or arrangement, the interested person shall refrain from involvement in the decision-making process or attempting to exert any influence on the Board of Trustees or Senior Minister on the matter.

#### **PROTECTION FROM CONSULTING CONTRACTORS**

7. The Board President, or Senior Minister for services involving Staff, shall assure that all contracts for consulting services are protected from conflicts of interest on the part of the consultant.

#### **VIOLATIONS OF THE CONFLICT OF INTEREST POLICY**

8. If the President of the Board of Trustees has reasonable cause to believe that an individual Trustee or officer has failed to disclose actual or possible conflicts of interest, or has otherwise violated this policy, they shall inform the individual of the basis for such belief and afford the individual an opportunity to explain the alleged violation to the Executive Committee of the Board. The Senior Minister shall develop Staff policy for Employee failure to disclose actual or potential conflicts of interest.
9. If, after hearing the individual's response and after making further investigation as warranted by the circumstances, the President of the Board of Trustees or Senior Minister determines the individual has violated this policy, they shall initiate

appropriate disciplinary and corrective action.

## II. GOVERNANCE

### H. *Nominating Committee*

*BOT approved 06/17/14*

The Nominating Committee shall be a permanent committee elected by and accountable to the Congregation. The Committee shall consist of no fewer than six or more than nine members, one third of whom shall be elected at each annual meeting and who shall serve staggered three year terms. The President-elect of the Board of Trustees shall be an ex officio member of the Nominating Committee, and at least one outgoing member of the Board of Trustees shall be a voting member for one year. The Nominating Committee shall elect its own Chair to serve for one year, who shall be eligible for reelection. In accordance with the provisions of its Charter, the Nominating Committee shall nominate candidates for the Board of Trustees and the Nominating Committee, to be elected at each Annual Congregational Meeting. The Committee shall nominate candidates, who have served the Congregation, provide needed experience and expertise, and offer gender, generational and multi-cultural diversity.

## II. GOVERNANCE

### Nominating Committee Charter

*BOT approved 06/17/14*

1. The Nominating Committee (the Committee) shall be a permanent committee of the Church. The Committee shall conduct searches for candidates, maintain a roster of candidates, and nominate qualified persons from among the active membership of the Church as candidates for election to the Board of Trustees. The Committee shall also search for appropriate candidates to fill vacant unexpired terms on the Board of Trustees, and on other church committees as requested.
2. Members of the Committee shall be members in good standing of the Church and qualified to vote as provided in Section X of the Cedar Lane Unitarian Universalist Church Bylaws (as amended June 1, 2014.).
3. The term of office for members of the Committee shall be 3 years commencing on July 1 of the year of the election and ending on June 30 of the third succeeding year.
4. The Committee shall be composed of not fewer than 6 or more than 9 active members. One of these members shall be an immediate past member of the Board of Trustees of the Church.
5. Members of the Committee shall be elected by a majority of votes cast at the annual congregational meeting. Nominees for election to the Committee shall be proposed by the sitting Nominating Committee to fill staggered or special vacancies as they arise. No person shall serve two consecutive terms on the Committee.
6. The Trustees may nominate one or more candidates-at-large for election to the Committee provided that the provisions of Paragraph 4 are not thereby exceeded, and the nominees are not Trustees at the time of nomination. On or before March 1 of each year the Trustees shall publish in the Newsletter a list of candidates who have been nominated for election to the Nominating Committee.
7. Additional nominees for election to the Committee may be placed on the ballot by petition in accordance with the provisions of Section XI of the Cedar Lane Unitarian Universalist Church Bylaws in which event the nominees receiving the most votes will be elected.
8. At the last Committee meeting before the Annual Congregational Meeting, the Committee shall elect from among its members a Vice Chairperson who will serve as Vice Chairperson in the following year and become Chairperson in the year succeeding that one. The Committee shall select such other officers as are needed for the efficient conduct of its business. Custody of the Committee documents and records shall pass to the newly organized committee at the

end of the fiscal year. The Committee will conduct its business independently according to procedures it may adopt.

9. The Committee shall ascertain in advance of its formal nomination of any person that the person is willing to serve, if elected. No later than March 1st of each year the Committee shall publish in the Newsletter the names of nominees for the positions of Trustees (including those of Assistant Secretary and Assistant Treasurer) who have agreed to stand for election at the next Congregational Meeting. At least one nomination is to be made by the Committee for each position to be filled.

### **III. DELEGATION OF MANAGEMENT AUTHORITY**

#### ***A. Global Delegation to Head of Staff***

*BOT approved 06/17/14*

1. The Senior Minister shall serve as Head of Staff and is empowered to make all programmatic and administrative decisions not explicitly reserved to the Board of Trustees, assigned by the Board to some other person or church entity, or prohibited by these policies.
2. The Senior Minister may delegate to staff (including volunteer leaders) any portion of globally delegated authority except as specifically prohibited or limited by these policies.

### **III. DELEGATION OF MANAGEMENT AUTHORITY**

#### ***B. Delegation to Others***

*BOT approved 06/17/14*

The Board of Trustees delegates to the Endowment Committee responsibility for all matters pertaining to the management and administration of the Cedar Lane Unitarian Universalist Church Endowment Fund and for the investment of Cedar Lane's investment funds. This responsibility includes: (a) stewardship and investment of assets; (b) maintenance of appropriate records; (c) provision of financial information and advice to the Board of Trustees; and (d) transfer of endowment funds according to procedures and limitations outlined in the Endowment Committee Charter approved by the Board of Trustees on March 18, 2014. (See page 11). Responsibility for transfer of money out of the investment funds is delegated to the Executive Director who will provide specific information in each case to the Board Treasurer.

## **IV. GUIDANCE AND LIMITATIONS**

### ***A. Senior Staff Structure***

*BOT approved 06/17/14*

The Senior Minister shall maintain a unified and productive staff team that directs its efforts toward fulfilling the Congregation's Mission and Vision of Ministry. The Senior Minister shall be responsible for staff compliance with all Board policies and shall ensure that the staff's working conditions are fair, humane, respectful, and professional.

The following positions are designated as "senior": The Associate Minister, the Religious Education professional, the Executive Director, and the Music Director. The Senior Minister and these Senior Staff shall constitute the Senior Staff Team. Together they shall share the responsibilities of operational leadership of the Church.

### **Compensation for Senior Staff Team**

*BOT approved 04/21/15*

Cedar Lane UU Church is committed to offering fair compensation to the members of the Senior Staff team based on the UUA's fair-compensation guidelines.

### **Compensation for Called Ministers**

1. Ministerial compensation consists of salary, housing allowance, and benefits as outlined in the Letter(s) of Agreement.
2. The Board will annually review each ordained minister's salary and consider adjustments relative to current financial conditions. Annual adjustments for ordained ministers are in two separate categories:
  - a. A cost of living adjustment will be considered annually, based on the Consumer Price Index (CPI) estimate for the current calendar year.
  - b. A merit increase above the adjustment for cost of living may be considered at the discretion of the Board.
3. The board will maintain records of ministerial compensation adjustments.

**Compensation for Non-Called Senior Staff Team Members**

1. Non-called Senior Staff Team compensation consists of salary and benefits.
2. The Board will annually review each non-called Senior Staff Team's salary and consider adjustments relative to current financial conditions. Annual adjustments for non-called Senior Team are in two separate categories:
  - a. A cost of living adjustment will be considered annually, based on the Consumer Price Index (CPI) estimate for the current calendar year.
  - b. A merit increase above the adjustment for cost of living may be considered at the discretion of the Board.
3. The Board will maintain records of non-called Senior Staff Team compensation adjustments.

## IV. GUIDANCE AND LIMITATIONS

### B. *Care for Paid Staff*

*BOT approved 06/17/14*

1. The Board of Trustees shall approve any changes in the designation of staff positions that constitute the Senior Staff Team.
2. The Senior Minister shall obtain the advice and consent of the Board of Trustees on the job descriptions for senior staff positions and on individuals hired for those positions. Their official employment agreements must be approved by the Board.
3. The Senior Minister has authority to develop job descriptions and to recruit and hire for any vacant, paid, non-senior staff position that has budget approval. New positions or positions that cannot be filled under the current budget require Board approval. These are at-will positions.
4. In recruiting and hiring staff members, preference shall be given to qualified candidates who are not members of the congregation.
5. The Senior Minister has supervisory authority over all staff members.
6. The Senior Minister shall be responsible for creating and publishing employment policies that are fair, transparent, and thorough. He/she shall be responsible for the maintenance of an up-to-date personnel policy manual covering matters not specifically addressed in these policies but required to ensure that the Church complies with legal requirements, best human resources practices, and denominational employment norms. Personnel policies shall be congruent with Care for People policies.
7. The Senior Minister shall ensure that a performance review of each staff member is conducted annually.
8. The Senior Minister shall confer with the Board of Trustees prior to the termination of any member of the Senior Staff Team.

## IV. GUIDANCE AND LIMITATIONS

### *C. Care for People*

*BOT approved 06/17/14*

The Senior Staff Team, under the leadership of the Senior Minister, shall be responsible for taking care to prevent harm to the members, guests, and staff who take part in congregational activities or use the Church property, and shall have the power to take all necessary steps to deal with situations where such persons are at risk.

1. **Health and Safety:** The Senior Minister shall ensure that all facilities are maintained in a safe, sanitary, and secure condition, that required licenses and inspections are kept up to date, and that problems are corrected promptly. A paid or unpaid staff member shall be designated as the health and safety officer responsible for addressing health and safety issues.
2. **Emergency Planning:** The Senior Minister shall maintain a written plan for responding to emergencies such as medical emergencies, fire, toxic conditions, weather problems, threatening communications, power outages, natural disasters, and other circumstances that create or threaten dangerous conditions. A paid or unpaid staff member shall be designated as the emergency planning officer responsible for preparing emergency response procedures and conducting drills and training as required.
3. **Sexual Harassment:** Employees, volunteers, guests, and agents of the Church are prohibited from acts of sexual harassment against (a) any person on the Church premises, (b) any member or participant in church activities, or (c) any employee or applicant for employment. In response to violations of this policy, the Senior Minister (or the Board if the Senior Minister is a party to the allegations or feels the need to recuse him/herself) shall take disciplinary action, which may include termination of employment or membership or exclusion from church property and programs.
4. **Child Protection:** Because of our special responsibility for children and youth in the church's care, the Senior Minister or his/her designee shall establish clear written procedures for the selection, training, and supervision of all ministry team members who work with persons age 18 and younger. All such persons must be familiar with and adhere to the provisions of the church's current Code of Ethics and current Safety Guidelines for Children and Youth. The Senior Minister shall ensure that these documents are revised no later than January 2015 and reviewed annually thereafter.
5. **Non-Discrimination:** No one acting for the Church shall discriminate because of race, color, age, sex, marital status, sexual orientation, gender identity or expression, disability, national

origin or ancestry, economic status, union membership, or political affiliation. Religious opinion and/or affiliation shall be considered only to the extent that it may (a) be a bona fide occupational requirement or (b) prevent an individual from being fully supportive of the church's mission and values.

6. **Universal Access:** The Church intends to make its premises and activities accessible to persons with disabilities. To this end, our goal is to meet or exceed all legal requirements and to engage in continual examination of our properties, practices, and attitudes.
7. **Whistleblower Protection:** The Church prohibits adverse actions being taken against employees, volunteers, or any member in retaliation for any lawful disclosure of information relating to: (a) a violation of any law or local, state, or federal rule or regulation, (b) mismanagement, (c) gross waste or misappropriation of church funds or assets, (d) a substantial and specific danger to public health and safety, or (e) other alleged wrongful conduct. Any person found to have so violated this policy shall be disciplined, up to and including termination from employment or expulsion from church membership. Allegations of violations of this policy shall be referred to the President of the Board of Trustees, the Senior Minister, or any member of the Board.
8. **Disruptive Behavior:** While openness to a wide variety of individuals is one of the prime values held by our Congregation and expressed in our Association's purposes and principles, we affirm the belief that our Congregation must maintain a secure atmosphere where such openness can exist. When any person's physical and/or emotional well-being or freedom to safely express his/her beliefs or opinions is threatened, the source of this threat shall be addressed firmly and promptly, even if this ultimately requires the expulsion of the offending person or persons. These behaviors may include perceived threats to the safety of any adult or child, the disruption of church activities, and/or actions that diminish the appeal of the congregation to its potential and existing members. The Senior Minister shall appoint a Right Relations Team to prepare procedures for handling such inappropriate behavior. These procedures shall be communicated to all members and staff. ([See Appendix A.](#))
9. **Firearms Prohibition:** The Church prohibits anyone other than on-duty law enforcement officials, or off-duty law enforcement officials hired by the Church, to carry a firearm on the grounds of Cedar Lane UU church.
10. **Smoke-Free Environment:** For fire safety and public health, there shall be no smoking inside Cedar Lane buildings, and there shall be no smoking outside within 10 feet of any door or window.
11. **Alcohol Restrictions:** No alcoholic beverages may be served during Church functions at which minors (youth younger than 21 years of age) are present. Consumption or sale of alcoholic beverages on church property must be in line with the church's procedures regarding use of alcoholic beverages on church premises.

12. **Drug Restrictions:** Illegal drugs shall not be used or carried on the church premises.
13. **Privacy:** Except as approved by the Board, the Church membership list shall not be made available to, and shall not be employed by, any organization or individual for the purpose of soliciting funds either directly or indirectly. All information in church records pertaining to pledges, pledge payments, or other donations shall be deemed confidential. Such information shall be available to a church staff member or other person only to the extent necessary to the performance of that individual's official duties or undertaking on behalf of the Church; this information shall not be further disclosed, in whole or in part, to any other person unless that person would have been entitled to receive that information directly.

## IV. GUIDANCE AND LIMITATIONS

### *D. Care for Resources*

*BOT approved 06/17/14*

In accordance with its fiduciary duty as entrusted by the membership of Cedar Lane Unitarian Universalist Church, the Board of Trustees delegates certain duties to the Senior Minister in order to operate the Church more effectively and efficiently.

The Senior Minister shall be responsible for taking care to prevent harm to the Congregation's reputation or assets. As head of staff, the Senior Minister may delegate to the Executive Director much of the responsibility for financial management and controls, fiscal asset protection, document protection and retention, and insurance; the Executive Director shall keep the Senior Minister informed in a timely manner of issues arising in these areas:

- A. **FINANCIAL MANAGEMENT:** The Senior Minister, or his/her designee, together with other senior staff in their specialized areas, shall be responsible for making day-to-day fiscal decisions within the parameters of the annual church budget. The appropriate designee:
1. Shall keep the Board fully informed through the Treasurer on a regular basis of the church's ongoing financial status, including any projected material deviation from the current approved budget.
  2. Shall not exceed the total budgeted spending for the year without obtaining Board approval.
  3. Any broad budget category established by the Board may be increased by up to 15 percent by transfer(s) from other broad budget categories, provided that the total amount of the budget is not exceeded, the transferred amount is clearly noted in the financial reports, and the Board is notified in a timely manner.
  4. Shall not cause or allow expenditures to deviate materially from budgeted amounts aligned with Board priorities as delineated in the annual vision of ministry document.
  5. Shall not change the compensation of any senior staff position, or the church's policies on compensation and benefits, without Board approval.
  6. Shall invest church operating funds only in federally insured banks, except that operating funds may be temporarily transferred to the Endowment Fund for investment in accordance with the Endowment Committee's policies.

7. Shall invest non-pledge non-restricted monetary gifts in accordance with Board guidance.
  8. Shall buy or sell real estate only with Board direction.
  9. Shall not use donor-restricted funds in violation of donor restrictions or trust provisions.
  10. Shall not jeopardize the Congregation's tax-exempt status under local, state, or federal law.
  11. Shall not incur long-term debt or raise the capacity to incur debt on behalf of the church except by Board direction.
  12. May take out temporary debt (90 days or less) using already-approved sources such as credit lines and credit cards in accordance with procedures to be written by the Senior Staff Team by July 2015.
  13. Shall annually provide to the Treasurer a listing of all such active short-term debt, noting maximum credit allowances for each. Only the Board may approve increases to the total borrowing capacity of any type of credit used by staff.
  14. Shall keep the Board informed of any activity involving grants.
- B. **ASSET PROTECTION:** The Senior Minister or his/her designee shall develop, in consultation with other appropriate staff, administrative practices and procedures designed to prevent harm to the Congregation's reputation and assets. The Senior Minister shall report promptly to the Board any significant shortcomings in the implementation of these administrative practices and procedures.
1. **Financial controls:** Written procedures shall govern the handling of receipts, access to cash and bank balances, approval of expenditures, payment of invoices and other obligations, and management of funds. To the extent practicable, the functions of record-keeping, bank reconciliation, and cash disbursements shall be under the control of unrelated persons. Only the Board President, Board President-Elect, Board Treasurer, Senior Minister, Associate Minister, and the Executive Director are authorized to approve cash disbursements. At least one authorized individual shall approve all cash disbursements. Two unrelated authorized individuals shall approve all disbursements of \$5,000 or more that are not part of an existing contract or related to normal payroll expenses. Church accounting records shall be reconciled with financial institution statements as often as those statements are issued, and copies of such reconciliations shall be provided to the financial policy committee of the Board as requested.

2. **Accounting:** The church's financial record-keeping shall follow accounting practices that are reasonable and appropriate to congregations of comparable size.
3. **Document retention:** Written procedures shall govern the retention and destruction of the church's documents, giving definite retention periods (consistent with legal requirements) for classes of financial, business, pastoral, personnel, and corporate records in both paper and electronic forms. These written procedures shall be in place by January 2015.
4. **Internal Audit:** The Board will establish a task force, in non-formal audit years, to conduct the internal audit as stated in Oversight Policies.
5. **Archives:** Written procedures shall govern the permanent retention and preservation of historical records (including paper and electronic documents, books and other publications, photographs, audiovisual materials, and artifacts). These written procedures shall be in place by January 2015.
6. **Insurance:** The Senior Minister shall ensure that adequate insurance is maintained to protect against property losses at replacement value and liability for injuries to others, less reasonable deductible and/or co-insurance limits. Insurance coverage shall include both corporate liability and personal liability of Board members and staff, taking into account pertinent statutory provisions and exemptions applicable to Maryland non-profit organizations. The Board will annually review and approve the insurance coverage.
7. **Tangible property, buildings and grounds:** The Senior Minister shall ensure that these assets are maintained in good working order. Preserving the Church's architectural integrity, the site's wooded character, and aesthetic values shall be ongoing priorities. The occasional posting of public signs or banners on a case-by-case basis may be permitted.

On Sunday mornings after services, the lounge is used to promote church fellowship by providing a space to meet other church members and guests and to learn about church activities and programs. Space in the lounge and display space in the breezeway may be made available to church-related groups.

8. **Cremated Remains:** A Cedar Lane minister may receive cremated remains from anyone wishing to have ashes scattered on church grounds. The ashes shall be scattered, by or in the presence of a Cedar Lane minister, widely and away from areas where the congregation may build in the future. The minister shall secure a written release from the responsible survivors.

9. **Intangible property:** The Senior Minister shall ensure that the Church's intellectual property, computerized information, files, and other intangible property are protected from significant damage or loss. Written procedures to govern the back-up of electronic files shall be in place by January 2015.
  
10. **Green sanctuary:** The Senior Minister shall ensure that the Church's Green Sanctuary status is maintained.

## IV. GUIDANCE AND LIMITATIONS

### E. *Budget Delegation*

*BOT approved 07/10/18*

The Board of Trustees delegates responsibility for preparing and managing the Annual Operating Budget and the Annual Capital Budget to the Senior Minister. The Board retains responsibility for approving the proposed budgets in consultation with the Board Treasurer, the Financial Policy Committee and the congregation.

The Board Policies for the Operating Budget and the Capital Budget follow.

#### **ANNUAL OPERATING BUDGET**

##### **Background**

During the last decade Cedar Lane's financial conditions have repeatedly allowed operating expenses to exceed operating income. The resulting deficits have been covered by transferring funds to the Operating Budgets from balance sheet accounts and from endowment distributions. The church has been fortunate to have such non-operating funds available but long-term responsible management of Cedar Lane's finances requires the discipline of balanced budgets. The church should live within its means.

Until now Operating Budgets have been recommended and managed by the Finance Committee and approved by the Board of Trustees. This is changed under Governance by Policy.

##### **New Budgeting Process**

Now, the Board will focus on the mission and major priorities of the church, and the Financial Policy Committee will support the Executive Director. The Senior Minister and the Executive Director will develop the Operating Budget to meet the priorities of the Board. After the Operating Budget is approved, the Senior Minister and Senior Staff will manage income and expenses to the budget with support from the Stewardship Team and Financial Policy Committee.

The Board will set income targets and expense limits with advice from the Financial Policy Committee. Such income targets may incorporate subsidies to the Operating Budget from the endowment payout, church investment accounts, other investment funds, and non-endowment gifts to the church. These Board financial priorities provide direction for developing the annual Operating Budget to gradually eliminate operating deficits.

##### **Operating Income and Expenses**

The objective of this policy is to eventually achieve budgets that balance operating income and expenses.

**Operating Income** includes pledges, gifts less than \$10,000, facility usage, interest, plate donations, auction income, rummage sale income, interest, and income from other church activities and

programs. Operating income may include, as needed and approved by the Board, transfers from Church investment funds such as the Endowment and major gifts.

**Operating expenses** include those for personnel, administration, facilities, utilities, grounds, program, teams and committees, the Board of Trustees, the denomination, music, religious education, social justice, reserves, contingencies and others recommended by the Senior Minister. Operating expenses do not include those for programs especially established by the Board of Trustees, such as the Blumenthal projects.

### **Senior Minister's Role**

The Senior Minister, together with the Executive Director, will prepare and manage the annual Operating Budget following these principles and expectations:

- They will be motivated by the church's religious mission and vision of the church.
- They will derive spending plans within the priorities set by the Board of Trustees.
- They will act in a spirit of responsible stewardship of the church's resources.
- They will alert the Board Treasurer of any significant projected or actual deviations from the approved Operating Budget.

### **Schedule**

The annual schedule for developing the operating budget is as follows:

**January/February** – The Financial Policy Committee recommends and the Board approves operating income and expense priorities. These financial priorities together with religious and program priorities of the Board are provided to the Senior Minister who initiates the stewardship drive and drafting of the operating budget.

**February** – The Executive Director with assistance from the Financial Policy Committee develops an initial Operating Budget. The Senior Minister advises the Board Treasurer of any major problems in meeting the Board's priorities.

**March** – The Senior Minister presents a Preliminary Operating Budget to the Board. The Financial Policy Committee reviews this Preliminary Operating Budget and provides their assessment to the Board and the Senior Minister.

**April/May** – The Senior Minister and Executive Director develop a Revised Operating Budget, which details income expectations and expense allocations, and present it to the Board. The Board presents this budget to the congregation at the annual congregational meeting.

**June** - The Board approves the final Operating Budget, with any necessary changes from the Revised Operating Budget.

## **Implementation**

During the budget year, July through June, the Senior Minister oversees the Operating Budget and assures that budget allocations are not exceeded except within the latitude of the Board priorities. At the same time the Senior Staff manage their allocations within the limits set by the approved Operating Budget. The Executive Director reports the status of budget plan vs. actual results monthly to the Board Treasurer. The Board Treasurer and the Financial Policy Committee oversee the management of the Operating Budget on behalf of the Board.

The Financial Policy Committee in concert with the Executive Director and Treasurer shall monitor operational income and expenditures during the year for material deviations from the approved budget which would affect overall numbers and notify the Executive Director, Senior Minister, and Board of anticipated or actual deviations together with related advice on action to be taken to address the deviations.

## **CAPITAL BUDGET POLICY**

### **Background**

On February 20, 2001, the Board of Trustees, at the recommendation of the Finance Committee, established a Capital Budget to facilitate planning and budgeting for major building and grounds expenditures by separating them from the church's annual Operating Budget.

In previous years, the church had used maintenance reserve accounts in the Operating Budget to pay for such expenses. However, operating income shortfalls resulted in limited funding and delayed repair and replacement of major physical systems.

### **Annual Capital Budget**

In March the Senior Minister and Executive Director propose an annual Capital Budget for approval by the Board of Trustees. The Budget will reflect input from the Facilities Team and Senior Staff. The budget will include specific projects and cost estimates for the next Fiscal Year and in lesser detail for the following two years. The Capital Budget should be compatible with long-term capital planning.

### **Funding**

Distribution from the Endowment Fund or other Church investment accounts along with a Capital Reserve account will be the primary sources of income for the Capital Budget. The principal purpose established by the Board of Trustees for Endowment distribution is to maintain and improve our site and facilities.

The total Capital Budget will reflect funds available from the Endowment payout and any other funds assigned by the Board of Trustees, such as bequests. The Capital Budget should be in furtherance of priorities that the Board, in consultation with the Senior Minister has established.

### **Spending**

In general, the Capital Budget's planned expenditures should not exceed the Endowment distribution plus carryovers from previous years and any other funds designated by the Trustees to the Capital Budget. As bids are obtained for projects in the Capital Budget, the Executive Director may make

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adjustments during the church year within the total approved Capital Budget. Periodically the Board Treasurer will report the status of the Capital Budget to the Board of Trustees.

## IV. GUIDANCE AND LIMITATIONS

### F. *“Share-the-Plate” Ministry*

*BOT approved 06/17/14*

The Social Justice Council (SJC) has the responsibility of managing the process for Cedar Lane’s “share-the-plate” ministry (a 50/50 split of the proceeds) by authority of the Church’s Board of Trustees. In addition, the SJC is granted two 100 percent collections per year in response to a need for disaster relief. Additional 100 percent collections may be authorized by the Board.

#### **FREQUENCY:**

- Up to two times per month, usually the 2<sup>nd</sup> and 4<sup>th</sup> Sundays
- Ideally in collaboration with the worship leader for that service (service topic)

#### **RECIPIENTS** of the “share-the-plate” ministry must:

- Be a non-profit organization,
- Reflect the Principles of Unitarian Universalism and/or the UUA’s Statements of Conscience in their work, and
- Demonstrate fiscal responsibility and accountability.

#### **GUIDELINES.** The SJC shall:

- Prioritize organizations in greater need of resources and recognition, and
- Focus on organizations with whom we have an on-going partnership
- Choose recipients through the following screening process:
  - **G**rounding – Is the organization’s work grounded in UU values?
  - **A**ccountability – Does the organization have healthy accountability with those it serves?
  - **F**it – Is there a match between the congregation’s resources and the opportunity to make a significant difference?
  - **O**pportunity – Is there a special circumstance that warrants our support at this time?

#### **SELECTION:**

- Individual members and friends of Cedar Lane, Cedar Lane ministers and staff, members of SJ task forces, and members of the SJC may make recommendations of “share-the-plate” recipients. The SJC shall organize and lead the suggestion process. The SJC shall choose the recipient if no recommendation has been received for a given Sunday.
- No more than two suggestions per church year by any one individual will be honored.

## **IV. GUIDANCE AND LIMITATIONS**

### ***G. Powers Reserved to the Board***

*BOT approved 06/17/14*

1. The Board reserves to itself the power to affiliate the Congregation with other organizations, and to take related actions such as setting contribution levels, appointing delegates, and voting in elections of affiliated bodies.
2. The Board reserves to itself the power to commit the Congregation to positions on public or nonpartisan political issues. This provision shall not limit the right of clergy or lay leaders to express personal opinions and to identify themselves by their positions in the congregation.
3. The Board reserves to itself the power to approve all donor-imposed restrictions on gifts.
4. The Board reserves to itself the power to accept or decline any grant on behalf of the Church.

## **IV. GUIDANCE AND LIMITATIONS**

### **H. *Executive Limitations***

*BOT approved 10/20/15*

#### **Staff and Volunteers**

Staff shall neither add nor delete positions that constitute the Senior Staff Team. (See Section IV.B.1.)

Staff shall not change a job description for a senior staff position. (See Section IV.B.2.)

Staff shall not hire individuals for Senior Staff positions. (See Section IV.B.2.)

Staff shall neither execute employment agreements nor set salaries of Senior Staff. (See Section IV.B.2.)

Staff shall neither create new positions nor fill positions that cannot be filled under the current budget. (Section IV.B.3.)

Senior Staff employment shall not be terminated without Board approval. (See Section IV.B.8.)

Senior Minister shall not address allegations of sexual harassment where he or she is a party to the matter or feels the need to recuse him or herself. (See Section N.C.3.)

Senior Minister shall refer all whistleblower allegations to the Board. (See Section IV.C.7.)

#### **Compensation and Benefits**

Staff shall not change the compensation of any senior staff position, or the church's policies on compensation and benefits without Board approval. (See Section IV.D.A.5.)

Staff shall not approve Ministers' housing allowances. (See Section II.F.)

#### **Financial Planning and Implementation**

Senior Minister shall not exceed the total budgeted spending for the year without Board approval. (See Section IV.D.A.2.)

Staff shall notify the Board through Treasurer of all budget transfers. (See Section IV.D.A.3.)

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Staff shall not approve cash disbursements except in accordance with Board policy and by approved individuals. (See Section IV.D.B.1.)

Staff shall not cause or allow expenditures to deviate materially from budgeted amounts aligned with Board priorities as delineated in the annual vision of ministry document. (See Section IV.D.A.4.)

Staff shall not invest non-pledge non-restricted monetary gifts except in accordance with Board guidance. (See Section IV.D.A.7.)

Staff shall not use or permit the use of Church membership lists by any outside organization or individual for direct or indirect solicitation of funds. (See Section IV.C.14.)

Staff shall not buy or sell real estate except with Board direction. (See Section IV.D.A.8.)

Staff shall not incur long-term debt or raise the capacity to incur debt on behalf of the church except by Board direction. (See Section IV.D.A.11.)

Staff shall not increase the total borrowing capacity of any type of staff credit without Board approval. (See Section IV.D.A.13)

Staff shall not approve the operating budget. (See Section IV.E.)

Staff shall not approve contributions to the UUA, JPD, or CERG. (See Section II.F.)

## IV. GUIDANCE AND LIMITATIONS

### I. *Membership*

*BOT approved 06/17/14*

To reflect the value and meaning of congregational membership, to offer clarity to those seeking to join the congregation, to ensure that congregational leaders and new members have an opportunity to discuss mutual expectations and to maintain a consistently accurate membership list, we follow these procedures to offer an intentional path to becoming a member of Cedar Lane Unitarian Universalist Church and to sustain this connection over time.

#### **MEMBERSHIP VALUES:**

Cedar Lane is a welcoming congregation, ever-striving to foster a multicultural membership of diverse ages, religious heritages and traditions, races, colors, genders, affectional or sexual orientations, economic circumstances, and national origins. In a free religious community, members pursue their personal journeys, gaining strength from a caring, inclusive congregation and contributing to its collective integrity.

Although members need not adhere to any specific creed or theological doctrine, we share a commitment to the principles and purposes of Unitarian Universalism — celebrating, affirming, and promoting: 1) The inherent worth and dignity of every person, 2) Justice, equity, and compassion in human relations, 3) Acceptance of one another and encouragement to spiritual growth in our congregations, 4) A free and responsible search for truth and meaning, 5) The right of conscience and the use of the democratic process within our congregations and in society at large, 6) The goal of world community with peace, liberty, and justice for all, and 7) Respect for the independent web of all existence of which we are a part.

Members of the Congregation of Cedar Lane constitute an autonomous, self-governing body, which calls its ministers for inspirational and programmatic leadership, engages other staff to enact congregational ministries, programs, and administrative duties, and elects a Board of Trustees to adopt policies, priorities and goals. Members covenant with each other to participate in a shared ministry and live out the values we hold in common as set forth in Cedar Lane's Vision and Mission Statements.

#### **MEMBERSHIP ELIGIBILITY:**

Section III. 4 of the Cedar Lane Articles of Incorporation provides that persons who are at least sixteen years of age, who engage in the worship and work of the Church, and who have signed the membership roll of the Congregation shall be members of the Congregation. The Articles further provide that members who have made a financial contribution to support the church in

the preceding twelve months as the Bylaws shall prescribe shall be entitled to vote at Congregational Meetings. Section III 1 & 2 of the Cedar Lane Bylaws provide that persons who meet the requirements of the Articles of Incorporation, who have made a financial contribution of record to the Church in the preceding twelve months and who have signed the membership rolls are members and entitled to vote at Congregational Meetings.

**RIGHTS OF MEMBERSHIP:**

- Voting: Persons who have been a member of the Congregation for or at least six months and who have made a contribution of record in support of the Church during the preceding twelve months shall be entitled to vote at any Congregational Meeting. Persons unable to fulfill their financial commitment of membership may petition one of the ministers for a hardship exemption. An exemption lasts for up to twelve months but may be renewed through a subsequent conversation with a minister. A member must be at least eighteen years of age to vote to change the Articles of Incorporation.
- Leadership: Only members can serve as lay leaders of ministry teams.
- Rites-of-Passage: Child Dedications, Weddings and Memorials are offered to members at no charge.

**PATHWAY TO MEMBERSHIP:**

For individuals who have not previously been members of the Congregation, individuals prepare for joining by:

1. Attending a Membership Orientation, a program reviewing the guiding principles of Unitarian Universalism, Cedar Lane's Mission and Congregational Vision, and the rights, responsibilities, and values of membership.
2. Meeting with one of the ministers to foster a member/minister relationship. This conversation is an opportunity for the newcomer to indicate what brings them to the congregation and what kind of opportunities or ministry they are seeking at Cedar Lane.

Once prospective members have participated in these ways, they are invited to sign the membership roll in one of the New Member Welcome Ceremonies held during a Sunday worship service (approximately three times a year.) Those who do not wish to sign during one of these ceremonies may make alternative arrangements with the Membership Coordinator.

We also encourage individuals to attend a Welcome Workshop, a program fostering interpersonal connections and reflecting on UU history, religious education, and community care. We further encourage attendance at one Newcomer Brunch, an informal gathering for Cedar Lane leaders and newcomers to become acquainted and to share questions and information about congregational life, before they sign the membership book.

The signature in the membership book, plus an annual pledge and subsequent contribution of record constitutes active membership. Long-time friends of the congregation who wish to join

are encouraged to follow this “pathway,” with a special emphasis on meeting with a minister; however, exceptions may be made in appropriate circumstances in consultation with a minister or the Membership Coordinator. The Membership Coordinator is the primary facilitator of the membership process, in collaboration with the ministers, fellow staff and lay leaders.

**SUSTAINING “ACTIVE” MEMBERSHIP:**

To enrich the meaning of membership for the individual and the community as a whole, members are encouraged to:

- Attend worship services regularly,
- Serve the congregation,
- Connect with others in the community,
- Give of financial resources in service to the church’s mission, and
- Meet with a minister as the need arises or periodically to “take stock” preferably at least once every three years.

To maintain active membership status and eligibility to vote at Congregational Meetings, a member is expected to make a pledge and a contribution of record to the Church each fiscal year. No specific amount is specified but members are encouraged to be as generous as their circumstances permit in supporting Cedar Lane’s Mission. Suggested levels of giving that will enable the church to fulfill its mission will be provided by the Stewardship Team. Members may petition a minister for a hardship exception, enabling them to be carried on the membership rolls and vote at Congregational Meetings without making a timely contribution of record.

Only voter-eligible members shall be included in the certification rolls to the Unitarian Universalist Association and the Joseph Priestly District.

**REMOVAL FROM MEMBERSHIP:**

At regular intervals (such as preparing to certify membership with the Unitarian Universalist Association and the end of the fiscal year,) the Membership Coordinator, Executive Director, at least one representative from the ministry team and the Church Treasurer will meet to review the membership list to identify those whose membership has lapsed or is vulnerable to lapsing. An outreach plan will be developed by which these leaders will engage those who have become less active. If the members do not respond to this outreach or indicate a wish to be removed from membership, they will be considered former members.

If members have joined previously and have allowed their membership to lapse, they may renew their membership by notifying the Church Office of their intention and by satisfying the financial obligation. While not required, they are encouraged to participate in the path to membership programs and to meet with a minister, especially if they have been away from the Congregation for a significant amount of time.

**MEMBER EMERITUS:**

As an expression of Cedar Lane’s pastoral ministry, the Board of Trustees may bestow the status of “member emeritus” to elder members of the Congregation who, due to financial, physical or cognitive limitations are unable to satisfy the obligations of membership but warrant on-going inclusion on the membership rolls. This status is reserved for members who have a long history of active commitment of their “time, talent and treasure” to Cedar Lane Unitarian Universalist Church.

Ministers, staff and church members may nominate a member for “member emeritus” status. The status will be bestowed on a case-by-case basis. Due to the personal circumstances warranting the granting of this status, these decisions will be made and communicated with discretion.

**FRIENDS OF CEDAR LANE:**

The Senior Staff and Membership Coordinator are encouraged to maintain a list and contact with Friends of Cedar Lane who provide support for the Church and/or are engaged in Cedar Lane programs and activities but who choose for personal reasons not to become members. Maintaining contact is also encouraged for members who have moved out of the area, and for youth who have graduated from the Religious Education program.

## IV. GUIDANCE AND LIMITATIONS

### J. *Conferral of Minister Emeritus and Minister Emerita Status*

*BOT approved 06/17/14*

#### **DEFINITIONS:**

*Minister Emeritus (or Minister Emerita for women)* is an honorary title conferred by the congregation of Cedar Lane Unitarian Universalist Church by vote at a congregational meeting. The title may be granted to honor long and meritorious service to the Congregation at the conclusion of a minister's service to Cedar Lane.

*Length of service* in order to be considered for emeritus status should generally be at least ten years of continuous service at Cedar Lane. Shorter periods of time or non-continuous service may be considered in unusual circumstances.

*Meritorious service* means exceptional, markedly effective service as reflected in growth, innovative programming, enhancement of the church's role in the denomination and/or in the larger community, or the like.

#### **PROCESS:**

- The decision to confer emeritus status to a minister (at the time of his/her departure or afterwards) usually begins with a recommendation by the CLUUC Board of Trustees or by a group of congregants to the Board of Trustees.
- A resolution should be developed that expresses the Congregation's appreciation and includes the reasons for conferring emeritus status.
- A vote is held at the next Annual Meeting of the Congregation, or a special meeting may be called in accordance with the Bylaws. Seventy-five percent of those present and voting must vote in favor of the resolution in order for it to pass.
- A ceremony to present the approved resolution to the newly-designated emeritus minister may be planned either as part of a Sunday morning worship service or at another time, with a reception for the emeritus minister and family, Congregation, and guests.
- Notification of the emeritus status is made to the UUA and to its monthly publication, the *UU World*.

#### **RIGHTS AND PRIVILEGES OF EMERITUS MINISTERS AT CLUUC:**

- Use of the term "Minister Emeritus" or "Minister Emerita" on personal stationary or in other appropriate reference to title.
- Invitation(s) at the discretion of the current Senior Minister to preach at Cedar Lane.
- Representation at the UUA General Assembly six months or more after the title is conferred (as described in the UUA Bylaws).
- Invitation to participate in ordinations and installations at Cedar Lane.

## IV. GUIDANCE AND LIMITATIONS

### *K. Affiliate Community Ministers*

*BOT approved 05/19/15*

#### INTRODUCTION

A covenant between a Unitarian Universalist congregation and a Unitarian Universalist Community Minister seeks to promote shared purposes in a wider ministry beyond the congregation. The Board of Trustees of the Cedar Lane Unitarian Universalist Church may, from time to time, enter into a covenant with an Affiliate Community Minister as one means of accomplishing the church's mission. An Affiliate Community Minister entering this covenant does so believing that his/her ministry will flourish best when undertaken in relationship to a congregational community of support and accountability.

#### PROVISIONS

- I. To become formally affiliated with Cedar Lane Unitarian Universalist Church, a prospective Community Minister must be endorsed by the Board of Trustees.
- II. The endorsement shall include a written covenant signed by the President of the Board, the Senior Minister, and the Community Minister. The provisions of the covenant may be changed by written mutual agreement.
- III. A candidate presented to the Board for endorsement as an Affiliate Community Minister must be:
  - a. In ministerial fellowship with the Unitarian Universalist Association (UUA).
  - b. An ordained Unitarian Universalist minister.
  - c. A member of Cedar Lane Unitarian Universalist Church.
  - d. Invited to apply for endorsement by the ministers of the church.
- IV. The Community Minister shall not be an employee of the church.
- V. The church shall not reimburse the Community Minister for professional expenses

relating to community ministry work performed, without prior Board approval.

- VI. The Community Minister shall have access to the church property and facilities according to the terms of the covenant.
- VII. The Community Minister shall perform rites of passage such as weddings, child dedications, or memorial services for members of the church only with prior approval of the Ministers. The church will invite the Community Minister to participate in formal gatherings of the congregation.
- VIII. The rules of the Unitarian Universalist Association and the Joseph Priestley District regarding an Affiliate Community Minister participating as a ministerial delegate at the UUA General Assembly and JPD meetings shall apply.
- IX. The church shall identify the Community Minister on all annual reports to the UUA and other regional bodies. The church shall regularly include his or her name and relationship on its website, in the orders of service, in the newsletter, and in the church annual report. The Community Minister shall provide an annual report of her/his work for inclusion in the annual report.
- X. The Community Minister shall meet with the Ministers at least once a year to review their relationship as well as explore how they might better advance the mission of the church and support each other's ministries. They shall conduct their relationship with each other in accordance with the Unitarian Universalist Ministers' Code of Professional Conduct.
- XI. The Senior Minister or his/her designee shall be responsible for ongoing coordination of the relationship with the Community Minister.

## V. OVERSIGHT

### A. *Monitoring*

*Oversight policies enable the Board of Trustees to ensure that our Church is fulfilling its mission. These policies set standards for the Congregation's life and work, establishing a plan for monitoring and evaluating that work so that the Board, staff, committees, and volunteer program leaders are both supported and held accountable. They provide the means by which the Congregation continually learns from and makes best use of its experience.*

The Board of Trustees, staff, ministry teams, and Board Committees shall engage in an ongoing process of monitoring and evaluation, thereby encouraging open communication and regular feedback among all whose work contributes to achieving the Church's Mission. Systematic monitoring is designed to:

- Foster excellence in all our ministry work,
- Help the congregation focus on its Mission, Vision, and current board-adopted goals,
- Ensure that all church leaders adhere to Board policies.

#### **To facilitate monitoring:**

- The Head of Staff shall provide to the Board regular written reports from the Senior Staff. These reports shall focus on progress toward established priorities. They shall be made available to any member who wishes to examine them.
- Financial reports shall show overall financial performance compared to budget and highlight significant financial or operational issues. They shall be emailed to the Board one week prior to the monthly meetings. Board discussion shall focus on action(s) required and issues related to compliance with Board policy.
- The treasurer shall, at least once every three years, engage a qualified professional to conduct an audit of the Church's financial records and processes and present his/her report to the Board. In the years when no external audit is performed, the treasurer shall oversee an internal audit following a process approved by the Board.
- The Board shall call upon the staff, including heads of ministry teams as they deem appropriate, on a planned basis through the year to report more fully on the church's work in their respective areas, and to contribute expertise, information, and leadership. The purpose of these reports is to support the Board's learning and reflection on major areas of the Church's Mission, such as worship, religious education, social justice, membership development, and stewardship of congregational property and wealth.

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- The Board may, from time to time, inquire into specific questions of policy compliance, organizational concerns, or other serious issues by appointing a task force or outside consultant to assess that aspect of a church program or organizational functioning.

## V. OVERSIGHT

### B. *Evaluation*

*BOT approved 06/17/14*

1. Evaluations at Cedar Lane are intended to enable those who give and receive them to better carry out their work for our church and to make well-informed career decisions. Evaluations should be forthright, respect human relationships and the values of our church community, and be based on careful preparation. Written summaries shall be kept in church files and handled in accordance with church retention and access policies.
2. The following evaluations shall be conducted annually:
  - a. Joint review by the Senior Minister and the Board of progress made toward achieving the goals and priorities contained in the prior year's vision of ministry.
  - b. Board self-evaluation of its oversight, strategy, discernment, delegation, and any other functions for which it has responsibility.
  - c. Senior Minister's evaluation of the Board's execution of its responsibilities.
  - d. Board evaluation of progress toward program goals in areas for which it has delegated authority and responsibility to the Senior Minister as Head of Staff.
  - e. Senior Minister's performance evaluations of other members of the Senior Staff Team.
  - f. Performance evaluations of other paid employees by the Senior Minister or by persons with supervisory responsibilities to whom the Senior Minister delegates this performance evaluation function.
3. Unless more frequent review is requested by the Senior Minister, the Board's comprehensive evaluations of the Senior Minister's performance shall be conducted at its discretion, with the first such evaluation after three years of employment, and, thereafter, at intervals of no more than five years. These evaluations will examine the Senior Minister's role in its broadest sense, including career prospects. As needed, it may encompass, but will not necessarily be limited to, leadership, teaching, counseling, and care-giving functions, career prospects, and the maintenance of personal, professional, and spiritual balance.
4. Volunteers, whether serving on ministry teams, or on committees or other units reporting directly to the Board, shall receive review and feedback as appropriate.
5. Reporting to the Congregation shall be as follows:

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- a. At each Annual Meeting, the outgoing Board President shall report on progress made toward achieving the goals established by the vision of ministry for the current church year and other highlights of the term about to end.
- b. On Annual Meeting Sunday, the Senior Minister and the Board President-Elect each shall present discernment reports to the Congregation focused on the forthcoming church year. These reports shall address the vision-of-ministry goals and priorities established for the year ahead, and the challenges and opportunities facing our Congregation in the context of Cedar Lane's mission and strategic plan. The Senior Minister's discernment report may either be given at the Annual Meeting or delivered in the form of a sermon at the Sunday service which precedes the Annual Meeting.
- c. These reports shall be in writing and shall become part of Cedar Lane's historical record.

## VI. APPENDIX

### A. *Disruptive Behavior Procedures*

*BOT approved 07/10/18*

**PREAMBLE:** In agreement with UUA principles, Cedar Lane Unitarian Universalist Church encourages the open exchange of opinions among individuals, and the use of the democratic process. We seek to provide a safe environment for expression. Collectively and individually, we take responsibility for the health and peacefulness of our faith community. In that spirit, we adopted a Covenant of Right Relations, which we resolve to uphold. Recognizing that some conflict is inevitable, we will promptly address any behavior that creates a perceived threat to the physical, emotional, or spiritual well-being of our members and friends, and attempt to restore right relations. These procedures recognize that our goal is not to judge each other, but to listen with respect, honesty, and compassion as we attempt to keep each individual within our community while protecting and maintaining the peace and safety of the whole community. These procedures assume that individuals who listen with respect will come to understand that their behavior, however well intentioned, may be threatening to others in our community. With that understanding, it is expected that they will be open to resolving the issue and upholding our Covenant. These procedures also make provisions for those rare instances when best efforts fail.

These procedures do not address:

- Disputes between individual church participants when those disputes do not involve disruptive behavior as defined here and in the Board Policy Manual. Those individuals will be offered conflict resolution/right relations resources in keeping with our Covenant to communicate directly, with respect, honesty, and compassion, and to forgive ourselves and each other so we may begin again in love.
- Misconduct by staff members. The Senior Minister addresses misconduct by staff. (Bylaws Article VIII, Section 1.3, 4).
- Conduct that involves a potential crime, or potential liability to the church as an entity or employer. The Senior Minister and Board will handle these issues.

1. **DISRUPTIVE BEHAVIOR:** Disruptive behavior is described in Board Policy Manual Section IV. C. 9, and involves any action that creates concern for the physical or emotional safety of children or adults, disturbs church activities and functions, or weakens Cedar Lane’s ability to serve current and future members by causing offense and driving them away. Disruptive behavior can occur on church grounds or at church-sponsored events at other locations.
  - a. **Immediate threats.** Any minister, staff member, or lay leader faced with an immediate threat of harm to the safety and well-being of any individual or group on church property is authorized to respond appropriately to remove an offending individual from the premises, including a call to law enforcement if needed. A full report to the Senior Minister and Board of Trustees must be made immediately after the incident.
  - b. **Non-immediate threats.** Reports of any disruptive behavior should be made in writing to the Senior Minister (or designee). The Senior Minister, who may also engage the assistant minister, shall make a pastoral attempt to establish facts that can be agreed on, determine whether disruptive behavior has occurred, and either address it, or refer the reporting individuals to conflict resolution/right relations resources to resolve lesser disputes on their own. The minister will use best efforts to care for all individuals and arrive at a solution to resolve a disruptive behavior situation. These pastoral efforts may include:
    - i. Inquiries to discover relevant personal information that might inform the dispute.
    - ii. An agreement in writing to abide by the Covenant of Right Relations.
    - iii. An agreement to avoid contact with certain individuals or groups.
    - iv. A joint conference with family members with consent from the individual.
    - v. A joint conference with groups or teams to which the individual belongs.
    - vi. Removal from volunteer activity in consultation with the group(s) engaged directly in that activity.
  - c. **Referral to a Right Relations Team.** An ad hoc Right Relations Team (RRT) will be appointed by the Senior Minister in conference with the Board of Trustees when:
    - i. The best efforts of the ministers do not resolve the disruptive behavior situation within 30 days of its being reported.
    - ii. In the Senior Minister’s judgment, the issue should be transferred to the RRT.
    - iii. The individual requests appointment of a Right Relations Team and agrees to follow the RRT’s recommendations, which are binding.
2. **AD HOC RIGHT RELATIONS TEAM (RRT)**
  - a. **Team Composition.** The Senior Minister, assisted by the assistant minister, shall utilize best efforts and resources to appoint an ad hoc Right Relations Team of Cedar Lane members with skills and expertise appropriate to address the specific problem at issue. The RRT shall consist of either three or five congregation members. Staff and members of the Board may not serve on the RRT. The RRT will review and become familiar with these procedures.
  - b. **Notifications**
    - i. The Senior Minister will notify the individual in question that an RRT has been set up to resolve the problem. That individual will be given a list of the members on that team and the individual will have 10 days to object with an explanation to any one RRT member’s participation. The Senior Minister and assistant minister, for good cause shown, will find another RRT member to substitute.

- ii. The RRT will notify the individual in question — and any key people it deems essential to understanding the issue — of the process that will be used. The RRT will conduct a thorough investigation, and use best efforts to ensure that all individuals feel they have been heard, and to prevent, if at all possible, the permanent removal of any individual from Cedar Lane.

**c. Meetings and Methods**

- i. The RRT will meet first with the Senior Minister to review the facts that may establish disruptive behavior. All individuals directly involved in or witness to the disruptive behavior will be invited to submit written evidence as part of the RRT's additional fact-finding and research. The RRT will interview the individual and will use discretion and best judgment to decide how interviews should take place regarding persons directly involved in or witness to the disruptive behavior. Impartiality and fairness are paramount in all RRT proceedings.
- ii. If the RRT does not find sufficient evidence of disruptive behavior, it will contact in writing the Senior Minister, the Board, and all individuals involved to report its conclusion as soon as possible, no later than 30 days from meeting with the Senior Minister. Otherwise, the RRT will continue to meet to find a resolution.
- iii. The RRT will protect and not disclose the identity of all individuals who provide in writing a reasonable basis for that request. No other confidentiality or nondisclosure agreements will be made by any participants including the RRT, Board, or Senior Minister.
- iv. One member of the RRT will take minutes of every meeting. The RRT will send its meeting minutes to the Senior Minister and the Board President as soon as possible and make them available on a timely basis to any church member who requests them in writing.

**d. Findings and Recommendations**

- i. The RRT will finalize its recommendations within 60 days of its first meeting. Any extension must not exceed 30 days and must be approved by the Senior Minister and the Board. Before its final recommendation, the RRT may institute temporary restrictions it deems essential to protect the peace, safety and well-being of the congregation. If the RRT decides that temporary or permanent restrictions on an individual's behavior or participation in church programs are necessary, the RRT will limit them as much as possible to uphold that individual's inherent worth and dignity while protecting the peace, safety, and well-being of the congregational community.
- ii. A majority (two-thirds or three-fifths) of the RRT must agree on the recommended solutions, which will be submitted to the Senior Minister and the Board in writing, in the form of an agreement, to be dated and signed by the individual and the RRT.
- iii. In the rare instance that the RRT cannot find any solution or that an individual will not voluntarily agree in writing to abide by RRT recommendations, concern for the peace and well-being of the congregational community will be given priority over the feelings or actions of any individual. The RRT will refer the matter to the Board and inform the Senior Minister that it has done so.
- iv. If it becomes apparent that a signatory to the RRT agreement is in violation of the agreement, the RRT within 30 days of their awareness of the violation will reconvene to discuss appropriate remedies, including but not limited to referral

to the Board for removal from membership or participation in Cedar Lane activities.

**3. MATTERS REFERRED TO THE BOARD**

- a.** When the RRT refers a matter to the Board, the Board will review the RRT's process and records. If the Board concludes that the RRT did not follow appropriate procedures, the Board will instruct the Senior Minister to appoint a new RRT to reconsider the matter. If the Board determines that the RRT has correctly followed procedures, the Board will let stand the RRT's recommendations, and will notify the individual that the Board is considering permanent removal from membership or participation in church activities. In a timely manner, the Board will schedule a special Board meeting with the individual to allow that individual to speak on his or her own behalf.
- b.** Under Bylaws Article III, Section 5, a member may be removed from membership by a two-thirds vote of the Board for actions that threaten the well-being of the church, and that member has the right to be heard by the Board prior to the vote. The Board also may remove or limit non-member participation as part of its powers incident to general supervision and direction of the affairs of the church under Article VI, Section 4.
- c.** After 6 months, an individual removed from membership or participation by vote of the Board may, for good cause shown, ask the Board for reconsideration. The Board can specify conditions for return and set criteria for evaluation of compliance. A two-thirds majority will be required for return to the community.
- d.** After removing an individual from membership or participation, the Board shall weigh the benefits of disclosure to the Congregation with the demands of privacy in deciding how much detail to disclose to the Congregation; but in all cases shall explain why and how the Board made its decision and shall communicate this information in a timely manner likely to be seen by any interested member.