INUUC Governance Policy Book

3/2022 updated 11/2024

# Overview

Using the authority that the INUUC congregation has given it through the bylaws, the Governing Circle has adopted the following policies. The Governing Circle records all its actions in its minutes; for ease of reference, it also records in this policy book any action intended to authorize others to make decisions or to control multiple decisions over time. All minutes and policies are located in the INUUC logbook on its web page.

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**1.0 Governing Circle Governance**

* 1. **Mission of the Governing Circle**
* To partner with the congregation to accomplish their goals and mission.
* To model the tenants of dynamic governance.
* To take in the support and guidance of the UUA and the larger community in which we sit.
  1. **Role of the Governing Circle**

The Governing Circle governs primarily by discerning the Church mission and planning for the future; partnering with the minister and staff; and holding leaders of INUUC, including its own members, accountable for their performance.

* + 1. **Annual Governing Circle Work Products**

In concert with the minister, staff and congregation, the Governing Circle will produce and adopt:

* An annual short list of **Open Questions** about the Church’s future, as the basis for ongoing planning conversation in Governing Circle, with the minister and staff and with the congregation at large.
* An annual **Vision of Ministry**, consisting of a short list of top-priority areas where INUUC will advance its work in the coming year, as a starting point for budgeting and staff planning.
* An annual **Ministry Evaluation** of the Church’s success or difficulties in achieving the prior year’s Vision of Ministry.
* An annual, mutual **Performance Evaluation of the Minister’s and Governing Circle’s effectiveness** in their respective roles.
  + 1. **Less Frequent Governing Circle Work Products**

In concert with the Minister, staff and congregation, the Governing Circle will produce and adopt:

* A **Triennial Evaluation of the Minister’s performance** in his or her wider pastoral role.
* A **Strategic Plan**, to be updated every three to five years, consisting of a short list of the most important results the Governing Circle intends to achieve through INUUC’s ministry and the strategic choices (regarding program, membership, capital and operating budgets and staffing) the Governing Circle has made about how to achieve those results.
* A **Mission Statement**, to be updated as needed, that articulates the Church’s purpose and related statements (vision, values and covenant) to communicate the reasons for the Church’s work.
  1. **Governing Circle Officers**

The officers have the following responsibilities:

**1.3.1** The **Governing Circle Leader/President**

Tracks what needs to be done and who agreed to do it; holds overall responsibility for the integrity of the decision-making process; serves as primary financial signatory; works with the Facilitator and Secretary to prepare the meeting agenda.

**1.3.2** The **Governing Circle Facilitator/Vice President**

Facilitates Governing Circle meetings; works with the Leader and Secretary to prepare the meeting agenda; substitutes for the Leader when necessary.

### 1.3.3 The Governing Circle Secretary

Keeps minutes and a record of all meetings of the Governing Circle, the annual meeting of the Congregation and any special meetings of the Congregation; is responsible for the integrity of all documents created by the Governing Circle, including minutes and policies; sees that the minutes and policies are promptly posted on INUUC website; notifies the Leader when a policy is due to be reviewed.

**1.3.4 Delegates to Governing Circle Circles**

Take information from the Governing Circle to the circle; are active participants in the Circle; ensures one of the Circle members attends Governing Circle meeting in order to create a double link between the two circles.

**1.4 Administrative Circles**

Administrative circles exist to help the Governing Circle to govern. The Administrative circles of the Governing Circle are:

**1.4.1 Coordinating Circle**

Is responsible for the programming of the church, within the limits set by the Governing Circle; creates policies and procedures in collaboration with delegates from the ministry circles. The Governing Circle appoints the Leader, Facilitator and Secretary of this Circle. The other members are delegates from the program circles (Communications, Family Ministry, Healthy Community, Membership, Pastoral Care, Social Justice, Soul Weavers, UUA Connections).

**1.4.2 Finance Circle**

Assists the Governing Circle in its oversight of the congregation’s finances; ensures that routine financial reports are clear and holds annual audits; develops policies regarding all financial matters.

**1.4.3 Leadership Development Circle**

Assists the Governing Circle by creating an intentional process for equipping current leaders and identifying emerging leaders; is responsible for making nominations for elected leadership.

**1.4.4** Personnel and Circle of Ministry will be future Circles reporting to the Governing Circle.

**1.5 Expectations of Governing Circle Members**

* + 1. **Governing Circle Covenant**

We, the members of the Governing Circle, enter into this covenant of mutual expectations for Governing Circle service. New members of the Governing Circle will be asked to join us in these commitments, and the Governing Circle will review and update this covenant at least annually. As Governing Circle members, we will:

* prepare for each gathering and participate fully each time.
* communicate supportively and share the work.
* honor both intention and impact.
* recognize (and act) when the process needs to be paused, altered, or abandoned.
* consider those not represented in the room in all our decisions.
* challenge our personal and group assumptions.
* honor all learning styles.
* take the time necessary to consider our options and make decisions together.
* name our expectations and be open to all potential outcomes.
* leave room for new and emerging leaders.
  + 1. **Conflicts of Interest**

The Governing Circle expects all of its members to carry out their duties with undivided loyalty to INUUC and its mission. A conflict of interest exists whenever a Governing Circle member has interest or duties that may hinder or appear to hinder the Governing Circle member from fulfilling this duty.

**1.5.2.1**. **Definition:** Conflicts of interest arise when the Governing Circle member:

* Stands to gain or lose financially because of an action of the Church in which he or she has a decision-making role.
* Cannot set aside his or her personal preferences as an individual consumer of the Church’s services to act on behalf of the whole Church and its mission.
* Faces any other situation that impairs or reasonably appears to impair his or her independence of judgment.
* Has a close relationship with someone who has a conflict of interest, as defined here. A close relation includes any person, corporation or other business entity with which the Governing Circle member has a close personal, family or business relationship.

**1.5.2.2. Conflict-of-Interest Disclosure**. The Governing Circle will annually require its members to disclose in writing all existing or foreseeable conflicts of interest. Disclosure forms must be kept by the Secretary and made available to any member of the Governing Circle who asks to see them.

**1.5.2.3.** C**onflict-of-Interest Process.** When a Governing Circle member reports a potential conflict of interest related to a matter before the Governing Circle, the Governing Circle (minus the affected member) will determine how to handle the situation. Possible responses includes:

* Disclosure in Governing Circle minutes of the nature of the conflict.
* Leaving the room during all Governing Circle discussions and decisions related to the conflict of interest.
* Resignation from the Governing Circle.
  + 1. **Discipline and Removal of Governing Circle Members**

In exercising its power under the bylaws to remove a Governing Circle member, the Governing Circle will follow the following procedures:

**1.5.3.1.** **Removal for Misconduct.**

The Secretary will notify the member in writing and offer a hearing before the Governing Circle. Pending such a hearing, the Governing Circle may suspend the member’s voting privileges.

**1.5.3.2. Removal for Absence from Governing Circle Meetings**.

If an officer or Governing Circle member misses more than three meetings in a twelve-month period, then the Secretary will notify the member in writing that the member may appear at the next meeting to ask the Governing Circle to excuse the absences, or the Governing Circle will request the member’s resignation.

**2.0 Delegation of Authority**

Authority resides with each designated circle. Each circle has a clearly defined **domain** where it has authority. The circle will define its domain and submit it to the Governing Circle by October 1 of each year. The Governing Circle will ensure there is no overlap or gap of all domains.

**2.1 Circle Structure**

The Circle is the basic unit of decision making. Communication between circles will occur by interlinking each circle with related circles. Delegates from related circles will carry information between these circles. Circles are “nested” according to reporting structure (see section 2.3)

**2.1.1** Each circle will have a clear membership, aim, mission, and domain.

* **Membership** defines who can make decisions using consent (see section 2.2). Circle members “consent” to the members.
* **Mission** is the circle’s general purpose.
* **Aims** provide specific steps that will accomplish the mission. An aim should be measurable.
* D**omain** clearly defines the circle’s area of responsibility and authority. The circle will create policies to guide its work. The Governing Circle will ensure that two circles do not have overlapping domains.

**2.1.2** Each circle will select the following roles (the same person can fill more than one role):

* **leader** – oversees operations and ensures the circle works towards its aims.
* **facilitator** – moderates the meetings.
* **secretary** – takes notes during meetings and will ensure that the circle documents are up to date; ensures that policies and minutes are posted in the logbook on the website within one week of meeting.
* **delegate** - represents the circle's voice in the next-higher or next-lower circle. Is an active member of each circle.

**2.1.3** Any circle can create or dismiss its own sub-circles.

* The parent circle must ensure that the sub-circle has a clear domain, aim, and membership.
* When the parent circle forms or dismisses a sub-circle, the secretary must inform the Governing Circle in writing.

**2.1.4** Circle Responsibilities

* Set annual aims that support INUUC’s annual Vision of Ministry.
  + - Set a mechanism to monitor aims.
    - Submit minutes to their central circle (Governing or Coordinating) and post in their logbook within one week of meeting.
    - Stay within its allocated budget.
    - Do not do anything that is illegal or jeopardizes INUUC.
    - Ensure all actions and expenditures support the mission of INUUC.
    - Submit an annual report for INUUC annual meeting.
    - Post minutes and policies on INUUC logbook in a timely manner.

**2.2 Consent**

All circles will make policy decisions by **Consent**. A policy decision will be made only after the issue is fully explored. Individuals will be separately polled for the reasons for or against a proposal. A decision is considered final when there are no “paramount objections.” “Good enough for now, safe enough to try”.

**2.3 Circles at INUUC**

There are two central circles: the Governing Circle and the Coordinating Circle.

* + 1. The Governing Circle is the legal authority for INUUC.

**2.3.1.1** Administrative circles report to the Governing Circle. These consist of the following Circles:

* Coordinating
* Finance
  + Fund Raising
  + Endowment
* Leadership Development
* (Personnel and Circle on Ministry in the future)
  + 1. The Coordinating Circle oversees the programs of INUUC.

**2.3.1.2** Program circles report to the Coordinating Circle and consist of the following Circles:

* + - * Membership
      * Communications
      * Family Ministry
      * Pastoral Care
      * Soul Weavers
      * Healthy Community
        + Small Group Ministry
      * UUA Connections
        + Chalice Lighters (also reports to Finance)
      * Social Justice
* Spokane Alliance
* LGBTQ+
* Special Collections (also reports to Soul Weavers)

1. **Guidance and Limitations**
   1. **Personnel Decisions**
      1. **Hiring Staff**

The Governing Circle will designate an ad hoc Search Circle for the hiring of Personnel, including the minister. The Governing Circle will have responsibility for the hiring, discharge and supervision of any Personnel.

**3.1.2 The Minister**

The minister will report directly to the Governing Circle.

* + 1. **New Positions**

New positions are normally created through the budget process. Temporary positions may be created provided they can be funded within established budgetary limits.

* + 1. **Employment at Will**

All paid staff are employees at will, unless the Governing Circle approves the terms of a contract that states otherwise.

* + 1. **Discipline and Termination**

Prior to discharging a paid staff member, the Chief of Staff must ensure that the decision complies with applicable laws, church policies, contracts and the personnel manual. The Chief of Staff must promptly notify the Governing Circle when an employee has been terminated.

* 1. **Care for Paid Staff**

INUUC intends to be a fair, ethical and attractive employer; to achieve high staff morale and productivity; and to protect members of the staff from all forms of injustice and abuse related to their employment.

* + 1. **Supervision and Evaluation**

Each employee will be assigned an immediate supervisor, who will provide an up-to-date job description and complete an annual process of goal-setting and performance review. Individual staff goals and performance reviews are confidential, to be shared only as necessary to support Church decision-making or as required by law.

* + 1. **Compensation and Benefits.**

As part of the annual budget process, the Governing Circle will appoint a Compensation Circle to review compensation and benefits for all paid staff and recommend adjustments for the coming year. In its report to the Governing Circle, the Compensation Circle much show evidence that it has:

* Surveyed compensation and benefits practices from the UUA.
* Taken into account the “Care for Paid Staff” goals (3.2 above) in relation to the Church’s financial capacity and strategic goals.
  + 1. **Personnel Manual**

The staff will maintain an up-to-date Personnel Manual that complies with all applicable legal requirements. The Personnel Manual must provide adequate policies to give practical effect to the following principles:

* + - 1. **Nondiscrimination.** The Church does not discriminate because of race, color, age, sex, marital status, sexual orientation, gender identity and expression, disability, national origin or ancestry, economic status, union membership, or political affiliation. Religious opinion and affiliation may be considered only to the extent that it may be a bona fide occupational requirement or may prevent an employee from being fully supportive of the Church’s mission and values.
      2. **Harassment.** The Church is committed to maintaining a work environment that is free of harassment. Harassment of any kind, including sexual harassment, is absolutely prohibited, and allegations of harassment must be reported and acted upon promptly.
      3. **Grievances.** The Church intends to protect the right of staff to raise concerns about working conditions without fear of retaliation. A staff member who alleges that the law or INUUC policies have been violated to his or her detriment may present his or her grievance to any Governing Circle member who must immediately acknowledge the complaint in writing and report it to the Governing Circle, which will undertake an investigation and response.
      4. **Whistleblower Protection**. The Church prohibits retaliation against employees or other persons who in good faith report:
      * A suspected violation of law, such as harassment, fraud or misappropriation of Church assets.
      * A suspected danger to public health or safety.
      * Suspected violations of these policies.
      * An employee who retaliates against anyone who has made such a report is subject to discipline up to and including termination of employment.
  1. **Care for Members, Volunteers, and Guests**

All staff and circle leaders must take all reasonable care to prevent harm to members, guests, volunteers, program participants and other people affected by the Church.

**3.3.1 Health and Safety**

The staff and circle leaders must ensure that all INUUC programs are safe for volunteers, participants and staff; that required licenses and inspections are kept up to date; and that hazards are corrected promptly.

**3.3.2 Destructive Behavior**

In order to sustain an atmosphere that is truly open to a wide variety of individuals, church members must firmly and promptly address behavior that threatens the physical or emotional safety of any adult or child or chills the free exchange of opinions and beliefs. When such behavior occurs, all members must take immediate action if required and report promptly to any Governing Circle member, recommending any further disciplinary action, which may include termination of Church employment or membership.

**3.3.3 Child Protection**

Because of the Church’s special responsibility for children and youth in its care, the staff must write and maintain clear procedures for the selection, training, and supervision of anyone who works with persons aged eighteen and younger.

**3.3.4. Emergency Planning**

The Governing Circle must create and maintain a written plan for responding to reasonably foreseeable emergencies, including accident, illness, fire, toxic conditions, weather problems, threatening communications, power outages and natural disasters.

**3.3.5. Harassment**

Employees, volunteers and agents of the Church are specifically prohibited from acts of harassment, including sexual harassment, against any member or participant in Church activities or any employee or applicant for employment.

* 1. **Care for Material Resources**

All staff and circle members must take reasonable care to prevent harm to INUUC’s financial assets, property, credit and tax exemptions and develop administrative practices and procedures designed to prevent such harm and must report promptly to the Governing Circle on any significant shortcomings in their implementation.

**3.4.1 Operating Budget**

The Finance Circle must prepare the annual operating budget and present it to the Governing Circle by the April Governing Circle meeting date.

**3.4.1.1.** Proposed budgets must be based on the Annual Vision of Ministry (1.2.1) and any strategic plan currently in effect. They must also include input from all the Circles.

**3.4.2 Spending Authority**

Each Circle is responsible for its own funds, but all expenditures must support the mission of INUUC and/or its current Annual Vision of Ministry. Each Circle must anticipate and prevent spending in excess of its allotment.

**3.4.3 Accounting and Financial Standards**

Church accounting and financial controls must conform to accepted best practices for churches of comparable size, including:

**3.4.3.1 Cash Management**. The Finance Circle must maintain written procedures to govern the handling of receipts, access to cash and bank balances, approval of expenditures, payment of invoices and other obligations, and management of invested funds.

**3.4.3.2. Separation of Functions.** The functions of record-keeping, bank reconciliation, and cash disbursements should be under the control of separate, unrelated persons. In addition, there should be a quarterly review of the bank statements by a Governing Circle member.

**3.4.3.3. Approval Authority.** Board Officers are authorized to approve cash disbursements. At least one authorized individual must approve all cash disbursements. Two unrelated authorized individuals must approve any disbursement of $1,000 or more that is not part of an existing contract or related to normal payroll expenses.

**3.4.3.4. Fund Accounting.** The Finance Circle must take care to distinguish donor-restricted, temporarily restricted, voluntarily restricted, and unrestricted funds.

**3.4.3.5. Reconciliation.** Church accounting reports must be reconciled with financial institution statements as often as those statements are issued, and copies of such reconciliations must be reviewed by the entire Finance Circle.

**3.4.4. Asset Protection**

The Governing Circle must take all reasonable care to ensure that INUUC assets are protected from loss or theft, including:

**3.4.4.1.** Adequate **insurance** to protect against property losses, liability for injuries to others, corporate liability, personal liability of Governing Circle members and staff, and honesty bonds for all personnel with access to material amounts of funds.

**3.4.4.2**. Maintenance of INUUC property and equipment to keep it in working order, subject to reasonable wear and tear.

**3.4.4.3.** Reasonable steps **to protect INUUC’s intangible property**, including intellectual property, electronic data, and paper files from significant damage or loss.

**3.4.5. Document Retention**

The staff must maintain written procedures to govern the backup, retention and destruction of INUUC’s documents, giving definite retention periods for classes of financial, business, pastoral, personnel and corporate records in both paper and electronic forms.

1. **Oversight**

**4.1 Mission Focus**

The Governing Circle’s duty of care requires it to ensure that INUUC’s human and material resources are used for the benefit of its mission. The Governing Circle fulfills this duty in two ways: by monitoring regular reports provided by the Circles and by scheduled evaluation of INUUC’s progress toward achieving the goals established in the Annual Vision of Ministry.

* 1. **Monitoring**
* All Circle Leaders will provide semiannual (January and May) written reports to their General (Governing or Coordinating) Circle which focus on progress of priorities, as set by the Governing Circle through the Annual Vision of Ministry, and on compliance with Governing Circle policy.
* All Circles will submit regular minutes and circle data to their log book in a timely manner (as soon as they have been approved)
* All Circles will provide a submission to the Annual Report which will be one of the required semiannual reports.
  1. **Evaluation**

All Circles will engage in a continual process of evaluation.

**4.3.1** Each Circle aim should have a measurement tool.

**4.3.2** Finance Circle will perform an annual financial review.

**4.3.3** At least every three years, the Governing Circle will engage a qualified professional to conduct an audit or review of INUUC’s financial records and report in writing to the Governing Circle. In alternate years, the Governing Circle will appoint an ad hoc circle to perform an informal review of some aspect of INUUC’s financial records.

**4.3.4** The purposes to be accomplished through evaluation are to foster excellence in ministry work by ensuring that all staff and church leaders:

* Practice open communication and regular feedback.
* Follow the Church covenant and mission.
* Maintain effective working relationships with one another.
* Focus on achieving goals as approved by the Governing Circle.

*Adapted from: Governance and Ministry by Dan Hotchkiss. 2016*

*Note: These policies are written when INUUC has no paid staff. They must be updated to include staff, (including minister), when appropriate. Refer to Hotchkiss, 2016 appendix, for language and topics to consider.*