

Preface to September 27, 2008 revision

These revisions reduce the size of the original Board Governance Policies. Current Policy Governance thinking suggests that policies should be as tight and as terse as possible, while including all that is necessary to enable boards to govern well. The revisions make the assumption that members of the Mass Bay District board want the district to perform well, and will behave in a way that makes that likely.

To those ends, the original Board Governance Policies were reviewed and revised to include that which is necessary to provide direction and context, removing negative and restrictive material. Major changes include:

1. Careful editing to better convey meaning in a positive way. For example, the proposed change states, in section 1.1 (Governing Style): "The Board will govern with an emphasis on outward vision..." while the original document continues that phrase with "rather than internal preoccupation."
2. Removal of grievance procedure, leaving only a reference in the description of the role of the Vice President that s/he will handle complaints
3. Use of parallel structure – that is, in any list, use of the same part of speech to begin the list, e.g., in the original document, section 1.1, items 1.1.1 through 1.1.4 each begin with a verb (cultivate, direct, expect, orient), but section 1.1.5 through 1.1.11 did not.
4. Removal of Board Meeting schedule for the Transition Year 2005-2006.
5. Streamlining the Board Member's Code of Conduct and Board Committee Principles
6. Specifying as first requirement of Cost of Governance (section 1.9) that the Board provide the District Executive with an estimated Cost of Governance (not leaving that buried).

1.0 GLOBAL GOVERNANCE COMMITMENT:

The Board, on behalf of the Massachusetts Bay District member congregations, commits to govern itself such that the District:

- (a) achieves appropriate results for appropriate entities at an appropriate cost,
- (b) avoids unacceptable actions and situations and,
- (c) assists the UUA in formulating and implementing its policies.

1.1 Governing Style

The Board will govern with an emphasis on outward vision, encouragement of diversity in viewpoints, strategic leadership, and collective decision making, while maintaining a clear distinction between Board and District Executive roles, and viewing all actions consistent with the Unitarian Universalist Principles. The Board will:

1.1.1 Cultivate a sense of group responsibility. The Board will be responsible for excellence in governing, will be the initiator of policy, will use the expertise of individual members to enhance the ability of the Board as a body rather than to substitute individual judgments for the Board's values. The Board will allow no officer, individual, or committee of the Board to hinder or be an excuse for not fulfilling Board commitments.

1.1.2 Direct, control, and inspire the organization through the careful establishment of broad written policies reflecting the Board's values and perspectives. The Board's major policy focus will be on the intended long-term effects rather than on the administrative or programmatic means of attaining those effects.

1.1.3 Enforce on itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for and participation in meetings, policy-making and UU principles, respect for roles, speaking with one voice, ensuring continuity of governance capability. The Board will allow no officer, individual, or committee of the Board to be an excuse for not fulfilling its commitments.

1.1.4 Orient new members by:

(a) Comprehensively communicating the values of the organization, including: commitment to growth; lifespan inclusion in services and programs; and the journey to becoming an anti-racist, anti-oppressive, and multi-cultural organization.

(b) Educating them about the governance process and all existing Board policies prior to their first regular Board meeting.

(c) Sending them to Policy Governance training soon after their election to the Board.

1.1.5 Monitor and discuss the board's process and performance at each meeting. Self-monitoring will include comparison of Board activity and discipline to policies in the Governance Process and Board- DE Linkage categories.

1.1.6 Review recommendations brought to the Board by the District Executive for compliance with appropriate Executive Limitations Policies, for their adequacy as a test for ethics, prudence, and compliance with other governing documents. The Board may approve any action that falls within the Limitation Policies.

1.1.7 Have three types of Board sessions:

a) Open sessions: Board members, the DE, and non-Board members may be in attendance.

b) Closed sessions: Board members, the DE, and those invited may be in attendance. Reporting of these sessions will include only actions taken.

c) Executive sessions: Board members and those invited may be in attendance. There shall be no reporting of these sessions and no actions will be taken during them.

1.1.8 Have three officers: President, Vice President, and Secretary.

1.1.9 Speak with one voice or not at all.

1.2 Board Work Description

The work of the Board is to represent the member congregations in determining and assuring appropriate organizational performance. The Board will concentrate its efforts on:

1.2.1 The linkage between the Massachusetts Bay District and its member congregations

1.2.2 The written governing policies that address each category of organizational decision.

1.2.2.1 Ends Policies: The expected products of the district: impacts, benefits, outcomes, What good will the Mass Bay District do, for whom, and at what cost or priority.

1.2.2.2 District Executive Limitations Policies: The constraints on executive authority which establish the prudence and ethics boundaries within which all executive activity and decisions must take place.

1.2.2.3 Governance Process Policies: The specification of how the Board conceives, carries out, and monitors its own tasks.

1.2.2.4 Board-District Executive Linkage Policies: How power is delegated and its use monitored.

1.2.3 The monitoring of District Executive performance, measured against Ends and DE Limitations policies.

1.2.4 The oversight of specified assets.

1.2.4.1 The approval of the use of unrestricted reserves.

1.2.4.2 The approval of the creation, designated purposes, and dissolution of restricted reserves.

1.2.4.3 The approval of non-routine expenditures of over \$5000.

1.3 Accomplishment of Board Job & Task Schedule

The Board will accomplish its job by meeting according to a known schedule.

1.3.2 Routine Board Meeting Schedule

Late September	Gather and review input from member congregations, as needed. Review Board Governance Policies. Monitor compliance with Ends, Board-DE Linkage, and DE Limitations Policies
Meeting #2	Gather and review input from member congregations, as needed. Review Board-DE Linkage Policies. Monitor compliance with Ends, Board-DE Linkage, and DE Limitations Policies
Meeting #3	Gather and review input from member congregations as needed. Review DE Limitations Policies. Monitor compliance with Ends, Board-DE Linkage, and DE Limitations Policies
Mid-April	Massachusetts Bay District Annual Meeting
May	Orient New Board Members (President, VP, Secretary and new members only)
June	Gather and review input from member congregations, as needed. Review Ends Policies. Plan priorities, agenda, and set schedule for coming year

Board Role Descriptions

1.4 President's Role

The President of the Board is charged to make decisions on issues of Governance Process and Board-District Executive Linkage within Board Policies. The President occasionally represents the Board to outside parties.

1.4.1 The President insures that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.

1.4.1.1 Meeting discussion content will be on issues that belong to the Board.

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

1.4.2 The authority of the President consists in making decisions that fall within topics covered by Board policies on Governance Process and Board-DE Linkage, except in the employment or termination of the DE and where the Board specifically delegates portions of this authority to others. The President is authorized to use any reasonable interpretation of the provisions in these policies.

1.4.2.1 The President is empowered to chair Board meetings and the District Annual Meeting with all the commonly accepted power of that position.

1.4.2.2 The President has no authority to make decisions about policies created by the Board within Ends and DE Limitations policy areas. Hence, the President has no authority to supervise or direct the District Executive.

1.4.2.3 The President may represent the Board to outside parties in announcing Board-stated positions and in stating the President's decisions and interpretations within the area delegated to her or him.

1.4.2.4 The President may delegate this authority but remains accountable for its use.

1.5 The Vice President's Role

1.5.1 In the absence of the President, responsibilities of the Vice President shall be to preside at meetings of the Board, at other District Meetings and to attend meetings of the District Presidents' Association, and assume such duties and responsibilities as are normally accorded this position.

1.5.2 The Vice President shall serve as Chief Governance Officer and will handle complaints from board members, staff, and members of the district regarding the Board's functioning or other Board members according to Board policy.

1.6 The Secretary's Role

1.6.1 The Secretary shall be responsible for assuring the integrity of the District documents, shall be responsible for the official correspondence of the Board, and shall maintain a record of actions by the Board, and be responsible for giving notice of meetings and of District Annual Meeting.

1.7 Board Members' Code of Conduct

The Board commits itself and its members to ethical, professional, and lawful conduct; consistent with the UUA's principles; including timely performance, proper use of authority and appropriate decorum when acting as Board members. Responsibility for Board Discipline rests with the entire Board.

1.8 Board Committee Principles

1.8.1 Board committees will be assigned to inform and advise the Board in the performance of its work, and never to interfere with the delegation from Board to District Executive.

1.9 Cost of Governance

Each year the Board will provide the District Executive with an estimated cost of governance. The Board will invest resources in its governance capacity, including training and orientation for new members, and updating and expanding the skills and knowledge of current members. This includes attendance at conferences and workshops, audit and other third party monitoring of organizational performance, surveys and outreach to member congregations. Board members may be reimbursed for amounts they spend that enable them to attend meetings, including mileage, public transportation fares, parking fees and tolls, and other out-of-pocket expenses with receipts.

The President will be reimbursed for attendance at the UUA General Assembly and Districts Presidents Association meetings.