

Canadian Unitarian Council

Board Policy Manual

Work-in-Progress. Last Updated: October 12, 2011

OUTLINE CONTENTS:

Section 1: Ends

Section 2: Governance Process

Section 3: Board-Executive Director Relationship

Section 4: Executive Director Limitations

Section 5: Appendix I - Listing of changes

IMPORTANT NOTES

1. This manual belongs to the Board of Directors of the Canadian Unitarian Council (CUC).
2. The policies contained in this manual shall be operated in accordance with: a) all relevant legislation, and b) By-Law I of the CUC. Should any conflict arise between the policies in this manual and requirements arising from the aforementioned, those requirements will take precedence.
3. Subject only to the above, this document is a comprehensive statement of the Board's values. Any other documentation approved by the Board prior to the adoption of this manual will remain in existence only at the option of the Executive Director or other Board officers in accordance with the authority granted to them in this Manual.
4. Any policy in this Manual may be added to, amended or deleted, as agreed by the Board at any time.
5. No policy should be read in isolation from the document as a whole.
6. The policies in this Manual express the Board's governing intent rather than its legal obligations.
7. All further CUC policies, procedures and activities under Ends or Executive Limitations may be created by the Executive Director or his/her delegates. Matters that fall outside these policies are automatically matters for the Board.
8. Many of these policies have been adapted from templates originally developed by John and Miriam Carver. Used with permission.
9. Unless indicated otherwise: Approved by the CUC Board on October 12, 2011.
10. See the listing of changes in Appendix I

TABLE OF CONTENTS

1.	ENDS	1-1
1.1.	Resources for Religious Exploration & Spiritual Growth	1-1
1.2.	Resources for Community Responsibility	1-1
1.2.1	Resources for Health & Safety	1-1
1.2.2	Resources for Social Responsibility.....	1-1
1.3.	Resources for Community Sustainability	1-1
1.3.1	Resources to Nurture Leadership.....	1-1
1.3.2	Resources for Economic Sustainability	1-1
1.3.3	Resources for Social Sustainability.....	1-2
1.3.4	Resources for Multi-Generational Appeal & Relevant Life-stage Ministries.....	1-2
1.3.5	Resources for Legal Compliance	1-2
1.3.6	Resources for Health & Safety	1-2
1.4.	Interdependent Religious Communities	1-2
1.5.	Working Together	1-2
1.6.	Cost	1-2
2.	GOVERNANCE PROCESS	2-1
2.2.	Board Accountability	2-3
2.2.1	Board Members' Actions	2-3
2.3.	Relationships with our Legal Owners	2-4
2.4.	Relationships with Our Moral Owners	2-4
2.4.1	Covenantal Relationships.....	2-4
2.5.	Engaging with UU Communities	2-4
2.5.1	Members' Agreements & Resolutions	2-4
2.5.2	Annual Meetings	2-5
2.5.3	Board Members' Interaction with Congregational Leaders.....	2-5
2.5.4	Executive Director Consultations	2-6
2.6.	Board Roles	2-6
2.6.1	President	2-6
2.6.2	Vice President.....	2-7
2.6.3	Secretary.....	2-7
2.6.4	Treasurer.....	2-8
2.6.5	Past President.....	2-9
2.6.6	Social Responsibility Liaison.....	2-9
2.7.	Individual Board Member Behaviour	2-11
2.7.1	Board of Trustees Oath	2-11
2.7.2	Confidentiality.....	2-11
2.7.3	E-mail Use.....	2-12
2.8.	Board Meetings	2-12
2.8.1	Annual Calendar	2-12
2.8.2	Types of Board Meetings	2-12

2.8.3	Observers to Board Meetings	2-14
2.8.4	Agenda Development	2-15
2.8.5	Meeting Deliberation.....	2-16
2.8.6	Meeting Records.....	2-16
2.9.	Committees of the Board	2-16
2.9.1	Committee Principles.....	2-16
2.9.2	Standing as a Board Committee	2-16
2.9.3	Governing Purpose	2-16
2.9.4	Representation of the Board	2-16
2.9.5	Authority over Executive Director	2-17
2.9.6	Limits of this Policy	2-17
2.9.7	Executive Committee	2-17
2.9.8	Executive Director Contract Committee (“EDCC”).....	2-17
2.9.9	CUC/UUA Joint Committee.....	2-18
2.9.10	Capital Fundraising.....	2-18
2.9.11	Investment Committee.....	2-18
2.9.12	Finance Committee	2-19
2.9.13	Providing an assessment of the Executive Director’s proposed Monitoring Schedules for new or amended policies;.....	2-19
2.10.	Financial Management	2-19
2.10.1	Capital Asset Management.....	2-19
2.10.2	Specific Funds.....	2-21
2.11.	Cost of Governance	2-21
2.11.1	Board Skills, Methods & Support.....	2-21
2.11.2	Board Member Expenses	2-22
2.11.3	Annual Board Budget.....	2-23
3.	BOARD-EXECUTIVE DIRECTOR RELATIONSHIP.....	3-1
3.1.	Executive Director Accountability	3-1
3.1.1	Board Does Not Instruct Staff & Volunteers	3-1
3.1.2	Board Does Not Evaluate Staff & Volunteers	3-1
3.1.3	Board Evaluation of Executive Director	3-1
3.1.4	Board Readiness in Event of Loss of Executive Director	3-1
3.2.	Instructions & Requests to the Executive Director.....	3-1
3.2.1	Unity of Control.....	3-1
3.2.2	Board Members’ Handling of Concerns.....	3-2
3.3.	Monitoring Executive Director Performance	3-4
3.3.1	Requests for Information or Assistance	3-4
3.3.2	Purpose of Monitoring	3-4
3.3.3	Acquisition of Monitoring Data.....	3-5
3.3.4	Compliance Standard.....	3-5
3.3.5	Monitoring Schedule.....	3-5
3.3.6	Annual Executive Director Evaluation	3-5
4.	EXECUTIVE DIRECTOR LIMITATIONS.....	4-1

4.1. Prudent Decision-Making	41
4.2. Treatment of Members	41
4.2.1 Committee on Credentials.....	41
4.2.2 Consideration of Members' Views.....	41
4.2.3 Accessibility & Safety of CUC Venues.....	41
4.2.4 Prevention of Abuse.....	41
4.2.5 Diversity.....	41
4.2.6 Responsiveness.....	42
4.3. Treatment of Staff & Volunteers	42
4.3.1 Personnel Rules.....	42
4.3.2 Unitarian Affiliation.....	42
4.3.3 Job Descriptions & Reviews.....	42
4.3.4 Insurance.....	42
4.3.5 Salary Increases.....	42
4.3.6 Freedom to Dissent.....	42
4.3.7 Access to Board.....	43
4.3.8 Employee Awareness of this Policy.....	43
4.4. Financial Health	43
4.4.1 Planning Timeframe.....	43
4.4.2 Budgeting.....	43
4.4.3 Actual vs. Budgeted Net Income.....	43
4.4.4 Expenditure Limit.....	43
4.4.5 Cash Flow.....	44
4.4.6 Asset Management.....	44
4.4.7 Debt Management.....	44
4.4.8 Special Purpose Endowments & Trusts and Designated Disbursement Funds.....	45
4.4.9 Financial Controls.....	45
4.4.10 Claims of Liability.....	45
4.4.11 Government Payments & Filings.....	45
4.4.12 Records & Archives.....	45
4.5. Human Resources	45
4.5.1 Hiring.....	46
4.5.2 Compensation & Benefits.....	46
4.5.3 Staff Exit Interviews.....	46
4.6. Communications	46
4.6.1 Communications Protocol.....	46
4.6.2 Authority to Speak.....	46
4.7. Head Office Location	47
4.8. Support to the Board	47
4.8.1 Information on Trends and Changes.....	47
4.8.2 Anticipated or Actual Policy Non-Compliance.....	47
4.8.3 Board Behaviour.....	47
4.8.4 Information for Board Deliberations.....	47
4.8.5 Field Information.....	47

4.8.6	Logistical & Administrative Support	4-7
4.8.7	Dealing with the Whole Board	4-7
4.9.	Executive Succession.....	4-8
5.	Appendix I – Listing of changes.....	5-8

1. ENDS

“Ends” describe the outcomes that the CUC exists to create. i.e.: what benefits the CUC exists to create, for whom and with what cost-efficiency. Thus, Ends describe what the CUC is *for* rather than what it does. Ends are created by the CUC’s ownership and articulated by the Board in order to provide direction to the operational organization in a form that enables the board to hold the Executive Director accountable for their attainment.

GLOBAL ENDS COMMITMENT

The Canadian Unitarian Council (CUC) is a democratic body that exists so that current and emerging Unitarian, Universalist, Unitarian Universalist and Universalist Unitarian (UU) religious communities (“Canadian UU Communities”) have the resources and recognition they need in order to thrive spiritually, socially and economically. This includes:

1.1. RESOURCES FOR RELIGIOUS EXPLORATION & SPIRITUAL GROWTH

Canadian UU communities are equipped for religious exploration and spiritual growth.

1.2. RESOURCES FOR COMMUNITY RESPONSIBILITY

Canadian UU communities are equipped to act responsibly.

1.2.1 Resources for Health & Safety

Canadian UU communities are equipped for building and sustaining the health and safety of all their members.

1.2.2 Resources for Social Responsibility

Canadian UU communities are equipped to benefit the wider communities in which they operate.

1.3. RESOURCES FOR COMMUNITY SUSTAINABILITY

Canadian UU communities are equipped to be socially and economically sustainable, including the areas of leadership, multi-generational appeal, relevant life-stage ministries,

1.3.1 Resources to Nurture Leadership

Canadian UU Communities are equipped to nurture leadership within their communities.

1.3.2 Resources for Economic Sustainability

Canadian UU communities are equipped to attain and maintain financial health.

1.3.3 Resources for Social Sustainability

Canadian UU communities are equipped to be socially sustainable.

1.3.4 Resources for Multi-Generational Appeal & Relevant Life-stage Ministries

Canadian UU communities are equipped to attract and sustain multi-generational participation, and nurture relevant life-stage ministries.

1.3.5 Resources for Legal Compliance

Canadian UU communities are equipped to operate according to appropriate legal standards.

1.3.6 Resources for Health & Safety

Canadian UU communities are equipped for building and sustaining the health and safety of all their members.

1.4. INTERDEPENDENT RELIGIOUS COMMUNITIES

Canadian UU communities form interdependent webs of religious communities.

1.5. WORKING TOGETHER

Canadian UU communities undertake collective leadership on the Canadian and international stage so that the voice of the Canadian UU movement is heard.

1.6. COST

All of the above to be achieved in a cost-effective manner.

2. GOVERNANCE PROCESS

GLOBAL GOVERNANCE COMMITMENT

On behalf of the CUC (member congregations and individual members, who together form the CUC's legal owners), the Board will seek to further the overall vision and principles created by its members in everything it says and does.

The Board shall ensure that the CUC achieves appropriate results for our legal and moral owners with appropriate cost-efficiency in accordance with the bylaws, the CUC's Statement of Principles and other agreements and resolutions of the CUC's members and all relevant legislation.

2.1. GOVERNING STYLE

The Board will approach its task with a style which emphasizes outward vision rather than an internal focus; encouragement of diversity in viewpoints; strategic leadership more than administrative detail; clear distinction of Board, staff, and volunteer/committee roles; planning for the future, and pro-activity rather than reactivity.

2.1.1 Ends Context

The Board will focus chiefly on intended long-term impacts ("Ends"), rather than the programmatic means of attaining those Ends.

2.1.2 Policy Control

The Board will direct, control and inspire the organization through policies that reflect the organization's broadest values and perspectives.

2.1.2.1 Written Governing Policies

Written governing policies that, at the broadest level address Ends, Governance Processes, Executive Director Limitations and Board-Executive Director Relationship.

- i. **Ends:** Definition of organizational impacts, benefits and outcomes and their cost;
- ii. **Governance Processes:** Specification of how the Board conceives, carries out and monitors its own task;
- iii. **Executive Director Limitations:** Constraints on the performance of the Executive Director;
- iv. **Board-Executive Director Relationship:** How power is delegated and its proper use monitored.

2.1.2.2 Subsidiarity of Board Policy

The Board recognizes that its policies must at all times fall into a reasonable interpretation of CUC By-Law I and all other member agreements and resolutions passed by members at duly constituted CUC Annual Meetings.

2.1.3 Board Development

The Board will encourage within itself and among its members the consistent behaviour needed to govern with excellence using the Policy Governance® system[†].

2.1.3.1 Nominating Committee

2.1.3.1.1 Familiarity with Carver Governance Model

The Board will work with the Nominating Committee to ensure that the Nominating Committee is familiar with the Carver model of policy governance to the level that the Nominating Committee can identify potential board members able to work on a Carver-based board and can share the essential elements of the Carver model with nominees.

2.1.3.1.2 Board Member Information Package

The Board will furnish the Nominating Committee and prospective Board nominees with information regarding the responsibilities and demands of serving on the national board.

2.1.3.1.3 Succession Planning

The Board will work with the Nominating Committee in Board succession planning to ensure that the requisite complementary skillset of a complete and effective board are maintained from year-to-year.

2.1.3.2 On-Going Board Development

The Board will also ensure the continuance of its governance capability through retraining and continuing education.

[†] Policy Governance® is the registered service mark of John Carver. Used with permission. The ® after Policy Governance is a symbol used to protect the integrity of the principles and practices that make up the Policy Governance model. Its use does not imply any financial obligation to the service mark owner. The authoritative website for the Policy Governance model can be found at www.carvergovernance.com.

2.1.3.3 Board Evaluation

The Board will monitor and regularly discuss the Board's own processes and performance in comparison with its policies on Governance Process and Board-Executive Director Relationship.

2.1.3.4 Board Member Self-Reflection

The Board shall encourage Board members to undertake a self-reflection exercise regarding their participation on the Board at least annually.

2.1.3.5 Board Exit Interviews

The Board shall ensure that exit interviews are conducted with each departing Board member. The Board will request that the Nominating Committee offers each departing Board member the opportunity to receive an exit interview. Unless requested otherwise by the interviewee, the results of the exit interview will be shared with the Board Members (excluding Observers). The recipients will review the results of the exit interviews for the purposes of growth and development.

2.2. BOARD ACCOUNTABILITY

The Board is accountable to the CUC (its voting members) as legal owners of the CUC for governing the operational organization of the CUC in its collective best interest.

2.2.1 Board Members' Actions

The Board shall decide upon an annual calendar each year. This calendar shall include:

- i. The Board's plans for linking with its legal and moral owners;
- ii. The Board's plans for policy development and review including, particularly an annual Ends review;
- iii. The Board's schedule for monitoring the Executive Director's compliance with its Ends and Executive Limitations policies and annual Executive Director evaluation;
- iv. The Board's plans for monitoring its own compliance with its Governance Process and Board-Executive Director Relationship policies (with regard to the behavior of the Board as a whole, individual Board members, Board officers, and Board committees);
- v. The Board's plans for its own education including orientation of its new members.

2.3. RELATIONSHIPS WITH OUR LEGAL OWNERS

The relationship of the Board to the members in their capacity as Legal Owners shall be as specified in the by-laws.

2.4. RELATIONSHIPS WITH OUR MORAL OWNERS

In addition to its legal owners (member congregations and Individual Members), the moral owners include UU youth; young adults; ministers; religious educators; Lay Chaplains; and social responsibility groups.

2.4.1 Covenantal Relationships

The CUC Board may enter into formal covenantal relationships with communities of moral owners other than member congregations in order to articulate the nature of our shared aspirations and to define the terms of reference of our respective obligations.

2.5. ENGAGING WITH UU COMMUNITIES

The Board is committed to engaging with its legal and moral owners.

[AS A RESULT OF THE CURRENT REVIEW OF THE RESOLUTIONS PROCESS AND ACTIVE DEMOCRACY PROJECT WE WILL ADD DETAILS OF THE COMPREHENSIVE PROCESS WHEREBY WE WILL ENGAGE WITH OUR MEMBERS AND OTHER COMMUNITIES IN AN ON-GOING COLLABORATIVE PROCESS.]

2.5.1 Members' Agreements & Resolutions

The Board recognizes that its members directly govern themselves through their agreements in By-Law Number One and their policy resolutions at the Annual Meeting.

2.5.1.1 Impact of Member Agreements & Resolutions

Members' bylaw agreements and resolutions are made at Annual Meetings or Special Meetings of the members called in accordance with CUC By-Law I. As such, inasmuch as these agreements and resolutions impact the work of CUC staff (rather than the work of Member societies), they are mandates to the Board. The Board will therefore make every effort to ensure that members are aware of the impact of any potential agreement or resolution from the Board's perspective. (Any resolutions or agreements arising from the Annual Conference which is run by the Executive Director shall be treated as advisory rather than mandatory as far as the work of CUC staff.)

2.5.1.2 Protocol for Member Agreements & Resolutions

The following protocol for proposing agreements and resolutions for the agenda of the Annual Meeting applies.

Member proposals (which in the case of Social Responsibility proposals may take the form of either General or Special Resolutions as defined in the Social Responsibility Handbook 2008) must be received by the President of the Board at least 60 days in advance allowing time for the gathering of sufficient information needed to comply with By-Law I, Section 4 a).

The President shall immediately circulate the proposal to the Board and the Executive Director and invite their comments regarding the likely impact of the proposal upon the resources of CUC.

The President shall inform the proposer of the information received.

The Annual Meeting shall be apprised of the Board and Executive Director's comments in whatever form the Board chooses.

2.5.2 Annual Meetings

2.5.2.1 Annual Meeting Agenda

While the Board always maintains the ability to amend the agenda of the Annual Meeting as it sees fit, the usual protocol and priority for inclusion of agenda items shall be:

1. Business items including items arising from Board initiatives, e.g. task forces, etc.;
2. Executive Director report and such staff reports as the ED recommends;
3. Brief announcements related to ACM activities;
4. Items of interest that may include statements, announcements, and fundraising plans, subject to the following conditions:
 - i. Items must be of national interest; and
 - ii. Requests for inclusion must be received by the Board at least one week before the ACM and approved by the Board.

2.5.3 Board Members' Interaction with Congregational Leaders

Individual Board members are expected to keep in contact with presidents of congregations and ministers in their respective regions. Contact is made before and after each Board meeting to invite input regarding Ends development and

other policy. Board members also send out news from Board meetings to their presidents, ministers and newsletter editors. Occasionally, Board members may expect to speak at Sunday services, do presentations, or meet with congregations in their regions to address specific issues or areas of concern related to the Board's work.

2.5.4 Executive Director Consultations

The Board recognizes that the Executive Director is also likely to consult with the CUC's legal and moral owners in the course of developing and implementing his or her strategy for Ends fulfillment and compliance with Executive Limitations. The Board welcomes such consultation for the purpose of gathering the input of the CUC's owners as consumers of the CUC's services. However, **the Board will strive not to confuse input designed to help the Executive Director do his or her operational job with input designed to help the Board do its governing job.**

2.6. BOARD ROLES

The roles of the Officers required by Article VI, Section 1 a) of CUC's By-Law I shall be designed to support the Board in fulfilling its duties.

2.6.1 President

The President, as chairperson of the Board, is in the service of the Board. As such, s/he is bound by the Board's wishes and by the limits of the Board's authority. The President is accountable for the integrity of the Board's process and, secondarily, occasionally represents the Board to outside parties.

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

2.6.1.1 Extent of Authority

The authority of the President consists of making decisions which fall within and are consistent with any reasonable interpretation of Board policies on Governance Process and Board-Executive Director Relationship, except where the Board delegates portions of this authority to others.

2.6.1.1.1 Delegation of Authority

The President may delegate any part of his or her authority to others but remains accountable for its use.

2.6.1.1.2 Authority over Executive Director

The President has no authority to make decisions about policies created by the Board within the policy areas covered by Ends and Executive Director Limitations.

Therefore, s/he has no authority to supervise or direct the Executive Director, other than via the outlined in section 3.2.2 Board Members' Handling of Concerns.

2.6.1.1.3 Authority to Speak for the Board

The President may represent the Board to outside parties in announcing Board-stated positions and in stating decisions and interpretations within the area delegated to him or her. The President is the only elected Board member authorized to speak officially for the Board to outside parties beyond the membership and to interpret Board decisions to members, other than in specifically authorized instances.

2.6.1.2 General Duties

- i. Be prepared to handle media interviews and to issue press statements.
- ii. Sit on the Executive Director Contract Committee ex-officio.

2.6.2 Vice President

The Vice President to the Board shall be responsible for the support of the President as set out in By-Law #1, Article VI, Section 2 b).

2.6.3 Secretary

The Secretary to the Board shall be responsible for the integrity of the Board's documents as set out in By-Laws, Article VI, Section 2 c) and the following Board policies:

2.6.3.1 Custody & Upkeep of Documents

The Secretary shall ensure the safe-keeping and updating of all Board and Council documents, including By-Law I, member resolutions, policies, Board and Council meeting records and all documents pertaining to the Executive Director's employment.

2.6.3.2 Prior to Annual Meetings

The Secretary shall prepare the Call to Meeting and ensure that this is sent to the CUC office for mailing to the Membership well in advance of the date of the Annual Meeting, so that it is received by the congregations and members at least 21 days in advance of the date of the Annual Meeting.

2.6.4 Treasurer

The Treasurer shall be responsible for the care and custody of all CUC funds and securities as set out in By-Law I, Article VI, Section 2 d) and the following Board policies:

2.6.4.1 Financial Signing Authority

The Treasurer shall be a signing authority on behalf of the Board when required for financial matters.

2.6.4.2 Policy Education & Advice

The Treasurer shall assist the Board in the development of its policies regarding financial management.

2.6.4.3 Monitoring Report Assessment

The Treasurer shall assist the Board in assessing the adequacy of monitoring reports on the above policies.

2.6.4.4 Capital Funds Management

2.6.4.4.1 Chair of Investment Committee

The Treasurer shall be the Chair of CUC's Investment Committee.

2.6.4.4.2 Investment Decisions

The Treasurer shall have authority to make decisions regarding the investment of CUC capital funds between meetings of the Board as set out in the Board's investment policies.

2.6.4.5 Annual Meeting Proceedings

The Treasurer, on behalf of the Board, shall present and explain to the Annual Meeting:

- i. The Board's investment policy decisions and the performance of the investment portfolio over the preceding year;
- ii. CUC's Audited Financial Statements for the preceding year.;
- iii. The current year's budget and significant variances; and
- iv. The subsequent year's budget.

The Treasurer shall also call the motion to appoint the Auditor.

2.6.5 Past President

As specified in By-Law Number One, Article V, Section 3 b) i), the immediate past President of the Board shall be ex officio a member of the Board without vote for the year next following the term of office as president, unless otherwise a member of the Board.

The Past President shall act as a consultant to the President and to the Board, and may, at the discretion of the President, be invited to attend in-camera or other confidential meetings of the Board. The Past President may also, by mutual agreement, undertake projects and other aspects of Board business as established by the President and the Board from time to time.

2.6.6 Social Responsibility Liaison

[TO BE REVIEWED AS PART OF ACTIVE DEMOCRACY PROJECT]

The Social Responsibility (SR) liaison is the link between the CUC's Social Responsibility Monitoring Groups and the Board.

2.6.6.1 General Responsibilities

- i. Liaise with the Chairs of Monitoring Groups (MGs) regarding current issues or problems, and have a good understanding of the topics being discussed by reading the e-mails on the MG chat groups. Offer support and coordination along with the ED by maintaining regular contact (several times a year) with each SR Chair to ensure they have the material they need and to assist them in understanding the SR process/resolutions/ protocol. When assuming the SR liaison role, make a phone call to each chair as introduction.
- ii. Chair or co-chair with the ED 3 times a year the Monitoring Groups Chairs' teleconferences regarding current and common issues. This group often acts as an Advisory group.
- iii. Inform Board members, Chairs and others about the CUC SR Handbook and Finding Common Voice, a congregational guide. This involves a knowledge and understanding of the 2006 SR Task Force Report (Please refer to www.cuc.ca/sr.)
- iv. Review any letter the MG chairs want the CUC President to send out, in conjunction with the MG chairs. Polish the English and check for facts, clarity and content. Give guidelines if necessary re. referring to Principles, past resolutions and ethical questions. When in final draft form, forward to the President, who will do additional editing. When the President has signed off, together with the

Administrative Coordinator, ensure that the letter reaches the appropriate parties

- v. Liaise with the Canadian Unitarians for Social Justice regarding common goals and initiatives. Share common concerns and mediate when necessary.
- vi. Present the names of Chairs of MGs for official appointment by the Board.
- vii. Assist the ED in finding Chairs if the need arises, and ensure that there is a chair for each Monitoring and Study Resolution group
- viii. Be proactive in promoting SR issues at the ACM, Regional networking sessions, and elsewhere as appropriate. Assist in finding organizers to promote the implementation of the most recent resolution/s and discussion of study resolutions
- ix. Sit on the various SR e-mail lists and respond to enquiries (or forward to appropriate person) about the CUC process and/or resolutions and/or protocol
- x. Ensure that at least one SR MG chair who lives in the region is on each of the 4 regional social responsibility email discussion groups in order to encourage discussion on regional issues and events.
- xi. Clarify, when necessary, the relationship between CUSJ (as an associate member of the CUC) and the CUC, and how the two organizations work together but are separate entities.

2.6.6.2 Annual Conference & Meeting

- i. Report annually to the ACM re the work of the MGs, by obtaining an annual report from each monitoring group and study resolution group. Issue reminders in February (deadline for submission of reports is early April.)
- ii. Prior to the ACM, request information from SR groups regarding any persons or group deserving special recognition at the ACM

2.6.6.3 Social Responsibility Resolutions Process

- i. Be thoroughly familiar with the social responsibility resolution process. Be aware of any discrepancies or shortcomings in the process, and works with the MG chairs and other relevant parties to address this

- ii. Bring to the attention of the Board any recommendations on SR policy issues such as the CUC SR resolution process
- iii. Be responsible for ensuring that social responsibility information on the CUC's website is current. This includes, but is not limited to, immediately after each ACM, and on-going as necessary:
 - having old information removed, or put into a clearly marked section, e.g. archives;
 - having the most up-to-date, approved version of the resolutions process in a prominent spot;
 - making sure that status of drafts, reports and recommendations are clearly indicated, e.g. recommendations from the SR task force that have been approved by delegates need to have the date of approval on it, with an "approved" notation on the first page;
 - ensuring that dates are on all reports and resolutions, working with the Administrative Coordinator to make sure that all approved SR letters are posted on the SR home page and under the relevant monitoring groups, and moving the older letters (over 2 years old) into the archives section.

2.7. INDIVIDUAL BOARD MEMBER BEHAVIOUR

As trustees, Board Members are charged by the member congregations of the Canadian Unitarian Council with the responsibility of governing the business of the Council and with the overall management of its resources and finances.

2.7.1 Board of Trustees Oath

Board members must understand the responsibility and honour inherent in the position, and accept that charge willingly. It is a requirement of Board membership that Board members affirm the oath of office which is administered at each Annual General Meeting during their term, thereby creating an environment that is safe, respectful, and open, where they can engage in meaningful conversation and productive board work.

2.7.2 Confidentiality

Board Members have access to confidential and sensitive information in the course of performing their duties. The CUC adheres to guidelines for confidential information that govern charities and other non-profit organizations, and in addition, maintains its own standards of confidentiality. The CUC expects its staff and volunteers to keep this information in the strictest confidence.

It is a requirement of Board membership that Board members sign the Board of Trustees Confidentiality Agreement included in the Board Policy Reference Manual.

2.7.3 E-mail Use

Board members must abide by the following guidelines on use of email:

- i. CUC email addresses should be used for CUC purposes only;
- ii. Up to date virus protection must be maintained;
- iii. Any communication posted to the listserv will be treated as confidential to the Board unless specifically noted as public;
- iv. If email is not being checked regularly, this should be noted in an email automatic reply.

2.8. BOARD MEETINGS

Board meetings shall be conducted with proper regard to the democratic process.

2.8.1 Annual Calendar

The Board shall decide upon an annual calendar for face-to-face and on-line Board Meetings each year.

2.8.2 Types of Board Meetings

The Board shall organize its meetings with due regard to the desirability of transparency and the need to protect members' best interests using a combination of face-to-face and on-line meetings as it deems appropriate.

2.8.2.1 Open Meetings

When the Board meeting is open, all discussion can be observed. Discussion may be recorded in the minutes and made public.

2.8.2.2 Closed Meetings

Closed meeting discussions involve any topic that might infringe on the privacy of an individual or organization.

- i. Only voting Board members, ex-officio members, staff and any individual that the Board recognizes as important to the discussion may remain may attend;
- ii. Participants are expected to treat the discussion as confidential and not to be repeated outside of the meeting;

- iii. Discussion is not recorded in minutes;
- iv. Any decision made during the closed portion of the meeting is recorded in the minutes.

2.8.2.3 In Camera

In camera discussions involve any topic that might infringe on the privacy of an individual or organization, such as personnel, or contract discussions.

- i. Only voting Board members and any individual that the Board recognizes as important to the discussion may remain;
- ii. Participants are expected to treat the discussion as confidential and not to be repeated outside of the meeting;
- iii. Discussion is not recorded in the minutes;
- iv. Any decision made during the “In Camera” portion of the meeting is recorded in the minutes

2.8.2.4 E-Mail Motions

When the Chair deems that a motion to the Board is sufficiently pressing that it cannot wait until the next Board meeting, the Board may discuss and vote on the motion by e-mail. Where a Board decision by e-mail is undertaken, the protocol shall be:

- i. The Chair circulates the proposed motion, with a call for a seconder, if required. The e-mail “Subject line” clearly states a MOTION by Board members is being proposed;
- ii. A minimum of 48 hours is allowed for discussion or amendments
- iii. The final motion is circulated to Board members in an e-mail with the “Subject line” clearly stating that a VOTE by Board members is being called.
- iv. Board members are asked to record their vote within 48 hours.
- v. The Chair must receive at least as many e-mail votes as constitute a quorum for a regular Board meeting.
- vi. The Secretary records and retains the results of the on-line vote.
- vii. The Board members ratify the vote at the next Board meeting.

2.8.3 Observers to Board Meetings

The Board welcomes observers at its meetings in accordance with this policy and with regard to the type of meeting as set out in Policy 2.8.2.

2.8.3.1 Official Observers

- i. Official Observers are those persons recognized by the Board as representing a particular group within the council, such as the Youth Observer, or as representing another organization, affiliate or group invited to the meeting by the Board, such as the UUA.
- ii. When the Official Observer is to participate on a regular basis at all Board meetings, the Board expects that the selection of the representative will be through a democratic process or appointment. The Board reserves the right to determine which organizations will be granted official observer status.
- iii. The Official Observer is invited to take part in discussion during all open parts of the meeting following the rules of order as adopted by the Board.
- iv. The Official Observer will not have a vote on motions.
- v. The Official Observer may also be invited to join the Board for meals and other non-meeting activities.

2.8.3.1.1 Youth Observer

The Board has a Youth Observer whose role is:

- i. To bring a youth perspective to the Board;
- ii. To summarize youth issues for the Board; and
- iii. To present Board positions to Canadian UU youth.

... .1 Election Process

The Youth Observer is elected according to the following process:

- i. The Board calls for Youth to vote for the Youth Observer in June, after the Annual Conference and Meeting;
- ii. In the event of a one-candidate application, Youth will be requested to affirm the sole candidate as the Youth Observer;

- iii. If the majority of the Youth return affirming ballots, that candidate's name will be sent to the CUC Board for approval before the September Board meeting;
- iv. If the majority of the Youth vote against affirmation, the former Youth Observer is asked to serve a second year on the CUC Board.

If the former Youth Observer cannot or will not serve an additional year, the CUC Board will develop a process in consultation with the Canadian Advisory Youth Adult Group to identify and appoint a new Youth Observer.

2.8.3.1.2 UUMOC Observer

The Unitarian Universalist Ministers of Canada shall be invited to send an Official Observer to Board meetings.

2.8.3.2 Unofficial Observers

Unofficial observers can attend and participate in the proceedings of the meeting at the discretion of the Chair.

2.8.4 Agenda Development

Board meeting agendas shall take account of and reference all relevant Board policies and the Board's Annual Calendar and include the following:

2.8.4.1 Required Approvals

Any matters that duly authorized bodies require the Board to determine but which have been delegated to the Executive Director shall be placed on a Required Approvals Agenda along with relevant Ends and Executive Limitations Policy Monitoring Report assurances. All such matters shall be taken as one motion without discussion unless a motion to remove the item from the Required Approvals Agenda is approved by three-quarters of Board members present.

2.8.4.2 Executive Director Monitoring Reports

Executive Director Monitoring Reports are to be circulated to all Board members at the end of each month in which they are due. Board members will complete their monitoring report assessments using the standard format within two weeks of receiving a Monitoring Report. Each Board agenda will include the Executive Director Monitoring Reports produced since the last meeting, together with Board members' assessments.

2.8.4.3 Board Monitoring Reports

Board Monitoring Reports are to be circulated to all Board members at the end of each month in which they are due. Board members will complete their monitoring report assessments using the standard format within two weeks of receiving a Monitoring Report. Each Board agenda will include the Board Monitoring Reports produced since the last meeting, together with Board members' assessments.

2.8.5 Meeting Deliberation

Deliberation will be timely, fair, orderly and thorough, but also efficient, limited to time and kept to the point.

2.8.5.1 Rules of Order

Roberts Rules of Order are to be observed except where the Board has superseded them.

2.8.6 Meeting Records

Records of official Board communications will be preserved by the Secretary.

2.9. COMMITTEES OF THE BOARD

2.9.1 Committee Principles

The Board shall establish standing committees or ad hoc task forces to help carry out its responsibilities and shall:

- i. establish a mandate;
- ii. if applicable, establish a time frame; and
- iii. appoint the Chair of each committee or task force.

2.9.2 Standing as a Board Committee

A committee is a Board committee only if its existence and charge come from the Board. The only Board committees are those which are set forth in this policy. Unless otherwise stated, a committee ceases to exist as soon as its task is complete.

2.9.3 Governing Purpose

Board committees are to help the Board do its job, not to help the Executive Director or staff do their job(s).

2.9.4 Representation of the Board

Board committees shall not speak or act for the Board except when formally given such authority, which will be carefully stated. Board committees shall provide

information on options for the Board but cannot make the final decision on policy issues.

2.9.5 Authority over Executive Director

Board committees shall not exercise authority over the Executive Director. Because the Executive Director works for the full Board, he or she will not be required to obtain approval of a Board committee before an executive action.

2.9.6 Limits of this Policy

This policy (2.9) does not apply to committees formed under the authority of the Executive Director, regardless of whether Board members sit on those committees.

2.9.7 Executive Committee

There shall be an Executive Committee of the Board, composed of the President, the Vice President, the Treasurer, and the Secretary, as stipulated in Article VII, Section 1 of By-Law No. 1.

2.9.8 Executive Director Contract Committee (“EDCC”)

The Executive Director Contract Committee reports to the Board.

2.9.8.1 Composition

The Executive Director Contract Committee consists of the President’s appointee, the Executive Director’s appointee (usually not a member of the Board’s Executive Committee), and the President.

2.9.8.2 Products

The Executive Director Contract Committee will produce the following:

2.9.8.2.1 Annual Monitoring Summary

An annual summary of the results of Executive Director monitoring.

2.9.8.2.2 Executive Director Contract Maintenance

A well maintained Board-Executive Director contract and position description.

2.9.8.2.3 Executive Director Compensation & Benefits Options

Options and implications regarding the Executive Director’s compensation and benefits.

2.9.8.3 Confidentiality

The Chair and members of the Executive Director Contract Committee are privy to confidential staffing matters, and will agree to maintain

confidentiality at all times, except by mutual agreement among the members and the Executive Director when issues need to be brought to the attention of the whole board.

2.9.9 CUC/UUA Joint Committee

The CUC Board delegates to the CUC/UUA Joint Committee report to the Board.

2.9.9.1 Membership

The CUC Board delegates to the CUC/UUA Joint Committee are the CUC's President and Executive Director.

2.9.9.2 Products

The CUC Board delegates to the CUC/UUA Joint Committee will oversee the execution of the Agreement(s) between CUC and UUA (the Unitarian Universalist Association of Congregations).

2.9.10 Capital Fundraising

[THE BOARD'S ROLE IN FUNDRAISING IS CURRENTLY UNDER REVIEW.]

2.9.11 Investment Committee

The Investment Committee reports to the full Board.

The CUC Investment Committee is chaired by the Treasurer and makes recommendations to the Board on:

- i. Annual Payout Rates;
- ii. Changes to the Investment Policy; and
- iii. Choice of the investment manager or broker.

The Investment Committee also monitors the CUC's investments and reports twice a year, at the September board meeting and by e-mailed report in March, to the full board.

2.9.11.1 Monitored Investments

In monitoring the CUC's investments, the committee will be guided by the Socially Responsible Investment Policy adopted by the Annual Meeting of the Council on May 19, 1997, updated October, 2002, and any subsequent policy adopted by the Council.

2.9.11.2 Investment Committee Membership

The Investment Committee is comprised of the CUC's Treasurer (as Chair) plus two Board members or volunteers with relevant expertise.

2.9.12 Finance Committee

The Finance Committee is a committee of the Board of Trustees. Its membership shall consist of the Board Treasurer and two other Board members.

The Finance Committee shall:

- i. Work with the Board Treasurer in providing financial oversight for the finances of the Council.
- ii. Assist the Treasurer and the Executive Director in developing the budget of the Council.
- iii. Confirm through the Investment Committee that the CUC's investments satisfy the CUC's social and environmental filters.

2.9.13 Providing an assessment of the Executive Director's proposed Monitoring Schedules for new or amended policies;

- i. Providing an assessment of the on-going suitability of the current and approved Monitoring Schedules.

2.10. FINANCIAL MANAGEMENT

[CURRENTLY UNDER REVIEW]

The Board is responsible for the raising and management of funds.

2.10.1 Capital Asset Management

The CUC Board has fiduciary responsibility for the protection of the real value of the CUC's capital assets while providing reasonable earnings available for distribution in a socially responsible and prudent way. It will manage funds in such a way as to preserve capital, generate a total return at a set percentage, and grow the capital funds over the long term.

2.10.1.1 Investment Policy

The Board takes direct responsibility for the investment of the Congregational Investment Fund and all CUC monies held in Long Term Reserve as unrestricted reserves, general endowment funds or special purpose, restricted funds.

2.10.1.1.1 Treasurer's Delegated Authority

Provided that any decisions shall always fall within any reasonable interpretation of this investment policy and all other Board policies, the Treasurer has the authority to make decisions regarding the investment of CUC capital funds between meetings of the Board. For routine matters, the Treasurer may in turn delegate this authority to the CUC Financial Administrator through the Executive Director but remains accountable for the use of this authority.

The Treasurer shall, on behalf of the Board, report to the CUC Annual Meeting on all investment policy decisions and the performance of the investment portfolio over the preceding year.

2.10.1.1.2 Investment Committee

The role of the Investment Committee is defined in policy 2.9.11.

2.10.1.1.3 Investment Manager or Broker

The Board shall appoint one or more investment manager(s) or broker(s) who shall be responsible for the day-to-day management and investment of the CUC capital funds.

CUC congregational social responsibility monitoring committees shall be provided with information on CUC investments at their request, and are encouraged to practice shareholder activism, in keeping with stated CUC social responsibility policies.

2.10.1.1.4 Appropriate Mechanisms for the Regulation of the CUC's Membership

Appropriate mechanisms for:

- i. Admission and Termination of Member Societies in accordance with Article II, Section 2, a) and Article II, Section 2, e).
- ii. Admission and Termination of Individual Members in accordance with By-Law I, Article II, Section 1 b) and Article II, Section 3, b)

2.10.1.1.5 Appropriate Member Subscriptions

Appropriately determined and administered subscriptions for:

- i. The initial and Annual Program Contribution subscriptions required from Member Societies in accordance with By-Law I, Article II, Section 2 a) ii) and b) iii);
- ii. The annual subscription for Individual Members in accordance with By-Law I, Article II, Section 1 b)

2.10.2 Specific Funds

ADD REFERENCE TO RESPONSIBILITIES TO SPECIFIC FUNDS:

Special Purpose Endowments and Trusts

- Percy Simpson Bailey
- Nancy and Victor Knight
- Avalon Trust
- Dissolved Societies Trust

Designated Disbursement Funds

- 1 Theological Education Fund
- 2 IARF Fund
- 3 Sharing Our Faith Fund
- 4 Chalice Lighters' Fund
- 5 Lay Chaplaincy Training Fund
- 6 Church of the Larger Fellowship
- 7 Mind The Gap
- 8 RSCC
- 9 Capital Campaign Project (Veatch)
- 10 Volunteer Canada
- 11 Growth Fund (Veatch)
- 12 IARF/ICUU Travel Pool
- 13 Foundation Fund

2.11. COST OF GOVERNANCE

Because good governance is fundamental to the CUC's success, the Board will invest in its governance capacity.

2.11.1 Board Skills, Methods & Support

Board skills, methods, and support will be sufficient to assure governing with excellence.

2.11.1.1 Training & Retraining

Training and retraining will be used liberally to orient new Board members and candidates for membership, as well as to maintain and increase existing Board member skills and understandings.

2.11.1.2 Outside Monitoring Assistance

Outside monitoring assistance will be arranged so that the board can exercise confident control over organizational performance. This includes, but is not limited to, fiscal audit.

2.11.1.3 Outreach Mechanisms

Outreach mechanisms will be used as needed to ensure the board's ability to listen to owner viewpoints and values.

2.11.1.4 Specific Expertise

The Board will obtain any specific legal, financial or other expertise it needs to help with the creation and maintenance of its policy framework.

2.11.1.5 Continuing Support

Continuing assistance will be retained as necessary to support the Board's governance process.

2.11.2 Board Member Expenses

All legitimate out-of-pocket expenses incurred while on required CUC business, in reasonable amounts, and in economical fashion, are fully reimbursable to Board members consistent with the Executive Director's policy on expense reimbursement for volunteers.

2.11.2.1 Form of Claims

Expenses must be claimed on a Board Expense Form, supplemented by actual receipts specifying GST, save for claims for automobile mileage, parking meters, urban mass transit, and tips. Where a cash advance has been received toward such expenses, this shall be specified on the expense form.

2.11.2.2 Timing of Claims

Forms should be submitted in a timely manner: within two weeks if possible, and in any case well before the next Board meeting in order to allow an accurate accounting of Board expenses to date, and certainly before the end of each fiscal year.

2.11.2.3 Tax Receipts in Lieu

Where CUC budgets are insufficient to cover certain otherwise legitimate expenses, or upon request at any time, a tax receipt may be issued in lieu of reimbursement, using the mechanism of an exchange of cheques. This may include the value of airfare when the individual uses 'air miles' to pay for it.

2.11.3 Annual Board Budget

An annual Board budget will be agreed to cover the cost of governance.

3. BOARD-EXECUTIVE DIRECTOR RELATIONSHIP

GLOBAL BOARD-EXECUTIVE DIRECTOR RELATIONSHIP

The Board's sole official connection to the operational organization, its achievements and conduct will be through a chief executive officer, titled Executive Director, who is hired by and accountable to the Board of Directors as confirmed through a letter of agreement signed by the President and the Executive Director.

3.1. EXECUTIVE DIRECTOR ACCOUNTABILITY

The Executive Director is the Board's only link to operational achievement and conduct, so that all authority and accountability of staff and volunteers working with staff, as far as the Board is concerned, is considered the authority and accountability of the Executive Director.

3.1.1 Board Does Not Instruct Staff & Volunteers

The Board will never give instructions to persons who report directly or indirectly to the Executive Director.

3.1.2 Board Does Not Evaluate Staff & Volunteers

The Board will not evaluate, either formally or informally, any employee other than the Executive Director.

3.1.3 Board Evaluation of Executive Director

The Board will view Executive Director performance as identical to organizational performance, so that organizational accomplishment of Board stated Ends and avoidance of Board proscribed means will be viewed as successful Executive Director performance.

3.1.4 Board Readiness in Event of Loss of Executive Director

The Board will at least annually review its readiness in the event of Executive Director resignation or termination.

3.2. INSTRUCTIONS & REQUESTS TO THE EXECUTIVE DIRECTOR

3.2.1 Unity of Control

Only officially passed motions of the Board are binding on the Executive Director.

3.2.1.1 Delegation to the Executive Director

The Board will instruct the Executive Director through written policies which prescribe the organizational outcomes to be achieved (in Ends policies), and describe organizational situations and actions to be

avoided (in Executive Limitations policies), allowing the Executive Director to use any reasonable interpretation of these policies.

3.2.1.2 Systematic Policy Development

These policies will be developed systematically from the broadest, most general level to more defined levels.

3.2.1.3 Minimum Necessary Executive Limitations

The Board's Executive Limitations policies will be kept to the minimum necessary to communicate owners' interests in order to avoid hindering the Executive Director's ability to achieve owners' Ends.

3.2.1.4 Any Reasonable Interpretation

As long as the Executive Director uses *reasonable* interpretations of the Board's Ends and Executive Limitations policies, the Executive Director is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities. Such decisions of the Executive Director shall have full force and authority as if decided by the Board.

3.2.1.5 Changing Board and Executive Director Domains

The Board may change its Ends and Executive Limitations policies, thereby shifting the boundary between Board and Executive Director domains. By doing so, the Board changes the latitude of choice given to the Executive Director. But as long as any particular delegation is in place, the Board will respect and support the Executive Director's choices.

In the case of Board members or committees requesting information or assistance without Board authorization, the Executive Director can refuse such requests that require, in the Executive Director's opinion, a material or inappropriate amount of employee time or funds or is disruptive.

3.2.2 Board Members' Handling of Concerns

To ensure that the Board acts in a manner that respects its accountability to CUC members and its delegation to the Executive Director, the following process shall be used when Board members have or receive concerns about matters that fall under the Executive Director's authority. In all cases, the EDCC (Executive Director Contract Committee) shall keep a written log of the process of the concern that shall be provided to the Board at the next face-to-face Board meeting.

3.2.2.1 Initial Board Member Response to complaints/issues brought to their attention

When any concern regarding matters delegated to the Executive Director is raised, the Board member to whom the concern has been addressed should explain that the Board requires the Executive Director to handle all operational matters within board policy and holds him/her accountable for adherence to that policy. When the complaint or issue is one that has been discussed previously or the response is considered to be self-evident the Board member can address the issue directly. In the event that the Board member is unclear whether or not the issue is significant enough to be discussed further by the Board the Board member concerned should then offer to pass the concern onto the Executive Director via the President (and chair of the EDCC) and ask the concerned individual to contact him/her again in writing if the matter has not been resolved within a reasonable time period.

3.2.2.2 Written Documentation to Chair

In all cases the Board member concerned should ensure that there is written documentation of the concern provided to the President. Such documentation need not identify the person with the concern if that person prefers to remain anonymous.

3.2.2.3 Forwarding of Written Complaints

The President should provide written documentation of the concern to the Executive Director with a request for a response within a specified reasonable time period to the person concerned cc the President and the board member who was the initial respondent (if a different person).

3.2.2.4 Assessment re Adherence to Board Policy

The President shall assess whether or not the concern appears to indicate adherence board policy.

3.2.2.4.1 Procedure if Potential for Non-Adherence to Board Policy

If the President believes that a board policy may not have been adhered to, the President shall request the Executive Director to provide the EDCC with a monitoring report including interpretation, rationale and evidence of adherence to the relevant policy or policies.

- **Any Reasonable Interpretation Assessment**

The EDCC shall determine whether the Executive Director's actions fall within "any reasonable interpretation" of the policy.

- **Adherence to "any reasonable interpretation" found.**

If the Executive Director's actions do adhere to "any reasonable interpretation" of board policy, no further action need be taken.

- **Non adherence to "any reasonable interpretation" found.**

If the Executive Director's actions fall outside of "any reasonable interpretation," the EDCC should determine the degree of seriousness of the issue and take appropriate action. All cases where action is taken will be brought to the attention of the whole Board during the next face-to-face Board meeting unless the concern is deemed to be serious enough to bring it to the attention of the whole Board sooner.

- **Procedure if Adherence to Board Policy Seems Reasonably Established**

If adherence to 'any reasonable interpretation of board policy has been reasonably established, the President should also assess whether board policy is adequate. If the President is in doubt the policy should be placed on the board's agenda for a decision. If the President feels that the policy is adequate the issue in question will be added to the next Board meeting discussion with the ED so that the full Board can be informed of concerns that exist across the country and the response.

3.2.2.5 Initial Board Member Response to concerns they identify themselves.

When a Board member has a concern regarding the Executive Director's handling of operational matters he/she should bring that concern to the attention of the President (and chair of the EDCC) who will follow the process outlined in 3.2.2.4 Assessment re Adherence to Board Policy.

3.3. MONITORING EXECUTIVE DIRECTOR PERFORMANCE

3.3.1 Requests for Information or Assistance

3.3.2 Purpose of Monitoring

Monitoring is simply to determine the degree to which Board policies are being met. Data that do not do this will not be considered to be monitoring data.

3.3.3 Acquisition of Monitoring Data

The Board will acquire monitoring data by one or more of three methods: (a) by internal report, in which the Executive Director discloses compliance information to the board, (b) by external report, in which an external, disinterested third party selected by the Board assesses compliance with Board policies, and (c) by direct Board inspection, in which a designated member or members of the Board assess compliance with the appropriate policy criteria.

3.3.4 Compliance Standard

In every case, the standard for compliance shall be *any reasonable interpretation* of the Board policy being monitored. The Board is final arbiter of reasonableness, but will always judge with a “reasonable person” test rather than with interpretations favoured by Board members or by the Board as a whole.

3.3.5 Monitoring Schedule

All policies that instruct the Executive Director will be monitored at a frequency and by a method chosen by the board. The Board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule as follows:

Policy	Method	Frequency
<i>List of Policies.</i>	<i>For each policy, specify if it will be monitored by Internal Report, External Report or Direct Inspection.</i>	<i>For each policy, specify if it will be monitored Monthly/ 6 Monthly/ Annually, etc..</i>

3.3.6 Annual Executive Director Evaluation

The Board will conduct an annual Executive Director evaluation in [month] of each year. This will be a summation of the results of monitoring reports received in the previous year. The Board will review the Executive Director’s salary immediately thereafter.

4. EXECUTIVE DIRECTOR LIMITATIONS

GLOBAL EXECUTIVE CONSTRAINT

The Executive Director shall not cause or allow any practice, activity, decision, or organizational circumstance which contradicts the CUC's Principles or is unlawful or imprudent or in violation of commonly accepted business and professional ethics and practices or is contrary to the By-Laws and the Policies of the Board as interpreted by a reasonable person.

4.1. PRUDENT DECISION-MAKING

The Executive Director shall not allow decisions to be made without a sound decision-making process including the use of relevant expertise as necessary.

4.2. TREATMENT OF MEMBERS

The Executive Director shall not cause or allow conditions to occur which breach members' confidentiality or are otherwise unprofessional, disrespectful or unfair to member congregations or their members.

Further, without limiting the scope of the foregoing by this enumeration:

4.2.1 Committee on Credentials

The Executive Director shall not fail to maintain a Committee on Credentials as required under Article VII, Section 3 of By-Law No. 1.

4.2.2 Consideration of Members' Views

The Executive Director shall not allow significant development of or changes to programs or processes without due consideration of the views of those members who may be impacted by them.

4.2.3 Accessibility & Safety of CUC Venues

The Executive Director shall not hold CUC functions at venues where functions and accommodations are inaccessible or unsafe.

4.2.4 Prevention of Abuse

The ED shall not allow participants to be placed at risk of abuse at CUC program offerings or events.

4.2.5 Diversity

The Executive Director shall not allow the provision of programming or processes that fail to reflect the diversity of the CUC community.

4.2.6 Responsiveness

The ED shall not allow reasonable concerns and correspondence to go unaddressed for an inappropriate amount of time.

4.3. TREATMENT OF STAFF & VOLUNTEERS

With respect to the treatment of all employees, consultants, contract workers and volunteers working for the CUC the Executive Director shall not cause or allow conditions that are inequitable, inhumane or unsafe.

Further, without limiting the scope of the foregoing by this enumeration:

4.3.1 Personnel Rules

The Executive Director shall not operate without written personnel rules which:

- i. clarify rules and benefits for employees,
- ii. provide for effective handling of conflict, and
- iii. protect against wrongful conditions, such as abuse, nepotism and grossly preferential treatment for personal reasons.

4.3.2 Unitarian Affiliation

The Executive Director shall not employ executive or program staff who do not embrace the Principles and Sources of the Canadian Unitarian Council.

4.3.3 Job Descriptions & Reviews

The Executive Director shall not allow a permanent position to exist without a job description which outlines the required competencies and accountabilities of the position and which is reviewed and revised as necessary at least annually.

4.3.4 Insurance

The Executive Director shall not allow staff working 20 hours or more a week to be without Employee Life Insurance, Accidental Death and Dismemberment, or Dependent Life benefits available to them.

4.3.5 Salary Increases

The Executive Director shall not increase staff salaries in excess of the national cost of living allowance ("COLA") without basing such increments on documented performance evaluations.

4.3.6 Freedom to Dissent

The Executive Director shall not discriminate against any employee for non-disruptive expression of dissent.

4.3.7 Access to Board

The Executive Director shall not prevent staff and volunteers from accessing the Board when:

- a) Internal conflict resolution procedures have been exhausted; or
- b) The employee alleges that Board policy has been violated.

4.3.8 Employee Awareness of this Policy

The Executive Director shall not fail to acquaint employees with his or her interpretation of this policy.

4.4. FINANCIAL HEALTH

With respect to CUC's ongoing financial condition, the Executive Director shall not jeopardize the organization's financial health or allow funds to be used contrary to stated Ends priorities.

Further, without limiting the scope of the foregoing by this enumeration:

4.4.1 Planning Timeframe

The Executive Director shall not fail to ensure that a rolling 5-year operational and financial plan for the organization is maintained.

4.4.2 Budgeting

4.4.2.1 Budget Detail

The Executive Director shall not cause or allow budgeting that contains too little detail to enable: an accurate projection of revenues and expenses, separation of capital and operational items, cash flow and subsequent audit trails and disclosure of planning assumptions.

4.4.2.2 Balanced Budget

The Executive Director shall not cause or allow budgeting that plans the expenditure in any fiscal year of more funds than are conservatively projected to be received in that year without explicit Board agreement.

4.4.3 Actual vs. Budgeted Net Income

The Executive Director shall not allow the net income to be less than the budgeted figure for that period, without explicit Board agreement.

4.4.4 Expenditure Limit

The Executive Director shall not expend more funds in the fiscal year to date than have been received in cash flow, cash advances, or are provided for in the authorized Annual Payout Rate (see Policy 2.5.8).

4.4.5 Cash Flow

The Executive Director shall not allow cash to drop below the amount needed to settle payroll and debts in a timely manner.

4.4.6 Asset Management

With respect to proper stewardship of the CUC's assets, the Executive Director shall not allow corporate assets to be unprotected, inadequately maintained or unnecessarily risked.

Further, without limiting the scope of the foregoing by this enumeration:

4.4.6.1 Purchasing Limit

The Executive Director shall not make any purchase:

- i. wherein normally prudent protection has not been given against conflict of interest;
- ii. of over \$5,000 without having obtained comparative prices and quality;
- iii. of over \$15,000 without a stringent method of assuring the balance of long-term quality and cost.

Orders shall not be split to evade these criteria.

4.4.6.2 Real Property

The Executive Director shall not acquire, encumber or dispose of real property.

4.4.6.3 Maintenance of Long Term Reserves

The Executive Director shall not use any long-term reserves.

4.4.6.4 Disposal of Assets

The Executive Director shall not dispose of other CUC-owned assets at less than fair market value.

4.4.6.5 Asset Insurance

The Executive Director shall not fail to insure CUC property, premises and activities against property losses and liability claims.

4.4.7 Debt Management

The Executive Director shall not incur debts in an amount more than can be repaid within 90 days.

4.4.8 Special Purpose Endowments & Trusts and Designated Disbursement Funds

The Executive Director shall not allow the Special Purpose Endowments and Trusts or Designated Disbursement Funds (including the Congregational Investment Fund) that the CUC administers to be used other than for the purposes stated in their respective Terms of Reference. .

Further, without limiting the scope of the foregoing:

4.4.8.1 Unexpended Funds

The Executive Director shall not fail to carry any unexpended funds over into the same fund for the following year

4.4.8.2 Board Approval

Where donors to a fund have specifically required Board approval for disbursements from that fund, the Executive Director shall not fail to bring the proposed disbursements to the Board along with monitoring assurances regarding the relevant Board policies.

4.4.8.3 Changes to Terms of Reference

The Executive Director shall not change the Terms of Reference of any fund covered by this policy.

4.4.9 Financial Controls

The Executive Director shall not receive, process or disburse funds under controls that are insufficient to meet the CUC auditor's standards.

4.4.10 Claims of Liability

The Executive Director shall not unnecessarily expose the CUC Board of Directors or its staff to claims of liability.

4.4.11 Government Payments & Filings

The Executive Director shall not allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.

4.4.12 Records & Archives

The Executive Director shall not fail to maintain and protect pertinent CUC records and archival material completely and accurately, and to make this information available to those who are duly authorized.

4.5. HUMAN RESOURCES

The Executive Director shall not put the organization at risk with respect to the CUC's management of Human Resources.

Further, without limiting the scope of the foregoing by this enumeration:

4.5.1 Hiring

4.5.1.1 No Guaranteed Employment

The Executive Director shall not create new positions with a promise or implication of permanent or guaranteed employment.

4.5.2 Compensation & Benefits

4.5.2.1 Compensation Policy

4.5.2.1.1 CUC Staff

The Executive Director shall not fail to establish and maintain enlightened and appropriate compensation practices for all CUC paid staff, both full and part time.

4.5.2.1.2 Member Congregations

The Executive Director shall not fail to encourage and support the congregations of the CUC in the implementation and maintenance of enlightened and appropriate compensation practices.

4.5.2.2 Executive Director Compensation

The Executive Director shall not change his/her own compensation and benefits.

4.5.2.3 Other Employment, Compensation & Benefits

With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteers, the Executive Director shall not cause unfunded liabilities to occur, or in any way commit CUC to paying benefits which incur unpredictable future costs.

4.5.3 Staff Exit Interviews

The Executive Director shall not fail to ensure that exit interviews are conducted with each departing member of staff by someone other than their direct superior.

4.6. COMMUNICATIONS

4.6.1 Communications Protocol

The ED shall not fail to maintain a protocol for the internal and external communications of the CUC.

4.6.2 Authority to Speak

The Executive Director shall not issue statements that are counter to the Principles of the CUC, Board policies, or resolutions of the Annual Meeting.

4.7. HEAD OFFICE LOCATION

The Executive Director shall not allow the head office of the CUC to be out of easy reach by Toronto public transportation.

4.8. SUPPORT TO THE BOARD

The Executive Director shall not cause or allow the Board to be uninformed or misinformed or unsupported.

Further, without limiting the scope of the foregoing by this enumeration:

4.8.1 Information on Trends and Changes

The Executive Director shall not fail to inform the Board of any relevant trends including material external and internal changes in the assumptions upon which any Board policy has previously been established.

4.8.2 Anticipated or Actual Policy Non-Compliance

The Executive Director shall not fail to report in a timely manner an actual or anticipated non-compliance with any policy of the Board.

4.8.3 Board Behaviour

The Executive Director shall not fail to advise the Board if, in his or her opinion, the Board is not in compliance with its own policies on Governance Process and Board-Executive Director Relationship, particularly in the case of Board behavior that is detrimental to the work relationship between the Board and the Executive Director. The Executive Director should also inform the Board of anything he or she believes is missing from the Board's policy making but is not responsible for its completeness.

4.8.4 Information for Board Deliberations

The Executive Director shall not fail to marshal for the Board as many staff and external points of view, issues and options as the Board determines it needs for fully informed Board choices.

4.8.5 Field Information

The Executive Director shall not fail to keep the Board informed on significant congregational change or events as well as CUC programs and services offered to members.

4.8.6 Logistical & Administrative Support

The Executive Director shall not fail to provide logistical and administrative support for the activities of the CUC Board and its committees.

4.8.7 Dealing with the Whole Board

The Executive Director shall not fail to deal with the board as a whole except when

- a) fulfilling individual requests for information; or
- b) responding to officers or committees duly charged by the board.

4.9. EXECUTIVE SUCCESSION

The Executive Director shall not function without at least one other staff member familiar with Board and Executive Director issues and processes, and who shall be ready to assume Executive Director responsibilities should the need arise.

5. Appendix I – Listing of changes

Date of change	Sections changed
19 May 2011	2.7 Individual Board Member Behaviour Replaced references to the Covenant with references to the Board of Trustees Oath
7 September 2011	Inserted section 3.2.2 Board Members’ Handling of Concerns
7 September 2011	Modified section 2.6.1.1.2 Authority over Executive Director
24 September 2011	Added section 4.2.6 Responsiveness