

**Live Oak UU Church Steering Committee Proposal****Ref #****Date Proposed:** August 19, 2010**Decision Description:**

Beginning October 2010 and lasting two years the current Live Oak UUC (LOUUC) Board of Trustees will make a gradual transition whereby they will begin to provide leadership, visioning, and direction to the church and transfer the day-to-day management of church programs and activities to the Executive Team and Program Committees. Therefore, over the next two years, the governance model of the church will gradually change from our current model to the one described below.

**Committee or Member Proposing:**

Governance Committee: Chuck Freeman, Grace Glenn, Mary Hengstebeck, and Katharine Marvin,

*Ad hoc* subcommittee of the Steering Committee: Lee Bruns, Antaro Burke, Chuck Freeman, Mary Hengstebeck, F. Douglas Martin, Patrick McCormick, Katharine Marvin, Rob Sartin, Mary Scheffler, and Larry Smith

**Proposal:**

It is proposed that over a two-year period LOUUC gradually transition from its present model of governance to the one described below.

**Values Guiding the Change in Governance Model**

Achieving LOUUC's *mission* as stated in the *Mission Statement* is LOUUC's purpose. The *mission* is the "owner" of the church.

Member participation in achieving the *mission* of the church, in the congregational life of the church, and in the governance of the church is highly valued and encouraged.

The perceptions and views of all members are important to the life of the church. To support participation structures must be in place to allow members to make their views known.

In order to ensure that LOUUC has leadership guidance, the envisioning, policy writing, and strategic planning duties will be separated from the day-to-day management duties of the church.

**Governance at LOUUC****Policy Committee Decisions**

Governance decisions will be made by the Policy Committee. The Policy Committee will be comprised of

1. The Board of Trustees (Trustees);
2. Members of the congregation who meet the following criteria: (1) after attending at least one governance meeting, sign up to join the Policy Committee, (2) make a commitment to attend and

- participate in monthly governance meetings for one year, and (3) have not missed more than two meetings without notifying the secretary prior to missing a meeting; and
3. Members of the congregation who have been invited to join the Policy Committee by the Board of Trustees (specific process and procedures to be defined by the Board of Trustees)

At LOUUC, governance decisions will be made in two stages. In the first stage, the Policy Committee will make all reasonable good faith efforts to reach decisions by consensus. In the second stage, the Trustees will enact any decision reached by consensus. Decisions of the Policy Committee are not effective until they have been formally enacted by a vote of the Trustees.

When consensus cannot be reached by the end of the designated time limit, the Trustees will vote. The Trustees may vote to enact, reject, or defer a proposal or may vote to enact, or reject any matter before them. In this situation, at least six Trustees must vote for a decision regardless of how many are actually at the meeting.

All votes of the Trustees will be duly recorded in the minutes. The votes will be recorded as yes, no, or abstain. The Trustees shall participate in ranked voting<sup>1</sup> in situations where there are several possible choices.

#### **Duties of the Non-trustee Members of the Policy Committee**

Non-trustee members of the Policy Committee will participate with the Trustees in making wise governance decisions. They commit to participate in consensus decision making, to read all materials prepared for the meeting, to be well informed about the matters coming up at governance meetings, and to communicate with the congregation about relevant governance matters.

#### **Policy Committee Meetings**

At LOUUC, governance matters will be addressed at regularly held Policy Committee meetings. A quorum of six Trustees is required in order to hold a Policy Committee meeting. Open and deliberative discussion on issues and proposals will be allowed; however, discussion will be controlled within reasonable time limits. The meetings will be conducted by published agendas and will be open to the congregation. Church members will be given time to express their views on any item on the agenda at a Policy Committee meeting.

#### **Executive Board Meetings**

Note: The Trustees will meet in executive session for items that require confidentiality as described in the current bylaws.

#### **Board of Trustees**

The Board of Trustees will be comprised of ten members including five officers and five non-officers. The officers will be the president, vice-president, secretary, treasurer, *and assistant treasurer*. The non-officers will include the past president, if that person chooses to serve in that capacity.

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<sup>1</sup> In a voting system that uses a ranked vote, the voter has to rank the alternatives in order of preference. For example, they might vote for Bob in first place, then Emily, then Alice, then Daniel, and finally Charlie. A great many voting systems use ranked votes.

Prior to the congregational meeting, the nomination committee shall submit at least one name for each position that is up for election. Members of the congregation will be encouraged to run for the board positions. The election of each member of the Board of Trustees will be as individuals and not as a slate.

**Duties of the Trustees**

The Trustees will be charged with guiding the church in discerning its vision and articulating its mission; setting direction and establishing policy for the church in a manner that ensures it serves its mission; identifying the goals, plans, programs, and strategies by which the mission will be accomplished; deciding who will be responsible for implementing these programs; delegating responsibility to persons and groups and holding these accountable; connecting with persons and groups within the church as well as with the broader community; and making the overarching decisions about church's finances and resources, keeping the church's members and resources safe; assuring that the congregation lives in harmony with its own values.

The Trustees will be charged with making reasonable good faith efforts to support and guide the Policy Committee in making decisions by consensus where reasonably possible within the designated time limit.

Trustees will review and study all written material (proposals, draft policy, draft vision, mission and strategy material) in advance of the meeting.

**Board Committees**

The Trustees will receive advice from several permanent Board Committees (including Finance, Stewardship, Ministerial Liaison, Nominating, and Governance) and from *ad hoc* Board Committees that will be created as needed.

**Policy Governance Model**

The Trustees will guide clergy, staff, lay leaders, and church members in carrying out the operations and programs of the Church through the Policy Governance model. This model includes writing policies, delegating authority, and holding persons and groups accountable. The Trustees will receive training in this method throughout the two-year transition period, but particularly during the first three months.

**Management by the Executive Team**

The responsibility for the day-to-day management decisions will rest with the Executive Team. They will be charged with making day-to-day management decisions, monitoring the work of committees and task forces, and keeping the Trustees apprised of the status of the ministry programs.

The Executive Team will consist of the ministers and up to three others. The Executive Team will function as a cohesive group in dispatching these functional responsibilities. A separate procedure, enacted by the Trustees, will define the specific responsibilities of the Executive Team.

The Chair of the Executive Team shall be appointed by the Board for a term of no greater than two years to head the Executive Team. While a single position is preferred, the board can choose to appoint co-chairs. The Chair reports directly to the Board for the administration/operation of the church and the ministerial church program functions. This role must be filled by employees of the church, not by volunteers.

LOUUC will have four Program Ministries: Congregational Life, Community Outreach, Religious Education, and Spiritual Life and one Administration and Operations Ministry. Program and operational committees and task forces will be grouped into one of the five ministries. The Executive Team will be responsible for seeing that enacted policies and programs are carried out by staff and volunteers and will be responsible for keeping the Policy Committee apprised of all progress. The Chair, with the support of lay leaders, will supervise the staff and the lay leaders; oversee the church programs; and oversee the administration and operation of the church.

## Participation by the Church Membership

Without the participation of the members, the church cannot achieve its *mission*, have a successful congregational life, or reach out to the greater community. Therefore, member participation will be a central priority, and members will be encouraged to take an active role in the church through the following:

- Open Board meetings with time scheduled for members to address the issues on the agenda;
- Town Hall and/or Informational Meetings (held at least quarterly) where members can receive information and speak their minds about church issues;
- Lay Leadership Development Program for members who want to develop leadership skills so that they can participate in leadership roles in the church; and
- A member of the Executive Team designated as a contact person to listen to members' complaints, help members find information about the church, and connect members to church programs and activities

### **How does this Benefit the Church?**

Policy governance:

- provides LOUUC a governance model appropriate to this church's size,
- provides visionary leadership for LOUUC,
- makes governance meetings more efficient,
- delegates authority to those doing the work,
- provides structure for holding persons accountable,
- provides a model by which to free creative energy to carry out spiritual and social action programs.

### **Background:**

There has been a general recognition that LOUUC has been experiencing numerous problems. The church has a problem retaining members, has insufficient pledges to meet its financial expenses, and has not been working toward achieving a stated *mission*. The self-study carried out by the Fulfilling the Promise Committee identified various problems, particularly in governance.

In the current governance model, the Steering Committee focuses on overseeing the day-to-day management of the church because no other person or group is designated to do it. Therefore, the members do not have the time to spend on the important work of providing leadership and taking responsibility for developing the programs that are necessary for achieving our *mission* and for the success of our congregational life. Instead, the impetus for new programs comes from committees or groups of members who want to do some project or activity. The process that is presently in practice is for a proposal to be presented to the Steering Committee and for that committee to approve it.

### **Research:**

The changes that are proposed in this document are based on information gathered at a Leadership Workshop and from study of the books and materials cited below. The approach to governance that is suggested here focuses on what the cited materials identify as functional for a church of LOUUC's size.

#### **Books:**

*Governance and Ministry: Rethinking board Leadership* by Dan Hotchkiss

*The In-Between Church: Navigating Size Transitions in Congregations* by Alice Mann

*Raising the Roof: The Pastoral-to-Program Size Transition* by Alice Mann

*Moving On from Church Folly Lane* by Robert Latham

*Holy Conversations: Strategic Planning as a Spiritual Practice for Congregations* by Alice Mann

### **Materials from UUA Leadership Library**

“Policy Governance” by Don Skinner

“Lessons Learned on the Way to Policy Governance” by UUA Governance Board

“Policy Governance offers New Approach for Boards”

“Governance: Lighting the Leadership Chalice (I)”

“Governance: Lighting the Leadership Chalice (II)”

### **Policy Based Governance**

On national, regional, and local levels the Unitarian Universalist Church leadership recognizes that often congregations do not do the spiritual and community work of the church because they get bogged down with the minutia of church governance. The Rev. Rob Eller-Isaacs has stated that “sadly, we often don’t offer spiritual growth or social action, but instead emphasize the needs of the institution itself. That should NOT be the end in itself. The end should be consistent spiritual practice, and community leadership.” Laura Park, a Principle of Unity Consulting, asks, “How can governance liberate the energy and creativity of UU Congregations to transform souls and bless the world?”

These leaders are concerned that the success of many churches is thwarted by ineffective governance practices and calcified organizational structures. These problems are evidenced by boards who struggle with all the details of a growing congregation, board meeting agendas that are overloaded, board meetings that are interminable, board members who burn out and leave, boards who never get around to doing visionary work, churches that don’t change even though their membership numbers grow, and governance where accountability is unclear.

Policy Based Governance, a governance model developed by John Carver, addresses the problems limiting many churches. This model is based on the two following principles:

“(1) The governing board shifts away from hands-on, day-to-day management and focuses instead on articulating vision, comprehensive policy-making, and oversight.

(2) Staff and volunteers are empowered to make day-to-day decisions. The board controls staff not by telling them how to do their jobs, but by setting boundaries---defining what’s unacceptable---and allowing staff to design their work within those boundaries.” *(by Don Skinner)*

Policy Based Governance, developed over thirty years ago, has been adopted by many public and nonprofit boards including many UU Congregations. The following UU churches are currently using policy governance: First UU Society of San Francisco, CA; First Unitarian, Dallas, TX; First Unitarian Church, Portland, OR; All Souls Church, Unitarian Washington, DC; Towson UU Church, MD; UU Church of Spokane, WA; UU of Columbia, MD; and Unity Church-Unitarian, St. Paul, MN. The Unitarian Universalist Association has also adopted policy governance. Additionally, many more UU congregations are considering it as it is especially valuable to congregations experiencing growth surges.

Policy Governance is a fundamental redesign of the role of the board. It requires the board to focus on the organization’s vision and mission rather than the minutia of daily operations. Thus board meetings are about

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planning and mission goals. This model allows the board to safely empower staff and members and to delegate whole jobs. It truly allows for shared ministry as it frees all levels of leadership to fulfill their focused roles.

This governance models separates the visionary function from the executive or management function. In the former function the model includes answering to the congregation, providing vision and direction to the church, deciding what ministries will actualize the church mission, and being responsible for general oversight. It does not include executive functions.

The day-to-day management (executive function) is carried out by a minister, other staff, or some combination of staff and/or lay leaders. For example, UU of Columbia, MD has an “A-team,” an administration composed of the minister, administrator, director of religious education, and two lay leaders. They make management decisions. The management level works best when it consists of from one to five persons. Decisions are difficult to reach when a group gets too large and communications become cumbersome. The manager or management team delegates program responsibilities to individual persons, task forces, or committees and monitors their progress.

### **Communication Events (When?, How?, To Whom?):**

The Steering Committee was informed that this proposal was going to be made. The proposal was distributed to the congregation.

**Cost:** None in the current year (2010); for 2011 through 2012 it is recommended that funds for training and education of Board and Executive members be considered in planning the budget

**Budget amendment required?** No, as there is not money for this

### **Action Required if Adopted and Who is Responsible?**

The current Board of Trustees (Steering Committee) and the Ministers must make transitions as guided by the Governance Committee.

**Supporting Material?** Organizational chart

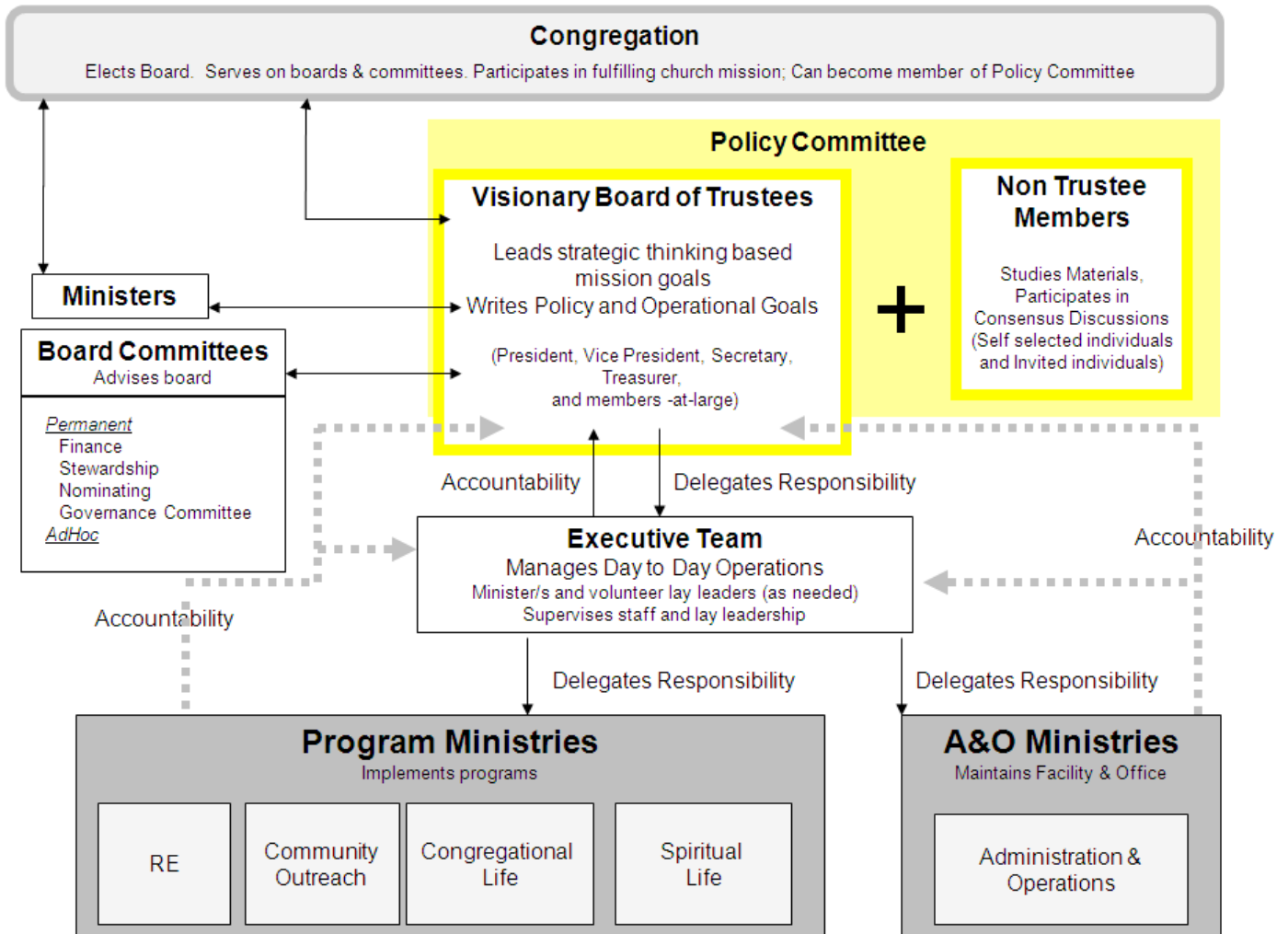
### **Consensus:**

Adopt

Reject

Send back for Completion

**Live Oak UU Church - Governance Model**





## Attachment B – Conceptual Roadmap

The ideas presented in this attachment are examples of steps that can be made during the two-year transition.

### October 2010

- Make decisions regarding the day-to-day management of the church.
- Plan and begin training on the Policy Governance Model,
- Provide training to board members and other interested church members
- Evaluate the strategic plan developed by the Strategic Planning Committee in terms of church's mission,
- Create an ad hoc Board Committee to plan and begin a self-study of the church organization.
- Rewrite the bylaws to reflect the proposed changes
- Develop plan that identifies the time line for transitioning specific areas to the Executive Team
- Develop timeline for adding lay leaders to the Executive Team

### November to December 2010

- Make decisions regarding the day-to-day management of the church, except for parts transferred to the Executive Team.
- Continue training on the Policy Governance Model,
- Provide visionary leadership and strategic planning,
- *Write policies* regarding the *next area* to be transferred to the Executive Team in the *next quarter*
- Finish work on bylaws and distribute them to the congregation
- Receive progress report of the self-study of the church organization,
- Partner with the Executive Team to organize an Informational/Town Hall meeting.

### January to March 2011

- Make decisions regarding the day-to-day management of the church, except for parts transferred to the Executive Team.
- Receive progress or final report of the self-study of the church organization,
- Continue training on the Policy Governance Model,
- Provide visionary leadership and strategic planning,
- *Transfer management of next area in the plan* to the Executive Team
- *Write policies* regarding the *next area* to be transferred to the Executive Team in the *next quarter*
- Prepare to make change to new financial accounting year,
- Prepare changes to the bylaws, if needed
- Receive information in order to monitor programs and hold individuals and groups accountable,
- Partner with the Executive Team to organize an Informational/Town Hall meeting.
- Designate the Finance, Stewardship, Ministry Liaison, and Nominating Committees as Permanent Board Committees that serve as advisory to the Board,



- Make decisions regarding the day-to-day management of the church, except for parts transferred to the Executive Team.
- Continue training on the Policy Governance Model,
- Provide visionary leadership and strategic planning,
- *Transfer management of next area in the plan to the Executive Team*
- *Write policies regarding the next area to be transferred to the Executive Team in the next quarter*
- Finish bylaw changes and distribute to congregations if needed.
- Prepare to make change to new financial accounting year,
- Invite church members who want to run for a Board of Trustees position to identify themselves to the nominating committee for the election of Trustees,
- Receive information in order to monitor programs and hold individuals and groups accountable,
- Partner with the Executive Team to organize an Informational/Town Hall meeting.

### July to September 2011

- Make decisions regarding the day-to-day management of the church, except for parts transferred to the Executive Team.
- Provide visionary leadership and strategic planning,
- *Transfer management of next area in the plan to the Executive Team*
- *Write policies regarding the next area to be transferred to the Executive Team in the next quarter*
- Make change to new financial accounting year,
- Prepare changes to the bylaws, if needed,
- Receive information in order to monitor programs and hold individuals and groups accountable,
- Partner with the Executive Team to organize an Informational/Town Hall meeting.

### October to December 2011

- Make decisions regarding the day-to-day management of the church, except for parts transferred to the Executive Team
- Provide visionary leadership and strategic planning,
- *Transfer management of next area in the plan to the Executive Team*
- *Write policies regarding the next area to be transferred to the Executive Team in the next quarter*
- Finish changes to the bylaws and distribute to congregation, if needed,
- Receive information in order to monitor programs and hold individuals and groups accountable,
- Partner with the Executive Team to organize an Informational/Town Hall meeting.

### January to March 2012

- Make decisions regarding the day-to-day management of the church, except for parts transferred to the Executive Team
- Provide visionary leadership and strategic planning,
- *Transfer management of next area in the plan to the Executive Team*
- *Write policies regarding the next area to be transferred to the Executive Team in the next quarter*
- Receive information in order to monitor programs and hold individuals and groups accountable,
- Prepare changes to the bylaws, if needed,
- Partner with the Executive Team to organize an Informational/Town Hall meeting.



### April to June 2012

- Make decisions regarding the day-to-day management of the church, except for parts transferred to the Executive Team
- Provide visionary leadership and strategic planning,
- *Transfer management of next area in the plan to the Executive Team*
- *Write policies regarding the next area to be transferred to the Executive Team in the next quarter*
- Receive information in order to monitor programs and hold individuals and groups accountable,
- Prepare changes to the bylaws, if needed,
- Partner with the Executive Team to organize an Informational/Town Hall meeting.



### July to September 2012

- Provide visionary leadership and strategic planning,
- Resolve remaining problems,
- Complete transition,
- Finish changes to the bylaws and distribute to the congregation, if needed,
- Receive information in order to monitor programs and hold individuals and groups accountable,
- Invite church members who want to run for a Board of Trustees position to identify themselves to the nominating committee for the election of seven Board members,
- Partner with the Executive Team to organize an Informational/Town Hall meeting.

