

### III. GOVERNANCE

Reviewed by Board of Trustees April 24, 2025

The Fellowship's organizational chart is included in Appendix C, for reference.

#### A. The Board of Trustees Role

1. The Board's focus in governance shall be on the long-term mission, broad policies and well-being of the Congregation, not on administrative detail. As much as possible, the Board shall delegate managerial decision-making and devote its attention to:
  - a. Strategic planning in the best interests of the Congregation including interpreting and articulating the Mission
  - b. Creating policies to further its work
  - c. Monitoring and evaluating work the Board is responsible to oversee or do
  - d. Overseeing the Fellowship's financial health, planning and management
  - e. Ensuring that Board and Congregational policies and decisions are followed
  - f. Protecting the integrity and reputation of the Fellowship
2. The Board shall
  - a. Have seven to nine members, including the Officers, but excluding ex-officio members
  - b. Uphold and oversee implementation of the Mission of the Bellingham Unitarian Fellowship
  - c. Ensure that the practices of the Board remain consistent with Board Policies and Procedures
  - d. Ensure that both Board and Operations Team Policies and Procedures are periodically reviewed so that they remain consistent with the needs of the Congregation
  - e. Periodically determine Goals and strategies for the work of the Fellowship and consistently monitor and evaluate its own and the Operations Team's work in implementing these Goals and strategies
  - f. Periodically evaluate the Senior Minister's work in their various areas of responsibility
  - g. Ensure sound financial management of Fellowship resources, including recommending annual budgets to the Congregation
  - h. Remove Board Members under the following conditions
    - i. At a Board Member's request

- ii. In the case that a Board Member's contribution is considered inadequate to justify their continuing membership due to insufficient attendance or participation, as determined by a majority vote of the Board
  - iii. In the case that a Board Member's conduct of their duties violates the Mission or Board Policies and Procedures or Congregational Bylaws, as determined by a majority vote of the Board
  - iv. In the event of ii or iii above, the Board Member in question shall receive advanced written notice from a Board Officer of the Board's intent to vote on the matter, and shall be offered the opportunity to speak to the Board on the matter, with another Congregational Member of their choice present, before the Board's decision is finalized
- i. Temporarily fill vacancies on the Board when a Member leaves their position prior to the end of their term, until a replacement Board Member is elected by the Congregation at its next Congregational meeting
  - j. Collaborate with and stay abreast of the work of other entities of the Congregation including the Nominating Committee and any ministerial search or task forces to which the Congregation delegates specific short-term projects
  - k. Define "conflict of interest" to be any circumstance in which an individual, their close relative, or their associate, has interests or responsibilities that could interfere with their responsibility to pursue or protect the Fellowship's interests
  - l. Employees and their close relatives are always seen as having a conflict of interest regarding decisions involving their employment.
  - m. Determine procedures to follow in cases of actual or perceived conflict of interest. These procedures will include alternatives such as disclosure, recusal, or resignation, depending on the circumstances. In cases where only disclosure is determined to be required, such procedures will ensure procedural controls to mitigate the reality, or perception, of a conflict of interest
  - n. Ensure that its members, members of its own committees, the Operations Team, staff, and anyone who exercises authority delegated by the Board will remove themselves or be removed from voting on any decision which would present a real or perceived conflict of interest
  - o. Establish Board Committees as follows
    - i. Standing committees that report directly to the Board shall include
      - Human Resources Committee
      - Senior Minister Evaluation Committee
      - Financial Oversight Committee

- Endowment Committee
  - BUF Community Fundraising Committee
  - Board Policy Grievance Committee
  - Board Officers Committee (President, Vice-President, Secretary and Senior Minister)
  - Governance Committee
  - Ad-hoc committees
- ii. Members of all Board committees will be elected by the Board and will be subject to term limits as described in Board Procedures. Each committee shall have at least three members. Board committees may include individuals who are not members of the Board.
- iii. Board committees may not speak or act for the Board except when formally given such authority for specific purposes
- iv. Committees will assist the Board chiefly by preparing policy alternatives and implications for Board deliberation.
- p. Board committees shall not exercise authority or oversight over employees or the Operations Team unless specifically authorized to do so. The Operations Team shall route any substantial tasks proposed for Board committees through the Board
- q. Practice open decision-making and healthy conflict management.
3. Each Board Member shall
- a. Disclose information regarding any real or perceived conflict of interest to the pertinent entity, prior to participating in any discussion on the matter, and ensure that individuals within any entity they oversee observe this same policy
  - b. Keep themselves fully informed of the Fellowship's ongoing financial status
  - c. Be familiar with the Bylaws and Board Policies & Procedures
  - d. Respond constructively to concerns expressed by members of the Congregation related to the Board's Policies and Procedures
  - e. Support Board Policies and decisions once they have been discussed and voted upon by the Board
  - f. Not act individually to represent the Board with the Fellowship's entities or in the wider community, except as authorized by the Board, by the Board Policies, or in the role of Board President
  - g. Work collegially and act with decorum with the other Board Members, Fellowship volunteers, partners in the wider community, and the Fellowship staff
  - h. Prepare for, attend, and participate in Board and Congregational meetings



- b. Make decisions about which specific entities and areas of focus will reside within each Council of the Operations Team
  - c. Create, monitor and update Operations Policies and Procedures, including those required by the Board
  - d. Gather and share with the Board sufficient options as well as employee, Congregational and external points of view as needed for fully informed Board decisions
  - e. Submit evaluation and monitoring reports required by the Board (see Board Procedures for schedule)
  - f. Complete additional duties described elsewhere in these Policies and in Board Procedures
  - g. Include in Operations Policies and Procedures
    - i. Safety policies and procedures, including safety of people of all ages on Fellowship property from structural hazards (e.g. fire, earthquake) and from dangerous, threatening and/or abusive behavior
    - ii. Accessibility policies and procedures
    - iii. Conflict of interest policies and procedures for the five Councils and their sub-entities
5. The Operations Team shall conduct itself in an ethical manner, including
- a. Not causing or allowing any practice, activity, decision, or organizational circumstance that is illegal, imprudent or in violation of commonly accepted business and professional ethics
  - b. Operating with policies and procedures against misconduct and dishonesty that meet accepted business practices of the accounting industry including
    - i. Theft or other misappropriation of assets, including assets of the Fellowship or others with whom Bellingham Unitarian Fellowship has a business relationship
    - ii. Misstatements, forgery and other irregularities in Fellowship records, including the intentional misstatement of the results of operations
    - iii. Fraud and other unlawful acts
  - c. Not causing or allowing jeopardy to fiscal integrity or public image of the Fellowship
  - d. Ensuring compliance with the terms of this Section by anyone who exercises authority delegated by the Operations Team
6. With respect to treatment of employees and volunteers, the Operations Team shall not cause or allow unprofessional behavior or conditions that are unfair, unsafe, or unhealthy.

7. A quorum of a majority of Operations Team members shall be required to make decisions at Operations Team meetings.
8. The Operations Team shall first seek consensus, but in the absences of consensus, decisions will be made by majority vote. The Operations Team shall decide whether, and how, to permit voting electronically.

C. The Senior Minister

The Senior Minister's Responsibilities, in addition to those described in elsewhere in these Policies and in the Board Procedures, are detailed in the Senior Minister's contract and shall also include serving on the Board as a non-voting ex-officio member.