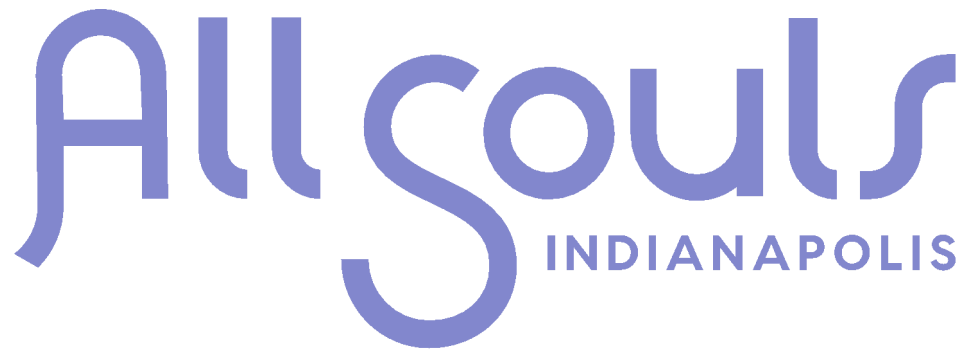




Board of Trustees Policy Manual

Adopted January 12, 2021

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PREFACE

In 2015, The All Souls' Board began working on updating and improving its governance by shifting to a policy governance structure utilizing Rev. Dan Hotchkiss' Governance and Ministry: Rethinking Board Leadership as its basis.

The initial draft of the Board of Trustees Policy Manual developed as a result of this work was approved by the board on January 12, 2021. This Manual is meant to be a living document which will evolve and be routinely updated over time.

ALL SOULS UNITARIAN CHURCH MISSION & VISION

MISSION:

To welcome all.
To lead with love.
To embrace hope.
To cultivate community.
To challenge assumptions.
To face our biases and prejudices
with clear eyes.
To spark positive change within
ourselves and in our communities.
To act in ways that help move the
arc of the universe toward justice.

VISION:

We will leverage love as a force for positive action.

It will start in our congregation. Our members will challenge their own assumptions. Examine their biases. And endeavor to love not only themselves, but the world, fully and without condition. By engaging this work within our congregation, we gain insights and skills to take beyond our walls.

It will reverberate through the community. Our church will perform service and practice advocacy in our community. We will become the Indianapolis church most known for standing up for, and giving a voice to, anti-racist policies, LGBTQ rights, and climate justice.

It will find its way around the world. While All Souls members may leave our congregation as they move on to new cities, they will be prepared to put love into meaningful, positive action in their new communities, practicing love and advocating for justice wherever they go.

1 Board Governance

1.1 Role of the Board

The Board of Trustees (Board) will be accountable to the mission as fiduciaries of All Souls Unitarian Church. The Board will lead the church in discerning and fulfilling our mission through the following activities:

- Set strategic goals and direction in consultation with the members, staff and other key stakeholders
- Maintain the governing documents and policies of the church
- Provide clear and appropriate direction, authority and limitations to staff and volunteers
- Evaluate the performance of the Senior Minister, the Board and the programs of the church
- Ensure the appropriate and effective use of church resources, including funds, physical assets (including approval of any substantial changes to building or grounds), paid staff, and volunteer time
- Provide a safe and constructive atmosphere for church staff, members, and visitors
- Ensure the financial solvency and long-term health of the congregation
- Promote the development of strong congregational leadership
- Make legal, financial, and contractual decisions on behalf of the church, engaging outside assistance as needed

The Board of Trustees will provide visionary leadership for All Souls Unitarian Church that is focused on broad goals and strategies, while delegating the responsibilities and authority for ministry programs and daily church operations as appropriate.

Specific duties and limitations of the Board are identified in Article VI, Section 3 of the All Souls Bylaws.

1.2 Board Membership and Officer Responsibilities

The Board of Trustees is comprised of the four officers of the church—President, Vice President, Secretary, and Treasurer—and three to five at-large trustees. All officers and trustees are voting members of the Board. The Senior Minister is a non-voting member of the Board. The Board of Trustees may decide whether to retain three, four or five at-large trustees as needs and circumstances dictate.

Article V of the All Souls Bylaws identifies the terms and general duties of the officers. Article VI of the All Souls Bylaws identifies the terms and general duties of the trustees. In addition to what is stated in the bylaws, responsibilities of church officers include the following:

1.2.1 President

- Preside at Board and Congregational meetings
- Schedule meetings and set agendas; post board agendas in advance
- Assure that meeting materials are distributed in advance to allow sufficient preparation
- Counsel with Senior Minister
- Represent the church to outside entities
- Sign grants or contracts or authorize other church officers to sign
- Ideally, will serve on Leadership & Nominations Committee at conclusion of term

1.2.2 Vice President

- Assume the duties of the President if the President is absent or unable to fulfil those duties
 - Includes authority to sign contracts or grants if President is unavailable
- Assist in planning and running meetings
- Advise the President
- Other special assignments, depending on needs and abilities
- Ideally, will serve on Personnel and/or Governance Committee

1.2.2.1 The President being unavailable shall be defined as:

- Physical or psychological incapacity
- (If virtual signature is not acceptable) Outside of the Indianapolis Metropolitan Area for 3 or more days.

1.2.3 Secretary

- Prepare minutes of Board and Congregational meetings
- Post meeting minutes for review by all members
- Codify adopted Board policies into the Board Policy Manual
- Ensure that church documents are appropriately archived

1.2.4 Treasurer

- Ensure that monthly and annual reports of income and expenses are prepared for Board meetings in addition to quarterly endowment reports
- Monitor the balances of church financial accounts
- Work with church staff to make certain that receipts, deposits, and payments are made in a timely fashion
- Work with church staff to make certain that insurance policies are adequate and current
- Advise the Board of changes to the budget made by the Senior Minister in accordance with Board policies.
- Ensure that legal and financial documents are properly filed and recorded. A list of these documents is provided in **Appendix A**.
- Advise the Board of issues with church finances

1.3 Expectations of Board Members

1.3.1 Board Covenant

Each year the members of the Board of Trustees will establish a Board Covenant that identifies expectations for the conduct of individual Board members, how the Board will conduct its work together and make decisions, and how the Board will provide leadership to the congregation.

1.3.2 Conflicts of Interest

Board members will carry out their duties with undivided loyalty to the congregation and its mission. A conflict of interest exists whenever a Board member has interests or duties that interfere with the Board member's duty of loyalty to the congregation and its mission.

Conflicts of interest arise when a Board member:

- Stands to gain or lose financially because of a proposed action of the Board.
- Has a close personal, business or political relationship with any person or legal entity that stands to gain or lose financially because of a proposed action of the Board.
- Cannot set aside his or her personal preferences as an individual consumer of the congregation's services to vote on behalf of the whole Congregation and its mission.
- Faces any situation that impairs or reasonably appears to impair their independence of judgment.

If an item of business arises that presents a potential conflict of interest for a Board member, it is the responsibility of that Board member to identify the potential conflict of interest to the Board when it is first recognized. The Board member will either withdraw from the meeting during discussion and voting on the subject business or ask the remainder of the Board to determine the proper resolution and withdraw from the meeting while that resolution is determined.

Anyone who exercises authority delegated by the board will be subject to the same conflict of interest policies that apply to Board members.

The minutes of any Board meeting where a potential conflict of interest is raised will identify that potential conflict of interest and how it was resolved.

1.3.3 Discipline and Removal of Board Members

Article VI, Section 4 of the Bylaws identifies causes and procedures for removal of Board members. The Board may adopt additional causes and procedures that do not conflict with the Bylaws. Possible reasons for removal include, but are not limited to, absence from three or more consecutive Board meetings, repeated serious violations of the Board covenant, or a violation of the conflict-of-interest policy.

Before exercising its power under the bylaws to recommend removal of a Board member, the Board may suspend a Board member's voting privileges without notice if necessary to protect individuals or the congregation from harm.

If the majority of the Board votes to recommend removal, this recommendation will be provided to the Leadership and Nominations Committee along with a request that it vote on the removal.

1.3.4 Board Meetings

1.3.4.1 Meeting Times and Notice

Article VI, Section 5 of the Bylaws identifies requirements for scheduling and notice of Board meetings.

1.3.4.2 Attendance

All Officers, Trustees, and the Senior Minister are expected to attend each Board meeting unless arranged in advance with the President.

1.3.4.3 Open Meetings and Executive Sessions

All meetings of the Board of Trustees will be open to any church member who wishes to observe, except that discussions of the following issues will take place at closed executive session meetings:

- Personnel matters
- Any matter concerning specific individuals in the congregation
- Negotiations
- Litigation, potential litigation, or claims.

Closed Executive Sessions will be open only to voting Board members, the Senior Minister (if the meeting is requested by the Senior Minister), and others determined by the Board to be necessary to conduct the meeting. Executive Sessions are considered special meetings and are subject to the notice requirements for special meetings in Article VI, Section 5 of the bylaws. The Senior Minister must be provided notice of Board Executive Sessions but may be excluded from attendance at the discretion of the Board if the meeting was not called by the Senior Minister.

1.3.4.4 Agenda and Records

The President is responsible for setting the agenda for each Board meeting and Congregational meeting.

A record will be kept of all the matters to come before the Board and of the votes taken. The record will be made available to the congregation for review, except that a record of those matters taken up in closed executive session meetings will be approved by the Board separately and maintained in a confidential file accessible only by current voting Board members and others authorized by the Board. Records of closed meetings will not be discussed by the Board in open meetings.

1.3.4.5 Quorum and Voting

Article VI, Section 6 of the Bylaws identifies quorum and voting requirement for Board meetings.

1.3.4.6 Emergency Action outside of Board Meetings

Article VI, Section 7 of the Bylaws identifies requirements for the Board to address issues outside of regular or special meetings. The Board will avoid such emergency action if practical.

1.4 Board Committees

The Board may establish committees to help it perform its duties. Committees may include permanent standing committees, temporary committees, or other task groups. Committees will not interfere with delegation of authority to the staff.

Each committee or group that reports to the Board will maintain a charter approved by the Board that identifies its objectives and significant activities. The current charters of Board committees and task groups are provided in **Appendix B**. Charters should be created using the template provided in Appendix B.

The Board will annually review the need, scope of responsibility and policies of Board committees.

A Member of the Board will be designated as the Board liaison for each Board committee or group. The Board liaison is encouraged to attend meetings of the committee or group. The Board will annually review committee liaison assignments.

1.5 Autonomous Groups

Article XII of the Bylaws identifies the requirements for Autonomous Groups that may be recognized by the Board of Trustees. At the discretion of the Board, these groups may be given special consideration and support by the Church.

The policies and procedures of existing Autonomous Groups are provided in **Appendix C**.

The Board will periodically review the objectives, statement of policies and procedures, and activities of Autonomous Groups to assure they remain consistent with those of the church.

2 Delegation of Authority

2.1 Global Delegation to the Senior Minister

The board hereby delegates to the Senior Minister the authority to manage the work and resources of All Souls Unitarian Church to pursue the mission of the church. Within the limits established by church bylaws and board policies, the Senior Minister has the authority to:

- Make operational decisions regarding staff, programming, facilities, and expenditures
- Develop administrative and programmatic goals and policies
- Manage communications

Board direction and requests concerning staff and ministry programming will be made through the Senior Minister unless otherwise identified in these policies or in church bylaws.

2.2 Responsibilities of the Staff

The Board expects the staff, individually and jointly, to:

- Guide members and others in activities that fulfill the mission of All Souls.
- Ensure the safety of members and guests.
- Ensure that All Souls facilities are well maintained and used to support the mission of the church.
- Ensure staff activities comply with Board policies, church bylaws, and applicable laws and regulations.
- Uphold a high standard of ethical and professional conduct.
- Work as a team toward the goals contained in the Vision of Ministry.

All staff members are accountable to the Senior Minister. The Senior Minister is accountable to the Board for staff performance.

2.3 Powers Reserved to the Board

2.3.1 Financial Powers

2.3.1.1 Church Budget

The Board of Trustees must approve in advance any church budget or change in budget that requires a congregational vote.

The Board of Trustees must authorize any reduction in budget for staff or facilities.

2.3.1.2 Gifts to the Church

The Board of Trustees has sole authority to accept gifts or donations to the church. The Board will determine the acceptability of any non-cash gifts to the church and the use of any undesignated gifts subject to **Section 3.3.4**.

2.3.1.3 Capital Campaigns

The Board of Trustees has sole authority and responsibility for determining the need, timing and goals for capital campaigns. The congregation must authorize a capital campaign before it can be conducted.

2.3.2 Personnel Decisions

The Board of Trustees has sole authority to make the following personnel decisions:

- Approve the creation or elimination of staff positions of more than 10 hours per week
- Allocate budget for staffing
- Establish a search committee for a called minister

These decisions will be made in consultation with the Senior Minister.

2.3.3 Public Positions

Only the Board of Trustees or the congregation, by congregational vote, have the authority to commit the church to public positions. The Senior Minister, staff members, and individual lay leaders are free to express their personal opinions by word or action.

3 Guidance and Limitations

3.1 Care for Paid Staff

3.1.1 Creating and Eliminating Staff Positions

The Senior Minister, working with the Personnel Committee, is responsible for the development of new staff positions and for changes in, or elimination of, existing positions. New staff positions and elimination of staff positions are subject to approval by the Board of Trustees, as identified in Section 2.3.2. The Senior Minister is authorized to determine which paid staff positions may be filled by church members.

3.1.2 Hiring Staff

The Senior Minister is authorized by the Board of Trustees to lead the hiring process for any vacant staff position that has budget approval, with the exception of called ministers. New positions or positions that cannot be filled under the current budget require Board approval. All staff employment agreements must be approved by the Board or its designee (e.g., Personnel Committee).

The Senior Minister, working with the Personnel Committee, will create and publish practices for hiring that:

- Establish fairness in the hiring process including evaluating implicit biases of those that are hiring and those who are supervising.
- Strive to develop a reasonable pool of candidates for each open staff position.
- Inform and engage stakeholders who will interact with the position.
- Evaluate candidates effectively and ensure appropriate background investigations and testing.
- Embrace the values and mission of the church when developing position descriptions, seeking and evaluating candidates, and selecting employees.
- Define when and how hiring committees will be used in the hiring process.
- Notify the Board when a new employee is hired.

3.1.3 Compensation and Benefits

The Board of Trustees will make fair compensation of church staff a budget priority. Compensation will take into consideration UUA Fair Compensation Guidelines and recommendations of the Senior Minister and the Personnel Committee.

3.1.4 Supervision and Evaluation

All staff members are accountable to the Senior Minister, who is accountable to the Board for their performance. The Senior Minister is the Head of Staff and, in consultation with the board or its designees, has the authority to supervise, hire, discharge and change the compensation of staff.

The Senior Minister will assure that each employee is assigned an immediate supervisor, who will provide an up-to-date job description and complete an annual process of goal-setting and performance review. Individual staff goals and performance reviews are confidential.

The Senior Minister will follow best practices for employee care and supervision (e.g., When Moses Meets Aaron by Gil Rendele and Susan Beaumont or another resource as agreed to by the minister and personnel committee).

3.1.5 Termination of Staff

The Senior Minister must ensure that the proposed termination complies with applicable laws, Board policies, contracts, and the employee manual. These decisions will be made in consultation with the personnel committee.

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

3.1.6 Personnel Manual

The Senior Minister, working together with the Personnel Committee, will develop and maintain an up-to-date employee manual that complies with all legal requirements. The policies and procedures must support the mission of the church and be consistent with Board policy. The Senior Minister will assure that each employee receives a copy of the manual upon employment. The manual should address:

- Church employment policies
- Onboarding and training
- Leave and benefits
- Standards of conduct and performance
- Discipline and Termination
- Nondiscrimination
- Harassment
- Grievances
- Whistleblower protection

3.2 Care for Members and Guests

3.2.1 Health and Safety

The Senior Minister is responsible for maintaining a safe and sanitary church facility and ensuring that church programs are safe for participants and staff. All required licenses and inspections will be kept current and problems will be corrected promptly. The Senior Minister shall advise the Board when resources are inadequate to properly address a problem.

3.2.1.1 Healthy Conduct Policies

In consultation with the Senior Minister, the Board will develop and maintain policies for safe and healthy conduct within All Souls church facilities and at All Souls events. These policies should address issues including:

- Alcohol use
- Drug use
- Smoking
- Weapons
- Disruptive behavior

3.2.1.2 Safety Plan

The Senior Minister will develop and maintain a church safety plan that addresses such issues as:

- Building Security to ensure that church access is restricted to only those with legitimate business there.
- Response to reasonably foreseeable emergencies, such as accidents, illness, weather events, fire, threatening communications, toxic conditions, power outages, and natural disasters.
- Incident reporting procedures
- Maintenance of safety equipment

- Hazard analysis procedures

3.2.2 Nondiscrimination

No person acting on behalf of the church may discriminate for reasons including, but not limited to, race, sex, ethnicity, age, sexual orientation, physical condition, socio-economic status, or belief.

3.2.3 Universal Access

The Church intends to make its premises and activities reasonably accessible to persons with disabilities. To this end our goal is to meet or exceed all legal requirements, and to engage in continual examination of our properties, practices, and attitudes.

3.2.4 Child Protection

The Senior Minister will establish clear, written procedures for the selection, training, and supervision of all ministry team members who work with persons age eighteen and younger.

3.2.5 Complaints

The Board will publish and maintain a process for addressing member and guest complaints.

3.3 Care for Financial and Material Resources

3.3.1 Budget and Financial Expenditures

The Treasurer and the Finance Committee, working with senior staff, are responsible for preparation of the budget which will balance total anticipated expenditures with total anticipated income. The budget will be submitted to the Board of Trustees for approval. The Board may amend or ask for changes to the budget.

The budget for the ensuing fiscal year, and plans for meeting the budget, will be approved by the Board of Trustees and presented to the congregation for approval at the Spring Congregational meeting. (see Bylaws Art. III, Sec. 2)

If a deficit is projected at any point in the year, the Treasurer and the Finance Committee may present a revised budget with recommendations for balancing the budget. The Board of Trustees may amend the budget at any time, subject to the rules of the bylaws.

The Senior Minister is authorized to transfer funds among budgeted expenses if needed to meet changing program requirements. Budget for staff salaries and benefits, for dues, and for facilities operations or improvements may not be reduced without Board approval. All transfers of funds must be reported to the Treasurer on a monthly basis.

No expenditure of money, outside of the budget, exceeding three percent (3%) of the budgeted expenditure for the current year shall be made without a vote of the membership. [Bylaws Art. VI, Sec. 3]

3.3.2 Financial Controls and Debt

The Board of Trustees shall not execute or authorize the execution of any deed, contract or mortgage or any other instrument affecting title to the real property of the church without first being authorized to do so by a vote of the membership. [Bylaws Art. VI, Sec. 3]

3.3.3 Insurance

The Board of Trustees is responsible for ensuring that the congregation carries adequate property, general liability, officers' and trustees' liability, staff, and ministerial liability insurance and any other insurance or bonding necessary to protect the congregation. The Treasurer will work with church staff to make sure that insurance policies are adequate and current.

3.3.4 Capital Reserves and Endowments

The Board of Trustees shall authorize the investment and reinvestment of general and special funds of the church in reasonable and prudent investments and the sale of securities from time to time, as it shall deem advisable [Bylaws Art. VI, Sec. 3] per the guidelines established in the Investment Policy (see Appendix D).

The Board of Trustees may establish, as it sees fit, custodial accounts that are separate from the general fund accounts of the church. The Board of Trustees will establish the rules and conditions under which custodial accounts are operated and maintained.

In the absence of designation by either the family or the donor, memorial contributions will go to the Memorial Fund Custodial Account. If a family designates that memorials go to a specific fund, all gifts identified as being given in honor of that person will go to the specified fund unless the donor states otherwise, in which case the donor's designation will determine the fund to which the gift goes.

Any unspecified donations under \$40,000 will automatically go to the Endowment. Unspecified donations of \$40,000 or more go before the Board wherein a two-thirds majority vote can shift the donation from to other purposes. (Adopted 9/12/18).

Investments within the Endowment fund will be managed by the Finance Committee. Any transactions involving more than ten percent (10%) of all assets within the Endowment fund must be reported to the Board and the Finance Committee within 45 days.

3.3.5 Document Retention and Accounting Processes

The Treasurer will keep accurate records of income, receipts, and expenditures of the church. (see Bylaws Art. V, Sec. 4). This work will be accomplished through cooperation with church staff.

The staff must maintain written procedures to govern the backup, retention, and destruction of the church's documents. The procedures must define retention periods for financial, business, pastoral, personnel, and corporate records in both paper and electronic formats.

The Board of Trustees is responsible for ensuring that the congregation's management of financial accounts follows appropriate accounting practices and processes.

The Board of Trustees will direct the Audit Committee to conduct an annual review of the financial records and practices of the congregation. The Audit Committee will report their findings at the Fall Congregational Meeting. Every five (5) years the Board will consider a more formal review or "audit" conducted by financial experts from outside the congregation.

3.3.6 Asset Protection

The Senior Minister must take all reasonable care to ensure that church assets are protected from loss or theft, including by:

- Maintaining church property and equipment to keep it in working order, subject to reasonable wear and tear.
- Taking reasonable steps to protect the church's intangible property, including intellectual property, electronic data, and paper files from significant damage or loss.

4 Board Oversight

4.1 Mission Focus

The Board will ensure that the congregation is constantly working to fulfill its mission by regularly monitoring and evaluating progress toward the goals set by the Board and Senior Minister to fulfill our mission in compliance with Board policy. The Senior Minister is responsible for oversight of the administration, programs, and ministries of the congregation.

4.2 Goal Setting

4.2.1 Open Questions

Together with the Senior Minister, the Board will maintain an annual process to identify important questions regarding the status and future of the congregation that it will consider over the upcoming year.

4.2.2 Vision of Ministry

Together with the Senior Minister, the Board will maintain an annual process to set priority goals to guide staff and programming over the upcoming year.

4.2.3 Strategic Planning

The Board will review its mission and long-term goals at least once every five years.

4.2.4 Congregational Input

The Board will maintain a process to regularly solicit input from the congregation to support goal setting and evaluation.

4.3 Monitoring

4.3.1 Minister's Reports

The Senior Minister will provide regular written reports from the staff to the Board. The Minister's reports should focus on progress toward the All Souls mission and the priority goals set by the Board and the Senior Minister. The reports should identify issues that require Board consideration and potentially the implementation or modification of Board policies. The Minister's reports must be provided to Board members in advance of each monthly meeting but will not normally be a subject of Board discussion except when they require Board action or raise issues of compliance with Board policy. Regular reports to the Board will address the following:

4.3.1.1 Staff

The Senior Minister's report will include information on staff activities and issues. If there is an exceptional or confidential staff matter that is presented to the Board, it will be addressed in an Executive Session.

4.3.1.2 Programs

The Senior Minister's report will include information on church programs and activities. Information on how these activities support the church mission on goals should be included if appropriate.

4.3.1.3 Other Issues

The Board may occasionally request the Senior Minister to report more fully on the church's work in a given area, or to contribute expertise, information and leadership. The purpose of these reports is to support the Board's learning and reflection on major areas of the church's mission, such as worship, faith formation, social justice, membership development and stewardship.

4.3.2 Financial Monitoring

The Treasurer will provide the board with monthly and annual financial reports covering the overall financial performance compared to the budget and point out significant issues and challenges. These reports will be filed and included with Board meeting minutes.

The Treasurer will report to the Board at least every six months on the status and performance of all endowments and financial accounts held by the church.

Any audit of church finances presented for Congregational approval will first be presented for consideration by the Board.

4.3.3 Board Self-Monitoring

Unless otherwise determined by the Board, each committee or task group will provide periodic status reporting to the Board, including:

- A quarterly written status report submitted to the Board.
- Attendance by the committee or group chair at a Board meeting twice per year or as otherwise required.
- A written report for distribution and/or presentation at the Spring Congregational meeting that summarizes activities completed over the previous year and anticipated over the coming year.

The Board will make time available at its meetings, as appropriate, for committee reports and discussion of committee activities.

4.4 Evaluation

The Board will perform regular evaluation of all aspects of the church and its leadership, either directly or through delegation. The evaluations will focus on reviewing how church leadership and programming are:

- Working to meet established goals and the Vision of Ministry
- Supporting the church mission
- In compliance with applicable laws, regulations and church policies

4.4.1 Board Evaluation

The Board will annually evaluate its own performance and that of committees and groups working on behalf of the Board. The Board will seek evaluation input from the Senior Minister and from others as appropriate.

4.4.2 Senior Minister Evaluation

The Board will annually evaluate the performance of the Senior Minister.

4.4.3 Staff Evaluations

Evaluation of paid and volunteer staff is the responsibility of the Senior Minister. The Board may request verification that the Senior Minister follows appropriate evaluation procedures and requirements for staff evaluations.

4.4.4 Program Assessment

In coordination with the Senior Minister, the Board will regularly assess the programs and activities of the church.

Appendices

Appendix A: Required Document Filings

The following documents require recurring filing by the Treasurer, with assistance from church staff:

Document	Filing Date
Health Plan audit to UUA	Monthly
Quarterly 941; Employer's Federal Tax Return	Due end of month following each quarter
Business Personal Property Tax Forms (form 103 & 104)	May 15
State Non Profit Sales Tax Exempt NP-20	May 15
Application for Property Tax Exemption-Form 136	May 15 (every even numbered year)
Business Entity Report	Dec 11
Workers Compensation report to Church Mutual	Annual
1099 for any payment more than \$600	Annual

Appendix B: Current Board Committees and Task Groups, and their Charters

List of current Committees and Task Groups as of 5-17-23

- Finance Committee
 - Audit Committee
 - Budget Committee
 - Endowment Committee
- Governance Committee
- Personnel Committee

FINANCE COMMITTEE CHARTER

Effective date: 4/30/2019

Charter Approved: 9/21/2022

Purpose:

The Finance Committee will assist the Board of Trustees in its oversight of the congregation's finances. The Finance Committee will also maintain oversight of the Endowment either via an Endowment Committee or directly, work with a Planned Giving Committee, and oversee the Annual Giving campaign. The Finance Committee will report to the Board of Trustees. The Committee has no management authority and does not participate in day-to-day financial activities.

Type of Committee:

The Finance Committee is a standing committee of the Board of Trustees.

Membership:

The Treasurer will be the liaison to the Board of Trustees and will be a voting member. The chairs of the Planned Giving committee and the Endowment committee (if one is appointed) would be members of the committee. Additional members to reach a minimum of 3 and no more than 5 members will be appointed by the Board of Trustees. The board may remove members from the committee at any time. The board will make replacements at the recommendation of the committee itself.

The minister shall serve in an ex-officio capacity. All members have voting privileges except the minister. A chairperson will be selected annually from among the current members.

Meetings are closed; however, guests may be invited to attend.

Chairperson:

Committee chair and/or co-chairs shall be selected annually from committee members. The chair term shall be one year. Committee member terms shall be one year.

Duties, Activities and Responsibilities:

- Analyze data in support of the Board's oversight of financial administration
- Develop and review financial and accounting policies related to church finances, bringing recommended actions to the Board Governance Committee.
- Oversight of Endowment funds/procedures either directly or via appointed Committee
- Together with the Treasurer and minister oversee the development of the annual budget
- Oversee the annual pledge drive and single event activities conducted to raise funds and approval of other fund raising activities
- Provide other services to the Board as requested.

Delegation of Authority:

The finance committee reports to the full board. The committee reviews and advises the board on financial matters and make recommendations for board approval.

Standard Committee Procedures:

The committee shall meet monthly. A quorum consists of at least 2/3 of voting members present. Decisions will be made by acclamation, unless fewer than 2/3 of members are in agreement, at which point the issue will be returned to discussion before a decision is made. Minutes of the meetings are not required, although notes of the meeting will be summarized in a report to the Board of Trustees monthly.

Governance Committee Charter

Established: 2/2021

Charter Approved: 9/21/2022

Purpose:

The Governance Committee functions in a supervisory role toward the board itself providing oversight to board functions. The Governance Committee writes church policies, guides the transition to policy governance, periodically reviews and amends the governing documents, provides oversight for annual tasks (board goals, Vision of Ministry, evaluations, mission/vision conversations) and deals with other important governance issues as they arise.

Type of Committee:

The Governance Committee is a standing committee of the Board of Trustees.

Membership:

The committee shall have 3-5 members. The committee chair shall be a current trustee. The other committee members may be board members or other voting members of the congregation. The minister shall serve in an ex-officio capacity. All members have voting privileges except the minister.

The board shall appoint the members of the governance committee. The board may also remove members from the committee at any time. The board will make replacements at the recommendation of the committee itself.

Meetings are closed; however, guests may be invited to attend.

Chairperson:

Committee chair and/or co-chairs shall be selected annually from committee members. The chair term shall be one year. Committee member terms shall be one year.

Duties, Activities, and Responsibilities

- Develop and recommend to the board a set of church governance guidelines and policies.
- Help the board ensure needed policies exist, are accessible and are reviewed periodically.
- Incorporate defined policies into the All Souls Policy Governance Manual.
- Support the identification and delivery of appropriate governance related training in the church.
- Assist the board and its members understand their respective roles and good governance practices.
- Ensure All Souls by-laws and other governing documents are reviewed periodically.
- Support the Board in monitoring relevant regulatory requirements.
- Review these guidelines at least annually and recommend to the board changes or additions as necessary or appropriate.
- Publish a handbook of these guidelines and see that the board reviews them at least annually.
- Develop and recommend to the board an annual self-evaluation process of the board and its committees; oversee the annual self-evaluation process and report the results to the board.

- Commit to the study of governance issues and leverage such assets as the UUA.
- Maintain committee meeting minutes or report to the board, and a record of information relevant to the committee.

Delegation of Authority

The governance committee reports to the full board. The committee reviews and advises on procedures that are developed/implemented by the minister and makes recommendations for board approval.

Standard Committee Procedures

The committee shall meet monthly and provide reports to the board, which may be action items that come out of the committee for board consideration and approval.

A quorum shall consist of a majority of committee members.

Personnel Committee Charter

Established: 10/2020

Charter Approved: 9/21/2022

Purpose:

The Personnel Committee's purpose is to 1. Establish personnel policy that is suggested and supported by the Policy Governance by Hotchkiss; 2. Support ASI staff based on the Personnel Manual; 3. Partner with the minister to support staff during employment; 4. Establish hiring committees for vacancies; 5. Partner with and give guidance to minister about staff; 6. Work within our Church Covenant.

Type of Committee:

The Personnel Committee is a standing committee of the Board of Trustees. It serves as an advisory committee to the minister (Head of Staff).

Membership:

The committee shall consist of a minimum of 3 members, which must include a current member of the Board of Trustees, who serves as board liaison, and the minister. The minister is a voting member of the committee. The other committee member may be board member or other voting member of the congregation. The committee shall strive to make decisions by consensus.

The board shall appoint the members of the committee. The board may also remove members from the committee at any time. The board will make replacements at the recommendation of the committee itself.

All meetings are closed and confidential (Executive Session). In the event a guest is invited to attend, the meeting will be in Executive Session unless otherwise stated or agreed to prior to the meeting.

Chairperson:

The committee chair shall be appointed by the board. Member terms shall be one year except in the case of the board liaison, whose committee term shall match their board term.

Duties, Activities, and Responsibilities

- We will work closely in shared ministry with the minister on all personnel matters. While the minister, as Head of Staff, has the ultimate decision over hiring/firing, we endeavor to have those decisions be thoroughly vetted by the committee in advance.
- We will work with the minister to create job descriptions for new positions for board approval and to form Hiring Committees as needed to fill open positions.
- We will employ best practices based on Policy Governance, UUA, Federal and local employment law, and our Personnel Manual.
- We will work on a committee consensus basis.
- We will make a sincere effort to impart to our employees their value. Sometimes that may be monetary. Our goal is to be available to our staff in any variety of ways. We state that anyone can come to us with concerns, complaints.

- It is our job to advocate for the employees either to the Board, the minister or a combination. We try to maintain a judgement free communication, practicing active listening and cooperative problem solving. We may also seek the help of other professionals.
- We do not operate in secrecy but actively and respect that all personnel issues are not for the entire congregation or Board. We make recommendations as “the committee” understanding sometimes our view is not accepted.

Delegation of Authority

The personnel committee reports to the full board. The committee reviews and advises on personnel policies, makes recommendations for board approval, and works closely and confidentially with the minister on individual personnel matters.

Standard Committee Procedures

The committee shall meet at least monthly. Due to the confidential nature of personnel committee discussions, private notes may be kept. As appropriate, an oral or written report may be given to the board.

A quorum shall consist of a majority of committee members.

Appendix C: Autonomous Groups Policies and Procedures

- Channing Club

Appendix D: Other Policies

- Investment Policy
- Operating Policy for Investment and Endowment Accounts or Special Fund Accounts
- Share the Plate Policy
- Disruptive Behavior Policy

Investment Policy

Adopted 1-22-22

A. Policy Purpose

The purpose of this Investment Policy ("Policy") is to set forth written guidelines for the management of the All Souls Unitarian Church of Indianapolis (ASUC) investment portfolio which includes endowment funds and other long term savings funds (e.g., building reserve). This Policy will:

- Define the roles of the parties who make decisions and recommendations regarding the investment portfolio, including the Finance Committee, and the investment advisors;
- Establish expectations, objectives, and guidelines for the investment portfolio; and
- Provide criteria to evaluate, engage or discharge investment advisors.

This Policy is a summary of the investment philosophy that will guide the management of the ASUC investment portfolio. The Finance Committee will, with final approval by the Board of Trustees, review this document periodically to ensure that it continues to meet the church's expectations, and objectives.

B. Time Horizon

The ASUC Investment Fund seeks a three (3) year time horizon for investments of funds needed to be available for the budget and the custodial funds. The remaining funds of the ASUC Investment Fund will be invested for long-term growth.

The Finance Committee will review the statements provided by the advisors on at least a quarterly basis. The performance of the advisors will be reviewed on at least an annual basis.

C. Risk Tolerance

All Souls Unitarian Church's approach regarding the portfolio's assets combines both preservation of capital and moderate growth. While high levels of risk are to be avoided, the assumption of a moderate level of risk is warranted to increase the likelihood of achieving the desired investment performance.

D. Asset Allocation

The ASUC Investment Fund is seeking a balanced approach toward investing. It is understood that, due to market movements, the asset allocation at any given time will vary. It will therefore be necessary to consider periodically rebalancing the portfolio to the targeted asset allocation.

In addition, the ASUC Investment Fund seeks to invest responsibly and would like to have a minimum of 10% and maximum of 25% of the investments in Environmental, Social Governance (ESG) focused funds, although this should be seen as a guideline and not a static rule.

E. Portfolio Objectives

The Investment Fund's investment objectives are:

- Primary – to promote growth and income. Direct participation in options contracts are prohibited. No investments can be put on margin.

- Provide cash liquidity for budgeted needs of the church, making it necessary to maintain custodial and budgeted funds in assets easily liquidated.

To this end, the church intends to have available 3-5% of the Investment Fund portfolio for use each year. Because this amount is budgeted, we should aim for a growth factor that will increase the corpus of the fund, while allowing some of the investment earnings to be available for the church on an as needed basis.

F. Evaluation and Portfolio Review

To assist the church in meeting its investment policy and fulfilling its investment objectives, it should retain investment advisors who are licensed as Certified Financial Planners with the state of Indiana or the Securities and Exchange Commission and have applicable experience advising foundations and/or non-profit organizations. The Finance Committee will meet with the investment advisors to review actual results and make any necessary changes annually.

G. Duties and Responsibilities of the Finance Committee

1. Establish investment objectives;
2. Develop guidelines which are consistent with the investment objectives;
3. Select a qualified investment advisor;
4. Provide investment advisor with all relevant information on financial condition, liability structure, risk tolerances and changes to the current operating plan that would affect the investment portfolio.
5. Terminate advisors, when necessary, after evaluation and review
6. Monitor and annually review the investment performance to evaluate compliance with objectives and guidelines.
7. Report at least quarterly to the Board of Trustees.

Operating Policy

For Investment and Endowment Accounts or Special Funds

Adopted 5-18-22

Endowment Purpose and Limits

The Board of Trustees shall authorize the investment and reinvestment of general and special funds of the Church in reasonable and prudent investments and the sale of securities from time to time, as it shall deem advisable.¹

The Endowment Fund receives bequests and other designated funds for permanent endowment and invests those funds per the Investment Policy. Custodial funds and/or funds designated as reserves for specific purposes or for general purposes should be segregated from general funds, and may only be invested in FDIC insured instruments (money market or other secured funds).

To maintain the integrity of the Endowment, the Board may approve a budget that allows withdrawals to meet budgeted expenses of up to 6% per year of the Endowment value (as based on the "Harvard Model"). The valuation is the average of the value at the end of each of the past 13 quarters.

The Board may also approve loans from the Endowment to be used for designated purposes. Amortized loans are to be repaid with interest at the "applicable federal rate" in place at the time of the loan, with minimum repayments of \$1,000 per month to start not later than the beginning of the next fiscal year after the loan date.

Reports

The Finance Committee shall present a detailed report of income, expenses, and holdings to the board no less than annually. In addition, the Committee shall report to the Board when requested.

The treasurer shall present a quarterly report of income, expenses, and holdings to the Finance Committee. The Finance Committee shall contribute a general report for the "Annual Report to the Congregation."

Receiving Funds

Stock Assets received will typically be sold within two days and the final value of that sale will be attributed to the contributor. If the assets are not sold within two days, the value at the close on the day received will be attributed to the contributor. It is recommended to send a Thank-You note to the family and executor for bequests. Mention may be made in church publications.

Funds given with special instructions may be rejected after review by the board.

Distributing Funds

Special/custodial funds shall be distributed as called for in the documents creating the special funds or to the extent of funds available at the direction and approval of the treasurer and minister. At no time will special funds distributions be allowed in greater amount than the current balance in that fund. Reserves and Endowment Funds budgeted for expenses may be transferred to general funds at the direction of the treasurer.

¹ASUC Bylaws approved 12/12/21 (Article VI. TrusteesSection 3 Duties and Limitation of Power, Part c.)

Share the Plate Policy

Adopted 5-18-22

An organization which shares values with ASUC may be selected periodically by the minister, in consultation with the worship committee. Each week offertory donations in cash, or otherwise undesignated will be divided equally between ASUC and the organization. Donations which are designated (e.g., as a pledge, entirely for ASUC or entirely for selected organization) will go to the designated recipient.

DISRUPTIVE BEHAVIOR POLICY

Source: Modeled after UUA policy examples from First Unitarian Universalist Church, Columbus, Ohio

Date of passage of policy by Board of Trustees: April 17, 2019

Effective Date: April 18, 2019

Date of Last Review: March 13, 2019

A. Policy:

While the creation of a beloved community open to a wide variety of individuals is one of the prime values held by our congregation, we affirm the belief that our congregation must maintain a secure atmosphere where such openness can exist. When any person's physical and/or emotional well-being, or freedom to safely express his/her/their beliefs or opinions is threatened, the source of this threat must be addressed firmly and promptly, even if this ultimately requires the expulsion of the offending person or persons. Actions to address disruptive behavior are undertaken with compassion and the hope of reconciliation.

Examples of disruptive behavior could include the following:

1. Perceived threats to the safety of any adult or child;
2. The disruption of church activities;

B. Procedure:

The following shall be the process of All Souls Unitarian Church in dealing with these issues:

1. If an immediate response is required, this will be undertaken by a Minister, if available, otherwise by the leader of the meeting or activity involved, church staff, or a member of the Board of Trustees. This may include asking the offending person or persons to leave, or suspending the meeting or activity until it can safely be resumed. If further assistance is required, the Police Department may be called. Any time any of these actions are undertaken without the Senior Minister being present, the Senior Minister must be notified. A follow-up letter detailing what steps must be taken before returning to the activities involved will be sent by the Senior Minister to the offending party or parties.
2. Situations not requiring immediate response will be referred to an ad hoc committee appointed by the Board of Trustees. This ad hoc committee will include a Minister or

professional church employee, a member of the Board of Trustees and such others as the Board deems appropriate. The ad hoc committee will respond in terms of their own judgment observing the following:

- a. The ad hoc committee will respond to problems as they arise. There will be no attempt to define "acceptable" behavior in advance.
- b. Persons identified as disruptive will be dealt with as individuals; stereotypes will be avoided.
- c. The ad hoc committee will collect all necessary information.
- d. To aid in evaluating the problem, the following points will be considered:

DANGEROUSNESS - Is the individual the source of a threat or perceived threat to persons or property?

DISRUPTIVENESS - How much interference with church functions is going on?

OFFENSIVENESS - How likely is it that prospective or existing members will be driven away?

- e. To determine the necessary response, the following points will be considered:

CAUSES - Why is the disruption occurring? Is it a conflict between the individual and others in the church? Is it due to a professionally diagnosed condition of mental illness?

HISTORY - What is the frequency and degree of disruption caused in the past?

PROBABILITY OF CHANGE - How likely is it that the problem behavior will diminish in the future?

- f. The ad hoc committee will decide on the necessary response on a case-by-case basis.

However, the following three levels of response are recommended:

LEVEL ONE - The ad hoc committee shall inform the Minister(s) of the problem and either the Minister(s) and/or a member of the ad hoc committee shall meet with the offending individual to communicate the concern, including a description of the disruptive behavior and the changes desired.

LEVEL TWO -The offending individual is excluded from the church and/or specific church activities for a limited period of time, with reasons and the conditions of return made clear.

LEVEL THREE - The offending individual is permanently excluded from the church premises and all church activities. Before this is carried out, the ad hoc committee will consult with the Board of Trustees and the Minister(s). If the Board votes that expulsion will take place, in consideration of information from the Membership Committee, a letter will be sent by the Senior Minister and the President of the Board of Trustees explaining the expulsion and the individual's rights and possible recourse.

- g. Any action taken under item f., Level One and Two, may be appealed to the officers serving on the Board of Trustees, which shall consult with the Minister(s), and make a final decision.
- h. Confidentiality can encourage reconciliation and protect other parties involved from unnecessary exposure. Conversely, the injury caused by the offending person may be widespread or significant enough to require some portion or the whole of the congregation be informed or included in the reconciliation process. In consultation with the Board of Trustees, the ad hoc committee will determine the degree of confidentiality to be used during the process.
- i. To preserve institutional memory and consistent application of this policy over time, a record of each invoking of this Policy will be maintained in a registry secured in the Church office in a secure electronic file. Access to this registry is restricted to the Ministers and the President of the Board of Trustees who may share this information on a “need to know” basis.
- j. A registry record includes the identity of the offending individual, all communications between the individual and the church relating to the invoking of the policy and supporting documentation. The record will also include, for the benefit of future ministers and Boards, a statement written by the ad hoc committee, on the recommended course of action should offenses by the individual continue or recur.

Appendix E: Board Calendar

Board calendar can be found here:

<https://docs.google.com/spreadsheets/d/19EgrPNVEUZBhE2DPVwdgRXcVg0g95CZrg8c2S5Lzat0/edit#gid=0>

Appendix F: Change Log

Change	Version	Section/Policy	Description	Date Changed/Approved
2021-1	V1.0	All	Initial Approved Policy Manual	1-12-21
2022-1	V2.0	2.3.2, 3.1.2,3.1.4 3.3.4 Appendix B Appendix D	• Updates to clarify minister's role as Head of Staff with authority to hire and fire with consultation (not approval) of board or its designee (personnel committee) • Update to endowment section to reflect updated policy and procedures • Updated to reflect current Committees • Replaced Endowment Policy with: Investment Policy and Operating Policy for Investment and Endowment Accounts • Added Share the Plate Policy	Entire update approved 5-18-22
2023-1	V2.1	1.2 Appendix B	• Changed number of at-large members from 5-7 to 3-5 to be in line with bylaws update approved on 5-7-23 • Added committee charters	Approved by board 5-17-23 Approved by board 9-21-22
2025-1	V2.2	1.2.2	• Made explicit a VP's authority to sign contracts and grants when the president is unavailable to do so. Also added the criteria for saying the president is unavailable.	Approved by board 4-21-25