

## **UUCDC Board of Trustees Code of Conduct and Board Covenant**

April 15 2024

The Board of Trustees of UUCDC commits itself and its members to ethical, business-like and lawful conduct consistent with UUA principles, including proper use of authority and appropriate decorum when serving as Board members. Accordingly, Board members will:

- Show unbiased loyalty to the interests of the congregation. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or staffs. It also supersedes the personal interest of any Board member acting as a consumer of the congregation's services.
- Disclose their involvement with other organizations, with vendors, or with any other associations that might produce a conflict of interest.
- Avoid conflict of interest with respect to their fiduciary responsibility.
  - There must be no self-dealing or any conduct of private business or personal services between any Board member and the Lead Minister and staff, except as procedurally controlled to assure openness, competitive opportunity, and equal access to inside information.
  - When the Board is to decide upon an issue about which a Board member has an unavoidable conflict of interest, that member shall absent herself or himself from not only the vote but also from the deliberation by leaving the meeting.
  - Board members must not use their positions to obtain employment at UUCDC for themselves, family members or close associates.
  - Should a member of the Board accept employment at UUCDC, he or she must resign from the Board.
- Refrain from attempting to exercise individual authority over the organization except as explicitly set forth in the Board policies.
  - Interactions with the Lead Minister and staff must recognize the lack of authority vested in individuals except when explicitly Board-delegated.
  - Interactions with public, press or other entities must recognize the same limitation and the inability of any Board member to speak for the Board except to repeat explicitly stated Board decisions
  - Board members will not express or act on their individual judgments of the Lead Minister or staff performance except when participating in Board deliberations about whether the Lead Minister or staff have interpreted Board policy reasonably.
- Respect the confidentiality appropriate to issues of a sensitive nature.
- Enforce upon itself whatever discipline is needed to govern with excellence, specifically with reference to preparation and attendance. Materials for discussion at Board meetings will be submitted in advance of the meeting. Board members will review materials in advance of the meeting in preparation for discussion.
- With respect to attendance, every attempt shall be made to attend Board meetings. A member of the Board who misses 3 consecutive Board meetings or 4 of the last 12 shall

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be considered to have resigned from the Board. (In special circumstances the Board may decide to override this stipulation.)

As leaders in our congregation and as individuals entrusted with the responsible governance of our congregation, we honor that trust by covenanting to treat each other with respect and kindness, to hearten one another by being present, participating fully, and growing and learning together in love.

Accordingly, Board members will:

- Seek to create an atmosphere of permission to ask questions and express concerns.
- Seek to educate ourselves about Governance and the role of the Board.
- Ask the question: “Whose responsibility is this under our current Governance?”
- Act within the boundaries of our bylaws and policies.
- Handle differences with courtesy, fairness and generosity of spirit.
- Listen well to each other with undivided attention.
- Respect all opinions and points of view.
- Strive for consensus, defined as *“when opposing viewpoints are fully expressed by all parties, a decision is made (by vote if necessary) and where those who disagree with the decision of the group feel they have been heard and are able to support the decision of the group.”*
- Be patient with ourselves, others and the process of change.
- Assume the best in each other that everyone is acting in good faith with the best interests of the congregation at heart.
- Ensure timely communications with one another that are clear and responsive.
- Communicate emotional issues and concerns in person or over the phone and not via email.
- Agree to delegate responsibilities and allow autonomy in decision-making where appropriate.
- Keep our decision-making processes transparent.
- Adhere to our common understanding of the meaning of “Speak with one voice”.
  - It is not a deterrent to full and open discussion of issues in the meeting.
  - It requires a commitment to full participation and discussion in the meeting.
  - It requires that all Board members support the decision of the Board.
  - It does not require any Board member to be evasive about her/his position on a decision, as long as the Board member clearly expresses her/his support for the decision even if she/he disagrees.
- Commit to extending the principles of this covenant throughout our involvement with the Church community.
- Give each other permission to gently point out a breach of this covenant.

This Board Covenant will be reviewed by the Board at the Annual Board Retreat.

### **Adoption of the Policy**

This policy by vote of the board is hereby adopted.

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UUCDC by Marilyn Huff  
[Name of Congregation] Board President

and Abby Houston  
Board Vice President

Dated this 15 day of April, 2024.