

**Unitarian Universalist
Church of Buffalo**

Board of Trustees

Policy Book

*May 20, 2020
Edition*

Contents

1.0 Discernment	5
1.1 Vision	5
1.2 Mission	5
1.3 Outcomes	5
2.0 Strategy	6
2.1 Strategic Plan	6
3.0 Governance	7
3.1 Philosophy of Governance	7
3.1.1 Clarity	7
3.1.2 Competence	7
3.1.3 Accountability	7
3.2 Nomination and Election of Trustees	8
3.3 Board Covenant	8
3.4 Board Self-Governance	9
3.4.1 Duties & Responsibilities	9
3.4.1.1 The Board of Trustees	9
3.4.1.2 Individual Trustees	9
3.4.1.3 Policy Book	9
3.4.2 Selection of Officers	10
3.4.3 Board Consent Agenda	10
3.4.4 Board Advisory Committee and Task Force Structure	10
3.4.4.1 Governance Advisory Committee	11
3.4.4.2 Strategy Advisory Committee	11
3.4.4.3 Oversight Advisory Committee	12
3.4.4.4 Finance Advisory Committee	12
3.4.4.5 Endowment Advisory Committee	13
3.4.4.6 Fixed Assets Advisory Committee	13
3.4.4.7 Personnel Advisory Committee	13
3.4.4.8 Stewardship Task Force	14
3.4.5 Conflict of Interest: Trustees and Advisory Committee and Task Force Members	14
3.4.6 Discipline and Removal of Board Members	17
4.0 Management	19
4.1 Powers Reserved to the Board	19
4.1.1 Board Authority	19
4.1.2 Establishing Staff Positions	19
 Board Policy Book (last updated 05/20/2020)	 2

4.2 Delegation to Staff	19
4.2.1 Global Delegation	19
4.2.3 Creation and Assessment of Ministry Teams	20
4.3 Care for People	20
4.3.1 Welcoming Congregation	20
4.3.2 Access and Inclusion	20
4.3.3 Safe Congregation	21
4.3.3.1 Disruptive Behavior	21
4.3.3.2 Evacuation	21
4.3.3.3 Safe Staffing	21
4.3.3.4 Medical Emergency	22
4.4 Care for Staff	22
4.4.1 Personnel Manual	22
4.4.2 Fair Employment Practices	22
4.4.2.1 Equal Opportunity Policy	22
4.4.2.2 Fair Compensation	23
4.4.2.3 Freedom from Workplace Harassment	23
4.4.2.4 Whistleblower Policy	23
4.4.2.5 Conflict of Interest: Paid Staff	23
4.4.2.6 Grievance	24
4.5 Care for Resources	24
4.5.1 Financial Controls	24
4.5.1.1 Expenditure and Contractual Authority	24
4.5.1.2 Check Signing	25
4.5.1.3 Review and Audit	25
4.5.2 Endowment, Special Funds and Reserves	25
4.5.2.1 Endowment Management, Uses and Withdrawals	25
4.5.2.2 Funds Established with a Restriction on Use	26
4.5.2.3 Reserves	26
4.5.3 Confidentiality	28
4.5.4 Financial Development: Grants and All Other Fundraising	28
4.5.5 Insurance	28
4.5.6 Document Retention	28
4.5.7 Facilities Use	29
4.6 Statements of Public Witness and Social Action	29
4.6.1 Statements by Individual Members	30
5.0 Oversight	32
5.1 Cycle of Planning, Evaluation and Review	32

5.2 Monitoring	32
5.2.1 Financial Reports	32
5.2.2 Staff Reports	32
5.2.3 Board Inquiries	32
5.3 Evaluation	32
5.3.1 Board and Board Advisory Committee Self-Evaluation	32
5.3.2 Minister as Head of Staff Evaluation	33
5.3.2.1 Staff Performance Appraisal	33

1.0 Discernment

1.1 Vision

We will gather in loving community, creating a shared vision of compassion and dignity for all, to radically transform the world in which we live.

Revised and affirmed by the Congregation September 22, 2019

1.2 Mission

The Unitarian Universalist Church of Buffalo is a compassionate, thoughtful and diverse religious community that nurtures and challenges itself into deeper understanding, meaning and purpose.

- We gather through worship, music, education, intersectional ministries, and service.
- We inspire each other in love and mutual respect to further our individual and collective spiritual journey.
- We transform through our combined talents, and in coalition with other progressive organizations, in service to anti-racist anti-oppressive movements.

Revised and affirmed by the Congregation September 22, 2019

1.3 Outcomes

Gather: Building on our past, caring for the present and leading into the future with hope and generosity:

- The blessings of our living community are celebrated in all the ways we gather;
- People of all ages and identities who come through our doors are actively welcomed;
- People are encouraged to connect to the Church in multiple ways;
- Support and pastoral care are given and received in times of personal need and celebration.

Inspire: Recognizing the blessings in ourselves, others and the world:

- Our spiritual environment provides meaningful ways to address life's challenges and mysteries;
- Word and music, buildings and grounds, provide inspiration, continuity and connection to our heritage;
- The opportunity is offered to hear and appreciate differing religious paths;
- Insightful, provocative messages open us to transformation.

Transform: Understanding that the transformative power of our faith has significant far-reaching impact:

- A Unitarian Universalist identity is cultivated in our children, youth and adults;
- Our time, talent and treasures are given freely to ourselves, each other and our community to promote a better world;
- Unitarian Universalist values are modeled and promoted in the Church and to the wider community.

Adopted by the Board of Trustees, November 2012

2.0 Strategy

2.1 Strategic Plan

The Board of Trustees periodically creates, revisits, reviews, tracks accomplishments, and renews its strategic plan for the Church. The most recent plan was adopted by the Congregation in January 2011, with the following Goals and Objectives, for each of which a set of specific associated tasks was defined:

1. Loving Covenant: This is the way we make a structure through which to be together as a congregation in the larger UU movement.
 - 1.1. Improve Governance Structure
 - 1.2. Support Paid Staff
 - 1.3. Improve Infrastructure
 - 1.4. Improve Information Management
 - 1.5. Relate UUCB More Regularly to the Larger UU Movement
2. Vibrant Stewardship: This is the way we sustain the physical possibility of being a church community.
 - 2.1. Educate Congregation about the meaning of Covenantal Relationship and the Role of Engaged Stewardship
 - 2.2. Develop a New Members Initiative
 - 2.3. Develop an Income Initiative
 - 2.4. Link UUCB to Larger Buffalo Community
3. Engaged Membership: This is the way we relate to and serve each other as a community of members and friends.
 - 3.1. Provide Opportunities for Spiritual Development
 - 3.2. Encourage Volunteerism on Behalf of the Church Community
 - 3.3. Establish Stronger Relationships Among the Congregation as a Whole
4. Defining Justice: This is the way we make our faith visible in the world.
 - 4.1. Speak Actively Our Social Justice Agenda
 - 4.2. Engage Social Justice Projects Outside the Church
 - 4.3. Expand Ministry to the Elmwood Village
 - 4.4. Encourage More Use of Our Building

Affirmed by the Board of Trustees, May 21, 2014

3.0 Governance

3.1 Philosophy of Governance

Governance at UUCB is characterized by clarity, competence, and accountability. By governing in a strategic way, the Board makes it possible for paid and volunteer staff to create, maintain, and monitor the programs by which we as a people gather, by which we inspire spiritual development, and by which we transform ourselves so as to heal, help, and bless the larger world.

3.1.1 Clarity

Clarity refers to our obligation to provide a clear, thoughtful, and thorough allocation of authority, responsibility, and accountability for all work done on behalf of the Church. Therefore,

The Board will hold itself accountable and make policy decisions as a body for the benefit of the Church as a whole.

The Board will hear the voices of all Trustees, work toward consensus, acknowledge differences and dissent, and reach decisions by voting.

The Board will support decisions once they are made and communicate them as one voice.

The Board will make readily accessible its record of decisions concerning governance policies and procedures.

3.1.2 Competence

Competence refers to our obligation to provide a collective sense of excellence, achievable because each individual Board member makes a commitment to be a responsible partner in the process of governing. Each individual brings his/her gifts in a spirit of positive and constructive service to benefit the Church as a whole. Therefore,

The Board will focus its energy on the core Board roles of fiduciary oversight, policy creation, delegation of authority, and evaluation of outcomes.

The Board will exercise discipline that assures parity among Board members.

The Board will engage in a fair and responsive process of decision-making.

3.1.3 Accountability

Accountability refers to our obligation to provide a structure that enables work toward identifiable outcomes clearly related to the mission of the Church. Therefore,

The Board will operate in a strategic manner which focuses on outcomes, with an emphasis on setting goals in keeping with the mission and envisioning the future life of the Church as a whole.

The Board will establish clear distinctions between its work and that of staff.

The Board will monitor and evaluate staff performance, as well as its own functioning.

The Board will evaluate the role of Church activities within the overall mission and strategic direction that it sets.

Affirmed by the Board of Trustees, February 13, 2013

3.2 Nomination and Election of Trustees

The Congregational Nominating Committee is responsible to the Congregation in meeting. The overall purpose of the Congregational Nominating Committee is to recommend to the Congregation candidates for the Board and replacements for the Congregational Nominating Committee itself, as well as, at the request of the Board, suggestions of members for Board Advisory Committees or Task Forces. The work of this Congregational Nominating Committee includes:

- identifying and recommending as candidates voting members of the Congregation who are willing to be considered by the Congregation for election as Trustees for open seats at the Winter Congregational Meeting;
- nominating voting members of the Congregation as their own replacements for election as Congregational Nominating Committee members for open seats on the Committee at the Fall Congregational Meeting, except that current Trustees will not be eligible to be elected to fill open seats on the congregational
- at the request of the Board, recruiting volunteers for the Board to consider to fill any vacancies that develop on the Board of Trustees or the Congregational Nominating Committee before the next annual election occurs; and
- identifying and suggesting, at the request of the Board or its President, members for Board Advisory Committees or Task Forces.

In order to best fulfill these responsibilities, Committee members will:

- be familiar with Unitarian Universalist principles and the mission and vision of the Unitarian Universalist Church of Buffalo;
- have an understanding of the organizational and governance structure of the Church;
- be familiar with the functions and purposes of the Board of Trustees and the Congregational Nominating Committee;
- be able to communicate to possible candidates the commitment that will be necessary to serve on the Board of Trustees or the Congregational Nominating Committee; and
- cultivate for upcoming terms potential Board of Trustees or Congregational Nominating Committee members who widely represent the congregational demographic to which we aspire, as well as the skill sets needed for effective service as a trustee or as a member of the Congregational Nominating Committee.

The Congregational Nominating Committee will be composed of seven voting members of the Congregation. Initially, three members will be elected for three years, two for two years, and two for one year. Thereafter, all members will be elected for three year terms. Any committee member will be eligible to serve one additional consecutive three-year term. After serving for six consecutive years, a voting member will not be eligible to serve again on the Congregational Nominating Committee for three years. The Committee will select its own Chair.

Affirmed by the Board of Trustees, January 20, 2016

3.3 Board Covenant

We, the members of the UUCB Board of Trustees, covenant to keep the mission of the Church foremost; and to:

- Be punctual, prepared, enthusiastic, and ready to work and have fun when we meet;

- Focus on the task at hand and actively participate by listening attentively and responding clearly and courageously;
- To be creative in making informed decisions;
- Be respectful and open-minded encouraging one another to work toward consensus;
- Hold confidentiality and speak with one voice when the meeting is over.

Revised and affirmed by the Board of Trustees, May 15, 2019

3.4 Board Self-Governance

3.4.1 Duties & Responsibilities

The responsibilities and duties of the Board of Trustees are to diligently and lawfully exercise stewardship of the financial, physical and human resources, and to safeguard and promote the mission and well-being of the Congregation of the Unitarian Universalist Church of Buffalo. All powers of the Board are subordinate to the will of the Membership and the Bylaws of the Church.

3.4.1.1 The Board of Trustees

- Is the governing body of the Church;
- Represents and provides leadership on behalf of the Congregation;
- Articulates the mission expressed by the Congregation;
- Envisions outcomes that accomplish the goals of the mission;
- Establishes and regularly reviews operating policies and procedures intended to enable, support and guide the work of the Church in its efforts to achieve its mission;
- Allocates resources towards achieving the desired outcomes;
- Delegates responsibility for accomplishing these outcomes;
- Assumes responsibility for oversight, monitors and regularly assesses the end results; and
- Provides clear goals, guidelines and support for staff.

3.4.1.2 Individual Trustees

- Put the Church as a whole at the top of their concerns, rather than representing any one interest group;
- Regularly attend monthly Board meetings and important related meetings;
- Prepare well for Board meetings, reviewing preparatory material such as consent agendas, financial reports, and background readings; seek and provide information helpful in making well-informed decisions;
- Actively engage in discussions, respecting other points of view;
- Adhere to the Board Covenant in interactions with fellow Trustees;
- Respect the confidentiality appropriate to issues of a sensitive nature;
- Support, in all interactions with members of the Church and the wider community, the decisions and work of the Board of Trustees, the mission of the Church, and the work of the Minister and staff; and
- Financially support the Unitarian Universalist Church of Buffalo.

3.4.1.3 Policy Book

The Board will create and maintain a policy book to provide clarity and consistency surrounding its actions. The purpose of the policy book is to provide clarity and guidance concerning:

- how the board governs itself;

- how the church is governed;
- responsibilities of the Board; and
- responsibilities that the Board has delegated to the minister.

To ensure the proper maintenance and communication of this policy book, the Board Secretary will be responsible for:

- ensuring that the document is current: that it includes all revisions approved by the Board;
- recording the dates of any approved changes;
- informing the Governance Advisory Committee of any changes; and
- forwarding the most current version to the web administrator to update on the church website.

Revised and reaffirmed by the Board of Trustees May 15, 2019

3.4.2 Selection of Officers

The Board of Trustees will elect its officers within one week of the election of new Trustees at the Winter Congregational Meeting. The Board will base its selection of officers upon the best combination of talents available for serving the Congregation during the next year. In making its selections, the Board will not rely on any automatic movement of a prior year's officer through a required or anticipated sequence of officers' roles.

Affirmed by the Board of Trustees, May 21, 2014

3.4.3 Board Consent Agenda

The Agenda for a regular or special meeting of the Board of Trustees shall be prepared by the President of the Board, in consultation with other Trustees and the Minister. The Agenda, along with supporting materials and routine reports, will be provided to Board members in advance of the meeting for their review and preparation.

The Board will use a Consent Agenda in which minutes of the previous meeting and routine reports, which have been provided in advance of the meeting, may be approved (in the case of minutes) or received and filed (in the case of reports).

A Board member may request that an item be removed from the Consent Agenda and placed on the Active Agenda for discussion or action and, in that case, the remaining Consent Agenda items may be approved or accepted.

Revised and reaffirmed by the Board of Trustees May 15, 2019

3.4.4 Board Advisory Committee and Task Force Structure

The Board establishes Advisory Committees and Task Forces to support the Trustees in their work. The Advisory Committees and Task Forces enable the Board to develop procedures for monitoring and providing oversight for its own functions as well as for those of the paid and volunteer staff and Ministry Teams of the Church. Advisory Committees and Task Forces established by the Board may, or may not, include one or more Trustees as voting members as appropriate. The Board will appoint the Chairperson of each Advisory Committee and Task Force and affirm Advisory Committee and Task Force members.

Advisory Committee and Task Force members may be recruited by the Board, by the Advisory Committee or Task Force Chairperson, by the Minister, as well as by other members of the congregation. Voting members of Advisory Committees and Task Forces must be members of the Church. Individuals who are not members of the Church may participate in a non-voting capacity. Any Board Advisory

Committee or Task Force Chair can invite a current member or members of the Board of Trustees to participate ex-officio (in an advisory, non-voting capacity) in the Advisory Committee's or Task Force's meetings.

To care for the health and vitality of Advisory Committees and Task Forces, voting and non-voting members may serve for a maximum of six consecutive years on any one Advisory Committee or Task Force. Two years must elapse since his or her consecutive years of service before he or she will be eligible to serve on the same Advisory Committee or Task Force. The Board will affirm replacements for any vacancies that may occur.

All of the Board Advisory Committees' efforts result in recommendations to the Trustees so they can be adequately prepared to create policies and accomplish tasks that are within the Board's exclusive authority. In making such recommendations, Board Advisory Committees provide any assistance requested by the Trustees so they may fulfill their fiduciary responsibilities and create strategic direction for the congregation. In some instances, the Board may take specific action to fulfill its duties; in other instances, the Board will create policies that authorize other professional and volunteer staff to perform particular ministry functions. The Trustees' actions and policies enable those who are carrying out the ministry of the Church to see clearly how their performances fulfill the mission and desired outcomes that are then in effect. They also enable members and outsiders alike to see clearly how the mission of the Church is being executed among us and in the wider world.

Revised and reaffirmed by the Board of Trustees, October 19, 2016

3.4.4.1 Governance Advisory Committee

The overall purpose of the Governance Advisory Committee is to enable the Board of Trustees to live up to the performance expectations that it has set for itself. This work includes:

- enabling the Board to update the Church's Mission Statement and the Board's Statement of desired Outcomes;
- recommending amendments to policies that the Board has adopted and suggesting new policies that the Board may wish to consider;
- revising governance-related documents at the Board's request
- assisting with planning and implementing orientation for new Board members;
- enabling the Trustees to review their own covenant annually;
- assisting with planning periodic Board retreats; and,
- assuming responsibility for fulfilling governance-related mandates described throughout this Policy Book

Revised and reaffirmed by the Board of Trustees January 17, 2018

3.4.4.2 Strategy Advisory Committee

The overall purpose of the Strategy Advisory Committee is to recommend, at predictably regular intervals, priorities for the Board to consider in its strategic direction of the Church. This work includes:

- assisting the Board in its efforts to engage the Church's members in considering alternative choices for major programming;
- assisting the Board in its oversight responsibilities for implementing the priorities that are articulated in the Church's strategic plans; and
- enabling the Board's efforts to develop the Congregation's long-range strategic plans on a regular periodic basis.

3.4.4.3 Oversight Advisory Committee

The overall purpose of the Oversight Advisory Committee is to develop, implement, and regularly review accountability systems for use by the Board of Trustees. These systems will be used by the Board to evaluate its own performance, including the performance of its Advisory Committees and Task Forces. The Oversight Advisory Committee will make recommendations based on its charge, as well as at the request of the Board. This work includes:

- recommending approaches for the Board as it evaluates whether its own behavior, including that of its Advisory Committees and Task Forces, aligns with the Church's Mission;
- supporting the Trustees in review of their own performance (e.g., effectiveness of agendas, meeting time management, timeliness of minutes, follow-through on Board discussion and delegation to Advisory Committees and Task Forces, including decisions made in executive session);
- suggesting possible adjustments to Board processes, as noted above;
- developing recommended processes to clearly communicate to other Advisory Committees and Task Forces the extent of delegated authority and responsibility of each; and,
- conducting regular and periodic reviews of each Advisory Committee and Task Force, and forwarding the reports to the Board with recommendations about areas of concern which it may wish to consider. If action is warranted, the Board will communicate its decisions to the Advisory Committee or Task Force under review through its Chairperson.

Revised and affirmed by the Board of Trustees, October 21, 2015

3.4.4.4 Finance Advisory Committee

The overall purpose of the Finance Advisory Committee is to provide to the Board an on-going review of the financial affairs of the Church so that the Trustees can maintain its financial stability. This work includes:

- analyzing monthly financial reports prepared by staff and making routine budget adjustments affecting income or expenses in the Congregationally-approved budget as long as the amount of any approved operating deficit is not exceeded;
- reporting to the Board on a regular basis concerning the performance of the Church's endowment funds;
- recommending to the Board the creation of any new budget lines that become necessary during an operating year;
- working with other Board Advisory Committees and the professional staff to prepare a draft budget for consideration by the Board in August of each year;
- recommending to the Board, after consultation with the Endowment Committee, the amount of the annual draw from the unrestricted endowment funds to support the implementation of the mission of the Church;
- presenting the Board's recommended budget to the Congregation at the Fall Congregational Meeting and the annual statement of financial affairs to the Congregation following the end of the church's fiscal year;
- responding to requests by the Board for recommendations concerning financial matters that affect the Church's programming and operations;
- assuming responsibility for fulfilling finance-related mandates described throughout this policy book, and,

- recommending finance-related policies to the Board for its consideration.

Revised and reaffirmed by the Board of Trustees May 15, 2019

3.4.4.5 Endowment Advisory Committee

The overall purpose of the Endowment Advisory Committee is to take responsibility for advising the Board of Trustees concerning the long-term stewardship of the Church's endowment fund. This work includes:

- developing and managing a Legacy Giving program so that the Church's endowment funds grow steadily in value;
- maintaining a list of donors and advising the Board of major gifts;
- recommending criteria for the long-term management of the Church's endowment funds;
- assuming responsibility for fulfilling endowment-related mandates described throughout this policy book; and,
- recommending endowment-related policies to the Board for its consideration.

Revised and reaffirmed by the Board of Trustees December 20, 2017

3.4.4.6 Fixed Assets Advisory Committee

The overall purpose of the Fixed Assets Advisory Committee is to assure, regularly and in a predictable way, the integrity of the Church's building and grounds. This work includes:

- working closely with professional and volunteer staff to develop recommendations to the Board concerning the results of assessing the condition of the Church's building and grounds;
- evaluating, planning and recommending strategies to the Board for handling the need for major repairs and improvements to the Church's building and grounds, including, as examples, the roof and the heating system,
- updating the Board's awareness of changes to local zoning and other regulations
- evaluating and negotiating contracts with third parties for larger projects, subject to Board approval; and
- working with the Minister or the Minister's delegate to execute projects, including scheduling, overseeing, evaluating, and finalizing work, as necessary.

Revised and reaffirmed by the Board of Trustees May 20, 2020

3.4.4.7 Personnel Advisory Committee

The overall purpose of the Personnel Advisory Committee is to develop and recommend to the Board policies to promote a healthy, professional, and legal working relationship between the church and its paid and volunteer staff. This work includes:

- seeking the advice of outside legal counsel to review any proposed changes to the Personnel Manual and remaining abreast of upcoming changes in employment law. This includes:
 - reviewing and recommending changes to the church's Personnel Manual for paid staff.
 - keeping the board abreast of the effective date of changes to relevant employment laws and how those changes may impact employment policies, including the Personnel Manual.

- providing advice concerning major changes to staff positions in accordance with section 4.1.2, below.
- ensuring the personnel manual is consistent with compensation standards, in accordance with section 4.4.2.2, below.
- making policy recommendations concerning church volunteers at the request of the board and with advice from outside legal counsel.

Revised and reaffirmed by the Board of Trustees, August 17, 2017

3.4.4.8 Stewardship Task Force

The overall purpose of the Stewardship Task Force is to report directly to the Board on matters of fundraising and member engagement. The Task Force should have year-long responsibility for these subjects beyond the months when it is managing the Annual Campaign for the Operating Budget. This work includes:

- overseeing fundraising for the church through pledges of support as well as other fundraising activities (e.g., auction, sales);
- informing the board on a monthly basis concerning its activities and progress toward its goals during its management of the Annual Budget Campaign
- reporting to the board throughout the year to recommend strategies for achieving fundraising and member engagement goals
- encouraging generosity through use of the UUA Fair Giving Guide and other best practices;
- developing fundraising skills by drawing on the resources of the UUA and the Central Eastern Regional district;
- communicating effectively to the Board and Congregation throughout the year about the meaning and importance of stewardship; and
- assisting in the larger goal of increasing membership engagement and commitment, to each other and to the church.

Revised and reaffirmed by the Board of Trustees May 15, 2019

The Board of Trustees may create any additional ad hoc Committees and Task Forces that it deems necessary in order to fulfill its responsibilities.

Affirmed by the Board of Trustees, May 8, 2013

3.4.5 Conflict of Interest: Trustees and Advisory Committee and Task Force Members

1. Purpose.

The purpose of the conflict of interest policy is to protect the Unitarian Universalist Church of Buffalo's (the "Corporation") interest when it is contemplating entering into a Related Party Transaction, or other transaction or arrangement that might benefit the private interest of an officer, trustee, or Key Employee or might result in a possible excess benefit transaction. This policy supplements but does not replace any other applicable state and federal laws governing conflicts of interest applicable to the Corporation.

2. Definitions.

"Interested Person": An Interested Person is any (i) Related Party or (ii) any trustee, officer, Key Employee or member of a committee with Board-delegated powers, who has a direct or indirect

Financial Interest, or who has any other interest or relationship that could reasonably be viewed as having the potential to affect his or her decision—making judgment.

"Financial Interest": A person has a financial interest if the person has directly or indirectly, through business, investment, or family:

an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,

a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or

a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

"Compensation" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A "Conflict of Interest" shall exist (i) when an Interested Person has a Financial Interest in a proposed transaction, or (ii) with respect to all proposed Related Party Transactions.

"Deciding Body" means the Audit Committee, if any, and otherwise the independent trustees of the Board or another committee of the Board comprised solely of independent trustees. The term "independent trustee" shall have the same meaning as "independent director" in Section 102 of the New York Not-for-Profit Corporation Law.

A "Relative" of an individual means his or her (i) spouse, ancestors, brothers and sisters (whether whole or half blood), children (whether natural or adopted), grandchildren, great-grandchildren, and spouses of brothers, sisters, children, grandchildren, and great-grandchildren; or (ii) domestic partner as defined in Section 2994-a of the New York Public Health Law, or any successor statute.

"Related Party" means (i) any trustee, officer or Key Employee of the Corporation or any affiliate of the Corporation; (ii) any Relative of any trustee, officer or Key Employee of the Corporation or any affiliate of the Corporation; or (iii) any entity in which an individual described in clauses (i) and (ii) has a thirty-five percent or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of five percent.

"Related Party Transaction" means any transaction, agreement or any other arrangement in which a Related Party has a Financial Interest and in which the Corporation or any affiliate of the Corporation is a participant.

"Key Employee" means any person who is in a position to exercise substantial influence over the affairs of the Corporation as referenced in the excess benefit transaction provisions of the Internal Revenue Code and related regulations.

3. Procedures.

Duty to Disclose. In connection with any actual or possible Conflict of Interest, an interested person must disclose the existence of the financial or other interest and be given the opportunity to disclose all material facts to the Deciding Body.

Determining Whether a Conflict of Interest Exists. After disclosure of the interest and all material facts, and after any discussion with the Interested Person, he or she will leave the Deciding Body's meeting while the determination of a Conflict of Interest is discussed and voted upon. The remaining Deciding Body members will decide if a Conflict of Interest exists.

Procedures for Addressing the Conflict of Interest. The Deciding Body will determine by a majority vote of the disinterested trustees whether the transaction or arrangement is in the Corporation's best interest and whether it is fair and reasonable. In conformity with the above determination it will make its decision as to whether to enter into the transaction or arrangement.

Additional Procedures for Addressing Certain Conflicts of Interest. With respect to any Related Party Transaction in which a Related Party has a substantial financial interest, the Deciding Body shall: (i) prior to entering into the transaction, consider alternative transactions to the extent available; (ii) approve the transaction by not less than a majority vote of the trustees or committee members present at the meeting; and (iii) contemporaneously document in writing the basis for the Deciding Body's approval, including its consideration of any alternative transactions.

No Improper Attempts to Influence Vote. The Interested Person with the Conflict of Interest is prohibited from making any attempt to influence improperly the deliberation or voting on the matter giving rise to the Conflict of Interest.

Violations of the Conflicts of Interest Policy. If the Deciding Body has reasonable cause to believe that an individual has failed to disclose actual or possible Conflicts of Interest, it will inform the individual of the basis for such belief and afford the individual an opportunity to explain the alleged failure to disclose. If, after hearing the individual's response and after making further investigation as warranted by the circumstances, the Deciding Body determines the individual has failed to disclose an actual or possible Conflict of Interest, it will take appropriate disciplinary and corrective action.

4. Records of Proceedings.

The minutes of the Deciding Body's meeting will contain the names of persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible Conflict of Interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, the Deciding Body's decision as to whether a Conflict of Interest in fact existed, the names of persons who were present for discussions, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

5. Compensation.

Any person (or family member of such person) who receives compensation or other payment, directly or indirectly, from the Corporation is precluded from voting on matters pertaining to his/her compensation or other payment. Trustees who receive compensation, directly or indirectly, from the Corporation may provide information to the Deciding Body regarding compensation.

6. Initial and Annual Statements.

Each trustee shall initially (prior to his or her initial election) and annually thereafter complete, sign and submit to the Secretary of the Corporation a written statement identifying, to the best of his or her knowledge, any entity of which such trustee is an officer, director, trustee, member, owner (either as a sole proprietor or a partner), or employee and with which the Corporation has a relationship, and any transaction in which the Corporation is a participant and in which the trustee might have a Conflict of Interest. The Secretary of the Corporation shall provide a copy of all completed statements to the Chair of the Deciding Body.

7. Periodic Reviews.

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, the Board will conduct periodic reviews, including, at a minimum, whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining, and whether any partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction. The Corporation may, but need not, use outside advisors to assist it in its periodic reviews. If outside advisors are used, their use will not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

Affirmed by the Board of Trustees, March 18, 2015

3.4.6 Discipline and Removal of Board Members

The Board acknowledges that extraordinary circumstances may arise that make it appropriate for a Trustee to be removed from the Board. In some cases illegal or unethical behavior shall provide grounds for removing one or more Trustees from the Board. In other instances, an undisclosed conflict of interest, chronic absence, neglect of duty or a Trustee's obstructive behavior may prevent the Board from functioning effectively.

Members of the Board of Trustees are responsible for complying with the Church Bylaws, Board policies and the Board's covenant and for carrying out other tasks to which they have committed in their roles as Trustees. They must also avoid any activity, decision or organizational circumstance that violates commonly accepted business and professional ethics.

Any Trustee who shall have been absent from three (3) consecutive regular meetings of the Board of Trustees without just cause, as determined by the Board of Trustees, shall automatically vacate his/her seat on the Board. However, the Board shall consider each absence of a Trustee as a separate circumstance and may expressly waive such absence by a two-thirds (2/3) vote of the Trustees who are present at a regular meeting when the question is decided.

As indicated above, illegal or unethical behavior may also provide grounds for removing a Trustee from the Board. Accordingly, these Board policies prohibit misconduct and dishonesty, which must include but are not limited to:

- a. theft or other misappropriation of assets, including Church assets and assets of any organization or individual with whom the Church has a business relationship;
- b. misstatements and other irregularities in Church records, including the intentional misstatement of the results of Church operations;
- c. forgery or other alteration of documents related to Church operations;
- d. fraud or other similar unlawful acts;
- e. violations of confidentiality; or
- f. any illegal activities reflecting adversely upon the Church's reputation, with the exception that non-violent civil disobedience by a Church member or members who take positions of conscience that are consistent with Unitarian Universalist principles is not prohibited.

Strongly felt disagreements and passionate arguments are often characteristics of the most effective Boards and of genuine debate. Advocating for an unpopular position or viewpoint is not a valid reason

for removing a Trustee from the Board. However, if a Trustee consistently disrupts meetings with behavior that contradicts the Board's Covenant or otherwise prevents the Board from performing its duties, removal may be appropriate.

A Trustee may request a leave of absence from the Board, not exceeding six months' duration, based upon health, work-related or other reasons that have created an inability to participate fully during the current term. A Trustee who is granted such a leave can maintain formal membership on the Board but cannot, for example, be included for purposes of determining a quorum.

Affirmed by the Board of Trustees, November 13, 2013

4.0 Management

4.1 Powers Reserved to the Board

4.1.1 Board Authority

The Board of Trustees shall lead the visioning, governance, and policy work of the Church and has the authority and the responsibility to:

- engage in ongoing discernment concerning mission and outcomes;
- act as accountable stewards of the finances and fixed assets of the Church;
- establish and fund staff positions; and
- ensure that the Church programs appropriately fulfill the mission and vision determined by the Congregation.

In order to carry out its work, the Board has authority to create Advisory Committees, ad hoc Committees, and Task Forces whenever it deems those bodies relevant to its ongoing work. The Board holds itself to strict adherence to the policies it creates.

Revised and reaffirmed by the Board of Trustees, May 20, 2020

4.1.2 Establishing Staff Positions

When the need for a new staff position or a major change in an existing position is identified, the Minister and supervisory staff will consult with 1) the Personnel Advisory Committee to examine the requirements for, benefits of, and proposed duties of the position(s) affected, and 2) the Finance Advisory Committee to examine the budgetary implications and feasibility of the staffing change. Following that consultation process, the Minister will present a proposal for Board approval, detailing the benefits and financial implications of the staffing change.

Affirmed by the Board of Trustees, February 12, 2014

4.2 Delegation to Staff

4.2.1 Global Delegation

The Minister shall lead the spiritual, programmatic, and administrative work of the Church. The Minister has the authority and the responsibility to make all operational decisions; adopt administrative policies; and allocate financial and human resources, except as specifically limited by Board policy.

Accordingly, the Minister acts as the Head of Staff and, in that capacity:

- directs both paid and volunteer staff;
- assumes responsibility for hiring, training, evaluating, and dismissal of paid staff;
- assumes responsibility for recruiting, training, and dismissing volunteer staff, including the ability to create and dissolve Ministry Teams as a congregational resource; and
- may delegate to paid or volunteer staff any portion of globally-delegated authority except as specifically prohibited or limited by Board policy.

The Minister holds him/herself to strict adherence to the policies created by the Board of Trustees.

Affirmed by the Board of Trustees, June 12, 2013

4.2.3 Creation and Assessment of Ministry Teams

Creation:

Ministry Teams are created as a means to carry out the Mission of the Church and to achieve its desired outcomes. After such consultation as the Minister deems appropriate, the Minister establishes Ministry Teams and assigns paid staff. Each team will respond to an identified need, and teams may be formed at the suggestion of interested members or staff. Anyone interested in the establishment of a Ministry Team should consult the Minister.

Assessment:

The Minister will establish processes for regularly and periodically assessing all Ministry Teams to ensure that:

- each Ministry Team maintains membership and a defined charge organizing its activity;
- the defined charge and related programming of each Ministry Team is aligned with the Mission and Vision of the Church;
- each Ministry Team is resourced in keeping with Church's Mission, Vision, and budget; and
- Ministry Teams are disbanded if the above conditions are not met.

The Minister will regularly inform the Board about how Ministry Teams are carrying out the Mission and Vision of the Church.

Revised and reaffirmed by the Board, October 21, 2015

4.3 Care for People

4.3.1 Welcoming Congregation

The Unitarian Universalist Church of Buffalo is a Welcoming Congregation. Its members welcome everyone of any race, ethnicity, color, sex, gender identity or expression, sexual or affectional orientation, national origin, age, ability/disability, socio-economic status, education, spirituality, or religious belief. Because we are committed to the creation of a more just and compassionate world, all are welcome to our activities and services, to apply for employment, and to join our congregation. Our welcoming extends to our Church's relationships with the wider community.

Affirmed by the Board of Trustees, July 10, 2013

4.3.2 Access and Inclusion

The Unitarian Universalist Church of Buffalo accepts the sacred challenge to recognize the humanity and gifts of all people. We are committed to welcoming, embracing, integrating, and supporting people with disabilities and their families. It is our goal that the members of the congregation engage in a process of spiritual development to increase their awareness of and welcoming for all people, including those with disabilities. We do our best to assure that all programs and activities are presented or provided in such a way that all individuals can participate, as well as that Church facilities are readily usable by everyone.

Affirmed by the Board of Trustees, February 12, 2014

4.3.3 Safe Congregation

The Unitarian Universalist Church of Buffalo is committed to creating and maintaining a safe and healthy environment for all. Safe and healthy congregational relationships are created by ensuring and maintaining the ethical integrity of ministerial and lay leader relationships.

The Church supports just actions, self-care, and healing opportunities for the whole congregation. Vulnerable and/or historically marginalized persons are protected through practices of hospitality, effective anti-oppression education, responsible prevention and intervention, and appropriate responses. Elements of the safe congregation include facilities design and use, safe staffing, congregational education and communication, and monitoring.

Affirmed by the Board of Trustees, February 12, 2014

4.3.3.1 Disruptive Behavior

Openness to a wide variety of individuals is one of the prime values held by our congregation. We affirm and promote the inherent worth and dignity of every person. We commit to maintaining a secure atmosphere where openness can exist. When any person's physical and/or emotional well-being or freedom to safely express beliefs or opinions is threatened, we will address the source of this threat firmly and promptly.

Disruptive behavior, as differentiated from a normal give-and-take of ideas in the spirit of democratic debate, involves one or more of the following:

- **Danger:** Is there a threat or perceived threat to persons or property?
- **Interference:** Does the behavior interfere with church discussions and activities?
- **Offense:** Is the behavior likely to alienate congregants or visitors?

The Church has procedures for addressing disruptive behavior both during congregational gatherings and in smaller team or committee meetings or functions. In addition, the Church files and maintains accurate and timely records of complaints as well as actions taken to address and resolve problems.

Only when no other resolution is possible can disruptive behavior result in the expulsion of the offending person or persons.

Affirmed by the Board of Trustees, March 19, 2014

4.3.3.2 Evacuation

In case of fire or other emergency requiring the evacuation of the church, UUCB maintains a written procedure. The procedure includes an evacuation plan for Religious Education classrooms, the Sanctuary, and all other areas and rooms of the church. The procedure describes primary and secondary evacuation routes from all rooms and areas of the church, the expected conduct of classroom teachers and assistants, designated safe meeting places, and designated fire marshals as well as their areas of responsibility.

Affirmed by the Board of Trustees, July 10, 2013

4.3.3.3 Safe Staffing

In order to create a "Safe Congregation" as defined by the UUA, the UUCB maintains procedures that enable the congregation, Trustees, and staff to take reasonable precautions when bringing people into positions of leadership that give them access to vulnerable people. These procedures apply to all paid

and volunteer staff who provide pastoral care under the auspices of a Church pastoral care program, have access to sensitive information or vulnerable populations, and teach and/or facilitate programs for children and youth (ages 0—18). We conduct background checks for paid and volunteer staff as required by law and/or in keeping with best business practices.

Revised and reaffirmed by the Board of Trustees, August 20, 2014

4.3.3.4 Medical Emergency

Our Church cares for the health and well-being of our members, friends, and visitors. In the case of a perceived medical emergency, a staff member or usher shall insure that 9-1-1 is called to access the appropriate assistance. The Church provides first aid supplies; staff and ushers know where these are located. An Automated External Defibrillator (AED) is also provided in a central location. In the case of emergency or injury requiring medical attention on Church property, an incident report shall be written up and placed on file with the Minister or staff member designated by the Minister.

Revised and reaffirmed by the Board of Trustees, May 15, 2019

4.4 Care for Staff

4.4.1 Personnel Manual

The Board shall maintain and regularly update a Personnel Manual containing the policies and procedures relative to paid employment. The Personnel Manual will be available to, and may be referenced by, employees at any time.

The provisions of the Manual in general will be consistently applied, but the Church reserves the right to deviate from normal policy in selected situations; therefore, the Manual provides only a general guide. Revisions to the Manual may be made from time-to-time as situations arise, and needs require; therefore, the Church reserves the right to amend, supplement or rescind any of its provisions as appropriate. Employees shall be given written notice when changes are made.

The Personnel Manual applies to all employees, whether full-time, part-time, exempt or non-exempt, salaried or hourly, except where otherwise stated. It does not apply to volunteers, nor to ordained Minister(s) in fellowship with the UUA called by vote of the Congregation.

Revised and reaffirmed by the Board of Trustees, August 17, 2017

4.4.2 Fair Employment Practices

4.4.2.1 Equal Opportunity Policy

The Church is committed to equal employment opportunity for all individuals. Decisions about recruiting, hiring, training, promotions, compensation, benefits, and all similar employment decisions must be made in compliance with all federal, state and local laws and without regard to race, color, religion, sex, gender identity or expression, sexual or affectional orientation, national origin, age, ability/disability, socio-economic status, education, spirituality, or religious belief. Any discrimination in the workplace based upon any protected classification is illegal and against policy, except that the Church may require employees to respect Unitarian Universalist principles.

Affirmed by the Board of Trustees, November 13, 2013

4.4.2.2 Fair Compensation

The Church strives to maintain fiscal and ethical integrity with respect to employee compensation. Thus, the Church shall fulfill employment agreements in terms of hours of work, wages, and benefits. Employment agreements will be offered within the confines of the projected annual budget. The Board commits to follow the UUA guidelines for fair compensation.

Revised and reaffirmed by the Board of Trustees, August 17, 2017

4.4.2.3 Freedom from Workplace Harassment

Harassment of any kind is prohibited and will not be tolerated. The Church prohibits conduct directed to its employees that shows hostility or an aversion toward an individual because of race, color, religion, sex, gender identity or expression, sexual or affectional orientation, national origin, age, ability/disability, socio-economic status, education, or spirituality. The Church also prohibits any other classification protected by law, or any other harassment or bullying, whether or not protected by law.

Any action that has the purpose or effect of creating an intimidating, hostile, or offensive work environment; has the purpose or effect of unreasonably interfering with an individual's work performance; or otherwise adversely affects an individual's employment opportunities is strictly forbidden. Retaliation against individuals who make a claim of discrimination, or participate in the investigation of such a claim, is prohibited by this policy and will not be tolerated.

Sexual harassment is prohibited and will not be tolerated. This policy applies to sexual harassment by members of the same gender as well as opposite genders. Unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature constitute sexual harassment when submission to the conduct is made either explicitly or implicitly a term or condition of employment.

The aforementioned actions and behaviors are also considered sexual harassment when submission to or rejection of the conduct is used as a factor in employment decisions affecting the individual. The aforementioned actions and behaviors are also considered sexual harassment when the conduct unreasonably interferes with an individual's employment or creates an intimidating, hostile, or offensive employment environment.

Affirmed by the Board of Trustees, November 13, 2013

4.4.2.4 Whistleblower Policy

The Church shall protect employees who make any lawful disclosure of information on a matter of Church concern, when they have reason to believe they are reporting a violation of any law, mismanagement, gross waste or misappropriation of Church funds or assets, a substantial and specific danger to public health and safety, or other alleged wrongful conduct. Further, the Church prohibits adverse actions being taken against employees, volunteers, or any Church member in knowing retaliation for such disclosure. Any person found to have so violated this Policy shall be disciplined, up to and including termination from employment or expulsion from membership.

Affirmed by the Board of Trustees, November 13, 2013

4.4.2.5 Conflict of Interest: Paid Staff

This policy reflects the Board's determination to prevent 1) the personal interest of paid staff members from interfering with the performance of their duties to the Church; and 2) such staff members from

receiving personal, financial, or professional gain at the expense of the Church, beyond the terms of their employment.

Paid staff members are therefore required to disclose any competing financial, professional or personal obligations or interests that do or might interfere with their ability to perform their required duties in a fair and objective manner.

A conflict of interest is defined as a conflict between the private interests and official responsibilities of a paid staff member. This includes, but is not limited to, the following:

- **Financial Interest:** receiving personal gifts or loans from third parties dealing or competing with the Church; having any kind of financial interest in any third party dealing with the Church;
- **Personal Interest:** relationship to a Board or Advisory Committee or Task Force member, or another employee or contractor of the Church, by blood, adoption, marriage or domestic partnership; serving in a supervisory capacity to another staff member so related;
- **Professional Interest:** holding office, serving on the Board, participating in management or ownership, or being otherwise employed (or formerly employed) by any third party dealing with the Church; using Church time, personnel, equipment, or supplies for other than Church-approved activities, programs and purposes; being in a position with another organization that leads to approaching the same donors on behalf of both organizations.

Affirmed by the Board of Trustees September 11, 2013

4.4.2.6 Grievance

It is the policy of the Church that an employee shall have access to the grievance process specified in the Personnel Manual before a final determination of discharge is made. In no event shall the filing of a grievance result in retaliation. A discharged employee who successfully pursues a grievance will receive back pay for the period between the date of discharge and the date of reinstatement based upon the ruling on their grievance.

Affirmed by the Board of Trustees, November 13, 2013

4.5 Care for Resources

4.5.1 Financial Controls

4.5.1.1 Expenditure and Contractual Authority

Paid and volunteer staff members of the Church are authorized to expend funds that are delineated in the annual budget lines and for purposes consistent with the programs and activities for which they are responsible. They are also responsible for monitoring their expenditures to assure that budget limits are not exceeded.

The Minister or staff member designated by the Minister has the authority to enter into any contract for not more than 10 percent (10%) above the amount that has been authorized in a budget approved by the Congregation.

In the case of a need for expenditures exceeding the authorized limits described above, the Minister or staff member so designated by the Minister shall present a written justification for the expenditure to the Finance Advisory Committee for consideration at a regular or special meeting. If the Finance Advisory Committee finds the expenditure is justified and routine, it shall approve a budget adjustment to cover the expenditure and inform the Board of the change. If the Finance Advisory Committee fines

the expenditure is justified, but more than routine, it should recommend the expenditure to the Board for the Board's approval and a determination of how it could be paid.

Revised and reaffirmed by the Board of Trustees, May 15, 2019

4.5.1.2 Check Signing

All checks are printed by the administrator for finances, as authorized, with appropriate documentation. All checks are signed by two people. Authorized signers are the Minister or paid staff member designated by the Minister; Officers of the Board of Trustees (President, Vice-President, Secretary and Treasurer); and no more than two other congregation members in good standing designated by the Board of Trustees. The designation of authorized signers shall be reviewed and updated annually in the month following the election of officers, and at such other times as may be necessary.

Revised and reaffirmed by the Board of Trustees, May 15, 2019

4.5.1.3 Review and Audit

The Finance Advisory Committee is responsible for recommending additional controls to the Board to ensure the integrity of finances in the church. This includes organizing an annual internal review process of financial transactions. The Finance Advisory Committee also initiates an external financial audit approximately every five years.

Revised and reaffirmed by the Board of Trustees, May 15, 2019

4.5.2 Endowment, Special Funds and Reserves

4.5.2.1 Endowment Management, Uses and Withdrawals

The Unitarian Universalist Church of Buffalo invests, manages and uses its Endowment Fund to benefit and sustain the Church now and into the future. This is done by investing to achieve growth in the value of the Fund with moderate risk tolerance, and to provide sustainable distributions as needed to the Church while maintaining the principal value of the Fund. The values of the Church are reflected by engaging in a program of socially responsible investing to the greatest extent possible.

Annual distributions from the Fund to support the Church's operating budget are calculated so as to ensure the ongoing health of the fund. The percentage and amount of a distribution is recommended by the Finance Advisory Committee in consultation with the Endowment Advisory Committee based on the Endowment Advisory Committee's understanding of best practice and the status of the Fund and the Finances Advisory Committee's understanding of the Church's estimated need.

Annual distributions are approved as part of the approval of the annual budget at the Fall Congregational Meeting. Any other withdrawals from the Fund to support the programs and facilities of the Church are subject to approval by the Congregation at a regular or special meeting.

The Fund is sustained and grown primarily through investment and an active program of legacy giving in the congregation, which is implemented by the Endowment Advisory Committee.

Revised and reaffirmed by the Board of Trustees, May 15, 2019

4.5.2.2 Funds Established with a Restriction on Use

Following a recommendation from the Minister or appropriate Board Advisory Committee, the Board may from time to time authorize the establishment of funds for restricted use. The Board authorizes the establishment of such funds when doing so will facilitate its ability to fulfill its fiduciary responsibilities

and to create strategic direction for carrying out the mission of the Church. Once the Board has approved a restricted fund, the Finance Advisory Committee reports an accounting of the fund to the Board on a regular basis.

Upon the establishment of any such funds, the Board shall review the purpose of the fund, the sources of the fund, the process by which withdrawals will be authorized, the identity of those with authority to approve withdrawals, the circumstances under which the fund can be dissolved, and the subsequent disposition of any remaining assets. The disposition of remaining funds must be made in compliance with federal, state, and local law governing charitable institutions. The dates of inception and dissolution shall be recorded as part of the accounting record of the fund.

For any such funds, the Board requires the relevant information from the donor in the following format which will be provided to the Minister to be stored in a readily accessible location.

- [Name] Fund
- The Fund is established for the purpose of
- The sources of the Fund are
- Money may be withdrawn for ... [purpose of the withdrawal]
- Money may be withdrawn by ... [title of the authorized party]
- The Fund may be dissolved if/when ... [situation/ circumstances]
- In the event of dissolution, the Funds will be distributed ... [how & to what entity]

Revised and reaffirmed by the Board of Trustees, May 15, 2019

4.5.2.3 Reserves

Reserves are created and sustained by an intentional decision to set aside money from the operating budget to be reserved for a specific purpose. Any unused money in the fund remains to accumulate for future years until it is needed.

The Church allocates a minimum of \$10,000 each year into a Capital Reserve fund which is to be used to maintain the fixed assets of the Church.

The Church allocates a minimum of \$3,000 each year into a Sabbatical Reserve fund which is used to pay professionals to perform ministerial functions while the Minister is on earned Sabbatical.

For any such funds the Board should note the relevant information in the following format, which will be provided to the Minister to be stored in a readily accessible location:

- [Name] Reserve Fund
- The Fund is established for the purpose of
- Money may be withdrawn for ... [purpose of the withdrawal]
- Money may be withdrawn by ... [title of the authorized party]
- The Fund may be dissolved if/when ... [situation/ circumstances]

Revised and reaffirmed by the Board of Trustees, May 15, 2019

4.5.2.4 Acceptance of Gifts, Grants and Awards

This gift acceptance policy provides guidelines to representatives of the Church who advise the Board about accepting gifts, to outside advisors assisting in the gift planning process, and to prospective donors wishing to make gifts to the Church. This policy will apply to all gifts including, but not limited to, restricted and unrestricted gifts and memorial gifts, and to all grants and awards. For purposes of this policy, pledges designated as "restricted for Church use only" are considered as unrestricted.

In general, the Board of Trustees supports the principle that gifts to the Church should be unrestricted and without conditions. The Board of Trustees reserves the right to decline any gift that is inconsistent with the mission of the Church or its tax exempt status, that would create an administrative burden, or that causes the Church to incur excessive expenses. The Board shall have the ultimate authority to make decisions regarding the acceptance of gifts, grants and awards.

Annual or ongoing pledge donations from church members and regular collection plate donations may be processed routinely by the Minister or the staff member designated by the Minister without formal Board acceptance. In the case of gifts of cash or check designed for a specific use, a separate restricted fund is to be established, per policy 4.5.2.2 above. Until such time as the Board accepts the restricted gift, the money will be placed in a "suspension" line item. If the Board does not accept the gift, the donor will be given the option to authorize it to be deposited into the general operating fund, to authorize it to be deposited into an established fund for a restricted use, or receive a refund of the proposed gift.

Types of Gifts, Grants and Awards to the Church That Require Board Acceptance:

1) Cash donations designated for other Church purposes and checks made payable to the Church for purposes other than plate or pledge donations require Board acceptance. In routine cases, including donations to support Board-approved expenditures, the Minister or the staff member designated by the Minister will inform the Board of the gift and how it will be spent in accordance with Board approved expenditures, including items in the approved budget. However, if it seems appropriate, the staff member so designated by the Minister may consult the Minister, another staff person, or a Board Advisory Committee about whether to accept the gift.

2) Other gifts, grants and awards to the Church that only the Board may accept include, but may not be limited to, the following:

- a) readily marketable securities, such as those traded on a stock exchange;
- b) closely-held securities;
- c) real estate;
- d) life insurance;
- e) tangible personal property of a value exceeding \$1000; and
- f) deferred gifts, including charitable gift annuities, pooled income funds, charitable remainder trusts ' charitable lead trusts, bequests, retained life estate, and gifts of retirement plan accounts such as 401(k) and IRAs.

For the items in (a) through (f), the Board shall make the final decision on whether to accept the gift based upon a recommendation from the Minister, the appropriate staff person, the Finance Advisory Committee, the Endowment Advisory Committee when a bequest is received, or another Board Advisory Committee. After acceptance, the Board may convert non-cash gifts to cash immediately if the Board chooses to do so. Representatives of the Church will provide no tax advice to any donor.

Revised and reaffirmed by the Board of Trustees, May 15, 2019

4.5.3 Confidentiality

The Church, its staff, and its volunteers shall hold all information obtained from or about donors or prospective donors in the strictest confidence. A donor's or prospective donor's name shall not be disclosed publicly without their express written approval. If the donor is a corporation, its name will be

treated confidentially unless an authorized corporate representative has provided express written approval for disclosure.

Revised and reaffirmed by the Board of Trustees, March 19, 2014.

4.5.4 Financial Development: Grants and All Other Fundraising

The Church shall engage in activities to generate the income needed to fund the Church budget, including the Annual Budget Drive and any sales, auctions, gatherings, and other activities that shall be planned in a given year. Fundraising activities other than applications for grants shall be approved and coordinated by the Board Stewardship Task Force, with attention to minimizing competition and distraction, especially with the Annual Budget Drive as the core funding source for the Church.

In accordance with the policy on Global Delegation, the Minister as Head of Staff has final approval of the grant cycle, including applications for specifically identified grants. The Minister must be notified in writing before a paid or volunteer staff member begins the process of gathering substantial information concerning the application process for a particular grant.

Revised and reaffirmed by the Board of Trustees, May 15, 2019

4.5.5 Insurance

The Church shall carry Property, Liability, and Directors and Officers Liability insurance at levels required by law or recommended by industry standards.

Affirmed by the Board of Trustees, December 11, 2013

4.5.6 Document Retention

The Unitarian Universalist Church of Buffalo will retain all documents required by local, state, and federal government agencies for the legally required amount of time. These documents may include, but are not limited to, tax records, personnel files, and financial records.

Documents recording the history of the Church shall be appropriately stored at the church in a manner that maintains the integrity of the document. Storage location, format, and duration for such materials will be determined in consultation with the Church Historian.

The operational records of the Church shall be appropriately stored under the auspices of the church in a manner that maintains the integrity of the document and conforms to legal requirements. Storage location and format, whether physical or electronic, is the responsibility of the Minister or the staff member designated by the Minister. Such materials shall be accessible to the Congregation. Such records include, but are not limited to:

- a) Bylaws
- b) Membership records
- c) Congregational meeting minutes
- d) Reports of financial reviews and audits
- e) Board policy books
- f) Board minutes
- g) Annual budgets
- h) Annual reports
- i) Signed contracts

The documentation of the Board Advisory Committees of the Church shall be appropriately stored under the auspices of the Church in a manner that maintains the integrity of the document and provides for appropriate access by the Church, the Board, and the applicable Board Advisory Committees. It is the responsibility of the Minister or staff member designated by the Minister, in consultation with the Board, to determine storage location and format of such documents. The gathering and maintenance of documents relating to each Board Advisory Committee is the responsibility of the respective committee chairs.

Revised and reaffirmed by the Board of Trustees, May 20, 2020

4.5.7 Facilities Use

As part of its commitment to serve its members and the wider community, UUCB provides the use of its facilities for church events, public benefit, and groups and individuals that advocate and support our church mission. All requests will be coordinated by the Minister or the staff member designated by the Minister. Consideration will be given to church membership, previously scheduled events, and group purpose. Fees, licenses, and deposits may be required.

The priorities and charges for building use are:

- 1) Church events held or sponsored by the Board, a Ministry Team, or Church staff, either in carrying out a program or activity of the Church or as a fundraising event to benefit the Church. *No charge.*
- 2) Member weddings, memorial services, child dedications, and other rites of passage. *Charges are listed in the "Cost Schedule for Rites of Passage."*
- 3) Public benefit or spiritual development activities, consistent with the church mission and for which no participant fee is charged, held either by members or by outside groups. *Either no charge or a donation to the church.*
- 4) Rental activities consistent with the church mission, including non-member rites of passage, classes and workshops for which a participant fee is charged, and private or public gatherings or fundraisers. *Charges per the "Church Rental Pricing Guide" and the "Cost Schedule for Rites of Passage," with allowance for package discounts.*

The Church has a no-alcohol policy for private events. If an exception is granted, appropriate permits, licenses, and insurance are required.

The Fixed Assets Advisory Committee will review policy and fees on a regular basis to assure completeness and fairness, as well as to consider changing market values for space use.

Revised and reaffirmed by the Board of Trustees, May 15, 2019

4.6 Statements of Public Witness and Social Action

Our Congregation honors the right of individual conscience, and our members are encouraged to engage in a free and responsible search for truth and meaning. Public statements about our moral principles -- in word or deed -- can be an important part of living our faith.

We are aware, however, that our members may have different moral and political beliefs and priorities. We are also aware that statements made on behalf of our Church may affect both our members' sense of belonging and our congregation's reputation in the larger community. We therefore expect our members to observe the following policies regarding public witness.

When individuals speak in support of causes and actions which are in keeping with Unitarian Universalist principles, they do not necessarily speak for the Unitarian Universalist Church of Buffalo. In this Policy "speak" means through speech or writing, or physically appearing at marches, rallies, workshops and other similar occasions. The provisions below seek to clarify when individuals speak for themselves and when they speak on behalf of the Congregation.

4.6.1 Statements by Individual Members

Individual members may speak for themselves only and may not claim to represent the Unitarian Universalist Church of Buffalo or its ministries. In order to protect the Church's non-profit status under relevant state and federal laws, no one may represent the church as supporting or opposing either a candidate for public office or a political party, and no one may represent the church as endorsing a policy that is partisan.

4.6.1.1. Individual statements at a community gathering

Individuals at a community gathering may say that they are members of the Unitarian Universalist Church of Buffalo and may describe their roles at our congregation, state their own opinions and discuss Unitarian Universalist principles and traditions. They may not, however, commit the Unitarian Universalist Church of Buffalo to a particular position or claim to represent our congregation.

While individuals may attend rallies, demonstrations, or other community gatherings, as part of a Ministry Team of the church, they continue to be individuals rather than representatives of the congregation.

4.6.1.2 Statements by Individual Trustees and/or the Board of Trustees

One or more members of the Board of Trustees and/or the Board of Trustees as a unit may speak for the Church on positions which a General Assembly of the Unitarian Universalist Association of Congregations has approved by a recorded vote. In addition, a member of the Board of Trustees and/or the Board of Trustees as a unit may speak for the Church on positions which the Congregation in a duly called Congregational Meeting and/or the Board of Trustees as the elected representative of the Congregation have approved by a recorded vote. Examples of such positions include LGBTQ rights within the context of our being a Welcoming Congregation and a commitment to equal opportunity within the context of the Buffalo Opportunity Pledge.

All statements of public witness and social action must be compatible with our Church's mission and traditions, as well as with the principles of Unitarian Universalism. The Board and the Minister in consultation: 1) may encourage the Congregation to adopt resolutions of public witness after a time of discernment and education on specific issues; and 2) may validate collaborations with outside groups on matters of social justice that lead to statements of public witness.

4.6.1.3 Role of a social justice Ministry Team or Task Force

A social justice Ministry Team or Task Force has the primary responsibility for developing positions that may lead to public statements on behalf of the church. Any group or individual that wishes to develop a possible statement of public witness should first consult the Minister in order to determine the appropriate way to proceed. The Minister will decide whether the idea should be delegated to a social justice Ministry Team or Task Force for further development. If the Minister delegates such an idea, a social justice Ministry Team or Task Force will report the results of its discernment to the Minister. The Minister will then decide whether to bring one or more initiatives to the Board of Trustees for congregational action.

4.6.1.4 The Minister's Statements of Public Witness and Social Action

Nothing in this policy supersedes the Minister's freedom of the pulpit or her or his ability to undertake an "Action of Immediate Witness" in emergency circumstances. After such consultation with the Board as the Minister deems necessary, she or he may authorize signage on the church's property that displays the congregation's position on a social justice issue.

Affirmed by the Board of Trustees, January 18, 2017

5.0 Oversight

5.1 Cycle of Planning, Evaluation and Review

The Trustees of the Unitarian Universalist Church of Buffalo acknowledge their continuing responsibility for establishing ministry goals and evaluating programs' structural functioning. They will implement the Congregation's Mission Statement and the Statement of Outcomes by articulating an annual Vision of Ministry and Goals. The Trustees are committed to fulfilling this responsibility by ensuring an annual cycle for review of: 1) their own vision and goal-setting practices; 2) the functioning of the Board's Advisory Committees and Task Forces; and 3) the functioning of the Congregation's Ministry Groups.

Revised and reaffirmed by the Board of Trustees, May 20, 2020

5.2 Monitoring

5.2.1 Financial Reports

Monthly financial reports are prepared by the administrator for finances and reviewed with the Finance Advisory Committee, which presents the reports to the Board of Trustees-at its regular monthly meeting. The reports include: 1) an updated status of the Operating Budget, 2) an updated status of all Funds for Restricted Use, and 3) any other significant financial activity or special funds that may be authorized by the Board.

Revised and reaffirmed by the Board of Trustees, May 15, 2019

5.2.2 Staff Reports

The Minister will ensure that monthly reports will be prepared on program and administrative activities, to be included in the Board of Trustees' Consent Agenda at their regular monthly meeting.

Revised and reaffirmed by the Board of Trustees, May 15, 2019

5.2.3 Board Inquiries

The Board may request, through the Minister as Head of Staff, data, information, or advice from staff and ministry teams to support its regular function. Such requests must come from the Board as a whole and not from individual trustees.

Affirmed by the Board of Trustees, May 21, 2014

5.3 Evaluation

5.3.1 Board and Board Advisory Committee Self-Evaluation

The Board, with the support of the Oversight Advisory Committee, evaluates the structure and function of the Board of Trustees and its Advisory Committees and Task Forces on an annual schedule.

Affirmed by the Board of Trustees, May 21, 2014

5.3.2 Minister as Head of Staff Evaluation

The Board of Trustees annually evaluates the performance of the Minister as Head of Staff, in terms of the Vision of Ministry, the Strategic Plan, and the Outcomes Statements of the Church.

Affirmed by the Board of Trustees, May 21, 2014

5.3.2.1 Staff Performance Appraisal

As Head of Staff, the minister organizes and leads a systematic process of developmental performance appraisal for all Church staff, to be completed by April 30 of each year. Each staff member participates in the process with their supervisor, and all final reports are signed off by the Head of Staff.

Affirmed by the Board of Trustees, March 19, 2014