

UUFSD Policy and Procedure Document**Policy ID: 111****Title: Board Member Responsibilities**

Date Approved: October 30, 2019 by the Board of Directors

Updated: September 6, 2023 by the Board of Directors

Purpose

To specify the duties and responsibilities of the members of the Board of Directors.

Policy

According to the *National Council of Nonprofits*:

Board members are the fiduciaries who steer the organization towards a sustainable future by adopting sound, ethical, and legal governance and financial management policies, as well as by making sure the nonprofit has adequate resources to advance its mission.

Just as for any corporation, the board of directors of a nonprofit has three primary legal duties known as the “duty of care,” “duty of loyalty,” and “duty of obedience.”

- Duty of Care: Take care of the nonprofit by ensuring prudent use of all assets, including facility, people, and good will;
- Duty of Loyalty: Ensure that the nonprofit's activities and transactions are, first and foremost, advancing its mission; Recognize and disclose conflicts of interest; Make decisions that are in the best interest of the nonprofit corporation; not in the best interest of the individual board member (or any other individual or for-profit entity).
- Duty of Obedience: Ensure that the nonprofit obeys applicable laws and regulations; follows its own bylaws; and that the nonprofit adheres to its stated corporate purposes/mission.

However, a board of directors does not exist solely to fulfill legal duties and serve as a fiduciary of the organization's assets. Board members also play very significant roles providing guidance to nonprofits by contributing to the organization's culture, strategic focus, effectiveness, and financial sustainability, as well as serving as ambassadors and advocates.

(Downloaded on 7/1/2023 from <https://www.councilofnonprofits.org/running-nonprofit/governance-leadership/board-roles-and-responsibilities>)

Board members must accept these legal duties and responsibilities as their covenant with UUFSD while serving as members of the Board of Directors. Responsibilities and requirements specific to UUFSD are as follows.

UUFSD operates according to the Fellowship Bylaws. Article VI of these Bylaws states:

ARTICLE VI: BOARD OF DIRECTORS

SECTION 1 – COMPOSITION AND FUNCTION: The Board of Directors of the Fellowship shall consist of seven [elected] Directors. The Board shall have the authority to do all things necessary to conduct the business of the Fellowship. A copy of all board meeting minutes shall be posted in a public place and kept on file in the office.

SECTION 2 – ELIGIBILITY: A Voting Member of the Fellowship shall be eligible to serve on the Board of Directors only if such person has been a Voting Member for at least six months preceding election or appointment.

SECTION 3 – ELECTION AND TERM OF OFFICE: At the Annual Meeting, [new] Directors shall be elected for a three-year term to replace those who have completed their terms. Upon completing a three-year term, a person shall be eligible to be elected again only after a minimum of one year has elapsed. The terms of Directors shall commence on the first day of July following the Annual Meeting. A person appointed to fill a vacancy shall serve until the next Annual Meeting at which time elections shall be held to fulfill the remainder of the term. A Director who has [been appointed and has] served less than a full three-year term shall be eligible to be elected to a three-year term without a one-year break. All [elected] Directors will be elected to serve full three-year terms in staggered years.

SECTION 4 – VACANCIES: If at any time a vacancy occurs on the Board of Directors, the remaining Directors shall appoint a Voting Member of the Fellowship to fill the vacancy within two months. The appointed Board Member shall serve until the next Annual Meeting, at which time the Voting Members shall elect a Director for the remainder of the term of the vacant office. The Voting Membership shall be notified in writing of such a vacancy prior to board appointment.

SECTION 5 – QUORUM: Four Directors shall constitute a quorum.

SECTION 6 – ATTENDANCE AT BOARD MEETINGS: Board Members are expected to attend all regular monthly meetings. Any member of the Board of Directors of the Fellowship who has been absent from three consecutive regular meetings of the Board forfeits membership on the Board unless excused by the Board.

SECTION 7 – ANNOUNCEMENT OF MEETINGS: The time and place of Board Meetings shall be published on our website, in the newsletter and in the Order of Service. With the exception of specifically designated executive sessions, all Board Meetings shall be open to members of the Fellowship and other interested persons.

SECTION 8 – POLICIES AND PROCEDURES DOCUMENT: The Policies and Procedures document is intended to record actions taken by the Board of Directors, to clarify ambiguities in the Fellowship Bylaws, and to define the Fellowship's administrative and committee structure and responsibilities. Policies and Procedures shall be kept by Corporate Secretary, or designee, and shall be reviewed and updated by the Board of Directors at least every three years.

Per UUFSD policy, the Secretary and Treasurer, if not also elected members of the Board, serve as non-voting ex-officio members of the Board of Directors. The Minister also serves as a non-voting ex-officio member of the Board. Therefore, the Minister, Secretary, and Treasurer are expected to attend monthly board meetings, executive sessions (unless excused by the President), board retreats, and congregational meetings. As ex-officio members of the Board of Directors, they are to be included in all Board of Directors communications.

The Board of Directors uses the *Consensus Building Approach* as defined by the current edition of *Breaking Robert's Rules* (co-authored by Lawrence Susskind and Jeffrey Cruikshank), to govern its decision-making process. The goal is to seek unanimity, but settle for overwhelming agreement after concerted effort has been made to meet everyone's interests. As consensus is sought on any given proposal, the process is always to ask, "Can you live with this proposal? If not, what would you change so that you can live with it?" The final agreements are ones that all stakeholders not only can live with, but are committed to implementing. These agreements are recorded in the Minutes of the Board Meeting and enter the permanent record.

Procedure

The responsibilities of the members of the Board of Directors are as follows:

1. Work with the other Board Members, the Minister, Treasurer, Secretary, Director of Religious Education, Director of Music, Congregational Administer, and other congregational leadership to create a beloved community guided by love and sustained by respectful relationships
2. Recognize that all powers of the Board are subordinate to the will of the congregation and the Bylaws of the Fellowship
3. Take a leadership role in the Fellowship by action and example to promote, monitor and achieve the Fellowship's short- and long-term objectives and goals
4. Assume ultimate responsibility, along with the rest of the Board, for the financial well-being of the Fellowship. In consultation with the Finance Committee and Treasurer, Board members are responsible for oversight of expenditures, and for the protection of investments, endowments, and Fellowship property
5. Participate in the establishment and continuing review of Fellowship policies
6. Keep up with email. For time sensitive issues, communicate by text, even if just to say, "Please check your email"

Board members, who are not also officers, should expect to spend at least 15 hours per month to fulfill their duties. Time commitment is estimated to be as follows:

1. Board Meetings: 2.5 hours each month
2. Board Retreat: 8 hours once per year
3. Congregational Meetings: 2 hours twice per year
4. Communications via email, phone and text: time varies