

First UU Church of Austin – Governance Workshop

February 26-27, 2010

(Joe Sullivan, Unity Consulting – *Facilitator*)

Objectives – *By the end of the workshop First Austin leaders will:*

- Successfully begin your governance transition work through review of the basic principles of good governance and policy-based governance specifically;
- Identify shared values that inform your governance choices and should inspire and underlie your governance system; and
- Draft your governance transition plan following review of overall phases and steps in the transition to policy-based governance.

Core Question:

How can the First Austin Board govern to liberate the energy and creativity of the congregation to awaken compassion, transform souls and bless the world?

Agenda – Friday Jan. 29, 5:00 p.m. – 9:00 p.m.

5:00-6:00 *Light Dinner*

6:00 – Chalice lighting & Opening

15 min. – Introduction to objectives, agenda and process

15 min. – Check-in: Participant introductions & expectations

50 min. – “*Experience of the Holy*” – *An appreciative exploration of shared core values*

BREAK (~7:25 -- 10 minutes)

50-60 min. – Foundation of good governance – Nested Bowls of Values - Mission – Ends; Sources of authority & accountability; Clarity of Roles

20 min. – Guided check-out: What excites me? My burning questions?

5 min. – Saturday overview

9:00 – Closing

Agenda – Saturday Jan. 30, 8:30 a.m. – 4:00 p.m.

8:30-9:00 Gather – Light breakfast

9:00 – Chalice lighting & Opening

10 min. – Check-in on “what excites me” or “burning questions”

30 min. – Basic principles of good governance

30 min. – Governance Values and Building From Strengths – *An Appreciative Inquiry into First Austin governance effectiveness. What happens when the system works well? What do you value about your present governance system?*

BREAK (~10:15 – 10 minutes)

80 min. – A Tested Model for Good Governance -- Principles of Policy-Based Governance – *How can good governance help liberate the energy and creativity of a congregation toward their transformational purposes?*

15 min. – Questions & Insights – *What excites me? What concerns me? What confuses me?*

LUNCH (~Noon – 50 minutes)

15 min. – Reflections on questions, concerns, insights

30 min. – Policy-Based Governance and what you value about governance – *How well does policy-based governance support what you value? What are you hoping that a governance transition will enable?*

40 min. -- Transition to policy-based governance – *Overview of the phases, steps and options*

BREAK (~2:05 – 15 minutes)

60 min. – First Austin Board plan for transition to policy-based governance – *Actions, milestones, roles*

10 min. – Final review of questions & insights

10 min. – Summarize accomplishments; action items; assessment

10 min. – Guided check-out and closing

4:00 -- Adjourn

Shared Core Values
Experience of the Holy Reflection

What's your experience of the holy, a time when you felt connected to something larger than yourself, a time when you felt your heart and mind expand? When did your story happen? Who was there? What happened? What made this experience holy for you?

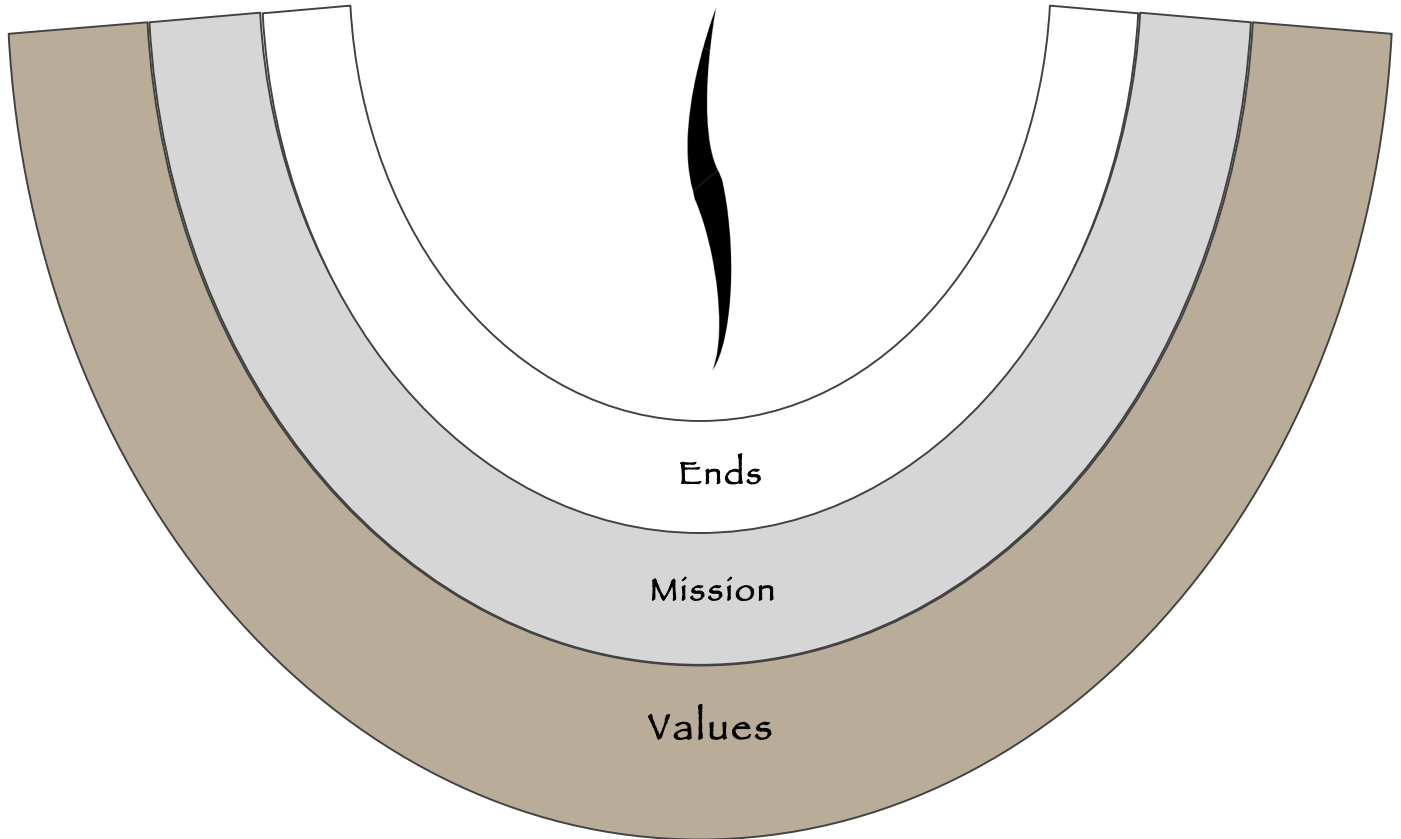


What's your partner's experience of the holy?

What values are embedded in your stories? What qualities of your experience are key to the experience *being* holy? Does the story speak to an underlying value such as independence? Reverence? Empowerment? Authenticity? Wonder? Freedom? Generosity? ...

(Intentionally Blank – for *Experience of the Holy* notes)

Governance Foundation -- The Nested Bowls



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Values: What qualities of our religious community will we carry forward into our future?

Mission (Global End): What overarching difference are we here to make and for whom? Whose lives do we intend to change and in what way?

Ends: What specific, measurable differences will we make, for whom, and at what cost or priority by some specified time in the future?

The flame that lights the chalice: Informed through close connection to *your sources of authority and accountability*, including, but not limited to, your members.

Filling the Nested Bowls of Values, Mission and Ends; Sources of Authority & Accountability

How well are core values, mission (purpose) and ends (vision of desired outcomes, long range goals) articulated at First Austin?

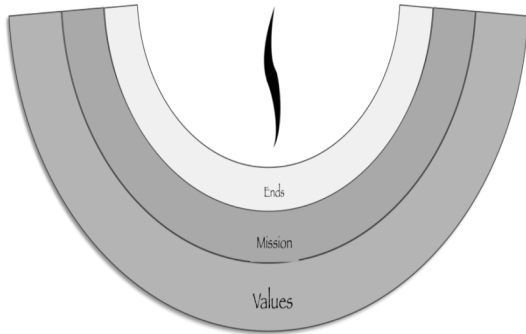
How well do your values, mission and ends guide the ministries, priorities, staffing and budget of First Austin?

Who specifically are First Austin's sources of authority & accountability – *its moral ownership*?

Assigning Governance Leadership: Two Types

Visionary Leadership: Lights the flame of ownership connection and fills the nested bowls. Represented by the nested bowls icon below.

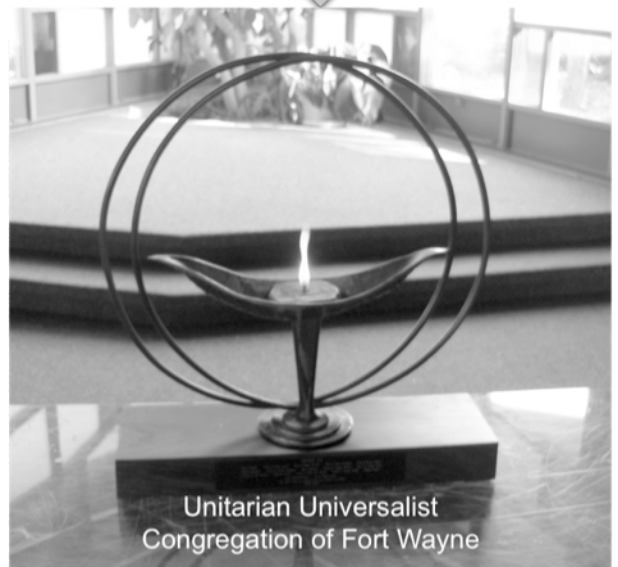
Executive (Operational) Leadership: Makes sure the outcomes in the nested bowls become reality. Represented by the chalice photograph.



Who?

Who?

How?



Visionary Leadership Asks

- What does our membership care about, think about, ask about?
- What's at stake now and in scenarios for the future? What issues or realities do we need to prepare to address?
- How are our core values expressed in our mission, ends and policies?
- What direction could we go? ... What direction will we go? ...
- What priority and portion of our resources should we give to each particular end in our vision for the future?

Executive (Operational) Leadership Asks

- What programs and initiatives will enable us to make our vision reality?
- How will our programs and initiatives flow from the energy and creativity of our members?
- What do we need to change about our current situation to achieve our Ends?
- Who will be responsible for initiating and managing what programs? ... How will we manage, update and enhance our resources to achieve our Ends?

Assigning Governance Leadership

Who's responsible for visionary leadership in First Austin?

Who's responsible for executive (operational) leadership in First Austin?

What's the relationship in First Austin between the visionary and executive (operational) leadership?

How clear are these roles and their relationship in First Austin? How well are responsibility, authority and accountability for these roles defined and maintained?

GOVERNANCE

“...the processes, structures and organizational traditions that determine how power (authority) is exercised, how stakeholders have their say, how decisions are taken and how decision-makers are held to account.”

Mel Gill, Nonprofit Author & Consultant

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The “*Governance Question*”

“What is our process for deciding to make a major change, empowering people to make it happen, and holding them accountable for the results.”

“**Governance is** holding the whole institution and its work in trust (ensuring that it serves its mission), voicing its intentions, making its biggest decisions, and taking responsibility for its performance.”

Effective governance in congregations – signs of health:

- * **“A unified structure for making governance decisions.”**
 - Articulating mission and vision
 - Evaluating programs
 - Ensuring responsible stewardship of resources

- * **“A unified structure for making operational (ministry) decisions.** Program leaders, paid and unpaid, work harmoniously to create effective programs with the support of a structure that delegate authority and requires accountability.”

- * **“A firm and well-marked boundary,** with mutual communication and accountability, between governance and ministry.”

From *Governance and Ministry – Rethinking Board Leadership* by Dan Hotchkiss, 2009. Alban Institute

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Policy-Based Governance (Carver-style Policy Governance[®] in a UU congregational setting) focuses on promoting accountability, clarity regarding roles & responsibilities, and a process for evaluating performance that maintains right relationship.

Principles of Good Congregational Governance

~ Good governance is organized and implemented to liberate the energy and creativity of the congregation to awaken compassion, transform souls and bless the world ~

Good Congregational Governance ...

- √ Establishes the foundation – Nested Bowls of:
 - Values – inspiring, timeless principles & standards -- the reference for mission, policies, actions
 - Global End (Mission/Vision) – inspiring purpose; overarching difference we are in the world to make and for whom
 - Ends – specific, measurable differences we will make and for whom by some identified time in the future (Vision commonly denotes a longer term than Ends)

- √ Through *ongoing informed connection* with the congregation's sources of authority & accountability – the *Moral Ownership*;

- √ From *clarity of Visionary & Executive/Operational Roles*; and

- √ From *authority delegated with clarity and accountability* in ways that liberate and empower creativity within the organization toward furthering the mission and ends; and

- √ By being *outcomes-oriented* – continuously monitoring results based upon clearly communicated criteria (policies), and

- √ By the *Board speaking with one voice*, to ensure its authority; and

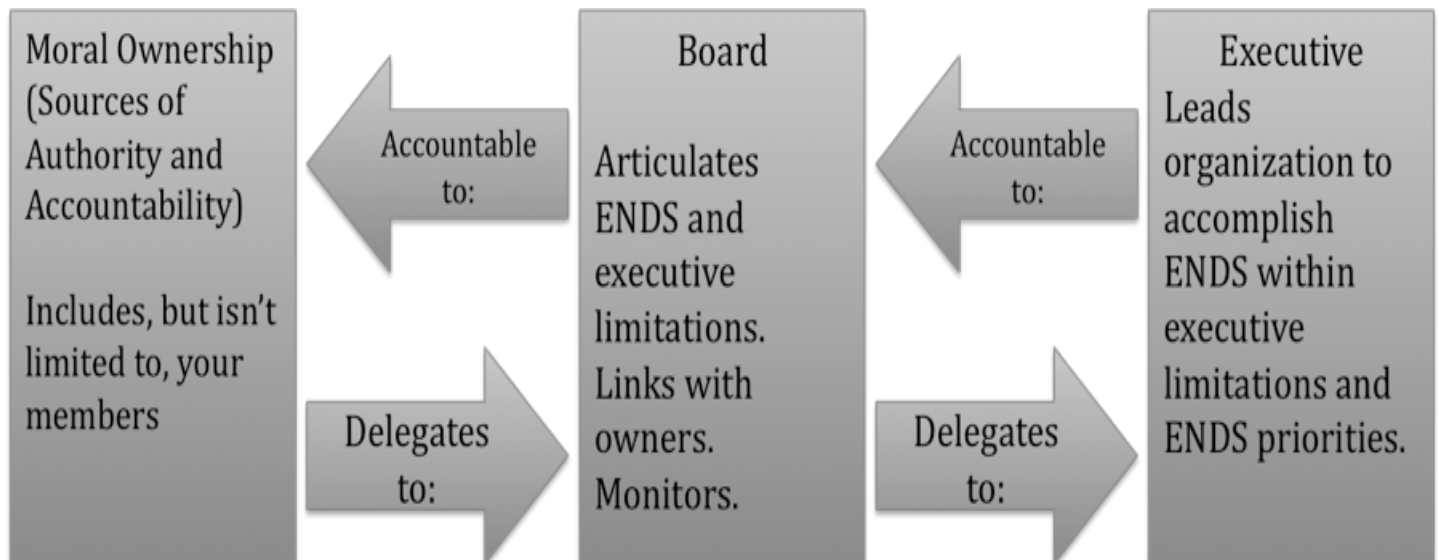
- √ Sustained through *ongoing learning, leadership development and training*.

Policy-Based Governance focuses on promoting accountability, clarity regarding roles & responsibilities, and a process for evaluating performance that maintains right relationship.

Nine Principles of Policy-Based Governance For Congregations

In policy-based governance, congregation Boards:

- 1. Govern on behalf of a moral ownership that is not seated at the table.**
- 2. Speak as a Board with one voice or not at all.**
- 3. Govern primarily through policy.**
 - Ends policies
 - Executive Limitation policies
 - Governance Process policies
 - Board-Executive Relationship policies.
- 4. Delegate exclusively to the Executive Leader.**
- 5. Distinguish Ends from Means.**
- 6. Control Means through Executive Limitations.**
- 7. Develop policies as nested sets.**
- 8. Monitor Executive performance effectively.**
- 9. Commit to Board discipline.**



Principle #1 Trusteeship

Govern on behalf of a *moral ownership* that is not seated at the table.

The primary relationship the board must establish, maintain, clarify, and protect is its relationship with its 'owners,' keeping in contact with them, and hearing their voices. (John Carver, *Basic Principles of Policy Governance*®)

Who are the moral owners?

How can their voices be heard? (*Linkage*)

Principle #2 Speaking with One Voice

The Board speaks with one voice or not at all.

- * The Board will allow no officer, committee or individual on the Board to come between the board and its Executive
- * Diversity is encouraged and is achieved beyond the Board table through linkage
- * Board Size - more than seven to nine members should have a strong rationale
- * The Board directs staff through full board policy-making

Principle #3 Govern through Policy

The board directs the organization through written policies.

- * Policies are statements of the Board's values. They are living documents – the Board's soul.
- * Governing policies and by-laws are the only documents the Board needs.
- * **Four areas of Board policy:**
 - Ends
 - Executive Limitations
 - Board-Executive Relationship
 - Governance Process

Principle #4 Delegation

The board instructs no staff but the Executive (*Board-Executive Relationship policies*)

- * Staff include paid and volunteer
- * Articulating Executive qualities and structuring the Executive function is an important role of the Board
- * The foundation of the model is *trust*

Principle #5 Ends & Means

(*example Ends policies at end of this booklet*)

Ends policies address the following three questions:

1. What difference do we want to make?
2. For whom?
3. At what cost or priority?

Everything else is Means

Answering these three questions is primary work of the Board.

Ends language is never about what the organization will be doing. It is always about what will be different for those it serves.

Means are anything that is not an End – includes practices, methods, conduct and other activities done as people pursue the organization's Ends.

Principle #6 Executive Limitations

(*example Executive Limitations policies at end of this booklet*)

The Board's best control over operational means is to limit, not prescribe.

Executive limitations are written to liberate creativity yet control.

Principle #7 Policies as Nested Sets (*example policies at end of this booklet*)

Boards:

1. Formulate policy by determining the broadest values before progressing to the more detailed level.
2. Ensure that the large policy contains all smaller related policies in a logical containment that omits nothing.
3. Cautiously and intentionally choose to deal with smaller issues only after the broadest policy has been determined.

Policies are developed at all levels of the organization; once the Board's voice stops, the Staff voice begins.

Principle #8 Monitoring

Boards need to evaluate Executive performance:

1. Against the Executive Leader's approved interpretation of the Board's policy words.
 - * Policy interpretations judged by a "*reasonable person test*"
2. On how effectively the Executive Leader accomplishes the Ends without violating the Executive Limitations.
3. Using data.

Monitoring methods:

- * Internal – data provided by the Executive
- * External – data provided by an outside expert (i.e. an audit)
- * Direct Inspection – data provided by the board's direct observation of results

Principle #9 Board Discipline

Board members commit to be responsible for:

1. The work of the Board:
 - * High integrity *Linkage* with the owners
 - * Written *Governing Policies*
 - * Assurance of *Organizational Performance (Monitoring)*
2. Orienting and developing board members.
3. Ensuring the integrity of the board's process and the assurance that board policy is not being violated (*Governance Process Policies*)

Sample Ends Statements

Unitarian Universalist Association Mission (Global END)

Grounded in our covenantal tradition, the member congregations of the Unitarian Universalist Association will inspire people to lead lives of humility and purpose, connection and service, thereby transforming themselves and the world.

Unitarian Universalist Association ENDS

- Congregations unlock the power that transforms lives. (Within)
- Congregations live in covenant with other congregations in our Association. (Among)
- Congregations move toward sustainability, wholeness and reconciliation. (Beyond)

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Southwestern Unitarian Universalist Conference Global Ends Policy

The SWUUC is a growing community of healthy congregations, grounded in our covenantal faith, who walk together in love, seek the holy and are in right relationship with the world.

SWUUC ENDS

1.1. Healthy Congregations.

To effectively further their mission:

- 1.1.1. The congregations in the SWUUC are ever-growing in their membership, resources and the depth of the spiritual experiences of their members;
- 1.1.2. Congregational leaders are equipped with necessary resources and training; and
- 1.1.3. The congregations are connected and in right relationship with their communities, one another and our UUA.

1.2. Faith-in-Action.

- 1.2.1. SWUUC is composed of congregations who proclaim with words and deeds the values of justice, reason and compassion embodied in our faith.

1.3. Extension

- 1.3.1. Unitarian Universalism is increasingly visible, recognized and accessible in our conference.

Sample Ends Statements

Unity Church—Unitarian Mission (Global End)

The mission of Unity Church-Unitarian is to engage people in a free and inclusive religious community that encourages lives of integrity, service and joy.

Unity Church—Unitarian ENDS

- The people of Unity Church – Unitarian have a deeply meaningful, transforming, liberal religious experience (*within*)
- Unity Church – Unitarian is a radically hospitable, spiritually vital and supportive community (*among*)
- Unity Church – Unitarian is a visible leader and partner, making a positive impact in our neighborhood and in the world (*beyond*)

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The First Unitarian Church of Dallas Global End

The Board of Trustees has prepared these statements by which all decisions are measured:

The First Unitarian Church of Dallas creates and nurtures an enduring, liberal, religious community where all souls shall grow in harmony with the divine through worship, education, service and fellowship.

First Unitarian Church of Dallas – Ends

Worship

Our congregation, friends and visitors experience communion with the gathered congregation, the transcendent in their lives, and a strengthened human spirit.

Service

Our ministries of service to each other, the larger community and the world enrich, nourish and transform us and those we serve.

Education

The lives of our members, friends and visitors of all ages are enriched and sustained by this faith community and are actively and continuously engaged in learning about religion from the Unitarian Universalist perspective, developing individual spiritual disciplines and expressing personal religious conviction through action.

Fellowship

At The First Unitarian Church of Dallas people feel welcomed, dialogues flourish, and relationships develop through good times and bad.

Stewardship

Our gathered resources support our congregation and matters we find important.

Sample Executive Limitations Policies

2. Global Executive Limitation Policy:

The Executive shall not allow any practice, activity, decision, or organizational circumstance that is either unlawful, imprudent, or in violation of commonly accepted fiscal, business, or professional ethics, including the Unitarian Universalist Ministers Association Code of Professional Conduct, or is contrary to Unitarian Universalist values as expressed in the Principles of the UUA.

2.4. Treatment of Staff

With respect to the recruitment, hiring and treatment of paid and volunteer staff, the Executive may not cause or allow conditions that are not just, equitable or compassionate or not in accordance with UU principles. Therefore, the Executive shall not:

2.4.1. Cause or allow actions that fail to provide appropriate confidentiality or privacy.

2.4.2. Allow treatment or interactions that:

2.4.2.1. Fail to be inclusive, culturally sensitive, anti-oppressive, and anti-racist.

2.4.2.2. Constitute sexual harassment or verbal, emotional, or physical abuse.

2.4.2.3. Fail to provide reasonable accommodation to those with special needs.

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2.7. Financial Conditions and Activities

With respect to the actual, ongoing condition of the organization's financial health, the Executive Team may not cause or allow the development of fiscal jeopardy or loss of allocation integrity. Accordingly, the Executive Team may not:

2.7.1. Expend more funds than have been received in the fiscal year to date unless the debt guideline (below) is met.

a. Indebt the organization in an amount greater than can be repaid by certain, otherwise unencumbered revenues within 90 days.

b. Allow cash to drop below the amount needed to settle payroll and debts in a timely manner.

Standing Agenda Example for Policy-Based Governance

Goal: 50-75% of the time to Create the Future

Policies guide all our decisions. Ask: "What do our policies say about this?"

Gather (10 min)

- Chalice Lighting & Opening
- Guided check-in

Meeting Preparation (3 min)

- Confirm meeting objectives & agenda
- Confirm meeting assignments: timekeeper, process observer, AR/AO assessment observer

Consent Agenda (2 min)

- Approve minutes of last month's meeting
- Approve items that require no further discussion but require board approval

Assess the Past (Monitoring Reports) (15-45 min)

- Ends Policy I.B.2 - "Among"
- Limitations Policy II.C.5 - Financial Conditions and Activities, Revenue & Expenses
- Governance Process Policy III.A - Board Governing Style

Create the Future & Learning (45-90+ min)

- Policy Work: Creating or revising policies
- Board Development: Ongoing Governance Training -- exercise or discussion
- Future Focus Topics: Generative and Strategic discussions
- Linkage plans around Future Focus Topics

Meeting Summary: Decisions Review, Action Items & Assignments (5-10 min)

Meeting Evaluation: Process Observation and AR/AO Observation & Assessment (5-10 min)

Closing

Adjourn

Next Meeting: [Date & Time]

All reports & materials for next Board Packet due to Secretary (or Administrator) by [Date & Time]

Next Board Packet will be posted to the Board site on [Date]

Policy-Based Governance Glossary

Board-Executive Relationship Policies:

One of the four types of policies the board writes, these policies clarify how the board delegates authority to the executive, and how it will evaluate executive performance in relation to the ends and the executive limitations.

Ends:

One of the four types of policies that the board writes, ends defines what long-term, mission-related results are to be achieved, for whom, and at what cost or priority. Determining ends, and avoiding involvement in operational means, is a pivotal board duty in policy governance that frees both the board and the executive leader to concentrate on what matters most.

Executive Limitations:

One of the four types of policies that the board writes, executive limitations define what the executive leader may NOT do as they work to accomplish the ends. While this approach may seem negative, executive limitations are, in practice, very liberating, as they allow the staff the fullest possible range of their creativity. They can do anything they want to make the ends become reality, provided they do NOT do the few things spelled out in the executive limitations.

Governance Process Policies:

One of the four types of policies that the board writes, board governance policies identify the board's philosophy, its accountability and the specifics of its own job.

Linkage:

If the board's primary responsibility is to write high-level policies on behalf of its moral ownership, the board needs a way to connect with its owners, to hear what they have to say and to represent them effectively. This process of connecting and listening to the organization's moral owners is called linkage.

Means:

Actions needed to accomplish the ends or to protect the operations that produce the ends. Notice how policy governance intentionally gives the executive leader full responsibility for determining what means they'll use to accomplish the ends and how they'll stay within the executive limitations. This is why policy governance works so well to release staff creativity and free board time to focus on the long-range planning issues that matter most.

Monitoring:

The processes and tools boards use to evaluate organizational performance. Specifically, the board uses regular monitoring to track whether the executive is accomplishing the ends and staying within the executive limitations and to evaluate whether the board is faithful to its governance process policies. "If you haven't said how it ought to be, don't ask how it is," is the monitoring principle that forces boards to think carefully about what they want, what means they won't accept in getting it, and then to spell it out in written policies so they and the executive know what will be expected and monitored. Monitoring

can be obtained three ways: internal reports from the executive leader, direct inspection by board teams, or external reports from professional experts.

Moral Ownership:

The people not at the board table on whose behalf the board governs and to whom the board is accountable. Determining who your organization's ownership is, who gives the board authority and accountability, isn't always easy. Often, you'll have owners that aren't legal owners. For this reason, policy-based governance uses the term "moral ownership" to include all owners, in both a moral and a legal sense. Another term for this is "sources of accountability and authority."

Policies:

Written statements that completely embody the board's beliefs, commitments, values, and vision. There are four policy categories boards must address: ends, executive limitations, board governance style, and board/executive relationship.

Staff

Any person, whether paid or volunteer, who is working on behalf of the congregation to achieve its ends.

Resources

Links to Policy Governance and Organization Descriptions for Several Congregations in Policy-Based Governance

Fox Valley UU Fellowship, Appleton, WI (599 members)

<http://www.fvuuf.org/content/view/25/49/>

Explore all of the links on this page.

UU Congregation of Atlanta, GA (737 members)

<http://www.uuca.org/us/governance/board-of-trustees>

Explore links to Agendas & Minutes, Policies, Board Committees, Monitoring Reports (especially the piece under Monitoring Reports called "Measuring Progress")

UU Congregation of Columbia, MD (415 members)

<http://www.uucolumbia.net/about.html>

Explore the links under **UUCG Governance** on this page

UUs of San Mateo, CA (241 members)

<http://www.uusanmateo.org/index.php/Organization.html>

Explore the links under **Our Organization** and click on the link under **Policy Governance Brochure** for a wonderful summary of how the organization works and an org chart.

Books

Holy Conversations: Strategic Planning as a Spiritual Practice for Congregations by Gil Rendle and Alice Mann (Alban Institute, 2003)

Ideas, pathways, processes and tools to take planning from a technical process to a "holy conversation" that answers three critical questions: Who are we? What has God called us to do or be? Who is our neighbor?

Governance as Leadership: Reframing the Work of Nonprofit Boards by Richard Chait, William Ryan and Barbara Taylor (BoardSource, 2005).

In this book the authors reframe governance work into three primary modes: fiduciary, strategic and generative, that together enable effective trusteeship and invite trustees to think and govern like leaders rather than as managers.

Governance and Ministry: Rethinking Board Leadership by Dan Hotchkiss (Alban Institute 2009)

Offers congregational leaders a roadmap and tools for changing the way boards and clergy work together to lead congregations. Hotchkiss demonstrates that the right governance model is the one that best enables a congregation to fulfill its mission--to achieve both the outward results and the inward quality of life to which it is called.

Getting Started with Policy Governance: Bringing Purpose, Integrity, and Efficiency to Your Board by Caroline Oliver (Jossey-Bass, 2009)

A concise, comprehensive and readable introduction to Policy Governance with exercises and tools for education, transition and practice in the model.

Boards That Make a Difference: A New Design for Leadership in Nonprofit and Public Organizations by John Carver (Jossey-Bass, 3rd edition, 2006)

This book is the "flagship" explanation of the Policy Governance model as it relates to nonprofit and governmental boards. It is the single most inclusive text on the model.

Reinventing Your Board: A Step-By-Step Guide to Implementing Policy Governance by John Carver and Miriam Mayhew Carver. (Jossey-Bass, 2nd edition, 2006)

This hands-on guide is a "how to do it" text meant to help boards or their consultants with the practical issues of implementation.

The Policy Governance Fieldbook: Practical Lessons, Tips, and Tools from the Experience of Real-World Boards Caroline Oliver (ed.), Mike Conduff, Susan Edsall, Carol Gabanna, Randee Loucks, Denise Paszkiewicz, Catherine Raso, and Linda Stier (Jossey-Bass, 1999)..

This book details the experience of eleven diverse organizations in the U.S. and Canada in implementing the Policy Governance model. The authors (all Policy Governance Academy graduates) apply their proficiency in theory and application to make this a skillful collection of case studies.

The Board Member's Playbook: Using Policy Governance to Solve Problems, Make Decisions, and Build A Stronger Board by Miriam Carver and Bill Charney (Jossey-Bass, 2004)

A playbook for boards to practice Policy Governance and hone their skills. Included are fifty different rehearsal scenarios, practice sheets, answers, and a CD-rom.

Phase Two (1+ year): Making It Happen – Policies; Governance and Organizational Structures & Tools
*** Specifically for Policy-based Governance ***

Phase Two Process Template		First Austin Process & Plan
<p><u>Linkage Work (Board Led)</u></p> <p><i>Communicates ENDS and listens for feedback</i></p> <p><i>Continue strategic conversations about the transition</i></p> <p><i>Hone linkage practices</i></p>	<p><u>Products</u></p> <ul style="list-style-type: none"> • Board drafts ENDS policies that it can “live with for a year” • Board drafts other three policy sets: <ul style="list-style-type: none"> ○ Executive Limitations ○ Board-Exec. Relationship ○ Governance Process • Board establishes governance structures & tools: <ul style="list-style-type: none"> ○ By-law changes ○ Monitoring schedule ○ Standing agenda 	
<p><u>Linkage Work (Executive Led)</u></p> <p><i>Conversations about how to structure congregation’s ministries to work within the governance system and achieve the ENDS</i></p>	<ul style="list-style-type: none"> • Executive establishes organizational support structures: <ul style="list-style-type: none"> ○ Org. structure that supports the ENDS ○ Job descriptions 	