

Governance Manual

Revisions (selected history)

2012-02-06	Scott Drennan	v02	Initial Draft
2012-07-19	Alastaire Henderson	v10	First version approved by Board 2012-07-25
2012-12-02	Alastaire Henderson	v11	Feedback from Board; second approved version
2014-09-22	Maury Prevost	v12	Revision of Campus Planning charter
2016-05-18	Governance Comm.	v15	Major rewrite and update, including charter for new Communications and Outreach Committee
2016-09-21	Governance Comm.	V16	Revised charter for Audit Committee
2017-02-02	Governance Comm.	V16	Revised, expanded organization chart
2017-08-09	Governance Comm.	V17	Revised to reflect staffing reorganization
2018-02-21	Governance Comm.	V18	Revised to reflect staffing changes

Available online at:

www.firstunitarianottawa.ca > Welcome > Member Information > Governing Documents

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1 Purpose

This document is intended to serve as the manual for the First Unitarian Congregation of Ottawa (the Congregation) Governance model. Under this model, the Board of Directors (the Board) articulates the mission and priorities of the Congregation, and staff fulfill the mission through executing programs with the help of members and other volunteers. The Board oversees the work of staff in executing the mission through the creation of policies that provide limits and expectations to the staff. This manual outlines:

- The role, responsibilities, and method of operation of the Board;
- The roles, responsibilities, relationships, and boundaries of the Lead Minister, Program Staff, Operations Manager, Finance Manager and other staff, including their interactions with the Board of Directors, other volunteers and the Congregation as a whole;
- The overall organizational chart;
- The overall management of policies and procedures; and
- The charters / terms of reference for Committees of the Board.

This document is part of a larger "framework" of foundational documents, policies, and procedures for the Congregation, which include:

- Our Letters Patent (articles of incorporation), General Operating By-Law (the only by-law currently in effect), the deed or title to our property, and charitable registration.
- Our UU principles and sources, and congregation mission, vision, and covenant.
- Employee Handbook for the First Unitarian Congregation of Ottawa
- External Communications Policy for the First Unitarian Congregation of Ottawa
- Other policies and procedures developed and maintained by various Committees, Teams, and program staff.
- Administrative policies and procedures maintained by the Operations Manager, Finance Manager and office staff.
- Other legal documents, such as leases and contracts.

2 Mission, Ministry and Philosophy of Governance

2.1 Mission

A Congregational mission is the good that the Congregation means to do, whom it hopes to serve, and how. It answers the question, "Whose lives do we intend to impact and in what way?" Our mission is to *"Kindle the light within and inspire courage to nurture the web of life and to create a just and compassionate world."*

2.2 Ministry

Ministry is the practical work of the Congregation, and consists of choosing means and methods, allocating resources, hiring staff, recruiting volunteers, and giving them leadership and support that will enable them to serve the mission of the Congregation. Ministry is best

accomplished through empowered ministry teams of people who share a sense of calling to particular forms of service. The Lead Minister, as the called spiritual leader and designated Ministry Team Leader, is responsible for directing the Congregation's ministry in accordance with Congregational policies.

2.3 Philosophy of Governance

The focus of the Board is to serve the Congregational Mission and Ministry, and it will govern primarily by:

- Discerning and articulating the mission and vision of ministry,
- Creating a plan with clear goals that fulfill the mission,
- Creating written policies to guide the work of staff, leaders, members and other volunteers who carry out that vision, and
- Evaluating progress toward the achievement of these goals.

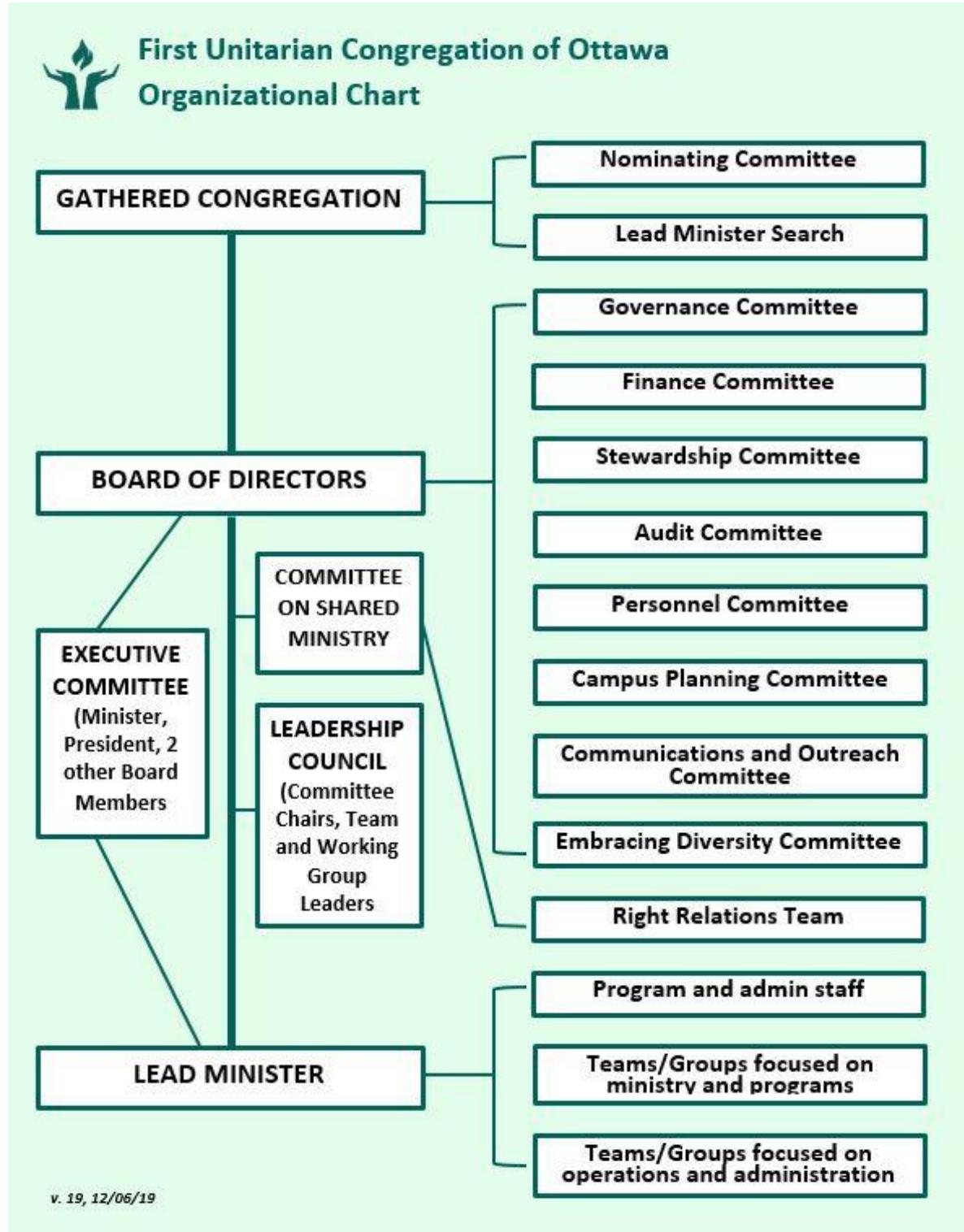
The goal of this approach is to have the Board, staff and other lay leaders carry out their work collaboratively and openly, within a framework of clearly articulated roles, accountability, and decision-making authority, in accordance with our covenant.

3 Congregational Values

- We are an intentionally inclusive Congregation, which welcomes all people, whatever their religious background, cultural origin, socio-economic condition, sexual orientation, or gender identity.
- Whoever you are, where ever you are on your life's journey, you are welcome here
- We are seekers — looking for meaning and inspiration within the webs of our lives.
- We are learners — growing in knowledge and understanding about ourselves, others, and the world around us.
- We are builders — working together to create a supportive, inclusive community and a just, compassionate, and sustainable world.

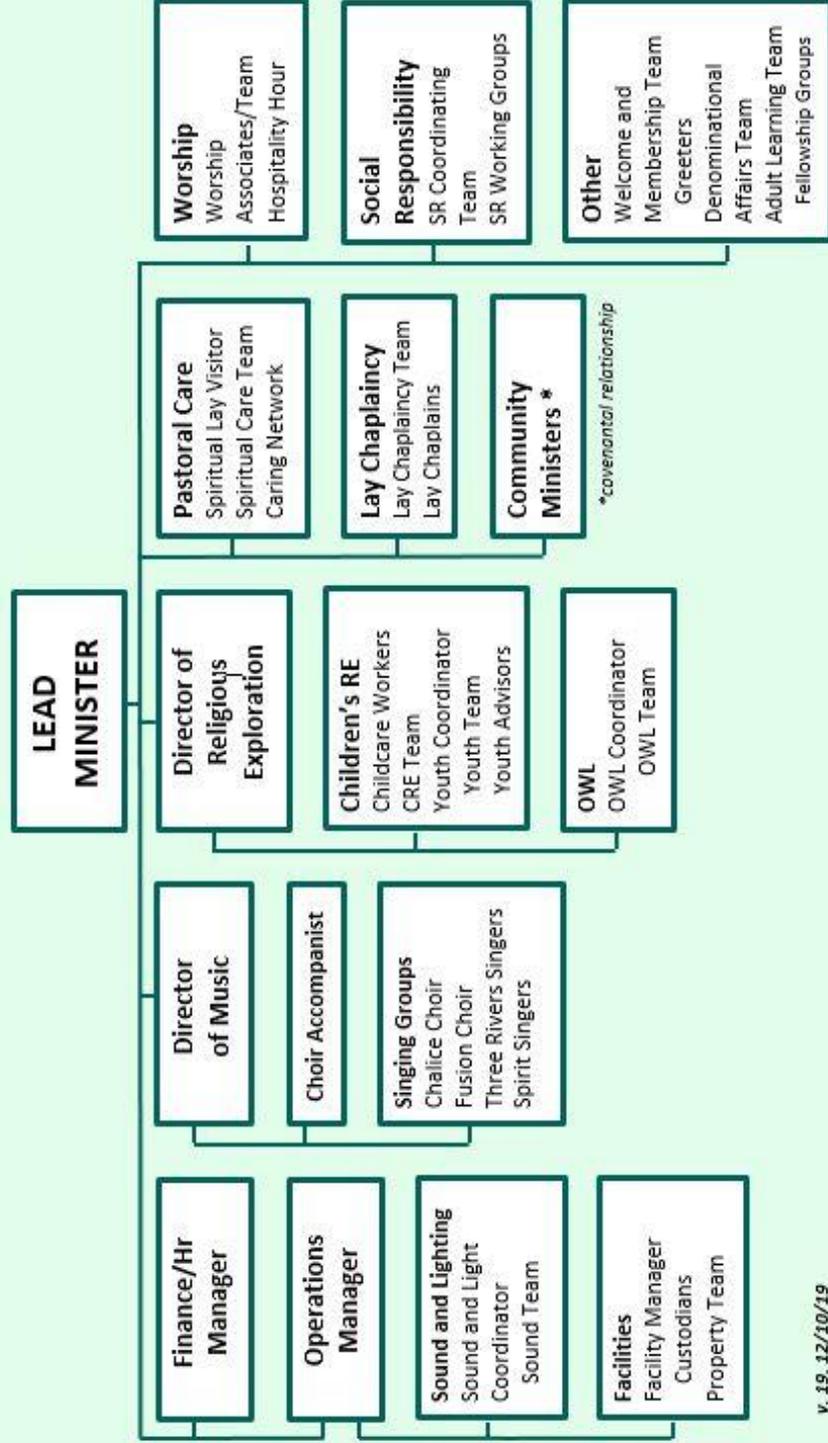
4 Governance and Management Structure

Structure of Staff and Committees reporting to the Gathered Congregation or Board





First Unitarian Congregation of Ottawa Organizational Chart



5 Board self-government

5.1 Agenda

The Board empowers the Secretary, under the direction of the President, to create the monthly agenda for Board meetings. The agenda will differentiate between agenda items for consent, information, and those for discussion. The information agenda is comprised of any item(s) brought to the Board meeting purely as information for the Board, and not presented for action or discussion.

The consent agenda will be placed at the beginning of the Board agenda, and will include those items that the agenda team believes do not require discussion or debate (such as accepting reports, approving minutes, and other informational items appropriate to the Board's role). The discussion agenda will include major items needing discussion and debate, and will directly relate to the Board's discernment, strategy, and oversight roles. Upon request of any Director, an item will be moved from the consent agenda to the discussion agenda.

The Secretary is responsible for assembling the Board packet, which shall contain all reports, the Board agenda and supporting and informational materials. This packet will be emailed to each voting and ex-officio member of the Board no later than 48 hours in advance of the Board meeting.

All reports to be presented to the Board must be emailed to the Secretary at least 96 hours before the upcoming Board meeting. If a report contains a proposed Board action, it must be stated in the form of a motion and be placed at the top of the report. Any request for the Board to act on a management item shall be referred to the appropriate staff person for a decision.

5.2 Committees of the Board

The Board may establish Committees to help carry out its responsibilities for discernment, strategy, developing policies, and oversight. At the Board's direction, Committees may operate as standing or time-limited bodies. The Board, as a whole, commits to clearly direct all Committees by outlining specific written objectives and restrictions.

The Board currently has the following seven standing committees, the charters of which are in Appendix 1 of this document:

- Governance
- Audit
- Personnel
- Finance
- Campus Planning
- Communications and Outreach
- Stewardship

From time to time, the Board shall appoint ad hoc committees and task forces. Such committees and task forces shall receive a clear written charge that specifies the Board's objectives, desired work products, and a time frame for completion of the task.

Whether standing or ad hoc, such committees and task forces do not speak for the Board.

NOTE: The Nominating Committee is a committee of the Gathered Congregation, and its role, objectives and restrictions are defined in section 6.02 of General Operating By-law No. 8, and not specified here.

5.3 Conflicts of Interest

Directors shall carry out their duties with undivided loyalty to the Congregation and its mission. A conflict of interest exists whenever a Director, or a Relation of a Director, has interests or duties that interfere with the Director's duty of loyalty to the Congregation. Any action affecting a staff member creates a conflict for a Director if they are a Relation of that Director.

A Relation is defined as any individual to whom the Director is related or with whom the Director has a close personal, business or political relationship, or any corporation or other legal entity, whether for profit or not for profit, that employs the Director or in which the Director has a substantial ownership interest, or for which the Director is an officer or director. Conflicts of interest arise when:

- A Director or Relation of a Director stands to gain or lose financially because of a proposed action of the Board.
- A Director cannot set aside their personal preferences as an individual consumer of the Congregation's services to vote in behalf of the whole Congregation and its mission.
- A Director faces any other situation that impairs or reasonably appears to impair their independence of judgment of the person.

The Board shall annually require its Directors to disclose, in writing, all existing or foreseeable conflicts of interest. Disclosure forms shall be kept by the Secretary. If an item of business arises in which any Director reports that a conflict of interest may exist, the affected Director may withdraw or ask the Board for guidance. In the latter case, the Board (minus the affected parties) shall determine how to handle the situation. Depending on the seriousness of the conflict, possible responses include:

- **Disclosure:** The Director shall file a supplemental disclosure form, but then may continue to participate and vote as usual.
- **Recusal:** The Director shall disclose the conflict and withdraw from the meeting while the item is under discussion or voted on.
- **Resignation:** The Director shall resign from the Board.

5.4 Discipline and Removal of Directors

Section 4.08 of General Operating By-law No. 8 defines how a Director can be removed from office. The Board can trigger removal of a Director if it determines that a Director no longer fulfills all of the qualifications to be a Director, which include abiding by the governing documents of the Congregation. However, before exercising this power, the Board will notify the Director in writing of its intent and offer the opportunity for a hearing before the Board. Pending such a hearing, the Board may suspend the Director's voting privileges if necessary to protect individuals or the Congregation from harm.

The governing documents include this Governance Manual, so reasons for discipline or removal could include repeated, serious violations of the Board covenant or violation of the conflict of interest provisions above.

6 Delegation of Authority

6.1 Delegation to the President of the Board

The President shall lead the governance of the Congregation and has the authority and responsibility to make all decisions relative to the effective functioning of the board and its committees, except as specifically limited by these policies.

6.2 Delegation to the Lead Minister

The Lead Minister shall lead the spiritual and programmatic work of the Congregation, and has the authority and responsibility to make all operational decisions, adopt administrative policies, and allocate Congregational resources, except as specifically limited by these policies.

If the Lead Minister is absent for an extended period, this delegation reverts to the Board or to a temporary Executive Team designated by the Board, unless alternate arrangements have been agreed.

6.3 Limits to Delegation

In using their authority, the Lead Minister and President may follow any reasonable interpretation of these policies. When the Board wishes to reserve powers or delegate powers to other entities, it shall do so by adopting clear policies to that effect and by incorporating them into the congregation's policy manual.

6.4 Delegation to Operations Manager and Finance Manager

The Lead Minister shall appoint a person to be the Operations Manager and a person to be the Finance Manager, who shall serve in these roles as long as they retain the confidence and trust of the Lead Minister, to whom these people will directly report. It is required that during the hiring process the Lead Minister use a search committee consisting of at least one other staff person, one Director, and one member who is an active participant on one of our ministry teams. The Operations Manager shall oversee the provision of administrative and custodial

support to the Congregation as delegated by the Lead Minister and as limited by policy. The Finance Manager shall oversee financial and human resource operations and carry out bookkeeping responsibilities.

6.5 Hiring Approval

The Operations Manager, Finance Manager, Director of Religious Exploration and Director of Music (Senior Staff), working under the authority of the Lead Minister, are authorized to hire for any vacant paid staff position within their portfolios that have budget approval. New positions, or positions that cannot be filled under the current budget, require Board approval. The Board must be notified of all employment contracts.

6.6 Hiring Process

The Senior Staff shall create and publish processes for hiring that:

- Establish equitable hiring practices.
- Strive to develop a reasonable pool of candidates for each open staff position.
- Inform and engage stakeholders who will interact with the position.
- Evaluate candidates effectively and ensure appropriate background investigations and testing.
- Notify the Board when a new employee is hired.

6.7 Compensation & Benefits

With respect to employment, compensation, and benefits to employees, consultants, contract workers, and volunteers, the Senior Staff, working under the authority of the Lead Minister, shall not negatively affect the fiscal or institutional integrity of the Congregation.

Accordingly, the Lead Minister and Senior Staff shall:

- Maintain individual employees allocated professional expenses within limits established by the Board.
- Not promise or imply permanent or guaranteed employment.
- Establish staff compensation and benefits that are consistent with other Congregations and organizations of similar size, demographics and geographic location
- The Personnel Committee will coordinate periodic compensation studies and make recommendations to the Board regarding adjustments in Congregation compensation scales - see appendix 1.4 for the committee charter.

6.8 Delegation to Others

Responsibility for specific areas of ministry or operations may be delegated to teams, councils or other groups (referred to as 'teams'). All teams are linked through staff, or in some cases through other teams or committees, to the Board for the purposes of strategic direction, policy and accountability. Staff and teams are expected to work together collaboratively to carry out their roles and responsibilities, providing mutual support and guidance as needed to contribute

to the success of the ministry. To assist teams to function effectively and to ensure their mandates, boundaries and relationships are clear, teams, in collaboration with staff, will develop terms of references which clearly define:

- roles and responsibilities
- reporting relationships and requirements
- authority and limits to authority
- processes around finance and tracking of expenses
- composition of team
- methods of appointment and term limits.

(See Team Policy for additional details.)

7 Care for People

7.1 Care for Members and Guests

The Lead Minister shall be responsible for taking care to prevent harm to the members and guests who take part in Congregation activities or use Congregation property, and shall have the power to take all necessary steps to deal with situations where such persons are at risk.

7.2 Health and Safety

The Operations Manager, as the named Health and Safety officer for the Congregation, with the support of the Facilities Manager, shall ensure that all facilities are maintained in a safe, sanitary, and secure condition, that required licenses and inspections are kept up to date, and that any problems are corrected promptly.

7.3 Emergency Planning.

The Operations Manager shall maintain a written plan for responding to emergencies such as medical emergencies, fire, toxic conditions, weather problems, threatening communications, power outages, natural disasters, and other circumstances that create or threaten dangerous conditions.

7.4 Sexual Harassment

Employees, volunteers, and agents of the Congregation are prohibited from acts of sexual harassment against any member or participant in Congregation activities or any employee or applicant for employment. In response to violations of this policy, the Lead Minister or the Board, if necessary, shall take disciplinary action, which may include termination of employment or membership or exclusion from Congregation property and programs, and report to authorities as appropriate - see also the Employee Handbook for the full Sexual Harassment Policy.

7.5 Child Protection

Because of our special responsibility for children and youth in the Congregation's care, the Director of Religious Exploration shall establish clear, written procedures for the selection, training, and supervision of all ministry team members who work with persons age eighteen and younger.

7.6 Nondiscrimination

No one acting for the Congregation shall discriminate because of race, colour, age, sex, marital status, sexual orientation, gender identity and expression, disability, national origin or ancestry, economic status, union membership, or political affiliation. Religious opinion and affiliation shall be considered only to the extent that it may (a) be a bona fide occupational requirement, or (b) prevent an individual from being fully supportive of the Congregation's mission and values.

7.7 Universal Access

The Congregation intends to make its premises and activities accessible to persons with disabilities. To this end our goal is to meet or exceed all legal requirements, and to engage in continual examination of our properties, practices, and attitudes. Reference the Congregation's Accessibility Policy, first approved in April 2016.

7.8 Whistleblower policy

The Congregation prohibits adverse actions being taken against employees, volunteers, or any member in retaliation for any lawful disclosure of information relating to: (a) a violation of any law or local, provincial or federal rule or regulation, (b) mismanagement, (c) gross waste or misappropriation of Congregation funds or assets, (d) a substantial and specific danger to public health and safety; or (e) other alleged wrongful conduct. Any person found to have so violated this policy will be disciplined, up to and including termination from employment or expulsion from Congregation membership. Allegations of violations of this policy shall be referred to the President, the Lead Minister, or any member of the Board.

7.9 Care for Volunteers

Volunteers, both Congregational members and others, form the core of our Ministry Teams. The Lead Minister and Senior Staff are responsible for empowering the ministry and program teams, and ensuring that a) volunteer working conditions are safe and professional and b) that the Congregation follows best practices in volunteer management.

8 Care for Resources

8.1 Financial Management

The Treasurer and Finance Committee advise and assist the Board on financial matters. The Lead Minister holds overall responsibility for oversight of the financial health of the Congregation. The Lead Minister, together with staff members in their areas of responsibility, shall be responsible for making day-to-day fiscal decisions within the parameters of the annual Congregation budget. The Finance Manager:

- Shall keep the Treasurer fully informed on a regular basis of the Congregation's ongoing financial status, and shall inform the Board in a timely manner of any projected material deviation from the current approved budget.
- Shall not exceed the total budgeted spending for the year without obtaining Board approval.
- May transfer budget amounts between budget categories provided that total expenditures will not exceed the total budget, other limitations as defined by the Board have not been exceeded, and the transferred amount is clearly noted in the financial reports.
- Shall not cause or allow expenditures to deviate materially from Board priorities as laid out in the Annual Vision of Ministry document.
- Shall liaise with the external investment manager to invest Congregational funds under the direction of the Board.
- Shall not use donor-restricted funds in violation of donor restrictions or trust provisions, although it remains the job of the Board to approve all restricted gifts.
- Shall not jeopardize the Congregation's tax-exempt status under local, provincial, or federal law.
- Shall not incur ongoing debt or raise the capacity to incur debt on behalf of the Congregation. Only the Board may approve increases to the total borrowing capacity of staff credit cards, changes to lines of credit, or other borrowing in advance. This restriction does not preclude taking out temporary debt (90 days or less) using already approved sources such as credit lines and credit cards.
- May apply for external grants, in consultation with the Treasurer and Finance Committee, provided the grants are consistent with goals of the Congregation, and do not obligate the Congregation to expenditures that would jeopardize fiscal integrity. The Board shall be notified of grant activity and the Board must formally accept any grants on behalf of the Congregation.

8.2 Asset Protection

The Operations Manager and Finance Manager shall be responsible for preventing harm to the Congregation's reputation and assets and shall develop administrative practices, and procedures designed to prevent such harm, and report promptly to the Board on any significant shortcomings in their implementation.

- Financial controls. The Finance Manager shall be responsible for all financial records and for ensuring that written procedures govern the handling of receipts, access to cash and bank

balances, approval of expenditures, payment of invoices and other obligations, and management of invested funds.

- The functions of record keeping, bank reconciliation, and cash disbursements shall be under the control of the following authorized persons - Board Officers (President, Vice President, Secretary and Treasurer), Finance Manager, and Lead Minister. A minimum of two authorized persons must approve any cash disbursement, and such persons may not be related, either by marriage, biology, or through shared business interests.
- Congregation accounting records shall be reconciled with financial institution statements as often as those statements are issued and copies of such reconciliations shall be provided to the Treasurer.
- The Finance Manager shall be responsible for ensuring the Congregation's financial records follow accounting practices that are reasonable and appropriate to Congregations of comparable size. Particular care shall be taken to distinguish donor-restricted, temporarily restricted, voluntarily restricted, and unrestricted funds.
- Written procedures shall govern the retention and destruction of the Congregation's documents, giving definite retention periods for classes of financial, business, pastoral, personnel, and corporate records in both paper and electronic forms. Such procedures shall conform to applicable laws and regulations. The Finance Manager shall be responsible for financial records and the Operations Manager for all other records.
- The Operations Manager shall maintain adequate insurance to protect against property losses at replacement value and liability for injuries to others, less reasonable deductible and/or coinsurance limits. Insurance coverage shall include both corporate liability and personal liability of Directors and staff, taking into account pertinent statutory provisions and exemptions applicable to Ontario non-profit organizations. The Board shall annually review and approve the insurance coverage.
- The Operations Manager shall delegate resources to maintain the Congregation's property and equipment in good working order, subject to reasonable wear and tear.
- The Administrative Team (Operations Manager and Finance Manager) shall delegate resources to protect the Congregation's intellectual property, information, files, and other intangible property from significant damage or loss.

8.3 Capital reserves and endowments

The Legacy Fund, comprised of the Legacy Endowment Fund and Unrestricted Legacy Fund, is the primary source of capital reserves for the Congregation. The Finance Manager, working with the Treasurer, shall maintain written financial records for the funds, including donations and their allocation. The outside investment firm shall provide quarterly reports on performance, contributions and withdrawals.

9 Communications

Good communication within the Congregation and with the outside world is a responsibility that is shared among all members of our community. It helps us embody our principles, connects us to each other, and helps us welcome new people into our Congregation. The Communications and Outreach Committee advises and assists the Board on these matters.

9.1 Covenant

Our covenant guides our relationships with each other. When problems arise, we endeavor to talk with, rather than about, each other to resolve our issues. The Congregation will review and reaffirm the covenant every 5 years.

9.2 Right Relations and Conflict Resolution

Our Conflict Resolution Policy outlines the conflict resolution process for congregants and staff. This process includes a Right Relations team, established by the Lead Minister, to support congregants dealing with concerns or conflicts within our community. In some cases, matters may be referred to the Board. Egregious violations can result in termination of employment or expulsion from Congregation membership.

9.3 Internal Communications

Members and visitors can expect clear, easily accessible information to enable them to participate fully in congregational activities and processes.

Program staff and volunteers should promote the activities they are organizing through a variety of internal communications tools, with the help of office staff. The Board is responsible for transparent reporting on its deliberations and decisions, including making its meeting minutes available to members. The Lead Minister must also ensure information about the congregation and its processes, such as how to become a member, are readily available to congregants and visitors.

The Communications Policy and Procedures (under development) will outline the various responsibilities of staff and volunteers for keeping the website, newsletters, social media, signage, etc. up-to-date. It also describes the process for regular surveys of the Congregation.

9.4 External Communications

Our external communications will enhance our image, support our vision, and attract an increasing number of visitors. Our Congregation will be visible in the community as a strong, alternative, religious voice. The Communications Policy (under development) will set out guidelines for speaking on behalf of the Congregation, carrying the congregational banner, maintaining the website, and using the logo of the Congregation.

10 Strategy

10.1 Strategic Plan

The Strategic Plan identifies the major choices we have made about how we will perform our mission. In consultation with the Congregation and staff, the Board develops a strategic plan at least every 5 years, including the following areas:

- **Program development** - a systematic design to engage the talents and interests of individual members to align with the mission and values of the Congregation through careful programming, including the regular review of efficacy and uptake of our programs.
- **Membership development** - an overarching plan to reach new members and to retain current membership in the Congregation.
- **Capital expenditures** - projects the timeline for capital expenditures as well as specifies a contingency plan for emergency expenditures
- **Staffing** - the strategic analysis of labour needs for the efficient fulfillment of the Congregational mission, goals and priorities.

10.2 Vision of Ministry

The Vision of Ministry identifies the new and different ways our Congregation transforms lives in the next 3-5 years. The Vision of Ministry is a short list of the Board and Congregation's top priorities, with enough detail to make it possible for the Board to hold staff accountable, but not so much that the Board enters the realm of management. The Board develops the Vision of Ministry in conjunction with the Lead Minister, based on the Strategic Plan, and reviews and updates it annually at the Board planning retreat.

- **Program development goals** – in conjunction with the Lead Minister, the Board sets Program Development Goals annually.
- **Membership development goals** - in conjunction with the Lead Minister, the Board sets Membership Development Goals annually.
- **Capital Budget** - the Treasurer works with the Lead Minister, Finance Manager and other Congregational stakeholders as required to produce the annual capital budget, which is then reviewed by the Finance Committee and presented to the Board for approval. After the Board has approved the budget, it shall then be presented to the Congregation for approval.
- **Operating Budget** - The Treasurer works with the Lead Minister, Finance Manager, and other Congregational stakeholders as required, to produce the annual operating budget, which is then reviewed by the Finance Committee and presented to the Board for approval. After the Board has approved the budget, it shall then be presented to the Congregation for approval.

11 Monitoring

The Ministry Team (staff, committees, volunteers) and Board shall engage in a continual process of monitoring and evaluation. The purposes to be accomplished through monitoring and evaluation are to foster excellence in ministry work by encouraging open communication and regular feedback among all whose work contributes to achieving the Congregation's mission, to help the Congregation to focus on its goals as adopted by the Board, and to ensure that all Congregation leaders adhere closely to Board policies.

- **Financial reports** - Financial statements shall be provided by the Finance Manager, and shall show overall financial performance compared to budget and highlight significant financial or operational issues. Timely quarterly statements shall be included in Board Minutes. Such statements shall be reviewed and recommended by the Treasurer and the Finance Committee (see Appendix 1.3 for the Finance Committee charter).
- **Staff reports** - The Lead Minister supported by other staff, each responsible for their functional area, shall be responsible for regular written reports from the Ministry Team to the Board. Reports shall focus on progress on priorities, as set by the Board, and on compliance with Board policy.
- **Board inquiries** - The Board shall call upon Ministry Team staff and lay leaders on a planned basis through the year to report more fully on the Congregation's work in a given area, and to contribute expertise, information, and leadership. The purpose of these reports is to support the Board's learning and reflection on major areas of the Congregation's mission, such as worship, religious education, social justice, membership development, and stewardship of Congregational property and wealth. From time to time, the Board may inquire into specific questions of policy compliance, organizational concerns, or other serious issues by appointing a committee or outside consultant to assess some aspect of Congregation program or organizational functioning.
- **Financial audit** - Finance Manager shall engage a qualified professional to conduct an audit of the Congregation's financial records and processes as required by law. The Congregation appoints or reappoints the auditor at the Annual General Meeting, on the recommendation of the Audit Committee. The auditor's report will be presented in writing to the Board upon completion. The Board may initiate internal audit procedures through the Audit Committee (see Appendix 1.1 for the Audit Committee charter).

12 Evaluation

The Evaluation Process is part of an ongoing culture of open conversation. The Board believes that it is important to the ongoing success of the Congregation to conduct annual evaluations of all Ministers, contracted employees, paid staff and the Board itself. The Board also strongly encourages ongoing conversations between all parties about the reasonableness of goals, resource limitations, and other issues as part of maintaining a culture of openness, respect, and fairness. Evaluations are simply a periodic and formalized aspect of this relationship, and should strive to emphasize both the positive and negative aspects of performance. In the latter case

(negative aspects) the first choice is always to identify concrete actions to improve performance.

12.1 Board and Lead Minister Evaluation

The Board shall annually evaluate the Lead Minister's performance and the Lead Minister shall evaluate the Board's performance. Both of these reviews shall be conducted in the June to August time frame, for the program year starting in July of the previous year and ending in June of the current year.

The Board's evaluation of the Lead Minister's performance will be based on his/her duties and responsibilities as defined in the current Lead Minister contract (Letter of Agreement) and key annual goals/objectives identified in the prior evaluation. Renegotiating the contract, including the Lead Minister's duties and responsibilities is outside the scope of the annual evaluation.

The Lead Minister's focus during his/her evaluation of the Board should be on the effectiveness of the Board in fulfilling its role, the overall working relationship that exists between the Lead Minister and the Board, and the effectiveness of how policies and feedback are communicated between the Board and Lead Minister.

12.2 Evaluation of Other Personnel

The Lead Minister is responsible for the evaluation of any other Ministers in the congregation, including Intern Ministers. The Employee Handbook covers evaluation of all other personnel employed by the congregation.

12.3 Program Evaluation

Periodic evaluation of all programs and services is the responsibility of the Lead Minister in conjunction with program staff and any other Ministers, in their respective areas of responsibility, with the goal of facilitating the improvement of programs and services.

1 Charters of Standing Committees of the Board (Appendix 1)

1.1 Audit Committee Charter

Name of Group: Audit Committee

Effective date: September 21, 2016

Mission or Purpose: To assist the Board of Directors in its fiduciary responsibility, the Audit Committee provides oversight of the integrity of financial information and reporting, and internal control risk.

Responsibilities:

- 1) The Committee seeks assurance annually on the integrity of the Congregation's financial statements as a true and fair representation of its financial position, in accordance with the financial reporting framework;
- 2) The Committee may, at the behest of the Board, seek assurance or examine any aspect of the internal control framework, some general examples being whether:
 - a) Human resource policies and practices are appropriate;
 - b) Assets are controlled, maintained and safeguarded;
 - c) Financial policies and practices are appropriate, financial information is protected and the computer data recovery and systems are in place and working;
 - d) There are adequate controls to ensure health and safety;
 - e) Risk management functions are appropriate and are operating effectively;
 - f) There is compliance with legal, regulatory, financial, ethical and environmental requirements, and reporting thereof.

Requirements:

- 1) The Committee shall recommend appointment of an independent external financial auditor, setting out the objectives / scope / terms / fees for the work, and shall also recommend appointment of any other external auditors / consultants if and when required for any other work requested by the Board;
- 2) The Committee shall consider the financial statements of the Congregation and recommend acceptance by the Board of the audited annual financial statements;
- 3) The Committee shall recommend to the Board the nature of follow-up to auditor's observations and subsequently follow-up on actions taken until any approved improvements are in place;
- 4) The Committee shall confirm to the Board that all financial information and reports required by statutes and regulations have been provided.

Composition and Appointment of the Committee:

- 1) Membership of this Committee shall be 3-5 people:
 - a) The Board shall appoint Committee members from the Congregation;
 - b) The Board shall designate the Committee Chair;
 - c) At least one Director shall serve as a Committee member;

- d) The Treasurer shall not serve as a Committee member.
- 2) Membership of the Committee shall draw on a mixture of skills, experiences, and knowledge that include:
- a) Knowledge of the mission and goals of the Congregation;
 - b) Knowledge and experience in management, finance, financial management, and/or auditing;
 - c) At least one Committee member shall possess a professional accounting designation or have a degree in the field of finance, commerce, or management.

Meetings: The committee typically meets semi-annually.

Term: Appointments shall be for three-year terms, staggered to provide for continuity of leadership, except as follows:

- In the appointments made for the initial establishment of this committee, one of the appointments shall be for a two-year term.
- If a member resigns a position before the end of the term, the appointed replacement shall serve the remainder of the resigning member's term.

Term Limits:

- Appointed members shall serve a maximum of two consecutive terms.

Reporting Relationships: The committee chair reports to the Board.

1.2 Finance Committee Charter

Name of Group: Finance Committee

Effective date:

Mission or Purpose: Assist the Board by helping to provide watchful and careful monitoring of, review/propose policies for, and facilitate communication related to financial matters.

Responsibilities:

- Serve as an advisory body to the Treasurer
- Review Congregational policies with regard to financial impacts and propose changes as necessary.
- Hold an educational session at least every two years (bi-annually) to ensure that Directors have an adequate understanding of the Congregation's financial status and goals.
- Ensure that routine financial reports are clear and helpful.
- Receive and review financial statements with the Treasurer

Composition and Appointment of the Committee:

Membership shall be 3-5 people:

- The Finance Manager and the Treasurer shall serve as members.
- Additional members shall be appointed by the Board of Directors.
- The Board of Directors shall designate the Committee Chair, who shall typically be the Treasurer.

Membership should provide a balance of skills, experiences, and gifts that include:

- Knowledge and experience, either general or specific, in finance and financial management.
- Knowledge of the mission and goals of the Congregation.

Meetings: The committee typically meets quarterly.

Term: Appointments shall be for three-year terms, staggered to provide continuity of leadership, except as follows:

- In the appointment made for the initial establishment of this committee, one of the appointments shall be for a two-year term.
- If a member resigns a position before the end of the term, the appointed replacement shall serve the remainder of the resigning member's term.

Term Limits: Appointed members shall serve a maximum of two consecutive terms.

Reporting Relationships: The committee chair reports to the Board.

1.3 Governance Committee Charter

Name of Group: Governance Committee

Effective date:

Mission or Purpose: Assist the Board by helping to provide watchful and careful monitoring of, review/propose policies for, and facilitate communication related to, governance matters.

Responsibilities:

- Review all Congregational policies and bylaws to ensure they are internally consistent, and updated/approved as needed.
- Maintain accurate job descriptions for the Board.
- Lead an annual training session for new Directors.
- Organize the Board's annual self-evaluation.
- Hold an educational session for lay leaders at least annually to ensure that they have an adequate understanding of the Congregation's governance structure.
- Serve as an in-house resource to clarify roles and responsibilities to staff and lay leaders.
- Coordinate the governance transition

Composition and Appointment of the Committee:

Membership shall be 3-5 people:

- The President shall serve as one of the members.
- Additional members shall be appointed by the Board of Directors.
- The Board of Directors shall designate the Committee Chair, who shall typically be the President.

Membership should provide a balance of skills, experiences, and gifts that include:

- Knowledge and experience with the history and specific governance policies that define how the Congregation will operate, including the reasoning behind why we are structured as we are.
- Knowledge of the mission and goals of the Congregation.

Meetings: The committee typically meets quarterly.

Term: Appointments shall be for three-year terms, staggered to provide for continuity of leadership, except as follows:

- In the appointment made for the initial establishment of this committee, one of the appointments shall be for a two-year term.
- If a member resigns a position before the end of the term, the appointed replacement shall serve the remainder of the resigning member's term.

Term Limits: Appointed members shall serve a maximum of two consecutive terms.

Reporting Relationships: The committee chair reports to the Board.

1.4 Personnel Committee Charter

Name of Group: Personnel Committee

Effective date:

Mission or Purpose: Assist the Board by helping to provide watchful and careful monitoring of, review/propose policies for, and facilitate communication related to personnel policy and general practices. This committee has no oversight role for the Lead Minister – that is the responsibility of the Board.

Responsibilities:

- Develop new policies with regard to Congregation personnel and propose changes to existing policies and procedures as necessary.
- Coordinate a periodic audit of Human Resources procedures on behalf of the Board. This includes ensuring that staff are operating consistently with all applicable Board policies.
- Coordinate a periodic compensation study and make recommendations to the Board regarding adjustments in Congregation compensation scales.
- Hold an educational session at least bi-annually to ensure that board members have an adequate understanding of the Congregation's personnel policies and goals.
- Assist and advise the Lead Minister and other supervisors on personnel matters and policies.

Composition and Appointment of the Committee:

Membership shall be 5-7 people:

- The Lead Minister, and at least one Director shall serve as members.
- The Board of Directors shall appoint additional members from the Congregation.
- The Board of Directors shall designate the Committee Chair.

Membership should provide a balance of skills, experiences, and gifts that include:

- Knowledge and experience, either general or specific, in human resources and/or personnel management.
- Knowledge of the mission and goals of the Congregation.

Meetings: The committee typically meets quarterly.

Term: Appointments shall be for three-year terms, staggered to provide for continuity of leadership, except as follows:

- In the appointments made for the initial establishment of this committee, one of the appointments shall be for a two-year term.
- If a member resigns a position before the end of the term, the appointed replacement shall serve the remainder of the resigning member's term.

Term Limits:

- Appointed members shall serve a maximum of two consecutive terms.

Reporting Relationships: The committee chair reports to the Board.

1.5 Campus Planning Committee Charter

Name of Group: Campus Planning Committee

Effective date:

Mission or Purpose: Assist the Board by helping to provide watchful and careful monitoring of, review/propose policies for, and facilitate communication related to site planning and long term use of the campus.

Responsibilities:

- Review/propose new Congregational policies with regard to site planning and propose changes as necessary.
- Assist the Board with discernment and strategy specific to site planning.

Composition and Appointment of the Committee:

Membership shall be 3 - 7 people:

- At least one Director shall serve as a member.
- The Board of Directors shall appoint additional members from the Congregation, and may appoint one representative each from Unitarian House and River Parkway Children's Centre.
- The Board of Directors shall designate the Committee Chair, who must be a member of the Congregation.

Membership should provide a balance of skills, experiences, and gifts that include:

- Knowledge and experience, either general or specific, in city planning, architecture or civil engineering.
- Knowledge of the mission and goals of the Congregation.

Meetings: The committee typically meets quarterly.

Term: Appointments shall be for three-year terms, staggered to provide for continuity of leadership, except as follows:

- In the appointments made for the initial establishment of this committee, one of the appointments shall be for a two-year term.
- If a member resigns a position before the end of the term, the appointed replacement shall serve the remainder of the resigning member's term.

Term Limits:

- Appointed members shall serve a maximum of two consecutive terms.

Reporting Relationships: The committee chair reports to the Board.

1.6 Communications and Outreach Committee Charter

Name of Group: Communications and Outreach Committee

Effective Date: May 1, 2016

Mission or Purpose: Assist the Board in ensuring effective communications both within and external to the Congregation by:

- Developing and implementing coordinated communications plans and processes that encourage and facilitate the participation of various groups and committees of the First Unitarian Church of Ottawa (FUCO) to ensure that the Congregation is kept fully aware of decisions, and activities carried out by these parties.
- Developing and implementing marketing and communications strategies, plans and actions that ensure that the community external to the FUCO is aware of our principles, goals, and activities to the extent that encourages the recruitment of new members from all parts of the community.
- Continuously monitoring the effectiveness of these activities to determine any changes and additions to the overall strategies to make improvements as required.

Responsibilities:

- Advise the Board on all matters pertaining to internal and external communications strategies, processes and mechanisms.
- Through consultation with the Board, Standing Committees, staff, and operating groups, develop, implement, and update annual strategies for both internal communications and external communications and marketing activities.
- Develop and advise on the development of communications products, guidelines and templates for the use of various entities of the FUCO.
- Assist staff and volunteers in the implementation of these strategies and provide general advice and training as required.

Composition and Appointment of the Committee:

Membership shall be from 5 - 8 people:

- At least one Director shall serve as a member.
- The Board of Directors shall appoint additional members from the Congregation.
- The Board of Directors shall designate the Committee Chair, who must be a member of the Congregation.
- Members will be appointed to strive for a balance on the Committee of knowledge, skills, and experiences in both traditional and on-line communications, marketing and public relations.
- Two Committee members will be responsible for reviewing the content of all on-line postings.
- Committee members are expected to actively apply their knowledge and experience to the tasks at hand and take the lead in their areas of expertise.
- The Committee may form working groups for specific tasks as required.

Members should have knowledge, skills, and experiences in the following areas:

- Knowledge and experience, either general or specific, in communications, marketing, or public relations.
- Specifically in the communications area, a knowledge and/or experience in methodology such as traditional publications, social media, Internet based technologies, etc. would be beneficial.
- Experience in development of strategies and tactics for the marketing of non-profit organizations would also be considered beneficial.
- Knowledge of the mission and goals of the Congregation.

Meetings: The committee will typically meet monthly between September and June but more or less frequently as requirements dictate.

Term: Appointments shall be for three-year terms, staggered to provide for continuity of leadership, except as follows:

- In the appointments made for the initial establishment of this committee, approximately one third of the appointments shall be equally for a one, two, or three year term
- If a member resigns a position before the end of the term, the appointed replacement shall serve the remainder of the resigning member's term.

Term Limits:

- Appointed members may serve a maximum of two consecutive terms.

Reporting Relationships:

- The Committee Chair or a designate reports to the Board.

2 Board Covenant (Appendix 2)

In addition to abiding by the Congregational covenant, the Board of Directors covenants and affirms to honour a common intention to serve the mission of the Congregation for the benefit of both the membership and the wider world. Through supportive relationships and service, the Board pledges to help sustain individual well-being, create community, and to encourage lives of integrity, joy and service. We promise to each other that we will:

Be considerate toward one another. We will do this by:

- Following through on our individual tasks,
- Asking for help when we need it,
- Being on time for meetings,
- Arriving prepared for meetings by having thoughtfully read materials in advance
- Being fully present for each meeting,
- Staying on schedule during the meetings so that they end on time.

Be open, honest and respectful. We will do this by:

- Truly listening to one another,
- Considering ideas not our own,
- Being tolerant of other ideas so we all feel free to contribute,
- Admitting our own mistakes,
- Granting ourselves permission to state the obvious and ask questions whose answers might be apparent to others,
- Bringing disagreements or concerns directly to the people involved so that we can maintain a healthy working environment.

Serve our role to the best of our ability. We will do this by:

- Remembering that we are working to fulfill the mission, not our personal desires,
- Maintaining focus on the priorities and goals of the Board,
- Working only on issues that belong to the Board,
- Pushing the bounds of creativity,
- Being familiar with the Congregation's bylaws, policies, tradition and finances.

Foster a spirit of patience and courage. We will do this by:

- Acknowledging that we each bring unique skills and styles to the work of the Board,
- Being willing to disagree with respect.

Speak with one voice. We will do this by:

- Remembering that only the Board, as a whole, and not its individual members as such, has any power or authority except as explicitly delegated by policy.
- Representing and supporting the decisions of the Board regardless of our personal opinions or the vote that we cast on the decision.

Develop and promote genuine relationships. We will do this by:

- Getting to know each other well enough to build trust,
- Taking time to have fun, relax and laugh with one another.

Honour our Faith by:

- Taking time periodically to engage in shared spiritual study and reflection,
- Always remembering that as leaders we hold a special commission to live out our Unitarian Universalist principles and bring them to bear on our work and decisions.