

Governance Manual for the First Unitarian Congregation of Ottawa

VERSION 20211031

Governance Manual

Revisions (selected history)

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10	2012-07-19	A. Henderson	First version approved by Board 2012-07-25
11	2012-12-02	A. Henderson	Feedback from Board; second approved version
12	2014-09-22	M. Prevost	Revision of Campus Planning charter
15	2016-05-18	Governance	Major rewrite and update, including charter for new Communications and Outreach Committee
16	2016-09-21	Governance	Revised charter for Audit Committee
16.1	2017-02-02	Governance	Revised, expanded organization chart
18	2017-08-09	Governance	Revised to reflect staffing reorganization
18	2018-02-21	Governance	Revised to reflect staffing changes
19	2021-01-29	Governance	Revised to reflect: <ul style="list-style-type: none"> - creation of the Committee on Shared Ministry and Embracing Diversity Committee - updated Campus Planning Committee charter - updated governance model to include Executive Team role and reporting for Committee on Shared Ministry and Leadership Council - suspension of Audit and Stewardship Committees and re-assignment of key functions - separating the org chart as its own governance document - general updates to language to simplify, streamline, and reduce duplication with other governance documents
20210718	2021-07-18	Governance	Revised to include: <ul style="list-style-type: none"> - inclusion of section on Shared Ministry and the FirstU Shared Ministry Model - updates to Board Governance (5), Care for Resources (8), Planning (10), and Monitoring (11) to align with current practices. Split Performance Evaluation (12) and Program Assessment (13) into separate sections. - wording simplified where practical for ease of reading.
20210812	2021-08-12	Governance	Minor corrections to improve grammar and flow.
20210919	2021-09-19	Governance	Additional corrections to improve grammar and flow
20211031	2021-10-31	Governance	Additional minor edits from various reviewers. Change of Communications and Outreach from Committee to Team. Addition of Terms of Reference for Embracing Diversity Committee

Available online at:

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

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1 Purpose

Ministry is the act of serving. The most effective form of Ministry is one that shares power and responsibility between lay leaders and ordained ministers. Shared Ministry is what we all - lay leaders, members, other Congregants, paid staff, and ordained ministers - do to serve our Mission, our Congregation, and the broader community, individually and together.

This document serves as the manual for the First Unitarian Congregation of Ottawa (the Congregation) policy-based governance model. Under this model, the Board of Directors (the Board), working with the Lead Minister, and in conversation with the gathered Congregation, articulates our Mission and supports our Shared Ministry. To this end, the Board:

- proposes multi-year strategic plans and annual plans and budgets with associated goals and objectives;
- approves policies to guide the work of the Board, staff, lay leaders and other volunteers;
- exercises oversight over the Congregation's activities through processes of monitoring and evaluation; and
- represents the Congregation as employer and landowner/landlord.

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, the Operations Manager, the Finance and Human Resources (HR) Manager, and other staff, including their interactions with the Board, other volunteers and the Congregation as a whole;
- The overall organizational chart (published separately);
- 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 includes, in order of precedence:

1. Our Letters Patent (articles of incorporation), including our Charitable Purposes **
2. General Operating By-Law No.8 (the only by-law currently in effect) **
3. First Unitarian Congregation of Ottawa – Congregational and Relational Covenants **
4. Governance Manual (this document) **
5. Organizational Chart **
6. Board Handbook **
7. Employee Handbook **
8. Policy Manual (*under development*)
9. Procedures developed and maintained by various Committees, Teams, and program staff.

*** Documents available in the Governing Documents section of the FirstU website.*

Other documents which can impact Congregations, Board and operational decision making include:

- Ministerial Agreement between the Congregation and the Minister
- 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, in collaborative partnership with the Board, is responsible for directing the Congregation's Ministry in accordance with Congregational policies.

2.3 Shared Ministry

Shared Ministry lives out the affirmation that all people are called to Ministry. As members of a faith community, we are invited to serve together in a spirit of mutuality as partners. Working cooperatively, we strive to discover, develop, utilize, and support the gifts of each person and, as responsible stewards, to participate in the ongoing creative and restoring activity in our communities and the world.



2.4 Philosophy of Governance

The focus of the Board is to serve the Congregational Mission and Ministry, and it will lead and govern through a policy-based governance framework. It will do so by:

- Discerning and articulating a multi-year strategic plan, in conversation with the Congregation;
- On an annual basis, highlighting objectives and enabling actions to the focus of the coming year;
- Approving written policies to guide the work of the Board, staff, and lay leaders who carry out the plan, objectives and enabling actions in support of the Congregational Mission; and
- Evaluating progress towards implementation of key actions and the achievement of these objectives.

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 *Congregational and Relational Covenants*.

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, wherever 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

See the Organizational Chart available in the Governing Documents section of the FirstU website for Staff, Committees, Teams and Action Groups reporting to the Gathered Congregation, Board and/or Lead Minister.

5 Board Governance

5.1 Committees of the Board

The Board may establish Committees to help carry out its responsibilities for discernment, strategy, developing policies, and oversight. The establishment of committees is authorized under section 6.01 of *General Operating By-law No. 8*. 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, in accordance with their respective Charters.

The Board has seven active standing committees, the charters of which are in Appendix 1 of this document, and two inactive committees, whose key functions have been reassigned:

Active Standing Committees:

- Campus Planning
- Embracing Diversity
- Finance
- Governance
- Personnel
- Committee on Shared Ministry (CoSM) – advises Board, Minister and Congregation. Works with Board, Minister, and Leadership Council to support the work of Shared Ministry at FirstU.

Inactive Committees:

- Audit (key functions re-assigned to Finance)
- Stewardship (key functions re-assigned to Finance and to Shared Ministry)
- Communications and Outreach (now a Team reporting to the Operations Manager)

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.

NOTES:

- 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*.

- A Ministerial Search Committee can be established when a vacancy in the position of Lead Minister occurs. Its role, objectives and restrictions are defined in section 7.03 of *General Operating By-law No. 8*.

5.2 Conflicts of Interest

Directors shall carry out their duties with undivided loyalty to the Congregation and its Mission. Section 5.10 of *General Operating By-law No. 8* outlines the minimum requirements for Disclosure of Interest. This section provides additional precision and detail.

Conflicts of interest arise when:

- A Director, or Relation of a Director, has interests or duties that interfere with the Director's duty of loyalty to the Congregation, or stands to gain or lose financially because of a proposed action of the Board. Any action affecting a staff member creates a conflict for a Director if they are a Relation of that Director.
- A Director cannot set aside their personal preferences as an individual consumer of the Congregation's services to vote in support of the whole Congregation and its Mission.
- A Director faces any other situation that impairs or reasonably appears to impair their ability to act in support of the best interests of the whole Congregation and its Mission.

A Relation of a Director 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.

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 nature of the conflict and the kind of remedy through which the interests of the congregation can be effectively protected, 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.

5.3 Discipline and Removal of Directors

Section 4.02 of *General Operating By-law No. 8* details all mandatory qualifications that a Director must fulfill. Section 4.06 describes the circumstances under which a Director ceases to hold office. And sections 4.08 and 5.10(e) define how and when a Director can (and should) be removed from office. This section provides additional precision and detail.

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 Duties and Authorities

6.1 Board of Directors

Authority of the Board of Directors is described in section 4.03 of *General Operating By-law No. 8*. The Roles and Responsibilities of Directors can be found in Appendix C of the *Board Handbook*.

6.2 Officers

The specific duties and powers of the Officers of the Congregation are described in section 8.02 of *General Operating By-law No. 8*. The Roles and Responsibilities of the Officers of the Congregation can be found in Appendices D1-D4 of the *Board Handbook*.

6.3 Lead Minister

The Duties of the Lead Minister are detailed in sections 7.01 and 7.02 of *General Operating By-law No. 8*, and further detailed in the Ministerial Agreement between the Congregation and the Minister.

If the Lead Minister is absent for an extended period, the administrative and managerial duties of the Lead Minister shall be undertaken by an Executive Committee composed of two Directors identified by the Board and either the Operations Manager or the Finance and HR Manager, as recommended by the Lead Minister if available.

6.4 Delegation to the Operations Manager and to the Finance and HR Manager

The Lead Minister shall appoint a person to be the Operations Manager and a person to be the Finance and HR 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. The Operations Manager shall ensure the provision of administrative, communications and support services, to and for FirstU, in accordance with, and as limited by, policy. The Finance and HR Manager shall ensure the provision of financial management and accounting services to FirstU, shall manage and maintain FirstU's consolidated database (Power Church), and shall ensure the administration of the personnel policies and the provision of human resource operations, all in accordance with, and as limited by, policy.

6.5 Hiring Approval

It is required that during the hiring processes for the Operations Manager and the Finance and HR Manager, the Lead Minister use a search committee consisting of at least one other staff person, one Board member (Director), and one member who is an active participant on one of our Ministry teams. The Senior Staff (Operations Manager, Finance and HR Manager, Director of Religious Exploration and Director of Music), 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. The Board will also be advised of any major changes to job descriptions.

6.6 Hiring Process

The Senior Staff, with advice from the Finance and HR Manager, 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

The authoritative listing of employee protections and benefits can be found in Section B of the *Employee Handbook*, and further elaborated in individual employment contracts. 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, with advice from the Personnel Committee and the Finance and HR Manager, shall:

- Maintain individual employees allocated professional expenses within limits established by the Board;
- Not promise or imply permanent or guaranteed employment without Board consent; and
- 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 1.7 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 (collectively 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 the following elements. Please also see the *Policy on Teams* for further details.

- 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.

6.9 Executive Team

The Executive Team includes the Lead Minister, President, and one or two other Board members. It acts as a bridge between Board leadership and the Lead Minister, providing support, historical and organizational context, and general advice to the Lead Minister and to Board leadership on policy and on operational and administrative matters as they arise. It also acts as a confidential sounding board on staff-related matters, and can be used to discuss how to deal with issues, including triaging items coming to the Board.

7 Care for people

7.1 Care for Congregants and Visitors

The Lead Minister is responsible for taking care to prevent harm to the members, other Congregants, 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 and equipment 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. The Operations Manager shall also plan for disaster recovery, such as ensuring that all critical FirstU data is backed up regularly and securely stored in an offsite location.

7.4 Sexual harassment

Employees, volunteers, and agents of the Congregation are prohibited from acts of sexual harassment against any member or other 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 aged 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.

7.8 Whistleblower policy

The Congregation prohibits adverse actions being taken against employees, volunteers, members, or any other Congregant in retaliation for any lawful disclosure of information relating to:

- a violation of any law or local, provincial or federal rule or regulation,
- mismanagement,
- gross waste or misappropriation of Congregation funds or assets,
- a substantial and specific danger to public health and safety; or
- 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

Our professional staff and lay leaders are collectively responsible for empowering our Ministry and program teams to achieve our Mission within the framework of our policy-based governance model and our *Congregational and Relational Covenants*. The contribution of time and talent by our volunteers, members, other Congregants, and others, is an essential resource for the success of our Shared Ministry and the on-going achievement of our Mission.

In addition to contributing their time, volunteers provide access to their unique skills and experience, and a diversity of backgrounds and perspectives. FirstU acknowledges and values the critical contributions of our volunteers, commits to providing working conditions that are safe and professional, and commits to following best practices in volunteer management and appreciation.

8 Care for Resources

8.1 Financial Management

The Board holds the fiduciary responsibility on behalf of the Congregation and holds overall responsibility for oversight of the financial health of the Congregation. Fiduciary responsibility means a legal responsibility to act in the best interest of the Congregation, or entrusted with the care of money or property on behalf of the Congregation.

The Lead Minister holds overall responsibility for implementation of the financial decisions of the Board and Congregation and is responsible, together with staff members in their areas of responsibility, for making day-to-day financial decisions within the parameters of the annual Congregation budget and the authorities set out in the Congregation's financial policies.

The Treasurer and Finance Committee advise and assist the Board on financial matters.

The Finance and HR Manager:

- Shall keep the Treasurer and Finance Committee 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, in consultation with the Treasurer and Finance Committee, 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 objectives 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 and HR Manager are 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 and HR Manager is 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 primarily be the responsibility of the Finance and HR Manager, with oversight by the following authorized persons: Board Officers (President, Vice President, Secretary and Treasurer) and Lead Minister. A minimum of two authorized persons must approve any cash disbursement, and such persons may not be related, either by marriage, adoption, 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 and HR Manager is responsible for ensuring the Congregation's financial records follow accounting practices that are reasonable and appropriate to Congregations of similar size. Particular care shall be taken to distinguish between donor restricted, externally restricted, and internally restricted 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 and HR Manager is responsible for financial and human resource records, membership records managed through a database, Canada Revenue Agency records, document archives, service contracts, and Board and Finance Committee minutes. The Operations Manager is responsible 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 Operations Manager shall discuss all relevant property and equipment costs with the Finance and HR Manager before incurring expenses, ensuring compliance with all financial and governance policies.
- The Administrative Team (Operations Manager and Finance and HR 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 Internally Restricted Legacy Fund, is the primary source of capital reserves for the Congregation. The Finance and HR Manager, working with the Treasurer and the Finance Committee, 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.

9.1 Covenant

Our *Congregational and Relational Covenants* guide 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 covenants 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. Our *Disruptive Behaviour Policy* provides some additional detail.

9.3 Internal Communications

Members, other Congregants, 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.

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.

10 Planning

10.1 Strategic Plan

The Strategic Plan identifies the major choices we have made about how we will achieve our Mission. In partnership with the Lead Minister and with input from staff and other Congregational stakeholders, the Board develops a strategic plan at least every 5 years, and updates it yearly. The plan addresses the following:

- **Ministry** - 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.
- **Multi-year Resource plans**

10.2 Annual Plan

The Annual Plan translates the major choices identified in the Strategic Plan into SMART (Specific, Measurable, Achievable, Realistic, Timely) objectives for the coming year. It contains enough detail to make it possible for the Congregation to hold the Board and Lead Minister accountable. The Board develops the Annual Plan, in partnership with the Lead Minister, and with input from staff and other Congregational stakeholders, and reviews and updates it quarterly. The plan includes the following elements:

- **Ministry objectives**

- **Membership development objectives**
- **Capital Budget** - the Treasurer works with the Finance and HR 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 Finance and HR 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, feedback and continuous learning. The purposes to be accomplished through monitoring, review and evaluation (see Sections 12 and 13 below) 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 objectives as adopted by the Board, and to ensure adherence to Board policies.

- **Financial reports** - Financial statements shall be provided by the Finance and HR 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 1.6 for the Finance Committee charter).
- **Staff reports** - The Lead Minister supported by other staff, each responsible for their functional area, is 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.
- **Objectives and Priorities reports** - The Committee on Shared Ministry, working with staff and committee/team leads, will review and report regularly on the achievement of annual objectives and priorities, highlighting specific areas where Board action may be required to assist with achievement of the objectives.
- **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 resources. 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 and HR 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 Finance Committee. The auditor's report will be presented in writing to the Board upon completion.

12 Performance Evaluation

The ongoing success of the Congregation requires regular objective assessment of the performance of all Ministers, paid staff, contracted employees, and of the Board. All parties should engage in regular dialogue about the reasonableness of objectives given resource limitations and other constraints as part of maintaining a learning culture that emphasizes openness, respect, and fairness. Performance evaluations are a structured and formalized aspect of this practice and should strive to emphasize both the positive and negative aspects of performance measured against

jointly negotiated tasks and objectives. Where deficiencies are identified, the emphasis should always be on what and how to improve going forward.

12.1 Lead Minister Evaluation

The Board is responsible for the annual evaluation of the Lead Minister. The Board should review the Lead Minister's performance in the various areas of their Ministry, providing constructive and actionable feedback, and should provide specific suggestions for professional growth. As part of the evaluation process, the Committee on Shared Ministry should review the Lead Minister's accomplishments against annual objectives and priorities and will recommend to the Board bonus increases to the Lead Minister's salary when such bonuses are included in the employment contract.

12.2 Board Evaluation

The Board should undertake a formal self-evaluation every 2-3 years in order to maximize its individual and collective effectiveness. The Lead Minister's should contribute to this Board self-evaluation with a focus on Board effectiveness in fulfilling its role, the quality of the overall working relationship that exists between the Board and the Lead Minister, and the effectiveness of communication of policies and feedback between the Board and Lead Minister.

12.3 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.

13 Program Assessment

As a Mission focused learning organization, the Congregation's programs, activities and processes should be assessed at regular intervals to ensure that they continue to effectively serve the Mission and long-term Vision of the Congregation, and that they continue to meet the changing needs of the Congregation and its members.

The Board and the Lead Minister, working with the Committee on Shared Ministry (CoSM), will monitor and nurture the health of the ministries of the Congregation through regular reviews and assessments. The CoSM will coordinate periodic assessments of the congregation's shared ministries, with the goal of assessing programs every 3 to 5 years against the long-term vision of the congregation. The methodology of such reviews will be determined by the CoSM, with input and direction from the Board and the Lead Minister, and will reflect an understanding that program effectiveness hinges upon team effort.

Appendix 1 – Charters for Active Committees of the Board

1.1 Campus Planning Committee (last updated August 2020)

Mission or Purpose: Assist the Board and the Congregation by studying, providing advice and making recommendations for policies and plans related to campus planning.

The Committee has a long-term planning and policy focus with respect to how we use our campus, including features such as the land, buildings, landscaping, green space, parking, road and other access, with due consideration to both internal and external factors. External factors include impacts of climate change and macro shifts in social equity and health, City of Ottawa planning policies, environmental policies, building codes and decisions, and the evolution of neighbouring properties and their uses. This Committee is guided by a document approved by the Congregation in 2018 titled “Goals and Guiding Principles for Development of the Unitarian Campus” and will be further guided by future Congregational visioning exercises.

The above distinguishes the Committee’s charter from the charter of the Congregation’s Property Team that reports to staff and focuses on planning and implementing maintenance, repairs and improvements to the Congregation’s own building and common lands on our campus.

As a result of the planned light rail transit (LRT) station at Cleary and Richmond Road and other factors, there is expected to be rapid intensification of development in the vicinity of the campus. The CPC is to obtain input from the Congregation, to work with professional planners, legal, ecological and economic and other advisors and potential partners in land development, to consult with neighbours and other parties potentially impacted by campus development and to prepare and put forward for consideration site plans and land use plans for the future development and use of the campus. Those plans should be designed to enable the Congregation to responsibly and effectively manage its property and to work towards achieving the social, spiritual, environmental and other goals of the Congregation.

No development can occur on the campus without the approval of the Congregation.

Responsibilities:

- Review new FirstU policies with regard to site planning and propose changes as necessary.
- Assist the Board with discernment and strategy specific to site planning
- Consult closely with and obtain periodic direction from the Board regarding the Committee’s work plan and expenditure plan.
- Engage the Congregation to solicit input and approvals for any development on the campus
- Obtain information and advice from various professionals and well-informed persons.
- Engage financial and legal consultants to identify the financial risks and rewards associated with any site development and put the appropriate legal documents in place.
- Prepare plans, policies and other materials for consideration by the Board and the Congregation.

Composition and Appointment of the Committee:

Membership of the Committee will be at least 5 FirstU members who will have voting rights:

- At least one Board member will serve as a member of this committee;
- The Board of Directors shall appoint other members from the congregation that include at least one from the Poverty Action Group and one from the Environmental Action Group;
- Unitarian House, River Parkway Children’s Centre and Or Hanesamah will be asked to participate with no voting rights, although their perspectives will be carefully considered and included for information in decision making documents provided to the Board;
- From time-to-time meetings deemed of a confidential nature or not related to the interests of the other parties will be held with only FirstU participants; and
- The Board of Directors shall designate the Committee Chair, who must be a member of the congregation.

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

- Knowledge and experience, either general or specific, in city planning, law, architecture or civil engineering;
- Knowledge of matters relating to social housing, the environment and climate change; and
- Knowledge of the mission, principles, and goals of FirstU.

Term: Appointments shall be for three-year terms staggered as possible to maintain continuity of knowledge and experience. Appointed members shall serve a maximum of two consecutive terms unless otherwise agreed by the Board.

Reporting Relationships: The committee chair reports to the Board.

1.2 Committee on Shared Ministry

Mission or Purpose: The Committee on Shared Ministry (CoSM) will act as an advisory committee to the Board, the Minister and the congregation. It recognizes that we need to coordinate our ministries for greatest effectiveness. The CoSM will conduct annual and ongoing reviews of the congregation's shared Ministry against the goals and initiatives that have been established by the Board/Congregation. The Committee will serve to review, and be a resource for, congregational leadership development.

Responsibilities:

In carrying out its responsibilities it is expected that UU values and principles, along with the vision and goals of the Congregation, will guide the CoSM. Responsibilities will include:

- Annual monitoring of congregational life, including reviewing and assessing achievement of annual priorities and goals;
- Coordinating periodic assessments of the congregation's shared ministries, including assessing congregational programs every 3-5 years against the long-term vision of the congregation
- Reporting of assessment outcomes to the Board, Minister and Congregation
- Working with the Minister on developing a professional plan to meet goals and priorities set by the Board and congregation.
- Initiating coordination between Ministry teams to ensure mission alignment. The Leadership Council will be a resource to the CoSM and will fall under the mandate of the CoSM
- The Right Relations Team will be a resource to the CoSM and will report to it for direction as required.
- Recommending bonus increases to the Minister's salary to the Board based on the review of Minister's accomplishments against annual goals and priorities
- Informing, advising and consulting to be a learning community
- Preparing a report for the Annual General Meeting
- **Support/Training:** The CoSM will attend, recommend and conduct training sessions and seminars on subjects related to promoting, enhancing and measuring congregational health. The Denominational Affairs Team will be aware of skill development opportunities offered by the CUC and UUA.

Composition and Appointment of the Committee:

The CoSM will be made up of 5-6 members of the Congregation, plus the Minister and a Board liaison as ex-officio, non-voting members. At the discretion of the Minister a staff person may be appointed to the Committee.

- Selection process: The Executive Team will identify the ideal blend of members to make up the Committee.
- Chair: the members of the CoSM will select one from amongst their number to chair meetings for a term of 2 years. That individual must be approved by the Board.

Membership Criteria:

Members will not be current members of the Board nor will they be Chairs of existing Committees or Teams. Exceptions may be made for the purposes of coordination of activities (e.g. Chair of the Social Responsibility Coordinating Team). Members should provide a balance of skills, experiences and gifts that include, but are not limited to:

- Trust and respect for, and understanding and appreciation of the role of, the Minister, the Board, and the Congregation
- Understanding of the vision and priorities of the church and its shared Ministry
- Understanding of organizational systems, processes and communication
- Objectivity and leadership skills
- Knowledge/experience with evaluation tools and processes

Terms and Term Limits: Members serve a 3-year term (non-renewable), with 2 members leaving the Committee each year and 2 being added.

Reporting Relationships: The CoSM is responsible to the congregation through the Board. The CoSM works in concert with the Board and with the Leadership Council to support the work of Shared Ministry. It works in concert with the Nominating Committee to provide information to the Nominating Committee about the volunteer training and development needs of congregational leaders. Since shared Ministry requires a covenanted partnership the Right Relations Team will report to the CoSM on the emotional health of the congregation. The relationship of the CoSM with the Board, the Minister and with the Leadership Council will bring awareness to training needs.

1.3 Embracing Diversity Committee (effective February 20, 2019)

Mission or Purpose: The Embracing Diversity Committee assists FirstU to be an intentionally welcoming and inclusive community, both within the Congregation itself and in its engagement with the broader community. The Embracing Diversity Committee provides this assistance by: planning and overseeing the implementation of an annual plan of educational, advocacy, outreach, and community-building activities intended to create awareness of current realities and to build attitudes, behaviours and practices that embrace and respect diversity of all kinds; recommending policy, procedural and/or structural changes in the operations of the Congregation; and creating platforms to promote inclusion.

Responsibilities:

- Act as a think tank and planner to develop and recommend for Board approval a multi-year strategy to help First U consistently demonstrate high standards of behaviour and practice for embracing diversity
- Prepare and submit to the Chair and Treasurer of the Board an annual workplan connected to this strategy and also an annual budget at the time set by the Treasurer
- Seek out and listen to resource people (within or outside of the First U immediate community) who identify within our diversity spectrums or as their allies and engage some of these resource people in focus and/or working groups as consultants to advise the Committee for the creation of the annual plan and as educators and facilitators for the design and delivery of specific activities within it
- Organize or ensure the organization of the delivery of activities in the annual plan which are the direct responsibility of the Committee (whether or not these activities have been developed by resource persons / working groups)
- Liaise / collaborate with and encourage other committees, teams and individuals in the Congregation to do their parts in implementing annual action plan activities and to find additional ways to embrace diversity in their actions and practices
- Promote the congregation's use of social media and other forms of advertising that is intentionally inclusive
- Work in partnership with appropriate community groups
- If applicable, propose and carry out fundraising activities to support the Committee's workplan
- Keep and submit to the Finance Manager a record of decisions, recommendations and activities and any related key information that support the Committee's continuity and accountability
- When appropriate, prepare articles for the Spire or information for the Congregation's website
- Monitor the implementation of the workplan, and assess its impact annually
- Prepare and submit to the Secretary of the Board a report in February for inclusion in the Congregation's annual report to be distributed at or before the Annual Congregational Meeting
- Inform congregants of meeting dates and locations in congregational communication vehicles, e.g., the EUU and Communiqué.
- Ensure the Team's activities and practices reflect UU principles and contribute to the Congregation's mission and strategic objectives
- Value and reflect on differences in perspective and ensure everyone on the Team and with whom the Team or its members interact is treated respectfully
- Review its terms of reference once every three years to propose modifications whenever necessary
- In carrying out its responsibilities, seek to make decisions by consensus and resolve disagreements or conflicts within the team or with others in the Congregation by referring to the Congregation's covenant and, when necessary, the right relations policy
- Be fair, responsible and compliant with relevant legislation and Congregational policies and procedures; advise the Office Manager or Board Secretary if new or amended policies or procedures may be required or desired

Composition and Appointment of the Committee

Membership shall be 7 – 9 people:

- The Minister, one Director of the Board (named by the Board), and one member of the Welcome & Membership Team shall serve as members;
- A minimum of 3 members, excluding the Minister, must be members of the Congregation;
- Other members will be recruited by the team, with the intent of the Committee members having a range of skills or experience related to the mandate of the Team;
- Whenever possible, a significant number of members of the Committee should be individuals who self-identify (or have in the past) as being a part of one or more of the specialized groups;
- At least one member of the Committee will be an active liaison with each of the specialized (e.g., LGBTQ2S, differently abled, Indigenous, intergenerational etc.) working groups of resource people.

Meeting Frequency: The team meets as often as needed, and at least bi-monthly, at the call of the chairperson. Meetings may be in-person or by video conferencing.

Terms: The Committee will function for 5 year with a review of its mandate in the fifth year by the Board with a view to renewing it. Members may participate for up to 3 years, being replace on a staggered basis. The Chair of the Committee may serve for no more than 2 years.

Reporting Relationships: The Committee Chair reports to the Board.

1.4 Finance Committee Charter

Mission or Purpose: Assist the Board by helping to provide watchful and careful monitoring of financial matters, review and propose policies for financial matters, facilitate communication related to financial matters, and seek annual expert assurance on the integrity of the Congregation's financial statements.

Responsibilities:

- Serve as an advisory body to the Treasurer and the Board
- Provide oversight for Congregational fundraising activities.
- 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.
- Recommend appointment of an independent external financial auditor, setting out the objectives / scope / terms / fees for the work
- Confirm to the Board that all financial information and reports required by statutes and regulations have been provided.
- Consider the financial statements of the Congregation and recommend acceptance by the Board of the audited annual financial statements;
- 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;

Composition and Appointment of the Committee:

Membership shall be 4-7 people:

- The Finance and HR 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 of the mission and goals of the Congregation.
- Knowledge and experience in management, finance, financial management, and/or auditing;

Term: Appointments shall be for three-year terms staggered as possible to maintain continuity of knowledge and experience. Appointed members shall serve a maximum of two consecutive terms unless otherwise agreed by the Board.

Reporting Relationships: The committee chair reports to the Board.

1.5 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, Vice-President, or Past-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.

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.

Term: Appointments shall be for three-year terms staggered as possible to maintain continuity of knowledge and experience. Appointed members shall serve a maximum of two consecutive terms unless otherwise agreed by the Board.

Reporting Relationships: The committee chair reports to the Board.

1.6 Personnel Committee

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 3-5 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.

Term: Appointments shall be for three-year terms staggered as possible to maintain continuity of knowledge and experience. Appointed members shall serve a maximum of two consecutive terms unless otherwise agreed by the Board.

Reporting Relationships: The committee chair reports to the Board.

Appendix 2 – Board Covenant – moved to the *Board Handbook*