

Board Bylaws Discussion

Sept 8 2016

Context for Discussion

- At bylaws meeting on August 16, some significant concern after hearing from Dan Hotchkiss was mentioned, and it was agreed that this concern needed to be translated into more specifics. We agreed to move towards a November bylaws vote, while also listening and contemplating upon the feedback we received.
- Several members of the Governance Taskforce worked to translate what they heard into more specific feedback, including a draft set of bylaws that exemplified what they were thinking. Mark shared this with Larry on Labor Day (happy holidays!!), seeking alignment on a path forward.
- Larry Price and Mark Hickman agreed that it is time for the Board to give clear guidance on what changes should be made before a Fellowship vote, and to bring a “guiding principles” form of the discussion to the board, so that we can agree on how much change the board is really seeking in the bylaws before we are ready to approve them and bring them to a fellowship vote.

Authority of the Fellowship

- Aug 16 Bylaws draft gives fellowship the authority to propose and approve any type of (legal) action, though with some process and timing caveats.
- The Bylaws Team asserts that implicit in this authority is the authority to vote to dismiss/replace a board member, though statement is not explicit.
- If the approved fellowship proposal is a policy, rule, or other types of guidance usually approved by the board, there is nothing to stop the board from turning around and voting to rescind the policy just passed (per email conversation with Tom Sponsler).
- **Question 1:** Should the authority to dismiss or replace board members be made more explicit.
YES
- **Question 2:** Should there be limits on the “initiative process” to avoid confusion over what to do if there are both fellowship and board policies in opposition to each other? Other added language to describe what should happen in a “policy battle” between the board and the fellowship?
Specific requests might include
 - **a) Do not permit binding initiatives at Fellowship Meetings; rely on fellowship ability to change bylaws and remove/elect Board Members to exercise their ultimate authority (no need to limit topics that may be proposed and voted on via petition process, must simply clarify which topics result in a binding vote, and which topics result in an “advisory” vote)**
 - b) Add language saying that actions from Fellowship Meetings always supersede actions by the Board
 - c) Leave as is

Clauses Requiring Exercise of Authority

- Aug 16 Bylaws draft contains several clauses that require the board to exercise authority that has already been given.
 - 6.07A, 6.07B, 8.04, 9.01, 11.03 and 11.04 are key examples
- The "required policy" list is (largely) due to these clauses.
- The argument for including these clauses is that we will not have an adequate set of guiding documents until they are complete, and the requirement language will hasten the completion of necessary board work.
- Arguments against such clauses are
 - 1) The board is immediately in a state of non-compliance with the bylaws until all mandatory policies are created, though this could be handled by a specification that the bylaws take effect once the required policies have been adopted.
 - 2) Limitations are placed on the discretion of boards to prioritize their governance work.
- **Proposed Options**
 - Strive to minimize these clauses that create required exercise of authority
 - Request changes in some particular clauses
 - **Add a clause specifying a 6 month grace period before required policies must be in place**

Named Committees in the Bylaws

- Aug 16 Bylaws draft names two committees differently from existing bylaws
 - Membership is listed as a board committee while in existing bylaws the specification of Board or Fellowship Committee is not made
 - Shared ministries is listed as a board committee, with a fair amount of detail on how it is constituted, and why it exists (Existing bylaws describe a COM structure, and the fact that we moved from COM to Shared Ministries is one of the areas of non-compliance with existing bylaws.)
- **Options**
 - Should we **remove the mention of membership committee duties to nominate honorary members, and not name them as a board committee?**
 - Should Membership be recognized as a committee that will exist, with a duty to nominate honorary members, but list it as a Fellowship Committee?
 - Or make no change to the listing of or duties of Membership as a Board Committee?
 - Is it OK to leave SMC in the new bylaws, reflecting the extensive discussion with the existing SMC, or would we be **better served by leaving SMC description and authorization to policy** as we evolve in our understanding of how we want to accomplish this important purpose?

Understandability of Board Process

- Aug 16 Bylaws draft has clause 6.07, with extensive process requirement language for board decisions, which many people have struggled to understand, and which uses language that seems to require supplemental documentation (definitions, examples) to interpret properly.
- At the August 16 meeting there was discussion of creating “teaching aids” to help us figure out how we would actually comply with this.
- **Questions**
 - Is it **necessary to redraft this entire section to enhance clarity and understanding**, or shall we consider on the path of glossaries and teaching materials to help us understand what is being asked of the board? If redrafted, who should participate, and how can we reach closure on a suitable schedule?
 - Larry Price has drafted a replacement for 6.07/6.08. Does it provide a good direction for meeting this goal?
 - *6.07 ~~Board decisions must be initiated by motions.~~ All Board decisions must be recorded verbatim in the written minutes of Board meetings. No Board decision may be made in executive session. The most formal decisions of the Board must be adopted by resolution, defined to mean that the proposed decision must be available in writing to each Board member participating before it is voted on; and that the motion for the decision must be passed by vote of the Board at each of two meetings, or by unanimous vote at one meeting. The resulting decision will be recorded in the minutes as a Board Resolution and include a copy of the written decision as proposed. Board decisions that establish rules must also be available in writing before they are voted on and may be adopted at a single meeting. The resulting decision will be recorded in the minutes as (a) Board Rule(s) and include a copy of the written rule(s) as proposed. Other board decisions may be initiated by oral motion and adopted in one meeting. Resolutions must be consistent with bylaws, with resolutions adopted by Fellowship Meetings, and with previous resolutions adopted by the Board. Rules must be consistent with bylaws and resolutions. Other decisions must be consistent with bylaws, resolutions, and rules.*
 - *6.08. The Board must adopt policies and other types of decisions so noted in the bylaws by resolutions. The Board must adopt the resolutions required by these Bylaws. The Board may make other decisions by adoption of resolutions. The Board may not delegate its authority to adopt resolutions. The Board must adopt rules to govern its meetings and Fellowship meetings. The Board may by resolutions delegate to committees its authority to adopt rules on specified topics. The Board may delegate by any motion process authority to take other actions to committees or active members. The Board retains ultimate authority over all delegated matters.*

Small Stuff for the Record

- Feedback to the bylaws team on smaller topics is shown below. These comments are not strategic, but are still important feedback

Article 3.05 on the dismissal of members for cause should reference the UUFCO Disruptive Behavior Policy instead of the UUA Safe Congregation Policy

(to avoid possible conflicting guidance between UUFCO or UUA policies, and to make sure such a policy exists)

-Article 3.03 Sentences 2 and 3 might read (to enhance clarity)

"Active membership requires a financial pledge for each July 1- June 30 fiscal year. Members will be *classified as inactive members* at the start of *any* fiscal year (July1) *in which* a financial pledge or waiver *has not been received* for that fiscal year."

-Article 9.05 should read (to clarify the meaning of the word policy in this article)

"Such contracts will state the terms of the ministerial relationship with the Fellowship, and will be consistent with these Bylaws and *the policies of UUFCO.* "