

SWUUC Board Policy-Based Governance FAQ/Talking Points

DRAFT

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This “working” document is intended to serve both in communications with congregational and district leaders, and as an orientation source for new board members. It is expected that the board will regularly amend and add to this document as it interacts with congregational/district leaders and gains experience in policy-based governance.

I. The essence of policy-based governance:

Q. What is the essence of policy-based governance?

A. *Policy Governance is a fundamental redesign of the role of a board, emphasizing values, vision and the empowerment of both board and staff. An integrated board leadership approach created by Dr. John Carver, the model enables the board to focus on the larger issues, to delegate with clarity, to rigorously evaluate the accomplishment of the organization -- to truly lead its organization.*

The governing board shifts away from hands-on, program management and focuses on articulating vision, comprehensive policy-making, and oversight.

Staff and volunteers are empowered to make day-to-day operational decisions. The board controls staff not by telling them how to do their jobs, but by setting boundaries and allowing staff to design their work within those boundaries.

Q. How do Carver policies compare/contrast to policies and procedures that the SWUUC boards have implemented in the past?

A. *Policies in Carver Policy Governance are “board governance policies.” They are primarily expressions of values: values of priority, values of relationship, and values of accountability. Past District policies and procedures have dealt with a variety of operational matters from committee guidelines to programming and coordination with the UUA. Under policy-based governance some existing operational and programming policies will remain in effect as policies maintained by the staff.*

Q. How are “Ends” and “Means” distinguished in policy-based governance? Do “Ends” justify “Means” in this governance model?

A. *“Ends” are specific policies that address the priority outcomes desired for the organization. “Means”, on the other hand, include practices, methods, conduct, and other activities done as people pursue the organization’s ends.*

*An **End** must answer three questions in order to be an **Ends policy**:*

- 1) *What outcome, difference, result, good or benefit;*
- 2) *For whom -- what person(s) or beneficiaries; and*
- 3) *At what cost, priority or worth (can be stated as a relative priority or cost).*

An issue is an Ends issue "if and only if" it directly describes what good, for whom, or at what cost. If not, it is not an Ends issue—no matter how important, no matter who decides it, no matter how closely related it is to goals, strategies, mission, or perceived board work. Ends language is never about what the organization will be doing; it is always about what will be different for those it serves. Distinguishing Ends from Means enables the board to free itself from trivia, turn its attention to large issues, and to delegate clearly.

MEANS: *These are defined as anything that is not an END! Note that the distinction of what versus how does not always serve to distinguish Ends and Means, since the cost/worth portion of an End can hint at a "how." "Board Means" relate to how the board will organize, structure, and conduct itself in order to accomplish its job. Board Means policies are worded positively as Board Governance Policies. "Staff or Executive Means" are the various arrangements and actions needed to accomplish the Ends or to safeguard the operations that produce them. Executive Means policies are worded negatively as Executive Limitations (e.g. "The DE shall not fail to...") in order to empower staff and avoid micro-management.*

The board's role is one of boundary-setting — specifying in writing which staff Means would be unacceptable or off limits. In other words, the board says what kind of means it will not tolerate. Producing a "don't do it" list sounds negative, but in outcome is not. It allows a secure freedom, the boundaries of which need not be guessed, and within which staff creativity and action are encouraged. This key method of means constraint enables a board to govern with less dabbling in details of implementation and with greater accountability.

By clearly and appropriately setting and monitoring staff Means (Executive Limitations) a board avoids any notion that Ends justify Means.

Q. What amendments are required in the SWUUC Constitution for the board to operate under policy-based governance?

A. *Really, none are "required", but some provisions that should be reviewed for overall good governance could, if amended, ease operating under policy-based governance. As in most non-profit organizations, the SWUUC Board is charged under the Constitution to manage the business and affairs of the Conference on behalf of the member societies. It is up to the Board to see that the purposes of the Conference are advanced through effective conduct of its business and affairs. The Board is not constrained by the Constitution in how it engages paid and volunteer staff to accomplish the District's business and affairs.*

In July of 2006 the SWUUC Board commissioned a "Bylaws Task Force" to carry out a comprehensive review of the Constitution and to recommend any amendments that

would improve consistency with policy-based governance and enhance overall good governance. It is the view of the Board that amendments should benefit good governance, whether or not the Board operates under policy-based governance.

Q. Should congregations consider implementing policy-based governance?

A. *Congregations should always intentionally examine their approach to governance, and see that it is effective for their characteristics and culture. According to an Oct. 2006 survey by the Rev. Margaret Keip, a Carver Governance trainer and UU minister who consults with congregations in transition to policy governance, there are 37 UU congregations either operating under or implementing formal policy-based governance and another 10 congregations considering this transition. Nearly 75% of these congregations are larger than 300 members. Although some experienced UU policy governance practitioners feel that it can work well in organizations of all sizes, it is considered to be most beneficial for larger organizations with staff.*

II. Policy-based governance and roles of board, staff & committees:

Q. What are the roles and accountabilities of the board in policy-based governance?

A. *The Board's overarching accountability on behalf of the SWUUC member congregations is to see that the organization is achieving its purpose at appropriate cost and avoiding unacceptable actions and situations in doing so. To insure appropriate district performance the Board's roles are to produce:*

1. *Meaningful, effective connection between the District and SWUUC member congregations for the purposes of deriving Ends, sharing feedback, and mutual support;*
2. *Written governing policies that address each category of organizational decisions. Specifically, these are:*
 - **Ends:** *District products, effects, benefits, outcomes, recipients, and their cost or relative worth.*
 - **Executive Limitations:** *Constraints on DE authority that establish the boundaries of prudence and ethics within which all staff activity and decisions must take place.*
 - **Governance Process:** *Specification of how the Board conceives, carries out, and monitors its own work.*
 - **Board-DE Linkage:** *How authority is delegated and its proper use monitored; DE role, authority and accountability.*
3. *Assurance of District effectiveness through regular monitoring assessment of DE performance against Ends and Limitations policies, and assessment of Board effectiveness against Ends policies.*

Q. What are the roles and accountabilities of staff and particularly the executive staff in policy-based governance?

A. Under the direction of the District Executive, staff function to design, implement and oversee the programs, services, activities and infrastructure of the District so as to accomplish the Board-established Ends in accordance with the boundaries established by the Board in Executive Limitations policies. To assess staff performance, the Board will regularly monitor the performance of the DE against the established Ends and Limitations policies. Accordingly, the Board will view DE performance as synonymous with District performance.

Q. How and to whom does the board delegate authority in policy-based governance?

A. The Board as a body delegates certain authority to the District Executive through written policies that prescribe the organizational Ends to be achieved and proscribe organizational situations and actions to be avoided (Executive Limitations).

Q. What are the roles and reporting relationships of committees in policy-based governance?

A. Committees or task forces that deal with operations of the District -- its programs, services, activities and infrastructure – are considered volunteer staff and report through the District Executive. Most current standing committees of the District fall under this category and will report through the DE.

Board committees, working groups or task forces, when used, will exist to help the board do its job and will never interfere with delegation from the board to the DE. Current examples include the Executive Committee of the Board, the Bylaws Task Force and the Endowment Committee.

The Nominating Committee is chartered under the SWUUC Constitution and reports to the delegates at the District Annual Meeting.

Q. Where do volunteer staff fit into an organization under policy-based governance?

A. As described in the preceding question, volunteer staff are generally involved with operations and infrastructure of the District and would report through the organizational structure established by the District Executive. Other full and part-time paid staff (District Director for Lifespan Faith Development, Administrator, Bookkeeper and consultants) similarly report through the DE.

III. Role of member congregations in district policy-based governance:

Q. What does the process of the board's delegation of authority mean in terms of the democratic process and congregational polity?

A. The responsible practice of policy-based governance should, through its focus on clarity of roles and accountabilities, enhance our District's democratic processes and polity relationships. SWUUC promotes congregational polity by serving as a community of autonomous congregations who come together freely to support one another and our common purpose, and to accomplish in association what would be difficult for any one congregation to do alone. Having the district board focused on establishing direction and priorities through effective connection with member congregations should enhance the vitality of this associational dimension of our polity.

In democratic assembly member congregations exercise their official control and participation in District governance through the Annual Meeting, at which congregational delegates elect the Board, approve the budget, and vote on business resolutions. The Board is entrusted through our SWUUC Constitution with all other authority for operation of the Conference. Whether the Board delegates specific operational authority and accountability to committees or to staff does not in and of itself detract from or promote our democratic processes or congregational polity. However, having accountability focused and clear should help the Board be more effectively responsive to priorities established in dialogue with congregational leaders, and thus rendering more meaningful our polity and democratic practices.

Q. How does delegating authority to a single executive who is co-employed with the UUA affect Conference autonomy and accountability to its member congregations?

A. District executives and program consultants (in SWUUC the District Director of Lifespan Faith Development) of each district are co-employed with the UUA. The purposes and priorities of the SWUUC and the UUA are similar, as are the rights and relationships of their common member congregations. The UUA Director of District Services works in partnership with district boards through the district presidents, and looks to the district boards to set annual goals/priorities and assess performance of co-employed district staff.

Q. Who do congregational leaders and stakeholders contact with issues or for information under policy-based governance?

A. When exercising their role as either a formal congregational delegate or leader in conversation with the District about purpose, priorities and long-term direction, stakeholders should be in dialogue with the SWUUC Board and with one another. When in the role of recipient of District services or when serving as volunteer staff for a District program or activity, stakeholders should be in contact with the appropriate District staff – either the DE, DDLFD, Administrator, or committees.

IV. The history of the SWUUC Board decision to move to policy-based governance:

Q. How did the SWUUC Board come to embrace policy-based governance and where is it in the transition process?

A. The Board embarked on a deliberate examination of its governance approach during 2005-06. We were aware that eight of the 20 UUA district boards had transitioned to policy-based governance modeled upon Carver Policy Governance, that the UUA Board of Trustees was going through a process of examining its governance in light of policy governance, and that several UU congregational boards had moved to policy-based governance. We consulted with board and staff leadership from several of these districts to learn about their governance transition and how policy-based governance has changed the nature and effectiveness of their work. At its February 2006 winter retreat and following a full-day workshop on board governance led by then Florida District DE, Mary Higgins, the SWUUC Board decided to proceed with transition toward policy-based governance. Subsequently, in September, 2006 three board members and our professional staff attended the Carver Institute Policy Governance workshop. The Board held governance work sessions to draft initial policy sets before or during each of its five meetings of the 2006-07 fiscal year. At its February 2007 meeting the Rev. Ken Brown, District Executive for the Pacific SW District, facilitated a full review of three draft policy sets (Governance Process, Executive Limitations, and Board-DE Linkage) and addressed board member's questions about working under policy-based governance. At its July 2007 meeting the SWUUC Board approved the three policy sets and officially began to operate as a policy board. During the 2007-08 fiscal year, the Board will be drafting an initial set of Ends policies.

Q. How many and which districts have moved to policy-based governance?

A. As of the 2007-08 fiscal year, nine of the 19 UUA districts (including SWUUC) were operating under some form of formal policy-based governance. These include: Central Mid-West, Florida, Heartland, Joseph Priestly, Mass Bay, Metro New York, Pacific NW and Pacific SW districts. The UUA Board of Trustees recently declared its intention to move to formal policy-based governance and initiated work on Ends policies for the Association at GA 2007 in Portland.