



# **TUUC Governance Assessment**

TUUC Leadership Retreat

August 17-18



# Background

- TUUC Board Retreat in August 2016
  - Led by Rev. David Pyle, UUA-CER Governance Program Manager
  - Theme of the retreat was governance
- TUUC Board voted to commission a governance assessment
- Presentation on Draft Governance Assessment in December 2016
- Final Governance Assessment issued in March 2017
- TUUC Board votes to accept the recommendations of the Assessment in April 2017.
- TUUC Board appoints a Governance Task Force in June 2017.



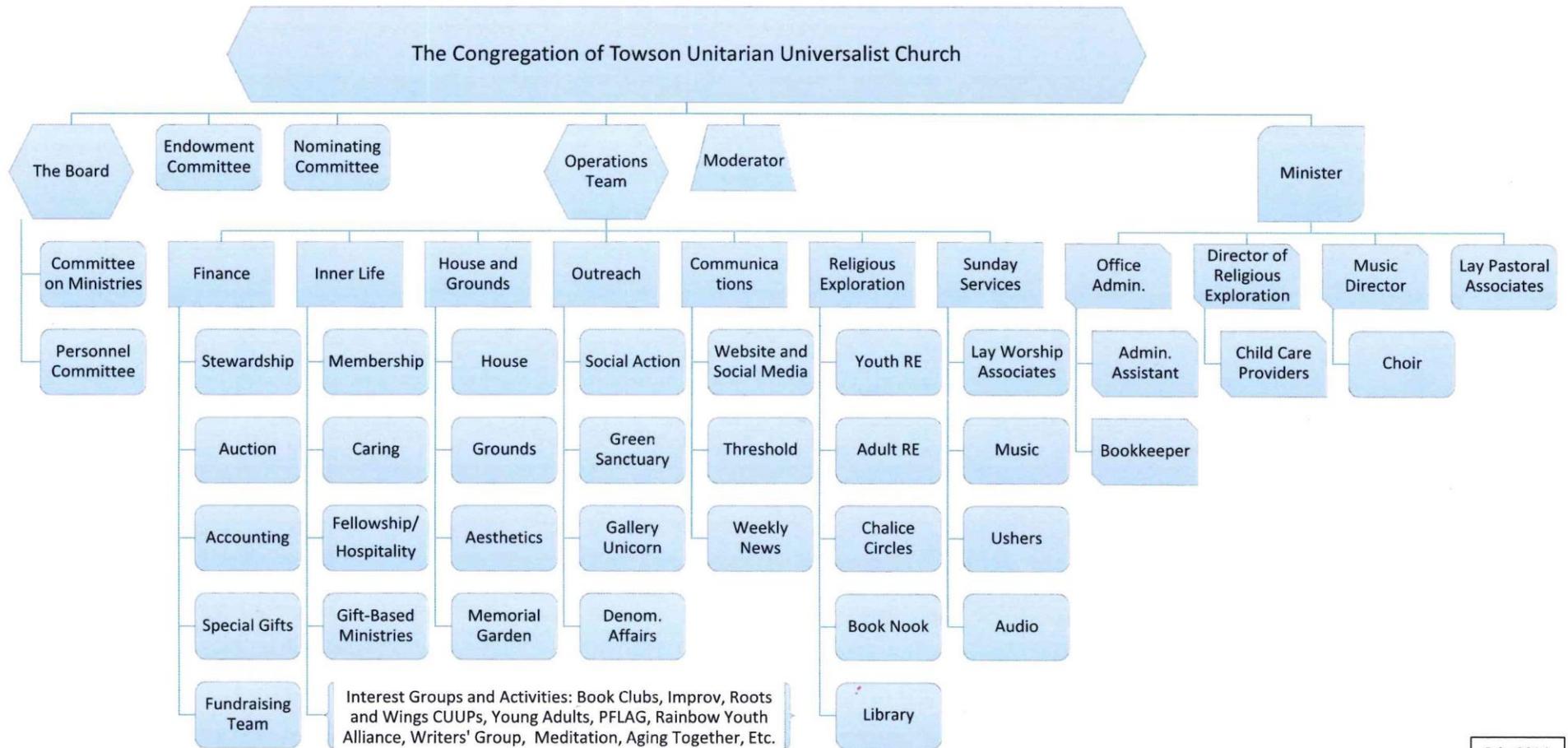
# GTF Work

- GTF first meets in August 2017
  - Members are Jason Braspennickx, Karyn Marsh, Dan Alper, Michael Magrogan, and Rev. Clare Petersberger.
  - Rev. David Pyle provides guidance.
  - Jason Braspennickx is elected chair.
- GTF meets at least once every month.
- GTF drafts new organizational chart depicting the governance recommendations in December 2017.
- GTF drafts governing, delegating and limitations policies and presents them to the Board in April 2018.
- In consultation with the Board, GTF devises a preliminary timeline and approach for testing the prospective governance model.



# What is a Governance Assessment?

- An outside opinion by an experienced consultant
  - A check point to help congregations perceive what they might not be able to perceive because they are immersed in the system
  - Includes a comparison to other congregations of similar size
  - Includes a set of recommendations
  - It is **not** a directive or dictate from the UUA.
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July 2014

# TUUC's Current Organization



# TUUC's Current Governance

1. Highly complex with multiple governing bodies created by the Bylaws:
  - Governing Board of Trustees
  - Operations Team
  - Endowment Committee
  - Nominating Committee



# TUUC's Current Governance

2. These governing bodies are directly elected by the congregation.

Implications:

- Direct election by the congregation confers a level of independent authority from the Board.
- These bodies are directly accountable to the congregation as represented by the congregational meeting.
- Thus, the Board of Trustees is just another congregational element, rather than the primary element to hold accountability for the congregational system.



# TUUC's Current Governance

3. TUUC's three-level organization (governing bodies, councils, and committees) resembles the type of organization better suited to large congregations (700+ members).

The effects of this organization in a medium-sized congregation like TUUC are as follows:

- Creates a disproportionately high number of elected positions, which are difficult to fill in a medium sized congregation;
- Creates dissonance between relationships of responsibility versus relationships of accountability in the congregational system; and
- Encourages the development of "fiefdoms" among the various committees and bodies and promotes sense of competition for scarce resources.



# TUUC's Current Governance

4. Combines elements of Policy Governance, Managing Board with Executive Team, and Managing Board with Program Council structures, but does not fit primarily into any of these
  - Board purports to be a policy-making body but functions as an operational board routinely addressing operational matters. Bylaws, not the Board, dictate governing policies.
  - Operations Team functions on paper like an Executive Team, but it is not accountable to the Board.
  - Operations Team resembles a program council, but its main concerns are with operations, not programs, and councils have little power over their component committees.



# Operations Team

- Appears to be an attempt to create a hybrid structure between an Executive Team and a Program Council
  - Too large to function well as an executive team
  - Does not allow for sufficient attention to be given to both operations or programs. Operations concerns take up most of the time.
  - Program committees tend to operate independently.
- Similar to a Liaison Board in structure but functions like a managing board with no authority over programs.
- Decision making is seen through the lens of each program, rather than through the lens of the whole congregation.



# Financial Review

- Both the Board's and the Operation Team's role and authority in the budgeting process is unclear, which assures conflict between them and other committees and staff.
- Staff has little involvement in or responsibility for budgeting, which is highly unusual.
- Procedures deemphasize the fiduciary role of the Board by having the Finance Council report to the Operations Team.
- The Finance Council Head's authority over the component committees is unclear.
- Bookkeeper appears to be supervised by a non-staff person, but it is not clear.



# TUUC's Current Governance Impacts

1. Conflates accountability with responsibility, while severing responsibility from authority
  - ▶ Accountability includes to whom one is responsible.
  - ▶ Responsibility describes how one is responsible.
  - ▶ Authority describes what power one has to carry out their responsibilities.

“This system seems to require regular and ongoing negotiation about roles and responsibilities within the congregational system.” Rev. David Pyle



# TUUC's Current Governance Impacts

2. Congregational meeting, as committee of the whole, becomes responsible for creating direction for the congregation.
  - Disempowers the Board and the O-Team
  - Creates stasis and stagnation
    - Requires a lot of energy on the part of individuals
    - Primarily achieves burnout
    - Produces little progress toward achieving mission



# TUUC's Current Governance Impacts

3. Encourages unhealthy triangulation and spreads conflict throughout the congregation, which becomes the “Court of Appeal”
  - Multiple committees and three levels offer ample opportunities for triangles to form.
  - Lack of clear or redundancy of roles and responsibilities paired with the necessary authority causes conflict over who has final say with regard to various matters.
    - Causes resentment to fester in the congregation for years
    - Leaves many issues unresolved
    - Allows for unofficial power to exercise authority behind the scenes



# Recommendations

1. Develop a cohesive Governing and Operational Policy System that:
  - With exception of those addressing the board and the minister, moves all provisions regarding structure from the Bylaws to Governing Policies.
  - With exception of the board and the Nominating Committee, shifts the all positions that are currently elected to being appointed by the Board.



# Recommendations

2. In the Governing Policies, charter an Executive Team to whom the Board will delegate all operational and administrative decision making authority.

The team should include the following persons:

- The Minister;
- Two lay members.

Lay members have renewable 3-year terms.

Lay members are appointed by the Board.



# Recommendations

3. Transition the remaining responsibilities of the Operations Team to a Board-appointed Program Council (PC).
  - The PC should include the heads of committees whose primary purpose is programming, e.g., religious exploration.
  - The PC's main function is coordination of the congregation's programs and ministries.
  - The PC should be directly responsible to and held accountable by the Governing Board, but in collaboration with the Executive Team.



# Recommendations

4. Transfer all policy-making authority to the Governing Board, while delegating drafting and recommendation authority for operational policies, e.g., building use, to the Executive Team.
5. While remaining a non-voting *ex officio* member of the Governing Board transition the minister into serving as a voting member of the Executive Team and the Program Council.



# Recommendations

6. Revise the congregational bylaws in light of the critical issues raised in the Bylaws review, which includes deleting the articles covering the Operations Team and other committees.
7. Transition the Endowment Committee from being an independent committee, whose members are elected, to a Board standing committee, whose members are appointed. Place any necessary restrictions on the use of the endowment in the Board Duties section of the bylaws.



# Recommendations

8. Clarify in the congregational structure three areas of committee or team accountability:
  - Program Committees or Teams are accountable to the Program Council, which is accountable to the Board.
  - Administrative and Operational Committees or Teams (e.g., Hospitality and Ushers) are accountable to the Executive Team.
  - Standing Committees of the Board and task forces are accountable to the Board, which is accountable to the congregational meeting.

With the exception of the Nominating Committee, transition all standing committees of the congregation to standing committees of the Board or the Executive Teams.



# Recommendations

9. Integrate the role of the moderator position into the role of the president.
  - Not a strong recommendation.
  - Currently has the feel of being a “ceremonial” post to honor long-time leaders and a nod to the UUA.
  - This is another example of how a person directly elected by the congregation to run meetings may feel as though they do not have to cooperate with the President or Board in running congregational meetings. Can keep as long as responsibilities and lines of authority are clear.
  - Consider having the moderator appointed by the Board.



# Questions?

