

**POLICIES OF
THE BOARD OF TRUSTEES
UNITARIAN UNIVERSALIST FELLOWSHIP
OF SAN LUIS OBISPO COUNTY**

A Living Document
Subject to Regular Review and Updates

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BOARD POLICIES

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Ends

Global Ends Statement

The Unitarian Universalist Fellowship of San Luis Obispo County is a diverse religious community providing a nurturing environment where individuals are encouraged in their search for truth and supported in acting on their beliefs. We welcome all who would share in our open, challenging journey.

2011-2012 Ends¹

1. We develop and nurture connection, compassion and service within individuals, among our congregants and beyond our UUFSLOC community.
2. Our ministries support effective governance through collaboration on policies, monitoring and communication.

¹ Adopted 10/11/2011

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Executive Limitations

Global Executive Constraint

The Minister shall not cause or allow any decision, action, condition or organizational circumstance that is illegal, imprudent, or in violation of commonly accepted business and professional ethics.

Treatment of Members, Friends, and Visitors

With respect to interactions with members, friends and visitors of the congregation the Minister shall not allow conditions, procedures, or decisions that are unsafe, undignified, unnecessarily intrusive, or that fail to provide appropriate care and support, confidentiality and privacy.

Treatment of Staff

With respect to the treatment of paid and volunteer staff, the Minister may not cause or allow conditions that are dismissive, unfair, unsafe, unprofessional or undignified.

Accordingly, he or she shall not:

1. Operate without written personnel policies that clarify personnel rules for staff, provide for effective handling of grievances, and protect against wrongful conditions such as nepotism and grossly preferential treatment for personal reasons.
 2. Discriminate against any staff member.
 3. Fail to apply the standards of the Congregation's mission, values, and ends to interactions with staff.
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Financial Planning and Budgeting

Financial planning for any fiscal year or the remaining part of any fiscal year shall not deviate materially from the Board's Ends priorities or risk fiscal jeopardy.

Accordingly, the Minister shall not allow budgeting that:

1. Contains too little information to enable credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
2. Plans the expenditure in any fiscal year of more funds than are conservatively projected to be received in that period.

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Financial Condition and Activities

With respect to the actual, ongoing financial condition and activities, the Minister shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from Board priorities established in Ends Policies.

Accordingly, the Minister shall not:

1. Indebt the congregation nor enter into a contract that could indebt the congregation in an amount greater than 5% of the then current year's budget in any single transaction, nor greater than 10% of the then current year's budget in the aggregate.
2. Use any long-term reserve without approval of the Board of Trustees.
3. Conduct inter-fund shifting in amounts that deviate materially from the Board's ends priorities.
4. Fail to settle payroll and debts in a timely manner.
5. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
6. Acquire, encumber, or dispose of real property.
7. Fail to appropriately pursue unpaid pledges after a reasonable amount of time.
8. Fail to aggressively pursue unpaid non-pledge receivables after a reasonable amount of time.
9. Authorize a line of credit without the approval of the Board of Trustees.
10. Fail to inform the Board before any decision is made to use unexpected and undesignated income over the amount of \$7,500.

Endowment Fund Executive Limitations

In no case may the Minister cause to be spent Endowment funds in violation of the directives and restrictions set forth in the By-Laws or in Board policy, or in any manner not approved by the Endowment Committee.

Emergency Minister Succession

In order to protect the congregation and Board from sudden loss of the executive duties of the Minister, the Minister must not fail to designate at least one other executive familiar with Board

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and executive issues and processes. The Minister shall not fail to keep a manual outlining executive duties, issues, and processes for the Emergency Minister Successor.

Asset Protection

The Minister shall not allow the assets to be unprotected, inadequately maintained, or unnecessarily risked.

Accordingly, he or she may not

1. Fail to establish and implement appropriate plans and procedures for risk management safety and security.
2. Fail to report annually to the Board the status of risk management safety and security.
3. Fail to ensure against theft and casualty loss to at least 80% of replacement valued and against liability losses to Board members, staff, and the organization.
4. Subject facilities, premises, and equipment to improper wear and tear or insufficient maintenance. Nor shall the Minister allow any activity that would substantively preclude any final building or landscape design at the Edna property.
5. Unnecessarily expose the organization, its Board, or staff to claims of liability.
6. Make any purchase (1) wherein normally prudent protection has not been given against conflict of interest; (2) of over 1% of the annual budget without having obtained comparative prices and quality; (3) of over 3% without a stringent method of assuring the balance of long-term quality and cost.
7. Fail to protect intellectual property, information, and files from loss or significant damage.
8. Receive, process, or disperse funds under controls that are insufficient to meet the Board-appointed, auditor's standards.
9. Invest or hold operating capital in insecure instruments, including uninsured checking account and bonds of less the AA rating, or in non-interest-bearing accounts except where necessary to facilitate ease in operational transactions.
10. Endanger the organization's public image or credibility, particularly in ways that would hinder its accomplishment of mission.
11. Allow un-bonded personnel access to material amounts of funds.
12. Shall not fail to cause an outside evaluation of the appropriateness of our accounting methods, with report of same to the membership, according to the schedule in the by-laws.

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Compensation and Benefits

With respect to employment, compensation, and benefits to employees, consultants, contract workers, and volunteers, the Minister shall not cause or allow jeopardy to fiscal integrity or public image.

Accordingly, he or she may not:

1. Change his or her compensation and benefits.
2. Promise or imply permanent or guaranteed employment.
3. Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed.
4. Establish or change pension benefits so as to cause unpredictable or inequitable situations, including those that
 - (a) Incur unfounded liabilities.
 - (b) Provide less than some basic level of benefits to all full-time employees, though differential benefits to encourage longevity are not prohibited.
 - (c) Allow any employee to lose benefits already accrued from any foregoing plan.

Communications and Support to the Board

The Minister shall not permit the Board to be uninformed or unsupported in its work.

Accordingly, she or he shall not:

1. Neglect to submit monitoring information required by the Board in a timely, accurate, and understandable fashion, directly addressing provisions of Board policies being monitored.
2. Let the Board be unaware of relevant trends, anticipated adverse media coverage, material external and internal changes, particularly changes in the assumptions upon which any Board policy has previously been established.
3. Fail to advise the Board if, in the Minister's opinion, the Board is not in compliance with its own policies on Governance Process and Board-Minister Linkage, particularly in the case of Board behavior that is detrimental to the working relationship between the Board and the Minister.
4. Fail to marshal for the Board as many staff and external points of view, issues, and options as needed for fully informed board choices.
5. Fail to provide a mechanism for official Board, officer or committee communications.

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6. Fail to report in a timely manner an actual or anticipated non-compliance with any policy of the Board.

Ends Focus of Grants or Contract

The Minister may not enter into any grant or contract arrangements on behalf of the congregation that fail to emphasize primarily the achievement of Ends and, secondarily, the avoidance of unacceptable means.

Accordingly, the Minister shall not:

1. Allow grant funds to be used in imprudent, unlawful, or unethical ways.
2. Fail to assess and consider a grant applicant's or contractor's capability to produce targeted and efficient results.

Governance Process

Global Governance Commitment

The Board of Trustees (the "Board") of the Unitarian Universalist Fellowship of San Luis Obispo County (the "Congregation") will act on behalf of the Congregation's membership to promote the accomplishment of the Fellowship's mission and prevent unacceptable activities and conditions with the Fellowship.

2011-2012 Governance Commitment²

1. We develop and nurture compassion in leadership.
2. We strengthen governance and empower our ministries through effective policies, monitoring and communication.
3. We support the success of the Ministerial Search, the Edna Development Plan and the Cambria Congregation.

Governing Style

The Board will govern with an emphasis on (1) outward vision rather than internal preoccupation, (2) encouragement of diversity in viewpoints, (3) strategic leadership more than administrative detail, (4) clear distinction of Board and chief executive roles, (5) collective rather than individual decisions, (6) future rather than past or present, and (7) proactivity rather than reactivity.

² Adopted 10/11/2012

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Accordingly,

1. The Board will cultivate a sense of group responsibility. The Board, not the staff, will be responsible for excellence in governing. The Board will be the initiator of policy, not merely a reactor to staff initiatives. The Board will use the expertise of individual members to enhance the ability of the Board as a body rather than to substitute individual judgments for the Board's values. The Board will allow no officer, individual, or committee of the Board to hinder or be an excuse for not fulfilling Board commitments.
2. The Board will direct, control, and inspire the organization through the careful establishment of broad written policies reflecting the Board's values and perspectives about ends to be achieved and means to be avoided. The Board's major policy focus will be on the intended long-term effects outside the organization, not on the administrative or programmatic means of attaining those effects.
3. The Board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation, policymaking principles, respect of roles, and ensuring continuance of governance capability. Continual Board development will include orientation of new Board members in the Board's governance process and periodic Board discussion of process improvement.
4. The Board will monitor and discuss the Board's process and performance at each meeting. Self-monitoring will include comparison of Board activity and discipline to policies in the Governance Process and Board-Minister Linkage categories.

Board Job Description

The job of the Board is to represent the Unitarian Universalist Fellowship of San Luis Obispo County in determining and demanding appropriate organization performance.

Accordingly,

1. The Board is the link between the congregation administration (Minister and staff) and the membership.
2. The Board will produce written governing policies that, at the broadest levels, address each category of organizational decision.
 - (a) Ends: Organizational products, effects, benefits, outcomes, recipients, and their relative worth (what good for which recipients at what cost).
 - (b) Executive Limitations: Constraints on executive authority that establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
 - (c) Governance Process: Specification of how the Board conceives, carries out, and monitors its own task.
 - (d) Board-Minister Linkage: How power is delegated and its proper use monitored; the Minister role, authority, and accountability.

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3. The Board will assure Minister performance against policies in 2(a) and 2(b).

Agenda Planning

The chairperson (President) shall not fail to develop and distribute a draft Board agenda for comments and suggestions available two Sundays before scheduled Board meetings, and a final agenda available the Sunday before Board meetings, posted also on the Board bulletin board.

Chairperson's Role

As per the by-laws, the president serves as the chairperson of the Board. The chairperson assures the integrity of the Board's process and, secondarily, occasionally represents the Board to outside parties.

Accordingly,

1. The job result of the chairperson is that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
 - (a) Meeting discussion content will be only those issues which, according to Board policy, clearly belong to the Board to decide, not the Minister.
 - (b) Deliberation will be fair, open, and thorough but also timely, orderly, and kept to the point.
2. The authority of the chairperson consists in making decisions that fall within topics covered by Board policies on Governance Process and Board-Minister Linkage, except where the Board specifically delegates portions of this authority to others. The chairperson is authorized to use any reasonable interpretation of the provisions in these policies.
 - (a) The chairperson is empowered to chair Board meetings, with all the commonly accepted power of that position (for example, ruling, recognizing).
 - (b) The chairperson has no authority to make decisions about policies created by the Board within Ends and Executive Limitations policy areas. Therefore, the chairperson has no authority to supervise or direct the Minister.
 - (c) The chairperson may represent the Board to outside parties in announcing Board-stated positions and in stating chair decisions and interpretations within the area delegated to her or him.
 - (d) The chairperson may delegate this authority but remains accountable for its use.

Board Members' Code of Conduct

The Board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.

Accordingly,

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1. Members must represent unconflicted loyalty to the interests of the membership. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs. It also supersedes the personal interest of any Board member acting as a consumer of the congregation's services.
2. Members must avoid conflict of interest with respect to their fiduciary responsibility.
 - (a) There must be no self-dealing or any conduct of private business or personal services between any Board member and the congregation administration (Minister and staff) except procedurally controlled to assure openness, competitive opportunity, and equal access to inside information.
 - (b) When the Board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall absent herself or himself without comment from not only the vote but also from the deliberation by leaving the meeting.
 - (c) Board members must not use their positions to obtain congregation employment for themselves, family members, or close associates. Should a member desire employment, he or she must first resign from the Board.
 - (d) Members will annually disclose their involvements with other organizations, with vendors, or any other associations that might produce a conflict.
3. Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.
 - (a) Members' interaction with the Minister or with staff must recognize the lack of authority vested in individuals except when explicitly Board-authorized.
 - (b) Members' interactions, with public, press, or other entities, must recognize the same limitation and the inability of any Board member to speak for the Board except to repeat explicitly stated Board decisions.
 - (c) Members will give no consequence or voice to individual judgments of Minister or staff performance.
4. Members will respect the confidentiality appropriate to issues of a sensitive nature.
5. Members covenant to the following³:
 - (a) Arrive on time; stay until the end whenever possible.
 - (b) Respect communal meeting time, using it to advance the designated agenda.
 - (c) Come prepared to the meeting. Read your material ahead of time.
 - (d) Presume good faith. Don't use judgmental statements.
 - (e) Talk about issues, not people.
 - (f) One speaker at a time. If you wish to speak, raise your hand and wait to be recognized. Listen to others without interruption.
 - (g) If someone else has made your point, you don't need to make it again.
 - (h) Ask questions when you don't understand.
 - (i) Support clear roles and communication with staff; individual board members will not give instructions to staff unless specifically designated to do so.
 - (j) When making decisions, Board members will collectively represent the congregation. The Board shall adequately, not exhaustively, consider each issue and provide for

³ Modified 12/14/2010

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contributions from all Board members and group discussion before reaching a decision. Decisions of high impact to the Congregation will be carried over to the next meeting to allow for additional consideration and conversation with the Congregation.

- (k) Once an issue is decided, all Board members will support its successful implementation. When one disagrees with a Board decision, one may communicate that disagreement to members of the Congregation but will also share his or her full support of that decision and relate the respectful process the Board used in making the decision.
- (l) Have a good time, and laugh often!

Board Committee Principles

Board committees, when used, will be assigned so as to reinforce the wholeness of the Board's job and so as never to interfere with delegation from Board to Minister.

Accordingly,

1. Board committees are to help the Board do its job. Committees ordinarily will assist the Board by preparing policy alternatives and implications for Board deliberation. In keeping with the Board's broader focus, Board committees will normally not have dealings with current staff operations.
2. Board committees may not speak or act for the Board except when formally given such authority by Board action or controlling documents of the congregation for specific and time limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the Minister.
3. Board committees cannot exercise authority over staff. Because the Minister works for the full Board, he or she will not be required to obtain approval of a Board committee before an executive action.
4. Board committees are to avoid over-identification with organizational parts rather than the whole. Therefore a Board committee that has helped the Board create policy on some topic will not be used to monitor organizational performance on that same topic.
5. Committees will be used sparingly and ordinarily in an ad hoc capacity.
6. This policy applies to any group that is formed by Board action, whether or not it is called a committee and regardless whether the group includes Board members. It does not apply to committees formed under the authority of the Minister.

Board Internal Communications

Communications from Board leadership to Board members and among Board members will be clear and expedient. Care will be taken to ensure that Board members are not excluded or disadvantaged by internal communications policies.

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Accordingly,

1. Email/Mail communications
 - (a) The Board will maintain an email list to facilitate easy distribution of information via email.
 - (b) Copies of non-confidential e-mails shall be forwarded to a designated staff member for placement in the box of any Board member not utilizing e-mail. For confidential matters the Board member shall be contacted by phone.
 - (c) E-mail voting shall only be used in emergencies. The original e-mail shall be initiated by the president, stating the questioned describing how non-responses will be counted. Final results of e-mail polling shall be reported to all Board members immediately upon completion.
 - (d) No topic shall be addressed by e-mail that has not already been addressed in a face-to-face meeting of the Board.
2. Document Management

Board External Communications

Communications from board leadership to members and friends of the Fellowship will be clear and expedient.

Accordingly,

1. The most recently approved Board minutes shall be promptly posted on the Board bulletin board.
2. Previously approved Board minutes shall be maintained in a binder, readily available to members and friends, by the corporate secretary.

Treasurer's Role:⁴

The Treasurer assists the Board in fulfilling its fiduciary responsibilities.

Accordingly,

1. The Treasurer will take the lead on development of Ends and Executive Limitations policies that pertain to financial matters for consideration by the Board. The Treasurer will:
 - (a) Help the Board express its financial values and perspectives in Ends and Limitations policies
 - (b) Ensure that financial policies are written clearly and as simply as possible
 - (c) Work with Minister, Staff and Board to develop monitoring strategies that make clear whether or not financial Ends and Limitations policies are being met

⁴ New section, adopted 12/14/2010

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2. The Treasurer will be available as a consultant to the Minister, Staff and Endowment Committee when consultation in the following areas is requested:
 - (a) Development of long-term financial plan
 - (b) Development of investment strategies for invested funds
 - (c) Development of cash management principles
 - (d) Other areas of financial management
3. The Treasurer will involve other people, either Board members or not, to help accomplish these responsibilities as the Treasurer and Board feel is appropriate and necessary

Cost of Governance (Not Written Yet)

Board-Minister Linkage

Global Board-Minister Linkage

The Board will link governance and management functions through the Board meetings. Between meetings, linkage shall be maintained through dialogue between the Minister and the Board President, or their designees.

Unity of Control

Only decisions of the Board acting as a body are binding on the Minister.

Accordingly,

1. Decisions or instructions of individual Board members, officers, or committees are not binding on the Minister except in rare instances when the Board has specifically authorized such exercise of authority.
2. In the case of Board members or committees requesting information or assistance without Board authorization, the Minister can refuse such requests that require, in the Minister's opinion, a material amount of staff time or funds, or are disruptive.

Accountability of the Minister

The Minister is the Board's primary link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the Minister.

Accordingly:

1. The Board will not give instructions to persons who report directly or indirectly to the Minister.

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2. The Board will view Minister performance as identical to organizational performance, so that organizational accomplishment of Board-stated Ends and avoidance of Board-prohibited means will be viewed as successful Minister performance.

Delegation to the Minister

The Board will delegate authority to the Minister through written policies that prescribe the organizational Ends to be achieved and describe organizational situations and actions to be avoided, allowing the Minister to use any reasonable interpretation of these policies.

Accordingly,

1. The Board will develop policies instructing the Minister to achieve certain results, for certain recipients, at a specified cost. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Ends policies.
2. The Board will develop policies that limit the latitude the Minister may exercise in choosing the organizational means. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive Limitations policies.
3. As long as the Minister uses any reasonable interpretation of the Board's Ends and Executive Limitations policies, the Minister is authorized to establish any further policies, make any decisions, take any actions, establish any practices, and develop any activities.
4. The Board may change its Ends and Executive Limitations policies, thereby shifting the boundary between Board and Minister domains. By doing so, the Board changes the latitude of choice given to the Minister. But as long as any particular delegation to the Minister is in place, the Board will respect and support the Minister's choices.

Monitoring Minister Performance

Systematic and rigorous monitoring of Minister job performance will be solely against the expected Minister job outputs: organizational accomplishment of Board policies on Ends and organizational operation within the boundaries established on Executive Limitations.

Accordingly,

1. Monitoring is simply to determine the degree to which Board policies are being met. No other data will be considered monitoring data.
2. The Board will acquire monitoring data by one or more of three methods: (a) by internal report, in which the Minister discloses compliance information to the Board, (b) by external

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report, in which an external, disinterested third party selected by the Board assesses compliance with Board policies, and (c) by direct Board inspection, in which a designated member or members of the Board assess compliance with the appropriate policy criteria.

3. In every case, the standard for compliance shall be any reasonable Minister interpretation of the Board policy being monitored.
4. All policies that instruct the Minister will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule.

Board will gather and process evaluation data in the following ways: a) analyze monthly Minister reports, b) focus on one aspect of the Ends Statement at each Conversation with the Board, c) prepare questions for a meeting of the “Sophomore Class,” d) analyze annual reports from the committees, and e) analyze feedback from the canvass meetings.

Policy Method Frequency

Financial condition and activities	Internal	Quarterly
Treatment of consumers	Internal	Annually
Treatment of staff	Internal	Annually
Financial planning and budgeting	Internal/ External	Annually
Emergency Minister succession	Internal	Annually
Communication and support	Direct inspection	Annually
Compensation and benefits	Internal/External	Annual/Biannually

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Appendix A

*Prior Goals and Ends*⁵

2010 - 2011 Goals

We commit ourselves to work with the Interim minister, volunteers, and staff, to support the ongoing ministries, Sunday services, and programs of the congregation. In addition to this vital work, and in order to take advantage of the opportunities of our interim time, the Board has set the following goals for this year:

1. Renew our vision
2. Celebrate our strengths
3. Move forward together.

2009-2010 Goals

The Board of Trustees of the UU Fellowship of San Luis Obispo affirms these goals:

1. We will nurture and empower our congregation across the lifespan: all ages, all philosophies/theologies, all seekers, all regions.
2. We will celebrate, promote and support our commitment to social justice by nurturing local community connections, honoring the diversity of our members' involvement, and strengthening the links to UUs in our district and national organizations.
3. We will establish a planning process to address long-term regional needs so that Unitarian Universalism can grow and thrive.
4. We will build organizational capacity to support:
 - a) a fair and effective nominating and leadership development process
 - b) long-term financial planning
 - c) a process for review and amendment as needed of our by-laws and policy governance documents
 - d) excellence in communications
 - e) a carefully-considered decision for the Fellowship's long-term home

2008 - 2009 Goals

“Deepen Our Roots, Stretch Our Wings”

1. Shared Vision: Develop and implement a congregation-wide process to articulate a coherent vision for our fellowship.
2. Leadership and Involvement: Re-construct congregational systems and perceptions to embody Shared Leadership.
3. Culture of Sharing: Deepen our religious experience through generous giving and receiving of our gifts.

⁵ Appendix established 10/11/2011

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2007-2008 Ends (Goals)

The Unitarian Universalist Fellowship of SLO County is a thriving congregation of many communities including, but not limited to, children and youth, elderly, the 'sandwich' generation (25 -60), and individuals committed to particular areas of interest such as social justice, art, music and so on. With all our members in mind, we propose the following goals:

- Provide Quality Worship and Celebration; Program and Activities; Campus Facility and Support; and Financial Resources to meet the needs of the congregation.
- Strengthen our caring ties to support our members
- Continue a smooth transition to Edna
- Ensure access to information
- Ensure vibrant children's, youth and young adult programs and outreach.

2006 – 2007 Ends

1. Provide Quality Worship and Celebration; Program and Activities; Campus, Facility and Support adequate to meet the needs of the congregation, as set forth in the vision statement approved by the congregation in 2004.
2. Plan and execute a smooth transition from the Foothill Property to the Edna Property across all aspects of congregational life.
3. Integrate Green Sanctuary elements into our congregational life and facilities.
4. Maintain membership growth.