



CANADIAN
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Board Policy Manual

Version 7. Last revised 27 October 2015

Board Policy Manual

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(Incorporating amendments recommended by Caroline Oliver, Feb 2012.)

INTRODUCTION

1. This manual belongs to the Board of Trustees of the Canadian Unitarian Council (CUC).
2. The policies contained in this manual shall be operated in accordance with: a) all relevant legislation, and b) all bylaws of the CUC. Should any conflict arise between the policies in this manual and requirements arising from the aforementioned, those requirements will take precedence.
3. Subject only to the above, this document is a comprehensive statement of the Board's values. Any other documentation approved by the Board prior to the adoption of this manual will remain in existence only at the option of the Executive Director or other Board officers in accordance with the authority granted to them in this Manual.
4. Any policy in this Manual may be added to, amended or deleted, as agreed by the Board at any time.
5. No policy should be read in isolation from the document as a whole.
6. The policies in this Manual express the Board's governing intent rather than its legal obligations. No claim may be made against the CUC or the Board based on what is written or implied in this Manual.
7. All further CUC policies, procedures and activities under Ends or Executive Director Limitations may be created by the Executive Director (sometimes called the ED) or the ED's delegates. Matters that fall outside these policies are automatically matters for the Board.
8. Many of these policies have been adapted from templates originally developed by John and Miriam Carver. Used with permission.¹

¹ Policy Governance® is the registered service mark of John Carver. Used with permission. The ® after Policy Governance is a symbol used to protect the integrity of the principles and practices that make up the Policy Governance model. Its use does not imply any financial obligation to the service mark owner. The authoritative website for the Policy Governance model can be found at www.carvergovernance.com.



[The Global Ends in Section 1 were approved in principle in Sep 2015 pending further member input. A draft vision and mission statement have been added here to provide a broader context for the Ends.]

1. VISION, MISSION & GLOBAL ENDS OF THE CUC

A Vision for Canadian Unitarian Universalists -

embodying interdependence for transforming the world *

[*This vision statement is one variation on several drafts still under review in Oct 2015.]

Mission of the Canadian Unitarian Council -

The CUC is a democratic body comprised of all member congregations in Canada and is Canada's preeminent organization for supporting the growth and development of the Canadian Unitarian Universalist movement.

Global Ends (Purposes) of the Canadian Unitarian Council -

The CUC advances the cost-effective achievement of the following outcomes/purposes/ends:

1. **Religious exploration and spiritual growth** grounded in the principles, sources and challenges of the Canadian Unitarian Universalist (UU) movement.
2. **Congregations and communities equipped with skills and resources** required to thrive organizationally, economically and socially in a diverse, multi-generational context.
3. **Socially responsible action** that brings benefit to Canadian and global communities.
4. **Local, regional, national, and global networks** of collaborative, interdependent congregations and communities.

Other priorities determined by our members.

Currently, these priorities call on the CUC to focus on:

5. **Networking and connecting;**
6. **Gathering resources** for the benefit of our shared ministry;
7. **Developing flexible communications capabilities;** and
8. **Fostering innovation** in the growth and development of UU communities.



2. GOVERNANCE PROCESS

2.1. Global Governance Commitment –

The CUC Board governs on behalf of its legal owners who are CUC's member congregations. The CUC Board seeks to further CUC members' overall vision, principles and collective best interests in everything it says and does by ensuring that the CUC achieves appropriate results with appropriate cost-efficiency in accordance with its articles, bylaws, Statement of Principles, other agreements and resolutions of the CUC's members, and all relevant legislation.

2.2. Governing Style –

The Board will approach its task with a style which emphasizes outward vision rather than an internal focus; encouragement of diversity in viewpoints; strategic leadership more than administrative detail; clear distinction of Board, staff, and volunteer/committee roles; planning for the future, and pro-activity rather than reactivity.

2.3. Policy Control –

The Board will direct, control and inspire the organization through policies that reflect the organization's broadest values and perspectives.

2.4. Ends Context –

The Board will focus chiefly on intended long-term impacts ("Ends"), rather than the programmatic means of attaining those Ends.

2.5. Board Planning –

The Board shall decide upon an annual calendar each year. This calendar shall include:

2.5.1. Dates and times of face-to-face and on-line Board meetings.

2.5.2. The Board's plans for linking with its legal and moral owners;

2.5.3. The Board's plans for policy development and review including, particularly an annual Ends review

2.5.4. The Board's schedule for monitoring the Executive Director's compliance with its Ends and Executive Limitations policies and annual Executive Director evaluation;



2.5.5. The Board's plans for monitoring its own compliance with its Governance Process and Board-Executive Director Relationship policies (with regard to the behaviour of the Board as a whole, individual Board members, Board officers, and Board committees);

2.5.6. The Board's plans for its own education including orientation of its new members.

2.6. Board Development –

The Board will encourage the behaviour needed to govern with excellence using the Policy Governance® system and ensure the continuance of its governance capability through re-training and continuing education.

2.7. Board Evaluation –

The Board will monitor and discuss the Board's own processes and performance in comparison with its policies on Governance Process and Board-Executive Director Relationship in the form of an individual and group self-reflection exercise conducted by the Chair at least annually.

2.8. Board Exit Interviews –

The Board shall offer exit interviews to all departing Board members and shall use the information from exit interviews as part of the annual Board Evaluation.

2.9. Covenantal Relationships –

The CUC Board may enter into formal covenantal relationships with communities of moral owners in order to articulate shared aspirations and respective obligations.

2.10. Annual Meetings

2.10.1. Annual Meeting Agendas are set in accordance with the CUC Bylaws and the Canada Not For Profit Corporations Act.

2.10.2. Agenda items for each Annual Meeting are recommended by the Board, reviewed by delegates prior to or at each Annual Meeting, amended if necessary by a majority vote of delegates, and approved by delegates at the beginning of each Annual Meeting.

2.10.3. Establishing action plans as follow-up to motions passed at Annual Meetings shall be the joint responsibility of the Executive Director and the Board and shall be



tracked using an Ends and Means Alignment Chart or similar document approved by the Board.

2.11. Owner Engagement –

The board is committed to engaging regularly with CUC’s legal owners (its member congregations) as well as its moral owners whom the board takes to include UU youth; young adults; ministers; religious educators; Lay Chaplains; social responsibility groups and the National Voice Team (comprised of the CUC President, CUC Executive Director and the Unitarian Universalist Ministers of Canada (UUMOC) President.

2.12. Board Members’ Interaction with Congregational Leaders –

Individual Board members are expected to keep in contact with presidents of congregations and ministers in their respective regions. Occasionally, Board members may expect to speak at Sunday services, do presentations, or meet with congregations in their regions to address specific issues or areas of concern related to the Board’s work.

2.13. Executive Director Consultations –

The Board recognizes that the Executive Director is also likely to consult with the CUC’s legal and moral owners in the course of developing and implementing his or her strategy for Ends fulfillment and compliance with Executive Limitations. The Board welcomes such consultation for the purpose of gathering the input of the CUC’s owners as consumers of the CUC’s services. However, the Board will strive not to confuse input designed to help the Executive Director do his or her operational job with input designed to help the Board do its governing job.

2.14. Board Officer Roles –

The roles of the Officers required by Section 6 of CUC’s General By-law shall be designed to support the Board in fulfilling its duties.

2.14.1. President –

The President, as chairperson of the Board, is accountable for the integrity of the Board’s process and, secondarily, occasionally represents the Board to outside parties.

2.14.1.1. Extent of authority – The job of the President is to ensure that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization. The authority of the President therefore consists of making decisions which fall within, and are consistent with, any reasonable interpretation of Board policies on Governance Process and Board-Executive



Director Relationship, except where the Board delegates portions of this authority to others.

2.14.1.2. Authority over Executive Director – The President has no authority to make decisions about policies created by the Board within the policy areas covered by Ends and the Executive Director Limitations. [See Section 1 and Section 4.] Accordingly, the President has no authority to direct the Executive Director, except through the process outlined in section 3.3 Board Members’ Handling of Concerns.

2.14.1.3. Authority to speak for the Board – The President may represent the Board to outside parties in announcing Board-stated positions and in stating decisions and interpretations within the area delegated to him or her. The President, or the Vice-President when replacing the President in the cases mention in the General Bylaw, is the only elected Board member authorized to speak officially for the Board to outside parties beyond the membership and to interpret Board decisions to members, other than in specifically authorized instances. This provision includes statements made by the National Voice Team (comprised of the CUC President, the CUC Executive Director, and the Unitarian Universalist Ministers of Canada (UUMOC) President).

2.14.2. Vice President-

The Vice President shall be responsible for the performance of those duties set out in section 6.2 of the General By-law.

2.14.3. Secretary –

The Secretary shall be responsible for the integrity of the Board’s documents as set out in sections 6.2.3 and 6.2.4 of the General By-Law and the following Board policies:

2.14.3.1. Custody & upkeep of documents – The Secretary shall ensure the safe-keeping and updating of all Board and Council documents, including all By-Laws, member resolutions, policies, Board and Council meeting records, and all documents pertaining to the Executive Director’s employment.

2.14.3.2. Prior to Annual Meetings - The Secretary shall ensure that a Call to Meeting is prepared and sent to the Membership in advance of the date of the Annual Meeting within the time frame specified in section 3.5 of the General By-law.

2.14.4. Treasurer –



The Treasurer shall be responsible for the performance of the duties set out in section 6.2.5 of the General By-law, and in particular:

- 2.14.4.1. Financial signing authority - The Treasurer shall be a signing authority on behalf of the Board when required for financial matters.
- 2.14.4.2. Policy education & advice - The Treasurer shall assist the Board in the development of its policies regarding financial management.
- 2.14.4.3. Policy monitoring - The Treasurer shall assist the Board in assessing the adequacy of monitoring reports on the above policies.
- 2.14.4.4. Investment decisions - The Treasurer has the authority to make decisions regarding the investment of CUC capital funds between meetings of the Board. For routine matters, the Treasurer may in turn delegate this authority to the CUC Financial Administrator through the Executive Director but remains accountable for the use of this authority.
- 2.14.4.5. Investment policy monitoring - The Treasurer shall meet with the Investment Manager and ED at least once per year to directly inspect compliance with this Policy Manual.
- 2.14.4.6. Link to Board on investment matters - The Treasurer shall act as the link between the Board and the ED and/or the Investment Manager/Broker on all matters related to CUC's investments.
- 2.14.4.7. Presentation to Annual Meeting - The Treasurer, on behalf of the Board, shall present and explain to the Annual Meeting:
 - a) The Board's investment policy decisions and the performance of the investment portfolio over the preceding year;
 - b) CUC's Audited Financial Statements for the preceding year;
 - c) The current year's budget and significant variances; and
 - d) The subsequent year's budget.
 - e) The Treasurer shall also propose the motion to appoint the Auditor.

2.14.5. Past President -

As specified in Section 5.3.2 of the General Bylaw, the Board may at its discretion appoint the immediate past President as an additional member, in which case such person (a) holds office, as a voting member of the Board, until the next Annual



General Meeting, (b) shall act as a consultant to the President, and (c) may also, by mutual agreement, undertake projects and other aspects of Board business as established by the President and the Board from time to time.

2.14.6. Board Liaison Members–

The Board may appoint members to serve as liaisons with volunteers, staff and other organizations for designated subject areas deemed to be important to the CUC, including, but not limited to, social responsibility, religious education, ministry, youth services, democratic processes, communications, and leadership. In such cases, the duties of the Board Liaison Member will be to communicate with staff, volunteers, and others active in the designated subject area, and to advise the board regarding policy and action plans in that area. Board Liaison Members act in accordance with general Board Liaison Guidelines or subject-specific guidelines periodically reviewed and approved by the Board. (See Appendix E: Board Liaison Guidelines.)

2.15. Individual Board Member Conduct –

Board Members are charged with the responsibility of governing the CUC and must behave in a manner commensurate with their roles as trustees.

2.15.1. Board of Trustees Oath of Office (part of Board Covenant) -

Board members must understand the responsibility and honour inherent in the position, and accept that charge willingly. Board members must affirm that they are committed to creating an environment that is safe, respectful, and open, where they can engage in meaningful conversation and productive Board work. This affirmation is done by signing the Board of Trustees Covenant administered at each Annual General Meeting. (Cf Appendix F, Board of Trustees Covenant).

2.15.2. Confidentiality –

Board Members have access to confidential and sensitive information in the course of performing their duties. The CUC adheres to guidelines for confidential information that govern charities and other non-profit organizations and in addition, maintains its own standards of confidentiality. The CUC expects its staff and volunteers to keep this information in the strictest confidence. These expectations are outlined in the Board of Trustees Covenant appended to this Manual. It is a requirement of Board membership that Board members affirm their commitment to confidentiality by signing the Board of Trustees Covenant. (Cf Appendix F, Board of Trustees Covenant).



2.15.3.E-mail Use –

Board members must abide by the following guidelines on use of email:

- a) CUC email addresses should be used for CUC purposes only;
- b) Up to date virus protection must be maintained;
- c) Any communication posted to a Board email group shall be treated as confidential to the Board unless specifically noted as public;
- d) If email is not being checked regularly by a member, this should be noted by an automatic email reply.

2.16. Board Meeting Conduct –

Board meetings shall be conducted with proper regard to the democratic process.

2.16.1. Types of Board Meetings –

The Board shall organize its meetings with due regard to the desirability of transparency and the need to protect members' best interests using a combination of face-to-face and on-line meetings as it deems appropriate. Written notice of any meeting shall be mailed to each Board member in accordance with the General By-law, or sent electronically (if each Board member has consented to such sending, for example by signing a consent of the type shown in Appendix K), unless such notice has been waived (for example by signing a waiver of notice of the type shown in Appendix L).

2.16.1.1. Open Meetings – When the Board meeting is open, all discussion can be observed. Discussion may be recorded in the minutes and made public.

2.16.1.2. Closed/In Camera Meetings –

Closed or in-camera meeting discussions involve any topic that might infringe on the privacy of an individual or organization.

- a) No-one other than voting Board members may attend unless agreed by the Board;
- b) No-one other than voting Board members may receive any information pertaining to the meeting unless agreed by the Board;

2.16.1.3. Face-to-Face meetings are those where all Board members are invited to be present in one place in a traditional meeting. Electronic meetings are those where one or more or all members attending the meeting do so by computer or



by other means of communication; electronic meetings may only be held if all members of the Board consent to the holding of the meeting in that fashion and the Board has passed a resolution specifying the procedure to be followed (see Appendix J).

2.16.2. Observers to Board Meetings -

The Board welcomes observers at its open meetings.

2.16.2.1. Official Observers - Official Observers are those persons recognized by the Board as representing a particular group within the council, such as the Youth Observer, or as representing another organization, affiliate or group invited to the meeting by the Board, such as the UUA.

- a) When the Official Observer is to participate on a regular basis at all Board meetings, the Board expects that the selection of the representative will be through a democratic process or appointment. The Board reserves the right to determine which organizations will be granted official observer status.
- b) Official Observers are invited to take part in discussion during all open parts of the meeting following the rules of order as adopted by the Board.
- c) Official Observers do not have a vote on motions.
- d) Official Observers must agree to and sign an Official Observers Covenant affirming their agreement to adhere to the same standards of confidentiality, conflict of interest and oath of office as Board Trustees. (Cf Appendix G: Official Observer Covenant).

2.16.2.2. Youth Observer to the Board (YOB) - The Board has a Youth Observer whose role is to bring a youth perspective to the Board.

2.16.2.3. Youth Observer Selection Process - The Youth Observer to the Board is selected for a one-year term commencing in May through a process determined by CUC staff in consultation with the CUC youth community. A YOB may serve up to two consecutive years.

2.16.2.4. Youth Observer Liaison/Buddy - The Board shall appoint a YOB liaison/buddy to work with the YOB for the duration of the term.

2.16.2.5. UUMOC Observer - The Unitarian Universalist Ministers of Canada shall be invited to appoint an official Minister Observer to the Board (MOB) for a one year term commencing in May. A MOB may serve up to three consecutive years.



2.16.2.6. Staff Observers to the Board – Members of CUC staff may be invited to attend and participate in Board meetings at the discretion of the Board and the Executive Director with the intention of helping to create clear communications and shared understandings amongst Board and Staff members. Participation by staff may take the form of consultations, presentations or observation. Staff Observers are expected to adhere to the same standards of confidentiality, conflict of interest and oath of office as Board Trustees.

2.16.2.7. Unofficial Observers – Members of CUC member organizations, members of UUMOC, and other unofficial observers may attend and participate in the proceedings of the meeting at the discretion of the Board.

2.16.3. Board Meeting Agenda Development

Board meeting agendas shall take account of and reference all relevant Board policies and the Board's Annual Calendar and include the following:

2.16.3.1. Required Approvals - Any matters that duly authorized bodies require the Board to determine but which have been delegated to the Executive Director shall be placed on a Required Approvals Agenda along with relevant Ends and Executive Limitations Policy Monitoring Report assurances. All such matters shall be taken as one motion without discussion unless a motion to remove the item from the Required Approvals Agenda is approved by three-quarters of Board members present.

2.16.3.2. Ends and Means Alignment Charts – Executive Director monitoring reports and Board Monitoring Reports are prepared as part of an overall Ends and Means Alignment Chart which is developed jointly by the Board and the Executive Director and reviewed on a schedule set by the Board.
(Suggested schedule: January, April and September.)

2.16.3.3. An updated Ends and Means Alignment Chart will be circulated to all members at least a week prior to the meeting at which they will be discussed.

2.16.4. Meeting Deliberation - Deliberation will be timely, fair, orderly and thorough, but also efficient, limited to time and kept to the point.

2.16.5. Rules of Order - Roberts Rules of Order are to be observed except where the Board has superseded them.

2.17. Board Committees -



The Board may establish standing committees or ad hoc committees (which may be referred to as task forces) to help carry out its responsibilities. [Cf. General By-Law 7.3.]

- 2.17.1. Governing Purpose - Board committees are to help the Board do its job, not to help the Executive Director or staff do their job(s).
- 2.17.2. Board committee Terms of Reference principles - Every Board committee shall have written terms of reference set out in Board policy or approved by the Board and referenced in the relevant Board meeting minutes. In each case the Board shall:
- a) establish the committee's composition and intended purposes
 - b) if applicable, establish a time frame; and
 - c) appoint the Chair.
- 2.17.3.-Unless otherwise stated, a board committee ceases to exist as soon as its task is complete.
- 2.17.4. Representation of the Board - Board committees shall not speak or act for the Board except when formally given such authority, which will be carefully stated. Board committees shall provide information on options for the Board but cannot make the final decision on policy issues.
- 2.17.5. Authority over Executive Director - Board committees shall not exercise authority over the Executive Director. Because the Executive Director works for the full Board, he or she will not be required to obtain approval of a Board committee before an executive action.
- 2.17.6. Limits of the Board Committee Policy - This policy does not apply to committees formed under the authority of the Executive Director, regardless of whether or not Board members sit on those committees.

2.18. Board Committees –

Board committees are formed in accordance with Section 7 of the General By-law. The Board has the following Standing and Ad Hoc Committees:

- 2.18.1. Executive Director Contract Committee (EDCC) - The Executive Director Contract Committee exists to assist the Board with determination and maintenance of the Executive Director's contract.



2.18.1.1. Composition - The Executive Director Contract Committee consists of the President's appointee, the Executive Director's appointee, and the President who shall act as Chair [See 3.3.1].

2.18.1.2. Products - The Executive Director Contract Committee will produce the following:

- a) Annual Monitoring Summary - An annual summary of the results of Executive Director monitoring.
- b) Executive Director Contract Maintenance - A well maintained Board-Executive Director contract and position description.
- c) Executive Director Compensation & Benefits Options - Options and implications regarding the Executive Director's compensation and benefits.

2.18.2. Other Committees – See section 2.17 Board Committees.

2.18.3. Nominating Committee – A Nominating Committee that is responsible for identifying suitable candidates for Board roles is appointed by delegates at each Annual General Meeting under the provisions of section 7.1 of the General By-law. The Board officially appoints the Chair of the Committee (General By-Law 7.1.8), supports and co-operates with the Nominating Committee, provides information on positions coming open in the short and long term, and helps with orientation of prospective board members. Retiring board members complete exit interviews conducted by members of the Nominating Committee. (Cf. Section 2.8.)

2.19. Financial Governance Process Management

2.19.1. Financial Management of Investments - The board shall protect the real value of the CUC's capital assets while providing reasonable earnings in a socially responsible and prudent way as follows:

2.19.2. Appointment of Investment Manager - The board shall select the CUC's Investment Manager or Broker.

2.19.3. Investment Policy Statement - The board shall maintain the Investment Policy Statement on behalf of CUC. The current Investment Policy Statement is shown in Appendix D.

2.19.4. Socially Responsible Investment Policy - The board shall be guided by the Socially Responsible Investing policy shown in Appendix H.



2.19.5. Investment Reporting - CUC members and committees shall be provided with monthly reports on CUC investments upon request.

2.19.6. Annual Payout Rate - The board shall determine the amount of any investment income to be applied to CUC's annual operating budgets. The method for determining the amount shall be reviewed every three years, starting with 2012, for the 2013-2015 budgets. (The existing method is documented under Annual Payout Rate as of December 2011.)

2.19.7. Development Allocation - The board shall determine the amount of any further allocation of investment fund monies for development or other purposes. (The current allocation plan is documented under Development Allocation Plan - 2010-2014.)

2.20. Annual Program Contributions -

The board shall be responsible for proposing:

2.20.1. The Annual Program Contributions to be requested from Members at the Annual Meeting;

2.20.2. This amount will be proposed by the Board in March of each year, for ratification by the Members at the Annual Meeting.

2.21. Cost of Governance -

Because good governance is fundamental to the CUC's success, the Board will invest in its governance capacity.

2.21.1. Board Skills, Methods & Support - Board skills, methods, and support will be sufficient to assure governing with excellence.

2.21.2. Training & Retraining - Training and retraining will be used to orient new Board members and candidates for membership, as well as to maintain and increase existing Board member skills and understandings.

2.21.3. Outside Monitoring Assistance - Outside monitoring assistance will be arranged so that the board can exercise confident control over organizational performance. This includes, but is not limited to, fiscal audit.

2.21.4. Outreach Mechanisms - Outreach mechanisms will be used as needed to ensure the board's ability to listen to owner viewpoints and values.



2.21.5. Specific Expertise - The Board will obtain any specific legal, financial or other expertise it needs to help with the creation and maintenance of its policy framework.

2.21.6. Continuing Support - Continuing assistance will be retained as necessary to support the Board's governance process.

2.21.7. Annual Board Budget - An annual Board budget will be agreed to cover the cost of governance.

2.22. Board Member Expenses -

All legitimate out-of-pocket expenses incurred while on required CUC business, in reasonable amounts, and in economical fashion, are fully reimbursable to Board members consistent with the Executive Director's policy on expense reimbursement for volunteers.

2.22.1. Form of Claims - Expenses must be claimed on a Board Expense Form, supplemented by actual receipts specifying the expense and the amount of taxes included, save for claims for automobile mileage, parking meters, urban mass transit, and tips where receipts are not feasible. Where a cash advance has been received toward such expenses, this shall be specified on the expense form.

2.22.2. Timing of Claims - Forms should be submitted in a timely manner: within two weeks if possible, and in any case well before the next Board meeting in order to allow an accurate accounting of Board expenses to date, and certainly before the end of each fiscal year.



3. BOARD-EXECUTIVE DIRECTOR RELATIONSHIP

3.1. Global Board-Executive Director Relationship

The Board's sole official connection to the operational organization, its achievements and conduct will be through a chief executive officer, titled Executive Director, who is hired by and accountable to the Board of Trustees as confirmed through a contract approved by the Board and signed by the Executive Director and Board member authorized by the Board and as overseen by the Executive Director Contract Committee (See section 2.18.1)

3.1.1. Executive Director Accountability –

The Executive Director is the Board's only link to operational achievement and conduct, so that all authority and accountability of staff and volunteers working with staff, as far as the Board is concerned, is considered the authority and accountability of the Executive Director.

3.1.2. Board Does Not Instruct Staff & Volunteers –

The Board will never give instructions to persons who report directly or indirectly to the Executive Director.

3.1.3. Board Does Not Evaluate Staff & Volunteers –

The Board will not evaluate, either formally or informally, any employee or volunteer other than the Executive Director but may give feedback to the Executive Director on staff performance. (See section 3.3.)

3.1.4. Board Evaluation of Executive Director –

Organizational accomplishment of Board stated Ends and avoidance of Board proscribed means, situations and actions will be viewed as successful Executive Director performance.

3.1.5. Board Readiness in Event of Loss of Executive Director –

The Board will review at least annually its readiness in the event of Executive Director resignation or termination.

3.2. Instructions to the Executive Director –



3.2.1. Only officially passed decisions of the Board are binding on the Executive Director.

3.2.2. Delegation to the Executive Director –

The Board will instruct the Executive Director through written policies which prescribe the organizational outcomes to be achieved (in Ends policies), and describe organizational situations and actions to be avoided (in Executive Director Limitations policies), allowing the Executive Director to use any reasonable interpretation of these policies.

3.2.3. Systematic Policy Development –

These policies will be developed systematically from the broadest, most general level to more defined levels.

3.2.4. Minimum Necessary Executive Limitations –

In order not to unnecessarily hinder the Executive Director's ability to achieve owners' Ends, the Executive Director Limitations will be kept to the minimum necessary for protection of owners' interests.

3.2.5. Any Reasonable Interpretation –

As long as the Executive Director uses any reasonable interpretations (see relevant Policy) of the Board's Ends and Executive Director Limitations policies, the Executive Director is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities. Such decisions of the Executive Director shall have full force and authority as if decided by the Board.

3.2.6. Changing Board and Executive Director Domains –

The Board may, on reasonable notice, change its Ends and Executive Director Limitations policies, thereby shifting the latitude of choice given to the Executive Director and the boundary between Board and Executive Director domains. However, the Executive Director's performance will only be judged in relation to the policies in place at the time.

3.2.7. Requests for Information –

In the case of Board members or committees requesting information or assistance without Board authorization, the Executive Director can refuse such requests that require, in the Executive Director's opinion, a material or inappropriate amount of employee time or funds or are disruptive.



3.3. Board members handling of concerns –

To ensure that the Board acts in a manner that respects its accountability to CUC members and its delegation to the Executive Director, the following process shall be used when Board members have or receive concerns about matters that fall under the Executive Director's authority. In all cases, the EDCC (Executive Director Contract Committee) shall keep a written log of the process of the concern that shall be provided to the Board at the next Board meeting

3.3.1. Initial Board Member Response to complaints/issues brought to their attention –

When any concern regarding matters delegated to the Executive Director is raised, the Board member to whom the concern has been addressed should explain that the Board requires the Executive Director to handle all operational matters within board policy and holds him/her accountable for adherence to that policy. Unless a Board member has been specifically authorized to speak on behalf of the Executive Director, he or she should then offer to pass the concern on to the Executive Director via the President and ask the concerned individual to contact him/her again in writing if the matter has not been resolved within a reasonable time period. (See further section 2.18.1 Executive Director Contract Committee.)

3.3.2. Written Documentation to Chair –

In all cases the Board member concerned should ensure that there is written documentation of the concern provided to the President. Such documentation need not identify the person with the concern if that person prefers to remain anonymous.

3.3.3. Forwarding of Written Complaints –

The President should provide written documentation of the concern to the Executive Director with a request for a response within a specified reasonable time period to the person concerned with copies to the President and the board member who was the initial respondent (if a different person).

3.3.4. Assessment re Adherence to Board Policy –

The President shall assess whether the concern indicates potential non-adherence to board policy.

3.3.5. Procedure if Potential for Non-Adherence to Board Policy –



If the President believes that a board policy may not have been adhered to, the President shall ask the Executive Director to provide the Board with a monitoring report including interpretation, rationale and evidence of adherence to the relevant policy or policies.

- Non adherence to “any reasonable interpretation” found -
If non adherence is found, the matter should be dealt with under the Board’s Monitoring Executive Director Performance Policy.
- Adherence to “any reasonable interpretation” found -
If adherence to any reasonable interpretation of board policy is established, the Board should also assess whether board policy is adequate. If in doubt, the policy should be placed on the board’s agenda for a decision.

3.3.6. Initial Board Member Response to concerns they identify themselves. –

When a Board member has a concern regarding the Executive Director’s handling of operational matters he/she should bring that concern to the attention of the President (and chair of the EDCC) who will follow the process outlined in Policy 3.3.4 Assessment re Adherence to Board Policy.

3.4. Monitoring Executive Director Performance –

Monitoring is done to determine the degree to which Board policies are being met. Data that do not contribute to this will not be considered to be monitoring data.

3.4.1. Acquisition of Monitoring Data –

The Board will acquire monitoring data by one or more of three methods: (a) by internal report, in which the Executive Director discloses compliance information to the board, (b) by external 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.

3.4.2. Compliance Standard –

In every case, the standard for compliance shall be any reasonable interpretation of the Board policy being monitored. The Board is final arbiter of reasonableness, but will always judge with a “reasonable person” test rather than with interpretations favoured by Board members or by the Board as a whole.

3.4.2.1. Adherence to “any reasonable interpretation” found. - If the Board accepts that the Executive Director’s interpretation has been:



- a) sufficiently justified as a reasonable interpretation of Board policy, and
- b) the data supplied supports a positive adherence conclusion,

no further action need be taken.

3.4.2.2. Non adherence to “any reasonable interpretation” found. - If the Board believes either:

- a) that the Executive Director’s interpretation is insufficiently justified as a reasonable interpretation of Board policy, or
- b) that the data supplied is insufficient to support the adherence conclusion, the Board shall require a new report.
- c) If a non-adherence conclusion is reported or found, the Board shall require adherence to be established within a specified time-frame.

3.5. Monitoring Schedule –

3.5.1. All policies that instruct the Executive Director will be monitored at a frequency and by a method chosen by the Board.

3.5.2. The Board may monitor any policy at any time by any method, but will ordinarily depend on a routine schedule as outlined in the approved Ends and Means Alignment Chart.

3.5.3. The Ends and Means Alignment Charts shall include statements of the following regarding Staff action plans: Ends, Means within each End (Executive Director Interpretations), Monitoring Schedule (for one or more years), Measures of Success/Progress, and Results.

3.5.4. The Ends and Means Alignment Charts may also include similar statements regarding a) Board action plans and b) approved Annual Meeting resolution action plans.

3.5.5. The purpose of monitoring is to help the Executive Director be accountable to the Board and the Board to be accountable to the membership. Accordingly, monitoring reports are typically reviewed no later than the following dates or the reasons stated:

- January, to evaluate annual performance after the 31 Dec end of fiscal year;
- April, to help Board and Staff prepare consistent and informative reports to the Annual General Meeting in May;



- September, to help Board and Staff set goals for the following fiscal year and incorporate any new directions set at the preceding May Annual General Meeting.

Reference: Most recently updated Ends & Means Alignment Chart

3.6. Annual Executive Director Evaluation –

The Board will conduct an annual Executive Director evaluation typically in November of each year. This will be a summation of the results of monitoring reports reviewed in the preceding twelve months. The Board will review the Executive Director’s salary immediately thereafter.



4. EXECUTIVE DIRECTOR LIMITATIONS

4.1. Global Executive Constraint –

The Executive Director shall not cause or allow any practice, activity, decision, or organizational circumstance which is unlawful or imprudent or in violation of commonly accepted business and professional ethics and practices. This includes the need for adherence to the CUC's, Articles, Bylaws, Statement of Principles and other agreements and resolutions of the CUC's members (see section 3.5.4), as well as CUC Board Ends and Executive Director Limitations policies.

4.2. Prudent Decision-Making –

The Executive Director shall not allow decisions to be made without a sound decision-making process including the use of relevant expertise as necessary.

4.3. Treatment of Members –

The Executive Director shall not cause or allow conditions to occur which are unprofessional, disrespectful, unsafe or unfair to member congregations or their members or which breach members' confidentiality.

Further, without limiting the scope of the foregoing:

4.3.1. Consideration of Members' Views –

The Executive Director shall not allow significant development of or changes to programs or processes without due consideration of the views of those members who may be impacted by them.

4.3.2. Accessibility of CUC Venues –

The Executive Director shall not hold CUC events at venues where functions and accommodations are not reasonably accessible to people with disabilities.

4.4. Treatment of Staff & Volunteers –

With respect to the treatment of all employees, consultants, contract workers and volunteers working for the CUC the Executive Director shall not cause or allow conditions that are inequitable, inhumane or unsafe.

Further, without limiting the scope of the foregoing by this enumeration:



4.4.1. Personnel Rules –

The Executive Director shall not operate without written personnel rules which:

- a) clarify rules and benefits for employees,
- b) provide for effective handling of conflict, and
- c) protect against wrongful conditions, such as abuse, nepotism and grossly preferential treatment for personal reasons.

4.4.2. Unitarian or Universalist Affiliation –

In the hiring of executive and program staff, the Executive Director shall give preference to staff who embrace the Principles and Sources of the Canadian Unitarian Council.

4.4.3. Job Descriptions & Reviews –

The Executive Director shall not allow a permanent position to exist without a job description which outlines the required competencies and accountabilities of the position and which is reviewed and revised as necessary at least annually.

4.4.4. Salary Increases –

The Executive Director shall not increase staff salaries in excess of the national cost of living allowance (“COLA”) without basing such increments on documented performance evaluations.

4.4.5. Freedom to Dissent –

The Executive Director shall not discriminate against any employee for non-disruptive expression of dissent.

4.4.6. Access to Board –

The Executive Director shall not prevent staff and volunteers from accessing the Board when:

- a) Internal conflict resolution procedures have been exhausted; or
- b) The employee alleges that Board policy has been violated.

4.4.7. Employee Awareness of this Policy –



The Executive Director shall not fail to acquaint employees with his or her interpretation of this policy.

4.5. Financial Health –

With respect to CUC’s ongoing financial condition, the Executive Director shall not jeopardize the organization’s financial health or allow funds to be used contrary to stated Ends priorities.

Further, without limiting the scope of the foregoing by this enumeration:

4.5.1. Planning Timeframe –

The Executive Director shall not fail to ensure that a rolling three-year operational and financial plan for the organization is maintained.

4.5.2. Budget Detail -

The Executive Director shall not cause or allow budgeting that contains too little detail to enable: an accurate projection of revenues and expenses, separation of capital and operational items, cash flow and subsequent audit trails and disclosure of planning assumptions expenses, separation of capital and operational items.

4.5.3. Balanced Budget –

The Executive Director shall not cause or allow budgeting that plans the expenditure in any fiscal year of more funds than are conservatively projected to be received in that year without explicit Board agreement.

4.5.4. Actual vs. Budgeted Net Income –

The Executive Director shall not allow the net income to be less than the budgeted figure for that period, without explicit Board agreement.

4.5.5. Expenditure Limit –

The Executive Director shall not expend more funds in the fiscal year than are planned within the overall approved budget.

4.5.6. Cash Flow –

The Executive Director shall not allow cash to drop below the amount needed to settle payroll and debts in a timely manner.



4.5.7. Asset Management –

With respect to proper stewardship of the CUC’s assets, the Executive Director shall not allow corporate assets to be unprotected, inadequately maintained or unnecessarily risked.

A CUC Risk Management Strategy, including fraud, was under review in 2015.

Further, without limiting the scope of the foregoing by this enumeration:

4.5.7.1. Purchasing Limit - The Executive Director shall not make any purchase:

- a) wherein normally prudent protection has not been given against conflict of interest;
- b) of over \$5,000 without having obtained comparative prices and quality;
- c) of over \$15,000 without a stringent method of assuring the balance of long-term quality and cost.

Orders shall not be split to evade these criteria.

4.5.7.2. Real Property - The Executive Director shall not acquire, encumber or dispose of real property.

4.5.7.3. Maintenance of Long Term Reserves - The Executive Director shall not use any long-term reserves other than as agreed by the board in Annual Payout Rate and Development Allocation policies. These policies are proposed by the Board for Annual General Meeting approval as part of the annual budget for the forthcoming year.

4.5.7.4. Annual Payout Rate and Development Allocation Rate policies are reviewed by the Board in September each year.

4.5.7.5. Disposal of Assets - The Executive Director shall not dispose of other CUC-owned assets at less than fair market value.

4.5.7.6. Asset Insurance - The Executive Director shall not fail to insure CUC property, premises and activities against property losses and liability claims.

4.5.7.7. Investment Management - The Executive Director shall not allow the Association’s investments to be improperly or imprudently managed.



- 4.5.7.7.1. Operation within Board Policy - The Executive Director shall not allow the CUC's investments to be managed without full regard to this Policy Manual.
- 4.5.7.7.2. Expert Advice - The Executive Director shall not allow decisions to be made without a sound decision-making process including the use of relevant expertise as necessary
- 4.5.7.7.3. Appointment of Investment Manager - The Executive Director shall not allow the board to be without the information it needs to select the Investment Manager.
- 4.5.7.7.4. Portfolio Composition - The Executive Director shall not allow any deviation from the portfolio composition as set out in the Investment Policy Statement.
- 4.5.7.7.5. Portfolio Reports - The Executive Director shall not allow interested monitoring groups to be without detailed monthly statements of the investments under management by the Investment Manager.
- 4.5.7.7.6. Proxy Voting - The Executive Director shall not allow the person designated to vote the proxies for the CUC's holdings to be without relevant information.

4.5.8. Debt Management

The Executive Director shall not incur debts in an amount more than can be repaid within 90 days.

4.5.9. Special Purpose Endowments & Trusts and Designated Disbursement Funds

The Executive Director shall not allow the Special Purpose Endowments and Trusts or Designated Disbursement Funds (including the Congregational Investment Fund) that the CUC administers to be used other than for the purposes stated in their respective Terms of Reference.

The Terms of Reference for the Special Purpose Funds are shown in Appendix B; those for the Designated Disbursement Funds are shown in Appendix C.

Further, without limiting the scope of the foregoing:

4.5.9.1. Inflation Protection



The Executive Director shall not allow the real capital value of the General Endowment Fund or the Special Purpose Endowment Funds to be unprotected from inflation.

4.5.9.2. Unexpended Funds

The Executive Director shall not fail to carry any unexpended funds over into the same fund for the following year

4.5.9.3. Board Approval

Where donors to a fund have specifically required Board approval for disbursements from that fund, the Executive Director shall not fail to bring the proposed disbursements to the Board along with monitoring assurances regarding the relevant Board policies.

4.5.9.4. Changes to Terms of Reference

The Executive Director shall not change the Terms of Reference of any fund covered by this policy.

4.5.10. Financial Controls

The Executive Director shall not receive, process or disburse funds under controls that are insufficient to meet the CUC auditor's standards.

4.5.11. Claims of Liability

The Executive Director shall not unnecessarily expose the CUC Board of Trustees or its staff to claims of liability.

4.5.12. Government Payments & Filings

The Executive Director shall not allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.

4.5.13. Records & Archives

The Executive Director shall not fail to maintain and protect pertinent CUC records and archival material completely and accurately, and to make this information available to those who are duly authorized.

4.6. Human Resources



The Executive Director shall not put the organization at risk with respect to the CUC's management of Human Resources.

Further, without limiting the scope of the foregoing by this enumeration:

4.6.1. No Guaranteed Employment –

The Executive Director shall not create new positions with a promise or implication of permanent or guaranteed employment.

4.6.2. CUC Staff Compensation Practices –

The Executive Director shall not allow inappropriate compensation practices for all CUC paid staff, both full and part time.

4.6.3. Executive Director Compensation –

The Executive Director shall not change the Executive Director's compensation or benefits without Board approval.

4.6.4. Other Employment, Compensation & Benefits –

With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteers, the Executive Director shall not cause unfunded liabilities to occur, or in any way commit CUC to paying benefits which incur unpredictable future costs.

4.6.5. Staff Exit Interviews –

The Executive Director shall not allow departing staff to leave without an exit interview conducted by someone other than their direct superior.

4.7. Communications

4.7.1. The ED shall not allow CUC to operate without a protocol for the internal and external communications of the CUC.

4.7.2. The ED shall not fail to develop flexible communications capabilities.

4.8. Head Office Location –

The Executive Director shall not allow the head office of the CUC to be out of easy reach by Toronto public transportation.



4.9. Support to the Board

The Executive Director shall not cause or allow the Board to be uninformed or misinformed or unsupported.

Further, without limiting the scope of the foregoing by this enumeration:

4.9.1. Information on Trends and Changes - The Executive Director shall not allow the Board to be uninformed about relevant trends including material external and internal changes in the assumptions upon which any Board policy has previously been established.

4.9.2. Anticipated or Actual Policy Non-Compliance -

The Executive Director shall not allow the board to be unaware of actual or anticipated non-compliance with any policy of the Board.

4.9.3. Board Behaviour -

The Executive Director shall not allow the Board to be unaware if, in his or her opinion, the Board is not in compliance with its own policies on Governance Process and Board-Executive Director Relationship, particularly in the case of Board behaviour that is detrimental to the work relationship between the Board and the Executive Director. The Executive Director should also not allow the Board to be uninformed about anything he or she believes is missing from the Board's policy making, but is not responsible for its completeness.

4.9.4. Information for Board Deliberations -

The Executive Director shall not allow the Board to be without as many staff and external points of view, issues and options as the Board determines it needs for fully informed Board choices.

4.9.5. Field Information -

The Executive Director shall not allow the Board to be uninformed on significant congregational change or events as well as CUC programs and services offered to members.

4.9.6. Logistical & Administrative Support -

The Executive Director shall not allow the CUC Board or its committees to be without logistical and administrative support.



4.9.7. Dealing with the Whole Board –

The Executive Director shall not deal with less than the whole Board except when

- a) fulfilling individual requests for information; or
- b) responding to officers or committees duly charged by the board.

4.10. Executive Succession –

The Executive Director shall not function without at least one other staff member familiar with Board and Executive Director issues and processes, and who shall be ready to assume Executive Director responsibilities should the need arise.



Appendix A. Capital Funds

Capital Funds refers to monies which are held in long-term reserve, and invested with the intention of earning income for the annual CUC budgets and programs. All capital funds are invested together in a General Investment Fund. For internal accounting purposes the General Investment Fund is divided into an Unrestricted Reserve Fund, a General Endowment Fund, and several special-purpose restricted trust funds.

1. UNRESTRICTED FUND

One portion of the General Investment Fund is known as the Unrestricted Reserve Fund. New unrestricted contributions of capital are added to this fund, and all income realized from investments is capitalized into it. Any required withdrawals of either investment income or capital are taken from this fund, as per the Board Investment Policy. These shall include an annual transfer to the General Endowment Fund and each of the special purpose trusts of an amount sufficient to maintain their real value after inflation to be confirmed by reference to the original endowment document. Withdrawals from the Unrestricted Reserve Fund will also include payouts of net investment income in excess of inflation to be made to the operating budget and to the special purpose trusts; the total amount of such payouts to be made from net investment income after inflation is decided each year by the Board on recommendation of the Investment Committee. Withdrawals from the Unrestricted Reserve Fund may also include payment of investment management fees, and withdrawals of capital to cover operating deficits.

2. GENERAL ENDOWMENT FUND

Another portion of the General Investment Fund is designated as the General Endowment Fund. This consists of specified endowment donations; it is internally restricted to preserve its real capital value: only net income after inflation earned on this capital may be transferred to the operating budget of the CUC.

3. SPECIAL PURPOSE ENDOWMENTS AND FUNDS

Finally, the General Investment Fund includes a number of special purpose, externally restricted endowments and trusts described below, whose real capital value is to be preserved as above. These special purpose trusts receive a pro-rata share of whatever net real income from investments is earned each year, in addition to the required inflation premium. This income is then distributed by the CUC according to the purposes of each trust. See Appendix B below.



Appendix B: Special Purpose Endowments and Funds

1. THE PERCY SIMPSON BAILEY FUND

According to the wishes of the donor the principal of the fund is to be kept intact and the income to be used for the work of the 'Unitarian Church in Canada', in a manner to be determined from time to time by the CUC. In 1990 the Board decided that the fund would be protected from inflation by capitalizing a portion of the income annually and that the balance of the income would be transferred to the theological education fund each year. Fund monies are invested with other CUC capital funds as per the CUC Investment Policy.

2. NANCY AND VICTOR KNIGHT FUND

In 1996 funds were received for the purpose of establishing a perpetual fund to honour the ideals exemplified by the lives and work of Nancy and Victor Knight in furthering the principles of Unitarianism and Universalism in Canada. An award is to be made annually from the income of the fund at the Annual Conference and Meeting of the CUC to a living person, who has made a notable contribution to furthering liberal religious principles in Canada. Who is to receive the award, and the gift to be awarded, are selected by the Board on the recommendation of a selection committee comprised of previous winners of the award. Fund monies are invested with other CUC capital funds as per the CUC Investment Policy. The fund is protected from inflation by a transfer from the unrestricted fund each year, and a pro-rata share of investment income after inflation is added to this fund each year.

3. AVALON FUND

A grant of money made to the CUC by Ed and Elinor Ratcliffe in 2000, the income and capital of which are to be used to foster the vitality and growth of the Avalon Unitarian Universalist Fellowship in St. John's Newfoundland, or in the event the Avalon Fellowship ceases to operate, to support the establishment of a UU presence in Newfoundland. Fund monies are invested with other CUC capital funds pending distribution, as per the CUC Investment Policy. Disbursements from the fund are made at the discretion of the CUC Board, normally at the request of the Avalon Unitarian Universalist Fellowship.

4. DISSOLVED CONGREGATIONS FUND

Member congregations that dissolve transfer their assets after dissolution to the CUC, where they are held in trust for up to ten years in a separate account reserved for distribution to any new congregation that may become established in the same geographical area, on terms to be determined on a case-by-case basis by the Board.

5. CONGREGATIONAL INVESTMENT FUNDS

Congregations may choose to deposit some or all of their endowment or other funds with the CUC, to be held in trust for the congregation, and invested on their behalf by the CUC to earn



income for that congregation's endowment. Such funds are commingled with the CUC General Investment Fund, and are invested according to the CUC Investment Policy.

Appendix C: Descriptions of Designated Disbursements Funds

These are monies received by the CUC from congregations, from individuals or from other sources each year, which are designated for disbursement to other organizations or for specific purposes. Contributions from individuals are tax-receiptable by the CUC.

1. THEOLOGICAL EDUCATION FUND

This consists of monies received from special collections taken at services of ordination and installation of ministers in our CUC congregations, plus transfers of income from Toronto First's MacKie-Jenkins Fund, and transfers of income from the Percy Simpson Bailey Fund. Disbursements are made by the Board upon recommendation of the Board's Theological Education Committee, in support of Unitarian and Universalist theological education in Canada, particularly in the form of cash bursaries to qualified Canadian UU Theological Students who apply.

2. SHARING OUR FAITH FUND

Special 'Sharing Our Faith' collections are taken up in member congregations, usually once a year around February. These special collections are then forwarded to the CUC and are designated for growth projects within our member congregations or in the several "emerging groups". Contributions are combined into a fund which is distributed annually by the Board among congregations who apply for assistance for special projects that are beyond their current means but which can be seen to assist them to reach a higher level in mission, growth and visibility.

3. LAY CHAPLAINCY TRAINING FUND

Revenue from fee-paying rites of passage (weddings, etc.) performed by Lay Chaplains in our congregations. The levy is \$10 per rite of passage performed. These are remitted to the CUC by the congregations once a year in October. Expenditures from the fund are decided by the Lay Chaplaincy committee and are intended to fund the creation and delivery of education, training and professional development programs for lay chaplains and congregational lay chaplaincy committees throughout Canada, and to subsidize the participation of Lay Chaplains, candidates for lay chaplaincy, and congregational lay chaplaincy committees in such training and professional development.

4. VOLUNTEER CANADA FUND

Monies received from a grant from Volunteer Canada. Disbursements are made for purposes of enhancing safe congregations and screening our faith initiatives.

5. GROWTH PROJECT

A CUC project over several years funded by Veatch funds, which were disbursed on the advice of the Growth coordinator staff person hired at the time of the original grant, whose contract eventu-



ally came to an end. Funds remaining are to be disbursed in keeping with the general description of the project for which the funds were solicited.

6. IARF/ICUU TRAVEL POOL

Monies set aside in each year's CUC budget to provide subsidies for individuals representing the CUC at IARF and ICUU events. Disbursed for this purpose at the discretion of the Board.

7. REGIONAL FUNDS

Monies left over from events in each region; saved for seed money or other expenditures in each region;

8. LIFESPAN LEARNING FUNDS

Monies accumulated by various subgroups, especially youth, both nationally and regionally; saved for seed money or other expenditures to benefit those same groups;.

9. IARF CANADIAN CHAPTER FUND

In general, 50% of membership donations from Canadians to the International Association for Religious Freedom paid to and receipted through the CUC are allocated to this fund, which comprises the operating account of the Canadian Chapter of IARF. The account is administered by the CUC with disbursements decided by the Canadian Chapter President. Out-of-pocket costs for photocopies and postage for IARF mailings are paid to the CUC from this account.

10. IARF NEW YORK FUND

The other 50% of Canadian membership donations to IARF that are paid to and receipted by the CUC are allocated to this fund. The balance in this fund is transferred to the New York Office of IARF, and the fund thus emptied out, at least quarterly.

11. CHURCH OF THE LARGER FELLOWSHIP FUND

Canadians may join and support the UUA's Church of the Larger Fellowship through donations to the CUC, earning a Canadian tax receipt. The CUC transfers the donations to the CLF in the name of the person supporting the CLF. Monies for CLF are accumulated in this fund and transferred to CLF at least quarterly.

12. CONTINENTAL / INTERNATIONAL UU ORGANIZATIONS AND FUNDS

Tax-receiptable contributions from Canadians to continental or international UU organizations such as the Partner Church Council, UUUNO, ICUU, Interweave, UUWF, etc. Amounts received are paid over to the payee by the CUC office at least quarterly.

13. CUUL SCHOOL FUND

An operating account for the Canadian Unitarian Universalist Leadership School. The school is intended to be entirely self-financing with revenue coming from fees from scholars attending and from the congregations they represent.



Appendix D: Investment Policy Statement

Last revised: December 2011

1. INVESTMENT OBJECTIVES

CUC capital funds shall be managed so as to

- 1.1. Preserve capital at inflation-protected levels as measured by the Consumer Price Index for Canada,
- 1.2. Generate a total return (capital gain plus income) beyond that after deduction of management or brokerage fees, over rolling seven-year periods, at a certain percentage (2011=3.5%) net of management fees, in order to finance annual payouts at approximately the same percentage rate to help pay for the cost of operations of the CUC, and
- 1.3. Allow new contributions and/or excellent performance of the investment portfolio to grow the capital funds over the long term. 'Total return' includes interest and dividends, plus or minus realized and unrealized capital gains or losses

2. INVESTMENTS

2.1. STANDARDS FOR FIXED INCOME INVESTMENTS

Bonds shall be limited to obligations of the Canadian or provincial governments and their agencies, the U.S. federal government and its agencies, money market notes, corporate bonds that carry a minimum single A rating, and preferred shares that carry a minimum P2 rating according to Moody's or the Dominion Bond Rating Service, however a maximum of 10% of the fixed income portion of the portfolio may be in bonds of BBB rating and preferred shares of P3 rating.

2.2. STANDARDS FOR EQUITY INVESTMENTS

Equity investments are to be limited to equities listed on the Toronto Stock Exchange, the New York Stock Exchange (including American Depository Receipts), AMEX, or NASDAQ National market.

2.3. RISKY INVESTMENTS

No investments shall be placed in real property, hedge funds, or similarly risky investments; however, investments in REITS (Real Estate Investment Trusts) are permitted.



2.4. PROFIT/LOSS CRITERIA

The discretion of the investment manager/broker shall be relied on to actively manage the fund so as to minimize losses and produce desired results. As well, he or she is encouraged to use a longer-term investment objective of 4 to 7 years, in evaluating losses and gains.

2.5. ASSET MIX

2.5.1. Fixed income investments (e.g. bonds) excluding cash or cash equivalents shall not exceed 60% of the total market value of the portfolio at any one time. Fixed income securities from any one corporate debt issuer shall not exceed 10% of the total portfolio.

2.5.2. Equities shall not exceed 60% of the total investment portfolio at any one time. It is recommended that equity investments shall be diversified among Canadian and other markets. Any single equity stock shall not exceed 10% of the total portfolio and the maximum weight of equities in any one of the ten S&P industry groups shall not exceed 30% of the equity portion of the total portfolio.

2.5.3. The total amount of securities from any one corporate issuer shall not exceed 15% of the total portfolio.

2.6. ADJUSTMENTS TO RESPECT GUIDELINES

Should capital appreciation or depreciation or other fluctuations in financial markets or the need for cash for investment transactions or CUC operations cause any of these guidelines to be violated, the CUC treasurer shall be consulted. Investments shall be adjusted to respect the guidelines in a prudent fashion and within a reasonable timeframe, normally 60 days.

2.7. INVESTMENT IN CASH

As well as for investment transactions or strategic ‘cash’ investments, a sufficient amount of the unrestricted reserve fund/general investment fund shall be kept in ‘cash’ to meet the cash flow needs for the CUC. Each year in April the CUC Treasurer shall indicate to the investment manager the probable schedule of cash withdrawals by the CUC.



3. ETHICAL RESPONSIBILITY

- 3.1. All reasonable efforts shall be made to ensure that CUC capital funds are invested in accordance with the Principles of our Religious Faith. All reasonable efforts shall be made to avoid holding securities issued by corporations and agencies directly involved in activities which injure or demean life or threaten to do so. In particular, as per the 1997 resolution of the CUC AGM, all reasonable efforts shall be made to avoid holding securities issued by corporations and agencies which derive more than 5% of their revenues from nuclear power, military weapons, tobacco, or gambling, or which persist in egregious human rights or labour relations violations or egregiously unsustainable environmental practices. These requirements should be interpreted reasonably so as to maintain the intent of this policy without precluding profitable investments.
- 3.2. The investment manager/broker shall use reputable third party research to eliminate objectionable investments.

Appendix E: Board Liaison Guidelines

Revised and approved by the Board: Sep 2015

General Responsibilities

1. Liaises with the Chairs of Monitoring Groups (MGs) in the designated subject area regarding current issues and action plans. Contacts the MG Chairs several times per year.
2. Maintains a good understanding of the topics being discussed by the MGs by reading e-mail, social media postings, and documents produced by the MGs.
3. Maintains a good knowledge of CUC resources available to congregations and MGs in the designated subject area, including staff, print and internet resources.
4. Assists the Executive Director (ED) in planning and conducting periodic MG Chair teleconferences / videoconferences.
5. Assists MGs to draft communications for signature by the ED or the President, or for Board approval.
6. Serves as a liaison between the CUC Board and external organizations active in the designated subject area.
7. Assists the ED in finding MG Chairs and leaders for action plans related to Resolutions approved by the membership in the designated subject area.



8. Recommends the names of Chairs of MGs for official appointment by the Board.
9. Assists staff in identifying volunteers from each region to be engaged in action in the designated subject area.
10. Proactively advances CUC action plans and policy recommendations at national and regional meetings for the designated subject area.
11. In cooperation with staff, prepares a written report to annual meetings regarding issues, actions and accomplishments in the subject area.
12. Prior to the annual meeting, requests information from MGs and staff regarding any persons or group active in the designated subject area deserving special recognition at the annual meeting.
13. In cooperation with staff develops additional board liaison guidelines as required in this subject area.

Appendix F: Board of Trustees Covenant

Last revised: 2008; Sep 2015

As members of the CUC's Board of Trustees, we are charged by the member congregations of the Canadian Unitarian Council with the responsibility of governing the business of the Council and with the overall management of its resources and finances.

We understand the responsibility and honour inherent in this position, and accept this charge willingly. We enter into covenant with each other as board colleagues; this covenant will guide our relations with each other, creating an environment that is a safe, respectful, and open one where we can engage in meaningful conversation and productive board work.

In my interactions with my board colleagues, staff and volunteers, I will:

- Be guided by the principle of belief in the inherent worth and dignity of every person
- Be open and curious rather than judgmental
- Listen actively and respond with consideration
- Attempt to balance compassion and honesty in considering other viewpoints
- Address differences of opinion or conflict with the person concerned in a respectful manner, and focus on finding solutions. If the matter remains unresolved, I will follow up as necessary with the President of the Board or another member of the Executive Committee



In my role as a Trustee, I:

- a) will make all reasonable efforts to attend Board meetings. If I am not able to, I will inform the President of the Board;
- b) will participate in a conscientious manner in discussion, initiatives and projects undertaken by the Board to the best of my ability;
- c) will use my skills and gifts to contribute to the work of the Board. If necessary, I will undertake to cultivate the required skills to fulfill my duties;
- d) will examine honestly any other areas of discomfort or disagreement I might have, and bring them forward for discussion in an appropriate, open and non-threatening manner. I will respectfully request the same of other Board members;
- e) am aware that, when acting in the capacity of a Board member, my primary loyalty is to the Canadian Unitarian Council. I bring a unique set of perspectives and values to the Board from my personal experience and region; this accountability to the CUC may come into conflict with other affiliations that I have. To the best of my ability, I will maintain loyalty to the CUC; if I am unable to, I will withdraw from the discussion or situation, and inform the appropriate parties as necessary;
- f) will respect and participate in the democratic processes of the Board and the CUC. Specifically, I understand that the Board expects its members to adhere to Board decisions, and I will respect this. I agree to speak as “one voice” on Board and Council policies and decisions outside the Boardroom, and agree to make no efforts to undermine or speak against those decisions. If I am not able to do so, I will seek the necessary counsel from the President and other colleagues, and consider options for dealing with the situation, including mediation or resignation from the Board;
- g) will bring forward to the appropriate person (President or other Executive member) any concerns or difficulties I might have about my membership on the Board, and be open to exploring solutions;
- h) will avoid any conflict of interest with respect to decisions relating to financial and other assets:
 - I understand that there must be no direct or indirect dealing or any conduct of private business or personal services between the organization and me except as procedurally controlled to ensure openness, competitive opportunity and equal access to “inside” information;
 - I must not use my position to obtain for myself, family members or close associates, employment within the organization;



- Should I be considered for employment, I must withdraw from the Board deliberation, including voting and access to applicable Board information.
- i) may not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies. My interaction with committees, the Executive Director, or with staff must recognize the lack of authority in any individual Board member or group of members except as agreed upon in previously approved processes;
- j) will only reflect that which is consistent with Board policy in my interactions with the public, press or other entities on behalf of the Board;
- k) will make no individual judgment of the Executive Director and other staff performance except as that performance is assessed against explicit policies by the official process;
- l) recognize that I will have access to confidential information. Confidential information may consist of legal, financial or personnel matters, reports on individual congregations, or other issues designated as confidential by the Board. I will treat all such information as confidential and will not discuss this in any context outside the parameters of executing my responsibilities as a Trustee. I will continue to maintain this confidentiality after my term on the CUC Board ends

I understand that it is a condition of membership on the CUC Board for Trustees to sign the Board Covenant and Confidentiality Agreement.

I have read, understood, and agree with the principles described in this covenant. To the best of my ability, I will conduct my behaviour on Council matters according to this agreement.

NAME	BOARD POSITION	SIGNATURE	DATE
	President		DD May YYYY
	Vice-President		DD May YYYY
	Treasurer		DD May YYYY
	Secretary		DD May YYYY
			DD May YYYY
			DD May YYYY
			DD May YYYY



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			DD May YYYY
			DD May YYYY



Appendix G: Official Observers Covenant

Last revised: 9 Oct 2015 – Based on Board of Trustees Covenant.

As official observers to the CUC's Board of Trustees as outlined in section 2.16.2.1 of the Board Policy Manual we are charged by the communities which have appointed us with the responsibility of contributing to the business of the Council and the effective overall management of its resources and finances.

We understand the responsibility and honour inherent in these positions, and accept this charge willingly. We enter into covenant with each other and with CUC Trustees as Board colleagues; this covenant will guide our relations with each other, creating an environment that is a safe, respectful, and open one where we can engage in meaningful conversation and productive board work.

In my interactions with my board colleagues, staff and volunteers, I will:

- Be guided by the principle of belief in the inherent worth and dignity of every person
- Be open and curious rather than judgmental
- Listen actively and respond with consideration
- Attempt to balance compassion and honesty in considering other viewpoints
- Address differences of opinion or conflict with the person concerned in a respectful manner, and focus on finding solutions. If the matter remains unresolved, I will follow up as necessary with the President of the Board or another member of the Executive Committee

In my role as Official Observer, I:

- m) will make all reasonable efforts to attend Board meetings. If I am not able to, I will inform the President of the Board;
- n) will participate in a conscientious manner in discussion, initiatives and projects undertaken by the Board to the best of my ability;
- o) will use my skills and gifts to contribute to the work of the Board. If necessary, I will undertake to cultivate the required skills to fulfill my duties;
- p) will examine honestly any other areas of discomfort or disagreement I might have, and bring them forward for discussion in an appropriate, open and non-threatening manner. I will respectfully request the same of other Board members;



- q) am aware that, when acting in the capacity of an Official Observer to the Board, my primary loyalty is to the Canadian Unitarian Council. I bring a unique set of perspectives and values to the Board from my personal experience and the communities I represent; this accountability to the CUC may come into conflict with other affiliations that I have. To the best of my ability, I will maintain loyalty to the CUC; if I am unable to, I will withdraw from the discussion or situation, and inform the appropriate parties as necessary;
- r) will respect and participate in the democratic processes of the Board and the CUC. Specifically, I understand that the Board expects its members and Official Observers to adhere to Board decisions, and I will respect this. I agree to speak as “one voice” on Board and Council policies and decisions outside the Boardroom, and agree to make no efforts to undermine or speak against those decisions. If I am not able to do so, I will seek the necessary counsel from the President and other colleagues, and consider options for dealing with the situation, including mediation or resignation from the Board;
- s) will bring forward to the appropriate person (President or other Executive member) any concerns or difficulties I might have about my membership on the Board, and be open to exploring solutions;
- t) will avoid any conflict of interest with respect to decisions relating to financial and other assets:
 - I understand that there must be no direct or indirect dealing or any conduct of private business or personal services between the organization and me except as procedurally controlled to ensure openness, competitive opportunity and equal access to “inside” information;
 - I must not use my position to obtain for myself, family members or close associates, employment within the organization;
 - Should I be considered for employment, I must withdraw from the Board deliberation, including voting and access to applicable Board information.
- u) may not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies. My interaction with committees, the Executive Director, or with staff must recognize the lack of authority in any individual Board member or group of members except as agreed upon in previously approved processes;
- v) will only reflect that which is consistent with Board policy in my interactions with the public, press or other entities on behalf of the Board;
- w) will make no individual judgment of the Executive Director and other staff performance except as that performance is assessed against explicit policies by the official process;
- x) recognize that I will have access to confidential information. Confidential information may consist of legal, financial or personnel matters, reports on individual congregations, or oth-



er issues designated as confidential by the Board. I will treat all such information as confidential and will not discuss this in any context outside the parameters of executing my responsibilities as an Official Observer to the Board. I will continue to maintain this confidentiality after my term on the CUC Board ends

I understand that it is a condition of membership on the CUC Board for Trustees as an Official Observer to sign this Board Covenant and Confidentiality Agreement.

I have read, understood, and agree with the principles described in this covenant. To the best of my ability, I will conduct my behaviour on Council matters according to this agreement.

NAME	BOARD POSITION	SIGNATURE	DATE
	Youth Observer to the Board		DD May YYYY
Reverend	Minister Observer to the Board		DD May YYYY

Appendix H: Socially Responsible Investment Policy

Last revised: 9 Oct 2015

Based on a 1997 CUC Annual General Meeting Resolution, the Board of Trustees of the CUC has instructed the professional financial manager of the funds of the CUC to make all reasonable efforts to avoid the holding of securities issued by corporations and agencies involved in nuclear power, military weapons, tobacco, gambling and all corporations that persist in human rights violations or persist in non-sustainable environmental practices. This manager will also advise the Board on investments to secure a just or reasonable return while avoiding undue risk.

Appendix I: (There is no appendix “I”)



Appendix J: Board procedures for electronic meetings

Revised and approved by the Board 15 May 2015

(To be reviewed, amended and approved by the board annually in May and signed by each Board member)

Resolution of the Board of Trustees concerning electronic meetings of the board

WHEREAS both the CUC's governing statute and its general by-law provide in effect that the Trustees may, if all the Trustees consent, hold a meeting entirely by teleconference or other electronic means that permit each Trustee to communicate adequately with each and all the others, provided that each Trustee has equal access to the specific means of communication to be used and that the Board of Trustees has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues are to be handled, the procedures for establishing quorum and recording votes;

RESOLVED, subject to the consent of all the Trustees for the holding of such a meeting, that the following rules be and are hereby adopted for such purpose:

1. The meeting shall be organized by the Executive Director or another CUC officer using the software made available for such purpose by the USA provider known as Zoom Video Communications and already in use by the board (or such equivalent software as may from time to time be approved by the board).
2. It is understood that the software allows each person attending the meeting to log in by computer, telephone or other electronic device using an access code supplied by the person organizing the meeting, and
 - (i) if using a device not transmitting the person's image, to hear and be heard by all the other participants;
 - (ii) if using a device transmitting the person's image, to hear and be heard by all the other participants, and to be seen by other participants using a device adapted to such purpose;
 - (iii) if using one or more devices adapted to such purpose, to hear and be heard by all the other participants, and to be seen by other participants using a device adapted to such purpose, and to view onscreen the documents displayed, and the comments transmitted in writing, by other participants.



3. In the days preceding any such meeting, the person organizing the meeting shall provide to each Trustee, and to each other person entitled to attend, the site links and access code necessary for logging in to such meeting either by computer or other device or by phone.
4. The board shall continue using its existing colour-coded system of signals that allows each person attending the meeting to request a chance to address the meeting, to express reservations about the topic under discussion, to express agreement or disagreement with any proposal, or to object to the procedures being followed at the meeting; it being understood that the software, as in the case of that currently in use, shall be such as to allow each person attending the meeting to send to the meeting as a whole, at the very least, a one-word message signalling one of the applicable colours, if not a longer text in the nature of a chat. The board may at any time, by resolution, replace the then existing system by a new one.
5. The presence of a quorum shall be established by the chair at the opening of any meeting. If any Trustee raises a question as to the identity of any person participating in the meeting, the chair shall take reasonable steps to resolve such issue. If at any point during the meeting a quorum no longer exists, the meeting shall be either terminated or adjourned to a later time.
6. In the event of a vote on any issue, such vote shall be conducted using the signal system mentioned above, and the declaration of the chair as to the result of the vote shall be conclusive.

The foregoing resolution is hereby adopted in writing by the Trustees in office on: **DD May YYYY**, with effect as of that date, as witness their signatures below. [Names and signatures of each trustee.]

Trustee 1

Trustee 2

Trustee 3

Trustee 4

Trustee 5

Trustee 6

Trustee 7

Trustee 8



Appendix K: Consent to furnishing documents by email

Revised and approved by the Board 15 May 2015

(To be reviewed, amended and approved by the board annually in May with addresses provided by each board member)

Pursuant to sections 265 and following of the Canada not-for-profit corporations Act and any pertinent regulations,

(1) the Canadian Unitarian Council (“CUC”) and

(2) for as long as they remain in office, CUC’s officers including in particular its Executive Director, as well as all the members of the CUC’s Board of Trustees,

each hereby consent to the use of ordinary email for the furnishing by any or all of the others of any information, notice, consent or waiver pertaining to the affairs of the CUC, provided such email is sent to their respective email addresses as set out below, or to such replacement email address as such addressee may have signified in writing.

Name	Email address	Signature
Canadian Unitarian Council by its President, Name		
Trustee 1 Name		
Trustee 2 Name		
Trustee 3 Name		
Trustee 4 Name		
Trustee 5 Name		
Trustee 6 Name		
Trustee 7 Name		
Trustee 8 Name		
Executive Director Name		

Date: DD May YYYY



Appendix L: Waiver of notice for board meetings

Last revised: 15 May 2015

(To be reviewed, amended and approved by the board annually in May with addresses provided by each board member)

THE undersigned, being all of the members of the Board of Trustees of the CUC in office immediately following the CUC’s Annual Meeting of Members held in May, 2015, hereby waive notice of the time and purpose of the meetings of the Board to be held electronically at 7:00 p.m. Eastern Time on the fourth Monday in each of the following months:

- June, August, October, November 2015
- January, February, March (approval of annual financial statements and agenda for Annual Meeting of Members), April 2016

or in each case at such other time and date of which at least ten days’ prior written notice shall have been given to each member of the Board by the President, Secretary or Executive Director.

AND we further waive notice of the time, place and purpose of the following face-to-face meetings of the Board:

- September 20, 2015 at [hour] p.m. and continuing until September 24, 2015 at [precise address], ON.
- May 19, 2016 at 9:00 a.m. at [precise address], Vancouver B.C. and continuing until the opening of the 2016 Annual Meeting of Members.
- May 20, 2016 at the last-mentioned address in Vancouver, B.C., immediately following the Annual Meeting of Members.

Name	Signature (or date of emailed consent received by Executive Director)
Trustee 1 Name	
Trustee 2 Name	
Trustee 3 Name	
Trustee 4 Name	
Trustee 5 Name	



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Trustee 6 Name

Trustee 7 Name

Trustee 8 Name

DD May YYYY