



**NORTHLAKE**  
**UNITARIAN UNIVERSALIST CHURCH**

*A spiritual home where all are welcome*

## **GOVERNANCE MANUAL**

**of the**

**Northlake Unitarian Universalist Church**  
**308 Fourth Avenue South**  
**Kirkland, Washington 98033**  
**(425) 822-0171**

**Latest edition published on October 10, 2023**

## TABLE OF CONTENTS

|   |           |
|---|-----------|
| <b>COVER PAGE</b>                           | <b>1</b>  |
| <b>BYLAWS</b>                               | <b>6</b>  |
| PREAMBLE                                    | 7         |
| ARTICLE ONE – NAME & AFFILIATION            | 7         |
| ARTICLE TWO – PURPOSE AND VALUES            | 7         |
| ARTICLE THREE – CONGREGATIONAL GATHERINGS   | 7         |
| ARTICLE FOUR – MEMBERSHIP                   | 8         |
| ARTICLE FIVE – MEMBER OBLIGATIONS           | 8         |
| ARTICLE SIX – MEMBER MEETINGS               | 8         |
| ARTICLE SEVEN – VOTING                      | 9         |
| ARTICLE EIGHT – FRIENDS                     | 10        |
| ARTICLE NINE – GOVERNANCE                   | 10        |
| ARTICLE TEN – BOARD & OFFICERS              | 11        |
| ARTICLE ELEVEN – MINISTRY                   | 12        |
| ARTICLE TWELVE – FINANCIAL MANAGEMENT       | 12        |
| ARTICLE THIRTEEN – INDEMNITY                | 13        |
| ARTICLE FOURTEEN – AMENDMENTS & DISSOLUTION | 14        |
| ARTICLE FIFTEEN – DEFINITIONS               | 14        |
| EXHIBIT A                                   | 15        |
| 2023 CERTIFICATE OF CORPORATE SECRETARY     | 15        |
| EXHIBIT B                                   | 16        |
| ARTICLES OF INCORPORATION                   | 16        |
| EXHIBIT C                                   | 19        |
| STANDING RULES - NORTHLAKE MEMBER MEETINGS  | 19        |
| EXHIBIT D                                   | 22        |
| BYLAWS HISTORY                              | 22        |
| <b>ORGANIZATIONAL CHART</b>                 | <b>23</b> |
| <b>BOARD CHARTERS</b>                       | <b>24</b> |
| EXECUTIVE CABINET CHARTER                   | 25        |
| LEADERSHIP COUNCIL CHARTER                  | 26        |
| COMMUNICATIONS COMMITTEE CHARTER            | 27        |
| FACILITIES COMMITTEE CHARTER                | 27        |
| FINANCE COMMITTEE CHARTER                   | 29        |
| GOVERNANCE COMMITTEE CHARTER                | 30        |
| NOMINATING COMMITTEE CHARTER                | 31        |
| <b>POLICIES AND PROCEDURES</b>              | <b>32</b> |
| BOARD                                       | 33        |
| Board Policy 01: Board Meeting Agendas      | 33        |
| Board Procedure 01-01: Consent Agendas      | 34        |
| Board Procedure 01-02: Efficient Meetings   | 34        |

|  |    |
|--|----|
| Board Policy 02: Default Procedures During Board Meetings                                  | 35 |
| Board Procedure 02-01: Default Board Meeting Procedures                                    | 36 |
| Board Procedure 02-02: Restoring Order   | 36 |
| Board Policy 03: Special Board Meetings  | 37 |
| Board Policy 04: Executive Sessions  | 38 |
| Board Procedure 04-01: Moving a topic to executive session                                 | 39 |
| Board Procedure 04-02: Publishing decisions made in executive session                      | 39 |
| Board Procedure 04-03: Adding or Excluding Potential Session Participants                  | 39 |
| Board Procedure 05-01: Emergency Contact and Notifications                                 | 41 |
| Board Procedure 05-02: Emergency Meetings  | 41 |
| Board Policy 06: Limitations on Committee Powers   | 43 |
| Board Procedure 06-01: Settling Conflicts  | 44 |
| Board Procedure 06-02: Appeals to the Board re: Committee Decisions                        | 44 |
| Board Policy 07: Committee Policies and Chairs   | 45 |
| Board Procedure 07-01: Adopting committee policies/procedures                              | 46 |
| Board Procedure 07-02: Revoking committee policies/procedures                              | 46 |
| Board Procedure 07-03: Appointing a chair when a position is new, vacant, or nearly vacant | 46 |
| Board Procedure 07-04: Removing and/or replacing an existing chair                         | 47 |
| Board Procedure 07-05: Healthy Congregation Team involvement                               | 47 |
| Board Procedure 07-06: Emergency suspension of chair role                                  | 47 |
| Board Policy 08: Resignation and Removal of Board Members                                  | 48 |
| Board Procedure 08-01: Removal mechanism   | 49 |
| Board Procedure 08-02: Healthy Congregation Team involvement                               | 49 |
| Board Procedure 08-03: Emergency suspension of board position                              | 49 |
| Board Policy 09: Treasurer Board Member Duties   | 50 |
| Board Policy 10: Secretary Duties  | 51 |
| Board Policy 11: Vice President Duties   | 52 |
| Board Policy 12: President Duties  | 53 |
| Board Policy 13: Board Member at Large Duties  | 54 |
| Board Policy 14: Membership Management   | 55 |
| Board Policy 15: Safety of Children, Youth, and Vulnerable Adults                          | 56 |
| Board Policy 16: Personnel Handbook  | 57 |
| Board Procedure 16-01: Formal Review of Personnel Manual                                   | 58 |
| Board Policy 17: Board Member in Charge  | 58 |
| Board Procedure 17-01: Duties of BMiC During Normal Service                                | 59 |
| Board Procedure 17-02: Duties of BMiC When Problems Arise                                  | 60 |
| Board Procedure 17-03: BMiC Supervising Evacuation   | 61 |
| Board Policy 18: Board Continuity  | 63 |
| Board Policy 19: Governance Calendar   | 64 |
| EXECUTIVE CABINET  | 67 |
| Executive Cabinet Policy 01: Consent Agenda  | 67 |

|   |     |
|---|-----|
| Executive Cabinet Policy 02: Transparency                                 | 68  |
| Executive Cabinet Policy 03: Topics                                       | 69  |
| Executive Cabinet Policy 04: Emergencies                                  | 70  |
| Executive Cabinet Policy 05: Knowledge & Skills                           | 71  |
| COMMUNICATIONS COMMITTEE  | 72  |
| Communications Committee Policy 01: Publication Content                   | 72  |
| Communications Committee Policy 02: Media Privacy                         | 73  |
| Communications Committee Policy 03: Document Naming Conventions           | 74  |
| Communications Committee Policy 04: Social Media Guidelines               | 75  |
| Communications Committee Policy 05: Crisis Communication                  | 76  |
| CC Procedure 05-01: Learning of a Crisis from the Media                   | 77  |
| CC Procedure 05-02: Learning of the crisis from a source other than media | 78  |
| CC Procedure 05-03: “The First 90 Minutes” meeting                        | 78  |
| CC Procedure 05-04: Media Procedure for Church Staff                      | 80  |
| FACILITIES COMMITTEE  | 83  |
| Facilities Committee Policy 01: Campus Safety                             | 83  |
| Facilities Committee Policy 02: Maintenance                               | 84  |
| FINANCE COMMITTEE   | 85  |
| Finance Committee Policy 01: Financial Accounts and Budget                | 85  |
| Finance Committee Policy 02: Stewardship                                  | 87  |
| Finance Committee Policy 03: Share the Plate                              | 88  |
| Finance Committee Policy 05: Treasurer                                    | 90  |
| Finance Committee Policy 06: Financial Conflict of Interest               | 91  |
| FIC Procedure 06-01: Vigilance  | 92  |
| Finance Committee Policy 07: Debt Management                              | 93  |
| Finance Committee Policy 08: Endowment                                    | 94  |
| Finance Committee Policy 09: Check Signatures and Payments                | 95  |
| GOVERNANCE COMMITTEE  | 97  |
| Governance Committee Policy 01: Policy Making                             | 97  |
| GC Procedure 01-01: Approval v. Acceptance                                | 98  |
| GC Procedure 01-02: Rationale   | 98  |
| GC Procedure 01-03: Collaboration   | 99  |
| GC Procedure 01-04: Implementation  | 99  |
| Governance Committee Policy 02: Meetings                                  | 100 |
| GC Procedure 02-01: Congregational Meetings                               | 101 |
| GC Procedure 02-02: Town Hall Meetings                                    | 101 |
| Governance Committee Policy 03: Committees                                | 102 |
| GC Procedure 03-01: Chair Appointments                                    | 103 |
| GC Procedure 03-02: Term Limitations                                      | 103 |
| GC Procedure 03-03: Coordination and Autonomy                             | 104 |
| GC Procedure 03-4: Responsibility and Duties                              | 104 |

|  |     |
|--|-----|
| GC Procedure 03-05: Reporting                      | 105 |
| Governance Committee Policy 04: Document Standards | 106 |
| GC Procedure 04-01: Guidelines                     | 107 |
| GC Procedure 04-02: Best Practices                 | 107 |
| GC Procedure 04-03: Reviews                        | 108 |
| Governance Policy 05: Document Renewal             | 109 |
| Governance Policy 06: Conflicts of Interest        | 110 |
| NOMINATING COMMITTEE                               | 111 |
| Nominating Committee Policy 01: Recruiting         | 111 |
| Nominating Committee Policy 02: Vetting            | 112 |



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## **BYLAWS**

**of the**

**Northlake Unitarian Universalist Church  
308 Fourth Avenue South  
Kirkland, Washington 98033  
(425) 822-0171**

**Ratified as Amended**

**October 1, 2023**

# **BYLAWS**

## **PREAMBLE**

These bylaws will incorporate, be subject to, and governed by, the relevant requirements of the Washington Nonprofit Corporation Act, RCW 24.03A effective January 1, 2022, and any subsequent amendments thereto. These bylaws will be in accord with the Articles of Incorporation dated May 27, 1998 and any subsequent amendments.

These bylaws will be in line with the requirements of Washington's Uniform Prudent Management of Institutional Funds, RCW 24.55. In the event of a direct conflict between the provisions of these bylaws and the Articles of Incorporation, the Articles of Incorporation will be the prevailing and controlling law. The Northlake Unitarian Universalist Church board is recognized as the sole member-elected governing body.

## **ARTICLE ONE – NAME & AFFILIATION**

- Section 1. The legal name of this church is Northlake Unitarian Universalist Church, herein referred to as Northlake. Its address is 308 Fourth Avenue South, Kirkland, WA 98033.
- Section 2. Northlake is affiliated with and financially supports the Unitarian Universalist Association, located at 24 Farnsworth St, Boston, MA 02210.

## **ARTICLE TWO – PURPOSE AND VALUES**

- Section 1. Northlake is a non-profit church.
- Section 2. The purpose and values of Northlake are voted on by members and expressed in a vision, mission statement, and the Northlake Covenant of Right Relations.

## **ARTICLE THREE – CONGREGATIONAL GATHERINGS**

- Section 1. Northlake will hold open and welcoming congregational gatherings for the purpose of worship on Sundays. Additional congregational gatherings may be held whenever appropriate at the discretion of Northlake's minister and leadership as defined in these bylaws and in accordance with local and state regulations.
- Section 2. Northlake will schedule town hall meetings on an as-needed basis. The town hall meetings will be focused on congregation-wide information pertinent to the mission, vision, and values of Northlake.

## **ARTICLE FOUR – MEMBERSHIP**

- Section 1. Membership application is open to any person who is in sympathy with the purpose of Northlake. Membership applicants will complete a prescribed onboarding program.
- Section 2. To maintain membership, the individual will actively participate; commit to and make a contribution of record each year; and act in alignment with the mission, vision, and values of Northlake.
- Section 3. Northlake members may participate in all aspects of Northlake activities, hold governance leadership positions, and lead ministerial teams, groups, and task forces.
- Section 4. Members who have passed away or requested that their membership be terminated will be removed from membership. Reasons for Northlake terminating membership include non-participation and not having made a contribution of record.
- Section 5. Northlake membership may also be terminated by the board for good cause, including breach of the Northlake Covenant of Right Relations. The covenant will be available to all. The board will exercise due process, while protecting the privacy and guarding the rights of members.

## **ARTICLE FIVE – MEMBER OBLIGATIONS**

- Section 1. Northlake is a self-governing church whose members are ultimately responsible for handling church affairs. Northlake members assume and carry out this obligation when they vote at member meetings. Northlake members are expected to respect and practice the principles outlined in the Northlake Covenant of Right Relations.
- Section 2. Responsibilities include electing board, treasurer, and nominating committee candidates. Responsibilities also include calling or dismissing a minister, voting on the proposed annual budget, and ratifying bylaws and amendments.
- Section 3. Northlake members ratify board proposals to purchase, sell, lease, exchange, or otherwise dispose of assets or real properties valued in excess of \$50,000; take on debt or expenses in excess of \$50,000; and initiate capital campaigns in excess of \$50,000.

## **ARTICLE SIX – MEMBER MEETINGS**

- Section 1. Northlake will hold an annual member meeting as required by law, and at least one other member meeting each year. The membership rolls will be kept complete and

current. The list of members will be available for inspection upon request a minimum of two business days before each member meeting, and available on-site until the meeting is adjourned.

- Section 2. Members will be given notice of the date, time, place, and proposed rules of procedure for each annual, regular, or special member meeting. Notification will be provided a minimum of 30 days before the scheduled date of an annual or regular member meeting. Notification for a special member meeting will be provided a minimum of 10 days before the scheduled date of the meeting. Notification may be by United States mail, telephone, or electronic notifications including but not limited to email, text message, website, newsletter, or social media post. Annual, regular, and special member meetings may be rescheduled or postponed by a simple majority of the board. A special member meeting may be canceled by a simple majority of the board.
- Section 3. Member meetings will be conducted using methods accessible to the members as decided by the board at the board's sole and absolute discretion. Attending members will be considered present, counted for quorum, and able to vote whether the meeting is held in person, via video conferencing or similar technology, or a hybrid of in-person and remote.
- Section 4. The rules of procedure for annual, regular, or special member meetings will be the Standing Rules for Member Meetings, supplemented when needed by the most recently published version of the Democratic Rules of Order.
- Section 5. Special member meetings will focus on one or more specific topics that will be stated in the notification. The board will call a special member meeting following the receipt of a written request from at least 5% of the members. The written request must include the purpose of the meeting. Special member meetings may also be called by the board president or by a simple majority of the board.

## **ARTICLE SEVEN – VOTING**

- Section 1. Northlake members eligible to vote will have been members for at least 30 days immediately prior to a meeting. A vote may only be taken when there is a quorum. A quorum exists when 30% or more members are present to vote, except as noted below.
- Section 2. The board will determine the method of voting, which may include paper, hand, voice, electronic, or a combination thereof. The Northlake member meeting presiding officer, typically the president of the board, will announce when polls open and close.

After the polls close no additional votes will be accepted. All votes will be in real time. There will be no proxy votes.

- Section 3. All motions at member meetings pass with a simple majority vote, greater than 50% of the members present, with three exceptions. 1) Ratification of the bylaws or amendments thereto requires a 30% quorum and a positive vote of at least 67% of the members present. 2) Proposals to purchase, sell, lease, exchange, or otherwise dispose of assets or real properties valued in excess of \$50,000; take on debt or expenses in excess of \$50,000; and initiate capital campaigns in excess of \$50,000 require a 30% quorum and a positive vote of at least 67% of the members present. 3) Calling or dismissing a minister requires a heightened quorum of 40% and a positive vote of at least 90% of the members present.

## **ARTICLE EIGHT – FRIENDS**

- Section 1. Northlake recognizes that our community includes friends who are in alignment with the Northlake mission, vision, and values, and who are asked to respect and practice the principles outlined in the Northlake Covenant of Right Relations.
- Section 2. Northlake friends may participate in ministry teams, groups, and task forces, and may assume leadership roles in the ministry at the request of the minister or board. Northlake friends may participate as members of governance standing committees, subcommittees, and task forces.
- Section 3. Northlake friends will not hold elected or appointed governance leadership positions. Northlake friends will not vote on member decisions or elections.
- Section 4. Northlake friends may make contributions of record.

## **ARTICLE NINE – GOVERNANCE**

- Section 1. Northlake church governance will be defined by member-ratified bylaws, board-ratified charters, and committee-ratified policies and procedures. The board will hold regular meetings to ensure that institutional operations are being carried out and will engage in long-term strategic planning to ensure alignment with the vision and mission.
- Section 2. The board will charter and oversee standing committees to which the board will delegate authority and responsibility for specific aspects of church institutional operations. Chartered committees will assume authority for the policies and procedures in their areas of responsibility, within the boundaries and limits specified

by their charter. The board may also charter other entities such as cabinets or councils.

## **ARTICLE TEN – BOARD & OFFICERS**

- Section 1. Northlake will be governed by a board, all of whom are Northlake members. Board members will be elected before a member meeting to a two-year term and will be limited to two consecutive terms. After serving on the board, a former board member will be eligible for re-election or appointment after a gap of two years. Terms will be staggered by electing at least two board members each year, not including the treasurer, who is elected to a three-year term by the members. The board will consist of 3 at-large members and 4 officers. The president, vice president, and secretary will be chosen by the board before the first meeting of the fiscal year. Electing the treasurer is described below.
- Section 2. The president will be the presiding officer at all business meetings of the members and of the board. The president will be an ex-officio member of board chartered committees and work in collaboration with the minister. The president will sign legal instruments on behalf of Northlake.
- Section 3. The vice president will be responsible for leadership of the organization whenever the president is unable or unwilling to carry out presidential responsibilities.
- Section 4. The secretary will ensure that the records of all board and member meetings are accurate, approved, available, and archived. If a bank or other institution specifically requires a signature from the secretary on behalf of Northlake, the secretary will comply.
- Section 5. The treasurer will be elected by the members at a member meeting to a three-year term. The treasurer is accountable to, and reports to, the members. The treasurer, a full voting member of the board, will monitor and keep the board updated regarding financial status, including, but not limited to, expenses, grants, endowments, debts, reserves, and contracts. If a bank or other institution specifically requires a signature from the treasurer on behalf of Northlake, the treasurer will comply.
- Section 6. The minister will advise the board in a non-voting position. The immediate past president of the board may be asked by the board to assume a non-voting board position for up to one year.
- Section 7. A board member may resign, succumb, or vacate their position at any time. The board will appoint a new board member, selected in the board's sole and absolute discretion, to fill a vacancy for the remainder of that vacated term. Elected and

appointed leaders may be removed by the board from office for good cause following due process.

- Section 8. The board will specify when and where regular board meetings will be held. The board will hold no fewer than ten monthly meetings per year. The board will notify Northlake members of the time of regular board meetings at the beginning of the fiscal year.
- Section 9. The quorum for a board meeting will be four board members present and able to vote. Approving a motion will require a minimum of four positive votes. In all other respects, the board will determine the procedures for reaching board decisions and the rules of procedure to govern board meetings.

## **ARTICLE ELEVEN – MINISTRY**

- Section 1. The Northlake pulpit will not be deprived of freedom of expression or action.
- Section 2. The board, in collaboration with the minister, may charter ministry entities such as a program council, a committee on ministry, and other ministry teams, groups, and task forces to facilitate the ministry in alignment with the vision, mission, and values of Northlake.
- Section 3. The minister and staff will be responsible for establishing, organizing, and managing the various ministry teams, groups, and task forces. The minister will make a full report to the members at an annual member meeting. The leaders of the ministry teams, groups, and task forces are accountable to the minister and Northlake members.

## **ARTICLE TWELVE – FINANCIAL MANAGEMENT**

- Section 1. The board is ultimately accountable for financial management of Northlake's assets, liabilities, and budget. The board will work in collaboration with the finance committee and the treasurer to ensure responsive short-term and long-term financial planning for the wellbeing of Northlake. Financial management will be consistent with the vision and mission of Northlake.
- Section 2. Northlake's finance committee and the treasurer will carefully manage the accounts on a monthly basis to enable optimal responsiveness to problems, levels of debt, and returns on reserve accounts. Northlake's accounts will include the operating account, the operating reserve, the capital reserve, the endowment fund, and other accounts as

needed. The finance committee and the treasurer will fully inform the board in a timely manner regarding changes in, and status of, these accounts.

- Section 3. All income and gifts to Northlake will be reviewed by the finance committee in collaboration with the board, to be in compliance with local law and the Northlake vision and mission. A restricted gift to Northlake will be created only by a gift instrument as recognized in Washington State law, such as a will, deed, grant, trust, or signed letter. A gift to Northlake without a written gift instrument transfers complete ownership of the gift to Northlake. The Northlake board reserves the right to reject any income or gift.

### **ARTICLE THIRTEEN – INDEMNITY**

- Section 1. The business and affairs of the corporation will be managed, and all corporate powers will be exercised by, or under the direction of, the Northlake board with the advice and guidance of the minister.
- Section 2. No member, board representative, officer, or staff member of Northlake will take any action or allow any activity or use that would endanger the non-profit corporate, charitable, or tax-exempt status of Northlake.
- Section 3. Northlake officers and trustees, board-appointed agents, and staff will be indemnified to the fullest extent provided by law for actions taken in service to the organization, except for any action determined by the board to have been criminal, reckless, taken for personal benefit, or otherwise performed in bad faith. This indemnity is designed to protect Northlake's duly elected and appointed church leaders and specifically does not apply to professional agents hired for pay, including but not limited to real estate agents, attorneys, and financial advisors. Northlake will maintain a comprehensive insurance policy that indemnifies board members, board-appointed agents, and staff, and that bonds the treasurer.
- Section 4. In any suit or legal action, the board, at its sole and absolute discretion, has the authority to advance legal fees and other costs incurred by an indemnitee. If any such suit or action results in a determination of bad faith and/or action in deliberate violation of the law, the indemnitee will reimburse Northlake for any advanced fees and costs, including reasonable attorney's fees and costs.

## ARTICLE FOURTEEN – AMENDMENTS & DISSOLUTION

- Section 1. The board is vested by the laws of the State of Washington to ensure that the bylaws meet legal requirements consistent with a church. Northlake members hold the power to ratify, amend, or repeal and replace the bylaws.
- Section 2. In the event Northlake Unitarian Universalist Church is dissolved, after paying all just claims and satisfying all liabilities and debts, all property, real and personal, will be transferred to the Unitarian Universalist Association, its legal successor, or, if no successor can be found, another 501(c)(3).

## ARTICLE FIFTEEN – DEFINITIONS

**Amend** means to make minor changes in a document to make it more accurate and up to date.

**Charter** means a document that outlines the structure, purpose, roles, responsibilities, and authority of an entity such as a committee.

**Church** means a non-profit organization that provides a gathering place for worship.

**Congregation** means a community that gathers for the purpose of worship, and includes members, friends, and visitors.

**Contribution of record** means there is a recorded gift of value that is freely given.

**Democratic Rules of Order** means the rules of procedure book written by Fred and Peg Francis.

**Due process** means the right to receive fair treatment, with adequate notice and an opportunity to be heard.

**Good cause** means there are adequate grounds or reasons to take action.

**Notice** means that members are informed of the time, date, and place of a meeting or an action.

**Ratification** means a document is approved by vote as specified in these bylaws. Ratify, adopt, and approve are synonyms.

**Standing Rules for Member Meetings** means the short guide describing member meeting procedures.

**Succumb** means to surrender to forces that cannot be changed that have led to being unable to fulfill the requirements of an appointed or elected leadership position.

**When required** means by law or by the rules of other entities, such as a bank.

EXHIBIT A

2023 CERTIFICATE OF CORPORATE SECRETARY

I, Diane W. DeWitt, certify that I am the current elected and acting Secretary of the Northlake Unitarian Universalist Church Board of Trustees. The above bylaws, consisting of 8 pages, are the bylaws of this corporation as adopted by the board on the 25<sup>th</sup> day of March 2023, and ratified by the voting members of the Northlake Unitarian Universalist Church of Kirkland, Washington, on the 23<sup>rd</sup> day of April 2023.

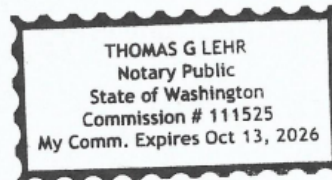
I further certify that the above bylaws were amended by the Northlake Unitarian Universalist Board of Trustees on the 17<sup>th</sup> day of August 2023. The voting members of the Northlake Unitarian Universalist Church ratified the amendment on October 1, 2023.

  
Secretary Signature

STATE OF WASHINGTON

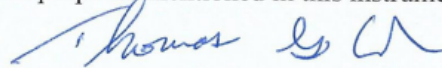
COUNTY OF KING

)  
) ss.  
)



I certify that I know or have satisfactory evidence that Diane W. DeWitt is the individuals who appeared before me, and said persons acknowledged that she signed this instrument and acknowledged it to be their free and voluntary act for the uses and purposes mentioned in this instrument.

Dated: October 3<sup>rd</sup>, 2023



Thomas G Lehr

Notary name typed or printed

Residing at: Kirkland WA


My appointment expires: 10/13/26

## EXHIBIT B

### ARTICLES OF INCORPORATION

\* FORM 1000-1 (REVISED 1/1/88) BY 10001  
APP

**STATE of WASHINGTON**



**SECRETARY of STATE**

*I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal,*  
hereby issue this

CERTIFICATE OF INCORPORATION


to

**NORTHLAKE UNITARIAN UNIVERSALIST CHURCH**


a Washington Non Profit Corporation. Articles of Incorporation were filed for record in  
this office on the date indicated below.

UBI Number: 601 878 696

Date: May 27, 1998



Given under my hand and the Seal of the State  
of Washington at Olympia, the State Capital



Ralph Munro, Secretary of State  
2-582713-0

1998 3341 8980 001 -003



**STATE OF WASHINGTON  
SECRETARY OF STATE**

Ralph Munro, Secretary of State

FILED  
STATE OF WASHINGTON

- Please PRINT or TYPE in black ink
- Sign, date and return original and one copy to:

CORPORATIONS DIVISION  
505 E. UNION • PO BOX 40234  
OLYMPIA, WA 98504-0234

MAY 27 1998

RALPH MUNRO  
SECRETARY OF STATE

- Be sure to include filing fee. Checks should be made payable to "Secretary of State"

**APPLICATION TO FORM A  
NONPROFIT CORPORATION**

(Per Chapter 24.03 RCW)

**FEE: \$30**

**EXPEDITED (24-HOUR) SERVICE AVAILABLE - \$20 PER ENTITY  
INCLUDE FEE AND WRITE "EXPEDITE" IN BOLD LETTERS  
ON OUTSIDE OF ENVELOPE**

FOR OFFICE USE ONLY

|                                |                  |
|--------------------------------|------------------|
| FILED: / /                     | UBI: 601 878 696 |
| CORPORATION NUMBER: 2.582713-0 |                  |

|   |   |
|---|---|
| IMPORTANT! Person to contact about this filing<br><br>Carolyn Hayek | Daytime Phone Number (with area code)<br><br>(425) 889-8101 |
|---|---|

**ARTICLES OF INCORPORATION**

|   |  |
|---|--|
| NAME OF CORPORATION   | (May contain designations such as "Association" "Services" or "Committee." May not contain a corporate designation such as "Corporation" "Incorporated" or "Limited" or the abbreviation "Corp." "Inc." "Co." or "Ltd.") |
| Northlake Unitarian Universalist Church   |  |
| EFFECTIVE DATE OF INCORPORATION   | (Specified effective date may be up to 30 days after receipt of the document by the Secretary of State)  |
| <input type="checkbox"/> Specific Date: _____ <input checked="" type="checkbox"/> Upon filing by the Secretary of State   |  |
| TERM OF EXISTENCE   | (Check one box only)   |
| <input checked="" type="checkbox"/> Perpetual <input type="checkbox"/> _____ Years (Please indicate number of years)  |  |
| PURPOSE FOR WHICH THE NONPROFIT CORPORATION IS ORGANIZED: (If necessary, attach additional information)   |  |
| to operate a church in King County (WA) east of Lake Washington and north of Bellevue and to engage in religious activities within the meaning of IRC 501(c)(3)   |  |
| IN THE EVENT OF A VOLUNTARY DISSOLUTION, THE NET ASSETS WILL BE DISTRIBUTED AS FOLLOWS: (If necessary, attach additional information)   |  |
| Upon dissolution, all assets, after payment of liabilities, shall be distributed to the Unitarian Universalist Association (or its successor), a tax-exempt religious organization under IRC 501 (c)(3).  |  |
| NAME AND ADDRESS OF WASHINGTON STATE REGISTERED AGENT   |  |
| Name Carolyn Hayek  |  |
| Street Address (Required) 102 State St. #206 City Kirkland State WA ZIP 98033   |  |
| PO Box (Optional - Must be in same city as street address) _____ ZIP (If different than street ZIP) _____   |  |
| I consent to serve as Registered Agent in the State of Washington for the above named corporation. I understand it will be my responsibility to accept Service of Process on behalf of the corporation; to forward mail to the corporation; and to immediately notify the Office of the Secretary of State if I resign or change the Registered Office Address. |  |
| Signature of Agent  | Carolyn Hayek May 5, 1998  |

|  |                                 |
|--|---------------------------------|
| NAMES AND ADDRESSES OF EACH INITIAL BOARD DIRECTOR (If necessary, attach additional names and addresses) |                                 |
| Name   | Nyssa Rogers See attached sheet |
| Address 11604 104th Ave. NE City Kirkland State WA ZIP 98034   |                                 |

|   |              |
|---|--------------|
| NAMES AND ADDRESSES OF EACH INCORPORATOR (If necessary, attach names, addresses and signatures of each additional incorporator) |              |
| Name  | Nyssa Rogers |
| Address 11604 104th Ave. NE City Kirkland State WA ZIP 98034  |              |

|   |  |
|---|--|
| SIGNATURE OF INCORPORATOR   |  |
| This document is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct. |  |
| Signature of Incorporator   | Nyssa Rogers President, Trustees 5/17/98 |

**CORPORATIONS INFORMATION AND ASSISTANCE - 360/753-7115 (TDD - 360/753-1485)**

1998 3341 8980 002

FOR OFFICE USE ONLY

FOR OFFICE USE ONLY

FOR OFFICE USE ONLY

Val: 05/27/1998 - 115068  
\$50.00 on 05/27/1998  
Check - 05/26/1998 - 6137



Attachment to Articles of Incorporation of Northlake Unitarian Universalist Church:

Additional members of the Board of Directors:

Larry Fennema; 26 20th Ave ; Kirkland, WA 98033  
Nancy Brown; 9308 NE 135th St.; Kirkland, WA 98034  
Jack Pollard; 16017 Lake Hills Blvd.; Bellevue, WA 98008  
Judith Shattuck; 10415 168th Ave. NE; Kirkland, WA 98052  
Mike Wilson; 23415 49th Ave. S.E.; Bothell, WA 98021

Additional incorporators (addresses listed above):

The undersigned execute these Articles of Incorporation under penalty of perjury and certify to the best of their knowledge that the statements made are true and correct:

|   |             |  |             |
|---|-------------|--|-------------|
|  | 5/17/98     |  | 5/17/98     |
| Larry Fennema   | Date Signed | Nancy Brown  | Date Signed |
|  | 5/17/98     |  | 5/23/98     |
| Jack Pollard  | Date Signed | Judith Shattuck  | Date Signed |
|  | 5/17/98     |  |             |
| Mike Wilson   | Date Signed |  |             |

1998 3341 8980 003

## EXHIBIT C

### STANDING RULES - NORTHLAKE MEMBER MEETINGS

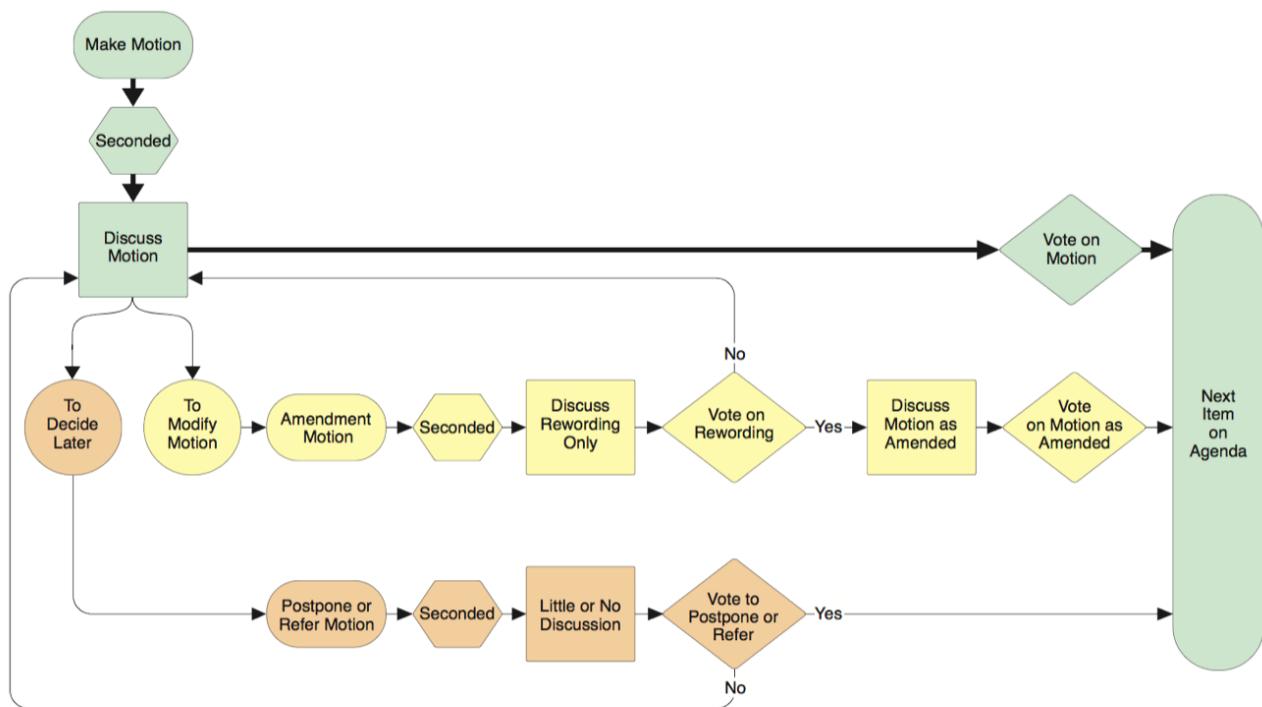
1. **Member Meetings.** These procedures and protections are intended to apply to formal meetings of the membership including annual, regular, and special member meetings.
2. **Other Meetings.** The board, committees, teams, groups, and task forces may choose their own rules of order or may meet without being bound to a certain set of rules of order.
3. **Ownership.** These standing rules belong to the members. After confirming the member meeting has a quorum, any vote to ratify, amend, strike, or replace these rules will require a 60% positive vote of the members present.
4. **Changes.** The board, or a majority vote of members present at a member meeting, may call a task force to evaluate or recommend changes to these Standing Rules for Member Meetings. Taskforce-recommended and/or board-recommended changes will be voted on by the members following the specifics outlined in item 3 above.
5. **Anti-Ableism.** Northlake rejects ableism. If votes are taken, the chair and any other person(s) handling the voting process will be flexible by allowing members to express a vote in whatever manner works for an individual member's body so long as it is clear whether the member is voting yes or voting no or abstaining. Meeting chairs will not require that a member stand to vote or speak. A good faith effort will be made to assist those with different needs to be able to actively participate in a meeting including, but not limited to, providing assistive listening devices, closed captioning, microphones, and other emerging technologies.
6. **Inclusivity.** Northlake is an inclusive congregation that respects varied cultural approaches to engagement, expression, and emoting. It is important to show courtesy and allow a speaker to express their thoughts; it is not acceptable for meeting attendees to "shout-down" a speaker. However, members who naturally engage in "call and response" behaviors will not be blocked from doing so. Northlake meetings accept engagement such as finger snaps, gasping, verbal "mmm-hmms" or "nuh-uhs," and other "call and response" behaviors.
7. **Consensus and Consent.** Even at large meetings, informal discussions are encouraged, as are decisions by consensus. Consensus means that everyone present is in whole-hearted agreement. If consensus is out of reach but if a decision can be reached by consent, that is also acceptable. Consent means that everyone present is willing to "live with" the decision, even if the decision is not perfect. If neither consensus nor consent can be achieved, items may be put to a vote, as discussed further below.

8. **Alternative Formats.** Member meetings often involve presentations to the whole group or a moderated discussions in which the chair calls on one member at a time to make a comment; however, if at least a majority of the members present are in favor, the meeting may utilize breakout groups or other creative formats for describing, deepening understanding, or collecting feedback.
9. **Motion to Vote.** If it is difficult to determine whether meeting attendees have consented to a decision, or if a formal motion is desired for explicitly recording in the minutes, a member attendee may state a motion for a vote. A stated motion must be seconded or else the motion dies.
10. **Voting Procedures.** Whenever there is a motion for a vote and a second, the chair will confirm the wording of the motion before counting the number of yes votes, no votes, and abstentions. Decisions made by vote require a majority plus one affirmative vote unless a higher percentage is specified in the bylaws. Whether decisions are made by consensus, consent, or vote, the quorum required will be as specified in the bylaws.
11. **Minutes.** Decisions decided by consensus, by consent, or by vote will be recorded in the meeting minutes. The meeting chair will state the necessary information regarding group decisions or votes so that this information, motion contents, and the vote/decision will be accurately captured in the minutes.
12. **Restoring Order.** If a meeting is experiencing an extreme breakdown in order and if attempts of the chair to proceed with an informal discussion or consensus building or occasional votes is not enough to hold the meeting together, the meeting chair may fall back on the Democratic Rules of Order as the resource relied upon for the meeting.
13. **Grace.** Whenever the Democratic Rules of Order is used at a member meeting it will not be used as a cudgel. The chair, recorder, and member attendees are expected to exercise grace, compassion, and common sense to promote/preserve community.
14. **Exception.** Northlake will not employ the provisions in the Democratic Rules of Order regarding “no-confidence votes.”

**Ratified April 23, 2023**



## Flow Chart Using *Democratic Rules of Order*



### GOOD ORDER

- Stay on topic
- One speaker at a time, acknowledged by chair
- No interrupting

### POINT OF ORDER

- Member explains how a law or good order is being breached
- Chair rules on point of order
- Vote if necessary



Democratic Rules of Order – Flow Chart by Fred and Peg Francis is licensed under a [Creative Commons Attribution-NonCommercial-NoDerivs 3.0 Unported License](https://creativecommons.org/licenses/by-nc-nd/3.0/). Based on a work at [Democratic Rules of Order](https://democraticrulesoforder.org/).

## EXHIBIT D

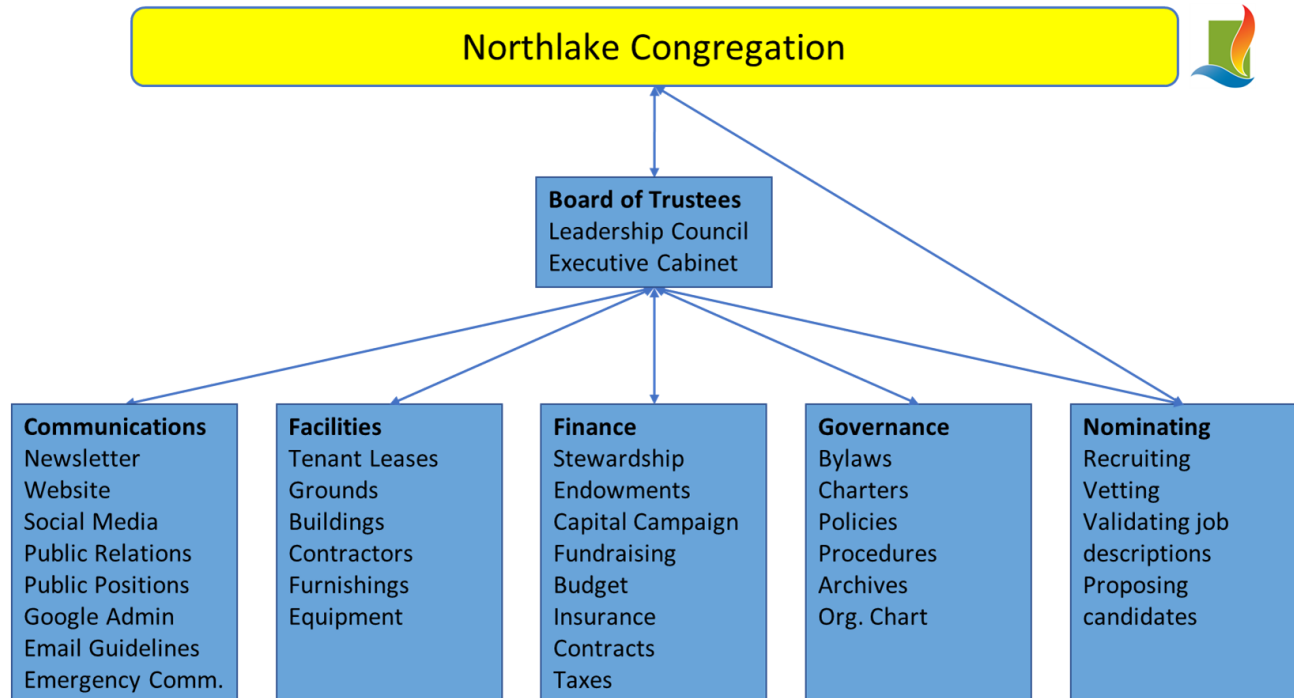
### BYLAWS HISTORY

|                   |  |
|-------------------|--|
| 1961 April 21     | <i>Northlake Unitarian Fellowship</i> – 33 founding members                        |
| 1961 April 26     | Bylaws ratified  |
| 1961 May 15       | First “ <i>charter</i> ” issued by the Unitarian Universalist Association          |
| 1962 August 10    | <i>Articles of Incorporation</i> for <i>Northlake Unitarian Fellowship</i>         |
| 1963 April 28     | Bylaws revision ratified   |
| 1965 July 1       | Bylaws amended - to add a minister <i>Northlake Unitarian Church</i>               |
| 1969 January 26   | Bylaws revision ratified   |
| 1972 December 3   | Bylaws revision ratified   |
| 1977 September 18 | Bylaws revision ratified   |
| 1980 July 14      | Bylaws revision ratified   |
| 1982 January 24   | Bylaws revision ratified   |
| 1985 January 1    | Bylaws revision ratified for <i>Northlake Unitarian Universalist Church</i>        |
| 1998 May 27       | <i>Articles of Incorporation</i> as <i>Northlake Unitarian Universalist Church</i> |
| 1999 April 8      | Bylaws ratified  |
| 2004 April 18     | Bylaws revision ratified   |
| 2010 March 15     | Bylaws revision ratified   |
| 2011 July 13      | Bylaws revision ratified   |
| 2012 May 9        | Bylaws revision ratified   |
| 2013 May 8        | Bylaws revision ratified   |
| 2015 October 25   | Bylaws revision ratified   |
| 2023 April 23     | Bylaws and Standing Rules ratified   |
| 2023 October 1    | Bylaws revision ratified   |

# ORGANIZATIONAL CHART

## Northlake Unitarian Universalist Church Governance Chart

March 28, 2023





# **NORTHLAKE UNITARIAN UNIVERSALIST CHURCH**

*A spiritual home where all are welcome*

## **BOARD CHARTERS**

**Northlake Unitarian Universalist Church  
308 Fourth Avenue South  
Kirkland, Washington 98033  
(425) 822-0171**

**Updated and Renewed**

**September 14, 2023 to September 30, 2025**

## EXECUTIVE CABINET CHARTER

**Ratified:** Northlake Unitarian Universalist Church board, May 5, 2021

**Renewed as Amended:** Northlake Unitarian Universalist Church board, February 14, 2023;  
September 14, 2023

**Authority:** The executive cabinet is chartered by the authority of the board, which is solely responsible for establishing, renewing, and/or dissolving any Northlake chartered entity.

**Mission:** The executive cabinet (hereafter cabinet) serves as a link or interface between the congregation, the Minister, and the board to ensure that church governance actions and outcomes are consistent with the mission and vision of Northlake.

**Membership:** Members of the cabinet will be the board's president, secretary, and minister. The vice president and treasurer may attend as needed.

**Leadership:** The cabinet is led by the president of the board. In the event the president is unavailable for an executive cabinet meeting, the vice president will lead and preside. In the event neither the president nor vice president are available, the secretary may lead and preside.

**Schedule:** The cabinet may meet as often as necessary to successfully carry out its duties, but at a minimum, the cabinet will confer in advance of each board meeting. In the first quarter of every even-numbered fiscal year, the board will reaffirm the continuance of the EC by a simple majority vote.

**Accountability:** The cabinet is a partnership between the board and the ministry, both of which are accountable to the congregation for fulfillment of Northlake's mission and vision.

**Duties:** The cabinet serves as a link between the board and ministry by performing the following:

1. Selecting both the consent agenda and the discussion agendas for board meetings,
2. Suggesting topics and presenters for congregational and town hall meetings,
3. Handling ordinary church-business decisions that need immediate resolution,
4. When absolutely necessary, inviting guests to cabinet meetings to provide information pertinent to the cabinet's work selecting board meeting agenda items.

**Reporting:** The secretary and/or president will share the cabinet-advised draft board meeting agenda with the entire board in advance of every board meeting. The cabinet will update the entire board regarding any matters that were handled at cabinet meetings rather than at a board meeting. The cabinet will provide updates and information to the congregation as needed.

**Authors:** Diane DeWitt, Elaine Srinivas, Chris Knowlton, Des Phair (2022); Diane DeWitt, Chris Knowlton, Diane Slota, Ellie Peterson (2023)

## LEADERSHIP COUNCIL CHARTER

**Ratified:** Northlake Unitarian Universalist Church board, May 5, 2021

**Renewed as Amended:** Northlake Unitarian Universalist Church board, August 9, 2022;  
September 14, 2023

**Authority:** The leadership Council (LC) is chartered by the authority of the board, which is solely responsible for establishing, renewing, and/or dissolving any Northlake chartered entity.

**Mission:** The LC will help individuals taking on church leadership roles to become effective leaders empowered and capable of promoting the Northlake mission and vision.

**Leadership:** The LC is led by the board president, though it may be co-led with the vice president or leadership may be delegated to the vice president.

**Membership:** The board and the board's committee chairs are the *de-facto* members of the LC. Other church leaders, including the chairs of selected subcommittees, may be asked to participate when relevant for their specific leadership position.

**Schedule:** The LC members will participate in leadership training activities a minimum of twice a year and more often if training activities are available, necessary, and/or beneficial. In the first quarter of every fiscal year, the cabinet will propose training opportunities for that year. In the first quarter of every even-numbered fiscal year, the board will reaffirm the continuance of the LC by a simple majority vote.

**Accountability:** The LC is responsible to the members for the successful governance of church affairs through the work of the board, and the chairs of the committees and their subcommittees and task forces.

**Duties:** The LC aims to offer leadership training activities such as events, meetings, mentorships, seminars, conferences, and retreats to develop the knowledge and skills appropriate for Northlake leadership positions.

**Reporting:** The LC co-leaders will maintain records of completed leadership training and provide a report to the congregation at the conclusion of the fiscal year.

**Authors:** Diane DeWitt, Chris Knowlton, Elaine Srinivas (2021-2022); Diane DeWitt, Chris Knowlton, Diane Slota, Ellie Peterson (2023)

## COMMUNICATIONS COMMITTEE CHARTER

**Ratified:** Northlake Unitarian Universalist Church board, March 3, 2021

**Renewed as Amended:** Northlake Unitarian Universalist Church board, October 11, 2022;  
September 14, 2023.

**Authority:** The communications committee (CC) is chartered by the authority of the board, which is solely responsible for establishing, renewing, and/or dissolving any Northlake chartered entity.

**Mission:** The CC is empowered to oversee the logistical and messaging elements of all Northlake's written and digital communications, both internal and external, to ensure their optimal use in furthering the mission and vision of Northlake.

**Leadership:** The chair of the CC will be appointed by the president of the board, in consultation with the current members of the committee and with the advice and approval of the board. Priority will be given to individuals who have acquired knowledge about CC and its mission and duties by serving on the CC for one year or more. The term of office will be two years and can be renewed by the board up to three times for a total of six years. The chair or a designated alternate will attend leadership training that will be made available for Northlake leaders. The chair may resign by notifying the board president.

**Membership:** Members of the CC will be recruited and vetted by the chair. Any CC member may resign by notifying the chair. Members may be dismissed without formal cause by a simple majority vote of the committee.

**Schedule:** The CC will meet at least quarterly. The CC may meet more often, if necessary, to successfully carry out the duties of the CC and any subcommittee or task forces reporting to it. In the first quarter of every even-numbered fiscal year, the board will reaffirm the continuance of the CC by a simple majority vote.

**Accountability:** The board assigns the CC the responsibilities of developing and documenting effective policies and procedures related to all Northlake communications. The CC will assign work as needed to CC individuals, subcommittees, or task forces and will provide oversight and support.

**Duties:** The CC will assist in the creation and updating of policies related to all communication matters, working with staff, ministry teams, groups, committees, members of the congregation, and other stakeholders as needed. The resulting documents will serve as guidelines and templates for all Northlake parties involved in creating and managing internal and external communications to ensure deliverables are consistent with Northlake's mission, vision, and values.

**Reporting:** The CC chair will provide summary reports to the board as needed.

**Authors:** Diane DeWitt, Chris Knowlton, and Elaine Srinivas (2021-2022); Diane DeWitt, Chris Knowlton, Diane Slota, Ellie Peterson (2023)

## FACILITIES COMMITTEE CHARTER

**Ratified:** Northlake Unitarian Universalist Church board, March 3, 2021

**Renewed as Amended:** Northlake Unitarian Universalist Church board, August 9, 2022;  
September 14, 2023

**Authority:** The facilities committee (FAC) is chartered by the authority of the board, which is solely responsible for establishing, renewing, and/or dissolving any Northlake chartered entity.

**Mission:** The FAC is empowered to oversee the ongoing maintenance and preservation of Northlake's physical structures (both internal and external) and surrounding grounds, to ensure their optimal use in furthering the mission and vision of Northlake.

**Leadership:** The chair of the FAC will be appointed by the president of the board, in consultation with the current members of the committee and with the advice and approval of the board. Priority will be given to individuals who have acquired knowledge about FAC and its mission and duties by serving on the FAC for one year or more. The term of office will be two years and can be renewed by the board up to three times for a total of six years. The chair or a designated alternate will attend leadership training that will be made available for Northlake leaders. The chair may resign by notifying the board president.

**Membership:** Members of the FAC will be recruited and vetted by the chair. Any FAC member may resign by notifying the chair. Members may be dismissed without formal cause by a simple majority vote of the committee.

**Schedule:** The FAC will meet at least quarterly. The FAC may meet more often, if necessary, to successfully carry out the duties of the FAC and any subcommittee or task forces reporting to it. In the first quarter of every even-numbered fiscal year, the board will reaffirm the continuance of the FAC by a simple majority vote.

**Accountability:** The board assigns the FAC responsibility for the well-being of the Northlake campus including buildings, equipment, material content, furnishings, and grounds. The FAC will assign work as needed to FAC individuals, subcommittees, or task forces and will provide oversight and support.

**Duties:** The FAC will assist in the creation and updating of policies related to all physical facility matters, working with staff, ministry teams, groups, committees, members of the congregation, and other stakeholders. The resulting documents will serve as guidelines for all Northlake parties who work on physical structures, contents and equipment, and grounds, to ensure all actions are consistent with Northlake's mission, vision, and values.

**Reporting:** The FAC chair will provide routine summary reports to the board as needed.

**Authors:** Diane DeWitt, Chris Knowlton, and Elaine Srinivas (2021-2022); Diane DeWitt, Chris Knowlton, Diane Slota, Ellie Peterson (2023)

## FINANCE COMMITTEE CHARTER

**Ratified:** Northlake Unitarian Universalist Church board, March 3, 2021

**Renewed as Amended:** Northlake Unitarian Universalist Church board. August 15, 2022; October 11, 2022; September 14, 2023

**Authority:** The finance committee (FIC) is chartered by the authority of the board, which is solely responsible for establishing, renewing, and/or dissolving any Northlake chartered entity.

**Mission:** The FIC is empowered to oversee Northlake's financial performance to ensure consistency with the mission and vision of Northlake.

**Leadership:** The chair of the FIC will be appointed by the president of the board, in consultation with the current members of the committee and with the advice and approval of the board. Priority will be given to individuals who have acquired knowledge about FIC and its mission and duties by serving on the FIC for one year or more. The term of office will be two years and can be renewed by the board up to three times for a total of six years. The chair or a designated alternate will attend leadership training that will be made available for Northlake leaders. The chair may resign by notifying the board president.

**Membership:** Members of the FIC will be recruited and vetted by the chair. Any FIC member may resign by notifying the chair. Members may be dismissed without formal cause by a simple majority vote of the committee.

**Schedule:** The FIC will meet at least quarterly. The FIC may meet more often, if necessary, to successfully carry out the duties of the FIC and any subcommittee or task forces reporting to it. In the first quarter of every even-numbered fiscal year, the board will reaffirm the continuance of the FIC by a simple majority vote.

**Accountability:** The board assigns the FIC the responsibilities of developing and documenting effective policies and procedures related to all finance matters. The FIC will assign work as needed to FIC individuals, subcommittees, or task forces and will provide oversight and support.

**Duties:** The FIC will manage Northlake's financial assets and liabilities under the oversight of the Northlake board. The FIC will also assist in the creation and updating of policies related to all financial matters, working with staff, ministry teams, groups, committees, members of the congregation, and other stakeholders as needed. The resulting documents will serve as guidelines and templates for all Northlake parties who are involved in managing financial issues to ensure decisions and actions are consistent with Northlake's mission, vision, and values.

**Reporting:** The FIC chair will provide regular reports to the board as needed.

**Authors:** Diane DeWitt, Chris Knowlton, and Elaine Srinivas (2021-2022); Diane DeWitt, Chris Knowlton, Diane Slota, Ellie Peterson (2023).

## GOVERNANCE COMMITTEE CHARTER

**Ratified:** Northlake Unitarian Universalist Church board, March 3, 2021

**Renewed as Amended:** Northlake Unitarian Universalist Church board, August 9, 2022; September 14, 2023

**Authority:** The Governance Committee (GC) is chartered by the authority of the board, which is solely responsible for establishing, renewing, and/or dissolving any Northlake chartered entity.

**Mission:** The GC is empowered to collect, create, curate, and assume custodial oversight of church governance structures and documents to ensure consistency with the mission and vision of Northlake.

**Leadership:** The chair of the GC will be appointed by the president of the board, in consultation with the current members of the committee and with the advice and approval of the board. Priority will be given to individuals who have acquired knowledge about GC and its mission and duties by serving on the GC for one year or more. The term of office will be two years and can be renewed by the board up to three times for a total of six years. The chair or a designated alternate will attend leadership training that will be made available for Northlake leaders. The chair may resign by notifying the board president.

**Membership:** Members of the GC will be recruited and vetted by the chair. Any GC member may resign by notifying the chair. Members may be dismissed without formal cause by a simple majority vote of the committee.

**Schedule:** The GC will meet at least quarterly. The GC may meet more often, if necessary, to successfully carry out the duties of the GC and any subcommittee or task forces reporting to it. In the first quarter of every even-numbered fiscal year, the board will reaffirm the continuance of the GC by a simple majority vote.

**Accountability:** The board assigns the GC the responsibilities of developing and documenting effective policies and procedures related to all governance matters. The GC will assign work as needed to GC subcommittees and task forces and will provide oversight and support.

**Duties:** The GC will assist in the creation and updating of policies related to all governance matters, conferring with other stakeholders as needed. The resulting documents will serve as guidelines and templates for all Northlake parties to ensure that governance structures and documents are consistent with Northlake's mission, vision, and values.

**Reporting:** The GC chair will provide regular summary reports to the board as needed.

**Authors:** Diane DeWitt, Chris Knowlton, and Elaine Srinivas (2021, 2022); Diane DeWitt, Chris Knowlton, Diane Slota, Ellie Peterson (2023)

## NOMINATING COMMITTEE CHARTER

**Ratified:** Northlake Unitarian Universalist Church board, August 4, 2021

**Renewed as Amended:** Northlake Unitarian Universalist Church board, August 9, 2022;  
September 14, 2023.

**Authority:** The Nominating Committee (NC) is chartered by the authority of the board, which is solely responsible for establishing and renewing any Northlake chartered entity. The members of Northlake have the authority to dissolve the NC.

**Mission:** The NC will be empowered to assist the cabinet and board by nominating candidates to fill vacant church elected and appointed leadership positions in a manner that is consistent with the mission and vision of Northlake.

**Leadership:** The chair of the NC will be chosen each year by the NC members within a month after the annual election and will have experience and knowledge about the NC, its mission, methods, and duties. The NC chair, or a designated alternate, will attend leadership council events. The chair may resign by notifying the board president.

**Membership:** Members of the NC will have been members of Northlake for at least a year and will be elected by the members at the annual meeting after having been recruited and vetted by the current members of the NC. Whenever possible, the NC will include one former board member. The term of office will be three years, staggered so that one NC member is replaced with a new person every year. NC members cannot be re-elected until three years after their term ends. NC members may resign by notifying the NC chair. Members may be dismissed by the board without formal cause by a majority vote in an executive session.

**Schedule:** The NC will meet at least quarterly. The NC will meet more often, if necessary, to successfully carry out their duties. In the first quarter of every even-numbered fiscal year, the board will reaffirm the continuance of the NC by a simple majority vote.

**Accountability:** The NC is responsible to the congregation and coordinates all its activities with the board and minister. The board will routinely specify the vacancies to be filled.

**Duties:** The NC will recruit, vet, and nominate qualified people to fill vacant leadership positions, with primary focus on board and NC vacancies. In the 4th quarter of each fiscal year, the NC will review and advise the board regarding the viability of Northlake volunteer job descriptions. The NC will assist in the creation and updating of policies and procedures about the nominating process, ensuring there are current guidelines and templates available to help find and recruit qualified church leaders whose contributions will be consistent with Northlake's mission, vision, and values.

**Reporting:** The NC will provide a summary report to the board at the end of the fiscal year and will report to the board as needed during any active search for a board member or NC member.

**Authors:** Diane DeWitt, Chris Knowlton, Elaine Srinivas, Stacy Duffy, Sandy Naranjo (2021-2022); Diane DeWitt, Chris Knowlton, Diane Slota, Ellie Peterson (2023)



**NORTHLAKE**  
**UNITARIAN UNIVERSALIST CHURCH**

*A spiritual home where all are welcome*

## **POLICIES AND PROCEDURES**

**Policy work is ongoing**

**Northlake Unitarian Universalist Church**  
**308 Fourth Avenue South**  
**Kirkland, Washington 98033**  
**(425) 822-0171**

## BOARD

### Board Policy 01: Board Meeting Agendas

**Ratified:** Northlake Unitarian Universalist Church board, February 14, 2023

**Relationship to other policies or bylaws:** This policy may relate to policies or procedures of other Northlake committees/entities. In the event this policy conflicts with the policies or procedures of other bodies, this policy will control. However, in the event any portion of this policy conflicts with language in Northlake's bylaws, the bylaws will control.

**Intent:** Building the board meeting agendas is intended as a collaborative process that will allow the board to efficiently address the most important topics affecting the congregation while also carving out time for visioning and reflection.

**Process:** To the extent possible, agendas should be set using the procedures outlined in the executive cabinet's policies. If for any reason a quorum of the executive cabinet cannot meet before a scheduled board meeting, the board president and/or the minister will compile a draft agenda for the board's approval at the start of the meeting.

**Input:** Those creating the agenda are expected to listen to input from fellow board members, staff, congregation members, and others in order to compile a truly representative agenda.

**Consent agenda:** Consent agenda items are intended to be routine products that do not require live discussion during the meeting. For further information regarding implementing consent agendas, see procedure below.

**Efficiency:** Board meetings will aim to last two hours or less unless urgent business dictates otherwise. The meeting chair will endeavor to run meetings in a fair but efficient manner, allowing voices to be heard while still diligently moving the meeting forward.

**Authors:** Northlake Board for fiscal year 2022-23

**Governance Curators:** Elaine Srinivas, Chris Knowlton, Diane DeWitt

### **Board Procedure 01-01: Consent Agendas**

1. To streamline board meetings, reports, past board meeting minutes, and any policies that have been duly ratified by committees will be placed on a consent agenda.
2. The consent agenda will be distributed for review in advance of each board meeting.
3. Any board member may ask to move an item off of the consent agenda and onto the regular agenda for discussion, and such requests will be automatically granted.

### **Board Procedure 01-02: Efficient Meetings**

1. At the beginning of a board meeting or at any time during the meeting, any board member may motion to rearrange the order of one or more topics in order to accommodate the scheduling needs of a guest speaker or for any other efficiency-based purpose.
2. At the beginning of a board meeting or at any time during the meeting, any board member may motion to postpone a topic until a later time or to table a topic indefinitely. Such motion will be decided by a simple majority of voting board members present at a meeting if the topic has not been tabled previously at a prior meeting.
3. If a topic has been previously tabled and has nonetheless made it onto the agenda again, re-tabling that topic will require a vote of a majority of members present plus at least one additional member (e.g. 5 out of 7 rather than 4 out of 7 board members present at a meeting must vote in favor of re-tabling the topic).
4. If discussion on a particular topic has become repetitive or otherwise dragged on, any board member may call for a vote on the relevant open motion, or if there is no open motion, any board member may simply request to move onto the next agenda item. Upon such a request, if there is not consensus, the board will vote on whether to continue discussion.

## **Board Policy 02: Default Procedures During Board Meetings**

**Ratified:** Northlake Unitarian Universalist Church board, February 14, 2023

**Amended:** Northlake Unitarian Universalist Church board, April 11, 2023

**Relationship to other policies or bylaws:** This policy may relate to policies or procedures of other Northlake committees/entities. In the event this policy conflicts with the policies or procedures of other bodies, this policy will control. However, in the event any portion of this policy conflicts with language in Northlake's bylaws, the bylaws will control.

**Intent:** The board intends to maintain a collegial, respectful atmosphere in which all board member perspectives are considered and decisions are mutually agreed. The board endeavors to reach unanimous consent when possible. However, as a collection of individuals with different life experiences and perspectives, the board understands that unanimity is not always attainable. Where unanimity is out of reach, this policy outlines agreed approaches for proceeding through meetings and reaching decisions.

**Chair:** The president serves as the chair of board meetings. The vice president serves as chair when the president is unavailable. If neither the president nor the vice president is available for a board meeting that nonetheless has a quorum, the meeting attendees may select a person to serve as chair of the meeting.

**Keeping order:** Board meetings will follow the agenda that was set for the meeting, although modifications to the agenda are permitted at the board's discretion (see Board Policy 1: Agendas). The meeting chair is responsible for moving a meeting forward in a thoughtful but efficient manner. Use of involved and structured procedures, such as the Democratic Rules of Order, will be turned to as a last resort if necessary to restore order to the meeting.

**Minutes:** Meeting minutes should be taken by the board secretary or by a reasonable substitute if the secretary is unavailable. The board will approve the minutes for prior board meetings as part of the agenda at a subsequent board meeting.

**Authors:** Northlake Board for fiscal year 2022-23

**Governance Curators:** Elaine Srinivas, Chris Knowlton, Diane DeWitt

### **Board Procedure 02-01: Default Board Meeting Procedures**

To the extent possible, the board will

1. Discuss agenda items in order,
2. Take and document consensus, consent, or a vote for any official decisions, and
3. Move to the next agenda item once the chair believes discussion of a topic has reached its natural conclusion.

### **Board Procedure 02-02: Restoring Order**

1. Before turning to the Democratic Rules of Order, any board member may suggest an alternative decision making mechanism (for example, utilizing “sociocracy” or another available system). The board will vote on any such suggestion, and such votes require a simple majority to pass.
2. Recognizing that most chairs will not be formally trained in complex rules of procedure, if no other procedure can be agreed, the board will revert to using the latest edition of the Democratic Rules of Order. The chair will be expected to have access to a copy of this product available at every meeting.

### **Board Policy 03: Special Board Meetings**

**Ratified:** Northlake Unitarian Universalist Church board, February 14, 2023

**Relationship to other policies or bylaws:** This policy may relate to policies or procedures of other Northlake committees/entities. In the event this policy conflicts with the policies or procedures of other bodies, this policy will control. However, in the event any portion of this policy conflicts with language in Northlake's bylaws, the bylaws will control.

**Intent:** A special board meeting may occasionally be required if there is not enough time to finish a topic during a regularly scheduled board meeting or if an issue has come up that requires a decision from the full board and cannot wait until the next regularly scheduled board meeting. Special meetings of the board are intended to be rare.

**Who may call a special meeting:** The board president or any three members of the board may call a special meeting.

**Notice:** Notice of the special meeting must be provided to all board members, including ex officio members, using a reasonable method or combination of methods. At minimum, the person(s) organizing a special meeting must send an email notice to all board members stating the meeting date, time, and location, and including login information for online or hybrid meetings. If the meeting consists entirely or nearly entirely of executive session topics, email notice to the congregation is not required; however, if the special meeting is intended to cover topics fit for public discussion, email notice must be provided to the congregation listing the meeting date, time, and location, including login information for online or hybrid meetings.

**Agenda:** Where possible, the procedures for forming a special meeting agenda should be the same as the procedures for forming the agenda for a regular meeting. If the special meeting is being called by three members of the board none of whom is the president, those three members calling the special meeting may present the board with a draft agenda for the board to accept, reject, or modify at the start of the special meeting.

**Quorum:** Board meetings may not begin without a quorum of voting members present, and special meetings are no exception. A quorum must also be present at the time the board takes any binding vote.

**Minutes:** Special meeting minutes should be taken by the board secretary or by a reasonable substitute if the secretary is unavailable. The board will make reasonable efforts to distribute minutes from special meetings as soon as possible.

**Authors:** Northlake Board Members Fiscal Year 2022-23

**Governance Curators:** Elaine Srinivas, Chris Knowlton, Diane DeWitt

## **Board Policy 04: Executive Sessions**

**Ratified:** Northlake Unitarian Universalist Church board, February 14, 2023

**Relationship to other policies or bylaws:** This policy may relate to policies or procedures of other Northlake committees/entities. In the event this policy conflicts with the policies or procedures of other bodies, this policy will control. However, in the event any portion of this policy conflicts with language in Northlake's bylaws, the bylaws will control.

**Intent:** Executive sessions allow for private discussion of sensitive topics, such as personnel matters, transactions involving competitive bids, membership decisions, legal action, audit results, etc. Because of their inherently opaque nature, executive sessions are intended to be used sparingly.

**Who may be present during executive session:** Executive sessions are intended for private, sensitive topics, and normally only members of the board, including the board's *ex officio* members, will be present during executive session. The board may make exceptions to expand or contract the attendees within an executive session on a case-by-case basis following the procedures included with this policy.

**Authors:** Northlake Board for fiscal year 2022-23

**Governance Curators:** Elaine Srinivas, Chris Knowlton, Diane DeWitt

### **Board Procedure 04-01: Moving a topic to executive session**

As part of setting board meeting agendas, normally the executive cabinet will determine whether a topic is most appropriately addressed within an executive session.

Any member of the board can make a motion to move a topic from the regular agenda into an executive session, or make a motion to move a topic out of executive session and onto the regular agenda. After such a motion and any related, reasonable discussion, the board will vote regarding whether a topic belongs in an executive session.

The decision of the board as a whole regarding whether to discuss a topic in executive session will stand.

### **Board Procedure 04-02: Publishing decisions made in executive session**

The board will make efforts to be as transparent as possible and will make decisions from executive sessions known to the congregation within a reasonable time frame.

Decisions concerning sensitive transactions, personnel issues, audit follow ups, or other confidential matters will be released as soon as the need for confidentiality has passed. For example, the board will notify the congregation of relevant details of negotiations related to a congregation-approved real estate transaction as soon as making such information public will not compromise Northlake's position in the negotiation.

Some information, such as private information related to employees, may never be eligible for public release.

Where possible, if the board has voted upon motions, a simple set of motions-minutes will be released to the congregation within a reasonable time frame.

### **Board Procedure 04-03: Adding or Excluding Potential Session Participants**

The board may allow a professional advisor, including but not limited to a lawyer, auditor, HR consultant, or real estate broker, to meet with the board in an executive session to discuss a matter relevant to that professional's area of expertise.

The board may vote to allow a staff member or volunteer to meet with the board in an executive session to discuss a matter about which that staff member or volunteer has particular insight. Because executive sessions already reduce transparency, votes to allow certain members or volunteers to attend an executive session while excluding other members must be rare and carefully considered.

The board may vote to exclude from executive session a board member who has a financial conflict of interest or a family-related interest in the topic and who has not opted to self-recuse.

The board may vote to exclude a board member from the executive session if the topic of the session directly involves that board member or that board member's family member (e.g. an executive session to discuss a board member or board member's family member breaking covenant, or to discuss a board member or board member's family member not fulfilling duties of a role).

## **Board Policy 05: Emergencies and Urgent Situations**

**Ratified:** Northlake Unitarian Universalist Church board, February 14, 2023

**Renewed as Amended:** Northlake Unitarian Universalist board, March 14, 2023

**Relationship to other policies or bylaws:** This policy may relate to policies or procedures of other Northlake committees/entities. In the event this policy conflicts with the policies or procedures of other bodies, this policy will control. However, in the event any portion of this policy conflicts with language in Northlake's bylaws, the bylaws will control.

**Definition:** Emergency is defined as an imminent and high-impact danger to the Northlake campus, staff, people on or about to arrive on campus, members and/or friends of Northlake, or Northlake's financial or technological security. A situation that is highly important but not imminent will not be defined as an emergency and will be handled following normal protocols. Situations that are unplanned and imminent but of low consequence also are not defined as emergencies; these situations will be handled by the staff member or volunteer most quickly able to dispose of the situation, with an update about actions taken sent to the relevant committee or ministry representative.

**Individual Actions:** If not even a quorum of the executive cabinet can meet quickly enough to deal with the emergency (see procedures below), any board member, the minister, the relevant committee chair, a staff member, or a Northlake member or friend may act alone to take reasonable actions to deal with the emergency situation, so long as the relevant committee and the board are timely notified of actions taken and given an opportunity to adjust and correct course as soon as possible after the emergency. Potential actions in the event of an emergency are too numerous to list, but some examples include temporarily freezing Northlake accounts to prevent a massive withdrawal, temporarily taking down the Northlake website or servers to thwart a cyber attack, locking down the campus in response to a bomb threat, etc.

**Follow up:** The minister, president, and communications committee will ensure that, as soon as reasonably possible, all relevant stakeholders are updated about the emergency. The minister, president, and any relevant committee chair or other relevant officer will ensure that services are restored as soon as the emergency has cleared.

**Authors:** Northlake Board for fiscal year 2022-23

**Governance Curators:** Elaine Srinivas, Chris Knowlton, Diane DeWitt

### **Board Procedure 05-01: Emergency Contact and Notifications**

1. In the event of an emergency that necessitates assistance from emergency medical providers, firefighters, or police, the person who becomes aware of the emergency should call 911 to report the emergency immediately.
2. Northlake will also maintain up-to-date and easily accessible contact information for other sources of help, such as poison control, suicide hotlines, and services for those experiencing a mental health crisis.
3. After contacting any relevant emergency services professionals, the board president, the minister, the chair of the communications committee, and the head of any relevant committee (e.g. the facilities chair in the event of a facilities emergency) should be notified with utmost speed.
4. In the event of an impending financial emergency, the treasurer must also be notified.
5. In the event of an emergency that may impact tenants, the head of the rentals subcommittee and the staff member in charge of interfacing with tenants must also be notified.

### **Board Procedure 05-02: Emergency Meetings**

1. If board members can be gathered in time to make emergency decisions as a body, the board president or another board representative will call an emergency board meeting and will invite any relevant experts to attend the emergency meeting (e.g. a cyber security emergency may warrant inviting a cyber security expert to the emergency board meeting).
2. Notifications and the meeting itself may take place using any method that is practical given the emergency situation.
3. If a quorum of board members cannot meet, the executive cabinet may make emergency decisions on behalf of the board, but the executive cabinet must make reasonable and speedy efforts to notify the entire board of these decisions so that the board may make corrective adjustments.

### **Board Procedure 05-03: Severe Weather**

In the event of inclement weather and/or related emergencies that may affect the safety of Northlake members, friends, staff, and potential attendees, the following procedure will be followed:

1. To the extent possible, the minister, board president, and facilities committee chair will cooperate to make decisions about closures.
2. Severe weather sometimes leads to power outages and interrupted phone communication, which could make it difficult for three decision makers to effectively coordinate. If the minister, president, and facilities chair cannot reach each other or cannot agree regarding whether to close the building during a time that might have a large impact (such as a Sunday morning or on the day of the church being rented for a wedding), the decision will be handled in the following manner: If two of the three parties can reach each other and agree the building should be closed, the building will be closed, and messages informing the third

party will be sent via telephone and email. If the minister believes the building should be closed and, after a good faith attempt to reach the president and facilities chair cannot make contact with either, the minister may unilaterally close the building. If a) the minister is unable to carry out the day's duties (due to absence, incapacity, or the like), and b) if the president and the facilities chair cannot reach each other to make a mutual decision, then the president or the facilities chair may unilaterally close the building.

3. The minister may make closure decisions that will only affect staff, such as the cancellation of in-person office hours, at the minister's own discretion.
4. Some aspects to consider in this decision include: a state of emergency declared by local or state governments, credible public warnings about staying off roads, and power outages that affect electricity and heat for the facilities.
5. Ideally a decision should be made by 7 am of the potential closure date, but severe weather can be unpredictable. Depending on the severity of the weather, a decision about afternoon and evening activities may be delayed until later in the day. Decision makers will make a good faith effort to monitor weather reports and make timely decisions in light of the most up-to-date information.
6. Whether the parties above decide to close the building or keep the building open, the decision will be immediately communicated to the DLRE, congregational administrator, onsite coordinator, communications committee chair, music director, and worship team chair.
7. The communications committee will follow its policies and procedures for disseminating severe weather decisions.
8. If Northlake remains open, activity coordinators and team or committee chairs may use their own discretion in determining whether they will cancel their meeting. They will be responsible for communicating to their members and/or anticipated attendees when a cancellation occurs.

## **Board Policy 06: Limitations on Committee Powers**

**Ratified:** Northlake Unitarian Universalist Church board, February 14, 2023

**Relationship to other policies or bylaws:** This policy may relate to policies or procedures of other Northlake committees/entities. In the event this policy conflicts with the policies or procedures of other bodies, this policy will control. However, in the event any portion of this policy conflicts with language in Northlake's bylaws, the bylaws will control.

**Intent:** Committees are empowered by the Northlake board to oversee those day-to-day operations which are not handled by staff. Committees also serve as sources of expertise, drafting policies and providing recommendations to the board. Committees are not intended to replace or override the board's decision making nor dictate the board's internal procedures.

**Limitations on powers:** Northlake committees may not do the following:

- 1) Adopt policies or procedures that conflict with Northlake articles of incorporation or bylaws
- 2) Adopt policies or procedures relevant to operation of board meetings, including policies concerning who may vote at, speak at, or attend board meetings
- 3) Adopt policies or procedures that conflict with policies or procedures adopted by the board
- 4) Adopt policies or procedures that require another committee or team to take actions or perform work without that other committee or team's explicit consent
- 5) Make official announcements that contradict decisions of the board
- 6) Make official announcements that hamstring the board while a major decision is known to be pending at the board level (e.g. making announcements to the congregation about a real estate transaction before the board has authorized the release of information about the transaction)

**Authors:** Northlake Board for fiscal year 2022-23

**Governance Curators:** Elaine Srinivas, Chris Knowlton, Diane DeWitt

### **Board Procedure 06-01: Settling Conflicts**

1. In the event of a conflict between the decision of the board and the decision of a committee, the decision of the board will prevail.
2. In the event of a conflict between a policy of the board and a policy of a committee, the policy of the board will prevail.
3. In the event of an *interpersonal* or relationship-based conflict between an individual member of the board and an individual member of a committee, the matter will be referred to the Healthy Congregation Team.
4. In the event of a difference of opinion between two people concerning a *policy or business matter*, the matter will be settled by a vote of the relevant committee body.

### **Board Procedure 06-02: Appeals to the Board re: Committee Decisions**

1. Committee decisions may be appealed to the board. A board member, staff member, Northlake member or friend, or other interested volunteer may alert an executive cabinet member that an appeal of a committee decision should be placed on the next board agenda. In a truly urgent situation, a person may suggest to the executive cabinet that a special board meeting is necessary.
2. The board may opt to discuss the matter and send it back to committee with comment, take a binding vote that settles the matter, or take other reasonable action depending on the committee decision at issue. In instances for which the board chooses to take a binding vote, the decision of the board as a body will be final.
3. The president or executive cabinet may send policy or business matters directly to the board if the relevant committee declines to vote on the matter or if the relevant committee is unable to timely meet to address the issue.

## **Board Policy 07: Committee Policies and Chairs**

**Ratified:** Northlake Unitarian Universalist Church board, February 14, 2023

**Relationship to other policies or bylaws:** This policy may relate to policies or procedures of other Northlake committees/entities. In the event this policy conflicts with the policies or procedures of other bodies, this policy will control. However, in the event any portion of this policy conflicts with language in Northlake's bylaws, the bylaws will control.

**Intent:** Committees ideally are made up of willing volunteers with expertise in the relevant area. The board empowers committees to handle the day-to-day operations of their respective areas of church life.”

**Expectation:** To the extent possible, committees will handle for themselves the drafting and ratification of policies and the selection of committee chairs. The president and board are expected to provide oversight and confirmation, with facilitation and curation provided by the governance committee. However, the board procedures that follow are designed to provide clear guidelines in the event of disagreements within or between committees or in the event that one or more board members raise concerns or questions about a committee's policies, decisions, leadership, or overall direction.

**Authors:** Northlake Board for fiscal year 2022-23

**Governance Curators:** Elaine Srinivas, Chris Knowlton, Diane DeWitt

### **Board Procedure 07-01: Adopting committee policies/procedures**

1. The board will only place newly adopted or revised committee policies onto the board's consent agenda for adoption if the committee has properly followed its own procedures for ratifying the policy/procedure.
2. The board as an official body will not provide an editing function for draft committee policies, though committees are welcome to reach out to individual board members to inquire about editing feedback during that board member's own time.
3. Policies/procedures that are forwarded to the board while still in a draft state will be sent back to the committee for further work.
4. If a committee has properly ratified a policy/procedure and it has been placed on the board's consent agenda, any board member may ask to move the policy/procedure onto the board's main agenda for discussion.
5. Discussion about a proposed policy or procedure may lead to recommendations as to form or substance but will not devolve into "wordsmithing" of typos during board meetings. If the board approves of the substance of a policy/procedure but has noted typos within the document, the governance committee is empowered to correct minor typos such as capitalization, punctuation, spelling, etc.

### **Board Procedure 07-02: Revoking committee policies/procedures**

1. Policies or procedures that have become obsolete, illegal, impractical, or otherwise undesirable can be revoked by a simple majority vote of the relevant committee or of the board.
2. Where appropriate, the policy or procedure will be replaced by a revised or updated policy or procedure.
3. If a policy is updated, or if the policy or procedure is revoked with no replacement, then the committee, the board, or the governance committee on behalf of the board will announce the policy change to relevant stakeholders.

### **Board Procedure 07-03: Appointing a chair when a position is new, vacant, or nearly vacant**

1. If a chair position is newly created or if an existing chair resigns, priority will be given to appointing a new chairperson selected by members of the committee. The candidate's expertise in the given area, availability, and disposition will also be weighed.
2. Ordinarily, a chairperson will be appointed via a routine item submitted by the president and included in a board meeting consent agenda. If the president feels further discussion is warranted, or if any board member requests that the item be moved off the consent agenda, the chair position can be discussed and afterward brought to a vote by the board.

3. Discussion of chairperson selection that may involve personal or private details about the proposed chairperson may take place in an executive session.

#### **Board Procedure 07-04: Removing and/or replacing an existing chair**

1. The president, minister, or any other board member may request an executive session to discuss the need for removing a chair.
2. While the board will aim for consensus before removing a chair, if consensus cannot be reached, a chair may be removed by a simple majority vote of the board.
3. A chair may be removed from the position for reasons including but not limited to the following:
  - a) The chair's demonstrated failure to execute duties associated with the position (holding regular committee meetings, submitting necessary reports to the board, responding to board inquiries, appearing for key meetings, keeping up on routine tasks associated with the committee's sphere of influence, interfacing politely with staff and stakeholders, etc.), or
  - b) The chair's extended absence, illness, or looming personal obligations that are currently interfering with or will soon interfere with the chair's ability to execute duties,
  - c) A change in the mission or charge of the committee indicating the need for a new leader with new qualifications, availability, or disposition, or
  - d) Discord within the committee indicating the need for new leadership, or
  - e) A breach of Northlake covenant.

#### **Board Procedure 07-05: Healthy Congregation Team involvement**

1. In instances of *interpersonal* disagreement or conflict, when any committee/task force/team leader is involved the matter will be referred to the Healthy Congregation Team.
2. Healthy Congregation policies and procedures will be followed before referring interpersonal matters to the board.

#### **Board Procedure 07-06: Emergency suspension of chair role**

1. In the event of a serious breach of covenant or imminent risk to the congregation, the president is empowered to suspend a chair's authority until the board is available to meet and resolve the situation.
2. Examples of serious breach of covenant or imminent risk to the congregation include but are not limited to accusations of sexual assault, embezzlement, threats of or incitement of violence, reckless endangerment, racist acts, serious damage to Northlake property, etc.

## **Board Policy 08: Resignation and Removal of Board Members**

**Ratified:** Northlake Unitarian Universalist Church board, February 14, 2023

**Relationship to other policies or bylaws:** This policy may relate to policies or procedures of other Northlake committees/entities. In the event this policy conflicts with the policies or procedures of other bodies, this policy will control. However, in the event any portion of this policy conflicts with language in Northlake's bylaws, the bylaws will control.

**Intent:** To establish a transparent policy concerning resignations and removals

**Resignation:** A board member may resign at any time, for any reason or no reason. Resignations are effective upon notifying the president or the board as a whole. A board member may announce a resignation with a future effective date. The resigning board member should also provide the nominating committee a courtesy notice of resignation. The president will verify that the nominating committee is aware of the resignation notice.

**Removal criteria:** A board member may be removed from the position for reasons including but not limited to the following:

- 1) Demonstrated failure to execute duties associated with the position, or
- 2) Extended absence, illness, or personal obligations that are currently interfering with the board member's ability to execute duties,
- 3) A serious breach of the Northlake covenant.

**Authors:** Northlake Board for fiscal year 2022-23

**Governance Curators:** Elaine Srinivas, Chris Knowlton, Diane DeWitt

### **Board Procedure 08-01: Removal mechanism**

1. The president, minister, or any other board member may request an executive session to discuss the need for removing a board member.
2. If the entire board other than the relevant board member agrees that the board member must be removed, the board may with unanimous vote remove the board member.
3. If the board cannot reach consensus regarding removal of the board member, but at least three board members believe the board member should be removed, those board members may follow the procedures in the governance manual to call a special congregational meeting and bring the matter to the congregation.
4. A board member may be removed by simple majority vote of the congregation at a regular or special congregational meeting.

### **Board Procedure 08-02: Healthy Congregation Team involvement**

1. If the board member is in conflict with another individual due to *interpersonal* issues, the matter will be referred to the Healthy Congregation Team.
2. Healthy Congregation policies and procedures will be followed before referring interpersonal matters to the board.

### **Board Procedure 08-03: Emergency suspension of board position**

1. In the event of a serious breach of covenant or imminent risk to the congregation, the president will call an emergency meeting of the executive cabinet regarding suspending a board member's authority until the full board is available to meet and resolve the situation.
2. Examples of serious breach of covenant or imminent risk to the congregation include but are not limited to accusations of sexual assault, embezzlement, threats of or incitement of violence, reckless endangerment, racist acts, serious damage to Northlake property, etc.

## **Board Policy 09: Treasurer Board Member Duties**

**Ratified:** Northlake Unitarian Universalist Church board, February 14, 2023

**Relationship to other policies or bylaws:** This policy may relate to policies or procedures of other Northlake committees/entities. In the event this policy conflicts with the policies or procedures of other bodies, this policy will control. However, in the event any portion of this policy conflicts with language in Northlake's bylaws, the bylaws will control.

**Intent:** To establish a consistent understanding of treasurer board duties applicable across elected terms.

**Responsibilities:** The treasurer is a voting member of the board and the executive cabinet. The treasurer will make reasonable efforts to attend meetings of these bodies and any relevant ad hoc Northlake meetings requiring treasurer expertise or participation. The treasurer will make reasonable efforts to be prepared for and actively engaged in such meetings. In addition to scheduled monthly reporting, the treasurer will answer queries related to Northlake's financial resources in a timely fashion. The treasurer will maintain a working relationship with the finance committee and will provide information and support for that committee's efforts, including but not limited to stewardship drives, fundraising, policy making, and audits.

**Accountability:** The treasurer is accountable to the board and to the congregation.

**Authors:** Northlake Board for fiscal year 2022-23

**Governance Curators:** Elaine Srinivas, Chris Knowlton, Diane DeWitt

## **Board Policy 10: Secretary Duties**

**Ratified:** Northlake Unitarian Universalist Church board, February 14, 2023

**Relationship to other policies or bylaws:** This policy may relate to policies or procedures of other Northlake committees/entities. In the event this policy conflicts with the policies or procedures of other bodies, this policy will control. However, in the event any portion of this policy conflicts with language in Northlake's bylaws, the bylaws will control.

**Intent:** To establish a consistent understanding of secretary duties applicable across elected terms.

**Responsibilities:** The secretary is a voting member of the board and the executive cabinet. The secretary shall make reasonable efforts to attend meetings of these bodies and any relevant ad hoc Northlake meetings requiring the secretary's participation. The secretary shall make reasonable efforts to be prepared for and actively engaged in such meetings. The secretary shall be responsible for or shall assist the president with 1) preparing agendas and packets for board meetings and member meetings, 2) taking minutes during board meetings and member meetings, and 3) ensuring that minutes are approved and shared with the appropriate individuals. If the president is unable, the secretary may send official communications to the congregation, such as announcing membership meetings. If an entity such as a bank asks for a signature to supplement the president's signature, the secretary may provide such signature.

**Accountability:** The secretary is accountable to the board and to the congregation.

**Authors:** Northlake Board for fiscal year 2022-23

**Governance Curators:** Elaine Srinivas, Chris Knowlton, Diane DeWitt

## **Board Policy 11: Vice President Duties**

**Ratified:** Northlake Unitarian Universalist Church board, February 14, 2023

**Relationship to other policies or bylaws:** This policy may relate to policies or procedures of other Northlake committees/entities. In the event this policy conflicts with the policies or procedures of other bodies, this policy will control. However, in the event any portion of this policy conflicts with language in Northlake's bylaws, the bylaws will control.

**Intent:** To establish a consistent understanding of the vice president's duties applicable across elected terms.

**Responsibilities:** The vice president is a voting member of the board and the executive cabinet. The vice president will make reasonable efforts to attend meetings of these bodies and any relevant ad hoc Northlake meetings requiring the vice president's participation. The vice president will make reasonable efforts to be prepared for and actively engaged in such meetings. The vice president will be responsible for performing the duties assigned to the president or the secretary if either of these officers becomes temporarily unavailable or incapacitated. These duties may include but are not limited to: announcing meetings, chairing meetings, taking minutes, communicating with committees, providing signatures, etc. Upon agreement of the president and vice president, the vice president may take the lead on certain tasks that may have ordinarily fallen to the president (e.g. convening the leadership council, consistently chairing town hall meetings, etc.).

**Accountability:** The vice president is accountable to the board and to the congregation.

**Authors:** Northlake Board for fiscal year 2022-23

**Governance Curators:** Elaine Srinivas, Chris Knowlton, Diane DeWitt

## **Board Policy 12: President Duties**

**Ratified:** Northlake Unitarian Universalist Church board, February 14, 2023

**Relationship to other policies or bylaws:** This policy may relate to policies or procedures of other Northlake committees/entities. In the event this policy conflicts with the policies or procedures of other bodies, this policy will control. However, in the event any portion of this policy conflicts with language in Northlake bylaws, the bylaws will control.

**Intent:** To establish a consistent understanding of the president's duties applicable across elected terms.

**Responsibilities:** The president chairs the meetings of the board and the executive cabinet and will make reasonable efforts to be prepared for and attend meetings of the board, the executive cabinet, and any relevant ad hoc Northlake meetings requiring the president's expertise. The president will also chair member and town-hall meetings. The president maintains communication with committee chairs, the minister, and all key entities within the Northlake congregation. The president serves as an *ex officio* member of all committees and subcommittees. As needed, the president sends official communications to the congregation, such as member meeting announcements and other essential, official updates. The president provides official signatures on behalf of Northlake. If the president is unavailable or incapacitated, the president's duties may pass to the vice president or another acceptable substitute. Upon agreement of the president and vice president, the president may delegate certain tasks to the vice president on an ongoing basis (e.g. convening the leadership council, consistently chairing town hall meetings, etc.).

**Accountability:** The president is accountable to the board and to the congregation.

**Authors:** Northlake Board for fiscal year 2022-23

**Governance Curators:** Elaine Srinivas, Chris Knowlton, Diane DeWitt

## **Board Policy 13: Board Member at Large Duties**

**Ratified:** Northlake Unitarian Universalist Church board, February 14, 2023

**Relationship to other policies or bylaws:** This policy may relate to policies or procedures of other Northlake committees/entities. In the event this policy conflicts with the policies or procedures of other bodies, this policy will control. However, in the event any portion of this policy conflicts with language in Northlake's bylaws, the bylaws will control.

**Intent:** To establish a consistent understanding of the duties of board members at large as applicable across elected terms.

**Responsibilities:** A board member at large is a voting member of the board. A board member at large will make reasonable efforts to attend board meetings, membership meetings, and any relevant ad hoc Northlake meetings requiring the board member at large's participation. The board member at large will make reasonable efforts to be prepared for and actively engaged in such meetings. Board members at large may from time to time be asked to perform the duties assigned to other Northlake officers or leaders if those other persons become temporarily unavailable or incapacitated. Board members at large are expected to remain active members of the congregation.

**Accountability:** Board members at large are accountable to the board and to the congregation.

**Authors:** Northlake Board for fiscal year 2022-23

**Governance Curators:** Elaine Srinivas, Chris Knowlton, Diane DeWitt

## **Board Policy 14: Membership Management**

**Ratified:** Northlake Unitarian Universalist Church board, December 2021\*\*

**Ratified as Amended:** Northlake Unitarian Universalist Church board, February 14, 2023

**Intent:** Accurate and timely membership records, verification of the names and quantity of enrolled members immediately prior to and during Northlake member meetings, documentation of new members, and termination of memberships as needed.

**Oversight:** Until such time as this task is otherwise delegated, the board will determine how and who will complete membership management.

**Ideal skillset:** The Membership Management chair or subcommittee ideally consists someone(s) with skills in spreadsheet manipulation, utilizing the church database, exercising discretion, and demonstrating excellent interpersonal skills.

**Schedule:** Membership should be audited at least annually and should ideally be monitored on an ongoing basis in order to prepare information submitted to the UUA as requested.

**Duties:** Track progress of prospective members, update the church database, organize and run the annual member audit with input from the Finance Committee and Stewardship, administer the lapsed- and discontinued-member process, and verify quorum during congregational meetings.

**Authors:** MaryEllen Olafson Love, Pat Knowlton, Cyndy Jones, Northlake board 2022-23

**Governance Curators:** Diane DeWitt, Chris Knowlton, Elaine Srinivas

\*\* NOTE: The Human Resources Committee members authored the original policy, the HRC was sunsetted in August 2022, and then this policy was transferred to and authored by the board.

## **Board Policy 15: Safety of Children, Youth, and Vulnerable Adults**

**Ratified:** Northlake Unitarian Universalist Church board, December 2021\*\*

**Ratified as Amended:** Northlake Unitarian Universalist Church board, February 14, 2023

**Intent:** Northlake is committed to providing a safe, loving, and accepting environment for emotional renewal and spiritual growth. In support of this commitment, Northlake will produce written policies and procedures designed to ensure the safety of children, youth, and vulnerable adults.

**Oversight:** The Director of Lifespan Religious Education (DLRE) will lead a group tasked with producing written policies and procedures designed to ensure the safety of children, youth, and vulnerable adults.

**Membership:** The group will consist of the Director of Lifespan Religious Education plus no less than two but no more than four Northlake members. Each Northlake member serving as part of the group should have knowledge of and experience in at least one of the safety concern areas.

**Schedule:** Meet to review and update duties, policies, and procedures at least annually.

**Duties:** The group will practice continuous risk assessment utilizing knowledge of community happenings, information from community officials, information from staff or church members, etc. The team will also advise and educate the congregation regarding preventive and empowering plans, actions, and protocols. And the team will work with community officials and partners to share information appropriately and plan joint assistance as needed.

**Reporting:** The group's activities and recommendations will be reported to the board no less than once per year (and additionally as requested).

**Authors:** MaryEllen Olafson Love, Pat Knowlton, Cyndy Jones, Northlake board 2022-23

**Governance Curators:** Diane DeWitt, Chris Knowlton, Elaine Srinivas

\*\* NOTE: The Human Resources Committee members authored the original policy, the HRC was sunsetted in August 2022, and then this policy was transferred to and authored by the board.

## **Board Policy 16: Personnel Handbook**

**Ratified:** Northlake Unitarian Universalist Church board, December 2021\*\*

**Ratified as Amended:** Northlake Unitarian Universalist Church board, February 14, 2023

**Intent:** The UUA Personnel Handbook will support a safe hospitable work environment with clear expectations for all employees.

**Objective:** Staff will periodically oversee a review of the Personnel Handbook to include updates and changes consistent with local and state laws. The end product is a handbook tailored to Northlake to successfully guide personnel behavior and decisions.

**Duties:** Review existing Northlake personnel policy and verify policy application by interviewing or surveying staff. Download current UUA personnel policy resources and identify updates to recommendations or requirements of UUA administered benefit plans. Develop or update policies and procedures related to employment. Advise employees, board, Treasurer, and Finance Committee about pertinent changes to employment policies and procedures. Report results to board as requested.

**Financial Impact/Budget:** Personnel policy includes decisions about employer share of benefits costs and employee leave. Updates with financial impact should be co-created with input from the treasurer and FIC. Human resources will require a reasonable sum for potential consultant fees (\$500 per budget cycle as of fiscal year 2022-23).

**Authors:** MaryEllen Olafson Love, Pat Knowlton, Cyndy Jones, Northlake board 2022-23

**Governance Curators:** Diane DeWitt, Chris Knowlton, Elaine Srinivas

\*\* NOTE: The Human Resources Committee members authored the original policy, the HRC was sunsetted in August 2022, and then this policy was transferred to and authored by the board.

### **Board Procedure 16-01: Formal Review of Personnel Manual**

1. At least once every two years, staff will hire a professional (attorney, human resources expert, or the like) to be in-charge of and responsible for the Personnel Handbook review and update.
2. Results of this bi-annual (once every two years) review and update will be reported directly to the board.
3. The hired professional should
  - A. Review existing Northlake personnel policy and verify policy application by interviewing or surveying staff.
  - B. Recommend updates to Northlake's employment policies and procedures to assist Northlake in remaining in compliance with current federal, state, and local law.
  - C. Prepare a written report of the professional's findings and recommendations.
  - D. After initial findings and recommendations have been presented to the board, the board may request that the hired professional perform the additional service of finalizing the written updates to Northlake's personnel manual and any related employment policies and practices.

## **Board Policy 17: Board Member in Charge**

**Ratified:** Northlake Unitarian Universalist Church board, March 14, 2023

**Intent:** To ensure that minor situations do not distract the worship team from delivering a smooth service, and to provide a prepared leader in the event of an emergency occurring during a large gathering.

**Duty:** A member of the Northlake board will serve as Board Member in Charge (BMiC) at regular Sunday morning services, and special church events (such as Christmas Eve service), which are expected to draw 70 or more member attendees. All members of the board are expected to take on this duty in a fair rotation unless a board member requests a special exemption from this duty.

**Accountability:** The Board Member in Charge is accountable to the board and to the congregation.

**Authors:** Northlake board 2022-23

**Curators:** Diane DeWitt, Elaine Srinivas, Chris Knowlton, Ellie Peterson

### **Board Procedure 17-01: Duties of BMiC During Normal Service**

During a normal Sunday service, the BMiC will do the following:

- 1) Arrive at church by 10:00 am at the latest.
- 2) Check in with the greeters to notify them who is on duty.
- 3) Check in with the worship team (usually at the A/V booth).
- 4) Retrieve BMiC bag from its secure location.
- 5) Wear the BMiC nametag. It should be with the greeters or in the bag.
- 6) Use the chair cozy from the bag to reserve a chair. Choose a chair that allows a view of the entryway and a view of the celebrant.
- 7) If needed, take a moment to review the materials in the BMiC bag.
- 8) In the remaining time before the service, take the opportunity to greet members and visitors, and lend a helping hand where needed.
- 9) During the service, participate in the service as normal, while keeping an ear out for any disturbances in the lobby or elsewhere. Although taking the offering is not part of the BMiC duties, if you notice that there are not two ushers available to do so, the BMiC may help pass the baskets.
- 10) After the service, the BMiC may chat with friends, visit with members and visitors, or offer a helping hand where needed.

- 11) Around 12:15, check to make sure that the offering baskets have been taken downstairs. If they are still sitting on the back table and/or in the A/V booth, then find the treasurer or a member of the finance committee to coordinate counting the money and putting it away properly. At minimum, ensure baskets are locked in the church office before you leave.
- 12) Put the BMiC bag back in its secure location.
- 13) Put the BMiC name tag back in its standard location.
- 14) Just before 12:30, start locking up: first, check the door at the front of the sanctuary near the stage, then lock the main “front doors” to the sanctuary building. It is OK if there are still people visiting in the lobby, as long as they are members or staff. If they are strangers / newcomers, you may ask them to head home at this time. Then go downstairs, check the door near the offices and the stairs, the doors in Adams Hall, and the kitchen door to be sure they are all locked.
- 15) Make sure the oven in the kitchen is turned off.

### **Board Procedure 17-02: Duties of BMiC When Problems Arise**

In case of trouble, the BMiC is the lead problem-solver. A list of issues and how prior BMiCs have handled the issue follows. The board will periodically update this procedure to include other relevant examples.

- 1) **Maintenance.** When there is a maintenance issue, such as the coffee maker not working or the toilet overflowing, the BMiC should locate one of the “handy folks” in attendance and recruit that person to manage the maintenance issue.
- 2) **Complex inquiries.** When someone asks the greeters, or the audio/visual volunteer, or some other volunteer a question more complicated than that person is equipped to answer, help relieve the burden of the volunteer by answering the complicated question or by handing off the question asker to someone else who *is* able to answer the question.
- 3) **Medical issues**
  - a) Minor: point people toward the first aid kit. There should be one in each kitchen and one on the desk in the downstairs office.
  - b) Moderate: quietly seek out the support of a member of the congregation with medical training or CPR / first aid training.
  - c) Medical emergency: **ensure that someone has called 9-1-1.** Then
    - i) Make an announcement (or ask someone to make an announcement) requesting medical assistance from anyone in the congregation who can help.
    - ii) Deputize someone (e.g. usher, greeter) to step outside to watch for emergency vehicles and direct them to the person in crisis.
    - iii) Deputize someone to help keep everyone else out of the way of those providing assistance.
- 4) **Mental health** or drug and alcohol related issues or other disruptive behavior

a) Minor: calmly but firmly ask the person to leave

b) Moderate: quietly seek the support of someone with related training, including mental health or substance abuse treatment training, or martial training if the situation has escalated in a way that physical harm may be imminent.

c) Major: **Call 9-1-1**. Either deputize someone in the congregation to escort the disruptive person out of the building, or if that feels unsafe, move congregational members away from that person toward safety.

5) **Fire**

a) Minor: Know how/when to use fire extinguishers. They are located in the front and back of the Sanctuary, both kitchens, boiler room, downstairs hall, downstairs back room.

b) Major: **ensure that someone has called 9-1-1**. Use the megaphone to inform people of the need to calmly evacuate. Deputize people to lead evacuation.

6) **Earthquake**

a) Drop to the ground, then use the megaphone to tell others to **drop, cover, and hold**. “Drop, cover, and hold” means to get on one’s hands and knees, crawl under a chair, and hold on to the chair. Those who do not fit under the chair should cover the back of their neck with their hands.

b) After tremors have stopped, deputize someone to shut-off water, gas, and electricity. Ensure that others present are doing triage on the situation. Rally at the altar if it is safe inside, otherwise rally outside on 4<sup>th</sup> Avenue near the flagpole and church sign.

7) **Bomb Threat or Other Violent Threat**

a) If not immediate, consult with the minister and others in leadership positions about how to respond and whether cancellation of services / evacuation is needed.

b) If the threat is credible and imminent, evacuate.

8) **Active Shooter**

a) Evacuate. If someone refuses to go, or is unable to evacuate, encourage them to hide, but continue to evacuate everyone else, including yourself.

b) Protocol is always: **Run, Hide, Fight**.

i) Always just try to get away – run/evacuate.

ii) If that is not possible, the second choice is to hide.

iii) If, and only if, one cannot run or hide, then fight back in a concerted manner, especially in a way that would surprise the attacker.

**Board Procedure 17-03: BMiC Supervising Evacuation**

If it becomes necessary to evacuate the building, do the following:

1) Send a text to the Director of Lifespan Religious Education and send the nearest fast runner to notify RE staff of the need to evacuate.

2) Grab the flags, or deputize someone to grab them, from the kitchen. Deputize responsible people nearby to lead the evacuation.

3) Use the megaphone to calmly announce something like:

*“Please remain calm. We need you to evacuate the building. Please proceed calmly to the nearest exit. For those in the front of the sanctuary, that is the door near the front, on the right side. Go out that door and down the stairs. For those in the back of the sanctuary, please go out the main doors, and cross State Street to meet at [secure location]. If you have children in RE, their teachers are caring for them. The teachers will help them to evacuate and meet you at [secure location]. Please do not attempt to go to your children. It is safest for everyone if you proceed directly to [secure location] and meet them there.”*

4) Repeat the evacuation announcement as needed. As soon as most people are moving, you can also evacuate.

5) When everyone from the sanctuary has reached the [secure location]

a) help family members reunite,

b) answer questions from any emergency responders, and

c) help coordinate with others on any needed decision-making, such as when it is safe to return to the church / parking lot.

## **Board Policy 18: Board Continuity**

**Ratified:** Northlake Unitarian Universalist Church board, July 13, 2023

**Objective:** To maintain leadership continuity, the board will schedule elections so that board members and officers may transition in a timely and intentional manner, thereby ensuring stability and predictability in Northlake governance.

**Dates:** Northlake members elect board members at the annual member meeting in April. The term in office of newly elected board members begins June 1st of the year elected and ends May 31st of the year the term concludes.

**Terms:** Board member term of office is two years. Board members may be elected for two consecutive terms before taking a break from serving on the board.

**Officer election:** The board will elect a president, vice president, and secretary as soon as possible after the new board member orientation in May. The newly elected president, vice president, and secretary will begin serving June 1<sup>st</sup> or as soon as they are elected if the officer election takes place after June 1<sup>st</sup>.

**Eligibility:** All elected board members except the treasurer are eligible to serve as president, vice president, and secretary.

**Vacancy:** In the event that the president, vice president, or secretary vacate their office the board will determine if an election is in order. If so, the board will elect a board member to fill the vacancy.

**Authors:** Des Phair, Chris Knowlton, Diane DeWitt, Ellie Peterson

**Curators:** Chris Knowlton, Ellie Peterson, Diane DeWitt

## **Board Policy 19: Governance Calendar**

**Ratified:** Northlake Unitarian Universalist Church board, July 13, 2023

**Objective:** The Northlake board will lead governance by employing processes that emphasize foresight, vision, and transparency and that increase the likelihood that Northlake members and friends will participate in our democratic processes and live into the mission.

**Leadership:** The executive cabinet (or any officer if the full executive cabinet is not available) will present a proposed calendar for the coming year to the board for approval.

**Planning:** To reach this objective the Northlake board will create, endorse, routinely update, and publish the Governance Calendar.

**Schedule:** The first publication each year will be in July. At quarterly intervals the calendar will be revised and redistributed to Northlake members and friends, as warranted.

**Content:** The annual calendar will include the dates of board and member meetings. Specific tasks will also be included. The calendar for this fiscal year is attached below.

**Distribution:** The annual calendar will be distributed via some or all of the following methods: posted on the website, distributed by email, posted in the building, and added to the Governance Manual on the page(s) following this policy.

**Authors:** Ellie Peterson, Diane DeWitt, Galen LaPlante, Chris Knowlton

**Curators:** Chris Knowlton, Ellie Peterson, Diane DeWitt

## 2023-24 Governance Calendar

| Dates    | Events                           | Actions                                     |
|----------|----------------------------------|---|
| June 1   | Board member term starts         | Welcome                                     |
| June 11  | Member meeting                   | Budget acceptance, state of the church      |
| June 13  | First board meeting of this term |   |
| July 1   | Fiscal year 2023-24 begins       |   |
| July 13  | Board meeting                    | Board officer election                      |
| July     | New board member orientation     | Board past-president, president, minister   |
| Aug 10   | Board meeting                    | Charter and policy renewal                  |
| Aug 19   | Board retreat                    | Establish 3 open questions for this term    |
| Sept 14  | Board meeting                    | Charter and policy renewals                 |
| Oct 12   | Board meeting                    | Discuss open question 1                     |
| Nov 9    | Board meeting                    | Discuss open question 2                     |
| Dec 14   | Board meeting                    | Discuss open question 3                     |
| Jan 11   | Board meeting                    | Stewardship plans reviewed/accepted         |
| Feb 8    | Board meeting                    | Vision of ministry for 2024-25 fiscal year  |
| Mar 1    | Board meeting                    | Ministry vision task force impact on budget |
| March 10 | Trigger                          | Member notice for April member meeting!     |
| April 11 | Board meeting                    | COM report of findings/recommendations      |
| April 14 | Member meeting                   | Elections, stewardship, finance             |
| May      | New board member orientation     | Executive cabinet                           |
| May 3    | Trigger                          | Member notice for June member meeting!      |
| May 9    | Board meeting                    | Officer election, P&L, and budget approval  |
| May 19   | Town Hall meeting                | Member review, Q and A, about budget        |
| May 31   | Board member term ends           | Thank you                                   |
| June 9   | Member meeting                   | Members accept budget                       |
| June 13  | Board meeting                    | Governance calendar decisions               |
| June 30  | Fiscal year 2023-20224 ends      |   |

### **April member meeting agenda items:**

Verification of quorum; approve minutes of previous June (and/or special) meeting; elect board members and nominating committee members, and treasurer every third year; budget preview from FIC and/or treasurer; and report on stewardship goals.

### **June member meeting agenda items:**

Verification of quorum; approve minutes of previous April (and/or special) member meeting; outgoing president's report about the past year accomplishments; minister's report including visionary goals for the coming year; stewardship report; budget review from FIC and/or Treasurer with member vote of acceptance.

### **Monthly town hall meetings agenda items:**

Presented throughout the year - according to current practice and policy. Town Hall topics are typically held after worship service on the third Sunday of the month. Topics are chosen by the board to be timely and/or related to the ministry vision, Northlake mission, or of broad interest to Northlake members and friends. For example, a town hall meeting about Northlake's General Assembly delegates and the issues they will be addressing might be held in April and/or May.

### **Recurring topics brought to the board, listed by fiscal quarter:**

### **Q1 - Jul, Aug, Sep**

- Board president notifies members about board meetings at the outset of the fiscal year.
- Board reaffirms and renews charters of the cabinet, councils, and the 5 standing committees: communications, facilities, finance, governance, and nominating.
- Board reviews board, council, and committee policies and procedures.
- Executive cabinet proposes training opportunities for that term.

### **Q2 - Oct, Nov, Dec**

- Board concludes the review board, council, and committee policies and procedures.
- Board discusses open questions 1, 2, and 3.
- Board discusses nominating committee volunteer job description recommendations.

### **Q3 - Jan, Feb, Mar**

- Board president identifies vacant standing committee chair and co-chair positions.
- Nominating committee searches for talent.
- Board reviews and approves the stewardship plans.

### **Q4 - Apr, May, Jun**

- Leadership council co-leaders maintain records of completed leadership training and present results at the June member meeting (end of fiscal year).
- Committee on ministry presents their findings/recommendations to the board and to the members at the June member meeting (end of fiscal year).
- Finance and treasurer present a final draft of the budget to the board for approval at the May meeting prior to the June member meeting.

## **EXECUTIVE CABINET**

### **Executive Cabinet Policy 01: Consent Agenda**

**Ratified:** Northlake Governance Committee, April 12, 2022

**Renewed as Amended:** Northlake Unitarian Universalist Church board, February 14, 2023

**Intent:** To ensure board agendas include the spectrum of Northlake needs and issues, the Executive Cabinet (EC) presiding officer, typically the board president, will routinely request reports.

**Objective:** The EC will discuss which reports will be placed on which agenda.

**Leaders:** The board and congregational standing committee chairs will routinely inform the board of their activities and requests. Reports from the leaders of subcommittees, team, group, and task force leaders that keep the board informed of their activities are welcome.

**Members:** Reports and requests from Northlake members are also welcome. Members may be asked to attend a board meeting when their item is to be discussed

**Participation:** The EC members will make collaborative decisions and the secretary will compile and format the draft board meeting agenda.

**Schedule:** The EC confers one week prior to board meetings and written agenda times ideally should arrive before the EC meeting.

**Accountability:** The EC reports to the board and is accountable to the congregation.

**Author:** Ellie Peterson, Diane DeWitt

**Governance Curators:** Elaine Srinivas, Chris Knowlton, Diane DeWitt

## **Executive Cabinet Policy 02: Transparency**

**Ratified:** Northlake Governance Committee, April 12, 2022

**Renewed as Amended:** Northlake Unitarian Universalist Church board, February 14, 2023

**Intent:** With the full support of the board, the Executive Cabinet (EC) will ensure that board meetings are observable by members and decisions are transparent.

**Objective:** To ensure the board's actions and decisions are accountable to Northlake members.

**Oversight:** The EC will determine methods to make board meetings observable by all members.

**Participation:** The EC may determine who will carry out the tasks related to this policy. Typically, the secretary will write and post the minutes and the treasurer will create and post the financial reports.

**Schedule:** The board president will ensure that the board meeting dates and times are advertised.

**Accountability:** Because the EC is accountable and reports to the congregation, the EC (generally via the secretary) will provide Northlake members with board meeting minutes in a timely and easily accessible manner.

**Authors:** Ellie Peterson, Diane DeWitt

**Governance Curators:** Elaine Srinivas, Chris Knowlton, Diane DeWitt

## **Executive Cabinet Policy 03: Topics**

**Ratified:** Northlake Governance Committee on April 12, 2022

**Renewed as Amended:** Northlake Unitarian Universalist Church board, February 14, 2023

**Intent:** The Executive Cabinet (EC) will review and choose the topics for congregational meetings and town hall meetings. The minister will contribute and advise the EC, and other church leaders will be asked to contribute and participate.

**Objective:** To ensure Northlake members are well-informed and updated about church events, ongoing issues, and projects, congregational and town hall meetings will focus on topics with high impact or with long-term commitments.

**Oversight:** The EC (generally via the president) will ensure congregational meetings are carried out as outlined in the bylaws. The EC will ensure that EC meetings and town hall agendas are complete and fully reflective of the community needs identified by church leadership.

**Participation:** All EC members will be involved in topic and agenda determination.

**Schedule:** On going.

**Accountability:** The EC is accountable and reports to the congregation.

**Author:** Ellie Peterson

**Governance Curators:** Elaine Srinivas, Chris Knowlton, Diane DeWitt

## **Executive Cabinet Policy 04: Emergencies**

**Ratified:** Northlake Governance Committee on April 12, 2022

**Renewed as Amended:** Northlake Unitarian Universalist Church board, February 14, 2023

**Intent:** To ensure church decisions needing rapid action are addressed and resolved in a timely manner.

**Objective:** The Executive Cabinet (EC) is assigned the authority to make decisions in emergencies and handle special issues when timeliness does not allow the board to be involved in decision making.

**Oversight:** The EC will ensure that any action taken by the EC is discussed by the full board at its next meeting. The board will ensure that emergency decisions are shared in a timely manner with the congregation whenever that is deemed appropriate by the board and minister.

**Privacy:** Whenever the topic of the emergency meeting involves a staff person, volunteer, member, or other people, the issue will be addressed in executive session.

**Participation:** All EC members will, if possible, be involved in emergency decision making but, whenever appropriate, the EC will call on other church leaders to assist.

**Schedule:** Ongoing.

**Accountability:** The EC is accountable and reports to the congregation.

**Authors:** Ellie Peterson, Diane DeWitt

**Governance Curators:** Elaine Srinivas, Chris Knowlton, Diane DeWitt

## **Executive Cabinet Policy 05: Knowledge & Skills**

**Ratified:** Northlake Governance Committee on April 12, 2022

**Renewed as Amended:** Northlake Unitarian Universalist Church board, February 14, 2023

**Intent:** To ensure Northlake's leaders have the tools necessary to provide excellent church leadership that includes, but is not limited to vision, strategic thinking, communication, empathy, flexibility, work ethic, self-awareness, and tenacity.

**Purpose:** The Executive Cabinet (EC with the advice and guidance of the Leadership Council, board, and minister), will encourage group and individual leadership training opportunities for the congregation.

**Participation:** All EC members will be expected to have or acquire the knowledge and skills deemed necessary for church leadership positions. The EC will encourage each person who is a leader to participate in well-chosen leadership training as individuals and in groups. ;

**Schedule:** Ongoing.

**Accountability:** The EC is accountable and reports to the congregation.

**Authors:** Ellie Peterson, Diane DeWitt

**Governance Curators:** Elaine Srinivas, Chris Knowlton, Diane DeWitt

# COMMUNICATIONS COMMITTEE

## Communications Committee Policy 01: Publication Content

**Ratified:** Northlake Communications Committee, September 11, 2022

**Accepted:** Northlake Unitarian Universalist Church board, September 13, 2022

**Intent:** The Communications Committee (CC) will determine the basic requirements and limitations of communications for Northlake publications.

**Objective:** The CC will ensure Northlake publications are professional, clear, relevant, inclusive, and reflective of Northlake's mission and vision. Examples of these publications include the weekly announcements, web content, newsletter, press releases, brochures and pamphlets, and any other materials produced in part for public consumption.

**Oversight:** The (CC) will manage publication content, in consultation with the congregational administrator and the related committees/teams that produce the publication. Work is ongoing.

### Requirements:

1. Northlake publications will not include statements in conflict with UU principles or with Northlake's mission, vision, or covenant, unless it is clear the statement is not intended to represent UUism, Northlake, or any subgroup thereof. Northlake will follow these guidelines:
2. Language in the publication will be inclusive, with particular sensitivity to gender, age, ethnic diversity, marital status, sexual orientation, parenting status, etc.
3. The tone of the text will be in keeping with that of a religious organization. It is appropriate, for example, for some text to be of a sexual nature, but not vulgar; humorous, but not offensive; critical, but not disrespectful.
4. The text of the publication will not contain political opinions, claims, or other political content that could potentially undermine Northlake's non-profit status. This includes giving attention to the UUA's three-rule summary of IRS regulations on the political activities of congregations.
5. Publications will not include partisan political activity. Congregations and their representatives may not advocate for or against candidates for public office or political parties. This includes fundraising on behalf of candidates and donating meeting space, among other actions. Election related activities such as candidate questionnaires and forums are acceptable so long as all major candidates are invited and that they address a broad range of issues.
6. The publication content will be accurate, grammatically correct, and properly formatted.

**Accountability:** The CC is accountable and reports to the board.

**Authors:** Ellie Peterson, Steve Wilhelm

**Curators:** Elaine Srinivas, Chris Knowlton, Diane DeWitt

## **Communications Committee Policy 02: Media Privacy**

**Ratified:** Northlake Communications Committee, August 11, 2022

**Accepted:** Northlake Unitarian Universalist Church board, September 13, 2022

**Intent:** The Communications Committee (CC) will determine policies and procedures to keep member information private, as appropriate.

**Objective:** To ensure Northlake member's personal information and likenesses are kept safe and confidential.

**Oversight:** The CC will manage publication content in consultation with the congregational administrator and related committees or teams, from which the publication is produced.

1. Contact information for Northlake staff, board, committees, and teams will use northlakeuu.org based aliases, for example, [communication@northlakeuu.org](mailto:communication@northlakeuu.org)
2. Out of respect for the privacy of members and visitors, non-Northlake contact information will not be placed on public media without permission.
3. Newsletters and weekly announcements are posted online, so articles submitted for publication that include the author's contact information imply permission to publish that information.
4. Photos of adult members of the congregation may be used in the media. If someone communicates to the CC or Congregational Administrator that they wish to have a photo of themselves removed, the photo will be removed. Videos follow the same policy as photos.
5. For filmed services, there will be a designated region of the sanctuary where people can worship without being on camera.
6. Recognizable photos of minor children will not be displayed without parent or guardian written permission. If permission is given, Northlake may display unidentified photos of children. If permission is denied, photos will not be displayed. Videos follow the same policy as photos.

**Schedule:** Ongoing.

**Accountability:** The CC is accountable and reports to the board.

**Authors:** Ellie Peterson, Steve Wilhelm

**Curators:** Elaine Srinivas, Chris Knowlton, Diane DeWitt

## **Communications Committee Policy 03: Document Naming Conventions**

**Ratified:** Northlake Communications Committee, September 11, 2022

**Accepted:** Northlake Unitarian Universalist Church board, September 13, 2022

**Intent:** The Communications Committee (CC) will determine naming conventions for documents shared and archived within the Northlake community.

**Objective:** To ensure Northlake documents are easy to identify and file, and to maintain these documents for Northlake's posterity. These naming conventions apply to all Northlake committee, team, and staff documents.

### **Parameters:**

1. Date in YYYY-MM-DD format.
2. Official committee or team abbreviations (found in procedure 1). Uppercase first letters only for a proper name such as Northlake Communications Committee. Second references, such as the committee or the board, will be lower case.
3. Document type and name, if space allows. (Policy, covenant, report, script, lesson plan, etc.)
  - a. Committees and teams may abbreviate document name components as long as they are still easily identifiable and agreed upon within the committee. For instance, using "inv" instead of invoice or "FIC" for finance committee.
  - b. If the file will be maintained overtime, use the convention v1, v2, v3, etc. to depicts its place sequence of versions
  - c. Use zeroes if there will be sequential numbers for a set of files greater than nine. For instance, if you anticipate 14 policies in a set, the first should be number 01.
4. If the document contains feedback or notes from multiple people, each should include their two-letter initials at the end of the document before saving and resending.
5. Use an underscore between each naming element -  
2022-09-11\_CC\_Policy03\_v2\_EP\_DD\_SW
6. Once a document is in its final format, the version and two letter initials can be removed.
7. Do not use spaces or special characters.

**Schedule:** The CC will revisit naming conventions yearly, to ensure the most current technology and file sharing software are considered.

**Accountability:** The CC is accountable and reports to the board.

**Authors:** Ellie Peterson, Steve Wilhelm

**Curators:** Elaine Srinivas, Chris Knowlton, Diane DeWitt

## **Communications Committee Policy 04: Social Media Guidelines**

**Ratified:** Northlake Communications Committee, September 11, 2022

**Accepted:** Northlake Unitarian Universalist Church board, September 13, 2022

**Intent:** The Communications Committee (CC) will set guidelines on how best to participate in social media and online group chats, to contribute to all readers' experience, and to ensure interactions in these virtual spaces are safe and respectful.

**Objective:** The purpose of Northlake social media and group chats, such as Northlake Talk are to keep members informed of Northlake events, to share resources, celebrate success, and seek advice. Social media and online group chat is for members to share information and support, not solicit money or sales from fellow members. The exception is posting about events or benefits that offer a service of direct relevance to Northlake members. Keeping communications functional will be ongoing.

**Prohibitions:** Crowdfunding, Patreon, and other fund solicitations, along with social media vote solicitation and requests for reviews and blurbs, are all prohibited. Any such posts will be removed without notice. Individuals who fail to adhere to these guidelines may be reported to the board president and/or the CC chair for follow up. Failure to adhere to these guidelines may lead to member removal from social media or online chat groups.

### **Guidelines:**

1. Use "I" statements. Everyone should speak from their own experience.
2. Avoid making generalizations. Don't make blanket statements about any groups of people. This includes persons of color, Native Americans, LGBTQIA, persons with disabilities, religious groups, cultural groups, political parties, socioeconomic classes, age ranges, etc. If you're not sure something you want to say is factually correct, phrase it as a question.
3. Assume positive intent. People should not make assumptions about other people's experiences. The only assumption people should make is that when others post or comment, they are doing so with best intentions and do not mean to offend anyone.
4. Speak out, with respect. If a post or message is factually incorrect, insensitive, or offensive, please politely and respectfully call the poster on those points. Don't be a bystander and let the same people usually assume the burden of speaking up. Don't simply ignore offensive or factually incorrect posts, in order to "keep the peace." Letting erroneous or insensitive posts and comments slip by makes our community space feel less safe, and increases the difficulty of building healthy group dynamics.
5. Respect confidentiality. Assume posts and comments shared in this group are intended to remain private, and not to be posted on public social media. If you would like to share someone's post or comment, please ask them first.
6. Don't disparage others' preferences, as in the urban street phrase "Don't yuck my yum." Diverse groups have much to offer and that includes different likes and dislikes. When group members share about their preferences, respect their opinions.

**Accountability:** The CC is accountable and reports to the board.

**Authors:** Ellie Peterson, Steve Wilhelm

**Curators:** Diane DeWitt, Elaine Srinivas, Chris Knowlton

## **Communications Committee Policy 05: Crisis Communication**

**Ratified:** Northlake Communications Committee, January 31, 2023

**Accepted:** Northlake Unitarian Universalist Church board, February 14, 2023

**Intent:** The Communications Committee (CC) will establish and maintain procedures to be implemented anytime a critical incident occurs that diminishes trust in the church and its ministry, or damages the church's reputation within the community.

**Objective:** The policy and following procedures will allow the minister and leadership of Northlake to provide: compassion, concern, and care for victims of the crisis and those impacted by the crisis; a means for meeting the needs of media covering the crisis; a positive image of Northlake; and accurate information for the Northlake community and pertinent stakeholders.

**Definition:** A crisis can be considered anything that puts the church's values on trial in a court of public opinion, or that attracts media attention in a potentially negative manner.

**Membership:** If a crisis occurs a "Crisis Team" will convene and consist of the minister, the board president, the congregational administrator, the director of religious lifespan education, and the Communications Committee chair. The team may be expanded to include additional leadership, staff, attorney, or a public relations consultant, depending on the nature of the crisis.

**Collaboration:** Any member of the team may activate the following procedures when (s)he becomes aware of an actual or potential crisis. All members of the team are responsible for assembling the team when they learn of an actual or impending crisis. The team will determine the initial response.

**Schedule:** The (CC) will review the policy and seek feedback from Crisis Team members on an annual basis.

**Accountability:** The CC is accountable and reports to the board.

**Authors:** Ellie Peterson and Steve Wilhelm

**Curators:** Elaine Srinivas, Chris Knowlton, Diane DeWitt

## CC Procedure 05-01: Learning of a Crisis from the Media

**Purpose:** To ensure crisis communication with media members is effectively managed, includes true and relevant facts, and guards the privacy of Northlake members and staff, while providing a timely and professional response.

**Schedule:** As needed.

**Method:** Whenever a Northlake member or friend is contacted by the media, their first obligation is to pass this information to a member of the crisis team. When a member of the crisis team learns of a crisis from the media or Northlake member or friend, the following steps should be implemented.

1. The crisis team member receiving the call should politely but firmly decline to answer the reporter's questions with the "Hold Response" and takes a message including:  
Reporter's name  
Reporter's telephone number  
Media outlet  
Reporter's deadline  
Information the reporter is seeking (*also note what information the reporter already has—correct as well as incorrect information*)  
Time and date of the call
2. Immediately assemble the crisis team. Ensure all members have each other's immediate contact information.
3. The Crisis Team will establish a designated spokesperson and back-up spokesperson, and give them the information gathered from the reporter. They may choose to establish a meeting coordinator. The team should determine if the team should be expanded to include additional members.
4. If you are unable to arrange for someone to return the call by the reporter's deadline, call the reporter and let him/her know you are still working to have someone return the call who can respond to the questions. *DO NOT RESPOND to the questions yourself unless you are the spokesperson.*
5. The spokesperson or another designated member of the Crisis Team conducts a face-to-face, video conference, or telephone meeting, following the agenda for "The-First-90-Minutes Meeting." (See procedure 3.)
6. Spokesperson returns calls from media, as far in advance of deadline as possible, to either provide the factual information requested or to learn what specific information is needed.
7. Simultaneously with Step 6, the members of the Crisis Team identify others outside the team who may be responding to the crisis to determine the relevancy of their actions and knowledge.
8. The meeting coordinator will make assignments for monitoring media coverage of the crisis.
9. The Crisis Team meets as needed to strategize the continuing response.
10. When the crisis is over, the Crisis Team meets to evaluate these procedures and strategy and to make revisions.

## **CC Procedure 05-02: Learning of the crisis from a source other than media**

**Purpose:** To ensure crisis communication is effectively managed, includes true and relevant facts, and guards the privacy of Northlake members and staff, while providing a timely and professional response.

**Schedule:** As needed.

**Method:** If a member of the Crisis Team learns of a crisis from a source other than the media, the following steps should be implemented.

1. Crisis Team member learning of the crisis gathers the team in person and/or by video conference or telephone. Establish a spokesperson, back-up spokesperson, and meeting coordinator.
2. Crisis Team determines if the team should be expanded to include additional members. Meeting coordinator makes assignments for fact-gathering and sets a report time.
3. The Crisis Team meets to assess the facts of the crisis and the first response. It follows the agenda for “The-First-90-Minutes Meeting.” The Team determines if the church should be proactive in releasing a statement about the crisis to the media.
4. The spokesperson responds to media contacts as received.
5. When the crisis is over, the Crisis Team meets to evaluate response procedures and strategy and to make revisions to the plan.

## **CC Procedure 05-03: “The First 90 Minutes” meeting**

**Purpose:** To ensure all communication tasks immediately after or during a pending crisis are assigned and effectively handled, ideally in the first 90 minutes.

**Schedule:** As needed.

**Method:** If a member of the Crisis Team learns of a crisis through a contact with a reporter—not an unusual occurrence—the team has approximately 90 minutes to make a first formal response on Northlake’s behalf. If the team learns of the crisis from another source, a call will likely occur within the next 90 minutes, although it may be sooner or hours or days later.

Below is the agenda for the first meeting of the Crisis Team. This meeting may be face-to-face, video conference, by telephone, or a combination.

1. Chalice lighting for all those impacted by the crisis, and for guidance and wisdom as the church moves through the crisis in the days and weeks following.
2. Statement to the group as to what has happened or will happen.  
Identification of:  
Direct and indirect victims of the crisis  
Confirmed facts and potential impacts of the crisis on the community and on Northlake’s reputation

Unconfirmed information

Other needed information

Who else needs to be a part of the Expanded Crisis Communications Team

Who else in the congregation needs to be informed immediately

Who in the community needs to be informed immediately

3. Assign the task of gathering information to confirm or refute reports and identify other needed information. If possible, have someone other than one of the Crisis Team members complete this, so the information can be gathered while the meeting proceeds.
4. Determine what information needs to be released immediately to others in the congregation and community, and assign a person to begin this.
5. Determine if sufficient interest potentially exists to require a “staging area,” for news media at the church or the site of the crisis.
6. Determine what information can and will be released in the first response to news media calls.
7. Develop the statement the spokesperson will use in response to the initial contacts from the media. This may be a formal or informal statement. The key is that the same basic information is given to all media contacts in the initial conversation.
8. Determine what, if any, information beyond the statement can be released to the news media at this time.
9. Identify questions reporters are likely to ask, and responses.
10. Determine what questions must be referred to other sources. (For example, “Was the driver of the van involved in the accident speeding?” or “Did the person accused of starting the fire have a criminal record?” should be referred to law enforcement, fire or public safety officials.)
11. Determine what response the spokesperson will give to questions that cannot be answered at that time either because information is not available, or because the information cannot be released. Also determine what are particularly sensitive or tricky areas, and how to manage those.
12. Review assignments and roles as the management of communications surrounding the crisis begins.
13. Set the next meeting of the Crisis Team.

## **CC Procedure 05-04: Media Procedure for Church Staff**

**Purpose:** To ensure crisis communication is effectively managed, includes true and relevant facts, and guards the privacy of Northlake members and staff, while providing a timely and professional response.

**Schedule:** As needed.

**Method:** If a Northlake staff member is questioned by a reporter or other individual after or during a pending crisis, the following procedures will be followed.

### **If you receive a telephone call from a reporter regarding a crisis**

1. Take a written message (don't transfer to voicemail without taking a message).
2. Get the reporter's name, media outlet, direct phone #, and deadline.
3. Ask for the topic of the story, and also try to determine the angle or tone, in particular how aggressive or accusatory the story's direction may be.
4. Explain that a church spokesperson will return the call.
5. Don't answer questions yourself.
6. Be polite, but firm.
7. Keep a log or written record of media calls.

### **If a reporter comes on-site**

1. Refer questions to the minister or board president.
2. Don't be hostile.
3. Don't give your personal opinion.
4. Don't speak "off the record."
5. Don't use the term "no comment."
6. Be polite, but firm.

### **If you are asked questions about the crisis**

1. Don't speculate, repeat unconfirmed information, or express personal opinion.
2. Don't feel like you have to answer questions
3. Do respond with a brief, positive, general statement.

## **CC Procedure 05-05: Guidelines for Handling Media On-Site Church Staff and Leadership**

**Purpose:** To ensure Northlake staff and leadership know how to handle media that comes on Northlake's campus, or other locations where Northlake-endorsed activities occur.

**Schedule:** As needed.

**Method:** The following guidelines will be followed for handling media on-site:

1. Identify a location where reporters and photographers park vehicles and stand while they're covering the story. Identify a place that allows privacy for the church and congregation. Media should not be allowed to have "free run" of the property, but acknowledge that reporters and photographers have a job to do.
2. Consider designating a location for the media to stand rather than asking them to leave the property without discussion. The location should be an area where the media does not block authorized people from entering the church or jeopardize anyone's safety. Be aware that television trucks with "live" capability (microwave or satellite) can't operate near telephone or electrical wires. The media will probably ask for more access than you're willing to give them—you should be prepared to say "no" to many of their requests. However, it's often a good idea to listen to their requests to determine if there's a mutually agreeable location.
3. Designate a staff person to explain and enforce the boundaries. If police are involved in the situation, work with them to establish and enforce boundaries. The staff person can say something like "Our priority right now is to make sure everyone is safe (the first sentence may say something different, depending on the situation). We are gathering information right now. As soon as we have the facts, we will have a spokesperson available to talk with you."
4. Be polite, but firm. At some point, it may be necessary to ask the media to leave the property or move to the designated location. For example, if photographers and reporters are trying to interview staff in the church parking lot, ask them to leave the property. Try to avoid unnecessary hostility or confrontation.
5. As far as the law is concerned, a photographer can take pictures of any people or things as long as s/he is standing on public property. A photographer may stand across the street from church property and take photographs of people at the church. However, if a photographer is standing on church property and has been asked to leave the property, that photographer should leave immediately. Be aware of changes in local laws regulating demonstrations near church property.
6. Be proactive. If you see a photographer and/or reporter interviewing people or taking photographs/video on or near church property, you or a designated person should introduce yourself and find out what they're doing. Be polite, but take control.
7. Establish an Interview Location

## CC Procedure 05-06: Speaking to the Media

**Purpose:** To ensure crisis communication is effectively managed, includes true and relevant facts, and guards the privacy of Northlake members and staff, while providing a timely and professional response.

**Schedule:** As needed.

**Method:** If a spokesperson or other designated individual speaks to the media, the following procedures will be followed.

1. Begin with a statement (it's okay to repeat parts of your statement & main points later).
2. Use confirmed facts only—try to include the basics of what happened and what the church is doing to respond. Don't give names of victims.
3. Express concern and compassion when appropriate.
4. Keep the statement short and simple.
5. Refer to policies and procedures when you can't discuss specifics.
6. Don't guess, speculate, or speak outside of your expertise. It's okay to say, "I don't know. I can check on that."
7. Speak slowly, naturally, and confidently. It's okay to pause between key points.
8. Make eye contact with reporters. If possible, don't read off a script. It's better to look at your notes, pause, look up and make eye contact while you speak.
9. If you don't understand a reporter's question, ask the reporter to repeat or clarify the question. Again, it's okay to pause before answering.
10. Conclude the briefing when you've given all of the information that you're prepared to release at this time. You can say something like "I understand you have more questions, but that's all of the confirmed information we have right now. I need to return to managing the situation and taking care of the people involved. We will update you in *(fill-in the blank)*. Please give me your business card with a phone number or email address so we can provide you with updated information when it's available. Our office # is *(fill-in)*."
11. If you have a written statement and/or photographs, you can say "I have typed copies of our statement available for you, along with background information about Northlake," and, if available, "I have a photograph that you can scan—I need to keep the original."
12. The time of your next scheduled update will depend on the seriousness of the crisis, the interest level of the media, the time of day, the amount of information that's available, etc. You may want to email additional information to the media instead of holding another briefing. If possible, make any news releases or written information available on the Northlake website.

## **FACILITIES COMMITTEE**

### **Facilities Committee Policy 01: Campus Safety**

**Ratified:** Northlake Facilities Committee March 29, 2023

**Accepted:** Northlake Unitarian Universalist board April 11, 2023

**Intent:** The Facilities Committee (FAC) will minimize the risks of hazardous physical conditions, maintain security of the property, resolve campus safety concerns, and respond in cases of emergency.

**Objective:** The FAC will form a safety subcommittee to address safety and security of Northlake property, staff, renters, and visitors of the Northlake campus. Preventive measures will reduce risk of physical harm and property damage. Responses to emergency situations will be orderly and coordinated with appropriate entities.

**Responsible:** The members of the FAC will appoint a committee member to be responsible for facilitating the safety subcommittee and ensuring Northlake staff is informed of subcommittee activities and decisions. The subcommittee will preferably consist of at least three people familiar with church property who may have experience in general security protocols, identifying and reducing physical hazards, or first aid and emergency response management.

**Collaboration:** The safety subcommittee will consult related Northlake policies and collaborate with Northlake staff, rentals subcommittee, communications committee, and governance committee to identify campus safety and security needs. Some safety and security tasks may involve consultation or collaboration with Northlake's board and finance committee or other user groups, professional contractors, church insurance guidelines, emergency preparedness guidelines, or the Kirkland police and fire departments.

**Schedule:** The safety subcommittee agenda will include an annual review of current procedures, training and communication plan, verification of the FAC emergency contact list, review of safety equipment and supplies inventory, and new business to address issues or improvements. Duties may be delegated.

**Duties:** Primary duties of the safety subcommittee include:

1. Maintain a collection method for reporting issues of safety or security.
2. Inventory safety equipment and supplies, notify staff of replacement needs.
3. Maintain FAC emergency volunteer contact list.
4. Monitor campus physical security equipment and protocols/procedures to reduce danger.
5. Monitor potential hazards and recommend modifications to reduce risk of physical harm.
6. Determine helpful training and communication regarding campus safety and security.

**Accountable:** The safety subcommittee is accountable to the FAC.

**Authors:** MaryEllen Olafson, John Poulson, Bug Morales, Pam Derry, Howard Harrison

**Governance Curators:** Elaine Srinivas, Chris Knowlton, Ellie Peterson, Diane DeWitt

## **Facilities Committee Policy 02: Maintenance**

**Ratified:** Northlake Facilities Committee, March 29, 2023

**Accepted:** Northlake Unitarian Universalist Church board April 11, 2023

**Intent:** The Facilities Committee (FAC) will assess and address the short and long-term maintenance needs of the entire Northlake campus.

**Objective:** The FAC will engage with professional consultants and knowledgeable volunteers to assess the condition of buildings and grounds elements that require ongoing maintenance. Regular maintenance needs will be addressed in a manner that is organized, timely, cost-effective, and carefully recorded to inform future decisions and assessments.

**Responsible:** The members of the FAC will appoint a committee member to be responsible for facilitating buildings and grounds maintenance planning and ensuring the Northlake staff are informed of maintenance activities and decisions. With support of FAC members, a subcommittee may be formed to support ongoing maintenance planning, or a task force may be called to support specific projects or special events.

**Collaboration:** The FAC will consult related Northlake policies and collaborate with Northlake staff, rentals subcommittee, safety and security subcommittee, and leaders of various groups and activities utilizing the campus to identify and prioritize maintenance needs. Planning timelines and costs associated with maintenance will be coordinated with Northlake staff and the finance committee. Most maintenance tasks will be led by volunteers with relevant skills and encourage community engagement when possible. Other maintenance tasks will be arranged with professional contractors and inspectors as needed.

**Schedule:** An annual calendar of anticipated maintenance will be reviewed and updated at least once per year. Persons designated to schedule or organize specific maintenance tasks will report status or provide documentation of completion to be reviewed at regular FAC meetings.

**Duties:** The FAC will maintain a list of maintenance contractors and any ongoing agreements for services, identify volunteers with relevant skills and encourage community involvement, update a calendar of all anticipated maintenance tasks and major maintenance projects, plan ongoing maintenance of buildings interior and exterior components, and plan ongoing maintenance of grounds including landscape areas, playground, parking lot, and outdoor equipment.

**Accountable:** The FAC is accountable and will report to the board as requested.

**Authors:** MaryEllen Olafson, John Poulson, Pam Derry, Howard Harrison

**Governance Curators:** Elaine Srinivas, Chris Knowlton, Diane DeWitt

## FINANCE COMMITTEE

### Finance Committee Policy 01: Financial Accounts and Budget

**Ratified:** Northlake Finance Committee, September 19, 2022

**Accepted:** Northlake Unitarian Universalist Church board, October 11, 2022

**Intent:** The Finance Committee (FIC) will develop and manage the annual operating budget and will regularly report to the board regarding relevant emerging issues related to the budget. When developing the annual budget, the FIC and treasurer should aim to enable the ministry and committees to carry out the mission and vision of Northlake.

**Budgetary Development Process:** Members of the FIC and the treasurer will determine the specific line items and other details of the budget, drawing input from prior years' budgets, committee chairs, the board, and other stakeholders as appropriate. The FIC and treasurer will investigate and report to the board expected financial circumstances for the coming year. During the last fiscal quarter of the year, the FIC will bring a balanced budget to the board for approval. FIC and the treasurer will monitor income and expenses throughout the fiscal year, reporting significant variances to the board in a timely fashion.

**Schedule for Budget Development Process:** The FIC will create a preliminary draft of the budget before the start of the stewardship campaign. The final draft of the budget will be presented at the last board meeting of the fiscal year for approval, and then put before the congregation for final approval at the last congregational meeting of the fiscal year.

**Financial Accounts:** The Treasurer will maintain the following separate/distinct financial accounts:

1. **Operating Account:** Primary checking account for daily operations that (a) receives church operating income from pledges, contributions, fundraising, fees, rent, and other miscellaneous receipts; (b) makes payments for operating expenses of the church; and (c) is a depository for the church's various holding funds (off-budget funds). A sufficient balance will be maintained in the operating account to reasonably ensure that no overdrafts will occur during the normal daily conduct of church business.
2. **Operating Reserve Account:** Provides reserves sufficient to cover at least one month's normal operating budget expenditures. The funds in this account will be prudently invested and managed to maintain sufficient liquidity to meet the needs of the account. In the case of a temporary operating account shortfall, withdrawals from this account may be authorized by the board. If the authorized funds cannot be restored to the account in full within 60 days, a special congregational vote will be required. If the proposed expenditure will reduce the account below its required minimum level, the proposal to the congregation will specify a plan for restoring the account to that level. - If there is a surplus in the account, defined as two or more months of normal operating expenses, the board may authorize use of these "surplus" funds to pay down debt or contribute to the endowment fund.

3. Capital Reserve Account: Provides reserves to maintain and improve the physical plant of the church. The fund will be prudently invested and managed to achieve modest growth over time. All expenditures from this account will be authorized by a simple vote of the board.
4. Emergency Account: Holds rainy day funds to cover unexpected operating or capital expenses. This fund will be prudently invested and managed in such a way as to maintain liquidity for ready use of the fund.
5. Minister's Discretionary Account: Checking account funded by donations from members and friends. Distributions will be made by the minister to provide assistance to church or community members with emergency financial needs. The minister will regularly report to the board regarding account expenses, while maintaining the confidentiality of the persons assisted.
6. Endowment Fund: See also FIC Policy 08 - Endowment

**Accountability:** The FIC reports to the board.

**Authors:** Melissa Ahern, Galen LaPlante, Lauren Schulz

**Curators:** Diane DeWitt, Chris Knowlton, Elaine Srinivas

## **Finance Committee Policy 02: Stewardship**

**Ratified:** Northlake Finance Committee, September 19, 2022

**Accepted:** Northlake Unitarian Universalist Church board, October 11, 2022

**Intent:** The Finance Committee (FIC) will rely on a stewardship campaign subcommittee to ensure that Northlake acquires the necessary financial support to sustain church operations.

**Objective:** The FIC will set up, oversee, guide, and promote an annual fundraising campaign for Northlake. The goal is for Northlake operations to be adequately funded by the pledged financial support of members and friends.

**Subcommittee:** The leaders and members of the stewardship subcommittee will be selected at the outset of each fiscal year and will include FIC members as well as volunteers who are not FIC members. The leaders will attend FIC meetings, report to, and work closely with the FIC.

**Leader:** The stewardship subcommittee leader will be a non-voting member of the FIC.

**Volunteers:** Additional volunteers as individuals or subgroups will be recruited from members of the congregation by the FIC and the stewardship leaders. They will take on a wide variety of tasks.

**Accountability:** The stewardship leaders report to the FIC and may report to the board when asked or when the board's direction is appropriate.

**Duties:** The stewardship campaign subcommittee will be responsible for developing and implementing pledge drives, informing pledging units how their pledge will support Northlake's operating budget, and coordinating with membership management regarding pledges from new members throughout the year. The stewardship leader will have selected access to Northlake's confidential database.

**Authors:** Lauren Schultz, Melissa Ahern, Janet Hall, Ron Krohn

**Curators:** Diane DeWitt, Chris Knowlton, Elaine Srinivas

## **Finance Committee Policy 03: Share the Plate**

**Ratified:** Northlake Finance Committee, September 19, 2022

**Accepted:** Northlake Unitarian Universalist Church board, October 11, 2022

**Intent:** The Finance Committee (FIC) will provide oversight for Northlake's "Share the Plate" program, collaborating with the minister and ministry teams.

**Objective:** The FIC, in collaboration with the ministry, will collect and award donations to designated non-profit organizations.

**Recipients:** The recipients will be organizations doing work aligned with UU Principles and with Northlake's mission and vision, working to create a just and loving world. Awards will be limited to organizations with 501(c)(3) or equivalent non-profit status and with a favorable rating through an organization such as Charity Navigator or the equivalent. The ministry will identify, evaluate, and select the recipients. The ministry may obtain periodic congregational input about past, present, or future recipients to help Northlake make good decisions.

**Limitations:** Each month the first \$1,000 of undesignated funds collected will be donated. Any additional undesignated funds over that amount will be deposited in the general operating fund and no other. If less than \$1,000 is donated in a month, then that will be the amount awarded to the non-profit. Note: pledges and capital reserve donations will be kept separate and posted accordingly.

**Conflict of Interest:** The donations will not go to a non-profit organization in which there is a perceived conflict of interest arising from personal relationships that would financially benefit any individual in either Northlake or the recipient organization.

**Special Collections:** No more than four times a year, a single-service collection may be designated by the minister and/or the social justice team in response to a crisis (earthquake) or timely issue (e.g. Black Mama's Bail Out on Mother's Day). The ministry will coordinate the single-service collection events.

**Responsible:** The treasurer will track and report the results to the FIC. The treasurer may appoint and supervise FIC members or other volunteers collecting and verifying the amount collected each week.

**Accountability:** The treasurer will update the board and ministry on the Share the Plate status.

**Authors:** Nancy Reid-McKee, Wess Wessling, Lauren Schultz, Melissa Ahern, Ron Krohn

**Curators:** Diane DeWitt, Chris Knowlton, Elaine Srinivas

## Finance Committee Policy 04: Gifts

**Ratified:** Northlake Finance Committee, September 19, 2022

**Accepted:** Northlake Unitarian Universalist Church board, October 11, 2022

**Intent:** The Finance Committee (FIC) and the treasurer are responsible for collaborating with the board on all fiduciary decisions as delegated to the FIC by the board. This includes the management of gifts and any activities to inform Northlake members about gifting. The board maintains ultimate responsibility for ensuring excellent fiduciary management of Northlake's assets.

**Qualified:** Northlake is incorporated as a religious nonprofit in Washington State and is qualified to receive gifts that transfer cash or property according to Section 170 (c) and Section 501(c)(3) of the Internal Revenue Code.

**Definition:** A gift is willingly and freely given to another. A gift may be cash, a check, a money transfer, or a written promise. It may be real property or other property. A gift is specifically not an annual pledge, nor cash or checks donated in the plate, nor cash or checks to Share the Plate.

**Unrestricted:** An unrestricted gift is a donation that transfers all ownership of the funds or property to Northlake and does not specify their intended use. A gift to Northlake without a written gift instrument transfers complete ownership of the gift to Northlake. The use of the gift will be decided by the board based on the advice and guidance of the FIC, with or without help from other knowledgeable sources.

**Restricted:** A restricted gift to Northlake will be created only by a gift instrument such as a will, deed, grant, trust, signed letter, or other gift instrument recognized by Washington State law. Any restricted gift over \$1,000 will first be reviewed for acceptance by the FIC. The FIC may recommend that the board refuse a restricted gift if the gift's terms would be impractical, and the FIC will recommend the board refuse the gift if the gift's terms are unethical or would require Northlake to perform an illegal act such as discriminating among members.

**Endowment:** Northlake is a participant in the Unitarian Universalist Congregational Endowment Fund (UUCEF), managed by the Unitarian Universalist Association. Gifts to the Northlake CEF may be given at any time. The CEF is a permanent fund with earnings available to distribute while the principal (the amount deposited into the fund) remains intact.

**Minimum:** Gifts are defined as an amount greater than \$1,000. Receiving and managing gifts to Northlake is one of several FIC central duties delegated by the board.

**Accountability:** The FIC will track and safeguard all written legacy gift instruments and transactions on file with Northlake. The FIC and treasurer will annually report unrestricted and restricted gifts received and/or pending and the status of the Northlake CEF to the board.

**Authors:** Diane DeWitt, Galen LaPlante, Lauren Schulz

**Curators:** Diane DeWitt, Chris Knowlton, Elaine Srinivas

## **Finance Committee Policy 05: Treasurer**

**Ratified:** Northlake Finance Committee, September 19, 2022

**Accepted:** Northlake Unitarian Universalist Church board, October 11, 2022

**Intent:** The Finance Committee (FIC) will rely on the knowledge and skills of an elected treasurer.

**Objective:** The nominating committee recruits a qualified treasurer candidate in a three-year cycle. The congregation elects the treasurer. The treasurer may be nominated and elected to a second three-year term before being required to relinquish the office for a minimum of 3 years before being considered as a candidate for treasurer again.

**Qualifications:** The treasurer will have verified knowledge, experience, and skills that match the level of financial expertise required by the specific aspects of Northlake's non-profit financial status. The treasurer also should have knowledge about the requirements of relevant state and federal laws and knowledge of Northlake's conflicts of interest policies.

**Status:** The treasurer will be an *ex-officio* non-voting member of and advisor to the FIC.

**Role:** The treasurer will have custody and control of all funds, securities, and valuables of Northlake. The treasurer will select an official depository for these treasurers with the advice and approval of the board. The treasurer will keep an account of all financial transactions including receipts, expenses, salaries, and taxes. The treasurer will complete a quarterly review of bills paid and unpaid and invested funds, and the treasurer will submit financial statements before each board meeting and at the end of the fiscal year.

**Accountability:** The treasurer reports to the board, consults with church leaders as needed, and is accountable to the congregation.

**Authors:** Nancy Reid-McKee, Lauren Schultz, Melissa Ahern, Janet Hall, Ron Krohn

**Curators:** Diane DeWitt, Chris Knowlton, Elaine Srinivas

## **Finance Committee Policy 06: Financial Conflict of Interest**

**Adopted:** Northlake Finance Committee, September 19, 2022

**Accepted:** Northlake Unitarian Universalist Church board, October 11, 2022

**Intent:** Northlake will establish guidelines and procedures to ensure that all church leaders know about and avoid even the appearance of financial conflicts of interest.

**Objective:** To help board members, officers, employees, members, and friends of Northlake identify situations that present potential conflicts of interest and to provide Northlake with a procedure to appropriately manage conflict in accordance with legal requirements and the goals of accountability and transparency in Northlake's operations.

**Definition:** The following circumstances would create a conflict of interest:

1. A board member, officer, employee, member, or friend of Northlake is a party to a contract or involved in a transaction with Northlake for goods or services.
2. A board member, officer, employee, member, or friend of Northlake (or their family member) has a material financial interest in a transaction between Northlake and an entity in which the director, officer, employee, member, or friend of Northlake is a director, officer, agent, partner, associate, employee, trustee, personal representative, receiver, guardian, custodian, or other legal representative.
3. A board member, officer, employee, member, or friend of Northlake (or their relative) is engaged in some capacity or has a material financial interest in a business or organization that competes with Northlake.
4. Accepting gifts, entertainment, or other favors from individuals or entities when the party providing the gift/entertainment/favor may have intended (or others might reasonably think they intended) to inappropriately influence the person who received the gift. This does not preclude gifts of nominal or insignificant value.

**Accountability:** This policy should be reviewed annually by all elected officers, board members, employees, and other highly involved members and friends of Northlake. The board and all governance committees will review this policy at their first meeting of the fiscal year.

**Authors:** Anna Van Pelt, Desiree Phair

**Curators:** Diane DeWitt, Chris Knowlton, Elaine Srinivas

## **FIC Procedure 06-01: Vigilance**

**Purpose:** The board, committee chairs, and others holding leadership positions will exercise vigilance to monitor any situation that may involve a conflict of interest.

**Schedule:** First meeting of each fiscal year as a committee annual tutorial; as needed additionally.

**Method:** As soon as a situation presenting a potential conflict is recognized, even if it is not entirely clear whether a conflict actually exists, the board member, officer, employee, member or friend of Northlake will notify the Executive Cabinet prior to any other action involving the conflict of interest.

1. The cabinet may call a special meeting to determine a course of action.
2. All relevant information about the conflict should be shared prior to any action.
3. The person with the conflict may be interviewed.
4. Others with relevant information to contribute may be interviewed.
5. The person with the conflict will be ineligible to vote on the matter and may not participate in any executive cabinet meeting, board executive session, or relevant committee discussion concerning the conflict of interest except to disclose material facts and answer questions.
6. The person with the conflict will not attempt to influence Northlake's decision concerning the conflict of interest, and the person's exclusion from voting will be recorded in the relevant meeting's minutes.
7. Everyone will be careful to not disclose confidential information that might be learned in connection to the conflict.

## **Finance Committee Policy 07: Debt Management**

**Ratified:** Northlake Finance Committee, September 19, 2022

**Accepted:** Northlake Unitarian Universalist Church board, October 11, 2022

**Intent:** The Finance Committee (FIC) and the treasurer are responsible for collaborating with the board on all fiduciary decisions including the management of debt as delegated to the FIC by the board. The board will maintain ultimate responsibility for ensuring excellent fiduciary management of Northlake's assets.

**Scope:** Debt management is one of several FIC central duties delegated by the board. Debts are defined to include both short-term (utility assessments) and long-term obligations (real property mortgage debt), as well as taxes, contracts, fines, assessments, and employee benefits. In charging the FIC with debt management tasks or when requesting that the FIC take on a specific debt management fact-finding project, the board will set specific expectations and limitations.

**Contributors:** Leaders of Northlake governance entities and individuals who possess the knowledge and skills to help the FIC collect information for financial decision making may become temporary FIC committee members and agents of the FIC. Such persons would assume the role at the request and oversight of the FIC Chair. Their temporary status would be for the duration of the specific project.

**Documenting:** The FIC will engage in fact-finding research to document and present the basis for any debt management recommendation sent to the board. The treasurer, and other Northlake leaders involved in researching debt decision options, will provide the board with both a written report and verbal explanation regarding the set of options, providing cost comparisons of the choices to be voted on by the board.

**Limitations:** Northlake will set a financial limit for each separate debt. Whenever the board decides to assume a debt greater than \$50,000, the matter will be brought to a Northlake member meeting for a congregational vote. The FIC will present and explain the proposed debt to Northlake members at the member meeting.

**Approval:** The board's adoption of any debt in an amount less than \$50,000 and recommended by the FIC will be deemed an action of oversight and acceptance. Debt in an amount of \$50,000 or greater will be deemed approved after a vote in favor at a congregational meeting.

**Revision:** In the event that members vote to reject proposed debt, the board will direct the FIC to resume work and return with a revised proposal. The FIC may contact any sources needed to complete a timely, revised debt recommendation.

**Authors:** Melissa Ahern, Galen LaPlante, Lauren Schulz, Ron Krohn, Curtis Thompson

**Curators:** Diane De Witt, Chris Knowlton, Elaine Srinivas

## Finance Committee Policy 08: Endowment

**Ratified:** Northlake Finance Committee, September 19, 2022

**Accepted:** Northlake Unitarian Universalist Church board, October 11, 2022

**Intent:** The Finance Committee (FIC) and the treasurer are responsible for collaborating with the board on all fiduciary decisions as delegated to the FIC by the board. This includes managing Northlake's endowment fund through the Unitarian Universalist Common Endowment Fund (UUCEF), as well as updating Northlake members regarding the status of the fund. The treasurer will ensure excellent fiduciary management of the assets and will provide quarterly reports to the board.

**Definitions:** A financial endowment is a structure for managing and perpetuating a pool of investment assets for a specific purpose according to the will of its founders and donors. In the case of Northlake, this asset is our account with UUCEF, and its purpose is to help Northlake achieve long-term financial stability, thus undergirding long-term sustainability of its mission.

- **Defined Principal:** the original investment plus the reinvested income, adjusted for inflation (see "inflation-proofing," below).
- **Undistributed Income:** investment earnings of the fund in the current period.
- **Defined distributed income:** the income portion minus funds moved into principal to adjust for purchasing power of the principal.
- **Defined undistributed income:** funds moved into principal to adjust for the purchasing power of the principal.
- **Invading the principal:** withdrawing funds from the defined principal.

**Management of the Endowment:** Northlake's UUCEF account will be administered by the current treasurer, in collaboration with the board and the FIC. The current board president will have access to the fund. When officer roles shift, the outgoing board president and the outgoing treasurer will transfer access and provide training to the incoming board president and incoming treasurer. The treasurer will provide quarterly reports to the board. There will also be an endowment subcommittee formed to administer, report upon, and inform the congregation about the endowment fund. The endowment subcommittee will be made up of the treasurer, a board member, a finance committee member, and a representative from the congregation. This subcommittee will report to the finance committee and assist the treasurer in any reporting related to the endowment.

**Gifts to the Endowment Fund:** Gifts to the endowment fund can be made as other gifts per the gift policy. Gifts may be restricted to go into the endowment fund; however, no other restrictions may be placed on endowment fund donations.

**Inflation-proofing:** To properly assess the real value of the assets in the UUCEF and the amount of undistributed income that can be tapped, the defined principal will be adjusted by the inflation rate (multiplied by the inflation rate and increased by moving the appropriate amount of undistributed income into the principal). This strategy enables the principal to maintain its purchasing power. Inflation adjustments will be based on data from the BLS.gov site that are relevant to the City of Kirkland (BLS CPI, Seattle Area).

**Required Minimum Balance:** The minimum required balance will be \$300,000. A portion of the undistributed income is moved into the principal to adjust for inflation, thus maintaining the purchasing power of the principal—see "Inflation-proofing" above. The endowment fund will

accumulate funds until a combined defined principal and defined distributed income value reaches the minimum required balance. The required minimum balance will be increased by 5% each year after the endowment fund reaches \$300,000. This adjustment will be made at the beginning of the fiscal year (July 1st).

**Distributions from the Endowment Fund:** Every effort should be made to avoid invading the principal. Board approved distributions may be made only from the defined undistributed income portion of the endowment fund.

1. Distributions are contemplated to support designated, board-approved special projects and normal operating expenses as recommended by the board and approved by the congregation during congregational meetings. No more than twenty-five percent (25%) of the annual operating budget of the congregation may be funded by distributions from this endowment fund.
2. In a state of emergency, the board may vote to withdraw excess funds (an amount that would bring the defined principal below the required minimum balance) from the endowment. In this case, the congregation must vote by  $\frac{2}{3}$  majority to approve the withdrawal of funds. This scenario should be avoided unless the church would suffer major damage or dissolution.

**Accountability:** The treasurer, in collaboration with FIC and the endowment committee, will keep records of endowment giving, distribution, and account status. This will be reported to the board on a quarterly basis regardless of level of activity.

**Authors:** Melissa Ahern, Galen LaPlante, Desiree Phair

**Curators:** Chris Knowlton, Diane DeWitt, Elaine Srinivas

## **Finance Committee Policy 09: Check Signatures and Payments**

**Ratified:** Northlake Finance Committee, March 12, 2023

**Accepted:** Northlake Unitarian Universalist Church board, March 14, 2023

**Intent:** The Finance Committee (FIC) and the treasurer are responsible for collaborating with the board to ensure a balance between fraud prevention and ease of paying Northlake's obligations.

**Disbursement:** All payments should be made by check, debit card, electronic transfer or direct deposit. Every transaction requires supporting documentation in the form of an invoice, receipt or check request form.

**Check signing:** The minister, board president, vice-president and treasurer are authorized to sign checks on behalf of Northlake.

**Electronic funds transfers:** The bookkeeper or campus administrator is authorized to make electronic payments for utility bills, mortgage payments and all other expenses approved by the minister, board president or treasurer. Automatic payments may be established for regular recurring bills.

**Debit cards:** Staff members are authorized to use debit cards on behalf of Northlake, all receipts must be given to the bookkeeper or administrator for reconciliation monthly. If a receipt is lost or unavailable a missing receipt form may be substituted.

**Payroll:** Payroll is initiated by the bookkeeper or campus administrator. The minister will receive reports on the net payroll and confirm approval each pay cycle.

**Background checks:** Before any person becomes a check signer or is issued a debit card they must pass a background check, which will be renewed every two years.

**Limitations:** Any commitments or payments that would take a budget line item \$200 or 10% over budget, whichever is greater, requires approval from the treasurer or finance committee. Any check that is not a regular recurring bill and is over \$2000 requires two signatures. No one will authorize or sign a check payable to themselves.

**Authors:** Lauren Schulz, Galen LaPlante, Melissa Ahern, Curtis Thompson

**Curators:** Diane De Witt, Chris Knowlton, Elaine Srinivas

# GOVERNANCE COMMITTEE

## Governance Committee Policy 01: Policy Making

**Ratified:** Northlake Governance Committee, April 26, 2022

**Accepted:** Northlake Unitarian Universalist Church board, May 4, 2022

**Intent:** Northlake will transition to policy-based governance to guide institutional operations. Policies will be the authoritative sources that explain and delineate bylaws provisions and be in full alignment with Northlake bylaws, mission, and vision.

**Goal:** Northlake will be governed by written documents such as congregationally approved bylaws, board approved charters, and standing committee approved policies and procedures. Policies will define the scope and range of authority for each governance body, build institutional memory, provide functional structure, and govern decision making.

**Responsible:** The standing committee chairs and co-chairs will be responsible for completing an annual policy review to determine if any policies are out-of-date. The committees will revise and update their set of policies and procedures in the first quarter of the fiscal year.

**Skills and techniques:** Northlake will choose committee members, chairs, and co-chairs who either possess or have the potential to acquire the background, knowledge, experience, and policy-directed leadership skills to successfully lead the distinctly different standing committees. By definition policy work involves knowledge of the content as well as discussion, feedback, draft writing, wordsmithing, more feedback, more writing, and other techniques that ensure having functional institutional policies.

**Assistance:** The committee chairs and co-chairs will notify the governance committee chair and co-chairs about the need to write or update policies. The committees may request help from the governance committee to either develop new, or revise old, policies and procedures.

**Collaboration:** When policies involve more than a single committee's domain the involved committees will work jointly to write or update those policies.

**Accountability:** The board will review the Northlake Governance Manual a minimum of annually. This may be individually and/or as a group in an orientation, consultation, retreat, or leadership training event.

**Authors:** Rev. Nancy Reid-McKee, Diane DeWitt, Melissa Ahern

**Governance Curators:** Diane DeWitt, Chris Knowlton, and Elaine Srinivas

## **GC Procedure 01-01: Approval v. Acceptance**

**Purpose:** Northlake's governance structure and organization will be intentionally flat and minimally hierarchical placing policy authority in the hands of those accepting responsibility.

**Schedule:** Not relevant.

**Method:** Policies will be approved by those serving on board-chartered entities: the executive cabinet, the standing committees, and the councils. And policies will be approved by those serving on the ministry teams, groups, and task forces. They are both authors and authorities.

1. After a church governance and ministry entity writes a policy they will vote to approve.
2. After a policy is approved it will be sent to the executive cabinet for the board agenda.
3. If the cabinet finds the policy ready and complete, it will be placed on the consent agenda.
4. The board will be expected to read the policy as an information-only item.
5. If there are no objections the policy is deemed by the board to be accepted and in force.
6. If a board member wants to discuss the policy rather than accept the information item, the board member will ask to move it to the discussion agenda.
7. During the discussion the board may decide to accept it as is or ask for a revised policy.
8. The board discussion results will be sent to the submitting entity for any follow up.

## **GC Procedure 01-02: Rationale**

**Purpose:** Northlake's policies will save time and confusion by enabling the various church organizational leaders and decision makers to produce clear and simple guidelines. Policies will provide clarity and define who makes decisions, help avoid overlap of functions, and encourage desired outcomes by setting clear expectations about church operations and activities, resulting in improved effectiveness.

**Schedule:** Annual review during the 4<sup>th</sup> quarter of the fiscal year. Annual reaffirmation in the following 1st quarter of the next fiscal year.

**Method:** Each Northlake governance and ministry entity has responsibilities defined by charter, history, tradition, emerging need, or common sense.

1. These responsibilities, or duties, will be defined by policy written by and for the specific governance or ministry entity leaders and members.
2. The governance committee will act as curator and custodian after the governance or ministry entity approves their policy before the policy is sent to the board for acceptance.
3. A policy may be written by a governance or ministry entity whenever the governance committee finds that church operations require or would benefit from clarification.
4. A policy will be written by a governance or ministry entity whenever the board finds that a discussion that has been repeated needs the guidance of policy.
5. A policy will be written by a governance or ministry entity whenever the board finds that a board decision will impact future operations or decisions.

### GC Procedure 01-03: Collaboration

**Purpose:** Northlake's policies will provide clarity and definition in complex situations that involve inter-group collaboration. This will be necessary when task completion means one committee begins a process and another committee completes that same process. It may also apply when two or more committees work together on a project or task, e.g., the budget.

**Schedule:** Whenever needed.

**Method:** Policies will be written collaboratively whenever a specific area of operation involves more than one governance committee or ministry team, group, or task force.

1. When writing policies that involve two or more Northlake entities, an individual may author the first draft and then work collaboratively toward the final version.
2. The committees writing the policy may choose to get additional feedback and advice from knowledgeable people.
3. The collaboration before a policy is deemed ready for others to see, will be based on the judgment and decisions of those involved and/or impacted.
4. After all those involved agree on the policy, it will be curated by the governance committee so the governance committee can provide feedback and/or recommend other sources to consult. At any point in the process the governance committee may advise.
5. Policies will be written by the people who implement and/or who will be guided by the policy including all governance committees and ministry teams, groups, and task forces. Policies may also be written by ministry staff.
6. After the policy is committee, joint-committee, team, group, or task force approved, it will be sent to the cabinet by the GC to be placed on the consent agenda for board review and acceptance.

### GC Procedure 01-04: Implementation

**Purpose:** Northlake's organizational structure is relatively flat, moderately complex, involving large numbers of volunteers and many apparently separate entities. Northlake's successful transition to a policy-based governance structure requires congregation-wide education, individual participation and cooperation, and steady leadership.

**Schedule:** Estimated time for first phase is 2020 to 2025.

**Method:** The Northlake *Governance Manual* will be the only reference source and contain the basic documents of governance: articles of incorporation, bylaws, charters, and policies.

1. The *Governance Manual* will be a living document kept current by periodic updates.
2. The governance committee chair and members will be responsible for updating the manual.
3. New board members, staff members, and other Northlake leaders and volunteers will be expected to become familiar with the content and use the manual as a guidebook.
4. Ideas from the community will be solicited and may be incorporated into the manual.
5. The governance committee, board, minister, and other leaders will offer educational events, individual consultations, and congregational presentations about policies.
6. Copies of the *Governance Manual* will be available in the church library and online.

## **Governance Committee Policy 02: Meetings**

**Ratified:** Northlake Governance Committee, February 22, 2022

**Accepted:** Northlake Unitarian Universalist Church board, May 4, 2022

**Intent:** The Northlake board will hold board, congregational, and town hall meetings in alignment with the Mission and Vision of the church.

**Leader:** The board president will be the presiding officer of board, congregational, and town hall meetings. The alternate presiding office will be the board vice president.

**Participants:** Participants in Northlake's board meetings are the trustees elected by the congregation. All others are welcome as observers. Participants who vote at Northlake's congregational meetings are individuals who are verified in advance to be active members in good standing. Everyone is welcome to attend congregational meetings even if they do not vote. Northlake's town hall meetings are open to all interested parties. Various individuals may participate as presenters at town hall meetings including standing committee chairs, people involved in governance projects or programs, and those leading or involved in Northlake's ministerial groups, teams, and task forces.

**Duties:** The board will be responsible for holding board meetings to manage the governance and business aspects of Northlake. The board will be responsible for holding congregational meetings at which elections are held. Issues of broad impact, such as the budget and calling the minister, are determined by vote by the congregation. The board will also be responsible for town hall meetings that feature two-way communication between the congregation and church leaders.

**Schedule:** The board will hold regular meetings throughout the year. Northlake will hold congregational meetings as required. Both special board and special congregational meetings will be held whenever the situation calls for action without delay. The board will hold regular town hall meetings so that the Northlake committee, task force, and team leaders may provide timely information and explanations while the congregation can provide reactions, opinions, and feedback.

**Accountability:** The board reports to the congregation.

**Authors:** Diane DeWitt, Rev. Nancy Reid-McKee, Melissa Ahern, Ellie Peterson

**Governance Curators:** Elaine Srinivas, Chris Knowlton, Diane DeWitt

## **GC Procedure 02-01: Congregational Meetings**

**Purpose:** Northlake will use congregational meetings to hold elections to review the budget, to incur new debt greater than \$50,000, to ratify bylaws and bylaws revisions, and to call a minister.

**Schedule:** Northlake will hold a minimum of 2 congregational meetings per year. The board may hold special congregational meetings whenever appropriate or necessary.

**Method:** Northlake will rely on the board's Membership Management policy to identify and enumerate the names of active members in full compliance to verify a quorum at all congregational meetings.

1. As required by the RCW, the names and contact information of voting members will be available from the church business office two business days before the date of a congregational meeting.
2. The date and time of a congregational meeting will be communicated to by multiple methods, including US Mail and electronic, a minimum of 30 days before the meeting.
3. Notification of the date and time of a special congregational meeting will be 10 days in-advance.
4. Voting members will sign in, be counted, with the quorum numbers announced by the president.
5. The president will preside at congregational meetings whenever possible.
6. The secretary will take minutes. The congregation will approve minutes of the prior meeting.
7. The Standing Rules of order will be employed.
8. The president will instruct the voters and may employ a parliamentarian.

## **GC Procedure 02-02: Town Hall Meetings**

**Purpose:** Northlake will hold as many town hall meetings as appropriate to ensure that the congregation has been provided information appropriate for successful congregational collaboration.

**Schedule:** Northlake will hold a minimum of six town hall meetings per fiscal year.

**Method:** The executive cabinet, in collaboration with the board, will schedule and plan town hall meetings to convey important and timely information to the congregation.

1. Town hall meetings will be scheduled after Sunday worship services.
2. Town hall meetings will vary in length from 30 to 90 minutes.
3. Town hall meetings are informal and informational.
4. Town hall meetings may include polling but explicitly do not involve voting.
5. Town hall meetings may present information on one or several topics of interest to the congregation.
6. Any congregant may ask the ec to consider scheduling a town hall meeting.

## **Governance Committee Policy 03: Committees**

**Ratified:** Northlake Governance Committee, April 19, 2022

**Accepted:** Northlake Unitarian Universalist Church board, May 4, 2022

**Intent:** The Northlake board will charter and delegate duties to two kinds of standing committees: board and congregational. Committees will carry out their duties in alignment with the bylaws, mission, and vision of the church.

**Chairs and co-chairs:** The board will appoint the chairs and co-chairs of the board standing committees handling communications, facilities, finance, governance, and human resources. The current members of the congregational nominating committee will be responsible for choosing their chair. The congregational committee on ministry chair will be chosen by the committee members in consultation with the minister.

**Membership:** Committee members, chairs, and co-chairs will be responsible for member recruitment.

**Schedule:** Committees will be active throughout the year and meet at intervals to carry out their duties.

**Collaboration:** To support the work of the standing committees, the EC will encourage committee chairs and co-chairs to submit potential board meeting topics to the president and EC. The EC, acting on behalf of the board, may advise and recommend a course of action. The EC may refer the committee chairs and co-chairs directly to the board, other committees, or to other sources of help. This may include situations in which two or more committees' duties converge and/or overlap. In those situations, the board expects the leadership council to help the committees work together.

**Duties:** Board committees' charters grant authority to assume responsibility for well-defined church governance and operations tasks in coordination with the chartered leadership council. The nominating committee's charter grants authority to assume responsibility for tasks requested by the president, with the EC's advice and consent and acceptance by the board. The committee on ministry's charter grants authority to assume responsibility for tasks defined by the minister to be coordinated with the chartered program council.

**Accountability:** The board committee chairs and co-chairs report to the board; the congregational committee chairs and co-chairs update and inform the board yet report to the congregation.

**Authors:** Diane DeWitt, Chris Knowlton, Melissa Ahern

**Governance Curators:** Elaine Srinivas, Chris Knowlton, Diane DeWitt

### **GC Procedure 03-01: Chair Appointments**

**Purpose:** Appointing committee chairs and co-chairs is a multi-step procedure. The steps for board committees are different from those of the congregational committees.

**Schedule:** Ongoing and as needed.

**Method:** Northlake will recruit members with the background, knowledge, and leadership skills to successfully lead the distinctly different standing committees.

1. In the third quarter of each fiscal year, the board president will identify which board committee chairs and co-chairs positions are becoming vacant.
2. The nominating committee will identify and vet potential candidates at the request of the president.
3. The EC may advise the president about potential candidates.
4. The president will choose the chairs and co-chairs.
5. The communications, facilities, finance, governance, and human resources committee chairs and co-chairs will be appointed by the board in executive session.
6. The nominating committee will identify the member candidate(s) for the nominating committee. The board will review the choice(s) in an executive session. The candidate(s) will be elected at a congregational meeting. Each year the nominating committee will choose the chair. The committee-on-ministry members will recruit, vet, and recommend candidates to fill vacant positions. The board will review the choices in executive session. Each year the committee on ministry will choose the chair.

### **GC Procedure 03-02: Term Limitations**

**Purpose:** Northlake will establish optimal yet flexible terms limits for the chairs, co-chairs, and the standing committee members.

**Schedule:** Ongoing and as needed.

**Method:** Taking into regard the talent pool available and changes in individual circumstances, the following terms of office are chosen to reduce the risk of burnout while encouraging participation.

1. Board committee (e.g., finance) chairs and co-chairs will be appointed by the board for two-year terms with the option to continue for another one, or two, year term based on the president's recommendation, the consent of the ec and the approval of the board in executive session.
2. The maximum term of office is four years for board standing committee chairs and co-chairs.
3. After a gap of 2 or more consecutive years, former chairs and co-chairs may return to office.
4. Board committee members may serve up to six years or more if asked by the chair or co-chairs.
5. Nominating committee members are elected by the congregation to one staggered two-year term; the nominating committee members choose their chair each year.

6. Committee on ministry members are chosen by the committee and minister for two-year terms with an option to serve two consecutive terms; the committee on ministry chooses their chair.
7. The EC will review any request for exceptions and advise the board.

### **GC Procedure 03-03: Coordination and Autonomy**

**Purpose:** The committees will cooperate with the board while, in return, the board will provide oversight and directions as needed.

**Schedule:** Ongoing.

**Method:** The committees will have functional autonomy and be aware of the boundaries of each of the other committees. Committees are not in competition with each other. However, some responsibilities will be most successfully carried out when committees collaborate and coordinate.

1. The committee chairs and co-chairs will request advice and consent from the board whenever they need clarification about their responsibilities.
2. The committees will take the initiative and advise the board whenever the committee wants to request and negotiate a change of responsibilities.
3. In return, the board will take the initiative and advise committee chairs and co-chairs whenever the board finds a reason to do so.
4. The board will request advice from the committees whenever needed.

### **GC Procedure 03-4: Responsibility and Duties**

**Purpose:** The board will not direct, supervise, or evaluate committees. Committee responsibilities will be translated into duties that are outlined and detailed in written policies.

**Schedule:** Not applicable.

**Method:** Each committee will have specific areas of church governance responsibilities set forth in their charter. The duties of each committee will be explained in policies written and approved by the committee as-a-whole, curated by the governance committee, and accepted by the board.

1. The duties of each committee will be found in policies written and approved by the committee as-a-whole and accepted by the board.
2. The specific duties described in each policy will be outlined and detailed in written procedures.
3. Committee chairs and co-chairs, in consultation with the committee as-a-whole, will complete an annual review of duties and related policies and procedures.
4. The annual review will be reported to the board in the fourth fiscal quarter.
5. Whenever significant policy and procedures changes occur, the committee chair will request a meeting with the executive cabinet to determine how to proceed.
6. The Governance Committee will provide advice and act as curator.

## GC Procedure 03-05: Reporting

**Purpose:** Committee Chairs and co-chairs (chairs and co-chairs) will keep the board informed about the activities of their committees.

**Schedule:** Reports may be submitted on any of the months in which a board meeting is scheduled. Committee chairs and co-chairs are expected to submit at least quarterly written reports to the board.

**Method:** Committee chairs and co-chairs will send written reports to the executive cabinet to be placed on the agenda of the board.

1. The EC will review all committee reports one week prior to a scheduled board meeting.
2. The EC will determine which reports are to be on the consent agenda because they are information items that do not require board action.
3. The EC will also determine which reports are to be on the discussion agenda because they are potential action items that may require board decision making and/or action.
4. The Governance Committee will provide a form for reports to the board.
5. The template form is below:

### Sample Committee Report to the Executive Cabinet of the board

Board Meeting Date: x  
Consent Agenda Information Item: Yes or No  
Discussion Agenda \*\*Action Item: Yes or No  
Committee: x  
Author: x, Chair  
Topic: x  
Plans/Goals: x  
Dates/Timelines: x  
Budget Impact (2023-2024): x  
Future Budget Impact (2024- ): x  
Requested Action: x  
\*\* Action Item text or ideas that will or may become a motion by a board member: x  
Attachments: x

## **Governance Committee Policy 04: Document Standards**

**Ratified:** Northlake Governance Committee, April 19, 2021

**Accepted:** Northlake Unitarian Universalist Church board, May 4, 2021

**Intent:** The Northlake Board of Trustee (board) will rely on the Governance Committee (GC) to establish and maintain the usual documents employed by a governing body.

**Objective:** These documents will be available to everyone. They will be easy to read and comprehend. The GC will create and publish, in print and digital formats, a Northlake Governance Manual with bylaws, charters, organizational charts, policies and procedures.

**Style:** The GC will be the custodian and curator of all Northlake governance documents. The GC will employ the Chicago Manual of Style, 17th edition, 2017 as a guide. The emphasis is to follow best practices with clear, unambiguous, practical prose with standardized punctuation and format.

**Collaboration:** All members of the GC will actively participate in policy work. Chairs of the standing committees will assume responsibility for creating the policies and procedures documents of their committees. Other Northlake individuals may be asked to participate in the policy document process when they can offer specific, historical, recent/current, and/or uniquely valuable knowledge sought by the policy writers.

**Schedule:** Document work may occur throughout the year. The standing committees will conduct a formal policy review in the fourth quarter of the fiscal year. The committee chairs will report to the GC if there are plans to write or revise policies in the coming fiscal year. The committee chairs will be responsible for seeing that their annual policy and procedure revisions/updates are completed.

**Duties:** The GC will provide guidelines, support, and oversight to other standing committees as they write, review, and revise their policy and procedure documents. The GC will be responsible for keeping the Northlake Governance Manual current and available to all.

**Accountability:** The GC reports to the board.

**Author:** Diane DeWitt,

**Curators:** Elaine Srinivas, Chris Knowlton, Diane DeWitt

## **GC Procedure 04-01: Guidelines**

**Purpose:** To have governance documents that meet best practice standards by being unambiguous, relevant, practical, achievable, mitigates risk, meets legal requirements, and readily adapts to changes.

**Schedule:** Ongoing.

**Method:** The Chicago Manual of Style will be employed. Northlake guidelines will include the following specific details:

1. The document title will be centered at the top of page 1 in bold typeface.
2. The margin will be the “moderate” setting Word - 1 inch top and bottom, .75 inch left and right.
3. The text will employ left-justified margins and will have a ragged right edge.
4. All headings will be in bold typeface followed by a colon and two spaces.
5. The typeface will be Times New Roman in 12-point.
6. The lines will be single-spaced within each paragraph.
7. The lines will be double-spaced between sections with headings and between paragraphs.
8. The lines between each bibliography entry will be double-spaced.
9. All bibliography entries will be alphabetical by author's last name, or, if no author, by title.
10. Indented paragraphs will be 3 spaces.
11. All pagination will be placed in a footer at the bottom center beginning with page 2.
12. Footnotes are allowed rather than in-text citations.

## **GC Procedure 04-02: Best Practices**

**Purpose:** To encourage and support many different people writing Northlake policy writing, these tips are in line with best practices in writing prose.

**Schedule:** Ongoing.

**Method:** Helping people understand what they are reading includes some of these tips.

1. Use plain language and common words that can be easily understood by everyone.
2. Write in the present tense with a positive tone.
3. Write in the active voice, rather than the passive voice.
4. Write short sentences and use as few words as possible to state the point.
5. Place the most important part of the sentence or paragraph at the beginning
6. Policies do not have tables, charts, or bulleted lists.
7. Use verbs instead of nouns derived from verbs.
8. Use gender-neutral language.
9. Avoid stating the subject negatively and the verb positively
10. Avoid redundant words and wordy phrases.
11. Instead of "should," "shall," and "ensure" please use “will” and “may”.
12. Avoid jargon and overly technical descriptions.
13. Pay attention to punctuation, especially the correct use of commas, semicolons, and periods.
14. When writing policies, use the Oxford (or serial) comma to improve clarity.

## GC Procedure 04-03: Reviews

**Purpose:** To ensure that Northlake avoids confusion from out-of-date governance documents a review process will be employed.

**Schedule:** Last fiscal quarter for discernment; first fiscal quarter for completion.

**Method:** Each standing committee will give attention to their committee's current policies and procedures that are out of date and revise them following these steps.

1. The committee chair, in consultation with the committee-as-a-whole, will choose the process for the annual policy and procedures review.
2. The committee chair will advise the GC Chair about the finding in the discernment phase.
3. The GC will be available to help as requested.
4. The committee chair may hold meetings to revise policies and procedures and work collaboratively.
5. The committee may assign specific policy and procedure tasks to members.
6. The committee may seek information from outside sources.
7. The committee-as-a-whole will vote to approve the revised/updated policies.
8. After committee approval the chair will send copies to the executive cabinet to place on the board agenda.
9. After committee approval the chair will send copies to the GC chair who will see that they are put in the Northlake Governance Manual.

## **Governance Policy 05: Document Renewal**

**Ratified:** Northlake Governance Committee, August 9, 2022

**Accepted:** Northlake Unitarian Universalist Church board, September 13, 2022

**Intent:** The Northlake Board of Trustee (board) will assign the Governance Committee (GC) the task of managing and reporting the status of governance documents to ensure that the Northlake Governance Manual is current.

**Renewal:** A delay in updating governing policies can cause confusion or mismanagement or worse. So timely attention to revising out-of-date policies is a priority.

**Schedule:** Because standing committees will conduct their policy review in the fourth quarter of the fiscal year, updating will conclude during the first fiscal quarter. The board will vote to renew, change, or sunset each of the governance entities such as the cabinet, councils, and standing committees, during the first fiscal quarter.

**Collaboration:** The GC will be provided an update from standing committee chairs regarding the status of their charter and policies and procedures in the fourth fiscal quarter. The GC will collaborate with committee chairs and report results to the board in the following or first fiscal quarter. In the event other Northlake individuals have knowledge and experience related to policies being reviewed, the chair of the involved standing committee and the chair of the GC will ask for assistance.

**Duties:** The GC will provide guidelines, support, and ongoing oversight to others as they write, review, and revise their policy and procedure documents. The GC will be responsible for keeping the Northlake Governance Manual available to all.

**Accountability:** All standing committees are chartered by and report to the board.

**Authors:** Diane DeWitt, Elaine Srinivas

**Governance Curators:** Elaine Srinivas, Chris Knowlton, Diane DeWitt

## **Governance Policy 06: Conflicts of Interest**

**Ratified:** Northlake Governance Committee, August 9, 2022

**Accepted:** Northlake Unitarian Universalist Church board, September 13, 2022

**Intent:** The Northlake Board of Trustee (board) will hold board members, staff, and members of all governance committees, subcommittees, and task forces and all ministry teams, groups, and task forces responsible for carrying out their duties with undivided loyalty to Northlake's values and mission.

**Definition:** A conflict of interest exists whenever a staff member or volunteer takes action that interferes with loyalty and fidelity to the congregation and its principles. Conflicts of interest arise when someone:

1. Stands to gain or lose financially because of a church action.
2. Has a fiduciary duty or close personal or business relationship with any person or entity that stands to gain or lose because of a church action.
3. Holds a substantial property interest or position in a corporation, business, or other organization that stands to gain or lose because of a church action.
4. Cannot set aside their personal preferences as an individual to act in the best interests of Northlake.
5. Appears to exhibit or create divided or conflicting loyalties.

**Reporting:** If someone recognizes a potential conflict of interest for themselves or another, it is the responsibility of that person to bring the concern to the executive cabinet. The cabinet will place the issue on the board agenda as an executive session topic.

**Outcomes:** If the board determines that there is a conflict of interest, the board will develop a plan to resolve the conflict of interest. Conversely, if no conflict of interest is found, the issue will be dropped.

**Accountability:** All responsibility for resolving perceived conflicts of interest rests with the board.

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**Governance Curators:** Elaine Srinivas, Chris Knowlton, Diane DeWitt

## NOMINATING COMMITTEE

### Nominating Committee Policy 01: Recruiting

**Ratified:** Northlake Nominating Committee, November 3, 2022

**Accepted:** Northlake Unitarian Universalist Church board, November 8, 2022

**Intent:** Northlake elected leadership positions will be filled by qualified individuals elected by the members at annual meetings.

**Responsible:** The Nominating Committee (NC) will be responsible to search, recruit, vet, and place into candidacy, individuals with the requisite knowledge and skills to serve as board of trustee members (including the treasurer) and on the nominating committee. Searching will be the constant focus of the NC.

**Confidential.** The NC and board will keep conversations confidential regarding all personal details of individuals being considered by the NC for leadership roles.

**Vetting:** The NC will fully vet candidates before proposing the slate to the congregation.

**Voting:** The NC will present the nominees to Northlake members prior to the date of the election. Northlake members will elect board members, including the treasurer, and the NC members at an annual congregational meeting.

**Responsible:** The NC will provide a report to the board at least once per quarter.

**Accountability:** The NC is accountable to Northlake members in accordance with the [Northlake Congregational Covenant of Right Relations](#).

**Authors:** Chris Knowlton, Stacy Duffy, Sandy Naranjo

**Curators:** Diane DeWitt, Chris Knowlton, Elaine Srinivas

## **Nominating Committee Policy 02: Vetting**

**Ratified:** Northlake Nominating Committee, November 3, 2022

**Accepted:** Northlake Unitarian Universalist Church board, November 8, 2022

**Intent:** To ensure that Northlake is well governed, all candidates for the board, treasurer role, and nominating committee will be qualified through a vetting process conducted by the Nominating Committee (NC). In furtherance of promoting good governance, the NC will also keep track of potential candidates for leadership and leadership development.

**Definition:** “Qualified” refers to specific sets of knowledge, skills, and UU experience that predict the capacity to successfully serve in these key church governance positions. Knowledge and skills are defined by the specific requirements of each leadership role. UU experience will include at least two (2) years of membership in one or more UU congregations with positive references, or at least one (1) year of membership specifically at Northlake. “Qualified” will also apply to UU-experienced individuals who demonstrate the desire and capacity to, with orientation and formal mentoring, acquire the requisite skills and knowledge in a timely manner. Specific board orientation options may be identified and negotiated by the NC with a candidate as part of the vetting process. In addition, candidates will be at least 18 years old by the time they are elected to serve.

**Roles:** The NC will maintain the job description for an NC member. The board and treasurer should provide the NC with current job descriptions for their roles and any other roles for which the NC might be asked to help vet candidates.

**Vetting:** Candidates for these offices will provide formal or informal written information about education, past UU church membership, past or current board experience, work history, and other volunteer work history to help the NC in their deliberations. The NC will directly address consent for background and reference checks with each candidate, and will only proceed with their explicit, written consent.

**Privacy:** NC deliberation will be kept private and confidential. The NC will only inform the board and minister about the results. In the event the board requests additional candidate vetting, all conversations about this process will be handled in an executive session of the board or executive cabinet.

**Schedule:** In addition to finding candidates for the annual board and NC election, the NC will begin and conclude candidate searches to fill board and NC vacancies as directed by the president.

**Collaboration:** The NC Chair will participate in Leadership Council (LC) events, per the LC charter.

**Accountability:** The NC will provide a slate of qualified candidates and their bios at least 20 days in advance of the annual board and NC election.

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