

TOWARD REINVIGORATION OF GOVERNANCE AT FIRST UNIVERSALIST

**Final Report of the Governance Team Formed by the Board of Trustees Pursuant
to the Congregational Transition Initiative**

Team Members:

**Diane Butler, Co-Chair
Peter Gutierrez, Co-Chair
Doug Griffes
Barry Mahoney
Betsy Rogers**

May 2020

TOWARD REINVIGORATION OF GOVERNANCE AT FIRST UNIVERSALIST

Final Report of the Governance Team

May 2020

I. Introduction and Overview of Key Points

This report discusses the work of the Governance Team from the time of its inception in May 2019 until the completion of its work in May 2020. It focuses particularly on what has been learned through Appreciative Inquiry listening sessions held in March and April 2020 and through discussions at a congregational Governance Workshop held via Zoom on April 25, 2020. The ideas and suggestions of members of the congregation who participated in those sessions are outlined in Section III of this report and constitute a rich resource for future work by the Governance Task Force that is being formed to develop improved governance structures and processes at First Universalist.

There was broad consensus among the members of the congregation who participated in the AI listening sessions and the Governance Workshop on many of the key themes and concepts regarding governance that should guide future work on governance of the church. These included:

- The need for the governance system to be consistent with the Seven Principles of Unitarian Universalism and with the church's vision and mission.
- Clarity about lines of authority and about the roles, responsibilities, and reporting relationships of everyone involved in decision-making that affects the operation and future of the church.
- Clarity about how the church actually functions operationally—how to get things done, how to participate in programs and activities, and how the church's system of representative government works.
- Transparency in the processes for making decisions.
- Clear and complete communications through multiple channels, enabling everyone in the church to be kept informed about relevant developments and emerging issues.
- Clear goals, developed through a broad strategic planning process.
- Leaders committed to achieving the goals.
- Mechanisms for monitoring progress toward goals and providing for accountability of leaders and others responsible for such progress.
- A leadership development process that prepares interested members to take on lay leadership responsibilities and also fosters development of new skills for those already in leadership positions.
- Clear ways to manage conflicts and controversies—procedures that everyone knows and that have broad respect.
- A process for improving the church's system of governance that engages the congregation, providing opportunity for ongoing input and dialog as proposals for change are considered.
- Ongoing review of the functioning of any new system of governance that may be adopted, with opportunity to make timely adjustments as it is implemented.

II. The Board's Charge to the Governance Team

On May 5, 2019, the Board of Trustees established the Congregational Transition Initiative, directing the teams it created to focus on foundational development activities, “addressing immediate needs and preparing a solid foundation for longer-term transformation.” The Board gave the following charge to the Governance Team:

This team should address both the immediate needs for clarification and modification of our existing governance model, as well as the longer-term needs for a recommended future model. Specific activities include:

- a) Research governance models employed by analogous congregations to identify potential best practices, pitfalls and implementation approaches.
- b) Review existing governance provisions at First Universalist, including by-laws, policies and procedures and identify any near-term modifications that may help to address current conflicts or deficiencies.
- c) Use knowledge gained from these activities to construct AI interview questions relative to governance.
- d) Stimulate discussion of potential governance options for First Universalist.

Consistent with the charge from the Board, the Governance Team has sought to focus on foundational activities. After first taking time to get to know each other during initial meetings, we began by reading the book *Governance and Ministry* by Dan Hotchkiss, which provides a useful framework for discussing the major features of church governance and comparing different models. We continued by reviewing First Universalist's own governance documents, gathering information on previous governance structures at First Universalist, and initiating collection of information on governance transition work undertaken by other UU congregations. More recently, we have concentrated on learning members' thoughts about governance through governance-focused Appreciative Inquiry listening sessions and discussions at the April 25th Governance Workshop. As described in the following pages, over the past year the Governance Team has addressed all of the areas specified in the Board's charge.

III. The Work of the Governance Team

A. Research on governance models employed by analogous congregations.

We looked at the websites of a number of UU churches, and ended up focusing on four churches that have congregations with a larger membership size than First Universalist's current 546—the UU churches in Albuquerque, NM; Ann Arbor, MI; Austin, TX; and Fort Collins, CO. The four churches have much in common with each other and with First Universalist in terms of their governance structures, but differ in three key areas:

1. *The role of the Senior Minister vis-à-vis the Board and other elements of the congregation.* While all of the churches have some form of policy governance (or “policy-based governance”), with the Senior Minister responsible for day-to-day management of church operations, two of the churches—First Unitarian Church of Albuquerque and Foothills Unitarian Church in Fort Collins—take an approach that places appreciably greater emphasis on *shared governance* and *shared ministry*.

2. *The number and organization of governance entities such as the Board, committees, and councils.* One of the UU churches has five different elected committees, while two of them elect only a board and a nominating committee. The number of persons on boards and committees varies, as do the length of terms and duration of service on specific governance entities.
3. *The interrelated areas of communications, accountability, and transparency.* Of particular note, we found that all four of these UU churches have very good websites, on which a broad range of governance documents—including bylaws, policies, procedures, and guidelines—can easily be found, along with information about the church’s mission, upcoming services, the staff of the church, and a host of other topics.

We have paid particular attention to the governance structures and processes of the Albuquerque and Foothills churches. Both are located in the Front Range, and both have recently (within the past five years) gone through substantial reorganization of their governance systems. We spoke extensively with a representative of the Foothills church’s governance task force, who described their process and emphasized the importance of staying in close touch with the congregation as work on re-structuring went forward.

From review of governance documents in these churches, several aspects of the systems of one or more of the churches stand out as warranting consideration in future work on governance at First Universalist, including:

- Making a full range of governance documents—including policies and procedures of the church and of specific committees and councils, and perhaps also including easy-to-read materials on “how to get things done in the church”—easily accessible on the church’s website. Such information should be regularly updated and clearly marked with adoption/implementation/change dates.
- A statement of the church’s vision of governance, emphasizing key values such as collaboration, transparency, and inclusiveness.
- The use of “mixed” teams—involving Board members, non-board members of the congregation, and staff—on committees and teams tasked with advisory and planning responsibilities in specific areas such as finance, personnel, and membership.
- Requirements for a strategic plan to be prepared periodically (e.g., every five years), used for annual planning by Board and staff, and accessible on the church’s website.
- Policies limiting the duration of time and the number of terms that a member can serve on specific church committees
- Separation of the nominations function and the leadership development functions that are now the responsibility of the Leadership Development Committee. At the Foothills church, there is an elected Nominations Committee and a separate appointed Leadership Development Team that includes a minister, Board members, and non-board members of the congregation who have had experience in church leadership positions.
- Annual reports to the congregation published each year by the Board (and in some instances, other committees), describing progress toward goals and outlining issues to be addressed. Such reports can provide one mechanism for accountability on the part of the Board and other entities.

B. Review of existing governance provisions at First Universalist and identification of possible near-term modifications.

Members of the Governance Team have reviewed existing governance provisions at First Universalist to the extent possible, recognizing that some are not accessible on the church's website and exist only in paper form. We have also reviewed the history of the church's bylaws from the late 1990s to the present, with particular attention to the major changes that were made in 2003, introducing a system of *policy governance*. Those changes, made in response to rapid growth in the size of the congregation and a perceived need to strengthen administrative processes, significantly revised the governance and operation of the church. In particular, it greatly reduced the role of member-led committees and substantially strengthened the authority of the Senior Minister vis-à-vis the Board.

The initial report of the Appreciative Inquiry Core Team, presented with slides during a Zoom session following online services on May 3, 2020, and subsequently posted on the church's website, provides useful background information on First Universalist's current governance. It indicates that the 2003 bylaw changes that brought in policy governance, coupled with a new Senior Minister who had an autocratic style, contributed to the church lacking transparency in decision-making processes, having poor conflict resolution skills and processes, and a general culture of passive participation in church life. As discussed below, observations made during governance-focused AI sessions and small group discussions during the April 25th Governance Workshop brought out similar themes regarding transparency and the need for effective mechanisms for conflict management.

In 2017, the Board of Trustees recognized a need to examine the existing bylaws and created a Bylaws Revision Task Force charged with doing an initial review recommending proposed revisions. The draft revisions suggested by the Task Force in February 2018 did not explicitly address the issues of conflict resolution mechanisms and lack of transparency, but did suggest some changes that would clarify and strengthen the Board's authority regarding the creation and roles of church committees and councils. In light of further developments in the past two years (including members' views articulated during the AI listening sessions and workshop breakout sessions discussed below), it now seems clear that more extensive revision of the bylaws is desirable.

The February 2018 draft of suggested revisions can provide a useful starting point for further work on the bylaws in coming months. To facilitate this process, the Governance Team delivered a comprehensive summary of the February 2018 proposed bylaw revisions to the Board in February 2020, organized by technical changes (i.e., relatively straightforward and presumably non-controversial revisions) and adaptive changes (i.e., more substantive revisions likely to require discussion and input from the congregation) that could be made.

In seeking to review the church's policies and procedures, we found that many of them were not easily accessible. Only a few policies are published on the church's website. Others can be made available upon request, but there is no easily accessible index or other guide to accessing them. There are also many major gaps—areas affecting aspects of church operations where there are no written policies or procedures. A number of specific questions regarding policies and policy gaps are listed on page 4 of the Governance Team's February 2020 Report to the Congregation.

Others were raised in the AI listening sessions and in discussions at the workshop (see below), and still more will surely come up as work on governance goes forward.

From our review of the church's governance documents, we concluded that identification of near-term structural modifications was not a realistic task for the Governance Team because significant modification of governance structure should have full Board and Congregational participation. It should not be done in a "near-term" fashion. The one potential near-term modification identified and recommended by the Team was in the area of communications and transparency. The Team's September 2019 report observed that "We have a clear need to improve the visibility and accessibility of First Universalist's own governance documents and related information about leadership of the church."

Initiating change in this area would not involve structural modification. It could be acted upon rapidly, and the Board and staff did move quickly to make improvements in communications and transparency. In recent months there has been a marked increase in the scope and frequency of communications with the congregation and in the breadth of information provided on the church's website and in electronic communications with members.

C. Use of knowledge gained from these activities in the Appreciative Inquiry process.

The Governance Team worked with the Appreciative Inquiry Core team to develop questions for use in AI listening sessions that could be helpful in strengthening governance at First Universalist. Additionally, the team worked with the AI Core team to schedule and conduct a series of eight governance-focused AI listening sessions during March and April. Strong efforts were made to reach out to a broad range of members of the congregation and to schedule the listening sessions at different times in order to attract a large percentage of the congregation. However, participants were primarily active long-standing members in older age cohorts.

Most of the participants said, during an opening "check-in," that they came into the session with feelings of confusion and concern, although a few came with optimism and hope. They fully engaged in the process, expressing their deep connection to First Universalist and their hopes for the future. The sessions were very effective in pulling out major themes that most members considered to be important for an effective organization. Prominent themes included:

- A unifying vision and mission
- Clear policies, procedures, roles, responsibilities, and accountability
- Clear avenues for conflict resolution
- Excellent communication
- Transparent decision-making processes
- An environment in which people feel valued, heard, and respected
- When governance is effective, people are busy with their work because governance is functioning as a framework and is not as a main topic of attention

The thoughts expressed by participants are interrelated and are consistent with points developed by Dan Hotchkiss in his book *Governance and Ministry*. In particular:

- Although growth in the membership of the church is one of the Senior Minister's contract goals, it was not a high priority for participants. The general consensus was that if we take care of business people will come and people will stay.

- Some participants mentioned “not trying to do everything” and “not trying to be everything to everyone.” In creating a clear vision and mission with accompanying goals, we may find that First Universalist is not a religious home for everyone. That is OK.
- We need to find ways to encourage smaller groups of people to connect, so that the inspiration that comes from friendships is not lost as we continue to grow.

When participants were asked what they are willing to bring to help First Universalist become an effective organization, this set of already active and dedicated congregants were inspiring in their responses. “Whatever it takes” was a common response. People would like to be tapped for their experience and knowledge, and sometimes for their specific skills. They are very willing to be involved. The responses indicate that there is a wealth of resources in our congregation that we may not have been effectively engaging. The lesson here is to ASK! People appreciate being asked personally and individually for their time and talents.

D. The Workshop: Members’ discussion of potential governance options for First Universalist.

Supplementing the AI listening sessions, the April 25th Governance Workshop, conducted via Zoom with 2-hour sessions in the morning and afternoon, provided opportunity for further discussion of governance of the church—and potential governance options—by members of First Universalist. Team members presented information on the basic “policy governance” model and on what we have learned from other UU congregations, along with an initial informal summary of what we had learned from the eight governance-focused AI sessions. The workshop was designed to be interactive, with small group sessions held following each main presentation. The small group sessions provided a forum for participants to convey their ideas about effective organizations and specific aspects of governance at First Universalist. Here are central points articulated by members:

- The church’s governance should be grounded in principles, values, vision, and mission.
- The process of governance change must engage the congregation as widely as possible in order to build trust and develop confidence in the model ultimately adopted.
- Start by knowing what we have and learning what is possible, drawing on models of governance in other churches. Build on what is good in what we have. We don’t have to start from scratch in developing a viable governance system.
- Take time to learn from other congregations.
- Good governance has clarity in roles, assures accountability, and provides for regular evaluation of all (paid staff, volunteers, board, committee chairs, congregation).
- Communication is vital. It needs to be creative, comprehensive, and responsive, and should use multiple platforms in supporting the governance change work and as part of the governance system.
- How decisions are made and communicated is crucial to a governance system that is effective and trusted by the congregation.
- Bylaws, policies, and procedures should be easy to find, read, and understand, and are commonly referred to and used to guide decision-making.
- There needs to be a place for dissenting voices and a process for conflict resolution. Past events are still a barrier to full engagement and trust for some in our congregation.
- We need continuous education of the congregation about the governance of the church and a process for leadership education and development.

IV. Next Steps in Reinvigorating Governance at First Universalist

On May 8, 2020, in a packet sent to members of the congregation, the Board of Trustees included a draft “Planning Framework for First Universalist” that includes five interrelated initiatives. One of the five, a *Governance Initiative*, will be led by a Governance Task Force (GTF) to be formed in coming weeks. The Board’s charge to the Governance Task Force, which is included in the packet, calls for the GTF to develop a comprehensive governance proposal for initial consideration by the congregation at the Spring Congregational Meeting in May 2021.

The charge to the Governance Task Force envisions a broadly inclusive process led by a 5-7 member Core Team, with commitment to extensive ongoing interaction with members of the congregation. The plan outlined in the charge is consistent with what we have found to be sound practices used by other UU churches in undertaking significant revision of a pre-existing governance structure, and is also consistent with the approach recommended by Hotchkiss in *Governance and Ministry*.

From the outset, we have sought to make it clear that the Governance Team is **not** making recommendations about specific changes that First Universalist should make in its governance structure, policies, and procedures. Rather, we have sought to do the foundational work essential for further work on reinvigorating the church’s governance structure and processes. This report summarizes the main strands of our research. It includes many constructive thoughts and suggestions about future directions, drawn from our research and from ideas conveyed directly by members of the congregation.

The next steps in reinvigorating governance at First Universalist will be in the hands of the new Governance Task Force, working closely with the Board, members of the Congregation, the Developmental Senior Minister, and other members of the staff. In a very real sense, the work ahead will call for practical implementation of the concepts of *shared governance* and *shared ministry*. Ultimately, for governance to be successful, the Congregation must be engaged in the change process and must embrace the vision, mission, underlying values, and basic approach of any governance system. We hope that the new Governance Task Force will be able to build on the foundation developed through our work over the past year, move forward with further research and ongoing consultation with members, and develop a governance proposal that will meet with broad acceptance by members of the congregation.

Respectfully submitted by the Governance Team

Diane Butler, Co-Chair
Peter Gutierrez, Co-Chair
Doug Griffes
Barry Mahoney
Betsy Rogers

May 2020

APPENDIX: RESOURCE MATERIALS

The following is a list of (a) materials developed by the Governance Team between May 2019 and May 2020; (b) documents obtained from the websites of other UU churches and used by the Governance Team in conducting research and preparing reports to the Congregation; and (c) other materials that Governance Team members found especially useful. Documents obtained from other UU churches and from the UUA are available on the websites of the churches and the UUA. All the materials except for the Hotchkiss book entitled *Governance and Ministry* are contained in the **Governance** folder that is accessible on the First Universalist Basecamp site.

A. Materials Developed by the Governance Team

Report: *Toward Reinvigoration of Governance at First Universalist: Final Report of the Governance Team Formed by the Board of Trustees Pursuant to the Congregational Transition Initiative* (May 2020)

Report: *Governance Team – September 2019 Report to the Congregation*

Report: *Governance Team – February 2020 Report to the Congregation*

Power point slides – *Governance Overview* (April 25, 2020)

Power point slides – *What We Have Learned from Other UU Congregations* (April 25, 2020)

Report: *Governance Focused Appreciative Inquiry Report* (May 2020)

Report: *Congregational Governance Workshop – Congregational Input* (May 2020)

Memorandum: Initial Research on Earlier Versions of the Church's Bylaws (initially prepared in August 2019; updated in October 2020 and May 2020)

Materials on Possible Revisions of First Universalist Bylaws (February 2020)

- “Redline” Version of Possible Revisions Suggested by Bylaws Revision Task Force in February 2018, showing what specific changes were recommended by the Task Force in 2018. This version highlights “technical changes” (e.g., minor word changes) that the Governance Team thought would be non-controversial and “adaptive changes” that would likely require review and discussion by the Board and opportunity for review and input by the Congregation in light of further work on governance already in progress.
- Summary memo on Possible Technical Revisions in First Universalist Bylaws, indicating specific changes recommended by the Task Force in February 2018.
- Summary memo on Possible Adaptive Revisions in First Universalist Bylaws, indicating specific changes recommended by the Task Force in February 2018; also identifying (in boldface type) specific areas where further discussion and drafting is likely to be needed in light of developments subsequent to February 2018.

B. Documents obtained from the Websites of Other UU Churches

Materials from Foothills Unitarian Church, Fort Collins, Colorado (foothillsuu.org)

- *Foothills Governance Proposal* (June 2017)
- Foothills Bylaws (last amended June 4, 2017)
- Foothills Governance Committee, *Mid-Year Governance Progress Report* (January 2018)
- *Foothills Board Policies* (as of August 2019)

Materials from First Unitarian Church of Albuquerque, Albuquerque, New Mexico (uuabq.org)

- *Shared Governance Task Force Report, Phase I* (December 2012)
- *Strategic Directions, 2015-2020* (December 2014)
- Bylaws (January 29, 2027)
- Organization Chart (March 2017)
- Brochure: *Church Governance: A guide to how we govern ourselves at First Unitarian Church* (September 2017)
- *Congregation & Board Policy Manual* (Last Updated January 5, 2020)

Materials from First Unitarian Universalist Congregation of Ann Arbor, Ann Arbor, Michigan (uuaa.org)

- Strategic Plan, 2016-2020 (adopted by Board of Trustees, May 22, 2016)
- Brochure: *How to Get Things Done at UUAA* (updated August 29, 2018)
- Operations Policy: *Creating and Revising Policies at UUAA* (May 2019)

C. Other Materials

Book: Dan Hotchkiss, *Governance and Ministry: Rethinking Board Leadership* (Lanham, MD, and London: Rowman & Littlefield, Second Edition, 2016)

UUA.org: *Booklet: Governance for Unitarian Universalist Congregations* (2005)