

BYLAWS OF THE UNIVERSAL FELLOWSHIP OF METROPOLITAN COMMUNITY CHURCHES

**As revised at General Conference XXIV, Acapulco, Mexico
Effective 29 June 2010**

Addendum 2

CHARTER OF THE GOVERNING BOARD

Introduction

The purpose of this Charter of the Governing Board is to give clarity to board members and to assure transparency and accountability to those who have elected them.

Functions of the Governing Board

1. **Policy Governance:** The primary function of the Governing Board is to establish broad policies that provide the basis for planning, implementation and evaluation of all efforts to fulfill MCC's purpose, vision and direction, consistent with MCC's core values. Further, it is a function of the Governing Board to assure accountability for the execution of such policies.
2. **Strategic Direction:** It is a function of the Governing Board to engage in processes of strategic planning based upon the statements of purpose, vision, direction and core values as affirmed by the General Conference. Such processes shall be conducted collaboratively with the Elders and senior staff and will result in the establishment of strategic priorities.
3. **Fiduciary Accountability:** In its fiduciary function the Governing Board is entrusted with the power and authority to act on behalf of the UFMCC, and is accountable for assuring that all policies, procedures and practices within its jurisdiction are in compliance with UFMCC Bylaws, all applicable laws, and high ethical standards. In all of its actions the Governing Board shall exercise the legal duties of loyalty, care and obedience.
4. **Management Oversight:** It is a function of the Governing Board to exercise oversight over all operations of the UFMCC including acquisition of its revenues, allocation of its resources, stewardship of its assets, management of its risks, and achievement of its purposes. In exercise of its management oversight the Governing Board will delegate management responsibilities to staff.

Responsibilities of the Governing Board

1. **Ensure adequate resources**
 - a. Review and assess current revenue streams and trends
 - b. Evaluate current fund development policies and practices
 - c. Approve new fund development policies
 - d. Participate in the mobilization of resources and fund development initiatives
2. **Provide proper financial oversight**
 - a. Approve an annual budget for all operations of the UFMCC
 - b. Review timely financial reports to assess both budget performance and the financial position of the UFMCC
 - c. Approve policies for the safety and growth of investment of UFMCC's assets

- d. Review the results of an annual independent audit of all funds controlled by the UFMCC
- e. Evaluate current financial management policies
- f. Approve new financial management policies
3. Engage and participate in effective organizational planning
 - a. Annually review and assess the results of the most recent strategic planning process
 - b. Initiate, if needed, a new strategic planning process which includes collaboration of Elders and senior staff along with the Governing Board
 - c. Select, as appropriate, up to three strategic priorities to be addressed in work plans
 - d. Review and approve an annual work plan as submitted by the Moderator
 - e. Participate with the Moderator in evaluation of the results of the annual work plan
4. Ensure appropriate risk management
 - a. Conduct an annual risk management audit as recommended by legal counsel
 - b. Conduct an annual review of insurance coverage
 - c. Approve risk management policies
5. Ensure effective management of human resources
 - a. Conduct an annual review of human resources policies and practices
 - b. Approve human resources policies
6. Communicate with constituents and other stakeholders
 - a. Post approved minutes of meetings immediately on the UFMCC website
 - b. Develop a periodic communiqué from the Governing Board to constituents and stakeholders
 - c. Prepare an annual report from the Governing Board, including results of the independent audit, to be sent to constituents and stakeholders and posted on the UFMCC website
7. Manage the board's internal processes
 - a. Develop policies and procedures for Governing Board meetings
 - b. Develop policies and processes for the orientation of new members of the Governing Board
8. Fulfill the board's role in the UFMCC Bylaws processes
 - a. Establish and maintain a process for the interpretation of UFMCC Bylaws on request
 - b. Establish and maintain policies and processes for proposals from the Governing Board for amendments to UFMCC Bylaws
9. Support, assess and provide feedback on the performance of the Moderator
 - a. Assure that the Moderator receives frequent and constructive feedback
 - b. In collaboration with the Moderator design a process for annual feedback and dialogue on the Moderator's performance, recognizing the multiple accountabilities of this position.
10. Assess and evaluate board performance
 - a. Design a process to periodically evaluate the performance of the Governing Board
 - b. Implement a process to evaluate the performance of the Governing Board at least once before each General Conference.

Structures of the Governing Board

1. Officers: The officers of the Governing Board shall include a Chairperson, who is the Moderator elected by the General Conference of the UFMCC, plus a Vice Chairperson, a Secretary and a Treasurer elected by the Governing Board.
2. Chief Executive Officer: The Moderator of the UFMCC elected by the General Conference and accountable to the General Conference shall be the Chief Executive Officer of the UFMCC, President of the corporation and Chairperson of the Governing Board. As head of staff the Moderator will be the individual accountable to the Governing Board for effective management of all operations of the UFMCC.
3. Committees/Teams: The Governing Board may create and empower committees or teams to which some of the responsibilities of the Board may be delegated. Every committee or team of the Governing Board shall have a written charter that includes a statement of the group's purpose, members, duration, expected outcomes, limitations, reporting accountability, and resources, such as funding and/or staff support.
4. Delegation of Duties to Advisors: From time to time the Governing Board may choose to enter into agreements with advisors, such as contractors or consultants, to work on behalf of the Governing Board. In such cases, the agreements shall be in writing with accountability solely to the Governing Board.
5. Meetings: The Governing Board will determine the frequency and locations of its meetings. Meetings may be conducted by electronic means which allow all directors participating to hear each other simultaneously. No less than a majority of the members of the Governing Board must be present in order to transact business. Members of the Governing Board are also considered present if they are participating by electronic means which allows all participants to hear each other simultaneously.

Conduct of Board Members

1. Compensation: No member of the Governing Board, including the Moderator, shall be compensated financially for his or her service as a member of the Governing Board. Members of the Governing Board may be reimbursed for necessary travel and/or other out-of-pocket expenses in accordance with the policies and budget approved by the Governing Board.
2. Conflict of Interest: The Governing Board shall develop a Conflict of Interest policy applicable to its members
3. The Governing Board shall develop a Code of Conduct applicable to its members

Reservation of Powers

Powers beyond those limited by the Bylaws of the UFMCC, applicable laws or this Charter shall be within the purview of the Governing Board.