

## For June 4, 2017 UAAA Annual Meeting

### Proposed amendment to the UAAA bylaws to establish a Standing Committee on Governance

#### ARTICLE VII. COMMITTEES

1. Leadership Development Team... [current bylaw]  
...
2. Governance Committee

There shall be a standing Committee on Governance which is charged with advising and educating the Board on governance issues.

2.1 Composition. The Governance Committee shall consist of from three to five (3-5) Full Members selected by the Board of Trustees to serve staggered terms. The President shall be an ex officio member of the Committee without vote.

2.2 Term. The term of each Governance Committee member shall be three years. No Committee member shall serve more than two terms (6 years) consecutively.

2.2 Duties. The Governance Committee shall assist the Board in ensuring sound governance. The Committee shall be responsible for the following:

2.2.1 Overseeing Board and Congregation education with respect to Bylaws and Governing Policies;

2.2.2 Recommending to the Board revisions to the UAAA's governing documents;

2.2.3 Performing such other functions pertaining to governance as requested by the Board of Trustees;

2.2.4 Providing an annual report to the Board regarding the fulfillment of the Committee's responsibilities.

#### 2.3 Vacancies

The Board of Trustees is responsible for replacing Committee Members who have resigned. The replacement Committee Member shall serve for the remainder of the term.

## **Rationale for a bylaw change to add a standing committee on governance**

The 2016-17 Governance Task Force recommends that UUAA establish a Standing Committee on Governance to serve as an advisory committee to the Board of Trustees. This would address two findings of our task force:

- The trustees on the UUAA Board come from varied backgrounds and sometimes there is no one on the Board who is knowledgeable about state requirements for bylaws and in the detailed needs for church governance.
- There are many in the Congregation who do not understand how our governance system works. This is especially noticed when lay leaders try to get decisions made.

A standing Committee on Governance would assist the Board in understanding, maintaining, and educating others about our governance structure and guiding documents. The committee would:

- Assist the Board in reviewing and amending bylaws and governing policies;
- Help train future and current Board members in UUAA governance and especially in Board Member governance responsibilities;
- Help inform the Congregation about how our governance works, to improve understanding of the roles and responsibilities of the Board and Staff and the accountability of UUAA leaders. This should help clarify decision making and make the ministries of UUAA run more efficiently.