

## **Rules for the Conduct of Activities of the Board of First Unitarian Universalist Church of Houston**

The Board of Directors (BoD) of the First Unitarian Universalist Church of Houston (FUUCH) hereby adopts the following rules for the conduct of activities of the Board this 17<sup>th</sup> day of November, 2021.

**Covenant:** The Board shall adopt a Covenant which will set the tone, tenor, and template for all actions and activities of the Board. Once adopted, there shall be an annual review of the Covenant to make it a living tool for a peaceful, civil and respectful code of conduct.

### **General Rules**

**Venue:** It is generally anticipated that BoD meetings will be held monthly in person at the Church. Visitors may attend but may not participate unless invited to do so. BoD meetings may be held in other venues in person as well, so long as at least three days' notice of the change of venue has been provided to Board members. Board members who cannot participate in person may do so virtually using any acceptable telecommunication means available and reliable. BoD meetings held via teleconference or telestreaming may also be viewed by members via teleconference or telestreaming, but viewers may not participate unless invited to do so.

**Virtual Meetings:** When circumstances (i.e. such as a pandemic) prevent in person attendance at regularly scheduled meetings, or when the extant situation does not allow for timely in person formal meetings such as may be necessary to vote on critical issues that cannot wait for a decision until the next regularly scheduled Board meeting, virtual meetings may be held upon at least 48 hours' notice to the Board and an invitation via the telecommunication medium utilized. For any official action to be valid, a quorum must be present at such meetings as well.

**Votes by email or teleconference:** As needed, and upon 24 hours' notice, a vote of the Board may be taken via email or via teleconference. Any votes taken in such manner must be recorded officially in the records of the Board and be approved by a majority of Board members with a quorum present.

**Special called Meetings:** When the need arises for interim Board action, the President may call for any unscheduled special meeting of the BoD with at least 3 days' notice of the meeting and its agenda. Also, at least three members of the Board may request in writing to the President that a special called meeting be scheduled and must identify the topic(s) to be discussed. A Board member requested meeting is handled like any other called meeting including the need for a quorum.

**Executive Committee:** The Agenda for regularly scheduled BoD meetings is set by the Executive Committee. The President is responsible for providing notice of the meeting and the Agenda for all meetings, regularly scheduled or special called meetings, and shall provide any and all items for discussion together with any reference materials at least 72 hours in advance.

**Quorum:** Any Board action may only be officially determined or taken when a quorum is present. The presence of a quorum must be recorded in the Minutes. A quorum is 50% of all Board members (positions) plus one. If Board vacancies prevent a quorum from being established, the Board may consider issues and take actions that must be ratified once a proper quorum has been established with the proper number of Board members present.

**Agenda:** The Executive Committee sets the agenda for all meetings. Anyone may ask that an item or issue be added to the agenda; but the Executive Committee must consider the appropriateness for the Board to consider and the timing of such addition. The items/issues to be on the agenda must be in conformance with the Principles of Governance. Other additions to the agenda may include: appointments of time keepers or process observers (optional), a consent agenda, topics of old business; topics of new business and any other item/issue that is deemed appropriate. Other, unofficial items such as check-ins, readings, notices, announcements, etc. may be added to the agenda at the Executive Committee's discretion.

**Consent Agenda:** A consent agenda consists of items that do not require Board discussion and usually are review items such as reports, etc. before approval. The contents of the consent agenda are listed on the meeting agenda and one or more items may be removed for separate consideration at the request of any Board member. Once removed from the consent agenda, the item becomes a topic on the regular agenda for discussion at the appropriate time. All items left on the consent agenda, that do not require separate consideration may be voted on as a group and made a part of the official record. Often, minutes are handled in this manner.

**Motions:** Items on the agenda that require official action or approval should be presented in the form of a motion. The motion may be in writing or may be oral; it should present the issues under consideration and may include the factual basis or context for the motion and requested action. Motions become a part of the record. Motions require a presenter, a second and following discussion, a vote of the Board members. All members may vote or abstain. Minutes should include the number of members who voted for, against, or abstained from voting and whether the motion passed or failed. A Board member may have his/her vote recorded of record upon request.

**Decorum:** All Board members should comply with the Board Covenant. Members may be removed from the meeting and ultimately the Board, if they cause a disturbance, disruption, unnecessary conflict, or violate any Board Covenant(s).

**Executive Session:** The Board may call for an executive session at any time during a meeting. Executive session means that only Board members and appropriate staff are able to discuss the issue/item. All other persons are excluded from observing or participating in the discussion. An executive session may be called to discuss personnel issues, discipline, confidential issues, budgets, or any item of a sensitive nature that would not be appropriately discussed in open session. No official action is taken during the session. Following the close of discussion, members return to the regular session and take whatever action that is deemed necessary based on the discussion in the session. The action / motion etc. is made a part of the official record of the meeting, but not the discussion made in Executive Session.

**Adjournment:** At the end of the meeting or agenda, any board member may call for an adjournment without vote on the request.

**Official Record / Minutes:** The Board shall designate a person who shall be responsible for recording all actions, votes and a summarized content of the discussion during a meeting and reduce same to a written record together with an attached agenda and all documents made a part of the meeting and discussion. An executive session shall be noted in the Minutes but not made a part of the record unless the Board takes official action following the completion of a session. The minutes shall be transcribed and approved at a subsequent Board meeting. Once approved, the Business Manager shall keep all official records in a safe place. The Minutes of every Board Meeting shall be posted on the webpage of the Church as soon as

they are approved and made available via easy access to any member who requests a copy of the Minutes of any Board meeting. Board Minutes are not public record and are not accessible to the public unless the Board approves the disclosure of such Minutes. The Senior Minister may allow the release of Board minutes to a non-member for a business/administrative related reason. If so released, the Senior Minister must report the release to the Board as soon as feasible.

Approved and ISSUED this 17th day of November, 2021.

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Ruth Hoffman Lach, President