

Leadership and Governance Policy and Procedures

Policy: The assembly shall have a policy that addresses its leadership and governance. This policy shall serve to inform the Board of Directors, the Member Board of Trustees, Awakening Together (AT) employees and other agents of the parameters within which they may act to effect AT's objectives. This policy shall detail specific procedures for governance, including AT's code of ethics, due diligence and transparency practices, the budget process, use of subcommittees in governance, job descriptions, performance evaluations, process for resigning from a board, employee or subcommittee position and the process for removing a board member, employee or subcommittee member from his/her position.

Procedure I: Code of Ethics. AT's success and reputation depend on the integrity of its governing Board of Directors, Officers, Member Board Trustees, employees and other agents. It is the responsibility of each Director, Officer, Trustee, employee and agent to act in a lawful and ethical manner and comply fully with appropriate standards of conduct in all AT duties and responsibilities. Appropriate ethical conduct includes, but is not limited to:

1. **Compliance with Legal Requirements.** AT Directors, Officers, Trustees, employees and agents must act in accordance with all laws and regulations that apply to AT, including AT's Policies and Procedures.
2. **Adherence to Ethical Standards.** AT Directors, Officers, Trustees, employees and agents must maintain the highest ethical standards of conduct in all of AT's activities. Ethical standards include, but are not limited to:
 - a. **Honesty:** To demonstrate honesty in all communications and actions.
 - b. **Integrity:** To demonstrate wholeness of character whereby consistency between right-minded thoughts, words and action is fully and plainly evident.
 - c. **Moral courage:** To demonstrate inner strength in the face of temptation to deviate or compromise conduct for reasons of willfulness, convenience, deference to pressure, or any other lack-based reasoning.
 - d. **Commitment to follow through:** To make every reasonable effort to fulfill the letter and spirit of one's promises and commitments.
 - e. **Loyalty:** To demonstrate trustworthiness within the framework of one's AT role and these ethical principles. If any to whom this policy pertains finds him/herself conflicted between his/her duties to AT and his/her inner guidance, it is AT policy that first and foremost one remain loyal to his/her inner guidance even if that means resigning from his/her AT role.
 - f. **Fairness:** To ensure that all matters of AT are handled in the spirit of equality and impartiality and that the power to direct shall not be exercised in an arbitrary or capricious manner. All to whom this policy pertains shall remain open-minded and willing to admit when they are wrong, and where appropriate, change their position.
 - g. **Respect:** To demonstrate respect for human dignity, autonomy, privacy and rights. All to whom this policy pertains shall be courteous and treat all people with equal respect and dignity, to include trusting one another and not interfering with assignments and duties delegated to fellow board members, Officers, employees and agents; and to include not assuming any authority or decision-making power not specifically and procedurally granted by proper AT protocol.
 - h. **Confidentiality:** To protect the confidential information of AT including, but not limited to, financial information and donor lists. Furthermore, board members shall not divulge any information discussed in AT board meetings unless specifically authorized to do so.
 - i. **Commitment to Effectiveness:** To commit to the pursuit of excellence in performing one's duties, including being well informed and prepared, and constantly endeavoring to increase one's proficiency in all areas of responsibility.
 - j. **Lead by Example:** To remain conscious of the responsibilities and opportunities of one's position of leadership and seek to be a positive ethical role model by one's own conduct.

Procedure II: Due Diligence. Due diligence, as set forth herein, shall be exercised by the Board of Directors, Officers, the Member Board of Trustees, employees and agents of AT.

1. Due diligence shall be understood as “a general duty to exercise care in any decision or transaction.” Such care shall include the following criteria:
 - a. Open-minded review of the matter at hand from all angles.
 - b. Consideration of the opinions and points of view of all whose business it is to confer on such matters.
 - c. Subjecting the matter to scrupulous and objective research.
 - d. In all of these things, being always surrendered to inner guidance.
2. The criteria for due diligence shall apply to, but not be limited to the following areas:
 - a. Finances and financial practices.
 - b. Organizational decisions and transactions.
 - c. Individual responsibilities related to AT.
3. AT’s commitment to due diligence will require that the following steps be met:
 - a. That due diligence shall be initiated prior to the start of any new activity or relationship.
 - b. That due diligence shall include consultation with affected or potentially affected groups or individuals.
 - c. That due diligence shall continue on an ongoing basis.
 - d. That due diligence shall include drawing on internal and/or independent external expertise.

Procedure III: Transparency. The following documents will be made available to the public through Awakening Together’s website:

1. AT’s Constitution and all amendments.
2. AT’s Bylaws and all amendments.
3. AT’s Financial & Growth Philosophies.
4. AT’s Policies and Procedures.
5. Board Approved Annual Financial Statements.
6. Approved Minutes from the Member Board of Trustees’ Meetings

Procedure IV: Budgeting Process and Approval.

1. The President-Minister in consultation with the Treasurer shall prepare a proposed annual budget for the upcoming year prior to the last regular Board of Director’s meeting each year. The proposed annual budget shall be provided to the Chairperson of the Board of Directors (Chairman-Minister) for distribution to the Board of Directors at least seven days prior to the Board Meeting.
2. The Board of Directors shall discuss, revise as necessary and vote to approve the annual budget.
3. Once the Board of Directors approves the annual budget, the President-Minister and all other agents with spending authority are obliged to use the approved budget as a guide for expenditures throughout the year. If a significant change in spending is required for operation of the assembly, the President-Minister must prepare a proposed revised budget, which must be approved by the Board of Directors prior to carrying out the additional spending.
4. The President-Minister and/or the Vice-President Minister shall, in the name of the Corporation, negotiate and execute such deeds, mortgages, bonds, contracts, checks or other instrument(s) necessary to the operation of the Corporation in furtherance of its purposes, so long as the foregoing instruments are approved by the Board of Directors or within the discretionary spending limit set forth in the Bylaws Art. 6, Sec. 2.

Procedure V: Use of Subcommittees in Governance. The purpose of subcommittees is to draw upon a wider base of expertise and enthusiasm and to involve as many members as possible in the leadership of the assembly.

1. The number of subcommittees and the specific subcommittees in use may vary based upon the needs of the assembly at any particular time.
2. Standing subcommittees shall include but are not limited to:
 - a. Leadership Subcommittee – The Leadership Subcommittee shall be made up of the President-Minister, Vice President-Minister and the Sanctuary Director. It shall be chaired by the President-Minister.

- b. Scholarship Subcommittee – Members of this subcommittee are not eligible for scholarships.
 - c. Benevolence Subcommittee - Members of this subcommittee are not eligible for benevolence awards.
 - d. Minister Association Subcommittee – All members of this subcommittee shall be Awakening Together Ordained Ministers.
3. A member of the Board of Directors or the Board of Trustees must chair each subcommittee.
 4. The President-Minister is an ex officio member of each subcommittee.
 5. Subcommittees are limited to the authority delegated to them by the Board of Directors and Member Board of Trustees.

Procedure VI: Process for creating, approving, communicating and changing/updating job descriptions.

- A. The Board of Directors, the Member Board of Trustees, the President-Minister or a special subcommittee assigned by the Board of Directors, the Member Board of Trustees or the President-Minister may draft a job description.
- B. The Board of Directors must finalize and approve all job descriptions.
- C. The employee must be provided with a copy of an approved job description within 30 days of hire. The employee shall provide written acknowledgement of receipt of the job description.
- D. Once a job description is finalized and approved, an authority stated in VI.A above may recommend changes. The Board of Directors must approve all changes to the job description and the employee must be provided with a copy of the updated job description within 30 days. The employee shall provide written acknowledgement of receipt of the updated job description.
- E. An employee's job performance is evaluated based on the employee's job description according to performance evaluation procedures stated in Procedure VII. An employee will not receive a formal evaluation within the first 90 days after hire. An employee will not be evaluated based on new/added criteria in an updated job description during the first 90 days after the update.

Procedure VII: Performance Evaluations for the President-Minister, Vice President-Minister and employees.

1. The Board of Directors shall review the performance of the President-Minister. The Chairman-Minister shall discuss with the President-Minister on an ongoing basis any matters requiring immediate discussion in a timely manner. In addition, the Chairman-Minister shall meet with the President-Minister annually prior to the annual Board of Directors meeting for a dialogue about the President-Minister's performance and future opportunities for the President-Minister's role. The Chairman-Minister shall document the minutes of the performance review discussion. The Chairman-Minister and President-Minister shall sign the performance review. A copy shall be provided to each member of the Board of Directors.
2. The President-Minister shall review the performance of the Vice President-Minister on an ongoing basis. The President-Minister shall discuss with the Vice President-Minister any matters requiring immediate discussion in a timely manner. In addition, the President-Minister shall meet with the Vice President-Minister annually prior to the annual Board of Directors meeting for a dialogue about the Vice President-Minister's performance and future opportunities for the Vice President-Minister's role. The President-Minister shall document the minutes of the performance review discussion. The President-Minister and Vice President-Minister shall sign the performance review. A copy shall be provided to each member of the Board of Directors.
3. The President-Minister shall review the performance of each employee on an ongoing basis. The President-Minister shall discuss with an employee any matter requiring immediate discussion in a timely manner. In addition, the President-Minister shall meet with each employee annually prior to the annual Board of Directors meeting for a dialogue about the employee's performance and future opportunities for that employee's role. The President-Minister shall document the minutes of the performance review discussion. The President-Minister and the employee shall sign the performance review. A copy shall be provided to each member of the Board of Directors.

Procedure VIII: Process for Resignation of a Board Member, Trustee, Employee or Subcommittee Member.

1. Any Director may resign from the Board of Directors effective upon giving written notice to the Chairman-Minister, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. Adequate notice to enable a smooth transition is appreciated and the actual date of resignation may be negotiated if the affected parties are open to negotiation.
2. Any Trustee may resign from the Member Board of Trustees effective upon giving written notice to the Chairman-Minister, the President-Minister or the Secretary of the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. Adequate notice to enable a smooth transition is appreciated and the actual date of resignation may be negotiated if the affected parties are open to negotiation.
3. Any employee may resign effective upon giving written notice to the Chairman-Minister, the President-Minister or the Secretary of the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. Adequate notice to enable a smooth transition is appreciated and the actual date of resignation may be negotiated if the affected parties are open to negotiation.
4. Any member of a subcommittee may resign effective upon giving verbal notice to the President-Minister or the subcommittee chair, unless the notice specifies a later time for the effectiveness of such resignation. Adequate notice to enable a smooth transition is appreciated and the actual date of resignation may be negotiated if the affected parties are open to negotiation.

Procedure IX: Process for Removal of a Board Member, Trustee, Employee or Subcommittee Member.

1. Possible reasons for removal are as follows, but not limited to:
 - a. Non-attendance at meetings per AT bylaws.
 - b. Not being prepared for meetings as indicated by the agenda.
 - c. For violations of federal or state laws pertaining to AT business.
 - d. For violations of AT bylaws &/or AT Policies and Procedures.
 - e. For frequent and strained opposition to the board or subcommittee on which he/she serves.
2. Regarding removal of the Board of Directors:
 - a. At the discretion of the majority of the Board, the Chairman-Minister shall issue an oral warning to a Board member who is at risk of removal.
 - b. If the warning proves to be ineffective, then the Board member can be removed by a majority vote.
 - c. A Board member may be suspended by a majority vote while alleged misconduct is being investigated.
 - d. In the case of confirmed gross misconduct, a Board member may be removed without an oral warning by a majority vote.
3. Regarding removal of elected Member Board of Trustees:
 - a. Only the membership can remove an elected Trustee, and only if the number of votes cast to remove the Trustee would be sufficient to elect the Trustee.
 - b. The Member Board of Trustees may initiate, by majority vote, a meeting of the members for the purpose of deliberating and voting regarding the removal of an elected Trustee.
 - c. The membership, through a petition signed by 20% of the membership, may call for a meeting to deliberate and vote regarding the removal of an elected Trustee.
 - d. Notwithstanding any other provision of this section, the Board of Directors may remove a Trustee recommended for removal by the Board of Trustees for failing to attend the number of meetings specified in the bylaws. The Trustee will be removed only if the majority of the Board of Directors then in office vote for the removal.
4. Regarding removal of appointed Member Board of Trustees, Founding Trustees and Employees:
 - a. The Board of Directors shall be empowered to remove an appointed Trustee, Founding Trustee or employee by a majority vote after:
 - i. An oral first warning

- ii. Written warning
 - iii. Final written notice/warning
 - b. An appointed Trustee, Founding Trustee or an employee may be suspended by a majority vote of the Board of Directors while alleged misconduct is being investigated.
 - c. In the case of confirmed gross misconduct, an appointed Trustee, Founding Trustee or an employee may be removed without oral or written warnings by a majority vote of the Board of Directors.
- 5. Regarding the removal of subcommittee members:
 - a. The subcommittee chairman, in consultation with the President-Minister, may choose to remove a subcommittee member.