



Mountain Retreat and Learning Center Board Handbook: Policies & Procedures — 2023-2024

Table of Contents

1. Vision and Mission Policies	2
2. Executive Director Limitations Policies	3
3. Board Process Policies	5
4. Board-Executive Director Relationship Policies	9
5. Executive Director Succession Policy and Procedures	11
6. Board Nominations Process	13
7. Policies & Procedures Update Process	16

1. Vision and Mission Policies

Vision and Mission Policies define what long and short-term results the organization hopes to achieve. They express the values that are the basis for the organization. A Vision and Mission Policy defines the purpose of the organization: what results for which recipients and at what worth.

1.1 Accountability

The Mountain Learning and Retreat Center (MR&LC) Board of Trustees is accountable to the membership of The Mountain and all who love and sustain it.

1.2 Vision Statement

THE MOUNTAIN VISION: An exemplary retreat, camp and learning center that celebrates Unitarian Universalist principles, inspires people of all ages, transforms lives, and builds a more compassionate world.

1.3 Mission

THE MOUNTAIN MISSION: The Mountain enriches lives, fosters an appreciation of the natural world, honors the interconnectedness of all things, and inspires people to build inclusive, meaningful, sustainable communities throughout their lives.

1.4 Core Values

Our core values, central to all philosophies and practices of The Mountain Retreat and Learning Center, Inc. (MR&LC), are based on the Purposes and Principles of the Unitarian Universalist Association:

- The inherent worth and dignity of every individual
- Justice, equity and compassion in human relations
- Acceptance of one another and encouragement to spiritual growth
- A free and responsible search for truth and meaning
- The right of conscience and the use of the democratic process
- The goal of world community with peace, liberty and justice for all
- Respect for the interdependent web of all existence of which we are a part
- Journeying toward spiritual wholeness by working to build a diverse multicultural Beloved Community by our actions that accountably dismantle racism and other oppressions in ourselves and our institutions

Vision, Mission, and Core Values adopted by Board of Trustees, August 2015, modified May 27, 2023.

2. Executive Director Limitations Policies

Executive Director Limitation Policies define those principles or values that limit staff practices and activities and the choices they make.

2.1 Professional Ethics and Business Prudence

The Executive Director must allow no practices or circumstances that violate commonly accepted business and professional ethics or common business prudence.

2.2 Non-Profit Status of Corporation

The Executive Director will permit nothing to jeopardize The Mountain Retreat and Learning Center's (MR&LC) legal status as a non-profit corporation.

2.3 Esthetics Policy

The Executive Director must ensure that the property is used and maintained within the requirements of the Conservation Easement. The Executive Director will ensure that the appearance and atmosphere of all facilities and grounds blend with the natural rustic beauty of the MR&LC.

2.4 Sexual Harassment & Discrimination Protection

The Executive Director must have policies in place that prescribe a safe, secure and non-discriminatory work environment.

2.5 Financial

The Executive Director must keep Alegro Leasing, LLC (the owner of the land in the land trust) as an additional insured on The Mountain's liability insurance policy and abide by all legally binding requirements of the lessor/lessee agreement with Alegro Leasing, LLC.

Further, the Executive Director must provide timely, accurate financial information to the Board's Financial Advisor and other Trustees as requested and to publish a Board-reviewed annual report of the corporation.

2.6 Annual Budget

The Executive Director must present a proposed budget to the Board's Financial Advisor and then to the Trustees within the timeframes set by the Financial Advisor and the Board at the last meeting prior to the start of a new fiscal year.

2.7 Real Property Transfers, Removal or Encumbrances

Without consent of the Board, the Executive Director will not enter into any -contracts on behalf of the MR&LC for the sale or purchase of real property, or any real property interest

Without consent of the Board, the Executive Director will not cause any structures on the property to be removed or demolished.

2.8 Maximum Transaction Amount

The Executive Director will not engage in any non-budgeted transaction or group of related transactions, which in total would exceed \$5,000.00 without first obtaining Board approval.

2.9 Capital Expenditures

The Executive Director will not make capital expenditures other than for purposes approved in the annual budget, and within the limitation of Section 2.8.

2.10 Maximum Indebtedness Level

The Executive Director will not incur debt on behalf of the MR&LC without specific board approval.

2.11 Charitable Gift Annuities

In the event the MR&LC offers charitable gift annuities (CGAs) to prospective donors, every annuity will be insured; i.e., MR&LC will purchase an annuity contract from an insurance company satisfactory to both MR&LC and the donor. Any annuity contract must have a premium cost less than the amount of the donor's gift.

2.12 Naming of Assets

The Executive Director will not offer any assets such as but not limited to any structure, road, area, or program as a "Naming Opportunity" to any donor(s) or supporter(s) of the MR&LC without the approval of the Board of Trustees.

2.13 Insurance

The Executive Director must keep insurance covering the property of The Mountain, and liability of the MR&LC, and its officers and trustees, in effect at all times with adequate limits as approved by the Board's Financial Advisor. The insurance requirements of Alegro Leasing, LLC must also be maintained as described in Section 2.5.

2.14 Mountain Membership Policy

The Executive Director will never implement a membership policy without the approval of the Board of Trustees.

3. Board Process Policies

Board Process Policies define how the Board represents its owners-and provides strategic leadership to the organization.

3.1 Board/Executive Director Communications

As part of their roles:

- No individual Board member will act on behalf of the Board without approval of the Board.
- No individual Board member will make a statement of position on behalf of the Board without approval of the Board.
- All Board members will maintain confidentiality of closed sessions of the Board.
- The Board and Executive Director will speak with a common public voice.

3.2 Charge to the Board

Board Members will be provided copies of the Board Handbook, be familiar with the following, and act based upon:

- The by-laws,
- The Board Handbook: Policies & Procedures,
- The Covenant of Community Standards and Behaviors (the “Covenant”), as annually agreed to by Trustees.

3.3 Board Structure

The Board of Trustees consists of the following positions and teams:

Chair

- Preside over all meetings of the Board and the Corporation or designate someone to do so in the Chair’s absence.
- Speak for the Trustees to MR&LC constituencies.
- Serve as ex officio member of all teams.
- Promote Trustee understanding of Board functions.
- Review and ensure publication of the Corporation’s Annual Report and audit results.
- Prepare and distribute an agenda for Board meetings two weeks in advance of the meeting.
- Oversee annual processes of Board goal setting.
- Monitor and coach trustee performance.
- Oversee policy monitoring by all teams.
- Notify Trustees as soon as practical about any HR escalation or crisis situation.

Corporate Secretary

- Inform Trustee candidates of the election results.
- Sign or cosign official documents as required to lawfully execute documents.
- Exercise authority to give all official notices required by law or the bylaws.
- Accept and perform other duties and powers as assigned by the Board.

Financial Advisor

- Keep informed regarding the financial condition of the MR&LC and communicate this to the Board of Trustees.
- Receive a financial statement monthly from the Executive Director.
- Advise the Board with respect to the proposed annual budget.
- Assist the Board in developing finance-related policies as needs arise.
- Serve as financial advisor to the Executive Director and Board as needed and assist the staff as needed in developing financial controls.
- Advise the Board regarding engaging external auditors for annual assessment of financial results and condition.
- Review insurance coverages annually advising the Executive Director and Board of adequacy and make appropriate recommendations.

Recording Secretary

- This is a non-voting position, appointed by the Board.
- Keep accurate records of the acts and proceedings of all meetings.
- Prepare and distribute to Board members and Executive Director minutes of all meetings.
- Update and distribute revised policies and Covenants after annual reviews and maintain master files.
- Maintain trustee succession chart and current list of Board members with contact information.
- Take minutes of the Annual Members' Meeting and present for approval at the next Annual Members' Meeting.
- Coordinate regular updates of meeting minutes to the website of the MR&LC.

Trustees will serve on at least one of the following three Teams:

Leadership Development Team

- Conduct annual review of Board Process Policies.
- Ensure the annual review of the Covenant.
- Ensure good communication between the Nominating Committee and the Board of Trustees.
- Propose one member of the Board to serve as a liaison to the Nominating Committee, for Board approval.
- Facilitate trustee transition ceremonies and recognitions.
- Coordinate new trustee orientation.
- Ensure ongoing Board training.
- Ensure process observation happens at meetings.
- Update the trustee page of The Mountain website.

Institutional Performance Team

- Responsible for annual review of mission, vision, and policies.
- Assess performance of organization with respect to the mission, vision, and policies,

taking into account measurement metrics as defined by the Board.

- Coordinate assessment of Executive Director's annual performance and makes appropriate evaluation and compensation recommendations, in conjunction with the Planning and Finance Team, to the Board.
- Collaborate with the Executive Director and other stakeholders in updating or creating strategic plans

Planning and Finance Team

- Conduct annual review of Executive Director Limitations Policies.
- Review planning and budgeting assumptions as needed with the Executive Director.
- Review Executive Director succession policy annually and ensure establishment of a succession plan.
- Review and provide feedback on a plan developed by the Executive Director covering staff compensation over the near- to medium-term.
- Conduct an annual review of Board-Executive Director Relationship Policies.

All Board members will support advancement tasks:

Institutional Advancement Tasks

- Collaborate with Mountain staff on the annual giving campaign.
- Identify sources of additional funding and promotion of The Mountain.
- Lead and coordinate involvement of all Trustees in The Mountain's fund-raising efforts.
- Propose one member of the Board to serve as a liaison to the Endowment Board, for Board approval.

3.4 Board Member Expense Reimbursement Policy

As part of their service to the MR&LC, Board members should actively support the MR&LC's financial health and are strongly encouraged to pay standard registration fees and donate their travel time and costs related to Board Meetings. However, recognizing that the Board seeks diversity of all kinds in its membership, and that for some individuals travel and lodging for Board Meetings can be a financial hardship:

- Board members are eligible to be compensated for their mileage for travel to and from Board Meetings.
- Board members are eligible for free or reduced-cost room and board for Board Meetings.
- Trustees requesting financial assistance for Board meetings should coordinate directly with the Executive Director.

3.5 Absence of Chair

If the Chair has not designated a trustee to officiate, the trustees present at the meeting will select a trustee to preside.

3.6 Meeting Schedule

The Board of Trustees will meet four times per year:

- The first meeting will usually be held Memorial Day weekend in May
- The second meeting will usually be held the third weekend in August
- The third meeting will usually be held the weekend before Thanksgiving in November
- The fourth meeting will usually be held the third weekend in February

3.7 Board Attendance Policy

Board members are expected to attend and participate in all board meetings, in person or virtually, and to notify the Chair as soon as possible prior to a meeting if they are unable to attend.

- Attendance at a regular meeting is expected to be from dinner time on the opening night through the meeting closing Sunday morning. At a minimum attendance shall be defined as being present all day Saturday from the opening until the conclusion of business for the day.
- If a board member is not in attendance at two consecutive meetings, the Chair will obtain from the member a satisfactory, renewed commitment to fulfill attendance responsibilities or request resignation.

3.8 Lines of Authority

- The Executive Director is the only employee of the Board of Trustees: therefore, all issues of concern to Board members regarding management, administration and personnel are communicated only to and through the Executive Director.
- Only the Board of Trustees may approve changes in Board Policies and Procedures.

3.9. Board Members as Staff/Employees

No current employee of The Mountain, other than one designated as temporary and hired for 8 weeks or less in a calendar year, may serve simultaneously as a board member. A board member who is offered a position lasting more than 8 weeks in a calendar year, must resign from the board before accepting that position. Former employees of The Mountain are eligible (and encouraged) to be candidates for board positions. Note that this policy does not apply to volunteers at The Mountain.

4. Board-Executive Relationship Policies

Board-Executive Director Relationship policies define the way the Board passes power to its sole employee and the manner in which the use of that power will be assessed.

4.1 Policy Development

The Board establishes policies, including to whom the Board is accountable (as provided in Section 1.1 above), including Ends and Measurements, leaving Means to the Executive Director. The Executive Director is authorized to establish all operating policies within the Executive Director Limitations established by the Board.

4.2 Reporting Relationships

The Executive Director is the only employee of the Board.

In the event a Trustee performs program faculty or volunteer functions:

- Individual Trustees may not speak for the Board.
- Individual Trustees may not give directions to the staff unless they are co-members of the program faculty
 - If a trustee's volunteer service is as the director of a program they can, of course, function in that role by giving direction that is directly related to the program.

4.3 Results Monitoring Policies

The Board monitors the extent to which the Executive Director achieves organizational outcomes as defined by the Board

4.4 Financial Audit Policy

At a minimum, an independent review of the MR&LC's financial statement will be conducted annually. Additionally, at the last regular meeting of the calendar year, the Board will consider whether there is a need to conduct an independent full audit of the current year. Factors, to be considered when making this decision, are:

- Change of Executive Director
- Change of senior finance staff member
- Requirements of lending or grant-making institutions

The MR&LC should have an independent full audit at least every five years. The Financial Advisor of the Board, with the Board's approval, will engage an audit firm of the Board's choosing. The audit firm will send the original audit report to the Financial Advisor on a schedule outlined in the terms of engagement. The Financial Advisor will promptly make copies and send them to the Board Chair and the Executive Director. The Financial Advisor will review the results of the audit with the full Board at its next scheduled meeting or sooner by email if warranted.

4.5 Executive Director Evaluation

At the first meeting of each calendar year, there will be a review and a discussion of the Executive Director's previous year's performance. The written evaluation will be kept in the Board file at the MR&LC. In addition, the Board will assess the Executive Director's performance informally on a quarterly basis. The Board and the Executive Director will determine objectives with target completion dates for the new year.

4.6 Review of Executive Director Expenses

The Board Chair will ensure that there is an effective process in place for review and approval of the Executive Director's business expenses, and will communicate the findings to the Board at least annually.

4.7 Communications

The Trustees and the Executive Director will maintain active and timely communications.

5. Executive Director Succession Policy

5.1 Executive Director Search Process for Planned Succession

Formation of Search Committee

- The Leadership Development Team, in consultation with the board chair, will present recommendations to the Board of Trustees of up to 7 individuals to serve as the Search Committee. Search Committee members will have representation from both the Board of Trustees and Mountain Membership.
- The Board of Trustees will approve the Search Committee members with a positive vote of at least 2/3 of the voting trustees.
- The Search Committee will identify/elect a chair who will be responsible for leadership and coordination of all activities.

Search Committee Responsibility

The committee will develop a plan for the search including estimated expenditures, then secure board approval. The search process will include input from the Board, the current Executive Director (when possible and appropriate) and senior staff. The committee will periodically report progress to the board consistent with the schedule outlined in the plan.

Selection Process

- The Search Committee will recommend qualified candidate(s) to the trustees.
- Board will approve the recommendation with a positive vote of at least 3/4 of the voting trustees.
- Employment offer and associated salary package will be approved by the Board of Trustees and an offer will be extended by the Board Chair or another board chosen representative.
- If possible, the new Executive Director will begin employment approximately one month prior to the departure of the current Executive Director to allow for effective onboarding.

5.2 Executive Director Unanticipated Permanent Departure Process

In the event of death or a situation that causes concern among the senior staff about the Executive Director's ability to continue to perform his/her duties as Executive Director:

- A member of the Senior Staff will notify the Chair of the Board of Trustees as quickly as possible. Senior Staff includes the Directors of Finance/HR, Guest Services, Maintenance, Development, Marketing/Sales, Kitchen Manager and Programming.
- Board Chair will:
 - In consultation with the Senior Staff and other Trustees, make the determination as to the ability of the Executive Director to continue his/her duties, and

- If it is determined that the Executive Director is unable to continue his/her duties, the following steps will be taken:
 - Notify the entire Board of Trustees and schedule a board meeting as quickly as possible after notification of the situation,
 - After the Board has agreed on an action, notify the president of the Endowment Board and Alegro Leasing, LLC,
 - Charge the Senior Staff to oversee the day-to-day operations of The Mountain until an Acting Director (5.4) or Executive Director (5.1) has been selected and onboarded. The Board Chair may appoint a member of the Senior Staff to serve as Acting Director until a new Executive Director is hired (See 5.4)
 - Develop with selected staff, a “talk piece” that will be used by Trustees and staff during their notification process and in response to inquiries. Chair of the Board of Trustees will identify a team of the board, Staff and Volunteers to notify the following in the most appropriate and expeditious manner: all appropriate UJA leaders of organizations with whom The Mountain has ongoing working alliances; all active donors and members of The Mountain; other appropriate constituencies.

- **Finance Director**, In consultation with the Board’s Financial Advisor, will
 - Develop a strategy for managing the day-to-day finances of The Mountain,
 - Provide appropriate reporting to the full Board of The Mountain’s financial condition, and
 - If applicable, notify all financial institutions that are doing business with The Mountain.

5.3 Executive Director Temporary Incapacity Process

- In the event of an anticipated or unanticipated short-term incapacity (less than 6 months) of the Executive Director, the Senior Staff may be empowered by the Board Chair to manage the day-to-day business of The Mountain. The Board Chair will appoint a team leader who will be responsible for updating the Board Chair at intervals determined by the Board Chair.
- In the event, the incapacity is anticipated to last longer than 6 months, the process described in Section 5.2 will be initiated as quickly as appropriate.

5.4 Appointment of Acting Director

When deciding whether to appoint an Acting Director from available staff or volunteers, or hire an Acting Director before hiring a new Executive Director, the following factors, at a minimum, shall be considered:

- The length of anticipated time required to hire a new Executive Director (See Section 5.1).
- The current staff likely to apply for the position of Executive Director and avoiding any appearance of favoritism.
- The availability of qualified non-current staff to serve as Acting Director.

6. Process for Nomination and Election to The Board of Trustees and Nominating Committee Members

6.1 Nominating Committee Role and Responsibilities

The Nominating Committee shall be a standing committee of The Mountain with the intent of working independently of the Board of Trustees and Mountain staff in its deliberations—at arms-length, unimpeded, and independent. It will seek broad input on prospective Board of Trustees and Nominating Committee Members for appointment or election.

- The Committee will prepare an annual calendar of its activities at the first meeting each year.
- The Committee shall seek input from the Board of Trustees about needed skills, experience, etc. and apply this information in deliberations about potential candidates.
- The Committee will actively search for and recruit prospective candidates to achieve adequate diversity of perspectives, backgrounds, skills, and experience in the composition of the Board of Trustees.
- The Committee will ensure that candidates evidence strong commitment to The Mountain’s mission, policies, visions, and values; and to the interests of the broad constituency served by The Mountain.
- The Committee will ask Mountain staff to issue a call for self-nominees from The Mountain membership no later than November 1.
- The Committee shall ask all prospective candidates to present a biographical statement and a letter indicating their interest and skills for Board of Trustees or Nominating Committee service.
- The Committee will report progress to each Board of Trustees’ meeting along with updated calendar and relevant documents.
- Should the Committee be unable, for whatever reason, to nominate candidates to serve on the Nominating Committee, the Board of Trustees shall have the authority to submit a slate of candidates for the Membership’s consideration.

6.1.1 Expectations of Members of the Nominating Committee

- Attend all Nominating Committee meetings, approximately 7 per year—which are conducted using videoconferencing or other appropriate format.
- Search networks of people involved at The Mountain for possible candidates for both the Board of Trustees and the Committee and who have needed skills, diversity, work ethic, and interest.
- Communicate to The Committee the pros/cons of each prospect.
- Reach consensus on a slate for the Board of Trustees and the Nominating Committee.
- Assist in development of the meeting minutes, annual Committee Calendar, Invitation to Self-Nominate, Biographies with Photo, and Election Process.
- Stay on schedule in the annual Calendar to assure a timely proposal of the ballot and elections.
 - Make an annual financial contribution to The Mountain.

6.1.2 Expectations of Members of the Board of Trustees

- All candidates for the Board of Trustees must be willing to engage in the work of the Board of Trustees.
- Attend Board of Trustees meetings.
- Adhere to the Board of Trustees' policies.
- Perform all delegated Board of Trustees team and committee assignments during and between formal meetings.
- Make an annual financial contribution to The Mountain.
- Annually agree to abide by the Covenant.

6.1.3 Expectations of the Board Liaison

The Board of Trustees will recommend a Trustee to serve a Liaison to the Nominating Committee. This Liaison will:

- Provide insight into the skill needs of the Board to the Nominating Committee.
- Not have voting, motion, or delegation rights in the Nominating Committee.
- Avoid influencing discussion, votes, and procedures of the Nominating Committee.

6.2 Nominating Committee Membership and Structure

Nominating Committee members must be Mountain Members in good standing.

- The total number of the Committee will include five to seven members.
- The Committee will appoint a member as the replacement to complete the remaining term to fill a resigned/vacated member's position,
- Nominating Committee members shall serve a three-year term or up to three years if appointed.
- Terms are to be staggered to ensure continuity.
- The Committee shall select a Chair or Co-Chairs, who shall serve as a liaison to the Leadership Development team of the Board of Trustees, as well as facilitate and lead Nominating Committee work.
- The immediate past Chair of the Board of Trustees shall serve as a non-voting Ex Officio member of the Nominating Committee.

6.3 Election Process--Joint Staff/Board of Trustees/Nominating Committee Process

The Nominating Committee shall present the slates of candidates for the Nominating Committee and Board of Trustees two weeks before the February Board of Trustees meeting, along with a plan for a Coordinated Election Process (*Action Plan for Election Operations at The Mountain*) to be carried out by the Board of Trustees and Staff.

Given the Bylaw requirement of ballots available at least 60 days ahead of the Annual Meeting announcement of Election Results, the Nominating Committee shall annually update by February 1:

- The Nominating Committee Calendar and
- The joint "*Action Plan for Election Operations at The Mountain*".

The Board of Trustees shall advise The Nominating Committee on the acceptance of the Action Plan or identify needed changes prior to the February 25 deadline, as specified in the Bylaws.

The Board of Trustees shall champion and run the Election Process, assuring its timely completion according to the Plan.

7. Policies & Procedures Updates

7.1 Review

The Board will review and update these Policies & Procedures at least once per calendar year.

7.2 Approval of Changes

Any changes to Board Policies & Procedures shall be approved at a regularly scheduled board meeting by majority vote.