

# Board Governance Policies for Crossroads United Church

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## Ends Policy

Policy Type: Ends

Adoption Date: April 2025

Modification Date:

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### Preamble

Crossroads' founding Vision statement has guided ministry and Ends policies that have been adopted and revised over the years by the Policy Board.

As we emerged from the pandemic in 2022, a process of congregational discernment issued in a new Vision, Values and Affirming Statement. Members and adherents were subsequently invited to reflect on this new Vision Statement and share how they perceived God is calling us into the future. The Ends Statements and policies in this document draw on the shared wisdom of the congregation and the discernment of the Policy Board members. They will be regularly reviewed and adjusted with a focus on the intended long-term effects among the Beneficiaries.

### Vision

A community of compassionate presence gathering at Christ's open table to:

- **Connect** across differences
- **Receive** what God longs to give us and
- **Respond** with the Spirit

Christ's light is our centre. Christ's grace flows through our community.

### Values

Generosity, hospitality, trust, courage, acceptance, belonging

### Affirming Statement

Crossroads welcomes the ministry and participation of all persons, accepting everyone as they are. This, without regard to age, race, sexual orientation, gender identity, gender expression, neurotype, ability, marital status, culture, family type and socio-economic status.

### Ends Statements

Crossroads' Ends Statements give life to our Vision, Values and Affirming Statement. They articulate the overarching purpose and priorities of Crossroads United Church, guiding its governance and decision-making processes toward our Vision. Initiatives will be undertaken with full awareness of the financial implications and at a cost bearable by the congregation.

### **Connect Across Differences:**

1. Collaborate with other organizations and co-operate with grace by:
  - a. Lowering barriers and strengthening ties between generations, cultures, and religions.
  - b. Exhibiting curiosity, bravery, and grace on-site, on-line and in the larger community.
  - c. Ensuring our liminal spaces (on the property) are places of hospitality that offer community participation opportunities.
  - d. Creating an inclusive environment where every voice is heard and every individual is valued.

### **Receive What God Wants to Give Us**

2. Establish a culture of openness to the Triune God that manifests itself in:
  - a. Opportunities for children, youth and adults to engage with Scripture in the presence of one another.
  - b. Prayer and practices that foster healing, presence, compassion and freedom from anxious living.
  - c. Worship and community for all ages that strengthens belonging and fosters meaning-making.
  - d. Stewardship of all resources (money, people and land) that is grounded in the reality of abundance.
  - e. Trust in God's grace as we adapt: letting go and being pleasantly surprised by joy.

### **Respond with the Spirit**

3. Focus on proactively identifying and addressing the needs of our neighbors in the wider community by:
  - a. Raising awareness of community issues such as food insecurity, homelessness, and mental health.
  - b. Inviting neighbors to be part of Crossroads' initiatives that create a shared sense of purpose.
  - c. Ensuring that initiatives promote a just and equitable society.
  - d. Opening our property to charitable partners at a reduced or no cost, and to for-profit groups at a rate that more than covers expenses.
4. Demonstrate commitment to social justice by:
  - a. Equipping the congregation to advocate for those who are pushed to the margins.
  - b. Championing our initiatives through targeted and effective communication.
  - c. Supporting reconciliation with First Nations.
  - d. Practicing and promoting environmental stewardship.
  - e. Offering non-judgmental compassion and trauma-informed responses to at-risk communities, including but not limited to 2SLGBTQIA+, those forced to flee their country, and individuals facing mental or spiritual health challenges.

## Priorities

Crossroads' priorities expressed in minimum percentages of total time and/or total expenditures spent among the three Vision categories. Corresponding administration times are expressed in maximum percentages.

	Volunteer Time	Staffing Expenditures	Expenditures w/o Staffing
<b>Connect Across Differences</b> <ul style="list-style-type: none"><li>• Community Partnership Initiatives</li><li>• Ministries in our liminal spaces</li></ul>	8%	6%	10%
<b>Receive What God Want to Give Us</b> <ul style="list-style-type: none"><li>• Worship</li><li>• Faith Development</li><li>• Nurturing Community</li></ul>	18%	50%	13%
<b>Respond With the Spirit</b> <ul style="list-style-type: none"><li>• Social Justice Initiatives</li><li>• Feeding Ministries</li></ul>	25%	30%	20%
<b>Administration</b>	15%	25%	

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## Relationship to Lead Minister

Policy Type: Board-Lead Minister Relationship

Adoption Date: July 2009

Modification Date: November 2023

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1. The Board's connection to congregational organization, operation and work will be delegated to the Lead Minister with the exception of the Trustees and Ministry and Personnel Committee with whom the Board will communicate directly, and with others as required by *The Manual*.
2. The Lead Minister is accountable to the Board for achieving provisions of the Board's Ends policies and adhering to provisions of the Board's Executive Limitations policies.
3. Monitoring data that disclose the degree of organizational performance upon Ends policies and Executive Limitations policies will be systematically considered by the Board and form the basis for evaluating the Lead Minister's performance.
4. The Lead Minister shall be directed by the Board only through:
  - a. written policies which describe the Ends to be achieved,
  - b. the Executive Limitations to actions, and
  - c. decisions of the Board.
5. Decisions or instructions of individual Board members, committees or teams are not binding on the Lead Minister except when explicitly authorized by the Board.
6. The Lead Minister shall be responsible for:
  - a. carrying out the policies of the Board;
  - b. reporting on compliance with Board policies;
  - c. providing all appropriate information for Board decision-making; and
  - d. ensuring the requirements of *The Manual* and published policies of higher church Councils are met.
7. The Lead Minister shall be called/appointed, supervised and released following United Church of Canada policies outlined in *The Manual*.
8. All authority and accountability of the ministry teams is considered the authority and accountability of the Lead Minister.

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## Delegation of Authority to Lead Minister

Policy Type: Board-Lead Minister Relationship

Adoption Date: July 2009

Modification Date: November 2023

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**The Board's sole official connection to congregational organization, operation and work will be delegated to the Lead Minister with the exception of the Trustees and Ministry and Personnel Committee with whom the Board will communicate directly, and with others as required by *The Manual*.**

1. The Board will direct the Lead Minister to achieve specified results, for specified recipients, at a specified worth by establishing Ends policies. The Board will limit the latitude the Lead Minister may exercise in practices, methods, conduct, and other "means" by establishing Executive Limitations policies.
2. As long as the Lead Minister uses *any reasonable interpretation* of Ends and Executive Limitations policies, the Lead Minister is automatically authorized to establish all further policies, make all decisions, take all actions, establish all practices, and develop all activities.
3. The Board may change its Ends and Executive Limitations policies; however, the criteria for monitoring and evaluating the Lead Minister will be the policies as they exist at the time that a particular action is carried out. The Board and its members will uphold and support all decisions made by the Lead Minister prior to any policy change provided that those decisions conformed to policies in effect at that time. This does not prevent the Board from obtaining information about actions taken.

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## **Monitoring Performance of Lead Minister**

Policy Type: Board-Lead Minister Relationship

Adoption Date: July 2009

Modification Date: November 2015

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**The organizational achievement of Ends policies and the adherence to Executive Limitation policies constitute the primary grounds for the Board's monitoring of the Lead Minister.**

1. Monitoring is simply to demonstrate that Board policies are being met. Data that does not do this will not be considered to be monitoring data.
2. The Board will acquire monitoring data by one or more of three methods:
  - a. internal report, by which the Lead Minister discloses compliance information to the Board;
  - b. external report, in which an external third party selected by the Board assesses compliance with the Board's policies; and
  - c. by direct Board inspection, in which a designated member or members of the Board assesses compliance with the Board policies.
3. In every case, the standard for compliance shall be any reasonable interpretation by the Lead Minister of the policy being monitored.
4. All policies that instruct the Lead Minister will be monitored regularly and rigorously, at a frequency and by a method chosen by the Board. Any policy can be monitored at any time by any method, but ordinarily a routine schedule will be followed.

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## **Schedule of Lead Minister Monitoring**

Policy Type: Board-Lead Minister Relationship

Adoption Date: July 2009

Modification Date: November 2017

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**The Lead Minister will present reports to the Board detailing compliance to the Ends and Executive Limitation policies at regular meetings as scheduled in the Perpetual Calendar.**

1. All Ends and Executive Limitations policies will be monitored according to the schedule published in the Perpetual Calendar.
2. The Board will consider periodically engaging an external organizational auditor.



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## General Lead Minister Limitations

Policy Type: Executive Limitations

Adoption Date: July 2009

Modification Date: December 2024

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1. The Lead Minister shall not cause or allow any practice, activity, decision or organizational circumstance that is either unlawful, imprudent, contrary to the requirements of The Manual of The United Church of Canada, or in violation of commonly accepted business and professional ethics.
2. The Lead Minister shall not make any decisions that properly belong to the Board as provided by *The Manual* unless delegated to the Lead Minister in Crossroads' Board policies.
3. Dealings with the Staff, and Beneficiaries shall not be inhumane, unfair or disrespectful.
4. The Lead Minister shall not permit the Board to be uninformed or unsupported in its work.
5. Budgeting shall not deviate significantly from Board Ends priorities, risk fiscal jeopardy nor fail to show a generally acceptable level of foresight.
6. Actual financial conditions at any time shall not incur fiscal jeopardy or compromise Board Ends priorities.
7. Operational assets may not be unprotected, inadequately maintained or unnecessarily risked.
8. The Lead Minister may not enter into any grant or contractual arrangements that fail to emphasize primarily the ministry of the Church and, secondarily, the avoidance of unacceptable means.

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## **Treatment of Beneficiaries**

Policy Type: Executive Limitations

Adoption Date: July 2009

Modification Date: December 2014

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**From General Lead Minister Limitations Policy which states: *“Dealings with ... Beneficiaries shall not be inhumane, unfair or disrespectful.”***

**Accordingly, the Lead Minister shall not:**

1. Fail to comply with privacy policy of Crossroads United Church and personal information protection laws of the provincial government of BC and the federal government of Canada.
2. Disclose personal information without the consent of those persons to any organization or persons except when mandated or allowed to do so by law.
3. Fail to take all reasonable measures to ensure the safety of Beneficiaries using the Church's building or contents either for the Congregation's own ministry or other use.
4. Fail to establish an adequate communications plan to inform Beneficiaries of what services and ministries are available from the Church, and shall not fail to carry out this plan.

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## Staff Relations

Policy Type: Executive Limitations

Adoption Date: July 2009

Modification Date: December 2023

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**From General Lead Minister Limitations Policy which states: *“Dealings with the Staff ...shall not be inhumane, unfair or disrespectful.”***

**Accordingly, the Lead Minister shall not:**

1. Fail to comply with *The Manual* or applicable laws of the provincial government of BC and the federal government of Canada with respect to Staff.
2. Fail to carry out responsibilities to staff outlined in the Staff Relations Table located with the Board Committees Policy, specifically,
  - a. Fail to provide clear expectations of job duties and responsibilities.
  - b. Fail to work collaboratively with the Ministry & Personnel Committee ("M&P"), and to provide M&P with the information they require.

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## Communication & Support to the Board

Policy Type: Executive Limitations

Adoption Date: July 2009

Modification Date: December 2023

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**From General Lead Minister Limitations Policy which states: *“The Lead Minister shall not permit the Board to be uninformed or unsupported in its work.”***

**Accordingly, the Lead Minister shall not:**

1. Permit information and advice to the Board to have significant gaps in timeliness, completeness or accuracy.
  - a. Fail to alert the Board to relevant trends, significant national policy changes, anticipated adverse media coverage, or significant changes among the Ownership or Beneficiaries, particularly changes in the assumptions upon which any Board policy has previously been established.
  - b. Fail to provide for the Board as many Staff and external points of view, issues and options as needed for fully informed Board decisions.
  - c. Neglect to submit monitoring data required by the Board in a timely, accurate, and understandable fashion, directly addressing provisions of Board policies being monitored.
  - d. Present information in unnecessarily complex or lengthy form.
2. Fail to advise the Board if, in the opinion of the Lead Minister, the Board is not in compliance with its own policies.
3. Fail to report in a timely manner any actual or anticipated non-compliance with any policy of the Board.
4. Fail to supply for the Board's agenda any item required by law or *The Manual* to be approved by the Board.
5. Fail to report all received correspondence directly addressed to the Board or its officers; or fail to present for consideration any correspondence on matters falling within the job description of the Board.
6. Fail to include the Board in any public press release mailing.
7. Fail to provide adequate financial and personnel resources for the work of the Board.

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## Budgeting

Policy Type: Executive Limitations

Adoption Date: July 2009

Modification Date: December 2017

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**From General Lead Minister Limitations Policy which states: *“Budgeting shall not deviate significantly from Board Ends priorities, risk fiscal jeopardy nor fail to show a generally acceptable level of foresight.”***

1. The Lead Minister shall not fail to present a viable budget for the next fiscal year to the Board each year for approval.
2. The budget format shall not deviate from generally accepted accounting principles and practices.
3. Budgets shall reflect a commitment to the sustainability of the mission of the Church.
4. Budgets will neither jeopardize, reprioritize, nor be inconsistent with the Board's Ends policies.
5. Revenues and expenditures are not to be budgeted without reference to past experience and to realistic projections.
6. No budget shall be presented where expenditures are greater than a combination of revenue and other funds available for use in the Congregation's operating budget.
7. Restricted funds will not be used for purposes other than those specified by the funds' terms of reference.
8. Budgets will not transfer revenues or expenditures from other funds if the terms of the funds disallow such transfers.
9. Information to the Board shall not lack sufficient detail to enable the Board to assess the viability of the budget, nor will it exclude an articulated list of planning assumptions.

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## Financial Condition

Policy Type: Executive Limitations

Adoption Date: July 2009

Modification Date: December 2019

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**From General Lead Minister Limitations Policy which states: *“Actual financial conditions at any time shall not incur fiscal jeopardy or compromise Board Ends priorities.”***

**Accordingly, the Lead Minister will not:**

1. Allow the expenditure of funds by the end of the fiscal year to exceed the combination of anticipated unencumbered revenue for the same period of time and any other unencumbered funds allocated in the approved budget for the year.
2. Allow funds to unduly accumulate without being used for the purposes for which they were established.
3. Borrow money for the operations of the Congregation.
4. Fail to pay all liabilities for payroll, suppliers, and taxes as due.
5. Allow expenditures to deviate significantly from priorities as established by the Board.
6. Allow any significant budget variance to remain unreported nor unexplained.
7. Fail to notify the Board when revenues from offerings fall significantly below the same level of revenue at the same time the previous year.
8. Fail to seek sound financial advice, on an ongoing basis, from a team of financial experts.
9. Fail to advise the Board about any concerns raised by the external auditor/reviewer and how the Lead Minister proposes to answer those concerns.

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## Protection of Assets

Policy Type: Executive Limitations

Adoption Date: July 2009

Modification Date: December 2017

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**From General Lead Minister Limitations Policy which states: *"Assets may not be unprotected, inadequately maintained or unnecessarily risked."***

**Accordingly, the Lead Minister shall not:**

1. Place any bank account with an institution which is not insured by the Canadian Deposit Insurance Corporation or Credit Union Stabilization Fund.
2. Exclude any asset or group of assets over \$1,000 from a register of assets.
3. Receive, process or disburse funds under controls which are insufficient to meet the Board-appointed external auditor/reviewer's accepted standards.
4. Jeopardize the intellectual property, information and files through loss, theft, significant damage or unauthorized duplication.
5. Jeopardize the charitable tax receipt status of the Church.
6. Unnecessarily expose the Board to claims of liability.
7. Endanger the Church's public image or credibility, particularly in ways that would hinder the accomplishment of its mission.

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## Commercial Relations

Policy Type: Executive Limitations

Adoption Date: July 2009

Modification Date: December 2024

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**From General Lead Minister Limitations Policy which states: *“The Lead Minister may not enter into any grant or contractual arrangements that fail to emphasize primarily the Ministry of the Church and, secondarily, the avoidance of unacceptable means.”***

**Accordingly:**

1. The Lead Minister shall not enter a commercial relationship or transaction, which clearly contradicts the Board's Ends policies.
2. In dealings with commercial entities which are not excluded by the above, the Lead Minister shall not:
  - a. Make any purchase from a vendor which does not represent best value.
  - b. Treat any commercial relationship or transaction in an unfair or inequitable manner, nor give any preference based on any criterion other than the delivery of best value ("value" to include consideration of achieving Ministry ends).
  - c. Violate the terms of the purchase or contract agreement.
3. There shall be no conflict of interest in awarding purchases, contracts or in making other decisions related to commercial transactions.
4. The Lead Minister shall not fail to maintain and follow a rental policy that promotes Ministry ends within reasonable revenue and expense limitations.



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## Governance Process

Policy Type: Board-Governance Process

Adoption Date: July 2009

Modification Date: May 2023

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1. The Board will *listen* to the Ownership.
  - a. It will use a variety of creative means to listen to the voice of God as revealed in Jesus Christ (Bible study, prayer, theological reflection)
  - b. It will identify groups and individuals within the Ownership and beyond, through whom the voice of Christ may be heard, and arrange appropriate methods to hear those voices.
2. The Board will be *accountable* to the Ownership.
  - a. The Board will report to the Congregation at the annual general meeting.
  - b. The Board will regularly inform the Congregation of its work.
  - c. The Board will report on its own work, which is not to be confused with the work of the Lead Minister.
  - d. The Board will conduct itself in accordance with the requirements of *The Manual* and The United Church of Canada.
  - e. The Board will consider all written appeals of any decision of the Lead Minister.

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## **The Board's Calling**

Policy Type: Governance Process

Adoption Date: July 2009

Modification Date: May 2025

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**The Board's prayerfully considered call is to represent the Ownership in discerning, monitoring and ensuring that the Vision and Ends of the Ownership are embodied, enabled and lived out in all of the life and work of the Congregation.**

**Accordingly:**

1. The Board will produce written governing policies that address each category of organizational decision-making, discern the ends (results) to be achieved, for whom and at what worth.
2. The Board will monitor and hold itself to account for its performance in complying with the following policies:
  - a. Governance Process: specification of how the Board conceives, carries out and monitors its own work.
  - b. Board-Lead Minister Relationship: how power is delegated to the Lead Minister and its proper use monitored in terms of the Lead Minister's role, authority and accountability.
3. The Board will monitor and hold the Lead Minister accountable for progress on, or achievement of, Ends Policies as well as complying with Executive Limitation policies.
  - a. Ends Policies: specify what good for whom at what worth.
  - b. Executive Limitations Policies: places constraints on the authority of the Lead Minister, establishing the boundaries within which all activities and decisions must take place.

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## Board Committees

Policy Type: Governance Process

Adoption Date: July 2009

Modification Date: May 2019

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**Board committees (as distinguished from ministry teams formed under the accountability of the Lead Minister), when used, will be assigned so as to reinforce the wholeness of the Board's job and so as never to interfere with the delegated authority of the Lead Minister.**

1. The Board will establish and ensure a Ministry and Personnel ("M&P") Committee is elected according to *The Manual*.
  - a. The Board delegates personnel matters as outlined in the table below. M&P members are elected by the congregation and accountable through the Board, to whom they regularly report.
  - b. The M&P committee will have a conflict resolution process, which they will regularly review and update. They shall provide an up-to date copy to the Board and will proactively communicate the process to staff and the congregation.
  - c. The M&P committee shall not act independently of the Board's explicit written policy. They will operate under the division of roles and responsibilities outlined in the table below:

Staff Relations: Division of Roles and Responsibilities			
	<b>Policy Board</b>	<b>Ministry and Personnel Committee</b>	<b>Lead Minister</b>
	<i>After listening to God and the congregation, the Policy Board sets the Ends policy of the church.</i>	<i>A committee of the Policy Board, the M&amp;P Committee carries out the staff relations duties assigned by the Manual and delegated to it by the Policy Board.</i>	<i>The Lead Minister is responsible to the Policy Board for achieving the Ends and deploying staff to work towards those Ends.</i>
<b>Supervision of Staff</b>	Supervises the lead minister. Council of accountability for lay staff.	In consultation with the Lead Minister, keeps the duties and lines of accountability up to date in the job descriptions (except the Lead Minister's).	Provides direction to staff to meet the Mission and day to day supervision of staff within the limitations policies adopted by the Policy Board; conducts annual performance reviews of all staff.

<b>Support to Staff</b>		<p>Regularly checks-in with all staff, encouraging self-care and balance.</p> <p>Encourages staff to make use of continuing education provisions in their contracts.</p>	
<b>Remuneration/ Terms of Employment</b>		<p>Annually reviews staff wages and working conditions and makes recommendations to the Lead Minister, forwarded to the Board for information.</p> <p>Complies with legislation and UCC salary guidelines.</p>	<p>When budgeting, considers the recommendations of M&amp;P.</p> <p>Between budgets, ensures staff are compensated within the terms of their job description or contract.</p>
<b>Communication</b>	Communicates any changes in the amount/type of authority delegated to the M&P committee.	<p>Updates Policy Board on their process.</p> <p>Communicates about critical issues immediately with the Board.</p> <p>Seeks support from Regional Minister if needed. Advises Board when doing so.</p> <p>Helps congregation understand pastoral relations, avenues for conflict resolution, and church's responsibility for and to staff.</p>	Provides M&P with information needed to update job descriptions.
<b>Beg. &amp; Ending of Employment Relationships</b>	Has final responsibility for ending employment.	Oversees the process of hiring lay-staff; can be delegated to a hiring committee.	
<b>Conflict Resolution</b>	<p>Empowers M&amp;P to have a conflict resolution process.</p> <p>Council of Appeal</p> <p>Works to resolve conflict between the congregation and the Lead Minister, with a Regional representative present in place of the Lead Minister.</p>	<p>Works to resolve conflict between staff and the congregation or staff and the Lead Minister.</p> <p>Makes the call when mediation is required, arranges for mediator, and notifies Board.</p>	Works to resolve conflict between staff.

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## Trustees Responsibilities Policy

Policy Type: Governance Process

Adoption Date: December 2016

Modification Date: May 2023

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**The Trustees of Crossroads United Church have the following responsibilities flowing from the Model Trust Deed, the *Congregational Board of Trustees Handbook*, and *The Manual* and in view of the Ends Policy and the policy governance framework of Crossroads United Church.**

**The Trustees shall:**

1. Comply with the Model Trust Deed, the *Congregational Board of Trustees Handbook* and *The Manual*;
2. Meet at least once annually;
3. Hold funds in bank accounts only in institutions insured by the Canadian Deposit Insurance Corporation or Credit Union Deposit Insurance Corporation of BC;
4. Invest capital only in accordance with “Prudent Investor” standards;
5. Manage insurance so that the Church is not unreasonably exposed to claims of liability;
6. Ensure that the following insurance policies are maintained:
  - a. Property Insurance;
  - b. Comprehensive General Liability Insurance of at least \$5 million;
  - c. Crime Insurance;
  - d. Boiler and Machinery Insurance; and
  - e. Directors’ and Officer’s (D&O) Liability Insurance;
7. Ensure that the Church’s assets are insured against loss by all perils, including fire, theft and earthquake, at a level that would prevent a co-insurance clause from being applied;
8. Ensure that all terms of insurance policies that protect the assets of the Church are complied with;
9. Ensure that organizations and groups using congregational premises have their own liability insurance of at least \$2 Million that shows the Church as a named insured;
10. Acquire, encumber or dispose of real property only when directed by vote of the Congregation and consent of other required Councils of the Church;
11. Enter into commercial relationships and/or contracts on behalf of the Church only as authorized by the Lead Minister;
12. Ensure that the terms of purchase and contract agreements, related to real property of the Church, are complied with; and
13. Provide a report to the Policy Board at least once annually, reporting compliance or non-compliance with the terms of this Policy.

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## Disciplines & Practices

Policy Type: Governance Process

Adoption Date: July 2009

Modification Date: May 2024

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**The Board will practice the disciplines necessary to govern with excellence.**

1. The Board meets as a duly constituted Council of The United Church of Canada. Rules of Order as outlined in *The Manual* will be followed.
2. Board members will familiarize themselves with the Ownership, the adopted Board Ends policies and good governance practice.
3. Board members will prepare for each meeting and will follow through on work commitments made at each meeting.
4. Board meetings are for the primary purpose of getting the Board's work done in an efficient, effective and faithful manner.
  - a. Meetings will normally be held monthly, excluding July and August.
  - b. A quorum for meetings will be 5 members, one of whom is any one of:
    - i. The Lead Minister; a member of the Order of Ministry who has been settled in or appointed to Crossroads United Church;
    - ii. A Designated Lay Minister who has been recognized by the Region and appointed to Crossroads;
    - iii. Crossroads' Pastoral Charge Supervisor; or
    - iv. An appointee of the Regional Council (as per *The Manual*).
  - c. Agendas and appropriate correspondence will normally be distributed for receipt and consideration by all members at least one week in advance of the meeting, and supporting documentation will be sent by members as soon as possible after that but at least one day before the meeting.
  - d. Draft minutes of Board meetings will be distributed to the members of the Board within one week of the date of the meeting for review and adoption at the next meeting, followed by posting for the congregation.
  - e. All members will be shown respect at all meetings.
  - f. Members will together monitor their adherence to the Board's policies and practices.
  - g. A member absent from three consecutive Board meetings or for five Board meetings in a calendar year will be removed from the Board, except in cases of illness, bereavement or other extenuating circumstances. The nomination and election process will immediately begin.
  - h. The Board will permit anyone to observe a Board meeting.
    - i. The Board reserves the right to meet *in camera* (all Board members only) at any time.
5. All decisions made by the Board will be by motion duly made and seconded and carried with a simple majority.

- a. Members will voice their opinions on issues to ensure the diversity of the ownership is heard.
  - b. The Chair will determine the appropriate time in a conversation that a motion will be made.
- 6. Board Selection Process:
  - a. The Nominations sub-committee may approach someone they believe has gifts that are suitable for the Board. Congregation members will be assisted in discerning their call by considering the following gifts that are valuable for Board members. Nominations will normally be made to the congregation at its annual meeting. In the event of an open position, the Board will continue the process to find a suitable member internally and report to the congregation.
- 7. Preferred Spirit-Given Gifts for Board Members
  - a. Faith
  - b. Prayer
  - c. Wisdom
  - d. Discernment
  - e. Vision
  - f. Giving
  - g. Leadership
- 8. In addition, it is preferred that Board members
  - a. Be optimistic, joyful, enthusiastic people;
  - b. Be willing to risk;
  - c. Have a deep personal integrity (honesty, respect, reliability);
  - d. Have the capacity for theological reflection;
  - e. Be mature and calm people;
  - f. Demonstrate healthy interpersonal relationships with church members at large.
- 9. Board members will
  - a. Commit to regular attendance at meetings
  - b. Commit to accept and promote the majority decision of the Board, even if it is contrary to their personal opinion
  - c. Commit to maintain confidentiality
- 10. Board members will normally be elected for a 3-year term. Board members whose 3-year term of office is completed will be eligible to be considered for a second term of 3 years, but then must have at least one year leave before returning to serve on the Board.
- 11. The Board will have discretion to appoint a replacement to complete the term of office of a member who for whatever reason fails to complete their term. The process used will be identical to the annual process except that no separate appointment will be made if the vacancy falls within 3 months prior to the AGM at which time it will remain vacant and processed at the same time as for members retiring through rotation. The person so appointed to the irregular vacancy will be appointed for a period to complete that part of the 3-year term only, so that the rotation of other Board members will not be affected.

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## **Governing Style**

Policy Type: Governance Process

Adoption Date: July 2009

Modification Date:--

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**The Board will govern with an emphasis on:**

- **Theological reflection.**
- **Outward vision rather than internal preoccupation.**
- **Encouragement of diversity in viewpoints.**
- **Future, rather than past or present.**
- **Pro-activity rather than reactivity.**
- **Democracy as a means of decision-making.**
- **Good leadership, rather than administrative detail.**

**Accordingly:**

1. The Board as a group will assume responsibility for excellence in governance.
2. The Board will maintain its major focus on the intended long-term effects among the Beneficiaries, not on the administrative or programmatic means of attaining those effects.
3. The Board will direct, oversee and inspire the work of the Congregation by establishing written policies expressing the Ministry to be achieved and the means to be avoided. These policies will reflect values and priorities discerned by listening to the Ownership.
4. The Board will cultivate a sense of group responsibility where the gifts and expertise of individuals enhance the ability of the Board as a body to govern with excellence.
5. The Board will exercise whatever discipline is needed to govern with excellence through reflective practice, learning opportunities, member orientation and self-monitoring of the governance process.



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## Board Members' Code of Conduct

Policy Type: Governance Process

Adoption Date: July 2009

Modification Date: June 2022

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**The Board commits itself to ethical, respectful and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.**

**Accordingly:**

1. Members shall represent unconflicted loyalty to the interests of the Ownership. This accountability supersedes any conflicting loyalty such as that to other church Councils, advocacy or interest groups, or membership on other boards, committees or staffs. It also supersedes the personal interest of any member acting as a Beneficiary.
2. Members must avoid conflict of interest.
  - a. There must be no self-dealing or any conduct of private or personal services between any Board member and the Church except as procedurally controlled to assure openness, competitive opportunity and equal access to information.
  - b. When the Board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall declare the conflict and the Board will decide if it will be necessary to ask the member to absent themselves without comment from both the deliberation and the vote.
  - c. Members shall not use their position to obtain employment within the Church. Should a member desire employment, they must first resign from the Board.
3. Members will respect the confidentiality appropriate to issues of a sensitive or personal nature. Members will not disclose personal information without the consent of those persons except when mandated or allowed to do so by law.
4. Members will use the following approach to conflict resolution:
  - a. We will initiate actions needed to preserve unity and peace. (*Ephesians 4:1-3*)
  - b. We will honour differences by taking the time to listen in order to understand, and by speaking in considerate ways. (*Ephesians 4:11-13*)
  - c. We will respect one another, speaking opinions in love and maintaining solidarity - especially in the presence of differences. (*Ephesians 4:15-16*)
  - d. If at any time we have a constructive criticism or complaint against another member, we will safeguard the spiritual unity of the Board by taking the steps prescribed in Matthew 18:15-17. (*First, go to the person alone; second, if necessary, go to them with two or more witnesses; third, if necessary, bring the matter before the whole group.*)
  - e. If another person brings to us any criticism or complaint against any other member of the Board, we will direct that person to take the steps prescribed in Matthew 18: 15-17. If the situation requires, we will be willing to go with that person as a witness. We will not entertain any kind of criticism or complaint against any other member, except in the

presence of the one against whom the criticism or complaint is made. (*Matthew 18:15-17, Ephesians 4:31-32*)

- f. We will pray for grace to become aware of our own part in any rift between us, for the grace of God's nurturing presence with others, and for the grace of healing for each broken relationship or threatened relationship. (*Ephesians 3:16-20, 4:32- 5:2*)

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## Chair's Role

Policy Type: Governance Process

Adoption Date: July 2009

Modification Date: June 2023

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**The Chair assures the integrity and fulfillment of the Board's process and, secondarily, occasionally represents the Board to outside parties.**

1. The job result of the Chair is that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the Congregation.
  - a. Meeting discussion content will be only issues that, according to Board policy, clearly belong to the Board, not the Lead Minister.
  - b. Deliberation will be fair, open, and thorough but also timely, orderly, and to the point.
2. The authority of the Chair consists in making decisions that fall within topics covered by Board policies on Governance Process and Board-Lead Minister linkage, except where the Board specifically delegates portions of this authority to others. The Chair is authorized to use any reasonable interpretation of the provisions in these policies.
  - a. The Chair is empowered to chair Board meetings with all the commonly accepted power of that position (for example, ruling, recognizing).
  - b. The Chair plans and proposes the Board agenda in consultation with the Lead Minister.
  - c. The Chair holds only a casting vote.
  - d. The Chair has no authority to make decisions about policies created by the Board within Ends and Lead Minister limitation policy areas.
  - e. The Chair may represent the Board to outside parties in announcing board-stated positions and in stating chair decisions and interpretations within the area delegated to them.
  - f. The Chair may delegate this authority but remains accountable for its use.
  - g. The Chair appoints Nominating Committee Members and other ad hoc Board Committees as required.
3. The Chair does not supervise or direct the Lead Minister or Staff, or vice-versa.

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## **Past Chair and Chair Elect's Role**

Policy Type: Governance Process

Adoption Date: July 2009

Modification date: June 2019

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**The Chair will be assisted by the Past Chair for the year following the end of their term as Chair, until either the Past Chair's term is complete or a new Chair Elect is selected.**

1. The Past Chair:
  - a. Provides general support and orientation to the Chair.
  - b. In the absence of the Chair, may prepare Board agendas and preside over Board meetings.
2. The Chair Elect:
  - a. Provides general support to the Chair.
  - b. Learns the specifics of key issues to prepare for assuming the Chair's role.
  - c. In the absence of the Chair and Past Chair, may prepare Board agendas and preside over Board meetings.

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## **Diversity and One Voice**

Policy Type: Governance Process

Adoption Date: July 2009

Modification Date: June 2023

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**The Board will govern with a proactive regard for diversity of views and opinions among its membership while recognizing that its authority is corporate, represented by "speaking with one voice".**

1. Board discussion will encourage diverse points of view to be expressed.
2. The Board will speak with "one voice" taking care not to present conflicting messages regarding its decisions.
3. Board decisions will be stated as clearly as possible in written form.
4. Only written Board policies will direct the work of the Lead Minister.
5. Board members as individuals will not direct the Staff.
6. Board members will not misrepresent the decisions of the Board.

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## **Policy Review Schedule**

Policy Type: Governance Process

Adoption Date: July 2009

Modification Date: May 2014

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1. All Board policies shall be reviewed on a regular basis.
2. The goal of the review is not monitoring (ensuring the policy is being carried out) but to ensure that the policy adequately addresses the area of concern and clearly represents the current mind of the Board.
3. Policy Review frequency and timing (see Perpetual Calendar) will itself be reviewed annually.
4. All policies will be available for external review by the supervising Council.

#### Table Legend

**Green text:** Ends Policies

**Black text:** Board-Lead Minister Relationship Policies

**Red text:** Executive Limitations Policies

**Blue text:** Governance Process Policies

## Perpetual Calendar

Policy Type: Governance Process

Adoption Date: March 2011

Modification Date: January 2019

Meeting	Ownership Consultation	Training	Policy Review	Policy Monitoring	Scheduled Business
March	Reflect on AGM Consultation; determine next steps	Policy Governance: Ends and Means	Policy Review Schedule Perpetual Calendar	Ends Policies – Connect 1. a,b Governance Process Board's Calling	Approve names for Baptism, Reaffirmation, Transfer
April	Bible Study	Policy Governance: Listening to the Ownership		Ends Policies – Connect 1. c,d General Lead Minister Limitations Financial Condition Board Committees Disciplines & Practices Governing Style Code of Conduct	Receive report of Ministry and Personnel committee
May	Bible Study	Policy Governance: Policy Monitoring	Board Governance Process: Board's Calling Board Committees Trustees Responsibilities Disciplines & Practices Governing Style Code of Conduct	Ends Policies – Receive 2. a,b,c General Lead Minister Limitations Chair's Role Past Chair and Chair Elect's role Diversity and One Voice Policy Review Schedule Perpetual Calendar	Approve names for Baptism, Reaffirmation, Transfer
June	Anticipating the Fall Ownership Consultation: establish a working group	Policy Governance: Policy Review	Board Governance Process: Chair's Role Past Chair and Chair Elect's role Diversity and One Voice	Ends Policies – Receive 2. d,e Financial Condition Protection of Assets Commercial Relations	Receive report of Region Representative(s)
July/August	No meeting				

September	Fall Ownership Consultation: working group proposes goal & process.			Ends Policies – Priorities (every 2 years – odd years) Financial Condition Treatment of Beneficiaries Staff Relations Communication and Support to the Board Relationship to Lead Minister	Lead Minister Evaluation Planning (even years)
October	Planning the Fall Congregation Consultation		Ends Policies	Ends Policies Respond 3. a,b General Lead Minister Limitations	Receive report of Ministry and Personnel committee
November	Fall Congregational Consultation Session			Ends Policies – Respond 3. c,d Financial Condition	Approve names for Baptism, Reaffirmation, Transfer Receive recommendation of Finance Team re: date of AGM and external financial reviewer. Lead Minister Performance Evaluation (even years)
December	Bible Study  Anticipating the AGM Congregational Consultation		Executive Limitations: General Lead Minister Limitations Treatment of Beneficiaries Staff Relations Communication & Support to Board Budgeting / Financial Condition Protection of Assets Commercial Relations	Ends Policies – Respond 4. a,b  Delegation of Authority to Lead Minister Monitoring Performance of Lead Minister Schedule of Lead Minister Monitoring Trustees' Responsibilities	Receive report of Trustees Review first draft of budget
January	Planning the AGM Congregational Consultation			Ends Policies – Respond 4 c,d,e General Lead Minister Limitations Financial Condition Budgeting	Review financial statements for previous year
February	Bible Study  AGM Congregational Consultation		Board Lead Minister Relationship: Delegation of Authority to LM Monitoring Performance of LM Schedule of LM Monitoring		Recommend Budget for Annual General Meeting