

# **EMMANUEL LUTHERAN CHURCH GOVERNANCE MANUAL**

VERSION 2.0 + JUNE 2021

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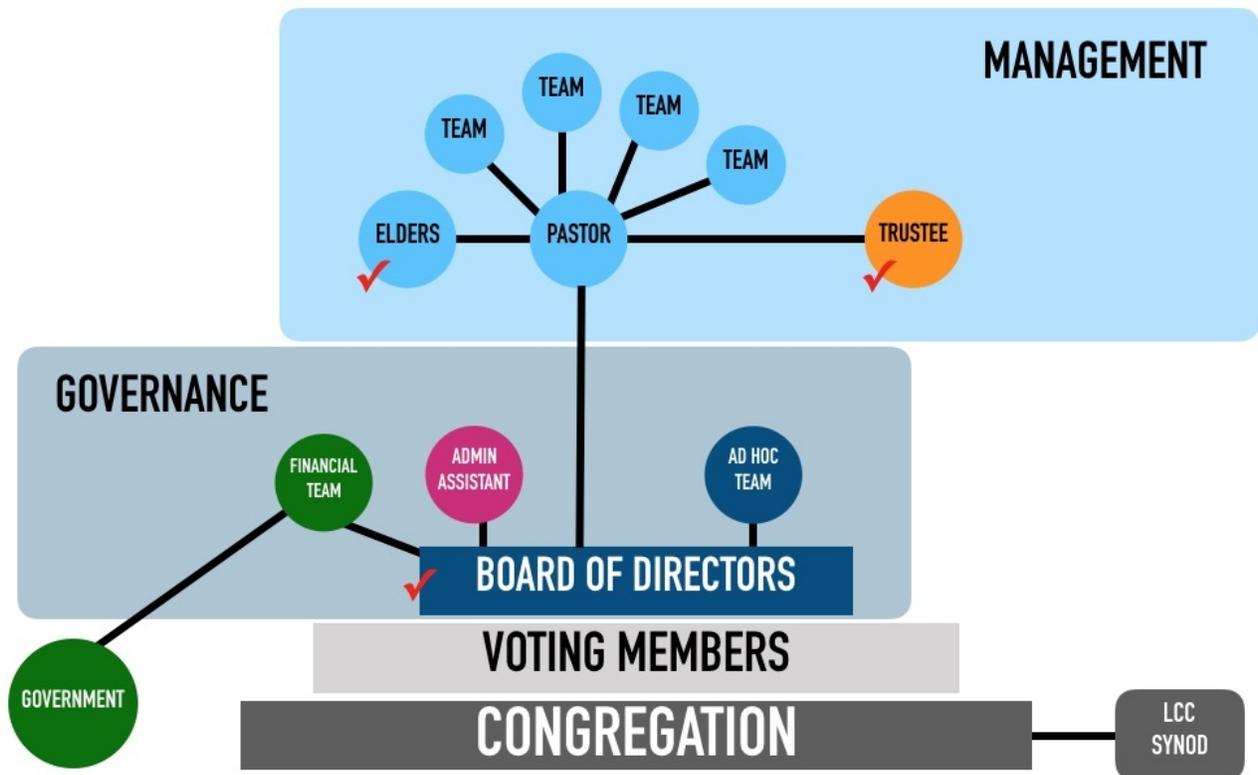
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# GOVERNANCE STRUCTURE AT A GLANCE

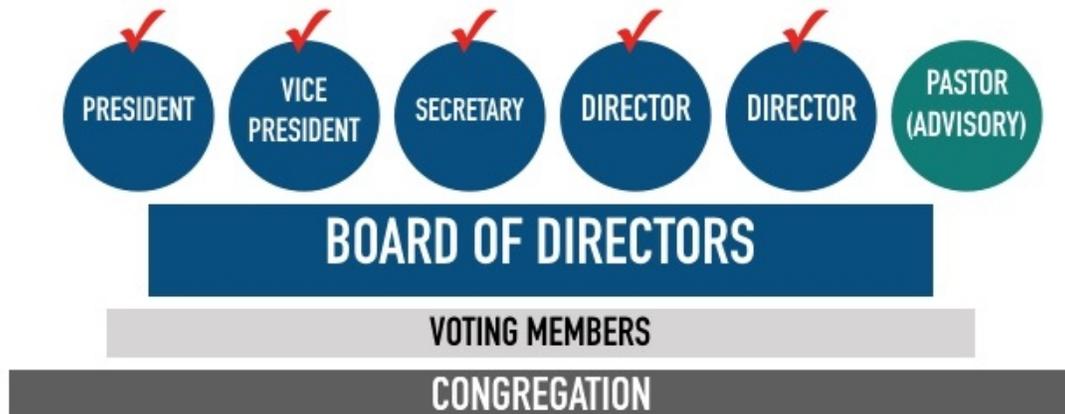
## GOVERNANCE STRUCTURE

✓ indicates elected position



## BOARD AT A GLANCE

# BOARD AT A GLANCE



✓ indicates elected position

+ The heart of the governance model is to separate Management functions from Governance functions.

+ The chief goal is to have clarity between organizational decision making (Governance) and the process by which the outcome of those decisions are implemented (Management).

+ This manual outlines the three major components of governance for the congregation:

- Authority with clear limitations
- Responsibility with clear expectations
- Accountability



## BOARD ADMINISTRATIVE CALENDAR

The board administrative calendar may be updated and reviewed as required.

- Items with an asterisk(\*) must be performed in the slated time frame.
- All quarterly Board meetings will include a financial and strategic plan update.
- It is recommended that in even years Governance Structure & constitutional matters and in odd years, Governance Process.

<b>JANUARY - MARCH</b>
<ul style="list-style-type: none"><li>◆ *Voters AGM [within the first eight (8) weeks of the new year]</li><li>◆ *CEO to prepare a report for the AGM</li><li>◆ *President and CEO to prepare agenda for quarterly meeting [send out at least 7 days prior]</li><li>◆ Initiate review of Board Manual and responsibilities for relevancy → 1. Board Structure (GS1-3) &amp; Constitution/Bylaws in even years and, 2. Governance Processes (GP1-4) in odd years</li><li>◆ Discuss Board members organizing church barbecue in June</li></ul>
<b>APRIL - JUNE</b>
<ul style="list-style-type: none"><li>◆ *President and CEO to prepare agenda for quarterly meeting [send out at least 7 days prior]</li><li>◆ Approve and initiate further changes to board governance and manual (if required).</li><li>◆ Set up nominations committee for summer and fall leaders</li></ul>
<b>JULY - SEPTEMBER</b>
<ul style="list-style-type: none"><li>◆ *President and CEO to prepare agenda for quarterly meeting [send out at least 7 days prior]</li><li>◆ Review of financial situation and make recommendations to Stewardship Committee for budget</li><li>◆ Set date for November Voters' meeting and review current terms of directors and officers</li></ul>
<b>OCTOBER - DECEMBER</b>
<ul style="list-style-type: none"><li>◆ *Voters Meeting and Elections in November</li><li>◆ *President and CEO to prepare agenda for quarterly meeting [send out at least 7 days prior]</li><li>◆ Orientation to the governance process and strategic planning</li><li>◆ Make appointments of Treasurer and Financial Secretary if needed</li><li>◆ Set date for AGM</li></ul>

# **SECTION 1: ROLE DESCRIPTIONS**

## **1) ROLE OF THE CONGREGATION**

The congregation is free under God to form Emmanuel Lutheran Church of Moose Jaw, SK (ELCMJ) that God may be glorified and that the Gospel may be proclaimed in accordance with our Lord's Great Commission. The congregation shall operate in accordance with its constitution and bylaws, owning its own property, making decisions regarding programming, and calling its Pastor(s) after consultation with Lutheran Church-Canada. The authority of the congregation shall be vested in the congregational meeting. All authority for ministry and administration originates with the congregation and is delegated to the Board and through the staff and volunteers of the congregation.

## **2) ROLE OF THE BOARD**

The Board shall take the lead-role in carrying out the will of the congregation and shall have general governance responsibility of the life and activities of the congregation, ensuring that everything is done in accordance with the Word of God and the faith and practice of Lutheran Church-Canada. The Board shall exercise such authority as is delegated to it by the congregation, in accordance with the constitution and bylaws. The primary focus of the Board is strategic planning. The basic strategic question for the Board to answer is: "What services shall the congregation deliver to which people in what places and in what order of priority?" Measuring the strategic results achieved by the ministry and administrative staff shall guide future strategic planning.

## **3) ROLE OF THE PRESIDENT**

The President shall preside at all meetings of the Board and of the congregation. The role of the President is to lead the process of decision-making. The President ensures that each Board member has ample opportunity to give an expression of his/her own opinion and shall ensure that no Board member dominates the discussion or demonstrates inappropriate behaviour.

The Vice President also follows these same principles of leadership in the decision-making process.

## **4) ROLE OF THE VICE-PRESIDENT**

The Vice-President shall preside at the meetings of the Board and of the congregation in the absence of the President.

## **5) ROLE OF THE BOARD MEMBER**

The primary role of the individual Board member is to participate in the process of governance. Board members study information and decision-making materials, participate in discussion and debate and share in the decision-making process of voting. Individual Board members have no authority to act on behalf of the congregation as individuals except by specific delegation from the Board

## **6) ROLE OF THE SECRETARY**

The secretary shall keep the minutes of the Board and of the congregation in a volume provided by the congregation.

## **SECTION 2: HOW THE BOARD OPERATES**

### **1. PRESIDENT, VICE-PRESIDENT, SECRETARY**

President, Vice-President, and Secretary are all elected officers. The President functions as Board Chairman at board meetings; the Vice-President will function as Vice-Chairman.

Normally, a newly elected Board member will begin duties on December 1 immediately following the November voters meeting. In the event that a board member is elected at a different time, that member will commence duties the day after being elected.

President, Vice-President, Secretary and individual Board members may be removed from office by a two-thirds majority vote of the remaining Board members.

The President, Vice-President and the Pastor shall serve as the Nominating Committee. A slate of candidates shall be presented to the Voter's Assembly in November for elections as needed. The Nominating Committee shall also find congregation members that may be appointed as required throughout the year. All appointments shall be ratified by the Board.

### **2. BOARD MEETINGS**

There shall be a minimum of four (4) Board meetings per year. Specific dates shall be chosen by Board consensus but generally in March, June, September and December.

As required in Article II of the By-laws, the Voter's Assembly shall meet at least twice per year and are not considered Board meetings.

### **3. BOARD MEETING PREPARATION**

With consultation from the Pastor, the Board President shall prepare a meeting agenda. Agendas shall include these four-fold categories of Board responsibility:

- a. Delegation to the CEO, Trustee and Treasurer
- b. Board Structure and Processes
- c. Strategic Planning
- d. Monitoring and Measuring (including a review statement of the congregation's financial position as well as reconciliation statements submitted by the Stewardship Committee.

### **4. QUORUM**

The quorum for meetings of the Board is a majority of its members.

### **5. MEETING PROCEDURES**

Meetings shall be conducted in good order and where possible, embracing consensus in decision making to the fullest extent. All motions should be preceded by informal discussion of the matter at hand. Motions shall be made and seconded before formal discussion on a specific motion may begin. The motion shall be recorded by the Secretary and read aloud before any debate commences. Amendments or substitute motions or changes in wording require a motion and a second after the original motion has been seconded and shall be decided by simple majority vote. All meeting procedures shall follow the most recent edition of Robert's Rules of Order.

## **6. IRREGULAR MEETINGS**

Irregular Board meetings may be called by the President or Vice-President. Also the Pastor or two other board members can call a meeting. A quorum must be physically present for it to be considered a legal meeting capable of transacting business for the congregation.

## **7. CONSENSUS DECISION MAKING**

Consensus and a conciliar approach to decision making has been the long standing custom of the Christian Church (see The Jerusalem Council of Acts 15). The advantage of consensus is that everyone's contribution is valued with the end result being agreement. The advantage of Parliamentary procedures are speedy resolutions that satisfy the majority of the participants. Both of these systems have disadvantages that include lengthy discussion times (slowness) for consensus and also a potential win-loss faction for Parliamentary.

By utilizing both consensus and Parliamentary procedures, the best of both worlds can be achieved. At all Board meetings, the first attempt to make all decisions shall be done by consensus. The general practice will be to allow all elected officers to speak to an issue. When all have spoken, the President (or Vice-President) will speak last asking if the members can support the consensus perspective. If all members support the perspective, consensus is reached and the decision is made. Silence is considered agreement with the decision.

If consensus cannot be reached, more time for researching the matter may be given, at which point the Board may appoint a team to gather the information for the next meeting. If at the next meeting consensus is still not reached, the members will have a vote requiring a majority to decide for or against the decision. The motion will be defeated if majority is not reached.

When a final decision is made, all members must present a united front when representing the decision to others.

## **8. ELECTRONIC COMMUNICATIONS**

Technology has facilitated the ability to communicate about a topic and make decisions without being physically present. Board conversations and decisions may be made over means of electronic communications providing all the members have access to the conversations and can take part. The President will ensure traceability for all electronic information related to motions and make public said communications if the need arises. In such cases where electronic communications are utilized, the same rules of consensus and parliamentary procedures shall take place.

## **9. MINUTES, RECORDING, DISTRIBUTION, APPROVAL**

The Board minutes are the only official record of Board action. Only decisions and actions recorded in the minutes shall be considered as official action of the Board.

The Board secretary shall submit the board minutes to the Pastor, President and other Board members within one week of the Board meeting. This may be done either electronically or in print. The minutes shall be approved at the next Board meeting and shall become the official record of action taken at the previous Board meeting.

## **10. GOVERNANCE MANUAL REVIEW**

The governance process, as well as the constitution and By-laws of the congregation, should be reviewed over time. The President will ensure the Board of Directors, Pastor, Treasurer and Trustee be involved in such review processes. Any revisions to the Governance Manual shall be approved by the Board and updated print and electronic copies shall be made available. As stated in Article XII of the constitution, the Voter's Assembly must approve any Board recommended changes to the constitution or By-laws. The governance process as approved by the Board of Directors cannot contradict any article within the current constitution or By-laws without prior approval of the Voter's Assembly. It is recommended that in even years Governance Structure and constitutional matters be reviewed while in odd numbered years, Governance Process.

## **11. LOCATIONS OF THE GOVERNANCE MANUAL AND CONSTITUTION/BY-LAWS**

The official electronic and/or hardcopy of the Governance Manual including the Constitution and By-Laws shall be at the church office in Oxbow and Frobisher. Electronic copies are stored on the church computer with regular backups. Hardcopies shall be kept on site as well as in the manse safe.

Upon election, Board members shall receive a copy of the Governance Manual (which includes the Constitution and By-Laws) in electronic format (.pdf). A hard copy can be provided upon request.

## **12. STAFF AND GUEST ATTENDANCE**

The Board may invite any person to attend its meetings as a guest observer, presenter or participant. Normally, the President shall approve such visitors. Permission to speak or participate in discussion shall be the prerogative of the President. The Board may also approve the presence and level of participation of visitors by vote. Normally all visitors shall sit in a separate gallery reserved for them.

## **13. CONFLICT RESOLUTION PROCESSES**

The Board shall follow the guidelines for conflict resolution as contained in Matthew 18:15-17 and 1 Corinthians 6:1-8. Thus the principles of any conflict resolution shall include the following:

- a. A foundational spirit of forgiveness on the Board's part.
- b. The process shall begin with direct negotiation and proceed to mediation and arbitration as required.
- c. The process shall be fair and transparent, seeking to uphold the dignity of all people.
- d. The process shall seek justice first, reconciliation second, recognizing that justice is necessary in temporal matters to achieve reconciliation.

If the Board is directly involved in conflict, whether by internal conflict or Board/congregation (members/staff/volunteers) or groups outside the congregation, the Board shall attempt to negotiate the conflict and come to reconciliation. Should those efforts fail, the Board shall seek to resolve the conflict through mediation before submitting the conflict to arbitration.

#### **14. CONFLICTS WHERE THE BOARD IS BEING ASKED TO ARBITRATE**

- Conflicts between persons or groups within the congregation,
- Conflicts between persons or groups within the congregation and persons or groups outside the congregation.

In cases where the Board is not one of the parties in the conflict but is being asked to arbitrate the conflict, the Board shall not become involved until all efforts at negotiation and mediation (whether described in policy or not) have been exhausted. Where those efforts have failed and the Board has agreed to be the arbiter in the conflict the following components shall be part of the Board process.

- a. The person or group making the allegation(s) shall be identified,
- b. The person or group to whom the allegation(s) is/are directed shall be identified,
- c. The allegation(s) shall be made in writing and witnessed by two persons to avoid assumptions or misperceptions, hearsay or irresponsible criticism,
- d. The allegations shall be accompanied by information that supports the allegation(s),
- e. Both the allegations and the supporting information shall be shared with the person(s) or group to whom the allegations are directed
- f. At the discretion of the Board the allegations shall be presented to the Board in the presence of the person(s) or group to whom they refer,
- g. The person(s) or group to whom the allegation is directed shall have an opportunity to request additional information in writing and respond to the allegations in the presence of the person(s) bringing them.
- h. The Board shall have an opportunity to ask both parties for clarification or information.
- i. The Board may meet in camera to consider the conflict. If new information presents itself at this point, the process shall revert back to #e, and this information will be shared with the person(s) or group to whom the allegations are directed.
- j. The Board shall report its decision to both parties in writing.
- k. Under exceptional circumstances (e.g. sexual harassment, fraud) there may be delays in the conflict resolution process to allow for external investigation.

## **SECTION 3: GOVERNANCE ROLE RELATIONSHIPS**

One of the Board's chief functions is to delegate authority and responsibility of ELCMJ.

- Management of ministries and fellowship groups is delegated to the CEO.
- Infrastructure of the congregation is delegated to the Trustee.
- Finances of the congregation are delegated to the Treasurer.

The Board shall hold the CEO, Trustee and Treasurer accountable for all performance related to ELCMJ's management, infrastructure, and finances according to the strategic mission and priorities. The CEO is the only staff person directly accountable to the Board. The Trustee, Treasurer and the Privacy Officer are the only other people directly accountable to the Board. The Board shall request all information for strategic planning, monitoring performance and measuring results from the CEO, the Trustee, who works with the Property Committee, and the Treasurer, who works with the Stewardship Committee.

Under exceptional circumstances, temporary authority and responsibility may be delegated to other congregational members. In such cases, the Trustee and/or Treasurer shall be informed of this, including who the recipient(s) is/are and the duration. The Board shall not hold the CEO, Trustee or Treasurer accountable for performance or results in such cases.

The roles of the CEO, Trustee, and Treasurer are for the most part mutually exclusive.

The CEO is responsible for management of ministries and fellowship groups.

The Trustee is responsible for all infrastructure owned by ELCMJ.

The Treasurer is responsible for the management of financial resources to ensure normal operation of the congregation.

The roles are also complementary. The CEO will make regular use of the infrastructure. The Trustee will ensure all regular maintenance, upkeep, and improvement of the infrastructure is done in a timely fashion. The Treasurer will ensure all bills are paid for maintaining, upkeep, and improvement of the infrastructure in addition to other normal financial operations authorized by the congregation. The CEO, Trustee, and Treasurer will provide leadership for all aspects of administration for the congregation. All are equally accountable to the Board for compliance with the Limitations of Authority and Expectations of Responsibility. If the CEO, Trustee, and Treasurer are unable to agree on a matter, the decision shall default to the Board.

## **1. CEO/BOARD RELATIONSHIP**

In current protocol, the CEO role is fulfilled by the Pastor.

### **A) Authority & Limitations**

The Board is the source of authority for the management of congregational programs through the CEO. Resources delegated to the CEO include staff, volunteers and financial resources, as well as a personal compensation package for services rendered.

The CEO may not:

- cause the Board to violate any limitations of its authority;
- cause or allow services to individuals and groups to interfere with the Strategic Plan

### **B) Responsibilities**

Assist the Board with its strategic planning responsibilities and accountability processes;  
Manage the work of the employed ministry staff and ministry volunteers of the congregation.

### **C) Expectations**

Treat people with the values of affirmation, involvement and servant leadership;

Work harmoniously with staff, Trustee, Treasurer, and congregational volunteers;

Attend all meetings of the Board and Stewardship Committee and other committees and groups as needed;

Be familiar with the congregation's Constitution and Bylaws, the Governance Manual, the Strategic Plan and the Tactical Plans and governance and management processes;

Prepare regular reports of progress towards strategic goals and compliance with limitations and expectations policies for the Board or its committees.

### **D) Accountabilities**

Accountability in this relationship is mutual. The Board is accountable to the CEO for providing the authorization, resources, affirmation, involvement and servant leadership required for the successful realization of the responsibilities of the position.

The CEO is accountable to the Board for performance with respect to the negotiated expectations and for compliance with the limitations of authority.

The components of this working relationship shall be reviewed at pre-determined intervals at the initiation of the Board and shall include a:

- Review of the authorization and resources provided and values expressed to the CEO;
- Review of the CEO's performance towards expectations of the strategic responsibilities of the relationship and the CEO's progress towards his personal tactical goals;
- Negotiation of tactical goals and other expectations for the next planning period;
- Review of the authorization and resources required for the next period, including plans for personal development.

## **2. TRUSTEE/BOARD RELATIONSHIP**

### **A) Authority & Limitations**

The Board is the source of authority for the Trustee. The Trustee has authority to manage the infrastructure of the congregation, including the building, equipment and property as well as direct the work of the Property Committee. Through the Trustee, the Property Committee shall itemize and

prioritize the work of the Custodian when necessary. The Property Committee will report directly to the Trustee. The Custodian will also report directly to the Trustee. The Board shall assure that the budgeted resources required for the successful fulfillment of the responsibilities of the position are provided. Resources delegated to the Trustee include, volunteer human resources, financial resources through the Stewardship Committee, and a Custodian. It is the responsibility of the Board to appoint volunteers that form the Property Committee. The Board must always remain mindful that the Trustee and the Property Committee are all volunteers that provide an essential service to the effective operation of the Church.

The Trustee may not:

- cause the Board to violate any limitations of its authority;
- cause or allow services to individuals and groups to interfere with the Strategic Plan

### **B) Responsibilities**

It is the Trustee's responsibility to manage the infrastructure of ELCMJ in a manner that allows the congregation to realize its strategic goals. Specifically:

- Through a written quarterly report to the President, he shall clarify any tactical planning, building, property, equipment and administrative needs;
- Prudently manage the financial resources pertaining to infrastructure expenses;
- Provide leadership, direction, and supervision to the Property Committee and Custodian.

### **C) Expectations**

The trustee is expected to:

- Treat people with the values of affirmation, involvement and servant leadership;
- Work harmoniously with the CEO, Property Committee, and Custodian;
- Attend all meetings of the Property Committee, the Voters Elections/Budget meeting in November, the AGM in the first eight weeks of the calendar year, and where requested by the Board of Directors;
- Be familiar with the congregation's Constitution and Bylaws, the Governance Manual, the Strategic Plan and the Tactical Plans;
- Prepare quarterly reports (for March, June, September, and December quarterly Board meetings) of progress towards strategic goals and compliance with limitations for the Board;
- Attend worship regularly and frequently;
- Appoint an archivist annually.

### **D) Accountabilities**

Accountability in this relationship is mutual. The Board is accountable to the Trustee for providing the authorization, resources, affirmation, involvement and servant leadership required for the successful realization of the responsibilities of the position.

The Trustee is accountable to the Board for performance with respect to the negotiated expectations and for compliance with the limitations of authority.

The components of this working relationship shall be reviewed at pre-determined intervals at the initiation of the Board and shall include a:

- Review of the authorization and resources provided and values expressed to the Trustee;
- Review of the Trustee's performance towards expectations of the strategic responsibilities of the relationship and the Trustee's progress towards his personal tactical goals;

- Negotiation of tactical goals and other expectations for the next planning period;
- Review of the authorization and resources required for the next period, including plans for personal development.

### **3. TREASURER/BOARD RELATIONSHIP**

#### **A) Authority & Limitations**

The Board is the source of authority for the Treasurer. The Treasurer has authority to manage the finances of the congregation. It is the responsibility of the Board to appoint volunteers that form the Stewardship Committee. The Board must always remain mindful that the Treasurer and the Stewardship Committee are all volunteers that provide an essential service to the effective operation of the Church.

The Treasurer may not:

- Cause the Board to violate any limitations of its authority;
- Cause or allow services to individuals and groups to interfere with the Strategic Plan
- Plan for the expenditure of more operational or capital funds than are reasonably projected to be received in the year(s) included in the plans;
- Enter into a loan, mortgage or overdraft agreement on behalf of the congregation
- Expend more operational funds than a 10% overage of the yearly budgets without Board approval;
- Expend funds not included in the Strategic Plan.
- Accept a restricted gift over \$5,000 that is not supported by the Strategic Plan unless the Board has given prior approval;
- Spend restricted funds for a purpose other than that for which they were restricted.
- Open or close a bank account in the name of the congregation

#### **B) Responsibilities**

It is the Treasurer's responsibility to manage the finances of ELCMJ in a manner that allows the congregation to realize its strategic goals and fulfill fiduciary responsibilities, maintaining integrity in financial matters. Specifically, to provide a financial plan that:

- Is complete within one month before the end of the prior fiscal year;
- Complies with the Strategic Plan and priorities in its allocation of resources;
- Contains enough detail to enable accurate monitoring, including accurate projections of income and expenses, the separation of capital and operational items, cash flow and audit trails;
- Maintains a minimum balance in the operating funds of \$20,000.00 and inform the Board if it appears that minimum balance is in danger.

The Treasurer has full signing authority to pay bills and transfer money between accounts. The Board President is required to have signing authority for all bank accounts in the event that the Treasurer cannot fulfill the duties of the position.

#### **C) Expectations**

With regard to the management of the congregation's finances, the Treasurer is expected to:

- Maintain all of the congregation's accounts in a timely manner in compliance with generally accepted accounting practices;

- Notify the Board in a timely manner of any financial event that could affect the financial security of the congregation;
- Monthly and in a timely manner, the financial secretary shall report all deposits from donations to the Treasurer;
- In a timely manner, the Treasurer shall submit a monthly financial report to the Board President;
- Quarterly, the Stewardship Committee shall thoroughly review all financial transactions within the most recent three months and issue a report to the Board of Directors for approval. The Board of Directors meets quarterly in March, June, September, and December;
- Annually, all records shall be submitted for an audit or a review engagement by an outside agency and a report shall be submitted to the congregation;
- If the financial condition violates these limitations, provide a plan for regaining compliance at the same time that the violation of limitations is reported;
- Continue to comply with the Tactical and Financial Planning policy in any revision of the plans.
- Consult and obtain approval from the Board of Directors before disposing of or moving restricted assets outside of the restriction before the end of its normal economic life.

#### **D) Accountabilities**

Accountability in this relationship is mutual. The Board is accountable to the Treasurer for providing the authorization, resources, affirmation, involvement and servant leadership required for the successful realization of the responsibilities of the position.

The Treasurer is accountable to the Board for performance with respect to the negotiated expectations and for compliance with the limitations of authority.

The components of this working relationship shall be reviewed at pre-determined intervals at the initiation of the Board and shall include:

- Review of the authorization and resources provided and values expressed to the Treasurer;
- Negotiation of tactical goals and other expectations for the next planning period;
- Review of the authorization and resources required for the next period, including plans for personal development.

## **4. BOARD/CONGREGATION RELATIONSHIP**

### **A) Authority & Limitations**

The source of all the Board's operational authority is the congregation. The congregation shall provide the resources required for the Board to fulfill its responsibilities. The Board is authorized to recruit volunteers to fill vacancies on the Board but a willing volunteer must be elected by the voters prior to serving as a Board member.

The Board's sources of legal/regulatory authority are various municipal, provincial and federal government authorities. The source of ecclesiastical authority is Lutheran Church-Canada.

To represent the congregation and to legally transact business, a quorum must be present at a Board meeting. A quorum shall consist of a majority of Board members in attendance.

The Board may not:

- In exercising its strategic/operational authority the Board may not cause or allow the

congregation to be in violation of the constitution and bylaws of ELCMJ.

- In exercising its ecclesiastical authority the Board may not violate the regulations and theological position of Lutheran Church Canada.
- In exercising its moral authority and its legal and regulatory authority, the Board may not cause the congregation to be in violation of civil laws.

## **B) Responsibilities**

- Design the Board's structure and governance processes;
- Provide strategic leadership by determining the congregations' values, beneficiaries and services, vision, mission and priorities;
- Delegate management authority and responsibility to the CEO, treasurer, and trustee;
- Be accountable for strategic results and to ensure that the congregation and each individual in it act within all the limitations of delegated authority.

## **C) Expectations**

The expectations of the Board are described in its Strategic Plan and in the annual strategic goals of the congregation and in the annual tactical goals of the Board. In fulfilling its strategic and operational responsibility the Board shall:

- Seek and follow the counsel of its members in its strategic planning process and in its governance of the strategic mission and priorities;
- Exemplify for the congregation the life that is worthy of the high calling in Christ;
- Arrange for management of programs during prolonged sickness or absence of the CEO;
- Ensure that the annual budget includes adequate support for the church at large. Emphasize the partnership of the congregation with Lutheran Church Canada and encourage support for the work of the church at large;
- On behalf of the Board, the Stewardship Committee shall on an annual basis hire a qualified external auditor.

## **D) Accountabilities**

The Board is accountable to ELCMJ, to Lutheran Church Canada and to municipal, provincial and federal governments.

The Board's accountability will be exercised by the submission of required documentation to civil authorities and by clear and true reporting to the congregation and the members of ELCMJ.

# **5. PRESIDENT/CONGREGATION RELATIONSHIP**

## **A) Authority & Limitations**

The President receives his authority through election by the congregation as outlined in the ELC Bylaws - Article IV.

The President is authorized by the Board to provide the leadership of the process of governance and by the constitution to preside at all meetings of the congregation.

The congregation shall provide the President with the material resources required for that process.

The President is authorized to be an ex officio member of the senior management team and all other committees.

The President may not:

- Take any action not authorized by the congregation;

- Direct the governance decision-making process towards any specific outcome;
- Give management direction to the CEO, treasurer, and trustee or their staff;
- Cause or allow any violations of provincial or federal laws or the bylaws of the congregation;
- Prevent any proposal from any member of the Board from being presented at the next meeting;

## **B) Responsibilities**

- Lead the governance process of the congregation and the Board including assisting the CEO with preparation of the agenda, ensuring the flow of relevant governance information and chairing the meetings of the congregation and Board;
- Lead the process of designing and maintaining Board structure and process;
- Lead the process of strategic planning;
- Lead in the process of delegating authority and responsibility to the CEO, treasurer, and the trustee;
- Lead in the process of the Board's accountability including an evaluation of the strategic results and the annual review of the performance of the Board;
- Along with the Pastor, act as the official spokesperson of the congregation to the media and the public;
- Ensure that the Governance Manual reflects current practice;
- Lead the orientation process for new Board members including the use of the Constitution, Bylaws, Governance Manual and Strategic Plan;
- Be part of the nominating committee for Board members, Elders, and Trustee;
- Work with the CEO to recruit the Treasurer and Financial Secretary.

## **C) Expectations**

- Work with the CEO in preparing an agenda for each meeting of the congregation and Board;
- Attend every meeting of the congregation and the Board to the greatest extent possible;
- Maintain flow of all relevant governance information to the members of the congregation and the Board;
- Ensure that all decisions are documented accurately in minutes, policies and other documents;
- Ensure that the requirements of the congregation's accountability to the Lutheran Church Central District and/or Lutheran Church Canada and to civil government are met;
- Attend worship regularly and frequently.

## **D) Accountabilities**

The President is accountable to the congregation.

The congregation is accountable to the President for:

- Providing all the authorization and resources required for the responsibilities of the position;
- Providing an annual review of the President's performance;
- Negotiating reasonable expectations of the President's responsibility;
- Expressing affirmation, involvement and servant leadership in its relationship with the President.

## **6. VICE PRESIDENT/CONGREGATION RELATIONSHIP**

### **A) Authority & Limitations**

The Vice-President receives his authority through election by the congregation as outlined in the ELC Bylaws - Article IV.

While serving as acting President, the Vice President shall function within the President/Board Relationship Description.

The Vice President may become the acting President at the request of the President.

The duration of service as acting President shall be determined at the time of the appointment.

While serving as acting President the Vice-President is subject to the Limitations of Authority for the Board chairperson.

### **B) Responsibilities**

While serving as acting President, the Vice-President carries the responsibilities of the Board chairperson.

When not serving as acting President, the Vice-President shall assist and support the President in accomplishing his tasks.

### **C) Expectations**

While serving as acting President the expectations to the Vice-President are as for the President.

### **D) Accountabilities**

While serving as acting President the accountabilities for the Vice-President are as for the President. 7.

## **7. BOARD MEMBER/BOARD RELATIONSHIP**

### **A) Authority & Limitations**

Each member of the Board is authorized by virtue of his/her election to the Board by the Congregation. Once elected the source of authority is the Board.

The Board shall cover any costs related to Board meetings, materials and resources for orientation and training.

The Board Member may not:

- Speak officially on behalf of the Board or congregation;
- Enter into any legal or financial agreement on behalf of the congregation;
- Give direction to the CEO, treasurer, or trustee of the congregation.

### **B) Responsibilities**

- Participate in the governance process of the Board;
- Share in the responsibilities of the Board.

### **C) Expectations**

- Participate in an orientation program in the Relationship Model and the Bylaws, Governance Manual and Strategic Plan of ELCMJ;
- Read reports and study materials provided for preparation of Board meetings;
- Attend all Board meetings and meeting of committees of which he is a member or to indicate to the Board or Committee Chairperson the reason for his/her inability to attend;

- Participate actively in discussion and the decision making process;
- Display personal conduct that reflects the values of the congregation;
- Attend worship regularly and frequently;
- Support the work of the pastoral and administrative staff, the congregation, and Lutheran Church Canada;
- Avoid “Sidebar Meetings”;

A “sidebar meeting” occurs when two or more Board members convene intentionally without adequate notice to other Board members, or unintentionally, and end up addressing a matter that should be brought before the entire Board. This type of meeting does not provide fair and equitable discussion on matters – matters that all Board members are legally responsible. This practice can be quite destructive to the sense of trust and decorum necessary to effectively operate as a Board of Directors.

If a Board member finds themselves discussing a Board matter with another member outside of a formal Board meeting, the member should acknowledge to others present that the discussion should be brought to the entire Board. At this time, the member should offer to notify the President so that the matter can be placed on the agenda of the next meeting.

#### **D) Accountabilities**

Accountability in this relationship is mutual. The Board is accountable to the Board member for providing the authorization, resources, affirmation, involvement and servant leadership required for the successful realization of the responsibilities of the position.

The Board member is accountable to the Board for performance with respect to the negotiated expectations and for compliance with the limitations of authority of the position.

The components of this working relationship shall be reviewed at pre-determined intervals at the initiation of the Board and shall include a:

- Review of the authorization and resources provided and values expressed to the Board member;
- Review of the Board member's performance towards expectations of the responsibilities of the relationship;
- Negotiation of expectations for the next planning period;
- Review of the authorization and resources required for the next period including plans for personal development.

### **8. BOARD SECRETARY/BOARD RELATIONSHIP**

#### **A) Authority & Limitations**

The Board secretary receives his/her authority by the election of the congregation.

The Board secretary is authorized by the Board to record the actions and decisions of the Board in the official Minutes of the Board.

The Board shall provide the Board secretary with the material resources required for that process, including the authorization to appoint or employ a recording secretary for the purpose of taking minutes during the Board's meetings.

The Board Secretary may not:

- Record any action not authorized by the Board;
- Give management direction to the CEO;
- Cause the Board to be in violation of the limitations of its authority.

## **B) Responsibilities**

- Supervise the recording of minutes, notes and action lists at Board meetings;
- Ensure that all decisions are documented accurately in minutes, policies and other documents;
- Distribute minutes, documents and notices of meetings to the Board members in a timely manner;
- Ensure that the Board's expectations of the Board secretary are fulfilled.

## **C) Expectations**

The expectations of this position shall be negotiated in the annual review of the Board Secretary/Board relationship and shall include:

- Preparation for and attendance at every meeting of the Board;
- Timely flow of all relevant information to the Board members, including Board minutes and changes to the documents of the Board.

## **D) Accountabilities**

Accountability in this relationship is mutual. The Board is accountable to the secretary for providing the authorization, resources, affirmation, involvement and servant leadership required for the successful realization of the responsibilities of the position.

The secretary is accountable to the Board for performance with respect to the negotiated expectations and for compliance with the limitations of authority of the position.

The components of this working relationship shall be reviewed at pre-determined intervals at the initiation of the Board and shall include a:

- Review of the authorization and resources provided and values expressed to the secretary;
- Review of the secretary's performance towards expectations of the responsibilities of the relationship;
- Negotiation of expectations for the next planning period;
- Review of the authorization and resources required for the next period, including plans for personal development.

## **9. BOARD/STAFF RELATIONSHIP**

### **A) Authority & Limitations**

The Board is the ultimate source of authority for the Office Secretary and Custodian.

The Pastor has authority from the Board to supervise the Office Secretary to ensure all responsibilities of the position are carried out.

The Trustee has authority from the Board to direct and supervise the Custodian.

The Board will not direct the day to day duties of the Office Secretary or Custodian.

The Office Secretary shall not cause the Pastor to be in violation of the limitations of his authority.

The Custodian shall not cause the Trustee to be in violation of the limitations of his authority.

### **B) Responsibilities**

Board shall provide adequate resources to the office secretary and custodian so they can accomplish the duties listed in the job description.

Board shall establish a committee for the hiring of staff when needed.

Board shall have final approval for the job descriptions of all staff.

### **C) Expectations**

The work expectations of the Office Secretary may be negotiated on a frequency agreed to by both the Board, Office Secretary, and Pastor.

The work expectations of the Custodian may be negotiated on a frequency agreed to by both the Board, Custodian, and Trustee.

The office secretary and custodian are expected to:

- Treat people with the values of affirmation, involvement and servant leadership;
- Work harmoniously with their respective supervisors and congregational volunteers;
- Attend meetings as directed by their respective supervisors;
- Be familiar with and carry out all the duties outlined in their respective job descriptions to the best of their abilities;
- Attend the Divine Service regularly and frequently.

### **D) Accountabilities**

Accountability in this relationship is mutual. The Board is accountable to the Office Secretary and Custodian for providing the authorization, resources, affirmation, involvement and servant leadership required for the successful realization of the responsibilities of each of their positions. The Office Secretary and Custodian are accountable to the Board and their respective supervisors for performance with respect to the negotiated expectations and for compliance with the limitations of authority.

## **10. OTHER LIMITATIONS AND EXPECTATIONS FOR GOVERNANCE ROLES**

Individuals serving in Governance Roles (Pastor, Trustee, Treasurer) in the congregation shall not:

- Allow the disposal of assets at less than market value;
- Sell or dispose of assets of a value in excess of \$500.00

Additionally, they are expected to:

- Maintain a reasonable level of property and liability insurance
- Take all reasonable steps to minimize fraud, losses and liability claims
- Maintain net assets above a level sufficient to meet the congregation's liabilities;
- Plan for the replacement of depreciating capital assets.

With respect to Capital Expenditures, they may not incur capital expenditures:

- In excess of funds specifically given as restricted or designated funds;
- For items which are not required for the normal operations;
- Which, while otherwise fulfilling the two foregoing, exceed \$2000.00 per expenditure.

The Board shall determine which accounts and/or funds capital expenditures will be drawn from.

## **11. BOARD ACCOUNTABILITIES**

Accountability is the positive process of monitoring progress and measuring results. Individuals involved in Governance roles should always seek core values of Affirmation, Involvement and Servant Leadership. The recipient of authority is accountable to the source of authority for performance with respect to the negotiated expectations and for compliance to the limitations of authority.

- When available, the Board may report fully and accurately the annual measurements of strategic results and statistical information to Lutheran Church-Canada in a format and schedule preferred by Lutheran Church Canada.
- The Board shall ensure that all documents required by civil authorities are filed in accordance with the laws of the respective government.
- The Board shall further ensure that ELCMJ complies with all the laws of the respective jurisdictions.
- The Board shall also make available relevant information to the friends and associates of ELCMJ through an Annual Report that shall be made available in a timely manner upon request.

## **12. MONITORING**

Monitoring simply seeks to find out if the strategic goals are being met by the individuals in governance roles. As part of its duty, the Board shall measure the strategic results of its efforts, fulfilling its mission and priorities. Components of this monitoring and measuring process shall include:

- Reviewing the CEO, Trustee and Treasurer’s performance as to the expectations and responsibilities outlined in the role descriptions.
- Negotiation of any tactical goals and other expectations for the next planning period.
- Review the authorization and resources required for the next planning period.

The CEO, Trustee and Treasurer may prepare a report outlining how they have fulfilled their role mandates. If they have not, they may present their plans to bring their performance into compliance with their mandates.

The Trustee and Treasurer may delegate the completion of these reports to the Property Committee and Stewardship Committee respectively.

These reports are generally shared at the Voter’s AGM in the beginning of the calendar year.

The Board may designate one or more of its members to review the reports to evaluate performance. The Board may also contract with an outside entity to accomplish this goal.

The monitoring for the CEO, Trustee and Treasurer should be done by the President in an informal manner every three years. The President shall share the completed monitoring results/reports with the Board for purposes of review and discussion.

## SECTION 4: STRATEGIC PLANNING PROCESS

Strategic planning is the responsibility of the Board and is often referred to as visioning or long term planning. In an ever-changing environment, there are two vital questions the board must continually ask and answer.

1. “What services shall we offer to which people in which places and in what order of priority?”

2. “What outcomes do we expect the delivery of our services to have in the lives of people?”

To answer the two questions above, consultation with all members is vital. Their input is a core component to a Strategic Plan that will inspire members, staff, and volunteers to commit themselves to the success of the plan. That consultation shall remain a regular component of each annual planning process. The one who can best identify and introduce these members is the one who likely knows them best - the Pastor.

Because of rapid changes in opportunity and in the cultural environment in which we work, the Strategic Plan shall be reviewed and revised each year between the months of May and August and be completed for the September Board meeting.

The components of the Strategic Plan that require annual review and possible revision by and approval of the Board are Services/Needs, Beneficiaries, Vision, Mission, Priorities, Strategic Goals and Critical Success Factors.

The Values and Beliefs that brought people together into Emmanuel Lutheran Church of Moose Jaw (ELCMJ) are the least likely to change and may be reviewed at longer intervals as determined by the Board.

### STRATEGIC CONTEXT

The Strategic Plan begins with a list of the milestone internal events in the development of the congregation that have given the congregation its present culture and direction. These significant events form the strategic context.

- 1912: Lutheran Church-Missouri Synod [USA] begins work in Moose Jaw
- 1934: Emmanuel Lutheran Church is formed
- 1955: New building completed at Ominica St. W. & 4th Ave
- 1989: Lutheran Church Canada is formed with ELC as a founding member
- 1997: New building completed on 9th Ave NW & Paul Dr.
- 1997 – 2006: King’s Kids’ Preschool operates in Education Wing
- 2007: Church council is introduced to and explores the feasibility of implementing a Relationship Model of Governance style leadership as recommended by Lutheran Church-Canada Central District. It is a faith-based not-for-profit model called "Governance Matters - Relationship Model of Governance, Leadership and Management" by Les Stahlke and Jennifer Loughlin.
- September 2008: Church council calls a special voters meeting and recommends to voters to consider implementing the Relationship Model of Governance to replace the existing council.
- December 2008: The Church voters of Emmanuel Lutheran Church of Moose Jaw gave approval to replace the previous Church council with a Governing Board of Directors.
- March 2009: The Board of Directors had their first meeting.

- 2009-2010: The Board of Directors developed the governance manual and learned the process of the Relationship Model of Governance. They also introduced the concept of "Board Retreats" or special meetings to aid in developing and learning the process.

## **ENVIRONMENTAL CONTEXT**

The significant and changing factors within the congregation's environment may be listed here, e.g. spiritual/religious, economic, cultural, political, etc. The factors identified in the strategic planning process shall guide the environmental scanning schedule and invitation of guests at Board meetings.

## **VALUES AND BELIEFS**

Board of Directors

In the Relationship Model of Governance, the Board of Directors will be guided by three core relationship-oriented values: affirmation, involvement, and servant leadership or support. The three core components of a relationship are authority, responsibility, and accountability. Secondary elements of the model are limitations of authority and expectations of responsibility.

Personal values that each Board Director shall strive to uphold are integrity, truthfulness, and openness.

## **CONGREGATION OF EMMANUEL LUTHERAN CHURCH OF MOOSE JAW**

Each group of Christian people has a set of core values and beliefs that guide and shape their ministry. All values and beliefs of a Christian congregation must be derived from God's Word, the Bible. Programs, structures, and specific visions may change over time but the values and beliefs do not change. The Holy Spirit calls people to faith and into a congregation of Christians. Values and beliefs are the written statements that inform people about the priorities and theological understandings of a group of Christians.

Ministry is measured against the values and beliefs not changing opinions or the culture of the day. Traditions may change and various means must be discovered to reach the culture of the day but the values and beliefs give a foundation for the work of the congregation.

The members of Emmanuel Lutheran Church of Moose Jaw share values and beliefs that bring us together into a relationship. Governing values and beliefs may change slightly over time. The Board may review the Values and Beliefs Statement from time to time and suggest revisions to Voters.

## **VALUES**

The following Values and Beliefs Statement helps people evaluate and explore their own personal agreement with the Scriptural values and beliefs that this congregation holds precious in fulfilling our calling under God.

- We believe in the Triune God, who has revealed Himself as Father, Son, and Holy Spirit. We believe that God has made us and has given us all that we have and possess. We believe that every person needs to have a personal relationship with Jesus Christ for eternal salvation. We believe that the Holy Spirit works faith in the life of people through the means of grace: Word and Sacrament.
- We believe that the Bible is the Word of God. The Bible is God's power for salvation and guiding principles for living because it is from God.
- We believe that the Confessional Writings of the Evangelical Lutheran Church, contained in the Book of Concord, are true and genuine expositions of the doctrines of the Bible. We expect our pastor and church leaders to adhere to this confessional standard.

- We believe it is important for our congregation to hold membership in Lutheran Church Canada which means that the theological statements and policies of Lutheran Church Canada [and its parenting Synod, The Lutheran Church Missouri Synod] should be upheld by the congregation, pastor, and church leaders.
- We believe that a life of worship is important for God's people. In the Divine Service, God comes to us in Word and Sacrament and we respond in praise and thanksgiving. A life of worship begins at Baptism. In the Divine Service we expect to hear the full truth and purity of the Word of God, both the Law and the Gospel, through the reading of the Scriptures and all teaching and preaching. The Sacrament of Jesus' body and blood nourishes our faith, forgives our sins, and strengthens us for Christian living. Following the teaching of the Bible and the guidelines of Lutheran Church Canada we ask that people who wish to commune at the Lord's altar take instruction in the Christian faith and the meaning and purpose of the Sacrament before receiving Jesus' body and blood.
- We believe it is important for God's people to be guided by the Word of God in living their lives in the world. We expect our pastor to aid, counsel, and guide members with the Word of God; to visit the sick and the dying; to admonish the indifferent and erring; to guard and promote faithfully the spiritual welfare of the members of the congregation; and to guide the congregation in applying the divinely ordained discipline of the church according to the Word of God.
- We believe that each Christian person should faithfully manage all of God's gifts and resources given to them to the glory of God and in the service of others. We believe that prayer and sharing the love and message of Christ are the tasks given by God to each Christian person. We expect the pastor and church leaders to promote and guide the mission activity of the congregation as it is related to the local community and to the endeavours of Lutheran Church Canada in its worldwide vision. Each member of the congregation has the privilege and responsibility to use the opportunities God provides to invite others to faith in Jesus Christ and the worship of God's people.

## **BENEFICIARIES**

Beneficiaries are the individuals and groups who are the focus of the church's values that we share. These people groups may be expressed in national, ethnic or religious groups, as gender or age groups, in terms of physical or emotional or economic wellness, or any other designation that enables the church to identify individuals or groups in mutually exclusive terms.

During this planning period, we will continue to focus on delivering traditional services to all members of Emmanuel Lutheran Church of Moose Jaw and in some cases, to non-members. We must be mindful that all members include the staff and volunteers that provide the services our Church offers. Members' satisfaction and staff/volunteer fulfillment must be in balance for our Church to be successful. This is why staff and volunteers are always part of the target groups to benefit from the organization's mission.

We will make a cooperative effort to engage Lutheran Church Canada Central District to market the values, beliefs, and services of Lutheran Church Canada to communities across Canada in the hope of retaining existing members and perhaps attracting new ones.

## **SERVICES/NEEDS**

Services deliver the benefits (desired outcomes) to our beneficiaries. Services are different from programs in that services are strategic ("what" the church does) while programs are tactical

("how" the church delivers the services). For example, worship is a service. A printed family devotion booklet is a program that delivers that service.

These are the services that Emmanuel Lutheran Church of Moose Jaw offers. The primary service the congregation offers is the Divine Service. All other services flow out of the Divine Service, including: Social Care, Discipleship, Fellowship, Outreach, Spiritual Care

## **PLACES**

Services offered by Emmanuel Lutheran Church of Moose Jaw will be delivered in the city of Moose Jaw, Saskatchewan, Canada and surrounding area.

## **VISION**

Vision is a statement of what we want the future effect of the services of Emmanuel Lutheran Church of Moose Jaw to be. It is challenging and expresses the hope for the future that lies just beyond the strategic planning "horizon". The Board shall review the Vision Statement annually as part of the strategic planning process.

## **MISSION**

The Mission Statement is the most concentrated expression of what strategic purposes Emmanuel Lutheran Church of Moose Jaw exists to accomplish. The Board shall review the Mission Statement annually. It may change from time to time to reflect changes in need and opportunity. Currently, the Mission Statement of ELCMJ is as follows:

"To engage people in authentic Biblical worship leading to growth in Christian living."

## **CONGREGATIONAL THEME**

It would be useful for the congregation to have the Board discuss a congregational theme to respond to certain areas of ministry or spiritual life that need addressing OR to set a course for the future work of the congregation. The Board shall set a three year theme based on strategic goals at the beginning of the new president's term.

## **PRIORITIES**

The Board shall review and revise its strategic priorities annually to determine how best to allocate limited resources to fulfill its Mission.

## **STRATEGIC GOALS**

Strategic Goals refer to the **SMART** goals that are Specific, Measurable, Achievable, Relevant to the Mission and Priorities and Time-limited. They deal with the "what" (ELCMJ) seeks to do, rather than the Tactical Goals that deal with "how" the pastor and trustee seek to accomplish the mission and priorities.

The Strategic Plan is completed with a list of those factors in the management of the congregation's ministry that are critical to the success of the vision and mission. These form the bridge between the strategic governance of the Board and the tactical management of the service providers. Identifying the critical success factors allows the Board to give management direction to the service providers without becoming directly involved in management and may also be helpful in monitoring the management of areas of risk by the service providers.

Getting these right will allow the board to be confident that it is dealing with the “How do we accomplish our mission?” question. The Board should develop statements, each beginning with the words, “We must . . .” These indicate to the CEO what the board expects to see addressed in the congregation’s tactical plans for the year. These statements are the areas the board considers “critical to the success” of achieving the mission.