

Governance Implementation Team Charter – Approved by Church Council, April 2015

We move to create an implementation committee to formalize the organizational structure and constitutional changes necessary to transition the Calvary Council to a Board of Directors model (ranging between 10-12 members) that would relentlessly pursue Calvary's mission, vision and values. The newly formed committee will draft necessary constitutional changes and guidelines to implement a Board of Directors model, for review and approval by the Council and ultimately the congregation at a later date.

Constitution and Bylaw Changes Required to Support a Board of Directors Governance Model for Calvary Lutheran Church - Governance Implementation Committee, March 2018

green text represents refinements to this document from Step 1 to Step 2

Board of Directors Governance Model Approach

Implementing a **Board of Directors** model requires eliminating the **Executive Committee**, merging the role of the **Executive Committee** into the **Church Council**, and the downsizing of the **Church Council** to a size that can carry out these responsibilities and operate as a **Board of Directors**.

Governance Stakeholder Roles and Responsibilities

Key:

C: Constitution

B: Bylaw

Δ Change to C: or B:

Congregation:

- Relentlessly pursue the mission through ministry (ΔC: Art V)
- Has ultimate decision relative to the affairs of congregation (C: Art VI, item 3)
- Elect Nominating Committee and Council (B: Sect VI, item 1 & C: Art X, item 1)
- Call Senior Pastor and Associate Pastors (C: Art VII, items 1,2)
- Meet annually (C: Art VI, item 3)
- Approve budget (B: Sect VI, item 3)
- Approve Bylaw and Constitution changes (C: Art XI, item 2 & C: Art XII, item 2)

Council:

- Govern the affairs of the congregation including: religious, worship, legal, property, financial, personnel and business (ΔC: Art X, item 3)
- Focus on strategy (ΔC: Art X, item TBD)
- Ensure directional alignment between ongoing ministry and mission, vision, values (ΔC: Art X, item TBD)
- Meet regularly as necessary (B: Sect V, item 11)
- Submit budget to congregation (B: Sect V, item 3)
- Act as the Personnel Committee (ΔC: Art X, item 6)
- Elect President, Vice President, Secretary, Treasurer (ΔC: Art IX, item 1)
- President sets Council meeting agendas (B: Sect V, item 4)
- President presides over meetings of congregation, Council, and is ex-officio members of all committees and organizations (C: Art X, item 2)
- Vice President assumes duties of President as necessary (C: Art X, item 2)
- Secretary is responsible for minutes of congregation and Council meetings (ΔC: Art X, item 4)
- Treasurer is responsible for financial records and reports of the congregation (ΔC: Art X, item 4)

Responsibilities of Officers

Sr. Pastor:

- Accountable to Council and reports to it (ΔC: Art VII, item TBD)
- Leads and directs the preaching of the Word of God, administration of the sacraments, conduction of worship services, provision of pastoral care, and traditional ministerial acts. (ΔC: Art VII, item 7)
- Advise Council (C: Art VII, item 4)
- Supervise, direct, and manage staff (including pastors) (C: Art VII, item 5)
- Oversee execution of ministries (ΔC: Art VII, item 5)

Executive Director:

- Reports to Sr. Pastor (ΔB: Sect TBD, item TBD)
- Has administrative authority for church operations (ΔB: Sect TBD, item TBD)
- Role, not a position (ΔB: Sect TBD, item TBD)

Staff:

- Lead development and execution of ministry programs (ΔC: Art TBD, item TBD)
- Equip the congregation to do the work of ministry (ΔC: Art TBD, item TBD)
- Coordinate outreach, provide opportunities for mission including partnerships in ministry (ΔC: Art TBD, item TBD)
- Execute day to day operations (ΔC: Art TBD, item TBD)
- Prepare budget (ΔC: Art TBD, item TBD)

Nominating Committee Selection and Election

Attribute	Description	Impact	Rationale
Number	The N.C. shall be made up of 5 members per Section VI, Item 1 of the Bylaws	Unchanged	
Criteria	The N.C. shall prayerfully evaluate prospective candidates for N.C. who have previously served on Church Council per Section VI, Item 1 of the Bylaws	Unchanged	
Selection	The N.C. is to select 10 candidates to recommend to the congregation for election to the N.C. at an annual meeting per Section VI, Item 2 of the Bylaws	Unchanged	
Timing	The N.C. shall make the slate of N.C. candidates, along with any relevant information it chooses to make available, one month in advance of the annual meeting	Change, previously per Section VI, Item 3 of the Bylaws this was 10 days	Allows for more prayer and reflection by the congregation prior to the election
Election	5 members are elected from the slate of 10 candidates at an annual meeting per Section VI, Item 1 of the Bylaws	Unchanged	
Term	5 members will serve a 2 year term	Change, per Section VI, Item 2 of the Bylaws this was 1 year	Due to term structure, Council members are elected every two years. There can be the need for off-year elections if Council members need to step down before their term expires
Other	At the annual meeting, there are no floor nominations for N.C. positions	Change, per Section VI, Item 4 of the Bylaws allowed for the opportunity for floor nominations for N.C.	The N.C.'s vetting process is to be very intentional. It would be inappropriate to allow for floor nominations that haven't been sufficiently vetted and prayed over as the candidates presented for election.

Council Member Selection and Election

Attribute	Description	Impact	Rationale
Number	The Church Council shall be made up of 11 members.	Change, per Article X, Item 1 this was a Council of 33 voting members	From our messaging: A smaller council with longer terms that can provide greater agility, more continuity, and responsiveness to our mission
Input	The incumbent Council can provide the N.C. recommendations for gifts, strengths, and diversity to look for in candidates based on the upcoming needs of the Council	Addition, to Section VI, Item 1 of the Bylaws adding role of Council in the candidate selection process	This allows the Council to inform the N.C. of particular skills (i.e. financial, HR, etc.) that could be needed as terms expire.
Selection	N.C. is to select at least one, and no more than two people, for each open Council position to recommend to the congregation for election at an annual meeting per Section VI, Item 2 of the Bylaws	Unchanged	
Criteria	<p>The N.C. shall prayerfully evaluate the applications of prospective candidates for open Council positions by reviewing:</p> <ul style="list-style-type: none"> ● Their faith journey ● Their service history at Calvary and the wider Church ● Gifts, strengths, and diversity they would bring to the Council if elected ● Their vision for the future of Calvary and its on-going mission 	Addition, to Section VI, Item 1 of the Bylaws adding criteria for N.C. to evaluate Council candidates	A more intentional application and selection process by the N.C. due to the reduced size of Council and increased set of responsibilities. <i>This is a clear distinctive difference as we benchmarked other congregations. This also significantly increases the influence of the N.C.</i>
Timing	The Nominating Committee shall make the slate of candidates, along with any relevant information it chooses to make available, one month in advance of the annual meeting	Change, per Section VI, Item 3 of the Bylaws this was two weeks	Allows for more prayer and reflection by the congregation prior to the election
Election	Council members are elected at an annual meeting per Section IV, Item 5 of the Bylaws and Article X, Item 1	Unchanged	Only caveat here is that there may be the occasion where no members are elected if terms haven't expired

Attribute	Description	Impact	Rationale																																																						
Terms	<p>Council members will serve a 4 year term, and no more than 2 consecutive terms (full or partial)</p> <p>Example of 11 member Board with 4 year terms:</p> <table border="1" data-bbox="337 247 906 520"> <thead> <tr> <th>Years -></th> <th>1</th> <th>2</th> <th>3</th> <th>4</th> <th>5</th> <th>6</th> <th>7</th> <th>8</th> </tr> </thead> <tbody> <tr> <td>Term 1</td> <td>11</td> <td>11</td> <td>6</td> <td>6</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Term 2</td> <td></td> <td></td> <td>5</td> <td>5</td> <td>5</td> <td>5</td> <td></td> <td></td> </tr> <tr> <td>Term 3</td> <td></td> <td></td> <td></td> <td></td> <td>6</td> <td>6</td> <td>6</td> <td>6</td> </tr> <tr> <td>Term 4</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td>5</td> <td>5</td> </tr> <tr> <td>Total Board Members:</td> <td>11</td> <td>11</td> <td>11</td> <td>11</td> <td>11</td> <td>11</td> <td>11</td> <td>11</td> </tr> </tbody> </table> <p>The term structure is designed to maximize continuity of the Board for at least two full years. In the example above, the initial term (Term 1) of the board would require the election of 6 Board members for 4 year terms and 5 Board members for 5 year terms.</p>	Years ->	1	2	3	4	5	6	7	8	Term 1	11	11	6	6					Term 2			5	5	5	5			Term 3					6	6	6	6	Term 4							5	5	Total Board Members:	11	11	11	11	11	11	11	11	<p>Change, per Article X, Item 1 this was 3 year terms, and no consecutive term</p>	<p>Enables more continuity in membership of the council, allowing for a two year span of a contiguous council membership whether it be the combination of full or partial terms.</p>
Years ->	1	2	3	4	5	6	7	8																																																	
Term 1	11	11	6	6																																																					
Term 2			5	5	5	5																																																			
Term 3					6	6	6	6																																																	
Term 4							5	5																																																	
Total Board Members:	11	11	11	11	11	11	11	11																																																	
Floor Nominations	<p>At the annual meeting, there are no floor nominations for open Council positions</p>	<p>Change, per Section VI, Item 4 of the Bylaws allowed for the opportunity for floor nominations for Council</p>	<p>The N.C.'s vetting process is to be very intentional. It would be inappropriate to allow for floor nominations that haven't been sufficiently vetted and prayed over as the candidates presented for election.</p>																																																						
Partial Terms	<p>If a Council member resigns or dies, the Council can appoint a successor to serve on Council until the next annual meeting at which time a successor will be elected to serve out the remaining unexpired (partial) term per Article X, item 2. (Partial term is defined as the term that the <u>elected</u> successor serves)</p>	<p>Unchanged</p>																																																							

Elimination of the Executive Committee

Attribute	Description	Impact	Rationale
Existence	The Executive Committee is eliminated, the Church Council assumes previous roles and responsibilities of the Executive Committee	<p>Delete, per Article X, Item 5 the Executive Committee is to consist of the officers and two at large Council members along with the Sr. Pastor acting as an advisor</p> <p>Delete, per Article X, Item 7 the Executive Committee may act on the behalf of Council</p> <p>Change, per Sect V, Item 3 of the Bylaws two Council members are elected to serve on the Executive Committee</p>	From our messaging: with a smaller Council the Executive Committee is no longer necessary, its elimination will reduce complexity in decision making and enhance clarity in accountability
Personnel Committee	The Council is now the Personnel Committee	Change, per Article X, Item 6 the Executive Committee is the personnel committee	Council assumes the previous roles of the Executive Committee
Terms of Pastor Calls	The Council sets the terms of pastor calls	Change, per Article VII, Items 8 & 9 the Executive Committee sets the terms of pastor calls	Council assumes the previous roles of the Executive Committee
Call of Retired Pastors	The Council calls retired pastors	Change, per Section III, Item 2 of the Bylaws the Executive Committee calls retired pastors	Council assumes the previous roles of the Executive Committee

Board Members and Officers

Attribute	Description	Impact	Rationale
President Selection & Election	The President is prayerfully elected by the incumbent Council before the incumbent president's term ends.	Change, per Section VI, Item 2 of the Bylaws the President was nominated by the nominating committee Change, per Article IX, item 1 the President is elected at the annual meeting	In a board of directors model, the president of the board is selected by the board itself. Given the nature of the Council's term structure, and the continuity we are seeking to create, we want the existing Council to elect the person for this position. This allows the nominating committee to focus on vetting potential Council members.
President Term	The President will serve a 2 year term, and no more than 2 consecutive terms (full or partial).	Change, per Article IX, item 1 the President served a one year term with no more than 3 consecutive terms	Allows for leadership continuity during the two years of contiguous council membership whether it be the combination of full or partial terms.
President Role	The President will serve per Article IX, item 2 (need to eliminate reference to the Executive Committee) The President sets Council meeting agendas per Bylaws Sect V, item 2 (need to eliminate reference to the Executive Committee)	Change, per Article IX, Item 2 the President presides over meetings of the Executive Committee Change, per Sect V, Item 2 of the Bylaws the President sets the agenda for the Executive Committee meetings	Executive Committee has been eliminated

Attribute	Description	Impact	Rationale
Vice President Selection & Election	The Vice President is a current board member, prayerfully elected by the Council before the incumbent's term ends	Change, per Section VI, Item 2 of the Bylaws the Vice President was nominated by the nominating committee and per Article IX, Item 1 elected by the congregation	In a board of directors model, the Vice President of the board is selected by the board itself. Given the nature of the Council's term structure, and the continuity we are seeking to create, we want the existing Council to nominate the person for this position. This allows the nominating committee to focus on vetting potential Council members.
Vice President Term	The Vice President will serve a 2 year term, and no more than 2 consecutive terms (full or partial)	Change, per Article IX, item 1 the Vice President served a one year term with no more than 3 consecutive terms	Allows for leadership continuity during the two years of contiguous council membership whether it be the combination of full or partial terms.
Vice President Role	The Vice President will serve per Article IX, item 3	Unchanged	
Secretary Selection & Election	The Secretary is a current board member, prayerfully elected by the Council before the incumbent's term ends	Change, per Section VI, Item 2 of the Bylaws the Secretary-Treasurer was a combined role that was nominated by the nominating committee and per Article IX, Item 1 elected by the congregation	In a Board of Directors model, the Secretary of the board is selected by the board itself. Given the nature of the Council's term structure, and the continuity we are seeking to create, we want the existing Council to nominate the person for this position. This allows the nominating committee to focus on vetting potential Council members. In addition, the Secretary and Treasurer are two distinct roles which require different skill sets

Attribute	Description	Impact	Rationale
Secretary Term	The Secretary will serve a 2 year term, and no more than 2 consecutive terms (full or partial)	Change, per Article IX, item 1 the Secretary-Treasurer (combined role -see above) served a one year term with no more than 3 consecutive terms	Allows for leadership continuity during the two years of contiguous council membership whether it be the combination of full or partial terms.
Secretary Role	The Secretary will serve per part of Article IX, item 4 being responsible for the minutes of congregation meetings and council meetings	Change, per Article IX, item 4 the Secretary-Treasurer was a combined role that also was also responsible for the financial records and reports of the congregation	The Secretary has a distinct role as officer of the Congregation responsible for minutes of congregation and council meetings, which is different than that of Treasurer
Treasurer Selection & Election	The Treasurer is a current board member, prayerfully elected by the Council before the incumbent's term ends	Change, per Section VI, Item 2 of the Bylaws the Secretary-Treasurer was a combined role that was nominated by the nominating committee and per Article IX, Item 1 elected by the congregation	In a board of directors model, the Treasurer of the board is selected by the board itself. Given the nature of the Council's term structure, and the continuity we are seeking to create, we want the existing Council to nominate the person for this position. This allows the nominating committee to focus on vetting potential Council members. In addition, the Secretary and Treasurer are two distinct roles which require different skill sets.
Treasurer Term	The Treasurer will serve a 2 year term, and no more than 2 consecutive terms (full or partial)	Change, per Article IX, item 1 the Secretary-Treasurer (combined role - see above) served a one year term with no more than 3 consecutive terms	Allows for leadership continuity during the two years of contiguous council membership whether it be the combination of full or partial terms.

Attribute	Description	Impact	Rationale
Treasurer Role	The Treasurer will serve per part of Article IX, item 4 being responsible for the financial records and reports of the congregation	Changed, per Article IX, item 4 the Secretary-Treasurer was a combined role that also was also responsible for the minutes of congregation meetings and council meetings	The Secretary has a distinct role as officer of the Congregation responsible for the financial records and reports of the congregation, which is different than that of Secretary
Other	Officers of the congregation will serve per Article IX, item 5 (need to eliminate reference to the Executive Committee)	Change, per Article IX, Item 5 duties can be delegated to officers by the Executive Committee	Executive Committee has been eliminated
Partial Terms	If an officer (other than the President) resigns or dies, or the Vice President becomes President) the Council will elect a successor from the remaining members on the Council to serve out the remaining unexpired (partial) term of that officer. (Partial term is defined as the term that the successor serves)	Change, per Article X, Item 2 the Council can appoint a successor until the next annual meeting at which time a successor is elected by the congregation	Consistent with the above rationale(s) of officer selection in a Board of Directors model

Sr Pastor and Staff Relationship With Council

Attribute	Description	Impact	Rationale
Sr Pastor Role on Council	Is an advisory member of the Church Council per Article VII, item 4 – however, Executive Committee no longer exists	Change, per Article VII, Item 4 the Sr. Pastor is an advisory member of the Executive Committee	Executive Committee has been eliminated
Other Staff Roles on Council	Other staff members can be advising members of the board at the Council’s discretion. Advising members of the Council are not voting members per Article X, item 1	Unchanged	
Calling of the Senior Pastor	The process and criteria by which a Senior Pastor is called will be per Article VII, items 1 & 2	Unchanged	
Sr. Pastor Accountability	The Sr. Pastor is accountable to, and reports to, Council.	Addition, added item to Article VII, no accountability is mentioned	Accountability of the Sr. Pastor to the Council is appropriate given the Council’s role as the personnel committee for the congregation.

Other

Attribute	Description	Impact	Rationale
Council Quorum	A meeting quorum of the Council shall consist of no more than two members absent of the existing Council membership. Council members can attend either physically or remotely.	Addition, per Section V of the Bylaws there is no mention of a quorum for Council meetings	<p>With a smaller Council, establishing a quorum becomes essential for critical decisions.</p> <p>There is not an absolute quorum number in the event there are Council seats not filled due to resignation, etc.</p>
Open Council Meetings	Council meetings are open, however, if the Council is acting on matters as the personnel committee, then the Council meeting is closed.	Changed, per Article X, item 4 the Council meetings are open	<p>In the previous governance model there were no requirements for the Executive Committee meetings being open. This was because they were acting as the personnel committee. Now that the Executive Committee’s responsibilities are folded back into Council, the Council needs the allowance to close the meeting if acting as the personnel committee.</p>
Starting Date of Terms	Starting date and time for newly elected Council members shall be the first day of the new year (post-election) at twelve o’clock noon.	Changed, per Article X, item 1 terms of office commence on the first day of November at twelve o’clock noon.	<p>Experience with current practice. It makes more sense to start the new Council terms after the holiday season. Currently, there is only one Council meeting after the election in Nov., with a break in Dec. Council does not get any momentum. Nov. and Dec. can be used as training time for new Council members.</p>
Associate Pastor Reporting Relationships in Absence of a Sr. Pastor (or Interim Sr. Pastor)	In the absence of a Sr. Pastor (or interim Sr. Pastor), Associate Pastors will report to the personnel committee – which is the Council	Addition, added item to Article VII	<p>Clarify expectations for associate pastor reporting relationships in situations where a Sr. Pastor or an interim pastor fulfilling that role is available</p>

Roles and Responsibilities

Attribute	Description	Impact	Rationale
Congregation Roles & Responsibilities	The Congregation’s role is to “Relentlessly pursue the mission through ministry”	Addition, to Article V, item 3	The calling, role, and focus of the congregation should be on the mission of Calvary and pursuing it through ministry.
Council Roles & Responsibilities	<p>The Council’s role is to be less tactical and more strategic. A couple of options to reflect this include:</p> <p>Option 1 – ‘The council shall have the authority and duty to insure the church pursues its purpose, aligned with its mission/vision/values, and accordingly govern the affairs of the congregation, including ...’</p> <p>Option 2 – ‘The council shall have the authority and duty to set the long-term vision of the church. It shall also insure strategies are set for the church to pursue this vision, aligned with its mission, and accordingly oversee (or govern?) the affairs of the congregation, including ...’</p>	Change, per Article X item 3 states the role of Council is to ‘... have the authority and duty to manage and govern the affairs of the congregation, including ...’	Eliminate the word ‘manage’, empower staff to manage the tactical operation of the church, and enable Council to focus on more strategic, longer term aspirations.
Sr Pastor Roles & Responsibilities	<p>Clarify that the Sr. Pastor has oversight of employees <i>and ministries</i></p> <p>The Sr. Pastor does not have authority to appoint advisory members to Council</p> <p>Clean up Article VII, Item 5 - delete reference to Executive Committee</p> <p>State that pastoral roles and responsibilities are under the leadership and direction of the Sr. Pastor</p>	<p>Addition, per Article VII, item 5 states the Sr. Pastor ‘directs and manage other pastors, church employees, and their ministries, ...’</p> <p>Change, per Article VII, item 5 states the Sr. Pastor ‘may appoint any other pastor or staff member to be an advisory member of any committee or organization ...’</p> <p>Change, per Article VII, Item 5 refers to the Executive Committee</p> <p>Addition, per Article VII, Item 7 the leadership and direction of the Sr. Pastor is not mentioned in the pastor roles and responsibilities</p>	<p>The Sr. Pastor has management authority over the pastors and employees of the congregation along with their responsibilities in ministries.</p> <p>Council appoints its advisory members, not the Sr. Pastor</p> <p>Executive Committee has been eliminated</p> <p>The Sr. Pastor is responsible for leading and directing these roles</p>

Attribute	Description	Impact	Rationale
Staff Roles and Responsibilities	<p>Codify the roles and responsibilities of Staff in the Constitution. These include:</p> <ul style="list-style-type: none"> ● Lead development and execution of ministry programs. ● Equip the congregation to do the work of ministry ● Coordinate outreach, provide opportunities for mission including partnerships in ministry ● Execute day to day operations ● Prepare budget 	Addition, added Article in the Constitution	<p>The goal is to provide clarity and empower staff by articulating their roles and responsibilities within the Constitution</p>
Executive Director Roles and Responsibilities	<p>Codify the roles and responsibilities of the Executive Director in the Bylaws to protect the position, which in turn protects the role of the Sr. Pastor. These include:</p> <ul style="list-style-type: none"> ● Reports to Sr. Pastor ● Has administrative authority for church operations ● Role, not a position <p>In addition, recommendation to hire or appoint someone into this role is the responsibility of the Sr. Pastor, Council has approval authority (in its role as Personnel Committee)</p> <p>(Sr. Pastor has spiritual authority (why), the executive director has administrative authority (how) to support the Sr. Pastor)</p>	Addition, added Section in the Bylaws	<p>It's important that the Sr. Pastor delegate administrative authority to the Executive Director to insure the Sr. Pastor can focus on their primary role of preaching and teaching the Word of God and discerning God's purpose for Calvary.</p> <p>To date we have been able to demonstrate significant value in this position serving this purpose.</p> <p>This is a role, not a position, meaning that a person can be hired into the role or an existing staff member can be appointed to it.</p>