

ATTACHMENT

Background:

Over the years, there have been many discussions about the role of the Calvary Church Council: 1.) How to use the council effectively and, 2.) Providing the council member with a meaningful and positive experience. These issues are sensitive from a church governance standpoint and would most likely involve a church constitutional change.

In September 2013, Council chartered a committee to study and recommend changes to address the above concerns. After internal and external research, findings were shared broadly with the congregation and input was gathered. In April 2014, the committee recommended formation of an Implementation committee to pursue a Board of Directors style of governance to the Calvary Church Council which approved the following motion:

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. We have prepared a recommendation for the implementation committee's charter for the Council's information and possible use.

The recommended change to the governance structure will require significant changes to the Calvary constitution and bylaws (upwards of 4 articles of the constitution, and 6 sections of the bylaws) in order to successfully implement. These will include the framing of roles and responsibilities of the Board of Directors, Senior Pastor, and that of other staff/officers/leadership positions or committees. The nomination, election, and transition processes will also need changes as necessary to support the implementation of this model. It is also anticipated that some roles will be modified or replaced, including that of the Nominating Committee, Executive Committee and Church Council.

These will be significant changes to Calvary's constitution and bylaws. It will be important that the committee is made up of, and have access to, previous presidents of the congregation. Through their experience, these presidents understand the nuance of Calvary's existing governance structure, the problems it creates, and can assess how these proposed changes will solve them. They will also bring a measure of credibility to the process and recommendations. Such a model was used in Calvary's decision to leave the ELCA, which also resulted in constitutional and bylaw changes.

Proposed Action:

A Calvary Constitutional Committee will be formed to draft changes to the current constitution and bylaws to implement a Board of Directors governance model as recommended by the Governance Committee. Per this recommendation, the Board of Directors will consist of 10-12 members that will relentlessly pursue Calvary's mission, vision and values. What this means in terms of the changes to the governance structure, along with the roles and responsibilities of this board will be the responsibility of the committee to determine and propose. These proposals will lead to changes to Calvary's constitution and bylaws. The committee will determine any additional changes to the constitution and bylaws required for staff, existing officer/leadership roles, various committees (including the Nominating and Executive Committee), various processes (including nominating,

elections, and transition), along with Church Council. As many as 4 articles of the constitution and 6 sections of the bylaws could be impacted by this change.

The Church Council will vote on all proposed changes. After the proposed changes under consideration are approved, legal council will draft the changes to the constitution and bylaws to reflect the proposals of the committee. If the Church Council approves these changes to the documents, eventual ratification will require two votes to approve from the congregation.

The committee will keep the Church Council and the congregation updated on the progress of their work as necessary and as determined by the committee.

The Calvary Constitutional Committee will consist of the following members:

- Todd Loncorich – Church Council member and former chairman of the Governance Committee
- John Russo – Congregation President
- Ruby Heiden – Executive Director
- Jeff Krogstad – Senior Pastor
- Mick Lee – Former Congregation President
- Jeff Johnson – Former Congregation President
- Jim Borowick – Church Council member

Additional former congregation presidents will be consulted as necessary. There will be a formal transition from the Governance Committee to the new committee so internal and external research findings are carried forward.

The committee's process will include:

- Determine priority issues associated with the current governance model (leveraging input from the Governance Committee and congregation presidents) that can be addressed with a constitution and bylaw change
- Identify what would need to change regarding Calvary's governance structure to incorporate a Board of Directors model
- With the proposed governance structure, determine the roles and responsibilities of the Board of Directors, and resulting impact on other leadership positions, committees, and Church Council set forth in the constitution that need to be reflected in the constitution and bylaws
- Also with the proposed governance model, determine changes to the nominating, election, transition, or other processes required to execute this model
- Verify these proposed changes to Calvary's governance model will mitigate the priority issues identified above
- Bring these proposals to the Church Council for approval in a fashion to be determined by the committee
- Once the proposals under consideration are approved, hire legal council to consult and draft changes to the constitution and bylaws, and bring these drafts to Church Council for approval
- Pending approval of the draft changes to the constitution and bylaws, prepare for the two congregational meetings required to ratify
- Recommend, for approval by the Church Council, a transition process (including timing) to the new governance model should the changes to the constitution and bylaws be ratified

- Throughout this process, work to keep the Church Council and congregation informed of the progress the committee is making