

# **Governance Board Policy Manual**

**Bridge Street United Church  
60 Bridge Street East  
Belleville Ontario  
Canada K8N 1L7**

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# Bridge Street United Church

## Governance Board Policy Manual

This Governance Board Policy Manual (BPM) contains all of the current standing policies adopted by the Governance Board of Bridge Street United Church (BSUC) since the initial approval of the BPM on 28 August 2012.

### Part 1: Preamble

#### 1.1 Introduction

##### 1.1.1 Importance of the Mission Statement of BSUC as a Primary Purpose for the Tasks of Governance and Ministry

The mission statement of Bridge Street Church states that **“Our mission is to live the Good News of Jesus Christ, reaching out beyond ourselves to share the transforming power of faith by offering spiritual nurture within the congregation, and providing community-rooted ministries that serve the local area and outreach that responds to the needs of the wider world.”** Simply put, “Whose lives do we as a congregation, led by the Holy Spirit, intend to change and in what way?”

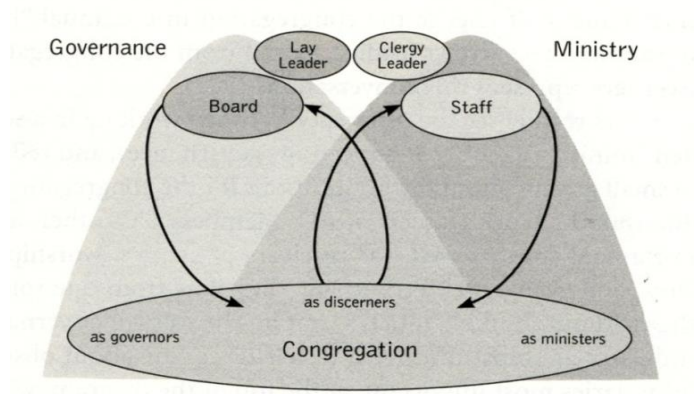
The mission statement of BSUC is the focus for the model of governance-ministry. The structure of the model is determined by the necessary ready application of its components towards the purposeful attainment of the mission. Outcomes determine process, processes determine structure.

The mission results toward which we, the congregation of BSUC, are all working to attain through our ministry may be summarized as:

- a. the intended effects to be produced
- b. the intended recipients of those effects
- c. the intended worth/cost benefit/priority of the effects.

##### 1.1.2 Philosophy of Governance

The philosophy of governance of BSUC identifies governance and ministry as the two mutually supportive spheres of leadership in the congregation. ***“The congregation of Bridge Street United Church elects a Governance Board to function as its governing body and selects a Lead Minister to act as its spiritual, programmatic and administrative leader.”***



*Representation of Governance and Ministry as Mutually Supportive Components to Attain the BSUC Mission (from Hotchkiss)*

The Board has responsibility for discernment, strategy and oversight. The Board shall delegate management of ministry decision-making to the Lead Minister.

A simple way to see the difference between governance and ministry is by the results that each kind of work produces. Both governance and ministry produce relationships, enthusiasm and renewed faith. But each also produces a distinctive set of outcomes. Governance produces policies, mission statements, goals, minutes and strategic-planning documents. Ministry produces worship services, study groups, mission trips, church and community service projects, mowed lawns and painted walls, cared-for children and renewed hope.

## **1.2 Governance & Ministry**

### **1.2.1 Governance** (board work or policy-making or oversight or trusteeship).

Governance includes the top level tasks of articulating the mission, selecting a strategy of getting there, making sure it happens by evaluation against established ends, and ensuring that people and property are protected from harm.

The structure for governance at BSUC is the Governance Board. The Board achieves those purposes

- i. through creating policies to establish the practical **ends** of the BSUC mission (including the delegation of responsibility and authority), and
- ii. by monitoring performance of itself and of the Ministry Team component (through accountability against pre-established standards).

**Hotchkiss: “When a decision has been made and written down, essentially the work of the Board has been done.”**



### 1.2.1.1 Governance Board

#### 1.2.1.1.1 Governance Board Job Description

i. The Governance Board is a unified structure for establishing policies and making governance decisions, i.e., decisions concerning the end results of ministry activities. To this end, the Governance Board will be aware of all governance-related information from The United Church of Canada and other local and regional institutions and agencies

ii. The Governance Board keeps the *mission* of the congregation in full view at all times, so that **the Governance Board acts to ensure that *the mission of the congregation can be achieved by those called, elected or appointed to manage programs and activities***. However, it does not manage the activities that bring this about.

This distinction is very important in understanding the role of the Governance Board in achieving the mission of the church.

iii. The Governance Board is accountable to the congregation for the direction of the church and for the overall success of the mission. It is to be a visionary Board that constantly seeks ways to accomplish the mission of the congregation. It is responsible for developing BSUC policies concerning the mission of the congregation and for policies relating to its own activities (governance process policies). The Board is also responsible for long-term planning.

iv. The Governance Board assumes all the duties and powers as outlined in *The Manual 2010* of The United Church of Canada.

v. exercise oversight of the Ministry activities of the church by evaluation programs

vi. engage in strategy/discernment with Staff, Ministry Teams and congregation, bearing in mind the Governance Board's "big picture" and "direction-setting" role.

**The Governance Board *governs*, it does not *manage*.**

1.2.1.1.2 Governance Board and Fiduciary Responsibility (a duty to act in faithfulness to the interest of another). The Governance Board has a fiduciary responsibility to the congregation.

In fulfilling this fiduciary responsibility, each Governance Board member has:

i. a duty of care: responsible for knowledge about Governance Board matters

ii. a duty of loyalty: acts to fulfill the mission; avoids conflict of interest

iii. a duty of obedience: obeys the policies and regulations of the church and acts only as a member of the Governance Board unit.

#### 1.2.1.1.3 Governance Board Responsibilities

The Governance Board's responsibilities form the basis for its activities, its "work".

##### **i. To articulate the Vision and Mission of the congregation**

Always with the mission in mind, the Governance Board defines its expectations about what it expects the Ministry activities to accomplish:

- the intended results of Ministry activities
- the intended recipients of those activities

##### **ii. To Evaluate Programs (Oversight)**

Those responsible for Ministry activities are accountable to the Governance Board, through the Lead Minister, unless otherwise specified by Governance Board policy. The Governance Board monitors and evaluates all Ministry programs (against pre-established criteria) in terms of their performances in working toward the mission of the congregation.

##### **iii. To Ensure Responsible Stewardship of Resources**

The Governance Board determines the acceptability of the cost/benefit ratio of programs in light of program priority in achieving the mission.

In fulfilling these duties, the Governance Board acts as a unified body; no one member or group of members can speak for the Governance Board unless so authorized by the Governance Board as a whole.

#### **1.2.2 Ministry (program leadership or staff work or administration)**

Ministry is everything else, the daily practical work of the congregation, including the rest of the decisions that must be made about what to do and how.

Ministry includes anyone who is part of the chain of practical activities that constitute the congregation's work, ordained and lay, paid and unpaid, program and administration.

The structure for ministry at BSUC is a Ministry Team model.

##### **1.2.2.1 Ministries & Their Mission-Focussed Tasks**

**i. Structuring the Staff/Ministry Teams:** Ministry Decision-maker: When the Governance Board speaks to the staff/ministry teams, it speaks to the Lead Minister, who represents the whole ministry structure to the Governance Board. Thus the Governance Board has only one person directly reporting to it.

The Governance Board establishes a policy of global delegation through which the Board delegates day-to-day decision-making to the Lead Minister, empowering that person to decide management issues, and to hold that person accountable for the performance of the staff/ministry teams. The interim

description of the policy governance board- ministry team model includes these words: “The Congregation of Bridge Street United Church --- selects a Lead Minister to act as its spiritual, programmatic and administrative leader---“ . Management decisions must be made, and the person on the scene best suited to make them is the clergy leader.

Governance Board delegation of authority with matched responsibility allows the Lead Minister to make any decision not otherwise addressed by Board policy.

Separating governance from ministry frees ministry from some limits on its growth. A team, responsible to staff (available full-time [or at least half-time]), is more flexible, timely and expandable than if it is responsible to a Board (available 10 times/year).

**ii. Ministry Teams:** begin with clarity about what is to be done. The essential qualities of an effective Ministry Team are passion, urgency, unity, problem-solving skills, and a preference for action over talk.

Teams produce practical results; worship teams, educational ministries, outreach, service, social-action teams, hospitality and caring teams, choirs and/or music teams, building maintenance teams, internal and external communications (newsletters in paper or electronic format), etc. All teams, potentially, invite people into supportive and inspiring friendships, which may in itself transform lives.

Ministry Teams need a leader who knows how to do the work, and who will accept responsibility for coordination and supervision of the team, and for the team’s performance against established criteria. The teams are made up of individuals committed to the task at hand; Teams should be able to exclude everyone who lacks commitment to that task.

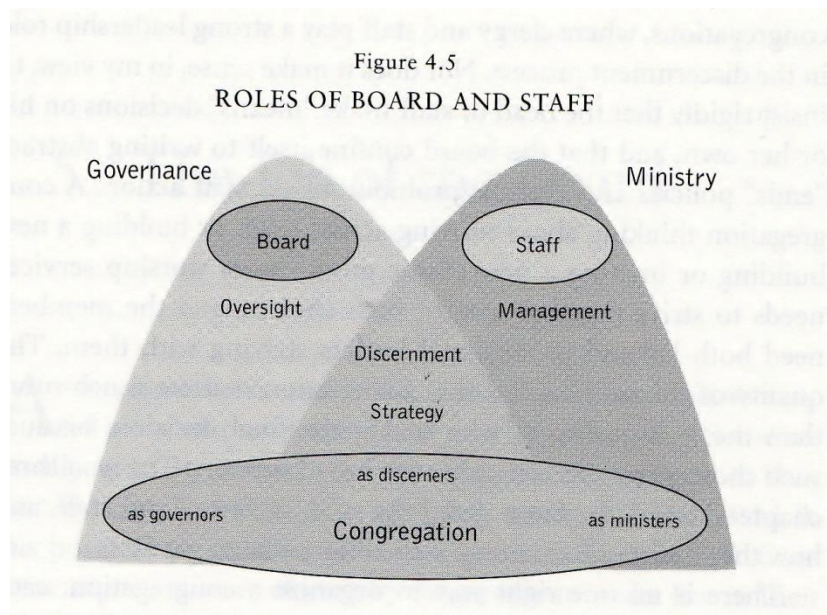
Teams can and should make many decisions about what to do and how to do it.

### **1.2.3 Interactions of Governance & Ministry (Oversight, Management, Discernment & Strategic Planning, Annual Vision of Ministry)**

Figure 4.5 (Hotchkiss) summarizes the relationships between the work of governance and of ministry, that is, the work of the church. It is distributed among 4 major areas of work: oversight, strategy, discernment and management.

**1.2.3.1 Oversight** belongs to the Governance Board, which maintains a separation from the staff to maintain sufficient objectivity to assess accountability of staff ministry teams to the Governance Board.

**1.2.3.2 Management** is the staff’s sphere. Again, separation and clear boundaries of Ministry Teams from Governance Board need to be in place. The staff is responsible (delegated from the Governance Board) for managing its internal relationships and for using the authority delegated to it to achieve the Ends established by the Governance Board.



### 1.2.3.3 Discernment, Strategic Planning, Annual Vision of Ministry

The Governance Board has responsibility for initiating and completing the processes of Discernment, Strategic Planning, and Annual Vision of Ministry. All three of these processes through which the Governance Board gathers input fall in the overlap zone of governance and ministry (Figure 4.5).

Discernment is “all that a congregation does to discover and articulate its mission”. Discernment includes publicly identifying how BSUC is to fulfill its vision and mission within the congregation and in local and global communities. Products from the discernment process will be vision and mission statements, statement of core values, identification of the “moral owners” of BSUC to whom the Governance Board is responsible, and (flowing into strategy development) an identification of the primary beneficiaries of BSUC ministry.

Flowing from the discernment process is the development of strategy, intended to delineate “What major choices have we made about how we will fulfill our mission?” The BSUC strategic planning process “indicates the major means by which the BSUC congregation will fulfill its mission over the next 5-10 years.” Strategy is making the big choices about program philosophy, outreach goals and the associated resource allocation with respect to staffing and budget. That is, the strategic process is intended to define the major general functions of governance and ministry (worship, programs, services) for BSUC, and the approximate proportion of BSUC resources committed to each function.

The defined mission purposes, namely,

the **effects** to be produced,

the **intended recipients** of those effects,

the intended **worth [cost-benefit or priority]**

are guidelines for the sequential discernment and strategic planning processes.

Following on from the completed discernment and strategic planning processes is the development of the BSUC Annual Vision of Ministry. It is intended to answer the question “In what new and different ways will we transform lives in the next 3-5 years?” The Annual Vision of Ministry specifies a short list of the BSUC Governance Board’s top priorities “with enough detail to make it possible to hold the staff accountable, but not so much that the Governance Board invades the realm of management” decisions.

The input by which the Governance Board gathers input for discernment and strategic planning occurs within the overlap zone in Figure 4.5. All members of the BSUC congregation, some “wearing hats” of Governance Board members (including the Governance Board Fiscal Policy Committee), some of staff, some of Ministry Team leaders/members, are to be offered involvement in the input processes for Discernment and Strategic Planning.

The input process for the BSUC Annual Vision of Ministry is more controlled, with that process involving Governance Board members, “senior staff and ministry leaders”.

The Governance Board has the responsibility to coordinate and facilitate the complete sequential processes of Discernment, Strategic Planning and Annual Vision of Ministry by gathering input from all appropriate perspectives. The Governance Board is then responsible for creating in a timely manner (and making openly available to the BSUC congregation) the complete Discernment, Strategic Planning and Annual Vision of Ministry documents.

When these are completed, Section 1.2.5 describes the responsibility of Lead Minister and Ministry Team leaders/members in creating the annual operational plans by which the actual ministry team work of BSUC will be done.

#### **1.2.4 Ministry & Money**

**Ministry and Money should not be separated into departments.** As a matter of best practice, it is important to remember that no goal is so purely spiritual that it requires no money, space or time; no action is so financial as to lack ethical or spiritual implications.

The budget translates the Governance Board’s approved annual vision of ministry into specifically funded Ministry Team goals and objectives. Thus, the first draft of the budget is the annual vision of ministry with its ordered priorities. “Which aspects of our Bridge Street United Church mission will be top priorities this year?” This draft is the basis for the call for proposed budgets from the Ministry Teams (the program units).

The responsibility for creating the budget within the fiscal policies set by the Governance Board is that of the staff/ministry teams, with the facilitation of the Lead Minister. The Lead Minister is required to sign off on the budget before it comes to the Governance Board. The Governance Board reviews the Budget within the context of evaluating it against its fiscal policies and pre-established global allocation

for Ministry. The Lead Minister is held accountable for achieving the annual vision of ministry within the approved budget.

(With a budget process based on priorities of ministry, annual fund raising can be based on the annual vision of ministry as well, the congregation having the expectation that achieving the annual vision of ministry is possible).

### **1.2.5 Sequence of Planning Down to the Ministry Teams**

Development of Ministry Team Annual Work Plans. This is the process that converts the Governance Board Vision and Mission into attainable GOALS & OBJECTIVES. The Goals and Objectives are planned and implemented by Ministry Teams. The overall performance of the Ministry Teams is evaluated by the Governance Board against pre-existing standards.

#### **1. Bridge Street United Church Vision.**

Involves everyone in the process- congregation

-Board

- Staff.

Articulated by the Governance Board as the final decision-maker.

#### **2. Bridge Street United Church Mission Statement.**

Involves everyone in the process- congregation

-Board

-Staff.

Articulated by the Governance Board as the final decision-maker.

#### **3. Strategic Plan-“ macro-management decisions”**

Involves everyone in the process- congregation

- Board

- Staff.

Answers the question “What major choices have we made about how we shall fulfill our mission?”

Articulated by the Governance Board as the final decision-maker.

#### **4. Annual Vision of Ministry**

Involves- Board

Senior staff

Includes reflections on vision & mission statements and strategic plan to generate a number of ideas, then ordered as priorities. These priorities are utilized to prepare the Ministry Team operational budget, within the fiscal resources approved by the Board.

Answers the question “In what new and different ways will we at BSUC transform lives in the next 1-3 years?”

#### **5. (Senior) Staff Goal-setting- based on annual vision of ministry**

## 6. Ministry Team Goal-setting and Planning Cycle

Given: the BSUC vision & mission

The BSUC strategic plan

The BSUC annual vision of ministry

BSUC Lead Minister & senior staff goals

<u>Item of Planning Cycle</u>	<u>Year 1</u>	<u>Year 2</u>	<u>Year 3</u>
1. <u>Ministry Team Purpose</u>			
2. <u>Ministry Team Priority Goals</u> (suggested number being 1-3; reviewed annually)			
3. <u>Ministry Team Landmarks</u> (for each Goal) (performance objectives each demonstrating movement toward a specified Goal)			
4. <u>Ministry Team Signposts</u> (for each Landmark) (enabling objectives each demonstrating movement toward a specified Landmark)			
5. <u>Estimated Resource Requirements for and Revenue from each Landmark</u> - Expenses to include personnel hours, operating costs (exclusive of salary) including supplies & equipment, capital costs (if any) -Revenue projected from each Landmark (if any, but “zero returns” required for planning purposes)			
6. <u>Evaluation Plan</u> -States the frequency of Ministry Team self-evaluation and criteria to be utilized in self-evaluation of Ministry Team signpost, landmark and goal outcomes. Evaluation is not for the purpose of itemizing activities, but rather for measuring outcomes.			

## Part 2: Introduction and Administration

**2.1 Reasons for Adoption.** The reasons for adopting this BPM include:

- i. Efficiency of having all ongoing board policies in one place
- ii. Ability to quickly orient new board members to current policies
- iii. Elimination of redundant or conflicting policies over time
- iv. Ease of reviewing current policy when considering new issues
- v. Providing clear, proactive policies to guide the Lead Minister, staff, and Ministry Teams
- vi. Modeling an approach to governance.

**2.2 Consistency.** Each policy in this document is expected to be consistent with the laws of Canada and Ontario, the policies, by-laws and current Manual of the United Church of Canada, and the constitution and by-laws of BSUC, all of which have precedence over these Governance Board policies. Except for time-limited or procedural-only Board decisions which are recorded in regular Board minutes, all standing policies shall be included or referred to in this document. The Lead Minister is responsible for developing organizational and administrative policies and procedures that are consistent with this BPM.

**2.3 Transition.** Whether adopted part by part or as a complete document, as soon as some version of the BPM is voted on as the “one voice” of the Governance Board, those policies are deemed to supersede any past policy that might be found in old minutes unless a prior board resolution or contract obligates the organization with regard to a specific matter. If any actual or apparent conflict arises between the BPM and other policies or Board resolutions, the matter shall be resolved by the Board Chair or by the entire Governance Board as may be appropriate.

**2.4 Changes.** These policies are meant to be reviewed constantly and are frequently reviewed and refined. The Lead Minister helps the Governance Board formulate new language in the BPM by distributing proposed changes in advance. When language is recommended for deletion, it is shown in ~~strike-through~~ format. Proposed new language is underlined. Any change to this BPM must be approved by the full Governance Board. Proposed changes may be submitted by any Board member as well as by the Lead Minister. In most cases, proposed changes shall be referred to and reviewed by the appropriate Governance Board committee before being presented to the Governance Board for action. Whenever changes are adopted, a new document shall be printed, dated, and made available to the Governance Board and staff. The previous version should be kept for review if needed for future reference.

**2.5 Specificity.** Each new policy will be drafted to fit in the appropriate place within the BPM. Conceptually, policies should be drafted from the “outside in,” i.e., the broadest policy statement should be presented first, then the next broadest, etc., down to the level of detail that the Governance Board



finds appropriate for Board action. “Below” that level, management is afforded discretion as to how it implements the policies in this BPM.

**2.6 Oversight Responsibility.** Below are the parts, the Governance Board committees primarily responsible for drafting and reviewing those parts, and the individuals given authority to interpret and make decisions within the scope of those policies:

<b><u>Part/Section</u></b>	<b><u>Oversight Committee</u></b>	<b><u>Implementation Authority</u></b>
1. Preamble	Governance Monitoring Committee	Lead Minister
2. Introduction/Administration	Governance Board	Lead Minister
3. Governance	Governance Monitoring Committee	Board Chair
4. Board—Lead Min/Staff Delegation Chair/Lead Minister	Governance Board	Board
5. Executive Parameters	-----	
5.1 General Guidance	Governance Board	Lead Minister
5.2 Finance	Fiscal Policy Committee	Lead Minister
5.3 Programs	Governance Board	Lead Minister
5.4 Communications	Governance Board	Lead Minister
5.5 Audit & Compliance	Audit Committee	Lead Minister
5.6 Miscellaneous	Governance Board	Lead Minister
6. Oversight	Governance Board	Board Chair

**2.7 Maintenance of Policies.** The Secretary shall ensure that staff members record and publish all standing policies correctly. The Lead Minister or the Lead Minister’s designee shall maintain the policies file and provide updated copies to the Governance Board whenever the policies change, or upon request. The Governance Board will ask that legal counsel review this BPM biennially to ensure compliance with the law. Discrete documents referred to in the BPM will be kept in a three-ring notebook called the Governance Board Reference Book.

## Part 3: Governance

**3.1 The Philosophy of Governance** of BSUC identifies governance and ministry as the two mutually supportive spheres of leadership in the congregation. ***“The congregation of Bridge Street United Church elects a Governance Board to function as its governing body and selects a Lead Minister to act as its spiritual, programmatic and administrative leader.”***

**3.1.1** The Governance Board shall govern primarily by discerning and articulating the congregation’s mission and vision of ministry, by setting goals and making strategic choices, by creating written policies to guide the congregation’s ministry, and by monitoring and evaluating performance of the congregation’s governance and ministry leadership.

**3.2 Board Job Description.** The job of the Governance Board is to lead the organization toward the desired performance and ensure that that performance occurs. The Board's specific contributions are unique to its trusteeship role and necessary for proper governance and management.

**3.2.1 Discernment and Strategy.** To perform its job, the Governance Board shall:

Determine the mission, values, strategies, and major goals/outcomes, to coordinate the development of an Annual Vision of Ministry, and hold the Lead Minister accountable for developing a Ministry operational plan based on these documents (see S 1.2.5).

**3.2.1.1 The Governance Board is responsible** for development of policies of discernment, strategic planning and annual vision of ministry. That responsibility shall involve creation and written declarations on behalf of BSUC for the following:

3.2.1.1.1 Our vision is: By God’s grace, our faith community strives to be vibrant, inclusive and spiritually nurturing, inviting everyone into a mature, loving and sacred relationship with the living Christ.

3.2.1.1.2 Our mission is to live the Good News of Jesus Christ, reaching out beyond ourselves to share the transforming power of faith by offering spiritual nurture within the congregation, and providing community-rooted ministries that serve the local area and outreach that responds to the needs of the wider world.

3.2.1.1.3 The values that guide all that we do are:

We value the power of Christ’s transforming and redeeming love, which calls us to:

- 1) Worship: to be creative, courageous and joyful in praise
- 2) Hospitality: to be welcoming, inclusive and respectful

- 3) Discipleship: to work together toward spiritual growth and maturity in faith
- 4) Sacred Accompaniment : to walk compassionately with others along life's journey, in the presence of Christ
- 5) Community : to live out Christ's mission in response to the world

3.2.1.1.4 The **moral owners** to whom the board feels accountable are . . .

3.2.1.1.5 The primary **beneficiaries** of our services are . . .

3.2.1.1.6 The major general **functions** and the approximate percentage of total effort that is expected to be devoted to each are . . .

3.2.1.1.7 The primary **strategies** by which we will fulfill our mission include:

1) OUTREACH: "Feed my Lambs". BSUC will offer youth and the vulnerable the presence of a loving God and a caring Christian community in their lives.

2) INREACH: "Tend my Sheep". Our privilege is to continue tending the flock by feeding the Spirit through Worship, Faith Formation Programs and Pastoral Care, honouring wisdom and life experience (especially in a culture that dismisses age).

3.2.1.1.8 The major organizational **goals** and monitoring indicators for the next three years are:

1) Governance Board Priorities:

i) To complete vision/mission, with wider community input and move on to developing a 5 year strategic plan (completed by a target date [ April 2015]).

ii) Regular ongoing discernment, visioning and strategic planning.

iii) Stewardship.

iv) Establishment of a Marketing & Communications group (responsible for communicating internally within the church community and externally within the wider community beyond the church.

v) Succession planning.

2) Ministry Priorities:

i) Variety and excellence in worship.

ii) To continue to develop ministry programs with priorities cited as:

a) Food Ministry- Inn-From-The-Cold, Thank God It's Friday.

- b) Music outreach.
- c) Programming for Youth, especially young children.
- d) Faith formation for spiritual nurturing of members of BSUC.
- iii) To explore opportunities for collaborative ministry initiatives.
- iv) To utilize more of the church's space.

**3.2.2 Oversight.** The Governance Board shall delegate the responsibility with proportionate authority for operational decision-making to the Lead Minister. Those responsible for Ministry activities are accountable to the Governance Board, through the Lead Minister, unless otherwise specified by Governance Board policy. The Governance Board monitors and evaluates all Ministry programs (against pre-established criteria) in terms of their performances in working toward the mission of the congregation. .

**The Governance Board shall:**

**3.2.2.1** Delegate to the Lead Minister the responsibility and authority to develop an annual ministry operational plan. The annual operational plan shall be based on the policies in this BPM, shall cross-reference activities in the plan to the relevant sections of this BPM, shall be modified by the Lead Minister as necessary through the church year, and to provide copies of the operational plan to the Board for information by April 1 each year, and to inform the Governance Board in a timely manner of any modification.

**3.2.2.2** Determine the executive parameters within which the Lead Minister is expected to achieve the goals/outcomes

**3.2.2.3** Monitor the performance of BSUC relative to the achievement of the goals/outcomes within the executive parameters.

**3.2.2.4** Evaluate and constantly improve Governance Board performance as the Governance Board, and set expectations for Board members' involvement as volunteers

**3.2.2.5** Maintain and constantly improve all ongoing policies of the Board in this BPM.

**3.2.2.6** Select, fairly compensate, nurture, evaluate annually, and, if necessary, terminate a Lead Minister, who functions as the Board's sole agent.

**3.2.2.7** Ensure financial solvency and integrity through policies and behaviour

**3.2.2.8** Require periodic financial and other external audits to ensure compliance with the law and with good practices.

**3.2.2.9** Establish and maintain an effective communication relationship with the United Church Women of the Bridge Street Church Pastoral Charge. The relationship is intended to be bidirectional, regularly scheduled and timely. The contents shall be complete with respect to Governance Board policies and actions which shall be of interest to the UCW of the BSC Pastoral Charge. The Governance Board shall encourage the UCW to offer timely and complete information on BSC UCW communications, policies and activities which would inform and assist the Governance Board in its role.

**3.3 Governance Board Fiduciary Responsibility.** The Governance Board has a fiduciary responsibility to the congregation. (a fiduciary is anyone whose duty is to act in faithfulness to the interest of another, even at cost to oneself). The Board's ultimate responsibility is the degree to which the BSUC mission has been accomplished.

In fulfilling this fiduciary responsibility, each Governance Board member has:

- i. **a duty of care:** is responsible for knowledge about Governance Board matters
- ii. **a duty of loyalty:** acts to fulfill the mission; avoids conflict of interest
- iii. **a duty of obedience:** obeys the policies and regulations of the church and acts only as a member of the Governance Board unit.

### **3.4 Governance Board Members**

**3.4.1 Governance Board Member Skills and Attributes.** In nominating members for the Governance Board, the Board Nomination Committee shall be guided by the Board-approved profile. (Annex A, Appendix 1) .

**3.4.2 Board Members' Code of Conduct.** The Governance Board expects of itself and its members ethical and businesslike conduct.

**3.4.2.1** Board members must represent unconflicted loyalty to the interests of the entire organization, superseding any conflicting loyalty such as that to family members, advocacy or interest groups, and other boards or staffs of which they are members. Board members must avoid any conflict of interest with respect to their fiduciary responsibility. There must be no self-dealing or conduct of private business or personal services between any board member and the organization except as procedurally controlled to assure openness, competitive opportunity, and equal access to "inside" information.

**3.4.2.2** Each board member is expected to complete and sign an Annual Affirmation and Conflict of Interest Statement (see tab \_\_ of the Board Reference Book), which covers, *inter alia*, Board conflicts of interest, in accordance with the laws of Ontario governing not-for-profit organizations, and other expectations of board members.

**3.4.2.3** Board members will make no judgments of the Lead Minister or of staff performance except as the performance of the Lead Minister is assessed against explicit Board policies and agreed-upon performance objectives.

**3.4.2.4** Each Board member is expected to attend Board meetings regularly. If a board member misses 3 meetings or more in a 6 month period, or 6 meetings or more in a calendar year, an automatic motion of expulsion of that member from the Board shall appear on the discussion agenda of the board meeting following that 6 or 12 month time period.

**3.4.2.5** Governance Board Financial Contributions. Every board member is expected to be a donor of record in each calendar year. Expenses incurred to fulfill board activities normally can be an individual tax deduction; however, any board member may submit for reimbursement any expenses incurred to attend Board or committee meetings.

**3.4.3 Orientation.** Prior to election, the Board Nomination Committee shall provide each nominee with this BPM, adequate briefings on the role of the Governance Board, officers, Board members and Ministry Teams and staff and an overview of programs, plans, and finances. Soon after election, the Board Governance Monitoring Committee will provide each new Board member with more comprehensive orientation material and training.

**3.4.4 Governance Board Member Terms of Office:** Length of Term, Second Consecutive Term, Biennial Renewal of Terms

3.4.4.1 Governance Board members shall be elected annually at the BSUC Annual Congregational Meeting for an initial two (2) year term.

3.4.4.2 Governance Board members may be elected for one (1) further two (2) year term, following which second two (2) year term, the member must be absent from the Governance Board for a minimum of two (2) years. See also 3.4.4.3.

3.4.4.3 The incoming Chair of the Governance Board, only, may serve all or part of a third two (2) year term consecutively, if the appointment as Chair begins at the AGM following completion of that member's second two (2) year term on the Governance Board. If the appointment as Chair is terminated prior to the end of that third term, the member must then resign from the Governance Board and satisfy the requirements of S 3.4.4.2 prior to re-election to the Governance Board.

3.4.4.4 Biennial Renewal. a) Once a fully populated Governance Board is established (11 members), ½ of Board members' terms will expire at the Congregational AGM in odd-numbered years; ½ Board members' terms will expire at the Congregational AGM in even-numbered years.

b) In 2015, the ½ Board members whose terms will end at AGM 2016 will be chosen either by voluntary resolution or by lot amongst all of the Governance Board members.

**3.5 Board Covenant** The board will approach its task with a style that emphasizes outward vision rather than an internal preoccupation, encouragement of diversity in viewpoints, strategic leadership more than

administrative detail, clear distinction of Governance Board and staff/Ministry Team roles, and pro-activity rather than reactivity. In this spirit, the Governance Board will:

**3.5.1** Enforce upon itself and its members whatever discipline is needed to govern with excellence. Discipline shall apply to matters such as attendance, respect for clarified roles, speaking to management and the public with one voice, and self-policing of any tendency to stray from the governance structure and processes adopted in these board policies.

**3.5.2** Be accountable to the congregation of BSUC, other stakeholders and the community for competent, conscientious, and effective accomplishment of its obligations as a body. It will allow no officer, individual, or committee of the Board to usurp this role or hinder this commitment.

**3.5.3** Monitor and regularly discuss the Governance Board's own processes and performance, seeking to ensure the continuity of its governance functions by selection of capable directors, orientation and training, and evaluation.

**3.5.4** Be an initiator of policy, not merely a reactor to staff initiatives. The Governance Board, not the staff, will be responsible for board performance.

### **3.6 Board Self-Government**

**3.6.1 Board Meetings.** Board events often will include time for guest presenters, interaction with staff and beneficiaries, board training, and social activities, as well as business sessions. Policies that are intended to improve the process for planning and running meetings follow:

**3.6.1.1** The schedule for Board meetings shall be set two years in advance.

**3.6.1.2** Minutes and the updated BPM shall be sent to Governance Board members within 14 days of Board meetings.

**3.6.1.3** Regular Board meetings shall be held \_\_\_\_ times a year preceded by a reminder notice approximately 30 days in advance of the meeting date. The January meeting shall include a review of the planning and budgeting for the upcoming year. The June meeting shall include a review of the performance of the Lead Minister and the organization for the past year. Special meetings of the Board can be called according to the bylaws.

**3.6.1.4** The Governance Monitoring Committee of the Governance Board shall prepare a meeting evaluation form for completion by each board member who attends the board meeting. The completed forms shall be reviewed, analyzed, and summarized by the Governance Monitoring Committee, which shall report the results of the meeting evaluation to the Governance Board members within two weeks of the Board meeting.

### **3.6.2 Board Agenda**

**3.6.2.1 Agenda Team:** the Governance Board empowers an agenda team comprised of the Board Chair, the Lead Minister, the church secretary to be responsible for setting the tentative Board meeting agenda in consultation with Governance Board Committee chairs, and for developing the pre-meeting Board member information package. The package shall contain a tentative Board meeting agenda, previous minutes, monitoring activities, all reports to the Board, recommendations for policy review (at the request of the Governance Monitoring Committee), supporting documents and other relevant material. The package shall be distributed electronically to all Governance Board members no later than 7 days in advance of Governance Board meetings.

**3.6.2.2** All reports for the Governance Board meeting must be sent electronically to the church secretary no later than close-of-business 10 days in advance of the Board meeting. Late reports shall be held over until the next Governance Board meeting.

3.6.2.2.1 All reports must be in writing, and are limited to 4 pages or less.

3.6.2.2.2 Any report containing proposed action by the Board must state that recommendation in form of a motion, placed at the top of that report.

**3.6.2.3** The Governance Board agenda shall consist of a consent agenda and a discussion agenda. The consent agenda shall appear as a single line item at the beginning of the “Previous Business” section of the Board agenda, and shall include items requiring Board action that the agenda team do not believe require discussion or debate.

The discussion agenda for each meeting shall be limited to 3 items or less, each with an allocated amount of meeting time noted in the agenda, all of which items relate to the Governance Board roles of Discernment, Strategy development, and Oversight.

**3.6.2.4** The agenda team shall refuse any request for the Governance Board to act on a management/Ministry item. The agenda team shall refer any such item to the Lead Minister for distribution to the appropriate Ministry Team leader.

The agenda team may place a related policy item on the Board meeting consent or discussion agenda if appropriate.

### **3.6.3 Governance Board Minutes of Meetings**



**3.6.3.1** The Board Secretary shall record the minutes. In the absence of the Secretary, the Chair shall designate a member of the Board to record the minutes. Minutes recorded by a designate shall be forwarded immediately to the Secretary for final formatting and distribution.

**3.6.3.2** The minutes shall be a complete and accurate record of the activities of the meeting.

**3.6.3.3** The minutes shall record the names of members in attendance, members absent and corresponding members, if any.

**3.6.3.4** The recording of motions shall include the mover, seconder, motion and outcome. Abstentions shall be noted by name if requested. Motions shall be numbered sequentially on an annual basis; e.g. 14.01.2013-01 (day.month.year-motion number).

**3.6.3.5** The record of the discussion of motions, if any, shall be a brief summary.

**3.6.3.6** A concise summary of Board discussions which do not conclude in motions, e.g., visioning, strategizing, planning, shall be appended to the minutes. The minutes shall record the fact of the discussion and any further action to be taken.

**3.6.3.7** The draft minutes shall be distributed electronically to members within 14 days of the meeting.

**3.6.3.8** Official minutes of all Board meetings shall be retained in an electronic file and hard copy file in the church office. A binder of hard copies of all minutes shall be retained in the church office, available to any member of the congregation.

**3.6.3.9** At the conclusion of the year, the Secretary shall make an index of that year's minutes to be kept on record with the official copies of the minutes.

## **3.7 Roles of Officers of the Governance Board**

### **3.7.1 Role of the Governance Board Chair.**

The job of the Governance Board Chair is, primarily, to maintain the integrity of the board's processes. The Chair "manages the board."

**3.7.1.1** The Chair is the only board member authorized to speak for the board, other than in specifically Board-authorized instances.

**3.7.1.2** The Chair ensures that the Board behaves in a manner consistent with its own rules and those legitimately imposed upon it from outside the organization. Meeting discussion content will be those issues that, according to board policy, clearly belong to the board to decide, not to staff.

**3.7.1.3** The authority of the Chair consists only in making decisions on behalf of the board that fall within and are consistent with any reasonable interpretation of Board policies in Parts 3 and 4 of this BPM. The Chair has no authority to make decisions beyond policies created by the Board.

3.7.1.3.1 Therefore, the chair has no authority to supervise or direct the Lead Minister's work, but is expected to maintain close communication with, offer advice to, and provide encouragement to the Lead Minister and staff on behalf of the Board.

### **3.7.2 Role of the Governance Board Vice-Chair**

The role of the Governance Board Vice-Chair is to replace the Chair of the Governance Board: i. on request of the Chair; or ii. on request of the majority of the Governance Board in the context of an absence of the Chair from a duly constituted meeting of the Governance Board, or of an alleged conflict-of-interest of the Chair with respect to an agenda item, or of any other reason deemed relevant by the Governance Board. During the replacement of the Chair by the Vice-Chair, the Vice-Chair shall have all the powers of the Chair and shall be bound by all limitations of the Chair as in the Governance Board Policy Manual. (BPM V8.0 Sections 2.6; 3.7; 3.71-3.7.1.3.1; 3.8.7.2; 5.5.1.2; 6.2.2.)

### **3.7.3 Role of the Governance Board Secretary**

The Board Secretary is an officer of the Governance Board whose purpose is to ensure the integrity of the Board's documents.

**3.7.3.1** The assigned result of the secretary's role is to ensure that all Board documents and filings are accurate and timely.

3.7.3.1.1 Policies will be current in their reflection of Governance Board policy decisions. Board decisions upon which no subsequent decisions are intended to be based (such as consent agenda approval, motions to adjourn, staff or Board member recognition) shall not be placed in the Board Policy Manual.

3.7.3.1.2 Minutes and policies will be an accurate and complete record of Board decisions, taken in compliance with Section 3.6.3 "Board Minutes".

**3.7.3.2** The authority of the Governance Board Secretary is access to and control over Governance Board documents.

## **3.8 Governance Board Committees**

**3.8.1** The Governance Board shall retain only those existing committees that relate directly to its primary roles of Discernment, Strategic Planning and Oversight. Other Governance Board committees are created only to assist in fulfilling the roles of the Governance Board, and to assist in ensuring the success of the Board's own governance responsibilities.

**3.8.1.1** “A committee is the creature of its parent, and should do only its parent’s work. The test of whether a committee should remain a board committee or become a Ministry Team is to see where the products of its work go. If a committee takes assignments from the board, and its reports help the board to do appropriate work, then it is a board committee. If its work produces or supports a program or activity, especially if it works primarily with a staff member (paid or unpaid), it is better called a ministry team”.

**3.8.2** Governance Board Committees help the Governance Board be effective and efficient. They speak "to the board" and not "for the board." Unless authorized by the whole Board, a committee may not exercise authority that is reserved to the whole Board by the bylaws of BSUC or by the laws of Ontario governing not-for-profit organizations.

**3.8.3** Governance Board committees shall not advise staff nor exercise authority over staff.

**3.8.4** Governance Board committees may be permanent (standing 3.7.5), annual (3.7.6) or *ad hoc* “task groups” (3.7.7).

**3.8.5 Standing Committees:** Once committees are created by the Governance Board, the Board Chair with the advice of the Board Nominating Committee shall recommend committee chairs and members for one-year terms, subject to Board approval. The Board Chair and the Lead Minister shall be *ex officio* members of all committees except the Audit and Compliance Committee. The Lead Minister shall assign one senior staff member to assist with the work of each committee.

**3.8.5.1 The Governance Board Fiscal Policy Committee.** The Fiscal Policy Committee shall assist the Board in its oversight of BSUC finances. It is responsible for ensuring that Board members have adequate understanding of the congregation’s financial status and goals.

The Board Fiscal Policy Committee:

3.8.5.1.1 shall develop and recommend to the Board those financial principles, plans, and courses of action that provide for mission accomplishment and organizational financial well-being.

3.8.5.1.2 shall make recommendations with regard to the level and terms of indebtedness, cash management, investment policy, risk management, financial monitoring and reports, employee benefit plans, signatory authority for expenditures, and other policies for inclusion in the BPM that the committee determines are advisable for effective financial management.

3.8.5.1.3 consistent with this responsibility, the Board Fiscal Policy Committee shall review the annual budget and submit it to the board for its approval.

3.8.5.1.4 following direction from the Governance Board, the Fiscal Policy Committee shall coordinate congregational fund-raising through the Governance Board Fund-Raising Committee.

3.8.5.1.5 has no management authority, and shall not participate in day-to-day financial decision-making.

3.8.5.1.6 shall report policy issues of concern to the Governance Monitoring Committee, including recommendations for review, revision or creation. Those issues of concern are to be noted in the Fiscal Policy Committee report to the next Governance Board meeting.

**3.8.5.2. Governance Board Human Resources Committee .** The Human Resources Committee shall assist the Board in its oversight of BSUC personnel resources, full and part-time, paid and unpaid, ordained and lay. It shall ensure that Board members have an adequate understanding of the BSUC workplace environment as it affects BSUC personnel.

The Human Resources Committee:

3.8.5.2.1 is responsible for ensuring BSUC workplace compliance with applicable legislation and regulations.

3.8.5.2.2 is responsible for ensuring compliance with Board policy on staff concerns and grievances.

3.8.5.2.3 has no management authority, and shall not participate in day-to-day personnel decision-making.

3.8.5.2.4 should not evaluate staff with the one exception of the Lead Minister.

3.8.5.2.5 shall monitor the performance of the Lead Minister on a pre-scheduled basis and report to the Board on the accountability of the Lead Minister against the pre-determined criteria of operational achievement.

3.8.5.2.6 shall obtain signed Annual Affirmation and Conflict of Interest statements from all Board members.

3.8.5.2.7 shall, at the direction of the Governance Board, investigate all instances of alleged Board member conflict of interest, and report to the Board.

3.8.5.2.8 shall, at the direction of the Governance Board, review all occurrences in which a Board member fails in duties or disrupts the work of the Board, and report to the Board.

3.8.5.2.9 shall direct in writing a notice to a Board member when that Board member is within one meeting of a notice of automatic expulsion from the Board for non-attendance.

3.8.5.2.10 shall report policy issues of concern to the Governance Monitoring Committee, including recommendations for review, revision or creation. Those issues of concern are to be noted in the Personnel/Human Resources Committee report to the next Governance Board meeting.

**3.8.5.3 Governance Board Governance Resource Committee.** The Governance Resource Committee of the Board shall help the Board to understand and fulfill its role in governance.

The Governance Resource Committee:

3.8.5.3.1 shall assist the Governance Board in developing policies pertaining to governance.

3.8.5.3.2 shall provide any necessary information and resources on the governance model to board members, and assist as necessary with the orientation and training of new board members.

3.8.5.3.3 shall be a resource for the evaluation of Governance Board's performance consistent with the GBPM following each Board meeting.

3.8.5.3.4 shall provide resources and support for the annual board self-evaluation process.

3.8.5.3.5 shall provide guidance as necessary to the Board on the process for policy review, revision and creation.

**3.8.5.4 Other standing committees** as established by the Governance Board

**3.8.6 Annual Committees:** Annual committees assemble on a motion by the Governance Board, complete their work with their report to the Governance Board, and then disband. Once committees are created by the Governance Board, the Board Chair with the advice of the Board Nominating Committee shall recommend committee chairs and members for the duration of committee existence, subject to Board approval.

**3.8.6.1 Governance Board Audit Committee.** This committee shall oversee the organization's internal accounting controls and shall oversee internal compliance with relevant legislation and regulations on an annual basis. It shall report directly to the Board on completion of its work.

The Audit Committee:

3.8.6.1.1 shall recommend external auditors for board approval.

3.8.6.1.2 shall review the external auditors' annual audit plan.

3.8.6.1.3 shall review the annual report, the management letter, the results of the external audit and shall have an annual private conversation with the auditor.

3.8.6.1.4 shall be responsible for oversight of regulatory compliance, policies and practices regarding corporate responsibility, and ethics and business conduct-related activities, including compliance with all Canadian federal and Ontario provincial laws governing tax-exempt entities.

3.8.6.1.5 shall ensure that the Lead Minister maintain a list of compliance actions and reports that are required of a non-profit organization, and shall periodically request that the list be submitted for inspection by the Audit Committee.

3.8.6.1.6 shall contract, on a biennial basis, starting in \_\_\_\_\_, for a legal review of the BSUC compliance with the pertinent laws and regulations and make the results of the review available to the Governance Board Fiscal Policy Committee, which, in turn, will report to the Board on the overall status of BSUC with respect to compliance matters, including any current problems or anticipated problems with regulatory authorities.

**3.8.6.2 Governance Board Nominating Committee:** This committee shall report directly to the Board.

The Nominating Committee:

3.8.6.2.1 shall develop a roster of potential Board members based on the board profile.

3.8.6.2.2 shall propose all new board members and officers for nomination by the Board.

3.8.6.2.3 shall report policy issues of concern to the Governance Monitoring Committee, including recommendations for review, revision or creation. Those issues of concern are to be noted in the next Personnel/Human Resources Committee report to the Governance Board.

**3.8.6.3 Governance Board Fund-raising Committee.** On receipt of the approved annual budget from the Governance Board Fiscal Policy Committee and consequent direction from the Fiscal Policy Committee, the Fund-raising Committee shall develop and maintain a fund-raising plan to be reviewed/revised annually.

3.8.6.3.1 The fund-raising plan shall include, at a minimum, an annual objective, planned results from direct mail, major donor initiatives, planned giving, Web-based giving, along with results for each initiative from the previous fiscal year.

3.8.6.3.2 Such plan shall be provided to the Governance Board Fiscal Policy Committee for review each March, and through the Fiscal Policy Committee to the Governance Board for approval each April.

3.8.6.3.3 On receiving notice of approval for the annual plan through the Fiscal Policy Committee, the Fund-Raising shall implement, coordinate and supervise fund-raising initiatives for BSUC.

3.8.6.3.4 Total direct and indirect expenses for fund-raising shall not exceed \_\_\_ % of the total fund-raising budget.

3.8.6.3.5 Donor Bill of Rights. The Fund-raising Committee shall develop a Donor Bill of Rights and provide the latest version to the Board.

This shall include the following restrictions: the Fund-raising Committee may:

3.8.6.3.5.1 not allow the names of donors to be revealed outside the organization.

3.8.6.3.5.2 not represent to a donor that an action will be taken that violates Board policies.

3.8.6.3.5.3 not fail to honour a request from a donor as to how her/his contribution is to be allocated.

3.8.6.3.5.4 not fail to confirm receipt of a donor's contribution.

3.8.6.3.5.5 not fail to send a donor an annual summary of donations.

3.8.6.3.6 Training. The Fund-raising Committee shall ensure that appropriate members of the Governance Board and staff receive annual training in new fund-raising techniques and shall budget for such expenses.

3.8.6.3.7 shall report policy issues of concern to the Governance Monitoring Committee, including recommendations for review, revision or creation. Those issues of concern are to be noted in the next Fund-raising Committee report to the Governance Board.

**3.8.6.4 Other annual committees as established by the Governance Board.**

**3.8.7 Ad hoc/temporary/task forces/advisory groups:** To increase its knowledge base and depth of available expertise, and to assist in the completion of time-limited goals and responsibilities, the Governance Board supports the use of advisory groups and task forces of qualified advisers in both the domains of governance and ministry. Such ad hoc groups are formed to prepare for the Governance Board to have a full conversation within its responsible areas of Discernment, Strategic Planning and Oversight. This may include topics on worship, religious education, social outreach, fellowship, new-member ministry, major resource decisions. The work of the ad hoc task group may be framing open questions, gathering data, assigning advance homework for Board members, hiring a facilitator, etc.

**3.8.7.1** It is not the role of the ad hoc task group to recommend specific outcomes to the Governance Board, for if a question is appropriate for the Board to resolve, it is appropriate for the Board to have a rich and full conversation about it.

**3.8.7.2** Either the Governance Board Chair or the Lead Minister may form a task force. The Chair or Lead Minister shall notify the Board of its formation, purpose, and membership no later than the next Governance Board meeting.

## **Part 4: Board–Lead Minister**

**4.1 Change of Lead Minister Personnel.** BSUC shall follow the processes for Lead Minister transition as documented in the current Manual of The United Church of Canada, and as directed by Presbytery.

**4.2 Delegation to the Lead Minister.** While the Governance Board’s job is generally confined to establishing high-level policies, implementation and subsidiary policy development are delegated to the Lead Minister.

**4.2.1** All Board authority delegated to staff is delegated through the Lead Minister, in collaboration with the Personnel Ministry Team, so that all authority and accountability of staff—as far as the Board is concerned—is considered to be the authority and accountability of the Lead Minister.

4.2.1.1 the Lead Minister is hereby delegated authority and responsibility to make all operational decisions, adopt administrative policies, and allocate congregational resources within the limits and consistent with the direction of Governance Board policies.

**4.2.2** Introduction and Administration Policies (Part 2) direct the Lead Minister to achieve certain results. Executive Parameters policies (Part 5) define the acceptable boundaries of prudence and ethics within which the Lead Minister is expected to operate. The Lead Minister is authorized to establish all further policies, make all decisions, take all actions, and develop all activities as long as they are consistent with any reasonable interpretation of the Governance Board’s policies in this BPM.

**4.2.3** The Governance Board may change its policies during any meeting, thereby shifting the boundary between Board and Lead Minister domains. Consequently, the Board may change the latitude of choice given to the Lead Minister, but so long as any particular delegation is in place, the Board and its members will respect and support the Lead Minister’s choices. This does not prevent the Board from obtaining information in the delegated areas.

**4.2.4** Except when a person or committee has been authorized by the Governance Board to incur some amount of staff cost for study of an issue, no board member, officer, or committee has authority over the Lead Minister. Only officers or committee chairs may request information, but if such a request—in the Lead Minister’s judgment—requires a material amount of staff time or funds or is disruptive, it may be refused, until the Board Chair determines that the task is important for Board work.

### **4.3 Lead Minister Roles and Responsibilities**

**4.3.1** The Lead Minister shall lead and direct the spiritual, programmatic and administrative work of BSUC.

**4.3.2** As the Governance Board's single official link to the operating organization, Lead Minister



performance will be considered to be synonymous with organizational performance as a whole.

Consequently, the Lead Minister's job contributions can be stated as performance in two areas:

(a) organizational accomplishment of the major organizational goals in Section 2.8, and (b) organization operations within the boundaries of prudence and ethics established in board policies on Executive Parameters.

**4.4 Communication and Counsel to the Board.** With respect to providing information and counsel to the Governance Board, the Lead Minister shall keep the Board informed about matters essential to carrying out its policy duties. Accordingly, the Lead Minister shall:

**4.4.1** Inform the Board of relevant trends, anticipated adverse media coverage, and material external and internal changes, particularly changes in the assumptions upon which any Board policy has previously been established, always presenting information in as clear and concise a format as possible.

**4.4.2** Relate to the Board as a whole except when fulfilling reasonable individual requests for information or responding to officers or committees duly charged by the board.

**4.4.3** Report immediately any actual or anticipated material noncompliance with a policy of the Board, along with suggested changes.

#### **4.5 Absence of Lead Minister.**

##### **4.5.1 Planned Absence of the Lead Minister**

When the Lead Minister is planning to be away for a period of time, (e.g. for vacation, study leave, or other pre-planned absence for any reason), a designate shall be appointed to deal with the day to day operational issues of the church. In addition, worship leadership shall be arranged in advance in consultation with the Worship Ministry Team, covering the period of time during which the Lead Minister is planning to be away.

##### **4.5.2 Unplanned Absence of the Lead Minister**

**4.5.2.1** In the absence or non-availability of the Lead Minister, in the absence of a pre-designated individual having been delegated authority for a particular decision or project, and with the requirement for a decision to be made prior to availability of the Lead Minister, then authority, responsibility and accountability for that decision will be vested in the relevant Ministry Team Leader.

**4.5.2.2** In that circumstance, following consultation with his/her Ministry Team and, where appropriate, following consultation with other ministerial staff person(s), the Ministry Team Leader is authorized to make any necessary decisions and to initiate implementation of actions consequent to the decision.

4.5.2.3 When acting in this capacity, the Ministry Team Leader shall follow the guidelines set out in the Governance Board Policy Manual, including guidelines pertaining to Fiscal Policy.

4.5.2.4 When acting in this capacity, the Ministry Team Leader shall keep the relevant ministerial staff person(s) informed of these actions in writing in a timely manner.

4.5.2.5 In a situation where the above is not possible, the Ministry Team Leader shall inform the Chair of the Governance Board of such decisions and actions in writing in a timely manner.

**4.6 Board Reference Book and Web Site** In addition to reports that the Lead Minister may choose to make to the board, the Lead Minister shall, with the assistance of the Governance Board recording secretary and the Office Administrator, develop and maintain a Board Reference Book with all pertinent documents to which board members might want to refer during board and committee meetings (e.g., this BPM, organization chart, recent Governance Board and Ministry Team minutes, Board committee and Ministry Team rosters, list of key volunteers/consultants, board documents referred to in this BPM, etc.).

## **Part 5: Executive Parameters for the Lead Minister**

**5.1 General Guidance.** The purpose of Part 5 of the BPM is to detail those executive parameters that will guide the Lead Minister and the staff as they accomplish the mission. These parameters are intended to free the Lead Minister and the staff to make timely decisions without undue Governance Board involvement.

The Governance Board expects that the Lead Minister will do nothing that is illegal, unethical, or imprudent. Beyond these general parameters, the board details its executive parameters in the major sections that follow in Part 5.

**5.2 Staff Treatment.** With respect to treatment of paid and volunteer staff, the Lead Minister may not cause or allow conditions that are inhumane, unfair, or undignified.

### **5.2.1 The Lead Minister shall:**

5.2.1.1 develop and maintain an employee manual that is reviewed annually by competent legal counsel and

5.2.1.2 provide copies of this manual to the board for information around April 1 of each year.

### **5.2.2 The Lead Minister shall not:**

5.2.2.1 Discriminate among employees on other than clearly job-related, individual performance or qualifications.

5.2.2.2 Fail to take reasonable steps to protect staff from unsafe or unhealthy conditions.

5.2.2.3 Withhold from staff a due process, unbiased grievance procedure.

5.2.2.4 Discriminate against any staff member for expressing an ethical dissent.

5.2.2.5 Fail to acquaint staff members with their rights under this policy.

**5.3 Finance Parameters.** The Lead Minister must ensure that the financial integrity of the organization is maintained at all times; that proper care is exercised in the receiving, processing, and disbursing of funds; and that financial and nonfinancial assets are appropriately protected.

**5.3.1 Budgeting.** The budget during any fiscal period shall not (a) deviate materially from the board's goals and priorities listed in Part 2, (b) risk fiscal jeopardy, or (c) fail to show a generally acceptable level of foresight. Accordingly, the Lead Minister may not cause or allow budgeting that:

5.3.1.1 Contains too little detail to (a) enable accurate projection of revenues and expenses, (b) separate capital items from operational items, (c) monitor cash flow and subsequent audit trails, and (d) disclose planning assumptions.

5.3.1.2 Anticipates the expenditure in any fiscal year of more funds than are conservatively projected to be received in that period.

5.3.1.3 Reduces the current assets at any time to less than twice current liabilities or allows cash to drop below a safety reserve of \$\_\_\_\_\_ at any time.

5.3.1.4 Provides less than \$\_\_\_\_\_ for board prerogatives during the year, such as costs of the annual audit and board development.

5.3.1.5 Is not derived from the strategic plan.

**5.3.2 Financial Controls.** The Lead Minister shall exercise care in accounting for and protecting the financial assets of the organization. To this end, the Lead Minister is expected to incorporate generally accepted accounting principles and internal controls in the financial systems that are employed in the organization.

In addition, the Lead Minister may not:

5.3.2.1 Receive, process, or disburse funds under controls insufficient to meet the board appointed auditor's standards.

5.3.2.2 Approve an unbudgeted expenditure or commitment of greater than \$2000 or 10% of a ministry team's budget (whichever is less), without the approval of the full board.

**5.3.3 Asset Protection.** The Lead Minister may not allow assets to be unprotected, inadequately maintained, or unnecessarily risked.

Accordingly, the Lead Minister may not:

5.3.3.1 Fail to insure against theft and casualty losses to at least 80 percent of replacement cost and against liability losses to board members, staff, or the organization itself beyond the minimally acceptable prudent level.

5.3.3.2 Allow non-bonded personnel access to material amounts of funds.

5.3.3.3 Subject office equipment to improper wear and tear or insufficient maintenance.

5.3.3.4 Unnecessarily expose the organization, its Governance Board, or its staff to claims of liability.

5.3.3.5 Make any major purchase of over \$\_\_\_\_\_ without sealed bids or some other demonstrably prudent method of acquisition of quality goods, or any purchase of over \$\_\_\_\_\_ without a written record of competitive prices, or any purchase wherein normally prudent protection against conflict of interest has not been provided.

5.3.3.6 Acquire, encumber, or dispose of real property without Board approval.

**5.3.4 Investment Principles .** The Lead Minister shall follow the policies approved by the Governance Board with respect to investment of operating capital. (See Annex B: Bridge Street United Church Governance Board Investment Policy Guidelines)

**5.4 Program Parameters.** In general, the Lead Minister is expected to establish, maintain, and eliminate programs and services to achieve the mission and goals of Bridge Street United Church in the most effective and efficient manner.

**5.4.1** The Lead Minister must assess annually all existing and proposed new ministry initiatives/programs/services/ministry teams, to confirm the consistency of the initiative with the vision, mission, annual vision of ministry, and ministry annual operational plan of BSUC. The assessment shall consider for each ministry initiative i. the planned results to be achieved, ii. The intended benefits, iii. the relative worth/ cost benefit.

**5.5 Communication Parameters .** The various efforts to represent Bridge Street United Church to the public (media, public relations, fund-raising, new member recruitment, etc.) shall be integrated sufficiently that the Bridge Street United Church image in the external world is positive and effective.

**5.5.1 Public Affairs.** The Lead Minister shall exercise care in representing that BSUC is a charitable, mission-centered, listening organization and shall develop policies and procedures for communicating with primary stakeholders and the public at large in a way that reinforces that image.

5.5.1.1 Communications Plan. The Lead Minister shall develop and maintain a communications plan, shared with the Board as appropriate, that describes how BSUC will communicate with its various stakeholders. The plan shall identify the stakeholder segments, how BSUC will both speak and listen to each segment, and who is allowed to speak for the BSUC. The plan shall also include the role of Board members both as “listeners” and as “speakers” for the organization.

5.5.1.2 Communications Restrictions. To preserve the image of BSUC in the community, the Lead Minister and any designee are the only spokespersons authorized to speak for BSUC, and the Board Chair is the only spokesperson for the Board. None of the spokespersons may represent BSUC in any way that is inconsistent with the policies in Part 2 of this BPM; make statements that may be perceived as supporting a political party or platform; be the author of an article, book, or publication that includes classified or sensitive information about BSUC; or engage in lobbying activities at any governmental level without prior permission from the Governing Board.

**5.6 Audit and Compliance Parameters.** The Lead Minister shall take the necessary steps to ensure the integrity of our systems and procedures; to see that they comply with all pertinent legal, regulatory, and professional requirements; and to report to the board any material variations or violations.

**5.6.1 Annual External Audit.** An independent auditor will be hired and supervised by the Audit Committee, after a careful selection and annual evaluation. The Lead Minister shall work with the auditor to gain a clear opinion on the annual financial statements and respond in detail to items in the auditor's management letter concerning opportunities to improve systems and procedures related to financial controls.

**5.6.2 Internal Compliance.** Following the direction of the Governance Board Audit Committee, the Lead Minister shall meet all requirements for complying with Canadian federal, Ontario provincial, or local laws and regulations.

5.6.2.1 The Lead Minister shall maintain a list of compliance actions and reports that are required of a non-profit organization, and shall periodically submit the list for inspection by the Audit Committee, which, in turn, will report to the Governance Board on the overall status of BSUC with respect to compliance matters, including any current problems or anticipated problems with regulatory authorities.

## Part 6: Oversight

**6.1 Monitoring Lead Minister Performance.** The purpose of monitoring is to determine the degree to which the mission is being accomplished and Governance Board policies are being fulfilled. Information that does not do this shall not be considered monitoring. Monitoring will be as automatic as possible, using a minimum of Board time, so that meetings can be used to affect the future rather than to review the past.

### **6.1.1 Timetable for Monitoring Lead Minister Performance**

<i>Lead Minister Executive Parameter Policies</i>	<i>Method</i>	<i>Frequency</i>
Treatment of Community	Internal	Annually
Treatment of Staff	Internal	Annually
Financial Planning & Budgeting	Internal	Quarterly
Financial Condition & Activities	Internal & External	Quarterly & Annually
Lead Minister Interim Substitution	Internal	Annually
Asset Protection	External	Annually
Compensation & Benefits	Internal & External	Annually & Biennially
Communication & Support to the BSUC Board	Direct Inspection	Annually

### **6.1.2 Methods for Monitoring. A given policy may be monitored in one or more of three ways:**

6.1.2.1 Internal/Direct Governance Board inspection: Discovery of compliance information by a board member, a committee, or the Board as a whole. This includes Board inspection of documents, activities, or circumstances that allows a "prudent person" test of policy compliance.

6.1.2.2 External report: Discovery of compliance information by a disinterested, external person or firm who is selected by and reports directly to the Board. Such reports must assess executive performance only against legal requirements or policies of the Board, with suggestions from the external party as to how the organization can improve itself.

6.1.2.3 Reports from the Lead Minister: The Lead Minister shall help the Board determine what tracking data are available to measure progress in achieving the mission and goals and conforming with Board policies. Currently the Board requests these regular monitoring reports, in addition to any specific reports requested in other sections of the BPM:

6.1.2.3.1 Monthly: Informal Lead Minister reports on achievements, problems, and Board notices.

6.1.2.3.2 Quarterly: (a) A one- or two-page “dashboard” report by the Lead Minister showing agreed-upon key indicators that track designated financial and program results over a three-year period in graphic form; (b) other summary reports as the board may define in this BPM.

6.1.2.3.3 Semi-annually: (a) Expense and revenue against budget report with comparison to previous year; (b) balance sheet; (c) cash flow projections; (d) membership statistics.

6.1.2.3.4 Annually: Within 45 days of the end of the fiscal year, (a) end-of-year expense and revenue against budget; (b) balance sheet; (c) staff organization chart (or whenever major changes are made); (d) other reports that the Board may define in this BPM.

## **6.2 Task Force for Annual Performance Review of the Lead Minister.**

**6.2.1 A performance evaluation task force**, comprising the Board Chair, the Vice Chair, and the chair of the Governance Support & Monitoring Committee, shall formally evaluate the Lead Minister annually, based on achievement of organizational goals and any other specific goals that the Board and the Lead Minister have agreed upon in advance, as well as the Lead Minister’s own written self-evaluation and invited comments from all Board members after they have seen the self-evaluation.

**6.2.2 Chair of the performance evaluation task force** shall be the Governance Board Chair.

**6.2.3** After meeting with the Lead Minister, the task force will report on its review to the Board, including recommendations on the Lead Minister’s compensation, upon which the Board will then act.

**6.2.4** During this process, the Lead Minister and the Board will agree on any specific, personal performance goals for the year ahead. These goals shall be documented in a letter to the Lead Minister from the Board Chair and will be a primary basis for determining the Lead Minister's performance at the end of the next year.

**6.2.5** At least every three years, the task force shall invite other input in the performance review.



## **Part 7: Governance Board–Council of Trustees Delegation**

### **7.1 Council of Trustees Job Description.**

**7.1.1** The Council of Trustees shall obey all lawful orders and directions of the Governance Board of BSUC Pastoral Charge, or in its absence, shall obey all lawful orders and directions of the Presbytery or the Conference.

**7.1.2.** The Council of Trustees shall discharge such duties and exercise such powers as are set out in the Model Trust Deed (see Annex C “ Appendix II, Schedule 1, Manual of the United Church of Canada 2010”).

**7.1.2.1** The Council of Trustees shall perform the duties of managing the “lands, premises, and Real Property and Personal Property acquired for the use of the Bridge Street Church Pastoral Charge of the United Church of Canada” as specified by the Model Trust Deed. (Annex D, *Sections 265, 266 of the Manual of the United Church of Canada 2010*)

**7.1.3** Council of Trustees contributions are considered as performance in two areas: (a) Council of Trustees accomplishment of the major organizational goals for the Council of Trustees based upon written Governance Board policy and direction to the Council of Trustees, and (b) Council of Trustees operations within the boundaries of prudence and ethics established in Governance Board policies on Executive Parameters.

### **7.2 Chair of the Council of Trustees**

**7.2.1** The Governance Board official connection to the Council of Trustees, their activities and conduct will be through the Chair of the Council of Trustees.

**7.2.2** The Chair of the Council of Trustees shall be nominated annually by the Council of Trustees from among their number by a vote of the majority, which nomination then shall be approved at the Governance Board by a vote of the majority, with consequent annual appointment by the Governance Board.

### **7.3 Delegation to the Council of Trustees.**

**7.3.1 The Governance Board will instruct** the Council of Trustees through written policies that define annually the results to be achieved by the Council of Trustees, and which proscribe situations and actions to be avoided by the Council of Trustees, allowing the Council of Trustees to use any reasonable interpretation of these policies.

**7.3.2 Monitoring of Council of Trustees Performance:** Systematic and rigorous monitoring of Council of Trustees performance will be solely against the expected Council of Trustees job outputs, Council of Trustees accomplishments of Governance Board policies within the boundaries established in Governance Board policies on Council of Trustees Executive Parameters.

**7.3.3** Only officially passed motions of the Governance Board are binding on the Council of Trustees.

**7.3.4** While the Governance Board's job is generally confined to establishing high-level policies, implementation and subsidiary policy development with respect to the roles of the Council of Trustees are delegated to that Council.

**7.3.4.1** The Council of Trustees is hereby delegated authority and responsibility to make all operational decisions, adopt administrative policies, and allocate and invest congregational resources within the limits and consistent with the direction of Governance Board policies.

**7.4 Introduction and Administration Policies (Part 2)** direct the Council of Trustees to achieve certain results. Executive Parameters policies (Part 8) define the acceptable boundaries of prudence and ethics within which the Council of Trustees is expected to operate. The Council of Trustees is authorized to establish all further policies, make all decisions, take all actions, and develop all activities as long as they are consistent with any reasonable interpretation of the Governance Board's policies in this BPM.

**7.4.1** The Governance Board may change its policies during any meeting, thereby shifting the boundary between Board and Council of Trustees domains. Consequently, the Board may change the latitude of choice given to the Council of Trustees, but so long as any particular delegation is in place, the Board and its members will respect and support the choices of the Council. This does not prevent the Board from obtaining information in the delegated areas.

**7.4.2** Except when a person or committee has been authorized by the Governance Board to incur some amount of staff cost for study of an issue, no board member, officer, or committee has authority over the Council of Trustees. Only officers or committee chairs of the Governance Board may request information from the Council of Trustees.

**7.5 Communication and Counsel to the Board.** With respect to providing information and counsel to the Governance Board, the Council of Trustees shall keep the Governance Board informed about matters essential to carrying out its policy duties.

Accordingly, the Council of Trustees shall:

**7.5.1** Inform the Governance Board of relevant trends, anticipated adverse media coverage, and material external and internal changes, particularly changes in the assumptions upon which any

Governance Board policy has previously been established, always presenting information in as clear and concise a format as possible.

**7.5.2** Relate to the Governance Board as a whole except when fulfilling reasonable individual requests for information or responding to officers or committees duly charged by the Governance Board.

**7.5.3** Report immediately any actual or anticipated material noncompliance with a policy of the Governance Board, along with suggested changes to that policy.

## **Part 8: BSUC Governance Board-Council of Trustees Executive Parameters**

**8.1 The Council of Trustees shall not cause or allow** any organizational practice, activity, decision or circumstance that is either unlawful, imprudent, or in violation of commonly accepted business and professional ethics and practices, nor is contrary to policy, common practice or the current Manual of United Church of Canada.

**8.2 Financial Planning/Budgeting:** With respect to BSUC assets under management by the Council of Trustees, The Council of Trustees shall not cause or allow financial planning for any fiscal year or part of a fiscal year to deviate materially from the annual Governance Board policies and approved annual budget allocations, risk financial jeopardy, or fail to be derived from a multi-year plan.

### **8.3 Financial Conditions & Activities :**

**8.3.1** With respect to the actual, ongoing financial conditions and activities with respect to BSUC assets under management by the Council of Trustees, the Council of Trustees shall not cause or allow the development of financial jeopardy or material deviation of actual expenditures or investments from the Governance Board policies and approved budget allocations.

**8.3.2** The Council of Trustees shall not:

- i. expend more funds than are generated from return on investment in any fiscal year; nor
- ii. incur debt in an amount that cannot be repaid by unencumbered reserves within 90 days.

### **8.4 Asset Protection:**

**8.4.1** The Council of Trustees shall not cause or allow corporate assets to be unprotected, inadequately maintained, or unnecessarily risked and shall ensure that investments are allocated so as to comply with Governance Board approved investment guidelines.

**8.4.2** The Council of Trustees shall not:

- i. Unnecessarily expose BSUC, its Board, or its staff to claims of liability;
- ii. receive, process or disburse funds under controls insufficient to meet the Governance Board-appointed auditor standards;

iii. allocate investments except as to comply with BSUC investment guidelines. (See Annex B: Bridge Street United Church Governance Board Investment Policy Guidelines)

## **Annex A**

### **Appendix 1**

#### **3.4.1 Governance Board Member Skills and Attributes**

Because the Board is responsible for the establishment, maintenance and oversight of the achievement of the mission of the congregation, Board members should bring demonstrable skills and attributes to the role:

**3.4.1.1** strong personal faith foundation

**3.4.1.2** commitment to the mission of the congregation

**3.4.1.3** wise judgement and discernment

**3.4.1.4** planning skills

**3.4.1.5** written and oral communication skills

**3.4.1.6** comfort with accepting responsibility and the shared authority that it imposes on Governance Board members

**3.4.1.7** respect for authority delegated to the Lead Minister

**3.4.1.8** acceptance of a role that carries no individual authority

**3.4.1.9** ability to participate in a group process

**3.4.1.10** commitment to an inclusive and fair process

**3.4.1.11** ability to accept (and not later undermine) a group decision legitimately made

**3.4.1.12** capacity for conceptual flexibility and for addressing high-level issues in a disciplined careful process

**3.4.1.13** ability to uphold group rules and to follow those rules with respect to relationships with Staff and others

**3.4.1.14** willingness to play a role in making judgements about performance of the Lead Minister, but only in relation to pre-existing criteria

## Annex A

### Appendix 2

#### GOVERNANCE BOARD MONITORING FORM

The scheduled Board member evaluator shall complete this form at the conclusion of each meeting. The evaluator is to evaluate the Board as a whole, not individual members.

Circle one: **S** = satisfactory      **NI** = needs improvement      **UNS** = unsatisfactory

Meeting date: \_\_\_\_/\_\_\_\_/\_\_\_\_

- |   |        |    |       |
|---|--------|----|-------|
| 1. Governance Board members were prepared for the meeting:                              | S      | NI | UNS   |
| 2. The Governance Board spent its time on “governance”, not “ministry”:                 | S      | NI | UNS   |
| 3. Each Governance Board member was given an adequate opportunity to participate:       | S      | NI | UNS   |
| 4. The Governance Board observed “Holy Manners” (courtesy, dignity, fairness):          | S      | NI | UNS   |
| 5. The Governance Board adhered to appropriate order.                                   | S      | NI | UNS   |
| 6. The Board adhered to its governance role:  |        |    |       |
| a. It focused on discernment/strategy/oversight:  | ___Yes |    | ___No |
| b. It encouraged diversity in viewpoints:   | ___Yes |    | ___No |
| c. It avoided discussion of the “means” of ministry:                                    | ___Yes |    | ___No |
| d. It observed the distinction between Board and Lead Minister roles:                   | ___Yes |    | ___No |
| e. It used collective decision making:  | ___Yes |    | ___No |
| f. It encouraged learning and clarification concerning the Board’s role and activities: | ___Yes |    | ___No |

Evaluator’s comments:

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Evaluator: \_\_\_\_\_

Signed: \_\_\_\_\_

## **Annex B**

### **Bridge Street United Church Governance Board Investment Policy Guidelines**

The Governance Board has developed these **Investment Policy Guidelines** for the guidance of all Church personnel who are responsible for investment and/or management of Church funds, including the Council of Trustees and Staff.

The purpose of this document is to define the:

- A) Delegation by the Governance Board of Bridge Street United Church to the Council of Trustees for the authority and responsibility necessary to manage Church assets
- B) Investment funds of the Church
- C) Investment Committee authority and responsibilities
- D) Investment Goals
- E) Investment Policy Guidelines
- F) Use of professional investment managers
- G) Investment Policy amendment process

#### **A) Responsibility of the Council of Trustees for Church assets and the authority of the Investment Committee**

1. The Governance Board of Bridge Street United Church (the Church) is responsible for safeguarding the Church's assets and ensuring its invested funds are used for the long-term benefit of the Church and its congregation. The Governance Board has delegated the authority and responsibility for the investment of the Church's funds to the Council of Trustees.
2. The Council of Trustees is to delegate that task to the Investment Committee, which is to be a standing committee of the Council of Trustees.



## **B) Bridge Street Church Investment funds**

- Designated Endowment Fund - Endowed to the Church for specific distribution of equity and/or principal for specific purposes.
- General Endowment Fund - All other endowments to the Church.

## **C) Committee authority and responsibilities**

1. Recognizing that the Governance Board is ultimately responsible for the assets of the church and that the Governance Board charges the Council of Trustees with the responsibility to hold all real property of the Church and for investment of the endowment funds of the Church, the Investment Committee will report to the Council of Trustees on a regular basis. The Council of Trustees charges the Investment Committee with the authority to manage the investments in accordance with these Investment Policy Guidelines.
2. The Investment Committee shall be comprised of up to five members appointed from the current Council of Trustees members, one of whom shall be the Treasurer of the Council. Investment Committee member appointments shall be made by Council of Trustees resolution. Committee members are permitted to serve on other committees and ministry teams of the church.  
Each Council appointee to the Committee shall serve a three-year term. The Treasurer will serve as long as he/she holds that position. Appointees may be reappointed to the committee at the end of their first three-year term for one further three-year term.
3. The Council shall appoint a Committee Chair who shall chair meetings of the Committee and shall be spokesperson for the Committee in making investments.
4. The Chair shall contact the other members of the Committee to seek their approval before any investment decision is acted upon. Such approval shall be by recorded majority vote on a written resolution.
5. Signing authority for the Committee shall be a minimum of two members of the Committee.
6. A quorum shall be three Committee members.

## **D) Investment Goals**

The investment goals of the funds are:

1. To provide a reasonable return on the investments while providing the necessary degree of security for the future of the funds.
2. To provide for growth in these assets equal to or greater than the rate of inflation.

3. To provide for the investment of funds endowed to the Church.

#### **E) Investment Policy Guidelines**

1. The appropriate asset mix should reflect the perpetual nature of the Designated and General Funds and the need to achieve a reasonable rate of return. Therefore, the asset mix shall consist of fixed income, cash equivalents and equity investments.
2. The risk quality of the portfolio should be extremely conservative, including only equity and fixed income securities considered to be high quality and conform to the ethical investing guidelines of the United Church of Canada. Companies whose securities are selected should be well established in their business and possess investment merit with regard to capable management, financial structure, competitiveness, and growth prospects. Venture capital and speculative investments are not to be included.
3. The investment mix shall be established to provide the optimal return, subject to the following, as:
  - a) **Fixed income** - 60%
  - b) **Equity:** 25% common shares  
15% preferred stocks and income trusts

**a. Fixed Income Investments:** The purpose of the fixed income portion of the portfolio is to provide safety, stability and income. To that end, 80% of the fixed income component must meet the minimum investment rating for bond selections which is "A" quality as rated by DBRS, with the exception of Canadian government-backed bonds. 20% of the fixed income portfolio may be invested in triple "B" quality bonds as rated by DBRS.

**b. Equity Investments:** i. The proportion of equity investments shall not exceed 40% of the total market value of the fund. The Committee shall have the authority to exceed the 40% equity threshold where equity shares have been endowed to the church and it is deemed prudent to continue to hold these investments, and where current market values have affected the 40% ratio.

ii. The purpose of the equity portion of the portfolio is to provide an opportunity for capital gains to ensure the ongoing growth of the Designated and General Fund in addition to safety and income considerations. A minimum 75% of the equity investment must be by "large cap" equities considered "Blue Chip" and conservative in nature. Equities chosen must have potential for growth, must pay dividends and must have consistently paid dividends in each of the past (5) years. A maximum of 10% of the equity portion of the fund may be invested in one security, with the exception of equity investments in Canadian Chartered Banks.

iii. At the Committee's discretion, a variation of 15% from the 40% target (i.e. 34% - 46%) will be permitted before the fund is rebalanced to re-establish the mandated mix. An exception to this asset mix is permitted in the event that a professional asset manager recommends up to 100% of

the fund be invested in fixed income securities, in response to unusual economic and/or market circumstances, as contemplated in Section F 2 below.

iv. High quality income trust units and preferred shares are acceptable equity investments. Trust units must meet a minimum of a S-1 or S-2 rating by DBRS. Preferred securities must meet a minimum rating of triple BBB or P2 as rated by DBRS. All other equity investments not included under these guidelines must meet suitable investment grade ratings.

#### **4. General Investment Guidelines**

- a) A maximum of 10% of the equities in the Fund may be invested in non-Canadian equities, subject to the criteria outlined above.
- b) Only those securities that pay (and not accrue) an annual income by way of interest, dividends, warrants or royalties, with the exception of stripped bonds which are an acceptable allocation, may be selected for the fund.
- c) Payout from the Fund may not exceed the income from investments less any administrative costs incurred, with the exception of meeting resource allocations required by policy decisions of the Governance Board having to do with repair, maintenance and upgrade of Bridge Street Church lands, building and sanctuary.
- d) Capital gains on equity investments may be realized. The Committee may reinvest 100% of all capital gains in the Endowment Funds and must reinvest a minimum of 60% to offset the effects of inflation.
- e) Where the adjusted cost base of a security is not determinable the adjusted cost base of these securities shall be deemed to be the fair market value of the security as of 1 January 2013 for the purposes of the capital gain calculation.
- f) Other reserve funds for specific purposes may be established at the discretion of the Council of Trustees with the approval of the Board.
- g) The Committee is empowered to sell endowed investments in the event of a known impending significant decrease in value, or if rebalancing of the portfolio is required to decrease the risk of the entire portfolio, even if the securities were endowed with the instruction that they be held in a particular security.
- h) In the case of specifically endowed securities, the Committee may, with the Council's approval by resolution, exclude the specific endowment from the terms of these investment policy guidelines in order to satisfy the terms of the endowment.
- i) The Committee shall report the income, transactions and change in fair market value to the Council of Trustees quarterly and to the congregation annually.

- j) The endowment funds (designated and general funds) shall be invested separately and may have separate investment policy guidelines.
- k) The Committee may purchase investment securities directly or may delegate said purchases, in part or in entirety, to professional investment managers. The professional investment managers shall adhere to these Investment Policy Guidelines.

#### **F) Use of professional investment managers**

With the approval of the Council, the Committee shall have the authority to delegate management of the investments in part or entirety to professionally managed investment product.

The following guidelines shall apply in the event funds are directed for investment to professional investment managers:

1. In soliciting managers the Committee shall adhere to general intent of these Investment Policy Guidelines.
2. The appropriate asset mix should reflect the perpetual nature of the designated and general fund and the need to achieve a reasonable rate of return. Therefore, the objective shall be an aim to have an asset mix in the total portfolio of fixed income and cash equivalents - 60%, and Equity - 40%. The Committee may, at their discretion, have up to 100% of the fund invested in fixed income investments. Rebalancing of the portfolio to meet asset allocation requirement to be done as required and reviewed at least annually. Rebalancing is to be approved by the Committee.
3. Managers shall be selected and monitored based on the following general guidelines:
  - a) Proven long term record of proper investment management
  - b) Long term stability of the organization employing the investment managers.
  - c) Ability to meet the investment policy guidelines either individually or as part of the multi-manager investment solution.
  - d) Managers shall be selected and evaluated based on their performance ratings as consistently in the top two quartile rankings in comparison to other managers in their investment style grouping.
  - e) Managers are to be evaluated on their four year moving average of their performance.
  - f) The Committee shall receive recommendations from investment counsel or consultants with regards to recommendations on investment management selection.

- g) The Committee shall have the authority to appoint, replace or terminate investment managers based on performance or failure to maintain the asset quality or guidelines as deemed appropriate by the committee.
- h) The Committee shall review the performance of investment managers on an annual basis. Changes in managers may occur earlier based on recommendations by advisers or due to performance issues.
- i) Payout from the fund must not exceed the income or gains from investments less any administrative cost incurred.
- j) The Committee is empowered to sell investments in the event of a known impending significant decrease in value or if rebalancing of the portfolio is required to decrease the risk of the entire portfolio.

**G) Investment Policy Amendments:**

Any changes to this Investment Policy must be recommended by the Investment Committee, accepted by resolution of the Council of Trustees, reported by Council to the Governance Board prior to the next Board meeting, approved by resolution of the Governance Board, and reported by the Governance Board to the next annual meeting of the congregation.

Amendment # x

Recommended by: the Investment Committee    d m yr

Accepted by: the Council of Trustees    d m yr

Approved by: the Governance Board    d m yr

Draft Approved:

Governance Review Committee    V1.2    19 Oct 2012

Executive Committee of the Official Board    V1.3    23 Oct 2012

Official Board    V1.5    27 November 2012

V1.5    Bridge Street Church Governance Board Investment Policy Guidelines 26 November 2012

## **Annex C**

### **The Manual of the United Church of Canada 2010, Appendix II, Schedule B Model Trust Deed**

And it is hereby declared that the said Trustees and their successors or the Trustee or Trustees for the time being acting in the trusts herein shall hold the said lands upon the following trusts:

1. For the use and benefit of the said church, charge, circuit, preaching station or congregation, as the case may be (hereinafter called the congregation), as a part of The United Church of Canada, as well for the site of a church, chapel, meeting house, school, manse, parsonage or minister's dwelling or other place for religious, charitable, educational, congregational or social purposes, glebe or burial ground, as the said congregation may direct, as for the support and maintenance of public worship, and the propagation of Christian knowledge, according to the doctrine, discipline, by-laws, rules and regulations of The United Church of Canada.

1. Upon trust to use the trust property for purposes directed by congregation and maintenance of public worship.

2. And upon further trust, out of all monies received by them for that purpose, to build, erect, add to, alter, repair, enlarge or rebuild any of the buildings aforesaid from time to time as they may deem expedient, and where they deem it necessary, to take down and remove any of said buildings for any of the purposes aforesaid.

2. To erect and repair buildings.

3. And upon further trust, that they shall and will obey, perform and fulfill and suffer to be obeyed, performed and fulfilled with respect to the said lands, and to any building or buildings at any time thereon, or to any burial ground, the lawful orders and directions respectively of the Official Board of the said congregation, the Presbytery and Conference respectively within whose bounds and under whose ecclesiastical jurisdiction the said congregation shall from time to time be, and of the General Council of The United Church of Canada.

3. To obey all lawful orders and directions.

4. And upon further trust, to permit, in conformity with the doctrines, discipline, by-laws, rules and regulations of The United Church of Canada and not otherwise, the following:

(a) The use of the said church, chapel or meeting house, as a place of religious worship by a congregation of The United Church of Canada and for meetings or services of religious or spiritual character or such benevolent or congregational purposes as may be approved by the Session of such congregation, and the conduct of public worship and the various services and ordinances of religious worship therein by the minister of the said congregation or, with the approval of the Session or of the

said minister, by any other minister of The United Church of Canada or by any minister of any other religious denomination;

(b) The performance of burial services in any burial ground or cemetery belonging to or under the control of the congregation;

(c) The use of the manse, parsonage or minister's dwelling or dwellings with the appurtenances thereof by the minister or ministers of the congregation free from payment of any rent;

(d) The use of any church, chapel, meeting house, school or other building for the purposes of a Sunday School at such hours and times as will not interfere with public worship; and

(e) The use of any buildings erected upon the said lands, other than a church, chapel or meeting house, for such purposes as may from time to time be approved by the Session of the congregation.

4. To permit use of the trust property for church, manse and Sunday School purposes.

5. And upon further trust, to let any pews and seats at a reasonable rent, if so authorized by the Official Board of the congregation, with power to delegate any such letting to any person or persons whom they may appoint for that purpose; to let any buildings, not required for purposes of worship, at a reasonable rent; and if there shall be a burial ground or cemetery, to sell or let vaults, tombs or burial plots at a reasonable price or rent; and to account for and pay all monies incurred in the execution of these trusts, to the Treasurer of the congregation, or should there be no Treasurer, then to the Committee of Stewards of the congregation, or such person as shall be designated by the said Committee for the purpose of receiving the same. In case the Trustees are of opinion that any manse, parsonage or minister's dwelling is not required for the use of the minister or ministers of the congregation, or is not desirable for the use of such minister or ministers, they may, with the consent in writing of said minister or ministers, let the same and use and apply the rent derived therefrom towards paying the board and lodging of such minister or ministers or the rent for a more suitable and convenient residence for such minister or ministers.

5. To let and sell pews and burial plots and to let manses.

6. The Trustees or a majority of them may, but only with the consent in writing of the Presbytery within the bounds of which the lands are situated (such consent to be under the hand of the Presiding Officer or Secretary or Clerk thereof), sell the said lands or any part thereof either by public sale or private contract and either for cash or upon credit and upon such terms as to price and for such price and upon such terms as to payment or otherwise as they may deem expedient; mortgage, hypothecate or exchange the said lands or any part thereof; let any church, chapel or meeting house upon the same for such rent and upon such terms as they may deem expedient; and make all such conveyances, mortgages, leases and assurances as may be required to complete any such sale, mortgage, hypothecation, exchange or lease. The said Trustees after first paying or otherwise providing for all indebtedness of the Trustees shall apply the monies arising from such sale, mortgage, hypothecation, lease or exchange for the purposes of such congregation as the Official Board thereof shall direct, but should such congregation cease to exist as an organized body, such proceeds, less any expense incurred

in the execution of these trusts, shall be paid to The United Church of Canada to be applied for such purposes for the benefit of The United Church of Canada as the Conference within the bounds of which the said lands are situate may determine under the by-laws, rules and regulations of the General Council. Every application by Trustees for the consent of a Presbytery as aforesaid shall be in writing and shall state the purpose for which the monies arising from such intended sale, mortgage, hypothecation, lease or exchange will be applied. Any decision of a Presbytery with regard to the sale, mortgage, hypothecation, lease or exchange of the said lands or any part thereof shall be subject to appeal to the Conference within the bounds of which the said lands are situate, at the instance of not fewer than any five members of the congregation affected thereby. In every case where the consent of such Presbytery or Conference has been obtained as aforesaid it shall not be incumbent upon the purchaser, mortgagee or lessee of the said lands or of any part thereof to enquire into the necessity, expediency or propriety of any such sale, mortgage, hypothecation, lease or exchange, or to see to the application of the monies paid to the Trustees. A certificate of the Secretary or Clerk of any Presbytery or Conference that any such consent has been given shall be sufficient and conclusive evidence of such consent.

6. The trustees shall have powers to sell, mortgage, exchange, or lease the trust property with the consent of the Presbytery.

7. The said Trustees shall keep a proper book or books of accounts showing all monies received and disbursed by them, and a book or books of minutes showing correctly all minutes of their meetings and of resolutions passed and proceedings taken thereat, and such book or books shall at all reasonable times be open for inspection by the minister in charge of the congregation and by the Chairman of the Committee of Stewards, and any person or persons named by them or either of them, and the said minister or the said Chairman and any person named by them or either of them as aforesaid shall have the right to make such copies or abstracts of or extracts from the said accounts or minutes, as he or they may desire, and upon request from the Committee of Stewards the Trustees shall submit all books of accounts and minutes, and all vouchers, receipts, papers and documents relating to the said accounts, for audit by the Committee of Stewards, or such person or persons as the said Committee may appoint for the purpose.

7. The trustees shall keep proper accounts and minutes.

8. Every meeting of Trustees for considering the making of any alteration of or addition to any building on the said lands, or any part thereof, or for considering the sale, mortgage, hypothecation, lease or exchange of the said lands, or any part thereof, except the letting or sale of pews, seats, vaults, tombs or burial plots, or for considering any litigation or legal proceedings in connection with the trust estate, shall be deemed a special meeting, and each member shall be entitled to seven notice in writing thereof, specifying the time, place and purpose of such meeting. Such notice shall be either personally delivered to all Trustees, or mailed to or delivered to him or her at his or her usual place of abode or business. Ordinary meetings may be called at any time by giving at least one day's notice in writing to each Trustee in the manner aforesaid, or by public announcement at a service for public worship at least one day prior to such meeting. Meetings may be called by the minister in charge of the congregation, or by at least two of the Trustees. Notwithstanding anything herein contained no meeting or any business transacted thereat shall be invalid by reason of any lack or defect of service of notice arising from



inability to ascertain the usual place of abode or business of any Trustee. All questions shall be determined by the majority vote of the Trustees present at a meeting, and the Chairman shall have a casting vote in the event of a tie. The minister of such congregation shall have the right to preside as Chairman at all meetings of the Trustees and may appoint a deputy to act as the Chairman, and in the absence of the minister and of any such deputy the Trustees present may elect a Chairman from among themselves.

8. The trustees shall have seven days' notice of all special meetings and one day's notice of other meetings.

9. The number of said Trustees shall not be fewer than three or more than fifteen, provided that where the number of existing Trustees is more than fifteen all such Trustees shall remain in office but that no vacancy in the office of Trustee shall be filled until the number of Trustees is reduced below fifteen, in which case the number shall not again exceed fifteen. In case any of the said Trustees or any Trustee appointed under this provision shall, during his or her term of office, die, resign or, having been, cease to be a member of The United Church of Canada in full communion, or remove to such a distance, or fail to attend meetings for such period not less than one year, as shall in the opinion of his or her co-trustees expressed by a two-thirds vote of said co-trustees, render it inexpedient for him or her to remain a Trustee, or in case the said congregation shall think it proper to remove a Trustee from his or her office as Trustee, it shall be lawful for the said congregation, at any meeting called by notice from the pulpit during public worship on each of the two next preceding Sundays on which public worship is held, to declare by the votes of two-thirds of the members then present that such Trustee has ceased

to be a Trustee of the said congregation, and such person shall thereupon cease to be a Trustee, and at the same meeting it shall be lawful for the said congregation by a like vote to appoint a successor to such Trustee provided, however, that no Trustee who is personally liable for payment of any indebtedness in respect of the property of a congregation shall be removed without his consent unless indemnified to his satisfaction in respect of any such liability and unless at least eight days' notice in writing of such meeting shall have been mailed to each of the Trustees at his or her last known address, which notice shall state the business to be transacted at such meeting. If no successor shall be appointed at such meeting, a meeting may be called in like manner for the purpose of filling such vacancy, and at such meeting a new Trustee or new Trustees (as the case may require) shall be appointed by the votes of the majority of the members then present. The notice calling a meeting for the purpose of declaring or filling a vacancy or vacancies in the office of Trustee shall be read from the pulpit by the minister or person officiating as minister, at the request of any Trustee, or of any seven members of the congregation, and every such meeting may be adjourned from time to time by the vote of the majority of the members present. During any vacancy in the office of Trustee, the remaining Trustees, not being fewer than three in number, shall have all the powers of the full Board. A majority of the Trustees shall form a quorum save when the number of Trustees exceeds nine, in which case five shall form a quorum. The majority of the Trustees shall be members of The United Church of Canada.

A minute of every such appointment of a Trustee shall be entered in a book to be kept for the purpose, and signed by the person presiding at the meeting, and such minute so signed shall be sufficient evidence of the fact that the person or persons therein named was or were appointed and elected at

such meeting, but any omission or neglect to make or sign such minute shall not invalidate such appointment or election.

And it is hereby further declared that in case there shall be at any time fewer than three Trustees, the Presiding Officer or Clerk of the Presbytery within whose bounds and under whose jurisdiction the said congregation shall be, shall, with the remaining Trustee or Trustees, be the Trustees under these presents until the full Board is duly appointed, and at any time thereafter the Presbytery may cause notice to be given from the pulpit on two consecutive Sundays requiring the said congregation to proceed with the appointment of new Trustees. And if the said congregation shall not in the meantime have appointed new Trustees in the manner hereinbefore provided, it shall be lawful for the said Presbytery at any time after four weeks from the last giving of such notice, by resolution duly entered in the minutes of the Presbytery, to appoint new Trustees. Such appointment shall be communicated to the congregation by notice from the pulpit as soon as conveniently may be thereafter, and from the time of such communication the Trustee or Trustees so appointed shall be a Trustee or Trustees hereunder.

And it is further declared that if at any time there shall cease to be an organized congregation entitled to the use, benefit and enjoyment of the said lands, it shall be lawful at any time or times for the said Presbytery to fill any vacancy in the number of Trustees, and the said lands shall thenceforth be held subject to such trusts and for such purposes for the benefit of The United Church of Canada as the Conference within the bounds of which the said lands are situate may determine under the by-laws, rules and regulations of the General Council.

9. The number of trustees shall not be fewer than three or more than fifteen, and vacancies shall be filled by election by the congregation, or in default of such election, by the Presbytery, and the property of a congregation which ceases to exist shall be subject to the trusts determined by Conference.

10. A Trustee shall not be responsible for the failure of any investment or security made or taken by the Trustees or for anything done in connection with the trust estate except for his own acts and to account for any monies coming into his own hands and shall not be liable for injury done by others to the said trust premises, or to any part thereof.

11. In congregations existing previous to the Union which have not adopted the plan of organization prescribed for Pastoral Charges as provided by the Basis of Union, the words "Official Board" and "Committee of Stewards" and "Session" in this schedule shall mean such Board or Committee or other body respectively discharging similar functions in such congregations, as to which in case of doubt the opinion of the Presbytery to which such congregation belongs shall be final and conclusive.

## **Annex D**

### **Bridge Street United Church Governance Board Policy Manual**

#### **Congregational Property**

*(Extracted from 2010 Manual of the United Church of Canada Sections 265, 266.)*

265 Model Trust Deed. Subject to the exceptions set out in section 266, all lands, premises, and Real Property and Personal Property acquired for the use of a Pastoral Charge or Congregation of the United Church shall be held, used, and administered under the Model Trust Deed (see Appendix II). (2010)

266 Exceptions.

(a) Where No Denominational Interest. Any property or funds owned by a Pastoral Charge or Congregation at the time of Church Union solely for its own benefit and not for the benefit of the denomination of which it formed a part shall not be held under the Model Trust Deed unless and until, at a meeting of such Pastoral Charge or Congregation regularly called for the purpose, it consents that it shall so be held. Where the Pastoral Charge or Congregation has not given such consent, the consent of the Presbytery is not required for the sale, mortgage, exchange, or lease of Real Property pertaining to a Pastoral Charge or Congregation. (In no province except Alberta and Saskatchewan is any Real Property of a former Presbyterian congregation included in this exception, as the provincial statutes incorporating the Board of Trustees of the Presbyterian Church in Canada vest a reversionary interest in such property in the denomination, should the congregation cease to exist. No Real Property of a former Methodist congregation is included in this exception, as under legislation affecting the Methodist Church the denomination had an interest in the Real Property of all Methodist congregations. The exception does apply to property of a congregation of the former Congregational Churches.) (2010)

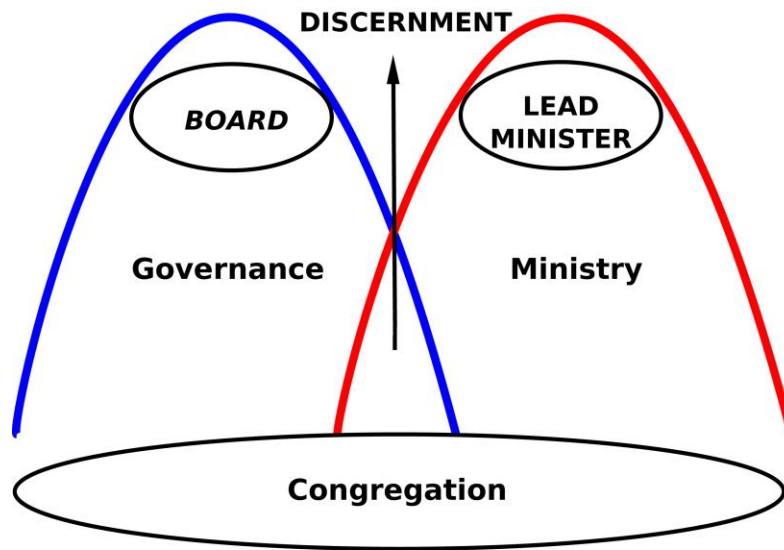
(b) Property Held in Trust for Special Use. Any property held in trust for any special use of a Congregation shall be held, used, and administered for the benefit of such Congregation as a part of the United Church as the same was held, used, and administered for the benefit of such Congregation prior to the coming into force of the legislation effecting Church Union.

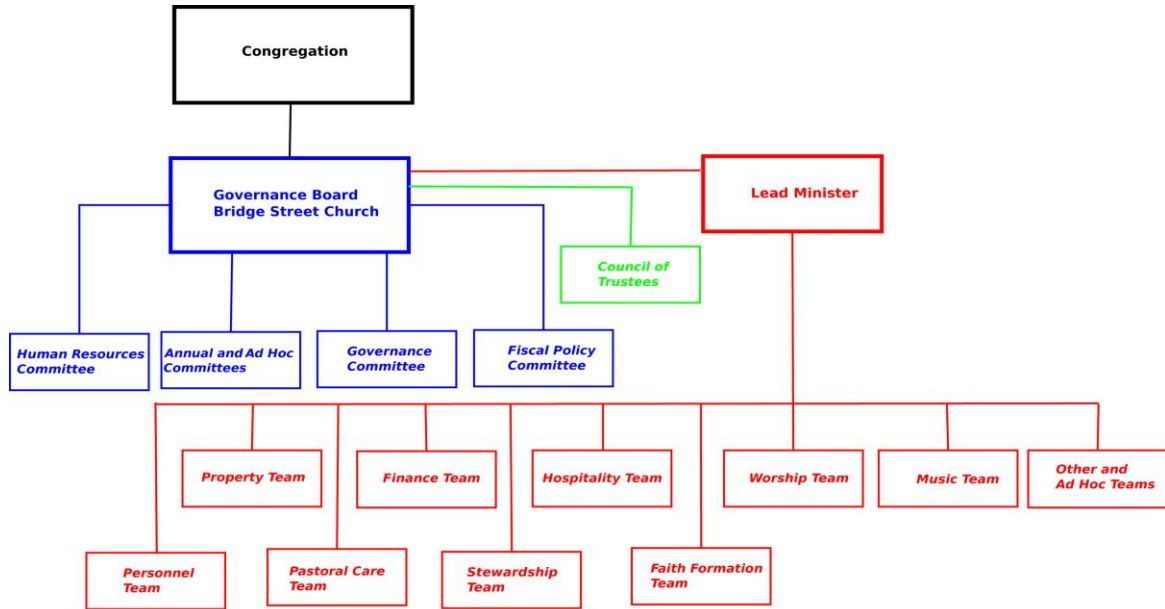
## Annex E

### Reference Material for Ministry Team Leaders

#### Appendix 1

#### Model of Congregational Organization





## Annex E

### Appendix 2

### Code of Conduct

**We assume as we engage in conversation of any kind in the life of Bridge Street United Church that:**

1. We are a community of Christ, and any communication should be entered in a conciliatory manner, rooted in prayer.
2. Bullying and belligerent behaviour, accusatory and threatening language are not acceptable.
3. Any correspondence or conversation is respectful and non-adversarial, without confrontation or threat, or an attitude of suspicion.
4. Any requests for information will respect the diligence of the Governance Board, current teams of the congregation, which are entrusted with the oversight of the mission of Bridge Street Church, the decisions made at the annual general meeting (AGM), and the need for confidentiality in certain matters.
5. Any institution working on democratic principles chooses leaders within its governance model, and does not subject every decision to a “committee of the whole,” or a referendum. There is an expectation that the Lead Minister be acknowledged and respected as having the authority and responsibility for directing the “spiritual, administrative and programmatic” work of the church.

6. There is an expectation that respect be shown to all staff members; that none be subjected to aggressive verbal or written communications of any kind, that their role descriptions be recognized and their authority be respected in accordance with their individual areas of responsibility.
7. There is an expectation that respect be shown to all persons entering the life of the congregation, as member, non-members or guests participating in programs offered by the church, regardless of age, gender, race, sexual orientation, intellectual capacity or political affiliation.
8. In accordance with the Manual of the United Church of Canada members may be admonished and disciplined for conversations and actions, which convey misinformation and foment discord in congregational life.

## **Annex F**

### **Reference Material for the Governance Board Human Resources Committee Appendix 1 Conditions of Employment**

#### **Policy Statement**

*Bridge Street Church, a charitable organization employing several full-time and part-time staff, through a transparent and accountable process, supports equitable and fair hiring practices and conditions of employment, adhering to the policies of the United Church of Canada, and all current federal and provincial legislation.*

For certain conditions of work marked with an asterisk (\*), the Lead Minister may make a single discretionary decision if the identified work condition is too restrictive.

#### **Hiring Practices**

All staff positions at Bridge Street Church are subject to the approval of the Governance Board of the Church, and of the courts of the United Church of Canada for covenanted staff.

Full-time: - 37.5 hrs or greater per week based on the job description (Terms of Call = 40 hours/week for full-time ministerial staff)

Part-time: less than 37.5 hours per week based on the job description

Casual: hired on an hourly basis to address a short-term specific task

The job description summarizes the specific expectations of the position, number of hours per week, reporting expectations (accountability & responsibilities), qualifications (education and experience)

All full-time positions will be posted internally and externally.

All part-time positions will be posted internally followed by externally if a suitable candidate is not forthcoming.

All successful hires must obtain a current Police Check, and all employees must have the Police Checks renewed every 3 years as per the Manual of the United Church of Canada.

### **Hours of Work**

Staff of Bridge Street Church will report for work based on a predetermined schedule, or based on general agreement among the three parties: the Lead Minister, the Personnel Ministry Team via the Team Leader, and the staff member. Any subsequent changes to the schedule, if required, will be by general agreement among the same three parties. Other than unavoidable temporary changes, such as illness, etc., changes to the schedule will only be with the agreement of the all three parties.

It is recognized that higher workloads occur for all staff at certain times of the year (e.g. Advent, Christmas, Lent, Easter, Annual Congregation meeting, food ministry program, etc.). Staff members are expected to balance their hours of work appropriately, such that no additional hours budgeted for the year are accrued, and that all of the budgeted hours are worked. Staff members are to keep a record of additional hours accrued during peak periods to support the case for in-lieu time.

### **Salary**

Salaries will be reviewed annually by the Lead Minister and the Personnel Ministry Team. Recommendations will be forwarded to the Governance Board for action.

Payroll Deductions, such as Income Tax, CPP and EI, will comply with current legislated deductions and the guidelines of the United Church of Canada, and will be submitted to the appropriate government agency by the Church Treasurer or an accountant hired for payroll duties by the Church.

At the beginning of the calendar year each staff member shall receive a summary of their annual gross pay; as well as itemized annual deductions, and their annual net pay.

Salaries will be paid by direct deposit on the 15<sup>th</sup> and the last business day of each month. If that date falls on a weekend or statutory holiday, then payment will be made on the last business day preceding the date.

### **Vacation Entitlement**

Paid vacation weeks earned upon the completion of the following years of service:

0 to 5 years	2 weeks
6 to 10 years	3 weeks
11 to 20 years	4 weeks

More than 20 years      5 weeks

In addition to this vacation time, during the week between Christmas and New Year, the Church is closed except for any services, and related preparation and follow-up.

Covenanted staff receives vacation entitlements as outlined in the *Manual of the United Church of Canada*, or in individually negotiated agreements or in the Terms of Call. These entitlements will be in addition to any other negotiated time-off such as discretionary Sundays, study leaves or leaves for personal reflection.

Staff vacation time, continuing education leaves, and other leaves are to be arranged through the Personnel Ministry Team in consultation with the Lead Minister. For the Lead Minister, these leaves are to be arranged between the Lead Minister and the Chair of the Governance Board, in consultation with the Personnel Ministry Team and the Human Resources Committee.

### **Statutory Holidays**

The statutory holidays are based on the current holidays for the United Church of Canada in Ontario, and include New Year's Day, Family Day, Good Friday, Easter Monday, Victoria Day, Canada Day, Civic Holiday, Labour Day, Thanksgiving Day, Christmas Day, and Boxing Day.

### **Leaves of Absence**

Personal leaves are to be requested in writing to the Personnel Ministry Team in consultation with the Lead Minister.

### **Sick Leave**

All full time and part time staff can earn sick leave credits which must be earned before the leave can be taken. Sick leave credits will not supersede disability provisions in Section 37 of the United Church Manual or in the current Group Benefits Program. Sick time taken by staff will be reported to the Office Administrator who will record it in the Vacation/Leave Log. Medical and dental appointments will not be classified as sick leave, but the Office Administrator will be informed prior to the appointment.

- **Full Time Employees**

All full time employees will be entitled to sick leave credits as follows: one day per month of employment, cumulative up to a maximum of 12 days. Once used, sick leave credits can be earned back at the same rate as originally earned, one day per month of employment prior to the sick day taken, and cumulative up to the maximum of 12 days. The total number of sick days that can be accumulated by an employee may not exceed 12.

- **Part Time Employees**

Part time employees will be entitled to sick leave credits on a pro-rated basis. This prorating will be calculated based on one sick day earned for every 150 hours of regularly scheduled time worked and cumulative up to a maximum of 12 days. 150 hours is the equivalent average number of work hours per month for a 35 hour work-week. When used, sick leave credits can be earned back during subsequent months of employment at the same rate at which they were originally earned, i.e. one day for every prior 150 hours of regularly scheduled time worked,



cumulative up to the maximum of 12 days. As with full time employees, the total number of sick days that can be accumulated by an employee may not exceed 12. The number of hours used for sick leave will be based on the actual number of hours the employee was absent, not on a full day.

### **Bereavement Leaves**

Bereavement leave with pay will be allowed, but not limited to, as follows:

- Death of a spouse or child: *Five working days*
- Death of a parent, sibling or grandchild: *Three working days*
- Death of another immediate family member (aunt, uncle, niece, nephew, Grand-parent or in-laws): *Two working days*.

\* A bereavement leave may be extended or negotiated through a request to, and with the consent of, the Personnel Ministry Team, in consultation with the Lead Minister.

### **Compassionate Leaves**

Compassionate leave may be granted in accordance with Federal and Provincial legislation, by the Personnel Ministry Team, in consultation with the Lead Minister.

### **Maternity, Paternity and Adoptive Leaves**

Maternity, paternity, or adoptive leaves will be granted by the Personnel Ministry Team, in consultation with the Lead Minister, and in accordance with the Manual of the United Church of Canada.

### **Other Requests**

With the exception of otherwise negotiated terms of employment for covenanted staff, all requests for leaves of absence, other than bereavement, must be submitted in writing and require the approval of the Personnel Ministry Team, in consultation with the Lead Minister. Such requests may be granted from vacation time or taken as leave without pay.

### **Continuing Education (Life-long Learning)**

Members of the church staff are encouraged to participate in continuing education in order to enhance their skills and knowledge to the duties they are expected to fulfil.

Covenanted staff is entitled to continuing education leave as per their individual employment agreements,

Requests for continuing education leave from support staff will be considered by the Personnel Ministry Team and the Lead Minister. Requests must be received in advance. Support staff will be reimbursed up to \$200.00 per year per employee for pre-approved courses or self-study books and manuals.

### **\*In-lieu Time**

Requests for in-lieu time must be approved in advance based on documentation of over-time completed.

### **Staff Appraisal**

Staff Performance Appraisal is not a one-time event but is a process that is ongoing throughout the church year. The process is headed by the Personnel Ministry Team in support of the Lead Minister. The appraisal process is evidence-based, and involves input from a number of sources, including the

staff member being appraised. The Lead Minister's performance is appraised by the Human Resources Committee of the Governance Board, in consultation with the Personnel Ministry Team.

For each staff member the appraisal data is collected and summarized, and is then shared with the staff member for further input and discussion. This final aspect of the process includes the establishment of goals and objectives for the coming year, based on the staff member's personal goals as well as those linked to the Church's mission and vision for the coming year.

The final written appraisal is shared with each staff member before it is signed. A signed copy of the appraisal is given to the staff member and a copy is placed in their personnel file.

### **Risk Management**

#### **1. Emergency Response & Safety**

The Personnel Ministry Team, with the Property Ministry Team, will develop an updated Emergency Response and Safety Protocol, for Bridge Street Church, that is to be reviewed annually. This protocol will include fire and disaster emergencies and rendezvous areas, medical emergency protocols, security cameras and buzzers, remote door releases, speed dial, etc.

#### **2. First-Aid and CPR**

Each member of the Church staff will be provided with the opportunity to have current first-aid and CPR training and certification, including the use of an AED (automated external defibrillator).

#### **3. Violence and Harassment**

Bridge Street Church has adopted the Harassment, Education, Advisory Response Team (HEART) policy in coordination with Kente Presbytery of the Bay of Quinte Conference of the United Church of Canada. (See insert)

#### **4. Conflict Resolution**

In the event of disagreement between staff members or between staff members and members of the congregation of, or visitors to, Bridge Street Church, the following steps are to be followed:

- Step 1: The parties involved are to attempt to resolve the issue among themselves.
- Step 2: If the conflict was not resolved in step 1, then the parties are to request that the Lead Minister, in conjunction with the parties, attempts to resolve the issue. (Note: if the conflict is with the Lead Minister, then the parties will remove directly to step 3.)
- Step 3: If the conflict was not resolved in step 2, the Lead Minister will request that the Personnel Ministry Team become involved in an attempt to resolve the conflict.
- Step 4: If the conflict was not resolved in step 3, then the Personnel Ministry Team will involve the Governance Board, Kente Presbytery, and Bay of Quinte Conference of the United Church of Canada in seeking a formal or informal mediated resolution.

### **Deductions**

Church staff will have all statutory deductions made from their pay, in accordance with current federal and provincial legislation. These deductions will include:

- Income Tax
- Canada Pension Plan (CPP)

- Employment Insurance (EI)

### **Benefits**

Benefits may be selected from the following list, and will be deducted if so selected. The Church staff receive the benefit package through the United Church of Canada.

- Short Term Disability (STD)
- Long Term Disability (LTD)
- Health & Dental
- Extended Health and Dental
- Travel
- Life Insurance
- Accidental Death & Dismemberment
- Health & Dental Support

### **Personnel Files**

A Personnel File will be maintained, for each staff member, in a secured location. Each Personnel File will contain a copy of the Letter of Hire or Terms of Call (for called staff), the most recent Job Description, signed Staff Appraisals, Letters of Commendation, and Letters of Concern. Staff members may review and discuss the contents of their personnel file in the presence of the team leader of the Personnel Ministry Team. Individual Personnel Files are only accessible to the individual staff member, the Team Leader of the Personnel Ministry Team, and the Lead Minister.

### **Conditions of Employment Review**

The Conditions of Employment will be reviewed and updated, by the staff and the Personnel Ministry Team at the first meeting of the Personnel Ministry Team in January of each calendar year.

**January 2015**

## **Annex F**

### **Appendix 2**

#### **Job Description: Lead Minister**

**Job Function:**

The Lead Minister provides leadership and pastoral oversight and care to the members and adherents of the congregation of Bridge Street Church. The Lead Minister also directs the spiritual, administrative and programmatic work of Bridge Street Church

**Accountability:**

The Lead Minister is responsible to the Governance Board of Bridge Street Church and to the Kente Presbytery of the Bay of Quinte Conference

- The Lead Minister's performance shall be formally evaluated annually through a performance evaluation team, including the Governance Board Chair, and members of the congregation, notably the Governance Board HR Committee, as deemed by the Personnel Ministry Team appraisal process in consultation with the Governance Board. The evaluation shall be based on: (a) achievement of organizational goals and other specific goals that the Board and the Lead Minister have agreed upon in advance; (b) the Lead Minister's own written self-evaluation; and (c) a Peer Review process. As with all staff positions, the appraisal process will be monitored by the Personnel Ministry Team.

- The Lead Minister is accountable to Kente Presbytery in the areas of responsibility assigned to presbytery by the following by-laws contained in The Manual 2013 of the United Church of Canada, namely: J. Oversight, Conflict Resolution, and Discipline; C. Presbytery; and I. Pastoral Relations.

#### **Job Duties:**

##### **Duties Specific to Ordained Ministry:**

The Lead Minister:

- Focuses on the faith formation of the congregation of Bridge Street Church.
- Plans and leads worship which is creative, courageous, and joyful
- Provides pastoral care through worship services, hospital and home visitations.

##### **Administrative Duties:**

The Lead Minister:

- Liaises with the Minister of Pastoral Care, the Governance Board, Minister of Music, Ministry Teams and their Team Leaders, Bridge Street United Church Foundation Board, Quinte Living Centre Board, and involves self in activities Of the wider church (currently the Kente Presbytery and/of the Bay of Quinte Conference).
- Takes an active and authoritative role, in conjunction with the Governance Board, in developing and fulfilling the vision of Bridge Street Church.
- Consults regularly with the Church's Office Administrator on the efficient operation of the Church and congregation.
- Liaises with the Church Staff in their daily responsibilities.

##### **Programmatic Duties:**

The Lead Minister:

- Seeks innovative approaches in developing the role of Bridge Street Church both in the life of the congregation and in the community at large.
- Consults with the Church's Child and Youth Coordinator.
- Supports and fosters ways to relate the Church to the community and encourages the development of a mission-oriented congregation.
- Fosters a positive work environment for the Church Staff and volunteers.
- Promotes an environment that encourages active participation by all members of the congregation.
- Consults and collaborates with the Director of Music regarding the role of music in the outreach of Bridge Street Church.

#### **Ministerial Position:**

This is a permanent full-time ministerial position, salaried at 52 weeks per year. Salary and accommodation are based on the United Church of Canada.

Approved:

\_\_\_\_\_  
Chair – Governance Board

\_\_\_\_\_  
Date

\_\_\_\_\_  
Team Leader – Personnel Ministry Team

\_\_\_\_\_  
Date

Revised: March 2017

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### **Lead Minister Evaluation**

The evaluation of the Lead Minister by the Personnel Ministry Team will be based on four categories:

- 1 Spiritual Leadership
- 2 Management of Programs
- 3 Management of Staff
- 4 Management of Finance and Administration

The complete list of evaluation criteria is available from the Personnel Ministry Team.