

**Board Policy Book**  
**First Christian Church (Disciples of Christ) of Hagerstown MD**  
**Governance Task Force draft Oct. 23. 2019**

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Using authority the Church has given it through the Bylaws, the Leadership Board has adopted the following policies. The Leadership Board intends to include in this policy book any action intended to authorize others to make decisions or to control multiple decisions over time.

**1. THE LEADERSHIP BOARD**

**1.1. Role of the Leadership Board.** The Leadership Board intends to govern primarily by discerning mission; planning; by partnering with the Senior Minister and staff by adopting policies to regulate the operation of the church; and by holding leaders of the church, including its own members, accountable for their performance.

**1.1.1. Annual Leadership Board Work Products.** In concert with the Senior Minister, staff, and congregation, the Leadership Board will produce and adopt annually:

- A short list of **Open Questions** about the Church’s future, as the basis for ongoing planning conversation in the Leadership Board, with the Senior Minister and staff, and with the congregation at large.
- An **Annual Vision of Ministry**, consisting of a short list of top-priority areas where the Church intends to advance its work in the coming year, as a basis for budgeting and planning. The Senior Minister is responsible for implementing the Annual Vision of Ministry.
- An Annual **Ministry Evaluation** of the Church’s success or difficulties in achieving the prior year’s Annual Vision of Ministry.
- A mutual **Performance Evaluation** of the Senior Minister’s and Leadership Board’s effectiveness in their respective roles.

**1.1.2. Additional Leadership Board Work Products.** In concert with the Senior Minister, staff, and congregation, the Leadership Board will produce and adopt:

- A **Strategic Plan**, to be updated every three years, consisting of a short list of the most important results the Leadership Board intends to achieve through the Church's ministry, and the strategic choices (regarding program, membership, capital and operating budgets, staffing, and program) the Leadership Board has made about how to achieve those results.
- A **Mission Statement**, to be reviewed and updated as needed, that articulates the Church's purpose, and related statements (vision, values, and a tagline) to communicate the reasons for the Church's work.
- A **Leadership Board Policy Book**, maintained and evaluated regularly, that supports the mission, values, and goals of the church.

**1.2. Leadership Board Officers.** In addition to the duties defined by the Bylaws, the officers have the following responsibilities:

- 1.2.1.** The Moderator prepares the Leadership Board's agenda, facilitates or arranges for facilitation of Board meetings, and works in partnership with the Senior minister to ensure productive partnership between the Leadership Board and Staff.
- 1.2.2.** The Vice Moderator assists and substitutes for the Moderator upon request, leads the planning work of the Leadership Board, and serves as chair of the Nominating Committee.
- 1.2.3.** The Secretary ensures the safety and accuracy of Board records, including the minutes and these policies, and is responsible for maintaining an up-to-date Leadership Board Policy Manual.
- 1.2.4.** The Treasurer supports fulfillment of the Board's financial oversight responsibilities by working with the staff to ensure that appropriate financial reports are made available to board members on a timely basis. The Treasurer serves on the Finance Committee and is responsible for directing the annual financial audit or review, and therefore plays no direct role in financial management.

**1.3. Leadership Board Committees and Ad-Hoc Task Forces.** Committees and task forces exist to help the Leadership Board to govern, not to administer or manage the church or to make decisions in the Leadership Board's behalf. The Leadership Board may designate and appoint Ad-Hoc Task Forces as required to help facilitate and support the work of the Leadership Board.

- 1.3.1. The Finance Committee** assists the Leadership Board in its oversight of the congregation's finances, ensures that routine financial reports are clear and helpful, and coordinates the annual audit. From time to time, holds educational sessions to ensure that Leadership Board members have adequate understanding of the congregation's financial status and goals.

The committee has no management authority and does not participate in day-to-day financial decision making.

**1.3.2. The Elders Committee** provides spiritual leadership to the congregation. Elders serve at the Lord's Table, take communion to the homebound, and provide for ministry to members of the congregation who are in need.

**1.3.3. The Personnel Committee** assists the Leadership Board in developing personnel policies, ensuring compliance with applicable laws, and carrying out the staff grievance process as defined by these policies.

**1.3.3.1. Personnel Manual.** The Personnel Committee will maintain an up-to-date Personnel Manual that complies with all applicable legal requirements. The Leadership Board must approve the Personnel Manual.

#### **1.4. Expectations of Leadership Board Members**

**1.4.1. Leadership Board Covenant.** We, the members of the Leadership Board, enter into this covenant of mutual expectations for Board service. New members of the Board will be asked to join us in these commitments, and the Board will review and update this covenant at least annually. As Board members, we will:

- **Embrace** a fiduciary duty to make all decisions in the interest of the congregation's mission, core values, and goals, even when this creates conflict with my own interests or preferences.
- **Prepare** for Board meetings. We will read the Board packet sent prior to each meeting and accept responsibility to seek and provide information necessary for the Board to make well-informed decisions.
- **Commit** to maintain eligibility criteria as defined in the Bylaws throughout our term of service.
- **Attend** Board meetings. When possible, we will attend all duly called Board meetings. If it is necessary to miss a Board meeting, we will inform the Board Chair as early as possible. If we do not expect to be able to attend meetings consistently, we will resign for the good of the Board. If an officer or Leadership Board member misses more than three meetings in a twelve-month period, then the Secretary will notify the member in writing that they are no longer on the Leadership Board.
- **Participate** in Board meetings. We will listen carefully to others, giving special attention to ideas and perspectives different from our own. We will feel free to state the obvious and ask questions when we do not understand. We will speak forthrightly in Board meetings and vote according to our understanding of the Church's mission, core values, and goals.

- **Collaborate on** the work of the Board. We will respond to emails and other communications in a timely manner. We will accept assignments and other tasks and complete them as agreed. Each Board member is equally responsible for speaking up to ensure compliance with the Bylaws, ethical values, and this covenant.
- **Treat one another with respect and courtesy.** When we have disagreements or conflicts, we will address those directly with the persons concerned, seeking assistance from others as necessary to sustain a positive working atmosphere at the Board table.
- **Use discretion** in communicating about Board discussions. We will treat the views expressed in Board discussion as tentative, and refrain from reporting the opinions of others. We will speak respectfully of the Board's authority to make decisions, even when we do not agree. When the Board agrees that certain matters will be kept confidential, we will honor those agreements.
- **Nurture and encourage** future Leadership Board members.

**1.4.2. Conflicts of Interest.** The Board expects all of its members to carry out their duties with undivided loyalty to the Church and its mission, core values and goals. A conflict of interest exists whenever a Board Member has interests or duties that may hinder or appear to hinder the Board Member from fulfilling this duty.

**1.4.2.1. Definition.** Conflicts of interest arise when the Board Member:

- Stands to gain or lose financially because of an action of the Church in which he or she has a decision-making role.
- Cannot set aside his or her personal preferences as an individual consumer of the Church's services to act in behalf of the whole Church and its mission, core values, and goals.
- Faces any other situation that impairs or reasonably appears to impair his or her independence of judgment.
- Has a close relationship with someone who has a conflict of interest, as defined above. A close relation includes any person, corporation, or other business entity with which the Board Member has a close personal, family, or business relationship.

**1.4.2.2. Conflict of Interest Disclosure.** The Board will annually require its members to disclose in writing all existing or foreseeable conflicts of interest. Disclosure forms must be kept by the

Secretary and made available to any member of the Board who asks to see them.

**1.4.2.3. Conflict of Interest Process.** When a Board Member reports a potential conflict of interest related to a matter before the Board, the Board (minus the affected member) will determine how to handle the situation. Possible responses include:

- Disclosure in Board minutes of the nature of the conflict.
- Leaving the room during all Board discussions and votes related to the conflict of interest.
- Resignation from the Board.

**1.4.3. Discipline and Removal of Leadership Board Members.** In exercising its power under the Bylaws to remove an Officer or Board Member, the Board will follow the following procedures:

**1.4.3.1. Removal for Misconduct.** The Secretary will notify the member in writing and offer a hearing before the Board. Pending such a hearing, the Board may suspend the member's voting privileges.

**1.4.3.2. Removal for Breach of Covenant.** If a majority of the Leadership Board agree that any Leadership Board Member is in violation of the Leadership Board Covenant, the Leadership Board must make a reasonable attempt to reconcile their differences.

If, following such an attempt, the Leadership Board Member again violates the Leadership Board Covenant, a majority of the Leadership Board Members may elect to remove the accused member and appoint a replacement to fill the remainder of his or her term of service.

**1.4.3.3. Removal for Moral Turpitude.** If a majority of the Leadership Board agree that any Leadership Board Member has committed moral turpitude—defined as an action that poses substantial legal risk or serious damage to the reputation of First Christian Church—the accused may either vacate his or her office at will by submitting a written resignation to the Leadership Board Chair within three days of being notified, or the accused may request a private hearing before the Leadership Board.

If the accused chooses to have a private hearing before the Leadership Board, the Leadership Board will reconsider their determination of moral turpitude, without the presence or vote of the accused.

If, following the private hearing, a majority of the Leadership Board upholds the charge of moral turpitude, the accused will be removed from the Leadership Board and the Leadership Board

must appoint a replacement to fill the remainder of his or her term of service.

If, following the private hearing, a majority of the Leadership Board does not uphold the charge of moral turpitude, the accused member will be reinstated with the full rights and responsibilities of a Leadership Board Member.

- 1.5. **Auxiliary organizations.** Auxiliaries are chartered by the Leadership Board to further the mission and goals of the Church. Their Bylaws, including any amendments, must be approved by the Leadership Board, and their officers must promptly file all of their official minutes and financial reports with the Church office and make other disclosures or reports as the Leadership Board or Staff may require in order to ensure compliance with the Church's nonprofit and tax exemption status.

## 2. TRUSTEES

- 2.1. **The Trustees** hold title to the property of the church corporation and are empowered to oversee church property, direct the investment of capital funds, contract for church insurance and perform such other duties and responsibilities as stated in Section 5-301, *et seq.*, Corporations and Associations Article, Maryland Annotated Code. As fiduciaries to the corporate church, the Trustees owe duties of loyalty and prudence to the mission, values, and goals of the church and they shall, at all times, act for the betterment thereof.
- 2.2. **Trustees Policies.** As required under Maryland Law, the Trustees shall create and maintain the Trustees Policies to govern their work, including policies on investments, spending from the Permanent Fund, and care of and insurance for church property, and other matters pertaining to the property of the church.

## 3. SENIOR MINISTER AND STAFF

- 3.1. **Delegation to the Senior Minister.** The Leadership Board hereby delegates full authority to manage the work and resources of the church, except as expressly limited by the Bylaws or these policies, to the Senior Minister as Head of Staff and primary leader of its spiritual, programmatic, and administrative work.
  - 3.1.1. **Head of Staff.** The Leadership Board expects the Senior Minister to take the lead in the selection, hiring, supervision, and discharge of all other paid staff, keeping the Leadership Board informed of significant decisions and concerns.
  - 3.1.2. **Succession Plan.** If the position of Senior Minister falls vacant, the Moderator will act as Head of Staff until the Leadership Board appoints an acting Head of Staff.

- 3.2. Senior Staff Team.** The Senior Minister manages the work of the Church in collaboration with a Senior Staff and ministry teams. The Leadership Board expects the Senior Staff Team individually and jointly:
- To create and lead ministry teams to manage programs and operations to support the visions, mission, and goals of the church.
  - To ensure compliance with the Bylaws, Board policies, and applicable laws and regulations.
  - To uphold a high standard of ethical and professional conduct.
  - To accomplish the goals contained in the Annual Vision of Ministry by developing annual goals for its work as a team.
- 3.3. Selection of a Senior Minister.** In addition to the rules set forth in the Bylaws, the Search and Call process must follow the following procedures:
- 3.3.1.** The Search and Call Committee must seek information and counsel from the appropriate officer of the Christian Church (Disciples of Christ) and adhere to applicable Ethical Guidelines and procedures.
- 3.3.2.** The Search and Call Committee may consider only candidates who have or are eligible to obtain standing with the Christian Church (Disciples of Christ).
- 3.3.3.** The Search and Call Committee, working with the Personnel Committee, develops a job description and a Letter of Call for the prospective Senior Minister.
- 3.3.4.** The Search and Call Committee must provide regular updates on its progress to the Leadership Board without revealing any specific or personal information about candidates under consideration.
- 3.3.5.** The Search and Call Committee reviews ministerial profiles provided by the Regional Minister, conducts interviews, and contacts references prior to selecting a candidate. When a candidate has been identified, the Search and Call Committee will negotiate the Letter of Call with the prospective Senior Minister. At this state the Committee may seek confidential guidance from other church leaders as required.
- 3.3.6.** The Search and Call Committee must recommend one prospective Senior Minister to the Leadership Board, together with a Letter of Call setting forth the proposed compensation and other conditions of the call.
- 3.4. Selection of Other Ministers.** For ministers other than the Senior Minister or Interim Senior Minister, the Senior Minister nominates a Search and Call Committee. After receiving the Search and Call Committee's recommendation, the Senior Minister selects and presents a final candidate to the Leadership Board for approval.
- 3.4.1.** In the case of an Associate Minister, the Congregation also must approve the selection. Assistant Ministers may be appointed by the Leadership Board for a term of no more than three (3) years.

- 3.4.2.** Search and Call Procedures for ministers other than the Senior Minister must adhere to the same general standards listed above, with adjustments as approved by the Leadership Board.
- 3.5. Non-Clergy Staff.** The following policies apply to all positions not designated as non-clergy positions, regardless of the status of the person holding the position.
- 3.5.1. Hiring Non-Clergy Senior Staff.** The Senior Minister is responsible for filling non-clergy senior staff positions, notifying the Leadership Board when a candidate is hired.
- 3.5.2. Hiring Non-Senior Staff.** The Senior Minister may delegate the hiring of non-senior staff, typically to the staff member who will supervise the new employee.
- 3.6. Personnel policies.**
- 3.6.1. New Positions.** New positions are normally created through the budget process. The Senior Minister may create and fill temporary positions, provided that they can be funded within established budgetary limits.
- 3.6.2. Employment at Will.** All paid staff are employees-at-will, unless the Leadership Board approves the terms of a contract that states otherwise.
- 3.6.3. Discipline and Termination.** Prior to discharging a paid staff member, the Senior Minister must ensure that the decision complies with applicable laws, contracts, and the Personnel Manual. The Senior Minister must promptly notify the Leadership Board when an employee has been terminated.

#### **4. OVERSIGHT BY THE LEADERSHIP BOARD**

- 4.1. Mission Focus.** The Leadership Board's duty of care requires it to ensure that the Church's human and material resources are used for the benefit of its mission.
- 4.2. Monitoring of the Church Staff.** The Senior Minister will provide regular written reports from the staff to the Leadership Board. Reports must focus on progress on priorities, as set by the Leadership Board through the Annual Vision of Ministry, and on compliance with Leadership Board policy. Monitoring reports must be e-mailed to Leadership Board Members in advance of each monthly meeting, but will not normally be a subject of Leadership Board discussion except when they require Leadership Board action or raise issues of compliance with Leadership Board policy.