

Governing Board and Member Responsibilities

2.1. Governing Board Responsibilities

The overall responsibility of the Governing Board (“the Board”) is to provide a strong, powerful, ethical and spiritual pursuit of the Mission of St. Peter Lutheran Church (“the Congregation”).

To that end, the Board shall:

- 2.1.1. Ensure the *Strategic Direction* of the Congregation is the driving force for all activities and related ministries.
- 2.1.2. Annually review and update the *Strategic Direction*.
- 2.1.3. Establish a written *Governing Board Policy Manual* to include:
 - 2.1.3.1. *Strategic Direction* - Affirmative statements setting forth the purposes, effects and acceptable costs of operations.
 - 2.1.3.2. *Governing Board* - Statements setting forth the style and rules with respect to the Board’s own tasks and processes.
 - 2.1.3.3. *Lead Pastor Parameters* - Limiting statements that bind or restrict activity of the staff
 - 2.1.3.4. *Governing Board & Lead Pastor Partnership* - Clarifying statements about delegation to and monitoring of ministry implementation.
- 2.1.4. Provide spiritual oversight of the Lead Pastor.
- 2.1.5. Ensure that the Lead Pastor, in both his ministry and personal life, adheres to the confessional standard of the Congregation, as identified in its constitution.
- 2.1.6. Provide oversight of all Congregational activities by establishing and monitoring appropriateness of and adherence to parameters that guide the efforts of the Lead Pastor.
- 2.1.7. Ensure the organizational structure of the Congregation is well defined and effective.
- 2.1.8. Ensure that the policy and financial decisions are executed in accordance with the Constitution and By-laws of the Congregation and the *Governing Board Policy Manual*. (See Policy 2.3.11.)
- 2.1.9. The Board shall act as the sole agent and representative of St. Peter Lutheran Church vested with all rights and powers set forth in the Bylaws of the St. Peter Lutheran Foundation as its sole Member to provide encouragement and to develop gifts that strengthen the mission of the Church and help it accomplish its mission over time.
- 2.1.10. Communicate regularly to the members of the Congregation the pertinent activities of the Board and solicit communication from them.
- 2.1.11. Exercise particular concern for the spiritual and physical welfare of the Lead Pastor.
- 2.1.12. Exercise concern for all staff, supporting them with prayer and, upon the request of the Lead Pastor, appropriate counsel.

2.2. Board Member Responsibilities

- 2.2.1. Board Members shall commit to working together according to the Christian faith and these policies, agreeing to accept counsel accordingly. (See Policy 2.2.19.)
- 2.2.2. Board Members shall regularly participate in the worship and educational life of the Congregation.
- 2.2.3. Board Members shall undertake personal spiritual disciplines for the development of their own faith lives.
- 2.2.4. Board Members shall be prepared for the Board meetings.

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- 2.2.5. Board Members shall attend Board meetings regularly, not missing more than one meeting in any given quarter. Should it be necessary to miss a meeting, Members shall make contact with the Board Chair for dialog both before and after said meeting.
- 2.2.6. Board Members shall work to expand their leadership abilities and increase their understanding of the mission and ministry of the Congregation.
- 2.2.7. Board Members shall gain a working knowledge of the *Governing Board Policy Manual*.
- 2.2.8. Board Members shall actively participate in Board meetings, special briefings and policy development process.
- 2.2.9. Board Members shall make informed decisions by insisting on complete and accurate information.
- 2.2.10. Board Members shall support all decisions once they have been fully discussed and resolved by the Board.
- 2.2.11. Board Members shall invest personal energy and skills in the mission and ministries of the Congregation, seeking opportunities where individual skills and abilities can be applied other than the role of Board Member.
- 2.2.12. Board Members shall not serve on operational ministry committees or Advisory Councils, unless otherwise stipulated in another governance policy.
- 2.2.13. Board Members shall relate to other individuals with integrity, honesty, kindness, and love.
- 2.2.14. Board Members shall actively govern themselves and other Members of the Board by identifying Board actions and conditions that run counter to this *Governing Board Policy Manual*.
- 2.2.15. Board Members shall bring to the Chair's immediate attention any condition or action that they believe exceeds a Lead Pastor Parameter. The Chair shall promptly present to the Lead Pastor the concern and give report to the Board. (See Policy 4.6.)
- 2.2.16. Board Members shall keep Board documents and discussions confidential, except when given permission by the Board. However, the *Governing Board Policy Manual*, Board-approved minutes (excepting those of executive sessions), and Board-approved, audited financial statements do not require permission, as long as any Board discussion or information related to these documents remains confidential. (See Boundary Management Policy, [page 21](#))
- 2.2.17. Board Members shall be familiar with and put into practice any specific policies developed to guide the behavior of Members of the Board, including a Conflict of Interest Policy (See [page 21](#)) and a Boundary Management Policy (See [page 21](#)).
- 2.2.18. Board Members shall not hinder the Board process due to individual proclivities or disruptive behavior.
- 2.2.19. In the event that a Board Member violates any policy established by the Board, that Member shall be counseled by the Chair. Should violations continue, the Board Member shall be counseled by the Board as a whole. Decisions concerning a request for resignation or removal of any Board Member who continues to violate policy after such counseling shall be made by the Board and shall require a 2/3 majority vote of the Board with said member not voting or being counted in determining such majority.

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2.4 Election of Board Members

- 2.4.1 The Board shall have 7 members, of which at least a simple majority shall be male.
- 2.4.2 The Lead Pastor shall serve as an *ex officio* member, without vote, of the Board.
- 2.4.3 Each year the Board shall engage in a Nominating Process to generate new Board members for election by the Congregation.
 - 2.4.3.1 The Nominating Process shall be overseen by the Vice-Chair of the Board.
 - 2.4.3.2 The Governing Board shall solicit and receive the names of prospective candidates from the Board or any member of the Congregation.
 - 2.4.3.3 When calling for nominations, the Board shall inform the Congregation of the Nominating Process and provide to anyone wishing to nominate someone the appropriate information which shall include Board Responsibilities ([See Policy 2.1.](#)), Member Responsibilities ([See Policy 2.2.](#)), other specific qualifications listed below ([See Policy 2.7.2.](#)), and the Nomination Form ([See page 22](#)).
 - 2.4.3.4 Anyone who chooses to nominate an individual must submit a completed Nomination Form for that person to the Board.
 - 2.4.3.5 The Board shall develop a slate of “qualified” candidates ([See Policy 2.7.2.](#)) to fill the upcoming vacancies (approximately one third of the Board). The Board will present the final slate to the Congregation prior to its regular meeting in May.
 - 2.4.3.6 In preparing its slate of candidates, the Board must seek candidates who meet the following qualifications:
 - 2.4.3.6.1 Are members in good standing of the congregation for at least two years.
 - 2.4.3.6.2 Regularly participate in the life of the Congregation.
 - 2.4.3.6.3 Undertake personal spiritual disciplines for the development of their own faith lives.
 - 2.4.3.6.4 Are good communicators.
 - 2.4.3.6.5 Are strategic thinkers.
 - 2.4.3.6.6 Effectively represent the concerns of the Congregation.
 - 2.4.3.6.7 Understand and support the form of governance prescribed in this *Governing Board Policy Manual*.
 - 2.4.3.6.8 Are willing and able to support the *Strategic Direction* of the Congregation. ([See Policy 1.](#))
 - 2.4.3.6.9 Are willing and able to accept the Board Responsibilities ([See Policy 2.1.](#)) and Member Responsibilities ([See Policy 2.2.](#)) as delineated.
 - 2.4.3.6.10 Are not employed full-time by the Congregation currently or anytime within the immediately preceding three years.
 - 2.4.3.7 In preparing the slate, the Board shall also guarantee that:
 - 2.4.3.7.1 No spouse, parent, sibling, or child of a fulltime staff member is on the Board.
 - 2.4.3.7.2 The spouse of the Lead Pastor will not serve on the Board.
 - 2.4.3.7.3 No more than one individual from any given family with less than two degrees of separation shall serve on the Board at the same time.
- 2.4.4 The election of Board Members shall take place each year at the regular meeting of the Congregation in May.

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- 2.4.4.1 When presenting the slate to the Congregation, the Board shall include the list of criteria used to qualify nominees and information regarding each nominee which addresses the qualifying criteria.
- 2.4.4.2 The Board shall present a slate that includes at least one qualified candidate for each position to be filled.
- 2.4.4.3 The Congregation shall elect only individuals who have been deemed qualified by the Board.
- 2.4.4.4 Terms of Service for Board Members shall be limited to three years.
- 2.4.4.5 Board Members may not serve more than two consecutive elected terms and, if appointed to fill a vacancy, may not stand for re-election if another term would extend their service to more than seven years.
- 2.4.5 In the event of a vacancy on the Board, the Board shall be responsible for filling the vacancy.
 - 2.4.5.1 The vacant position shall be filled by the Board with individuals deemed qualified by the Board.
 - 2.4.5.2 Appointments to fill a vacant position shall always be to complete an unexpired term and in no case shall such an appointment work in contradiction to the election of approximately one third of the Board each year.
 - 2.4.5.3 Every effort shall be made to fill vacant positions within three months of their occurrence. However, if there is less than one year of service left in the term the position may remain vacant until it is filled through the election process.