

BOARD SELF-GOVERNING POLICY

This policy addresses the Our Savior Lutheran Church Governance Board responsibilities. It determines the Governing Board, task forces that may be required, and identifies self-governance issues, including but not limited to, communication and frequency of meetings.

A. Primary Responsibilities

The overall responsibility of the Governance Board (GB) is to represent everyday missionaries of Our Savior Lutheran Church (OSLC). In addition, the specific responsibilities noted below are expected of the GB:

- 1) Ensure that the Desired Outcomes of OSLC is the focus of all activities and related ministries.
- 2) Periodically review the Desired Outcomes of OSLC and provide suggested recommendations to the congregation.
- 3) Empower OSLC to pursue its Desired Outcomes.
- 4) Ensure that the policy and financial decisions are executed in accordance with the OSLC Constitution.
- 5) Communicate regularly to the OSLC congregation the pertinent activities of the GB and remain open to communication from the congregation.
- 6) Exercise concern for the spiritual and physical welfare of the Senior Pastor.
- 7) Attend all meetings of the GB.

B. Board Operation

- 1) The GB will seek God's guidance in discerning His will.
 - a. The GB will utilize open and respectful dialogue and debate until a decision is made.
 - b. Decisions will be made by consensus and once the decision is made by the GB, that decision will be supported by the board as one.
- 2) The GB is committed to a standard of operation as outlined below to ensure efficient and effective service to OSLC.
 - a. Group Action: The GB will exercise its governing authority as a whole. No individual GB member may exercise such authority except as instructed by the GB.
 - b. Policy Development: GB policies are to be active and dynamic.
 - c. Executive Actions: All GB actions governing the Senior Pastor will be done through policy. The GB will review the policies for their soundness as a test of ethical and prudent behavior, and not dictate what appropriate Senior Pastor actions are. The GB shall rewrite policies when appropriate.
 - d. Policy review: Any GB member, or the Senior Pastor, may ask for a review of specific policies.
- 3) The GB will meet at a time mutually agreed upon by the GB members.

- 4) Each member commits to make every effort to attend each meeting and the GB members agree to be active participants in GB meetings. Should it be necessary to miss a meeting, members shall make every effort to contact the GB Chair for dialog both before and after said meeting.
- 5) Each GB member commits to ensuring that all sensitive matters of a personal and/or professional nature are treated in confidence within the GB and will not be shared outside of the GB.
 - a. The GB may elect to close its meeting and establish Executive Minutes. The minutes are deemed as confidential and sensitive in nature and have restricted access.
- 6) At least 4 of the 6 GB need to be present to constitute a quorum.

C. GB Self Review

- 1) On an annual basis, the GB will assess its structure, composition, and overall effectiveness. The self-appraisal will focus on:
 - a. The GB's openness and communication among its members.
 - b. The GB's ability and skill in developing and monitoring policy.
 - c. The GB will take action based on appraisal results.

D. Officers of the GB

- 1) Officers of the GB will be the Chairperson and Secretary.
- 2) The GB will elect its own officers annually.
- 3) The responsibilities of the Officers of the GB will be:
 - a. Chairperson:
 1. Together with the Senior Pastor, develop and present agendas for GB.
 2. Preside at meetings of the GB relating to Senior Pastor annual performance and compensation.
 3. Discuss and review corrective actions with individual GB members when they violate their responsibilities.
 4. Act in all areas of GB management left unstated within these polices.
 5. Preside at all voters assemblies.
 6. Together with the Senior Pastor, provide orientation for new GB members.
 - b. Secretary:
 1. Record the official minutes of the GB meetings and direct their distribution to the members of the GB and the Senior Pastor.
 2. Preserve the approved minutes as well as regular and special reports to the GB.
 3. Sign official GB correspondence or legal documents when requested by the GB.
 4. Edit, preserve and distribute the Guiding Principles of OSLC as directed by the GB.

E. Task Forces of the GB

- 1) When commencing on an initiative that has significant financial implications or would require significant Senior Pastor time outside the normal daily operations of the ministry, or for other reasons determined by the GB, the GB may choose to create a Task Force.
 - a. The Task Force will have a GB appointed leader.
 - b. There will be a defined time frame.
 - c. The purpose of the Task Force will be determined by the GB.
 - d. The Task Force responsibility will flow directly from the GB's formal written charge and shall not impinge upon responsibilities delegated to the Senior Pastor.
 - e. Task Forces will not be appointed to do staff work.
 - f. For the duration of the Task Force, it shall exercise authority only by delegation of the GB.
 - g. Task Forces will not manage any part of OSLC Ministry.
 - h. Any staff services needed by Task Forces shall be provided through the Senior Pastor.

F. GB and Staff Relationships

- 1) The Officers of the GB will not assume any part of the day-to-day management of OSLC. Their efforts will be focused on coordinating and assisting the GB to govern through official policies.
- 2) GB and staff relationship issues, including manner of delegation, exceeding executive limitations, and monitoring, will be governed by the GB-Staff Relationship Policy.

G. Calling a Pastor

- 1) The GB shall follow the procedures for Pastoral Calls as described in the OSLC Constitution Article 8.0.
- 2) The GB shall assure the carrying out of the call procedures for all pastoral positions as authorized by the Voters Assembly.

H. Performance Review

- 1) The GB will annually assist the Senior Pastor by implementing an evaluation process to review performance related to the pursuit of:
 - a. the Desired Outcomes as defined in the yearly ministry objectives,
 - b. adherence to the Senior Pastor Limitations Policy,
 - c. and personal/professional growth goals.

I. GB Expectations

- 1) Each GB member commits to daily devotion and to pray for each other.
- 2) Each GB member commits to regular worship attendance.
- 3) Each GB member commits to be first fruit givers (tithing).
- 4) Each GB member will receive an orientation to the OSLC GB and their responsibilities.

- 5) Each GB member agrees to provide support in Christian cooperation and unity to each other in performance of GB duties.

J. Governance Policy Update

- 1) The GB agrees to an annual periodic review of the Board Self-Governance Policies.

CONFLICT OF INTEREST POLICY

The GB commits itself and its members to Christian, ethical, professional, lawful conduct. This includes proper use of authority and appropriate decorum when acting as GB Members.

- A. GB Members must represent non-conflicted loyalty to the interests of the OSLC.

This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other councils or staffs. It also supersedes the personal interest of any GB Member acting as a client or family member of a client of the OSLC's services.

- B. GB Members must avoid conflict of interest with respect to their fiduciary responsibility.

- 1) There must be no self-dealing or any conduct of private business or personal services between any GB Member and OSLC except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.
- 2) When the GB is to decide upon an issue about which a Member has an unavoidable conflict of interest, that Member shall recuse her/himself without comment on the deliberation as well as the vote on the matter.
- 3) GB Members must not use their positions to obtain employment at OSLC for themselves, family members or close associates. Should a GB Member obtain such employment, s/he must first resign from the GB.
- 4) GB Members will annually disclose their involvement with other organizations, with vendors, or any other associations that might produce a conflict of interest.

- C. When a GB member fails to recuse her/himself in a situation where other GB Members perceive a conflict of interest, the Member may be excused from the GB's session with a majority vote of the GB (not including the GB Member under consideration).

GB/STAFF RELATIONSHIP POLICY

The following policy describes the relationship between the GB, the staff (unpaid, part-time and full-time) and people in positions of Leadership at OSLC. This policy establishes the parameters that provide consistent and efficient cooperation between the GB and all OSLC staff and leaders.

1. Manner of Delegating

- a) The function of the OSLC GB is to develop, monitor, and enforce its Strategic Directions, GB Self-Governance Policy, Conflict of Interest Policy, GB/Staff Relationship Policy, and Senior Pastor Limitations Policy, not to implement them.
- b) Except for assignments of its own work to committees, consultants, or officers, the GB shall delegate authority only to the Senior Pastor. Any other person or group performing operational functions shall receive authority from the Senior Pastor or his designee.
 - i. The GB shall relate to staff only through the Senior Pastor.
 - ii. Members of the GB shall be prudent in their contact with staff and shall keep the Senior Pastor informed about significant contacts with any staff member.
- c) The GB shall address only broad levels of issues in policies of purpose or governance policies, leaving lesser levels to the discretion of the Senior Pastor. The Senior Pastor may develop operational guidelines, rules or procedures and may make decisions, as he deems appropriate as long as governing policies adopted by the GB are observed.
- d) The authority of the Senior Pastor shall begin where the explicit pronouncements of the GB end. Decisions of the Senior Pastor do not need approval by the GB except as required by the Constitution, Bylaws, Governing Policies, or law,.
- e) Where GB approval is required by a higher governing policy, the Senior Pastor shall bring a recommended action to the GB for consideration and approval.
- f) Only decisions of the GB acting as a whole regarding governance are binding on the Senior Pastor. Decisions or instructions of individual GB members, officers, or committees are not binding, except in rare instances where the GB has given specific authorization.

2. Senior Pastor Accountability (Accountability Principles)

The Senior Pastor shall be accountable to the GB for:

- a) Achievement of the Mission Principles (Ministry Objectives) through personal and staff action.
- b) Compliance of personal and staff actions with the limits established in the Senior Pastor Accountability Principles.
- c) Provision of adequate counsel to the GB through personal and staff action, including counsel on social, legal, and other changes relevant to the GB's decision areas.
- d) Defining and refining the Senior Pastor's position results description (PRD).
- e) Relating with integrity, honesty, and straightforwardness to the GB.

- f) Compliance with all Policies.
- g) Lead the GB by guiding its discussion of mission and boundary principles.

3. **Exceeding Policy Limitations**

- a) The Senior Pastor shall give an immediate notice to the Chairperson of the GB if any Senior Pastor Limitation has been exceeded.
- b) The Senior Pastor shall take the necessary action within polices to correct the exceeded limitation and report the results to the GB.
 - i. If the exceeded Senior Pastor Limitation is not immediately correctable, the Senior Pastor shall establish and implement corrective actions, reporting them and gaining approval of a deadline from the GB for complete correction.
 - (1.) The Senior Pastor shall continue to report in a timely fashion on the actions taken and their results until the exceeded Senior Pastor Limitation is corrected.
 - (2.) The Senior Pastor shall give immediate notice when it is recognized that a deadline will be missed, and a new plan for action shall be formulated if the delay is excessive.
 - (3.) The Senior Pastor is not limited in the resources; whether internal or external, that he may employ to correct the exceeded limitation except through the limitation policies. However, the Senior Pastor is accountable for the results of the use of the resources at all times.
 - ii. The GB shall review any Senior Pastor Limitation Policy that has been exceeded for its soundness as a test of ethical and prudent behavior.
- c) The GB shall not allow one-time exceptions to GB Policies. If an action is acceptable under certain conditions, then those conditions shall be stated in the policy.
- d) The Senior Pastor shall develop or improve processes to avoid recurrence of any exceeded Senior Pastor Limitations.
- e) In the event of repeated occurrences of exceeding Senior Pastor Limitations, the Chairperson or the Chair's designee will conduct:
 - i. A performance evaluation of the Senior Pastor
 - ii. A discussion with the full GB concerning the Senior Pastor's performance and the Chairperson's or Chairperson's designee's evaluation thereof.
- f) If the GB perceives that a limitation has been exceeded, they will address this concern to the Senior Pastor and expect him to take whatever action may be necessary to correct the violation. The GB may also take direct corrective action.
- g) The GB retains the right to call a special Voter's Assembly if the Senior Pastor violates GB policies or fails to take proper action to rectify the violation of policy by others.

4. **Monitoring**

- a) The GB will monitor compliance with all GB Policies. The GB will inform the Senior Pastor, through policy, about specific information to be provided to the GB so that it can monitor internal and external compliance with all GB Policies.

The Senior Pastor shall:

- 1) Report, at least semi-annually, to the GB on the progress toward achieving the Desired Outcomes of OSLC.
 - 2) Provide to the GB, quarterly statements of activities and monthly statements of financial position, with quarterly comparisons to budget and prior year as well as summary and analytical comments to aid in understanding.
 - 3) Provide to the GB, quarterly, a summary of changes with OSLC owned assets.
 - 4) Provide to the GB, quarterly, the congregational statistics and official acts.
 - 5) Provide to the GB the current Employee Manual and revisions as they occur.
 - 6) Provide to the GB summaries of each new ministry charter, program, or service as they are developed with an explanation of the responsibilities assigned.
 - 7) Provide to the GB long-range outlook studies as developed.
 - 8) Develop and annually review the Crisis Management Plan, including risks and liabilities, and provide a copy of the plan to the GB.
- b) The GB may also designate one or more of its members or involve a third party to directly assess compliance.

SENIOR PASTOR LIMITATIONS POLICY

Senior Pastor Limitations: OSLC shall operate in a sound and prudent manner, and recognize the value of every individual's gifts and talents. The Senior Pastor will use Scriptural principles to guide all decisions and interactions.

The Senior Pastor shall not:

1. Submit an unbalanced budget, or formulate a budget without substantive detail enabling reasonably accurate projections of revenues, expenses, cash flow, and subsequent audits.
2. Allow expenses to exceed revenues on an annual basis without GB approval, or deviate from the spending priorities it represents.
3. Permit unauthorized persons to conduct business on behalf of OSLC.
4. Purchase or sell any real property or secure any mortgage, lien, or security interest in or on any real property, by or for OSLC without first obtaining approval of the congregation.
5. Manage any OSLC assets, including, but not limited to property, investments, inventory, or accounts, in any way contrary to applicable law or the Policies and Procedures of OSLC.
6. Permit any of the assets of OSLC or its ministry to be unreasonably exposed to liabilities, risks of loss, or any other identifiable risks at any time.
7. Raise or allocate funds for projects or activities that are inconsistent with the Desired Outcomes of OSLC or fail to ensure that all donations given to OSLC are used to further the Desired Outcomes of the church.
8. Permit any fundraisers at OSLC to conflict with each other, either in scheduling, goals, or outcomes, or to conflict with the Desired Outcomes of OSLC.
9. Neglect to carry out donors' wishes for the use of gifts as long as such wishes further the Desired Outcomes of OSLC and can be reasonably executed without giving up the church's control over such gifts.
10. Neglect to implement appropriate policies for the proper accounting of donations, the disbursement of gifts, the disclosure of information, and for all other issues that arise out of the relationship of trust OSLC has with its members and donors.
11. Fail to establish and implement a process for hiring new employees as well as hire employees except in accordance with OSLC budgetary and/or mission requirements.
12. Fail to properly maintain and protect with confidentiality all OSLC personnel records and additional materials required for employment or service at OSLC.
13. Neglect to insure that every individual serving in any capacity at OSLC is adequately licensed, insured, certified, or otherwise fit to engage in service when such official designations are required by law or church policy.

14. Fail to implement and supervise sound and efficient processes for establishing and awarding employee leave, benefits, compensation, and any other forms of service recognition or compensation for employees or volunteers. Furthermore fail to provide full and accurate information to employees and other personnel regarding such processes.
15. Fail to establish and implement processes to handle employee performance evaluations, employee complaints, disciplinary procedures, and termination proceedings.
16. Allow any societies or organizations to exist at OSLC that are not consistent with the ministry and Desired Outcomes of OSLC.
17. Allow the GB and Congregation to be uninformed concerning adverse trends, developments, and occurrences in the parish, including, but not limited to spiritual, social, and political matters, and negative elements within and without the parish.
18. Allow less than one staff member to be familiar with the GB and Senior Pastor issues and processes.
19. Shall not allow positions to exist unless there are adequate resources available for a qualified person in the assigned position to succeed.