

Broad View United Governance Framework

Version 5

Approved by the Joint Council May 20, 2020

TABLE OF CONTENT

I. INTRODUCTION	1
Vision	1
Mission	1
Core Values	1
II. BOARD ROLE – POLICY BOARD	3
Board Role and Functions	3
Duties of Directors	4
Governance/Management Relationship	4
Executive Staff – Lead Ministers	5
III. BOARD QUALITY	7
Board Size	7
Board Composition	7
Recruitment, Nomination and Election	7
Term and Renewal	8
Orientation and Education	8
Removal from Office	8
Vacancies	8
Board Evaluation	8
IV. BOARD STRUCTURE AND PROCESS	9
Board Leadership	9
Executive Terms	9
Board Committees	10
Ministry Teams	11
Meeting Processes	12
V. BOARD MEMBER AGREEMENTS	14

I. INTRODUCTION

The following document outlines the governance framework for Broad View United. We have designed the framework to enable the church to be a forward thinking, innovative, and responsive 21st Century Church. The framework outlines the three main pillars of the governance model: the Board Role, Board Quality and Board Structure and Processes and has been informed by the regulations and policies as outlined in the Manual of the United Church of Canada. The development of this governance framework has been guided by United Church of Canada's Governance Manual. This document will be supported by a board governance manual, which will further outline relevant policy and procedure details.

The most critical step to creating a board governance framework is to ensure that the model supports the overall vision and mission of Broad View United. In this case, this means ensuring that we adopt a model that allows for the creation of a dynamic, inclusive and responsive centre where everyone is welcome. The following vision, mission and values have guided the development of the governance framework:

Vision: Our role is to be an agent of transformation and a fresh expression of progressive Christian faith.

Mission: We will accomplish our vision by being a compassionate, cohesive and engaged community of faith and resource centre for a progressive Christian voice.

Core Values:

1. **Progressiveness:** Aligning ourselves with a progressive Christian theology and voice that embraces diversity and emphasizes social justice.
 - ❖ **Transformative:** Making a positive difference in the lives of people, communities and the world by working for transformation through love, compassion and generosity.
 - ❖ **Innovative:** Modeling ways of “being church” that provide multiple and diverse entry points to involvement and service, and that build alternative models of funding to ensure the financial sustainability of the church for future generations.
 - ❖ **Responsive:** Being forward thinking, responsive to changing conditions, and adapting as necessary in order to remain effective and relevant.
2. **Integrity:** Walking the talk in everything we do.
 - ❖ **Safe and Welcoming (Inclusive):** Becoming a safe place that welcomes and engages with groups and individuals, both those in the mainstream and those on the margins.
 - ❖ **Accessible:** Being an open hearted and accessible place for people with differing physical and mental abilities.
 - ❖ **Sustainability:** Protecting and restoring the integrity of our earth, valuing all living things, and laying the foundations that will enable current and future generations to thrive.

- ❖ **Interculturalism:** Embracing and reflecting the diverse communities we live in and seek to serve, while respecting each other's differences.
- ❖ **Reconciliation:** Building relationships with Indigenous peoples and communities, and working to decolonize language, theology and ways of being.
- ❖ **Affirming:** Providing safe spaces for individuals of all gender identities and sexual orientations (LGBTQ2S+).

3. **Connectedness:** Building strong connections and shared values with others.

- ❖ **Relationships:** Acknowledging that the sacred and holy are present and made manifest in every relationship.
- ❖ **Partnerships:** Working in partnership with community organizations, social enterprises, neighbourhoods and local governments to address economic, social and ecological issues.
- ❖ **Youth Engagement:** Creating connections with children, youth, and young adults that empower them to actively shape our common future.
- ❖ **Growing Church Community:** Fostering connected, meaningful and deep relationships through small groups and spiritual practices.
- ❖ **Combating Social Isolation:** Building community around shared passions and interests, and providing safe spaces for people to gather, dialogue, learn from and explore differences.

II. BOARD ROLE – POLICY BOARD

The Board is the legally constituted authority responsible directly to the congregation for prudent oversight of church business. The Church has determined that the most effective manner in which to ensure proper governance and oversight is through the establishment of a ***policy board***. Policies formalize the roles and responsibilities of the Board and establish its functions, practices and structure. As such, the Board governs with an emphasis on: 1) outward vision rather than internal preoccupation, 2) encouraging diversity in viewpoints, 3) strategic leadership more than administrative detail, 4) a clear distinction of board and staff roles, and 5) collective rather than individual decisions.

Board Role and Functions:

The Board is be responsible for the following areas:

1. Taking the lead on creating a vision, mission and high level goals:
 - a. Determining the mission and purpose of the Church;
 - b. Drafting a strategic plan based on the vision, mission and goals, with input from the congregation; and
 - c. Ensuring effective Church planning.
2. Securing resources:
 - a. Supervising and evaluating the Lead Minister¹; and
 - b. Ensuring adequate resources, and overseeing the budget.
3. Defining clear roles and responsibilities:
 - a. Defining the roles and responsibilities of the board, committees and Lead Minister; and
 - b. Developing appropriate policies as required ensuring role clarity between board and staff.
4. Establishing benchmarks for performance and monitoring them:
 - a. Establishing and monitoring high-level outcomes and organizational results;
 - b. Monitoring the strategic and operational plans;
 - c. Assessing its own performance; and
 - d. Assessing Lead Minister performance.

¹ Typically the highest-ranking staff position in an organization and the one responsible for making decisions to fulfill the mission and success of the organization is referred to as either Executive Director (the term more frequently used in non-profits) or CEO (which is commonly used for-profit entities and some large non-profits). However, the title of the lead staff position can be whatever fits the organization best, and for the purpose of Broad View United, we are using Lead Minister, as recommended by the Project Management Team.

5. Being accountable to the congregation:
 - a. Managing resources effectively (i.e appoint Lead Minister to manage the organization);
 - b. Enhancing the Church's public image;
 - c. Ensuring legal and fiduciary requirements are met; and
 - d. Working with Trustees.

Duties of Board Directors:

Legal and Ethical Responsibilities of Board Directors:

- Being loyal² to the Church and the congregation;
- Avoiding conflict of interest;
- Not exercising individual authority over staff;
- Dealing with the public, congregation, staff and each other in a fair, ethical and straightforward manner;
- Being prepared for, and actively participating in, meetings;
- Actively monitoring the Church's performance toward goals;
- Fostering friendly, positive working relationships between volunteers and staff;
- Maintaining confidentiality of board business; and
- Promoting the best interest of the Church and speaking positively about the Broad View United to the public.

Governance / Management Relationship:

The Board will focus on issues that have a high impact on the vision and mission of Broad View United. The Board will provide strategic direction and policies that are guides for delegated decision-making by senior management. The Board will deal with critical issues in a way that least intrudes on the Lead Minister's role of managing operations.

The Board will be responsible for the following areas:

1. *Strategic direction and monitoring.* The Board will ensure that Broad View United develops and adopts a strategic plan that is consistent with its mission and values, and which enables it to realize its vision. The Board leads the development of the strategic plan and ensures that staff and the congregation have input into the plan. The Board is also responsible for monitoring achievement of the goals set out in the strategic plan.
2. *Financial oversight.* The Board is responsible for stewardship of financial resources, including ensuring availability funds and overseeing the allocation of financial resources.

² We are using loyalty as defined in relation to fiduciary responsibilities, which in this case refers to acting in the best interest of the organization.

3. *Risk identification and oversight.* The Board is responsible for being knowledgeable about current and foreseeable trends and risks in both program and operational activities. This is done in three ways: 1) by staying abreast of external / societal factors and conditions that may/will affect the church; 2) receiving regular reports from management; and 3) ensuring that appropriate risk analysis is performed as part of board decision making. It is important to note that having a strong risk management process in place does not mean that the Board is risk averse, rather they continue to be forward thinking and innovative, but with a strong understanding of external factors that could impact the church.
4. *Executive management oversight.* The Board helps organize and oversee the recruitment process as outlined in the *National Pastoral Relations Policy* of the *United Church of Canada*. They also supervise and assess the performance of the executive staff (in this case Lead Minister) through the Ministry and Personnel Committee.
5. *Congregation communication and accountability.* The Board maintains congregation relationships by ensuring that the church regularly communicates in a manner consistent with accountability to the congregation.
6. *Governance.* The Board is responsible for the quality and effectiveness of its own governance and will assess its own performance on annual basis.
7. *Legal compliance.* The Board ensures that appropriate processes are in place to ensure compliance with legal requirements.

Executive Staff – Lead Ministers:

One of the key responsibilities of the Board is to ensure effective management is in place. This will be done through the creation of a senior leadership position called Lead Minister. Given the current senior staff and the scope of management skills and tasks required, we have established a shared senior leadership staff model, with two full time lead Ministers referred to as co-Lead Ministers (co-LMs).

The co-Lead Ministers will be ‘ex-officio’ members of the board. They will attend board meetings, participate in discussions, and receive and provide reports but they will not have a vote. The co-LMs are the link between the Board and other staff, and the Board communicates its directives or human resource policies to other staff through the co-LMs.

The co-Lead Minister will be responsible for the following areas³:

1. *Operations.* All day-to-day Church operations.
2. *Staff management.* In consultation with the Ministry and Personnel Committee, recommend the hiring and termination of all non-order of ministry (lay) staff to the Board and day-to-day supervision of all lay staff.

³ See Lead Minister Job Description for further details on responsibilities.

3. *Budget and planning.* Annual budget and operational planning as approved by the Board.
4. *Ministry teams.* Leadership and management of all teams. *See page 11 for further explanation of Ministry team roles and composition.*
5. *Stakeholder relationships.* External stakeholder relationships including the community, government, media and other stakeholders that enhance the public image and credibility of the church.
6. *Financial expenditures.* Financial expenditures as outlined within the annual budget.

III. BOARD QUALITY

Board Size:

Broad View United Board will be made up of a minimum of seven and no more than nine voting members, plus the two non-voting co-Lead Ministers and an ex-officio non-voting Chair of the Board of Trustees.

Board Composition (skills/experience/qualities):

All board members of Broad View United must be a member of the Church with a spiritual grounding⁴. Collectively the Board will also require the following skills, (please note that no one member needs all the following skills, but rather the Board in its entirety should have the following skills/experiences):

- Financial literacy;
- Legal knowledge;
- Governance;
- Investment management; and
- Human resource management.

To work effectively, board members must have the qualities that support collective action, and decision-making:

- Ability to work as a team and communicate effectively with each other
- Commitment to the board and attendance
- Absence of apparent conflicts
- Leadership potential
- Ability to think strategically and courage to take risks

Recruitment, Nomination and Election:

The members and adherents of the church elect board members. Identification and nomination of board members will be the responsibility of the Nominations Committee of the Board. The Nominations Committee will present a list of potential candidates to the Board for approval. Once approved the list will be presented at the Annual General Meeting (AGM) for approval by the members/adherents. If there are additional nominations from the floor during the AGM, resulting in multiple candidates for positions, an election will be held at the AGM.

⁴ Adherent participants may be elected to the Board with the approval of the Regional Council.

Term and Renewal:

Board Members: Board positions will be for two years, with an option to renew twice for a total of six years. The congregation will elect board members at the AGM. Once a board member has completed a maximum six-year term, they must step down from the Board for one year before being eligible for election to the Board again. Except in extenuating circumstances where a board member may be asked to extend their term up to two years (*see Executive Terms: Board Chair, page 11*).

Orientation and Education:

It is the responsibility of the Board to ensure that new board members and new committee members receive orientation on their roles. Orientation will be done by the Board Chair and co-Lead Ministers or their designates. Orientation will be mandatory for all board and committee members.

Removal from Office:

The Board may remove a board member or executive officer: 1) through a board member removal process as outlined in board policies; 2) if the member has been absent for three consecutive meetings within a year without adequate reason; and 3) by the Congregation or Region as outlined in *United Church By-Law B.7.3.5*

Vacancies:

The Board may fill a board vacancy in between the Annual General Meetings; however the appointment must be approved by the congregation at the next AGM.

Board Evaluation:

As part of the Board's ongoing responsibility for its own performance, the Board will undertake a board evaluation on an annual basis. This evaluation shall occur before the annual general meeting, as part of their review of the past year's achievements. The Board Chair will work with the Nominations Committee to conduct the review.

IV. BOARD STRUCTURE AND PROCESS

Board Leadership:

The officers are the Board's leadership, and thus the leadership of Broad View United. Broad View United Board will have the following executive officer positions⁵ elected by the congregation:

1. *Board Chair:* Chairs board meetings; takes responsibility for the conduct of board meetings and of board members; sets and follows agendas; takes votes and announces the results, votes only if there is a tie; is the spokesperson for the Church to the public; and is a signing authority on legal and financial documents.
2. *Vice-Chair/Past Chair:* Supports the Chair and fulfills the duties of the Chair in their absence.
3. *Treasurer:* Accounts for and reports on the funds, budget and expenditures of the organization; signing authority on financial documents. The Treasurers' responsibilities are set out in detail in *The United Church of Canada Manual, Congregational Life G.4.*
4. *Secretary:* Takes accurate minutes (or reviews minutes taken by staff) of board meetings; ensures all board documents are up-to-date and filed; maintains database and accurate contact information of current board members.

Executive Terms:

1. *Board Chair:* The congregation will elect a Board Chair for a two-year period. Under normal circumstances, the Board Chair will be nominated no later than at the start of their second term. They will act as Vice Chair for one year, Chair for two and then Past Chair for one year, for a total of four years serving on the executive and six years on the Board. In extenuating circumstances, such as major transition periods or during major projects where continuity of leadership is required, the Chair may be asked to extend their appointment for up to two more years; this would need to be confirmed by the congregation at the next AGM.
2. *Vice Chair and Past Chair:* These positions will each be a one-year period for a total of two years.
3. *Treasurer and Secretary:* The congregation will elect both the Treasurer and Secretary for a two-year appointment; these positions will be open for two renewal periods for a total of six years.

⁵ Executive Officers job descriptions can be found in the Governance Policy Manual.

Board Committees:

Committees help the Board govern by gathering information, drafting policies, and other activities as directed by the Board. Committees are not decision-making bodies; rather they do the work and then report to the Board. Committees will be chaired by either a board member, or a member at large appointed by the congregation, who may attend board meetings as an ex-officio, non-voting member. One or both Lead Ministers will staff all committees. Committee membership will consist of board members and members at large from the congregation.

Ministry and Personnel Committee (M&P)⁶

The M&P Committee has three roles: 1) Provide oversight of the Lead Minister on behalf of the Board and Congregation; 2) Serve as a sounding board and support to the co-Lead Ministers relating to human resource issues; and 3) Act as a body of appeal for staff when they are unable to resolve issues with the co-Lead Ministers. The M&P Committee will be chaired by a member of the Board of Directors and will have no less and three and no more than five⁷ members at large. The co-Lead Ministers will support the Committee. The Committee's Terms of Reference are based on *the United Church of Canada's Ministry and Personnel Committees: Policy, Procedures and Practices, January 2019*.

Finance Committee⁸

The Finance Committee is responsible for budget planning and oversight; reviewing monthly financial performance; and recommending long-term financial goals. They are also responsible for reviewing and making recommendations to the Board concerning banking arrangements, including lines of credit and debt management and overseeing the annual audit. The Finance Committee will be chaired by the Treasurer and will consist of no less than three and no more than five members at large. The co-Lead Ministers will support the Committee. The Committee's Terms of Reference are based on the *United Church of Canada's Financial Handbook for Congregations, 2017*.

Nomination Committee⁹

The Nominations Committee will oversee board and committee recruitment, including the development of a skills/experience/qualities matrix to ensure diversity and appropriate skills and representation on the Board. The Committee will also be responsible for board education, including ensuring a comprehensive orientation session is provided to all new board members, and providing/overseeing board education sessions as needed. The Nomination Committee will

⁶ See Committee Terms of Reference in the Governance Policy Manual.

⁷ The United Church Ministry and Personnel Committee recommends that committees have no less than 3 and no more than 7 members, however in keeping with research into board and committee sizes for maximum effectiveness we are recommending no larger than 5 members.

⁸ See Committee Terms of Reference in the Governance Policy Manual.

⁹ See Committee Terms of Reference in the Governance Policy Manual.

be chaired by the Chair of the Board and will have no less than two and no more than four members as identified by the Chair. The co-Lead Ministers will support the Committee.

Board of Trustees

The Board of Trustees hold all of the property of the Congregation as part of the United Church. The Board of Trustees is to discharge the duties and exercise the powers set out in the Trusts of Model Deed (By-Laws, section 259). Specifically, the Board of Trustees holds property for the use and benefit of the congregation as a part of The United Church of Canada (*Appendix II, Trusts of Model Deed, paragraph 1*). The Trustees Chair will be nominated by the Nomination Committee and will sit on the Board as an ex-officio non-voting member. The Committee will have no less than three and no more than six members. The co-Lead Ministers will support the Committee. For further details, see *The United Church of Canada's Trustees Handbook/The Manual, October 2016*.

Trustee Working Group - Investment and Foundation Working Group¹⁰

The Investment and Foundation Working Group will be a sub-group of the Board of Trustees and will support the development and oversight of the Church's investment policy. This will include regular review of the policy, periodic updates on the investments and the development of strategies to maximize assets. The Administrator will chair the working group and they will sit on the Board of Trustees as an ex officio non-voting member. The Treasurer of the Board shall also be an ex officio non-voting member of the working group. The working group will have no less than three and no more than five members. The co-Lead Ministers will support the working group.

Ministry Teams:

Teams support Ministry work (operations) with leadership and support from the staff. Teams will be organized around the achievement of practical tasks and results. Teams will consist of volunteers from the Congregation who are interested supporting the work of the team. The teams are accountable to the co-Lead Ministers and the co-LMs will oversee the appointment of appropriate staff and volunteers to each team. The following teams are being considered, and these may change and shift over time depending on the overall goals and strategies identified by the congregation through the strategic planning process.

¹⁰ See the Investment and Foundation Working Group Terms of Reference in the Governance Policy Manual.

Ministry teams for consideration:

1. Small Group Ministry	8. Affirming Ministry Team
2. Worship Team	9. Intercultural Team
3. Technology Team	10. Justice Animation Team
4. Property Team	11. Reconciliation Team
5. Stewardship/Fund Development Team	12. Educational Programming Team
6. Children, Youth/Young Adults and Families Team	13. Hospitality Team
7. Congregational Care /Senior Ministry	14. Historical Team
	15. Communications team

Note: Terms of reference will be developed for each team.

Meeting Processes:

The Board will meet in person as a rule, but if necessary the Board may also meet by telephone or video conference call or by email, as long as the requirements for email meetings in the 'Procedures for Holding a Meeting and Decision-making are met. *See The United Church of Canada Manual 2019, Procedures for Holding a Meeting and Decision-Making, included as an appendix, section 3.4.2.*

Number of meetings: The Board will meet a minimum six times a year. Meeting times and dates will be set as part of the Board's annual work plan. The Board cannot meet without at least one co-Lead Minister or their designate present.

Calling meetings: Meetings of the Board will be set by the Board at the first meeting after the AGM. Outside of regular board meetings, the Chair must call a meeting if they have received a written request from at least five members of the Board and the meeting must be held within 14 days of receiving the request.

Setting the meeting agenda: The Board agenda is the responsibility of the Board Chair and will be prepared in collaboration with co-Lead Ministers. Input will be provided other board members where necessary. The agenda will clearly outline what items require a approval by vote and what items do not.

Approval of minutes: Minutes will be circulated no later than seven days following the Board meeting. The past meeting minutes will be reviewed at accepted at the start of each board meeting.

Meeting Quorum: A meeting of the board may take place only if at least 1/3 of voting board members are present and at least one of the co-Lead Ministers or their ministry personnel designate is present.

Annual General Meeting (AGM): A general meeting of the membership (congregation) will be held annually and will happen no later than six months after year-end. At the AGM board and

executive members will be elect; the audited financial statements presented; and the Chair and co-Lead Ministers will present their annual reports on achievements.

AGM Quorum: Quorum for the AGM will be 20 members. If there is insufficient members to hold the AGM, then a second AGM will be scheduled two weeks later and the Board and staff will work to ensure that quorum is reached at this meeting.

V. BOARD MEMBER AGREEMENTS¹¹

Each Board member will commit to following the policies as outlined by the United Church of Canada. A breach of an agreement may be grounds for a board member's termination.

1. Confidentiality Agreement – asking a board member to respect the confidentiality of information gained as a result of serving on a board.
2. Conflict of Interest Agreement – requiring a board member to declare if they have a personal interest in an area that is of interest to the organization.
3. Code of Conduct Agreement – overall rules and expectations about respect for the organization and other members.
4. Harassment Policy – outlines process for ensuring a safe and harassment free workplace.

¹¹ Full agreements can be found in the Governance Policy Manual.