



Board of Directors Policy Manual

Trinity Lutheran Church

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Board recognizes that no individual or group is the sole representative of the congregation.

1.5.1. Listening to the Congregation: The Board shall listen to the ideas, concerns and values of the Congregation. It shall use a variety of appropriate methodologies (such as mail, phone and internet surveys, focus groups and Board dialog) to seek out the desires of the Congregation.

1.5.2. Reporting to the Congregation: The Board shall keep the Congregation informed of its progress toward the Strategic Direction. It shall use a variety of methods for this reporting (e.g. annual reports, videos, web page, magazine, newspaper articles, survey reports, TV spots, etc.).

1.6. RESPONSIBILITIES OF THE CONGREGATION (Time, Talent, Treasures)

1.6.1 Biblical stewardship shall be utilized to assure that the ministry achieves the Strategic Direction. Resource allocation to support ministries shall be offered with efficient and improving allocation.

1.7. STRATEGIC ALLIANCES

Strategic Alliances are mutually beneficial relationships with other organizations or individuals built upon a common vision or goal, which allows Trinity Lutheran to honor their core values, enhance the pursuit of their missions, and maintain operational autonomy.

1.7.1 Trinity Lutheran Church may pursue strategic alliances as appropriate and in compliance with the confessions of the Lutheran Church Missouri Synod.

2. Board Self-Governance

2 BOARD SELF-GOVERNANCE

2.1. BOARD RESPONSIBILITIES

2.1.1. The responsibility of the Board is to provide guidance which fosters the creation of a strong, powerful, and ethical pursuit of the congregation's mission. To that end, the Board shall:

2.1.1.1. Ensure that the Core Values, Mission, Vision and Strategic Direction of the congregation are the driving force for all activities and related ministries.

2.1.1.2. Periodically review and if needed update the Strategic Direction.

2.1.1.3. Establish Governing Policies for the Board.

2.1.1.4. Provide oversight of all congregational activities by establishing and monitoring appropriateness of and adherence to policies that guide the efforts of the Senior Pastor.

2.1.1.5. Ensure that the policy and financial decisions are executed in accordance with the Constitution and Bylaws of the congregation.

2.1.1.6. Not make material omissions or exaggerations of fact or use of

misleading material that creates or implies a false impression or misunderstanding about the Church, its vision and mission, its finances, or any of its affairs.

- 2.1.1.7 Communicate regularly with the Congregation the pertinent activities of the Board and actively listen to communication from the Congregation.
- 2.1.1.8 Exercise particular concern for the spiritual and physical welfare of the Senior Pastor.
- 2.1.1.9 Exercise concern for all staff, supporting them with prayer, and appropriate counsel with the Senior Pastor.
- 2.1.2. The Board shall consistently advise the Senior Pastor of his performance, and conduct the Senior Pastor's annual performance appraisal and report when it has been completed.
 - 2.1.2.1. The Board shall meet with the Senior Pastor prior at the beginning of each budget year to offer counsel and affirm the Senior Pastor's intended outcomes for the next year. These outcomes shall form the basis for the Senior Pastor's annual performance appraisal.
 - 2.1.2.2. In addition to other information they may seek in conducting the performance appraisal, the Board may interview all direct reports of the Senior Pastor concerning the performance of the Senior Pastor. These interviews will focus on adherence to policy only. The Board shall respect anonymity when reporting this information to the Senior Pastor.
 - 2.1.2.3. The Board may share the information gathered through these interviews (as deemed appropriate and respecting anonymity) with the Senior Pastor and allow him to respond.
 - 2.1.2.4. If the Senior Pastor's performance appraisal is less than acceptable, the Board shall counsel the Senior Pastor and assist him in establishing a plan to enhance his performance.
 - 2.1.2.5. The Board shall establish annually, Senior Pastor compensation and benefits before the annual budget is prepared. A Salary Review Compensation Committee shall be appointed at the end of each financial budget year consisting of a minimum two lay members and one BOD member to chair the committee.

2.2. MEMBERSHIP RESPONSIBILITIES

- 2.2.1. Board Members shall:
 - 2.2.1.1. Commit to working together in a covenant relationship defined by the Christian faith, the Articles of the Constitution, and these policies agreeing to accept discipline accordingly.
 - 2.2.1.2. Regularly participate in the worship and educational life of the congregation.
 - 2.2.1.3. Undertake personal spiritual disciplines for the development of their own faith lives.
 - 2.2.1.4. Be prepared for the Board meetings.

- 2.2.1.5. Attend Board meetings regularly, not having more than one unexcused absence in any given quarter.
 - 2.2.1.5.1. In the case of a Conflict of Interest (See Conflict of Interest Policy, Appendix A), a Board Member may ask to be recused from the Board session or may be excused from the session by the Board with a simple majority vote of the Board, not including the Member in question.
 - 2.2.1.5.2. Should it be necessary to miss a meeting, Members shall make contact with the Board Chair for dialog both before and after said meeting.
- 2.2.1.6. Work to expand their leadership abilities and increase their understanding of the mission and ministry of the congregation.
- 2.2.1.7. Gain a working knowledge of the Board's policy manual.
- 2.2.1.8. Actively participate in Board meetings, special briefings and policy decision-making.
- 2.2.1.9. Make informed decisions by insisting on complete and accurate information.
- 2.2.1.10. Support all decisions once they have been fully discussed and resolved by the Board.
- 2.2.1.11. 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 of Directors Member.
- 2.2.1.12. Relate to other individuals with kindness, civility, integrity, honesty and straightforwardness in a Christ-like manner.
- 2.2.1.13. Actively discipline themselves and other Members of the Board by identifying Board actions and conditions that run counter to the Policy Based Governance manual.
- 2.2.1.14. Bring to the Board Chair's immediate attention any condition or action that they believe exceeds the Senior Pastor and Department Heads Limitation Policy. (See Section 3)
 - 2.2.1.14.1. The Board Chair shall promptly present to the Senior Pastor the concern and give report to the Board.
- 2.2.1.15. Keep Board documents and discussions confidential, unless given permission by the Board acting as a whole to disclose. However, Board approved minutes (excepting those of executive sessions) and Board approved financial statements do not require permission for disclosure as long as any Board discussion or information related to these documents remains confidential. (See Boundary Management Policy, Appendix B).

2.2.1.16. Be familiar with and put into practice any specific policies developed to guide the behavior of Members of the Board.

2.2.1.16.1. Conflict of Interest Policy (Appendix A)

2.2.1.16.2. Boundary Management Policy (Appendix B)

2.2.1.17. Not hinder the Board process due to individual proclivities or disruptive behavior.

2.2.2. Board discipline is intended to assist Board members in maintaining good communication and a full commitment to working in a covenant relationship. To that end, a Member of the Board who violates any policy shall be counseled by the Board of Directors Chair. Should violations continue, the Board Member shall be counseled by the Board as a whole. Decisions concerning a request for resignation of any Board Member who continues to violate policy after such counseling shall normally be made by the Board and shall require a majority vote of the Board with said member not voting or being counted in determining such majority. A majority vote of the Board with said member not voting or being counted in determining such majority may request a Voters Assembly to remove the member from the Board if the individual Board Member under discipline refuses to resign. In both cases the Board Chair will also vote, unless the Board Chair is the one under discipline.

2.2.2.1. Should the Chair of the Board violate policy, it shall be the responsibility of the Vice-Chair to initiate such counsel. Should a vote be called, the Vice-chair shall vote as acting chair.

2.3. ENUNCIATING GOVERNING POLICIES AND VALUES

The Board shall maintain written policies of four types.

2.3.1. Policies with respect to Strategic Direction. Affirmative statements setting forth the purposes, effects and acceptable costs of operations.

2.3.2. Policies with respect to Board Self-Governance. Statements setting forth the style and rules with respect to the Board's own tasks and processes.

2.3.3. Policies with respect to Senior Pastor and Department Heads Limitations. Limiting statements that bind or restrict activity of the staff.

2.3.4. Policies with respect to Board and Senior Pastor Relationships. Clarifying statements about delegation to and monitoring of ministry implementation.

2.4. GOVERNING PROCESS

2.4.1. Governing Philosophy:

The Board shall govern with an emphasis on:

- Spiritual vision rather than internal preoccupation;
- Encouragement of diversity of viewpoints;
- Strategic leadership more than operational detail;
- Ends rather than means;
- Clear distinction of Board of Directors, Senior Pastor and Department Heads roles;

- 2.7.2. In the event of a vacancy of a Department Head, either by resignation or by Board decision, the Board may appoint a vacancy Department Head. Any limitations on a vacancy Department Head not specified in this document shall be communicated to the chosen vacancy Department Head in writing with a copy of this Manual along with the agreed upon compensation and any time constraints for the interim position before their tenure begins. Should service as the vacancy Department Head have an impact on an individual's eligibility for consideration as the permanent Department Head, this must also be shared.

2.8. ELECTION OF BOARD OF DIRECTORS MEMBERS

- 2.8.1. **Board of Directors Membership:** The number of Board Members shall not exceed nine, including ex-officio members. Members shall be elected on a rotation basis with approximately one third of the Board being elected each year. The Senior Pastor and Endowment Board Chairperson shall serve as ex-officio members of the Board.
- 2.8.2. **Nominating Committee:**
- 2.8.2.1. A Nominating Committee will consist of the Vice-Chair and one other Board Member appointed by the Board and two members-at-large. The Senior Pastor shall serve as an ex officio member of this committee.
- 2.8.2.2. The Nominating Committee shall be chaired by the Vice-Chair of the Board.
- 2.8.2.3. The Nominating Committee shall solicit and receive the names of prospective candidates from the Board or any member of the Congregation.
- 2.8.2.3.1. When calling for nominations, the Nominating Committee shall inform the congregation of the nominating process and provide to anyone wishing to nominate someone the appropriate information, which shall include "Qualifications and Other Considerations" (See 2.7.3.), "Board Responsibilities" (See 2.1.), accepting "Membership Responsibilities" (See 2.2.), the Nomination Form (See Appendix F), and a cover letter explaining the nominating process, the schedule, and the election procedures.
- 2.8.2.3.2. Anyone who chooses to nominate an individual should submit a completed nomination form for that person to the Nominating Committee. Exceptions to this include the Bylaw's allowance to nominate an individual from the floor during the Voters Meeting.
- 2.8.2.3.3. An individual may nominate themselves.
- 2.8.2.4. The Nominating Committee shall develop a recommended slate of "qualified" candidates (see 2.8.3.) to fill the upcoming vacancies (approximately one third of the Board). The Nominating Committee should make every attempt to present the final slate to the congregation at least two weeks prior to its regular meeting in the fall of each year.

2.8.3. Qualifications and Other Considerations:

- 2.8.3.1. In preparing its recommended slate of candidates for Board service, the Nominating Committee should seek candidates who:
- Meet the requirements of Board Membership as stipulated in the Constitution and Bylaws
 - Regularly participate in the worship and educational life of the congregation
 - Undertake personal spiritual disciplines for the development of their own faith lives
 - Are good communicators
 - Are visionary
 - Can effectively represent the concerns of the Congregation
 - Understand and support the basic concepts of Policy Based Governance
 - Are willing and able to support the Strategic Direction of the congregation

- 2.8.4. Are willing and able to accept the Board and Membership Responsibilities as delineated in Policy Section 2.1. and Policy Section 2.2

- Are not currently on the payroll of the congregation
- Are a member of any LCMS church for a minimum of two years

- 2.8.4.1. In preparing the slate, the Nominating Committee should consider exclusion of nominees that:

- Have immediate family members who are staff members working over 20 hours a week
- Have family members with less than two degrees of separation (parents, children, siblings, aunts/uncles, nieces/nephews or in-laws of same, grandparents) serving on the Board at the same time.
- If the nominee is in contradiction to the above two conditions and is nonetheless allowed to remain a nominee, the Committee shall ensure the Voters Assembly is made aware.

- 2.8.4.2. The Nominating Committee shall take into consideration diversity issues in determining its recommended slate.

- 2.8.4.3. The Nominating Committee shall take into consideration the current composition of the Board in determining its recommended slate.

2.8.5. Election:

- 2.8.5.1. Election of Board Members shall take place each year at the regular meeting of the Voters Assembly in the fall.

- 2.8.5.1.1. When presenting the slate to the Congregation, the Nominating Committee shall include:

- The list of criteria used to qualify nominees;
- Information regarding each nominee which

addresses the qualifying criteria;

- Guidelines for offering further nominees for consideration (See Appendix F);
- Procedures for the election process; and
- Any member of the congregation may submit further names for consideration by the Nominating Committee within five days of the presentation of the slate. The same procedure for nominating an individual during this time is the same as the original process. The submission of a name does not guarantee the individual will be placed in nomination.

2.8.5.1.2. The Nominating Committee shall present a slate that includes at least one qualified candidate for each position to be filled.

2.8.5.2. The Voters Assembly shall elect only individuals who have been deemed qualified by the Nominating Committee.

2.8.6. Terms of Service

2.8.6.1. The term of President, Vice-President and Secretary shall be one year; the term of the Board of Directors shall be for two years with one-half of the Board elected each year

2.8.6.2. There is no limit on the number of terms to which a person may be elected.

2.8.6.3. Approximately one half of the Board shall be elected each year to assure continuity of service and experience on the Board.

2.8.6.3.1. Should the number of Board Members or their terms of service fall out of alignment with Policy 2.8.6.1 and 2.8.6.3., no other process shall be used for realignment except the election process as outlined in these policies.

2.8.7. Vacancies

2.8.7.1. Vacancies that occur on the Board of Directors or Council of Elders shall be filled in accordance with applicable provisions of the Bylaws. However, only individuals deemed “qualified” by the Nominating Committee may be appointed to fill a vacancy on the Board of Directors. Only individuals deemed “qualified” by the Sr. Pastor may be appointed to fill a vacancy on the Council of Elders. Candidates from the previous election may be considered first.

2.8.7.2. Appointment to fill a vacancy on the Board 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 half of the Board each year.

2.8.7.3. Every effort shall be made to fill vacancies 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.

Appendix F – 1 BOD Nomination Form

5.6. APPENDIX F - 1 BOD NOMINATION FORM

Trinity Lutheran Church

Nominations for Board of Directors

Candidate Name: _____

Phone Number _____ E-mail Address _____

Person Making the Nomination: _____

Phone Number _____ E-mail Address _____

** I have spoken with the person and they are willing to be considered for nomination YES NO

** I have shared the 'Board Responsibilities' and 'Membership Responsibilities' with this person and they understand. YES NO

** I have shared the 'Qualifications and Other Considerations' list with this person and they understand. YES NO

** I believe this person demonstrates the qualities suggested in these documents and be considered a candidate for the Board of Directors YES NO

** I believe this person is well qualified to give leadership to our congregation as a member of the Board because:

Signature

Date

Please complete this form and return it to the BOD before nominations close

Appendix F – 2 BOD Qualifications Checklist

5.7. APPENDIX F - 2 BOD QUALIFICATIONS CHECKLIST

Nominations for Board of Directors - Candidate Qualifications Validation Checklist

Candidate Name: _____

1. Candidate has been nominated by Board member or Congregation Member? **Y N**
2. Completed Nomination Form has been submitted? **Y N**
3. Meets the requirements of board membership as stipulated in the TLC Constitution and Bylaws? **Y N**
4. Regularly participates in the worship and educational life of the congregation? **Y N**
5. Accepts meaningful and relevant personal spiritual disciplines for the development of their own faith lives? **Y N**
6. Is a good written and verbal communicator? **Y N**
7. Is a visionary person? **Y N**
8. Can effectively represent the concerns the “Stewards” of the Congregation? **Y N**
9. Understands and supports the basic concepts of Policy Based Governance? **Y N**
10. Is willing and able to support the strategic direction of the congregation, even when not in agreement? **Y N**
11. Has read, understands and is ready, willing and able to accept The Board Responsibilities and Membership Responsibilities as delineated in Policy (PBG) Section 2.1 and 2.2? **Y N**
12. Is not currently on the payroll of Trinity Lutheran Church or School? **Y N**
13. Is not a spouse of a staff member working more than 20 hours per week? **Y N**
14. Meets the following requirement? Not more than one individual from any given immediate family (parents, children, siblings) shall not serve on The Board at the same time. **Y N**
15. Will support all decisions once they have been fully discussed and resolved by the board? **Y N**
16. Board diversity has been taken into consideration? **Y N**
17. Current composition of The Board has been taken into account? **Y N**
18. A member of any LCMS church for a minimum of two years? **Y N**

Nominating Committee Review

Signature: _____ Date: _____

Appendix F – 3 Candidate Form

5.8. APPENDIX F - 3 BOD CANDIDATE FORM

Nominations for Board of Directors - Candidate Validation

Candidate Name: _____

1. Member at Trinity Lutheran Church since _____
2. Prior Church membership (optional) _____
3. Immediate family members include _____

4. I regularly participate in the worship and educational life of the congregation? Y N

- | | | | | |
|------------------------------------|------|------|-------|-----|
| • Attend services | 8:00 | 9:30 | 11:00 | Mon |
| • Attend Small Group bible study | Y | N | | |
| • Attends Adult Sunday Bible Study | Y | N | | |

5. Personal spiritual disciplines I have include _____

6. My communication strong points include _____

7. One vision I have for Trinity is _____

8. My plan to represent the concerns of the Congregation include _____

9. One question I have concerning Policy Based governance is _____

10. I can support the strategic direction of the congregation, even when not in agreement? Y N

11. I have read, understand and am ready, willing and able to accept the Board Responsibilities and Membership Responsibilities as delineated in Policy (PBG) Section 2.1 and 2.2? Y N

12. I am not currently on the payroll of Trinity Lutheran Church or School and have not been within the immediate preceding three years? Y N

13. I will support all decisions once they have been fully discussed and resolved by the board? Y N

Signed by: _____ Date _____