

WOODLANDS LUTHERAN CHURCH
MONTVERDE, FLORIDA

**GOVERNANCE BASED
POLICY MANUAL**

REVIEWS:

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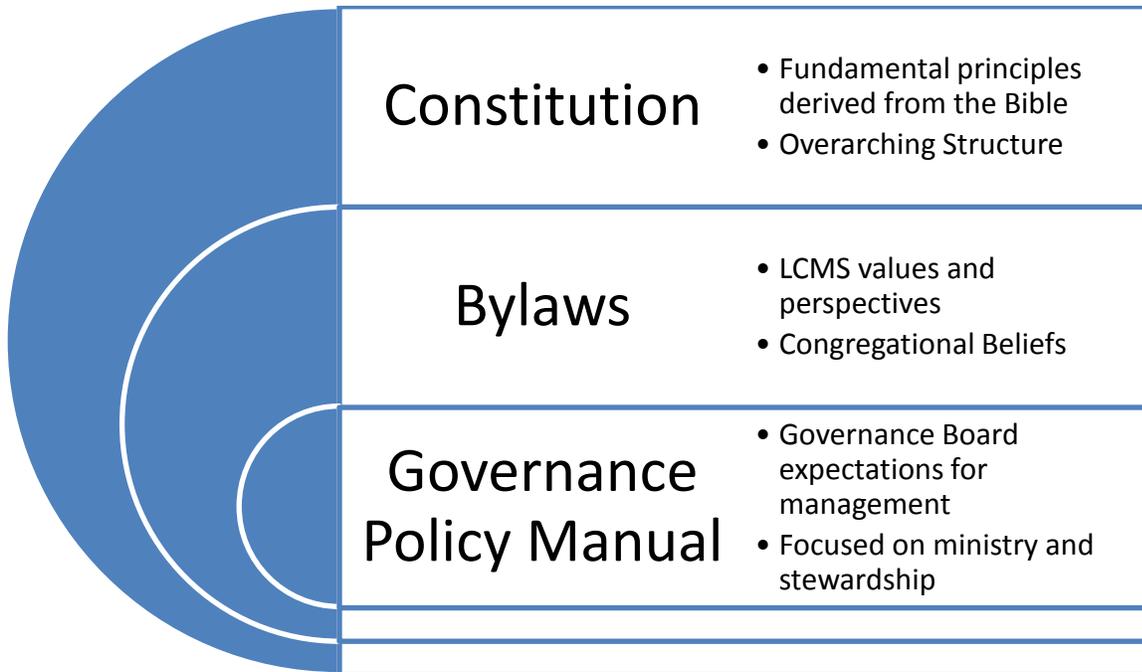
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SECTION 1 - GOVERNANCE POLICY PURPOSE

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At Woodlands Lutheran Church, the Constitution describes fundamental principles derived from the Bible and provides an overarching structure. Bylaws describe values and perspectives of the congregation and the Lutheran Church – Missouri Synod (LCMS). **This Governance Policy Manual sets expectations for management.** The principles, values, and expectations flow top to bottom as shown below.

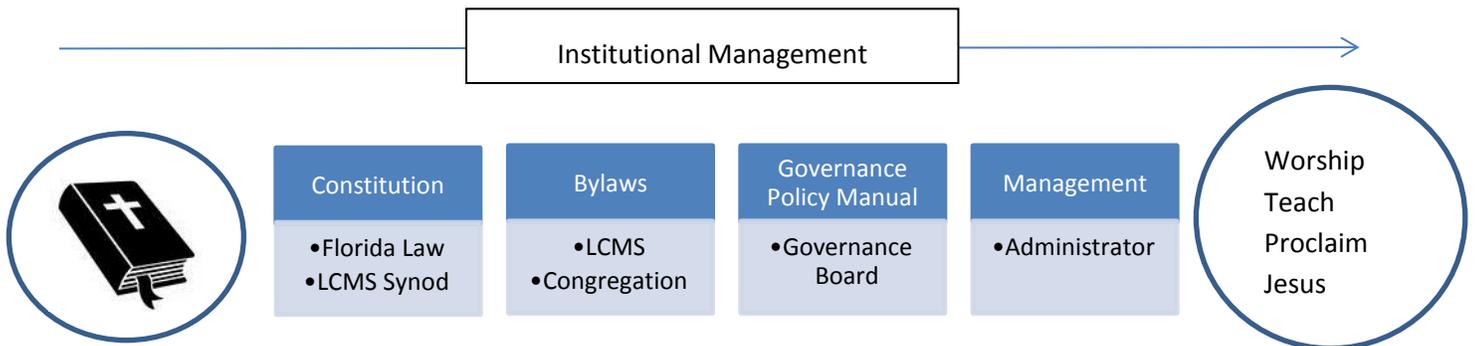


Beyond the Governance Policy Manual, Woodlands Lutheran Church has developed the following policy manuals to comply with law binding contracts and to guide it through its day-to-day business:

- Standard Operating Procedures
- Employee Manual
- Early Learning Center Parents Manual

The Governance Policy Manual conforms to principles from the Bible and is part of a structure that informs management and supports Woodlands mission. The policies and job descriptions are clear and written to protect, and hold accountable, morally sound staff and key volunteers.

- Matthew 18:18, *“Whatever you ask for, will be done. Whatever you loose on earth, will be loosed in heaven. Whatever you bind up, will be bound.”*
- Acts 20:28: Take heed therefore unto yourselves, and to all the flock, over which the Holy Ghost hath made you overseers, to feed the church of God, which he hath purchased with his own blood.
- 1 Peter 5:2: Feed the flock of God, which is among you, taking the oversight thereof, not by constraint, but willingly, not for filthy lucre, but of a ready mind.
- Galatians 6:10: As we have therefore opportunity, let us do good unto all men, especially unto them who are of the household of faith.
- Matthew 7:20, *“Thus, by their fruit you will recognize them.”*
- Romans 12:2: Do not conform any longer to the pattern of this world, but be transformed by the renewing of your mind. Then you will be able to test and approve what God’s will is – his good, pleasing, and perfect will.
- Romans 15 5:6: May the God who gives endurance and encouragement give you a spirit of unity among ourselves as you follow Christ Jesus, so that with one heart and mouth you may glorify the God and Father or our Lord, Jesus Christ.



The Governance Board develops, monitors, and enforces policy on behalf of the congregation. Policies establish goals and tools for management. The manual is divided into five sections as follows:

| GOALS | TOOLS |
|--|---|
| <ol style="list-style-type: none"> 1. Governance Policy Manual Purpose 2. Organizational Goals | <ol style="list-style-type: none"> 1. Executive Limitations 2. Governance Process 3. Organizational Relationships |

POLICY

- 1.1. The purpose of the Governance Policy Manual is to state the goals; set the resource rules; and establish the rules of governance in support of Woodlands Lutheran Church's Mission Statement: "Worship, Teach, Proclaim Jesus."

SECTION 2 - ORGANIZATIONAL GOALS

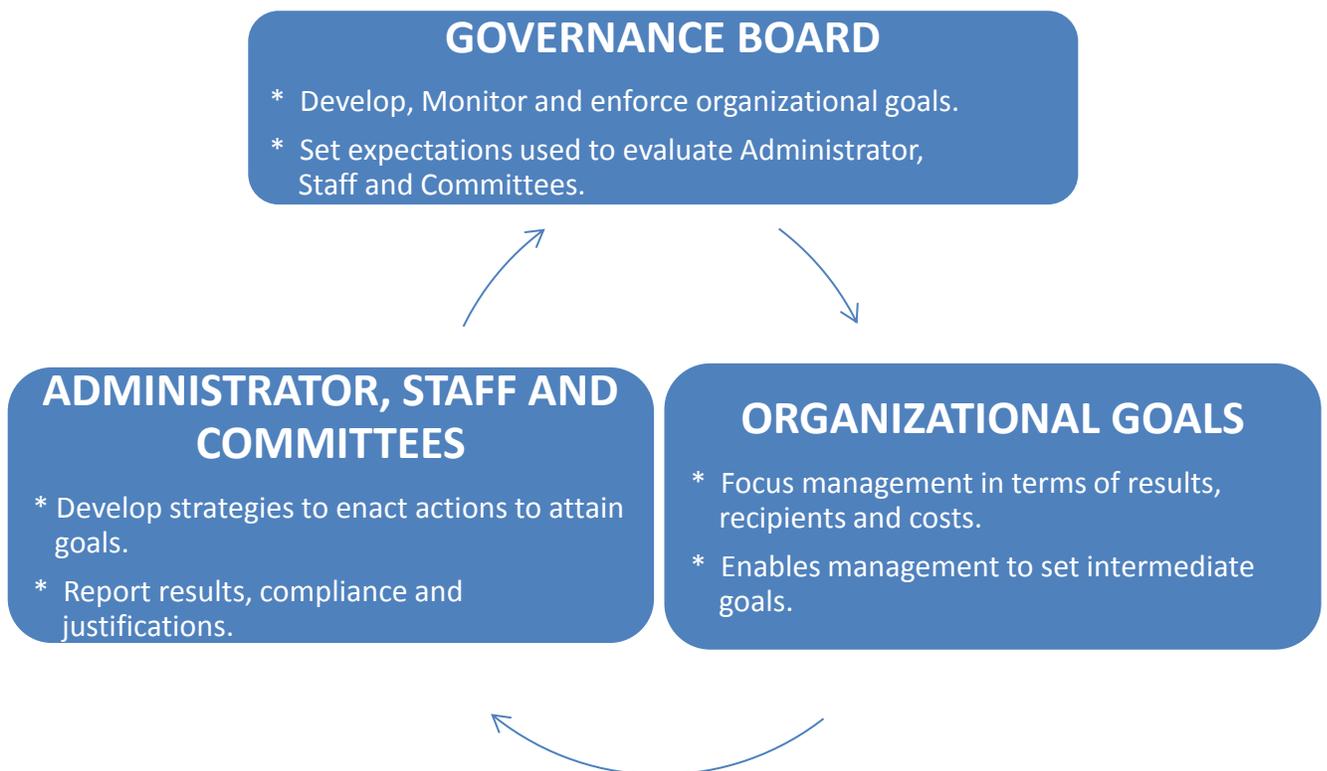
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Organizational goals set forth the purposes, intents and effects of operations and describe the expectations and values of the Governance Board which consist of:

- President
- Vice President
- Treasurer
- Secretary
- Chair, Elders Ministry
- Chair, Support Ministry
- Chair, Christian Education Ministry

The Governance Board acts on behalf of the congregation in terms of “what needs to be done” and “why it needs to be done.” Policies addressing organizational goals are prescriptive in nature and focus church management on results, recipients, and costs. The President is responsible to determine how to attain organizational goals and will report results to the Governance Board as follows:



POLICY

- 2.1 Develop Congregational Commitment to God:** in order to promote growth in the grace and knowledge of our Lord and Savior Jesus Christ.
- 2.2 Conduct Meaningful Holy Scriptures Training and Education:** so the people of God may be competent and equipped for every good work.
- 2.3 Grow Stewardship Opportunities:** to encourage joyful sharing of each person's God-given time, spiritual talents, and treasure.
- 2.4 Promote Fellowship in all Church Activities:** to encourage the loving support of one another.
- 2.5 Conduct Personnel Management:** to develop employees and volunteers, so they become more valuable to the organization.
- 2.6 Advance Fiscal Integrity:** for the correct, consistent, complete, and accurate use of institutional monies and resources.
- 2.7 Maintain Facilities:** to promote safety, security, maintenance, cleanliness, and upgrades.
- 2.8 Share the Gospel:** so that others in our community may hear the word of God.

SECTION 3 - EXECUTIVE LIMITATIONS

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Executive limitation policies restrict the management activity of the Administrator and describe the expectations and values of the Administrator in terms of restraints. Executive limitation policies are proscriptive in nature. The Administrator manages all church administration and operational requirements; supervises staff actions; evaluates staff performance; and plans and implements actions in compliance with policies set by the Governance Board. Executive limitation policies enable the Administrator to operate with initiative and implement strategies as noted in Section 2 - Organizational Goals:



3.1 Executive Limitations Policy: The Administrator **shall not** act in a manner that is inconsistent with God’s Word; unlawful, unethical, disrespectful, disreputable, imprudent, immoral, inconsistent with Woodlands constitution, bylaws, and policy manuals of the congregation or inconsistent with commonly accepted business and professional practices.

3.2 Job Description for Administrator: Working with the Support Ministry, the Administrator will develop strategies to achieve the Organizational Goals and will establish Performance Objectives derived from the Organizational Goals as the basis for evaluating overall productivity and progress. The Administrator **must not** fail to do the following:

- 3.2.1. Interpret policies to determine the parameters used in achieving the organizational goals while ensuring the effective use of resources: this requires balancing competing factors:
 - 3.2.1.1 Use available resources to achieve maximum productivity.
 - 3.2.1.2 Use available resources at prudent expense.
- 3.2.2. Develop strategies to manage the church staff (and volunteers) and handle office affairs efficiently and effectively: this requires balancing between competing factors:
 - 3.2.2.1 Use available resources to improve productivity and job performance.
 - 3.2.2.2 Hire, discharge, and develop employees.
 - 3.2.2.3 Direct the assignments of church staff (and volunteers).
 - 3.2.2.4 Use available resources at prudent expense.
- 3.2.3. Develop strategies to manage time of activities to increase effectiveness, efficiency, and productivity: this requires balancing between competing factors:
 - 3.2.3.1 Employ effective time management skills to prioritize tasks and effectively organize work assignments.
 - 3.2.3.2 Coordinate expectations with the Governance Board towards organizational goal attainment.
 - 3.2.3.3 Monitor workloads and coordinate scheduling to improve performance of job duties.
 - 3.2.3.4 Analyze church staff (and volunteer) schedules and make adjustments to keep up with changing needs.
- 3.2.4. Develop strategies to delegate work to advance task accomplishment and to leverage specialized skills: this requires balances between competing factors:

3.2.4.1 Transfer assignments and decision-making authority to other qualified church staff (and volunteers).

3.2.4.2 Retain overall responsibility to ensure the duties are satisfactorily completed.

3.3 **Treatment of Members, Visitors, Church Staff, and Volunteers:** The Administrator **shall not** cause or allow conditions, procedures, or decisions that are unlawful, unethical, unsafe, undignified, unnecessarily intrusive, or that fail to provide appropriate confidentiality or privacy in respect to interactions with members, visitors, church staff, and volunteers. The Administrator **must not** fail to do the following:

3.3.1 Implement reasonable methods of collecting, reviewing, transmitting, or storing member and visitor information to protect against improper access to the material elicited.

3.3.2 Establish procedures to permit appropriate accessibility to operate facilities and protect privacy.

3.3.3 Develop and maintain a Personnel Handbook.

3.3.3.1 Follow established guidelines set forth in the current Employee Handbook.

3.3.3.2 Make reasonable interpretations to guidelines to ensure fair treatment of employees and volunteers and maintain fiscal integrity of the institution.

3.4 **Emergency Administrator Succession:** In order to protect the Governance Board in the event of sudden loss of Administrator services, the Administrator will not fail to assure that the Chair of the Support Ministry is familiar with the Governance Board and Administrator issues and processes and is capable of assuming Administrator responsibilities on an emergency basis should the need arise.

3.5 **Financial Planning and Budgeting:** Financial planning for any fiscal year or remaining part of any fiscal year **shall not** deviate materially from the organizational goals or risk financial jeopardy. Accordingly, the Administrator **shall not** establish or recommend a budget for Governance Board action that:

- Is not (in summary format) understandable to the staff and key volunteers.
- Fails to adequately describe revenue and expenditures.
- Fails to disclose budget planning assumptions.

- 3.6 **Financial Administration:** With respect to the actual, on-going financial condition of Woodlands Lutheran Church, the Administrator **shall not** cause or allow a material deviation from the annual budget policy adopted by the Governance Board, cause or allow any fiscal condition that is inconsistent with achieving the organizational goals, or that places the long-term financial health of the congregation in jeopardy. Accordingly, the Administrator **shall not**:
- 3.6.1 Allow any ministry or group using the church resources to expend more than 100% of their funds received during the fiscal year unless authorized by the Governance Board.
 - 3.6.2 Expend funds from reserve funds unless authorized by the Governance Board.
 - 3.6.3 Indebt Woodlands Lutheran Church in an amount greater than can be repaid by certain, otherwise unencumbered revenues within 30 days.
 - 3.6.4 Fail to settle payroll and debts in a timely manner.
 - 3.6.5 Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed.
 - 3.6.6 Make any purchase without:
 - 3.6.6.1 Exercising reasonable precaution against conflict of interest.
 - 3.6.6.2 Having considered comparative prices based on items of similar quality.
 - 3.6.6.3 Considering a balance between long-term quality and cost.
 - 3.6.6.4 To the extent possible, receive multiple written bids on services over \$1,000 and keep records of those bids.
 - 3.6.6.4.1 Exceptions will be made in emergency/urgent circumstances.
 - 3.6.7 Acquire, encumber, or dispose of real property.
 - 3.6.8 Fail to aggressively pursue receivables after a reasonable grace period.
 - 3.6.9 Fail to work with the Governance Board appointed Financial Review Committee to arrange for the annual audit of Woodlands Lutheran Church's accounting records following the close of the fiscal year.
 - 3.6.10 Operate without a finance team consisting of, at a minimum, the bookkeeper, and a congregational member who is familiar with managing church finances.

- 3.7 **Asset Protection:** The Administrator **shall not** allow the assets to be unprotected, inadequately maintained, inappropriately used, or unnecessarily risked. Accordingly, the Administrator **shall not**:
- 3.7.1 Fail to insure against theft and casualty losses for full replacement value.
 - 3.7.2 Fail to insure against liability losses to Governance Board members, staff and the organization itself in an amount greater than the average for comparable organizations.
 - 3.7.3 Fail to take reasonable steps to ensure that the facilities and equipment are not subject to improper wear and tear or insufficient maintenance.
 - 3.7.4 Recklessly expose the congregation, Governance Board, or the staff to legal liability.
 - 3.7.5 Fail to protect the congregation's copyrights, intellectual property interests, and files from loss or significant damage.
 - 3.7.6 Receive, process , or disburse funds under controls that are insufficient to meet the appointed Financial Review Committee's standards (reference LCMS Treasurer's Manual, Chapter 25).
 - 3.7.7 Invest or hold operating capital in insecure instruments or in non-interest bearing accounts except where necessary to facilitate ease in operational transactions.
 - 3.7.7.1 The Administrator shall never invest church funds with any institution or fund controlled by a member of Woodlands Lutheran Church.
 - 3.7.8 Deviate from appropriate cash handing guidelines:
 - 3.7.8.1 The Finance Team is assigned to count offerings for any entity of Woodlands Lutheran Church. Neither the Administrator nor Governance Board (including the Treasurer) is allowed to handle, count, or deposit offerings.
 - 3.7.8.2 All income transactions will be properly recorded and verified. It is understood that the recording of income and gifts from individuals of the congregation is a confidential matter and such records are only available to the Administrator and staff or volunteers designated by the

Governance Board for maintaining and developing reports against these records.

3.7.9 Endanger Woodlands Lutheran Church's public image or credibility, particularly in ways that would hinder its accomplishment of organizational goals.

3.8 **Compensation and Benefits:** With respect to employment, compensation, and benefits to employees, consultants, contract workers, and volunteers, the Administrator **shall not** cause or allow jeopardy to fiscal integrity or public image. Accordingly, the Administrator **shall not**:

3.8.1 Allow compensation and benefits that do not fall within the ranges identified in the Employee Handbook.

3.8.2 Establish compensation and benefits that are inconsistent among staff members.

3.8.3 Allow compensation to exceed the geographic or professional market scale for the called or employed workers.

3.8.4 Allow salary increases without consultation with the Governance Board.

3.8.5 Promise or imply permanent or guaranteed employment to any individual.

3.9 **Communication and Support to the Governance Board:** With respect to the Governance Board, the Administrator **shall not** permit the Governance Board to be uninformed or unsupported in its work. Accordingly, the Administrator **shall not**:

3.9.1 Fail to provide to the President of the Governance Board the written annual Strategic Focus thirty (30) days prior to the Congregational Meeting.

3.9.2 Fail to submit an internal report (monitoring data) at least one week prior to the scheduled Governance Board meetings.

3.9.3 Fail to advise the Governance Board of relevant trends that impact the ministry of the congregation.

3.9.4 Fail to advise the Governance Board concerning issues of non-compliance, by staff or key volunteers, with any governing policy.

3.9.5 Fail to advise the Governance Board of anticipated adverse media coverage.

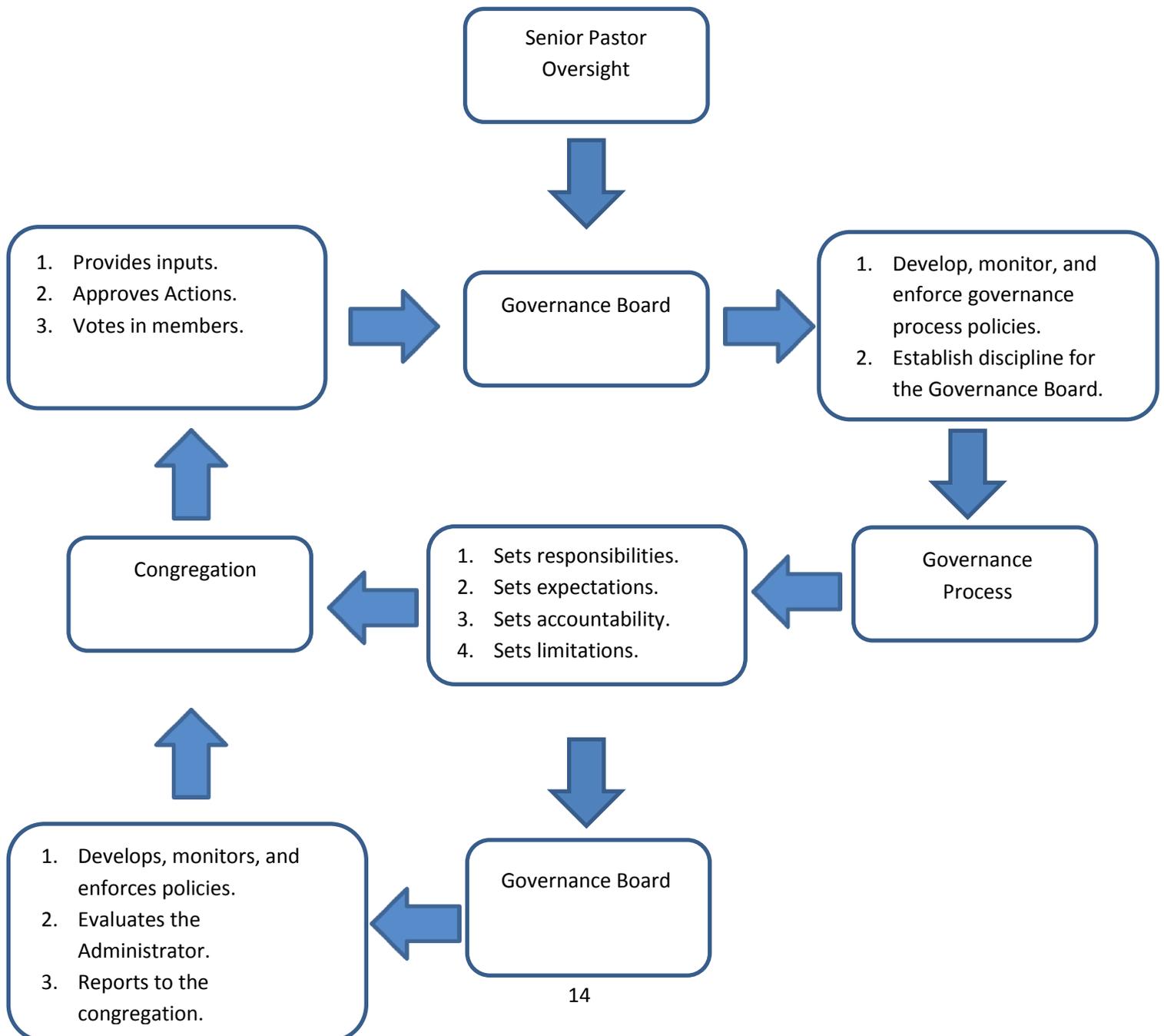
3.9.6 Fail to advise the Governance Board of any staff related changes affecting employment.

- 3.9.7 Fail to advise the Governance Board of potential lawsuits against the congregation.
- 3.9.8 Fail to provide the Governance Board with any information the Governance Board desires in order to make informed decisions.

SECTION 4 - GOVERNANCE PROCESS

Date Adopted: November 2017
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Governance process policies set forth the rules used by the Governance Board in accomplishment of its own tasks and processes. The Governance Board obtains authority from, and is accountable to, the congregation. Discipline of the Governance Board and its members is managed through enforcement of policies, congregational advisement, and overseen by the Senior Pastor as depicted herein:



4.1 Global Governance Commitment: The purpose of the Governance Board on behalf of the congregation's membership is to see that Woodlands Lutheran Church fulfills its mission to Worship, Teach, Proclaim Jesus by practicing good stewardship and strives to:

- Achieve appropriate results for appropriate persons at an appropriate cost.
- Avoid unacceptable actions and situations.

4.2 Governance Style: The Governance Board will administer with an emphasis on:

- Outward vision rather than internal preoccupation.
- Encouragement of differing viewpoints.
- Strategic leadership more than administrative detail.
- Clear distinction of Governance Board and Administrator roles.
- Collective rather than individual decisions.
- The future rather than on the past or present.
- Proactivity rather than reactivity.

4.2.1 The Governance Board will cultivate a sense of group responsibility. The Governance Board, not the Administrator, will be responsible for excellence in governing. The Governance Board will use the expertise of individual Governance Board members to enhance the ability of the Governance Board as a body but will not substitute individual judgements and opinions for the Governance Board collective values.

4.2.2 The Governance Board will hold itself accountable for governing with excellence. This self-discipline will apply to matters such as attendance, preparation for meetings, adherence to policy-making principles, respect of roles, and ensuring effective governance capability into the future.

4.2.3 The Governance Board will conduct, guide, and inspire the congregation through the careful establishment of written policies reflecting values and perspectives of Woodlands Lutheran Church. Policies come in two forms: 1) Organizational policies, which define goals in terms of results, recipients, and cost in attainment of church goals; and 2) Limitation policies, which put restrictions in place to govern procedures, practices, and church operations. The Governance Board's major policy focus will be on the intended long-term benefits for members of the congregation and the community, not on the administrative or programmatic means of attaining those benefits.

4.2.4 The Governance Board will encourage differing viewpoints and strive for professional decorum.

- 4.2.5** The Governance Board will allow no Governance Board Officer or Chairman, individual, commission, or committee of the Governance Board, to hinder or to be an excuse for not fulfilling its commitments to Woodlands Lutheran Church.
- 4.2.6** The Governance Board will review policies for relevancy and modify or revoke as necessary by a majority vote of the Board. Changes to policies are effective immediately, communicated to the congregation, and posted on the Church website for an interim period of thirty (30) days for voting membership to review. This thirty (30) day period is intended to permit transparency with the congregation and to determine if the changed policy meets approval. Voting members of the congregation may petition the interim policy with consent of three other voting members to the Governance Board. If unresolved, the interim policy will be brought forward to the congregation for vote. Once a policy is posted for thirty (30) days without objection, it becomes permanent.
- 4.2.7** Continual development of the Governance Board will include orientation of new Governance Board members in the governance process and periodic discussion of process improvement.
- 4.2.8** The Governance Board will monitor and discuss its process and performance bi-annually. Self-monitoring will include comparison of Governance Board activity and discipline to policies in the governance process and Governance Board Administrator relationship categories.

4.3 Responsibilities of the Governance Board: The Governance Board serves in a policy-making and oversight role, ensuring that the mission of the church is executed in accordance with the Constitution, Bylaws, policies, and decisions of the congregation. It is the specific responsibility of the Governance Board to:

- 4.3.1** Ensure that a long range plan encompassing short term goals is developed and reviewed annually, presented to the congregation, and is the driving force for all activities and related ministries.
- 4.3.2** Update the congregation on progress in achieving the long range plan.
- 4.3.3** Establish job qualifications for staff and key volunteers.
- 4.3.4** Establish and monitor the appropriateness of, and adherence to, Executive Limitation Policies.
- 4.3.5** Present the proposed budget to the congregation.

- 4.3.6** Review the financial position of Woodlands Lutheran Church and ensure that budgetary policies are followed.
- 4.3.7** Request and review reports from staff on the operations of the church.
- 4.3.8** Review, modify, or revoke any policy that has been identified as ineffective or nonessential.
- 4.3.9** The President, the Administrator and/or appropriate Board Chair will conduct staff annual performance reviews.
- 4.3.10** Maintain a working knowledge of Governance Board policies.
- 4.3.11** Support all decisions once they have been fully discussed and resolved by the Governance Board.
- 4.3.12** Consistently monitor available funds for the operation of the church.
- 4.3.13** Make sure that at least one Officer of the Governance Board, excluding the Treasurer, serves on the Financial Review Committee.
- 4.3.14** Appoint the financial auditor(s).
- 4.3.15** Appoint a Call Committee to fill vacancies of called workers.
- 4.3.16** Provide any new member of the Governance Board with appropriate training and instruction.
- 4.3.17** Concentrate its efforts on developing written governing policies that, at the broadest levels, address each category of organizational decisions:
- Policy Manual Purpose: Policy that aligns the manual to the Church mission.
 - Organizational Goals: Policies setting forth the purposes, effects and acceptable costs of operations.
 - Executive Limitations: Policies that bind or restrict activity of the Administrator and his/her oversight of staff activities.
 - Governance Process: Policies setting forth the style and rules with respect to the Board's own tasks and processes.
 - Organizational Relationship. Policies that clarify delegation to and monitoring of ministry implementation.

4.4 Limitations of the Governance Board: The Governance Board shall act on behalf of the congregation in all matters delegated to it by the Constitution, Bylaws or by action of the congregation. However, the Governance Board **shall not**:

- 4.4.1 Call or remove called workers.
- 4.4.2 Incur long-term debt.
- 4.4.3 Buy, sell, mortgage, or transfer real estate.
- 4.4.4 Elect or remove members of the Governance Board.
- 4.4.5 Excommunicate a member of the congregation.
- 4.4.6 Amend the Constitution or Bylaws of Woodlands Lutheran Church.

4.5 Dialogue with members of the congregation: The Governance Board represents the members of the congregation:

- 4.5.1 The Governance Board will annually identify the congregation's key areas of ministry.
- 4.5.2 The Governance Board will periodically invite representatives of the various ministries to dialogue with the Governance Board about the congregation's strategic focus.

4.6 Governance Board Calendar, Agenda, and Meeting Structure:

- 4.6.1 The Governance Board shall establish a basic structure for consistency in its meetings.
- 4.6.2 The President, in consultation with whomever s/he feels appropriate, will set meeting agendas according to the annual calendar and, at a minimum, the following items shall be addressed annually:
 - Consultations with selected groups and persons whose insights and opinions will be helpful to the Governance Board.
 - Governance Process.
 - Education related to Organizational Goals.
 - Executive Limitations Policies.
 - Staff Compensation.

4.7 Job Description for Members of the Governance Board: The overall responsibility of the members of the Governance Board is to administer lawfully, under the guidance of Scripture, to provide a steady, consistent, and ethical pursuit of Strategic Focus of Woodlands Lutheran Church.

4.7.1 Members of the Governance Board shall:

4.7.1.1 Regularly worship and participate in the sacraments.

4.7.1.2 Regularly participate in private and corporate study of God's Word.

4.7.1.3 Demonstrate support of God's work through service, financial support, and the use of their spiritual gifts.

4.7.1.4 Relate to other individuals with integrity, honesty, and straightforwardness.

4.7.1.5 Work to expand their leadership abilities and increase their understanding of the mission and ministry of the congregation.

4.7.2 Members of the Governance Board shall commit themselves to ethical, businesslike, and lawful conduct. This includes proper use of authority.

4.7.2.1 Governance Board members will respect the confidentiality appropriate to issues of a sensitive nature. Should sensitivity of an issue not be clear to a Governance Board member, he/she shall consult with the President before sharing information with another person.

4.7.2.2 Actively discipline themselves and other members of the Governance Board by identifying Governance Board actions and conditions that run counter to the Governance policies.

4.7.2.3 A member of the Governance Board who violates any policy shall be counseled by the President. If violations continue, the Governance Board member shall be counseled by the entire Governance Board (all members). Decisions concerning a request for a resignation of any Governance Board member who continues to violate policy after such counseling shall normally be made by the Governance Board and shall require a majority vote of the Governance Board with said member not voting or being counted in determining such majority. If the individual Governance Board Member under discipline refuses to resign, the Governance Board may request the congregation to remove the member from the Governance Board. This request requires a majority

vote of the congregation with said member not voting or being counted in determining such majority.

4.7.2.4 Should the President violate policy, it shall be the responsibility of the Vice-President to initiate such counsel.

4.7.3 Governance Board Members must represent non-conflicted loyalty to the interest of the members. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs. It also supersedes the personal interest of any Governance Board member acting as a client or family member of a client of the congregation's services.

4.7.3.1 Governance Board members must avoid conflict of interest with respect to their fiduciary responsibility.

4.7.3.2 There must be no self-dealing or any conduct of private business or personal services between any Governance Board member and the congregation except as procedurally controlled to assure openness, competitive opportunity, and equal access to "inside" information.

4.7.3.3 When the Governance Board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall excuse him/herself without comment on the deliberation as well as the vote on the matter.

4.7.3.3.1 When a Governance Board member fails to excuse him/herself in a situation where other Governance Board members perceive a conflict of interest, the member may be excused from the session with a majority vote (not including the Governance Board member under consideration).

4.7.3.4 Governance Board members must not use their positions to obtain employment in the congregation for themselves, family members, or close associates. Should a Governance Board Member desire such employment, he/she must first resign from the Governance Board.

4.7.3.5 Governance Board members will disclose their involvement with other organizations, with vendors, or any other associations that might produce a conflict of interest.

4.8 Election of the Governance Board: Members of the Governance Board shall be elected for two year terms:

- President
- Vice-President
- Treasurer
- Secretary
- Chair, Elders Ministry
- Chair, Support Ministry
- Chair, Christian Education Ministry

4.8.1 Election of Governance Board members shall take place at the November Voter's Assembly meeting.

4.8.2 Candidates for Governance Board membership may not currently be on the payroll of the congregation.

4.8.3 The Nominating Committee shall present a ballot that includes at least one qualified candidate for each vacancy on the Governance Board.

4.8.4 Untimely vacancies that occur on the Governance Board shall be filled by appointment, however, only individuals deemed qualified by the Nominating Committee, in consultation with the Pastor, may be appointed to fill a vacancy.

4.8.5 Appointment to fill a vacancy on the Governance Board shall always be to complete an unexpired term and in no case shall such an appointment work in contradiction to the election of the Governance Board each year.

4.8.6 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 after reasonable efforts have been made to appoint a person to the position.

4.9 Meetings of the Governance Board: The Governance Board shall meet at least quarterly. The President and/or the Administrator may call any additional meetings as necessary. The Governance Board shall keep accurate minutes of each meeting and approved minutes shall be made available to the congregation on the church website. Governance Board members shall:

4.9.1 Attend and actively participate in all Governance Board Meetings, Governance Board Committee Meetings, special briefings, and policy decision-making.

4.9.1.1 Should it become necessary to miss a meeting, Governance Board members shall make contact with the President for dialogue both before and after said meeting.

4.9.2 Offer feedback.

4.10 Officers of the Governance Board: Officers of the Governance Board shall consist of:

4.10.1 President:

- Preside at all meetings of the Governance Board and at all Voter's Assemblies.
- Establish the agenda for all meetings of the Governance Board and congregation.
- Vote at Governance Board meetings only to break a tie vote.

4.10.2 Vice-President:

- Preside at all meetings of the Governance Board and Congregation when the Chairman is absent.
- Serve as the non-voting Chair of the Nominating Committee.

4.10.3 Secretary:

- Maintain the minutes of all meetings of the Governance Board and the congregation and coordinate with the Church Secretary on properly storing records.
- Conduct all official correspondence of the Governance Board and congregation.
- Coordinate with the Church Secretary to maintain a permanent record book in which the Constitution, Bylaws, policy changes, minutes, and committee reports are entered, with any amendments to these documents properly recorded, and to have the record book(s) available for review by any member of the congregation.

4.10.4 Treasurer:

- Make quarterly reports to the Governance Board on fiscal issues that may have policy implications.
- With input from the President and the Administrator, develop the annual budget.
- Adhere to the LCMS Treasurer's Manual as appropriate.
- Oversee the financial operations.

4.10.5 The officers may meet as often as needed to discuss their areas of responsibility. The officers may not make decisions on behalf of the Governance Board.

4.11 Committees of the Governance Board: The board may appoint committees using the following guidelines:

- Committee responsibilities shall flow directly from the Board’s description of its job, shall be set forth in a formal written charge with an appropriate period for existence, and **shall not** impinge upon responsibilities delegated to the Administrator or existing ministry boards.
- A committee **shall not** manage any part of the congregation or do staff work except when working on a topic that is fully within the responsibility of the Governance Board and has not been delegated to the Administrator.
- Except when empowered by the Governance Board, committees shall have no executive or decision-making authority. Committees will develop and recommend policy.
- Standing Committees will fall under the purview of one of the three ministries as noted below. (This is not an all-inclusive list and may be updated as needed):

| Elders Ministry | Christian Education Ministry | Support Ministry |
|-----------------|---|---|
| Call Committee | Early Learning Center Youth and Families | Facilities Management Financial Committee Nominating Committee Outreach Social Stewardship |

4.11.1 Nominating Committee: A Nominating Committee shall be established each January for the purpose of filling a vacancy(ies) on the Governance Board. This committee shall consist of the Vice-President and one other member of the Governance Board and at least one member at large appointed by the Vice President of the Governance Board.

4.11.1.1 The Nominating Committee shall be chaired by the Vice President, who is non-voting and who will appoint three congregational members.

4.11.1.2 The Nominating Committee shall solicit and receive the names of prospective candidates from the Governance Board or any member of the congregation.

4.11.1.2.1 When calling for nominations, the Nominating Committee shall inform the congregation of the process, to include instructions on how to nominate a member of the congregation.

4.11.1.3 In consultation with the Pastor, the Nominating Committee shall recommend a slate of qualified candidates to fill the upcoming vacancies. The Nominating Committee will publicize the final ballot available to the congregation at least two weeks prior to elections.

4.11.1.3.1 Candidates not selected to be on the final ballot will be notified by the Nominating Committee.

4.11.2 Financial Review Committee: A Financial Review Committee from members of the congregation shall be appointed by the Governance Board President and ratified by the Governance Board members to review the financial records of the congregation. The Administrator, paid staff and unpaid volunteers who work directly for the Administrator on financial dealings **shall not** be members of this committee. A qualified external financial consultant may be hired in conjunction with the appointed committee. Unless otherwise provided with special instructions from the Governance Board President, the committee shall follow standard financial reviewing procedures (reference LCMS Treasurer Manual, Chapter 25) to evaluate the congregation's internal controls and methods in preparing its accounts and financial statements. The committee's report shall be submitted to the Governance Board and a summary of findings shall be made available to the congregation.

4.11.3 Call Committee: A Call Committee shall be appointed by the Governance Board to fill vacancies of called workers. The committee will consist of the President or Vice-President, Chair of the Elder Ministry or an Elder Representative, one other non-officer member of the Governance Board and no less than two members from the congregation. The committee shall follow parameters of the LCMS for this process.

4.11.4 Living Nativity Committee: A Living Nativity Committee shall be appointed by the Governance Board to plan, develop, and implement the annual production of Woodlands Lutheran Church's Living Nativity.

4.11.5 Early Learning Center (ELC) Committee: The committee shall be appointed to ensure the ELC is appropriately staffed; and State, County and Accreditation mandates and contracts are fully supported.

4.11.6 Facilities Management: A committee shall be appointed to provide support to ensure the facilities and grounds are properly maintained.

4.11.7 Youth and Families: A committee shall be appointed to ensure the Youth Programs are appropriately staffed and any Woodlands, FL-GA District or Synod programs are fully supported.

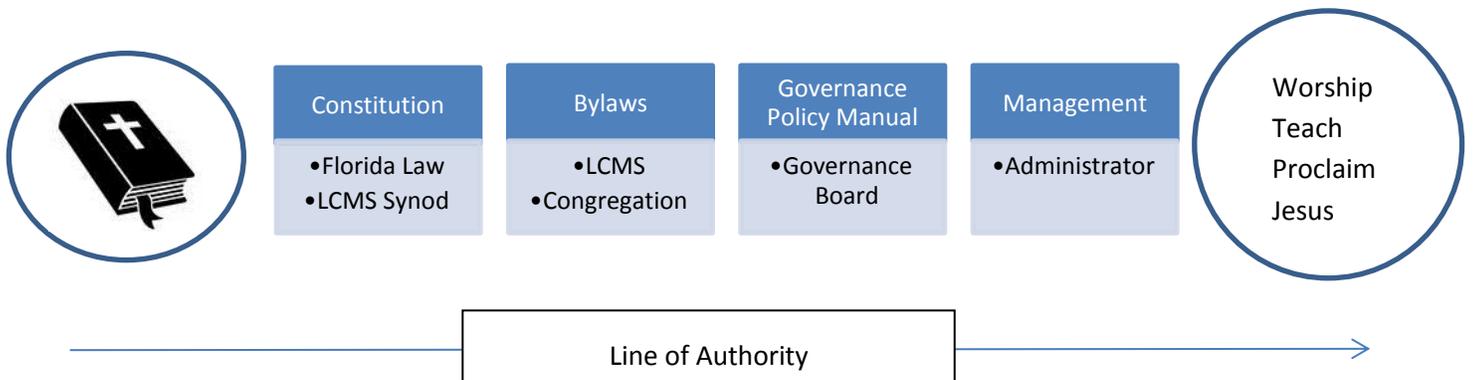
- 4.11.8** Social: A committee shall be appointed to support all ministries requiring a social aspect.
- 4.11.9** Outreach: A committee shall be appointed to support the collective outreach efforts of Woodlands Lutheran Church.
- 4.11.10** Stewardship: A committee shall be appointed to care for the time, talent and treasure of those associated with Woodlands Lutheran Church.
- 4.11.11** Operation Barnabus: A committee shall be appointed to serve Woodlands families in their support of those who have previously or currently serve in the United States Military.

SECTION 5 - ORGANIZATIONAL RELATIONSHIPS

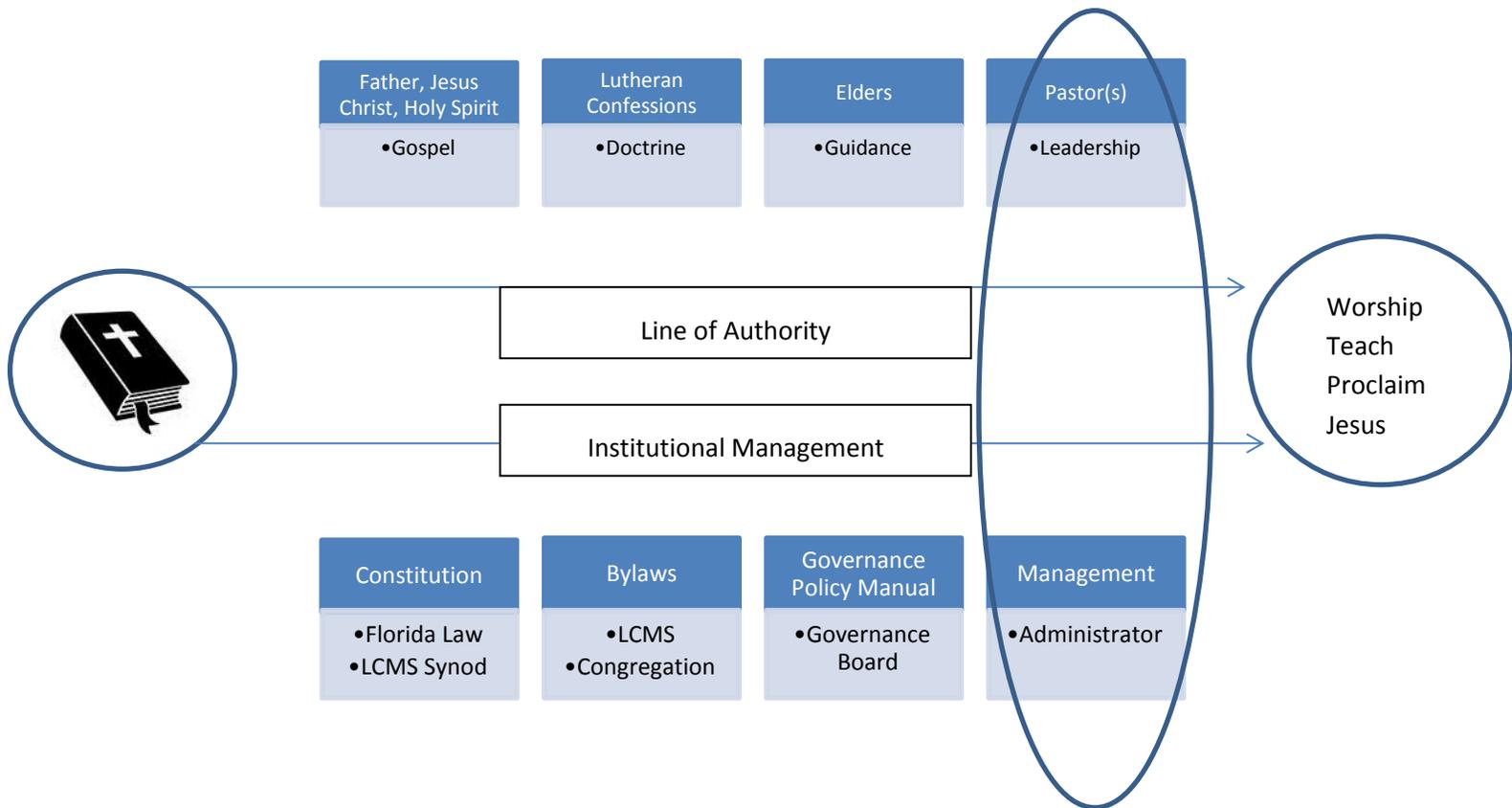
Date Adopted: November 2017
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At Woodlands Lutheran Church the Pastor, Governance Board, and Administrator have unique responsibilities and relationships in support of policy based governance. The Pastor shares the Gospel, the Governance Board assigns policies, and the Administrator implements policies.

The Pastor guides the congregation at Woodlands Lutheran Church towards God pleasing spiritual health. The line of authority he draws from follows a path of natural progression from the Bible, Gospel, doctrine, guidance, and leadership in support of the Woodlands Lutheran Church mission:



The Pastor oversees all ecclesiastical and ecumenical requirements at Woodlands. The work of the Pastor is underpinned and supported by institutional management. The Governance Board directs management through its policies and the Administrator implements the policies. The Administrator reports to the Governance Board on results stemming from institutional management. The flow of authority and the structure of institutional management at Woodlands support one another and support the Woodlands mission as follows:



POLICY

5.1 Actions Requiring Governance Board Approval: The following areas require the approval of the Governance Board and **may not** be delegated:

- Annual selection of the auditor/reviewer
- Receipt and review of financial audits
- Appointment of legal counsel when deemed necessary
- Affirmation of the annual financial plan
- Change in the membership of any committee of the Governance Board at any time and filling of vacancies
- The discharge of any committee of the Governance Board

5.2 Manner of Delegating: The function of the Governance Board is to develop, monitor, and enforce governing policy, not to implement it.

5.2.1 Except for assignments of its own work to committees, consultants or officers, the Governance Board shall delegate authority only to the Administrator. Any other

subordinate employee or entity operating with the authority of the congregation shall receive that authority from the Administrator or a person assigned such authority by the Administrator.

- 5.2.2 The authority of the Administrator shall begin where the explicit pronouncements of the Governance Board end. Except as required by governing policies or law, decisions of the Administrator do not need approval by the Governance Board.

5.3 Administrator Function: The Administrator shall:

- 5.3.1 Be empowered to take all actions and make all administrative decisions that are deemed necessary to attain congregational results in accordance with the congregation's organizational goals.
- 5.3.2 Ensure the ongoing development of operational guidelines, rules or procedures that the Administrator deems appropriate as long as governing policies adopted by the Governance Board are observed.

5.4 Administrator Accountability. The Administrator will be accountable to the Governance Board for:

- 5.4.1 Provision of adequate counsel to the Governance Board through personal and staff action, including counsel on social, legal, theological, synodical, and other changes relevant to the Governance Board decision areas.
- 5.4.2 Receiving approval for changes to his/her roles and responsibilities that are not in his/her current job description.

5.5 Administrator Performance Appraisal: The Governance Board develops, monitors, and enforces policy and the President shall provide an annual evaluation of the job performance of the Administrator based on objective, job-related criteria. The President will provide guidance to and ensure effective implementation of this policy within the Governance Board. Performance appraisals may be considered when making decisions affecting compensation and continued employment. The Governance Board must not fail to do the following:

- 5.5.1 The President, in coordination with the Governance Board will develop the Performance Appraisal worksheet.
 - 5.5.1.1 The President, in coordination with the Governance Board will set performance objectives at the beginning of each performance planning cycle. Performance objectives are tied to accomplishment of the organizational goals.
 - 5.5.1.2 The Administrator will provide the President with expected results of performance.

