

Proposed Constitution changes for St. Andrew's United Church To be voted on at the Annual meeting on February 3, 2019

1. WHO WE ARE

1.1 Mission Statement

To be a caring, fun-loving church sharing the love of Christ with all.

1.2 Vision Statement

With God's help we will:

- develop Spiritual and personal growth through Christian faith and fellowship.
- welcome and encourage new ideas.
- encourage outreach programs.
- offer programs for all ages and stages in life.
- foster personal growth and friendship through Small Group Ministries.
- be more visible in our community.

Change underlined section above to the following to reflect our current Vision Statement:

Growing in faith together

*Actively serving Our God
 Our Church Family
 Our Community*

2. BOARD OF DIRECTORS

2.1 Structure and Governance

2.1.1 Composition

The Board of Directors (hereinafter referred to as the Board) shall consist of ten (10) voting persons plus the Minister(s) as set out below:

- 1 (one) Chair of the Board (one vote in the event of a tied vote)
- 1 (one) Secretary (one vote)
- 1 (one) Treasurer or Assistant Treasurer (one vote)
- 5 (five) Directors (one vote each)
- 1 (one) Chair or designate of the Trustees (one vote)
- 1 (one) Chair or designate from Ministry and Personnel (one vote)
- plus presiding Minister(s) (non-voting)

2.1.2 Qualifications

- a) All persons serving on the Board of Directors shall be members of St. Andrew's United Church who have been active in the life and work of the congregation for at least 2 years, and in good standing in the church.

The underlined section above will be changed to:

All persons serving on the Board of Directors shall be members of St. Andrew's United Church, active in the life and the work of the Church, and in good standing.

- b) A Slate of Directors shall be presented at the Annual Congregational Meeting for election. The Secretary and Treasurer will be selected by the Nominating Committee, and confirmed at the Annual Congregational Meeting.
- c) By resolution of the Board of Directors, with a two-thirds majority in favour, a member may be removed from the Church Board, or any standing Committee or Leadership Team.

2.1.3 Terms of Service

- a) The Chair of the Board shall serve for a two-year term. In the event that the Chair is unable to complete a term in office, a successor shall be selected from the Board Members, and shall then serve the balance of the current year, and at the next Annual Congregational Meeting may be a candidate, and be elected for a regular two-year term.
- b) The Directors shall serve for a two-year term with the option of renewal for a further one-year term. After two years off the Board of Directors, any previous Director would be eligible to be elected to the Board again at the Annual Congregational Meeting.
- c) The Secretary shall serve for a two-year term with the option for renewal for a further one-year term. After two years off the Board of Directors, any previous Board Secretary would be eligible to be selected by the Nominating Committee, to be confirmed at the Annual Congregational Meeting.
- d) The Treasurer and/or Assistant Treasurer shall serve for a two-year term with an option for renewal as determined by the Board. After two years off the Board of Directors, any previous Treasurer or Assistant Treasurer would be eligible to be selected by the Nominating Committee, to be confirmed at the Annual Congregational Meeting.
- e) The Chair of Ministry and Personnel shall serve a two-year term, appointed by the Board, as defined in the United Church Manual (2010) Section 189 and Section 244.

Change the date 2010 underlined above to Manual 2019. section B.7.8.5

- f) While the Trustees are appointed by the Board and serve an unlimited term, the Chair of the Trustees shall serve a two-year term with the option for renewal as determined by the Board. In the event that a Trustee is unable or unwilling to continue with the duties of the office, as defined in The United Church Manual (2010), a successor will be recommended by the Board.

Change the date 2010 underlined above to 2019.

2.1.4 Responsibilities of the Board of Directors

- a) The Board is accountable to the congregation. Between duly called and constituted meetings of the congregation, it is the final decision-making body in the affairs of the congregation.
- b) Through its own authority, or by responsiveness to Leadership Teams, conveners, and the Minister(s) the Board has the following responsibilities:
- Ensure effective and responsible financial management of congregational resources, operating within the approved annual budget, regularly reviewing the Financial Statements, and attending to exceptional circumstances arising.
 - Provide program oversight to teams and groups, lending support, ensuring viability of teams and groups, and assessing alignment with the Mission and Vision of St. Andrew's United Church.
 - Communicate on a consistent basis both through the provision of information to the congregation, and by obtaining input from groups and individuals.
 - Set the direction and goals of St. Andrew's through regular planning, and through encouraging participation in strategic planning and visioning.
 - Facilitate succession planning.
 - Administer all property that is held in trust or acquired for the use of the congregation by the Trustees.
 - Establish policies and procedures that will effectively accomplish these purposes.

2.2 Members of the Board of Directors

2.2.1 The Chair of the Board

The Chair of the Board is the senior ranking lay officer of the Church, and as such, is an ex-officio member of all Leadership Teams.

The responsibilities of the Chair of the Board are as follows:

- Ensure that the change-over from the preceding Church Council or Board transitions effectively, that all files are transferred, that all Board

Members are aware of their duties and capable of performing them, and, most importantly, that he or she is fully aware of the affairs of the church and what must be done to keep it functioning smoothly.

- Determine dates for Board meetings.
- Set the Agenda for meetings and provides Agenda to the Secretary in time for distribution prior to meetings.
- Ensure that the Secretary distributes meeting notices and Minutes.
- Preside at Board meetings. Ensure that significant Board decisions are passed by a recorded motion and vote of the Board Members. The Chair shall vote only if there is a tie.
- Preside at all Congregational meetings from the moment of his or her election to this position at the Annual Congregational Meeting.
- Ensure that the Directors, and in turn, the Leadership Teams are carrying out their responsibilities effectively.
- Ensure effective communication with the congregation on decisions of the Board
- Ensure that the work of the Board is reported at the Annual Congregational Meeting.
- Form an ad hoc Nominations Committee from within the Board.
- Arrange for an alternate Director to preside at Board meetings when the Chair is absent.
- Fulfill the duties of a Chairperson to the Official Board as described in The United Church Manual (2010) which states: “*The duty of the Chairperson shall be to preside at meetings, to preserve order, to take the vote, and to announce the decisions of the Official Board. The Chairperson has a vote only in the event of a tie.*”

Change the date 2010 underlined above to 2019

2.2.3 Secretary

The responsibilities of the Secretary are as follows:

- Be present at Board meetings and have one vote.
- Record Minutes of all Board meetings
- Prepare and distribute meeting Minutes in a timely manner, within 10 days of meetings.
- Send meeting notices and Agendas in advance of Board meetings.
- Record Minutes of the Annual Congregational Meeting as well as congregational meetings.
- Maintain Master Minute book complete with all Board, and Congregational Meeting Minutes and reports.
- Conduct all correspondence on behalf of the Board.
- Receive all correspondence to the Board and forward to the appropriate person or Team.
- Fulfill the duties of an official Board Member, except that the Secretary is not required to take on certain tasks and responsibilities with

- respect to teams or groups within the congregation.
- Fulfill the duties of a Secretary to an Official Board as described in the United Church Manual (2010) that states: *“It is the duty of the official Board to elect a Secretary from among its members. It shall be the duty of the Secretary to keep the record of proceedings, to conduct the correspondence, to preserve all documents, and to transmit the records annually to the Presbytery for review.”*

Change the date 2010 underlined above to 2019

2.2.4 Treasurer/Assistant Treasurer

The Treasurer shall be an ex-officio member of the Finance Ministry.

The responsibilities of the Treasurer are as follows:

- Be present at Board meetings and have one vote
- Receive all money in trust for the support of the Church.
- Maintain a financial record of all receipts and disbursements for all funds maintained by the Church.
- Report to the Board at its regular meetings the total receipts and expenditures for the past month and for the year to date, and the current financial balance of all funds.
- Pay all regular accounts when due, and all other accounts as directed by the Board.
- Oversee the counting of weekly offerings and bank deposits.
- Recommend financial controls, policies or procedures to church teams or groups
- Monitor ongoing compliance with approved financial policies and procedures.
- Forward monthly to the Mission and Service Fund of the United Church of Canada the givings, which have been directed by envelope givings or by the Board to this fund.
- Cooperate with the Finance Ministry in carrying out its responsibilities.
- Attend Finance Team meetings.
- Assist the Finance team in the preparation of an annual budget of the church for review by the Board, and present the budget to the congregation at the Annual Congregational Meeting
- Promptly pay all salaries of St. Andrew's employees, making payments to the Pension Fund on behalf of the Minister and staff members as required.
- Prepare and remit all government forms and returns as required.
- Ensure distribution of charitable donation receipts before the end of February each year.
- Annually submit to the appointed financial examiner all accounts and documents as required for financial examination.
- Retain accounting records and documents on file to be available in the event of a government audit.

- Fulfill the duties of an official Board Member, except that the Treasurer is not required to take on certain tasks with respect to teams or groups within the congregation.

2.2.4 Directors

The responsibilities of the 5 (five) Directors are as follows:

- Be present at Board meetings. Each Director shall have one vote.
- Provide support and be responsive to aligned Leadership Team(s) and groups, assisting with the fulfillment of responsibilities as outlined in the Terms of Reference, the recruiting of members, or the organization of leadership roles within the Teams and groups as required.
- Encourage and support Team(s) and groups to set measurable and realistic goals, supporting leaders as they monitor progress, perform evaluations and evolve in activities and service roles.
- Represent Leadership Team(s) at Board meetings.
- Take on certain tasks and responsibilities with respect to the Leadership Teams, and groups within the congregation as mutually determined by the Board.
- Ensure that reports from the Leadership Team(s) or groups are prepared and submitted for the Annual Congregational Meeting and Annual Report.
- Develop and implement effective communication among Board members, the groups and teams of the Church and the congregation as a whole.
- Resolve conflicts through mutual trust, fostering commitment to the vision for the congregation versus personal goals, attempting to achieve strong bonds within teams and groups.
- Attend and learn from leadership development opportunities.

2.2.5 Chair or Designate of the Trustees

The Trustees and Chair of Trustees are appointed by the Board as outlined in the United Church Manual (2010).

Change the date 2010 underlined above to 2019

The responsibilities of the Chair or Designate of the Trustees are as follows:

- Be present at Board meetings and have one vote.
- Hold the real and personal property of the congregation; that is, the church and any other associated properties.
- Ensure that reports from the Trustees are prepared and submitted for the Annual Congregational Meeting and Annual Report.
- Fulfill the duties of an official Board Member and is not required to

take on certain tasks and responsibilities with respect to teams, groups within the congregation.

2.2.6 Chair or Designate of Ministry and Personnel

Members of Ministry and Personnel are appointed by the Board as outlined in the United Church Manual (2010). A Chair or Designate is appointed from within the Ministry and Personnel Members.

Change the date 2010 underlined above to 2019

The responsibilities of the Chair or Designate of Ministry and Personnel are as follows:

- Be present at Board meetings and have one vote.
- Represent Ministry and Personnel and the equitable and unbiased decisions made concerning the personnel of the Church.
- Ensure that reports from Ministry and Personnel are prepared and submitted for the Annual Congregational Meeting and Annual Report.
- Fulfill the duties of an official Board Member and is not required to take on certain tasks and responsibilities with respect to teams, groups within the congregation.

2.3 Signing Authority

Signing authority for the St. Andrew's bank accounts shall be any two (2) of the following Directors:

- Chair of the Board,
- Treasurer and/or Assistant Treasurer
- 1 (one) Director,
- Chair of the Trustees

3. MEETINGS OF THE BOARD AND CONGREGATION

3.1 Board Meetings

- a) The Board shall normally meet every month, except July and August, at a day and time selected by the Board at least one month in advance.
- b) Additional meetings will be called for the purpose of visioning or strategic planning.
- c) Special meetings of the Board may be called by the Minister or Chair of the

Board, or upon written request of four members of the Board. Such meetings shall be held within ten days of the written request to the Minister or the Chair of the Board. Only the business named in the notice to the Board of Directors shall be transacted.

- d) Any motion to be presented to the Board must first be circulated to all Board members at least one week in advance of a regular or special meeting. It must also be relayed to any others upon request. This rule may be waived by unanimous consent of the Board.
- e) Any member of the congregation may observe meetings of the Board, provided that they notify the Chair of the Board in advance, unless the Minister and Chair determine that a specific agenda item requires confidentiality and should be discussed in camera.
- f) Any Member of the congregation may address the Board upon written request at least ten days in advance or by invitation.
- g) Quorum for Board Meetings shall be a minimum of half of the voting members plus two (7 members).

The underlined section above will be changed to:

Quorum for Board members shall be a minimum of half of the voting members plus one (6 members).

- h) The Minister or Presbytery appointee must be present at all Board and Congregational meetings, in accordance with the United Church Manual (2010).

Change the date 2010 underlined above to 2019.

Change the word Presbytery underlined above to Region.

3.2 Congregational Meetings

- a) The Annual Meeting of the congregation is held at the beginning of each year, in accordance with The 2010 Manual.

Change the date 2010 underlined above to 2019 section B.5.

- b) A Congregational Meeting will be called if there is a request in writing by any ten persons who are members of the congregation, within fifteen days of the request, in accordance with the Manual Section 111.

Change the date 2010 underlined above to 2019 section B.5.

- c) A Congregational Meeting may be called by the Board of Directors.
- d) The Members of a congregation who are entitled to vote at all meetings are persons in full membership whose names are on the roll of the congregation. With the consent of these Members, adherents who contribute regularly to the support of the congregation may vote on temporal matters.
- e) The Minister or Presbytery appointee must be present at all Board and Congregational Meetings, in accordance with The 2010 Manual.

Change the date 2010 underlined above to 2019

Change the word Presbytery underlined above to Region.

- f) Quorum for a duly constituted Congregational Meeting, including Annual Congregational Meetings, shall be twenty persons.

3.3 Open Meetings

At any time the Chair of the Board or the Minister may call an open meeting for all Members of the Board, and/or its Leadership Teams and additional teams or groups, and/or members and adherents of the congregation. Such meetings may be held for education, orientation, strategic planning, or skills development. All authority to make decisions, however, remains with the Board, unless the gathering is a duly called and constituted Congregational Meeting.

3.4. Conduct of Meetings

Meetings of the Board and of the Congregation will be conducted according to Appendix III of the United Church Manual, Rules of Debate and Order, which includes the following clauses:

- Section 7(b) - In the event of a tie, the Presiding Officer shall cast the deciding vote.
- Section 7(d) - Voting by proxy is not permitted in the conduct of United Church business.
- Section 13 - Members of any Court (of the Church) should at all times therein conduct themselves with dignity, fairness and understanding. The prime concern should be the good order and welfare of the church.

Change section 7 (b) to Appendix Section 3.4.1 The chair must cast the deciding vote if a tie occurs

Change section 7 (d) to Appendix Section 3.4.1 Voting may not be by proxy or mail-in ballot.

Voting may be done by telephone or electronic means if all voters can communicate with one another at the same time. There is one exception for decisions by e-mail in section 3.4.2

Change Section 13 to Appendix Section 3 Holy Manners

We will

- keep God at the centre of everything we do;*
- each speak for ourselves;*
- speak for a purpose;*
- separate people from problems;*
- allow for full and equitable participation;*
- attend to others carefully without interruption;*
- welcome the conflict of ideas;*
- take a future orientation;*
- demonstrate appreciation;*
- honour the decisions of the body;*
- commit to holding one another to account when we do not keep our holy manners;*
- keep the discussion at the table;*
- be mindful of our body language;*
- check in about good use of time;*
- allow the quiet people to speak, with an invitation to speak; and*
- sincerely say what we really feel.*

4. CHANGES TO THE CONSTITUTION

This document may be altered or amended by a vote of two-thirds of the voting body present at a duly called Congregational Meeting, providing that Notice of Motion with printed revisions has been circulated to the congregation at least one month prior to the meeting.

This 2009 change to 2018 version of the Constitution will be reviewed and amended as needed at the Annual Congregational Meeting held in 2013 change to 2021.
