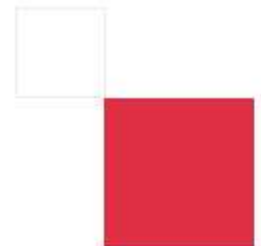




SANCTUS

— CHURCH —



BOARD POLICY MANUAL

11 April 2022

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The Sanctus Board Policy Manual

Adopted by the BOEs on Thursday, 28 February, 2013

The Policy Manual to follow is designed as a response to a request to deepen the clarity and integrity of the role and function of the Sanctus Board of ruling elders. The prior Executive summary identifies the attempt to align all parts of the Sanctus governance path for all parts of the ministry. This document is intended to become the Board Handbook on how they will do their work.

Introduction

The Board Policy Manual contains all of the standing, or on-going policies processed by Sanctus Board. This document will be revised and updated whenever there are altered policies and the updated policies will be the guiding policies until such time as they are revised and/or updated at a duly called and run Board meeting. This will bring a deepened integrity to the governance choices as they will always be based on current and updated policies.

A. Reasons for Development and Adoption

The reasons for adopting this policy manual include:

- Efficiency & effectiveness of having all on-going Board policies in one place
- A deep sense of the need to become even more intentional in listening to God and to each other especially in regard to what He wants to do in and through Sanctus and its participants
- Bring clarity of alignment and deepening of relationships toward unity throughout the church and all of its parts and in giving special attention to the Board role in the overall governance journey of the church
- Enable a thorough and advance orientation of new Board members to current policies
- Elimination of redundant, or conflicting, policies that might change over time
- Ease of reviewing current policy when considering new issues
- Clear, pro-active policies to empower the Board, the Pastoral Lead Team (PLT) and roles reporting to the Board, their staff, and especially the congregation
- To model an approach to Boards that other churches or ministry organizations might use
- Clarity of flow of authority that frees people to act quickly in decision making, communication and difference or conflict resolution
- Reduction of time spent in meetings to free people to invest more time in outward focused ministries
- Enable the shift in Board meeting time away from report and proposal receiving and permission granting processes to a forward future focus

B. Consistency

There are several sets of founding documents that guide the church as a corporation. The first of these is a legal act of incorporation and the guiding document must be approved by the appropriate government offices. There is also a set of Bylaws that guide congregational life and that document is focused on congregational spiritual and functional corporate matters.

This document should free the Board to establish clear and ever emerging Board/values and policies to guide their governance and to ensure that the PLT and roles reporting to the Board have clarity of future direction and focus and that they are empowered to live out their God given calling with both clarity and freedom. It is important that there be consistency and that any redundancies or conflicting manuals be officially aligned or rendered obsolete.

C. Transition

During the transition to this system of documenting in one place all standing policies, those policies dated prior to Thursday, 28 February, 2013 and found in Board minutes over the years will remain in effect until this set of policies is fully adopted by the Board. When the Board officially acts to adopt this policy manual the policies contained here will supersede previous policies relating to the same topics. Any conflict in interpretation between this manual and previously-adopted Board policies will be resolved by the Board, based on the principle that these newer policies are the most recent expressions of values and choices by the governing body.

D. Changes

Changes to this manual should be made at established intervals and as needed. Except for time-limited or procedural-only policies (approve minutes, elect officers, etc.), which are recorded in regular Board minutes, all new “standing policies” approved by the full Board will be included in this manual. Recommendations may come from any Board committee, trustee, PLT, and other roles reporting to the Board. The assumption is that the Board will continuously listen to each other and God and thus anticipate the need to keep the guiding document current. While changes may happen at any Board meeting it is more typical that the Board have one meeting a year in which they will carefully and thoughtfully update their policy document.

E. Specificity

Each set of policies should be drafted from the “outside in”, meaning (ideally) the broadest policy section toward the more detailed. Over time, the Board can reduce or add to the specificity of its policies, as needed. For instance, when leadership of the Board or the staff changes, it is often wise to shrink the empowering boundary for the protection and benefit of the Board and the leader in question.

F. Oversight Responsibility

The chapter themes, the person or group responsible for overseeing and making recommendations to the Board and the individuals given authority to interpret and make decisions within the scope of, but not violating these policies are outlined below.

Chapter	Oversight Authority(s)
1. Mission, Vision, Values and Ends	Full Board, PLT and roles reporting to the Board
2. Board Development and Governance Process	Full Board and Chair
3. Board relationship with PLT and roles reporting to the Board	Full Board and Chair
4. Empowering Boundaries on Means	Full Board, PLT and roles reporting to the Board

G. Maintenance of Policies

The Board Secretary will oversee the recording and publication of these standing policies. The Board Secretary or designee will maintain the policies and provide updated copies to the Board whenever changes are made. This manual is not likely to exceed 15 – 20 pages. Every effort will be made to have this one Board document and thus must be owned, lived and managed well by the Board, the PLT and any other roles reporting to the Board directly responsible and accountable to them.

Chapter 1: Mission/Vision/Values/Strategic Ends of The Church

The most important job of this governing Board will be the ownership and oversight of the reason for Sanctus' existence. Our perpetual obligation to clarify redefine and refine the primary mission, vision, values and Ends and direction of the church tops the list of Board responsibilities. It is expected that the Board will engage in listening to each other, the congregation, the PLT, and roles reporting to the Board as clarity of values and direction is sought, established and updated at established intervals. Consistent with Sanctus' commitment to prompting followed by planning, inception of vision is the responsibility of the Lead Pastor (Preaching & Vision), followed by refining and affirmation of the vision through discussion with the Board. Once the values and Ends are in place the Board will expect the PLT and roles reporting to the Board to shape a strategic action plan on how the church ministries will be aligned to provide agreed upon and widely owned desired outcomes.

1.1 Strategic Context

The Board, in an attempt to take ownership for the strategic direction of the church, has produced this directional clarity to serve as the basis for an action plan developed by the staff under the guidance of the PLT and roles reporting to the Board.

Our Mission

To glorify God by enabling people of all ages to become fully devoted followers of Jesus Christ.

Our Vision

To become a regional church of 10,000 meeting the physical, emotional and spiritual needs of people in Jesus' name.

Our Values

Our Fundamental Values: These are non-unique values that communicate what's important to us at Sanctus. Like many churches these are values that guide us in our decision-making.

God's Word – II Tim 3:16. We believe in an honest engagement with the Biblical text, understanding and applying it in order to find our place in God's unfolding story, becoming more like Jesus in character and conduct.

Shared Responsibility – Matt 28:19, Acts 4:12. We believe that all followers of Jesus are called to be responsible witnesses in our speech & actions, together making a difference in the church and community.

Authentic Relationships – Eph 4:29-32. We believe that every Christ follower is called to love, accept and forgive one another, seeking to maintain unity and purity in our relationships.

Christian Community – Acts 2:42-47. We believe that every Christ follower is called to participate in Christian community through large and small expressions where worship, teaching and fellowship are promoted.

Shared Ministry – 1 Cor 12:7-14. We believe every Christ follower is called to impact those around them through loving, joyful, gift-based service.

Our Core Values

Core values serve to unify our efforts and define our distinctive characteristics as a congregation.

Welcoming Everyone – Eph 4:12. We believe that in the church we are constantly addressing two audiences – those who have already crossed the line of faith and those who have not, we recognize the need to minister to both.

Holistic Ministry – Matt 5:14-16, James 1:27. We believe in ministry that addresses the needs of the whole person – spiritual, emotional and physical.

Our Aspirational Values

These are values that we are trying to lift higher and although we hold them to some degree, we'd like to see them become Core Values.

Christ-Like Leadership – John 1:14, Numbers 11:16-17. We believe in building servant leadership and maintaining relationships between leadership and the congregation that are characterized by grace and truth. Together we will listen for God's direction for Sanctus and provide space where testing and affirmation takes place.

Leveraging Technology – Acts 17:16-34. We believe in maximizing the use of technology as a means of communicating and connecting.

God's Prompting – 1 Corinthians 14:40. We believe God will show up in our individual lives and when we meet together. We want to leave room for God to speak to us personally and corporately, striving to hear God clearly.

1.2 Chosen Direction

After listening to God and to each other, the Board has been in consultation with the congregation and staff toward designing overarching Ends that will serve to:

- clarify our desired direction to deepen the stability and rhythm of all parts and ministries of Sanctus
- provide a basis for accountability of the Board to the congregation and provide

direction to the PLT, roles reporting to the Board, and staff

- provide a basis for holding the PLT, roles reporting to the Board, and staff team accountable for measurable progress as we move ahead
- provide empowering direction for all
- guide us for the next 5-year window

Given these purposes the following Ends have been developed:

Strategic End	Brief Summary	Metrics
Site Growth	Increase the number of sites in response to the decline of the church in Canada	• 8-10 sites • 5500-6000 attendance
Reach	Solidify our church evangelism through ALPHA	• 1500 people go through ALPHA • 700 Baptisms
Resource Church	Regionally located, nationally focused, globally minded leader in teaching, worship, music and prayer ministry.	• 5 local and global church conferences • Launch a Church Network • Launch Ministry School • additional books • Launch RP ministry
Partnerships	Enhance & expand our local and global partnerships to keep missions at the core of our church	• 10 local partners • 5 global partners
Engagement & Assimilation	Help people understand and engage in the culture of our church, moving them towards becoming fully devoted followers of Jesus	• Annual discipleship assessment by all adults
Staff Care & Development	Help keep the soul of our staff intact as we change & grow. Continue to make our church a great place to work.	• BCW score at or above 4.25 • HR hygiene and best practices fully implemented • Staff training & development plans put into practice
Ops & Systems	Develop new and refine existing systems to support all church ministries.	• Donor Management System • Clean financial audit • Grow the Vision Fund

Chapter 2: Governance Process and Development

The Sanctus Board will take responsibility for its continuing spiritual and functional development, its own job design, discipline, evaluation and performance. The Board is to be viewed as stewards or trustees for the church membership and adherents and thus have responsibility for and accountability to them. The PLT and roles reporting to the Board will also listen carefully to the guidance and direction of the Board.

2.1 Governing Philosophy

The Board exists for the building of God's Kingdom through the church and for the promotion of the Gospel and God's Kingdom. The members will serve in deep dependence on and responsiveness to God in all they do.

The Board expectations are:

2.1.1 Governing Hat

Boards and Board members govern when gathered and only when gathered and only when gathered with an appropriate quorum. This takes place through the establishment of policies that begin broadly and only become as specific as needed to effectively guide and empower their Chair, and their staff, including the PLT and roles reporting to the

Board. Policies prescribe direction through Ends and in establishing empowering boundaries to free the staff to use a wide range of means and resources in doing the work of the ministry without needing to continuously ask for permission or forgiveness for case-by-case choices they make. In this governing/ruling function the Board will consult the congregation (moral owners), seek their feedback, accept congregational entrustment to them and find ways to make themselves accountable to them. They will stand in a circle of support around and embrace their PLT and roles reporting to the Board, ensure nurture for them, hold them accountable for progress once they have given clear and continuing direction and empowering boundaries for them.

2.1.2 Implementation Hat

Take assignments from the Board on behalf of the Board. Occasionally the Board will assign an individual or group a project for which they are responsible to the Board. This requires great clarity regarding responsibility, duration and reporting.

2.1.3 Volunteer Hat

Board members are urged to serve as volunteers and thus are invited to lend their energy, expertise, knowledge, and resources to assist the staff and other volunteers in building the strength, profile and programs of Sanctus. To lift the profile of Sanctus among their constituencies, the Board members would be wise to serve as volunteers in serving, supporting and assisting Sanctus personally, publicly, financially and with their respective expertise. A Board member may choose to serve as a volunteer in a shepherding function under the direction of a pastor responsible for care giving. Some Board members may serve shepherding volunteer functions while others may serve as deacon volunteer functions.

2.2 Style of Governance

The Board does its business in a way that promotes deepening their relationship with God, with each other, with the PLT and roles reporting to the Board, and with the church as a whole. Our style provides for significant engagement, collaboration, and policy setting to promote building God's kingdom and the ministry of Sanctus.

The Board style will be:

- 2.2.1 Proactive and forward looking
- 2.2.2 Strategic and not administrative or managerial
- 2.2.3 Inviting diversity and embracing differences
- 2.2.4 Forthright and decisive in dialogue and decisions
- 2.2.5 Engaging intensely while gathered and embracing when departing

2.3 Responsibilities, Purposes and Roles in Governance Board Purposes/Role Description

- 2.3.1 To guide in establishing and cradling the church mission, vision, values and priorities (Ends), keep them current, ensure that they are taken seriously and monitor levels of progress toward them.
 - 2.3.1.1 To listen to God, the congregation, the staff and each other as clarity is gained on the mission, vision, values and Ends that will guide each phase of

the church ministries

- 2.3.1.2 To ensure that the PLT and roles reporting to the Board guide the staff in listening to God, each other, and those they serve as they shape a strategic action plan that demonstrates how the shared and agreed upon Ends of the church will be realized.
- 2.3.1.3 To ensure that they, as a Board, model listening to God and each other for the staff and the congregation in regard to direction setting and decision making.
- 2.3.2 To establish and implement the necessary policies and processes to place, orient, develop, shepherd, care for, ensure the nurture and growth, embrace and evaluate the PLT and roles reporting to the Board serving directly with them.
 - 2.3.2.1 To identify, set up a selection process and criteria, orient, place and evaluate the PLT and roles reporting to the Board (as needed) best suited to lead and manage the church given the mission, vision, values and chosen direction and Ends.
 - 2.3.2.2 To act as ruling elders in shepherding, guiding encouraging, nurturing, caring for and ensuring the consistent development of the PLT and roles reporting to the Board, in a way that models what is expected of them in their work with other staff.
- 2.3.3 To establish and continuously review policies that clarify the empowering boundaries that will free the PLT and roles reporting to the Board to utilize energy and resources without constantly depending on case by case waiting on permission or asking for forgiveness.
 - 2.3.3.1 The Board is to assume responsibility for use and disposal of all major (>\$25k) property of the church in accord with legal and policy requirements.
 - 2.3.3.2 The Board is to ensure the existence of clarity with PLT and roles reporting to the Board about empowering boundary policies.
 - 2.3.3.3 The Board is to ensure the financial and functional solvency, integrity, morality, prudence and legality of the organization.
- 2.3.4 To develop, inspire, improve, evaluate and hold themselves accountable to continuously improve its governance strength
 - 2.3.4.1 The Board will maintain and continuously update a Board Policy Manual that addresses all aspects of Governance (including philosophy, style, responsibilities, membership, processes and disciplines of governance).
 - 2.3.4.2 The Board will engage in strategic congregational and external listening, communication, relating and dialogue to ensure that the church remains sensitive to the mandate of God and with sensitivity to the perspectives of its members, adherents and community.

2.4 Board Development, Support and Discipline

The Board will engage in measures of development, direction, and discipline for constructive function and continuous spiritual and functional health and progress.

- 2.4.1 A code of conduct will be established and annually reviewed and endorsed by the members of the Board. This code of conduct will clarify the Board process, member affirmation of church's missional, spiritual, theological, relational and ministry values and will address the expected approach to disclosure of conflict of interest.
- 2.4.2 Board development in part and as a whole will be a high priority. We will seek to hold an annual Board spiritual and functional development retreat in order to enhance Board understandings, awareness, relationships, functions and commitment. In addition, efforts will be made to provide training and other Board development resources.
- 2.4.3 The Board will engage in a thoughtful evaluation and disciplined approach for Board members. The Board will evaluate themselves, annually, to ensure that there is truth and integrity in and beyond the Board room and in ways that model best practices for the PLT and roles reporting to the Board.
- 2.4.4 The Board will place a high value and priority on Board member replacements and changes. Their criteria and expectations will be matched with opportunities. Since the Board is so key to the spiritual and functional health of the church, no Board member should become eligible as a nominee for Board service until they have an orientation roll-out on Board spiritual, functional, and team dynamics before they begin serving.

2.5 Board Member Criteria

In nominating directors for the Board, nominations must fit the Board established criteria/profile showing the desired Board requirements for all members, and categories of special spiritual and functional expertise needed at the time an opening occurs.

2.5.1 General Criteria

- a mature Christian evidencing the qualities listed in I Timothy 3: 1-7
- capable of and wanting to do the Board governing work and role as defined in the Board Policy Manual
- authentic person with a sense that they are called of God and spiritually gifted by God for this role
- strategic thinker, planner, influencer knowing how to listen to God and others to gain clarity on such choices for the future
- person who understands the big picture
- passionate commitment to the Sanctus cause and governance processes
- in harmony with the mission, vision, values and Ends focus of Sanctus
- have been through, or be willing to go through restoration prayer
- have participated in a minimum of one Board Governance orientation event by the time their service on the Board begins
- be known as a team player, mature and able to contribute to teamwork

2.5.2 Special Expertise Areas Needed/Desired

There will be a concerted effort made to provide for representation, balance and diversity that is not forced. While this is the case there will be times of special need calling for people with unique and God given gifts to fill those needs. There will be a

continuous concern for the Board balance, representation, and diversity in areas important to the Board including: personal and spiritual vitality, thought/ perspective, leadership competencies, expertise, experience, and breadth.

2.6 Board Term and Maximum Term

Each director shall be selected for a four-year term. There shall be no limit on the number of consecutive terms of office a director can serve provided they are nominated and go through the Elder selection process each time, as Sanctus seeks God's leading regarding the directors He is calling for each term.

2.7 Board Recruitment

Prior to Board selection, each nominee shall be given adequate briefings on the role and expectations of the Board, a set of Board policies and attend a briefing session with the Board and/or Board Chair.

2.7.1 Board Succession Planning

The Board needs to implement and maintain a Board succession plan that includes development plans for potential future Board members to ensure future Board strength.

2.8 Board Officer Roles

2.8.1 Chair's Role

Primary responsibility of the Chair is the integrity of the Board's process. The Chair manages the Board as a team. The Chair is the only trustee authorized to speak for the Board, other than in rare and specifically authorized instances. The Chair is otherwise referred to as the Chief Governance Officer.

The Chair ensures that the Board behaves consistent with its own rules and those legitimately imposed upon it from outside the organization. Meeting discussion content will be only those issues which, according to Board policy, clearly belong to the Board to decide, and not to the PLT or other roles reporting to the Board.

While the PLT and roles reporting to the Board may wish to have generativity sessions to gain added ideas from the Board insights at such sessions are volunteered and thus non- directive for them.

To protect the unity and one voice of the Board principle the Chair speaks for the whole Board and should not assume a governing hat when the Board is not gathered. The Chair should speak for the Board where the Board agrees they should.

2.8.2 Vice Chair's Role

The Vice Chair shall serve in the above ways in the event of absence of the Chair or as requested by the Chair. The Vice Chair will also serve to be continuously attentive to Board development issues and future Board member prospects. This Board member should always be attentive to networking and influencing and seeking out persons who should be growing their spiritual and functional capacities for Board service.

2.8.3 The Board Secretary Role

The Board secretary is responsible to ensure that the Board minutes are recorded, distributed and securely archived. The Board secretary is also responsible to ensure that the Board policies/values manual is kept current, updated and circulated and that agreed upon documents are well preserved. The Secretary is also responsible to maintain an annual schedule of Government forms and documents and ensure that all submissions are completed accurately and in a timely manner.

2.9 Board Meetings

Policies which are intended to improve Board process follow:

- 2.9.1. The schedule of Board meetings should be set on a Board agreed upon rhythm, with the exception of specially called meetings. It is expected that there will be a minimum of 2 Board meetings per quarter scheduled. Other business will be conducted by electronic means and/or specifically called meetings beyond those scheduled quarterly.
- 2.9.2 Minutes should be sent to the Board within 10 days of Board meetings.
- 2.9.3 Special Board meetings called at irregular times should be scheduled for maximum participation.
- 2.9.4 Members are expected to attend 4 out of every 5 meetings.
- 2.9.5 Board minutes should be reviewed by the Chair and Secretary before they are distributed.

2.10 Board Task Force/Committee work

- 2.10.1 The Board will do most of its work as a whole lest there be conflict of ruling bodies. With a high value placed on church unity and Board unity great care should be taken to preserve the one voice principle.
- 2.10.2 If the Board wishes to have committee or task force work done it should be viewed as work done for the Board and not for the staff.

2.11 Church Membership and Congregants

- 2.11.1 Congregational Insight & Feedback Meeting. The Board will hold insight and feedback meetings as required, with the aim to hold at least one such meeting annually. The purpose of the Insight and Feedback meeting is to provide a forum for communication from The Board regarding church-wide activities, direction and progress towards Ends; and for members and adherents to voice views, input, concerns, and/or questions related to church activities and direction. In general, the Insight and Feedback meetings will have a strategic, forward-looking focus.
- 2.11.2 New Membership Process. The board delegates to the PLT or roles reporting to the Board the development of a Board approved process for entry into Membership.
- 2.11.3 Membership Development and Growth. The Board expects the staff to actively and regularly encourage and support church adherents and congregants towards actively becoming fully devoted followers of Jesus along the five discipleship elements of Celebrate Big, Connect Small, Walk with Jesus, Share the Work and Engage in Mission. Our goal is not to have mere attendance, but rather to have intense engagement and

participation of those who make this their church.

2.11.4 Membership Business Meetings. The Board will hold a minimum of one Accountability Meeting per year, and this Accountability Meeting will be the Annual General Meeting (AGM) of the Corporation. Meetings will be led by the Chair of the Board or delegate. The agenda for the AGM shall include the following:

- a) Reporting and evidence of outcomes toward the Ends and wise stewarding of the resources of the church;
- b) Review and approval of the financial statements for the immediately preceding year, including the Auditor's report;
- c) Approval and/or amendment of the budget that has been provisionally approved by the Board prior to the AGM for the current fiscal year;
- d) Appoint the Auditors for the upcoming year;
- e) Elect Members to the Board as required to fill any vacancies; and
- f) Transact any other necessary business.

2.11.5 Membership Removal. It is understood there are a variety of reasons why removal from membership would occur. The reasons and mechanisms for removal from membership are detailed in the church Bylaws.

2.12 Board Ad Hoc Advisory Groups, Focus Groups or Work Groups

The Board may wish to establish advisory, insight groups, or working groups from time to time as needed. When the Board determines the need to have specialized advice or project work done they may appoint such groups as they see fit and for a span of time of their choosing.

2.13 Board Member's Code of Conduct

Members of the Board of Directors must uphold Christian values and conduct. This Code of Conduct provides a set of standards for conduct for Board members as an overseer both spiritually and in the governance of Sanctus. Board members must, at all times, be aware of the responsibilities that accompany their work.

2.13.1 A Board member is expected to evidence and aspire to 1 Timothy 3:1-7 and Titus 1:6-9 qualifications.

2.13.2 Board members are expected to shepherd the flock of God that is among them (1 Peter 5:1-5).

2.13.2.1 They are to exercise oversight, not under compulsion, but willingly (1 Peter 5:2)

2.13.2.2 For Directors, the ordinary channel for shepherding is through the PLT and roles reporting to the Board, elder prayer, and activities related to admitting church members, or through other volunteer activities unrelated to their role as a Board member.

2.13.3 Board members are expected to be ethical, professional, and respectful in their conduct.

2.13.4 It is expected that each Board member uphold the mission, vision, and spiritual, theological, relational and ministry values of the church including:

2.13.4.1 The Mission of the organization as part of Section 1.1 of the Board Policy Manual

- 2.13.4.2 The Vision of the organization as part of Section 1.1 of the Board Policy Manual
- 2.13.4.3 The Ministry values of the organization as included in Section 1.1 of the Board Policy Manual
- 2.13.4.4 The spiritual, theological and relational values as published from time to time by Directors or Staff (Sanctus documents, Associated Gospel Churches documents)
- 2.13.4.5 Demonstrating leadership through financial support of Sanctus and its ministries by faithfully tithing.
- 2.13.5 Board members are to maintain loyalty to the interests of the entire church, superseding any conflicting loyalties such as advocacy for varied voices or interest groups within the church.
- 2.13.6 Board members are to avoid any conflict of interest with respect to their fiduciary responsibility.
 - 2.13.6.1 There must be no self-gain or any conduct of private business or personal services between any Board member and the church except as procedurally controlled to assure openness, competitive opportunity and equal access to inside information.
 - 2.13.6.2 In determining whether a conflict of interest exists, a Board member should take into account whether a reasonable and informed third party who is aware of the relevant information would conclude that a conflict of interest exists

As it pertains to reporting relationships, a conflict of interest is defined as any reporting relationship where a Board Member has direct oversight of duties/accountabilities of an employee who is a direct family member or with whom they are in a personal relationship.
 - 2.13.6.3 When a conflict of interest exists, the Board member should disclose the conflict to the Board of Directors.
- 2.13.7 Board members will make no judgments of the PLT and roles reporting to the Board or staff performance except as their performance is assessed against explicit Board policies and agreed upon Ends.
- 2.13.8 Board members accept the responsibility to keep current on emerging issues affecting the church and will conduct themselves with professional competence, fairness, impartiality, efficiency, and effectiveness.
- 2.13.9 A Board member respects the structure and responsibilities of the Board:
 - 2.13.9.1 A Board member will provide the Board with facts and advice as a basis for their making policy decisions.
 - 2.13.9.2 A Board member will uphold and implement policies adopted by the Board of Directors.
- 2.13.10A Board member demonstrates the highest standards of personal integrity, truthfulness, honesty, and fortitude in all activities in order to inspire confidence and trust in these activities.
- 2.13.11Confidential or sensitive information discussed during the course of regular or special

Board meetings must be held in strict confidence.

- 2.13.12 Removal from the Board may occur on violation of this code of conduct or the Constitution of Sanctus.

Chapter 3: Board Relationship with PLT and roles reporting to the Board

3.1 Delegation to the PLT and roles reporting to the Board

While the Board job is generally confined to establishing the broadest policies, implementation and subsidiary policy development is delegated to the PLT and roles reporting to the Board. In the case of Sanctus and its current leadership strengths the Board has become willing to have two leading pastoral staff members connect and work directly with them.

- 3.1.1 All Board authority delegated to staff is delegated through the PLT, who sit on the Board of Elders, or roles reporting to the Board, so that all authority and accountability of staff as far as the Board is concerned is granted to the PLT and roles reporting to the Board as defined in their role descriptions.
- 3.1.2 The church shared mission, vision, values and Ends provide direction to the PLT and roles reporting to the Board on their focus in building and empowering a church staff team to achieve certain results. Empowering boundaries are set to provide clarity of the space of freedom and also the boundaries with respect to resources and means available as they seek to listen to God and the staff and to make decisions regarding the collective and individual ministries served by the staff.
- 3.1.3 The Board may change its policies during any meeting, thereby shifting the boundary between Board and PLT or roles reporting to the Board. Consequently, the Board may change the latitude of choice given to the PLT or roles reporting to the Board, but so long as any particular delegation is in place, the Board and its members will respect and support the direction and choices made. This does not prevent the Board from obtaining information in the delegated areas. Adjustment in policy level for Board involvement is most likely to happen for the early stages of newly placed senior leadership.
- 3.1.4 The PLT and roles reporting to the Board are the only directly placed staff the Board has. As such they are the spokesperson for other staff and are responsible to the Board for the selection, placement, direction and assignments given. The PLT and roles reporting to the Board are encouraged to consult the Board on the selection or placement of staff but a Board decision is not required for any staff other than those directly accountable to them.
- 3.1.5 The PLT and roles reporting to the Board are expected to have a plan in place including who would fill ministry responsibilities in the event of an unexpected absence of ministry staff. Succession planning responsibility for PLT and roles reporting to the Board is shared between PLT and roles reporting to the Board, and the Board of Directors. The PLT and roles reporting to the Board are expected to participate in succession planning through identification of skills and experience of PLT and roles reporting to the Board, and maintenance of a list of staff who currently or potentially possess these attributes.

3.2 Selection of PLT

The selection of the PLT is based on a process guided by the Board as they serve as the selection team for these roles. The Board will be careful to communicate with the Membership as they shape

and design the process for selection. Once the Board has narrowed their choice(s) to the best and most likely candidate to succeed they will introduce them to the Membership, and then gain Membership approval as specified in the Sanctus constitution.

3.3 Mandate of PLT and roles reporting to the Board

As a staff-led church, the PLT and roles reporting to the Board are assigned the responsibility of overseeing all operations of the church, and will be held responsible to speak for and ensure the staff performance as a whole. In the case of multiple pastoral linkages to the Board, clarity will be provided within their respective job descriptions as to how individual accountability will be handled.

3.4 Monitoring the PLT and roles reporting to the Board Performance

Monitoring the PLT and roles reporting to the Board performance is synonymous with monitoring ministry outcomes toward Ends while living within the empowering boundaries. Any evaluation of the performance of PLT and roles reporting to the Board, formal or informal, should be derived from these monitoring data. If the role expectations are more sharply defined these should flow from these two foundations. The basis of monitoring include:

- 3.4.1 Internal results in ministry outcomes report. What progress is being made in moving the church toward the shared mission, vision, values and Ends.
- 3.4.2 External report using auditors and such: Discovery of compliance information by a disinterested, external auditor, consultant or evaluator who is selected by and reports directly to the Board. Such reports must assess leadership performance only against policies of the Board, not those of the external party unless the Board has previously indicated that party's opinion to be the standard.
- 3.4.3 Direct Board inspection: Upon the choice of the Board, any policy can be monitored by any method at any time. For regular monitoring, however, the following data and reports are requested by the Board at times indicated.

Discovery of compliance information by a Board member, a committee, or the Board as a whole. This is a Board inspection of documents, activities or circumstances directed by the Board that allows a "prudent person" test of policy compliance.

- 3.4.4 Regularly Expected Reports:
 - Annual Report for internal Board and membership use and external use for promotion when it is deemed to be beneficial
 - Board meeting activity and outcome reports

3.5 Annual Performance Review

In addition to on-going monitoring, the Board will conduct a specific opportunity for the PLT and roles reporting to the Board to present a self-evaluation and have an in-camera conversation for the Board to organize their evaluation of the ministry and leadership impact and have it presented in a face-to-face debriefing with the PLT and roles reporting to the Board in turn, once each year.

- 3.5.1 Self-evaluation for the PLT and roles reporting to the Board should be conducted

according to Sanctus HR policy, and delivered to the Board by the end of the fiscal year.

- 3.5.2 The Board should complete its evaluation of performance of PLT and roles reporting to the Board no later than sixty days following end of the fiscal year. Adjustments to compensation of PLT and roles reporting to the Board such as cost-of-living, market or performance-based adjustments will be made prospectively immediately following the completion of the Board evaluation and in-camera conversation.

3.6 Communication and Counsel to the Board

With respect to providing information and counsel to the Board, the PLT and roles reporting to the Board must inform the Board about matters essential to carrying out Board policy duties.

Accordingly, they may not:

- 3.6.1 Fail to let the Board know of relevant trends, anticipated adverse media coverage, material external and internal changes, particularly changes in the assumptions upon which any Board policy has previously been established.
- 3.6.2 Fail to submit the required monitoring data in an accurate and understandable fashion, directly addressing provisions of the Board policies being monitored less than 7 days in advance of regularly scheduled Board meetings.
- 3.6.3 Fail to marshal as many staff and external points of view, issues and options as needed, including input from the church members and adherents, to assist toward fully informed Board choices.
- 3.6.4 Fail to provide clarity with information that is too complex or lengthy in form.
- 3.6.5 Fail to provide a mechanism for official Board, officer or committee communications.
- 3.6.6 Fail to deal with the Board as a whole and in conversation with the whole except (1) for fulfilling reasonable individual requests for information or (2) for responding to the Board Chair or committees/task forces duly charged by the Board.
- 3.6.7 Fail to report actual or anticipated noncompliance with any policy of the Board.
- 3.6.8 Fail to provide any relevant information requiring Board concurrence or approval less than 7 days in advance of regularly scheduled Board meetings.

3.7 Encouragement, Care, Nurture, & Holistic Development of the PLT and roles reporting to the Board

The Board is responsible to orient, encourage, shepherd, care for, nurture and ensure the ongoing development and coaching support of the PLT and roles reporting to the Board. It is expected that the following will be in place:

- 3.7.1 An annual review (performance & compensation) and a focused conversation on the basis of a system preserved in the document.
- 3.7.2 The Board is to hold a monthly conversation with the PLT and roles reporting to the Board to support spiritual care and good personal health in an effort to nurture them as best as possible.
- 3.7.3 Establishment of a coaching/mentoring connection by an experienced Board member, volunteer or engaged mentor/coach.

- 3.7.4 A monthly conversation between the Board Chair and each of the PLT and roles reporting to the Board separately or together (face-to-face or teleconference).
- 3.7.5 A professional development plan toward ongoing growth of the leadership potential of the PLT and roles reporting to the Board once a year.

Chapter 4: Empowering Boundaries on all Allocation & Use of Resources and Means

General Guidance and Philosophy: It is the concern of the Board that there be a set of exemplary operational policies that contribute to the guidance, empowerment, growth and direction of the PLT and roles reporting to the Board and their staff and volunteer team, while ensuring the ever-deepening health of Sanctus. The policies on empowering boundaries are also set with the hope of guiding the staff toward increasing capacity to manage the operations and resources of Sanctus so the Board can deepen their involvement in helping influence the strategic direction of the church and in gathering feedback and insight from the congregation as a whole.

The Board does not see itself as a managing or operations Board. They are concerned to provide the boundaries that actually empower the PLT and roles reporting to the Board to manage prayerfully, wisely and winsomely. They also are concerned that they not overwhelm the PLT and roles reporting to the Board with freedom to choose to the extent that they feel overwhelmed with the burden of deciding. Knowing just where the empowering line is can be a challenge and hence this must remain an open and ongoing conversation between the Board and the PLT and roles reporting to the Board.

4.1 Ministry Defining Principles

- 4.1.1 All authority delegated to the operation is delegated through the PLT and roles reporting to the Board, accordingly that all authority and accountability for the ministry is considered to belong to the PLT and roles reporting to the Board who delegate the same to the staff.
- 4.1.2 As long as the PLT and roles reporting to the Board use any reasonable interpretation of Ends and Empowering Boundary policies, they are authorized to establish all further policies, make all decisions, gain any desired advice, take all actions, establish all practices and develop all activities as long as they confirm the following operational limitations.

4.2 Strategic Thinking Resource Definition

- 4.2.1 The PLT and roles reporting to the Board are expected to guide the staff, volunteers and members in strategic thinking, strategic conversations and strategic planning initiatives to ensure that there is a continuously updated strategic plan in place that flows from the shared and widely approved mission, vision, values and Ends and that includes an estimated innovations budget for proposed new initiatives.
- 4.2.2 The PLT and roles reporting to the Board are expected to report annually that a strategic plan is in place and to identify the primary initiatives in the plans for the current year.

4.3 Financial Resource Definition

To protect the senior leaders and the organization it is expected that the PLT and roles reporting

to the Board will report the reality to the Board when any of the following conditions are not met.

- 4.3.1 The PLT and roles reporting to the Board are responsible to guide the staff in establishing an integrated and readily understood annual financial plan/budget that has a planned surplus.
- 4.3.2 That the PLT and roles reporting to the Board must ensure annual budget inclusion of funds to cover the expenses as outlined in the Board-provided budget for Board prerogatives and expenses. The Board will prepare its draft budget at the time(s) requested by the PLT and roles reporting to the Board to support overall church operating budget preparation. The PLT and roles reporting to the Board will ensure any issues with including the Board budget as provided are identified early enough to allow resolution.
- 4.3.3 That the PLT and roles reporting to the Board manage the staff to live within the approved and integrated budget, and if variances materialize, provide an explanation and a Board-approved action plan to correct.
- 4.3.4 That the PLT and roles reporting to the Board must ensure that the cash position of the church remain positive. To that end, if the cash-positive position cannot be restored by the end of the budget cycle, the PLT and roles reporting to the Board will provide the Board with a plan for re-establishing a cash-positive position.

4.4 Human Resource Definition

- 4.4.1 That the PLT and roles reporting to the Board see to the establishment of a set of sustainable policies and practices to ensure that all hiring of staff be in accordance with the laws of Canada, the Province of Ontario, Biblical standards and values of Sanctus, Board approved policies, and of belief and conduct commonly accepted in evangelical circles and that the advertising and selection, placement, and evaluation of staff clearly declare and expect that all staff added and current staff be in agreement with the statement of faith, conduct, and policies of this church.
- 4.4.2 That the PLT and roles reporting to the Board foster an atmosphere and shape a community of service that encourages staff members to support one another and their leadership as they serve together to fulfill the mission, vision, values and Ends of the organization.
- 4.4.3 By August 31, that the evaluation of staff be based on an established plan and a continuous process designed to endorse the value of each staff member to the organization and further that the evaluation be carried out with respect, fairness, honesty, forthrightness and style as befits a Christian organization.
- 4.4.4 That the PLT and roles reporting to the Board see to the establishment, upkeep and communication of an exemplary process for dealing with difference, diversity, conflict and staff grievances that is redemptive, ethical, legal and biblical.
- 4.4.5 That the PLT and roles reporting to the Board insist that treatment of paid staff is not unbiblical, unfair or undignified. Accordingly, the PLT and roles reporting to the Board must ensure that there is no discrimination toward or among them, their working conditions are reasonable, sustainable, and safe and that they have access to an adequate grievance procedure and that the reward benefits and compensation system and/or plan falls between the 50th and 100th percentile of the current market

compensation for their roles.

- 4.4.6 That the PLT and roles reporting to the Board insist that treatment of volunteers is not unbiblical, unfair or undignified. Accordingly, the PLT and roles reporting to the Board must ensure that there is no discrimination toward volunteers, their working conditions are reasonable, sustainable, and safe and that they have access to an adequate grievance procedure.
- 4.4.7 That the PLT and roles reporting to the Board see to the establishment of practices and standards designed to support the attraction, retention and development of top talented individuals both in hiring for and maintaining a best place to work culture. The retention of staff as measured by “voluntary turnover” is to fall below market level for “Not for Profit” organizations.

4.5 Program Resource Definition

- 4.5.1 That the continuation of programs/activities, development of new programs/ activities or major expansion of existing programs/activities demonstrate that they contribute to the widely-owned Ends of Sanctus and that they not cause a problem in staying within the empowering boundaries
- 4.5.2 That the development of any major new programs and/or initiatives be preceded by early Board communication, due diligence and the development of a feasibility study, if requested by the Board, that demonstrates that it will not jeopardize the continuing health and welfare of the church.

4.6 Funding Resource Definition

- 4.6.1 The PLT and roles reporting to the Board are empowered to create a set of fund development principles by having access to relevant donor information, and using that to propose a fund development strategy for Board approval. Any Board-approved strategy must be consistent with legal obligations regarding donor privacy. Regular Board review of the development strategy is intended to include strategy outcomes and insights, and resulting action plans.

4.7 Facility/Capital Resource Definition

- 4.7.1 At no time should a capital expenditure of over \$100,000 be made without Board approval. Examples of capital expenditure include purchases of equipment, furniture, facility improvements and repairs, and real estate purchases.
- 4.7.2 Subject to the requirements of paragraph 4.7.1 above, the PLT and roles reporting to the Board and staff shall not engage in any facility improvement or real estate transactions without the completion of a comprehensive and thoughtful feasibility study.
- 4.7.3 The PLT and roles reporting to the Board must see that both an annual operating and capital expense budget be prepared for approval by the Board. The presentation shall be sent to the Board one week in advance of the Board meeting at which they are seeking approval, and at a minimum shall include:
 - Operating Budget by ministry grouping;
 - Capital Budget by project;
 - Overall monthly forecast of expense vs revenue.

4.8 Networking Resource Definition (Partnerships, Linkages, Affiliations etc.)

- 4.8.1 That the PLT and roles reporting to the Board engage the staff and volunteers of Sanctus to provide attractive MEANS to produce increasing partnerships, connections, memberships and relationships.
- 4.8.2 That the PLT and roles reporting to the Board guide the staff in designing programs to attract and engage an ever- increasing number of persons from the external community toward the church and then toward the serving core of the church, on the basis of a designed process.
- 4.8.3 That the PLT and roles reporting to the Board continuously inspire and influence the church to reach into the non- churchd community in the region and for each in their own context to touch people with the unconditional love of Jesus.

4.9 Security of Resources Definition

The PLT and roles reporting to the Board will ensure that assets are never unprotected, unnecessarily risked or inadequately maintained, accordingly they may not:

- 4.9.1 Fail to insure against theft and casualty losses to at least 80% replacement value and against liability losses to Board members, staff, volunteers, or the organization itself to beyond the minimally accepted and prudent level.
- 4.9.2 Unnecessarily expose the church, the Board, staff, or volunteers to claims of liability.
- 4.9.3 Fail to ensure controls sufficient to meet the Board-appointed auditor's standards.
- 4.9.4 Acquire, encumber or dispose of real estate without Board approval.
- 4.9.5 Fail to bring irregular financial requests, loans or expenditures to the Board for review.
- 4.9.6 Fail to have a system in place whereby all business-related expenses be approved following the delegation of authority chart.
- 4.9.7 Fail to ensure there are approved signing authorities in place at all times.

Concluding Reminder

Except for time limited or procedural only policies which are recorded in minutes or in staff documents, all new Board policies should be able to fit into a framework similar to the above. These policies are always under review and expected to be refined regularly to improve the effectiveness of the church and of the Board, as the Board in its wisdom determines.