

# Board Policies

Immanuel Lutheran Church  
Wentzville, MO

# DESIRED OUTCOMES

*Desired outcomes describe the ends or purposes of our church. Desired outcomes policies, or ends policies, describe what results we are here to achieve, who the recipients will be, and the cost of those results. These policies do not address means, methods, activities, or specific programs. Every policy in this section must address either results, recipients, or cost. Desired outcomes reflect the never-ending work of the BOD in determining what the church will attempt to accomplish in the future.*

## **1.0 Global Desired Outcomes Policy:**

As a result of the ministry of Immanuel Lutheran Church and School-Wentzville (ILCSW), people in the Wentzville community will be equipped to serve in the name of Christ.

**1.1 Results:** By equipped, we mean the recipients of ILCSW's ministry will grow as disciples by being with God, with others, and for the world.

**1.1.1** By "with God" we mean the stewards of Immanuel's ministry will participate in Word and Sacrament ministry regularly, engage in daily personal Bible study, devotion, and prayer as exemplified by:

- Stewards are attending worship regularly
- Stewards are engaged in daily Bible studies and devotions
- Stewards are growing in their prayer life

**1.1.2** By "with others" we mean the stewards of Immanuel's ministry will connect with one another through small groups, Bible studies, and/or ministry action teams as exemplified by:

- Stewards are actively involved and engaged in any one group, where they are striving to be Christ centered, Gospel-driven, and mission-focused in all they do
- Stewards are showing compassion, and passing on the faith to the next generation
- Stewards are growing in their service towards each other

**1.1.3** By "for the world" we mean the stewards of Immanuel's ministry will engage in missional living both locally (in their own neighborhood and workplace) and globally as exemplified by:

- Stewards will impact their community, and ultimately the world through local, domestic, and international missions
- Stewards are modeling Christian leadership skills in their vocation
- Stewards are equipped for service as part of the family of Immanuel Wentzville from birth until life's end

**1.2 Recipients:** The ministry of ILCSW will reach out to people in Wentzville and surrounding communities with special concern for:

- People who appreciate a variety of worship styles
- Families of school-aged children
- Previously/returning church goers
- New retirees

**1.3 Cost:** Immanuel Lutheran Wentzville will be good stewards of the resources God provides. The people of Immanuel Wentzville are expected to participate as stewards of the blessings of their talents, time and financial resources to support ILCSW's mission.

**1.3.1 Funding Model:** The sources for our funding include:

- Tithes
- Offerings
- Tuition/Fees
- Campaigns
- Third source funding

**1.3.2 Budget:** Regarding the school, the church will provide space, custodial services, and utilities. Tuition and fees generated by the school cover all other costs of operating the school.

# SENIOR PASTOR LIMITATIONS

*The Senior Pastor Limitations Policy addresses staff means—what the Senior Pastor and staff may not do. They define the out-of-bounds line. These policies communicate what behaviors, methods, and practices are not acceptable. Unless restricted by the policies, all other reasonable actions are considered acceptable. This approach empowers the Senior Pastor and staff from needing to delay action until the BOD can approve each new initiative. It also allows the BOD to responsibly minimize involvement in the details of day-to-day operations. These policies are addressed to the Senior Pastor rather than to the entire staff. The Senior Pastor is held accountable to ensure that all staff actions fall within the boundaries established by these policies.*

## **2.0 Global Senior Pastor Limitations policy:**

The Senior Pastor shall not act, cause, or allow any condition or circumstance that is unethical, imprudent, unlawful, or inconsistent with God’s Word, or the Constitution, mission, and policies of Immanuel Lutheran Church and School of Wentzville (ILCSW).

**2.1 Finance:** The Senior Pastor shall not cause or allow ILCSW financial resources to be received or expended without proper oversight and safeguards. The Senior Pastor shall not fail to report to the Board of Directors of ILCSW financial activity in an accurate and timely manner. The Senior Pastor shall not violate generally accepted accounting principles (GAAP).

**2.1.1 Financial Budgeting:** The Senior Pastor shall not present to the voters an Annual Budget Plan that: fails to consider the Strategic Ministry Plan, contains too little information to reasonably project operating income and expenses, plans for the expenditure in any fiscal year of more funds than are projected to be received. The Annual Budget Plan shall not fail to follow ILCSW’s fiscal year and be presented to the BOD prior to the May Voters’ Meeting for approval.

**2.1.2 Re-appropriation of Budgeted Funds:** The Senior Pastor shall not allow for the movement of previously-approved budgeted funds from one ministry to another without prior approval of the BOD.

**2.1.3 Audit/Financial Reporting:** The Senior Pastor shall not fail to ensure either an internal or external financial review of the church and school’s financial practices at least once every five years.

**2.1.4 Receipt of Church and School Funds:** The Senior Pastor shall not receive church and school funds without having an established system of internal control policies to ensure protection from misallocation and to ensure reporting integrity.

- The Senior Pastor shall not fail to appoint capable people to oversee the cash handling and the accurate reporting of receipts to the ILCSW accounting system.
- The Senior Pastor shall not fail to report individual giving information to donors.
- The Senior Pastor shall not accept any gifts or memorials with unreasonable restrictions on use.

**2.1.5 Investment Policy:** The Senior Pastor shall not allow the congregation's funds to be invested in a manner that is not prudent.

- The Senior Pastor shall not fail to have any monetary gifts, offerings, receipts, money, or any other funds given or sent to the church and school placed in an appropriate bank or LCMS-sponsored financial institution such as LCEF within seven calendar days of receipt.
- The Senior Pastor shall not maintain any church and school accounts outside of FDIC insured institutions or LCMS-sponsored financial institutions.
- The Senior Pastor shall not invest church or school funds in equities (stocks). Gifts of stock should not be held by ILCSW, but should be immediately converted to cash and deposited in an established account as described above.

**2.1.6 Expenditure Authorization:** The Senior Pastor shall not allow any non-budgeted or non-dedicated expenditure to exceed \$10,000, without prior approval from the BOD. The BOD can approve such expenditures by email, telephone, or special meeting.

**2.1.7 Credit Cards:** The Senior Pastor shall not allow for the misuse of church credit cards.

**2.1.8 Borrowing and Lending:** The Senior Pastor shall not borrow or lend funds without prior approval of the BOD.

**2.1.9 Real Estate:** The Senior Pastor shall not buy, sell, mortgage, or transfer real estate.

**2.1.10 Disposition of Asset:** The Senior Pastor shall not dispose of any single capital asset with a fair market value in excess of \$10,000 without prior approval of the BOD.

**2.1.11 Taxes:** The Senior Pastor shall not allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.

**2.2 Human Resources:** The Senior Pastor shall not fail to have adequate personnel policies providing information on compensation and benefits as well as outlining appropriate behavior of staff. The Senior Pastor shall not fail to have a compensation and benefits policy designed to attract and retain the best-qualified people available.

**2.2.1 Compensation:** The Senior Pastor shall not allow a failure to pay all employees in accordance with applicable law, or any written agreements concerning compensation.

- The Senior Pastor shall not fail to develop policies to review wages, salaries, employee benefits, and working conditions to ensure that they are consistent with applicable law and sound business practice.
- The Senior Pastor shall not change his own compensation and benefits from the amount and types as determined by the BOD.
- The Senior Pastor shall not promise or imply permanent or guaranteed employment.

**2.2.2 Benefits:** The Senior Pastor shall not fail to provide eligible employees with medical and other benefits as required by law. The Senior Pastor shall not establish or change benefits without prior approval of the BOD.

**2.2.3 Personnel Manual:** The Senior Pastor will not operate without a single written personnel manual for the church and school, which includes an effective grievance procedure. The manual shall be initially reviewed by a human resource professional or legal counsel, reviewed internally or externally annually, and made readily accessible to the staff. The personnel manual shall not violate local, state or federal laws or regulations.

**2.2.4 Performance Reviews:** The Senior Pastor shall not fail to a) ensure that all full-time employees receive a performance review a minimum of once annually, and b) deal with all employee performance issues.

**2.3 Strategic planning:** The Senior Pastor shall not allow the church and school to operate without a strategic plan including church and school ministry programming and financial projections based on reasonable assumptions. This will be reviewed annually by the Board of Directors.

**2.4 Asset Protection and Risk Management:** The Senior Pastor shall not allow the church and school assets to be unprotected, inadequately maintained, or subject to unnecessary risk.

**2.4.1 Insurance:** The Senior Pastor shall not fail to provide adequate insurance against liability losses to the church, staff, and visitors. The Senior Pastor shall not fail to provide an annual report of insurance coverage for review by the BOD.

**2.4.2 Emergency Plan:** The Senior Pastor shall not fail to have a plan to ensure that the church can effectively operate in his absence or in the event of an emergency, natural disaster, or critical system failure. The Senior Pastor shall ensure the plan is reviewed every two years with all groups that lead and assist with worship services.

**2.4.3 Operations of Facility:** The Senior Pastor shall not operate the facility without a written facility use policy.

# BOARD-SENIOR PASTOR RELATIONSHIP

*BOD-Senior Pastor Relationship policies address how the BOD and Senior Pastor relate to each other. In general, the BOD speaks with one voice and all BOD authority is delegated through the Senior Pastor. This means the Senior Pastor reports to the BOD as a whole, not to individual BOD members, or BOD committees. This also means the BOD works through the Senior Pastor and does not direct the work of staff or volunteers.*

### **3.0 Global Board of Directors (BOD)-Senior Pastor Relationship Policy:**

The BOD sets policy and delegates implementation to all staff and volunteers through the Senior Pastor by virtue of his divine call from God through the congregation. The Senior Pastor is accountable to the BOD and keeps the BOD informed of policy implementation and the overall health and spiritual condition of the congregation.

**3.1 Unity of Control:** While the BOD has wide-ranging responsibility and authority for the congregation, decisions or instructions of individual BOD members are not binding on the Senior Pastor. Only officially passed motions of the BOD are binding on the Senior Pastor.

**3.2 Delegation to the Senior Pastor:** The BOD shall delegate full authority for the execution of the policies to only the Senior Pastor, except for assignments of its own work to committees, consultants, or officers.

- The BOD will direct the Senior Pastor to achieve specific results through the establishment of Desired Outcomes.
- The Senior Pastor is authorized to use any reasonable approach to achieve the results of the Desired Outcomes.
- The BOD is authorized to change the Desired Outcomes and Staff Limitations policies at any time.
- No individual BOD member may direct the Senior Pastor or the staff.
- The BOD as a group may not direct the Principal, the Business Manager, or any other staff member except the Senior Pastor.

**3.2.1** In case of the Senior Pastor’s unforeseen extended absence or vacancy of his position for more than one month, the BOD shall appoint a qualified individual to fulfill the administrative role and responsibilities of the Senior Pastor on a temporary basis.

**3.3 Reporting:** The purpose of reporting is to determine the degree to which the desired outcomes are being achieved and BOD policies are being fulfilled. Information that does not do this will not be considered reporting. Reporting will be as concise as possible, using a minimum of the BOD’s time so that the meetings can be used for strategic discussion. The BOD will acquire reporting data no less than 48 hours prior to the BOD meeting.

Dashboard of key indicators	monthly
Financial planning and budget	annually
Financial condition and activities	monthly

**3.4 Accountability:** The Senior Pastor is the BOD’s only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the BOD is concerned, is considered the authority and accountability of the Senior Pastor.

**3.4.1** The BOD will not give instructions to persons who report directly or indirectly to the Senior Pastor.

**3.4.2** The BOD will not evaluate, either formally or informally, any staff other than the Senior Pastor.

**3.4.3** Any staff or church member can report any policy violation by the Senior Pastor to any BOD member without repercussion. The BOD member will bring the issue to the BOD. Any staff or church member may report any illegal or unethical act directly to the Senior Pastor or to any member of the BOD, without repercussion, who will then immediately alert the BOD.

**3.4.4** The Senior Pastor shall be accountable to the BOD for providing adequate counsel on social, legal, theological, Synodical, and other changes relevant to the BOD decision areas.

**3.4.5** The Senior Pastor will relate to the BOD with integrity, honesty, and straightforwardness.

**3.5 Exceeding Senior Pastor Limitations:** It is the BOD's responsibility to set and enforce limitations of the Senior Pastor's authority. The Senior Pastor shall monitor, inform, correct, and develop preventative systems for exceeding limitations. In the event that a Senior Pastor Limitation policy is exceeded, the following action will be taken:

**3.5.1** The Senior Pastor will give an immediate notice to the Chair of the BOD once a Senior Pastor Limitation has been recognized to have been exceeded. The Senior Pastor will develop and implement a corrective action plan and will report this plan to the BOD.

**3.5.2** If the exceeded Senior Pastor Limitation is immediately correctable, the Senior Pastor will take the necessary action within policies and report the results to the BOD. If the exceeded Senior Pastor Limitation is not immediately correctable, the Senior Pastor will establish and implement corrective actions, reporting them to and gaining approval of the BOD of a deadline for complete correction.

**3.5.3** The BOD will review any Senior Pastor Limitation policy that has been exceeded for its soundness as a test of ethical and prudent behavior.

**3.5.4** The BOD will not allow one-time exceptions to policies. If a policy is exceeded it is a violation of the policy and not an exception. If an action is acceptable under certain conditions, then those conditions will be stated in the policy.

**3.5.5** After repeated recurrences of exceeding a Senior Pastor Limitation, the Chair of the BOD and one selected BOD member will conduct a performance evaluation of the Senior Pastor and will discuss results with the full BOD.

**3.6 Performance Review:** The BOD will view the Senior Pastor performance as identical to organizational performance, so that organizational accomplishment of the BOD's Desired Outcomes and compliance with Senior Pastor Limitations will be viewed as successful performance by the Senior Pastor. The BOD shall ensure that the Senior Pastor receives a performance review at least every 12 months. The BOD shall measure the Senior Pastor's performance against BOD policies. The performance



review will be completed prior to submitting the salary plan within the annual budget. The BOD's performance appraisal shall cover three main areas:

- Desired Outcomes
- Senior Pastor Limitations
- Plan for Professional Development

# GOVERNANCE PROCESS

*Governance process policies describe the standards of behavior for individual board members and the board as a group. These policies describe the way the board operates. They clarify the governing style of the board, Chair's role, board member conduct, board member responsibilities, and the use of committees. If any board process issue arises that is not specified by these policies, the board chair should guide board process. The board represents and serves the members of the congregation.*

**4.0 Global Governance Process Policy:** The purpose of the Board of Directors is to serve the Stewards of Immanuel Lutheran Church and School by assuring that the church fulfills all of its Biblical and business functions to achieve its desired outcomes, and avoiding unacceptable actions and situations.

**4.1 Governing Style:** The BOD will govern lawfully, observing the principles of the Policy Governance model, with an emphasis on (a) outward vision rather than internal preoccupation, (b) encouragement of diversity in viewpoints, (c) strategic leadership more than administrative detail, (d) clear distinction of BOD and Senior Pastor roles, (e) collective rather than individual decisions, and (f) proactively rather than reactively.

**4.1.1 Governing Style:** The BOD leads and guides the church by using policy-based governance. The function of the BOD is to develop, monitor, and enforce policy.

**4.1.2 Group Authority:** The BOD shall exercise its governing authority as a whole. No individual board members shall exercise such authority independently.

**4.1.3 Consensus Decision Making:** The BOD shall strive to make decisions by consensus, deferring to a voting process only when the Chair believes consensus cannot be reached. (Consensus Decision Making is where not everyone has totally agreed but where everyone can support the decision.)

**4.1.4 Policy Development:** The BOD's policies are to be active, dynamic, and based on Christian values. They are meant to be changed and refined regularly, based on the intent of each section, and the changing context within which the congregation functions.

**4.1.5 Policy Review Schedule:** The BOD shall read through and suggest revisions on applicable policies annually.

**4.1.6 Request for Policy Review:** Any BOD member or the Senior Pastor may ask for a review of specific policies. However, the responsibility for establishing policies resides exclusively with the board.

**4.1.7 Resolutions:** The BOD will pass resolutions for specific action when required by law, board policies, or the Church Constitution. The board shall not adopt resolutions for the purpose of circumventing board policies.

**4.1.8 Request for policy review from the congregation:** Any steward may appeal any policy as outlined in the Church Constitution.

**4.2 Board Code of Conduct:** The BOD commits itself and its members to spiritual, ethical, professional and lawful conduct, including proper use of authority and appropriate Christian behavior when acting as BOD members. Members must have loyalty to the congregation, un-conflicted by loyalties to staff, other organizations, and any personal agenda.

**4.2.1** Members must avoid conflict of interest with respect to personal or business gain. Members must disclose to the BOD any transactions that may give the appearance of being a conflict of interest.

**4.2.2** Members may not attempt to exercise undue individual influence over the church or school.

**4.2.3** Members will respect the confidentiality appropriate to issues of a sensitive nature. They will respect the one voice principle by communication of the consensus decision and not the individual view points of the members.

**4.2.4** Member interaction with the Senior Pastor or with staff must recognize the lack of authority vested in individuals except when explicitly authorized by the board.

**4.2.5** Member interaction with the public, press, or other entities, must recognize the same limitation, and the inability of any board member to speak for the board, except to repeat explicitly stated BOD decisions.

**4.3 Board Member Qualifications:** BOD members shall continually seek spiritual growth through attending worship, Bible study, service, and mission work. BOD members shall seek out opportunities to use their time, talents, and treasures towards the fulfillment of the vision and mission of Immanuel Lutheran Church and School. BOD members shall be prepared to contribute productively to each board meeting. Board members shall:

- Continue to meet the requirements of the BOD as stipulated in the Constitution
- Understand and follow the basic concepts of Policy Based Governance
- Be good communicators that relate to other members with integrity and honesty
- Effectively address the concerns of all Stewards of the congregation
- Have had sufficient experience in the ministry and culture of the congregation
- Support the Values, Mission and Vision of the congregation
- Accept the responsibilities of BOD membership
- Work to expand their leadership abilities, and increase their understanding of the mission and ministry of the congregation
- Be familiar with and follow all BOD policies and the Church Constitution

**4.4 Responsibilities of Board Members:** The BOD includes the specially defined roles of Chair, Vice-Chair, Secretary, Treasurer; and five At-Large members. The responsibilities of these roles shall be those normally associated with these positions and in compliance with the Church Constitution.

**4.4.1** Chair: The specific duties of the BOD chair are to:

- Establish the agenda for BOD meetings in compliance with the policy and perpetual calendar established by the BOD and provide to board members minimum of 48 hours in advance of the meeting.
- Preside at all meetings of the BOD and Congregation.
- Arrange for an annual performance review of the Senior Pastor using a policy based approach.
- Discuss and review corrective actions with individual BOD members when they violate their responsibilities. When resolution cannot be obtained with an individual BOD member, the BOD shall meet without that person and develop recommendations for corrective actions.
- Act in all areas of BOD management left unstated within these policies as long as this action is not in conflict with the Church Constitution or other BOD policies.
- May delegate authority, but remains accountable to the BOD.

**4.4.2 Vice-Chair:** The specific duties of the Vice-Chair are to:

- Preside at all meetings of the BOD in the absence of the Chair.
- Assume responsibilities delegated by the Chair.
- Discuss and review corrective actions with the Chair when the Chair violates responsibilities.
- Serve as Chair of the Nominating Committee as outlined in the Church Constitution.
- Serve as Chair of Call Committee as outlined in the Church Constitution.

**4.4.3 Secretary:** The specific duties of the Secretary are to:

- Record BOD minutes and post to Dropbox and Church website within five days following approval.
- Archive all approved documents in Dropbox.
- Record congregation voters' meeting minutes and decisions and preserve in Dropbox.
- Maintain and preserve the official Board Policy Manual in both electronic and written form.

**4.4.4 Treasurer:** The specific duties of the Treasurer are to:

- Keep the BOD updated with the current financial status of ILCSW. The treasurer will not direct financial matters of the church.
- Provide all financial documents to financial review teams as directed by the BOD.

**4.4.5 At-Large Members:** The duties of At-Large members are to:

- Be fully engaged and carry out additional duties as assigned.

**4.5 Board Committees:** As necessary, the BOD may appoint subcommittees to help do board work. Subcommittees report only to the BOD, and may not direct staff. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the Senior Pastor. Standing committees should be avoided.

**4.6 Board Self Review:** At the end of every board meeting, the BOD will conduct a self-review, discussing the following questions:

- Have we honored God in the work we have done to promote the ministry of Immanuel by showing love, care and concern to each other?

- Did we stick to the BOD business and stay out of staff business?
- Did we communicate effectively and openly with the Senior Pastor and with each other?
- Are we prepared to speak with one voice?

**4.7 Board agenda structure:** The BOD shall establish a basic structure for its meeting to assist the BOD and Senior Pastor in processing information in a way that allows them to maintain a policy-based approach.

**4.7.1** The board agenda structure shall follow the perpetual calendar. Additional items may be added as needed.

**4.7.2** Only members of the BOD, The MLT, and invited presenters shall be seated at the Board table as referenced in the Church Constitution.

**4.7.3** BOD meetings should include time for board professional development to increase the BOD’s competence for carrying out its responsibilities.

**4.7.4** As desired, the BOD may invite appropriate guests to board meetings for informational, continued development, or recognition purposes.

**4.8 Agenda:** These are suggested items to include on each agenda:

- Devotional and Prayer Time
- Consent Agenda including previous Board Minutes and budget report
- School Administrator Report
- Senior Pastor’s Report
- Board Work (review, editing or introduction of new policy)
- Board Professional Development
- Board Self Review
- Closing Prayer

**4.9 BOD Meetings:** Meetings will usually be the third Tuesday of the month and will usually start at 7:00 pm and end at 9:00 pm. Meetings will last a max of two hours unless extended by majority vote. The BOD will meet a minimum of eight times per year.

**4.10 Annual Calendar:** The items below should be discussed in the following months as indicated on the annual calendar.

July	New BOD member orientation Designation of Board Officers
August	Retreat for Strategic Plan Review Review of Desired Outcomes Policies
September	Prepare for September Voters’ Meeting Conduct Voters’ Meeting
October	
November	Annual Review of Church Constitution

	Prepare for January Voters' Meeting
December	
January	Nominations Committee appointed Conduct Town Hall Voters' Meeting
February	Conduct Senior Pastor Review
March	Review of Board Process Policies Establish Budget Parameters
April	Prepare for the May Voters' meeting Review and approve the single slate of BOD candidates to be presented to the congregation
May	Final review of budget by the BOD Conduct Voters' Meeting Approval of Single Slate of Board Candidates
June	Update BOD new member orientation process

**4.11 Board Communication to Stewards:** The BOD may use a variety of means to communicate with the Stewards of the church, including: newsletter, website, Voters' Meetings, email blasts and social media.

**4.12 Board Nomination Process:** The nominating committee shall follow the procedures specified in the Church Constitution, and will also:

- Screen candidates for potential or perceived conflict of interest. Potential conflicts that may or may not be problematic: A relative on paid staff, a financial contract with the Church, or any person that would seek election for a known personal agenda or representing only one segment of the church
- Ensure candidates understand policy based governance and are willing to govern accordingly
- Allow the Senior Pastor to veto any candidate based on confidential issues
- Present a slate of capable candidates to the BOD for approval
- Present the approved slate of candidates for the Stewards for election

**4.13 Board Member Orientation:** The BOD will provide new board members a training experience that includes:

- Policy Based Governance Overview
- Current Annual Ministry Plan
- Board Policy manual
- Church Constitution
- Access to Dropbox (shared electronic documents)
- Current Budget and most recent financial report
- Current Senior Pastor's report
- Current dashboard
- Roster of board members and phone numbers
- A current board member as mentor and go-to person for answering questions
- A copy of The Policy Governance Model book by Carver

- Other articles on governance

**4.15 Cost of Governance:** The BOD may approve expenses that allow it to govern more effectively. This may include, but is not limited to: periodicals, books, conferences, retreats, and consulting fees.