

IV. GOVERNANCE

The Place's Board of Directors operates under two distinct categories: (1) Church Leaders and (2) BC Society Officers. Board members are elected by, are accountable to, and represent the church membership while they fulfil both of these functions.

(1) As Church Leaders:

The Board provides governance, insight, and oversight that The Place may thrive in its mission. The Board is responsible for the spiritual leadership that scripture and historical tradition ascribe to the congregational leadership of a Christian church.

Board membership is a ministerial act of service, with a commitment of time, skills, reflection, and prayerful support. Board members act with the long-term health of the church in mind, never their personal interests.

Examples of responsibilities under this heading include supporting and advising the staff, allocation of resources, reviewing the needs of the congregation, deciding policy matters, and overseeing church programming and activities.

The Board normally meets monthly and keeps minutes on an internal basis. Pastors are non-voting members of the Board for church leadership purposes. Guests may attend Board meetings by invitation. Portions of meetings may be "in camera" (meaning Pastors and guests do not attend, and the minutes may be privileged). In camera matters include, but are not limited to, discussions of staff performance and compensation.

(2) As BC Society Officers

As the officers of a provincially and federally registered charitable society, the Board is tasked to execute its legal obligations under the BC Societies Act and the regulations of the Canada Revenue Agency (CRA) and must comply with all reporting, auditing, and procedural requirements of the relevant Canadian and Provincial laws.

Examples of responsibilities under this heading include compliance with the church's bylaws, financial accountability, filing annual reports with the BC Societies and to the CRA, and disclosing any potential, perceived, or actual conflicts of interest.

The Board is also the legal employer of the church's staff and contractors, and is the legal entity which holds the church's assets, leases, insurances, and other contracts. "Directors and Officers insurance" is provided for Board members.

The BC Societies' Act prescribes an Annual General Meeting (AGM) and other Meetings if required. Minutes of these meetings are available as directed by the BC Societies' Act.

Board Member Terms and Appointments:

The Bylaws describe the nomination process prior to election by membership. Announcements about opportunities to serve on the Board, appointments, resignations, and similar Board matters are made to the congregation in a timely and public fashion, on at least three Sundays.

Board members are elected for a two-year term, normally 01 January to 31 December. Subsequently they may stand for re-election for additional one or two year terms up to a consecutive maximum of six years' service. They must then stand down for a minimum two-year period before standing again for election.

Term limits are to both ensure a continually refreshed, diverse, and authentic viewpoint in church leadership, and to safeguard against political power abuses. Additionally, Board members should be "at arm's length" from one another.

Board members may resign in writing prior to the expiry of their term.

Board members sign two "agreements to serve", please see Appendices. The first is required by BC Societies, and the second is an agreement in principle between the Board and the Church.

Division of Responsibilities

To deliver on its responsibilities, the Board is empowered to hire staff, seek volunteers, and/or form committees. It may choose to assign portfolios dividing tasks among Board members. Specific responsibilities of officers of the Board are given in the Bylaws.

A board member tasked with a portfolio of responsibility is not responsible to perform the work in that portfolio themselves, but rather they would provide liaison with the board, and provide regular reporting and oversight. Board portfolios are listed in Appendices.

The board may also convene a committee (short or long term) for a specific purpose, at its prerule. Committee members may include board members, staff, members, and/or congregants. Standing committees, such as the Finance Committee, are re-named by the Board each January. Where solicitation for persons to serve on a committee is required, that opportunity to serve is communicated publicly to membership on at least three Sundays. The names of those serving on committees will be communicated to membership upon appointment, and annually for standing committees.

Appendix - Board Portfolios:

Board Chair: Oversees the Board's workings and deliverables. Chairs or delegates the chairing of board meetings. Is often the Board's representative facing the congregation..

Vice Chair: Supports the Chair and carries out their duties when they are unable to do so.

Secretary: Takes minutes of all board meetings. Keeps files of these minutes and other board records and church documents.

Treasurer: Oversight of church banking business.

Society Legal Compliance: Reporting and AGM filing for The Place BC Society.

Finance and Staffing: Oversight of finance committee activities – budgeting, bookkeeping, CRA reporting, staff payroll. Oversight of legal and financial aspects of employment of The Place staff.

Worship Service Co-ordination: Volunteer oversight and coordination.

Children's Ministries: Volunteer co-ordination and oversight.

Local Outreach and Community Building: Oversight of local mission work. Oversight of the Community Care Committee activities (special church events, community lunches, special member care activities – meal trains).

Sunday Service Coordinator: Volunteer coordination for chair set up, sanctuary decor (altar), coffee, and audio/visual tech work for each week's service.

Board Member "Agreement to Serve" The Place Community Church Victoria

Adopted by the board of directors on 13 February 2023

As a volunteer board member of The Place, I understand that I am committing to the following duties and responsibilities:

1. **I am pledging**, to the best of my ability, to provide oversight, insight, and governance, that The Place may fulfill its stated purpose:
to function as a local congregation of the historic Christian Church, engaging in: worship, education, outreach, spiritual guidance, children's ministries, local and non-local services of justice, mercy and compassion.
2. **I will work to preserve the investment of time and money** made over years by the donors and volunteers who created and developed this organization.
3. **I will act with the care and loyalty** required of board members, and put the interests of the organization ahead of my own.
4. **I will respect confidentiality** as required in board matters.
5. **I will immediately disclose any perceived or actual conflicts-of-interest**, and I will recuse myself from decisions that create or appear to create a conflict of interest for me.
6. **I understand I will be fiscally responsible**, with the other board members, for this organization. I will actively help plan and monitor the organization's budget and plan the fundraising to meet that budget.
7. **I understand I will be legally responsible**, along with other board members, for this organization
 - a. I will be responsible to know and approve all policies and programs, and to oversee the activities of the church.
 - b. I will have a direct management responsibility, along with other members of the board, to select and supervise the senior staff.
 - c. I will attend all board meetings unless circumstances beyond my control prevent my attendance, and I will be available for consultation between meetings.
 - d. I will read materials sent to me in advance of the board meetings, and be prepared to participate thoughtfully during the meeting.
 - e. I understand that if I act with willful negligence, or exercise my duties in bad faith, it may be possible for me to be held personally liable.
 - f. I understand that I am not responsible for the day-to-day operations of the organization as these are the responsibility of our paid staff.
8. If I am unable to fulfill my commitments as a board member then I will tender my resignation.

As a board member, The Place is responsible to me in a number of ways:

1. **I will be sent**, without request, regular financial reports that allow me to review our financial position.
2. **I can call** on our paid staff to discuss program and policy, goals, and objectives.
3. **Board members and staff will respond** in a straightforward and thorough fashion to any questions I have that I feel are necessary to carry out my fiscal, legal, or moral responsibilities to this organization.
4. **Directors and Officers insurance** will be provided.

Board Member:	Date:
Board Representative:	Start/End of Board Member Term:

CONSENT TO ACT AS DIRECTOR (PER BC SOCIETIES ACT)

To: *THE PLACE COMMUNITY CHURCH VICTORIA* (the "Society")

I hereby consent to act as a director of *THE PLACE COMMUNITY CHURCH VICTORIA*

My consent will continue to be effective until I resign as a director, my term of office has expired, or I revoke my consent.

I certify that I am not disqualified from acting as a director under s. 44 of the *Societies Act* (British Columbia).

DATE

FULL LEGAL NAME

DATE OF BIRTH

FULL RESIDENTIAL ADDRESS (and mailing address, if it differs)

EXCERPT FROM THE SOCIETIES ACT (BRITISH COLUMBIA)

Persons qualified to be directors

44 (1) A person is qualified to be a director of a society only if the person is an individual who is at least 18 years of age.

(2) Despite subsection (1), an individual who is 16 or 17 years of age is qualified to be a director of a society if provided for in the regulations.

(3) Despite subsections (1) and (2), an individual is not qualified to be a director of a society if the individual is

(a) found by any court, in Canada or elsewhere, to be incapable of managing the individual's own affairs,

(b) an undischarged bankrupt, or

(c) convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless

(i) the court orders otherwise, (ii) 5 years have elapsed since the last to occur of

(A) the expiration of the period set for suspension of the passing of sentence without a sentence having been passed,

(B) the imposition of a fine, (C) the conclusion of the term of any imprisonment, and (D) the conclusion of the term of any probation imposed, or

(iii) a pardon was granted or issued, or a record suspension was ordered, under the *Criminal Records Act*

(Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect.