

Title: Adoption of New Standing Rules for the General Board

Origin: The Standing Committee on Renewal and Structural Reform

Background:

The Design¹ calls for the General Board to establish procedures for continual renewal and reform of church structures. The General Board has established the Committee on Renewal and Structural Reform and tasked it with an on-going review of *The Design* and the associated standing rules for the General Assembly, the General Board, and the Administrative Committee.

The Standing Committee on Renewal and Structural Reform is proposing a governance model for the General Board and the Administrative Committee that more clearly defines how the work of these bodies is accomplished. Resultantly, the standing rules of all organizations have been redrafted by the Standing Committee on Renewal and Structural Reform over the course of the past sixteen months.

The Standing Committee members are: Barb Jones, Chair; Don Shelton; Geunhee Yu; Elizabeth Jewell Becker; David Vargas; Russ White; Scott Seay; Regina Morton; Rubin Cruz; Evangelina Perez; Chris Wilson; Jim Powell; and Todd Adams, OGMP staff.

Overview:

The amendments to *The Design*, as approved by the 2005 Portland General Assembly, created a need to amend the Special Rules for the General Assembly, Standing Rules for the General Assembly, Standing Rules for the General Board, and the Standing Rules for the Administrative Committee.²

In particular the 2006 reduction in size of the General Board created a need to reorganize the General Board to effectively complete its work. The work of the Administrative Committee, the General Board, and the General Assembly are closely related. The incorporation of tasks formerly described in the Standing Rules for the General Assembly into the General Board will create operational consistencies and streamlining of governance.

Rather than appointing task forces and special committees to accomplish its work, the General Board, in the new standing rules, is organized into committees. Each committee has a specific task in relationship to responsibilities of the

¹ Paragraph 54

² The General Assembly has two supplemental documents, the Special Rules for Procedure for the General Assembly and the Standing Rules for the General Assembly. The Special Rules for procedure are amended by the General Assembly on the recommendation of the General Board. The Standing Rules for the General Assembly are amended by the General Board.

General Board on behalf of the General Assembly. The committees then report directly to the board, rather than having non-board committees report to sections, which in turn report to the board. This operational streamlining will allow for the plenary session of the General Board to receive process information in addition to final results. The General Board will also be able to process proposed changes and recommended actions by the board during the meetings with the committee members present.

In redrafting the rules the Standing Committee on Renewal and Structural Reform utilized BoardSource's best practices for non-profit governance.³

Recommended Action by the General Board:

That the General Board approve the newly revised Standing Rules for the General Board effective at the close of this meeting and that the Office of the General Minister and President create a transition plan for the implementation of the new rules by January 1, 2010.

³ BoardSource Governance Series Books 1-9; and the Committee Series Books 1-5. www.boardsource.org. BoardSource is dedicated to advancing the public good by building exceptional nonprofit boards and inspiring board service. BoardSource strives to support and promote excellence in board service, is the premier source of cutting-edge thinking and resources related to nonprofit boards, and engages and develops the next generation of board leaders. Board Source, formerly the National Center for Nonprofit Board was founded by Independent Sector and the Association of Governing Board of Colleges and Universities.

STANDING RULES FOR THE GENERAL BOARD

(Adopted by General Board 1970, Revised 1971, 1980, 1987, 1994)

Revisions Suggested by the Standing Committee 2009

The following rules describe the worshipful work of the General Board of the Christian Church (Disciples of Christ) in the United States and Canada.

1. Membership

1.1. Voting

- 1.1.1. The General Nominating Committee nominates 17 members
- 1.1.2. Each Region (33) may nominate 1 member
- 1.1.3. Each General Ministry and Racial / Ethnic Ministry (13) may nominate 1 member
- 1.1.4. Two Ecumenical members
- 1.1.5. The currently elected Moderators
- 1.1.6. The General Minister and President
- 1.1.7. The most recent Moderator of the General Assembly
- 1.1.8. Previous General Minister and Presidents

1.2. Ex-Officio without vote

- 1.2.1. Regional Ministers (33)
- 1.2.2. General Ministry Presidents or Racial / Ethnic Executive Leader (13)
- 1.2.3. Higher Education (2 – 1 seminary and 1 undergraduate)
- 1.2.4. The Parliamentarian

2. Preparation for Meetings

2.1. Preparation and Adoption of an Agenda

- 2.1.1. The General Minister and President shall prepare, on behalf of the Administrative Committee, an agenda.
- 2.1.2. The General Minister and President shall receive agenda items.
- 2.1.3. If for any reason the General Minister and President considers it not feasible to place an item on the agenda as requested, this fact and the reasons for the decision should be made known to the requesting party and be reported to the Moderator. If the requesting party is dissatisfied with the decision, an appeal may be made to the Administrative Committee.

2.2. The General Minister and President shall make the business docket available 30 days in advance of the meeting.

3. Role of the General Board Committees

3.1. Administrative Committee, serving as the Business Committee

- 3.1.1. The Administrative Committee shall function while the General Board is in session for the purpose of making recommendations concerning the disposition of new business and emergency matters.
 - 3.1.1.1. The Second Vice Moderator shall chair the Business Committee.

- 3.1.2. New business items shall be submitted in writing and referred without discussion to the 3 Committee, which shall make a recommendation concerning the disposition of each item in a later session of the meeting.
- 3.2. Other items of General Board business may be considered in plenary session or may be referred to the Committees of the General Board for study and report to a later plenary session.

4. **Rights of Members *Ex Officio without vote***

- 4.1. Members *ex officio without vote* shall have the right to make and second motions and participate in debate.

5. **Expenses of General Board Members**

- 5.1. Shall be reimbursed according to the Office of the General Minister and President's Boards, Committees and Commissions Travel and Expense Reimbursement Policy as approved by the Administrative Committee.

6. **Organization for Work**

The General Board shall establish the following committees in an effort to conduct the business of the board. Members of the General Board shall populate committees. All General Board members are expected to serve on committees when called upon.

6.1. **Administrative Committee**

- 6.1.1. See the Special Rules for the Administrative Committee

6.2. **Governance Committee** Submit recommendations useful for the development of the life, mission, work, and organization of Christian Church (Disciples of Christ).¹

- 6.2.1. The Governance Committee of the General Board shall consist of at least fifteen members of the General Board, including two regional ministers, two general ministry executives, and the chairs of the General Committee on Ministry (GCOM) and the General Nominating Committee (GNC).
- 6.2.2. The Moderator of the General Assembly shall chair the Governance Committee.
- 6.2.3. The Governance Committee shall conduct ongoing board member education and remain current on best practices for non-profit board governance.
- 6.2.4. The Governance Committee shall oversee the orientation of new board members.
- 6.2.5. The Governance Committee shall review *The Design* and other governance documents for suggested changes and modifications.
- 6.2.6. The Governance Committee shall receive the report and business items of the General Commission on Ministry and the General Nominating Committee.

¹ Paragraph 64 of *The Design*.

- 6.2.7. The General Commission on Ministry reports to the General Board through the Governance Committee and is accountable to the General Minister and President with the following duties²:
- 6.2.7.1. Shall develop and recommend policies regarding the order of ministry.
 - 6.2.7.2. Shall give consideration to concerns related to ministry and give counsel to and coordinate the work of the various regions, general ministries and institutions.
 - 6.2.7.3. Shall certify standing for Military chaplains, Veterans Administration hospital chaplains, correction institution chaplains, General Ministry clergy, and Ecumenical ministries whose responsibilities extend beyond one region.
 - 6.2.7.4. Shall serve as the final place of appeal related to ministerial standing in the following circumstances; following the decision of a region or following a period of prolonged inaction by a region.
 - 6.2.7.5. Shall work with ecumenical partners related to the order of ministry
 - 6.2.7.6. Membership is a maximum of 16 member(s) appointed by the General Minister and President and shall include:
 - 6.2.7.6.1. Five regional ministers,
 - 6.2.7.6.2. One representative each from the Office of the General Minister and President, the Pension Fund, Disciples Home Missions, and the Council of Theological Education,
 - 6.2.7.6.3. One representative from the Office of Church Life and Leadership of the United Church of Christ and
 - 6.2.7.6.4. Four members at large representing congregations.
 - 6.2.7.6.5. Two at-large members may be named at the discretion of the General Minister and President from any of the above categories.
 - 6.2.7.6.6. The chair is named by the General Minister and President.
 - 6.2.8. The General Nominating Committee consists of 10 members who are elected by the General Assembly.³ The General Nominating Committee is a sub-committee of the Governance committee with the following duties:
 - 6.2.8.1. Selecting nominees for the non-salaried Officers of the General Assembly.⁴
 - 6.2.8.2. Nominating members of the General Board⁵ and the elected members of the Administrative Committee⁶.
 - 6.2.8.3. Reviewing the membership of each General Ministry and Racial / Ethnic ministry to ensure compliance with racial / ethnic diversity standards of the church.

² Paragraph 38 c of *The Design* names the General Commission on Ministry and paragraph 86 of *The Design* states "that the General Assembly shall approve general policies and criteria for the order of ministries.

³ Paragraph 70 of *The Design*

⁴ Paragraph 81 of *The Design*

⁵ Paragraph 56A of *The Design*

⁶ Paragraph 60 of *The Design*

- 6.2.8.4. Establishing and maintaining the criteria for organizations entitled to nominate persons to the General Board.

6.3. Mission Finance Committee

- 6.3.1. The Mission Finance Committee's primary purpose is to ensure adequate resources for organizations of the Christian Church (Disciples of Christ).
- 6.3.2. The Mission Finance Committee has the following duties:
 - 6.3.2.1. Providing oversight of the Mission Funding System.
 - 6.3.2.2. Reviewing and assessing the on-going practices of Disciples Mission Fund development work.
 - 6.3.2.3. Consulting with the Audit Committee and the Committee on Counsel and Mediation in situations related to the financial health of a Disciples' organization.

6.4. Audit Committee

- 6.4.1. The Audit Committee shall act as the Audit Review Committee of the General Board and the Independent Audit Committee of the Office of the General Minister and President. The membership shall be at least 2/3 non-general board members and include persons with educational or work experience in accounting, auditing or similar professions.
- 6.4.2. The Audit Committee has the following duties related to the General Board:
 - 6.4.2.1. Providing oversight and implementation of the General Board's Policy for Fiscal Responsibility.
 - 6.4.2.2. Making recommendations to the board based on the committee's review activities.
- 6.4.3. The Audit Committee has the following duties related to the Office of the General Minister and President:
 - 6.4.3.1. Coordinating the request for proposals and selecting the audit firm to conduct an independent audit of the organization's financial statements.
 - 6.4.3.2. Reviewing and approving the audit scope and fees.
 - 6.4.3.3. Reviewing and approving any proposed involvement of the audit firm in activities other than the annual audit.
 - 6.4.3.4. Ensuring a direct line of communication with the organization's auditor.
 - 6.4.3.5. Providing oversight of management's performance with respect to required and recommended financial responsibilities and disclosure.
 - 6.4.3.6. Considering and reviewing, with management and the auditors, the adequacy of the organization's risk management methodology and internal controls, including computerized information system controls and security.
 - 6.4.3.7. Providing oversight of the organization's Conflict of Interest Policy and keeping the board apprised of any changes required in the policy and implementation.

- 6.4.3.8. Reviewing the adequacy of financial reports provided by the Administrative Committee, and making recommendations for improvement.
- 6.4.3.9. Reviewing and addressing the management letter and auditor's comments.
- 6.4.3.10. Reviewing any serious difficulties or disputes with management encountered during the course of the audits.
- 6.4.3.11. Reviewing other matters related to the conduct of the audits that are to be communicated to the Audit Committee under generally accepted auditing standards.
- 6.4.3.12. Reviewing published documents containing the organization's financial statements and considering whether the information contained in these documents is consistent with the information contained in the financial statements.
- 6.4.3.13. Investigating any matter brought to its attention within the scope of its duties, with the power to retain outside counsel for this purpose if, in its judgment, that is appropriate. The Audit Committee shall promptly report any such actions to the Moderators of the General Assembly.
- 6.4.3.14. Making recommendations to the Administrative Committee based on the Audit Committee's review activities.

6.5. Committee on Counsel and Mediation

- 6.5.1. The Committee on Counsel and Mediation's primary purpose is to serve as the conflict management and resolution body of the General Board with the following duties:
 - 6.5.1.1. Providing oversight, policies, and procedures for matters of grievance and appeal that involve the Administrative Committee or the General Board.
 - 6.5.1.2. Maintaining a list of trained mediators to assist in areas of conflict, mediation, and resolution.
- 6.5.2. The Committee on Counsel and Mediation has oversight of conflicts related to structure, mission and funding.

6.6. General Ministry Covenantal Dialogue Committee

- 6.6.1. The General Ministry Covenantal Dialogue Committee's primary purpose is dialogue with General Ministries for their particular mission of the Christian Church (Disciples of Christ). The General Ministry Covenantal Dialogue Committee has the following duties:
 - 6.6.1.1. Conducting the Covenantal Dialogue Process every five years and reporting the results to the General Board and the respective General Ministry Boards.
 - 6.6.1.2. Reviewing and amending the Covenantal Dialogue Process as needed and submitting amendments to the General Board for approval.

6.7. General Assembly Committee

6.7.1. The General Assembly Committee's primary purpose is to recommend the time and place of each General Assembly and to follow up on General Assembly Business Items. The General Assembly Committee has the following duties:

- 6.7.1.1. Conducting site visits in conjunction with Office of the General Minister and President's General Assembly staff to recommend the time and place of future General Assemblies.
- 6.7.1.2. Following up on work assigned to specific ministries by the General Assembly.
- 6.7.1.3. Reporting to the next General Assembly the activities related to approved Calls to Action.

6.8. General Minister and President's Vision Advisory Committee

6.8.1. The General Minister and President's Vision Advisory Committee's primary purpose is to advise the General Minister and President on matters related to the mission, vision, and identity of the Christian Church (Disciples of Christ). The General Minister and President's Vision Advisory Committee has the following duties:

- 6.8.1.1. Serving as an advisory committee on the call of the General Minister and President.
- 6.8.1.2. Prioritizing its work with concerns for the following:
 - 6.8.1.2.1. Christian unity and global mission.
 - 6.8.1.2.2. Congregational mission in the United States and Canada.
 - 6.8.1.2.3. Higher education and social services.
 - 6.8.1.2.4. The General Assembly, General Board, and Administrative Committee.

6.9. General Board Special Task Forces and Committees

6.9.1. The General Board may appoint special (advisory) committees, task forces, commissions, or panels in accordance with the Standing Rules for the Administrative Committee Section 8.

7. Sunset Rules

- 7.1. All programs and priorities that are mandated by the General Board shall be limited to a 4-year duration unless otherwise specified in the approved General Board's business item.
- 7.2. This shall be monitored by the governance committee, unless otherwise stated in the enabling action.

8. Procedures for the Calling and Election of the General Minister and President

8.1. Role of the Administrative Committee

- 8.1.1. Select the members of the Search Committee (See 7.2).
- 8.1.2. Establish the qualifications of the General Minister and President.
- 8.1.3. Receive the list of candidates from the Search Committee and conduct interviews of candidates (See 7.6).

- 8.1.4. Nominate a candidate to the General Board for approval and forwarding the candidate to the General Assembly for calling and election.
- 8.1.5. Carry out these functions (7.1.1, 2, 3, 4) in the following manner:
 - 8.1.5.1. The Administrative Committee shall docket 2 hours in Executive Session to be used in seeking God's counsel for the future direction and leadership of the church.
 - 8.1.5.2. At the beginning of the Executive Session of the Administrative Committee, the outgoing General Minister and President shall be asked to briefly address the Administrative Committee.

8.2. The Membership of the Search Committee for the Selection of Nominees for General Minister and President

- 8.2.1. The Search Committee shall consist of 11 persons and 1 alternate with at least 6 of these 12 being persons of color⁷ as consistent with the Executive Search Model.⁸
- 8.2.2. Shall be composed as follows:
 - 8.2.2.1. The Moderators of the General Assembly.
 - 8.2.2.2. Three members of the Administrative Committee's continuing class as elected by the Administrative Committee, one of whom shall be appointed chair by the Moderator.
 - 8.2.2.3. Five members of the General Board nominated as follows:
 - 8.2.2.3.1. The Moderators will nominate a list of 10 members of the General Board's continuing class, of which The Administrative Committee will elect 5 plus 1 alternate in the following manner:
 - 8.2.2.3.1.1. Each Administrative Committee member will vote for 5 candidates. If 5 candidates receive a majority of the votes, those candidates are elected. If more than 5 receive a majority of total votes then the top five candidates are elected. If less than 5 receive a majority, those receiving a majority are elected, the remaining members are voted for the open position(s) with each Administrative Committee member having a number of votes equal to the number of open positions. This process continues until all 5 positions are filled in accordance 7.2.1.
 - 8.2.2.4. An Alternate
 - 8.2.2.4.1. The person from among the 10 General Board nominees receiving the largest vote total, but not otherwise elected for the Search Committee shall be designated as alternate without vote.
 - 8.2.2.4.2. The alternate shall attend all meetings and serve in the event of the death or resignation of 1 of the 11 voting members.

8.3. Search Committee Process

- 8.3.1. The Search Committee shall use the Executive Search Model as approved by the General Board.
- 8.3.2. Gathering of Information:

⁷ Consideration of persons of color should include (but is not limited to) participation in the recognized racial / ethnic ministries.

⁸ The Executive Search Model is a policy of the General Board.

8.3.2.1. The Search Committee shall seek input from members of the Council of General Ministries, the College of Regional Ministers, and congregations.

8.3.2.2. Staff from the General Office shall be excused from any participation in this or any other phase of the search, nomination, and election process, except where specifically requested by the Search Committee.

8.3.3. The Search Committee shall employ its own staff and shall have funds made available through the Office of the General Minister and President.

8.4. Soliciting of Names

8.4.1. The Search Committee shall solicit names from general ministries, institutions, regions, and members of the church at large.

8.4.2. The Search Committee, through denominational publications including but not limited to general and regional church communications, shall make requests for receiving written suggestions of names.

8.4.3. Potential candidates must be in the Search and Call system of the Christian Church (Disciples of Christ).

8.5. Interviews

8.5.1. The Search Committee shall interview as many persons as it deems necessary to fulfill its responsibilities.

8.5.2. Written statements, the content of which is determined by the Search Committee, are required from persons selected for interviews and forwarded to the appropriate bodies.

8.6. Search Committee Nominees

8.6.1. The Search Committee shall forward a list of at least 2 but not more than 5 nominees to the Administrative Committee.

8.6.2. The Search Committee shall forward to the Administrative Committee each nominee's written statement, a concise statement of qualifications, and biographical information including a physician's letter indicating fitness for duty based on the General Minister and Presidents job description.

8.6.3. The screener's report as required by the Executive Search Model shall be provided to the Administrative Committee on the proposed candidates.

8.6.4. This information is to be sent to the Administrative Committee as soon as possible, but no less than seven days before Administrative Committee voting, thus enabling voters to maximize their knowledge of the nominees.

8.7. The Administrative Committee Nominating Process

8.7.1. For the purpose of nominating the candidate, the Administrative Committee shall:

8.7.1.1. Declare itself in executive session. With the exception of the Search Committee, all other guests, non-voting members and the General Minister and President shall be excused.

8.7.1.2. The Executive Session will take place at an appropriate mid-place in its meeting agenda for the purpose of selecting a nominee.

8.7.1.3. Interview each of the persons presented by the Search Committee

8.7.1.4. Select a nominee by ballot, with a two-thirds majority of the votes of those present being required for nomination as follows:

- 8.7.1.4.1. Up to 45 minutes is allotted for discussion with each member of the Administrative Committee casting a secret ballot for his/her first choice.
- 8.7.1.4.2. If a candidate receives two-thirds vote or more of the votes cast, that person is the nominee.
- 8.7.1.4.3. If there are more than two candidates and there is no two-thirds vote, the candidate receiving the fewest votes shall be removed from the ballot and a new ballot taken on those who remain.
- 8.7.1.4.4. Re-balloting shall continue if necessary, and the persons with the fewest votes will be removed from the ballot each time until only two candidates remain.
- 8.7.1.4.5. In this process of arriving at two candidates, a tie for the fewest votes would mean a new vote among those tied to see which shall continue as a candidate.
- 8.7.1.4.6. When the ballot is between two candidates and neither receives a two-thirds majority, up to 45 minutes shall be allotted for additional consideration of the candidates prior to a second ballot between the two.
- 8.7.1.4.7. If a third ballot is required, up to 30 minutes shall be allotted for discussion.
- 8.7.1.4.8. When no candidate receives the necessary two-thirds majority, the Administrative Committee shall request the Search Committee to present a new list of persons willing and qualified to serve as General Minister and President.
- 8.7.1.4.9. Upon receipt of the names, the process shall be repeated (See Section 7.4, 5, 6, 7).

8.8. When the Administrative Committee has a nominee

- 8.8.1. Before submitting the name to the General Board, provisional negotiations concerning terms of employment and transition may begin.
- 8.8.2. The Moderators shall be authorized to conduct confidential negotiations with the candidate and the candidate's employer.
- 8.8.3. The Moderators shall consult with the appropriate staff member in the Office of the General Minister and President regarding personnel policies and the Employment Agreement with the candidate.
- 8.8.4. The Moderators shall forward to the General Board within two days of the Administrative Committee's decision the written statement, biographical description, and concise statement of qualifications.

8.9. The Role of the General Board Regarding the Search Committee

- 8.9.1. Confirms the members of the Search Committee.
- 8.9.2. If the General Board does not confirm the committee.
 - 8.9.2.1. The Administrative Committee shall reconvene to name a new committee as per Section 7.2 of these rules.

8.10. The Role of the General Board Regarding the Candidate

- 8.10.1. The General Board shall convene in Executive Session, and include all ex-officio members of the General Board and the Search

Committee. At the beginning of the Executive Session, the outgoing General Minister and President shall be asked to briefly address the General Board.

- 8.10.2. The General Board shall use the following process regarding the Administrative Committee's nominee:
- 8.10.2.1. Review the nominee's written statement, and the concise statement of qualifications and biographical information as provided by the Search Committee.
 - 8.10.2.2. At an appropriate mid-place on the Board's docket, the chairperson of the Search Committee shall present for the General Board a detailed summary of the process to this point, present the nominee of the Administrative Committee, and field all questions in discussion and debate.
 - 8.10.2.3. The General Board shall provide an opportunity for members of the General Board to engage in dialogue with the candidate.
 - 8.10.2.4. The vote to "forward the name" of the nominee to the General Assembly for election and call to ministry shall be taken.
 - 8.10.2.5. The vote requires a two-thirds majority of the voting members present.
 - 8.10.2.6. The vote shall be by ballot.
 - 8.10.2.7. Following a favorable vote the nominee shall be invited to make formal remarks to the General Board.
- 8.10.3. When a nominee has been selected by the General Board, normal procedures of notification of congregations shall be followed.⁹
- 8.10.4. If, in unusual circumstances, it is impossible to notify congregations, the General Board by a two-thirds vote may forward the name directly to the General Assembly.

8.11. Failure to Approve

If the General Board does not approve the nominee, then the Administrative Committee shall take immediate steps to present another nominee. (See Section 7.7ff)

8.12. The Role of General Assembly Regarding the Nominee

- 8.12.1. As an Order of the Day the General Assembly business agenda, the chairperson of the Search Committee shall:
- 8.12.1.1. Present a detailed summary of the process,
 - 8.12.1.2. Share the biography and credentials of the nominee and
 - 8.12.1.3. Answer all questions in discussion and debate.
 - 8.12.1.4. The Moderator shall proceed to a ballot vote on the business item.
 - 8.12.1.5. A two-thirds majority of votes cast by ballot shall be required for election.
 - 8.12.1.6. Upon election, the General Minister and President-elect shall be given time to address the General Assembly.
 - 8.12.1.7. In the event a two-thirds majority vote is not reached by the assembly, the Administrative Committee shall be responsible under *The Design* for taking the necessary steps to select another nominee for presentation to the next General Assembly.

⁹ Paragraph 44 of *The Design*

8.12.1.8. The Administrative Committee shall proceed to name a General Minister and President to act until the next General Assembly.

8.13. Re-election

8.13.1. *The Design* states that a General Minister and President may be re-elected one time for a term of six years.¹⁰ Regular provisions for election apply as described in Sections 7.8 and 7.10.

8.14. Removal from Office¹¹

¹⁰ Paragraph 53b of *The Design*

¹¹ Paragraph 53d of *The Design*