

Board of Trustees – Nomination Package

Instructions

To be appointed and ratified as a member of the Board of Trustees, the following procedure is necessary:

1. The nominee is nominated by at least two members of Smythe Street Cathedral (SSC) using the enclosed form.
2. The nominee has fully read the enclosed ministry overview and understands the Biblical definition of a deacon/deaconess (attached).
3. The nominating members and nominee then sign the enclosed nomination form.
4. The Nominating Committee will meet and consider the names of the nominees presented using the Nomination Checklist. Nominees may be asked to meet with the Committee.
5. The names of qualifying nominees, as determined by the Nominating Committee, are then presented at least one week prior to the Annual Membership Meeting. Out of these the congregation will elect, by a majority vote, people to fill the necessary positions.

Nomination Checklist for Nominating Committee

This checklist is used to vet candidates for the Board of Trustees. This is to allow more transparency in the process but also provide guidance to members contributing to the nomination process.

Items	Notes	Met (yes/no)
Member in good standing for at least 12 months (faithful contributions, personal finances) ¹		
Be at least 19 years of age		
Affirm and adhere to the Code of Conduct and lifestyle statement		
Arm's Length ²		
Accountable and cooperative with church leadership		
Criminal Background Check ³		
Concerns		

Skills/Qualifications:

¹ Due to privacy of personal information, matters of financial consideration will be validated by the Lead Pastor(s) and Treasurer. Nominees for the Board of Trustees should be presently making meaningful, consistent contributions to SSC.

² Related persons are deemed not to deal with each other at arm's length. Related persons are "individuals connected by blood relationship, marriage or common-law partnership or adoption". Blood relationships do not normally include aunts, uncles, nieces, nephews, or cousins.

³ In keeping with policy, Trustees are to provide a vulnerable sector background check. If SSC has a current copy on file for another ministry, that will suffice. Those without a check on file will be instructed by the office how to obtain one. The nomination may proceed while the check is being obtained, but should the check not come back clear, the candidate is disqualified from serving, even if elected.

Board of Trustees: Ministry Overview

Outline:

- Qualifications to Serve as a Trustee
- Role & Duties

Qualifications to serve as a Trustee:

The qualifications to serve as a Trustee are listed below, and are taken from Smythe Street Cathedral's bylaws.

- 6.6.1 Be a member in good standing of SSC for at least one year.
[The responsibilities of all members include: support and promote the unity of SSC, Support SSC with regular attendance, support SSC with consistent financial contributions, strive to live a Godly Christian life, strive to attend members meetings, be accountable to and cooperate with church leadership within their roles, in particular the Pastors elders and board of trustees.]
- 6.6.2 Be at least 19 years of age.
- 6.6.3 Must affirm and adhere to approved SSC Moral Code of Conduct/Lifestyle Statements.
- 6.6.4 Provide evidence of understanding the governance role of the board of trustees.
- 6.6.5 Can demonstrate how his or her background, experience and skills will enhance the work of the board of trustees in moving the church forward.
- 6.6.6 Has been deemed qualified by the nominating committee.
- 6.6.7 In addition to the foregoing, the qualifications for a trustee are also governed by the provisions of the *Companies Act* (section 87). Accordingly the following are not qualified:
- a) Those of unsound mind who have been so found by a Court;
 - b) A person who is not an individual (i.e. a corporation);
 - c) A person who is currently bankrupt;
 - d) A person convicted of an offence in connection with the promotion, formation or management of a corporation or involving fraud.
- 6.6.8 SSC may enter into contracts or transact business with one or more of its trustees, or with any firm or corporation of which any trustee is a member, shareholder, trustee, officer or employee provided that in any such case the fact of the interest of such trustee shall be disclosed to the other trustees (See also Article 6.9 (g) Declaring a conflict of interest).

Role & Duties

The Board of Trustees is responsible for the legal and business affairs of SSC. They work in cooperation with the Elders, who are responsible for the spiritual direction and oversight of SSC, the Pastors and staff of SSC to see the vision and God's purposes for our church fulfilled.

The Board of Trustees sets policy and ensures effective implementation in the following key areas of responsibility.

- a) Fiduciary Oversight: Financial oversight of SSC income and expenses, development and monitoring of annual budget, and control of church assets and liabilities;
- b) Legal Oversight: Authorize contractual agreements and monitor execution of these agreements in compliance with applicable laws and regulations;
- c) Resource Management: Monitor the effectiveness and efficiency of SSC resources, programs and activities;
- d) Accountability: Ensure that the directions and decisions of the board of trustees are communicated to the church membership in an open and timely fashion;
- e) Appointments: Appoint an audit committee and any other committee(s) deemed necessary by the board of trustees.

Members of the Board of Trustees are asked to:

- a) Attend scheduled meetings. If meetings are consistently missed without adequate reason, the position will be reviewed.
- b) Be a signing officer for SSC's cheques, which always carry two signatures.
- c) Keep informed about day-to-day affairs of the church and the church building. This is an individual responsibility.
- d) Make decisions in a responsible and co-operative manner, in the spirit of unity and Christian principles, and following the operating principles outlined in the church by-laws.
- e) Serve a 2-year term. At the completion of one term, a Trustee may offer to have their term renewed for another 2-year term, for a total of 4 consecutive years. The Trustee must then step down for a 1-year period before qualifying for possible reelection.

The role of a Trustee is a volunteer position. A trustee shall not directly or indirectly profit from their role; however, payment may be made to Trustees for reasonable expenses incurred in the performance of his or her duties.

NOTE: This is a summary of the qualifications, duties and responsibilities of members of the Board of Trustees. Members of the Board of Trustees are governed by SSC's bylaws, in particular ARTICLE 2: STATEMENT OF FAITH and ARTICLE 6: BOARD OF TRUSTEES, which are enclosed with this Nomination packet. The complete by-laws are available by contacting the church office.

Nomination Form for the Board of Trustees of Smythe Street Cathedral

We nominate _____ (*print name*) to a position on the Board of Trustees subject to the qualifications outlined in Smythe Street Cathedral's by-laws, and upon the signed consent of the nominee.

(If more than two members wish to show support for this nomination, please attach names and signatures, date and support for the nominee in writing to this form.)

Name of Member (Please Print Clearly)

Signature

Date Signed

Name of Member (Please Print Clearly)

Signature

Date Signed

I, _____ (*print name*) am willing to allow my name to stand to serve on the Board of Trustees. I have read and understand the qualifications, and am willing to receive further instruction on the duties of a Trustee, and to meet with the Nominating Committee in regard to my nomination.

Signature of Nominated Member

Date Signed

Upon completion, submit this form to the church office marked "Attention: Nominating Committee".

Key Articles from SSC By-Laws

Members of the Board of Trustees are to be in agreement with SSC's Statement of Faith, found in Article 2 of the by-laws. They should also be familiar with the by-laws, especially Article 6: Board of Trustees, which pertains to their role in the church. Articles 2 & 6 are included for your reading. The by-laws in their entirety are available from the church office upon request.

ARTICLE 2: STATEMENT OF FAITH

- 2.1 We believe that there is only one God who is the Father, the Son, and the Holy Spirit.
- 2.2 We believe in one Lord Jesus Christ, begotten, not created, truly God and truly man; that He was conceived of the Holy Spirit, born of the Virgin Mary, lived a sinless life, suffered and died on the cross for the sins of the world, on the third day He rose from the dead and ascended into heaven as King of Kings and Lord of Lords.
- 2.3 We believe that the Bible, with its universally accepted 66 books as they were originally written, is the inspired Word of God and the final authority in all matters of faith and Christian conduct.
- 2.4 We believe that salvation is by grace through faith in the Lord Jesus Christ and not by works or human merits.
- 2.5 We believe in Water Baptism by immersion, after salvation, as a necessary step of obedience to the Lord Jesus Christ.
- 2.6 We believe that believers should seek to be filled with the Holy Spirit.
- 2.7 We believe that the gifts of the Holy Spirit mentioned in the New Testament are to be used today.
- 2.8 We believe that every believer should partake of Communion (the Lord's Supper) on a regular basis.
- 2.9 We believe that there is only one Holy Christian Church of which all true believers are a part and that every individual believer should belong to a local church body.
- 2.10 We believe that marriage is a sacred covenant ordained by God as a lifelong commitment between one man and one woman.
- 2.11 We believe that sexual relationships were designed and ordained by God to be celebrated and enjoyed exclusively within the marriage covenant.
- 2.12 We believe that the abiding presence of Christ teaches and empowers every believer to overcome and live separate from sin.
- 2.13 We believe that in Christ we have eternal life and that there will be a future resurrection.
- 2.14 We believe in the personal return of Jesus Christ.
- 2.15 We also hold to the Apostles Creed and the universally accepted Nicene Creed.

ARTICLE 6: BOARD OF TRUSTEES

6.1 Board of Trustees

SSC shall have a board of trustees whose members are elected from among the church membership and are responsible for the legal and business affairs of SSC.

6.2 Board Membership

- 6.2.1 The board of trustees shall consist of nine (9) elected members.
- 6.2.2 In the event of a trustee's resignation before the completion of his or her elected term, the board shall have the option of replacing the trustee for the remainder of his or her elected term or leave the position vacant until the next annual members meeting. However, under no circumstances shall the membership of the board of trustees fall below seven (7).
- 6.2.3 The Lead Pastor attends all board meetings, but is not a trustee and shall not have a vote.
- 6.2.4 The Lead Pastor serves as the executive officer of the board.
- 6.2.5 The board of trustees shall appoint a Treasurer. In the event that the person so appointed is not a trustee, he or she shall attend all board meetings but shall not have a vote.
- 6.2.6 The board of trustees may appoint any other designated officer(s) deemed appropriate. In the event that the person(s) so appointed is not a trustee, he or she shall attend all board meetings but shall not have a vote.

6.3 Nominating Committee

- 6.3.1 The board of trustees shall appoint a nominating committee at least eight weeks prior to the annual members meeting.
- 6.3.2 The nominating committee shall be composed of one current board member, one past board member, and one member at large. The Lead Pastor shall serve as a non-voting member but may designate another Pastor or elder as a representative.
- 6.3.3 The nominating committee shall be chaired by the individual so designated by the board of trustees.

6.4 Nomination Process

- 6.4.1 The nominating committee shall issue a public call for nominations from SSC members. In doing so, the nominating committee shall publish the selection criteria against which all candidates will be considered. The criteria will include the qualifications listed in article 6.7.
- 6.4.2 The call for nominations and applications shall be made public to the church membership at least five weeks prior to the annual members meeting.
- 6.4.3 For a nomination to be valid, it must be signed by at least two (2) SSC members.

6.5 Nomination

- 6.5.1 The nominating committee will present a slate of qualified nominees at the annual members meeting for consideration and election. The slate of qualified nominees can equal or exceed the number of vacancies available.

6.5.2 The slate will be presented for reflection and prayer to the church membership at all public services for at least one week prior to the annual members meeting.

6.6 Election

6.6.1 The election of trustees will be conducted by secret ballot. All ballots will be destroyed following completion of the election.

6.6.9 The election of trustees will be by simple majority vote (50%+1) of the members present at the annual members meeting.

6.6.10 In the event that there are more candidates than there are vacancies, the candidate(s) with the highest number of votes (in descending order) will be elected provided that each candidate obtains a simple majority (50%+1) of the votes cast.

6.6.11 If an insufficient number of candidates obtain a simple majority, the candidate(s) with the lowest number of votes will be dropped from the ballot. In the event that the removal of candidates from the ballot results in too few candidates for the remaining positions, there will be a run-off vote between the candidates with the lowest number of votes to determine who will be removed from the next ballot.

6.6.12 Further votes, following the same procedure, will be held from among the remaining candidates until such time as the required number of candidates has received a simple majority.

6.7 Qualifications of a Trustee

6.7.1 Be a member in good standing of SSC for at least one year.

6.7.2 Be at least 19 years of age.

6.7.3 Must affirm and adhere to approved SSC Moral Code of Conduct/Lifestyle Statements.

6.7.4 Provide evidence of understanding the governance role of the board of trustees.

6.7.5 Can demonstrate how his or her background, experience and skills will enhance the work of the board of trustees in moving the church forward.

6.7.6 Has been deemed qualified by the nominating committee.

6.7.7 In addition to the foregoing, the qualifications for a trustee are also governed by the provisions of the *Companies Act* (section 87). Accordingly the following are not qualified:

e) Those of unsound mind who have been so found by a Court;

f) A person who is not an individual (i.e., a corporation);

g) A person who is currently bankrupt;

h) A person convicted of an offence in connection with the promotion, formation or management of a corporation or involving fraud.

6.7.8 SSC may enter into contracts or transact business with one or more of its trustees, or with any firm or corporation of which any trustee is a member, shareholder, trustee, officer or employee provided that in any such case the fact of the interest of such trustee shall be disclosed to the other trustees (See also Article 6.9 (g) Declaring a conflict of interest).

6.8 Length of Term

To ensure continuity and ongoing renewal, trustees will be elected for staggered terms of two years, once renewable. Trustees, after serving two consecutive terms of office, must stay out one full year before they can stand for election again.

6.9 Operating Principles for a Trustee

A Trustee shall carry out his or her responsibilities according to the following principles:

- a) Adhering to SSC's Statement of Faith and Values;
- b) Making decisions that are consistent with the Bible;
- c) Acting honestly and in good faith;
- d) Acting on the basis of research and factual information;
- e) Using care, diligence and skill in performing duties;
- f) Adhering to the highest standard of integrity and applicable laws;
- g) Declaring a conflict of interest on issues before the board where he or she may receive a direct or indirect personal or business benefit. In making the declaration he or she shall refrain from discussing and voting on the issue, and possibly be excused from the meeting for the discussion;
- h) Adhering to the SSC Privacy Policy to ensure that the privacy of those who benefit from SSC programs and activities is protected;
- i) Maintaining the confidentiality of board meetings and documents.

6.10 Duties of Trustees

Trustees set policy and ensure effective implementation in the following key areas of responsibility:

- f) **Fiduciary Oversight:** Financial oversight of SSC income and expenses, development and monitoring of annual budget, and control of church assets and liabilities;
- g) **Legal Oversight:** Authorize contractual agreements and monitor execution of these agreements in compliance with applicable laws and regulations;
- h) **Resource Management:** Monitor the effectiveness and efficiency of SSC resources, programs and activities;
- i) **Accountability:** Ensure that the directions and decisions of the board of trustees are communicated to the church membership in an open and timely fashion;
- j) **Appointments:** Appoint an audit committee and any other committee(s) deemed necessary by the board of trustees.

6.11 Powers of the Trustees

The Trustees are authorized to:

- a) Enable SSC to acquire, accept, solicit or receive legacies, gifts, grants, bequests, endowments and donations for the purpose of furthering the objectives of SSC;

- b) Borrow money against the credit of SSC from a bank, corporation, firm or person. The amount, purpose, and terms, covenants and conditions of such a loan will be subject to approval by the SSC board of trustees;
- c) Limit or increase the amount to be borrowed;
- d) Make or cause to be made for SSC in its name any kind of contract which SSC may lawfully enter into;
- e) Exercise other powers and do other acts and things as SSC is by Letters Patent, the Act, or otherwise, authorized to do in their legal and fiduciary oversight capacity.

6.12 Board of Trustees meetings

6.12.1 Quorum for a meeting is five trustees.

6.12.2 Electronic attendance is permitted for up to two regular board meetings a year. A trustee attending in this manner does not count towards a quorum, but retains the right to vote.

6.12.3 In circumstances where in person attendance at a trustees meeting is impossible, inadvisable, or prohibited, the Board Chair at his/her discretion may arrange for a meeting that is all online/electronic.

In such a meeting, quorum and voting provisions will be as outlined in the By-Laws for a regular in person meeting.

6.12.4 Decisions will be made by a two-thirds majority vote. In the event of a minimum quorum of five trustees, decisions will require four affirmative votes.

6.12.5 Notice of a meeting must be given at least 48 hours before the meeting is to be held.

Notice may be given by mail, phone, or any electronic means.

In the case of special circumstances, the notice period may be waived with the unanimous consent of all trustees.

6.12.6 The meeting agenda and supporting documents must be delivered to the trustees at least 48 hours before the meeting is to be held. Delivery may be by mail or any electronic means.

6.12.7 The meeting agenda and supporting documents delivery time may be waived with the unanimous consent of all trustees.

6.13 Chair of the Board

6.13.1 At the first board of trustees meeting following the annual members meeting, trustees shall elect a Chair and a Vice-Chair of the board

6.13.1 Any elected member of the board of trustees is eligible to become a candidate for Board Chair or Vice-Chair upon being nominated and seconded.

6.13.2 The board Chair and Vice-Chair will be elected by a two-thirds majority vote of the trustees present at the meeting.

6.13.3 In the event of the absence of the board Chair, the Vice-Chair will act as Chair.

6.13.4 In the event of the absence of the board Chair and Vice-Chair, the trustees will appoint a Chair *pro tem* for the duration of that meeting.

6.14 Chair of the Board Responsibilities

- 6.14.1 Preside over all board of trustees meetings.
- 6.14.2 Respect the contribution of each and every trustee and conduct the meeting in a fair, orderly, and impartial manner.
- 6.14.3 Encourage an atmosphere of trust and lead the board in a consensus-building process.
- 6.14.4 Ensure that meetings are conducted and decisions are recorded in a manner consistent with generally accepted procedures.
- 6.14.5 Ensure the completeness and accuracy of previous board meeting minutes.
- 6.14.6 Serve as the spokesperson for the board.
- 6.14.7 Serve as the chief board liaison with the Lead Pastor.
- 6.14.8 Preside over members meetings called by the board of trustees.

6.15 Withdrawal of a Trustee

A Trustee may withdraw from his or her position by submitting a letter of resignation to the Lead Pastor and the board of trustees.

6.16 Removal of a Trustee

- 6.16.1 A trustee may be removed if he or she no longer meets or acts in accordance with the qualifications under which he or she was elected.
- 6.16.2 The recommendation for removal may be initiated by either the elders or the board of trustees.
- 6.16.3 A Trustee may be removed from his or her position by the board of trustees if he or she fails to attend duly constituted meetings of the board of trustees on a consistent basis and if the reasons for doing so are deemed unacceptable by the board of trustees.
- 6.16.4 Removal will be a last resort and can only be made after counselling and intervention by the board Chair and the Lead Pastor have failed to resolve the situation.
- 6.16.5 Removal requires the consent of the elders and a two-thirds majority vote of the board of trustees.

6.17 Vacancies

A vacancy on the board of trustees may be filled for the remainder of the term of office by qualified members of SSC appointed by a quorum of the board of trustees.

6.18 Compensation

- 6.18.1 The trustees shall serve as such without remuneration and no trustee shall directly or indirectly receive any profit from his position as such.
- 6.18.2 A trustee may be paid, upon approval by the board of trustees, reasonable expenses incurred by him or her in the performance of his or her duties.

Code of Conduct

for Leaders and Employees of Smythe Street Cathedral

Introduction

This document lays out the approved Code of Conduct for Leaders and Employees of Smythe Street Cathedral (SSC), herein referred to as the Code. The SSC Operating By-Laws refer to this Code as the **Moral Code of Conduct / Lifestyle Statements** and indicate that it is part of the spiritual direction and oversight provided by the Elders and must be affirmed and adhered to by Elders, Trustees, Officers, Pastors, Ministerial Staff Persons and General Employees.

Individuals assuming a role to which the Code applies (or already in such a role when the Code is first adopted) will affirm and commit to adhere to it by signing this document (see "My Affirmation and Commitment to the Code" below). An assessment of adherence to the Code will be part of the formal review process for paid staff and may form part of ministry effectiveness reviews for others who serve in leadership. Failure by an individual to adhere to the Code may be followed by a process of discipline and restoration and may result in removal of the individual from their position as a leader or employee of SSC.

The Code, in general, is composed of principles to be followed rather than a detailed list of dos and don'ts. The principles are grounded in the Holy Scriptures but are of necessity limited to the most important moral and ethical issues faced in 21st century ministry. It is expected that those serving in leadership at SCC will also be students of the Scriptures in order to grow in God's grace and conduct themselves with His guidance in the various situations they face every day.

In addition to the requirements explicitly laid out in this document, those serving at SSC must follow the laws of New Brunswick and Canada and other codes of conduct / ethics that relate to their role(s) at SSC as established by Christian or professional organizations to which they belong or with which SSC has chosen to affiliate (the ACOP Principles of Comportment for most pastors, guidelines established by the Canadian Council of Christian Charities for those serving in a financial role, etc.). The sole exception to this requirement is in cases where a conflict arises with generally agreed, clear biblical direction on a specific matter as confirmed by the Elders of SSC.

The leadership of Smythe Street Cathedral is committed to honouring the Lord Jesus Christ by operating with integrity and believes that affirming and adhering to this Code contributes positively to this commitment. It is hoped that the Code will both provide guidance to leaders and increase confidence within the local church community and the local community at large that SSC carries on its ministry in a manner that pleases God and is ethically and morally sound.

Code of Conduct

for Leaders and Employees of Smythe Street Cathedral

The Code

As a follower of Christ who serves in leadership or as an employee at Smythe Street Cathedral (SSC), I affirm and commit to adhere to the following:

Love God

As a Christian, I will endeavour to love God and to honour and serve the Lord Jesus Christ with all my heart and with all my soul and with all my mind and with all my strength.

Love Family

As a member of my own family, I will endeavour to love, honour and be a servant to my spouse and / or all members of my family as instructed to me in the Bible.

Love Yourself

As a Disciple of Christ, I will endeavour to

- keep myself spiritually in shape, morally pure and live a life of integrity.
- care for myself spiritually, mentally, emotionally and physically.
- resist sexual temptation (for example, the viewing of pornography) and avoid sinful sexual behaviour and inappropriate relationships (please see the SSC Statement of Faith for further guidance).
- avoid sinful or inappropriate consumption of intoxicating and/or addictive substances.

Love God's Church

As a SSC leader or employee, I will endeavour to

- serve the Church of Jesus Christ at Smythe Street Cathedral as instructed to me in the Bible and commit myself to see it prosper and grow.
- work in unity with the other leaders and employees of SSC, and pray for, honour and respect them and their families with all integrity.
- respect and build God's Kingdom in cooperation, not competition, with other local ministries.
- be careful to protect, honour and care for those who are vulnerable, including children, the needy and the elderly.
- be honest and prudent in regard to personal and ministry resources, ensure that church funds are used for their intended ministry purposes, and willingly follow accepted accounting practices and participate in audits.
- be careful to speak the truth in love, including guarding the confidence of information that is entrusted to me, informing others in advance of the need to divulge information due to legal and / or pastoral requirements, and generally telling only what I know to be true and helpful in a situation, or remaining discreetly silent.

Code of Conduct

for Leaders and Employees of Smythe Street Cathedral

Be Accountable

As a SSC leader or employee and Disciple of Christ, I will endeavour to be accountable for keeping my commitment to adhere to this code by

- seeking out godly counsel should I experience struggles in keeping any aspect of the Code.
 - approaching the spiritual leaders of SSC to confess failures and seek restoration should I fail to keep my commitment to adhere to the Code.
-

My Affirmation and Commitment to the Code

My signature below signifies that I affirm and commit to adhere to this Code of Conduct for Leaders and Employees of Smythe Street Cathedral.

Printed Name:

Role:

Signature:

Date: _____