

Palmyra Church of the Brethren Governance Manual

Board Policies

The Board Adopted November 9, 2025
Effective January 1, 2026

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I. Overview

The Palmyra Church of Brethren, by virtue of its Bylaws as adopted at the (date) Congregational Council meeting, has authorized the Board of Directors (aka the “Board”) to create and adopt governing policies appropriate for implementing its mission. Therefore, the Board has adopted the following policies. The Board records all its actions in its minutes and also updates this policy document accordingly, as needed.

II. Purpose

The policies contained herein 1) enable the board to function as the visionary and governing body of the congregation, and 2) empower the Lead Pastor to serve as its spiritual, programmatic, and administrative leader by mobilizing the staff and congregation to efficiently and responsibly fulfill the church’s mission and goals as endorsed by the Board.

III. Board Governance

A. Role of the Board

The Board will govern primarily by 1) discerning mission, 2) planning for the future, 3) partnering with the Lead Pastor, and 4) holding leaders of the church, including its own members, accountable for their performance. In addition, the Board will produce the following work products:

1. **Annual Board Work Products:** In collaboration with the Lead Pastor, staff, and congregation, the Board will produce and adopt the following:
 - a. **Open Questions** – An annual short list of questions about the Church's future as the basis for ongoing planning conversation 1) in the Board meeting, 2) with the Lead Pastor and staff, and 3) with the congregation at large.
 - b. **Vision of Ministry** – An annual short list of top-priority areas where the Church will advance its work in the coming year, which will serve as a starting point for budgeting and for staff and team planning.
 - c. **Ministry Evaluation** – An annual evaluation of the Church's success or difficulties in achieving the prior year's Vision of Ministry.
 - d. **Performance Evaluation** – An annual evaluation of both the Lead Pastor's effectiveness and the Board's effectiveness in their respective roles.
2. **Less Frequent Board Work Products:** In collaboration with the Lead Pastor, staff, and congregation, the Board will produce and adopt the following:
 - a. **Strategic Plan** (updated every five to ten years) – A short list of the most important results the Board intends to achieve through the Church's ministry. It will also include strategic choices—regarding program, membership, capital and operating budgets, and staffing—that the Board has made to accomplish those results.
 - b. **Mission Statement** (updated as needed) – A short, concise statement that articulates the Church's purpose. Related statements such as vision, values, and a tagline will also be developed to communicate the reasons for the Church's work.

B. Board Officers

In addition to the duties defined by the Bylaws, the officers have the following responsibilities:

1. **Board Chair** – Prepares the Board's agenda, facilitates or arranges for facilitation of Board meetings, and works in partnership with the Lead Pastor to ensure productive partnership between the Board and staff.
2. **Vice Chair** – Assists and substitutes for the Board Chair upon request. The Vice Chair is responsible for leading the Board's planning work, including planning conversations with members and supporters of the Church.
3. **Clerk** – Ensures the safety and accuracy of Board records, including the minutes and these policies.

4. **Treasurer** – Serves as the Board’s point person for financial oversight, accuracy, and accountability. Key responsibilities include presenting monthly and annual financial statements to the Board, ensuring the church’s financial policies are being followed, monitoring adherence to legal, tax, and reporting requirements, ensuring audits or financial reviews are conducted as required, communicating between the Board, the Finance Committee, and the Financial Accounting Team, ensuring expenditures align with the approved budget, and recommending policy changes to the Board when needed.

C. Expectations of Board Members

1. Board Covenant

We, the members of the Board, enter this covenant of mutual expectations for Board service. New members of the Board will be asked to join us in these commitments, and the Board will review and update this covenant at least annually. As Board members, we will:

- a. **Prepare for Board meetings.** We will read the Board packet sent prior to each meeting and accept responsibility for seeking and providing information necessary for the Board to make well-informed decisions.
- b. **Attend all Board meetings.** To the best of our ability, we will attend all duly called Board meetings. If it is necessary to miss a Board meeting, we will inform the Board Chair as early as possible. If we do not expect to be able to attend meetings consistently, we will resign for the good of the Board.
- c. **Participate in Board meetings.** We will listen carefully to others, giving special attention to ideas and perspectives different from our own. We will feel free to state the obvious and ask questions when we do not understand. We will speak forthrightly in Board meetings and vote according to our understanding of the Church's mission.
- d. **Share the work of the Board.** We will respond to e-mail and other communications in a timely manner. We will accept assignments and other tasks and complete them as agreed. Each Board member is equally responsible for speaking up to ensure compliance with the bylaws, ethical values, and this covenant.
- e. **Show respect and courtesy.** When we have disagreements or conflicts, we will address those issues directly with the persons concerned, seeking assistance from others as necessary to sustain a positive working atmosphere at the Board table.
- f. **Use discretion when communicating about Board discussions.** We will treat the views expressed in Board discussions as tentative and refrain from reporting the opinions of others. We will speak respectfully of the Board's authority to make decisions, even when we do not agree. When the Board agrees that certain matters must be kept confidential, we will honor those agreements.

2. Conflicts of Interest

The Board expects all its members to carry out their duties with undivided loyalty to the Church and its mission. A conflict of interest exists whenever a Board member has interests or duties that may hinder or appear to hinder the Board member from fulfilling this duty.

a. A Conflict of interest arises when:

- 1) A Board member stands to gain or lose financially because of an action of the Church in which the Board member has a decision-making role; or
- 2) A Board member cannot set aside their personal preferences as an individual beneficiary of the Church's services to act on behalf of the whole Church and its mission; or
- 3) A Board member faces any other situation that impairs or reasonably appears to impair their independence of judgment; or
- 4) A Board member has a close relationship with someone who has a conflict of interest, as defined here. A close relation includes any person, corporation, or other business entity with which the Board member has a close personal, family, or business relationship.

b. Conflict-of-Interest Disclosure

The Board will annually require its members to disclose in writing all existing or foreseeable conflicts of interest. Disclosure forms must be kept by the Secretary and made available to any member of the Board who asks to see them.

c. Conflict-of-Interest Process

When a Board member reports a potential conflict of interest related to a matter before the Board, the Board (minus the affected member) will determine how to handle the situation. Possible responses include but are not limited to:

- 1) Disclosing in the Board minutes the nature of the conflict.
- 2) Recusing oneself of participation in Board discussions and votes related to the conflict of interest.
- 3) Leaving the room during Board discussions and votes related to the conflict of interest.
- 4) Resigning from the Board.

3. Discipline and Removal of Board Members

In exercising its authority under the bylaws to remove an officer or Board member, the Board will adhere to the following procedures:

- a. Removal for Misconduct** – The Secretary will notify the member in writing and offer a hearing before the Board. Pending such a hearing, the Board may suspend the member's voting privileges and may request the member's resignation.
- b. Removal for Absence from Board Meetings** – If an officer or Board member misses more than three meetings in a twelve-month period, the Secretary will notify the member in writing that the member may appear at the next meeting to ask the Board to excuse the absences, or the Board will request the member's resignation.

D. Committees

The Board may appoint standing committees to help the Board govern but not to make decisions on the Board's behalf. These committees can be made up of both Board and non-Board members. The following committees of the Board are available as needed:

- 1. Governance Committee** – Oversees board member orientation and development, helps with the development and review of bylaws, board policies, and governance practices, and assists with the annual performance evaluation of the board.
- 2. Finance Committee** – Provides collective oversight, strategic guidance, and long-range financial planning on behalf of the Board. Key responsibilities include working with ministry teams and staff to prepare an annual budget for Board approval, developing multi-year financial projections, funding strategies and reserve policies, reviewing financial reports, overseeing investment policies, loan agreements, and recommending and periodically reviewing internal financial controls.
- 3. Nominating Committee** – Communicates with prospective candidates about leadership expectations, gifts, availability, and alignment with the mission to discern and recommend candidates to the Board and for the positions of moderator, board member, district conference delegate, and annual conference delegate, seeking to ensure leadership diversity, balance, and congregational representation.

IV. Delegation to the Staff

- A. Delegated & Accountable Ministry Leadership** – The Board hereby delegates all of its authority to manage the work and resources of the Church, except as expressly limited by these policies, to the Lead Pastor as Head of Staff.
- B. Senior Staff Team** – The Lead Pastor manages the work of the Church in collaboration with a Senior Staff Team, The Senior Staff Team includes the Lead Pastor, the Pastor of Congregational Care, the Pastor of Transformational Discipleship, the Executive Assistant, the Director of Worship Ministries, the Director Children Ministries, and the Communication & Administrative Assistant all of whom report directly to the Lead Pastor. The Board expects the Senior Staff Team, both individually and jointly, to do the following:
 - 1.** To lead and unify the paid and volunteer staff in directing their efforts toward the fulfillment of the Church's mission and goals;
 - 2.** To ensure compliance with the bylaws, Board policies, ministry and applicable laws and regulations;
 - 3.** To uphold a high standard of ethical and professional conduct; and
 - 4.** To accomplish the goals contained in the annual Vision of Ministry by developing annual goals and strategies for its work as a team.
- C. Staff Accountability** – All staff members are accountable to the Lead Pastor, who is accountable to the Board for their performance.

V. Guidance and Limitations

A. Personnel Decisions

The Board expects the Lead Pastor to take the lead in the selection, hiring, supervision, and discharge of all paid staff.

- 1. Hiring Ordained Staff** – In hiring and dismissing ordained staff, the Lead Pastor must follow denominational guidelines and procedures.
- 2. Hiring Other Staff** – In hiring other staff positions, the Lead Pastor must consult with lay leaders before making a selection.
- 3. New Positions** – The Lead Pastor, in consultation with lay leaders, may create and fill new positions, provided they can be funded within established budgetary limits.

B. Care for Paid Staff

The Church intends 1) to be a fair, ethical, and attractive employer, 2) to achieve high staff morale and productivity, and 3) to protect members of the staff from all forms of injustice and abuse related to their employment. The Church will adhere to all applicable federal and state employment laws.

C. Care for Members and Guests

The staff must take all reasonable care to prevent harm to members, guests, program participants, and other people affected by the Church.

VI. Oversight

A. Mission Focus

- 1.** The Board's duty of care requires it to ensure that the Church's human and material resources are used for the benefit of its mission. The Board fulfills this duty in two ways: by monitoring regular reports provided by the Lead Pastor
- 2.** by scheduled evaluation of the Church's progress toward achieving the goals established in the Annual Vision of Ministry.

B. Progress Reporting

The Lead Pastor will provide regular written reports to the Board. Reports must include, at minimum:

- 1.** Monthly financial statements that show overall financial performance compared to budget and highlight significant financial or operational issues. These reports will be filed and made available to any Church member who wishes to examine them.
- 2.** Progress updates on achieving the Annual Vision of Ministry.

C. Goals and Evaluations

Everyone responsible for work on behalf of the Church will engage in a continual process of evaluation. The purposes to be accomplished through evaluation are to foster excellence in ministry work by ensuring that all Church leaders:

1. Practice open communication and regular feedback;
2. Meet performance standards appropriate to their roles;
3. Maintain effective working relationships with one another; and
4. Focus on achieving goals as approved by the Board and staff.

D. Board and Lead Pastor Evaluation

Annually, as part of the creation of the Annual Vision of Ministry, the Lead Pastor and Board will together review their respective contributions to the fulfillment of the prior year's Annual Vision of Ministry

E. Staff Evaluations

The Lead Pastor must ensure that all Church employees develop timely annual performance goals supportive of the Annual Vision of Ministry and that their performance is evaluated annually in writing.

F. Ministry Team Evaluations

The Lead Pastor must ensure that leaders of teams engaged in ministry develop, with their staff liaisons, goals supportive of the Annual Vision of Ministry and that their performance is evaluated annually in writing.

G. Lead Pastor Triennial Performance Review

Every three years, the Board and Lead Pastor will together appoint an ad hoc Review Committee of three persons held in high esteem by the Church and mutually acceptable to the Board and Lead Pastor. Working with the Lead Pastor, the Committee will design and facilitate a review of the Lead Pastor's performance. The goals of the evaluation are to call the congregation's attention to the mutual, relational nature of ministry and the respective responsibilities of all who contribute to its success and to help the Lead Pastor to remain motivated, creative, and flexible. The Committee's report to the Board, together with a written response from the Lead Pastor, will be published to the Church along with the Board's plan for addressing any recommendations it may contain.

H. Annual Financial Audit or Review

At least every three years, the Board will engage a qualified professional to conduct an audit or review of the Church's financial records and report in writing to the Board. In alternate years, the Board will appoint a volunteer Audit Committee to perform an informal review of some aspect of the Church's financial records.