



Evangelical Lutheran Church in America

Church Council

Governance Policy Manual



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God's work. Our hands.

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PREFACE

The Church Council of the Evangelical Lutheran Church in America is both the board of directors of a Minnesota nonprofit corporation and the interim legislative authority of the churchwide organization, one of the three “expressions” of a denomination with deep roots in the U.S. But these phrases and the dichotomy between corporation and church do not adequately explain the roles and responsibilities of the Church Council nor answer the profound Lutheran question “What does this mean?” To understand the roles and responsibilities of the Church Council requires a more careful examination of the *Constitutions, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America* (hereafter “CBCR”), as well as a clearer understanding of governance principles in the context of a church.

From a church polity or organizational perspective, the ELCA is unique because it is neither congregational nor hierarchal. In terms of polity, CBCR provision 8.11 states: “This church shall seek to function as people of God through congregations, synods, and the churchwide organization, all of which shall be interdependent.” Further, each of the expressions, while fully the church, also “recognizes that it is not the whole church and therefore lives in an interdependent relationship with the others.” In accordance with CBCR provision 5.01, the three parts or “expressions” constitute one church, which recognizes that all power and authority belong to the Lord Jesus Christ, its head. Although each of the three parts has distinctive (but overlapping) responsibilities, as described in CBCR Chapters 5 and 8 and elsewhere in the governing documents, all share common statements of purpose regarding the foundational ministry. All share a common commitment to act in accordance with the Confession of Faith in Chapter 2 of the CBCR and with the Statement of Purpose set forth in Chapter 4. Thus, the common starting points for ministry and the foundational touchstones for identifying the roles and responsibilities of the Church Council are enumerated as follows in ELCA constitutional provision 4.02, which describes God’s mission for this entire church in all its expressions:

To participate in God’s mission, this church [the ELCA] shall:

- a. Proclaim God’s saving Gospel of justification by grace for Christ’s sake through faith alone, according to the apostolic witness in the Holy Scripture, preserving and transmitting the Gospel faithfully to future generations.
- b. Carry out Christ’s Great Commission by reaching out to all people to bring them to faith in Christ and by doing all ministry with a global awareness consistent with the understanding of God as Creator, Redeemer, and Sanctifier of all.

- c. Serve in response to God’s love to meet human needs, caring for the sick and the aged, advocating dignity and justice for all people, working for peace and reconciliation among the nations, and standing with the poor and powerless and committing itself to their needs.
- d. Worship God in proclamation of the Word and administration of the sacraments and through lives of prayer, praise, thanksgiving, witness, and service.
- e. Nurture its members in the Word of God so as to grow in faith and hope and love, to see daily life as the primary setting for the exercise of their Christian calling, and to use the gifts of the Spirit for their life together and for their calling in the world.
- f. Manifest the unity given to the people of God by living together in the love of Christ and by joining with other Christians in prayer and action to express and preserve the unity which the Spirit gives.

For more than 30 years, these purposes have defined the mission of this church as an instrument of God in the world and provided a unifying vision in all its expressions regarding our collective work.

From a governance perspective, the Church Council has two discrete roles in addressing these missional objectives, but there are many responsibilities that flow from them and from the CBCR. Addressing these numerous responsibilities requires applying governance principles and best practices. The two roles are identified in CBCR provision 14.11, which provides: “The Church Council shall exercise interim legislative authority and shall serve as the board of directors of the churchwide organization.” Thus, the Church Council is the board of directors of the Minnesota nonprofit corporation known as the Evangelical Lutheran Church in America and headquartered in Chicago, Illinois. It is *not* the board of directors of any synod or congregation or the denomination of the same name. As the interim legislative authority, it acts in lieu of the Churchwide Assembly, and it functions as the highest legislative authority of the churchwide organization between the assembly’s triennial meetings. As such, it has responsibilities assigned to the Churchwide Assembly under CBCR Chapter 12, as well as responsibilities assigned to the Church Council under Chapter 14. Significantly, in addition to legislative authority for the churchwide organization between meetings of the Churchwide Assembly, these responsibilities also include providing advice and encouragement to synods, congregations, and others regarding “all matters which are necessary in pursuit of the purposes and functions of this church,” in accordance with CBCR provisions 12.11 and 14.11. Moreover, many other provisions in the CBCR allocate discrete responsibilities to the Church Council in one or both of its roles.

In order to understand the application of governance principles to the roles and responsibilities of the Church Council, it is important to begin with a common understanding of an underlying philosophy of governance. In fulfilling its dual constitutional roles, the Church Council exercises fiduciary, strategic, and generative

responsibilities to govern the ELCA churchwide organization. From a fiduciary perspective, this means ensuring (1) that the organization operates consistent with its Articles of Incorporation, the CBCR, and policies adopted by the Churchwide Assembly and/or the Church Council; (2) that Church Council members individually and the Church Council acting collectively exercise due care in its work; and (3) that members of the Church Council act with loyalty in the best interests of the organization. With respect to strategic leadership, the Church Council must focus on developing and implementing a strategic plan and priorities, on evaluating their implementation, and on prioritizing and allocating resources for their accomplishment. In terms of generative leadership, the Church Council must devote time and reflection to issues emerging in both this church and in society that could impact the mission of this church. In addressing all of its governance responsibilities, the Church Council must focus prospectively and be forward-thinking about moving this church toward its preferred future.

Leadership of the Church Council also must align with this church's strategic plan and approved mission, vision, and values. Of course, these will change or evolve periodically. In 2016, such a strategic plan, along with its attendant mission, vision and values, was adopted by the Church Council. This process began in 2015, in anticipation of the 500th anniversary of the Reformation, when the presiding bishop and the leadership of this church embarked on a strategic planning process at the request of the Church Council. This process resulted in *Future Directions 2025*, which addressed telling the story of the church we are becoming.

The following goals were identified and approved for this church:

- **Goal 1:** A thriving church spreading the gospel and deepening faith for all people.
- **Goal 2:** A church equipping people for their baptismal vocations in the world and this church.
- **Goal 3:** An inviting and welcoming church that reflects and embraces the diversity of our communities and the gifts and opportunities that diversity brings.
- **Goal 4:** A visible church deeply committed to working ecumenically and with other people of faith for justice, peace, and reconciliation in communities around the world.
- **Goal 5:** A well-governed, connected, and sustainable church.

In 2017, the churchwide organization began reassessment of its structure. After multiple consultations and additional strategic planning work with leaders throughout this church, the presiding bishop appointed a Future Church design team in April 2020

whose work resulted in a proposed new organizational design. The design team provided opportunities for churchwide staff to share their thoughts and ideas.

The Church Council affirmed the new design in November 2020 and the following purpose statement:

- Activate all ELCA members in order that more people know the way of Jesus and discover community, justice, and love.

The design team also concluded that three of the five *Future Directions 2025* goals continue to be relevant for future church efforts:

- **Goal 1:** A Welcoming Church: Engaging new, young, and diverse people
- **Goal 2:** A Thriving Church: Rooted in tradition and radically relevant
- **Goal 3:** A Connected, Sustainable Church: Raising the bar—together

These goals inform and frame the fiduciary, strategic, and generative responsibilities of the Church Council. They reflect a thoughtful integration of the missional imperatives contained in the governing documents of congregations and synods as well as the churchwide organization. Striving for the collective implementation of these goals would reflect interdependence and strengthen all the ministry partners of this church. ELCA members, congregations, synods, and the churchwide organization must work together to share a powerful witness of the gospel in the world, inviting more new, young, and diverse people to experience God's grace in action.

Taken together, the CBCR, the renewed purpose, and focused goals articulate the mission, vision, and values of the ELCA and provide a framework for moving this whole church toward the future to which God is calling us. They provide lenses to address the work of the Church Council.

Evangelical Lutheran Church in America

Church Council Governance Policy Manual

PART 1

The Roles and Responsibilities of the Church Council

1. Introduction

The Church Council exists both as an integral part of the Evangelical Lutheran Church in America (ELCA), in the fullness of its denominational self as a community of faith in the Lutheran tradition, and as a governing body, with responsibilities as a board of directors and interim legislative authority of the churchwide organization, one of three interdependent expressions of the ELCA. From the former perspective, it must always recognize that all power in the Church belongs to our Lord Jesus Christ, its head, and all actions of the ELCA are to be carried out under his rule and authority. From a governance perspective, the Church Council must comply with the *Constitutions, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America* (“CBCR”) and policies adopted by the Churchwide Assembly and/or the Church Council. It must recognize that it is an interdependent partner with synods and congregations in the mission of this church.¹ In this regard, it must act consistent with its constitutional legislative authority, but it also must ensure that advice and encouragement are provided to other expressions of this church, as well as to ministry partners and others, in all matters that are necessary in pursuit of the purposes and functions of this church (CBCR 12.11.). In fulfilling these responsibilities, it also must organize itself and act consistent with best practices for nonprofit organizations and appropriately exercise fiduciary, strategic, and generative leadership to fulfill this church’s mission. In all governance roles, the Church Council must be forward-looking and shepherd this church into the future. In an effort to better fulfill the mission of this church, to move forward in implementing its vision and values, to be a more effective partner with other interdependent expressions and ministry partners, and to clarify its governance responsibilities, this Governance Policy Manual describes the responsibilities of the Church Council.

¹ In addressing the differences between a church board of directors and a corporate board, Dan Hotchkiss makes the provocative point that a church board does not have shareholders like a corporate board, but the church’s “owner” is its *mission*. Although his observation is made in the context of congregational governance, it is profoundly applicable to all of the expressions of this church. See Dan Hotchkiss, *Governance and Ministry: Rethinking Board Leadership* (2009).

2. Overarching responsibilities

In order to integrate the multiple roles of the Church Council as the interim legislative authority and the board of directors of the churchwide organization and to provide a framework for considering discrete responsibilities, it is important to identify preliminarily overarching responsibilities, recognizing that leadership in governance encompasses fiduciary, strategic, and generative aspects.²

- In the exercise of fiduciary leadership, the Church Council shall ensure that the churchwide organization complies with applicable provisions of the CBCR, policies adopted by the Churchwide Assembly and/or the Church Council, and applicable law, and that it provides oversight and accountability for the mission of this church. In doing so, the Church Council shall periodically evaluate which issues require Church Council action, which issues can be delegated, and/or what, if any, follow-up action(s) may be required in the exercise of its fiduciary responsibility.
- In the exercise of strategic leadership, the Church Council shall collaborate with the churchwide organization in strategic thinking, including periodically initiating a strategic planning process and participating in the development of a strategic plan and strategic goals and priorities. As part of this process, it shall monitor progress in achieving the strategic plan and strategic goals and priorities, as well as provide oversight to the churchwide organization to ensure that resources are prioritized and allocated optimally and in a manner that facilitates their achievement. In addition, between meetings of the Churchwide Assembly, the Church Council also must provide leadership in identifying matters that are necessary to fulfill the purposes and functions of this whole church, and ensure that appropriate advice and encouragement are provided to synods, congregations, ministry partners and others. In fulfilling its strategic leadership responsibilities, the Church Council shall continually inquire and assess what are the most urgent and important issues confronting this church at that time. In all its roles and activities, the Church Council shall look to the future and think strategically.
- In the exercise of generative leadership, the Church Council shall engage proactively in discussion and analysis, in collaboration with leaders in this church and others, of trends (both within the church and in society) in an effort to ensure that this church is equipped to accomplish the mission of God's church in the world. In doing so, it also shall devote adequate time to frame and discuss "big picture" issues that could impact the future of this church and to assess potential opportunities and risks to the churchwide organization and to this church.

² The three aspects or modes of governance — fiduciary, strategic, and generative — are based upon and described in *Governance as Leadership: Reframing the Work of Nonprofit Boards* by Richard P. Chait, William P. Ryan and Barbara E. Taylor (2005).

- In the exercise of its roles and responsibilities, the Church Council shall demonstrate servant leadership, sensitivity to interdependence, and agreed-upon values as foundational principles of this church. At the same time, it shall remain focused on shepherding this church into the future and on working together to share a powerful witness to the gospel in the world. In addressing all its roles and responsibilities, the Church Council must proactively seek to build and nurture cultures of trust in all that it does.³

In fulfilling these aspects of leadership in governance, the Church Council acknowledges the importance of distinguishing its oversight responsibilities from the management responsibilities of the presiding bishop and the churchwide staff, recognizes the importance of focusing on strategic leadership instead of administrative detail, and affirms the importance of engaging in generative discussions about moving this church into the future to which God is calling it.

3. Specific responsibilities of the Church Council

Informed by the Church Council's overarching responsibilities and cognizant of its dual roles within the polity of the ELCA, the following are specific responsibilities of the Church Council.

A. Oversight and coordination

- Establish lines of communication and ensure that they are effectively utilized with the Conference of Bishops, other leadership tables in this church, synods, congregations, ecumenical and other ministry partners, and others, as appropriate, for the purpose of sharing the good news of Jesus Christ and collaborating in ministry.
- Review and assess periodically the work of the churchwide organization to ensure that it is addressing and complying with the purposes and principles specified in CBCR Chapters 4, 5, and 8.
- Ensure on an ongoing basis that the work of the churchwide organization is aligned with, prioritizes, and effectively moves toward implementation of the strategic plan and its goals and priorities, as well as the mission, vision, and values of this church. In so doing, periodically evaluate whether resources are allocated optimally for accomplishing the strategic plan and its goals and priorities, and reallocate resources as appropriate.

³ Theologian Martin Marty has written about the importance of constructive engagement and the importance of building trust. See Martin E. Marty, *Building Cultures of Trust* (2010).

- Work proactively to become an inclusive and diverse church, develop and implement policies and goals to meet diversity and inclusion objectives in governance, and monitor implementation (5.01.b., 5.01.f., 5.01.E19., 5.01.F19., 19.05.01.).
- Address on an ongoing basis the sustainability of ministries and structures of this church.
- Engage periodically in generative conversations—both within the Church Council and among other leadership tables—to identify and evaluate opportunities and risks and ways to enhance the ministry of this church in proclaiming the gospel of Jesus Christ and in serving our neighbors.

B. Policy development and approval

- Develop, adopt, and periodically review and update ministry standards, policies, criteria, and procedures in accordance with CBCR Chapter 7; take steps to ensure that the standards are uniformly applied throughout this church.
- Adopt policies and procedures that establish and implement relationships with other Lutheran organizations, institutions, or agencies (8.41.); periodically review their effectiveness and how they can be strengthened.
- Adopt policies and procedures to implement church-to-church relationships of full communion established by action of the Churchwide Assembly, as well as support ecumenical relationships (8.19.; 8.62.; 9.81.); periodically review their effectiveness and how they can be strengthened.
- Approve criteria, policies, and procedures for acknowledging authorized worshiping communities and developing ministries, preaching points, or chapels (10.01.04.); periodically review their effectiveness and revise as appropriate.
- Establish fiscal policies and authorize expenditures of the churchwide organization within limits established by the Churchwide Assembly and the CBCR (11.40. and its following bylaws); periodically review their effectiveness and how they can be strengthened.
- Engage periodically in generative conversations—both within the Church Council and among other leadership tables—to evaluate whether existing policies enhance the mission and ministry of this church and its strategic plan, goals, and priorities. In doing so, identify what revisions and/or new policies would be necessary or desirable to enhance the ministry of this church in proclaiming the gospel of Jesus Christ and in serving our neighbors.

C. Relationships

- Develop policies in consultation with synods and congregations and provide oversight for implementing the extended mission of the Church in entering into relationships with governmental, ecumenical, and societal agencies in accordance with accepted resolutions or in response to agreed-upon areas of responsibility (8.14.).
- Between meetings of the Churchwide Assembly, provide leadership in identifying matters that are necessary to fulfill the purposes and functions of this whole church, and provide appropriate advice and encouragement to synods, congregations, ministry partners, and others regarding such matters (12.11., 14.11).
- Monitor and nurture relationships with the Lutheran World Federation; seminaries, colleges, and universities; social ministry organizations; other Lutheran organizations; other churches with which relationships have been established; and other organizations and agencies identified in CBCR Chapter 8. Periodically assess how such relationships enhance the mission and ministry of this church and how they align with and move toward implementation of the strategic plan and priorities.
- Engage periodically in generative conversations—both within the Church Council and among other leadership tables—to discuss how relationships with other organizations and entities identified in CBCR Chapter 8 impact the ministry of this church in proclaiming the gospel of Jesus Christ and in serving our neighbors, and what could be done to enhance such relationships and their impact on ministry.

D. Governance

- Participate in the planning for and evaluation of Church Council meetings (including the preparation of the agenda, utilizing meeting evaluations, and making process observations) to ensure that they timely address fiduciary, strategic, and generative leadership responsibilities.
- Provide ongoing support for, periodically evaluate, and perform designated responsibilities regarding officers, in accordance with CBCR Chapter 13.
- Oversee the scheduling of and providing notice for the Churchwide Assembly, appoint committees of the Churchwide Assembly, oversee the nomination and election processes, and review and recommend actions for consideration, in accordance with CBCR Chapters 12, 14, and 19.
- Periodically review the CBCR, consider proposed amendments and make recommendations to the Churchwide Assembly, and oversee their implementation once adopted. As appropriate, revise and adopt continuing resolutions.

- Consider and ratify amendments to synod articles of incorporation and provisions to synod constitutions, other than those that conform to model provisions (10.11., 10.11.01., 10.12.).
- Consider and act upon, as appropriate, petitions from congregations forwarded by synods (9.53.08.), requests from synods, and referrals from the Conference of Bishops (10.81.01.).
- Conduct elections and oversee election processes in accordance with the CBCR (14.21.22., 14.22).
- Review and provide support for the work of separately incorporated ministries in accordance with CBCR Chapter 17.
- Approve definitions and guidelines for discipline (20.21.); periodically review their effectiveness.
- Engage periodically in generative conversations—both within the Church Council and among other leadership tables—to discuss how governance processes could be enhanced to positively impact the ministry of this church in proclaiming the gospel of Jesus Christ and in serving our neighbors.

4. Responsibilities of individual Church Council members

Given the polity of the ELCA and the collective responsibilities of the Church Council in terms of governance, it is important that Church Council members understand their individual responsibilities as directors of the churchwide organization and members of its interim legislative authority. Translating concepts of fiduciary, strategic, and generative leadership from the collective to individual responsibilities requires ongoing reflection on both the structure and polity of this church and best practices in terms of governance.

The starting point is that Church Council members must understand and act as representatives and fiduciaries of the churchwide organization. They are not delegates from a particular congregation, synod, or geographical area or constituency. Although the method of nomination may be based on geography and/or other criteria, Church Council members do not function as a House of Representatives in which they have a home constituency. This does not mean that members of the Church Council should forget the geographical area from which they come and the issues and concerns of the congregation they attend and the synod in which they reside, but their role is to represent the interests of this whole church. Embedded in that understanding is the reality that every churchwide representative has an inherent potential conflict of interest because actions taken in furtherance of the fiduciary responsibility to the churchwide organization may not always be consistent with the best interest of a particular synod or congregation.

In this context, it is important that individual Church Council members covenant with one another and the leadership of this church that, in fulfilling their fiduciary duties, they understand and accept the following individual responsibilities.

A. Preparation

- Become familiar with the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*, this Governance Policy Manual, and other policies and documents relevant to the governance of this church.
- Review pre-meeting materials and conscientiously prepare for Church Council and committee meetings, as well as retreats and other Church Council events.

B. Participation and decision-making

- Attend and actively participate in Church Council and committee meetings, as well as retreats and other Church Council events.
- Exercise loyalty, discretion, and best judgment in making informed decisions, consistent with applicable governing documents and policies, following open discussion; in participating in meetings, always treat fellow members, staff, and visitors with dignity and respect.
- Participate in evaluation, process observation, and providing constructive feedback of the Church Council and its structures; always assist in improving its effectiveness and fulfilling its missional responsibilities.
- Communicate clearly, support the actions and decisions of the Church Council, and preserve the confidentiality of decisions and discussions held in executive and closed sessions.
- Abstain from voting on a matter in which the council member has a direct personal or pecuniary interest not common to other council members.

C. Collegiality and relationships

- Facilitate and assist in mentoring new members and help establish an atmosphere of collegiality and mutual support among Church Council members.
- Assist in identifying and recruiting talented and committed individuals to serve on committees, boards, and task forces and in leadership positions in this church, including future members of the Church Council.
- Foster effective teamwork with the churchwide organization staff and be sensitive to their responsibilities in management and implementation of churchwide ministries and policies; in so doing, bring to the attention of the vice president potentially inappropriate or harmful behavior of a fellow member.

D. Commitment to the ELCA

- Serve as an ambassador of and be willing to be an advocate for the ministries and priorities of the ELCA in congregations, synods, and other settings.
- Be a faithful steward and support financially the ministries of this church.
- Remember in prayer the leaders of this church and the members and activities of the Church Council.

Evangelical Lutheran Church in America

Church Council Governance Policy Manual

PART 2

1. Organization and structures of the Church Council

In accordance with provisions in Chapter 14 of the CBCR, the voting members of the Church Council are the four officers, the chair of the Conference of Bishops and 32–45 individuals elected by the Churchwide Assembly. There also are nine liaison synod bishops, one from each region, who serve as advisory members with voice but not vote (14.32.01.). In addition, representatives of ecumenical partners, ethnic ministries, separately incorporated ministries, and others attend Church Council meetings as guests.

In the exercise of its governance responsibilities and in furtherance of its fiduciary, strategic, and generative leadership of this church, the Church Council shall organize itself consistent with provisions of CBCR Chapter 14. The Church Council shall authorize or establish standing committees, other committees, boards, task forces, and other groups necessary to assist the Church Council in carrying out its work. The responsibilities of each such committee, board, task force, and group shall be specified in CBCR provisions, charters, policies, and/or authorizing actions of the Church Council. In all cases, the enabling documents must include: (a) specific descriptions of the responsibilities and authority of the committee, board, task force, or group; (b) its composition and leadership and (c) requirements for reporting to the Executive Committee and/or Church Council. In fulfilling its fiduciary responsibilities with respect to governance, the Executive Committee shall answer questions, provide clarification, as necessary, and make recommendations to the Church Council regarding the roles and responsibilities of committees, boards, task forces and groups.

A. Standing committees

The standing committees of the Church Council are described in the bylaw and continuing resolutions following CBCR provision 14.40. Additional responsibilities, procedures and requirements are described in charters, prepared by the committees and approved by the Church Council or the Executive Committee.

B. Temporary committees, boards, task forces and *ad hoc* groups

In addition to standing committees, the Church Council or the Executive Committee also may establish temporary committees, boards, task forces, and/or *ad hoc* groups to facilitate and assist in the work of the Church Council and to communicate with and to serve as liaison to others in this church. Such committees, boards, task forces and *ad hoc* groups may contain individuals in addition to Church Council members, bishops and staff, who may

be appointed by the Church Council or Executive Committee to serve as advisory members. The Church Council or Executive Committee shall describe the authority for and responsibilities of such committees, boards, task forces and *ad hoc* groups, as well as their composition, their leadership and a timetable for reporting. Actions taken, recommendations for action and requested reports shall be communicated in a timely manner or within the timeline set by the Church Council and/or Executive Committee.

C. Meetings of committees, boards, task forces and *ad hoc* groups

Committees, boards, task forces, and *ad hoc* groups must meet often enough to fulfill their responsibilities under the applicable governing and policy documents and the instructions provided by the Church Council and/or Executive Committee. Committees, boards, task forces, and *ad hoc* groups are encouraged to use technology to meet in advance of scheduled in-person meetings in order to facilitate identification of issues and streamlining of agenda time for the Executive Committee and Church Council. When reports to the Executive Committee or Church Council are required, meetings or conferences of committees, boards, task forces, and *ad hoc* groups (whether in person or electronically) should take place sufficiently in advance to raise agenda matters according to the timetable specified below. In particular, standing committees should meet electronically before a regularly scheduled meeting of the Church Council, as necessary, in addition to during the in-person meeting.

D. Evaluation of organization and structures

During each triennium, the Church Council shall evaluate its committees, boards, task forces, and *ad hoc* groups. The evaluation shall include how their activities meet the criteria specified in the relevant governing document provision(s) and applicable policies, as well as how they align with the strategic plan and goals of the churchwide organization.

2. Meetings of the Church Council

A. Types of meetings, scheduling and attendance

In accordance with ELCA constitutional provision 14.12., the Church Council shall meet at least two times a year. In addition, in the year of a Churchwide Assembly, a one-day meeting precedes the assembly. Additional meetings may be scheduled by the Executive Committee in consultation with the Office of the Presiding Bishop. If feasible, during each triennium, a portion of at least one meeting or a separate meeting will be devoted to a retreat, and a portion of one Church Council meeting will be scheduled with a meeting of the Conference of Bishops.

In accordance with this church's Open Meetings policy and because the Church Council is an elected decision-making body, its business shall be conducted in open

session, except when executive sessions or closed sessions are authorized by the policy. Thus, meetings are public sessions and open to guests and visitors, unless otherwise indicated in the meeting agenda or unless the Church Council votes to enter executive or closed session.

In accordance with *Robert's Rules of Order*, the Church Council may meet in executive session, either when indicated on the agenda or upon adoption of a motion to enter executive session. Prior to beginning an executive session, the chairperson shall identify which staff members and others are invited to participate in the executive session. If actions are taken in executive session that may be publicly disclosed, the chair will report those actions when the Church Council returns to open session. If confidential minutes are taken in executive session, they will remain confidential unless authorized for public distribution by the Executive Committee.

The Open Meetings policy also provides for two types of closed sessions: “background” and “off the record” sessions. The policy prescribes the purposes of these sessions, the authorized participants in addition to Church Council members, steps to be taken prior to entering closed sessions, and reporting requirements.

Voting members and advisory members are expected to attend Church Council meetings; they should not miss more than one full day of a meeting or two consecutive meetings. If a member needs to be excused, electronic notification should be sent to the secretary.

The Office of the Secretary shall be advised by voting members if they know of persons interested in attending or if invitations have been extended to attend a Church Council meeting to persons other than those identified in the meeting materials.

B. Calendars

A calendar of Church Council meetings shall be prepared to schedule meetings at least three years in advance. In addition to identifying prospective meeting dates, the triennial calendar will identify subjects that should be addressed at each meeting, including scheduling follow-up consideration of Churchwide Assembly actions and reports on matters previously delegated by Church Council action. Scheduling of Church Council meetings and matters to be addressed shall be coordinated with meetings of the Conference of Bishops. The Office of the Secretary in consultation with the Executive Committee will regularly review and update the triennial calendar.

C. Agendas and meeting materials

The Office of the Presiding Bishop in consultation with the Office of the Secretary and the Executive Committee shall prepare agendas for all Church Council

meetings. At least 60 days before the commencement of a Church Council meeting, chairpersons of standing committees of the Church Council shall advise the Office of the Secretary and the Executive Committee of matters that the committees intend to bring to the Church Council, including anticipated recommendations and an estimate of the amount of time required for report and consideration in a plenary session. In addition, at least 45 days before the commencement of a Church Council meeting, members of the Church Council and liaison bishops will be invited to request matters for inclusion on the Church Council agenda. Such requests should include a brief explanation of the topic to be addressed, its importance and relevance to the responsibilities of the Church Council, and an estimate of the amount of time required. (In exigent circumstances, these deadlines may be waived.)

A provisional schedule will be distributed at least 30 days prior to Church Council meetings. Draft agendas will be distributed to Church Council members, liaison bishops, invited guests, and appropriate churchwide staff at least 14 days before meetings.

Meeting agendas must include issues of governance, including addressing implementation of actions of the Churchwide Assembly, evaluation of implementation of the strategic plan, and fulfilling fiduciary responsibilities and missional imperatives identified in the CBCR. Either prior to or during every meeting, the agenda should include a component of training on some aspect(s) of the ministry of this church and/or governance responsibilities of the Church Council. In addition, portions of every meeting should include time for generative discussions about where God is leading and how this church can live into the future to which God is calling it. In addressing the agenda components and time requirements of a meeting, it is imperative to allocate time based on priorities at the meeting, including sufficient time to consider matters requiring action.⁴

Agendas also must include focus on the spiritual aspects of servant leadership. Worship and prayer also must be incorporated into the fabric of Church Council meetings, as well as in committee meetings and in all activities that take place during the times that a Church Council meeting is scheduled. Balancing these multiple imperatives is challenging but must be accomplished in a proactive manner.

In order to enhance efficiency, meetings may include *en bloc* agendas.⁵ Any

⁴ BoardSource describes the challenge of balancing the need for efficient decision-making while maintaining a focus on teamwork and collegiality in furtherance of an organization's mission as follows: "The most effective boards plan their meetings to focus on the important matters of governance while preserving the sense of community and mission that brings the organization together." C.F. Dambeck, M. Davis and R.L. Gale, *Structures and Practices of Nonprofit Boards* (second edition) (2009).

⁵ "*En bloc*" agendas are analogous to "consent calendars" or "consent agendas." See *Robert's Rules of Order Newly Revised* (12th edition), 41:32.

Church Council member may request that a matter or matters on the *en bloc* agenda be considered separately; a request may be made to the secretary to do so. Notification to the Office of the Secretary of a council member’s intent to remove a matter or matters from the *en bloc* agenda is appropriate and encouraged. Once the meeting has begun, the request should be made to the secretary prior to the established deadline. In addition, in order to further enhance meeting efficiency, agendas also may include special orders and time estimates for discussion/action in order to inform members in advance of the meeting.⁶

Fulfilling the responsibilities of the Church Council—including all modes of leadership (fiduciary, strategic, and generative)—necessarily requires dissemination of relevant materials on a timely basis before meetings. A delicate balance must be maintained between an overwhelming “information dump” and providing necessary materials addressing only proposed actions. To the extent reasonably possible, the presiding bishop, in collaboration with the Executive Committee, shall provide an executive summary of key issues to be addressed at Church Council meetings at least 30 days before the meeting. In addition, to the extent reasonably possible, reports should include dashboards reflecting progress in implementing the strategic plan and other goals.

To the extent reasonably possible, meeting materials will be distributed at least 14 days before the meeting or earlier if reasonably possible.⁷

D. Meeting process

Pursuant to bylaw 14.12.02, “[T]he Church Council shall use parliamentary procedure in accordance with *Robert’s Rules of Order*, latest edition, unless otherwise ordered by the council.” Bylaw 14.12.03 also prohibits proxy and absentee voting. The Church Council may adopt standing rules or rules of organization and procedure to provide additional procedural rules or processes to facilitate its work. Notwithstanding these rules, it is very important for the Church Council to set aside meeting time for generative discussions, prayer and reflection, and other nonlegislative purposes.

In accordance with the Open Meetings policy, visitors are welcome to attend open sessions of meetings of the Church Council or its committees, but they do not have voice or vote. At the discretion of the chairperson and within the constraints of the agenda, the

⁶ A “special order” is a matter scheduled for a particular time that takes precedence over what is being addressed when the time occurs. See *Robert’s Rules of Order Newly Revised* (12th edition), 41:53–54. In addition, agendas may contain estimates of discussion time for planning purposes, but they are not binding unless they are special orders.

⁷ Distribution of materials may be accomplished by electronic transmission or posting on a dedicated portal or website, as approved by the Church Council and consented to by members. The late distribution of materials does not preclude consideration of a matter.

chairperson may invite comments or call upon visitors to speak. When a matter on the agenda is pending, debate and discussion ordinarily will take place among Church Council members before comments from visitors are invited.

Members of the Church Council, staff, and guests share the responsibility to maintain good order and to not disrupt meetings. To assist in maintaining good order, persons in the meeting space are requested to mute electronic devices and to refrain from behavior that disrupts the meeting. Electronic recording or live-streaming of Church Council or committee meetings is not authorized without prior permission of the chairperson.

E. Meeting evaluations

An integral governance aspect of the work of the Church Council is self-evaluation. The purpose of evaluation is to provide feedback on both its effectiveness in addressing the substantive matters on the agenda and the process by which discussion and actions are addressed. With respect to the former, a meeting evaluation form, developed by the Board Development Committee and approved by the Executive Committee, will be distributed at or shortly following the conclusion of every meeting. The evaluations will be reviewed by the Board Development Committee and the Executive Committee, and a summary will be distributed to all Church Council members before the next meeting. In addition, at the end of every triennium the Church Council shall conduct a more thorough evaluation of its work; the evaluation template will be developed by the Board Development Committee and approved by the Executive Committee. The results of the evaluation will be analyzed by the Board Development Committee and the Executive Committee, and a summary will be distributed to all Church Council members. (In addition to elected members of the Church Council, liaison bishops also will be asked to provide input to all evaluations of the Church Council. Others also may be invited by the vice president to complete evaluations.)

In addition to substantive evaluations, a process observation team may be identified for each meeting of the Church Council by the Board Development Committee. The process observation team will monitor the conduct of business and the manner of discussion and debate and report during the meetings on issues such as whether agenda matters have been fully addressed, whether multiple viewpoints and voices have been heard, whether discussion has been respectful, and whether there has been clarity in decision-making and delineation of follow-up, if any. The process observation team is authorized to make suggestions to the vice president, the Board Development Committee, and/or the Executive Committee to improve the work of the Church Council.

F. Minutes

Minutes constitute the official record of the proceedings of the Church Council,

and their preparation and maintenance are the responsibility of the Office of the Secretary (13.41.01.). Draft minutes of open sessions will be distributed with meeting materials in advance of meetings. Church Council members are encouraged to advise the Office of the Secretary of additions or corrections to the minutes at least 14 days in advance of meetings so that plenary time is not spent addressing such issues and approval of the minutes may be included in the *en bloc* agenda.

Minutes of executive sessions will not be included in minutes distributed as part of meeting materials. If minutes of executive sessions are taken, they must be distributed and approved in executive session. The Office of the Secretary shall keep a separate file of minutes of Church Council executive sessions.

G. Updates and training between meetings

To the extent reasonably possible, the Office of the Secretary, with input from the Office of the Presiding Bishop and the Executive Committee, will provide periodic updates between meetings regarding the work of the Church Council and the churchwide organization and anticipated issues on the horizon.

In addition, the Board Development Committee, in consultation with the Office of the Secretary and the Executive Committee, may schedule a primer or other educational session(s) to be conducted electronically between regular meetings of the Church Council.

4. Relationships and communications

As the board of directors and the interim legislative authority of the churchwide organization, the Church Council interacts with many entities, organizations, and individuals both within and outside of the denomination. These relationships are essential to the ministry of the ELCA, to practicing interdependence and to developing synergistic leadership.

The starting point in analyzing interrelationships is Chapter 8 of the CBCR. It both addresses the polity of the ELCA and defines the interrelationships among the expressions of this church, as well as with agencies and institutions. With respect to congregations and synods, the churchwide organization shares a relationship of interdependence: “Each part, while fully the church, recognizes that it is not the whole church and therefore lives in an interdependent relationship with the others” (8.11.). Chapter 8 continues by describing relationships and defining responsibilities of this church with respect to institutions and agencies, other Lutheran organizations, interchurch agencies, institutions and councils, church-to-church relationships and others. Within the polity of the ELCA, it is the churchwide organization that “shall implement the extended mission of the Church, developing churchwide policies in consultation with

governmental, ecumenical, and societal agencies in accordance with accepted resolutions and/or in response to specific agreed-upon areas of responsibility” (8.14.). In the exercise of its fiduciary responsibilities, the Church Council must endeavor to nurture and strengthen these relationships, but the Church Council must remember that its role is governance and not management.

A. Church Council relationships with churchwide organization and staff

As a general proposition and principle of governance, the Church Council is responsible for exercising fiduciary, strategic, and generative leadership of the churchwide organization. The Church Council has tools to ensure that the churchwide organization is fulfilling its role within the mission of this church. Consistent with actions of the Churchwide Assembly and provisions of the CBCR, the Church Council develops and oversees the implementation of a strategic plan, develops and oversees the implementation of policies consistent with the plan and the applicable governing documents, approves a budget and authorizes expenditures consistent with fiscal policies and the budget, and periodically reviews the work of the offices and units of the churchwide organization. (These collective responsibilities are described in Part 1.) It does not manage the offices and units of the churchwide organization or supervise staff. Implementation of policies and programs and personnel management are responsibilities of the churchwide staff under the supervision of the presiding bishop.

Translating these concepts and the provisions of the CBCR into effective governance that recognizes different roles and appropriate limitations can be complicated. As a preliminary matter, clear communications and transparency are important to maintaining constructive relationships between the churchwide organization and the Church Council. In addition, a number of general principles should guide communications between Church Council members and churchwide officers and staff:

- As a general proposition, communications between a Church Council member and churchwide officers and staff should be channeled through the Office of the Secretary,⁸ except as otherwise authorized by the CBCR, by approved policies, or with the permission of the presiding bishop. When in doubt, a Church Council member should advise the Office of the Secretary through the appropriate executive that communication is taking place with a staff person. Thus, it is not appropriate to telephone or to email a staff person in a unit or office without the knowledge of the Office of the Secretary or other relevant officer. As a matter of practice, such communication should take place with the consent of the relevant officer or, in the case of email or correspondence, by providing a copy of the communication to the relevant officer.

⁸ The responsibility for governance is situated in the Office of the Secretary (15.13.C20.)

- In the event that a Church Council member learns of an issue or problematic action on the part of a churchwide staff person, the member should communicate the issue immediately to the appropriate officer or executive.
- When a policy of this church is under consideration for revision or for development and the policy is one that will be subject to adoption by the Church Council, the Church Council shall set out a roadmap for the process for development, review, and adoption that includes a timeline.

B. Relationships and communications with the Conference of Bishops

The relationship between the Church Council and the Conference of Bishops is important and unique because each synod bishop is the chief executive officer and pastor of a synod with specific responsibilities in relation to congregations and the churchwide organization. Synod bishops, Church Council members, and leaders in the churchwide organization also are interconnected and unified by common purposes and principles of organization in this church (CBCR Chapters 4, 5, and 8). Collectively, the Conference of Bishops has defined responsibilities with respect to the Church Council.

The Conference of Bishops is a unique asset to the Church Council and this church as a whole. The Church Council is encouraged to work proactively to engage the Conference of Bishops in consultation and in providing advice and recommendations on numerous issues that warrant generative discussion and thoughtful advice.

With these interconnections, it is important to maintain effective lines of communication between the Conference of Bishops and the Church Council. Official communications between the Church Council and the Conference of Bishops should be limited to written communications between the officers and the chair of the Conference of Bishops. Informational communications between individual bishops and the appropriate churchwide staff and/or Church Council members are encouraged, but they are not intended to officially transmit referrals or respond to actions by the Conference of Bishops. Recommendations from the Conference of Bishops to the Church Council shall be transmitted through the chair of the Conference of Bishops.

If the Conference of Bishops is required to review an existing or proposed policy that the Church Council must approve in accordance with the CBCR, the Church Council shall refer the policy to the Conference of Bishops for review. The referral shall describe the scope of the requested review, as well as sufficient background to provide a roadmap of the issues to address and a timetable for reporting to the Church Council.

C. Relationships and communications with synods and congregations

In the exercise of interdependence, it is important for the Church Council to interact with and provide mutual support to synods and congregations. Nothing in this Governance

Policy Manual should be interpreted to inhibit interdependence and mutual support, but clarity is required with respect to “official” communications and the role of individual Church Council members when interacting with synods and congregations. Notification to synods and congregations of official ELCA policy is the responsibility of the presiding bishop and/or secretary, and care must be exercised in the interpretation of that policy.

As indicated in the listing of their responsibilities, all Church Council members are encouraged to serve as ambassadors of the Church Council and this church outside of meetings. In this regard, if a Church Council member will speak at a synod event or in a congregation of the synod as a representative of the Church Council, the synod bishop should be notified in advance. In such situations, Church Council members should clearly articulate when they are attending a meeting or speaking as a representative of this church. If potential disputes or problematic issues are anticipated, Church Council members are encouraged to confer in advance with the appropriate executive in the Office of the Presiding Bishop and/or Office of the Secretary, as well as with the synod bishop.

5. Related policies

The CBCR identifies many policies of the churchwide organization for which the Church Council has governance responsibility, and the Church Council has a fiduciary responsibility for ensuring that these policies are up-to-date and that the churchwide organization is faithfully implementing them. A number of other policies are necessary for the Church Council to consider in the exercise of its fiduciary responsibility. These include, but are not limited to, the following:

- Policies for the churchwide organization:
 - Personnel policies
 - Open Meetings policy
- Policies called for in the CBCR:
 - Policies for addressing social concerns
 - Policies addressing standards for ministry
 - Policies addressing discipline
 - Financial policies

6. Review and amendment

At least triennially, provisions of this Church Council Governance Policy Manual shall be reviewed and amended, as necessary. Proposed amendments shall be reviewed by the Executive Committee in consultation with the Office of the Presiding Bishop and Office of the Secretary in advance of presentation for action to the Church Council. Any Church Council member, liaison bishop, or churchwide staff member may suggest amendments by submitting proposals to the Executive Committee. Amendments will be adopted by majority vote of the Church Council and become effective immediately upon adoption.

APPENDIX

In evaluating the appropriate responsibilities of the Church Council, it is useful to inventory all the discrete allocations made in the *Constitution, Bylaws, and Continuing Resolutions of the ELCA* (CBCR). The following list identifies all such responsibilities as of November 2021. In accordance with the CBCR, the Church Council shall:

- Establish triennial percentage goals for this church to meet ethnic and racial diversity commitments (5.01.E19.).
- Develop, adopt, and periodically review and update ministry standards, policies, criteria, and procedures in accordance with CBCR Chapter 7.
- Develop policies in consultation with synods and congregations and provide oversight for implementing the extended mission of the Church in entering into relationship with governmental, ecumenical, and societal agencies in accordance with accepted resolutions or in response to agreed-upon areas of responsibility (8.14.).
- Develop, implement, and oversee policies related to seminaries, approve governing document amendments, elect people to seminary boards or advisory councils, and approve providing financial support in accordance with CBCR Chapter 8.
- Oversee this church's relationships with colleges and universities, in accordance with CBCR Chapter 8.
- Adopt policies and procedures that establish and implement relationships with other Lutheran organizations, institutions, or agencies (8.41.).
- Adopt policies and procedures to implement church-to-church relationships of full communion established by action of the Churchwide Assembly (8.62.).
- Consider resolutions from congregations forwarded by synods (9.53.08.).
- Approve criteria, policies, and procedures for acknowledging authorized worshiping communities and developing ministries, preaching points, or chapels (10.01.04.).
- Consider and ratify amendments to synod articles of incorporation and provisions to synod constitutions, other than those that conform to model provisions (10.11., 10.11.01., 10.12.).
- Consider and provide indemnification, when appropriate, to this church or any synod, for claims against a predecessor church body (10.22.).
- Receive report regarding each synod's percentage or amount of Mission Support determined by consultation (10.71.02.).
- Consider, advise, and act upon recommendations and respond to concerns and proposals from the Conference of Bishops (10.81.01.).

- Establish fiscal policies and authorize expenditures of the churchwide organization, within limits established by the Churchwide Assembly and the CBCR (11.40. and following bylaws).
- Approve a policy for the development of social statements and review and recommend for approval by the Churchwide Assembly social statements prepared in accordance with the policy (12.12.01.).
- Establish the time and place of meetings of the Churchwide Assembly, appoint and allocate to synods up to 10 additional voting members, designate other persons as advisory members, and appoint committees in accordance with CBCR Chapter 12.
- Serve as *ex officio* voting members of the Churchwide Assembly (12.41.16).
- Elect the treasurer (14.14.).
- Exercise discretion, as necessary, to remove a voting member of the Church Council for cause (14.15.).
- Act on policies proposed by churchwide units, subject to review by the Churchwide Assembly (14.21.01.).
- Review procedures and programs of churchwide units to assure that churchwide purposes, policies, and objectives are being fulfilled; approve policies of churchwide units (14.21.02.).
- Review all recommendations from the churchwide organization for consideration at the Churchwide Assembly (14.21.03.).
- Report to the Churchwide Assembly (14.21.07.).
- Adopt policies for the churchwide organization in accordance with the CBCR (14.21.04.). In addition to fiscal policies (11.41.), these include personnel policies (15.12.C20., 15.21.01., 16.12.D20.), salary structure for the staff and ranges for salaries of the officers (14.21.06., 14.21.13.).
- Consult with and refer matters to the Conference of Bishops and receive reports from it (14.21.11.).
- Act on resolutions from synod councils (14.21.11.).
- Provide for the installation of churchwide officers (14.21.12.).
- Consider issues of corporate social responsibility and, as appropriate, direct the churchwide organization to file shareholder resolutions, cast proxy ballots, and take other actions (14.21.14.).
- Establish the criteria and policies for the relationship between the churchwide organization and independent, cooperative, and related Lutheran organizations, and determine which unit of the churchwide organization shall relate to each (14.21.15.).
- Arrange processes for all elections specified in the CBCR (14.21.22.).
- Fulfill responsibilities for elections as provided in the CBCR, including electing individuals to serve the balance of unexpired terms when a vacancy has been declared by the secretary (14.22.).

- Establish Church Council committees, determine their responsibilities, nominate people to serve on them, and receive reports and recommendations from them (14.41.). Ensure that their oversight responsibilities include aligning the work of churchwide units with strategic priorities.
- Elect the executive for administration upon nomination of the presiding bishop (15.12.A20.).
- Act upon recommendations, as appropriate, from the presiding bishop on proposed policies relating to ecumenical, inter-Lutheran, and inter-religious relations (15.12.B20.).
- Establish financial policies, authorize the creation of funds, define limits, make recommendations, and hold elections related to activities of the Office of the Treasurer (15.14.A17.).
- Receive reports from units of the churchwide organization (16.12.).
- Act upon recommendations, as appropriate, from the presiding bishop on proposed policies relating to worship and sacramental practices (16.12.A20.).
- Establish policies for required reporting and other items related to research, data collection, analysis, and evaluation (16.12.B20.).
- Receive reports from separately incorporated ministries identified in Chapter 17, provide governance oversight to ensure that their ministries conform to the provisions of the CBCR, and review and approve or forward to the Churchwide Assembly for approval proposed changes to their governing documents.
- Oversee and implement nomination and election processes described in CBCR Chapter 19.
- Approve definitions and guidelines for discipline, rules of procedure for hearing officers and discipline hearing committees, make appointments, address petitions for recall, participate in consultation and adjudication processes, and address other matters as described in CBCR Chapter 20.
- Establish a process to determine when a person is entitled to indemnification in accordance with CBCR Chapter 21.
- Consider proposed amendments to the CBCR and make recommendations to the Churchwide Assembly in the case of constitutional provisions and bylaws; consider and act upon or refer to the Churchwide Assembly amendments to or new continuing resolutions in accordance with CBCR Chapter 22.