

# POLICIES MANUAL

## COUNCIL OF THE CONVENTION OF ATLANTIC BAPTIST CHURCHES

### TABLE OF CONTENTS

**INTRODUCTION TO POLICY GOVERNANCE AND POLICIES MANUAL..... Page A-1**

**1. ENDS POLICIES..... Page B-1**

**1.1 OVERALL PURPOSE .....B-1**

1.1.1 The Convention of Atlantic Baptist Churches Defined.....B-1

1.1.2 Disciples of Jesus Christ Defined.....B-2

1.1.3 Healthy Growing Churches Defined .....B-3

1.1.4 Churches Committed to the Fulfilling of the Great Commission Defined.....B-4

1.1.5 Churches Committed to the Doing of God=s Will on Earth Defined .....B-4

**2. EXECUTIVE LIMITATIONS POLICIES ..... Page C-1**

**2.1 GLOBAL EXECUTIVE CONSTRAINT - EXECUTIVE MINISTER..... C-1**

2.1.1 Treatment of Those Who Use Our Services .....C-1

2.1.2 Treatment of Employees .....C-1

2.1.3 Treatment of Volunteers.....C-2

2.1.4 Compensation and Benefits.....C-4

2.1.5 Financial Planning and Budgeting .....C-5

2.1.6 Financial Condition and Activities.....C-5

2.1.7 Asset Protection.....C-6

2.1.8 Communication and Support to the Council .....C-7

2.1.9 Ends Focus of Grants or Contracts.....C-8

2.1.10 Emergency Executive Minister Succession .....C-8

**2.2 GLOBAL EXECUTIVE CONSTRAINT - SUBSIDIARY BOARDS ..... Page D-1**

2.2.1 Treatment of Those Who Use Their Services ..... D-1

2.2.2 Treatment of Employees ..... D-1

2.2.3 Treatment of Volunteers..... D-2

2.2.4 Compensation and Benefits..... D-2

2.2.5 Financial Planning and Budgeting ..... D-3

2.2.6 Financial Condition and Activities..... D-3

2.2.7 Asset Protection..... D-4

2.2.8 Communication and Support to the Council ..... D-5

2.2.9	Ends Focus of Grants or Contracts.....	D-6
2.2.10	Emergency Succession of the CEO=s of Subsidiary Boards .....	D-6
2.2.11	Mandate - Atlantic Baptist Mission Board.....	D-6
2.2.12	Mandate - Board of Governors of Crandall University .....	D-7
2.2.13	Mandate - Board of Trustees of Acadia Divinity College .....	D-7
2.2.14	Mandate - Board of Directors of the Foundation of the Convention of Atlantic Baptist Churches .....	D-7
2.2.15	Mandate - Board of Ministerial Standards and Education .....	D-8
2.2.16	Mandate - Board of Directors of Atlantic Baptist Senior Citizens Homes Inc. ....	D-9
2.2.17	Mandate - Pension and Insurance Board.....	D-9

**3. GOVERNANCE PROCESS POLICIES ..... Page E-1**

**3.1 GLOBAL GOVERNANCE COMMITMENT .....E-1**

3.1.1	Council as Owner-Representative .....	E-1
3.1.2	Governing Style.....	E-2
3.1.3	Council Job Description .....	E-3
3.1.4	Agenda Planning .....	E-4
3.1.5	Chair=s Role.....	E-6
3.1.6	Council Members= Code of Conduct.....	E-7
3.1.7	Council Committee Principles.....	E-8
3.1.8	Cost of Governance .....	E-9

**4. COUNCIL - EXECUTIVE MINISTER AND SUBSIDIARY BOARDS LINKAGE POLICIES .....Page F-1**

**4.1 GLOBAL COUNCIL LINKAGE WITH EXECUTIVE MINISTER AND THE SUBSIDIARY BOARDS.....F-1**

4.1.1	Unity of Control .....	F-1
4.1.2	Delegation to the Executive Minister and the Subsidiary Boards.....	F-2
4.1.3	Accountability of the Executive Minister .....	F-3
4.1.4	Accountability of the Subsidiary Boards .....	F-3
4.1.5	Monitoring Executive Minister Performance.....	F-4
4.1.6	Monitoring Performance of the Subsidiary Boards.....	F-5

**APPENDIX**

Appendix One	- Covenant of Christian Workers .....	Appendix 1 -1
Appendix Two	- Constitution of the CABC (Revised 2008) .....	Appendix 2 -1
Appendix Three	- Article of Incorporation of Council of the CABC .....	Appendix 3 -1
Appendix Four	- By-laws of the Council of the CABC .....	Appendix 4 -1
Appendix Five	- Principles of Policy Governance Explained.....	Appendix 5 -1

**Council of the Convention of Atlantic Baptist Churches.**

**Introduction to Policy Governance and the Policies Manual**

**1. The Mandate of the Council**

The official task of the Council is set forth in Article VI of the Constitution of the Convention of Atlantic Baptist Churches.

(1) The Council of The Convention, acting as the agent of The Convention between assemblies of The Convention, shall have the responsibility to:

(a) Provide visionary and strategic leadership;

(b) Present to The Convention meeting in assembly suggested goals to achieve the mission of The Convention in the areas of evangelism, teaching and service;

(c) Develop the policies and strategies to achieve the goals approved by The Convention meeting in assembly;

(d) On behalf of The Convention, hold all affiliated boards and agencies accountable to these goals;

(e) Oversee the financial affairs of The Convention and the drawing of the budget for Assembly;

(f) Report annually to The Convention meeting in assembly regarding the achievement of its work in the above areas.

(2) The Council of The Convention shall be composed of the President, the Past President, the Vice-President, and twelve (12) persons (three of whom shall retire each year) elected by The Convention meeting in assembly. Council members shall be elected for a four year term. Any retiring member is eligible for re-election after a lapse of two years.

(3) The Executive Minister shall be a member of The Council without vote.

(4) The Council shall normally meet four times each year in different locations throughout the Atlantic Provinces, one of which will coincide with the annual assembly of The Convention.

(5) The Council will appoint Working Groups as needed for specific purposes and for defined periods of time. Members of these groups will be selected on the basis of their interest and expertise. By decision of The Council a Working Group may work with or under the supervision of a Senior Staff member, a member of The Council, or a Chairperson appointed by The Council.

Article VI was accepted in its present form at the 154th Assembly on August 10, 2000, as part of the changes arising out of the Convention Review process.

## **2. Adoption of Policy Governance**

At its April 2002 meeting, the Council recognized that there were a number of key issues that it needed to address in regard to its role and responsibility in providing visionary and strategic leadership in light of our priorities of evangelism, teaching and service. A motion was passed to convene a special meeting prior to the regular meeting in September 2002 to consider whether the adoption of Policy Governance would enable the Council to be more effective in carrying out its mandate. Policy Governance is a model for effective Boards developed by John Carver for non-profit organizations. At this special meeting the Council agreed to move forward toward the implementation of Policy Governance.

At the November 2002, April 2003, September 2003, and November 2003 meetings of the Council, an extended time was devoted to working on developing policies. On the last day of the November 2003 meetings of the Council, two important motions were passed. The first motion was the official adoption of all the policies that had been developed to that date. The second motion was the official decision to operate under Policy Governance from that date onward and to authorize the Executive Minister to make all ministry, operational, and administrative decisions within the Ends Policies and Executive Limitations established by the Council.

The members of the Council believe that a good model of governance and carefully crafted policies will help the Council, the Executive Minister, the Subsidiary Boards, and their staffs do their jobs more effectively. They are aware, however, that Policy Governance by itself will not bring spiritual renewal. Spiritual renewal and power come from the Holy Spirit. Our Lord is building his church and establishing his kingdom. We are called to work with him as his ambassadors and channels of his grace. We need to believe that he can and will use us to accomplish great things for his glory. (Isaiah 9:6, 7; Matthew 28:18-20; John 20:21-23; Acts 1: 7, 8; Galatians 5:22-25).

## **3. A Holistic Understanding of Our Convention**

One of the first challenges the Council faced in adopting Policy Governance was to find a model for understanding the kind of organization our Convention is and the role the Convention Council plays in it. Two articles by John Carver on Families of Boards provided the Council with a model that describes our Convention. Carver describes two kinds of families of boards. One is a federation in which multiple organizations own a single organization, and the other is a parent-subsidiary arrangement, also called a holding company, in which a single organization owns a number of other organizations.

Our Convention is a complex organization. Without question, it is a *true federation*. Its ministries, facilities, and resources are owned by the member churches, which are in themselves autonomous and incorporated organizations. These member churches have joined together for fellowship, cooperative ministry, and mission.

Our Convention is also like a *holding company*. It has established a number of Subsidiary Boards to carry out tasks and ministries best performed at arms-length from the parent organization. Most of the Subsidiary Boards are incorporated bodies in their own right. The Convention, however, owns them in the sense that it appoints their members and holds them responsible for carrying out the mandated it has given them.

The governing authority of our Convention rests with the accredited delegates meeting in Assembly. Article III of the Constitution of Convention lists those who can be appointed as accredited delegates. The Convention Council acts as the agent of the Convention in providing

leadership and direction to the work the churches do together through the Convention. In relationship to the Subsidiary Boards, it acts as the parent board on behalf of the Convention.

The Subsidiary Boards are

- 1) Atlantic Baptist Mission Board
- 2) Board of Governors of Crandall University
- 3) Board of Trustees of Acadia Divinity College
- 4) Board of Directors of the Foundation of the Convention of Atlantic Baptist Churches
- 5) Board of Directors of Atlantic Baptist Senior Citizens= Homes, Inc.
- 6) Board of Ministerial Standards and Education.
- 7) Pension and Insurance Board

The Convention also elects nine members to the Board of Governors of Acadia University.

The Convention is a partner with the Baptist Convention of Ontario and Quebec, the Baptist Union of Western Canada, l=Union d=Église Baptistes Françaises au Canada in owning and operating Canadian Baptist Ministries. The Convention appoints a portion of the members of the Board of Directors of Canadian Baptist Ministries and our Executive Minister is an ex-officio member. As the agent of the Convention, the Council relates to the Atlantic Section of the Board of Directors on a Council-to-Section basis. Canadian Baptist Ministries and the Atlantic Section both report directly to the Convention Assembly. Through Canadian Baptist Ministries and directly, the Convention is an active and participating member of the North American Baptist Fellowship and the Baptist World Alliance.

#### **4. Policy Governance B A Good Model**

The Convention Council adopted Policy Governance as a good model of governance because it

- 1) Encourages the Council to Acradle@ the vision of the whole Convention.
- 2) Keeps the Council focused on the core values shared by the member churches as the Council develops its Executive Limitation Policies.
- 3) Forces the Council to have an external focus as it develops Ends Policies, to focus on what difference the Convention should make in the world rather than on just maintaining the organization.
- 4) Enables the Council to be proactive, to be involved in leading rather than just reacting to staff initiatives.
- 5) Facilitates diversity and unity within the Council - within the Council the opinions of all members are expressed and discussed, but outside the Council all speak with one voice.
- 6) Allows the Council to concentrate on Ends (what results, outcomes or benefits the Convention will produce, for whom, and at what investment of personnel and financial resources), while leaving the planning and implementation of the Means (the strategies and programs to accomplish the Ends) to the Executive Minister, the Subsidiary Boards, and their staff.
- 7) Helps the Council to understand its relationship and responsibility to the member churches of the Convention; they are the owners of the Convention and the Council has a trustee role in acting as their representatives. It is therefore important that the Council seeks and assimilates appropriate broad-based input from the member Churches and Associations.

- 8) Avoids the approval syndrome of traditional boards in which a lot of time is spent in reviewing, rehashing, and redoing what has already been done or decided by the staff.
- 9) Enables the Convention Council to govern effectively through developing policies and monitoring the performance of the Executive Minister and the Subsidiary Boards on the basis of these policies and, in the case of the Subsidiary Boards, the mandate they have been given.
- 10) Gives freedom to the Executive Minister and the Subsidiary Boards to be creative and proactive in developing and implementing strategies and programs to accomplish the purposes of the Convention. All staff decisions are considered pre-approved if they are accomplishing the purposes of the Convention expressed in the Ends Policies and operating within the values of the Convention expressed in the Executive Limitations Policies.

## **5. Categories of Policy**

In Policy Governance, there are four categories of policies. The first two categories (Ends Policies and Executive Limitations Policies) guide the Executive Minister and the Subsidiary Boards in their work. The second two categories (Governance Process Policies and Council-Executive Minister and Subsidiary Boards Linkage Policies) guide the Council in its work. These policies are developed systematically, beginning with a global statement that covers the category at its broadest level and then moving to more detailed statements. The process continues until the Council feels comfortable in delegating authority to the Executive Minister and the Subsidiary Boards within any reasonable interpretation of the policies it has established. Of course, there is always the option of defining an issue more narrowly, if and when a problem of interpretation arises. However, until the policies have been amended, the Council covenants to support the decisions and the actions of the Executive Minister and the Subsidiary Boards.

## **6. Four Kinds of Information**

To accomplish its mandate effectively, the Council needs four kinds of information:

- 1) Information needed to make good decisions. Examples would be the rationale for changing or adding to the policies or for recommending to the Assembly a change in the mandate of a Subsidiary Board or an amendment to the Constitution of Convention.
- 2) Information needed to monitor the performance of the Executive Minister and the Subsidiary Boards.
- 3) Information that highlights the accomplishments and future plans of the Convention Staff, Boards, Agencies, Institutions, and Churches.
- 4) Appropriate broad-based input from the member churches and associations that gives the Council assurance that it is accomplishing the Ends the Aowners@ want, while honoring the values they hold.

## **7. Five Main Agenda Components**

Under Policy Governance, there are usually five main components to the agenda of every Council meeting.

1) *An Educational Component* - to help members understand the issues Convention is facing in accomplishing its mandate and the difference Convention Churches and Subsidiary Boards should be making locally and globally.

2) *A Monitoring Component* - meeting with the Executive Minister and the Subsidiary Boards according to a set schedule to assess how they are doing in achieving the Policies within the Limitations.

3) *A Policy Review Component* - reviewing one category of policies each meeting to see if any changes (deletions, additions or amendments) need to be made.

4) *A Consent Item Component* - dealing with any items that need the Council's approval according to the Constitution of the Convention or the rules of the government.

5) *A Self-Evaluation Component* - a short debriefing at the end of each meeting as a means of helping the Council stay focused on its task as defined by Policy Governance.

## **8. The Policies Manual B A Document in Process**

The Policies Manual is different from a Constitution or Bylaws. It is a working document that can be amended at any meeting of the Council. In fact, one category of policies should be reviewed at each meeting to see if any deletions, additions, or amendments need to be made. The Policies Manual guides the Council, the Executive Minister, and the Subsidiary Boards in their work. The fact that it is a document in process allows them to respond to changing situations quickly and effectively.

## **1. ENDS POLICIES**

### **1.1 OVERALL PURPOSE**

*The purpose of the Convention of Atlantic Baptist Churches is being and making disciples of Jesus Christ, who are integrated into the life and ministry of healthy, growing churches, committed to fulfilling the Great Commission and the doing of God=s will on earth.*

#### **1.1.1 THE CONVENTION OF ATLANTIC BAPTIST CHURCHES DEFINED**

The Convention of Atlantic Baptist Churches is a network of Baptist Churches and Associations in Atlantic Canada, which have joined together for fellowship, cooperative ministry, and mission. They express themselves through their delegates meeting in Assembly by electing/appointing a Council, Officers, an Executive Minister, and Subsidiary Boards to carry out on their behalf, various ministries and to operate the institutions they own. The Convention also elects nine members to the Board of Governors of Acadia University.

The Council as the agent of the Assembly of Convention shall hold itself, the Executive Minister and the Subsidiary Boards accountable for 1) contributing to the accomplishment of the purposes of the Convention as expressed in the Ends Policies, 2) operating within the values of the Convention as expressed in the Executive Limitation Policies, and 3) carrying out the mandate given to them by the Assembly of Convention.

A Subsidiary Board is one to which the Convention elects all the members except those who are ex-officio members. The seven Subsidiary Boards are:

- 1) Atlantic Baptist Mission Board
- 2) Board of Governors of Crandall University
- 3) Board of Trustees of Acadia Divinity College
- 4) Board of Directors of the Foundation of the Convention of Atlantic Baptist Churches
- 5) Board of Directors of Atlantic Baptist Senior Citizens= Homes, Inc.
- 6) Board of Ministerial Standards and Education.
- 7) Pension and Insurance Board

The Convention is a partner with the Baptist Convention of Ontario and Quebec, the Baptist Union of Western Canada, l=Union d=Église Baptistes Françaises au Canada in owning and operating Canadian Baptist Ministries. The Convention appoints a portion of the members of the Board of Directors of Canadian Baptist Ministries and our Executive Minister is an ex-officio member. The Council, acting as the agent of the Convention, meets annually with the General Secretary of CBM (or designate) and the members of the Board from Atlantic Canada. Canadian Baptist Ministries also reports directly to the Convention Assembly. Through Canadian Baptist Ministries and directly, the Convention is an active and participating member of the North American Baptist Fellowship and the Baptist World Alliance. The Convention also has a close relationship with Atlantic Baptist Women (United Baptist Woman=s Missionary Union) and Atlantic Baptist Youth.

### **1.1.2 DISCIPLES OF JESUS CHRIST DEFINED**

*Disciples of Jesus Christ are believers in Him, who by God=s grace have chosen to follow Jesus Christ, living in a personal relationship with Him, following His example, and obeying his commands, through the transforming power of the Holy Spirit at work in them. (Matthew 4:19; John 10:27; 15:5-8; I Corinthians 11:1; I John 2:3-6)*

*Disciples, who follow the example of Jesus, will:*

- 1) Nurture their relationship with God and their personal spiritual growth by walking in obedience to the Holy Spirit and using the means of growth, prayer, Bible study, worship, service, fellowship, confession, mutual submission, solitude, and fasting. (Matthew 11:28-30; 14: 23; 26:36-44; Mark 1:35; Luke 1:21-22; 4:1-2, 14-19; 5:16; Galatians 5:16-18, 22-25)
- 2) Go into the world to carry on Jesus= mission, motivated by his love, and empowered by the Holy Spirit. (John 20:21-23)
- 3) Do the will of their Father in heaven, speaking the words and doing the deeds the Father has taught them to say and to do. (John 7:16-18; 8:28, 29; 14:10-14; Matthew 6:9-10)
- 4) Serve others humbly and sacrificially. (Mark 10:42-45; John 13:12-17)
- 5) Seek the lost and help them find their way home to their Creator Father. (Matthew 9:12-13; Luke 15:1-31; 19:9-10)

*Disciples, who follow the commands of Jesus, will:*

- 1) Love God with all their heart, soul, mind, and strength. (Matthew 22:34-40; Mark 10:28-34)
- 2) Love their neighbour as they love themselves. (Matthew 22:34-40; Mark 10:28-34; Romans 13:8-10)
- 3) Love one another in the same way Christ loves them. (John 14:34-35; 1 John 2:9-11; 4:7-12)
- 4) Make disciples of all peoples, by witnessing to who Jesus is and what he has done for the salvation of the world, by preaching repentance and forgiveness through him, and by teaching those who respond to obey his commands. Witnessing, preaching, and teaching are to be done under Christ=s authority and in the power of his Spirit. (Acts 1:7-8; Luke 24:45-48; Matthew 28:18-20)
- 5) Baptize those who follow Christ into worshipping communities of faith, the visible church of Christ, characterized by mutual love, fellowship, submission, support, and encouragement. (Matthew 28:18-20, 16:17-19; John 13:34-35; Romans 12:10, 16; Galatians 5:13-15; Ephesians 4:2-5, 32; 5:21; Colossians 3:12-17; 1 Thessalonians 5:11-24; Hebrews 10:24-25; I John 4:7-12)

### **1.1.3 HEALTHY, GROWING CHURCHES DEFINED**

*Healthy, growing churches have the following eight identifying quality characteristics:*

1. Empowering Leadership - Leadership that empowers Christians for ministry by mobilizing, equipping, supporting, and mentoring them so that they realize their full potential as disciples of Christ and work together to accomplish Christ=s mission. (Luke 22:24-30; John 13:1-17; Acts 6:1-7; Ephesians 4:11-16; 2 Timothy 1:13-14, 2:1-2; 1 Peter 5:1-6)
2. Gift-Based Ministry - Leadership that helps Christians to discover, develop, and exercise their spiritual gifts in appropriate matching ministries in their church, their community, and beyond. (Romans 12:3-8; 1 Corinthians 12:1-13:13; Ephesians 4:1-16; 1 Peter 4:8-11)
3. Passionate Spirituality - Members who have a loving intimacy with God through Jesus Christ, expressed in prayer and other spiritual disciplines, who expect that God through the Holy Spirit is powerfully at work in and through them, and who live their faith with contagious enthusiasm. (Matthew 6:1-34; Mark 12:28-34; John 15:1-17; Acts 2:42; Romans 12:1-2, 9-12; 2 Corinthians 8:1-9:15; Philippians 4:4-13; Colossians 3:1-17; 1 Peter 1:3-9)
4. Effective Structures - Organizational structures that work together to facilitate spiritual health, growth, and outreach. (Acts 6:1-7; Romans 12:4-5; 1 Corinthians 12:12-26; Ephesians 4:14-16; 1 Timothy 3:1-16; 1 Peter 2:4-10)
5. Inspiring Worship Services - Worship inspired by the Holy Spirit, leading to a personal and corporate encounter with the living God that spiritually encourages and strengthens the worshippers. (John 4:23-24; Acts 2:42-47; Romans 11:33-12:2; Ephesians 5:18-20; Hebrews 13:15-16; 1 Peter 2:9)
6. Holistic Small Groups - Small groups that are disciple-making communities in which individuals experience acceptance and mutual caring, and are helped to grow in Christ-likeness through interaction with one another in conversation, prayer, and the study of God=s Word. (Matthew 18:19-20; Acts 2:42-47; Galatians 6:1-2; Hebrews 10:19-25)
7. Need-Oriented Evangelism - Evangelism that shares the good news of Christ in the context of authentic relationships, appropriate ministries, and genuine faith-stories that focus on and respond to the questions and needs of non-Christians. (Matthew 9:9-13; 28:18-20; Luke 15:1-32; 19:1-10; 24:45-49; John 3:1-21; 4:1-26, 39-42; Acts 2:38-41; 4:8-12; Romans 12:9-21; 2 Corinthians 5:11-6:2; Colossians 4:2-6; 1 Peter 3:8-18)
8. Loving Relationships - Genuine, loving, grace-filled relationships with one another within the fellowship that attract others to God=s family in order to experience and share in the same love. (John 13:34-35; 15:9-17; 17:20-26; Acts 2:42-47; 4:32-35; Romans 12:9-21; Ephesians 4:1-6; 1 John 3:11-24; 4:7-21)

### **1.1.4 CHURCHES COMMITTED TO THE FULFILLING OF THE GREAT COMMISSION DEFINED**

*The Great Commission is the directive of our resurrected Lord Jesus Christ to his Church as set forth in Matthew 28:18-20, Mark 16:15-16, Luke 24:45-49, John 20:21, and Acts 1:8. Churches committed to the fulfilling of the Great Commission will, both locally and globally:*

1. Be involved in making disciples of all peoples, teaching them to live out in everyday life the teachings and commands of Jesus. (Matthew 28:18-20)
2. Preach the Good News of salvation through the atoning death and resurrection of Jesus, who is the Son of God and the Saviour of the world. (Mark 16:15-16; John 20:30-31; 1 John 4:9-10)
3. Preach repentance and forgiveness through Jesus Christ to all peoples. (Luke 24:46-47)
4. Carry on Jesus= mission, motivated by his love and empowered by the Holy Spirit. (John 20:21-23)
5. Depend on the empowerment and direction of the Holy Spirit in the work of evangelism and discipleship. (Luke 24:49; Acts 1:8)

### **1.1.5 CHURCHES COMMITTED TO THE DOING OF GOD=S WILL ON EARTH DEFINED**

*Churches committed to the doing of God=s will on earth will, with humility, love, and compassion:*

1. Live under the rule and authority of God by doing his will in all areas of their lives individually and corporately. (Matthew 6:10)
2. Practice and promote justice, equality, peace, and righteousness in their communities and in the world. (Isaiah 58:1-11; Amos 5:10-15, 21-24; Micah 6:8; Matthew 5:1-16; Romans 14:17; James 2:1-17; 3:13-18; 5:1-6)
3. Bring the love of God, the grace of Christ, and the power of the Holy Spirit to bear practically on the sin and selfishness of people and social systems so that the darkness, oppression, and turmoil of the rule of Satan may give way to the light, liberty, and peace (*shalom*) of the rule of God. (Isaiah 9:2-7; 42:1-7; John 3:3-8; Acts 26:17, 18; 2 Corinthians 5:17-21; Colossians 1:9-20)

## **2. EXECUTIVE LIMITATIONS POLICIES**

### **2.1 GLOBAL EXECUTIVE CONSTRAINT - EXECUTIVE MINISTER**

*The Executive Minister shall not cause or allow any practice, activity, decision, or organizational circumstance that is inconsistent with biblical faith and practice, directives of Assembly, unlawful, imprudent, or in violation of commonly accepted ministry, business and professional ethics.*

#### **2.1.1 TREATMENT OF THOSE WHO USE OUR SERVICES**

*With respect to interactions with those who use our services, the Executive Minister shall not cause or allow conditions, procedures, or decisions that are unsafe, disrespectful, undignified, unnecessarily intrusive, or that fail to provide appropriate confidentiality or privacy.*

#### **2.1.2 TREATMENT OF EMPLOYEES**

*With respect to the treatment of employees, the Executive Minister shall not cause or allow conditions that are unfair or disrespectful.*

Accordingly, he or she shall not:

1. Engage as an employee anyone who is unwilling to agree to and abide by the Covenant of Christian Workers of the Convention of Atlantic Baptist Churches.
2. Operate without written personnel policies that clarify personnel rules for employees, provide for effective handling of grievances, and protect against wrongful conditions such as nepotism and grossly preferential treatment for personal reasons.
3. Discriminate against any employee for expressing dissent.
4. Prevent any employee from grieving to the Council when (1) internal grievance procedures have been exhausted and (2) the employee alleges either that (a) Council policy has been violated to his or her detriment or (b) Council policy does not adequately protect his or her human rights.
5. Fail to acquaint employees with their rights under this policy.

### **2.1.3 TREATMENT OF VOLUNTEERS**

*With respect to the treatment of their volunteers, the Executive Minister shall not cause or allow conditions that are unfair or disrespectful.*

#### Engagement, Use and Relationship with Volunteers

*The Convention of Atlantic Baptist Churches is pleased to have the support and assistance of volunteers who help further the mission of the Convention through their active service as a volunteer. Those who offer the Convention the benefit of their expertise, experience, talents, and/or time as volunteers are welcome helpers who benefit the Convention. However, volunteers are never considered employees of the Convention nor are they subject to the requirements the Convention has detailed for its employees. Therefore the following provisions and guidelines are in place to define the relationship the Convention has with those who volunteer their services.*

#### 1. Engagement of Volunteers

The Convention seeks volunteers who identify with and desire to support the mission of the Convention and its Christian ethos. As a volunteer an individual helps represent the Convention internally and externally. Therefore it is imperative that every volunteer have an appreciation of its mission and seek to uphold its standards and values.

The Convention will strive to use volunteers successfully by defining roles and expectations as clearly as possible in order to avoid disappointment on the part of either the volunteer or the Convention. Whether by advertising for volunteer assistance, directly asking individuals for help, or by responding to an offer of assistance, the Convention will seek to clearly identify the role and responsibilities of the volunteer in relation to the specific task to be accomplished, offer sufficient training for the role or use of equipment as required, plus establish the general timeframe for accomplishment of the task.

Use of a volunteer on one occasion does not obligate the Convention to continuously use the same individual for the same task in the future, nor will the Convention presume on the individual's availability in the future.

While most volunteer work will be understood to be gratuitous, volunteer work may on occasion include an honorarium, reimbursement of expenses, or a small stipend in return for service rendered. In all cases, the Convention will strive to clarify the conditions under which the individual is being engaged prior to the rendering of any volunteer service. Should the nature of the task require detailed conditions and expectations, a written agreement may be supplied for the benefit of both parties (i.e. – contract for Oasis Registrar).

#### 2. Use of Volunteers

The Executive Minister will seek to provide an atmosphere that respects the dignity and rights of every individual, and an environment within which every volunteer is able to accomplish tasks safely and to the best of their ability.

Volunteers will normally receive oversight from an individual who is an employee of the Convention and who represents the department being assisted with volunteer help. In every case volunteers will receive instructions from an appointed individual to whom the volunteer will report outcomes, and/or supply him/her with any resources required to fulfill the volunteer task. This individual will also respond to any concerns or questions the volunteer may have about his/her task and/or the safety of any procedure or the working environment.

3. Relationship With Volunteers

The Executive Minister will seek to provide an atmosphere that respects the dignity and rights of every individual, and treat every volunteer with courtesy and respect. Should a disagreement or incident of any nature arise that causes a volunteer to feel his or her dignity or rights have been infringed upon; the following protocol shall be in effect:

- a. The volunteer shall speak with the individual appointed by the Convention to give oversight to the volunteer to provide a verbal description of the disagreement/incident that created the offence. The overseer shall seek to mediate a discussion between the complainant and the respondent with the intent of seeking to clarify or correct the situation;
- b. Should this not prove successful, or if the complaint is against the individual the Convention has appointed to give oversight to the volunteer, the volunteer shall submit a written complaint to the Executive Minister of the Convention with the understanding that the written complaint will be presented to the respondent. Upon receipt of such a complaint from the volunteer, the Executive Minister shall appoint a two-member task force to investigate the matter. The task force shall present the complaint to the respondent and request a written response in reply. The task force may elect to seek to mediate a discussion between the complainant and the respondent with the intent of seeking to clarify or correct the situation without requirement of further action, or the task force may recommend a source outside of the Convention office to mediate between the complainant and the respondent;
- c. Should all efforts at mediation fail to resolve the matter, the task force will prepare a report with recommendations for resolution and present the report to the Executive Minister. The Executive Minister may choose to accept the report and its recommendations and thus implement the recommendations, or accept the report and implement an alternate course of action or in place of accepting the report review the matter personally with the complainant and the respondent and determine a course of action. In all cases the decision of the Executive Minister shall be considered the final decision in terms of internal procedures available to the complainant;
- d. Should the complaint be one of sexual or workplace harassment, the normal protocol as established by the Convention in the Staff Policy and Procedures Employee Policy

Manual 2009 Edition will be made available to the volunteer and the individual will be advised to meet with the Convention's Harassment Advisor.

4. Advisement of Rights

Every volunteer shall normally receive a copy of this policy as advisement of their rights under this policy.

Accordingly, he or she shall not:

1. Engage as a volunteer anyone who is not supportive of the work the Convention is doing.
2. Operate without written personnel policies that clarify what is expected of volunteers and provide for effective handling of grievances.
3. Fail to acquaint volunteers with their rights under this policy.

*2.1.3 Added by Council April 2008*

*2.1.3 Revised by Council November 2009*

#### **2.1.4 COMPENSATION AND BENEFITS**

*With respect to employment, compensation, and benefits to employees, consultants and contract workers, the Executive Minister shall not cause or allow jeopardy to fiscal integrity or public image.*

Accordingly, he or she shall not:

1. Change his or her own compensation and benefits.
2. Promise or imply permanent or guaranteed employment.
3. Establish current compensation and benefits for skills employed that deviate substantially from the geographic or professional market within similar Christian organizations.
4. Create binding compensation obligations beyond what is required by employment law. The purpose of this clause is to protect the Convention if it were ever faced with severe financial cutbacks or liquidation, requiring the termination of some or all employment contracts.

*This policy renumbered by Council April 2008*

#### **2.1.5 FINANCIAL PLANNING AND BUDGETING**

*Financial planning for any fiscal year or the remaining part of any fiscal year shall not deviate substantially from the Council's Ends priorities, risk fiscal jeopardy, or fail to be derived from long-term planning.*

Accordingly, the Executive Minister shall not allow budgeting that:

1. Contains too little information to enable credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
2. Plans the expenditure in any fiscal year of more funds than can reasonably be expected to be received in that period without having a plan in place to deal with any shortfall.
3. Provides less for Council prerogatives during the year than is set forth in the Cost of Governance Policy.

*This policy renumbered by Council April 2008*

#### **2.1.6 FINANCIAL CONDITION AND ACTIVITIES**

*With respect to the actual, ongoing financial condition and activities, the Executive Minister shall not cause or allow the development of fiscal jeopardy or a substantial deviation of actual expenditures from Council priorities established in Ends Policies.*

Accordingly, the Executive Minister shall not:

1. Expend more funds than have been received in the fiscal year to date, unless the debt guideline is met.
2. Indebt the organization in an amount greater than can be repaid by certain, otherwise unencumbered, revenues within sixty days.
3. Use any long term reserves.
4. Conduct inter-fund shifting in amounts greater than can be restored to a condition of discrete fund balances by certain, otherwise unencumbered, revenue within thirty days.
5. Fail to meet payroll obligations and pay debts in a timely manner.
6. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
7. Make purchases or commitments beyond the annual budget of greater than 0.5% of the budget without the approval of the Council.
8. Acquire, encumber, or dispose of real property.

9. Fail to pursue receivables after a reasonable grace period.

*This policy renumbered by Council April 2008*

### **2.1.7 ASSET PROTECTION**

*The Executive Minister shall not allow the assets to be unprotected, inadequately maintained, or unnecessarily risked.*

Accordingly, he or she shall not:

1. Endanger the organization=s public image or credibility, particularly in ways that would hinder accomplishment of its mission.
2. Fail to insure against theft, fire and extended coverage losses to at least 90 percent of appraised replacement value with an appropriate deductible.
3. Fail to insure against liability losses to Council members, staff, and the organization itself in an amount not less than \$2,000,000.
4. Allow unbonded personnel access to substantial amounts of funds.
5. Subject office building(s) and equipment to improper wear and tear or insufficient maintenance.
6. Unnecessarily expose the organization, its Council, or staff to claims of liability.
7. Make any purchase or authorize any expenditure (a) without giving due consideration to quality, after purchase service, value for dollar, and opportunity for fair competition, and (b) wherein normally prudent protection has not been given against conflict of interest.
8. Fail to protect intellectual property, information, and files from loss or significant damage.
9. Receive, process, or disburse funds under controls that are insufficient to meet generally accepted accounting principles and the recommendations of the Council-appointed auditor without consulting the Council.
10. Invest or hold operating capital in high risk instruments, including uninsured checking accounts, or in non-interest-bearing accounts except where necessary to facilitate ease in operational transactions.

*This policy renumbered by Council April 2008*

## **2.1.8 COMMUNICATION AND SUPPORT TO THE COUNCIL**

*The Executive Minister shall not permit the Council to be uninformed or unsupported in its work.*

Accordingly, he or she shall not:

1. Neglect to submit monitoring data required by the Council (see policy on Monitoring Executive Minister Performance) in a timely, accurate, and understandable fashion, directly addressing provisions of Council policies being monitored.
2. Let the Council be unaware of relevant trends, anticipated adverse media coverage, material external and internal changes, particularly changes in the assumptions upon which Council policy has previously been established.
3. Fail to advise the Council if, in the Executive Minister's opinion, the Council is not in compliance with its own policies on Governance Process and Council-Executive Minister and Subsidiary Boards Linkage, particularly in the case of Council behavior that is detrimental to the work relationship between the Council and the Executive Minister.
4. Fail to provide for the Council as many staff and external points of view, issues, and options as needed for fully informed Council choices.
5. Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among three types of information: decision preparation, monitoring, and incidental.
6. Fail to provide a mechanism for official Council, officer, or committee communications.
7. Fail to deal with the Council as a whole except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the Council.
8. Fail to report in a timely manner an actual or anticipated noncompliance with any policy of the Council.
9. Fail to supply for the consent agenda all items delegated to the Executive Minister yet required by law or contract to be Council-approved along with the monitoring assurance pertaining thereto.

*This policy renumbered by Council April 2008*

### **2.1.9 ENDS FOCUS OF GRANTS OR CONTRACTS**

*The Executive Minister shall not enter into any grant or contract arrangements that fail to emphasize primarily the production of Ends and, secondarily, the avoidance of unacceptable means.*

Accordingly, the Executive Minister shall not:

1. Fail to prohibit particular methods and activities to preclude grant funds from being used in imprudent, unlawful, or unethical ways.
2. Fail to assess and consider an applicant=s capability to produce appropriately targeted, efficient results.

*This policy renumbered by Council April 2008*

### **2.1.10 EMERGENCY EXECUTIVE MINISTER SUCCESSION**

*In order to protect the Council from sudden loss of Executive Minister services, the Executive Minister shall have no fewer than two other Senior Staff members familiar with Council and Executive Minister issues and processes.*

*This policy renumbered by Council April 2008*

## **2.2 GLOBAL EXECUTIVE CONSTRAINT - SUBSIDIARY BOARDS**

*The Subsidiary Boards shall not cause or allow any practice, activity, decision, or organizational circumstance that is inconsistent with biblical faith and practice, directives of Assembly, unlawful, imprudent, or in violation of commonly accepted ministry, business and professional ethics.*

### **2.2.1 TREATMENT OF THOSE WHO USE THEIR SERVICES**

*With respect to interactions with those who use their services, the Subsidiary Boards shall not cause or allow conditions, procedures, or decisions that are unsafe, disrespectful, undignified, unnecessarily intrusive, or that fail to provide appropriate confidentiality or privacy.*

### **2.2.2 TREATMENT OF EMPLOYEES**

*With respect to the treatment of their employees, the Subsidiary Boards shall not cause or allow conditions that are unfair or disrespectful.*

Accordingly, they shall have in place policies that do not allow them and/or their CEO to:

1. Engage as an employee anyone who is unwilling to agree to and abide by the Covenant of Christian Workers of the Convention of Atlantic Baptist Churches (Appendix 1) or a Covenant which is consistent with the Covenant of Christian Workers of the Convention of Atlantic Baptist Churches.
2. Operate without written personnel policies that clarify personnel rules for employees, provide for effective handling of grievances, and protect against wrongful conditions such as nepotism and grossly preferential treatment for personal reasons.
3. Discriminate against any employee for expressing dissent.
4. Prevent an employee from grieving to the Board when (1) internal grievance procedures have been exhausted and (2) the employee alleges either that (a) Board policy has been violated to his or her detriment or (b) Board policy does not adequately protect his or her human rights.
5. Fail to acquaint employees with their rights under this policy.

**NOTE: Policy 2.2.2** does not apply to the Pension and Insurance Board, the Atlantic Baptist Mission Board, and the Board of Ministerial Standards and Education because the Convention Senior Staff, who serve as the CEO=s of these Boards, are recommended for appointment by the Executive Minister and the Convention Council, and are appointed by the Convention Assembly. The Support Staff, who work for these Boards, are engaged by the Executive Minister with appropriate consultation. Therefore, the issues covered in this policy are covered by **Executive Limitations Policy 2.1.2**. If any of the Boards have problems with its CEO=s performance, they shall take this matter to the Executive Minister. If the Executive Minister does not handle the matter to

their satisfaction, the Board shall bring it to the Convention Council.

*2.2.2 Revised by Council April 2008*

### **2.2.3 TREATMENT OF VOLUNTEERS**

*With respect to the treatment of their volunteers, the Subsidiary Boards shall not cause or allow conditions that are unfair or disrespectful.*

Accordingly, they shall have in place policies that do not allow them and/or their CEO to:

1. Engage as a volunteer anyone who is not supportive of the work the Board is doing.
2. Operate without written personnel policies that clarify what is expected of volunteers and provide for effective handling of grievances.
3. Fail to acquaint volunteers with their rights under this policy.

*2.2.3 Added by Council April 2008*

### **2.2.4 COMPENSATION AND BENEFITS**

*With respect to employment, compensation, and benefits to employees, consultants and contract workers, the Subsidiary Boards shall not cause or allow jeopardy to fiscal integrity or public image.*

Accordingly, they shall have in place policies that do not allow their CEO to:

1. Change his or her own compensation and benefits.
2. Promise or imply permanent or guaranteed employment.
3. Establish current compensation and benefits for skills employed that deviate substantially from the geographic or professional market within similar Christian organizations.
4. Create binding compensation obligations beyond what is required by employment law. The purpose of this clause is to protect the Board if it were ever faced with severe financial cutbacks or liquidation, requiring the termination of some or all employment contracts.

**NOTE:** Policy 2.2.4 does not apply to the Pension and Insurance Board, the Atlantic Baptist Mission Board, and the Board of Ministerial Standards and Education because the compensation and benefits of the Convention Senior Staff and the Support Staff, who work with these Boards, are not

set by the Boards but by the Executive Minister. Therefore, the issues covered in this policy are covered by **Executive Limitations Policy 2.1.4.**

*This policy renumbered by Council April 2008*

### **2.2.5 FINANCIAL PLANNING AND BUDGETING**

*Financial planning for any fiscal year or the remaining part of any fiscal year shall not deviate substantially from the Boards= priorities and the mandate given to them by the Convention, risk fiscal jeopardy, or fail to be derived from long-term planning.*

Accordingly, the Subsidiary Boards should have in place policies that do not allow their CEO, without permission of the Board, to allow budgeting that:

1. Contains too little information to enable credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
2. Plans the expenditure in any fiscal year of more funds than can reasonably be expected to be received in that period.
3. Provides less for the prerogatives of the Boards during the year than is set forth in their Cost of Governance Policy.

*This policy renumbered by Council April 2008*

**NOTE: Policy 2.2.5** Board of Ministerial Standards and Education – Exempt - November 2010

### **2.2.6 FINANCIAL CONDITION AND ACTIVITIES**

*With respect to the actual, ongoing financial condition and activities, the Subsidiary Boards shall not cause or allow the development of fiscal jeopardy or a substantial deviation of actual expenditures from Board priorities and the mandate given to them by Convention.*

Accordingly, the Subsidiary Boards should have in place policies that do not allow their CEO, without permission of the Board, to:

1. Expend more funds than have been received in the fiscal year to date, unless the debt guideline (to follow) is met.
2. Indebt the organization in an amount greater than can be repaid by certain, otherwise unencumbered, revenues within sixty days.
3. Use any long term reserves unless guidelines have been established by the Board for doing so and these guidelines have been met.
4. Conduct inter-fund shifting in amounts greater than can be restored to a condition of discrete fund balances by certain, otherwise unencumbered, revenue within thirty days.

5. Fail to meet payroll obligations and pay debts in a timely manner.
6. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
7. Make purchases or commitments beyond the annual budget of greater than 0.5% of the budget without the approval of the Board. A Subsidiary Board may set a lower percentage, if it wishes, but if it wants a higher percentage, this shall be negotiated with the Council.
8. Acquire, encumber, or dispose of real property.
9. Fail to pursue receivables after a reasonable grace period.

*This policy renumbered by Council April 2008*

**NOTE: Policy 2.2.6** Board of Ministerial Standards and Education Exempt - November 2010

### **2.2.7 ASSET PROTECTION**

*The Subsidiary Boards shall not allow the assets to be unprotected, inadequately maintained, or unnecessarily risked.*

*Note: for the Board of Ministerial Standards and Education, only items: 1, 5, 6, 8, and 9 apply. (This Council exemption from the other items for this board is based on the recognition that this board does not hold material assets or financial capital of its own but does hold its members responsible for the use of equipment, furniture, and storage held by the Convention.*

*2.2.7 Revised by Council November 2009*

Accordingly, they shall have in place policies that do not allow their CEO to:

1. Endanger the organization=s public image or credibility, particularly in ways that would hinder accomplishment of its mission.
2. Fail to insure against theft, fire and extended coverage losses to at least 90 percent of appraised replacement value with an appropriate deductible.
3. Fail to insure against liability losses to Council members, staff, and the organization itself in an amount not less than \$2,000,000.
4. Allow unbonded personnel access to substantial amounts of funds.
5. Subject office building(s) and equipment to improper wear and tear or insufficient maintenance.
6. Unnecessarily expose the organization, its Board, or staff to claims of liability.

7. Make any purchase or authorize any expenditure (a) without giving due consideration to quality, after purchase service, value for dollar, and opportunity for fair competition, and (b) wherein normally prudent protection has not been given against conflict of interest.
8. Fail to protect intellectual property, information, and files from loss or significant damage.
9. Receive, process, or disburse funds under controls that are insufficient to meet generally accepted accounting principles and the recommendations of the Board-appointed auditor without consulting the Board.
10. Invest or hold operating capital in high risk instruments, including uninsured checking accounts, or in non-interest-bearing accounts except where necessary to facilitate ease in operational transactions.

*This policy renumbered by Council April 2008*

## **2.2.8 COMMUNICATION AND SUPPORT TO THE COUNCIL**

*The Subsidiary Boards, through their respective Chairs or their Board designate, shall not permit the Council to be uninformed or unsupported in its work.*

Accordingly, the Subsidiary Boards, through their respective Chairs, shall not:

1. Neglect to submit monitoring data required by the Council in a timely, accurate, and understandable fashion, directly addressing provisions of Council policies being monitored and the mandate given to them by Convention.
2. Neglect to involve the complete Board in the preparation of the report.
3. Let the Council be unaware of relevant trends, anticipated adverse media coverage, material external and internal changes, particularly changes in the assumptions upon which Council policy has previously been established.
4. Fail to advise the Council if, in the Subsidiary Board=s opinion, the Council is not in compliance with its own policies on Governance Process and Council-Executive Minister and Subsidiary Boards Linkage, particularly in the case of Council behavior that is detrimental to the work relationship between the Council and the Subsidiary Board in question.
5. Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate between three types of information: decision preparation, monitoring, and incidental.
6. Fail to provide a mechanism for official Board, officer, or committee communications.

7. Fail to deal with the Council as a whole except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the Council.
8. Fail to report in a timely manner an actual or anticipated noncompliance with any policy of the Council.

*This policy renumbered by Council April 2008  
2.2.8 Revised by Council November 2008*

### **2.2.9 ENDS FOCUS OF GRANTS OR CONTRACTS**

*The Subsidiary Boards shall not enter into any grant or contract arrangements that fail to emphasize primarily the production of Ends and the mandate given to them by Convention, and secondarily, the avoidance of unacceptable means.*

Accordingly, the Subsidiary Boards shall have in place policies that do not allow their CEO to:

1. Fail to prohibit particular methods and activities to preclude grant funds from being used in imprudent, unlawful, or unethical ways.
2. Fail to assess and consider an applicant=s capability to produce appropriately targeted, efficient results.

*This policy renumbered by Council April 2008*

### **2.2.10 EMERGENCY SUCCESSION OF THE CEO=S OF SUBSIDIARY BOARDS**

*In order to protect the Subsidiary Boards from sudden loss of the services of their CEO, the Subsidiary Boards shall have in place a policy that their CEO shall have no fewer than two other Senior Staff members familiar with Board and CEO issues and processes.*

**NOTE: Policy 2.2.10** as it stands does not apply to the Pension and Insurance Board, the Atlantic Baptist Mission Board, and the Board of Ministerial Standards and Education because the Convention Senior Staff, who serve as their CEO=s, may not be in a position to carry it out. Therefore, **Policy 2.2.10** for these three Boards shall be:

*In order to protect these three subsidiary Boards from sudden loss of the services of their CEO, the Executive Minister shall ensure that there is at least one Senior Staff person and one Support Staff person familiar with the Board and CEO issues and processes for each of these Boards. The Executive Minister shall inform each of the Boards annually who these persons are for its Board.*

*This policy renumbered by Council April 2008*

**2.2.11 MANDATE - ATLANTIC BAPTIST MISSION BOARD**

*The Atlantic Baptist Mission Board shall not fail to carry out the mandate given to it by the Convention, which is to provide a Acentral guiding vision and leadership to the Convention of Atlantic Baptist Churches in the areas of evangelism, church planting, ethnic ministries, and other mission endeavors.@ (Article 2 - Purpose, Constitution of the Atlantic Baptist Mission Board.)*

The mandate also includes the following:

- 1) In cooperation with the Associations, to make decisions regarding Pastoral Ministry Grants,
- 2) To work closely with the Council to achieve the goals of The Convention, and
- 3) To assume responsibility for the property matters, trusts and investments of the previous Home Mission Board.

*This policy renumbered by Council April 2008*

**2.2.12 MANDATE - BOARD OF GOVERNORS OF CRANDALL UNIVERSITY**

*The Board of Governors of Crandall University shall not fail to carry out the mandate given it by the Convention and by the Act to Incorporate Crandall University , which is Ato provide for persons of any race, color or creed, university education in the liberal arts and religion with a philosophy and viewpoint that is Christian, and to assist students to transfer to senior colleges and universities.@*

The above mandate also includes but is not limited to the following responsibilities:

- 1) To have the whole management of the financial affairs of the University,
- 2) To receive and disburse all moneys,
- 3) To control, keep and manage all its property,
- 4) To transact all business relating to property and moneys committed to its care by the Convention or otherwise, and
- 5) At all times and in all things observe and obey those orders and instructions of the Convention that are in harmony with the religious and educational policies of the Convention of Atlantic Baptist Churches.

*This policy renumbered by Council April 2008*

**2.2.13 MANDATE - BOARD OF TRUSTEES OF ACADIA DIVINITY COLLEGE**

*The Board of Trustees of Acadia Divinity College shall not fail to carry out the mandate given to it by the Convention, which is to Abe responsible for the financing of the College and the government, conduct, management and control of the College, and all property, revenues, business and affairs of the College shall be vested in the Board and the Board shall have all powers necessary to perform its duties and achieve the objectives and purposes of the College, as noted in Bill No. 76, an Act to Incorporate Acadia Divinity College, House of Assembly, Nova Scotia, 1968.@*

*This policy renumbered by Council April 2008*

**2.2.14 MANDATE - BOARD OF DIRECTORS OF THE FOUNDATION OF THE CONVENTION OF ATLANTIC BAPTIST CHURCHES**

*The Board of Directors of the Foundation of the Convention of Atlantic Baptist Churches shall not fail to carry out the mandate given to it by the Convention, which is to provide financial services for the benefit of the Churches, Council and Agencies of The Convention.@*

The mandate also requires that the Bylaws of the Baptist Foundation be approved by the Convention.

*This policy renumbered by Council April 2008*

**2.2.15 MANDATE - BOARD OF MINISTERIAL STANDARDS AND EDUCATION**

*The Board of Ministerial Standards and Education shall not fail to carry out the mandate given to it by the Convention, which is to:*

- 1) Individually interview ministerial candidates who are considering training for the Baptist ministry with ordination in view ... to determine their fitness for the pastoral office; to direct them in their course of study; to consider with them the financial obligations involved; and to assist in any way which lies within the jurisdiction of the Board. Further, the Board of Ministerial Standards and Education shall review the progress of the preparation of candidates from time to time and report the same to the appropriate Association committees.@*
- 2) Review the cases of ministers who leave the ministry to enter secular callings outside the denomination ... to determine whether their names shall or shall not remain on the Accredited List of Ministers within the Convention. This will be done with notice and right of appeal to the Executive of Council.@*
- 3) Meet with ministers who are ordained, and recommended by a body in fellowship with the Baptist World Alliance,@ and recommend that they be placed on the Accredited List of Ministers, after ensuring that they have met the conditions set forth in the Recognition of Prior Ordination document.*
- 4) Meet with ordained ministers coming from church bodies not affiliated with the Baptist World Alliance,@ and recommend that they be placed on the Accredited List of Ministers, after ensuring that they have met the conditions set forth in the Recognition of Prior Ordination document.*
- 5) The Board of Ministerial Standards and Education interviews prospective ministerial candidates who are experiencing a call to lay pastoral Christian ministry, normally within the first two years of entrance into the Lay Pastors Training Program and again following receipt of the Lay Pastor Diploma, to determine their fitness for lay pastoral ministry based upon their conversion, call to ministry, education, suitability and their Statement of Faith.*
- 6) Be the authority to oversee all matters pertaining to ministerial credentials on behalf of the CABC, and create policies and procedures for the handling of matters involving credentials which shall include the handling of complaints against persons holding credentials with the CABC.*

*Investigate only those allegations of professional misconduct that fall within the definition of professional misconduct in the Ministerial Standards Document.*

*7) Be the monitors of the Preparing Future Pastors Fund, and in partnership with stakeholders ensuring that only interest of the fund is distributed according to the established guidelines, not drawing on the principal of the fund. Make certain that the funds are invested with the Atlantic Baptist Foundation and work to grow the principal of the fund.*

*This policy renumbered by Council April 2008*

*2.2.15 Revised by Council November 2008*

*2.2.15 Revised by Council November 2010*

### **2.2.16 MANDATE - BOARD OF DIRECTORS OF ATLANTIC BAPTIST SENIOR CITIZENS HOMES INC.**

*The Board of Directors of Atlantic Baptist Senior Citizens Homes Inc. shall not fail to carry out the mandate given to it by the Convention and the Letters Patent of Incorporation issued by the Province of New Brunswick under the Companies Act, which is to:*

*1) ABuild, construct, establish, maintain, and operate dwelling and boarding accommodations and accommodations for nursing home care and therapy for the aged or infirm and such other persons who may desire or reside in or be cared for or accommodated in any establishment of@ Atlantic Baptist Senior Citizen Homes Inc.*

*2) AAssure the good reputation and faithful ministry of the facilities to the glory of God,@... Aemphasize a concern for the quality of life as well as for the length of the life,@ ... and administer the facilities Afor the benefit of the whole person, spiritually, emotionally, and physically.@ (Preamble to the General Bylaws)*

*This policy renumbered by Council April 2008*

### **2.2.17 MANDATE - PENSION AND INSURANCE BOARD**

*The Pension and Insurance Board shall not fail to carry out the mandate given to it by the Convention, which is Ato serve the Convention by:*

*1) Providing financial assistance in cases of need for our pastors, their spouses, widows, widowers, or orphans, and returned missionaries residing in the Atlantic Provinces;*

*2) Administering a Convention Retirement Plan for Convention employees, pastors, and others who qualify under the Regulations of the Board; and*

*3) Administering a Group Insurance Plan or Plans for Convention employees, pastors and others who qualify under the Regulations of the Board.@*

*This policy renumbered by Council April 2008*

### **3. GOVERNANCE PROCESS POLICIES**

#### **3.1 GLOBAL GOVERNANCE COMMITMENT**

*The purpose of the Council of Convention, on behalf of the Assembly of the Convention of Atlantic Baptist Churches, is to ensure that the organization known as the Convention of Atlantic Baptist Churches and its Subsidiary Boards (1) seek to function under the direction of the Holy Spirit in decision-making, (2) achieve appropriate results for appropriate persons at an appropriate cost in accordance with the Ends Policies, and (3) avoid unacceptable actions and situations in accordance with the Executive Limitations Policies.*

##### **3.1.1 COUNCIL AS OWNER-REPRESENTATIVE**

The Council, acting as the agent of the Convention, represents the ownership interests of the Convention of Atlantic Baptist Churches.

1. Although Council members are drawn from the member churches, which are customers (recipients of the services and resources) of the Convention as well as its owners, Council members must distinguish and serve the interests of the churches as owners, not as customers.

- 1.1 Churches as customers are of direct relevance to governance only in that the Council must decide (1) what benefits are to be provided to churches and (2) which churches receive those benefits. Both actions are done on behalf of the churches-as-owners.

- 1.2 It is inappropriate for Council members to bring into Council meetings their home churches= customer relationship with the Convention, except when part of a general Council monitoring of Executive Minister compliance with Council policies about customer benefits or treatment.

2. The ethical obligation of Council members is to represent the entire ownership, not specifically the home church of which they are a member.

- 2.1 Appropriate broad-based input from members must be sought and assimilated.

- 2.2 The full range of member churches= views as to purpose and cost of the Convention must be incorporated into Council deliberations, not just those points of view held personally by Council members.

### **3.1.2 GOVERNING STYLE**

*The Council will govern with an emphasis on (1) outward vision rather than internal preoccupation, (2) encouraging expression of all viewpoints in the decision-making process, (3) strategic leadership more than administrative detail, (4) clear distinction of Council, Executive Minister, and Subsidiary Boards roles, (5) collective rather than individual decisions, (6) the future rather than the past or the present, and (7) proactivity rather than reactivity.*

Accordingly,

1. The Council will cultivate a sense of group responsibility. The Council, not the staff, will be responsible for excellence in governing. The Council will be the initiator of policy, not merely a reactor to staff initiatives. The Council will use the expertise of individual members to enhance the ability of the Council as a body rather than to substitute individual judgments for the Council=s values. The Council will allow no officer, individual, or committee of the Council to hinder or be an excuse for not fulfilling Council commitments.
2. The Council will direct, control, and inspire the organization through the careful establishment of broad written policies reflecting the Council=s values and perspectives about ends to be achieved and means to be avoided. The Council=s major policy focus will be on the intended long-term results outside the organization, not on the administrative or programmatic means of attaining those results.
3. The Council will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation, participation, policy-making principles, respect of roles, and ensuring continuance of governance capability. Continual Council development will include orientation of new Council members in the Council=s governance process and periodic Council discussion of process improvement.
5. The Council will monitor and discuss the Council=s process and performance at each meeting. Self-monitoring will include comparison of Council activity and discipline to policies in the Governance Process and Council - Executive Minister and Subsidiary Boards Linkage categories.

### **3.1.3 COUNCIL JOB DESCRIPTION**

*The job of the Council is to act as the agent of the Convention of Atlantic Baptist Churches in determining and demanding appropriate organizational performance of the Convention and its Subsidiary Boards.*

Accordingly,

- 1 . The Council shall take the initiative to provide the linkage between itself and the churches as outlined in 3.1.1.
2. The Council shall produce written governing policies that, at the broadest levels, address each of the following categories:
  - 2.1 *Ends*: The results, outcomes or benefits the whole organization will produce, who the - recipients will be and the relative cost of each (what good, for whom, at what cost).
  - 2.2 *Executive Limitations of*:
    - (1) *Executive Minister*: Constraints on executive authority that establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
    - (2) *Subsidiary Boards*: Constraints on their authority that establish the prudence and ethics boundaries within which all activity and decisions must take place.
  - 2.3 *Governance Process*: Specification of how the Council conceives, carries out, and monitors its own task.
  - 2.4 *Council Linkage (1) with Executive Minister and (2) with Subsidiary Boards*: How authority and responsibility is delegated and its proper use monitored; the role, authority, and accountability of the Executive Minister and the Subsidiary Boards.
3. The Council will produce assurance of the Executive Minister=s performance in terms of any reasonable interpretation of the Ends and Executive Limitations Policies by submitting annually a written report, duly signed by the Executive Minister and the Chair of the Council, to the Assembly of Convention with a copy to the Executive Minister.
4. The Council will produce assurance of the performance of the Subsidiary Boards in terms of any reasonable interpretation of the mandate given to them by the Convention and the Ends Policies and Executive Limitations - Subsidiary Boards Policies by submitting a written report for each Board, duly signed by the Chair of the Council and the Chair of the Board, to the Convention Assembly with a copy to that Board.

**3.1.4 AGENDA PLANNING**

*To accomplish its job outcomes/products with a governance style consistent with Council policies, the Council will follow an annual agenda that (1) completes re-exploration of Ends Policies annually and (2) continually improves Council performance through Council education and enriched input and deliberation.*

Accordingly,

1. The cycle will conclude each year on the last day of August so that administrative planning and budgeting can be based on accomplishing a one-year segment of the Council=s most recent statement of long-term Ends.
2. The cycle will start with the Council=s development of its agenda for the next year.
  - 2.1 Consultations with selected groups in the ownership or other methods of gaining ownership input will be determined and arranged at the September meeting, to be held during the balance of the year.
  - 2.2 Governance education (e.g., orientation for new members) will be held at the September meeting of the Council.
  - 2.3 Planning for Council education related to Ends determination will be held at the November meeting of the Council, costs to be included in the next budget.
3. Throughout the year, the Council will attend to Aconsent agenda items@ (needs a glossary definition) as expeditiously as possible.
4. Executive Minister monitoring will be included on the agenda as set forth in the section AMonitoring Executive Minister Performance.@
5. Executive Minister remuneration will be decided at the April meeting after a review of monitoring reports received in the last year pertaining to a) the Ends Policies and Executive Limitations Policies, and b) personal and spiritual well-being, and professional development.
6. Regular review of governance policies will be done as part of Council self-evaluation:

Three Year Cycle for Policy Review

<u>Year</u>	<u>September</u>	<u>November</u>	<u>April</u>
1. (2009 – 2010)	None	Governance Process Council-Staff Linkage	Executive Minister: Executive Limitations
2. (2010 - 2011)	None	Ends	Subsidiary Boards

<u>Year</u>	<u>Three Year Cycle for Policy Review (Continued)</u>			Executive Limitations
	<u>September</u>	<u>November</u>	<u>April</u>	
3. (2011 – 2012)	None	Introduction Appendices & Format	None	
1. (2012 – 2013)	None	Governance Process Council-Staff Linkage	Executive Minister: Executive Limitations	
2. (2013 – 2014)	None	Ends	Subsidiary Boards Executive Limitations	
3. (2014 – 2015)	None	Introduction Appendices & Format	None	

Note: Executive Limitations Policies for Executive Minister (Section C) and for Subsidiary Boards (Section D) will be reviewed as the relevant monitoring reports are presented according to the schedules in section F (4.1.5 and 4.1.6).

*3.1.4 Revised by Council April 2008*

*3.1.4 - 6. Revised by Council September 2008*

### **3.1.5 CHAIR=S ROLE**

*The chair assures the integrity of the Council=s process and, secondarily, occasionally represents the Council to outside parties.*

Accordingly,

1. The job result of the chair is that the Council behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
  - 1) Meeting discussion content will be only those issues which, according to Council policy, clearly belong to the Council to decide, not the Executive Minister.
  - 2) Deliberation will be fair, open, and thorough but also timely, orderly, and kept to the point.
2. The authority of the chair consists in making decisions that fall within topics covered by Council policies on Governance Process and Council-Executive Minister and Subsidiary Boards Linkage, except where the Council specifically delegates portions of this authority to others. The chair is authorized to use any reasonable interpretation of the provisions in these policies.
  - 2.1 The chair is empowered to chair Council meetings, with all the commonly accepted power of that position (for example, ruling, recognizing).
  - 2.2 The chair has no authority to make decisions about policies created by the Council within Ends and Executive Limitations Policy areas. Therefore, the chair has no authority to supervise or direct the Executive Minister or the Subsidiary Boards.
  - 2.3 The chair may represent the Council to outside parties in announcing Council-stated positions and in stating chair decisions and interpretations within the area delegated to the chair.
  - 2.4 The chair may delegate this authority, but remains accountable for its use.

### **3.1.6 COUNCIL MEMBERS= CODE OF CONDUCT**

*The Council commits itself and its members to ethical, lawful and responsible conduct consistent with biblical faith and practice. This includes proper use of authority and appropriate decorum when acting as Council members.*

Accordingly,

1. Members must represent unconflicted loyalty to the interests of the Convention of Atlantic Baptist Churches. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs. It also supersedes the personal interest of any Council member acting as a consumer of the organization=s services.
2. Members must avoid conflict of interest with respect to their fiduciary responsibility.
  - 2.1 There must be no self-dealing or any conduct of private business or personal services between any Council member and the organization except as procedurally controlled to assure openness, competitive opportunity, and equal access to inside information.
  - 2.2 When the Council is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall absent herself or himself without comment from not only the vote but also from the deliberation.
  - 2.3 Council members must not use their positions to obtain employment for themselves, family members, or close associates. Should a member desire employment, he/she must first resign.
  - 2.4 Members will annually disclose their involvements with other organizations, with vendors, or any other associations that might produce a conflict.
3. Council members shall not attempt to exercise individual authority over the organization except as explicitly set forth in Council policies.
  - 3.1 Members= interaction with the Executive Minister, the Subsidiary Boards, or with Staff must recognize the lack of authority vested in individuals except when explicitly Council-authorized.
  - 3.2 Members= interactions with public, press, or other entities must recognize the same limitation and the inability of any Council member to speak for the Council except to repeat explicitly stated Council decisions.
  - 3.3 Members will give no consequence or voice to individual judgments pertaining to the performance of the Executive Minister or the Staff.
  - 3.4 Members will respect the confidentiality appropriate to issues of a sensitive nature.

### **3.1.7 COUNCIL COMMITTEE PRINCIPLES**

*Council committees, when used, will be assigned so as to reinforce the wholeness of the Council=s job and so as never to interfere with delegation from Council to Executive Minister and Subsidiary Boards.*

Accordingly,

1. Council committees are to help the Council do its job, never to help or advise the staff. Committees ordinarily will assist the Council by preparing policy alternatives and implications for Council deliberation. In keeping with the Council=s broader focus, Council committees will normally not have dealings with current staff operations.
2. Council committees shall not speak or act for the Council except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the Executive Minister and the Subsidiary Boards.
3. Council committees cannot exercise authority over staff. The Executive Minister works for the full Council and will not be required to obtain approval of a Council committee before an executive action.
4. Council committees are to avoid over-identification with organizational parts rather than the whole. Therefore a Council committee that has helped the Council create policy on some topic will not be used to monitor organizational performance on that same topic.
5. Committees will be used sparingly and ordinarily in an ad hoc capacity.
6. This policy applies to any group that is formed by Council action whether or not it is called a committee and regardless whether the group includes Council members. It does not apply to committees formed under the authority of the Executive Minister.

### **3.1.8 COST OF GOVERNANCE**

*Because poor governance costs more than learning to govern well, the Council will invest in its governance capacity.*

Accordingly,

1. Council skills, methods, and supports will be sufficient to assure governing with excellence.
  - 1.1 Training and retraining will be used liberally to orient new members and candidates for membership, as well as to maintain and increase existing member skills and understandings.
  - 1.2 Outside monitoring assistance will be arranged so that the Council can exercise confident control over organizational performance. This includes but is not limited to fiscal audit.
2. Methods of connecting with and obtaining valid input from the churches of the Convention as owners will be used and funded as needed to ensure that the Council understands their viewpoints and values.
3. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability.
  - 3.1 Up to 3.00% of the annual Council budget for education and training, including orientation of new members, attendance at conferences and workshops, provision of relevant books and articles, and bringing in expert presenters.
  - 3.2 Up to 16.00% of the annual Council budget for financial audit, legal expenses and when needed, other third-party monitoring of organizational performance.
  - 3.3 Up to 30.00% of the annual Council budget for meeting costs.
  - 3.4 Up to 20.00% of the annual Council budget for surveys, focus/ working groups, and other methods of connecting with and obtaining valid input from the ownership.

**(Figures to be recommended by the Executive to the April meeting)**

*3.1.8 Revised by Council November 2009*

*3.1.8 Revised by Council April 2010*

## **4. COUNCIL - EXECUTIVE MINISTER AND CONVENTION ORGANIZATIONS LINKAGE POLICIES**

### **4.1 GLOBAL COUNCIL LINKAGE WITH EXECUTIVE MINISTER AND THE CONVENTION ORGANIZATIONS**

*The Council=s official connections to the day-to-day operations of the Convention of Atlantic Baptist Churches, its Staff and Convention Organizations, their achievements and conduct, shall be primarily through the Executive Minister.*

#### **4.1.1 UNITY OF CONTROL**

*Only decisions of the Council acting as a body are binding on the Executive Minister and the Convention Organizations.*

Accordingly,

1. Decisions or instructions of individual Council members, officers, or committees are not binding on the Executive Minister and the Convention Organizations except in rare instances when the Council has specifically authorized such exercise of authority.
2. In the case of Council members or committees requesting information or assistance without Council authorization, the Executive Minister and the Convention Organizations can refuse such requests that require, in their opinion, a substantial and unreasonable amount of staff time or funds, or are disruptive.

#### **4.1.2 DELEGATION TO THE EXECUTIVE MINISTER AND THE CONVENTION ORGANIZATIONS**

*The Council will instruct the Executive Minister and the Convention Organizations through written policies that prescribe the organizational Ends to be achieved and describe organizational situations and actions to be avoided, allowing the Executive Minister and the Convention Organizations to use any reasonable interpretation of these policies.*

Accordingly,

1. The Council will develop policies instructing the Executive Minister and the Convention Organizations to fulfill the purposes of the Convention. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called *Ends Policies*.
2. The Council will develop policies that limit the latitude the Executive Minister and the Convention Organizations may exercise in choosing the organizational means. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called *Executive Limitations Policies*.
3. As long as the Executive Minister and the Convention Organizations use any *reasonable interpretation* of the Council's Ends and Executive Limitations Policies, the Executive Minister and the Convention Organizations are authorized to establish all further policies, make all decisions, take all actions, establish all practices, and develop all activities.
4. The Council may change its Ends and Executive Limitation Policies, thereby shifting the boundary between Council and the domains of the Executive Minister and the Convention Organizations. By doing so, the Council changes the latitude of choice given to the Executive Minister and the Convention Organizations. But as long as any particular delegation is in place, the Council will respect and support the choices of the Executive Minister and the Convention Organizations.

#### **4.1.3 ACCOUNTABILITY OF THE EXECUTIVE MINISTER**

*The Executive Minister is the Council=s only link to operational achievement and conduct, so that all authority and accountability of Convention Staff, as far as the Council is concerned, is the responsibility of the Executive Minister.*

Accordingly,

1. The Council shall not give instructions to Staff who report directly or indirectly to the Executive Minister.
2. The Council will refrain from evaluating, either formally or informally, any staff other than the Executive Minister.
3. The Council will view Executive Minister performance as identical to organizational performance, so that organizational accomplishment of Council-stated Ends and avoidance of Council-proscribed means will be viewed as successful Executive Minister performance.

#### **4.1.4 ACCOUNTABILITY OF THE CONVENTION ORGANIZATIONS**

*Each Subsidiary Board is the Council=s only link to the operational achievement and conduct of the ministries and/or institutions under that Board, so that all authority and accountability of its Staff, as far as the Council is concerned, is the responsibility of that Board.*

Accordingly,

1. The Council shall not give instructions to Staff who report directly or indirectly to a Convention Organizations.
2. The Council will refrain from evaluating, either formally or informally, the staff appointed by a Convention Organization.
3. The Council will view the performance of each Convention Organization as identical to the organizational performance of the ministries and/or institutions it is responsible for, so that the organizational accomplishment of Council-stated Ends, avoidance of Council-proscribed means and the accomplishment of the Mandate given to it by the Assembly of Convention, will be viewed as successful Convention Organization performance.

**4.1.5 MONITORING EXECUTIVE MINISTER PERFORMANCE**

*Systematic and rigorous monitoring of the job performance of the Executive Minister will be done only in terms of the organization=s accomplishment of the Ends Policies established by the Council and the organization=s operation within the boundaries established by the Council in the Executive Limitations Policies that relate to the Executive Minister.*

Accordingly,

1. Monitoring is simply to determine the degree to which Council policies are being met. Information that does not contribute to this task will not be considered monitoring data.
2. The Council will acquire monitoring data by one or more of three methods: (a) by internal report, in which the Executive Minister discloses compliance information to the Council, (b) by external report, in which an external, disinterested third party selected by the Council or the Convention Assembly assesses compliance with Council policies, and (c) by direct Council inspection, in which a designated member or members of the Council assess compliance with the appropriate policy criteria.
3. In every case, the standard for compliance shall be any reasonable interpretation by the Executive Minister of the Council policies being monitored. When the Executive Minister is in doubt about the interpretation of any Purpose or Executive Limitations Policy, he shall ask the Council for clarification. When there is difference of opinion about the interpretation of a Policy, the Council shall make changes or additions that clarify the issues involved.
4. All policies that instruct the Executive Minister will be monitored at a frequency and by a method chosen by the Council. The Council can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule.

<b><i>Policies - Executive Minister</i></b>	<b><i>Method</i></b>	<b><i>Frequency</i></b>
<i>Ends/Purpose Policies</i>	Internal	September April
<i>Global Executive Constraint - Executive Minister</i>	Internal	September November April
<i>Treatment of Those Who Use Our Services</i>	Internal	November Mtg.
<i>Treatment of Employees</i>	Internal	November Mtg.
<i>Treatment of Volunteers</i>	Internal	November Mtg.
<i>Compensation and Benefits</i>	Internal	November Mtg.
<i>Compensation and Benefits</i>	External	Every three years
<i>Financial Planning and Budgeting</i>	Internal	April Mtg.
<i>Financial Condition and Activities</i>	Internal	September November April
<i>Financial Condition and Activities</i>	External	April Mtg.
<i>Asset Protection</i>	Internal	April Mtg.
<i>Asset Protection</i>	External	April Mtg.
<i>Communication and Support to the Council</i>	Direct	November Mtg.
<i>Ends Focus of Grants or Contracts</i>	Internal	September Mtg.
<i>Emergency Executive Minister Succession</i>	Internal	September Mtg.

#### **4.1.6 MONITORING PERFORMANCE OF THE CONVENTION ORGANIZATIONS**

*Systematic and rigorous monitoring of the job performance of the Convention Organizations will be done only in terms of the Boards= accomplishment of the Ends Policies established by the Council, the Boards= operation within the boundaries established by the Council in the Executive Limitations Policies that relate to the Convention Organizations, and the Mandates given to them by the Assembly of Convention.*

Accordingly,

1. Monitoring is simply to determine the degree to which the policies established by the Council are being met. Information that does not contribute to this task will not be considered monitoring data.
2. The Council will acquire monitoring data by one or more of three methods: (a) by annual internal reports, in which the Chairs of the Convention Organizations or their designates present a written monitoring report directly to the Council, (b) by external report, in which an external, disinterested third party selected by the Council or the Convention Assembly assesses compliance with Council policies, and (c) by direct Council inspection, in which a designated member or members of the Council meet with a Convention Organization to assess compliance with the appropriate policy criteria.
3. In every case, the standard for compliance shall be any reasonable interpretation by the Convention Organization of the Council policies being monitored. When a Convention Organization is in doubt about the interpretation of any Purpose or Executive Limitations Policy, they shall ask the Council for clarification. When there is a difference of opinion about the interpretation of a Policy, the Council shall make changes or additions that clarify the issues involved.
4. All policies that instruct the Convention Organizations will be monitored at a frequency and by a method chosen by the Council. The Council can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule.

#### ***Policies – Convention Organizations***

The Chairs of the Convention Organizations, or their designates, will give monitoring reports annually according to the following schedule:

*September Meeting of the Council:*

Atlantic Baptist Mission Board

*November Meeting of the Council:*

Board of Governors of Crandall University

Board of Trustees of Acadia Divinity College

Board of Ministerial Standards and Education

*April Meeting of the Council:*

Board of Directors of the Foundation of the Convention of the Atlantic Baptist Churches

Pension and Insurance Board

Board of Directors of Atlantic Baptist Senior Citizens= Homes Inc.

The Convention Organizations will present, according to the above schedule, annual reports to the Convention Council that demonstrate performance compliance with the following policies:

*Ends/ Purpose Policies*

*Global Executive Constraint - Subsidiary Boards*

*Treatment of Those Who Use Their Services*

*Treatment of Employees*

*Treatment of Volunteers*

*Compensation & Benefits For Their Employees*

*Financial Planning & Budgeting*

*Financial Condition & Activities*

*Asset Protection*

*Communication and Support To The Council*

*Ends Focus of Grants or Contracts*

*Emergency CEO Succession*

*Mandate of the Board*

*NOTE: Section 4 (Pages F-1 to F-6) Reviewed and Approved November 2007*

*NOTE: Section 4 (Pages F-1 to F-6) Reviewed and 4.1, 4.1.1, 4.1.2, 4.1.3, 4.1.4, 4.1.6, Revised April 2011*



## CONVENTION OF ATLANTIC BAPTIST CHURCHES COVENANT OF CHRISTIAN WORKERS

### 1. OUR MUTUAL COVENANT

Called as servants of God (Matthew 4: 19) and Christian workers within the Convention of Atlantic Baptist Churches (Ephesians 4: 11), we commit ourselves to the spiritual disciplines of the Christian faith (Acts 6: 4, Matthew 9: 15), as well as physical health (I Corinthians 6: 19), mental fitness (Romans 12: 2), emotional well-being (Galatians 5: 22, 23), sexual purity (Ephesians 5: 3), sound financial management (1 Timothy 6: 5-10, 2 Corinthians 9: 6, 7), truthfulness (Ephesians 4: 15), and integrity (Ephesians 5: 8-10).

### 2. DEFINITIONS

**The Convention of Atlantic Baptist Churches** is a network of Baptist Churches and Associations in Atlantic Canada, which have joined together for fellowship, cooperative ministry, and mission. They express themselves through their delegates meeting in Assembly by electing/appointing a Council, Officers, an Executive Minister, and Convention Organizationsto carry out, on their behalf, various ministries and to operate the institutions they own.

**A Christian Worker** is any person employed by or working as a volunteer on behalf of the Convention of Atlantic Baptist Churches (**CABC**), its Council and Subsidiary Boards.

### 3. THE NATURE OF OUR COVENANT

Our covenant is based upon mutual trust and recognizes the maturing process of each individual under the lordship of Christ. Our style of work is based on the development of a Christian worldview through an on-going reflection on the interrelationship between biblical studies, theology, sociology, psychology, and other areas of study.

We undertake to promote the highest Christian values within Atlantic Canadian culture in both urban and rural settings, individually and collectively, cross-culturally, interracially, and between men and women.

Our core values are based on God=s love for us, our love for God, a hunger and thirst for his truth and righteousness, our love for one another, and our unity in Christ. We seek to be disciples of Christ by following his example and obeying his commands. We seek to live sacrificial, righteous, and holy lives, and to promote justice, service, reconciliation, a sense of community, and personal and collective repentance. We understand that the nature of this covenant begins with God=s self-revelation to us and that our chief purpose in life is to glorify God.

We celebrate the uniqueness of each Christian worker, and we encourage one another=s personal growth and fulfillment in life. We acknowledge that much of life happens within the process of many small decisions. We seek to integrate all of these into the larger vision of the Convention of

Atlantic Baptist Churches, its Council and Subsidiary Boards. Our work is mainly in the Atlantic Provinces, but extends to the rest of Canada and overseas through Canadian Baptist Ministries and other organizations.

#### **4. OUR COMMITMENT TO ONE ANOTHER**

As CABC Christian Workers, we will:

- 1) Prayerfully support our fellow CABC Christian workers in carrying out their responsibilities and in their endeavors to enlarge the Kingdom of God through service in their churches, communities, and denominational involvement.
- 2) Work diligently, seeing our work as a service unto the Lord and striving to bring glory to him in all that we do.
- 3) Work with others in ensuring that CABC Christian workers have adequate time for personal spiritual growth and for continuing educational experiences.
- 4) Work with others in ensuring that the need of CABC Christian workers for physical, emotional, and spiritual renewal is met by providing opportunities for weekly rest and an annual vacation.
- 5) Encourage CABC Christian workers to maintain wholesome marital and family relationships. We will respect the families of our fellow CABC Christian workers and place no expectations upon them that we would not place upon ourselves.
- 6) Work together with our fellow CABC Christian workers in a relationship of mutual accountability.
- 7) Respect and honor the freedom of our fellow CABC Christian workers to have access to the Staff, the Council, or the Subsidiary Boards in cases where concerns need to be expressed or where conflict situations need to be resolved, while respecting the Policies, Constitution, and Bylaws of the CABC.

#### **5. OUR MORAL COMMITMENT**

As CABC Christian Workers, we will:

- 1) Be truthful and honest in all our dealings and communication (Exodus 20:16; Ephesians 4:25),
- 2) Respect and protect the intellectual and real property rights of others, individually and corporately, and particularly those of the Convention of Atlantic Baptist Churches, its Council and Subsidiary Boards (Romans 13:8-10; Exodus 20:15),
- 3) Be respectful of one another in action and conversation (Romans 12:10; Exodus 20:17),
- 4) Be sexually pure, refraining from such activities as adultery, fornication, homosexual practices, and the use of pornographic materials (Exodus 20:14; I Corinthians 6:18-20; Ephesians 5:3),
- 5) Be upright in speech, refraining from blasphemous and vulgar language (Exodus 20:7; Ephesians 5:4),
- 6) Affirm Christ's preeminence in our lives and refrain from all involvement in the occult (Lev. 19:31; 20:6; Deut. 18:9-13; Matthew 6:33; Acts 16:16-18),

7) Be exemplary in personal habits, refraining from activities that could result in personal offence or repercussions for the Convention of Atlantic Baptist Churches, its Council and Subsidiary Boards (Romans 14:13-22; Proverbs 23:20-21; Proverbs 20:1; Ephesians 5:18), and

8) Be committed to Christian standards in all aspects of life (I Corinthians 10:31-33; I Timothy 6:11).

## **6. OUR COMMITMENT TO TEAM RELATIONSHIPS**

We will celebrate the common values that are expressed in this covenant. We will act and speak with confidence in one another, and we will communicate openly and respectfully with one another.

We will respect the corporate wisdom of the overall CABC family. We will receive constructive criticism graciously and remain open to suggestions from one another. In our work, we will each carry our share of team responsibilities. We will also not allow special, unauthorized projects to get us sidetracked from our main responsibilities. We commit ourselves to viewing occasional conflicts as normal and expected, and, therefore, we will engage in due process with one another to resolve such conflicts.

We will encourage others and allow them to excel in their work. We will assist others to grow in their Christian life and ministry, and we will allow them to encourage our growth. We will seek to respect the leadership function of those appointed to leadership positions in the Convention of Atlantic Baptist Churches, its Council and Subsidiary Boards.

We will seek to develop a loving, honest, daily relationship with the Lord, and accept the discipline of regular intercession for our colleagues in the ministry of the Convention of Atlantic Baptist Churches, its Council and Subsidiary Boards.

## **7. OUR COMMITMENT TO THE CABC**

We will uphold the reputation and integrity of the gospel of Christ and the CABC in the world. We will responsibly exercise the freedom of our position and respect the freedom of others. We will endeavor to bring glory to God by being and making disciples of Jesus Christ (Matthew 28:18-20) and by demonstrating his love to a hurting world (Matthew 22:37-40) in the power of the Holy Spirit (Acts 1:8). To accomplish this, we will evangelize, teach, and serve in the name of Christ. We will encourage CABC to continue to set new directions under the guidance of the Holy Spirit. We will exercise confidence in those elected to share leadership responsibility, trusting their corporate wisdom, and we will take steps to enable their development in ministry. When we become aware of problems within the leadership or in the lives of our colleague(s), we will follow biblical patterns for confronting difficulties. We will openly receive constructive criticism and suggestions intended to strengthen the common ministry of the Convention of Atlantic Baptist Churches, its Council and Subsidiary Boards.

We will not knowingly misrepresent our educational training, our past experience, or our titles and privileges. If we decide to resign our position, we will give adequate notice and ensure that we deal fairly with the Convention of Atlantic Baptist Churches, its Council and Subsidiary Boards throughout our departure.

## **8. OUR COMMITMENT TO FAMILY RELATIONSHIPS**

We will celebrate the Christian institution of marriage as a life-long covenant relationship between one man and one woman before God as a witness to the loyalty and exclusiveness of God=s love. We will encourage nurturing relationships within our homes in which parents and children grow in love and trust, in responsible independence and interdependence, and in discipleship to Jesus Christ. We believe that the family is a microcosm of the body of the Church, the Body of Christ, and that the biblical instructions for life in the Body apply to the family.

We also celebrate the vocation of singleness as a witness to the breadth and inclusiveness of God=s love. The Christian teaching of celibacy plays out the mystery of the bride of Christ.

## **9. OUR COMMITMENT TO THE LOCAL CHURCH**

We commit ourselves to membership in a local church and strive to make our membership meaningful through worship, participation, and service. We will respect both the autonomy and the interdependence of local churches. We will encourage cooperation between churches and between associations. We will foster the development of a strong sense of a CABC family

## **10. OUR COMMITMENT TO DISCIPLINE AND RESTORATION**

Accepting or continuing in a volunteer or paid position with the CABC, its Council and Subsidiary Boards, implies a willingness to live within the confines of this covenant. Failure to fulfill one=s covenant obligations could result in discipline ranging from a gentle rebuke to dismissal. The ultimate goal of discipline is restoration to acceptable ministry within the body of Christ. Where this is not possible or feasible, the goal is to reclaim the offender to a wholesome life within the Christian community.

In the event of significant breaches of the Christian Worker=s Covenant, the following avenues of redress are available:

- 1) In lodging a complaint, the complainant should follow the protocol in place for that part of the CABC in which he or she is working as an employee or a volunteer.
- 2) In the case of complaints of sexual or professional misconduct by a Minister or Pastor, the AProtocol for Situations of Professional or Sexual Misconduct in CABC@ will come into effect.
- 3) In the case of criminal offenses, complaints will normally be referred to the appropriate authorities.

**CONSTITUTION OF THE CONVENTION  
OF ATLANTIC BAPTIST CHURCHES**

**(Revised after Assembly 2008)**

**ARTICLE I**

The "**Convention of Atlantic Baptist Churches**" (hereinafter referred to as **The Convention**) came into existence on the basis of a statement of doctrine and polity entitled "1905/06 Basis of Union." The Convention shall be composed of those bodies which have covenanted to work together, under the Lordship of Jesus Christ, and under the authority of the Bible which is the all-sufficient ground of faith and practice.

---

**ARTICLE II**

- (1) The **Mission** of The Convention is to bring glory to God by making disciples of Jesus Christ (Matthew 28:18-20) and by demonstrating His love to a hurting world (Matthew 22:37-40) in the power of the Holy Spirit (Acts 1:8).
  - (2) The **Objectives** of The Convention are to: Evangelize; Teach; and Serve.
  - (3) The Convention will express its ongoing vision by providing the organizational framework, participatory processes, programs and personnel required to fulfil these objectives, while honouring the autonomy of the local church.
- 

**ARTICLE III**

- (1) The following persons will be recognized as **accredited delegates** to The Convention Assembly, being in every case a member of one of the Churches in The Convention and a believer who has been baptized by immersion:
  - (a) Two delegates from each of the Associations of The Convention.
  - (b) Each church, connected with any of the Associations of The Convention, which contributes annually to the objectives of The Convention shall be entitled to send three (3) delegates for the first fifty members or fraction thereof to represent it at any meeting of The Convention Assembly, an additional two (2) delegates for the second fifty members or fraction thereof, and a further delegate for each one hundred additional members or fraction thereof, but no church shall be entitled to send more than ten (10) delegates and such delegates shall be officially appointed by the church.
  - (c) Every ordained minister in good standing within The Convention.
  - (d) Every holder of a License to Minister from The Convention or any of the above Associations.
  - (e) Active and retired missionaries of Canadian Baptist Ministries being members of churches in The Convention.

- (2) The following persons shall be ex officio delegates to The Convention being in every case a member of one of the churches in The Convention and a believer who has been baptized by immersion:
- (a) The Officers of The Convention and the members of The Council of The Convention.
  - (b) All appointees to Boards and Committees of The Convention.
  - (c) The Director of Operations, the Director of Atlantic Baptist Mission, the Director of Youth and Family, the Director of Communications, the Editor of The Atlantic Baptist, the Area/Regional Ministers, and such other staff as are approved at any regular meeting of The Convention.
  - (d) The Principal, Associate Principal and the Faculty of Acadia Divinity College and the President and the Faculty of Crandall University .

---

#### **ARTICLE IV**

The **Officers** of The Convention shall consist of the President, the Past President, the Vice-President, and the Executive Minister.

---

#### **ARTICLE V**

The **Vice-President** of The Convention, elected at the previous year's sessions and serving the year in office shall become the President for the ensuing year. Should he/she, during his/her term of office as Vice-President be required to replace the President due to the President's retirement from office for any cause he/she shall be deemed to be Acting President for the remainder of the term and be eligible as above for the position of President for the ensuing year. Should the Vice-President decline to serve as President, the Nominating Committee would then place other names in nomination in the usual manner.

---

#### **ARTICLE VI**

- (1) The **Council** of The Convention, acting as the agent of The Convention between assemblies of The Convention, shall have the **responsibility** to:
- (a) provide visionary and strategic leadership;
  - (b) present to The Convention meeting in assembly suggested goals to achieve the mission of The Convention in the areas of evangelism, teaching and service;
  - (c) develop the policies and strategies to achieve the goals approved by The Convention meeting in assembly;
  - (d) on behalf of The Convention, hold all affiliated boards and agencies accountable to these goals;
  - (e) oversee the financial affairs of The Convention and the drawing of the budget for Assembly;

- (f) report annually to The Convention meeting in assembly regarding the achievement of its work in the above areas.
- (2) The Council of The Convention shall be composed of the President, the Past President, the Vice-President, and twelve (12) persons (three of whom shall retire each year) elected by The Convention meeting in assembly. Council members shall be elected for a four year term. Any retiring member is eligible for re-election after a lapse of two years.
- (3) The Executive Minister shall be a member of The Council without vote.
- (4) The Council will normally meet four times each year in different locations throughout the Atlantic Provinces, one of which will coincide with the annual assembly of The Convention.
- (5) The Council will appoint Working Groups as needed for specific purposes and for defined periods of time. Members of these groups will be selected on the basis of their interest and expertise. By decision of The Council a Working Group may work with or under the supervision of a Senior Staff member, a member of The Council, or a Chairperson appointed by The Council.

---

## **ARTICLE VII**

**The Convention shall meet annually in Assembly**, at a time and location as recommended by The Council and agreed upon by The Convention Assembly.

A special meeting of The Convention may be called at any time by the President on requisition of The Council or a majority of the constituted Boards or a majority of the Associations of The Convention.

---

## **ARTICLE VIII**

The Convention may make or amend **regulations** concerning procedure for the issuing of Licenses to Minister, ordination of ministers and establishment of educational and moral standards relating thereto, provided that notice of motion is given at the previous Assembly of The Convention and provided further that there is a two-thirds affirmative vote.

---

## **ARTICLE IX**

(1) There shall be the following **Boards and Committees**:

- (a) **Board of Governors of Acadia University**, to which beginning in 1988 and every sixth year thereafter The Convention shall appoint four Governors, and in 1991 and every sixth year thereafter, The Convention shall appoint five Governors, to hold office from the 1<sup>st</sup> day of October next following until the 30<sup>th</sup> of September next following the date of taking office, in accordance with resolutions passed in 1891, 1966, 1985 and in accordance with an Act of the Legislature of Nova Scotia passed on May 19, 1891, and most recently revised in 1986 (an Act respecting Acadia University). Notwithstanding the above, all members of the Board of Governors appointed by The Convention who hold office as of August 31, 1986 shall be entitled to serve the remainder of their respective terms. However, in accordance with the

above legislation, a Governor shall always be eligible for reappointment. Anyone shall be eligible for appointment to, or service upon the Board of Governors who is a member in good standing of one of the churches of The Convention or Canadian Baptist Ministries, but no member of the full time teaching staff at Acadia University is so eligible.<sup>1</sup>

(b) **Board of Trustees of Acadia Divinity College** of the Convention of Atlantic Baptist Churches, shall be composed of eighteen (18) members, twelve (12) elected by The Convention, three (3) appointed by the Board of Governors of Acadia University from among The Convention appointees to the Board of Governors, and three (3) ex-officio members with vote - the Executive Minister of The Convention, the President of the College, and the President of Acadia University. Of the twelve (12) trustees elected by the Convention, seventy-five percent (75%) shall be nominated by the Nominating Committee of The Convention and twenty-five percent (25%) shall be nominated by the Board of Trustees. The Board shall be responsible for the financing of the College and the government, conduct, management and control of the College, and all property, revenues, business and affairs of the College shall be vested in the Board and the Board shall have all powers necessary to perform its duties and achieve the objectives and purposes of the College, as noted in Bill No. 76, an Act to Incorporate Acadia Divinity College, House of Assembly, Nova Scotia, 1968. The Board of Trustees shall report to The Convention at its annual meeting.

(c) **Atlantic Baptist Mission Board**, shall be composed of seven members elected by The Convention, the Director of Atlantic Baptist Mission and the Superintendent of the Home Mission Department of the United Baptist Woman=s Missionary Union.

The Board shall:

- (1) ensure that a central guiding vision is maintained in the areas of evangelism, church planting, ethnic ministries and special mission projects;
- (2) in co-operation with Associations, make decisions regarding Pastoral Ministry Grants;
- (3) work closely with the Council to achieve the goals of The Convention.
- (4) assume responsibility for the property matters, trusts and investments of the previous Home Mission Board.
- (5) report to The Council and The Assembly at its annual assembly.

(d) **Atlantic Section of Canadian Baptist Ministries**, composed of three members elected by The Convention plus the President of Atlantic Baptist Women. The Executive Minister shall be an ex officio member without vote.

---

1

For Information: An Act of the Legislature of Nova Scotia (An Act Respecting Acadia University), as revised in 1986 provides that the Board of Governors of the University includes that person who holds the office of Principal of the Acadia Divinity College, as long as the person holds that office@.

- (e) **Board of Ministerial Standards and Education** with nine elected members together with the Principal of Acadia Divinity College or designate; the President of Crandall University or designate; the Director of Atlantic Baptist Mission; the Executive Minister of The Convention and the Regional Ministers who shall be members without vote.
- (f) A **Board of Ministers= Annuity Fund** which shall be composed of five (5) members elected by The Convention, plus the Director of Operations and the secretary to the Board.
- (g) **A Board of Governors of Crandall University** shall be composed of not less than ten (10) and not more than twenty-five (25) members elected by The Convention. The number of members nominated for election by The Convention shall be approved by the Council of Convention and be in effect from time to time. Of those members elected, seventy-five percent (75%) shall be nominated by the Nominating Committee of The Convention and twenty-five percent (25%) shall be nominated by the Board of Governors. In addition there may be three members whose appointments are ratified annually by The Convention. Those members whose appointments shall be ratified annually by The Convention shall be limited to three members: one shall be a member of the faculty of Crandall University as selected by the faculty, one shall be a representative of the Crandall University Student Association as selected by the Student Association, and one shall be a member of the Alumni of Crandall University as selected by the alumni. Those members whose appointments shall be ratified annually by The Convention shall be exempt from the standard term of office as stated in Article X and shall not be required to be a member of a church within The Convention.
- (h) **Directors of Atlantic Baptist Senior Citizens' Homes, Inc.** shall consist of twelve (12) members elected by The Convention of which one (1) must be from each province in which there is an Atlantic Baptist Senior Citizens= Homes, Inc. facility.
- (i) **Board of Directors of the Foundation of the Convention of Atlantic Baptist Churches** shall be composed of not less than twenty-one (21) and not more than twenty-four (24) members elected by The Convention, plus the following ex officio non-voting members: the President and the Executive Minister of The Convention. Of these elected members, seventy-five percent (75%) shall be nominated by the Nominating Committee of The Convention and twenty-five percent (25%) shall be nominated by the Board of Directors.

The objects and purposes of the Baptist Foundation shall be to provide financial services for the benefit of the Churches, Council and Agencies of The Convention.

The activities of the Baptist Foundation shall be carried on in the Provinces of Nova Scotia, New Brunswick, Prince Edward Island, and Newfoundland & Labrador.

The registered office of the Baptist Foundation shall be located in the Halifax Regional Municipality, County of Halifax, Province of Nova Scotia.

The By-laws of the Baptist Foundation are to be approved by The Convention.

- (j) And such other Boards and Committees as may be established by The Convention.

---

## **ARTICLE X**

Unless otherwise provided by this Constitution or the Act of legislation constituting the Board:

- (1) One-third (1/3) of the members of each Board and Committee of The Convention shall retire each year in the order of their appointment, as nearly as possible.
- (2) Board and Committee members shall be elected for a period of three (3) years and shall be eligible for re-election at the close of that period. No members of any Board or Committee however, or the holder of any office in The Convention shall serve longer than six (6) years consecutively on any Board or Committee or in any office, but any retiring member is eligible for election after a lapse of one (1) year. This rule does not apply to the Executive Minister, the Director of Atlantic Baptist Mission, the Director of Operations, the Director of Youth and Family, the Director of Communications, the Regional Ministers, the Treasurer of a denominational Board, nor a member of the Board of Governors of Acadia University.
- (3) Any member of a Board or Committee who removes from the geographical area served by The Convention shall automatically cease to be a member of such Board or Committee, and a replacement shall be made by the Nominating Committee next in session, if not sooner replaced as hereinafter provided.
- (4) Any member appointed to serve the unexpired term of another shall be considered as having filled the appointment for the full term of three years and shall, under the six-year rule be eligible for only one more three-year term before retiring for at least one (1) year.
- (5) Any member of a Board or Committee who has lost "good standing" or membership with his/her local church shall automatically cease to be a member of such a Board or Committee, and a replacement shall be made by the Nominating Committee next in session, if not sooner replaced as hereinafter provided.

---

## **ARTICLE XI**

Any vacancies in the Convention Council, Boards, Committees, or representatives to other bodies, occurring between the Annual Assemblies of The Convention, may be filled, if it seems prudent to do so, by The Council, after seeking nominations from the Nominating Committee. Any persons appointed in this way will serve until the next Assembly of the Convention, and his/her name shall be added to the Report of the Nominating Committee to the next Convention Assembly, if he/she is willing to complete the unexpired term.

---

## **ARTICLE XII**

This Constitution shall not be altered or amended except by vote of two-thirds of the delegates voting at any assembly of The Convention. Written notice of any proposed alteration(s) or amendment(s) that has been processed and recommended by the Council of Convention shall be mailed or emailed to each church of the Convention at least one hundred and eighty (180) days prior to such Assembly and a copy of the proposed alteration(s) or amendments(s) that have not been processed and recommended by the Council of Convention shall be given at the previous Annual Assembly of The Convention and a copy of the proposed alteration(s) or amendment(s) shall be made available to each delegate attending the Assembly.

---

## **ARTICLE XIII**

The following rules of order shall apply to meetings of The Convention:

- (1) Every sitting shall be opened and closed with prayer.

- (2) Persons invited to a seat may speak on all subjects under debate, but vote on none.
- (3) No person shall speak more often than twice on any motion, unless by permission of the body.
- (4) Motions made and lost shall not be recorded in the minutes unless so ordered at the time.
- (5) The governance of the body and the regulation of its proceedings shall be strictly in accordance with parliamentary usage so called.
- (6) That the question be now put is not debatable and if resolved by a two-thirds affirmative vote, the pending question shall be put forthwith without debate and if the first mentioned motion is defeated, the debate on the pending questions shall continue until otherwise ended.
- (7) That there be a three (3) minute time limit for each speaker.
- (8) That there be 42 minutes for each issue under debate unless permission for extension is granted by the body on motion approved by a two-thirds affirmative vote. The motion to extend is not debatable.
- (9) That items be given in writing to the Executive Minister at least 24 hours before presentation for debate.
- (10) Immediately after the opening of The Convention assembly, these rules shall be distinctly read from the Chair.



Consumer and  
Corporate Affairs  
Canada  
Corporations Act

Consommation et  
Corporations  
Loi canadienne  
sur les corporations

C A N A D A

LETTERS PATENT

WHEREAS an application has been filed to  
incorporate a corporation under the name

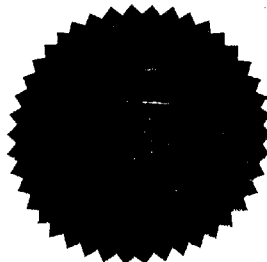
COUNCIL OF THE UNITED BAPTIST CONVENTION  
OF THE ATLANTIC PROVINCES

THEREFORE the Minister of Consumer and  
Corporate Affairs, by virtue of the powers  
vested in him by the Canada Corporations  
Act, constitutes the applicants and such  
persons as may hereafter become members in  
the corporation hereby created, a body corporate  
and politic in accordance with the provisions  
of the said Act. A copy of the said application  
is attached hereto and forms part hereof.

DATE of Letters Patent - June 18, 1975.

GIVEN under the seal of office of the Minister  
of Consumer and Corporate Affairs.

  
for the Minister of Consumer  
and Corporate Affairs



RECORDED 20th August, 1975.

Film 382 Document 156

*David D. R. Schmayer*  
Deputy Registrar General of Canada

APPLICATION FOR INCORPORATION UNDER THE CANADA CORPORATIONS ACT

TO: The Minister of Consumer and Corporate Affairs

The application of Keith Rupert Hobson, Daniel Arthur Dryer and Lily Rae Curry, all of the City of Saint John, County of Saint John, Province of New Brunswick.

RESPECTFULLY SHEWETH AS FOLLOWS:

The undersigned applicants are desirous of obtaining and hereby apply to the Minister of Consumer and Corporate Affairs for grant of letters patent under the provisions of Part II of the Canada Corporations Act, constituting your applicants and such others as may become members of the corporation thereby created, a body corporate and politic without share capital under the name of COUNCIL OF THE UNITED BAPTIST CONVENTION OF THE ATLANTIC PROVINCES.

The undersigned have satisfied themselves and are assured that the proposed corporate name under which incorporation is sought is not the same or similar to the name under which any other company, society, association or firm in existence is carrying on business in Canada or is incorporated under the laws of Canada or any province thereof or so nearly resembles that name as to be calculated to deceive, except that of the United Baptist Convention of the Atlantic Provinces, whose consent to the use of the said name by the proposed corporation is transmitted herewith, and that it is not a name which is otherwise on public grounds objectionable.

Your applicants are each of the full age of twenty-one years and have power under law to contract. The name, place of residence, and calling of each of the applicants are as follows:

- 2 -

Keith Rupert Hobson	112 Princess Street, Saint John, N. B.	Executive Minister
Daniel Arthur Dryer	51 Queen Street, Saint John, N. B.	Clergyman
Lily Rae Curry	68 Canon Street, Saint John, N. B.	Retired Secretary

Your Applicants will be the first directors of the Corporation.

The purposes for which incorporation of the proposed corporation is sought are to further by all proper and legitimate agencies and means the development of the interests of the United Baptist Convention of the Atlantic Provinces in accordance with its Constitution and, in the furtherance of such purposes, to use any funds made available to the Corporation by the said Convention, or from gifts, legacies or donations from any source, for the support of the work of the boards, commissioners, institutions and organizations referred to in the said Constitution.

The operations of the Corporation are to be carried out in more than one province of Canada.

The head office of the proposed Corporation will be situate at the said City of Saint John.

Upon the dissolution of the Corporation any assets remaining after the payment and satisfaction of the debts and liabilities shall be transferred to an organization or organizations in Canada having cognate or similar objects.

Your applicants have signed a Memorandum of Agreement setting out the proposed By-laws of the Corporation and an undertaking that the corporation shall be carried on without pecuniary gain to its members and that any profits or other accretions to the corporation shall be used in promoting its purposes. The said Memorandum of Agreement is transmitted herewith.

The undersigned therefore request the grant of letters patent constituting them, and such other persons as hereafter

- 3 -

become members of the Corporation, a body corporate and politic  
without share capital for the purposes above set forth.

DATED at Saint John, New Brunswick the 30th day 1975  
of May A.D. 1975.

SIGNATURE OF WITNESSES

Susan L. Williams  
Susan L. Williams  
Susan L. Williams

SIGNATURE OF APPLICANTS

Keith Rupert Hobbs  
Donald Arthur Hayes  
Willy Rae Henry

BY-LAWS

COUNCIL OF THE UNITED BAPTIST CONVENTION  
OF THE ATLANTIC PROVINCES

Incorporated by Letters Patent effective June 18, 1975

CONDITIONS OF MEMBERSHIP

1. Membership in the Corporation shall be limited to persons who are members of one of the Churches of The United Baptist Convention of the Atlantic Provinces (hereinafter referred to as "The Convention") and who hold one of the following offices under the Constitution of The Convention:

President  
Past President  
Vice-President  
Executive Minister  
President of the United Baptist Woman's  
Missionary Union  
President of the Atlantic Baptist Young  
People's Convention  
Chairman of the Board of Directors of  
Atlantic Baptist College  
Chairman of the Board of Trustees of Acadia  
Divinity College  
Chairman of the Board of Publication  
Chairman of the Eastern Section of the  
Canadian Baptist Overseas Mission Board  
Chairman of the Board of Baptist Men  
Chairman of the Board of Ministerial  
Standards and Education  
Chairman of the Board of Directors of Atlantic  
Baptist Senior Citizens Home  
Chairman of the Board of Directors of the  
Foundation of the Convention  
Administrator-Treasurer  
Directors of Training and Evangelism  
Editor  
Pastors-at-Large  
Member of Council elected under the  
Constitution of the Convention

2. Any member may withdraw from the Corporation by delivering a written resignation to the Secretary of the Corporation.

MEETINGS

3. The annual meeting of members of the Corporation shall be held during the month of September and two other regular meetings of members shall be held during the months of April and August unless otherwise determined by the Board of Directors.

- 2 -

4. Special meetings of the members of the Corporation may be called by the Chairman, and shall be called on the written request of at least ten members.
5. All meetings of members of the Corporation shall be held at the Baptist Building in Saint John, New Brunswick, or elsewhere in the Atlantic Provinces as designated by the Board of Directors.
6. Twenty-one days' prior written notice of any regular meeting of the members, and ten days' prior written notice of any special meeting, shall be given by the Secretary to each member and shall state the major items of business to be considered at the meeting to which it relates.
7. Each member shall have the right to one vote at any meeting of members, provided that members being the Administrator-Treasurer, Directors of Training and Evangelism, Editor, Pastors-at-Large and General Secretary of the Canadian Baptist Overseas Mission Board, as designated under the Constitution of The Convention, shall have no right to vote.
8. Fourteen voting members of the Corporation shall constitute a quorum at any meeting of members.
9. At all meetings of members of the Corporation every question shall be determined by a majority of votes unless otherwise expressly provided by the Canada Corporations Act or these By-laws.

ENACTING, REPEALING AND AMENDING BY-LAWS

10. The By-laws of the Corporation may be enacted, repealed or amended by by-law sanctioned by affirmative votes of at least two thirds of the members of the Corporation at a meeting duly called for the purpose of considering such by-law after approval of the Convention in accordance with its requirements for constitutional amendment, provided that the repeal or amendment of by-laws not embodied in the letters patent incorporating the Corporation shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

DIRECTORS, OFFICERS AND COMMITTEES

11. The property and business of the Corporation shall be managed by the members of the Corporation while in session and, between sessions of the Council, by a Board of nine Directors consisting of the persons from time to time holding office under the Constitution of The Convention as President, Past President, Vice-President, Executive Minister and Administrator-Treasurer and four other members elected at each annual meeting of the members of the Corporation, all of which Directors shall serve without remuneration. The appointment of the Directors shall take effect from the date of election to office under the Constitution of the Convention or election as Director at the annual meeting of members of the Corporation, as the case may be.

- 4 -

20. The members of the Corporation at each annual meeting shall appoint an auditor or auditors to audit the accounts of the Corporation and to be paid such remuneration as is determined by the Board of Directors.

HEAD OFFICE

21. The head office of the Corporation shall be located at the Baptist Building in Saint John, New Brunswick.

RULES AND REGULATIONS

22. The Board of Directors may make rules and regulations not inconsistent with these By-laws relating to the management and operation of the Corporation.

12. The office of Director shall be automatically vacated:
- (a) if a Director resigns The Convention office by virtue of which he became a Director;
  - (b) if a Director becomes of unsound mind; and
  - (c) on the death of a Director.

Any Director will be removed from office on ceasing to hold his qualifying office under the Constitution of the Convention or may be removed from office by special resolution passed by a majority of votes cast at a meeting of members of the Corporation. Any vacancy in the Board of Directors occurring for any of the above reasons may be filled until the next annual meeting by appointment of another member by resolution of the remaining Directors.

13. The Directors may exercise all of the powers of the Corporation that are not by the Canada Corporations Act or these By-laws required to be exercised by the members of the Corporation, and may delegate any of such powers to an officer or officers of the Corporation.

14. The Officers of the Corporation shall be a President, Vice-President, Secretary and Treasurer, being those persons from time to time respectively holding the offices of President, Vice-President, Executive Minister and Administrator-Treasurer under the Constitution of The Convention. The appointment of the Officers shall take effect from the date of their election to such offices under the Constitution of The Convention. Any Officer will be removed from office on ceasing to hold his office under the Constitution of The Convention and may be removed from office by resolution of the Board of Directors.

15. The President shall preside at all meetings of members of the Corporation and of the Board of Directors, provided that, in the absence of the President or at his request, the Vice-President shall preside at such meetings and that, in the absence of both the President and the Vice-President, such meetings shall be presided over by a Chairman to be elected thereat.

16. The Secretary shall keep a permanent record of the proceedings at all such meetings, conduct the correspondence of the Corporation, and conduct such other business of the Corporation as the Board of Directors shall delegate to him. He shall have custody of the corporate seal of the Corporation and be responsible for certifying documents issued by the Corporation. Such documents may be certified by a certificate signed by the Secretary and bearing the corporate seal of the Corporation.

17. The Treasurer shall keep the books of account of the Corporation, which will include records of all funds handled by the Corporation and the financial statements. He shall present audited financial statements to the first regular meeting of the members of the Corporation following the close of its fiscal year.

18. The Board of Directors may establish, and make appointments to, Standing and Special Committees from time to time.

19. All Directors, Officers and Committee members shall serve without remuneration.

COUNCIL OF THE UNITED BAPTIST CONVENTION  
OF THE ATLANTIC PROVINCES

Special By-law "A"

BE IT AND IT IS HEREBY ENACTED as a by-law of the Council of  
the United Baptist Convention of the Atlantic Provinces THAT:

The By-laws of the Council of the United Baptist Convention  
of the Atlantic Provinces be and are hereby amended as follows:

- (a) by deleting Article 1 thereof and substituting therefore  
a new Article 1 as follows:

- " 1. Membership in the Corporation shall be limited to persons who are members of one of  
the Churches of The United Baptist Convention of the Atlantic Provinces (hereinafter  
referred to as "The Convention") and who hold one of the following offices under the  
Constitution of The Convention:

President

Past President

Vice-President

Executive Minister

President of the United Baptist Woman's Missionary Union or a representative  
designated in writing by the United Baptist Woman's Missionary Union

President of the Atlantic Baptist Young People's Convention or a representative  
designated in writing by the Atlantic Baptist Young People's Convention

Chairman of the Board of Governors of Atlantic Baptist College or a representative  
designated in writing by the Board of Governors of Atlantic Baptist College

Chairman of the Board of Trustees of Acadia Divinity College or a representative  
designated in writing by the Board of Trustees of Acadia Divinity College

Chairman of the board of Publication or a representative designated in writing by the  
Board of Publication

Chairman of the Eastern Section of the Canadian  
Baptist International Ministries or a representative  
designated in writing by the Eastern Section of  
the Canadian Baptist International Ministries

Chairman of the Board of Baptist Men or a representative designated in writing by the  
Board of Baptist Men

Chairman of the Board of Ministerial Standards and Education or a representative  
designated in writing by the Board of Ministerial Standards and Education

Chairman of the Board of Directors of Atlantic Baptist Senior Citizens' Homes, Inc. or  
a representative designated in writing by the Board of Directors of Atlantic  
Baptist Senior Citizens' Homes, Inc.

- 2 -

Chairman of the Board of Directors of the Foundation of the Convention or a  
~~representative designated in writing by the Board of Directors of the Foundation~~  
Director of Administration and Treasurer  
Director of Communications  
Director of Evangelism  
Director of Home Missions and Church Planting  
Director of Training  
Area Ministers  
Editor of the Atlantic Baptist  
Member of Council elected under the Constitution of the Convention The Executive  
Director of the Atlantic Baptist Senior Citizens' Homes, Inc.  
The United Baptist Women's Missionary Union Superintendent of Home Missions  
The President of Atlantic Baptist College  
The Principal of Acadia Divinity College "

(b) by deleting Article 7 thereof and substituting therefore  
a new Article 7 as follows:

" 7. Each member shall have the right to one vote at any meeting of members, ~~except that~~  
~~members holding the position of Director of Administration and Treasurer, Director of~~  
~~Communications, Director of Evangelism, Director of Home Mission and Church~~  
~~Planting, Director of Training, Editor of The Atlantic Baptist, Area Ministers, Executive~~  
~~Director of Atlantic Baptist Senior Citizens' Homes, Inc., Principal of Acadia Divinity~~  
~~College, President of Atlantic Baptist College, and Superintendent of Home Missions of~~  
~~the United Baptist Women's Missionary Union, shall have no right to vote."~~

(c) by deleting Article 10 thereof and substituting therefore  
a new Article 10 as follows:

" 10. The By-laws of the Corporation may be enacted, repealed or amended by by-law  
sanctioned by affirmative votes of at least two thirds of the members of the Corporation  
at a meeting duly called for the purpose of considering such by-law ~~provided that such~~  
~~enactment, repeal or amendment has received the prior approval of the Convention and~~  
~~the approval of the Minister of Consumer and Corporate Affairs."~~

(d) by deleting Article 11 thereof and substituting therefore  
a new Article 11 as follows:

"11. The property and business of the Corporation shall be managed by the members of the  
Corporation while in session and, between sessions of the Council, by a Board of  
Directors consisting of the persons from item to time holding office under the  
Constitution of The Convention as President, Past President, Vice-President, Executive  
Minister and ~~Director of Administration and Treasurer and those persons who chair each~~  
~~of the commissions. The appointment of the Directors shall take effect from the date of~~  
~~election to office under the Constitution of the Convention or election as Director at the~~  
~~annual meeting of members of the Corporation, as the case may be."~~

- 3 -

- (e) by deleting Article 13 thereof and substituting therefore a new Article 13 as follows:

"13. The Directors may exercise all of the power of the Corporation that are not by the Canada Corporations Act or these By-laws required to be exercised by the members of the Corporation, and may delegate any of such powers to an officer or officers of the Corporation.

Notice of the time and place for the holding of any meeting of Directors shall be delivered, mailed, telegraphed, cabled, telexed or telecopied to each Director at his latest address as shown on the records of the Corporation not less than two (2) days (exclusive of the day on which the notice is delivered, mailed, telegraphed, cabled, telexed or telecopied but inclusive of the day for which notice is given) before the date of the meeting, provided that meetings of the Directors may be held at any time without notice if all the Directors have waived notice.

Notice of any meeting of the Directors or any irregularity in any meeting or in the notice thereof may be waived by any Director in writing or by telegram, cable, telex, or telecopy addressed to the Corporation or in any other manner, and such waiver may be validly given either before or after the meeting to which such waiver relates. The attendance of a Director at a meeting of Directors is a waiver of notice of the meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

A Director or Directors may participate in a meeting of Directors or of a Committee of Directors by means of such telephone or other communication facilities that permit all persons participating in the meeting to hear each other, and a Director or Director participating in such a meeting by such means shall be deemed to be present at the meeting.

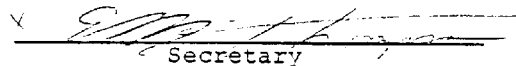
- (a) Every Director and every officer, their respective heirs, executors or administrators shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against all costs, charges and expenses, whatsoever, which such Director or officer sustains or incurs in, about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter of thing whatsoever, may, done or permitted by him in or about the execution of the duties of his office; also from and against all other costs, charges and expenses which he sustains, incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default."

- 4 -

- (f) by deleting Article 14 thereof and substituting therefore a new Article 14 as follows:
- "14. The Officers of the Corporation shall be a President, Vice-President, Secretary and Treasurer, being those persons from time to time respectively holding the offices of President, Vice-President, Executive Minister and Director of Administration and Treasurer under the Constitution of The Convention. The appointment of the Officers shall take effect from the date of their election to such offices under the Constitution of The Convention. Any Officer will be removed from office on ceasing to hold his office under the Constitution of The Convention and may be removed from office by resolution of the Board of Directors."
- (g) by deleting Article 19 thereof and substituting therefore a new Article 19 as follows:
- "19. All Directors, Officers and Committee members shall serve without remuneration, provided that Directors, Officers and Committee members may be reimbursed for expenses incurred in carrying out their duties."

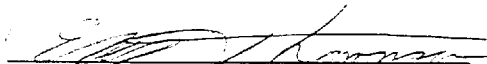
ENACTED the 18th day of September, 1991.

  
President

x   
Secretary

CERTIFIED to be a true copy of Special By-law "A" of COUNCIL OF THE UNITED BAPTIST CONVENTION OF THE ATLANTIC PROVINCES, enacted by the Board of Directors of the Corporation at a meeting thereof duly called and held on the 18th day of September, 1991, and ratified, sanctioned, confirmed and approved at a special general meeting of the members of the Corporation duly called and held on the 18th day of September, 1991.

COUNCIL OF THE UNITED BAPTIST  
CONVENTION OF THE ATLANTIC  
PROVINCES

  
Secretary

**COUNCIL OF THE UNITED BAPTIST CONVENTION  
OF THE ATLANTIC PROVINCES**

Special By-law "B"

WHEREAS amendment of the by-laws of Council of the United Baptist Convention of the Atlantic Provinces (the "Corporation") as hereinafter set forth has heretofore been approved by the United Baptist Convention of the Atlantic Provinces pursuant to Article 10 of the By-laws of the Corporation; BE IT AND IT IS HEREBY ENACTED as a By-law of Council of the United Baptist Convention of the Atlantic Provinces THAT; The By-laws of Council of the United Baptist Convention of the Atlantic Provinces be and are hereby amended by repealing the current provisions thereof and substituting therefore the following:

**BY-LAWS  
COUNCIL OF THE UNITED BAPTIST CONVENTION  
OF THE ATLANTIC PROVINCES**

**CONDITIONS OF MEMBERSHIP**

1. Membership in the Corporation shall be limited to persons who are members of one of the Churches of The United Baptist Convention of the Atlantic Provinces (hereinafter referred to as AThe Convention@) and;
  - (a) hold one of the following offices under the Constitution of The Convention:
    - President
    - Past President
    - Vice-President
    - Executive Minister (without vote);
- Plus twelve (12) persons elected by The Convention meeting in assembly.
2. Any member may withdraw from the Corporation by delivering a written resignation to the Executive Minister of the Corporation.

**MEETINGS**

3. The annual meeting of members of the Corporation shall be held during the month of September and three other regular meetings of members shall be held during the months of November or December, April and August unless otherwise determined by the Board of Directors.

4. Special meetings of the members of the Corporation may be called by the President, and shall be called on the written request of at least seven members.
5. Meetings of members of the Corporation shall be held at the Baptist Building in Saint John, New Brunswick, or elsewhere in the Atlantic Provinces as designated by the Board of Directors.
6. Twenty-one days= prior written notice of any regular meeting of the members, and ten days= prior written notice of any special meeting, shall be given by the Executive Minister to each member and shall state the major items of business to be considered at the meeting to which it relates.
7. Each member shall have the right to one vote at any meeting of members, except that the member holding the office of Executive Minister shall have no right to vote.
8. Nine voting members of the Corporation shall constitute a quorum at any meeting of members.
9. At all meetings of members of the Corporation every question shall be determined by a majority of votes unless otherwise expressly provided by the Canada Corporations Act or these By-laws.

#### **ENACTING, REPEALING AND AMENDING BY-LAWS**

10. The By-laws of the Corporation may be enacted, repealed or amended by by-law sanctioned by affirmative votes of at least two thirds of the members of the Corporation at a meeting duly called for the purpose of considering such by-law provided that such enactment, repeal or amendment has received the prior approval of The Convention and the approval of the Minister of Industry.

#### **DIRECTORS, OFFICERS AND COMMITTEES**

11. The property and business of the Corporation shall be managed by the members of the Corporation while in session, and between sessions by a Board of Directors consisting of persons from time to time holding office under the Constitution of The Convention as President, Past President, Vice-President and two Directors elected at the annual meeting of members of the Corporation. The Executive Minister shall be an ex-officio Director without vote. The appointment of the Directors shall take effect from the date of election to office under the Constitution of The Convention or election as Director at the annual meeting of members of the Corporation, as the case may be.
12. The office of Director shall be automatically vacated:
  1. if a Director resigns The Convention office by virtue of which he/she became a Director;
  2. if a Director becomes of unsound mind; and
  3. on the death of a Director.

Any Director will be removed from office on ceasing to hold his/her qualifying office under the Constitution of The Convention or may be removed from office by special resolution passed by a majority of votes cast at a meeting of members of the Corporation. Any vacancy in the Board of Directors occurring for any of the above reasons may be filled until the next annual meeting of The Convention by appointment of another member by resolution of the remaining Directors.

13. The Directors may exercise all of the powers of the Corporation that are not by the Canada

Corporations Act or these By-laws required to be exercised by the members of the Corporation, and may delegate any of such powers to an officer or officers of the Corporation.

Notice of the time and place for the holding of any meeting of Directors shall be delivered or sent via normal communication facilities to each Director at his/her latest address as shown on the records of the Corporation not less than two (2) days (exclusive of the day on which the notice is delivered or sent via normal communication facilities but inclusive of the day for which notice is given) before the date of the meeting, provided that meetings of the Directors may be held at any time without notice if all the Directors have waived notice.

Notice of any meeting of the Directors or any irregularity in any meeting or in the notice thereof may be waived by any Director in writing or by any other manner addressed to the Corporation, and such waiver may be validly given either before or after the meeting to which such waiver relates. The attendance of a Director at a meeting of Directors is a waiver of notice of the meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

A Director or Directors may, if all the Directors consent, participate in a meeting of Directors or of a Committee of Directors by means of such telephone or other communication facilities that permit all persons participating in the meeting to hear each other, and a Director or Directors participating in such a meeting by such means shall be deemed to be present at that meeting.

Every Director and every officer, their respective heirs, executors and administrators shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against all costs, charges and expenses, whatsoever, which such Director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her in or about the execution of the duties of his/her office; and also from and against all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default.

14. The Officers of the Corporation shall be a President, Vice-President, and Executive Minister, being those persons from time to time respectively holding the offices of President, Vice-President, and Executive Minister under the Constitution of The Convention. The appointment of the Officers shall take effect from the date of their election to such offices under the Constitution of The Convention. Any Officer will be removed from office on ceasing to hold his/her office under the Constitution of The Convention and may be removed from office by resolution of the Board of Directors.
15. The President shall preside at all meetings of members of the Corporation and of the Board of Directors, provided that, in the absence of the President or at his/her request, the Vice-President shall preside at such meetings and that, in the absence of both the President and the Vice-President, such meetings shall be presided over by a Chairman to be elected thereat.
16. The Executive Minister shall keep a permanent record of the proceedings at all such meetings, conduct the correspondence of the Corporation, and conduct such other business of the Corporation as the Board of Directors shall delegate to him/her. He/She shall have custody of the corporate seal of the Corporation and be responsible for certifying documents issued by the Corporation. Such documents may be certified by a certificate signed by the Executive Minister and bearing the

corporate seal of the Corporation.

17. A Treasurer shall be appointed at the annual meeting of the members of the Corporation and shall keep the books of the Corporation, which will include records of all funds handled by the Corporation and the financial statements. He/She shall present audited financial statements to the first regular meeting of the members of the Corporation following the close of its fiscal year. The Treasurer shall serve without remuneration, provided however, that he/she may be reimbursed for expenses incurred in carrying out his/her duties. The Treasurer may be removed from office by a resolution of the Board of Directors.
18. The Board of Directors may establish, and make appointments to, Standing and Special Committees from time to time; such appointments are not restricted to members of the Council but may be selected from within the membership of the churches of The Convention.
19. All Directors, Officers and Committee members shall serve without remuneration, provided that Directors, Officers and Committee members may be reimbursed for expenses incurred in carrying out their duties.
20. The members of the Corporation at each annual meeting of the Corporation shall appoint an auditor or auditors to audit the accounts of the Corporation and to be paid such remuneration as is determined by the Board of Directors.
21. Contracts shall be executed on behalf of the Corporation by such officers as may be approved from time to time by the Board of Directors.

#### **HEAD OFFICE**

22. The head office of the Corporation shall be located at 1655 Manawagonish Road in Saint John, New Brunswick.

#### **RULES AND REGULATIONS**

23. The Board of Directors may make rules and regulations not inconsistent with these By-laws relating to the management and operation of the Corporation.

ENACTED the 6th day of April, 2001

---

Rev. Gordon H. Sutherland, President

---

Dr. Harry G. Gardner, Secretary

(affix Corporate Seal)

CERTIFIED to be a true copy of Special By-Law "B" of COUNCIL OF THE UNITED BAPTIST CONVENTION OF THE ATLANTIC PROVINCES, enacted by the Board of Directors of the Corporation at a meeting thereof duly called and held on the 6th day of April, 2001, and ratified, sanctioned, confirmed and approved by affirmative votes of at least two thirds of the members of the Corporation at a regular general meeting of the members of the Corporation duly called and held on the 6th day of April, 2001.

COUNCIL OF THE UNITED BAPTIST  
CONVENTION OF THE ATLANTIC  
PROVINCES

---

Dr. Harry G. Gardner, Secretary

(affix Corporate Seal)

CONSENT AND APPROVAL

WHEREAS the name of United Baptist Convention of the Atlantic Provinces was changed to Convention of Atlantic Baptist Churches;

CONVENTION OF ATLANTIC BAPTIST CHURCHES (formerly known as United Baptist Convention of the Atlantic Provinces) does hereby consent to the use of the proposed corporate name ACouncil of the Convention of Atlantic Baptist Churches@ by Council of the United Baptist Convention of the Atlantic Provinces;

AND does hereby approve the enactment of a by-law by Council of the United Baptist Convention of the Atlantic Provinces changing its corporate name to Council of the Convention of Atlantic Baptist Churches and authorizing Application for Supplementary Letters Patent to confirm same;

AND does hereby approve the enactment of a by-law by Council of the United Baptist Convention of the Atlantic Provinces amending, subject to confirmation by Supplementary Letters Patent, the purposes provisions set forth in the Letters Patent by deleting the words AUnited Baptist Convention of the Atlantic Provinces@ and substituting therefor the words AConvention of Atlantic Baptist Churches@.

Dated the 10<sup>th</sup> day of April, 2003.

Convention of Atlantic Baptist Churches

---

Dr. Malcolm Card, President

---

Dr. Harry G. Gardner, Secretary

BY-LAW NO. 3

A by-law changing the corporate name and to amend the provisions of the Letters Patent and authorizing application for the issue of Supplementary Letters Patent to confirm the same.

BE IT ENACTED AND IT IS HEREBY ENACTED AS By-law No. 3 of COUNCIL OF THE UNITED BAPTIST CONVENTION OF THE ATLANTIC PROVINCES. (herein called the corporation):

1. That, subject to confirmation by Supplementary Letters Patent, the name of the corporation is hereby changed to COUNCIL OF THE CONVENTION OF ATLANTIC BAPTIST CHURCHES.
2. That, subject to confirmation by Supplementary Letters Patent, the words AUnited Baptist Convention of the Atlantic Provinces@ contained in the purposes provisions of the Letters Patent are deleted and replaced by the words AConvention of Atlantic Baptist Churches@, such that the purposes provisions of the Letters Patent shall now read as follows:

AThe purposes for which incorporation of the proposed corporation is sought are to further by all proper and legitimate agencies and means the development of the interests of the Convention of Atlantic Baptist Churches in accordance with its Constitution and, in the furtherance of such purposes, to use any funds made available to the Corporation by the said Convention, or from gifts, legacies or donations from any source, for the support of the work of the boards, commissioners, institutions and organizations referred to in the said Constitution.@.
3. That the corporation be and is hereby authorized to make application to the Minister of Industry for the issue of Supplementary Letters Patent confirming this by-law insofar as it relates to changing the name of the corporation to COUNCIL OF THE CONVENTION OF ATLANTIC BAPTIST CHURCHES and in so far as it relates to amending the purposes provisions of the Letters Patent.
4. That the directors and officers are hereby authorized and directed to do, sign and execute all things deeds and documents necessary or desirable for the due carrying out of the foregoing.

ENACTED this 12<sup>th</sup> day of April, 2003.

WITNESS the corporate seal of the corporation.

---

Dr. Malcolm Card, President

---

Dr. Harry G. Gardner, Secretary

CERTIFIED a true copy of By-Law No. 3 of Council of the United Baptist Convention of the Atlantic Provinces enacted by the directors the 12<sup>th</sup> day of April, 2003 and sanctioned by a vote of not less than two-thirds (2/3) of the members present at a regular general meeting of the corporation held the 12<sup>th</sup> day of April, 2003.

---

Dr. Harry G. Gardner, Secretary

(affix Corporate Seal)

## **Principles of Policy Governance Explained**

This explanation is intended for those who already understand the Policy Governance model. Its purpose is to refresh that understanding.

### **1. The Trust in Trusteeship**

Because board members act as trustees on behalf of a larger group (which is called the Amoral ownership@) and because the board is a subset of that group, the board must do the following things: 1) clearly identify who that larger group is and (2) make certain that the organization achieves what that group wants it to achieve. This requires the board to communicate (or link) with its owners.

### **2. The Board Speaks with One Voice or Not at All**

Although unanimity is not required, the board=s group decision must be unambiguous, recorded in policy, and upheld by all members of the board as if it had been a decision that each made individually. No member has the authority to speak for the board unless specifically authorized to do so by the whole board. The board=s policies are the board=s voice.

### **3. Board Decisions Should Be Policy Decisions**

Because the board=s voice is expressed in its policies, board decision making is always an amendment of, or an addition to, existing policy.

### **4. Boards Should Formulate Policy by Determining the Broadest Values before Progressing to Narrower Ones**

By Anesting@ policies, boards can regulate details and concentrate on why those details matter. For example, instead of deciding that staff members should receive a number of vacation days each year, the board could decide that fair and competitive staff treatment is a board value. Board members can then leave it to the chief executive officer (CEO) to interpret their words, or they can go to the next level of specificity.

### **5. A Board Should Define and Delegate Rather Than React and Ratify**

If a board truly chooses to govern, then it must not be led by staff members or by its own committees. The board itself should work incessantly, continually, and obsessively to define the results the organization is to produce (Ends policies) and to define the Aacceptable boundaries@ (Executive Limitations policies) within which it can delegate the achievement of those results to the CEO. If truly governing the board should not be simply reacting to and ratifying staff or committee ideas.

**6. Ends Determination Is the Pivotal Duty of Governance**

On behalf of the moral ownership (which cannot conveniently assemble on a regular basis), the board must paint the target toward which the staff should shoot in terms of the benefits to be produced, the people to be served, and the cost of meeting these goals. There is no greater governance job than this, and it cannot be delegated.

**7. The Board Can Best Control Staff Means by Limiting, Not Prescribing**

Although boards often try to develop complete To do lists for CEOs, for other staff members, or for committees, boards cannot oversee all the detail involved. It is easier, and in fact more complete, for a board to tell the CEO what should be achieved on behalf of the moral ownership (in Ends policies) and then to allow the CEO to use his or her expertise and experience to determine how best to get there within the limits of law, prudence, and ethics (Executive Limitations policies).

**8. A Board Must Explicitly Design Its Own Products and Processes**

Because the Board's governance function is distinct from the staff's management function, the board must determine its own definition of governance and then decide how it will actually govern. All board members should clearly understand why the board exists; the purpose is not to oversee staff but rather to define the future on behalf of the moral ownership and to ensure that that future is achieved in a legal, ethical, and prudent manner.

**9. A Board Must Form an Empowering and Safe Linkage with Management**

Role clarity means that the board clearly knows its own role and the staff's role and that the staff has a similar understanding. If both understand each other's roles, if these roles do not overlap, and if both parties agree to adhere to these roles, then staff members can function freely yet be fully aware of their limitations. Board members essentially tell staff members, "We will not interfere if you can achieve the Ends without violating Executive Limitations."

**10. CEO Performance Must Be Monitored Rigorously But Only Against Policy Criteria**

In a fair contest, contestants are only judged if they know the rules. Similarly, in Policy Governance the Board judges the staff only according to the board's own rules, and the staff will know those rules because they have been stated in policies.

These principles have been copied from *The Policy Governance Fieldbook: Practical Lessons, Tips, and Tools from the Experiences of Real-World Boards*, pp. 1-3. They were originally abridged from *Carver Guide 1: Basic Principles of Policy Governance*.