

SHEPHERD OF THE DESERT LUTHERAN CHURCH BOARD OF DIRECTORS POLICY MANUAL

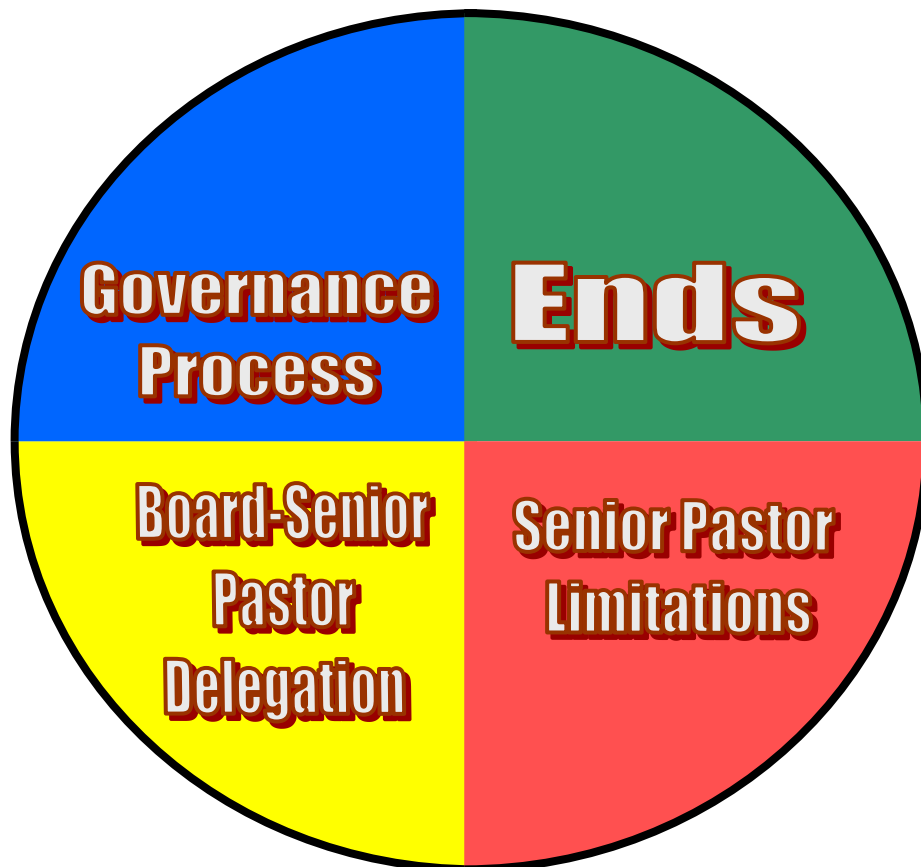
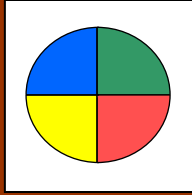


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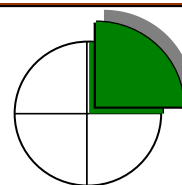
INSTRUCTIONS TO SENIOR PASTOR

INSTRUCTIONS TO BOARD

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BOARD OF DIRECTORS POLICY



Policy Name: Mega-Ends

Number: E

Date Approved: May 4, 2025

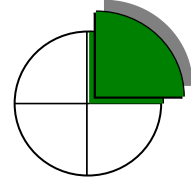
Policy Type: Ends

Date Amended:

Date Last Reviewed: May 4, 2025

Those served by Shepherd of the Desert Lutheran Church and Preschool experience measurable spiritual growth from their interaction with our members and ministries at a cost that demonstrates good stewardship of the resources entrusted to us.

BOARD OF DIRECTORS POLICY



Policy Name: People Served by This Church

Number: E-1

Date Approved: May 4, 2025

Policy Type: Ends

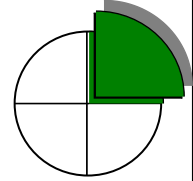
Date Amended:

Date Last Reviewed: May 4, 2025

All who call Shepherd of the Desert their church home experience continuous spiritual growth through meaningful and compelling worship and Biblical teaching consistent with Lutheran doctrine.

- a.) Youth who call Shepherd of the Desert their home church participate in youth and other ministry activities and demonstrate spiritual growth and faith formation.

BOARD OF DIRECTORS POLICY



Policy Name: Students Participating in
Our Educational Ministries

Number: E-2

Policy Type: Ends

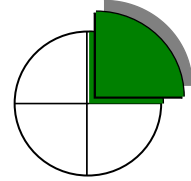
Date Approved: May 4, 2025

Date Amended:

Date Last Reviewed: May 4, 2025

Shepherd's early childhood students come to believe in Jesus as Savior and display meaningful progress in spiritual, educational, social and physical development.

BOARD OF DIRECTORS POLICY



Policy Name: Unbaptized People Served by Our Ministries

Number: E-3

Policy Type: Ends

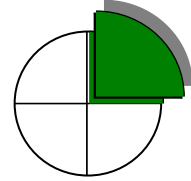
Date Approved: May 4, 2025

Date Amended:

Date Last Reviewed: May 4, 2025

Non-Christians and non-Lutherans come to know Jesus as Lord and Savior.

BOARD OF DIRECTORS POLICY



Policy Name: People in Scottsdale and Surrounding Communities

Number: E-4

Policy Type: Ends

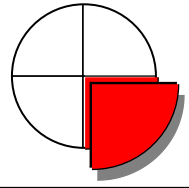
Date Approved: May 4, 2025

Date Amended:

Date Last Reviewed: May 4, 2025

People in the Phoenix Metropolitan area positively and increasingly benefit from the care Shepherd's members and ministries extend to them.

BOARD OF DIRECTORS POLICY



Policy Name: General Senior Pastor Constraint

Number: SPL

Policy Type: Senior Pastor Limitations

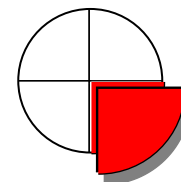
Date Approved: April 16th, 2019

Date Amended:

Date Last Reviewed:

The Senior Pastor shall not cause or allow any practice, activity, decision or Church circumstance which is unlawful, imprudent, unethical, or in violation of Scriptural imperatives or the Constitution and Bylaws.

BOARD OF DIRECTORS POLICY



Policy Name: Treatment of People Served

Policy Type: Senior Pastor Limitations

Number: SPL-1

Date Approved: April 16th, 2019

Date Amended: Sept 25, 2022

Date Last Reviewed: Sept 25, 2022

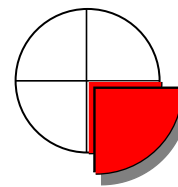
The Senior Pastor shall not cause or allow conditions, procedures, or decisions related to the treatment of people served that cause material congregational dissension, lack of transparency, or are unsafe, disrespectful, or unnecessarily intrusive.

Further, without limiting the scope of the above statement by the following list, the Senior Pastor shall not:

1. Permit people served to be without reasonable protections against hazards or conditions that might threaten their health, safety, or well-being.
 - 1.1. Be without all reasonable measures to provide a safe, healthy, respectful, and secure learning environment for children under the age of 18.
 - 1.2. Permit any authorized activities involving children under the age of 18 to be inappropriately supervised.
 - 1.3. Be without enforced policies that prevent exposure to harassment, provide remedy for harassment situations, and provide methods for dealing with individuals who harass.
 - 1.4. Permit Church-owned or contracted transportation that does not adhere to written regulations and procedures, including to ensure the safety and well-being of people served and that does not adhere to insurance requirements.
2. Permit violation of confidentiality and privacy, except where specific disclosure is required by legislation.
 - 2.1. Use methods of collecting, reviewing, storing, or transmitting personal information that inadequately protect against improper access.
3. Allow students and guardians to have an unclear understanding of what may be expected and what may not be expected from the service offered, when a cost is to be incurred by the person served.
 - 3.1. Permit guardians to be without clear, timely, and responsive communications.
4. Permit admission, registration, evaluation, or recognition processes that treat students unfairly.
 - 4.1. Permit student evaluation practices which are invalid, or which fail to provide a clear indication of the level of student mastery.
5. Operate without clear written guidelines for the handling of complaints from students' guardians, including access to an appeal process where required by statute or regulation.
6. Allow the school ministry to be acquired by another legal entity or to dissolve the school ministry.
7. Allow members to be uninformed about the Church's financial condition

8. Allow members to be uninformed about worship attendance and trends based on membership classification as delineated in the Bylaws.

BOARD OF DIRECTORS POLICY



Policy Name: Treatment of Staff and Volunteers

Number: SPL-2

Policy Type: Senior Pastor Limitations

Date Approved: April 16th, 2019

Date Amended:

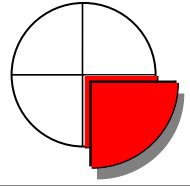
Date Last Reviewed: September 24, 2023

The Senior Pastor shall not cause or allow a workplace environment that is unfair, disrespectful, unsafe, disorganized, or otherwise interferes with employees' or volunteers' ability to do their jobs.

Further, without limiting the scope of the above statement by the following list, the Senior Pastor shall not:

1. Allow staff to be without current, enforced, documentation that clarifies expectations and working conditions, provides for effective handling of grievances, and protects against wrongful conditions.
 - 1.1. Permit staff to be without adequate protection from harassment.
 - 1.2. Permit staff to be uninformed of the performance standards by which they will be assessed.
 - 1.3. Permit a staff member who alleges that a human resources policy has been violated to his or her detriment to be without a mechanism to appeal a decision at least one level above the immediate supervisor, or, in the case of a direct report of the Senior Pastor, to be without access for reporting incidents directly to the Board Chairperson.
2. Retaliate against any staff member for non-disruptive expression of dissent.
3. Allow staff to be unprepared to deal with emergency situations.
4. Use methods of collecting, reviewing, storing, or transmitting personal information that inadequately protect against improper access.
5. Allow prospective ministers of religion-ordained and ministers of religion-commissioned to be improperly screened for suitability for the role he/she is to assume.

BOARD OF DIRECTORS POLICY



Policy Name: Treatment of Donors

Number: SPL-3

Policy Type: Senior Pastor Limitations

Date Approved: April 16th, 2019

Date Amended:

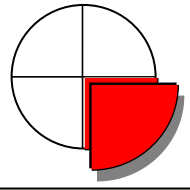
Date Last Reviewed: Sept 22, 2024

The Senior Pastor shall not cause or allow conditions, procedures or decisions related to treatment of donors that are disrespectful or unnecessarily intrusive, or that do not adequately protect confidentiality or privacy.

Further, without limiting the scope of the above statement by the following list, the Senior Pastor shall not:

1. Permit violation of donor confidentiality.
2. Use methods of collecting, reviewing, storing, or transmitting donor information that inadequately protect against improper access to the information elicited.
3. Sell, rent, or share donor mailing lists to other organizations.
4. Permit untimely acknowledgement and receipting of donations.

BOARD OF DIRECTORS POLICY



Policy Name: Planning

Number: SPL-4

Policy Type: Senior Pastor Limitations

Date Approved: April 16th, 2019

Date Amended:

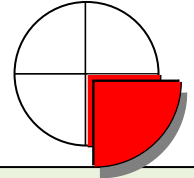
Date Last Reviewed: February 9, 2020

The Senior Pastor shall not permit planning that allocates resources in a way that risks fiscal jeopardy or is not aligned with achievement of the Board's Ends.

Further, without limiting the scope of the above statement by the following list, the Senior Pastor shall not:

1. Operate without a written, multi-year strategy that can be expected to achieve a reasonable interpretation of the Ends.
 - 1.1. Permit planning that does not explain and justify assumptions, and identify relevant environmental factors.
2. Permit budgeting for any fiscal year or the remaining part of any fiscal year that is not derived from the multi-year plan.
3. Permit financial planning that omits credible projection of revenues and expenses, separation of capital expenditures and operational expenses, cash flow projections, and disclosure of planning assumptions.
 - 3.1. Permit revenue estimates to be derived from unrealistic assumptions regarding current membership, historical trending, and projected giving consistent with current economic conditions.
 - 3.2. Permit unrealistic projections of enrollments.
4. Permit planning that risks incurring any situation or condition described as unacceptable in the "Financial Condition and Activities" policy.
5. Permit financial planning that does not provide the amount determined annually by the Board for the Board's direct use during the year, such as costs of fiscal audit, Board development, Board and committee meetings, Board legal fees, and ownership linkage.
6. Permit planning that endangers the fiscal soundness of future years or ignores the building of Church capability sufficient to achieve Ends in future years.
 - 6.1. Operate without succession plans to facilitate smooth operations during key personnel transitions and ensure competent operation of the Church over the long term.
 - 6.2. Permit the Church to be without sufficient organizational capacity and current information about Senior Pastor and Board issues and processes for the competent operation of the Church to continue in the event of sudden loss of Senior Pastor services.

BOARD OF DIRECTORS POLICY



Policy Name: Financial Condition and Activities

Number: SPL-5
Date Approved: April 16th, 2019
Date Amended: May 5, 2024
Date Last Reviewed: June 14, 2020

Policy Type: Senior Pastor Limitations

With respect to the actual, ongoing financial conditions and activities, the Senior Pastor shall not cause or allow the development of fiscal jeopardy or actual expenditures that are not aligned with achievement of the Board's Ends.

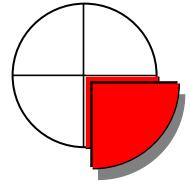
Further, without limiting the scope of the above statement by the following list, the Senior Pastor shall not:

1. Expend more funds on operations in a fiscal year than the sum of operational revenue that has been received in the fiscal year to date and no more than a \$300,000 operating line of credit.
 - 1.1. Permit an operating line of credit to carry a balance for at least sixty (60) consecutive days within a 12-month period starting from the month of the first draw on such line of credit.
2. Allow a level of capital debt, excluding mortgage debt held on February 26, 2023, which cannot be paid back in its entirety with the total sum of revenues from the United School for Autism lease signed on September 14, 2022.
3. Permit the unrestricted cash balance to fall below an adequate amount to cover operational expenses.
4. Allow an inadequate capital reserve fund.
5. Use donor-restricted and pass-through funds for expenditures other than for what they have been restricted or assigned.
6. Make any capital expenditure of greater than \$25,000 that was not included in the initial financial plan for the year, which was assessed by the Board as compliant with the Senior Pastor Limitation on Planning, or exceed the originally budgeted cost for a capital expenditure by more than the greater of 10% or \$25,000.
7. Allow the untimely payment of payroll and debts, including accounts payable.
8. Allow tax payments or other government ordered payments or reports to be overdue or inaccurately filed.
9. Purchase, mortgage, encumber, sell, or otherwise dispose of real property, as defined in the Bylaws, at an amount greater than \$25,000, whether existing or to be constructed.
10. Allow financial transactions that do not provide an audit trail.
11. Lease real property as defined in the bylaws for a period in excess of 36 months, unless approved in advance by the congregation at a Voter's Meeting.
12. Expend revenues that are derived from the lease of real property in excess of 36 months on anything other than payments on debts, capital expenditures and deposits in the Shepherd Legacy Fund, except that this limitation shall not extend to revenues that are equal to the amount that had been generated by a lease of the same real

property for 36 months or less, adjusted for inflation, which may be used for any purpose consistent with the achievement of the Ends and not prohibited by Senior Pastor Limitation.

13. Disburse capital campaign funds before presenting the Board with priorities for capital campaign spending, including a timeline of the campaign spending with associated dollar amounts. Major changes to the capital campaign priorities must also be presented prior to disbursements.

BOARD OF DIRECTORS POLICY



Policy Name: Asset Protection

Policy Type: Senior Pastor Limitations

Number: SPL-6
Date Approved: April 16th, 2019
Date Amended: June 14, 2020
Date Last Reviewed: May 5, 2024

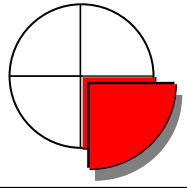
The Senior Pastor shall not allow assets to be unprotected, inadequately maintained, or unnecessarily risked.

Further, without limiting the scope of the above statement by the following list, the Senior Pastor shall not:

1. Permit the Church to have inadequate bonding and inadequate insurance against property and casualty losses.
 - 1.1. Permit the Church to insure its property with unreasonable deductibles, inadequate valuation and limits, and for damage due to an insufficient scope of perils.
 - 1.1.1. Insure the buildings and contents with a blanket limit less than 90% of the cost to replace the damaged items with materials of like kind and quality, without deduction for depreciation.
 - 1.1.2. Permit the Church to have inadequate insurance for theft, disappearance, or destruction of money and securities inside or outside the premises.
 - 1.2. Permit the Board members, staff, and volunteers engaged in activities on behalf of the Church, or the Church itself, to have inadequate liability insurance.
 - 1.2.1. Allow the Church, Board members, and staff to have inadequate insurance covering directors and officers liability, counseling liability, educators legal liability, errors or omissions related to the administration of employee benefits, wrongful acts involving personnel or other material decisions, or claims alleging sexual molestation and abuse.
 - 1.3. Permit the Church to have inadequate Privacy insurance.
 - 1.4. Permit the Church to have insufficient Workers Compensation insurance.
 - 1.5. Permit individuals traveling on behalf of the Church to have inadequate Travel Accident insurance.
 - 1.6. Permit the Church to purchase a bond or crime insurance
 - with inadequate limits,
 - which does not cover loss due to dishonesty and lack of faithful performance by personnel having access to material amounts of funds, and
 - which does not comply with any applicable statutory or regulatory obligations related to pensions.
2. Allow personnel who are not included under a bond or crime insurance to have access to material amounts of funds.
3. Unnecessarily expose the Church, its Board members, or staff to claims of liability.

- 3.1. Allow any material contracts or material internal human resource documents to be executed with inadequate review by qualified legal counsel.
- 3.2. Allow any employee or volunteer to be in contact with children under the age of 18 or other vulnerable populations without being adequately screened.
- 3.3. Allow personnel who are inadequately insured or have poor driving records to provide transportation services on behalf of the Church.
4. Receive, process or disburse funds under controls that are insufficient to meet the Board-appointed auditor's standards.
 - 4.1. Receive, process, or disburse the Church's assets under internal controls insufficient to detect, deter and prevent fraud, or insufficient to prevent and detect significant deficiencies or material weaknesses.
 - 4.2. Permit internal controls insufficient to prevent and ensure against tardy, inaccurate, specious, or misleading financial reporting.
5. Cause or allow buildings and equipment to be subjected to improper wear and tear or insufficient maintenance.
6. Allow the Church to operate without a plan to mitigate loss to organizational assets damaged by a disaster and to expedite recovery from a disaster.
7. Make purchases that do not result in appropriate level of quality, after-purchase service and value for dollar, or do not provide opportunity for fair competition.
 - 7.1. Make any purchase wherein normally prudent protection has not been given against conflict of interest.
8. Compromise the independence of the Board's audit or other external monitoring or advice.
9. Allow intellectual property, information, and files to be exposed to loss or significant damage.
10. Endanger the Church's public image, credibility, or its ability to accomplish Ends.
 - 10.1. Develop or continue collaborative relationships with organizations whose principles or practices are incompatible with achievement of the Board's Ends.
 - 10.2. Allow relationships with stakeholders to be inconsistent with the productive cooperation necessary to the achievement of Ends.
11. Employ ministry staff who do not provide written agreement with Article 1 of the Constitution.
12. Change the Church's name.

BOARD OF DIRECTORS POLICY



Policy Name: Compensation and Benefits

Number: SPL-7

Policy Type: Senior Pastor Limitations

Date Approved: April 16th, 2019

Date Amended:

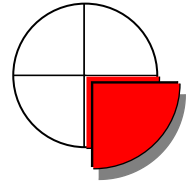
Date Last Reviewed: February 2024

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

Further, without limiting the scope of the above statement by the following list, the Senior Pastor shall not:

1. Change his own compensation and benefits, except as his benefits are consistent with a package for all other employees.
2. Promise or imply permanent or guaranteed employment.
3. Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed.
4. Create obligations over a longer term than revenues can be safely projected.
5. Establish or change the pension benefit provider.

BOARD OF DIRECTORS POLICY



Policy Name: Communication and Support to Board

Number: SPL-8

Policy Type: Senior Pastor Limitations

Date Approved: April 16th, 2019

Date Amended: May 7, 2023

Date Last Reviewed: May 5, 2024

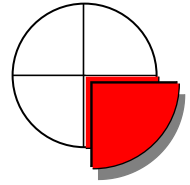
The Senior Pastor shall not permit the Board to be uninformed or unsupported in its work.

Further, without limiting the scope of the above statement by the following list, the Senior Pastor shall not:

1. Withhold, impede, or confound information relevant to the Board's informed accomplishment of its job.
 - 1.1. Allow the Board to be without decision information to support informed Board choices, including
 - regular updates on the status of the Board's governance expenditures,
 - relevant environmental scanning data and trends by the November meeting, starting in 2023,
 - a risk assessment including the probability and impact of those risks by the November meeting, starting in 2023,
 - a representative range of staff and external points of view, and
 - alternative choices and their respective implications.
 - 1.2. Let the Board be without monitoring data as required by the schedule in the policy on Monitoring Senior Pastor Performance, in a timely, accurate and understandable fashion, including explicit Senior Pastor interpretations that include rationale and evidence of compliance.
 - 1.3. Let the Board be unaware of any actual or anticipated non-compliance with any Ends or Senior Pastor Limitations policy, regardless of the Board's monitoring schedule.
 - 1.4. Let the Board be unaware of any incidental information it requires, including:
 - anticipated negative media coverage,
 - actual or anticipated legal actions,
 - anticipated material or publicly visible internal changes or events, including changes in senior personnel,
 - strategic plans developed to achieve a reasonable interpretation of the Ends
 - annual demographic statistics of our ownership as defined in our Global Governance Commitment policy
 - quarterly financial statements
 - the Church's historical annual worship attendance and trends by campus; membership changes and trends based on membership classification as delineated in the Bylaws; historical analysis of contributions by giving unit
 - 1.5. Let the Board be unaware of intended capital campaign spending prior to the disbursement of any capital campaign fund, including:
 - An ordered list of capital campaign priorities with projected costs;
 - The available budget for capital campaign expenditures;
 - A timeline of capital campaign spending with associated dollar amounts;

- Any major changes to a previously presented timeline or list of capital campaign priorities
- 1.6. Allow the Board to be unaware that, in the Senior Pastor's opinion, the Board is not in compliance with its own policies on Governance Process and Board-Senior Pastor Delegation, particularly in the case of Board behavior which is detrimental to the work relationship between the Board and the Senior Pastor.
 - 1.7. Present information in an untimely manner, in unnecessarily complex or lengthy form, or in a form that does not clearly differentiate among monitoring, decision preparation, and general incidental or other information.
 - 1.8. Let the Board be unaware in a timely manner if any of his personal theological or doctrinal positions change so as to deviate from the Confessional basis delineated in the Constitution.
2. Allow the Board to be without reasonable administrative support for Board activities.
 - 2.1. Allow the Board to be without a Board Administrator.
 - 2.2. Allow Board members to be without access to Board meeting materials two weeks in advance of the Board meeting.
 - 2.3. Allow the Board to be deprived of adequate and efficient settings and arrangements for Board and committee meetings.
 3. Impede the Board's holism, misrepresent its processes and role, or impede its lawful obligations.
 - 3.1. Deal with the Board in a way that favors or privileges certain Board members over others, except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the Board.
 - 3.2. Neglect to supply for the Required Approvals agenda all items delegated to the Senior Pastor, yet required by law, regulation or contract to be Board-approved, along with the applicable monitoring information.

BOARD OF DIRECTORS POLICY



Policy Name: Church Culture

Number: SPL-9

Policy Type: Senior Pastor Limitations

Date Approved: April 16th, 2019

Date Amended:

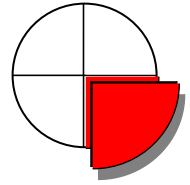
Date Last Reviewed: February 2024

The Senior Pastor shall not permit lack of a high degree of integrity at all levels of the Church.

Further, without limiting the scope of the above by the following list, the Senior Pastor shall not:

1. Operate without an enforced internal Code of Conduct, of which all employees and volunteers are made aware, that clearly outlines the rules of expected behavior for employees and volunteers.
2. Permit employees and others to be without a mechanism for anonymous and confidential reporting of alleged or suspected improper activities, without fear of retaliation.
 - 2.1. Permit the reporting process to exclude a mechanism for reporting incidents that implicate the Senior Pastor directly to the Board Chairperson.

BOARD OF DIRECTORS POLICY



Policy Name: Fundraising

Policy Type: Senior Pastor Limitations

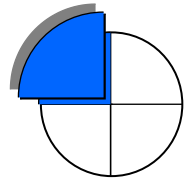
Number: SPL-10
Date Approved: November 11, 2023
Date Amended:
Date Last Reviewed: Sept 22, 2024

The Senior Pastor shall not cause or allow any fundraising activity which is in violation of the requirements of established funding sources or in violation of any relevant Senior Pastor Limitations or Bylaws regarding capital projects or which may impair the Church's relationship with the donor, risk financial or reputational jeopardy, or impair the achievement of the Ends.

Further, without limiting the scope of the above statement by the following list, the Senior Pastor shall not:

1. Initiate fundraising for a capital project that requires a decision by the Board (GP-2, item 6.6 and SPL-5, item 6) or by Voting Members (Bylaws Article 3.2.3) to proceed.
2. Permit fundraising that exploits the confidence of, detracts from the dignity of, or is heavy-handed towards the legal and moral owners of the Church.
3. Promote the irresponsible consumption of alcoholic beverages in connection with fundraising.
4. Engage in fundraising activities which have a high risk of producing insufficient revenues to offset the costs of the activities.
5. Allow donors to be unduly pressured or burdened with requests.
6. Expend funds in a manner that is inconsistent with the purpose for which they were donated.

BOARD OF DIRECTORS POLICY



Policy Name: Global Governance Commitment

Number: GP

Policy Type: Governance Process

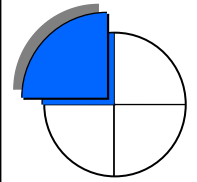
Date Approved: April 16th, 2019

Date Amended:

Date Last Reviewed: November 6, 2021

The purpose of the Board, on behalf of God, its legal members (Voting Members per the Bylaws), and its moral owners (regular donors of time, talent, and treasure) is to ensure that the Church achieves appropriate results for the appropriate people at an appropriate cost, and avoids unacceptable actions and situations.

BOARD OF DIRECTORS POLICY



Policy Name: Governing Style

Number: GP-1

Policy Type: Governance Process

Date Approved: April 16th, 2019

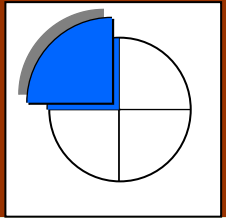
Date Amended:

Date Last Reviewed: February 2024

The Board will govern lawfully with an emphasis on Biblical principles, outward vision, commitment to obtaining ownership input, encouragement of diversity in viewpoints, strategic leadership, clear distinction of Board and staff roles, collective decisions, and a proactive, future focus. This means the Board will not be preoccupied with the present or past, or with internal, administrative detail.

1. The Board will cultivate a sense of group responsibility. The Board, not the staff, will be responsible for excellence in governing. The Board will initiate policy, not merely react to staff initiatives. The Board will use the expertise of individual members and Board committees to enhance the ability of the Board as a body to make policy, rather than to substitute their individual judgments for the group's values.
2. The Board will direct, control, and inspire the Church through the careful establishment of broad written policies reflecting the owners' values and perspectives. The Board's major policy focus will be on the intended long-term results to be produced for beneficiaries, not on the administrative means of attaining those results.
3. The Board will enforce upon itself whatever self-discipline is needed to govern with excellence. Self-discipline will apply to matters such as its code of conduct, policy-making principles, respect of roles, regular self-evaluation, and ensuring the continuity of governance capability. Although the Board can change its governance process policies at any time, it will scrupulously observe those currently in force.
4. The Board will not allow any member or committee of the Board to hinder or be an excuse for not fulfilling Board obligations.
5. The Board will cultivate an environment of Spiritual discernment and regularly engage in a process, centered in God's Word and prayer, of discerning God's will collectively regarding primarily Ends issues.

BOARD OF DIRECTORS POLICY



Policy Name: Board Job Contributions

Number: GP-2

Policy Type: Governance Process

Date Approved: April 16th, 2019

Date Amended: June 14, 2020

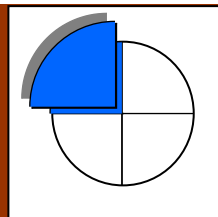
Date Last Reviewed: November 6, 2021

The Board, as an informed agent of the ownership, will ensure appropriate Church performance. Accordingly, the Board has direct responsibility to create the following job outputs:

1. The link between the owners and the Church.
2. Written governing policies that address the broadest levels of all Church decisions and situations:
 - 2.1. *Ends*: what good or benefit the Church is to produce, for which recipients, at what worth.
 - 2.2. *Senior Pastor Limitations*: Constraints on Senior Pastor authority that establish the boundaries of prudence and ethics within which all Senior Pastor activity and decisions must take place.
 - 2.3. *Governance Process*: Specification of how the Board conceptualizes, carries out, and monitors its own task.
 - 2.4. *Board-Senior Pastor Delegation*: How power is delegated and its proper use monitored, including the Senior Pastor's role, authority, and accountability.
3. Assurance of Church performance on Ends and Senior Pastor Limitations.
 - 3.1. Continuity of the Senior Pastor function.
 - 3.2. Structured monitoring of the Senior Pastor as outlined in Board-Senior Pastor Delegation policies.
4. Decisions and responsibilities the Constitution and Bylaws require of the Board or Board Committees.
 - 4.1. Investigations involving the potential removal of any Called minister of religion (ordained or commissioned) or member of the Board.
 - 4.2. Establish a Senior Pastor Call Committee, as necessary, to assist the congregation in its decision to issue a Divine Call for the Senior Pastor.
 - 4.3. Establish a Nominating Committee to assist the Board in developing a slate of Board member candidates.
 - 4.4. Issue or rescind Divine Calls to ministers of religion-commissioned.
5. Decisions the Shepherd Legacy Fund Articles of Incorporation and Bylaws require of the Board.

6. Operational decisions not reserved by the congregation in the Constitution or Bylaws that the Board has prohibited the Senior Pastor from making in the Senior Pastor Limitations.
 - 6.1. Decisions regarding the Senior Pastor's compensation and any benefits not consistent with a package for all other employees.
 - 6.2. Decisions regarding capital expenditures that do not meet the conditions in SPL-5, item 6, subject to Bylaws decisions retained by the Voting Members.
 - 6.3. Decisions regarding change of the Church's name.
 - 6.4. Decisions regarding establishing or changing the pension benefit provider.
 - 6.5. Decisions regarding the acquisition of the school ministry by another legal entity or to dissolve the school ministry.
 - 6.6. Decisions to purchase, mortgage, encumber, sell, or otherwise dispose of real property, as defined in the Bylaws, whether existing or to be constructed, at an amount greater than \$25,000, subject to decisions expressly reserved by the Voting Members in the Bylaws.
 - 6.7. Decisions to lease real property, as defined in the Bylaws, for a period in excess of 36 months, subject to decisions expressly reserved by the Voting Members in the Bylaws.

BOARD OF DIRECTORS POLICY



Policy Name: Board Planning Cycle and Agenda Control

Number: GP-3

Policy Type: Governance Process

Date Approved: April 16th, 2019

Date Amended: May 4, 2025

Date Last Reviewed: May 4, 2025

To accomplish its job products with a governance style consistent with Board policies, the Board will develop and follow a multi-year cycle that includes all elements of the Board's work.

1. The Board shall maintain control of its own agenda by developing an annual schedule based on the multi-year cycle. [See cycle at the end of this policy.]
 - 1.1. Review of the Ends in a timely fashion which allows the Senior Pastor to build a budget based on accomplishing a one-year segment of the Board's most recent statement of long-term ends.
 - 1.2. Linkage with the ownership to gain a representative mix of owner values, perceptions and expectations, prior to the above review.
 - 1.3. Education related to development and revision of Ends. The Board will consider including environmental scanning, presentations by thought leaders or experts, and activities which develop strategic foresight.
 - 1.4. Risk assessment, including probability of risks and impact of particular risks, as background context for policy review.
 - 1.5. Content review of selected Senior Pastor Limitations, Governance Process and Board-Senior Pastor Delegation policies, consistent with a multi-year schedule that includes all policies.
 - 1.6. Self-evaluation of the Board's own compliance with selected Governance Process and Board – Senior Pastor Delegation policies, consistent with the schedule in the policy Investment in Governance.
 - 1.7. Documentation of monitoring compliance by the Senior Pastor with Senior Pastor Limitations and Ends policies. Monitoring reports will be read in advance of the Board meeting, and discussion will occur only if Board members assess interpretations as unreasonable, identify non-compliance, or identify potential need for policy amendments.
 - 1.8. Education about the process of governance, including the principles and application of Policy Governance.
 - 1.9. Determination of Senior Pastor compensation and completion of the Board's governance budget as noted in the Investment in Governance policy, prior to the beginning of the Senior Pastor's annual budget planning.

2. Based on the outline of the annual schedule, the Board delegates to the Chairperson the authority to fill in the details of the meeting content. Potential agenda items shall be carefully screened. Screening questions shall include:
 - Clarification as to whether the issue clearly belongs to the Board or the Senior Pastor.
 - Identification of what category an issue relates to: Ends, Senior Pastor Limitations, Governance Process, Board-Senior Pastor Delegation.
 - Review of what the Board has already said in this category, and how the current issue is related.
3. A Board member may request the Chairperson include an item on the agenda by submitting the item to the Chairperson no later than four weeks before the Board meeting. The Chairperson will determine whether or not to include the item on the agenda after applying the previously stated screening criteria. If the Chairperson determines the proposed item is not relevant to governance, the Board member may request the entire Board to vote on the inclusion of the item on the agenda. Before doing so, the Board will apply the previously stated screening criteria to the proposed agenda item.
4. Throughout the year, the Board will attend to Required Approvals Agenda items as expeditiously as possible. Required Approvals agenda items include decisions the Board has delegated to the Senior Pastor but that an outside authority or the Bylaws require the Board to make. All items on the Required Approvals agenda shall be approved with one motion unless monitoring data submitted with it reveals the decisions are not consistent with applicable Board policy. Disapproval for any reason other than unsatisfactory monitoring information is unacceptable since such action would interfere with a decision already delegated to the Senior Pastor. An item may be removed for discussion only upon vote of a majority of Board members.

MULTI-YEAR CYCLE

Number	Policy Content Review	Year 1 (2024)	Year 2 (2025)	Year 3 (2026)
E	All Ends (Context provided by 1) Ownership Linkage, 2) Board education, 3) Senior Pastor's environmental scan and risk assessment, and 4) Senior Pastor monitoring reports)	November	November	November
SPL	Global Senior Pastor Constraint	November		
SPL-1	Treatment of People Served		September	
SPL-2	Treatment of Staff and Volunteers			September
SPL-3	Treatment of Donors	September		
SPL-4	Planning			February
SPL-5	Financial Condition and Activities			May
SPL-6	Asset Protection	May		
SPL-7	Compensation and Benefits	February		
SPL-8	Communication and Support to the Board	May		
SPL-9	Church Culture	February		
SPL-10	Fundraising	September		
GP	Global Governance Commitment			November
GP-1	Governing Style		September	
GP-2	Board Job Contributions	November		
GP-3	Board Planning Cycle & Agenda Control		September	
GP-4	Role of Board Chairperson		September	September
GP-5	Role of Board Secretary		September	September
GP-6	Board Committee Principles	May		
GP-7	Board Committee Structure		September	
GP-7.1	Nominating Committee	February		
GP-7.2	Ownership Linkage Committee			February
GP-7.3	Governance Development Committee			February
GP-7.4	Audit Committee			May
GP-7.5	Senior Pastor Call Committee		September	
GP-8	Code of Conduct	August	August	August
GP-9	Investment in Governance			November
GP-10	Board Linkage with Ownership			November
GP-11	Governance Succession Planning			September
GP-12	Special Rules of Order		August	
GP-13	Handling Operational Complaints			May
GP-14	Handling Apparent Policy Violation	May		
BSPD	Global Board-Senior Pastor Delegation		May	
BSPD-1	Unity of Control			February
BSPD-2	Accountability of the Senior Pastor	August		
BSPD-3	Delegation to the Senior Pastor			February
BSPD-4	Monitoring Senior Pastor Performance	August		
Update/Approve Annual Cycle (August-May)		May	May	May
Update/Approve Multi-Yr Cycle (Add Subsequent Yr)		November	November	November
Elect Officers		August	August	August
Complete Conflict of Interest Forms (Based on GP-8, item 3) and Code of Conduct Acknowledgement (Based on GP-8, item 17)		August	August	August
Assign Board Committee Members per Charters		September	September	September
Annual Board Performance and Board Self-Evaluation		May	May	May
On Rolling Basis, Assign Board Self-Evaluation Forms for BSPD and GP Policies to Be Evaluated at Next Regularly Scheduled Meeting Next Year (See GP-9)		Sept assign Nov; Nov assign Feb; Feb assign May; May assign Sept	Sept assign Nov; Nov assign Feb; Feb assign May; May assign Sept	Sept assign Nov; Nov assign Feb; Feb assign May; May assign Sept

Ownership Linkage Activities (GP-7.2, GP-10)				
- Update Two-Year Rolling Plan		February	February	February
- Finalize Ownership Linkage Plan Costs, If Any, for Next Fiscal Year		February	February	February
- Discuss Written Summary of Ends Insights from All Ownership Linkage Since Previous Summary		November	November	November

- Evaluate Plan for Effectiveness/Discuss Plan Options	November	November	November
Board Member Orientation: - Finalize Orientation Costs for Next Fiscal Year - Conduct Orientation - Evaluate Orientation - Plan Orientation Content/Date for Next Fiscal Year and Arrange Outside Help, if Any;	February June September November	February June September November	February June September November
Board Education Activities: (GP-7.3, GP-9) - Annual Coaching Contract Decision - Update Plan for Next Fiscal Year - Finalize Costs, If Any, for Board Education for Next Fiscal Year - Discuss Ends and SPL Implications of Senior Pastor's Environmental Scan and Risk Assessment - Discuss Written Summary of Ends Insights from Board Education - Discuss Written Summary of Environmental Scan & Risk Assessment Since Previous Summary - Evaluate Plan for Effectiveness/Discuss Plan Options for Next Calendar Year	May February February November November February November	May February February November November February November	May February February November November February November
Board Audit Activities (GP-7.4): - Deadline for Tenders from Auditors - Select Auditor - Finalize External Audit Cost for Governance Budget - Approve Monitoring Motion, if Acceptable External Audit Report: Accept the external auditor's assessment regarding Church's financial condition. - Approve Governance Process Motion, if Above Monitoring Motion Passed: The xxxx financial statements fairly represent the Church's financial condition as indicated by the external auditor - Specify Scope: Next Yr's Audit of Current Fiscal Yr - Options Regarding Auditors to Approach for Bids - Options Regarding Legal Firm to Approach for Bids - Select Legal Firm to Complete Legal Audit - Determine Legal Compliance Based on Legal Audit	February May February February February November November NA NA NA	February May February February February November November NA NA NA	February May February February February November November NA NA NA
Nominating Activities (GP-7.1, GP-9, GP-11): - Search for Qualified Candidates - Slate Approved by Board - Congregation Election - Establish Nominating Committee - Board Review of GP-11, item 1 matrix & 3	May-January January-April Ann Mtg Before 7/1 September November	May-January January-April Ann Mtg Before 7/1 September November	May-January January-April Ann Mtg Before 7/1 September November
Board Governance Budget (GP-9)	February	February	February
Senior Pastor Annual Performance Review (BSPD-4)	November	November	November
Senior Pastor Compensation Decision	February	February	February
Employee Benefit Provider Decision, If Any Changes	February	February	February
Develop Annual Voters Assembly agenda per Bylaws	May	May	May

FEB 2023 – NOV 2025 ANNUAL CYCLE

***Shaded columns should take majority of Board meeting time. ** Review applicable Coaching Report Summary of Suggestions for Further Action at each meeting. ***See BSPD-4 Cycle, GP-9 Cycle, and include self-evaluation of meeting process at each meeting.**

Month	Planned Linkage with Owners	Board Education	Ends Decisions	Governance Process & Board-Senior Pastor Delegation Decisions	Senior Pastor Limitations Decisions	Monitoring Senior Pastor & Board Self-Evaluation
February 2024	<p>Discuss and record in written form Ends-related decision information from ownership linkage, if any, to be used for Ends review. See Ends & Linkage tab in binder for helpful form to record decision information</p> <p>Update two-year rolling plan</p>	<p>Board education exercise, if any</p> <p>Discuss and record in written form Ends-related decision information from Board education. See Ends & Linkage tab in binder for helpful form to record decision information</p> <p>Update/finalize Board education plan for next fiscal year, including Board orientation</p>		<p>Sr Pastor Call decisions, if any</p> <p>Amend GP-3 Annual Cycle: Replace generic "Discuss and record..." items with specific Ownership Linkage Plan components and Board Education Plan components in relevant meeting months</p> <p>CGO assigns Board Self-Evaluation forms for BSPD and GP policies to be evaluated at this meeting next year (See GP-9 cycle)</p> <p>Routine Content Review GP – 7.1</p> <p>If Board accepts the auditor's report (see Monitoring column), approve a subsequent <i>Governance Process motion</i>: The 2020/21 financial statements fairly represent the Church's financial condition as indicated by the external auditor. (Can be shared with owners.)</p> <p>Deadline for Tenders from Auditors</p> <p>Senior Pastor next fiscal year's compensation decision</p> <p>Employee benefit provider change decision, if any</p> <p>Finalize next year's Governance Budget for orientation, Board education, governance coaching, ownership linkage, external auditors, Sen Pastor call committee</p>	<p>Routine Content Review SPL – 7, SPL – 9</p>	<p>Monitor Mega-End, End-1, E-3, E-4, SPL-1, SPL-3, SPL-5, SPL-Global</p> <p>Follow-up monitoring, if required</p> <p>Board Self-Evaluation:</p> <ul style="list-style-type: none"> GP – 7.2 A. Fairbanks GP – 7.3 E. Lewis GP – 7.4 D. Evans GP – 10 TBD BSPD (global): D. Weitenhagen <p>External monitoring of financial information per scope of audit: Audit Comm reviews financial statements, and based on auditor's report and review, gives the Board an opinion as to whether the financial statements fairly represent Church's financial condition (GP-7.4, item 1.1.6). If Board is satisfied, it approves a <i>monitoring motion</i> to accept the auditor's report re. Church's financial condition.</p>

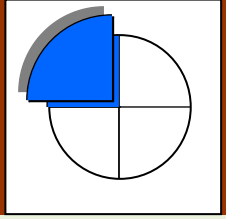
May 2024	Update 2-year Plan	<p>Annual coaching contract decision</p> <p>Board education exercise, if any</p>		<p>Senior Pastor Call decisions, if any</p> <p>Select auditor (GP-7.4)</p> <p>Approve slate of candidates.</p> <p>Annual review of Board performance (GP-9, item 4.2)</p> <p>Routine Content Review: GP-6, GP-14</p> <p>Develop annual Voters Assembly agenda per Bylaws</p> <p>CGO assigns Board Self-Eval forms to be evaluated at this meeting next year.</p> <p>Prepare next calendar year's schedule of regular Board meetings for publication per Bylaws</p>	<p>Routine Content Review: SPL-6, SPL-8</p>	<p>SPL-4, SPL-5 (<i>fiscal jeopardy and items 1 & 2 only</i>), SPL-7, SPL-10</p> <p>Follow-up monitoring, if required</p> <p>Board Self-Evaluation:</p> <ul style="list-style-type: none"> • GP-4 J. Szabo • GP-5 K. Healey • GP-7.5 T. Shaeffer • GP-8 K B. O'Rourke
August 2024		Board orientation		<p>Elect officers</p> <p>Sr Pastor Call decisions, if any</p> <p>Routine Content Review: GP-8</p> <p>Complete conflict of interest and Code of Conduct forms</p>	<p>Routine Content Review: BSPD-2, BSPD-4</p>	
September 2024	Discuss and record in written form Ends-related decision information from ownership linkage, if any, to be used for Ends review	<p>Board education exercise, if any</p> <p>Discuss and record in written form Ends-related decision information from Board education</p> <p>Evaluate Orientation</p>		<p>Senior Pastor Call decisions, if any</p> <p>Committee members appointed per Bylaws and committee charters</p> <p>CGO assigns Board Self-Evaluation forms for BSPD and GP policies to be evaluated at this meeting next year (See GP-9 cycle)</p>	<p>Routine Content Review: SPL-3, SPL-10</p>	<p>Monitor End-2, SPL-2 (<i>fiscal jeopardy, items 1 and 2 only</i>), SPL-6</p> <p>Follow-up monitoring if required</p> <p>Board Self-Evaluation:</p> <ul style="list-style-type: none"> • GP-2 B. O'Rourke • GP-6 D. Weitenhagen • GP 7.1: C. Eckstein • GP-9: E. Lewis • GP-11: D. Evans <p>Review and Determine items to add to Gov Action Plan</p>

November 2024	<p>Discuss written summary of Ends Insights from all ownership linkage since previous summary</p> <p>Evaluate plan for effectiveness/discuss plan options</p>	<p>Board education exercise, if any</p> <p>Plan orientation content/date for next fiscal year and arrange outside help, if any</p> <p>Discuss Ends and SPL Implications of Senior Pastor's Environmental Scan and Risk Assessment</p> <p>Gov Dev Comm prepares written summary for Feb meeting</p> <p>Discuss written Summary of Ends Insights from Board Education</p>	<p>Review/Refine Ends in light of 1) Ownership Linkage summaries, 2) Board education summaries, 3) Senior Pastor's environmental scan & risk analysis, 4) Senior Pastor Ends monitoring reports</p>	<p>Senior Pastor Call decisions, if any</p> <p>CGO assigns Board Self-Evaluation forms for BSPD and GP policies to be evaluated at this meeting next year (See GP-9 cycle)</p> <p>Specify Scope of next year's audit of current fiscal year and present options for auditors to approach for bids</p> <p>Senior Pastor annual performance review based on monitoring tracking sheet</p> <p>Review GP-11,, items 1 & 3 and Board Matrix</p> <p>Routine Content Review: GP-2</p>	<p>Routine Content Review: Ends, SPL-Global,</p>	<p>Monitor SPL-5 (<i>fiscal jeopardy and items 1 & 2 only</i>), SPL-8, SPL-9</p> <p>Follow-up monitoring if required</p> <p>Board Self-Evaluation:</p> <ul style="list-style-type: none"> • GP-3 (TBD) • BSPD-3: (TBD) • BSPD-4: C. Eckstein Review and Determine items to add to Gov Action Plan
February 2025	<p>Finalize OLC costs for next fiscal year</p> <p>Update two-year rolling plan</p>	<p>Board education exercise, if any</p> <p>Discuss written summary of Environmental Scan & Risk Assessment since previous summary</p> <p>Update/finalize Board education plan for next fiscal year, including Board orientation</p> <p>Discuss written Summary of Environmental Scan and Risk Assessment Since Previous Summary</p>		<p>Sr Pastor Call decisions, if any</p> <p>CGO assigns Board Self-Evaluation forms for BSPD and GP policies to be evaluated at this meeting next year (See GP-9 cycle)</p> <p>If Board accepts the auditor's report (see Monitoring column), approve a subsequent <i>Governance Process motion</i>: The 202X/2X financial statements fairly represent the Church's financial condition as indicated by the external auditor. (Can be shared with owners.)</p> <p>Deadline for Tenders from Auditors</p> <p>Senior Pastor next fiscal year's compensation decision</p> <p>Employee benefit provider change decision, if any</p> <p>Finalize next year's Governance Budget for orientation, Board education, governance coaching, ownership linkage, external auditors, Sen Pastor call (GP-9)</p>		<p>Monitor Mega-End, End-2, E-3, E-4, SPL-1, SPL-3, SPL-5, SPL-Global</p> <p>Follow-up monitoring, if required</p> <p>Board Self-Evaluation:</p> <ul style="list-style-type: none"> • GP (global) (T.Shaeffer) • GP-1 (B. O'Rourke) • GP-10 (TBD) • GP-12 C.Eckstein <p>Review and Determine items to add to Gov Action Plan</p> <p>External monitoring of financial information per scope of audit: Audit Comm reviews financial statements, and based on auditor's report and review, gives the Board an opinion as to whether the fin statements fairly represent Church's financial condition (GP-7.4, item 1.1.6). If Board is satisfied, it approves a <i>monitoring motion</i> to accept the auditor's report re. Church's financial condition.</p>

May 2025	Discuss and record in written form Ends-related decision information from ownership linkage, if any, to be used for Ends review	<p>Annual Contract Coaching decision</p> <p>Board education exercise, if any</p> <p>Discuss and record in written form Ends-related decision information from Board education</p> <p>Initial discussion regarding Senior Pastor's Ends-related environmental scan and risk assessment. Gov Dev Comm prepares written summary for Nov meeting</p>		<p>CGO assigns Board Self-Evaluation forms for BSPD and GP policies to be evaluated at this meeting next year (See GP-9 cycle)</p> <p>Update and approve Annual Cycle in GP-3 for next August-May cycle, including ownership linkage plan and Board education plan specifics in appropriate columns to the left</p> <p>Select auditor (GP-7.4)</p> <p>Annual review of Board performance (GP-9, item 4.2)</p> <p>Approve slate of candidates</p> <p>Routine Content Review: BSPD Global</p> <p>Develop annual Voters Assembly agenda per Bylaws</p> <p>Senior Pastor call decision, if any</p> <p>Prepare next calendar year's schedule of regular Board meetings for publication per Bylaws</p>		<p>Monitor SPL-4, SPL-5 (<i>fiscal jeopardy and items 1 & 2 only</i>), SPL-7, SPL-10</p> <p>Follow-up monitoring, if required:</p> <p>From November Mtg: SPL-8, SPL-9</p> <p>From February Mtg: SPL-1, SPL-5, SPL-3, SPL-Global, Mega-End</p> <p>Board Self-Evaluation:</p> <ul style="list-style-type: none"> • GP-4: L. Anderson • GP-5: D. Weitenhagen • GP-7.5: E. Lewis • GP-8: D. Evans
Aug 2025		Board orientation		<p>Elect officers</p> <p>Senior Pastor Call decisions, if any</p> <p>Routine Content Review: GP-8, GP-12</p> <p>Complete conflict of interest and code of conduct forms</p>		
Sep 2025	Discuss and record in written form Ends-related decision information from ownership linkage, if any, to be used for Ends review	<p>Board education exercise, if any</p> <p>Evaluate Orientation</p> <p>Discuss and record in written form Ends-related decision information from Board education</p>		<p>Senior Pastor Call decisions, if any</p> <p>Committee members appointed per Bylaws and committee charters</p> <p>CGO assigns Board Self-Evaluation forms for BSPD and GP policies to be evaluated at November 2025 meeting (See GP-9 cycle)</p> <p>Routine Content Review: GP-1, GP-3, GP-4, GP-5, GP-7, GP-7.5</p>	Routine Content Review: SPL-1	<p>Monitor End-2, , SPL-2, SPL-5 (<i>fiscal jeopardy, items 1 and 2 only</i>), SPL-6</p> <p>Follow-up monitoring, if required</p> <p>Board Self-Evaluation:</p> <ul style="list-style-type: none"> • GP-2 K. Healey • GP-7 T. Shaeffer • GP 7.1 D. Evans • GP-11 C. Eckstein <p>Review and Determine items to add to Gov Action Plan</p>

Nov 2025	Evaluate effectiveness of ownership linkage plan and discuss options to amend plan	<p>Evaluate effectiveness of Board education plan and discuss options to include in next plan</p> <p>Discuss Ends and SPL Implications of Senior Pastor's Environmental Scan and Risk Assessment Gov Dev Comm prepares written summary for Feb meeting</p> <p>Discuss written Summary of Ends Insights from Board Education</p>	<p>Review/refine Ends in light of 1) Ownership Linkage summaries, 2) Board education summaries, 3) Senior Pastor's environmental scan & risk analysis, 4) Senior Pastor Ends monitoring reports</p>	<p>CGO assigns Board Self-Evaluation forms for BSPD and GP policies to be evaluated at this meeting next year (See GP-9 cycle)</p> <p>Specify Scope of next year's audit of current fiscal year and present options for auditors to approach for bids</p> <p>Review GP-11,, items 1 & 3 and Board Matrix</p> <p>Senior Pastor annual performance review based on monitoring tracking sheet</p>	Routine Content Review-Ends	<p>Monitor SPL-5 (<i>fiscal jeopardy and items 1 & 2 only</i>), SPL-8, SPL-9</p> <p>Follow-up monitoring if required</p> <p>Board Self-Evaluation:</p> <ul style="list-style-type: none"> • GP-13: TBD • GP-14: TBD • BSPD-1: TBD • BSPD-2: TBD • BSPD-4: TBD <p>Review and Determine items to add to Gov Action Plan</p>
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BOARD OF DIRECTORS POLICY



Policy Name: Role of Board Chairperson (CGO)

Number: GP-4

Policy Type: Governance Process

Date Approved: April 16th, 2019

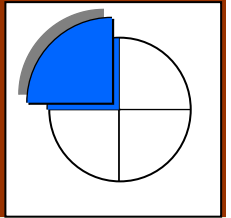
Date Amended: May 7, 2023

Date Last Reviewed: Sept 24, 2023

The Chairperson (Chief Governance Officer), a specially empowered member of the Board, assures the integrity of the Board's process.

1. The assigned result of the Chairperson's job is that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the Church.
 - 1.1. Meeting discussion content will include only those issues that, according to Board policy, clearly belong to the Board to decide or monitor.
 - 1.2. Information that is neither for monitoring performance nor for Board decisions will be avoided or minimized and always noted as such.
 - 1.3. Deliberation will be timely, fair, orderly and thorough, but also efficient and kept to the point.
2. The authority of the Chairperson consists in making decisions that fall within topics covered by Board policies on Governance Process and Board-Senior Pastor Delegation, with the exception of (a) employment or termination of a Senior Pastor and (b) instances where the Board specifically delegates portions of this authority to others. The Chairperson is authorized to use any reasonable interpretation of the provisions in these policies.
 - 2.1. The Chairperson is empowered to chair Board meetings with all the commonly accepted power of that position, such as ruling and recognizing.
 - 2.2. The Chairperson has no authority to make decisions about policies created by the Board within Ends and Senior Pastor Limitations policy areas. Therefore, the Chairperson has no authority to supervise or direct the Senior Pastor.
 - 2.3. The Chairperson may represent the Board to outside parties in announcing Board-stated positions and in stating Chairperson's decisions and interpretations within the area delegated to the Chairperson.
 - 2.4. The Chairperson shall approve Committee reports prior to being communicated to the congregation.
 - 2.5. The Chairperson may delegate this authority, but remains accountable for its use.

BOARD OF DIRECTORS POLICY



Policy Name: Role of Board Secretary

Number: GP-5

Policy Type: Governance Process

Date Approved: April 16th, 2019

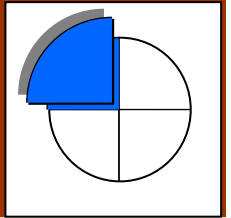
Date Amended:

Date Last Reviewed: Sept 24, 2023

The Board Secretary is an officer of the Board whose purpose is to ensure the integrity of the Board's documents.

1. The assigned result of the Secretary's job is to see to it that all Board documents and filings are accurate and timely.
 - 1.1. Policies will be current in their reflection of Board decisions. Decisions upon which no subsequent decisions are to be based, such as Required Approvals Agenda decisions, motions to adjourn, and staff or Board member recognitions need not be placed in policy.
 - 1.2. The format of policies will follow rigorously the Policy Governance principles.
 - 1.3. Bylaws elements necessary for legal compliance and for consistency with the principles of Policy Governance will be known to the Board.
 - 1.4. Minutes will be an accurate record of Board decisions and due diligence, in an appropriate format and degree of brevity.
2. The authority of the Secretary is access to and control over Board documents, the authority to make any reasonable interpretation of this policy, and the reasonable use of administrative staff time.

BOARD OF DIRECTORS POLICY



Policy Name: Board Committee Principles

Number: GP-6

Policy Type: Governance Process

Date Approved: April 16th, 2019

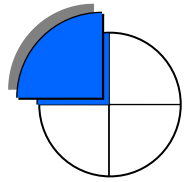
Date Amended:

Date Last Reviewed: May 5, 2024

Board committees, when used, will be assigned to reinforce the wholeness of the Board's job, and will never interfere with delegation from Board to Senior Pastor.

1. Board committees are to help the Board do its job, never to help or advise the staff. Committees ordinarily will assist the Board by preparing policy alternatives and implications for Board deliberation.
2. Board committees may not speak or act for the Board except when formally given such authority for specific and/or time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the Senior Pastor.
3. Board committees cannot exercise authority over staff. Because the Senior Pastor works for the full Board, he will not be required to obtain approval of a Board committee before taking an action.
4. Committees will be used sparingly and ordinarily in an ad hoc capacity.
5. This policy applies to any group that is formed by Board action, whether or not it is called a committee, and whether or not it includes Board members. It does not apply to committees formed under the authority of the Senior Pastor.
6. All committee members shall abide by the same Code of Conduct as governs the Board.
7. Except as defined in written committee charter, no committee has authority to commit the funds or resources of the Church.

BOARD OF DIRECTORS POLICY



Policy Name: Board Committee Structure

Number: GP-7

Policy Type: Governance Process

Date Approved: April 16th, 2019

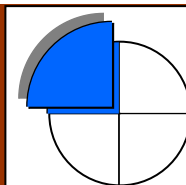
Date Amended:

Date Last Reviewed: September 29, 2019

A committee is a Board committee only if its existence and charge come from the Board, regardless of whether Board members sit on the committee.

1. The only Board committees are those which are set forth in lower level sections of this policy.
2. Unless otherwise stated, a committee ceases to exist as soon as its task is complete.

BOARD OF DIRECTORS POLICY



Policy Name: Nominating Committee Charter

Number: GP-7.1

Policy Type: Governance Process

Date Approved: April 16th, 2019

Date Amended: September 24, 2023

Date Last Reviewed: February 2024

The Nominating Committee helps the Board ensure governance excellence by creating a slate of qualified candidates in accordance with the nomination and election provisions in the Bylaws.

Committee Products

1. The committee products are to support the Board's job, never to decide for the Board unless explicitly stated below.
 - 1.1 A properly screened slate of at least one candidate for each available Board position by the time noted in the Bylaws.
 - 1.1.1. Candidates must be able and willing to adhere to the Board's Code of Conduct policy. Candidates will be provided the Board's Code of Conduct and will be asked to read it and provide written agreement to conform to it.
 - 1.1.2. Candidates must be able and willing to serve effectively within the Board's Governing Style policy and have the characteristics noted in the Governance Succession Planning policy that will enable them to govern, and not manage, the Church. Candidates will be provided the Board's Governing Style and will be asked to read it and provide confirmation of agreement in writing. Candidates also will be asked to rank themselves on each of the criteria noted in the Governance Succession Planning policy.

Committee Authority

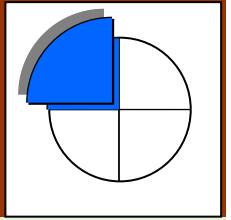
2. The committee's authority enables it to assist the Board in its work of ensuring candidates are qualified to govern with excellence and in assuring compliance with Bylaws provisions, while not interfering with the Board acting as a whole.
 - 2.1. The committee has no authority to change or contravene Board policies.
 - 2.2. The committee has authority to use staff resource time normal for administrative support around meetings.
 - 2.3. The committee does not have authority to instruct the Senior Pastor or any other staff member, other than to request information required in the conduct of its duties.
 - 2.4. The committee has authority to contact and screen potential candidates.
 - 2.5. The committee has authority to request information from the Senior Pastor required to screen candidates based on the Board's Code of Conduct, Governing Style, and Governance Succession Planning policies.
 - 2.6. The committee chair has the authority to make any reasonable interpretation of this policy.

Committee Composition and Tenure

3. The committee's composition shall enable it to function effectively and efficiently.

- 3.1 Consistent with the Bylaws, the committee shall be comprised of six voting members of the congregation, including the Vice-Chair, at least two other members of the Board, and at least one member of the congregation not currently serving on the Board.
- 3.2 The Vice-Chair will usually serve as committee chair.
- 3.3 Members will usually be appointed by the Board annually for a one year term or until the member is replaced.

BOARD OF DIRECTORS POLICY



Policy Name: Ownership Linkage Committee
Charter
Policy Type: Governance Process

Number: GP-7.2
Date Approved: April 16th, 2019
Date Amended: May 2, 2021
Date Last Reviewed: February 9, 2020

The Ownership Linkage Committee will assist the Board in fulfilling its responsibilities regarding connection with the owners.

Committee Products

1. The committee products are to support the Board's job, never to decide for the Board unless explicitly stated below.
 - 1.1. A current ownership linkage plan that enables constructive Board dialogue with owners related to Ends issues.
 - 1.1.1. An organized written presentation of information collected from groups within the ownership, in a format useful to the Board for Ends deliberations, by November annually starting in 2020.
 - 1.1.2. An annual evaluation of the effectiveness of the plan with Board input by the November meeting, starting in 2020.
 - 1.1.3. Updated ownership linkage plan options, developed with Board input and with consideration of the previous plan evaluation, and provided to the Board for decision annually by the February meeting, starting in 2021.
 - 1.2. Budget estimate for ownership linkage no later than the February meeting to be available for the Senior Pastor's budget planning cycle.

Committee Authority

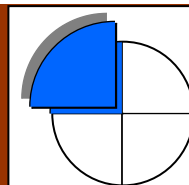
2. The committee's authority enables it to assist the Board in its work, while not interfering with Board holism.
 - 2.1. The committee has no authority to change or contravene Board policies.
 - 2.2. The committee has authority to commit Church funds for education and training within the amount determined annually by the Board.
 - 2.3. The committee has authority to use staff resource time normal for administrative support around meetings, as well as administrative support included in the Board's ownership linkage plan.
 - 2.4. The committee chair has the authority to make any reasonable interpretation of this policy.

Committee Composition and Tenure

3. The committee's composition shall enable it to function effectively and efficiently.

- 3.1. The committee shall be comprised of at least three Board members. In addition, the Board committee members may recommend to the Chief Governance Officer up to two non-Board members of the congregation to serve on the committee.
- 3.2. The Chief Governance Officer shall appoint the Board committee members and approve the non-Board committee members. The committee shall appoint its chair from among the committee Board Members.
- 3.3. Members and the committee chair shall be appointed for at least a one year term.

BOARD OF DIRECTORS POLICY



Policy Name: Governance Development Committee Charter

Number: GP-7.3

Policy Type: Governance Process

Date Approved: April 16th, 2019

Date Amended: November 11, 2023

Date Last Reviewed: February 9, 2020

The Governance Development Committee assists the Board to improve its abilities to govern effectively using Policy Governance.

Committee Products

1. A Board properly informed and educated to govern effectively and governing documents consistent with Policy Governance principles.
 - 1.1. Options for Board consideration and recommendation to the members regarding Constitution and/or Bylaws provisions, especially to ensure consistency with Policy Governance principles.
 - 1.2. Advice to the Board regarding proposed policy changes, when requested by the Board.
 - 1.3. Options for Board consideration regarding Board education designed a) to help the Board learn and practice Policy Governance effectively, including how to properly monitor the Senior Pastor, and b) to provide the Board insight that will inform future Ends decisions regarding benefits provided to specified recipients and the worth, cost, or prioritization of those benefits and recipients.
 - 1.3.1. Updated Board education plan options for the next fiscal year, developed with Board input and with consideration of the previous plan evaluation, and provided to the Board annually for decision by the February meeting, starting in 2020.
 - 1.3.2. Written summary, annually by the November Board meeting starting in 2020, of the significant insights gained from the Board education plan, since the previous such written summary, in a manner that will assist the Board evaluate its Ends decisions.
 - 1.3.3. Written summary, annually by the February Board meeting starting in 2024, of the significant insights gained from the Senior Pastor's environmental scanning report and risk assessment since the previous such written summary, in a manner that will assist the Board evaluate its Ends decisions.
 - 1.3.4. An annual evaluation of the effectiveness of the plan with Board input by the November meeting, starting in 2020.
 - 1.4. Budget estimate for Board education no later than the February meeting to be available for the Senior Pastor's budget planning cycle.

Committee Authority

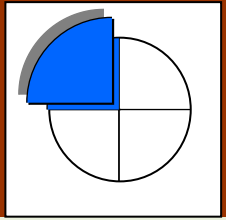
2. The committee's authority helps the Board ensure governance excellence, while not interfering with the Board acting as a whole.

- 2.1. The committee has authority to use the amount of staff time normal for administrative support around meetings.
- 2.2. The committee has authority to commit Church funds for education and training within the amount determined annually by the Board.
- 2.3. The committee has no authority to change or contravene Board policy.
- 2.4. The committee chair has the authority to make any reasonable interpretation of this policy.

Committee Composition and Tenure

3. The committee's composition shall enable it to function effectively and efficiently.
 - 3.1. The committee shall be comprised of five Board members.
 - 3.2. The Chief Governance Officer shall appoint the committee members, and the committee shall appoint its chair.
 - 3.3. Members and the committee chair shall be appointed for at least a one year term.

BOARD OF DIRECTORS POLICY



Policy Name: Audit Committee Charter

Number: GP-7.4

Policy Type: Governance Process

Date Approved: April 16th, 2019

Date Amended: February 26, 2023

Date Last Reviewed: June 14, 2020

The Audit Committee enhances the Board's effectiveness and efficiency in fulfilling its external and direct inspection monitoring responsibilities of fiscal policy and compliance with legal requirements.

Committee Products

1. The committee products are to support the Board's job, never to decide for the Board unless explicitly stated below.
 - 1.1. A transparent process of review and disclosure that enhances owner and stakeholder confidence in the Church's financial reporting.
 - 1.1.1. Options for Board decision, at the November Board meeting in the fiscal year to be audited, regarding which external auditors shall be approached to submit bids by February 1.
 - 1.1.2. Liaison with existing or potential auditor on behalf of the Board.
 - 1.1.3. An opinion regarding which external auditor should be selected, provided to the Board for decision at its May Board meeting.
 - 1.1.4. At the request of the Board, an opinion for the Board as to Senior Pastor compliance with criteria specified in Senior Pastor Limitations policies on financial conditions, financial activities and asset protection.
 - 1.1.5. An opinion for the Board, at the February Board meeting following the fiscal year audited externally, based on reports and inquiry of the external auditor, Senior Pastor and the Director of Administration and Operations, as to whether the financial audit of the Church was performed in a competent and independent manner.
 - 1.1.6. A report to the Board, at the February Board meeting following the fiscal year audited externally, highlighting the committee's review of the audited financial statements, including but not limited to the findings and any other significant information arising from its discussion with the external auditor.
 - 1.2. A transparent process of review and disclosure that enhances owner and stakeholder confidence in the Church's legal compliance.
 - 1.2.1. Options for Board decision, at the November 2019 Board meeting and every five years afterward, regarding which legal firm or attorney shall be approached to submit bids by February 1.
 - 1.2.2. Liaison with existing or potential legal firm or attorney on behalf of the Board.

- 1.2.3. An opinion regarding which legal firm or attorney should be selected, provided to the Board for decision at its February Board meeting.
 - 1.2.4. An opinion for the Board, at the September Board meeting, based on reports and inquiry of the external legal auditor, Senior Pastor and Director of Administration and Operations, as to whether the legal audit of the Church was performed in a competent and independent manner.
 - 1.2.5. A report to the Board, at the September Board meeting, highlighting the committee's review of the legal audit, including but not limited to the findings of legal compliance, and any other significant information arising from its discussion with the external legal auditor.
- 1.3. Options for Board decision regarding capital projects outside the Senior Pastor's expenditure limits as identified in Senior Pastor Limitations on financial condition and activities and asset protection.
 - 1.4. Budget estimate for financial and legal audits no later than the February meeting to be available for the Senior Pastor's budget planning cycle.

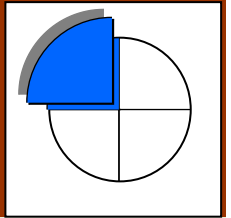
Committee Authority

- 2. The committee's authority enables it to assist the Board in its work, while not interfering with Board holism.
 - 2.1. The committee has no authority to change or contravene Board policies.
 - 2.2. The committee has authority to use staff resource time normal for administrative support around meetings.
 - 2.3. The committee does not have authority to instruct the Senior Pastor or any other staff member, other than to request information required in the conduct of its duties.
 - 2.4. The committee has the authority to meet independently with the Church's external auditors.
 - 2.5. The committee chair has the authority to make any reasonable interpretation of this policy.

Committee Composition and Tenure

- 3. The committee's composition shall enable it to function effectively and efficiently.
 - 3.1. The committee shall be comprised of at least two Board members whose terms do not expire the following year.
 - 3.2. The Chief Governance Officer shall appoint the committee members, and the committee shall appoint its chair.
 - 3.3. Members and the committee chair shall be appointed for at least a one year term.

BOARD OF DIRECTORS POLICY



Policy Name: Senior Pastor Call Committee Charter	Number: GP-7.5
Policy Type: Governance Process	Date Approved: April 16th, 2019
	Date Amended:
	Date Last Reviewed: Sept 25, 2022

The Senior Pastor Call Committee helps the Board ensure the Church extends a Divine Call to a Senior Pastor candidate capable of achieving the Ends while complying with the Senior Pastor Limitations, both as reasonably interpreted by the Senior Pastor.

Committee Products

1. The committee products are to support the Board's job, never to decide for the Board unless explicitly stated below.
 - 1.1. In fulfilling its Bylaws-required responsibilities, the committee shall develop a properly screened list of at least two candidates for the Senior Pastor position for review by the Board. On behalf of the Board, the committee shall submit at least one candidate, accepted by a majority of the Board, to the congregation for its prayerful decision regarding extending a Divine Call to one of the candidates.
 - 1.1.1. Candidates must meet the following criteria:
 - Agree to conform to the Confessional Basis in the Constitution.
 - Be eligible to receive a Divine Call to serve as a Minister of Religion-Ordained at a Lutheran Church-Missouri Synod congregation.
 - Agree to serve as the only delegate of the Board to achieve the Ends and comply with the Senior Pastor Limitations policies, both as reasonably interpreted by him, and to be accountable to the Board as delineated in the Board-Senior Pastor Delegation policies.
 - Express willingness to learn how to work effectively as well as agree to work effectively within the Policy Governance system.
 - Support close communion.
 - Have demonstrated success in delivering and being supportive of multiple worship styles.
 - 1.1.2. Highly preferred candidates will have the following experience and/or skills:
 - Demonstrated leadership experience building or positively transforming a ministry organization with measurable improved outcomes related to financial results, Church attendance, school attendance, Holy Spirit-empowered growth of individuals, and God-blessed membership growth by the organization as a whole;
 - Demonstrated leadership experience creating or strengthening a ministry leadership team, consisting of both professional and volunteer staff, through active and consistent pastoral care and leadership;

- Demonstrated ability to effectively lead a ministry team, consisting of both professional and volunteer staff, to achieve strategic ministry goals. Effectiveness will be based on a) proven ability to develop working relationships with team members based on trust and goal attainment, and b) an awareness, development, and use of personal and others' strengths and skills to achieve objectives;
- Demonstrated leadership experience creating or strengthening employee and volunteer engagement in ministry;
- Demonstrated leadership experience creating or strengthening a ministry culture of trust, transparency, and continuous improvement of processes and outcomes.

1.1.3. Preferred candidates will have the following experience and/or demonstrated skills:

- At least 10 years of overall pastoral ministry experience, with increasing ministry leadership responsibilities and demonstrated leadership growth.
- Experience leading congregations that worship on average over 500 people per week.
- Familiarity with and appreciation for the Carver Policy Governance system and how it differs from policy-based governance.
- High scores on the Ministry Insights Position Insights profile, if used, for the following characteristics in this ranked order: Decision-making, time to think, freedom to innovate, persuasive communication, generate enthusiasm, expediting action, negotiating, initiating change.
- A set of talents from the Clifton Strengths assessment, if used, that have the Board-desired respective weights in the Strategic Thinking, Executing, Influencing, and Relationship Building domains.
- A Gallup Builder Profile 10 with the Board-desired Leadership Style of either Rainmaker or Conductor (rather than Expert).
- Results from personality assessments such as Harrison Assessments, Omnia Profile, Kolbe RightFit, and others that demonstrate the candidate has an ability to effectively lead a team to execute plans to achieve the Ends, to effectively manage conflict, and to build relational trust.
- Pastoral Leadership Institute (PLI) attendance/completion.
- Awareness of personal leadership skills, style, and limitations.

Committee Authority

2. The committee's authority enables it to assist the Board in its work of ensuring the Senior Pastor is capable of leading the Church effectively in accordance with the Board's policies.

2.1. The committee has no authority to change or contravene Board policies.

2.2. The committee has authority to spend the amount of funds budgeted by the Board for this process.

2.3. The committee has authority to use the amount of staff time normal for administrative support around meetings.

2.4. The committee has authority to seek, contact, and screen potential candidates.

2.4.1 The committee has authority to design the process and select the appropriate resources and tools to use at each stage of the process to seek, contact, and screen candidates and to finalize the list of candidates to be shared with the Board. Such resources and tools may include, but are not limited to, the following:

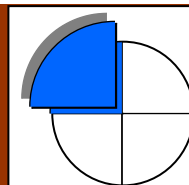
- Assistance from the Pacific Southwest District as well as any other LC-MS Districts or organizations having ecclesiastical supervision over potential candidates;

- Use of assessment tools such as the Ministry Insights Leading from Your Strengths Profile, Ministry Insights Position Profile, Clifton Strengths Profile, Gallup Builder Profile 10, Harrison Assessments, Kolbe Assessments, and Omnia Profile;
- Use of firms specializing in helping organizations find qualified ministry leadership personnel;
- Use of behavioral interviewing techniques;
- Online/video interviews of the candidate, ministry peers and supervisors, and those who report to or have reported to the candidate;
- Visits of potential candidates to the Church; and
- Visits by members of the Call Committee and its representatives to the ministries served by potential candidates.

Committee Composition and Tenure

3. The committee's composition shall enable it to function effectively and efficiently.
 - 3.1. Consistent with the Bylaws, the committee shall consist of at least five Board members and at least one member of the congregation not currently serving on the Board. The committee shall consist of seven members.
 - 3.2. Members shall be appointed by the Board.
 - 3.3. The Chief Governance Officer (CGO) shall either appoint the chair of the committee or, if the CGO is one of the Board members selected by the Board to serve on this committee and upon the CGO's discretion, the CGO may serve as the chair of this committee.

BOARD OF DIRECTORS POLICY



Policy Name: Board Code of Conduct

Number: GP-8

Policy Type: Governance Process

Date Approved: April 16th, 2019

Date Amended: November 11, 2023

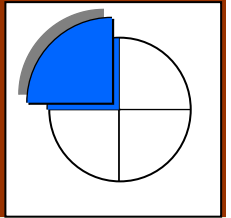
Date Last Reviewed: August 20, 2023

The Board commits itself and its members to Christ-like, ethical, professional, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members. Recognizing the Board's accountability to God, Board members are expected not only to meet the highest secular standards, but also to seek to meet the standard of Scripture. This includes conducting themselves with integrity, honesty and straightforwardness, and speaking the truth in love.

1. Board members must have loyalty to the ownership that supersedes any loyalties to staff or individual staff members, other organizations or any personal interest as a member of the Church.
2. Board members are accountable to exercise the powers and discharge the duties of their office honestly and in good faith. Board members shall exercise the degree of care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.
3. Board members must avoid a conflict of interest with respect to their fiduciary responsibility.
 - 3.1. There must be no self-dealing or any conduct of private business or personal services between any Board member and the Church, except as procedurally controlled to assure openness, competitive opportunity, and equal access to otherwise "inside" information. Board members annually will disclose their involvements with other organizations, with vendors, or any associations that might be or might reasonably be seen as being a conflict.
 - 3.2. When the Board is to decide upon an issue, about which a Board 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.
 - 3.3. Board members will not use their Board position to obtain employment in the Church for themselves, family members, or close associates. Should a Board member apply for employment, he or she must first resign from the Board.
 - 3.4. Each Board member annually must sign a statement which affirms that he/she a) has read and understood this policy, b) has agreed to comply with this policy, and c) has provided material details on any potential conflict of interest.
 - 3.5. Any state law governing conflicts of interest applicable to not-for-profit and charitable organizations takes precedence over this policy.
4. Board members will respect the confidentiality appropriate to issues of a sensitive nature, including at all times the content of meetings taking place in Executive Session.
5. Board members will not share or post information on social media that compromises the Church or the Board's policy or public image.

6. Board members will commit themselves to holding the Biblical convictions contained in the Confessional basis of the Constitution.
7. Board members will regularly participate in the worship and educational life of this congregation, seeking opportunities to grow in their faith relationship with God.
8. Board members will provide prayer and financial support to the mission and ministry of this congregation.
9. Board members are expected to maintain an accessible email account and to be responsive to such communication.
10. Board members shall not attempt to exercise individual authority over the Church.
 - 10.1. Board members' interactions with the Senior Pastor or staff must recognize that individual Board members have no authority to instruct or evaluate employees, and no authority to insert themselves into employee operations.
 - 10.2. The Chief Governance Officer or designee is the only person authorized to speak to the media on behalf of the Board. Board members shall not presume to speak for the Board when interacting with the public. Board members shall only report actual Board policy decisions when interacting with the public.
11. Board members shall be familiar with the incorporating documents, relevant legislation and regulations, by-laws, and governing policies of the Church as well as the rules of procedure and proper conduct of a meeting so that any decision of the Board may be made in an efficient, knowledgeable and expeditious fashion.
12. Board members will be properly prepared for Board deliberation.
13. Board members will support the legitimacy and authority of Board decisions, regardless of the member's personal position on the issue.
14. Board members shall regularly take part in educational activities that will assist them in carrying out their responsibilities and will endeavor to gain a working knowledge of Policy Governance so that they may govern with excellence.
15. Board members shall attend all meetings on a punctual basis. Absence of a Board member from two consecutive regular meetings shall be considered a resignation from the Board. A Board member may request reinstatement. The Board may, by majority vote, reinstate a Board member upon such a request. Only one such reinstatement per Board term is permitted.
16. A Board member who is alleged to have violated the Code of Conduct shall be informed in writing and the Chief Governance Officer (CGO) shall meet with the Board member to evaluate and resolve the issue in a timely and Christian manner. If the Board member who is alleged to have violated the Code of Conduct is the CGO, then the Vice-Chair shall meet with the CGO to evaluate and resolve the issue in a timely and Christian manner. If the CGO or the Vice-Chair cannot resolve the issue, the Board member who is alleged to have violated the Code of Conduct shall be allowed to present his or her views of such alleged breach at the next Board meeting. The complainant must be identified. If the complainant is a Board member, he or she and the respondent Board member shall absent themselves from any vote upon resolution of censure or other action that may be brought by the Board.
17. Each Board member annually must sign a statement which affirms that he/she: a) has read, understood and agrees to conform to the Board Code of Conduct, b) has regularly participated in the worship and education life of the congregation pursuant to item 7, and c) has provided prayer and financial support to the mission and ministry of the congregation pursuant to item 8.

BOARD OF DIRECTORS POLICY



Policy Name: Investment in Governance

Number: GP-9

Policy Type: Governance Process

Date Approved: April 16th, 2019

Date Amended:

Date Last Reviewed: February 2024

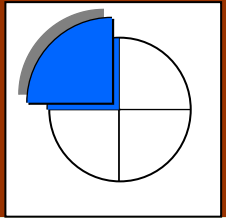
Consistent with its commitment to excellence in governance, the Board will invest in its governance capacity.

1. Candidates for Board membership shall be provided with information that clearly outlines the role of the Board, the necessary qualifications and the Board's expectations of Board members.
2. Board skills, methods, and supports will be sufficient to assure governing with excellence.
 - 2.1. Board members shall receive a complete orientation to ensure familiarity with the Church's issues and structure, and the Board's process of governance, including the principles of Policy Governance.
 - 2.2. Board members shall have ongoing opportunity for continued education to enhance their governance capabilities.
 - 2.3. Outreach mechanisms will be used as needed to ensure the Board's ability to listen to owner viewpoints and values.
 - 2.4. Outside monitoring assistance will be arranged so that the Board can exercise sufficient control over Church performance. This includes, but is not limited to, fiscal and legal audit.
3. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior governance capability.
 - 3.1. The Board will establish annually prior to the budget cycle, and be accountable for an annual budget for its own governance functions, which shall include costs for:
 - Board meetings;
 - Board education, including Board member attendance at conferences and conventions, orientation regarding Policy Governance and its application, and governance coaching;
 - any Divine Call process for a Senior Pastor;
 - fiscal audit and any other outside monitoring assistance required; and
 - implementing the ownership linkage plan.

4. The Board will use its governance means policies as measurable standards against which the Board's performance can be evaluated.
 - 4.1. The Board will evaluate and discuss the Board's process and performance at each meeting.
 - 4.2. Under the leadership of the Chief Governance Office, at least annually the Board will conduct a self-evaluation. As a result of this evaluation, the Board will establish a governance action plan for improvement of identified areas.
 - 4.2.1. The Board will monitor its adherence to its own Governance Process and Board-Senior Pastor Delegation policies regularly. Upon the choice of the Board, any policy can be monitored at any time. However, at minimum, the Board will monitor its own adherence to them, according to the following schedule:

Number	Policy	Frequency	Date Evaluation Given
GP	Global Governance Commitment	Every two years	February 2021+
GP-1	Governing Style	Every two years	February 2021+
GP-2	Board Job Contributions	Annually	September 2020+
GP-3	Board Planning Cycle and Agenda Control	Every two years	November 2020+
GP-4	Role of Chairperson (CGO)	Annually	May 2020+
GP-5	Role of Board Secretary	Annually	May 2020+
GP-6	Board Committee Principles	Every two years	September 2020+
GP-7	Board Committee Structure	Every two years	September 2021+
GP-7.1	Nominating Committee Charter	Annually	September 2020+
GP-7.2	Ownership Linkage Committee Charter	Every two years	February 2020+
GP-7.3	Governance Development Committee Charter	Every two years	February 2020+
GP-7.4	Audit Committee Charter	Every two years	February 2020+
GP-7.5	Senior Pastor Call Committee Charter	Annually	May 2020+
GP-8	Board Code of Conduct	Annually	May 2020+
GP-9	Investment in Governance	Every two years	September 2020+
GP-10	Board Linkage with Ownership	Annually	February 2020+
GP-11	Governance Succession Planning	Annually	September 2020+
GP-12	Special Rules of Order	Every two years	February 2021+
GP-13	Handling Operational Complaints	Every two years	November 2019+
GP-14	Handling Alleged Policy Violations	Every two years	November 2019+
BSPD	Global Board-Senior Pastor Delegation	Every two years	February 2020+
BSPD-1	Unity of Control	Every two years	November 2021+
BSPD-2	Accountability of the Senior Pastor	Every two years	November 2021+
BSPD-3	Delegation to the Senior Pastor	Every two years	November 2020+
BSPD-4	Monitoring Senior Pastor's Performance	Annually	November 2020+

BOARD OF DIRECTORS POLICY



Policy Name: Board Linkage with Ownership

Number: GP-10

Policy Type: Governance Process

Date Approved: April 16th, 2019

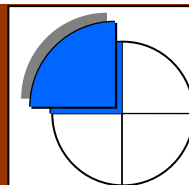
Date Amended:

Date Last Reviewed: November 14, 2020

As provided in the Global Governance Commitment (GP) policy, the owners of this Church are God, its legal owners (the Voting Members per the Bylaws), and its moral owners (regular donors of time, talent, and treasure). The Board shall be accountable for the Church to its owners as a whole. Board members shall act on behalf of the owners as a whole, rather than being advocates for specific interest groups.

1. When making governance decisions, Board members shall maintain a distinction between their personal interests as recipients of the Church's services, and their obligation to speak for others as a representative of the owners as a whole. As the agent of the owners, the Board is obligated to identify and know what the owners want and need.
2. The Board recognizes the necessity of corporately and individually communicating with God, the Church's Sovereign Owner. The Board will set aside planned times for corporately listening to God and seeking His direction regarding Board issues.
3. The Board shall gather data in a way that reflects the diversity of the ownership. It shall meet with, gather input from, and otherwise interact with owners in order to understand the diversity of their values and perspectives.
4. The Board will establish and maintain a rolling two-year ownership linkage plan, in order to ensure that the Board has intentional and constructive dialogue and deliberation with the owners, primarily around the Church's Ends. The plan will include selection of representative owners for dialogue, methods to be used, and questions to be asked of the owners. The information obtained from this dialogue with owners will be used to inform the Board's policy deliberations.
 - 4.1. All Board members are accountable to the Board for participating in the linkage with owners as identified in the plan.
5. The Board will report to the legal and moral ownership on the Board's stewardship of governance matters at least once a year.
6. The Board will consider its ownership linkage successful if, to a continually increasing degree:
 - When developing or revising Ends, the Board has access to diverse viewpoints that are representative of the ownership regarding what results the Church should achieve, for whom, and the relative priority of those results.
 - The owners are aware that the Board is interested in their perspective.
 - If asked, the owners would say that they have had opportunity to let the Board know their views.
 - The owners are aware of how the Board has used the information they provided.

BOARD OF DIRECTORS POLICY



Policy Name: Governance Succession Planning

Number: GP-11

Policy Type: Governance Process

Date Approved: April 16th, 2019

Date Amended:

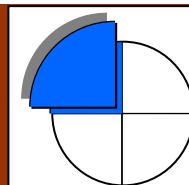
Date Last Reviewed: September 24, 2023

Consistent with the Board's commitment to excellence in governance, the Board shall take responsibility for succession planning of Board members and Board leadership positions.

1. The Board will identify the needs of the Board in order to govern well, and maintain an appropriate current matrix of Board member competencies and profiles.
 - 1.1. The matrix will include competencies related to the Board's ability to create and monitor policies that direct and protect the Church, rather than to abilities designed to assist management.
 - 1.2. The matrix will include consideration that the Board as a whole reasonably reflects the diversity of the ownership.
 - 1.3. The matrix will include consideration of length of service on the Board, striving to balance the need for expertise and experience on the Board with the need to introduce Board members with a fresh perspective.
 - 1.4. Priority will be given to identifying candidates that have competencies which relate to any gaps in the existing matrix.
2. The Board will regularly evaluate the performance of Board members, considering that information in the decision as to whether to recommend them for re-election.
3. The Board shall strive to solicit for positions on the Board candidates who have characteristics that will enable them to govern, not to manage, the Church. In addition to the requirements of the Constitution and Bylaws, these characteristics include:
 - Passion for the ministry of the Church.
 - Commitment to linking with the ownership. Understanding that they stand in for an ownership of diverse people; willing to actively seek to access and understand that diversity.
 - Commitment to actively participating in a process, centered in God's Word and prayer, of discerning God's will primarily around Ends issues.
 - Ability to think in terms of systems and context — to see the big picture.
 - Interest in and capability to discuss the values underlying the actions taken in the Church and to govern through the broader formulations of these values.
 - Willingness to delegate the operational detail to the Senior Pastor within pre-defined limits.
 - Ability and willingness to deal with vision and the long term, rather than day-to-day details.
 - Ability and willingness to participate assertively in deliberation, while respecting the opinions of others.
 - Willingness and commitment to honor Board decisions.
 - Commitment not to make judgments in the absence of previously stated criteria.
 - Willingness and ability to adhere to the Board's Code of Conduct.

4. To equip current and future officers to lead the Board with excellence, the Board will develop leadership skills among its members.

BOARD OF DIRECTORS POLICY



Policy Name: Special Rules of Order

Number: GP-12

Policy Type: Governance Process

Date Approved: April 16th, 2019

Date Amended: February 26, 2023

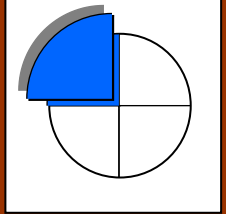
Date Last Reviewed: August 25, 2019

Board meetings will be conducted in an orderly, effective process, led and defined by the Chairperson.

1. All Bylaw obligations respecting Board meetings must be satisfied.
2. Board meetings shall be called to order at the time specified in the notice of meeting and upon satisfaction of quorum.
3. Meeting order and decorum shall be maintained and all members treated with dignity, respect, courtesy, and fairness during discussion and debate and in all other respects.
4. Board members must keep their comments relevant to the issue under consideration.
5. Board meetings will be conducted at a level of informality considered appropriate by the Chairperson, including that discussion of a matter may occur prior to a proposal that action be taken on any given subject.
6. Proposals that the Board take action, or decide a particular matter, shall be made by main motion of a Board member, discussed, and then voted on. Motions require a second to proceed to discussion and subsequent vote, subject to item 5 above.
 - 6.1. The Chairperson of the Board may to the same extent as any Board member, make motions, engage in debate, or vote on any matter to be decided.
 - 6.2. A motion to amend a main motion may be amended but third level amendments are out of order.
 - 6.3. A motion to refer to a committee, postpone, or table, may be made with respect to a pending main motion, and if carried shall set the main motion (the initial proposal) aside accordingly.
7. Board members may speak to a pending motion on as many occasions, and at such length, as the Chairperson may reasonably allow.
8. A vote on a motion shall be taken when discussion ends but any Board member may, during the course of debate, move for an immediate vote (close debate) which, if carried, shall end discussion and the vote on the main motion shall then be taken.
9. A majority vote will decide all motions before the Board excepting those matters in the Bylaws which oblige a higher level of approval.
10. A motion to adjourn a Board meeting may be offered by any Board member or, on the conclusion of all business, adjournment of the meeting may be declared by the Chairperson.
11. A Board member may request to have his or her vote on the record.

12. When further rules of order are to be developed by the Board, the Board will consider the most recent edition of Robert's Rules of Order as a resource guide.
13. The Board Chair may call an Executive Session of the Board anytime at his/her discretion
 - 13.1. The Board Chair will determine who will attend the Executive Session
 - 13.2. Minutes of an Executive Session will not be recorded. Any action as a result of Executive Session discussions will be taken in the regular Board meeting and recorded in the Minutes.

BOARD OF DIRECTORS POLICY



Policy Name: Handling Operational Complaints

Number: GP-13

Policy Type: Governance Process

Date Approved: April 16th, 2019

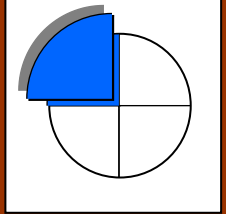
Date Amended:

Date Last Reviewed: June 14, 2020

To ensure that the Board fulfills its accountability to the ownership, but does not interfere in matters it has delegated to the Senior Pastor, the following process shall be followed in the case of a Board member receiving a complaint regarding an operational matter.

1. The Board member shall ask the person making the complaint whether he or she has already discussed this matter with someone within the operations of the Church. If the person has not discussed the matter internally, the Board member shall direct the individual to the Senior Pastor or person designated by the Senior Pastor to handle complaints, and the Board member shall take no further action.
2. If the person making the operational complaint has talked with the staff person charged with handling complaints and the concern has not been resolved through that action, the Board member shall explain to the individual that the Board has delegated certain responsibilities to the Senior Pastor, and that the Board holds the Senior Pastor accountable. The Board member shall indicate that he/she will ask the Senior Pastor to ensure that the matter is looked into and that the Senior Pastor or his designee respond directly to the person making the complaint.
3. The Board member shall not offer any evaluative comments or solutions.
4. The Board member shall ask the individual to contact him or her again if the matter has not been addressed within a reasonable time period.
5. The Board member shall inform the Senior Pastor of the complaint and request that it be resolved directly with the person making the complaint by either the Senior Pastor or his designee.

BOARD OF DIRECTORS POLICY



Policy Name: Handling Alleged Policy Violations

Number: GP-14

Policy Type: Governance Process

Date Approved: April 16th, 2019

Date Amended:

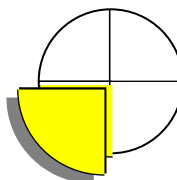
Date Last Reviewed: May 5, 2024

The Board as a whole has the responsibility to regularly monitor the performance of the Senior Pastor as outlined in the policies on Board-Senior Pastor Delegation. If there is a reasonable appearance of policy violation, even though a particular policy is not scheduled for monitoring, the Board may choose to request a monitoring report at any time. The Board may also use the occasion of a concern to re-evaluate the adequacy of its policy to address the issue raised.

1. Conditions which may trigger a request for monitoring beyond the normal schedule may include:
 - Board member has been contacted regarding a complaint by a member of the ownership or someone served. After the Board member has followed the procedure for handling operational complaints (See Policy on Handling Operational Complaints), the individual again contacts the Board member indicating that the complaint still exists, and in the Board member's opinion the incident appears to be a potential policy violation.
 - One or more Board members receive complaints or become aware of a pattern of similar instances that taken together raise questions of general policy violation.
 - A single incident of complaint is of a nature that regardless of how it is resolved, there is a serious question of policy violation.
2. If any of the above conditions exist:
 - The Board member shall inform the Chairperson of the situation.
 - If the alleged situation presents a material level of risk to the Church, Chairperson shall call a special meeting of the Board as soon as practicable and the Board shall determine if (a) it needs to seek legal counsel, and/or (b) engage an external, qualified, independent third party
 - If the alleged situation does not present a sufficient level of risk for the above process, the Chairperson shall request the Senior Pastor to provide to the Board his interpretation of the policy, or the relevant parts of the policy, along with rationale for why the interpretation should be considered reasonable.
 - The Board shall determine whether the Senior Pastor's interpretation falls within any reasonable interpretation of the policy, or whether to request an opinion regarding reasonableness from a qualified, external, disinterested third party.
 - The Board shall determine whether to request evidence of compliance with the interpretation from the Senior Pastor or a qualified, external, disinterested third party.
 - The Board as a whole shall determine whether the Senior Pastor's interpretation falls within any reasonable interpretation of the policy.

3. If the Senior Pastor's interpretation is assessed by the Board to be reasonable and there is evidence of compliance with that interpretation, the matter shall be dropped at the Board level. (The Senior Pastor will handle the issue directly with the complainant.)
4. If the Senior Pastor's interpretation is assessed by the Board as not being a reasonable interpretation of the policy, or there is a clear violation of a reasonable interpretation, the Board shall determine the degree of seriousness of the issue and deal with the Senior Pastor regarding performance.
5. If the incident(s) in question do(es) not appear to be a potential violation of policy:
 - Board member should consider if he or she believes the policy should be amended to prevent a future occurrence of a similar situation.
 - If the Board member considers that a policy amendment should be made, the Board member should ask the Chairperson to put the item on the next agenda.
 - The Board as a whole then shall debate whether or not the policy should be amended, making the reported event explicitly unacceptable in the future.

BOARD OF DIRECTORS POLICY



Policy Name: Global Board-Senior Pastor Delegation

Number:

BSPD

Policy Type: Board-Senior Pastor Delegation

Date Approved: April 16th, 2019

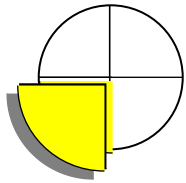
Date Amended:

Date Last Reviewed:

The Board's sole official connection to the operational organization of Shepherd of the Desert Lutheran Church, its achievements, and conduct will be through the Senior Pastor.

1. The Senior Pastor is not accountable to the Board for his role on the Board of Trustees of or the management of the Shepherd Legacy Fund, a separate corporation which is managed according to its own incorporating document and Bylaws.

BOARD OF DIRECTORS POLICY



Policy Name: Unity of Control

Number: BSPD-1

Policy Type: Board-Senior Pastor Delegation

Date Approved: April 16th, 2019

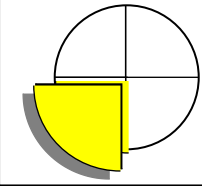
Date Amended:

Date Last Reviewed: February 9, 2020

Only officially passed motions of the Board are binding on the Senior Pastor.

1. Decisions or instructions of individual Board members, officers, or committees are not binding on the Senior Pastor except in rare instances when the Board has specifically authorized in policy such exercise of authority.
2. In the case of Board members or committees requesting information or assistance without Board authorization, the Senior Pastor can refuse such requests that require, in the Senior Pastor's opinion, a material amount of staff time or funds or are disruptive.

BOARD OF DIRECTORS POLICY



Policy Name: Accountability of the Senior Pastor

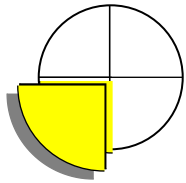
Number: BSPD-2
Date Approved: April 16th, 2019
Date Amended:
Date Last Reviewed: August 22, 2021

Policy Type: Board-Senior Pastor Delegation

The Senior Pastor is the Board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the Senior Pastor.

1. The Board will never give instructions to persons who report directly or indirectly to the Senior Pastor.
2. The Board will refrain from evaluating, either formally or informally, any paid or volunteer staff other than the Senior Pastor, unless otherwise provided for in the Bylaws.
3. Since the Senior Pastor is accountable for operational achievement, the Board will view Senior Pastor performance as identical to organizational performance. Therefore, the Senior Pastor's job description is to accomplish a reasonable interpretation of Board-stated Ends and comply with a reasonable interpretation of Senior Pastor Limitations.

BOARD OF DIRECTORS POLICY



Policy Name: Delegation to the Senior Pastor

Policy Type: Board-Senior Pastor Delegation

Number:

BSPD-3

Date Approved: April 16th, 2019

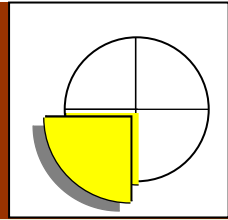
Date Amended:

Date Last Reviewed: February 9, 2020

The Board will instruct the Senior Pastor through written policies which prescribe the organizational Ends to be achieved and will describe organizational situations and actions to be avoided, allowing the Senior Pastor to use any reasonable interpretation of these policies.

1. The Board will develop Ends policies instructing the Senior Pastor to achieve specified results, for specified recipients at a specified cost.
 - 1.1. Policies that do not address the subjects of results, recipients, or worth will not be included in Ends, as they relate to means.
 - 1.2. Specifically, documents such as strategic plans and budgets will not be considered Ends, as they relate to operational means of achieving the Ends.
2. The Board will develop Senior Pastor Limitations policies which limit the latitude the Senior Pastor may exercise in choosing the organizational means.
 - 2.1. These limiting policies will describe those practices, activities, decisions, and circumstances that the Board would find unethical or imprudent, and therefore unacceptable, even if they were to be effective.
 - 2.2. The Board will never prescribe organizational means delegated to the Senior Pastor.
3. All policies will be developed systematically from the broadest, most general level to more defined levels.
4. As long as the Senior Pastor uses any reasonable interpretation of the Board's Ends and Senior Pastor Limitations policies, the Senior Pastor is authorized to establish all further policies, make all decisions, take all actions, establish all practices, and develop all activities. Such decisions of the Senior Pastor shall have full force and authority as if decided by the Board.
5. The Board may change its Ends and Senior Pastor Limitations policies, thereby shifting the boundary between Board and Senior Pastor domains. By doing so, the Board changes the latitude of choice given to the Senior Pastor. But as long as any particular delegation is in place, the Board will respect and support the Senior Pastor's choices. This does not prevent the Board from obtaining information from the Senior Pastor about the delegated areas, except for data protected by privacy legislation.

BOARD OF DIRECTORS POLICY



Policy Name: Monitoring Senior Pastor Performance

Number:

BSPD-4

Policy Type: Board-Senior Pastor Delegation

Date Approved: April 16th, 2019

Date Amended: May 5, 2024

Date Last Reviewed: August 22, 2021

Systematic and rigorous monitoring of Senior Pastor job performance will be solely against the Board's required Senior Pastor job outputs: organizational accomplishment of the Senior Pastor's reasonable interpretation of Board-stated Ends policies and organizational operation within the boundaries of the Senior Pastor's reasonable interpretation of Board-stated Senior Pastor Limitations policies.

1. The purpose of monitoring is simply to determine the degree to which Board policies are being fulfilled. Only information which does this will be considered monitoring information.
2. A given policy may be monitored in one or more of three ways:
 - 2.1. Internal report: Disclosure of compliance information by the Senior Pastor, along with his explicit interpretation of Board policy, and justification for the reasonableness of interpretation.
 - 2.2. External report: Discovery of compliance information by an external, disinterested third party who has appropriate qualifications and a suitable level of independence from ministry management, who is selected by and reports directly to the Board.
 - 2.3. Direct Board inspection: Discovery of compliance information by a designated Board member, a committee, or the Board as a whole. Such an inspection is only undertaken at the instruction of the Board.
3. Regardless of the method of monitoring, the standard for compliance shall be any reasonable Senior Pastor interpretation of the Board policy being monitored. The Board will determine the reasonableness of the Senior Pastor's interpretation of the Board policy, always using a "reasonable person" test rather than interpretations favored by Board members, the disinterested third party, or even the Board as a whole.
 - 3.1. When the Senior Pastor's policy interpretation is reasonable but not consistent with the Board's intent when writing the policy, the Board will change or further define the policy to more clearly reflect the Board's values and, in the case of a Senior Pastor Limitation policy, review the policy's soundness as a test of ethical or prudent behavior.
 - 3.2. When the Senior Pastor's policy interpretation is not reasonable, the Senior Pastor will inform the Board of when a reasonable interpretation can be expected, and the Board shall determine whether or not to accept that time frame or require another. The Board will monitor the Senior Pastor to ensure a reasonable interpretation is received within the time allowed.

4. The Board shall determine whether or not verifiable evidence of compliance with a reasonable interpretation of the policy has been provided by any of the three monitoring methods. Lack of adequate evidence, or evidence showing compliance has not been achieved, is deemed non-compliance with the policy.
 - 4.1. In the case of non-compliance, the Senior Pastor will inform the Board of when compliance can be expected, and the Board shall determine whether or not to accept that time frame or require another. The Board will monitor the Senior Pastor to ensure the non-compliance has been corrected within the time allowed.
5. Upon the choice of the Board, any policy can be monitored by any of the above methods at any time. For regular monitoring, however, each Ends and Senior Pastor Limitations policy will be classified by the Board according to frequency and method as noted in the table at the end of this policy.
6. A formal evaluation of the Senior Pastor by the Board will occur annually at the November meeting, starting in 2020 and based on the achievement of the Board's Ends policies and non-violation of its Senior Pastor Limitations policies. This formal evaluation will be conducted by cumulating the regular monitoring data provided during the year and the Board's recorded acceptance or non-acceptance of the reports, and identifying performance trends evidenced by that data.
7. The Board will initiate the process to rescind the Divine Call of the Senior Pastor if based on a pattern that emerges through this monitoring process the Senior Pastor is performing below a level required by the Board and does not have the level of competence required to achieve compliance. Such a situation shall be considered an allegation of evident and protracted incompetence consistent with Article 11 of the Bylaws

Number	Policy	Method	Frequency	Date
E	Mega-End	Internal Report	Annually	February 2023+
E-1	People Served by this Church	Internal Report	Annually	February 2023+
E-2	Students Participating in Our Educational Ministries	Internal Report	Annually	September 2020+
E-3	Unbaptized People Served	Internal Report	Annually	February 2023+
E-4	People in Scottsdale and Surrounding Communities	Internal Report	Annually	February 2023+
SPL	General Senior Pastor Constraint	Internal Report	Annually	February 2023+
SPL	General Senior Pastor Constraint: Illegality only	External Report	Every 5 Yr	May 2023+
SPL-1	Treatment of People Served	Internal Report	Annually	February 2020+
SPL-2	Treatment of Staff and Volunteers	Internal Report	Annually	September 2023
SPL-3	Treatment of Donors	Internal Report	Annually	February 2020+
SPL-4	Planning	Internal Report	Annually	May 2020+
SPL-5	Financial Condition: Fiscal jeopardy and items 1 and 2	Internal Report	September, May, November	November 2019+
SPL-5	Financial Condition (Entire policy)	Internal Report	Annually	February
		External Report	Annually	February
SPL-6	Asset Protection	Internal Report	Annually	September
SPL-7	Compensation and Benefits	Internal Report	Annually	May 2020+
SPL-8	Communication and Support to the Board	Internal Report	Annually	November 2020+
SPL-9	Church Culture	Internal Report	Annually	November 2020+
SPL-10	Fundraising	Internal Report	Annually	May 2024+