

# Board of Trustees

## The Role of a Trustee

A member of the Board of Trustees shall be a confirmed member of The Episcopal Church, resident in The Episcopal Diocese of Northern California, and a communicant in good standing of a congregation of The Episcopal Diocese of Northern California. The expectation is that many functions of the old Board and Council, especially those relating to programs and operations, eventually will lie with the Deaneries.

Trustees will:

- \*Through a Mutual Ministry process with the Bishop, help set goals for the diocese and periodically evaluate progress toward goals.
- \*Help develop Diocesan Policy and Strategy in support of mission priorities and operations priorities established by Diocesan Convention.
- \*Contribute to Strategic Planning for the diocese, looking ahead and helping develop policy options to meet changing circumstances.
- \*Help oversee Diocesan Finance and Administration in support of mission priorities, including the development and adoption of the annual operating budget of the diocese.
- \*Serve as Directors of the Diocesan Corporation, the civil legal face of the diocese, with duties set forth in State law, the Articles of Incorporation and the Bylaws of the Corporation, and in acts of Convention.
- \*Help oversee Diocesan Property and Development in support of mission priorities.
  - The Diocesan Corporation is the owner of all of the assets of the diocese, including all real property, funds and other assets of the Missions in the diocese, with rights and responsibilities of such ownership.
  - The Trustees shall use diligence to increase the principal funds of the endowments of the diocese.

Trustees may expect monthly meetings augmented by the diocese's communications network. They may be invited to work on subcommittees. They are asked to participate in a planning retreat, in January each year, at Mercy Center, Auburn.

Starting in 2013, all Trustee elections will be for three - year terms. To facilitate staggered terms, in 2012, the Semper Virens, Alta California and Central Deaneries elected Trustees for three - year terms, the Capital and Russian River Deaneries elected Trustees for two - year terms, and the Wingfield and Sierra Deaneries elected Trustees for one - year terms. The fall of 2013, the Sierra and Wingfield Deaneries each elected one member, the Bishop appointed one member, and Diocesan Convention elected one member. All four positions were for full three - year terms; all positions going forward will be for full three - year terms.

## **Member Expectations**

- Pray for and actively support the mission of the diocese
- Attend meeting, planning meetings and/or committee meetings
- Comply with applicable canons, laws, policies and code of ethics
- Accept the legal duties of loyalty and care while serving
- Believe that all power rests with the full Board or Council, not individual members
- Share wisdom and insights to help the Board and Council make good decisions and policy
- Prepare well for all meetings
- Be an advocate for programs and decisions
- Seek opportunities to expand knowledge of the diocese
- Regularly self-evaluate personal performance and determine need for improvement
- Maintain confidentiality when necessary

## CANON 16

### **Diocesan Council, also known as Board of Trustees**

**16.1. Creation.** There shall be a Board of Trustees (“Trustees”) which shall be composed of the Bishop, who shall serve as President, seven elected deanery members, three appointed members, five elected at large members, the Chancellor, and the Treasurer of the Diocese. Unless serving as elected members, the Deans of the Deaneries shall be associate members without vote.

**16.1.1. Selection.** Elected and appointed members shall be selected as follows:

**16.1.1.1. Elected Deanery Members.** The elected deanery members shall be elected at Convention by a caucus of the convention delegates from the deanery they represent.

**16.1.1.2. Appointed Members.** The appointed members shall be appointed by the Bishop or the Ecclesiastical Authority if there is no Diocesan Bishop. The appointments shall be made before December 1 of each year.

**16.1.1.3. Elected At Large Members.** The elected at large members shall be elected by Convention.

**16.1.1.4 Clergy and Lay Members.** Of the elected and appointed members it is a goal that five shall be members of the clergy and that ten shall be members of the laity.

**16.1.2. Terms.** Each elected or appointed member shall serve a three-year term, each term to begin on the December 1 following election or appointment. No elected or appointed member may serve more than two successive three year terms without an intervening lapse of at least one year.

**16.1.3. Qualifications.** Subject to the provisions of Canon 23, a member of the Trustees shall be a confirmed member of The Episcopal Church, resident in the Episcopal Diocese of Northern California, and a communicant in good standing of a congregation of the Episcopal Diocese of Northern California. The elected deanery members shall be communicants in good standing of a congregation located in the deanery that they represent; or they shall be clergy associated with such a congregation; or they shall be the Dean of the deanery they represent.

**16.1.4. Vacancies.** The Board of Trustees shall have the power to fill vacancies in the elected membership of the Board until the next annual Convention. Convention or caucus (whichever is appropriate) shall then elect a member to serve for the remaining unexpired term. The Bishop, or the Ecclesiastical Authority if there is no Diocesan Bishop, shall fill vacancies in the appointed membership by appointment for the remainder of the unexpired term.

**16.1.5. Quorum.** A majority of the members serving shall constitute a quorum.  
**16.2. Duties.** The duties of the Trustees are as follow.

**16.2.1. Policy and Strategy.** The Trustees shall develop Diocesan policy and strategy in support of mission priorities and operations priorities established by Convention.

**16.2.2. Strategic Planning.** The Trustees shall act as strategic planner, looking ahead and developing policy options to meet changing circumstances.

**16.2.3. Finance and Administration.** The Trustees shall oversee finance and administration in support of mission priorities.

**16.2.3.1. Department of Finance.** The Trustees shall serve as the Department of Finance of the Diocese, as provided by the Canons of The Episcopal Church.

**16.2.4. Property.** The Trustees shall oversee property and development in support of mission priorities.

**16.2.4.2. Assets.** The Diocesan Corporation shall be the owner of all of the assets of the Diocese, including all real property, funds and other assets of the Missions in the Diocese, with rights and responsibilities of such ownership.

**16.2.4.3. Endowments.** The Trustees shall use diligence to increase the principal funds of the endowments of the Diocese.

**16.2.5. Diocesan Corporation.** The Trustees shall serve as the Board of Directors of the Diocesan Corporation, and their duties shall be those set forth in state law for directors of such a corporation, in the Articles of Incorporation and the Bylaws of the Corporation, or in acts of Convention. Any reference to the "Corporation" in the Constitution, Canons, Resolutions, or policies of the Diocese shall be deemed to refer to the Trustees.

**16.3. Authority.** Authority, whether delegated to the Trustees by Canons or by resolution of the Convention, or otherwise, shall belong to the Board of Trustees as a whole. The Trustees may create organizational substructures from their membership and others and may assign to its organizational substructures, by resolution or bylaw, such powers and responsibilities as it is able, and sees fit to assign. A permanent or irrevocable grant of powers to any such substructure is not authorized. Duties imposed upon and authority delegated to the former Board of Directors shall be deemed to be delegated to the Trustees.