

## **ABMB Executive Board Structure** (as per the ABMB Governance Manual)

### **Authority**

- The Conference shall elect Directors to the Executive Board. The Conference may also elect or appoint representatives to permanent and *ad hoc* committees as it deems necessary to carry out its purposes.
- The Executive Board shall administer the affairs of the Conference in all things. The Executive Board may enter into or cause to be made for the Conference, in its name, any kind of contract which the Conference may lawfully enter into. Except as hereinafter provided, the Executive Board may exercise all such other powers and do all such other acts and things as the Conference is authorized to exercise and do by the *Act* or otherwise.
- The Executive Board shall have power to authorize expenditures on behalf of the Conference from time to time and may delegate by resolution to an officer or officers of the Conference the right to employ and pay salaries to employees. The Executive Board shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interests of the Conference in accordance with the *Act* and such terms as the Executive Board may prescribe.
- The Executive Board shall take such steps as permitted by the *Act* and as the Executive Board may deem requisite to enable the Conference to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Conference.
- The Executive Board may appoint such agents and engage such employees as it shall deem necessary from time to time. Those appointed or employed by the Executive Board shall have such authority and shall perform such duties as shall be prescribed by the Executive Board at the time of such appointment.
- Remuneration for all officers, agents and employees and committee members shall be fixed by the Executive Board by resolution.

### **Limitations of Authority**

In exercising its authority, the Executive Board may not cause or allow the Conference to be in violation of the *Act*, the Constitution and Bylaws of the Conference, or the laws of Canada and the Province of Alberta.

### **Responsibilities**

The Executive Board shall exercise responsibility for the general welfare of the Conference and shall give leadership to the Conference.

The responsibilities of governance of the Executive Board are to:

- Design the Executive Board's structure and governance processes;
- Maintain a governance manual that outlines the specific roles, authority, and responsibilities of the Executive Board, as well as for committees, agents and employees of the Conference;
- Delegate management authority and responsibilities to the Executive Director ("Executive Director") of the Conference.
- Provide strategic leadership by identifying, incorporating, and monitoring the Conference's values, beneficiaries and services, vision, mission and priorities.

### **Expectations, Responsibilities, and Benefits**

- The Executive Board is expected to create and maintain a Faith and Life Team within the management structure of the Executive Board. The Faith and Life Team shall monitor and work with member churches to ensure their compliance with the policies and procedures of the Canadian Conference and Alberta Conference with respect to doctrinal integrity.
- The expectations of the Executive Board will be described in its strategic plans, the annual strategic goals of the Conference, and the annual tactical goals of the Executive Director.

- In fulfilling its strategic and operational responsibilities, the Executive Board shall seek the counsel of its member churches (e.g. through clusters, forums, surveys, conventions) in its strategic planning process and in its governance of the strategic mission and priorities.
- The Executive Board shall appoint auditor(s) and/or reviewer(s) for the Conference. When the Executive Board deems it necessary, it shall appoint representatives to supervise the work of the nominating, constitution, program, and special committees.
- No Executive Board member shall receive any stated salary for his or her services to the Conference, but each member shall be entitled to receive from the Conference reimbursement of the expenses incurred by attending any regular or special meeting of the Executive Board or of any committee. All such reimbursement and compensation shall be paid even if a meeting is adjourned because of the absence of a quorum. Nothing herein contained shall be construed to preclude any Executive Board member from serving the Conference in any other capacity and receiving related compensation.

### **Mutual Accountability**

- The Conference is accountable to the Executive Board for providing the necessary authorization and resources to the Executive Board in order to fulfill its responsibilities.
- The Executive Board is accountable to the Conference for fulfilling its responsibilities and achieving the goals set by the Conference. The Executive Board will also ensure that the Conference complies with the *Act*, the Constitution and Bylaws of the Conference, as well as all laws and policies of governmental and regulatory authorities.
- The Executive Board will ensure that all documentation required by government authorities is submitted within the applicable timeframes. The Executive Board will also provide member churches with a comprehensive, annual report concerning the Executive Board's activities with Conference stakeholders (member churches, pastors, employees, volunteers, and strategic partners).

### **Executive Board Processes**

#### **Election, Appointment and Removal of Directors**

The Executive Board shall have a minimum of seven (7) members and a maximum of twelve (12) members. The Executive Board shall include a Moderator, Vice Moderator, Secretary, and Treasurer. Executive Board members shall be elected by a vote taken at the annual convention of the Conference.

The term of office for an Executive Board member shall be two years. The term of office for newly elected Executive Board members shall commence immediately upon the adjournment of the annual convention of the Conference. A person may serve in only one elected capacity on the Executive Board at any one time.

A person may serve in any given elected position on the Executive Board for three consecutive full terms (no more than six years). Any partial term served in order to fill a vacancy shall not be counted as a full term. A person who has served three consecutive full terms shall not serve in any other elected capacity within the Conference for one year.

In the event that the number of Executive Board members is less than seven (7), the Executive Board members may, by majority vote, appoint as many members as is necessary to ensure that the Executive Board has seven (7) members. An Executive Board member appointed in this manner must meet the eligibility requirements set out in Article 4.1 above.

An Executive Board member may be removed from office if his or her behavior or beliefs run counter to the Confession of Faith, *Act*, Constitution, Bylaws, policies, and practices of the Conference. An Executive board member may be removed from office by a majority vote at a convention or at a duly called meeting of the Executive Board.

#### **Qualifications of Directors**

- A person must be all of the following in order to qualify to become or remain a member of the Executive Board:
  - a) an individual eighteen (18) years of age, or older;
  - b) has the capacity by law to enter into contracts and manage his or her own affairs;
  - c) is not an undischarged bankrupt; and
  - d) has not been convicted of an offense in connection with the promotion, formation, or management of a Corporation or involving fraud within the last five (5) years.
- All Directors shall be members in good standing of member churches.