

**Reorganization of the Session and the Trustees  
Vienna Presbyterian Church  
January 2009**

The Session, as the leadership board of VPC, seeks to discern God's will and direction for our congregational life as we strive to implement God's work in this world. Through prayer and spiritual discernment, the board provides support and advice to our pastors as we mutually identify core values and goals for our communal life. In keeping with our Book of Order, elders and pastors together encourage the congregation in worship and service of God, equip and renew God's people for their specific tasks within the ministries of the church and their broader mission in the world, while paying special attention to the poor, the sick, the lonely, and the oppressed. In performing these tasks, and specifically acknowledging Session's oversight of VPC's financial and physical assets, we strive to be faithful stewards of all that God has placed under our charge.

The Session recommends for congregational approval that we move to a unicameral system of church governance. The unicameral Session would be comprised of 18 sitting elders, some having trustee responsibilities and others having a variety of responsibilities described below. Under this reorganization, the role of our pastors is to lead, the role of the unicameral Session is to govern by setting vision and policy, the role of the staff (paid and unpaid) is to manage and carry out the Session approved direction, and the role of the church membership is to do ministry with appropriate honor and appreciation given to all.

***Background***

The governance system at VPC, a Board of Elders supported by a Board of Trustees, has been in place for several decades. During this time the church has grown many-fold and VPC is now a very large congregation with sizable staff, complemented by volunteers who lead ministry teams. Below, we present a proposal to realign the governance structure to match where VPC is today.

**WHY RESTRUCTURE GOVERNANCE AT VPC?**

- VPC has grown since the current structure was set several decades ago, calling for a different role for elders.
- Typical Meetings are too large for meaningful discussion to occur
- Unicameral Board can minimize communications gaps between session and board of trustees

When we were a smaller congregation, elders rendered direct program leadership to the basic activities of the church. Today, with hundreds of volunteers and a staff of several dozen people, it is no longer necessary, nor practical, for elders to have a direct hands-on role in all the programs of the church. In a manner that may be similar to the Vienna Town Council, which has a few people who oversee a major budget and a large municipal staff, the Session needs to be able to grapple with major policy and visional issues, while the day to day management and the doing of ministry under Session authority are largely accomplished by volunteers and staff.

VPC is of a size that is known in church organization as the very large church. Currently our membership is approximately 2,700 people and we anticipate continued growth. When you include children and guests, the total number we serve is probably double that number or more. VPC is in the top one percent of congregations in the PCUSA from a size perspective alone. Whether we have 24 elders or a board of smaller size, (say) in a range from 15 to 20 , the potential concern about a small size board essentially remains the same (the ratios 24/ 2700, 15/ 2700, or 20/2700 are not effectively different and they are all below 1%). Given our large membership and anticipated growth, we recognize the likely fact that many people will not know the board of elders (or even an elder) *personally*. On the other hand, those who want to know them or interact with them have always been, and will remain, welcome to do so.

### **CONCERNS WE HAVE HEARD**

- Why is this reorganization a priority for VPC?
- Why eliminate the Board of Trustees? Their work is different from Session and requires different talents. As a result it should remain separate.
- Having folks on Trustee Committees that are not elected will reduce their level of commitment to the responsibility.
- Reducing the number of elected officers will
  - (1) Reduce the number of leadership positions available to the congregation
  - (2) May make it difficult for session to accomplish all of its responsibilities under the Book of Order
  - (3) Session will be less representative of the congregation if there are fewer members
- Elders need to work directly with ministries and have an understanding of what is occurring in the church.
- Need to improve transparency and communications among session, ministries, staff, other lay leadership and the congregation

Along with the proposed restructuring, we recognize that transparency is critical. As part of this transparency we are improving the communications with ministries, the elders and the staff. Some ways to accomplish this are: (1) publish the names of the board members and their focus areas and make it available to the congregation; (2) commit to timely publishing of the minutes from Session meetings on VPC's website; (3) hold periodic town hall meetings to provide information and an opportunity for interested VPC members to ask questions or discuss issues; (4) clarify the relationship between the ministries, the staff and the Board of Elders. In addition, there is currently a subgroup of Session working on ways to communicate key issues being deliberated by the Session.

When our congregation was smaller, it was prudent for our Trustees to be involved directly with the day-to-day caring for matters of financial and property management. Presently, we have a business office and facility staff that handle ongoing matters of financial and property management in accordance with the policies set by the Session and the Trustees. At any given meeting of the Session or the Trustees there may be as many as 24-30 people at the table, and it is very difficult for everyone to get their "oar in the water"; i.e., very difficult for a meaningful leadership level of discussion to occur. As a result, the level of discussion that the church really needs and wants from its ruling Board is not occurring effectively. Also, the size of the Boards leads to gaps in communication among the Boards.

It used to be common for Presbyterian congregations to have large Sessions because they operated on the philosophy that one had to be an officer in the church in order to significantly serve in any program. Since VPC has grown into the very large church, we know that even if we moved to very large boards that we would still have a great number of elder-qualified people who would never become elders. One of our challenges today for VPC is to foster ways of showing honor and appreciation for the many members who serve in the ministries and programs of the church -- and not just to elders and deacons-- so that we can all be validated in performing our various calls to serve.

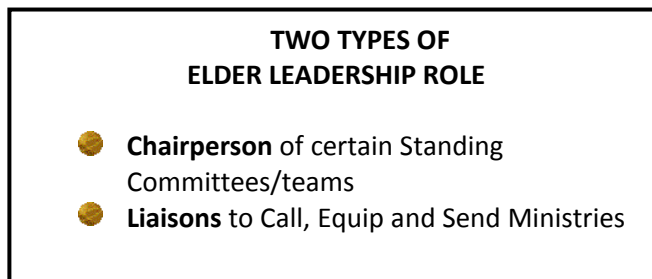
Some concern has been expressed that small boards may be open to manipulation in some inappropriate way if the people in authority decide to do so. The real protection against that possibility does not lie in the size of its respective boards; rather, it lies in the integrity of those who are in elected and pastoral leadership roles, those on the Nominating Committee, and those elected to office. We understand that in a very large congregation, no Nominating Committee can know all of the people who could potentially serve. Those on the Nominating Committee need to trust one another's judgment and also have the opportunity to receive input from the congregation, the pastors (as well as the head of staff, such as our Dick Eagan) for which the Book of Order provides.

As a matter of interest, many large congregations within our PCUSA denomination (and the team studying the re-organization has been in contact with a number of them) are moving to the smaller Session unicameral model. Congregational consultants are universally recommending it, and they often suggest a board size of less than ten. The reason is that in large congregations,

elders are no longer needed to run programs (which volunteers and staff now do). It permits the elders to be more involved in vision and policy and to communicate more effectively with each other and with the congregation. It eliminates communication gap between elders and trustees.

### ***Proposed Structure***

As a brief overview, elders would be given the opportunity to perform designated roles within certain standing committees of the Session or to be liaisons to various VPC ministries. Being a liaison to one of the call, equip, or send ministries would be largely determined by self-selection; i.e., an elder may simply volunteer for such a role due to his or her special passion for a certain ministry. Other elders would be available for appointment to designated standing committees of the Session, some of which would be newly created as part of the reorganization. The new committees would be: Financial Oversight, Physical Asset Oversight, and Legal & Risk Oversight. Several historic committees would remain part of the structure of the Session, i.e., Nominating Committee, Staff Committee, and Denominational Matters. As before, there would also be an appointed Clerk of Session.



#### **A. Standing Committee Responsibilities**

Three (newly formed) standing committees would assume the core trustee function: to oversee VPC's assets, financial and physical. This function is mainly a fiduciary responsibility, not a managerial one. Beyond this, certain elders with trustee responsibilities would also be the legal representatives of the church; i.e., President and Secretary.

Under the reorganization, trustee responsibilities are taken on by a subgroup of sitting elders who are appointed by the Session, as based on their expertise in three areas: financial assets, physical assets, and legal & risk management. For each of these areas, an elder is appointed as the chair of the associated committee. Each such committee would be further comprised of members who may be drawn from the Session, the broader college of elders, and/or lay members of the congregation. Similar to the Session members of these committees, the non-Session members (called "Advisors") are also selected for their significant experience

in fields that support the mission of the relevant committee. Advisors, who may be appointed for a specific project or as an expert in the area, are not elected by the congregation. (Advisors would notify the committee chair at least 60 days prior to resigning from the committee.) It is envisioned that much of the work of these committees would be performed outside of specific Session agenda items; i.e., the committees meet at their own designated times to perform their duties, and the respective chairs report to the Session primarily for obtaining advice and consent.

The three standing committees with trustee responsibilities, chaired by sitting elders, would be: Financial Oversight, Physical Asset Oversight, and Legal & Risk Oversight. In addition to the specific duties stated below, each of these committees would also be responsible for recommending policies and procedures appropriate to the areas they oversee.

- 1) Financial Oversight Committee. This committee considers issues such as accounting/audit concerns, debt obligations, budget concerns, endowments, and other financial issues that may arise. The elders and advisory committee members should have strong financial backgrounds (e.g., seven or more years), such as accounting/auditing, lending, and other fields of financial management.
- 2) Physical Asset Oversight Committee. This committee has oversight over the physical assets of VPC, such as the building, grounds, vehicles, parking, etc. The elders and advisory committee members should have strong backgrounds (e.g., five or more years) in fields that would enable them to address issues that may come up. For example, the committee could be comprised of members that by trade are asset managers, property managers, engineers, architects, construction contractors, construction supervisors, facility managers, or city planners.
- 3) Legal & Risk Oversight Committee. This committee has oversight over the legal matters of the church and other matters dealing with risk management, including the selection of insurance coverage and carriers. The members will provide a legal review of non-standard contracts and may be asked to draw up appropriate legal documents under certain situations. In addition, the members will be asked to identify and engage, with Session approval, outside attorney firms as necessary. This committee would also be responsible for making recommendations on litigation and for following any litigation through to its conclusion. If VPC chooses to incorporate, this committee would be responsible for leading that process. Members on this committee should have significant years experience (e.g., 10 or more) in corporate law, litigation, or other risk management fields.

Three historic committees remain as part of the structure of the Session: Nominating Committee, Staff Committee, and Denominational Matters. Their associated responsibilities are not outlined here; these committees are expected to function according to their historic roles.

## B. Ministry Liaison Responsibilities

An elder with ministry liaison responsibility provides a communication link between Session and designated areas of church leadership (i.e., call, equip and send) in the associated ministries. By gaining a full understanding of a ministry, the liaison will be able to provide guidance and support to the ministry, while also noting ministry activities back to the Session as warranted. A liaison should seek to increase congregational involvement in the work of the ministry, lead the ministry to use small group practices as feasible, and to further support ministry goals in keeping with VPC's core beliefs and vision. Specific roles and activities may depend on the ministry involved. Elders with liaison responsibilities may also be involved with concerns related to the general nourishment of the congregation, such as denominational concerns or communication needs.

### *Implementation*

If the congregation approves a unicameral board, we would not get there overnight; it would take about two years. As part of the reorganization, the Board of Trustees would be dissolved by March 31, 2009. Current members of the Board of Trustees have been asked to continue their valued service to VPC by working with one of the new standing committees that would be established, and they have kindly agreed to do so.

#### **HOW WOULD THIS BE ACHIEVED?**

- Complete restructuring would take about 2 years
- Board of Trustees could be dissolved as early as March 31, 2009 with members joining new standing committees chaired through Session
- 6 Elders could be elected each year and resignations generally will not be replaced

January 25, 2009

Starting with this election cycle, the congregation would elect fewer new members to the Board of Elders. Also, any resignations from the Board of Elders would not be replaced (if the role can be accomplished within the current Board) until the Board reaches 18 elders. The current session is comprised of 24 Elders. The transition would occur as follows:

| ELECTION YEAR  | NUMBER ELECTED | SIZE OF SESSION AND YEAR | CHANGE                 |
|----------------|----------------|--------------------------|------------------------|
| 2009 (January) | 6              | 22 active Elders in 2009 | (8 go off, 6 come on)  |
| 2009 (October) | 6              | 20 active Elders in 2010 | (8 go off, 6 come on)  |
| 2010 (October) | 6              | 18 active Elders in 2011 | (8 go off , 6 come on) |

Respectfully submitted by the VPC Reorganization Team,

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