

**Handbook Changes and Recommendations for Review by the
Board of General Ministries Executive Committee**

Submitted June 2022

Changes Made:

- Added “Action Groups, Board of General Ministries” (p. 7)
- Added descriptive wording for “Biennial Mission Summit” based on past publicity (p. 8)
- Updated “Communicating with your Constituency” to “Constituency Communications” (p.10)
- Added wording about Filled Vacancies under “Directors” (p. 10-11)
- Updated “Meeting Rooms” to “Meeting, In-Person or Virtual” (p. 12)
- Changed title and reworded description for “Papers, Papers” to “Meeting Related Documents” (p.13)

Recommendations for Review to the Board of General Ministries Executive Committee:

- Recommend review of “**Addendum 2**” of the Standing Rules
 - o Review “Qualifications, Functions and Commitments” - update wording to make current? – note that this ties in directly with the nominations and recommendations process for officers (coming up August 2022-October 2022)
 - o Pay specific attention to months/timing of meetings. Do any additional meetings/responsibilities need to be added?
- Under “**Agenda, Board of General Ministries**” (p. 8)
 - o Review wording here. Does the Agenda still include “Proposed” or “Possible” actions, or is this something that was done in the past but is no longer correct?
 - o The timing in the last sentence is unclear related to the adopting of the agenda and who approves whether a matter can be added. Please review this.
- Under “**Constituency**” (p.10)
 - o States “A Director has two (2) types of constituents: 1) churches and 2) the Region. An individual member of a church is not a constituent of a Board of General Ministries Director and does not have the authority to demand any specified action of a Director.”
 - o Review: what about a General Director, who is not a representative of a region? Does wording need to be added here?

- Consider including guidance on how a director is to know the difference between an individual (or group of individuals) concern vs. a church's concern.
- Under “**Constituency Concerns**” (p.10)
 - States “Churches may communicate their concerns about issues and these may be responded to directly by the Director. However, there may be an occasion when the Director will wish to share with the Board of General Ministries a concern expressed by constituent churches. There may be time during a Board meeting for sharing these concerns.”
 - Suggestion: There is no mention of region. This paragraph should be worded in a way that is inclusive of all parts of a director's constituency, including those not representing regions.
- Under “**Corporate Meetings of the American Baptist Historical Society**” (p.10)
 - Suggested: Review by Parliamentarian for clarity related to role with the American Baptist Historical Society and clear description.
- Under “**Corporator(s)**” (p.10)
 - States “A corporation member, or in “for-profit language,” the shareholder(s): one of a group created by a state legislature or state court to act as a single person, having various legal privileges and duties and the capacity of succession or perpetuity (i.e. “not dying”). During their terms, ABCUSA Board of General Ministries Directors are all corporators, because they serve simultaneously as the members of two corporations: American Baptist Historical Society (ABHS), and American Baptist Churches USA (ABCUSA). (Some ABCUSA Directors also are elected to serve as corporators, or “members,” of the Ministers & Missionaries Benefit Board [MMBB]). As corporators, ABCUSA Directors elect officers and directors of each of these corporations and are the ones to whom such directors are accountable.”
 - Suggestion: Sentence structure/meaning need to be clarified here. They are not all corporators *BECAUSE they serve simultaneously as members of TWO corporations*. Perhaps parliamentarian/attorney should review this paragraph?
 - Added note: From a perspective of someone who may not know the ins and out of corporate governance but is part of the American Baptist denomination, it is important to make clear the difference between being a corporator or member of the corporation (or the governing board of the corporation) named “American Baptist Churches in the U.S.A.” = VERSUS being a “member” (loosely defined by widely used) of the American Baptist denomination, which does NOT equate to necessarily having governance over ABHMS or IM or ABHS – although it may be if they wear multiple hats. This is what is complex and needs to be clearly explained to BGM Directors. Otherwise, included this in the “helpful” definitions is convoluting.

- Under “**Directors**” (p.10)
 - Please review this section with an eye toward being clear with what should be defined here, given the previous definition of Corporators.

- Under “**Travel**” (p.15)
 - Review policy under Automobile travel noting that meals associated with auto travel are not reimbursable. Are meals associated with air travel? (This is not currently stated.) If meals associated with air travel are reimbursable, perhaps meals associated with automobile travel should also be reimbursable.
 - Note that the IRS volunteer rate is less than the business rate (The business rate is included in the current policy).
 - Do we follow the policy of not reimbursing rental cars under Representative Process/is this current?

- **Suggestion/consideration of Handbook reordering as follows:**
 - It may be helpful to include the “**PROCEDURAL TERMS**” section (p.21) earlier in the handbook. And, Is “Procedural Terms” the right title? Are these procedural or governance terms? I would think that Robert Rules or Order or Consensus would be among “procedural” terms that directors should be aware of. Or even logistical things like expense vouchers – are procedural terms.
 - If moved up, it would also be helpful to have the items “Directors,” “Members” and possibly even “Corporators” from the “helpful definitions” section to this section because these provide the framework of the group that Directors are now part of.
 - Consider moving “Definition of a Director” before the “Qualification and Commitments” section. A linear cognitive order would be BGM Director – Definition, BGM Director – Roles, BGM Director – Qualifications and Commitments.