

**THE CONGREGATIONAL BOARD**

**AND**

**ITS CLERK**

**A.GORDON McGILLIVRAY**

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## THE CONGREGATIONAL BOARD AND ITS CLERK

In the Church of Scotland what are referred to as the “temporal affairs” of a congregation (in other words principally matters relating to finance and property) are the responsibility in the first instance of one or other of a variety of bodies (Financial Boards) depending largely on the history of the congregation.

If the congregation is an original parish church, the Kirk Session will be the responsible body for its “temporal affairs” as well as for its “spiritual affairs”. If the congregation began as a congregation of the Free Church of Scotland, its temporal affairs will be the responsibility of a Deacons’ Court. If the congregation used to be a congregation of the United Presbyterian Church, it will have a Committee of Management administering its temporal affairs. In the majority of congregations their temporal affairs are administered by a Congregational Board. As of 1 November 2003 a congregation could decide to adopt what is called the Unitary Constitution. This allows a congregation to function with a Kirk Session and no separate Financial Board, but in a more flexible fashion than pertains in congregations which have always had only a Kirk Session to administer both its spiritual and its temporal affairs.

### THE CONGREGATIONAL BOARD

#### APPOINTMENT OF CLERK

One of the Officials which a Board has to appoint is the Clerk. The person appointed does not have to be a member of the Board, but shall be a member of the congregation. The person appointed holds office at the pleasure of the Board, but in any event should not hold office for longer than three years. Reappointment is possible but for periods never exceeding three years at a time. The Clerk may also act as Treasurer of the congregation.

On appointment the Oath *De Fidei Administratione* (“I promise to carry out faithfully the duties of Clerk to the Board”) is to be taken. If the Clerk is absent from any meeting, a Clerk *pro tempore* is appointed and the Oath has to be administered.

#### MAIN DUTIES OF THE CLERK

The principal duties of the Clerk are:-

- (a) in collaboration with the Chairman to prepare for meetings of the Board, including the drafting of an Agenda;  
(N.B. “Chairman” is still the official designation, but some Boards may prefer to use a term that is more “gender-friendly”.)
- (b) to circulate the Call Notice (and Agenda) to members of the Board;

- (c) to keep Minutes of Board meetings;
- (d) to attend to correspondence before and after Board meetings;
- (e) to ensure that the Board Minute Book is properly kept;
- (f) via the Session Clerk to submit the Board Minute Book annually for inspection by the Presbytery;
- (g) to keep the Minutes of the Stated Annual Meeting of the congregation;
- (h) to be as informed as possible about practice and procedure in the Church of Scotland in general and Finance and Property Regulations in particular.

While the fundamental role of the Clerk is, in modern parlance, that of a minute secretary, it is highly desirable that the Clerk should be as knowledgeable as possible as regards practice and procedure in the Church of Scotland in general and particularly in regard to property and finance. A list of the most relevant Acts and Regulations of the General Assembly is appended. The Text of these Acts and Regulations can be found at [www.churchofscotlandextranet.org.uk/xchurchlawindex.htm](http://www.churchofscotlandextranet.org.uk/xchurchlawindex.htm) where they are constantly up-to-date to the last General Assembly. A hard copy edition exists, comprising the law as at summer 2000 along with updating pages for each year since 2001 (with future years' pages posted out for the duration of the edition); and it contains also a short section of styles for various legal documents. It can be obtained for £25.00 from the Principal Clerk's Office.

## **CONSTITUTION OF BOARD**

A Congregational Board operates under the Model Deed of Constitution. The Model Deed is now in its fourth version (Act II, 1994). To safeguard against the need for another revision perhaps in a comparatively short period of time, detailed references to the Accounts and Accounting Procedure have been omitted from the Model Deed itself, and instead these matters have been incorporated in separate Regulations anent Congregational Finance (Reg. II, 2008).

## **MEMBERSHIP**

Those who constitute the membership of a Congregational Board are the inducted minister or ministers of the charge, any Associate minister or ordained assistant minister or member of the Diaconate, the latter if appointed to serve with the congregation; also all the elders (but see next paragraph), and a number of communicant members eighteen years of age or over elected by the congregation. The number of elected members shall be decided by the congregation, but shall not exceed the number of elders. Where a congregation has fewer than six elders, the Presbytery can authorise the appointment of up to six elected members.

To ensure that the Board does not become too large and unwieldy a body, and to achieve a closer balance between elected and non-elected members, by resolution of the congregation the size of the Board can be

reduced by limiting the number of elders to serve on the Board. This decision has to be taken at a congregational meeting by not less than two-thirds of those present. Where the Communion Roll does not exceed 200, the number of elders should be not less than 5; when the Roll is between 200 and 400, the number of elders should be not less than 8; and when the Roll exceeds 400, the number of elders should be not less than 12. When a decision is taken to reduce the size of the Board, the Kirk Session decides which elders shall serve on the Board, and the order in which they shall retire, and the Session shall fill any casual vacancy that may arise among the serving elders.

When the number of elders on the Board has been reduced by resolution of the congregation, the number of elected members shall not exceed the reduced number of elders. If need be, elected members must resign to make this possible. The decision to reduce the number of elders on the Board can be rescinded by the congregation, provided that there is a two-thirds majority vote in favour at a congregational meeting. In the event of a casual vacancy occurring among the elected members, the Board itself may appoint a duly qualified person to fill the vacancy. Subject to confirmation by the congregation at the next Stated Annual Meeting of the congregation, that person shall complete the period of service of the person whose place he or she has filled.

Board members, along with the designated “active” elders who form the Kirk Session, are deemed to be the “Trustees” of the congregation in order to conform to the requirements of Charity Law.

#### **ELECTION OF BOARD and TERM OF OFFICE**

The election of the Board takes place at a meeting of the congregation held each year after two Sundays’ notice and not later than 31<sup>st</sup>. March. In the first year of operation the meeting is called by the Kirk Session, but thereafter it is called by the Board itself. The minister or Interim Moderator shall preside, whom failing a member of Presbytery duly authorised by the minister, whom failing someone elected by the meeting.

One-third of the Board retire annually, but are severally eligible for re-election. The elected members of the Board and the elders serving on the Board are under the discipline, not of the Board, but of the Kirk Session.

#### **MEETINGS**

Meetings of the Board are held as may be required. In some congregations the Board, like the Kirk Session, meets at regular pre-stated intervals. The Quorum varies depending on the size of the Board. If the Board does not exceed 9, the Quorum is 3; if the Board numbers between 10 and 20, the Quorum is 5; and the Quorum is 7 when the Board exceeds 20.

#### **CHAIRMAN**

The minister of the charge or Interim Moderator is Chairman *ex officio*. Where there is more than one minister of the charge, each shall be Chairman at successive meetings in rotation, subject to any other agreement they may have.

The minister or ministers of the charge may decline to accept office. Where one of the ministers declines, the other may nonetheless act as Chairman. Where the minister or ministers all decline, the Board shall elect one of its own number to be Chairman for the year. Not until after the Board has been reconstituted following the next Annual Congregational Meeting can the minister or ministers resume the Chairmanship. If the Chairman be absent from any meeting, the Board shall elect one of its own number to be Chairman for that meeting. The Chairman has a casting vote only.

## **OFFICIALS**

In addition to the Clerk the Board is required to appoint a TREASURER. The person appointed need not be a member of the Board. The person appointed may also act as Clerk, in which case he or she must be a member of the congregation. Someone acting only as Treasurer need not be a member of the congregation. The period of office, which is at the pleasure of the Board, shall not exceed three years, but is renewable for periods not exceeding three years at a time.

## **RESPONSIBILITIES OF THE BOARD**

The principal responsibilities of the Board are concerned with matters of property and finance, and are governed by certain Acts and Regulations of the General Assembly in particular. These are the Act anent the Care of Ecclesiastical Properties (Act XII, 2007) and the Act anent Church Finance (Act V, 1989 amended by Act X, 2002) and the Regulations anent Congregational Finance (Reg. II, 2008). Every Congregational Board is required to:-

- (a) Maintain and fully insure the properties of the congregation;
  - (b) Prepare and distribute to members of the congregation an Annual Budget
  - (c) Encourage a level of liberality to meet budget requirements;
  - (d) Fix the level of salaries of employees of the congregation, and prepare Contracts of Employment;
  - (e) Pay the salaries and other expenses of the congregation;
  - (f) Meet the Ministries and Mission contributions;
  - (g) Raise additional funds, if need be, subject to approval of the Presbytery.
- (Where the funds are to pay for extraordinary repairs or improvements, the approval of the Ministries Council (Planning and Development Committee) and of the General Trustees is also required);

- (h) Ensure that congregational funds are used exclusively for Church of Scotland purposes unless specifically raised or donated for other purposes;
- (i) Accept Loans only if repayment can be assured;
- (j) Terminate Contracts of Employment at the direction of the Kirk Session;
- (k) Keep the Congregational Accounts in a form that shows income and expenditure, assets and liabilities;
- (l) Ensure that the Accounts of the congregation and of the organisations for which it is responsible are properly audited or independently examined;
- (m) Arrange for the Stated Annual Meeting, or other meeting of the congregation, to receive the Accounts after approval by the Kirk Session;
- (n) Submit the audited Accounts, after approval to the presbytery for examination and attestation;

## **PREPARING FOR MEETINGS**

Even if Board Meetings are set in advance for a whole year (as is often the case), timeous NOTICE of each meeting must be given to members of the Board either by circular prepared by the Clerk or by pulpit intimation. A meeting called to be held at the close of the Service at which initial intimation of the meeting is given could be challenged. Notice of the meeting may be accompanied by a copy of the Minutes of the preceding meeting, and also the Agenda for the meeting about to be held.

## **CONDUCT OF MEETINGS**

While the Chairman is responsible for the good conduct of Board Meetings, the attention of the Clerk to basic matters of procedure can greatly assist in this. Meetings are first CONSTITUTED with prayer. Then the attendance is recorded and apologies noted. Next the MINUTE of the previous meeting is submitted by the Clerk for approval. This will be done, either by the Clerk reading the whole Minute, or by the Clerk moving that “the Minute be taken as read” page by page as in the print and circulated. If the Minute, although in print, has not been circulated in advance, ample time must be given for members to read it. When a Minute is submitted for approval, the only point at issue is whether the Minute accurately records what happened. The Minute cannot be altered, either because of wiser judgment on reflection, or even because of some fault in arriving at a decision. Typographical and clerical errors may be corrected in the text. Where this is done, the corrections should be initialled by the Clerk. Where more substantial corrections have to be made, these should be fully detailed in the Minute of the meeting that is taking place, as well as being made in the original Minute. These corrections to the original Minute need to be initialled by both the Chairman and the Clerk. With the Minute (corrected if need be and) approved, the Board will then address itself to the business of the current meeting.

The AGENDA (or Order of Business), which will have been drawn up in advance jointly by the Chairman and the Clerk, will now be submitted for approval. If the Agenda has not been circulated in advance of the meeting, it is helpful if at the outset either the Chairman or the Clerk indicates what the known business is. When the Agenda is submitted for approval, it is then that members should indicate Any Other Matters they would like to have considered, and it should there and then be agreed whether or not to consider them and, if so, when. The value in proceeding in this way is to guard against the possibility of someone who has had to leave before a meeting has ended discovering at a later date, certainly to their surprise and possibly to their annoyance, that some topic has been discussed or some decision taken of which they had no forewarning. The only justification for having Any Other (Competent) Business as an item on the agenda at the end of a meeting is to permit consideration of some matter which may genuinely emerge in the course of a meeting and which could not possibly have been anticipated when the Agenda was agreed.

The business then proceeds through its various items. When the Chairman considers that an item has been adequately considered, he or she will seek to bring the Board to a DECISION. This may be reached either with obvious unanimity or by a process of consensus. Some matters, however, may give rise to varying or opposing points of view. In these circumstances it is well to follow standard procedures in regard to making MOTIONS and to VOTING.

Every proposed course of action needs to be not only moved but also seconded. If a proposal is not seconded, it falls and is not to be recorded. A proposal, as originally put, is called the Motion. Once seconded, it is then subject to alteration by means of amendment, addendum or counter-motion. An Amendment slightly alters a motion, but does not run counter to its main thrust. An Addendum is a particular form of amendment. As the word implies, it adds something to a motion, but in doing so again does not go against the aim of the motion. The purpose of a Counter-motion is equally obvious. It seeks to go radically against what the motion wants to achieve.

An amendment or an addendum should be disposed of as soon as possible after being moved and seconded. The vote is taken FOR the amendment or addendum and then AGAINST it. Similarly, any further amendment if seconded should be voted on before the original amendment or addendum is considered. If an amendment or an addendum is successful, for further debate the motion or the counter-motion becomes the motion as amended or the counter-motion as amended. Eventually what will be before the Board will be the motion, possibly amended, and perhaps also a counter-motion or counter-motions, also possibly amended. Voting is then FOR the motion (as possibly amended) and then FOR any counter-motion (as possibly amended). If the vote is between the motion and several counter-motions, whichever receives the fewest votes falls, and another vote is taken. This

process is repeated until there is a majority for one over all the others. That one must then be put again to the vote FOR or AGAINST to establish finally the mind of the Board, as it is still possible that the Board may want to reject the whole issue outright in any shape or form. The Chairman has a casting vote only, if this is needed. In this way the business moves on in a reasonably orderly fashion.

Decisions take immediate effect. They do not have to wait until the minute of the meeting at which they were taken is approved. Decisions remain in force until countermanded. This should not happen until at least six months have elapsed, unless it can be shown that the original decision was flawed for some reason or other.

When all the business has been completed, the Chairman will close the meeting with prayer (usually by pronouncing the Benediction).

Nothing is said anywhere as to whether Board meetings are held in public or in private. As Kirk Session meetings are now no longer presumed to be held in private, the same can presumably be applied to Board meetings. If, however, some matter of a highly confidential nature has to be dealt with, at that point non-members should be asked to leave.

#### **MINUTING A MEETING**

This is a major responsibility of the Clerk. Until comparatively recently the Minutes were recorded by the Clerk in long hand in a bound volume. Increasingly Minutes are now recorded in loose-leaf form. This has many advantages. It allows the Minutes to be typed on a typewriter or word processor, and to be more legible than would be the case in many instances! It also allows them to be duplicated and circulated to members of the Board prior to a meeting, and so to be “taken as read” when the Board meets. This means that considerable time can be saved at the beginning of a meeting by the Clerk not having to read the Minutes.

The General Assembly have approved the KEEPING OF MINUTES in loose-leaf form provided certain precautions are taken. One copy should be printed on heavier paper for eventual binding. Each page should be numbered consecutively. Each page should begin with the last word of the preceding page. When the Minutes are submitted for approval, each page should be initialled by the Chairman, and the Minute as a whole should be signed by both the Chairman and the Clerk. From time to time the signed pages are to be bound together into a conveniently sized volume.

As for the FORMAT in which Minutes should be kept, while none is prescribed, a standard pattern has come to be accepted. The Minute should begin by stating the place and date of the meeting, and that it has been constituted with prayer. Next the Sederunt (Attendance) and apologies are recorded. The names may be entered in a separate Sederunt Book but, if so, it should be borne in mind that sufficient detail

must be given in the Minute to show that a quorum was present. If a separate Sederunt Book is kept, it as well as the Minute Book must be submitted to the Presbytery at the time of the Annual Inspection of Congregational Records.

Next the fact that the Minute of the previous meeting was submitted by the Clerk for approval is minuted and any necessary corrections noted. After that Minute has been approved and the Board has then agreed the Agenda for the meeting that is taking place, the business will proceed item by item, and the Clerk will take adequate notes with a view to the eventual preparation of the Minute. If an item has been especially complex or contentious, the Minute of that particular item should be approved before proceeding to the next item of business.

Every Minute should end by showing that the meeting was closed with prayer.

As for the STYLE in which Minutes should be kept, all that needs to be recorded are the actual proposals made and the decisions taken. No details need be given of how a particular debate went or of who spoke in the course of it. Some records are more detailed and doubtless make for more interesting reading, but strictly speaking “the less elaboration in a Minute the better” (Cox). Clerks should aim to be as succinct as possible in their minuting.

Some other points are worth noting.

- (a) It is useful to have HEADINGS for the different items. The Heading may be placed either in the margin or at the beginning of the paragraph to which it refers, but either way the text should be complete in itself, and should not need the heading to be added to give it sense.
- (b) There should be no substantial BLANK SPACES but, if there are any, they should be scored through.
- (c) No PAPERS should be pasted or clipped into the Minute.

## CORRESPONDENCE

It is the Clerk who attends to all correspondence that may be called for in regard to Congregational Board business. If the information needs to be passed on in a very formal fashion, this will take the form of an EXTRACT MINUTE. An Extract Minute must begin by stating the place, date, and constitution of the meeting. Then, after the words “*inter alia*” (“among other things”), it must quote exactly the material that has to be forwarded. The Extract should end:-

“Extracted from the Records of the Congregational Board of  
Church, this day of  
20 years by me Clerk to the  
Board.”

If the document runs to more than a single page, each page should be initialled by the Clerk.

#### **ATTESTATION OF MINUTE BOOK**

At the time of the Annual Inspection by Presbytery of Congregational Records, the Clerk to the Congregational Board shall ensure that the Minute Book of the Board is handed over to the Clerk of the Kirk Session. Before doing so, he or she should also ensure that sufficient space is left after the last *signed* Minute to allow for the Presbytery's attestation to be inserted.

#### **ANNUAL CONGREGATIONAL MEETING**

Every congregation, irrespective of its constitution, is now required to hold an Annual Meeting. In the case of congregations operating under the Model Deed this meeting shall be held on a date determined by the Congregational Board not later than 31 March in each year after two Sundays' pulpit intimation. The meeting will be chaired by the minister or interim moderator or a member of Presbytery specifically authorised for the purpose or, whom all failing, a person elected by those present at the meeting.

At this meeting the only *decisions* that those present may take relate to the appointment of elected members of the Board. The Annual Accounts and Budget used to be submitted for approval by the congregation but, as the Accounts now have to be approved by those designated as "Trustees"; they are now simply presented at the Annual meeting. Comments on this or on any other topic are valid but, at most, only recommendations can be made for consideration by the Office –Bearers as appropriate.

Only those present who have the right to vote may vote at congregational meetings irrespective of the business under consideration. Church practice makes no provision for voting by proxy or for any form of plebiscite or referendum and it is generally accepted that abstentions are not recorded.

The Minute of the Annual Meeting and of any other meeting of the congregation held for temporal purposes shall be recorded by the Clerk to the Board and kept in the Board Minute Book. Each Minute, when approved, shall be signed by both the Chairman and the Clerk. As a whole year will elapse between Stated Annual Meetings, a congregation may resolve that the Minutes of such a meeting shall be submitted for approval by the Board at its first meeting following on the Annual Meeting, and that the Board shall report its diligence in this regard when the next Annual Meeting is held.

## **AUDITORS**

The Accounts of a congregation need to be audited if the gross income exceeds £500,000 in the year. Where the income is less than £500,000, an independent examination shall be conducted.

An audit shall be conducted by an auditor in terms of Section 25 of the Companies Act 1989 or by the Auditor General of Scotland.

An independent examination shall be conducted by a person reasonably believed by the Board to have the requisite ability and practical experience to carry out a competent examination of the accounts. Section 1(C) (3) of the Regulations anent Congregational Finance (Reg. II, 2008) states the bodies of which an independent examiner must be a member where the gross income exceeds £100,000. Section 1(A) indicates the way in which the accounts must be prepared, one format being acceptable only where the gross income is less than £100,000.

An auditor or an independent examiner must not be the minister or a member of the Kirk Session or of the Financial Board.

The current version of the Model Deed no longer states, as did its predecessor, that the Auditors shall be appointed by the Board, but perhaps this is still to be implied from the general wording of the Model Deed and more particularly from Article Thirteen, and also from Section 1(C) (3) of the Regulations anent Congregational Finance (Reg. II, 2008).

## **CARE OF CHURCH PROPERTY**

The Board has prime responsibility for the care of the congregation's properties. In terms of the latest Act (Act XII 2007) the Board is required to appoint a Fabric Committee to take initial responsibility, and must keep a Property Register and now also a Manse Condition Schedule. The Register must be attested, and submitted to the Presbytery when called for. The Manse Condition Schedule shall be submitted to the Quinquennial Visitors, to the Presbytery in a vacancy, when permission is sought for work at the Manse, and whenever requested by the Presbytery or the General Trustees. Both documents shall be submitted annually to the Financial Board when it is considering its Budget.

Along with the Manse Condition Schedule the General Trustees have approved Regulations for Manses (Reg. 7, 2007) and Guidelines for Manses (Assembly Reports 2007, 28/3).

A revaluation of all the properties of a congregation must be carried out by 30 June 2010 unless one has been carried out in the last 5 years. (Reports 2008, 13/5)

## APPENDIX

### ACTS AND REGULATIONS

ACT	DATE	SUBJECT
XVI	1931	Appointment of Organist (NB. A recommended Salary Scale for Organists can be found at <a href="http://www.scotorgan.org">www.scotorgan.org</a> .)
XVIII	1932*	Congregational Meetings: by whom called – length of Notice – who presides – who acts as Clerk – where Minuted
II	1984*	Presbytery Visits to Congregations (formerly Quinquennial Visitation of Congregations)
V	1989*	Church Finance: appeal for funds – their use - Church purposes only unless otherwise specified or gifted
II	1994*	Model Deed of Constitution
III	1994*	Congregational Meeting to receive Accounts
XII	2007	Care of Ecclesiastical Properties

REGULATION/DATE	SUBJECT	PAGE REFERENCE
VII	1979*	Central Fabric Fund (p. 55)
I	1998*	Work at Ecclesiastical Buildings (p. 60)
VII	2007	Manses (p.105)
I	2008	Ministries and Mission Contributions
II	2008	Congregational Finance
VI	2008	Pulpit Supply (currently £50)
VII	2008	Listed Expenses
VIII	2008	Levy on Proceeds of sale

[\*] Indicates that the Act or Regulation has been amended in subsequent years.