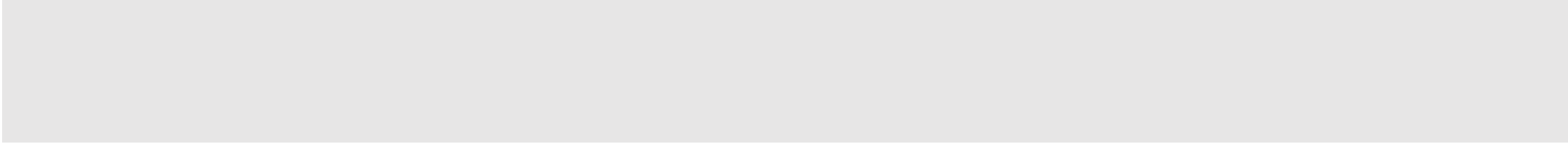

The Role of Wardens: The Mantle of Leadership

*Wardens' Week
Diocese of New York
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- The Role of Warden Is Multifaceted
 - Vestry Leadership
 - Steward of the Real Property & Assets of the Parish
 - Steward of the Life of the Parish Community
 - Strategic Planning
 - Communication

Servant Leadership

Jesus said, "...the greatest among you must become like the youngest, and the leader like one who serves. I am among you as one who serves."

*Luke 22:26-27
(NRSV)*

"And when we think we lead, we are most led."

"The Two Foscaris," Byron

The Several Roles of a Warden

A Warden is a Fiduciary

- Relationship of trust wherein one person has an obligation to act for another's benefit.
- Vestry members, as members of a not-for profit board, are trustees; trustees are fiduciaries.
- Responsibilities of Vestry, including wardens and rector, are described in canons and in state laws and have expanded to include "best practices."
- Vestry members are accountable to NY State Attorney General for prudent management of the material assets of a parish.

Stewardship

- Includes, but goes beyond “trusteeship,” which has a legal connotation and consequence.
- Stewardship focuses on the moral and ethical aspects of trusteeship.
- Balancing mission with fiduciary obligations.

Warden as Strategist

- Annual planning.
- Focusing the Vestry on mission, vision and long-range planning (best practices: strong focus on governance and long-term development).
- Fundraising.
- Outreach and Evangelism.

Warden as Communicator

- Serve as a primary contact between the Vestry and members of the congregation.
- Report at annual or special meetings meetings.
- With the Rector (or Priest-in-Charge), keep constituencies informed.
- Communicate with parish neighbors and other faith communities.

Warden as Communicator – Essential Practices

- Speak regularly with Vestry members and parishioners
 - At coffee hour, talk with people with whom you don't regularly speak
 - Reach out for the views and ideas of the entire parish, including those less regular in attendance.
- Listen
 - How to respond to a parishioner who brings you:
 - » Criticism of clergy, staff, lay volunteers or other parishioners
 - » Criticism of a Vestry decision

A Warden's Responsibilities: Legal Sources

- Canon law (TEC Canons and NY Diocesan Canons)
 - Recognizes New York State law
 - » Certificate of Incorporation
 - » By-Laws
 - » Resolutions
 - » Church Policies (safe church policy, sexual harassment policy, conflict-of-interest policy*, whistleblower**, emergency preparedness plan, investment policy, strategic plan)
- State law: New York Religious Corporations Law (“NYRCL”) and New York Not-For-Profit Corporation Law
 - Recognizes canon law

* Required by NYNFPCL §715-A (all New York not-for-profit corporations)

** Required by NYNFPCL §715-B (all New York not-for-profit corporations with 20 or more employees and annual revenues of more than \$1MM in the prior fiscal year)

Vestry Composition

- Rector (if there is one) (NYRCL §42(3))
- Two Wardens (NYRCL §40)
- Vestry members (3, 6, 9, 12, 15, 18, 21 or 24) (NYRCL §40)

Annual Election

- Elects Wardens and Vestry members — NYRCL §43(7)
- Vote of parishioners who constitute “qualified voters”¹
— NYRCL §43(6)
- Different approaches to nominations

1. Persons of full age belonging to the parish, who have been baptized and are regular attendants at its worship and contributors to its support for at least twelve months prior to such election or special meeting or since the establishment of such parish, shall be qualified voters at any such election or special meeting.

Two Wardens

- *Parish* elects one each year
 - To serve a term of two years. - NYRCL §43(8)
- *Vestry* may designate one as Senior Warden and the other as Junior Warden
 - Terminology used once in Diocese of NY Canons (in Canon 28, dealing with Congregations in a Strategic Setting) but not in TEC Canons.

Vestry Members

- Generally, one-third elected each year, for a three-year term. - NYRCL §43(8).
- “Each church warden and vestryman shall hold office after the expiration of his term until his successor shall be chosen.” NYRCL §43(10). [Implications? Term limits?]

Parish Officers

- Rector (Presiding Officer): *called by Vestry with consent of Bishop - TEC Canon III.9.3(b), TEC Canon I.14.3, NYRCL §42(3)*
- Wardens: *elected by Parish - NYRCL §43 (8)*
 - in many parishes, Vestry designates one of the Wardens as Senior Warden and the other as Junior Warden
- Clerk/Secretary: *elected by Vestry - By-laws (some duties described in TEC Canons and NYRCL.)*
- Treasurer: *elected by Vestry - By-laws (some references in TEC Canons)*
- Others optional: *elected by Vestry - By-laws, Resolutions*

Roles of Rector and Vestry: The Law

- Rector decides
 - Spiritual matters
 - Liturgy
 - Preaching and teaching
 - Pastoral care
 - Use of the buildings
 - Hiring staff
- Vestry decides (Rector typically has one vote)
 - Stewards, fiduciaries in temporal matters (TEC Canon I.14.3 and NYRCL §42-a)
 - Care of the buildings and potential liabilities of the parish (insurance, other risk management measures)
 - Financial matters (including the budget)

Roles of Rector and Vestry: The Shared Ministry

- A shared vision of the mission of the parish
 - What does God call our parish to be doing?
 - Shared discernment of a call.
 - Shared roles in implementing that call.
- Shared decisions on important matters
- Developing a consensus in the parish
- Mutual ministry review

Role of Wardens

The Law (Canons & New York Law)

- In absence of Rector, preside at meetings
- Report rector vacancy to Bishop
- Often negotiate terms of Rector's call

Shared Ministry

- Lay leadership
- Vestry process
- Pastoral support to the Rector

When there is no Rector, the Wardens Take on Additional Responsibilities

- During an interim rectorship, or in a parish that has a priest-in-charge (*i.e.*, not a rector)
 - Role of priest-in-charge/interim rector [neither “priest-in-charge” nor “interim rector” is used in the NYRCL. An “officiating minister”, as well as a warden, can read notices of annual or special meetings under NYRCL §43(4)].
 - Role of warden [wardens have certain fallback responsibilities under the NYRCL if there is no rector or the rector is absent, such as reading of notices of annual or special meetings and serving as presiding officer of the Vestry under NYRCL §43(4)] and (5)].

Structuring the Vestry Meeting

- Opening prayer
- Bible study and spiritual reflection
- Focused meeting agenda, which is followed
- Fulfill the shared ministry
- Honor the law and fiduciary duties with respect to assets
- Reserve time for important topics through the year; follow up.
- Soliciting the views of all vestry members
- Time management: Start and end on time

Good, Productive Vestry Meetings

- Vestry orientation, Vestry manual
- Issue is presented with relevant facts and background
- Vestry can (and should) rely on Vestry committees that have studied particular issues at length – Finance, Property, Outreach, Stewardship, Fundraising.
- Vestry members ask questions: Decisions must be informed.
- Open, thorough discussion

Good Vestry Meetings - Continued

- Take time for deliberation and prayer
- Keep accurate minutes
- Vestry meetings: open or closed?

Warden as Key Manager and Overseer

- Ensures that steps are taken to protect the people and the properties of a parish. Stay on top of real property and investment assets.
- Insurance: liability, property/casualty, directors and officers insurance.
- With the Rector, addresses staffing/human resources matters.
- Obtain legal counsel or accounting support when needed.

Vestry Meetings: Managing Conflicts of Interest

- Declare any personal interest and record in minutes.
 - If Vestry decision involves a transaction between parish and another entity where a vestry member is on the board, serves as an officer or member, or is an employee or owner: Conflict of interest exists.
 - » Vestry member leaves the room and has no vote or influence on the decision. Potential for divided loyalties much be considered
 - If Vestry is considering a transaction in which a related party of a Vestry member has a financial interest
 - » Same as above, *and*
 - » Vestry must consider and document
 - Why not do the transaction with a non-related entity or person or why do the transaction with a related entity or person
 - Why the transaction is fair to the parish

Vestry's Leaders and Rector's Partners

- Set an example
- Think strategically
- Lead Vestry care for parish properties
- Lead Vestry in its responsibilities for annual stewardship
- Encourage the vestry to adopt policies that are important to the long-term health of the parish (“best practices”)
 - a. Safe church
 - b. Sexual harassment
 - c. Investment
 - d. Conflict-of-interest
 - e. Whistleblower
 - f. Emergency Preparedness
 - g. Strategic Plan
 - h. Financial/Property Management
 - i. Audit

Vestry's Leaders and Rector's Partners

- Wardens and Rector meet regularly
- Keep analysis of all issues and concerns transparent
- Promptly inform rest of Vestry of decisions or recommendations
- Face the difficult issues

Resources

- ***Vestry Resource Guide*** (Nancy Davidge)
Guía de Recursos para Juntas Parroquiales
 - From Episcopal Church Foundation
 - Available at www.ForwardMovement.org or by calling 800-543-1813. Or Amazon \$15 per copy (\$9.99 on Kindle from amazon.com) (Prices may have increased).
- ***The Vestry Handbook*** (Christopher Webber)
 - From Morehouse Publishing
 - Available at www.amazon.com
- ***Beyond Business as Usual: Vestry Leadership Development*** (Neal O. Michell)
 - From Morehouse Publishing
 - Available at www.amazon.com
- Extensive materials at www.diocesenyny.org (“Administrative Links”/“For Congregations”)

Discussion
