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# The Role of Wardens: (Best) Practices Make Perfect

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# Servant Leadership

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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)*

# The Many Roles of a Warden

## Fiduciary

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- Relationship of trust wherein one person has an obligation to act for another's benefit.
- Vestry members 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

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- Goes beyond “trusteeship,” which has a legal connotation.
- Stewardship focuses on the moral and ethical aspects of trusteeship.

# Warden as Strategist

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

# Warden as Communicator

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- Serve as a primary contact between the Vestry and members of the congregation.
- Report at annual meetings.
- With the Rector, keep constituencies informed.

# Warden as Communicator

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- Talk regularly with Vestry members and parishioners
  - At coffee hour, talk with people with whom you don't regularly speak
- Listen
  - How to respond to a parishioner who brings you
    - » Criticism of clergy, staff or lay volunteers
    - » Criticism of a Vestry decision

# A Warden's Responsibilities: Legal Sources

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- 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)
- New York State law (New York Religious Corporations Law 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

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- 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

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- Elects Wardens and Vestry members — NYRCL §43(7)
- Vote of parishioners who constitute “qualified voters”<sup>1</sup>  
— 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

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- *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

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- Generally, one-third elected each year, for a three-year term. - NYRCL §43(8)

# Parish Officers

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- 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

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- 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

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- A shared vision of the mission of the parish
  - What does God call our parish to be doing?
  - A shared process of discerning that call
  - A shared role in carrying it out
- Shared decisions on important matters
- Developing a consensus in the parish
- Mutual ministry review

# Role of Wardens

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## *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

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- 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

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- Open with a prayer
- Bible study and spiritual reflection
- Fulfill the shared ministry
- Honor the law
- Blocks of time for important topics through the year
- Varied voices
- Start and end on time

# Good Vestry Meetings

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- Vestry orientation, Vestry manual
- Issue is presented with relevant facts and background
- Vestry can rely on Vestry committees that have studied particular issues at length
- Vestry members ask questions
- Good discussion

# Good Vestry Meetings

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

## Warden as Overseer

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- Ensures that steps are taken to protect the people and the properties of a parish (liability, property/casualty, directors and officers insurance).
- With the Rector, addresses staffing/human resources matters.

# Good Vestry Meetings: Managing Conflicts of Interest

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- Declare any personal interest (record in minutes)
  - If Vestry is deciding on a transaction between parish and another entity where a vestry member is on the board, serves as an officer, or is an employee or owner (conflict of interest)
    - » Vestry member leaves the room and has no influence on the decision
  - 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

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- 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

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- Wardens and Rector meet regularly

# Resources

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- ***Vestry Resource Guide*** (Nancy Davidge)  
*Guía de Recursos para Juntas Parroquiales*
  - From Episcopal Church Foundation
  - Available at [www.ForwardMovement.org](http://www.ForwardMovement.org) or by calling 800-543-1813. Or Amazon \$15 per copy (\$9.99 on Kindle from [amazon.com](http://amazon.com))
- ***The Vestry Handbook*** (Christopher Webber)
  - From Morehouse Publishing
  - Available at [www.amazon.com](http://www.amazon.com) (\$7.89-\$16.00 or \$8.43 on Kindle)
- ***Beyond Business as Usual: Vestry Leadership Development*** (Neal O. Michell)
  - From Morehouse Publishing
  - Available at [www.amazon.com](http://www.amazon.com) (\$13.56-\$19.65 or \$10.00 on Kindle)
- Extensive materials at [www.diocesenyny.org](http://www.diocesenyny.org) (“Administrative Links”/“For Congregations”)

# Discussion

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