

FAQ 9 DISTINGUISHING THE BOARD OF DIRECTORS FROM CHURCH COUNCIL

Historically that has been the assumption that members serving on the church council are all directors. However, developments in the law governing corporations and registered charities, it is no longer practical to have the persons serving these two distinct made up of the same persons. Persons not eligible to serve as directors include those who have a material conflict of interest as well as others who cannot meet the restrictions for directors in other ways. *Church Order*, Article 35-a requires all ministers, elders and deacons to be members of the church council. It does not follow that every member of council must be a member of the church's board of directors (see Henry DeMoor, *Christian Reformed Church Order Commentary*, pp. 212-213). It should also be understood that the board of directors should deal with a very limited part of church governance. Its governance authority should be restricted to dealing with property. Property is the area of concern of the Act governing incorporations as well as of charity law. Property is defined as money, capital assets and personnel. To ensure that council has the authority over all affairs of the church, provision should be made in the Bylaws that:

1. All council members have the right to attend all meetings of the board of directors and speak to all matters before the meeting (without the right to make motions and vote), and
2. That all matters decided by the board of directors must be ratified by council.

For further training of directors, click on this link: http://www.ic.gc.ca/eic/site/cilp-pdci.nsf/eng/h_cl00688.html
Although this document has been archived and will no longer be updated, it still contains valuable information. Another source for training is the Canadian Council of Christian Charities, but that requires the local church to take out a membership in that organization.