

# **Global Academy for Transformational Leadership**

## **Board of Reference Manual**

### **INTRODUCTION**

The Global Academy for Transformational Leadership (GATL) was formerly the Emerging Leaders Initiative (ELI). This unique leadership initiative is a biblically based, fully accredited, field-based leadership training and education program. This developmental program is unique because it enables students to remain fully engaged in active ministries while developing their leadership skills, kindling their spiritual passion, and upgrading their biblical and theological foundations.

### **MISSION AND CORE VALUES**

#### **PURPOSE**

To produce high-impact emerging leaders for the world

#### **MISSION STATEMENT**

*GATL exists to help accelerate the world's holistic transformation by intentionally developing and deploying servant leaders of conviction, character and competence from a biblical perspective*

#### **UNIQUENESS**

*Biblical:* Character, Belief, Values

*Emerging:* Intentional development of next generation leaders, holistic, sustainable leadership

*Mobile:* Globally available, contextually relevant, cost effective

*Quality:* Exposure to best practices, experiential learning, consistency of evaluation

*Practical:* Shaping the learner's knowledge, behavior, skills, and practices

#### **CORE VALUES**

GATL maintains the following four core values:

*Intentional:* GATL is an intentional leadership development program. It believes that the problem of the shortage of transformational servant leaders does not go away by itself, and intentional action must be taken.

*Biblical:* GATL maintains biblical perspective in all its content and training processes. It maintains a belief that leaders who are genuine, secure, and willing to serve others are the ones whose worldview and attitude is shaped by the Word of God and the work of the Holy Spirit.

*Practical:* The emphasis of GATL is practical application. GATL believes that leaders learn better and develop faster when they are exposed to best leadership practices, taught how to integrate theory with practice, mentored by exemplary leaders, given challenging ministry assignments, and held accountable to design and implement their personal development plans.

*Transformational:* The leadership development process of GATL is transformational. GATL believes that leaders who have experienced inner personal transformation by the power of the Holy Spirit can play a significant role in leading holistic, societal transformation.

The *Board Policies and Procedures Manual* defines the role of the board and delineates how the board will carry out its responsibilities. These policies are the primary governing documents for GATL.

The purpose of the policies is to:

- Clarify board member roles, responsibilities, and commitments
- Define processes for clear communication
- Promote consistency of board action

The *Board Policies and Procedures Manual* provides guidance for decision-making. A copy of this information will be provided to each board member, and revisions will be distributed as appropriate.

Board policies are adopted through a majority vote of the Board and only at board meetings. Before adopting any policy, all board members will receive a copy of the proposed policy in advance of the meeting at which the vote is to be taken. All policies will be reviewed annually by the board for accuracy and appropriateness, and recommendations will be made for amendment, addition, or elimination.

## **Board of Reference**

**Section 1 – Membership.** The Board of Reference shall consist of up to fifteen (15) members. Board members serve at the pleasure of the Board of Reference. A board member may be removed from office by an affirmative vote of two-thirds of the board.

**Section 2 – Election of Board Members.** Members shall be elected by the Board of Reference for a term of five (5) years. Elected new board members and incumbent elected members of the Board of Reference who are eligible for reelection normally shall be elected at the board's annual meeting by a majority of the board members then in office. Any unfulfilled term may be filled through a special election at any regular meeting of the Board of Reference. A slate of candidates, with biographical information for each prospective board member candidate, shall be

provided to all board members at least 30 days before the annual or regular meeting of the Board of Reference at which an election is scheduled.

**Section 3 – Ex Officio Board Members.** The president and provost of GATL shall serve ex officio with full voting privileges.

**Section 4 – Board Members Emeriti.** Board members who have served with distinction for at least two terms may be reelected by the majority of members as board members emeriti. Terms shall be five years and shall be renewable, provided that the total number of board members emeriti does not exceed one-fourth of the total number of regular, voting board members. These board members shall be eligible to cast votes, and they shall speak freely at all board and committee meetings. Board members emeriti shall be sent notices and minutes of all board meetings and be encouraged to attend board meetings or otherwise accept special assignments that are helpful to GATL.

**Section 5 – Continuing Qualifications.** Each board member elected or appointed to serve GATL shall maintain the qualifications on which such election or appointment was predicated at all times during that board member's term of service; the termination of the qualifications on which a board member's appointment was predicated shall be deemed the termination of that board member's election or appointment. Each board member elected or appointed to serve GATL may be reelected or reappointed to additional terms of service without limitation.

**Section 6 – Board Chair and Vice Chair.** The board members shall elect a board chair and vice chair who shall serve at the pleasure of the Board of Reference. If, due to resignation, termination of appointment or death, there is no board chair, the vice chair shall preside as the board chair until the next regular or special meeting of the Board of Reference, at which meeting the board members shall elect a board chair. If, due to resignation, termination of appointment or death, there is no board chair or vice chair, the president of GATL shall serve as the board chair until a special meeting of the Board of Reference can be convened. This special meeting must be convened and a new chair elected within 30 days of the vacancy. The president of GATL shall not serve as chair of the board for more than 30 days.

**Section 7 – Notice and Frequency.** Regular meetings of the Board of Reference may be held without notice if the time and place of such meetings are fixed by resolution of the board members. The Board of Reference shall regularly meet at least semi-annually.

**Section 8 – Special Meetings.** Special meetings of the Board of Reference may be called for any purpose and at any time by the board chair or any other board members. Notice of the time and place of special meetings shall be given to each board member by one of the following methods: (1) by personal delivery of written notice; (2) by first class mail, postage prepaid; (3) by telephone communication, either directly to the board member or to a person at the board member's office or home who the person giving the notice has reason to believe will promptly communicate the notice to the board member, or (4) by electronic means to the board member's home or office. Notices given by personal delivery, telephone, or electronic means shall be delivered, telephoned, or faxed to the board member at least twenty-four (24) hours before the

time set for the meeting. The notice shall state the time and place of the meeting if the special meeting is to be held at Cru's principal office. The notice must specify the purpose of the meeting.

**Section 9 – Quorum.** A majority of current board members present at a meeting duly called and noticed shall constitute a quorum for the transaction of business. Every action taken or decision made by a majority of the board members present at a meeting duly held at which a quorum is present shall be the act of the Board of Reference, notwithstanding the withdrawal of board members.

**Section 10 – Waiver of Notice.** The transaction of any meeting of the Board of Reference, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present, and either before or after the meeting, each of the board members not present signs a written waiver of notice, a consent to holding the meeting, or approves the minutes. The waiver of notice or consent shall specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to any board member who attends the meeting without protesting before or at its commencement about the lack of notice.

**Section 11 – Action without Meeting.** Any action required or permitted to be taken by the Board of Reference may be taken without a meeting, if all of the board members, individually, or collectively, consent in writing to the action. Such action by written consent shall have the same force and effect as the unanimous vote of the Board of Reference. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Reference.

## **Officers**

The officers of GATL shall be a president, vice presidents, secretary, and a chief financial officer and such other officers as the Board of Reference may appoint from time to time.

The president shall be chosen and appointed by the Board of Reference and shall serve at the pleasure of the Board of Reference. All other officers shall be chosen by the president, and confirmed by the board, and shall serve at the pleasure of the president and the Board of Reference. Subject to the rights, if any, of an officer under any contract of employment, all officers may be removed, with or without cause, by the Board of Reference at any regular or special meeting of the Board of Reference.

**Section 1 – President.** The president shall lead GATL as the chief executive officer and shall perform the duties normally associated with a college president and the chief executive officer of a corporation, and shall also perform such other duties as may be assigned by the board from time to time. The president shall not serve concurrently as the chief financial officer of GATL.

**Section 2 – Vice President.** The vice president of academic affairs shall be the chief academic officer and lead GATL in the absence of the president. The board may appoint additional vice presidents with such powers and duties as needed. The vice president of academic affairs shall not serve concurrently as the chief financial officer of GATL.

**Section 3 – Chief Financial Officer.** The chief financial officer shall be the chief financial officer of GATL and have the custody of the corporate funds and securities, shall keep full and accurate accounts of receipts and disbursements in books belonging to GATL, shall deposit all moneys and other valuable effects in the name and to the credit of GATL in such depositories as may be designated by the board and shall perform such other duties as the board may assign from time to time. The chief financial officer shall disburse the funds of GATL as may be ordered by the board, taking proper vouchers for such disbursements, and shall render to the president and board members, at the regular meetings of the board, or whenever they may require it, an account of all his or her transactions as chief financial officer and of the financial condition of GATL

## **The Role of the Board**

### **Board Responsibilities**

The responsibilities of the Board of Reference include the following:

- Clarify and advance the mission, vision, and values of GATL
- Appoint, support, and evaluate the president of GATL
- Support the institution’s engagement and implementation of an ongoing, comprehensive strategic planning process
- Approve annual budgets and monitor fiscal standings
- Ensure institutional effectiveness through substantive policy-making
- Ensure the quality of academic programs
- Evaluate the president’s performance
- Assess the board’s own performance
- Participate in fundraising efforts
- Promote GATL in its relations with its constituencies and public
- Preserve institutional independence

### **Code of Conduct**

Members of the Board of Reference of GATL should conduct themselves as follows:

- Be familiar with the policies of GATL
- Devote time to learning how GATL functions – its uniqueness, strengths and needs
- Carry out responsibilities with fairness, honesty, and transparency
- Ask questions and request information as needed for clarity
- Make decisions based on what is best for GATL, vote according to convictions, and challenge the judgment of others when necessary; yet be willing to support the majority decision and work with fellow board members in a spirit of collaboration
- Demonstrate a functional understanding of the difference between the board’s role of oversight and the administration and faculty’s role of management and policy implementation
- Operate with accountability to GATL’s constituency and refrain from actions that might compromise GATL’s reputation or standing.
- Maintain confidentiality of sensitive information or material provided to board members or discussed at meetings
- Be vigilant to uphold and no way undermine the authority delegated to the president
- Avoid surprises, especially in public disclosure
- Forward complaints and concerns to appropriate parties

- Disclose promptly and fully any potential or actual conflicts of interest and abstain from the decision-making process on related matters

### **Conflict of Interest**

As a Christian organization, GATL is committed to institutional integrity and ethical governance policies. A conflict of interest may take many forms, but arises when a board member, in relationship to an outside organization, is in a position to influence GATL's business, research, or other decisions in ways that could lead directly or indirectly to financial gain for the board member or his or her family, or give improper advantage to others to the detriment of GATL. If a member of the Board of Reference has a direct or indirect conflict of interest with GATL, the member of the board shall fully disclose that relationship. If the conflict of interest involves a financial transaction, he or she shall abstain from voting upon and discussing any motion or resolution of the Board of Reference. Board members must not place themselves under any financial or other obligation to outside individuals.

### **Confidentiality Statement**

It is the policy of GATL that board members and employees of GATL will not disclose confidential information belonging to, or obtained through their affiliation with GATL to any person, including their relatives, friends, and business and professional associates, unless GATL has authorized disclosure.

### **Institutional Context & Working Relationships**

In addition to the President, the board regularly interacts with GATL senior leadership during board meetings. (Note: An organizational chart delineating administrative relationships is available.) Understanding these key roles will establish a helpful context for decision-making.

#### *President's Responsibilities*

- Articulate a vision for GATL's future and compellingly communicate the message to all constituencies
- Serve as chief executive officer and provide oversight to GATL's administrative team, promoting collaborative and effective working relationships
- Oversee GATL's strategic plan, ensure its implementation, and regularly assess achievement
- Develop relationships with alumni, donors, and the global church; forge partnerships that lead to significant contributions toward advancing GATL
- Actively lead and engage in fundraising efforts
- Facilitate admissions, enrollment and retention efforts
- Oversee budget preparation and monitoring according to best financial practices
- Partner with the Board of Reference in carrying out its governance role by providing sufficient data for decision-making and fostering an environment of transparency and mutual trust
- Ensure the academic program is well-planned, executed and assessed
- Ensure effective implementation of academic decision-making systems
- Facilitate innovative academic program expansion and development
- Ensure the hiring of faculty reflects the ethos of GATL
- Ensure GATL is accurately represented to accrediting agencies and maintains compliance with established standards

- Serve as “keeper of the flame” leading faculty, staff, students, and stakeholders to grasp with passion the identity, purposes and goals of GATL
- Model a life of discipleship and cultivate a rich spiritual life among the community

### *The Provost and the Faculty*

While the ultimate authority for the college rests with the board, given the academic nature of the institution, faculty should appropriately drive the academic processes of GATL. Board governance efforts should recognize the faculty’s prerogative and responsibilities in the following matters:

- Working with the board in strategic planning, assessing educational effectiveness, and identifying the prioritizing of new goals
- Initiating and reviewing policy for board approval
- Working to preserve academic freedom
- Directing GATL’s institutional accreditation process
- Overseeing GATL’s academic review and planning programs
- Overseeing curricular matters
- Overseeing faculty recruitment, training, and evaluation
- Working through the administration in all matters relating to the board
- Complying with and supporting the board’s policies

### **Presidential Evaluation**

Prior to the presidential assessment, the board should clarify its procedure, assign responsible parties and define timeframes. Regardless of the tools utilized for the evaluation, the process should incorporate the following elements to ensure an effective process and open communication:

- A formal board assessment of the president’s performance
- A self-assessment written by the president to the board based upon established goals
- A designated board member/committee and the President should meet face-to-face to discuss the outcomes
- A follow-up report should be given to the full board
- The Chair will submit to the President a written memorandum documenting the process, outcomes, and newly established goals and priorities.

### **Board Self-Assessment**

The Board recognizes the value of assessment as a vital governance tool to improve its own effectiveness. The board should annually engage in a self-evaluation process with the goal of refocusing efforts, strengthening engagement, and improving its performance. Evaluations should consider the board’s function as a whole as well as individual board member performance and involvement. Information gathered should not be viewed as a report card but rather a resource to develop and promote healthy governance processes.

## **Board Membership**

### **Composition/Terms of the Board**

The Board of Reference is composed of a maximum of 15 members. Members serve 5-year renewable, staggered terms. Two members serve as ex officio, and the remaining members are elected by GATL.

The following specific areas of expertise are established targets:

- Accounting/Finance/Banking
- Business
- Fundraising
- Higher education/accreditation
- Legal counsel
- Vocational Ministry

### **New Board Member Orientation**

New board members are required to attend a New Board Member Orientation regardless of previous board experience. This orientation offers a meaningful introduction to GATL, its mission, and programs. It also provides a framework for understanding board roles and responsibilities and an opportunity to ask questions and connect with fellow board members.

### **Membership Renewal**

GATL and the board benefit from the service of highly engaged and contributing board members and recognizes the value of maintaining relational connections and institutional memory. Board members who wish to renew their terms may do so pending the affirmation of the board.

### **Removal from the Board**

On the rare occasion that a board member engages in unethical conduct, breeches confidentiality, demonstrates an extended lack of engagement, or exhibits irreconcilable differences with members or the board, the Board of Reference may remove this member by a two-thirds vote at a scheduled or special meeting of the board.

### **Business Meetings**

Business meetings are conducted according to select *Robert's Rules of Order* protocols. A board member or committee may initiate an item for board action or official decision by formally proposing a motion followed by another member's "second." This places the motion on the floor for discussion and debate. Upon the conclusion of dialogue and agreement of the board, the chair officially calls for members to cast their votes. Board members may indicate "aye", "nay" or "abstain." A majority vote passes the motion and the item is noted as a resolution of the board in the meeting minutes. A quorum of membership (50% plus one) must be in attendance in order for the board to transact official business. The board may invite those who are not formal members such as key GATL leaders and support staff to attend meetings in order to inform decision-making, promote open communication, and attend to clerical matters. Additional guests with expertise or insight on a particular item of discussion may also be invited to attend. All such



guests are considered non-voting participants whose attendance is predicated on bringing a clear benefit to the board as it conducts its business.

### **Executive Sessions**

Occasionally the board meets in executive session (closed meeting) to provide a venue for handling private discussions such as personnel issues, matters of executive performance and/or compensation review, and peer-to-peer board discussions. They are, by definition, exclusive to board members, but others, such as the president or professional advisors, may be invited to join for part or all of the session. These sessions are intended to foster meaningful discourse and strengthen trust and communication. Executive sessions may take place before, in the middle, or at the end of a regular board meeting.

### **Minutes**

Official minutes are maintained for all board and committee meetings and serve as a legal document of business transacted. Minutes include the date, location, and mode of meeting, attendees, agenda items with discussion points, corresponding resolutions and action items, and a list of the documents utilized for decision-making. The secretary for the board will distribute minutes for review to all board members within two weeks of the meeting to be voted upon for approval during the subsequent meeting of the board. Minutes for all meetings will be available upon request from the Office of the President.

### **Board Leadership Roles**

#### **Chair**

The Chair is responsible for the following:

- Oversees board and executive committee meetings
- Works in partnership with the president to make sure board resolutions are carried out
- Assists chief executive in preparing agenda for board meetings
- Calls special meetings if necessary
- Works to recruit new board members
- Assists the president in conducting new board member orientation
- Assists in the president's annual performance evaluation
- Periodically consults with board members on their roles and helps them assess their performance
- Acts as an alternate spokesperson for GATL
- Oversees searches for a new president

#### **Vice Chair**

The Vice Chair is responsible for the following:

- Understands the responsibilities of the board chair and be able to perform these duties in the chair's absence
- Participates as a vital part of the board leadership
- Carries out special assignments as requested by the board chair