

# Chapter Six

## *Authority and Governance*



### *Standard 4*

**Chair, Rebecca Kelley, Esq.,** Alumni Volunteer

Vice Chair, Jack Hooker, VP for Advancement

Don Davison, Director of PR

Robbie England, Board Vice Chair

David Frederick, Director of Finance

John Lum, Campus Administrator

Mark McCall, Student Representative

Brent Miles, Coordinator of Info Technology

## Standard 4: Authority and Governance

**GBSC is legally constituted as a nonprofit organization authorized by the State of Ohio to operate as an educational institution and to grant specified AA and BA degrees. The institution has a governing Board of Trustees with legal and fiduciary responsibility to exercise appropriate oversight over institutional integrity, policies, resource development, and ongoing operations.**

### Analysis

#### Operating with Proper Authorization and Governing Document

**Proper authorization.** The original articles of incorporation for the institution were filed June 1, 1963, and were amended on October 26, 1991, (ARCH-6) to bring GBSC into alignment with requirements for not-for-profit entities in the State of Ohio.

On March 9, 1999, the Ohio Board of Regents granted GBSC Institutional Reauthorization for ten years, through June 30, 2008. The college is authorized to offer two degrees with various majors. The current Certificate of Authorization (ARCH-6) lists these as follows:

#### **Bachelor of Arts Degree**

Church and Family Ministry  
Church Music  
Intercultural Studies/World Missions  
Ministerial Education  
Music Education  
Teacher Education

#### **Associate of Arts Degree**

Bible and Theology  
Business  
General Studies  
Intercultural Studies/World Missions  
Music Ministry  
Teacher Education



**Steve Mills**

*GBSC Alumni President*

"The alumni moved for a conventional governing structure and encourages input to Board business."

**Governing document.** The Board of Trustees operates within the parameters of the federal and state laws and is directed in its functions by the Ministry Bylaws (ARCH-6). The current Bylaws are the result of a two-year process involving Board members, administrators, and outside advisors from the Christian Law Association. These Bylaws establish a change in governing processes at the institution. Previously, the Alumni Corporation held governing authority, working through the Board of Trustees, elected by the Alumni Corporation. This fairly unusual arrangement resulted from past legal issues arising from the indebtedness

discussed in Chapter One. Since the causes for the arrangement no longer remained, it was seen as desirable to move to a more conventional governing framework. Thus, the Alumni Association approved the new Bylaws in its October 2004 meeting, authorizing the Board to make minor adjustments and to finalize the Bylaws. The current, finalized version was approved by the Board at its December 2004 meeting.

**Article 3 of the Bylaws provides for the Board’s authority:**

A Board of Trustees (hereinafter referred to as the ‘Board’) shall govern the Corporation. It shall meet regularly and shall have power to make such bylaws as it judges necessary for the carrying out of such government. The Corporation shall not have members. The Board of Trustees shall have full and final responsibility for the general management of the finances, business, academic program, real property, chattels, and other affairs of the Corporation.

In order to preserve the historical strength of alumni support, the Bylaws specifically provide for and encourage Alumni Association input into Board business (Article 4.9). The Alumni Association does not, though, have powers in relation to Board or institutional operation. Rather, all parties – institution, Board, and alumni – seek to work together to support the work and mission of GBSC.

**Providing Informed Oversight: The Board of Trustees**

**Board membership and officers.** The full Board of Trustees contains two ex-officio members: the President of GBSC and the President of the GBSC National Alumni Association. Under the Bylaws (Article 4.1), the Board may range in number from twelve to twenty-one. Currently, there are fourteen Trustees.

As discussed in the previous chapter, GBSC has from its beginning demonstrated a strong commitment to diversity. But the institution’s strong commitment to maintaining its distinctives can often limit the pool of eligible candidates for faculty, staff, administrative, and Board roles. Furthermore, GBSC’s conservative holiness constituency tends to be rural and white, existing in traditional “nuclear” families. Relatedly, for several reasons impacted by doctrinal interpretation, tradition, and choice, women in the conservative holiness movement have not typically held administrative roles or board positions at conservative holiness institutions such as Bible colleges and other parachurch organizations. Thus, the candidate pool for female leaders is regrettably small. Currently, the Board includes a Caribbean American and a woman among its membership.

In terms of profession, the Board has strong diversity. Of the 14 members of the Board of Trustees, the following information is of note:

- Alumni of GBSC ..... 12
- Professionals ..... 5
- Businesspersons ..... 3
- Ministers ..... 6

A complete list of the Board members, including their names, addresses, and occupations, is available (ARCH-6).

Except for the GBSC President, none of the Board members is an employee of the institution. Additionally, no member of the Board of Trustees holds stock, is a creditor, is a guarantor of institutional debt, or an active member of any business of which the institution is a customer.



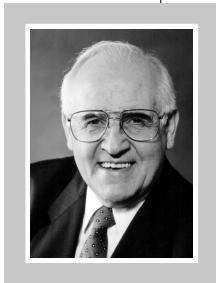
**Dr. Wingrove Taylor**  
*1952 Alumnus, GBSC Board*

“Academic and spiritual gains at GBSC enabled me to serve it and my church in key leadership positions. My gratitude abounds!”

In its spring meeting, the Board elects its chair and vice chair, the only Board officers, to one-year terms. The Board's Executive Committee, as provided for in the Bylaws, is composed of the Board chair, vice chair, the President of GBSC, and two members-at-large elected by the Board from its membership.

**Board authority and autonomy.** The Board's authority and duty in overseeing institutional operations is set forth in Article 4, Section 8 of the Bylaws. Among other duties, the Board is charged with the following:

- ◆ Maintaining the spiritual and historical integrity of the institution
- ◆ Establishing the institution's basic policies, programs, objectives, and core values
- ◆ Electing the President
- ◆ Overseeing financial affairs
- ◆ Approving the hiring of faculty



Dr. Leonard Sankey,  
BOT Chair, is a 1960  
GBSC graduate

Along with specifying Board duties and powers, the Bylaws establish the roles, duties, and powers of institutional administrators (see Articles 5 and 6).

There is no recognizable entity to which the Board must answer. However, there is "creative tension" in the relationship of the Board with the Corporation (which informally represents the alumni of the school) that provides reasonable parameters to the Board's authority. And while the Corporation does conduct an annual meeting, there is no direct governing power that the Corporation exercises over the actions of the Board. However, the sections of the Ministry Bylaws that are essential to the institution's fidelity and mission (Articles 1-4) can be amended only after proper notification through the *God's Revivalist* and the institution's website, with subsequent approval "by three-fourths majority vote of the Board of the Corporation present and voting at any of its regular meetings" (Article 11.1). This arrangement serves to give the Board necessary and empowering autonomy, while also ensuring that no substantive change in institutional direction may be made without full opportunity for public response from the institution's broad constituency.

**Board interaction with the institution.** The relationship of the Board with the employees of the school is protected by the position of the President who serves as "the official medium of communication between the Board on the one hand, and the officials, faculty and students of the School on the other hand" (Ministry Bylaws Article 6.1).

The Board receives regular communication from the institution through a variety of means:

1. The President sends each Board member a periodic email update.
2. The Director of Finance sends each Board member a Financial Statement and Budget Update monthly.
3. Departments of the institution provide written reports to the appropriate Board committees (see below).
4. The President and each member of the Administrative Committee report to the Board before each full board meeting (see below)..

In addition to the Executive Committee explained above, the Board has six standing committees, five of which are tied directly to aspects of institutional operation. Each committee is staffed by approximately four members of the Board, with no Board member sitting on more than two committees. Each is facilitated by a college administrator, as noted parenthetically.

- Academic Affairs Committee (VPAA)
- Board Development Committee (GBSC President)
- Faculty/Staff Welfare Committee (GBSC President, Personnel Director)
- Finance Committee (Director of Finance)
- Institutional Development Committee (VP-Advancement)
- Student Affairs Committee (VPSA)

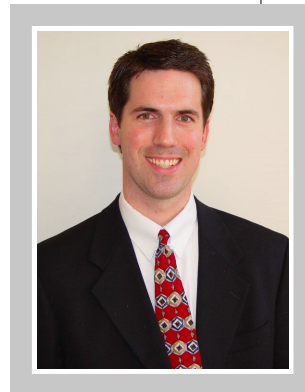
Departments of the institution provide written reports to the appropriate committee before the full Board meeting. Action items suggested by the departments, through the administration, are reviewed by the appropriate committee, which, in turn, reports them to the full Board.

This thorough system of communication serves two purposes. First, it provides complete information to the Board concerning all aspects of institutional operation. Second, it also serves to prevent undue Board activity in the day-to-day administration of the institution. The process, that is, provides a balanced relationship between Board and institutional administration. Also, the Board has adopted a Conflict of Interest Policy for all employees of GBSC (see *Employee Handbook* p. III-3, PERS-1). The adaptation of this policy for all Board members is on the agenda for the Fall 2006 board meeting.

**Board policies and procedures.** The Board holds regular meetings; the Bylaws require that the Board meet at least twice annually (Article 4.5). Additionally, the Bylaws (Article 7.2) empower the Board's Executive Committee to meet between regular Board meetings. The Executive Committee has power to take action between Board meetings, to the extent authorized by the full Board.

It is the responsibility of the Board to hire the President, review his performance, and take disciplinary action up to and including dismissal. This authority is given in the Ministry Bylaws (Article 5.4.A):

The President of the School shall be elected by the Board of Trustees. The first term shall be for two years, and each succeeding term shall be for four years. The engagement of a new President or the severance of the relationship between the President and the Ministry may be considered at any regular Board meeting, provided notice to that effect shall have been given in writing to the Board at least two weeks prior to said Board meeting. A three-fourths majority of the eligible members present and voting shall be required to engage a new President or to sever the relationship between the President and the Ministry. Disciplinary removal of the President from office automatically terminates his membership on the Board.

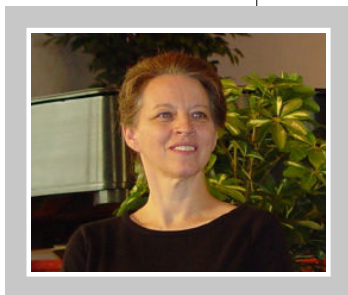


Board Vice Chair, Robert England, had his Student Affairs Committee of the Board meet with the members of the Student Government Association to get their input

## Developing the Trustees

Board members serve four-year terms. Under the Bylaws, these terms are staggered so that approximately one fourth of the Trustees are elected each year. There are no “term limits” for Board members. Prior to membership changes following the Board’s meeting in the spring of 2006, the average tenure for members was 13 years. With the staggering of terms, there is still opportunity for change in the Board’s membership as needed. GBSC values the understanding, wisdom, and institutional knowledge that the institution’s long-term Board members provide.

As one of the Board’s standing committees, the Board Development Committee (BDC) is responsible, among other things, to identify and nominate potential new Board members, provide orientation for new Board members, and plan periodic Board training. Currently, the BDC is planning a three-day Board retreat for Fall 2006.



**Viola Miller Durr**  
*Sr Ed Specialist, Tri-Health*

“I am honored to be able to serve on the board of my Alma Mater. My goal is to make a positive contribution to the school that has done much to shape my life.”

While the BDC seeks to identify potential new Board members, any member of the Board may submit names to the BDC, under the Bylaws. Trustees are then elected by the Board at regular meetings.

Annually, each Board member is asked to sign a Statement of Faith and complete Board Evaluation Forms. Upon completion, these forms are reviewed by the chair of the Board. The process to this point has been rather informal. However, the Board will begin to utilize this survey data to plan appropriate workshops and retreats.

## Evaluative Conclusion

*God’s Bible School and College complies with Standard Four: Authority and Governance.*

The institution possesses all appropriate governmental authority to grant degrees. Additionally, GBSC’s Board of Trustees exercises substantial authority over the institution’s direction, policies, and activities. This authority does not come at the expense of appropriate distance between the Board and the day-to-day administration of the institution. The institution is thankful for a godly, dedicated Board that deeply believes in the institution’s mission and provides wise counsel and leadership.

## Documentation

ARCH-6: Amended articles of incorporation, OBR Certificate of Authorization, Ministry Bylaws, List of Board members/addresses/occupations  
PERS-1: *Employee Handbook*