



# Role of the Parish Trustee



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## PARISH TRUSTEES

### **PURPOSE**

To provide guidance regarding the role, duties, and responsibilities of Trustees of Parishes within the Diocese of Des Moines.

### **DEFINITIONS**

**“Bishop”** means the sitting Bishop of Des Moines (or the appointed Apostolic Administrator). *Ex-officio* President of the Parish Corporation.

**“Diocese”** means that certain corporate entity formed, maintained, and existing under Chapter 504 of the Iowa Code under the corporate name: “The Roman Catholic Diocese of Des Moines.”

**“Household”** means person, or persons of the same family living together in the same dwelling.

**“Parish”** means a Catholic parish within the Diocese.

**“Parish Corporate Board of Directors”** (Board) means the Bishop, the Vicar General, the Pastor, and the two appointed lay Trustees of the Parish corporation authorized under the Parish corporation’s articles of incorporation to transact business of the corporation.

**“Parish Finance Council”** means the canonical consultative body established in a Parish in accordance with canon 537 of the 1983 Code of Canon Law and the policy of the Diocese, which provides consultation to the pastor from a cross-section of parishioners to share their thoughts and insights on financial topics in service to the mission of a specific Parish.

**“Parish Pastoral Council”** means the canonical consultative body established in a Parish in accordance with canon 536 of the 1983 Code of Canon Law and the policy of the Diocese, which provides consultation to the Pastor from a cross-section of parishioners to share thoughts and insights in service to the mission of a specific Parish.

**“Pastor”** means a Parish Pastor or a parochial administrator, as the case may be. *Ex-officio* Treasurer of the Parish Corporation.

**“Trustees”** means the two lay members of the Parish appointed to serve as directors of the Parish corporation, pursuant to its articles of incorporation.

**“Vicar General”** means the priest appointed by the Bishop as Vicar General. *Ex-officio* Vice-President of the Parish Corporation.

### **INTRODUCTION**

Engaged parish trustees are vital to the life of a parish. In recognition of this important role, the Diocese of Des Moines provides this resource to parishes in order to provide greater clarity and understanding throughout this local Church.

## **CANON LAW**

[http://www.vatican.va/archive/ENG1104/\\_PIU.HTM](http://www.vatican.va/archive/ENG1104/_PIU.HTM)

### **Spiritual and Temporal Affairs**

**Can. 519** The pastor is the proper pastor of the parish entrusted to him, exercising the pastoral care of the community committed to him under the authority of the diocesan bishop in whose ministry of Christ he has been called to share, so that for that same community he carries out the functions of teaching, sanctifying, and governing, also with the cooperation of other presbyters or deacons and with the assistance of lay members of the Christian faithful, according to the norm of law.

## **CIVIL LAW**

Nonprofit corporations, organization.

The governing statutes for religious corporations are set forth in Chapter 504 of the Iowa Code. The parish corporations in the Diocese of Des Moines constitute “religious corporations” as defined under Iowa Code § 504.141. After a parish corporation is initially formed through the filing of articles of incorporation by the bishop, the parish corporation is organized through an organizational meeting of the initial directors of the parish corporation whereby officers are appointed, bylaws adopted and any other business is conducted (Iowa Code § 504.205).

## **APPOINTMENT OF TRUSTEES**

1. While the Bishop, Vicar General and the Pastor hold their positions on the Parish Corporate Board of Directors (“Board”) *ex officio*, the Trustees are appointed to the Board by the Bishop, Vicar General, and the Pastor.
2. In practice, the Pastor submits the names of two lay parishioners to the Bishop and Vicar General requesting their votes for appointment. The appointment request must also indicate a secretary of the Parish corporation.
3. Before making a recommendation to the Bishop and Vicar General, the Pastor must consult with the Parish Pastoral Council, the Parish Finance Council, or the Parish membership. Upon approval of the submitted names, the appointment document will be executed by the Bishop, Vicar General, and Pastor. The appointment document is to be preserved with the corporate records of the Parish.
4. The term of office of each Trustee shall be for three (3) years and shall be renewable one (1) time. No Trustee may serve more than two consecutive terms, for a total of six years. Trustee terms should be staggered. After a Trustee has been out of office for at least six (6) years they are eligible to be appointed as a new Trustee.
5. Trustees and members of their Household may not be employees of the parish, though it may be advisable at certain times for employees to attend meetings as non-voting participants.
6. Two members of the same Household cannot both serve as Trustees at the same time, or serve as a Trustee and as a member of another parish consultative body (Parish Council, Finance Council, or Board of Education). Exceptions may be granted upon written application by the pastor to the diocesan Chancellor. If allowed, such dual service roles shall not be allowed for more than one year, with strict confidentiality between such members (see Confidentiality and Removal of a Trustee sections, p. 7-8).
7. Trustees must be members of the Parish and should reside within the Diocese. It is strongly recommended Trustees be representative of parish demographics. Therefore, every effort

should be made to ensure that there is equal male and female gender representation, as well as racial and ethnic representation reflective of the Parish community.

### **ROLE OF TRUSTEES**

1. Trustees are fiduciaries of the Parish corporation responsible for voting on corporate resolutions regarding all Parish business.
2. Trustees have the obligation to carry out their roles with appropriate confidentiality regarding sensitive Parish matters that come to their attention (see Confidentiality section, p. 7).
3. As a fiduciary, a Trustee owes the Parish certain legal duties:
  - a. Duty of Care: which is a responsibility that requires Trustees to make decisions in good faith and in a reasonably prudent manner
  - b. Duty of Loyalty: which is a Trustee's responsibility to act at all times in the best interests of the Parish.
  - c. Fiduciary Duty: which means a duty of utmost good faith, trust, confidence, and candor.
4. The Pastor should consult with the Trustees on all important Parish matters and the Trustees should be prepared to work with the Pastor in making decisions in these matters. Trustees serve a valuable function to the Board, providing not only support and counsel to the pastor, but also accountability and transparency on behalf of the parish community.
5. Trustees are to confirm, at least annually, from the Pastor that the Parish is fulfilling the Safe Environment requirements of the Diocese.
6. Trustees are expected to review the annual Parish Financial Report to the Diocese
7. Trustees should request from the parish councils the necessary information to ensure that the parish is properly planning to meet its financial obligations, including its obligations to the Diocese.
8. Duties of the Corporate Secretary (Elected by the Board)
  - a. Record the minutes of all meetings, which shall be kept in the Parish corporation minute book;
  - b. Send minutes of Board meetings to the Pastor and other Trustee within ten days of the meeting;
  - c. Conduct, receive, and file all Parish corporate correspondence as directed by the Board.

### **PARISH CORPORATE BOARD MEETINGS**

1. It is required that the Pastor and two Trustees convene a meeting at least two times per year to discuss relevant board topics and the status of Parish finances.
2. The Pastor should provide an agenda to the Trustees in advance of each meeting. The agenda should provide for the approval of the minutes from the prior meeting and for discussion of "new business," "old business," Parish finances and other topics to be considered by the Board. While not part of the Corporate Board, when present Parochial Vicar(s) should attend meetings as part of their professional development.

### **WRITTEN CONSENT**

A Written Consent is issued by the Bishop and Vicar General, as *ex-officio* members of the corporation, and sent to the Pastor and lay trustees to conduct business for the Corporation. Once all Directors have signed the Written Consent, the proposed action of the Consent is approved, with the Consent document serving as the minutes to be kept in the Corporate minute-book. A copy of the fully executed Written consent should be sent back to the Bishop's Office for filing.

Actions requiring a proxy include acts of extraordinary administration as defined in the diocesan **Canonical Permissions Policy**.

### **CONFIDENTIALITY**

Trustees shall not intentionally disclose or use nonpublic information acquired in their capacity on the Board for any purpose unrelated to their duties. "Nonpublic information" means information that is not available to the public.

The records of Board meetings and actions will be maintained confidentially. No documents will be disseminated unless specifically approved by the Pastor.

Trustees agree to be bound by the confidentiality and nondisclosure provisions of these protocols, both during and after their term of office as Trustee.

All files, records, and other documents coming into the possession of Trustees during the course of their service will be maintained in such a way as to ensure their confidentiality and safekeeping.

### **CONFLICT OF INTEREST**

Each Trustee is to sign a Conflict of Interest form annually that certifies that they are in compliance with the diocesan policy statement and discloses each organization of which they are an employee or board member.

Before the parish enters into a related party transaction, it must ensure that the following are true:

- All parties with a conflict of interest were excluded from the discussion and vote related to approval of the transaction.
- The parish obtained comparable information regarding terms of the transaction from independent sources through bids, appraisals, or expert opinions.
- The Finance Council has determined that entering into this transaction is in the best interest of the parish.
- These steps are appropriately documented.

### **REMOVAL OF A TRUSTEE**

If a Trustee becomes unfit for the duties of the office, or incapable of performing such duties, the Board shall have the authority to remove the Trustee permanently from the Board and as a Trustee of the Corporation. **Causes for which a Trustee may be removed from membership are:** physical inability to perform the duties of the office; prolonged neglect to perform such duties, or to perform them properly (Role of Trustees, #3, p. 5); persistent refusal to observe in the transaction of the business of the Board, the statutes and rules of the Diocese, or the rules of the general and recognized discipline of the Roman Catholic Church; violation of Confidentiality as

outlined in the above section, or **public personal conduct at variance with the laws of said Roman Catholic Church.**

### **EXECUTION OF DOCUMENTS**

Deeds, mortgages, contracts, evidences of indebtedness, documents of whatever form affecting the property of the Corporation, or entailing upon it a monetary obligation, shall **when duly authorized by the Board**, be signed and executed by the President and the Secretary, **and by none other or others in their stead**, unless such other or others be duly empowered to that effect by the **unanimous** vote of the Board.

### **LIMITS OF AUTHORITY**

No Director, unless authorized by the Board, shall have the power or authority to sign notes or other evidences of debt or to contract liabilities binding on the Corporation. No Director, without a special authorization from the Board, shall be presumed to have the power or permission to act as agent of the Board; and no contract made and no liability assumed by a Director in the absence of such special authorization shall be other than that Director's own personal contract or liability, and no mere custom or practice of any member or any Director of the Board, separately or collectively, shall be construed as establishing a legal agency binding on the Board.

### **ROLE OF TRUSTEES IN RELATION TO PARISH FINANCE COUNCIL**

Discussions about parish councils frequently generate questions regarding **the role of parish trustees**. The trustees are appointed Directors of the civil corporation registered with the state. Their role fulfills civil statute requirements. Trustees are not required to serve on pastoral or finance councils. However, it is encouraged that one Trustee serve the parish Finance Council as a non-voting participants.

At the pastor's discretion, and particularly in smaller parish contexts, a lay trustee may serve on the parish Finance Council as a voting participant.

### **ROLE OF TRUSTEES IN RELATION TO PARISH PASTORAL COUNCIL**

The Board should communicate with the Parish Pastoral Council on all important matters pertaining to the pastoral care and temporalities of the parish, but the Parish Pastoral Council shall have no legal vote in the transaction of the business of the Corporation.

It is encouraged that one Trustee serve the Parish Pastoral Council as a non-voting participant.

At the pastor's discretion, and particularly in smaller parish contexts, a Trustee may serve on the Parish Pastoral Council as a voting participant.



<https://www.dmdiocese.org/resources/parish-governance>

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