

Advisory Opinion #23
Regarding Rights of Ex-Officio Members on
General Assembly Entities of the Presbyterian Church (U.S.A.)

Issued pursuant to the Stated Clerk's Standing Rule M.2.b.(2)

In recent years, all of the General Assembly entities of the Presbyterian Church (U.S.A.) have found it necessary and wise to reorganize, with accompanying changes in structures and organizing documents. Due to the nature of our polity and structure, these changes have resulted in a number of internal contradictions and conflicts. The Office of the General Assembly has been consulted regarding how to address these contradictions. This opinion seeks to provide guidance and assistance to the entities to enable them to address these issues until the next meeting of the General Assembly in 2010.

For many years, the General Assembly has sought to provide organic interrelatedness between agencies by providing ex-officio members on entity boards. This has served the PC(USA) well, with valuable interchanges of ideas and strategies; however, reorganizations have left the entities with some confusion as to the roles of these particular members.

The *Book of Order* does not “know” ex-officio members, but *Robert's Rules of Order*¹ contains extensive commentary on their rights and privileges. *Roberts* suggests that “[f]requently boards include ex-officio members—that is, persons who are members of the board by virtue of an office....”² Such ex-officio members can be given the right of voice and vote and may be counted for purposes of quorums. Some bylaws may provide for restrictions on such traditional rights.

The deliverances and standing rules of the PC(USA) provide a mixture of authority and responsibilities for the ex-officio members of the General Assembly entities. The general rule has been that such ex-officio members have voice, but not vote. The OGA is aware of current situations in which vestiges of previous structures exist that continue to describe entity heads as full members. In such situations, the entity head and related board need to work out interim practices until the General Assembly can update the deliverances and standing rules.

It is our strong opinion that the *Organization for Mission* and the deliverances should be amended to be in compliance with the General Assembly's open meeting policy.

A related question has arisen with several General Assembly entity boards when discussing sensitive material (personnel and potential litigation, for example) as to whether ex-officio members should be included in closed sessions.

The General Assembly's open meetings policy is very broad in its application:

The work of the church is strengthened when it is done in a spirit of openness and trust. Church members have a basic right to know about the work done and the decisions made by entities within the church.

¹ G-9.0302 provides that meetings of the entities be “conducted in accordance with the most recent edition of *Robert's Rules of Order*”

² XVI, chapter 49

Church leaders have a basic responsibility to honor that right by conducting their business with a spirit of openness and vulnerability to public scrutiny. Therefore, open meetings shall be the norm for all such entities.³

The open meeting policy does recognize the need for closed sessions:

In certain circumstances, when the confidentiality of the subject matter is impeding the open work of the group, meetings of these entities may be closed. The following requirements apply:

a. Subjects dealt with must be limited to property negotiation, personnel, civil and criminal litigation, or security.⁴

The open meeting policy does stipulate that only voting members are part of a closed session. Ex-officio members would need specific approval of the voting members to be present in a closed session.

c. In closed meetings, only voting members and other persons invited by the group to serve it are to be present.⁵

While the exception in the GA open meeting policy would seem to provide a mechanism to exclude ex-officio entity members/entity heads when discussion involves personnel and litigation, the General Assembly Permanent Judicial Commission recently admonished the General Assembly entities that only the General Assembly itself⁶ was competent to resolve conflicts between them⁷, thus essentially prohibiting discussion of litigation between the General Assembly entities.

It is often in personnel and litigation issues within an entity where the “outside,” broader perspective provided by another’s entity head may be most critical to the work of the entity facing these particular issues. Thus, it is our hope that exclusion of ex-officio officers will be rare indeed.⁸

³ General Assembly Open Meeting Policy.

⁴ General Assembly Open Meeting Policy.

⁵ General Assembly Open Meeting Policy.

⁶ The 218th General Assembly (2008) authorized the appointment of a committee to resolve conflicts between the Presbyterian Foundation and the General Assembly Council between meetings of the assembly itself (Item 8-21).

⁷ *Presbyterian Foundation v. General Assembly Council (Leech v. ACC) Remedial Case 218-21.*

⁸ Associate stated clerks are often called upon to provide advice or take minutes at entity meetings, and this opinion is not meant to suggest such individuals might well be appropriately excluded from a closed session.