

**FINAL**  
**SEPTEMBER 29, 2016**

**COMMENTARY ON PROPOSED REVISIONS TO DIOCESAN CANONS**

In studying the proposed revisions to the Canons, it will be necessary to have copies of both the current Canons and the Proposed Canons. Since this is the first attempt at a comprehensive revision of the Canons of the Diocese of West Tennessee since adopted, the nature and number of changes precludes a “redlined” or marked changes version showing all of the proposed changes. In this Commentary, we have tried to cross-reference, where possible, between the current Canons and the Proposed Canons with same or similar content to assist in your review of the Proposed Canons.

Also provided for your assistance is a redlined copy of the Proposed Canons which shows changes that were made as a result of the Diocesan “Listening Sessions” which were held during the month of August, written comments which were submitted as a part of those Sessions and changes made by the Standing Committee on Canons and the working group.

***Introductory and General Comments on the Proposed Canons (“Proposed Canons”)***

Here are some general comments which hopefully will aid in a thorough review of the Proposed Canons. All revisions were made following these “guiding principles”:

- a. Adoption of gender-neutral language.
- b. Greater and more consistent use of capitalized defined terms. All defined terms are now contained in Preamble A to the Proposed Canons.
- c. Changes to bring the Constitution and Canons of the Diocese into conformity with the applicable corresponding provisions of the Constitution and Canons of The Episcopal Church.
- d. Changes to bring the Constitution and Canons of the Diocese into conformity with the applicable provisions of the Tennessee Nonprofit

Corporation Act to which the Diocese is subject as a Tennessee nonprofit corporation.

- e. Cross-referencing to, or incorporating by reference, the applicable corresponding provisions of the Constitution or Canons of The Episcopal Church into the Canons to insure consistency and to eliminate needless repetition.
- f. Replacing detailed provisions within the Canons, particularly those related to financial matters, insurance, budgets, etc., with “enabling language” provisions to allow detailed requirements (such as insurance, reporting, financial recordkeeping, etc.) to be determined from time to time by the appropriate Diocesan body’s adoption of rules and processes which can be changed as circumstances change without having to amend the Canons.
- g. Clarifying that there is no voting by proxy at any canonically established committee meeting or at any Convention.

Finally, two of the most significant changes being recommended in these Proposed Canons are the introduction of the concept of Diocesan “*Faith Communities*” and the concept of “*Special Ministries*.” Preamble A to the Canons defines this term as follows: “*Faith Community* shall be either a Parish or a Mission as set forth in Canon 19 of these Canons. All Parishes and Missions are defined as Faith Communities.” As can be seen, Proposed Canon 19 (the concepts and content of which are taken largely from current Canons 19 – 24 and 29) contains much of the detail regarding Faith Communities. However, another very important provision which should be read along with Proposed Canon 19 is Proposed Canon 1, Section 7, which provides a new mechanism for determining the number of Lay Delegates each Faith Community may elect to attend Conventions.

Canon 20, Section 4 on Special Ministries has been added “to encourage development of new ministries to address emerging needs within the Diocese in response to the mission of this Church as set forth in the Catechism of The Book of Common Prayer.” A Special Ministry is not, by definition, a Faith Community. The purpose of this Section is to

create a mechanism by which the Diocese or a Faith Community can experiment with new forms of ministry in response to identified needs.

### *Canon-Specific Commentary*

Below are some more specific comments related to proposed changes in the Proposed Canons. As stated above, it is impossible to point out every proposed change given the amount of work, over several years, to produce these Proposed Canons. However, we have tried to direct your attention to the more material changes that are being proposed. *In order to identify every proposed change, it will be necessary for the reader to conduct a careful reading of the current Canon and the corresponding Proposed Canon.*

***Preamble A – Definitions.*** Capitalized terms used in the Constitution and the Canons are defined in the Preamble. Effort was taken to make sure that all defined terms were capitalized in the Proposed Canons and that any capitalized terms used were defined in the Preamble. Some definitions were eliminated as being unnecessary or redundant; others were added as needed.

***Preamble B.*** The Diocese of West Tennessee, for state law purposes, is organized as a mutual benefit corporation under the Tennessee Nonprofit Corporation Act. Slight changes were made to Preamble B to more closely comply with the provisions of this Act.

***Canon 1. The Convention.*** Section 7 of Canon 1 is new. It changes the manner in which the number of Lay Delegates from each Faith Community is determined. More importantly, it provides a mechanism for changing the number of Lay Delegates, up or down, depending on the size of the Faith Community over time. In most other respects, proposed Section 7 maintains the concepts for qualifying Lay Delegates, and adds a new subsection (f).

***Canon 2. Election of a Bishop.*** This is a totally new Canon, which was approved at the 2015 Diocesan Convention, along with the first reading of the proposed revisions to the Diocesan Constitution.

***Canon 3. The Secretary and the Treasurer.*** No material changes were made to this Canon.

***Canon 4. The Chancellor.*** No material changes.

**Canon 5. *The Archives of the Diocese.*** The current Canon was shortened by incorporating by reference the definition of “records” as contained in the Canons of The Episcopal Church (please see Introductory and General Commentary above). Additionally, however, the position of Historiographer has been eliminated. The Archivist and Registrar, in essence, function as a historiographer.

**Canon 6. *Officers of Diocese.*** No material changes.

**Canon 7. *The Standing Committee.*** Section 1(a) was amended to make any Clergy of the Diocese who is retired as defined in Section 1 of Article IX of the Constitution ineligible to serve on the Standing Committee. Section 2(b) was amended to make it clear that no member of the Standing Committee may vote by proxy on any action taken by the Committee. The change to prohibit voting by proxy has been made throughout the Proposed Canons.

**Canon 8. *Deputies to General Convention and Provincial Synod.*** No material changes.

**Canon 9. *The Bishop and Council.*** Several material changes are being proposed to this Canon. Section 1 clarifies the various capacities in which a Bishop functions within the Diocese and states that the Bishop is an *ex officio* member of all committees, organizations and entities created by the Diocese. Section 5 (c) has been changed to require that no member of the Council can vote by proxy.

A change is being proposed to Section 5(a) with respect to mandating representation of Clergy from outside of Shelby County. The language retains the requirement that at least one Clergy member be serving a Faith Community outside of Shelby County but such Clergy may reside within Shelby County. Language has been added to better define Clergy who are unable to be elected to Bishop and Council because of they are retired. The language now makes ineligible any Clergy who have resigned by reason of age, or not have had their ministry extended by the Bishop, all in accordance with Title III, Canon 9 Sect. 8 of the Canons of The Episcopal Church.

Section 11(b) now provides that the Council has the right to amend the Diocesan budget between Conventions.

**Canon 10. *Diocesan Committees (current Canon 10, “Diocesan Program”).*** The proposed changes to this Canon make it clear that the Bishop has the authority to establish such Diocesan Committees as the Bishop deems proper, with such authority, structure, duties and responsibilities as the Bishop determines. Any Committee created by the Bishop between Conventions must be reported to Bishop and Council at its next

meeting following such creation. This flexibility in the nature, work and structure of Diocesan Committees enables much of the detail of how such Committees are to function to be eliminated.

***Canon 11. Commission on Ministry.*** Proposed revisions to this Canon added a new Section 2 which states that the duties and responsibilities of the Commission on Ministry shall be those established in the Canons of The Episcopal Church.

***Canon 12. Standing Committee on Canons.*** This Canon was amended to state that members may not vote by proxy. Additionally, a sentence has been added to authorize the Committee to correct any typographical or other technical errors (incorrect citations to other provisions in the Constitution or Canons of the Diocese or of The Episcopal Church) without having to obtain the approval of an Annual Convention.

***Canon 13. Finance Committee.*** The proposed new Canon specifies that the Bishop appoints the Chair of the Finance Committee; otherwise, no material changes were made.

***Canon 14. Funding the Budgets of The Episcopal Church and The Diocese; Funds Management (current Canon 14, "Church Funds Management").*** Canon 1.4 of The Episcopal Church contains explicit provisions regarding the funding of the Church's budget and the role and duties of each Diocese with respect thereto. The provisions of Canon 1.4 are referenced in Sections 1 and 2 of this proposed Canon and its framework incorporated into the Proposed Canon. Additionally, Section 3 of this Proposed Canon incorporates the Canons of The Episcopal Church, including its guidelines and requirements related to the general responsibility and accountability for the stewardship of the Church's money and property in order to bring the Diocesan Canons into conformity with the requirements of the Canons of The Episcopal Church. The provisions of current Canon 14 are continued in this Proposed Canon 14; however, material changes are being proposed in those provisions which relate to the preparation of annual financial audits and budgets of Faith Communities and the expenditure by them of non-budgeted amounts in excess of thresholds (Sections 4, 5 and 6 of the proposed Canon). Additionally, Bishop and Council is given the authority to promulgate policies and procedures to further define and/or clarify the responsibilities of Faith Communities under this Proposed Canon.

***Canon 15. Property, Contracts and Insurance (current Canon 15, "Of Real Estate and Other Property").*** While many of the concepts contained in current Canon 15 continue in the Proposed Canon, Proposed Canon 15 contains a number changes which are intended to align current legal practice regarding real property with the requirements of

the Canons of The Episcopal Church and to modify the requirements regarding insurance to enable the Diocese additional flexibility in determining the insurance coverages of Faith Communities without having to amend the Canons in each such instance. Finally, the provisions regarding contracts entered into by Parishes, or entities created by Parishes, have been modified to add protections for both Parishes and the Diocese.

***Canon 16. The Church Pension Fund.*** The current Canon states that the Diocese has accepted and is governed by The Church Pension Fund. The rest of the current Canon is therefore redundant and has therefore been deleted.

***Canon 17. The Diocese of West Tennessee Endowment Corporation (current Canon 18).*** (NOTE: Current Canon 17 (“Organizations and Institutions”) is now a part of proposed Canon 20, “Structure of Ministry Within the Diocese.”) Proposed Canon 17 is substantially the same as the current Canon 18 except that as with other Canons related to canonically authorized institutions, a provision was added to Section 2 to prohibit members of the Corporation from voting by proxy. Also, a new Section 4 was added to authorize the Corporation to engage independent third party professionals to assist it in its work and also to authorize the Corporation to adopt policies and procedures to help them in performing their work. Section 4, while new, merely authorizes current practices of the Corporation.

***Canon 18. St. Mary’s Cathedral (current Canon 19).*** Proposed Canon 18 is completely new in both approach and substance. During the work of this Committee, it became apparent that there were ambiguities and inconsistencies created when St. Mary’s Church was transferred as the Cathedral from the Diocese of Tennessee to the Diocese of West Tennessee upon the formation of this Diocese. The ambiguities relate to the parsing out those roles and functions which St. Mary’s performs as the Diocesan Cathedral from those which it may perform as a Parish of the Diocese separate and apart from the Diocese. Over the years, there has been a lack of clarity, and perhaps even some confusion, in these roles which are reflected in the language of current Canon 18 and in actual practice. Therefore, the Committee decided to use this review and revision process as an opportunity to address these matters and is proposing a new Canon that contemplates a “Cathedral Agreement” between Bishop and Council, on behalf of the Diocese, and the Vestry of St. Mary’s Cathedral on behalf of the Parish. This proposed Canon is modeled on the Canon of the Diocese of Tennessee related to Christ Church, Nashville, serving as the Cathedral Church of the Diocese of Tennessee.

***Canon 19. Mission of all Diocesan Faith Communities (current Canons 19 – 24 and 29).*** This Proposed Canon seeks to accomplish several objectives including: a) placing into

one Canon all of the current Canons that pertain to the formation and organization of Diocesan Missions or a Parish, the operation of Parishes and Vestries, the calling Rectors to Parishes, and current Canon 29 pertaining to “imperiled parishes;” b) eliminating much of the detailed requirements related to the operation of Parishes and their Vestries and substituting a requirement that organizational documents be reviewed and approved by the Chancellor(s) and the Bishop; and c) creating a framework for the Diocesan mission around the concept of “Faith Communities.” Proposed Section 1 authorizes the mission of the Diocese:

*to be conducted through Faith Communities that (a) adhere to the doctrine, discipline and worship of The Episcopal Church and this Diocese as well as the policies and procedures adopted by the Council for the operation of Faith Communities and the Diocese, (b) fulfill the ministry of all baptized persons as set forth in the Canons of The Episcopal Church, (c) provide an Episcopal ministry presence within one or more geographical areas in the Diocese and (d) are approved by the Bishop and the Standing Committee.*

Section 2 defines Faith Communities as being either a Parish or a Mission and further provides a mechanism for Faith Communities to move easily between those two designations when any such Community is no longer meeting the definitional requirements for its current designation. Stated differently, under the proposed Canon, Missions may become Parish Faith Communities, and vice versa; also, a Mission (Parish) which becomes a Parish (Mission) can again become a Mission (Parish) Faith Community when it meets the definitional requirements. Within 90 days after adoption of the Proposed Canon, the Bishop and the Standing Committee will determine which Faith Communities are Missions and which are Parishes as defined in Section 2 of the Proposed Canon. Thereafter, no less frequently than every three calendar years, the Bishop and the Standing Committee will determine if there have been any changes in the designation of any Faith Community and will report same to the next Convention. Section 2 provides the mechanism for changing the designation of a Faith Community as set forth above.

Sections 3 and 4 preserve the general framework for the formation of a Parish or Mission, but without all of the detailed requirements contained in the current applicable Canons. Section 5 is a new approach to dealing with Faith Communities which have entered a period of having difficulty functioning in conformity with the doctrine, discipline and worship of The Episcopal Church and the Diocese. Unlike current Canon 29 (“*Adjudication Under Article IV of the Constitution*”) pertaining to “imperiled Parishes,” Section 5 entitled “Health of Faith Communities” adopts more of a pastoral approach and shared responsibility of both the Diocese and the Faith Community to work together to restore the spiritual health of such Community.

Finally, Section 6 pertains to the ministers of Faith Communities, much of which is taken from the current Canon on the Calling of Rectors, but with less detailed provisions consistent with the approach taken elsewhere within these proposed Canons of eliminating unnecessary specificity in favor of a more collaborative approach between a Parish and the Bishop in the calling of a Rector.

***Canon 20. Structure of Ministry Within the Diocese (current Canon 16 “Organizations and Institutions”).*** As with its predecessor, Proposed Canon 20 pertains to the organization and operation of any separate legal entities created by the Diocese or any Faith Community within the Diocese. However, greater attention has been placed on building in safeguards for both the Diocese and the Faith Community which seeks to perform a ministry through a separate legal entity to protect both parties from financial and other liabilities.

Additionally, Section 4 of the Proposed Canon is completely new and relates to the formation of “Special Ministries”— any activity which either the Diocese or a Faith Community wishes to undertake “to address emerging needs within the Diocese in response to the mission of this Church.” The concept of Special Ministries is an effort to provide room within the Canons for “new ways of doing Church” which may fall outside of the canonical structures of the Diocese and Faith Communities. Since at this juncture, it is impossible to better define what may constitute a Special Ministry, all proposed Section 4 seeks to do is to acknowledge the possibility of such ministries in the future and grant to the Bishop, with approval of Bishop and Council, the authority to establish policies and procedures for the creation and operation of such Ministries. Additionally, Section 4 provides a potential path for Special Ministries growing to become a Faith Community.

Lastly, the remaining Sections of the proposed Canon contain the safeguards and protections, many of which are contained in current Canons, for the operation and supervision of any separate legal entities formed under this Canon.

***Canon 21. Diocesan and Faith Community Records and Reports (current Canon 26).*** The approach to this Proposed Canon was changed consistent with other similar proposed changes to other Canons to simply provide that it is the responsibility of all Faith Communities to maintain such information and file such reports with the Diocese as are required by the Canons of The Episcopal Church and as those requested by the Bishop or Bishop and Council from time to time. All other provisions in the current Canon pertaining to the details of such reports have been deleted.



*Current Canon 25. "University and College Chapels."* This Canon was not retained because it was no longer deemed necessary in light of the changes made in Proposed Canons 19 and 20.

*Current Canon 26. "Joint Actions with Other Dioceses."* Except for a small portion of current Canon 26 which has been moved to proposed Canon 15, Section 5, Canon 26 has been deleted as being unnecessary in light of the authority which Bishop and Council has always had to approve agreements for the Diocese.

*Canon 22. Ecclesiastical Discipline (current Canon 28).* No changes were made to this Canon.

*Canon 23. Alteration of Constitution or Canons (current Canon 29 "Alteration of Canons").* This Proposed Canon was amended to include a provision consistent with Article XII of the Constitution relating to the process to amend the Constitution so that all provisions pertaining to an amendment to either the Constitution or the Canons were contained in the same location for ease of reference. All other provisions are substantially the same as current Canon 29, except that Section 2 of current Canon 29 was eliminated since in the opinion of the Committee, it was unnecessary.

*Canon 24. Rules of Interpretation.* This is a completely new Proposed Canon and was included to adopt several generally accepted interpretative rules and definitions to hopefully provide additional clarity in the operation of the Canons going forward. Many of these concepts and much of the terminology came from the Tennessee Nonprofit Corporation Act; additionally, this Proposed Canon provides flexibility to hold meetings by conference call, by utilizing the Internet (Skype, Facetime, etc.) or without a physical meeting at all if one or more written consents meeting the requirements of Section 3 (c) of the Proposed Canon are obtained.