

# Canadian Conference of Mennonite Brethren Churches Governance Manual

**Summer 2006**

# Canadian Conference of Mennonite Brethren Churches Board Governance Manual

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# Board Governance Manual

## PREAMBLE

This Governance Manual reflects considerable prayer, reflection, and vision. In June 2003, the Executive Board of the Canadian Conference of Mennonite Brethren Churches met in Toronto for a planning and vision retreat. An item of vision surfaced and when no suitable board was found to be the “owner” of this idea, the question of governance and structure arose. The existing structure was putting limitations on the visionary ideas that the board was birthing.

Through prayerful discussion, the Executive Board decided to explore the question of board governance. How should it understand its relationship to the other boards (especially the Board of Evangelism, Board of Discipleship, Board of Management, Seminary, or Missions)? What authority did the Executive Board have in relation to these Boards or their staff (executive directors)? Who was mandated to provide vision and overall leadership to the conference? Could the existing structure allow us to think and act most responsibly on behalf of the *whole* of the conference without being territorial on behalf of each of the boards represented? These questions could not easily be answered.

A decision was made to look for a consultant who could help the Board think through these issues more clearly. A suggestion was made (among others) to contact Les Stahlke (The Relationship Model™) for his suitability for this service. A few months later, the Executive Board met with him in Abbotsford, BC, to discern this concept more fully. It was decided that he would be retained as a consultant to guide us through such a possible transition.

In the months that followed, Les Stahlke provided the Executive Board with a great deal of background work and teaching in preparation for the Governance Manual. By January 2004, the basic concepts were presented to the Council of Boards in Winnipeg. The general consensus (with voices of caution and a few of dissent) was to continue to move forward on this vision. By May the bulk of this document was made available to the Conference through published announcements and made available on the MB website. It was brought to the Convention floor in Toronto in July 2004 where it was debated at various levels and ultimately approved for implementation.

This document assumes the Lordship of Jesus Christ and the guidance of the Holy Spirit in all matters pertaining to the affairs of the Canadian Conference of MB Churches, the Executive Board, its partnering agencies and related ministries. The authority of the Bible is foundational to the governance of the Executive Board and its relationships. Further, the MB Confession of Faith is fundamental in the Board’s manner of function and theological understanding. It is assumed in this document that the Executive Board, the Conference staff and ministries, are servants of the Conference—the churches, their members, and their spheres of influence.

Special thanks are due to Les Stahlke for the original concepts of the Relationship Model™, and for his investment into this work on our behalf. His

book, entitled *Governance Matters*, Governance Matters.com Inc. ISBN: 0973368500, (August 2003), describes the Relationship Model of Governance, Leadership, and Management. In it he describes a Biblical model of how relationships work, beginning with God's relationship with His people and then people with each other, especially of those who have been entrusted with oversight of people (servant-leaders). Stahlke claims, "The Relationship Model™ is an operating system (like Windows™) on which we run the programs of governance, leadership and the management of the Canadian Conference" (Presentation to Executive Board, October 2004). Stahlke's commitment to listening to conference leadership at its various levels, his sensitivity to the various voices at the convention (Gathering 04), and his tireless work in revising this document to what it is today, speaks to his values of affirmation, involvement, and servant leadership. This Governance Manual is now far more than a "Les Stahlke product." Because of Stahlke's solid commitment to working together, and dialoguing and struggling through the issues, it is a product that reflects our history of community hermeneutic and planning; this manual has ownership of the MB Conference. To that end we are very grateful to him for his excellent work with us.

Much prayer and effort on behalf of the MB Conference leadership is reflected in this manual. On numerous occasions, we found ourselves stopping to pray, at times overcome with the sense of responsibility we felt God was giving to us for future generations within our sphere of influence. In Acts 15 the apostles were also confronted with some defining moments for the early church, and through much consultation, prayer and faithful response, they were able to write a letter from which we lift a phrase that has been our own guiding value in times like this, both in the past and now in this case, ".it seemed good to the Holy Spirit and to us ." (Acts 15:28). It is with this confidence that we move forward and will serve the Canadian Conference of Mennonite Brethren Churches with humility and courage.

## **PART ONE RELATIONSHIPS**

People live and work within relationships. Relationships are the human operating system. In order to make our lives and our work successful and fulfilling, we need to apply the biblical principles of healthy relationships by establishing the values, structures and the processes of relationships throughout our Conference.

In the Relationship Model™<sup>1</sup> values, structure and processes form the basis of governance, leadership, management and ministries. The roles of governance, leadership and management differ, but the principles that underlie them are the same. There is a continuity of design from the Conference's membership to the point where the members receive the services.

A successful working environment is one in which there is a balance between the fulfillment of the individuals doing the work and the fulfillment of the people for whom the work is done. It is like the fulcrum of a seesaw that supports the process of maintaining this delicate and dynamic balance of fulfillment; it benefits the staff and members who provide the ministry and members who at the same time are recipients of the ministry.

Putting emphasis on healthy relationships means investing a great deal of attention on the values, the structures and the processes that make up relationships. We have all observed that healthy and fulfilled men and women are more productive than unhealthy, dysfunctional people.

Understanding how to build and maintain healthy working relationships is critical for successful management of human and financial resources. The basic design of relationships is disarmingly simple. Yet the application of these values, structures and processes is a lifelong experience, and a complex one at that. We recognize the importance of relationships and accordingly we will continue to focus on the design of these relationships.

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<sup>1</sup> Les Stahlke with Jennifer Loughlin, Governance Matters, Relationship Model™ of Governance, Leadership and management

## **R - 1 VALUES**

We have identified three core relationship-oriented values<sup>2</sup> which shall form the foundation of successful working relationships.

### **R - 1.1 Affirmation**

Affirmation is fundamental to healthy and productive relationships. Affirmation is the most elemental of all values. It encourages, builds, enables, empowers and ensures the fulfillment of each individual. Affirmation encourages calculated risk and enables mistakes to fuel a learning culture. Our affirmation of ourselves and others is the most significant factor influencing the structure and the processes of our relationships.

### **R - 1.2 Involvement**

The concept of involving people in the matters that affect them is a principle introduced by God at the time of creation. God chose to involve the first couple in the work of caring for the world into which God placed them. God also involved them in creation itself by giving them the authority and the responsibility to reproduce themselves. In the New Testament the Lord involved his disciples and each of us in the challenge of the Great Commission. Involvement produces a strong sense of ownership for those who have responsibility related to what they helped to shape and plan.

### **R - 1.3 Servant Leadership**

Servant leadership is a quality of attitude and action that characterizes those who are the source of authority to others in a relationship-oriented Conference. It includes such values as care concern, valuing the worth of others, service, help and the like. Servant leadership can be demonstrated by everyone who is in a position of authority. In every organization everyone has some authority. We often think of authority in a “top-down” manner. Many organizational charts place the “highest” level of authority at the top. Our organizational “chart” is the image of the tree where those with the most authority support those who are responsible for delivering the ministry.

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<sup>2</sup> Taken from Relationship Model™ by Les Stahlke

## **R - 2 STRUCTURE<sup>3</sup>**

### **R - 2.1 Authority**

Authority includes authorization, resources (human and financial resources, information and time) and personal gifts. In a tree, nutrients rise to nourish the entire tree and its fruit. In the same way authority flows upwards to empower its people to deliver ministry. Authority at any level is always limited by the person or group who has delegated the authority.

### **R - 2.2 Limitations of Authority**

Limitations are the elements of a relationship that define the boundaries of authority and therefore the extent of our freedom in fulfilling our responsibilities. Limitations are normally expressed in negative terms. In a Conference defining limitations of authority eliminates the need for returning to the source of authority repeatedly for permission to act. Limitations may be adjusted to maintain a balance between authority and responsibility.

### **R - 2.3 Responsibility**

Responsibility is the broad description of the purpose for a position within the Conference. It is usually contained in the relationship description of an individual or a group. Healthy relationships always balance authority and responsibility. Responsibility is further defined by the expectations of the responsibility.

### **R - 2.4 Expectations of Responsibility**

Expectations are the adjusting components of responsibility. In a relationship-oriented organization expectations are negotiated, not imposed, in order to achieve a balance with the authorization and resources that are available. They are usually expressed in the form of goals and standards. Goals may be strategic or tactical. Standards may range from the minimum quality we expect of one another to the quality to which we aspire.

### **R - 2.5 Accountability**

Accountability is the monitoring and measuring component of a relationship. The first role of accountability is to monitor the balance of authority and responsibility in each relationship and to monitor compliance with limitations and expectations. The second role is to measure strategic and tactical results. The annual relationship review is the primary opportunity for accountability. Often given a negative connotation, accountability<sup>4</sup> gives an opportunity for recognition and learning as well as growth. It is a neutral concept.

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<sup>3</sup> These categories represent the work of Les Stahlke in the Relationship Model™

<sup>4</sup> As outlined in the Governance Matters Relationship Model™ of Governance, Leadership and Management

## **R - 3 PROCESS**

Process is critical to the success of any group. The six core processes of governance are:

- Communication
- Decision-Making
- Conflict Resolution
- Strategic planning
- Delegating Authority and Responsibility
- Monitoring and Measuring

## **R - 4 PRINCIPLES**

The combination of values, structure and process may be synthesized into ten basic principles. Using these principles as a checklist, the Executive Board will verify that the values, structures and processes used within the Conference are consistent. The checklist will also assist the Board to identify weaknesses and to give guidance toward making adjustments that will improve relationships and productivity.

R - 4.1 The Conference seeks a balance between the fulfillment of the individuals doing the work and the fulfillment of the people for whom the work is done.

R - 4.2 The affirmation, involvement and servant leadership of every individual and group throughout the Conference are vital to the success of the Conference.

R - 4.3 Authority with limitations, responsibility with expectations and authority are the key components of all relationships.

R - 4.4 Circles of authority and responsibility are defined clearly and are balanced through negotiating limitations of authority or expectations of responsibility.

R - 4.5 The Executive Board, acting on information from the membership, is ultimately responsible for Strategic planning: defining target groups, ministries/needs, vision, Mission and priorities, monitoring performance and measuring results.

R - 4.6 The membership has a share in responsibility for creating, owning, understanding and implementing the vision and Mission of the Conference.

R - 4.7 The Executive Director is responsible for managing the delivery of ministries to the members in accord with Board-stated priorities and for achieving the strategic goals within the limitations of the authorization and resources available.

R - 4.8 Decision-making proceeds from shared values, vision and Mission, not unilaterally from the Board or the Executive Director. Decisions are made as close as possible to where they are implemented.

R - 4.9 The Conference is results oriented. Indicators of results are identified. Strategic and tactical goals are set in balance with available resources. Results are measured.

R - 4.10 Accountability is mutual. The source of authority is responsible to the recipient for providing adequate authorization and resources. The recipient is accountable to the source for achieving results.

## **PART TWO GOVERNANCE STRUCTURE**

In this manual:

“Conference” refers to the Canadian Conference of Mennonite Brethren Churches.

“Board” refers to the Executive Board.

“Shall” means the action is required.

“May” means the action is optional.

### **GS - 1 ROLES**

#### **GS - 1.1 Role of the Executive Board**

Generally, the Executive Board shall provide leadership in developing and promoting vision and in setting goals for the extension of the kingdom of God through the churches of the Conference.

The role of the Executive Board is to provide leadership under the guidance of the Holy Spirit for the entire Conference structure and processes through the process of governance. It designs its own governance policies, creates the strategic plan and monitors the outcomes, delegates management authority to the Executive Director and monitors the present performance and measures results.

The main focus of the Board is on Strategic planning. The basic strategic question for the Board of the Conference to answer is, “What ministries shall the Conference deliver to which people in what places and in what order of priority?”

Monitoring compliance with limitations and expectations policies, critical success factors, measuring strategic results achieved by management, satisfying regulatory requirements of the Conference and fulfilling the Board’s responsibility to all its members completes the Board’s role in governance.

#### **GS - 1.2 Role of the Committees**

The primary role of the committees is to assist the Board with its governance, not to govern on the Board’s behalf. The Board may create ad hoc committees to assist in its work as it deems necessary. Consideration should be given to composition to reflect the diversity of our conference.

The committees monitor management’s compliance with the Board’s limitations and expectations policies. The committees also assist the Board with planning and measurement in the areas of each committee’s mandate.

To avoid having to take management responsibility for results, the committees advise when asked by staff, but are not authorized to manage or direct management unless authorized to do so by the Board.

The committees may assist the Board in identifying indicators by which strategic results can be measured.

### **GS - 1.3 Role of the Moderator, Assistant Moderator, Committee chair**

The role of the Moderator is to lead the process of governance – strategic planning, delegating, monitoring and measuring. The Moderator shall be objective and impartial and shall not lead the discussion to a predetermined conclusion. The Moderator shall not make or second a motion, speak for or against a motion or vote on a motion.

For any agenda item where he/she wishes to express a personal opinion and vote, the Moderator may defer to the Assistant Moderator before the agenda item begins. In such cases the Moderator shall not lead any portion of the decision-making process. The Moderator may address all issues open for discussion for information and clarification.

The Moderator shall ensure that each Board Member has ample opportunity to give an expression of his/her own opinion and shall ensure that no Board Member dominates the discussion or demonstrates inappropriate behavior.

The Assistant Moderator and committee chairs shall follow these same principles of leadership in the decision-making process.

### **GS - 1.4 Role of the Individual Board Member**

The primary role of the individual Board Member is to participate in the process of governance. Board Members study information and decision-making materials, participate in discussion and debate and share in the decision-making process by reaching consensus or voting.

As an individual, a Board member functions as a church member. There is no Board except in meetings duly called and convened and then only after roll call and before adjournment. Not even in Board meetings has a member any personal authority, only a voice and a vote. The control of the work is in the vote. Legally, the Board member has no authority outside of the sessions of the Board except when such authority has been delegated by the Board.

### **GS - 1.5 Role of the Board of Faith and Life**

The Board of Faith and Life shall watch over the spiritual life of the Conference and its churches and give guidance and direction in matters of faith and practice through its two

representatives on the Executive Board. It will give leadership in the clear teaching of our *Confession of Faith* within our Conference and its churches.

It shall provide theological and doctrinal monitoring, and ensure the actions taken at the Board meeting are ethically sound and biblically correct. At the conclusion of every Executive Board meeting, the representatives shall report back to the Executive Board on the spiritual and theological tone of the discussion at that Board meeting. Specific duties of the BFL are documented in the Constitution of the Canadian Conference.

The Board of Faith and Life receives its authority from the Canadian Conference and is accountable to the Conference at its convention. The Board of Faith and Life shall report to convention concerning the Executive Board's conduct of ethical and biblical soundness. The nature of the report shall be restricted to tone and conduct as opposed to the content of Executive Board business.

### **GS - 1.6 Role of the MBMS International Board**

Mennonite Brethren Missions and Services International is a not-for-profit corporation registered in California that manages global missions for the Canadian and U.S. Conferences of Mennonite Brethren Churches. MBMS International operates in Canada under the umbrella of the Canadian Conference.

The purpose of this corporation is to operate global Christian mission programs by training and sending missionaries to all parts of the world, as well as financing mission programs in cooperation with international partners. The MBMS International Board guards the mission and mandate of MBMS International and is responsible for hiring and supervising the General Director. The Articles of Incorporation, the Memorandum of Understanding (MOU) and the Bylaws of MBMS International are the governing documents of MBMS International.

The MBMS International Board serves as a management group in global missions and services for the Canadian Conference in compliance with the MOU. The Canadian representatives are appointed by the Executive Board and report to the Executive Board through the Executive Board member appointed to that position. The MBMS International Board is accountable to the Executive Board in accordance with the MOU. The Executive Board in partnership with the US Conference and the MBMS International Board establishes the MOU and Bylaws. Any changes made to the MOU and Bylaws must be approved by the Conferences in both countries.

### **GS - 1.7 Role of the MBBS Board**

The Mennonite Brethren Biblical Seminary is a not-for-profit corporation owned jointly by the Canadian and U.S. Conferences of the Mennonite Brethren Churches. The Canadian representatives of the Board are appointed by the Executive Board.

The MBBS Board guards the mission and mandate of MBBS and is responsible for hiring and supervising the president and oversees the philosophy, finances and curriculum of MBBS. The Memorandum of Understanding and the Bylaws of MBBS are the governing documents of MBBS.

The MBBS Board serves as a management group in seminary leadership development for the Canadian Conference. The Canadian representatives are appointed by the Executive Board and report to the Executive Board through the Executive Board member appointed to that position. The MBBS Board is accountable to the Executive Board in accordance with the MOU. The Executive Board in partnership with the US Conference and MBBS Board establishes the MOU and Bylaws. Any changes made to the MOU and Bylaws must be approved by the Conferences in both countries.

## **GS - 2 RELATIONSHIP DESCRIPTIONS**

### **GS - 2.1 THE EXECUTIVE BOARD/CANADIAN CONFERENCE RELATIONSHIP DESCRIPTION**

#### **1. AUTHORITY**

The Executive Board's sources of spiritual/moral authority are the Canadian Conference of Mennonite Brethren Churches ("Conference") in convention, through the Board of Faith and Life and the appropriate government agencies and departments.

The Board's sources of strategic/operational authority are the members of the Conference in convention and the strategic partners. The Conference authorizes the Board to represent the Conference between sessions.

The Board's sources of legal/regulatory authority are the governmental authorities where the Conference is registered and where its services are delivered.

#### **2. LIMITATIONS OF AUTHORITY**

In exercising its spiritual/moral authority and its legal and regulatory authority, the Board may not act in violation of the civil laws in the countries where it is registered and operates.

In exercising its strategic/operational authority the Board may not act in violation of the Constitution of the Canadian Conference of Mennonite Brethren Churches, nor may it act in violation of the Confession of Faith.

#### **3. RESPONSIBILITIES**

The governance responsibilities of the Board are to:

Design the Board's structure and governance processes, including:

- Provide strategic leadership by determining the Conference's values, target groups and ministries, vision, Mission and priorities
- Delegate management authority and responsibility to the Executive Director
- Monitor performance and measure strategic results
- The Board is the fiduciary of the Conference.

#### **4. EXPECTATIONS OF RESPONSIBILITIES**

The expectations of the Board's responsibility are described in its Strategic Plans and in the annual strategic goals of the Conference and in the annual tactical goals of the Board.

In fulfilling its strategic and operational responsibility the Board shall seek and follow the counsel of its members in its Strategic planning process and in its governance of the strategic Mission and priorities.

Specifically, the Board is expected to:

- Act as consultant in the planning of all national conventions
- Submit to the churches all issues which require church action or vote
- Submit the budget for a vote as well as the affirmation of nominees for Executive Board members at each convention.
- Respond to provincial and international conference matters as they relate to the Canadian Conference
- Foster inter-church relations and contacts with other church-related agencies
- Oversee the constitution and implement any changes as required
- Provide direction in matters of church polity according to the Constitution.

## **5. ACCOUNTABILITIES**

The Board is accountable to the members of the Conference at its biennial convention and to the civil authorities.

The Board's accountability will be exercised by the submission of required documentation to civil authorities and by clear and true reporting to all of its members and strategic partners.

## **GS – 2.2 NOMINATING COMMITTEE/CANADIAN CONFERENCE RELATIONSHIP DESCRIPTION**

### **1. AUTHORITY**

The Nominating Committee functions with authority from the Canadian Conference. Upon election the Committee is accountable to the Executive Board.

The Committee shall consist of the Conference Secretary and six Provincial Moderators. Two additional members shall be elected biennially at the Conference Convention.

A quorum shall be a majority of members.

### **2. LIMITATIONS OF AUTHORITY**

In the performance of its responsibilities the Committee may not:

- Violate the Constitution of the Conference
- Act in conflict of interest
- Manage the day-to-day operations of the Conference
- Give management direction to the Executive Director or his/her staff

### **3. RESPONSIBILITIES**

The responsibilities of the Committee are to:

- Nominate persons to positions which are filled by election at the Conference Convention
- Establish the competencies (personal gifts) required for each position filled by election
- Establish and maintain a database of persons who have been nominated and elected to positions within the Conference

### **4. EXPECTATIONS**

The expectations of the Committee are to:

- Evaluate the competencies (personal gifts) of each nominee for suitability for the position for which the person is being nominated
- Confirm the nominee is in good standing with the local church that he/she serves in and that their walk with the Lord is evidenced.
- Nominate a person for each position to be filled by election at the next convention.
- Complete the nominating process by 6 weeks prior to start of convention.
- The list of nominees will be printed in the delegate handbook.
- Maintain the currency of the database
- Maintain a sensitivity towards regional, occupational, ethnic and gender representation

## **5. ACCOUNTABILITIES**

The Executive Board is accountable to the Nominating Committee for providing the resources required for its responsibility including the database equipment and management and meeting expenses.

The Committee shall report the following to the Executive Committee Canadian Conference in writing at the Conference Convention:

- Dates of meetings and committee member attendance
- Summary of nominations made during the biennium

The Executive Board and the Committee shall confirm or renegotiate the relationship description annually and submit recommendations for change to the Conference in Convention.

## **GS - 2.3 INVESTMENT COMMITTEE/EXECUTIVE BOARD RELATIONSHIP DESCRIPTION**

### **1. AUTHORITY**

The Investment committee shall be appointed annually by the Executive Board and shall function with the authority of the Board within the terms of its relationship. The Executive Board may fulfill the functions of this committee itself.

Membership shall consist of not less than 3 and not more than 5 Persons.

A quorum shall be a majority of members.

### **2. LIMITATIONS OF AUTHORITY**

Advising the Board on matters of finance, the Committee may not, without additional authorization by the Board:

- Monitor financial limitations and expectations policies not approved by the Board
- Manage the day-to-day operations of the Conference
- Give management direction unrelated to investments to the Executive Director or his/her staff
- Monitor management performance not covered in financial limitations and expectations policies
- Request reports not required for the monitoring of financial limitations and expectations policies.

Advising the Board on matters of finance, the committee members may not enter into conflict of interest.

### **3. RESPONSIBILITIES**

As a committee supporting the Board in financial matters, the committee

- Shall recommend investment policies and direction to the Executive Board
- Shall advise as requested by staff.
- Monitor the financial limitations and expectations policies

### **4. EXPECTATIONS OF RESPONSIBILITIES**

The committee shall meet not less than 4 times per year, not later than sixty days following the end of any quarter of the fiscal year.

The Committee shall review and may recommend revisions to the financial limitations and expectations policies.

Members of the committee are expected to attend all meetings of the committee.

The committee shall provide the Board with progress reports and results of the investment portfolio in a timely manner.

## **5. ACCOUNTABILITIES**

The committee shall report the following to the Executive Board in writing at the first Board meeting of the fiscal year:

- Dates of meetings and committee member attendance
- Summary of financial policy recommendations for the year
- Summary of monitoring of financial limitations policies

The Executive Board and the committee shall confirm or renegotiate the relationship description annually.

## **GS - 2.4 AUDIT COMMITTEE/EXECUTIVE BOARD RELATIONSHIP DESCRIPTION**

### **1. AUTHORITY**

The Audit Committee shall be appointed annually by the Executive Board and shall function with the authority of the Board within the terms of its relationship.

Membership shall consist of not less than 3 and not more than 5 Members. The Board may appoint non-Board Members to this Committee.

A quorum shall be a majority of members.

### **2. LIMITATIONS OF AUTHORITY**

Advising the Board on matters of finance, the committee may not, without additional authorization by the Board:

- Monitor financial limitations and expectations policies not approved by the Board
- Manage the day-to-day operations of the Conference
- Give management direction to the Executive Director or his/her staff
- Monitor management performance not covered in financial limitations and expectations policies
- Request reports not required for the monitoring of financial limitations and expectations policies
- Create financial policies

Advising the Board on matters of finance, the committee members may not enter into conflict of interest.

### **3. RESPONSIBILITIES**

As a committee supporting the Board in financial matters, the committee shall:

- Monitor financial limitations policies in accordance with the monitoring schedule.
- Communicate to the Board when financial limitations policies are violated
- Consider and recommend to the Board the appointment of external auditors and their remuneration
- Review the external auditors' management letter and management's response and recommend changes to the Executive Board
- Review financial reports submitted to regulatory agencies

#### **4. EXPECTATIONS OF RESPONSIBILITIES**

The committee shall meet not less than 2 times per year, not later than sixty days following the end of any quarter of the fiscal year. These meetings may periodically be conducted electronically.

The Committee shall review and may recommend revisions to the financial limitations and expectations policies.

Members of the committee are expected to attend all meetings of the committee.

The committee shall provide copies of the financial limitations and expectations policy monitoring reports to each Board Member in a timely manner.

#### **5. ACCOUNTABILITIES**

The committee shall report the following to the Executive Board in writing at the first Board meeting of the fiscal year:

- Dates of meetings and committee member attendance
- Summary of financial policy recommendations for the year
- Summary of monitoring of financial limitations policies

The Executive Board and the committee shall confirm or renegotiate the relationship description annually.

## **GS – 2.5 MODERATOR/EXECUTIVE BOARD RELATIONSHIP DESCRIPTION**

### **1. AUTHORITY**

The Moderator receives his/her authority by the election of the Conference. Upon election the Moderator is accountable to the Executive Board.

The Moderator is authorized by the Conference to provide the leadership of the process of governance

The Board shall provide the Moderator with the resources required for that process.

### **2. LIMITATIONS OF AUTHORITY**

In the fulfillment of the responsibilities of this position the Moderator may not:

- Take any action not authorized by the Executive Board
- Direct the decision making process towards any specific outcome
- Give management direction to the Executive Director or his/her staff
- Cause or allow the Executive Board to be in violation of the limitations of its authority
- Prevent any proposal from any Board Member from being considered

### **3. RESPONSIBILITY**

The responsibilities of the Moderator are to:

- Lead the governance process including the preparation of the agenda, ensuring the flow of relevant governance information to the Executive Board and chairing the meetings of the Board
- Lead the process of designing and maintaining Board structure and process
- Ensure that the process of strategic leadership is initiated and continued
- Lead in the process of delegating authority and responsibility to the Executive Director
- Lead in the process of Board accountability including the monitoring of the critical success factors, measurement of the strategic results, the annual review of the performance of the Board, the individual Board Members, the Executive Director, and a process of evaluation of the Moderator
- Ensure that all decisions are documented accurately in minutes, policies and other documents
- Ensure that the requirements of the Board's accountability to civil government and the members are met
- Lead the process of Board Member orientation
- Act as the official representative of the Conference to the members and the public
- Serve as chairperson of Conference convention business sessions

### **4. EXPECTATIONS OF RESPONSIBILITIES**

The expectations of this position shall be negotiated in the annual review of the Moderator and shall include:

- Conduct that is consistent with the values of affirmation, involvement and servant leadership
- Preparation for and attendance at every meeting of the Executive Board
- Flow of all relevant governance information to the Board Members

## **5. ACCOUNTABILITIES**

Accountability in this relationship is mutual.

The Executive Board is accountable to the Moderator for:

- Providing all the authorization and resources required for the responsibilities
- Providing an annual review of the Moderator's performance
- Negotiating reasonable expectations of the Moderator's responsibility
- Expressing affirmation, involvement and servant leadership in its relationship with the Moderator

The Moderator is accountable to the Executive Board for:

- Performance with respect to the negotiated expectations
- Compliance with the limitations of authority of the position

Scheduled at pre-determined annual intervals, the relationship review shall be led by two members of the Board appointed by the Board and may include one additional person who is not a member of the Board.

It shall include a:

- Review of the authorization and resources provided and values expressed to the Moderator
- Review of the Moderator's performance towards expectations of the responsibilities of the relationship
- Negotiation of expectations for the next planning period
- Review of the authorization and resources required for the next period, including plans for personal development

## **GS - 2.6 ASSISTANT MODERATOR/EXECUTIVE BOARD RELATIONSHIP DESCRIPTION**

### **1. AUTHORITY**

The Assistant Moderator receives his/her authority by the election of the Conference. Upon election the Assistant is accountable to the Executive Board.

While serving as acting Moderator, the Assistant Moderator shall function within the Moderator/Board relationship description.

The Assistant Moderator may become the acting Moderator at the request of the Moderator or the Board itself.

The duration of service as acting Moderator shall be determined at the time of the appointment.

### **2. LIMITATIONS OF AUTHORITY**

While serving as acting Moderator the Assistant Moderator is subject to the limitations of authority for the Moderator.

### **3. RESPONSIBILITIES**

While serving as acting Moderator the Assistant Moderator carries the responsibilities of the Moderator.

When not serving as acting Moderator the Assistant Moderator shall assist and support the Moderator in accomplishing his/her tasks.

### **4. EXPECTATIONS OF RESPONSIBILITIES**

While serving as acting Moderator the expectations to the Assistant Moderator are as for the Moderator.

### **5. ACCOUNTABILITIES**

While serving as acting Moderator the accountabilities for the Assistant Moderator are as for the Moderator.

## **GS - 2.7 BOARD SECRETARY/EXECUTIVE BOARD RELATIONSHIP DESCRIPTION**

### **1. AUTHORITY**

The Board Secretary receives his/her authority by the election of the Conference.

Upon election the Board Secretary is authorized by the Board to record the actions and decisions of the Board in the official minutes of the Board.

The Board shall provide the Board Secretary with the material resources required for that process, including the authorization to appoint or employ a recording Secretary for the purpose of taking minutes during the Board meetings.

### **2. LIMITATIONS OF AUTHORITY**

In the fulfillment of the responsibilities of this position the Board Secretary may not:

- Record any action not authorized by the Executive Board
- Give management direction to the Executive Director or the management staff
- Cause or allow the Board to be in violation of the limitations of its authority

### **3. RESPONSIBILITIES**

The responsibilities of the Board Secretary are to:

- Supervise the recording of minutes, notes and action lists at Board meetings
- Ensure that all decisions are documented accurately in minutes, policies and other documents
- Distribute minutes, documents and notices of meetings to the Board Members in a timely manner
- Ensure that the Board's expectations of the Board Secretary are fulfilled

### **4. EXPECTATIONS OF RESPONSIBILITIES**

The expectations of this position shall be negotiated in the annual review of the Board Secretary/Board relationship and shall include:

- Preparation for and attendance at every meeting of the Board
- Timely flow of all relevant information to the Board Members, including Board minutes and changes to the documents of the Board

## **5. ACCOUNTABILITIES**

Accountability in this relationship is mutual. The Board is accountable to the Secretary for providing the authorization, resources, affirmation, involvement and servant leadership required for the successful realization of the responsibilities of the position.

The Secretary is accountable to the Board for performance with respect to the negotiated expectations and for compliance with the limitations of authority of the position.

The components of this working relationship shall be reviewed at pre-determined intervals at the initiation of the Board and shall include a:

- Review of the authorization and resources provided and values expressed to the Secretary
- Review of the Secretary's performance towards expectations of the responsibilities of the relationship
- Negotiation of expectations for the next planning period
- Review of the authorization and resources required for the next period, including plans for personal development

## **GS - 2.8 COMMITTEE CHAIR/EXECUTIVE BOARD RELATIONSHIP DESCRIPTION**

### **1. AUTHORITY**

The committee chair receives his/her authority by the election of the Executive Board.

The committee chair is authorized by the Board to provide the leadership of the committee process.

The Board shall provide the committee chair with the material resources required for that process.

### **2. LIMITATIONS OF AUTHORITY**

In the fulfillment of the responsibilities of this position the committee chair may not:

- Take any action not authorized by the Executive Board
- Direct the decision making process towards any specific outcome
- Give management direction to the Executive Director or his/her staff
- Cause or allow the committee to be in violation of the limitations of its authority

### **3. RESPONSIBILITY**

The responsibilities of the committee chair are to:

- Lead the committee process including the preparation of the agenda and chairing the meetings of the committee
- Ensure that all decisions are documented accurately in minutes, policies and other documents
- Ensure that the Board's expectations of the committee are fulfilled

### **4. EXPECTATIONS OF RESPONSIBILITIES**

The expectations of this position shall be negotiated in the annual review of the committee chair Board relationship and shall include:

- Preparation for and attendance at every meeting of the committee
- Flow of all relevant information to the committee members
- Conduct that is consistent with the values of the Conference

### **5. ACCOUNTABILITIES**

Accountability in this relationship is mutual. The Board is accountable to the committee chair for providing the authorization, resources, affirmation, involvement and servant leadership required for the successful realization of the responsibilities of the position.

The committee chair is accountable to the Board for performance with respect to the negotiated expectations and for compliance with the limitations of authority of the position.

The components of this working relationship shall be reviewed at pre-determined intervals at the initiation of the Board and shall include a:

- Review of the authorization and resources provided and values expressed to the committee chair
- Review of the committee chair's performance towards expectations of the responsibilities of the relationship
- Negotiation of expectations for the next planning period
- Review of the authorization and resources required for the next period, including plans for personal development

## **GS - 2.9 BOARD MEMBER/EXECUTIVE BOARD RELATIONSHIP DESCRIPTION**

### **1. AUTHORITY**

The Board Member is authorized by virtue of his/her election to the Executive Board at the Conference convention. Provincial Moderators are appointed to the Board by virtue of their office. Upon election or appointment the source of authority is the Executive Board.

The Executive Board shall provide costs of Board meetings, including travel and accommodation, Board Members' liability insurance, Board materials and resources for orientation and training.

### **2. LIMITATIONS OF AUTHORITY**

Without specific authority from the Board, an individual Board Member may not:

- Speak officially on behalf of the Board or Conference
- Enter into any legal or financial agreement on behalf of the Conference
- Give management direction to the Executive Director or his/her staff

### **3. RESPONSIBILITY**

The responsibility of each Board Member is to:

- Participate in the governance process of the Board
- Share in the responsibilities of the Executive Board as defined in the Board/member relationship description
- Represent accurately and support the official positions and decisions of the Board when interacting with the members and the public.

### **4. EXPECTATIONS OF RESPONSIBILITIES**

Each Board Member is expected to:

- Participate in an orientation program <sup>5</sup> the Constitution, governance manual, Strategic Plan of the Conference and Robert's Rules of Order
- Read reports and study materials provided for preparation of Board meetings
- Attend all Board meetings and meeting of committees of which he/she is a member or to indicate to the Board or committee chair the reason for his/her inability to attend
- Participate actively in discussion and the decision making process
- Display personal conduct that reflects the values of the Conference.

### **5. ACCOUNTABILITIES**

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<sup>5</sup> This orientation will periodically include a review of the book by Les Stahlke, Governance matters Relationship Model™ of Governance, Leadership and Management.

Accountability in this relationship is mutual. The Board is accountable to the Board Member for providing the authorization, resources, affirmation, involvement and servant leadership required for the successful realization of the responsibilities of the position.

Each Board Member shares in the Board's accountability to the members for achieving strategic results and in governing the Conference with due diligence and integrity and to civil governments for compliance with all relevant laws and regulations.

Each Board Member is accountable to the Board and to the civil government's regulatory body under whose laws the Conference is registered, for handling the finances of the Conference with integrity.

The Board Member is accountable to the Board for performance with respect to the negotiated expectations and for compliance with the limitations of authority of the position.

The components of this working relationship shall be reviewed at predetermined intervals at the initiation of the Board and shall include a:

- Review of the authorization and resources provided and values expressed to the Board Member
- Review of the Board Member's performance towards expectations of the responsibilities of the relationship
- Negotiation of expectations for the next planning period
- Review of the authorization and resources required for the next period, including plans for personal development

## **GS – 2.10 THE BOARD OF FAITH AND LIFE / EXECUTIVE BOARD RELATIONSHIP DESCRIPTION**

### **1. AUTHORITY**

The Board of Faith and Life receives its authorization through the members elected at the Conference convention. The Conference authorizes the Board of Faith and Life to be the biblical/ethical authority for the Conference and for the Executive Board.

The BFL is authorized to exercise spiritual and moral watch-care over the Executive Board and is authorized to report directly to the Conference Convention any ethical or biblical concerns they note in the work of the Executive Board.

Two representatives of BFL are to participate in the Executive Board. They have a voice but no vote.

### **2. LIMITATIONS OF AUTHORITY**

The BFL may not:

- Act in violation of the Constitution of the Canadian Conference of Mennonite Brethren Church, or of the MB Confession of Faith
- May not report to convention on the content of the Executive Board discussion, unless it reflects a violation of ethical soundness and biblical correctness
- Direct the affairs of the Executive Board
- Vote on the Executive Board
- Present issues, motions, or recommendations to Convention without prior discussion with the Executive Board. The “watch-care function” of the Executive Board is not included in this limitation.

### **3. RESPONSIBILITY**

It is the responsibility of the BFL, through its representatives to the Executive Board

- To function as the biblical/ethical watch-care of the Executive Board.
- To speak directly to the Executive Board to the above issues when they arise, and in the event of non-compliance for change, to the Conference in Convention.
- To instruct and correct, if necessary, any issues, concerns, and behaviours of the Executive Board that are outside of their mandate as outlined in this document and/or the Constitution and/or the MB Confession of Faith.
- To report its activities to the Executive Board, and to present for discussion recommendations to be brought to Convention.

### **4. EXPECTATIONS OF RESPONSIBILITIES**

The expectation of the Board of Faith and Life in relation to the Executive Board is as follows:

- To monitor the Executive Board in a spirit of Christian Community, and if necessary, correct and support in wholesome, redemptive ways

- To report with accuracy and care to the Conference in Convention their assessment of the Executive Board. The report to Convention will be available to the Board at least 6 weeks prior to Convention
- With relation to its regular matters of business (non-monitoring function of Ex. Bd.), BFL will present to the Executive Board their proposals, recommendations, and motions they intend to propose to Convention.

## **5. ACCOUNTABILITIES**

- The BFL will provide ongoing written reports to the Executive Board of its activities and workings.
- The Board of Faith and Life is ultimately accountable to the Conference in Convention

## **GS – 2.11 THE BOARD OF FAITH AND LIFE / CANADIAN CONFERENCE RELATIONSHIP DESCRIPTION**

### **1. AUTHORITY**

The Board of Faith and Life receives its authorization through the members elected at the Conference convention. The Conference authorizes the Board of Faith and Life to be the spiritual/moral authority for the Conference and for the Executive Board.

The BFL is responsible to exercise spiritual and moral watch-care (spiritual auditors) over the Canadian Conference and in discussion with the Executive Board is authorized to report directly to the Conference.

### **2. LIMITATIONS OF AUTHORITY**

The BFL may not:

- Act in violation of the Constitution of the Canadian Conference of Mennonite Brethren Church, or of the MB Confession of Faith
- Report to convention on the content of the Executive Board discussion, unless it reflects a violation of ethical soundness and biblical correctness
- Direct the affairs of the Conference and/or Convention

### **3. RESPONSIBILITY**

The Board of Faith and Life shall watch over the spiritual life of the Conference and give guidance and direction in matters of faith, doctrine, and the Christian life, including the giving of leadership in the clear teaching of our “Confession of Faith”.

It is the responsibility of the BFL

- To provide initiative, on behalf of the Conference, in providing research, understanding and clarity on issues related to our Confession of Faith and other related concerns of the Conference.
- To speak to such issues when they arise, directly to the Executive Board for advice and support; and present to the Conference in Convention its recommendations and/or motions on such matters.
- To collaborate with Provincial Counterparts to BFL on such issues as they arise

### **4. EXPECTATIONS OF RESPONSIBILITIES**

The expectation of the Board of Faith and Life in relation to the Canadian Conference is as follows:

- To monitor, evaluate, and advise on matters relating to our Confession of Faith, and to uphold and correct if necessary, our commitment to missional and biblical integrity.
- To report with accuracy and care to the Conference in Convention their assessment of the Executive Board.

## **5. ACCOUNTABILITIES**

- The BFL will provide ongoing written reports to the Executive Board of its activities and workings.
- The Board of Faith and Life is ultimately accountable to the Conference in Convention

## **GS – 2.12 PERSONNEL COMPENSATION COMMITTEE / EXECUTIVE BOARD RELATIONSHIP DESCRIPTION**

### **1. AUTHORITY**

The Personnel Compensation Committee receives its authorization through appointment by the Executive Board. The Board authorizes the PCC to review the Human Resources (HR) policies, guidelines, procedures, and salary grid of the Executive Director and Senior Staff on behalf the Executive Board.

The PCC reports to the Board its findings and recommendations. It has no authority other than that explicitly assigned by the Board.

No less than 2 members of the Board are assigned to this committee; The Assistant Moderator is normally assigned to chair this committee. Two non-Board members are appointed to the PCC. The ED and the CFO may be invited to participate on the PCC, providing necessary information and reports on HR matters. Family members of the ED may not be appointed to the PCC.

### **2. LIMITATIONS OF AUTHORITY**

The PCC may not:

- Act in violation of the Constitution of the Canadian Conference of Mennonite Brethren Church, or of the MB Confession of Faith
- Act in violation or advise contrary to the laws and legal requirements of Canada.
- Direct the affairs of the ED, Senior Staff, or Staff
- Determine the salaries and benefits of the Conference Staff.

### **3. RESPONSIBILITY**

It is the responsibility of the PCC

- To function in an advisory manner on behalf of the Executive Board, on HR matters, specifically in relation to the ED.
- To review the Personnel Policies, Procedures and Guidelines, advising the Board, providing recommendations for Board approval when needed.
- To advise the ED and CFO on HR matters when requested.
- To advise the Board on compensation matters as they relate to the ED and/or Senior Staff.

### **4. EXPECTATIONS OF RESPONSIBILITIES**

The expectation of the Personnel Compensation Committee in relation to the Executive Board is as follows:

To assess whether levels of employee satisfaction are within an acceptable range as a reflection of implementation of PCC Guidelines and Policies.

- To provide professional and well-informed resourcing in HR matters for the ED upon request
- To report to the Board with clarity and appropriate confidentiality HR issues, compensation recommendations, and policy changes.

#### **5. ACCOUNTABILITIES**

- The PCC will provide ongoing written reports to the Executive Board of its activities and workings.
- The PCC is ultimately accountable to the Executive Board.

## **GS – 2.13 MBBS BOARD / EXECUTIVE BOARD RELATIONSHIP DESCRIPTION**

### **1. AUTHORITY**

The Board of MBBS receives its authorization through the bylaws of the registered corporation known as MBBS. (These are in the midst of being amended so the reference herein is to the proposed amended bylaws)

The Membership of the Corporation are the two North American conferences and individuals on the Board. Attached in Appendix 1 is an extract of the bylaws dealing with Membership.

The authority of the Board of MBBS are outlined in the bylaws and extracted in part in Appendix 2.

The Canadian Conference appoints 4 members to the Board of MBBS and designates one of those members to be the MBBS representative on the Executive Board of the Canadian Conference.

### **2. LIMITATIONS OF AUTHORITY**

The bylaws are enabling and the only limitations are those that apply to corporations generally.

### **3. RESPONSIBILITY**

These are set out in the purpose statement of the bylaws – Article 1 Section 2 and in Article III Section 1.

### **4. EXPECTATIONS OF RESPONSIBILITIES**

The expectation of the MBBS Board in relation to the Executive Board is as follows:

- \* The MBBS Board will advise the Executive Board on preferred appointments to the Board of MBBS.
- \* The Executive committee will identify a representative to the AGM and participate in such meetings and deal with those matters set out in the bylaws Article 1 Section 3.
- \* The Executive Board shall interact with the MBBS Board through the representative from the Executive Board and through the Moderator who are ex officio members of the Board.
- \* The Executive Committee will provide opportunity to the MBBS to report to the Convention from time to time.

### **5. ACCOUNTABILITIES**

The Board of MBBS is accountable to the membership and to carry out the requirements of a corporation.

## Appendix 1

### ARTICLE II. CORPORATION

SECTION 1. Membership. The members of the Corporation shall consist of the following conferences and individuals:

- A. Conferences. The United States Conference of the Mennonite Brethren Churches and the Canadian Conference of Mennonite Brethren Churches (hereinafter collectively referred to as “the national conferences”).
- B. Individuals. Each individual member of the Board of Directors, so long as he or she shall remain a member of the Board of Directors.
- C. Additional Member Conferences. It is the expectation and intention of the members of the Corporation that membership will be open to additional national conferences in the future. The Corporation may establish procedures to be followed for such additional membership and may vary those procedures depending upon the unique situation of a prospective member. In any event, the final step in acceptance of a new member shall be the amendment of these Bylaws under the procedure set forth in Article VII.
- D. Nontransferability. Memberships in the Corporation are nontransferable.

SECTION 2. Identity and Rights of Members.

- A. One Class. There shall be only one class of membership.
- B. Representatives of Conference Members. Each conference member shall participate in decisions and meetings of the Corporation through a designated representative, which the conference member may change at will. For the purposes of any meeting or any vote taking place outside a meeting, the Corporation shall recognize as the sole voting representative of a conference member the individual designated in writing by the chief executive officer or other authorized officer of the conference member at any time in advance of the vote or meeting, as long as the means of designation is satisfactory to the Corporation Secretary in his or her sole discretion.
- C. One Vote. All members shall have one vote.

### SECTION 3. Meetings.

A. National Conference Conventions. The periodic conventions of each of the national conferences, including any joint conventions of said national conferences, may serve as meetings of the portion of the Corporation there represented, for the purpose of:

1. Selecting members of the Board as set forth in these Bylaws;
2. Receiving reports from the Board and administration of the MBBS;
3. Approving agreements regarding the funding of MBBS;
4. Bringing concerns and suggestions from local church congregations to the Board and administration of the MBBS;
5. Transacting such other business as may be submitted by the Board, if otherwise authorized by law.

B. Annual Meeting.

The first meeting of the Corporation shall take place [at 1 p.m.] on the [third Friday of January], at [the administrative offices] of Mennonite Brethren Biblical Seminary, 4824 E. Butler Ave., Fresno, California]. The fixing of the scheduling of the annual meeting herein shall, so far as is lawful, constitute adequate notice of the date, time and place of the annual meeting, and, insofar as permitted by law, no other notice of the annual meeting shall be required."

C. Special Meetings.

A special meeting of the members of the Corporation may be held at any place designated by the Board and may be called at any time by the Chair or one of the other officers of the Corporation at the direction of the Board. The time, place and purpose of the meeting shall be specified in the notice thereof, and such notice shall be mailed to each member of the Corporation at least ninety (90) days prior to the time fixed for such meeting. The members present at any properly called special meeting shall constitute a quorum for purposes of that meeting. Members may not participate in a special meeting by proxy.

D. Officers. The officers of the Board, as elected by the Board, shall also serve as the officers of the Corporation. The Chair of the Board, or in the Chair's absence the Vice-Chair, shall preside at all meetings of the Corporation, except that, at any national conference convention, the presiding officer of said convention may also serve as presiding officer for the purpose of conducting business relating to the Corporation as set forth in Article II, Section 2.A. of these Bylaws.

E. Transaction of Business. A majority of voting representatives and/or individual members present at any meeting shall determine any matters submitted, except when a larger percentage is required by law or these Bylaws.

F. Quorum. Unless otherwise provided for herein, a quorum shall consist of six members.

## Appendix 2

### ARTICLE III. BOARD OF DIRECTORS

SECTION 1. Functions of the Board of Directors. The Board shall have the authority, directly or by delegation to others under its supervision, to manage the property, programs, affairs and business of the Corporation, and shall have the authority, directly or by delegation, to carry out any other functions which are permitted by the Articles of Incorporation and these Bylaws, except insofar as such powers may be limited by law or reserved to the entire membership of the Corporation. The functions of the Board include, but are not limited to, the following:

A. To guide and guard the mission of MBBS and assume fiduciary responsibility for MBBS;

B. To define the philosophy, strategy, and aims of the general program of MBBS, to implement it in keeping with MBBS's mission, and to review and approve it periodically;

C. To appoint and supervise a qualified President for MBBS and to delegate to the President powers not exercised by the Board, or delegated to others by the Board or these Bylaws;

D. To approve appointment of senior administrative personnel and full-time faculty as recommended by the President;

E. To oversee the curriculum of MBBS and assure that it is in accordance with the Confession of Faith;

F. To authorize the awarding of earned degrees and honorary degrees upon recommendation of the administration and faculty;

G. To establish teaching centers as defined and set out in these Bylaws;

H. To oversee the property and the financial affairs of MBBS including approving the annual budget, tuition and fees, arranging for appropriate audits and financial reporting and establishing investment policies;

- I. To develop fund raising objectives for MBBS;
- J. To approve the construction of new buildings and major renovations of existing buildings and to approve the sale and purchase of land, buildings or major equipment for the use of MBBS;
- K. To authorize the incurring of debts by MBBS and securing thereof by mortgage and pledge of real and personal property, tangible and intangible;
- L. To create Advisory Councils as set forth in these Bylaws;
- M. To maintain strong constituency relations with the churches that make up the national conferences and other churches that may be served by MBBS;
- N. To carry out a program of orientation for new Board members and Advisory Council members;
- O. To maintain the accreditation standards of Association of Theological Schools (ATS) and Western Association of Schools and Colleges (WASC);

SECTION 2. Membership. The Board of Directors shall consist of not less than eight (8), nor more than sixteen (16) members.

A. Representation. A majority of the members of the Board shall be elected by the national conferences. The Board shall be constituted as follows:

1. Four (4) members shall be selected from the membership of The United States Conference of the Mennonite Brethren Churches by that conference;
2. Four (4) members shall be selected from the membership of the Canadian Conference of Mennonite Brethren Churches by that conference;
3. Two members from the Advisory Council of each Teaching Center designated as the "primary location" or a "Complete Degree Site";
4. Additional members appointed by the Board at its sole discretion to bring the Board to its full membership;
5. The President shall be an ex officio member of the Board having full voice but not voting rights.

## **PART THREE GOVERNANCE PROCESSES**

The governance processes are divided into four separate areas. They reflect the four distinct responsibilities of the Board.

### **BP – BOARD PROCESSES**

#### **BP- 1 Election of Moderator, Assistant Moderator, Secretary**

The Moderator, Assistant Moderator and the Secretary are elected by the Conference at its biennial convention. The process of election is described in the General Operating Bylaws of the Canadian Conference.

#### **BP- 2 Election of Committee Chairs**

Committee chairs shall be nominated and elected to one-year terms of office at the first Board meeting of the fiscal year. No committee chair may be elected to more than three consecutive one-year terms.

#### **BP - 3 Board Member Orientation**

Each newly elected Board Member shall receive an orientation to the position before the first meeting of the Board. The orientation shall include:

- Reading “*Governance Matters – An Introduction to the Relationship Model*”<sup>6</sup>
- Reading the General Operating Bylaws of the Canadian Conference of Mennonite Brethren Churches
- Reading the Canadian Conference Governance Manual and Strategic Plan
- Reading any other material the Executive Board selects from time to time as orientation material.
- Attending an orientation session

#### **BP- 4 Vacancies on the Executive Board**

Vacancies involving a member-at-large occurring on the Board between conventions shall be filled, if deemed necessary, by appointment by the Executive Board.

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<sup>6</sup> Written by Les Stahlke with Jennifer Loughlin, copyright © 2003

## **BP - 5 Regular and Extraordinary Board Meetings**

The minimum number of Board meetings is four. The dates, venue and duration of each meeting shall be determined by majority vote at the first meeting following elections. Changes to dates, venue and duration may be made by majority vote at any time before the meeting being changed.

The Board, the Moderator or any three Board Members may initiate the call for an extraordinary Board meeting.

## **BP - 6 Board Meeting Preparation**

The Moderator shall prepare a proposed agenda, having consulted the Executive Director.

Agendas shall be structured to include major items of:

- General information
- Monitoring information
- Decision-making information.

A complete information packet shall be delivered to each Board Member not less than seven days before the meeting.

## **BP - 7 Quorum**

The quorum for meetings of the Board is 50% plus one.

## **BP - 8 Meeting Procedures**

The Moderator shall determine the protocol for the presentation of information and for discussion by Board Members. In order to determine the need for and the content of the motion, discussion may occur on a subject before a specific motion is made and seconded. Motions shall be made and seconded before debate on the specific motion may begin. The motion shall be recorded by the recording Secretary and read aloud before discussion commences.

Amendments or substitute motions or changes in wording require a motion and a second after the original motion has been seconded. The amendment, motion to substitute or to change wording shall be decided by vote before the amended, substituted or modified motion is put to the vote.

Unless otherwise specified in this governance manual, meeting procedures shall follow the most recent edition of *Robert's Rules of Order*. The Moderator may appoint a parliamentarian to monitor the meeting procedures.

## **BP - 9 Consensus and Voting**

Decisions may be made by consensus. When consensus is not possible, decisions shall be made by voting. Normally a 51% majority is required to pass a motion. Exceptions to this percentage in certain decisions are prescribed in the Conference's Constitution.

A show of hands is sufficient, but a Board Member may call for a count.

### **BP - 10 Conflict Resolution**

The Board shall follow the guidelines for conflict resolution contained in Matthew 18:15-17 and 1 Corinthians 6:1-8. Thus the principles of any conflict resolution process shall include the following:

- a. A forgiving spirit on the Board's part will be the foundation of any conflict resolution process,
- b. The process shall begin with direct negotiation and proceed to mediation and arbitration as required.
- c. The process shall be fair and transparent and shall seek to uphold the dignity of all persons.
- d. The process shall seek the reconciliation of injustices and the restoration of relationships – including recognition of injustice, restoration of inequity, clarification of future intentions and follow-up agreements. Agreements are to be made in writing, signed and dated by all parties involved.
- e. The process shall include clear groundrules of conduct agreed upon by all parties involved, such as: no name-calling, summarizing when called on, mediator/arbitrator to lead the meeting, etc. We recognize that without good process, good product (outcome) is difficult to achieve.

This policy addresses the following potential conflicts:

1. Conflicts in which the Board is directly involved.
  - a. Conflicts within the Board,
  - b. Conflicts between the Board and persons or groups within the Conference (members/staff/volunteers),
  - c. Conflicts between the Board and persons or groups outside the Conference.

In cases where the Board is one of the parties in the conflict, the Board shall attempt to negotiate the conflict. The Board shall be committed to completing the process of conflict resolution by mediation and arbitration should direct negotiation fail.

2. Conflicts which the Board is being asked to arbitrate.
  - a. Conflicts between persons or groups within the Conference,

- b. Conflicts between persons or groups within the Conference and persons or groups outside the Conference.

In cases where the Board is not one of the parties in the conflict but is being asked to arbitrate the conflict, the Board shall not become involved until all efforts at negotiation and mediation (whether described in policy or not) have been exhausted.

Where those efforts have failed, and the Board has agreed to be the arbiter in the conflict, the following components shall be part of the Board process:

- a. The person or group making the allegation(s) shall be identified,
- b. The person or group to whom the allegation(s) is/are directed shall be identified,
- c. The allegation(s) shall be made in writing to avoid assumptions or misperceptions, hearsay or irresponsible criticism,
- d. The allegations shall be accompanied by information that supports the allegation(s),
- e. Both the allegations and the supporting information shall be shared with the person(s) or group to whom the allegations are directed
- f. At the discretion of the Board the allegations shall be presented to the Board in the presence of the person(s) or group to whom they refer, i.e. the Board may decline requests to present allegations *in camera*,
- g. The person(s) or group to whom the allegation is directed shall have an opportunity to request additional information in writing and respond to the allegations in the presence of the person(s) bringing them.
- h. The Board shall have an opportunity to ask both parties for clarification or information.
- i. The Board may meet *in camera* to consider the conflict. If new information presents itself at this point, the process will revert back to #e, and this information will be shared with the person(s) or group to whom the allegations are directed.
- j. The Board shall report its decision to both parties in writing.
- k. Under exceptional circumstances (e.g. sexual harassment, fraud) there may be delays in the conflict resolution process to allow for external investigation.

## **BP - 11 Governance Manual Reviews**

The review of the governance manual, except for the Strategic Plan, shall take place at the first Board meeting each year. The Moderator, Assistant Moderator, Secretary and Executive Director shall prepare the review at a meeting prior to this Board meeting.

## **BP - 12 Expenses**

Requests for reimbursement should be submitted in a timely manner supported with the appropriate receipts and documentation. Guidelines for managing these expenses are:

### Travel

Board members shall make their own travel arrangements, and will be reimbursed for the least expensive option of air, rental car or the use of a personal vehicle. The rate for using a personal vehicle will be the same rate paid to staff and adjusted from time to time according to government guidelines.

Travel Guidelines - When making travel plans:

- Consider the value of time, scheduled commitments before and after the meeting and secondary expenses e.g., airport transportation and parking
- Board members traveling in their own vehicles may travel together whenever possible
- Make flight arrangements well in advance and plan a Saturday night stay where there is a cost savings in airfare. Under normal circumstances it is not necessary to purchase flight cancellation insurance.
- Consider renting a car when the distance to the meeting venue is more than 200 kilometers, and flying when the distance to the meeting venue is more than 400 kilometers

### Accommodations

The Conference will reimburse board members for accommodations, including one night prior to or one night after board meetings based on the following guidelines. When planning lodging:

- Use private homes or billets whenever possible. (There is no reimbursement for private home arrangements unless arranged by Conference staff.)
- Any “upgrade” from the accommodations available onsite is to be paid by those choosing that option, e.g., individual hotel rooms instead of shared accommodations.

### Meals

The Conference will arrange and provide for all meals through onsite or off-site food services during board meetings.

The per diem rate for all other meals is \$5 for breakfast, \$8 for lunch and \$15 for dinner or the actual amount whichever is less. Any additional costs for meals by individuals will not be reimbursed.

### Submitting Expenses

Each expense and the GST paid shall be recorded on the requisition forms. These forms are available at the board meetings.

All expense receipts shall be attached to the requisition form or they cannot be claimed.

Any GST paid shall be indicated on the receipt submitted. The GST number must appear on the receipt or it cannot be claimed.

Re: Gathering – the Canadian Conference conventions:

Executive Board members will attend Gathering as those who provide leadership to the Conference, not as delegates of the local church to which they belong.

Board members shall be reimbursed for registration, meals or accommodations while attending the Canadian Conference Convention sessions.

### **BP - 13 Minutes, Recording, Distribution, Approval**

The Board minutes are the only official record of Board action. Only decisions and actions recorded in the official minutes shall be considered as official action of the Board.

The Board Secretary shall submit the Board minutes to the Moderator within one week following the Board meeting.

The minutes shall be approved at the next Board meeting and shall become the official record of action taken at the previous Board meeting. The official copy shall be signed by the Moderator and kept at the Conference office.

A copy of the minutes along with reports and handouts distributed at the Board meeting shall be sent to the Centre for Mennonite Brethren Studies for permanent archiving.

#### **BP - 14 Staff and Guest Attendance**

The Board may invite any person to attend its meetings as a guest observer, presenter or participant. Normally, the Moderator shall approve such visitors.

Permission to speak or participate in discussion shall be the prerogative of the Moderator. The Board may also approve the presence and level of participation of visitors by vote. Normally all visitors shall sit in a separate area reserved for them.

#### **BP - 15 Communication with Staff**

Individual Board Members are free to communicate with any members of the staff at any time. In doing so the following guidelines shall be followed:

- Information may be requested provided no financial resources or significant time is required of the staff to provide the information.
- Advice may be freely offered provided that it is understood that such advice is not regarded as management direction.
- The Executive Director shall be copied in communication that may affect the management of his/her staff and volunteers.

#### **BP - 16 Convention (Gathering) Status**

Executive Board members will attend Convention as those who provide leadership to the Conference, not as delegates of the local church to which they belong (see General Operating Bylaw).

## **SP – STRATEGIC PLANNING PROCESS**

Because of rapid changes in opportunity and in the cultural and political environment in which we work, the Strategic Plan shall be reviewed annually at the third Board meeting of the year.

Consultation with all members is the vital component to a Strategic Plan that will inspire members, staff, and volunteers to commit themselves to the success of the plan. That consultation shall remain a regular component of each annual planning process.

The components of the Strategic Plan that require annual review and possible revision by and approval of the Board are target groups, ministries/needs, vision, Mission, priorities, strategic goals and critical success factors.

The values that brought people together into the Conference are the least likely to change and may be reviewed at longer intervals as determined by the Board.

### **SP - 1 Strategic Context**

The significant events and milestones in the formation and development form the strategic context in which Strategic planning takes places and changes over time. This may be presented in a narrative format.

### **SP - 2 Values**

The men and women of the Conference share organizational values of faith and life that bring us together into a relationship. Organizational values may change slightly over time. The Board may review and revise the Values statement from time to time.

### **SP - 3 Target Groups**

Target Groups are the categories of individual or groups that form the members who benefit from the ministries of the Conference. They may be described by need, age, type of individual or organisation or other categories that are mutually exclusive.

### **SP - 4 Ministries**

A fundamental basis of the Strategic planning process is identifying what ministries we shall provide to which people in which places. Because target groups, ministries/needs and places can change significantly and rapidly, the Board shall review these variables annually in the Strategic planning process.

### **SP - 5 Places**

Places are the geographical references in which the services are delivered. They may be expressed by regions, countries or places within countries.

## **SP - 6 Vision**

Vision is a statement of what we want the future effect of the services of the Conference to be. It is challenging and expresses the hope for the future that lies just beyond the Strategic planning "horizon". The Board shall review the vision statement annually as part of the Strategic planning process.

## **S - 7 Mission**

The Mission statement is the most concentrated expression of what strategic purposes the Conference exists to accomplish. The Board shall review the Mission statement annually. It may change from time to time to reflect changes in need and opportunity.

## **SP - 8 Priorities**

The Board shall review and revise its strategic priorities annually to determine how best to allocate limited resources to fulfil its Mission.

## **SP - 9 Strategic Goals**

Strategic goals are an expression of intent for the accomplishment of the Strategic Plan of the Conference. They are based on the Indicators of strategic results. The Board shall set strategic goals annually as the final step in the strategic planning process.

Note: Strategic goals refer to the SMART goals that are specific, measurable, achievable, relevant to the Mission and priorities and time-limited. They deal with the “what” the Conference seeks to do, rather than the tactical goals that deal with “how” management seeks to accomplish the Mission and priorities.

## **SP - 10 Critical Success Factors**

Identifying and monitoring Critical Success Factors enable the Board to monitor the Executive Director and Senior Management’s risk management, ensuring the success of the Mission without becoming involved in the management of the Mission itself. Critical Success Factors form the link between the strategic planning process led by the Board and the tactical plans prepared by the staff.

The Board and Executive Director shall collaborate to identify indicators for the annual measurement of each Critical Success Factor. Measurements of the indicators and goals of the Critical Success Factors shall be negotiated by the Board and the Executive Director.

Critical Success Factors may address the following subjects among others.

Capital needs

Financing (operating credit)  
Financial management  
Fund development  
Governance  
Management  
Monitoring and measuring  
Operating funding  
Planning  
Public Relations  
Relationships with members  
Relationships with Provincial Conferences  
Relationships with the U.S. Conference  
Relationships with government  
Reserves  
Services  
Staff and Volunteer Treatment  
Strategic alliances  
Values

*(The actual Strategic Plan of the Conference may be inserted here. The Board may also choose to place the ten-part Strategic Plan into a separate document.)*

## The Strategic Plan

Of  
The Canadian Conference of  
Mennonite Brethren Churches  
For  
2005-2010

Winnipeg, Manitoba  
**April 2006**

**DRAFT 4**

## 1.0 Strategic Context

### 1.1 Historical Context

#### 1888 – 1909 Beginnings

Mennonite Brethren in Canada were essentially an extension of the General Conference of Mennonite Brethren in the U.S., established as a result of missionary endeavors among other Mennonite groups in southern Manitoba.

#### 1909 – 1925 Critical Mass Established

Mennonite Brethren churches in Canada became the Northern District Conference--one of three district conferences of the General Conference of NA.

Thereby it began to establish its own identity. The primary focus was on “home” missions (the City Mission in Winnipeg which resulted in the first urban Mennonite congregation in western Canada), and the training of church workers at the newly-founded Herbert Bible School in 1913.

#### 1925—1939 New Content

The character of the MB conference in Canada changed dramatically with the influx of thousands of refugee Mennonites from the Soviet Union. On the whole these were people with a good education and skills in agriculture as well as business and industry. They established a strong institutional base with the opening of Bible schools, hospitals and other organizations. But they also halted or slowed the transition to the English language and hence the cultural assimilation into their new host country. Although they worked within the structures already established in America, they began to assert their distinctive character and vision.

#### 1940-1954 Struggle for Independence

The Canadian Conference matured to the point in 1954 that it became recognized as an equal partner with the US, while still working under the framework of the General Conference. The establishment of MBBC in 1944 became the most visible symbol of this independence and maturity. Henceforth Canadians could train their own church workers and missionaries and were no longer dependent on Tabor College.

The war and its aftermath as well as the influx of another large group of refugee immigrants after the war also served to define the unique circumstances and character of the Canadian MBs.

#### 1955—1970 Self-confidence

This was an era marked by the transitional leadership of Russian-born, Canadian educated leadership. They guided the churches in the transition to the English language and helped to build the institutions and make them the center-pieces of the Canadian Conference. A professional pastoral ministry became fully established.

#### 1970s—1990s Questioning the Past

Leadership was passed to Canadian born and professionally educated individuals. Regionalism became an increasing factor, especially with the demographic shift to BC,

and MBBC gradually declined as a defining Canadian institution. Paradoxically, US and Canadian MBs agreed to a joint bi-national seminary with multiple campuses in recognition of the need for more professionally-trained leaders. Issues of identity came to the fore (Anabaptism, Evangelicalism) as MBs are exposed to a wide variety of theological and cultural currents.

Mega- churches emerged as a significant reality.

Search for core values and mission.

New focus on evangelism.

### 2000-The New Era

More evidence of a general decline of denominationalism and the growing awareness of alternate networks such as the Willow Creek Association. Willingness to abandon old structures in favour of new alliances and methods of ministry.

## 1.2 Environmental Context

We consider the following environmental factors to be most significant in strategic planning for this period. We plan to scan these factors to determine how best to express our values in meeting the needs of our beneficiaries.

### Spiritual Factors

Pluralism – Christianity is competing for credibility among many view points

Defining spirituality – Canadians observe many forms as valid, including “do it yourself” spirituality

Distrust of the institutional church

Practical Atheism – “Death of God” now is lived out in an amoral worldview

### Economic Factors

Funding/giving – non profits all looking for funds; appeals based on emotion; strong interest in relieving plight of the poor overseas/disaster relief

Materialism – getting ahead/accumulating wealth is a top priority

Consumerism – spending on self comes before giving; giving needs to ‘make me feel good”

### Social Factors

Cultural relativism – all institutions (political, educational, medical, military, etc.) under criticism

Individualism – a “me first” mentality

State of the family (same sex, blended, reconstituted) – church is seen to be fighting against certain parts of society

Loss of community

Concern for Environment

### Political

Canadian regionalism – provinces are getting more regionalistic

Political correctness – difficult to express concerns and ideals without backlash

Church’s role in politics – some advocate more involvement; others call for faithfulness to obedience without distraction of lobbying government

Need for peace/shalom – lack of shalom for many people globally combined with terrorism awareness and use of violence to solve problems calls for peace culture

### **1.3 Organizational Environment Context**

National – Provincial Collaboration Questions – ongoing talks re: what national and provincial conferences should do to service our churches.

## **2.0 Values**

The following values help define who we are as Mennonite Brethren. They are critical for the development of radical disciples of Christ and communities of character. These values impact the ultimate purpose, direction, character and ends of the conference.

### ***MB Conference Core Values*** (identified in 1995):

- **Believers' Church:** People who believe on the Lord Jesus Christ and are baptized as accountable adults make up the believers' church.
- **Biblical Movement:** We accept the Bible as the authoritative guide for faith and practice. We seek to fulfill its commands and intentions, particularly with a lens on the actions and teaching of Jesus Christ in the Gospels. The Bible is not a 'flat book.'
- **Covenant Community:** Believers are bound together in covenant with Jesus Christ. Individual commitments to following Christ must be understood within a community context. This is expressed in membership in a local church. It also is expressed in the means of interpreting scripture – the community hermeneutic.
- **Missionary Church:** The followers of Christ are commissioned to introduce the good news of the inbreaking Kingdom of God to everyone on the planet. We try to fulfill this through reaching the whole person through word and deed.
- **People of Peace and Reconciliation:** God's great project in the world is to bring shalom (wellbeing) to all. The followers of Christ must seek to effect shalom in all their endeavors and relationships, including efforts to seek peace and resist war.

### ***Early Corporate Character Values*** (first 70 years)

- Missions to "foreign" lands
- Home missions to reach Mennonite Canadians
- Education relevant to developing church needs
- Helping the whole person (through hospitals, etc)
- Preserving Mennonite cultural identity (German language, etc)

### ***Later Corporate Character Values*** (last 70 years)

- Independence (Canadian conference from US and General conference)
- Institutionally focused education
- Overseas missions
- Mixed commitment to peace and reconciliation
- Professional leadership and church environment

- Growth and expectations of quantity results
- Flexibility in applying the Confession of Faith and structures to clarify and accomplish mission effort

### **3.0 Beneficiaries and Stakeholders**

For clarity, we differentiate between the “MB Conference” which is the body of churches, members and institutions across Canada that make up the whole, and the “MB National Structure” which is the set of Boards, staff and programs that is accountable to the MB Conference in convention.

3.1 *The primary direct beneficiaries* of the MB National Structure are:

- Churches
  - Church leaders (elders/boards)
  - Paid staff of church
  - Members and attenders
- Seekers
- Provincial Conference Ministers and Extension Directors
- International Ministries (ICOMB, MWC, Historical Commission)

3.2 *The stakeholders* (indirect beneficiaries) of the MB National Structure include:

- Other Provincial Conference agencies
  - Schools, camps and other organized ministries owned by provinces
  - Students of MB Schools
- MBMS International and its staff
  - Missionaries serving under MBMSI
- MBBS Seminary
- MCC
- Other denominations
  - Through EFC
  - Through partnering in projects (eg church planting)

### **4.0 Services/Needs**

The services that the MB Conference will offer its beneficiaries during this planning period are:

- A) Equipping churches
- B) Developing leaders
- C) Reaching out
- D) Mobilizing financial ministries
- E) Upholding biblical and ethical integrity
- F) Fostering community

### **5.0 Places**

Canada

- 6 established provincial conferences
- Atlantic region

World

- Through MBMS International and its places of ministry and influence
- Connecting with the International Committee of Mennonite Brethren (ICOMB) and Mennonite World Conference (MWC)

## **6.0 Vision**

The vision of the Canadian Conference is to advance the gospel of Jesus Christ through the development of godly character in every member and the mindset of multiplication in every congregation.

In the next 5 years our focus will be to cultivate a multiplication movement through the strategic services of the conference.

### **Ends**

#### **Faithfulness of God's people**

Congregations Faithful to their Kingdom-calling

- Healthy, biblically functioning communities
- Expressing the Mennonite Brethren Confession of Faith
- Working to multiply as God leads

Members Faithful to their Christ-calling

- Radical discipleship to Christ, expressed in the Description of a Growing Disciple
- Building a movement of prayer for seeking friends

#### **Reproduction leading to multiplication**

Congregations Reproducing

- Developing leaders from within, ready to head out in daughter church plants or other streams of church reproduction
- Regularly reproducing
- Persevering in coaching daughter churches to reproduce (true multiplication movement)

Members Reproducing

- Actively ministering to seeking friends and assisting them to follow Christ
- Participating in their radical discipleship to Christ and prayer for seeking friends

#### **Denominational Health**

- Churches showing increasing health and focus, number of multiplying churches increasing...
- Membership growth in number and qualitative commitment to following Christ into discipleship and mission...

- ...as God “gives the increase”

In sum, we want to create a multiplication movement that resides in our confessional framework.

*(For “means to the ends” see #9 – Strategic Goals)*

## **7.0 Mission**

Our mission statement:

**“HEALTHY, GROWING CHURCHES REACHING THEIR WORLDS.”**

The mission of the Canadian Conference of MB Churches is to glorify God, to nurture and equip its churches and leaders to live the Christian life and to mobilize them for ministry.

The mission of the Executive Board of the Canadian Conference of MB Churches is to act under the authority of the conference to achieve the mission, vision and values of the conference.

## 8.0 Priorities

### Beneficiaries and Services Cost Allocation

The chart depicts allocations based on money derived from church support (CMSF), donations, sales, and earnings/allocations from the Stewardship program (not from the entire program budget)

	Bib/ethic Integrity	Equipping churches	Developing leaders	Reaching Out	Financial Ministries	Fostering Community	Corporate (Admin)	\$ Totals = CMSF +	% Totals
Budgeted Amounts>	\$51,600	\$172,515	\$205,100	\$706,410	\$1,773,720	\$929,800	\$308,900 \$85,000	\$4,319,981	
Churches	100%	50%	100%		50%	100%			50%
Seekers				50%					8.3%
Provincial		50%		50%					10.2%
International							20%		2.2%
Conference					50%		80%		28%
Total %'ages	1.2%	4.1%	4.8%	16.4%	41.1%	21.6%	9.3%		98.5%
MBBS									
MBMSI									
Total by Services	\$	\$	\$	\$	\$	\$	\$	\$	

## 9.0 Strategic Goals

The Executive Board has set the following Strategic goals for this planning period.

1. Upholding Biblical and Ethical Integrity
  - a. To be informed, communicate and support our Confession of Faith and the services of the Board of Faith and Life, as the BFL teaches and promotes the faith and life implications of the Confession of Faith in our churches.
2. Equipping Churches
  - a. Focus resources (people, programs, finances) to facilitate pastoral and church health and effectiveness.
3. Developing Leaders
  - a. Develop an integrated (churches, agencies, schools, etc.) leadership development strategy to raise up Pastors, Church Leaders, Cross-cultural workers, and Church Planters.
4. Reaching Out
  - a. Develop and implement a strategy to cultivate a multiplication mindset in our churches and ministries.
  - b. To move church planting efforts from primarily denominationally-driven programs toward church-based multiplication initiatives.
5. Fostering Community
  - a. Focus communication efforts and events toward mission, leadership, confession, and ethnic inclusion.
  - b. Rethink our communication strategy for the conference.
6. Mobilizing Financial Ministries
  - a. Ensure fiduciary responsibilities are aligned and in order.
  - b. Strategically allocate financial resources.
  - c. Strategically maximize financial opportunities and resources for greatest long-term kingdom impact.
  - d. Ensure that the financial framework of the conference corresponds to the new structure.

During 2006-7 we shall determine metrics/indicators by which we are able to measure the results of our services in meeting the needs of our target groups. On the basis of these indicators we shall measure the strategic results of the current year's programs.

### Means to our Ends via Strategic Goals

Program Plan Overview 2006-2010

SS/SG/Programs	Beneficiary	
<p>SS1: Upholding Biblical and Ethical Integrity</p> <p>SG: To be informed, communicate and support the services of the Board of Faith and Life and our Confession of Faith as the BFL teaches and promotes the faith and life implications of the Confession of Faith in our churches.</p> <p>P1-Revise Study Conferences (2007 &amp; 09)</p> <p>P2-Write Pamphlets (06-10)</p> <p>P3-Revise New Pastor Orientation (07-10)</p>	<p>Churches</p> <p>Members</p> <p>Pastors &amp; Churches</p>	
<p>SS2: Equipping Churches</p> <p>SG: Focus resources (people, programs, finances) to facilitate pastoral and church health and effectiveness.</p> <p>P1-Coaching pilot project (06-08)</p> <p>P2-Facilitate NCD, Focused Living programs through Conference Ministers (06-08)</p> <p>P3-Build movement of Bible reading/journaling (06-10)</p>	<p>Conf Ministers &amp; Pastors</p> <p>Pastors &amp; Churches</p> <p>Members</p>	
<p>SS3: Developing Leaders</p> <p>SG: Develop an integrated (churches, agencies, schools, etc.) leadership development strategy to raise up Pastors, Church Leaders, Cross-cultural workers, and Church Planters.</p> <p>P1-Build integrated seminary/church based plan and clarify national conference vision for seminary in Canada (06-7)</p> <p>P2-Establish Coach for Emerging Leaders position and program (06-10)</p> <p>P3-Support ETEM (06-10) and assess the ETEM project in the Quebec context (06)</p> <p>P4-Leadership Training Matching Grant (06-10)</p> <p>P5-Start Leaders Mentoring Networks for senior pastors (07-10)</p>	<p>Pastors/leaders &amp; Members</p> <p>Members</p> <p>ETEM</p> <p>Members</p> <p>Pastors</p>	
<p>SS4: Reaching Out</p> <p>SG1: Develop and implement a strategy to cultivate a multiplication mindset in our churches and ministries.</p> <p>P1- Build Multiplying Churches Network (06-10)</p> <p>P2-Build movement of prayer for seekers (06-10)</p> <p>SG2: To move church planting efforts from primarily denominationally-driven programs toward church-based multiplication initiatives.</p> <p>P1-Raise funds for KCI to involve grassroots (06-10)</p> <p>P2-Continue/conclude Key Cities Initiatives (06-10)</p> <p>P3-Evaluate the Atlantic area ministry (06-07)</p>	<p>Pastors</p> <p>Members</p> <p>Pastors</p> <p>Churches</p> <p>Churches</p>	
<p>SS5: Fostering Community</p> <p>SG1: Focus communication efforts and events toward</p>		

<p>mission, leadership, confession, and ethnic inclusion.  P1-Aim periodicals toward values/goals (06-10):  Close Mennonitische Rundschau  Refocus MB Herald  P2-Publish/provide materials/resources in cooperation with all departments through Kindred productions (06-10)  P3-Use Centre for MB Studies for values clarification from history (06-10)  SG2: Rethink our communication strategy for the conference.  P1-Develop and implement new communication plan (06-07)</p>	<p>Members   Churches   Churches &amp; members   Pastors, churches &amp; members</p>	
<p>SS6: Mobilizing Financial Ministries  SG1: Ensure fiduciary responsibilities are aligned and in order.  P1-Review relationship with MBMSI and MBBS for fiscal accountability  MBMSI to incorporate in Canada (07-08)  SG2: Strategically allocate financial resources.  P1-Create integrated budget (06-7)  P2-Complete new financial and fundraising policies in keeping with new integrated budget (06-7)  P3-Revise church funding formulas together with provinces as changes occur (06-10)  SG3: Strategically maximize financial opportunities and resources for greatest long-term kingdom impact.  P1-Maintain current programs (RRSP, RESP, Deposit Fund, payroll, mortgage service, pension plan and extended health program) (06-10)  P2-Provide Stewardship teaching/seminars (06-10)  SG4: Ensure that the financial framework of the conference corresponds to the new structure.</p>	<p>Conference   Churches  Conference   Conference   Churches &amp; members   Churches &amp; pastors  Conference</p>	
<p>Organizational Goals/Commitments (Executive Director/Board)  SG1: Clarify National/Provincial collaboration framework (07)  SG2: Build up the components of the governance model (06-08)  P1-Revise AGM event/reporting/involvement (07-10)</p>	<p>Conference   Conference</p>	

### Church planting projections – 2006-2010

42 churches planted across Canada from 2005-2007

50 churches planted across Canada from 2008-2010

(Total of 92 churches: Goals set at Church Planting Congress Montreal in 2001)

- Of these, 30 churches to birth/multiply (estimate based on NCD scores currently available)

- The other 62 will be denominational plants

For the future approximately 80 churches (based on current NCD estimates) refocusing their mission towards multiplication readiness by 2010.

**Leadership Development goals – 2006-2010**

- 90 church planters or leaders to meet our church planting objectives.
- Another approximately 100 pastors will be needed for established churches to replace church planters, retirees, and for regular or unusual attritions.

**Member projections – 2006-2010**

40,000 members praying daily for 2-4 seeking Canadians

10,000 members employing Life Journal (or similar) Bible reading/journaling

Legend

SS – Strategic Service

SG – Strategic Goal

P – Program

Beneficiaries:

- Churches – Refers to the corporate bodies and may include pastors, elders, other church leaders, and members
- Conference – Refers to the national conference – or provincial conference if designated
- Pastors – Refers to senior and/or associate pastors
- Members – Refers to general membership of our churches, which includes pastors as members

## 10. Critical Success Factors

The Strategic Plan is completed with a list of those factors in the management of the Conference's service delivery that are critical to the success of achieving its vision and mission. These form the bridge between the strategic governance of the board and the tactical management of the Executive Director. Identifying the critical success factors allows the board to monitor the Executive Director's management of risk without becoming directly involved in management.

For the board's management:

### 10.1 Governance

We must maintain consistent and effective governance.

For the Executive Director's management:

### 10.2 Finances

We must manage financial resources responsibly.

### 10.3 Relationships

We must maintain healthy relationships with:

Staff:

- Staff have adequate resources with which to do their jobs.
- Staff know and understand the relationship description between the various levels of responsibility.
- Staff turnover is low, and reasons for leaving are not based on conflict.

Churches/leaders

- CMSF giving comes from a higher percentage of churches and more consistently.

Provincial conferences

- Full clarity on the role, responsibilities, and expectations within parameters of collaboration with national agenda for church health and multiplication.

Strategic Partners (BFL, MBMSI, MBBS, Historical Commission)

- Full clarity on the role, responsibilities, expectations and results expected from each partner, and how that relates to our strategic plan
- Full clarity on the funding accountability connected to each partner.

Governments

- Maintained good standing with the CRA and municipal bodies.

By October 2006 the board will identify indicators and measurement that form a risk/success continuum. Those already being used by management will be incorporated into this list.

**ED – DELEGATING AUTHORITY AND RESPONSIBILITY TO THE EXECUTIVE DIRECTOR**

The Executive Board shall delegate the authority and responsibility for management of the Conference's infrastructure and for fulfilling the strategic Mission and priorities to the Executive Director. The Board shall instruct the Executive Director of all limitations of the authority being delegated in written Limitations and Expectations Policies. No limitations may be assumed or implied. Limitations Policies may be added, modified or deleted as required from time to time.

The Board shall hold the Executive Director singularly accountable for all performance related to the management of the Conference's infrastructure and for performance of strategic Mission and priorities. He is also accountable for compliance with limitations of authority and expectations of responsibility. The Executive Director is the only person accountable directly to the Board.

The Board shall request all information for Strategic planning, monitoring performance and measuring results for the Conference's infrastructure directly from the Executive Director, who may delegate the requests to the appropriate staff members. The Board may with the Executive Director's consent make such requests directly.

The Board may in exceptional circumstances delegate temporary authority and responsibility to other staff members. In such cases the Executive Director shall be informed of the authority and responsibility being delegated and of its recipient and duration. The Board may not hold the Executive Director accountable for management performance or strategic or tactical results in such cases.

## **ED - 1 EXECUTIVE DIRECTOR/EXECUTIVE BOARD RELATIONSHIP DESCRIPTION**

### **1. AUTHORITY**

The Executive Director is appointed by the Executive Board and commissioned by the Canadian Conference.

The Executive Board authorizes the Executive Director to:

- Restructure the management infrastructure as required to fulfil the Mission
- Act as the team leader of the Executive Staff, providing direction in line with Conference Vision and Strategic Plans
- Serve as an ex-officio member of the Executive Board

The Board shall assure that the budgeted resources required for the successful fulfilment of the responsibilities of the position are provided. Resources delegated to the Executive Director include staff and volunteer human resources, financial resources for operations and a personal compensation package.

Education and Competencies Preferred

- Master's Degree in Theology or Divinity
- Experience in pastoring a Mennonite Brethren Church or directing a conference ministry
- Training and competencies in leadership, administration and communication

### **2. LIMITATIONS OF AUTHORITY**

The Executive Director may not lead and manage outside the parameters of the Executive Director Limitations Policies and the Strategic Plan.

### **3. RESPONSIBILITIES**

The Executive Director shall administer and implement the vision and programmes which have already been developed by the Executive Board. Specifically he shall:

- Provide the Board with the organizational information it needs for its governance responsibilities, including Strategic planning, infrastructure, monitoring and measuring performance and measuring strategic results
- Present to the Board tactical and financial plans in compliance with the current Strategic Plan
- Manage the operations and the human and financial resources of the Conference
- Provide pastoral counsel where it is needed or requested by provincial conferences.
- Promote the conference in the constituency
- Plan public events, e.g. conventions, study conferences, new pastors' orientations, et al.
- Perform Ministry engagements, including weekend services
- Represent the Mennonite Brethren Conference in inter-Mennonite and inter-Evangelical organizations as deemed appropriate by the Executive Board.
- Collect and disseminate information relating to pastoral needs and availability

- Sit ex-officio on the Board of Faith and Life

#### **4. EXPECTATIONS OF RESONSIBILITIES**

The expectations of the responsibility for this position are contained in the Strategic Plan, the Executive Director's Expectations Policies and Tactical Plans. The Executive Director is also expected to:

- Model and promulgate the Conference's values
- Maintain and develop teamwork at all levels of the organization
- Ensure that the relationships between the organization and its members are open and co-operative
- Anticipate up to a maximum of 80-90 travel days per year
- Manage time in line with the priorities of the Strategic Plan

#### **5. ACCOUNTABILITIES**

Accountability in this relationship is mutual. The Board is accountable to the Executive Director for providing the authorization, resources, affirmation, involvement and servant leadership required for the successful realization of the responsibilities of the position.

The Executive Director is accountable to the Board for performance with respect to the negotiated expectations and for compliance with the limitations of authority of the position.

The components of this working relationship shall be reviewed at pre-determined intervals at the initiation of the Board and shall include a:

- Review of the authorization and resources provided and values expressed to the Executive Director by the Board,
- Review of the Executive Director's performance towards expectations of the responsibilities of the relationship including the progress towards strategic goals and the Executive Director's personal tactical goals,
- Negotiation of tactical goals and other expectations for the next planning period,
- Review of the authorization and resources required for the next period, including plans for personal development.

## **ED - 2 EXECUTIVE DIRECTOR LIMITATIONS AND EXPECTATIONS POLICIES**

Limitations and Expectations Policies are the means by which clear Limitations of Authority and Expectations of Responsibilities negotiated with the Executive Director are communicated to him/her and his/her respective staffs. Normally, these policies shall be prepared by the Board or one of its committees with the involvement of the Executive Director and brought to the Board for approval. The Board may also prepare these policies directly whether or not they deal with matters covered by a committee.

The development of these policies shall be reviewed annually by the Board or one of its committees. They shall ensure that Limitations of Authority and Expectations of the Responsibilities of the Executive Director are added, modified or deleted in such a way that the Board remains in control of management through governance. All limitations and expectations policies shall be approved by the Board and recorded in this manual. Limitations or Expectations not documented in these policies may not be assumed or implied.

### **ED - 2.1 Tactical and Financial Planning**

#### Limitations

With respect to tactical and financial planning, the Executive Director may not plan for the expenditure of more operational or capital funds than are reasonably projected to be received in the year(s) included in the plans.

#### Expectations

With respect to operational and financial planning, the Executive Director is expected to enable the Board to fulfil its fiduciary responsibilities and maintain its integrity in financial matters. Accordingly, the Executive Director is expected to create a tactical and financial plan which:

- Is complete within one month before the end of the fiscal year
- Complies with the Strategic Plan and priorities in its allocation of resources
- Contains enough detail to enable accurate monitoring, including accurate projections of income and expenditure, the separation of capital and operational items, cash flow and audit trails
- Includes a contingency plan equal to 5% of the cost of the tactical plans

### **ED - 2.2 Financial Condition**

#### Limitations

With respect to operating the Conference in a sound and prudent financial manner the Executive Director may not put the Conference at risk financially, or cause the Board Members to be in violation of their responsibilities. Accordingly he may not:

- Expend more operational funds than have been received in any financial year,
- Expend funds on operations not included in the Strategic Plan

#### Expectations

With regard to the management of the Conference's finances, the Executive Director is expected to:

- Maintain all of the Conference's accounts in a timely manner in compliance with generally accepted accounting practices
- Notify the Board in a timely manner of any financial event which could affect the financial security of the Conference
- If the financial condition violates these limitations, provide a plan for regaining compliance at the same time that the violation of limitations is reported
- Continue to comply with the Tactical and Financial Planning policy in any revision of the plans

### **ED - 2.3 Capital Expenditures**

#### Limitations

With respect to proper control of capital expenditures the Executive Director may not incur capital expenditure:

- In excess of funds specifically given as restricted funds
- For items which are not required for the normal operations.
- Which, while otherwise fulfilling the two foregoing, exceed \$50,000\_per expenditure

#### Expectations

The Executive Director is expected to report all purchases as this policy is monitored.

### **ED - 2.4 Capital Assets**

#### Limitations

With respect to minimizing losses of the Conference's capital assets the Executive Director may not:

- Allow the disposal of assets at less than market value,
- Sell or dispose of assets of a value in excess of \$3,000,000.

#### Expectations

Additionally, the Executive Director is expected to:

- Maintain a reasonable level of property and liability insurance
- Take all reasonable steps to minimize fraud, losses and liability claims
- Maintain net assets above a level sufficient to meet the Conference's liabilities
- Plan for the replacement of depreciating capital assets

### **ED - 2.5 Restricted or Designated Funds**

With respect to the restricted funds and assets the Executive Director may not:

- Accept a restricted gift that is not supported by the Strategic Plan
- Spend restricted funds for a purpose other than that for which they were restricted.
- Fail to consult the appropriate authority before disposing of or moving restricted assets outside of the restriction before the end of its normal economic life.

### **ED - 2.6 Banking Operations**

In order that the Board may comply with responsibility regarding the operation of bank accounts the Executive Director may not:

- Open, close or amend a bank account in the name of the Conference without a copy of a resolution passed by the Board to be presented to the bank prior to the account's being opened, closed or amended
- Withhold information regarding changes to the banking operations from the Executive Board.
- Enter into a loan or overdraft agreement on behalf of the Conference outside of the limitations set by policy.

### **ED - 2.7 Staff and Volunteer Treatment**

#### Limitations

In relating to staff and volunteers the Executive Director may not:

- Impose work expectations on any staff that have not been negotiated, agreed and confirmed in writing
- Allow acceptance criteria - gender, status or competencies (knowledge, skills attitudes, motives or attributes) - to be imposed on staff that have not been previously stated and agreed prior to selection.

#### Expectations

In relating to the Executive Board, staff, volunteers and other members, the Executive Director is expected to demonstrate the values of affirmation, involvement and servant leadership.

In relating to staff and volunteers the Executive Director is also expected to:

- Respond to staff and volunteer concerns promptly
- Provide fair and reasonable financial compensation for the level of responsibility such persons hold.

### **ED - 2.8 Board Governance Support**

In supporting the Board's governance process the Executive Director is expected to:

- Attend all Board meetings
- Ensure that monitoring information is made available to the Board or committee in a timely, accurate, understandable and comprehensive manner
- Comply with the regulatory guidelines set out in current legislation

## **MM – MONITORING AND MEASURING: EXECUTIVE BOARD’S ACCOUNTABILITIES**

### **MM - 1 Monitoring Risk and Measuring Strategic Results**

As part of its duty the Executive Board shall:

- Monitor the Critical Success factors which indicate the Executive Director’s success in the management of risk
- Measure the strategic results of its efforts to fulfil its Mission and priorities in relation to the strategic goals.

#### **MM - 1.1 Indicators**

The Executive Board shall:

- Identify Indicators that will allow the Board to monitor the degree to which the Executive Director is successful in managing risk
- Identify Indicators of results that shall be the basis of setting strategic goals that are specific, measurable, achievable, relevant to the Mission and priorities and time-limited, commonly known as S.M.A.R.T. goals

The Indicators shall be reviewed on an annual basis and revised where necessary as part of the Strategic planning process.

#### **MM - 1.2 Monitoring and Measuring Process**

Using the risk indicators negotiated with the Executive Director, the Board shall monitor the Critical Success Factors on a scheduled basis.

The Board shall measure the progress toward the strategic goals on an annual basis as part of the Strategic planning process. On the basis of this measurement and evaluation of strategic results the Board may make revisions to priorities, indicators and strategic goals for the following year.

### **MM - 2 Monitoring Board Performance and Relationship Reviews**

As part of its accountability process, the Board shall have its own performance reviewed and shall monitor the performance and shall complete annual relationship reviews for the Executive Director and the committees to which it has delegated authority and responsibility.

Accountability in all relationships is mutual. The source of authority is accountable to the recipient of authority for providing the authorization, resources, affirmation, involvement and servant leadership required for the successful realization of the responsibilities of the position. The recipient of authority is accountable to the source of authority for performance with respect to the negotiated expectations and for compliance with the limitations of authority of the position being reviewed.

The components of this working relationship shall be reviewed at pre-determined intervals at the initiation of the source of authority and shall include a:

- Review of the authorization and resources provided and values expressed by the source of authority to the recipient
- Review of the recipient's performance towards expectations of the responsibilities of the relationship including the progress towards tactical goals
- Negotiation of tactical goals and other expectations for the next planning period
- Review of the authorization and resources required for the next period, including plans for personal development

Copies of all annual relationship reviews shall be distributed to all members of the Board.

### **MM - 2.1 Board Annual Review**

The annual review of the performance of the Board shall be assigned to two members of the Board and one outside person appointed by the members of the Board and qualified in reviewing the process of governance.

The Board may also periodically engage an outside consultant to review the performance of the Board.

### **MM - 2.2 Moderator, Assistant Moderator and Secretary Annual Review**

The annual review of the Moderator, Assistant Moderator and Secretary/Board relationship shall be delegated to three Board Members appointed by the Board. The reviewers' annual appointment may be renewed.

### **MM - 2.3 Committee Annual Reviews**

The annual review of the committee/Board relationship shall be delegated to the Moderator and two Board Members appointed by the Board and who are not members of the committee whose relationship with the Board is being reviewed. At least one of the reviewers shall attend one meeting of the committee being reviewed during the year under review.

### **MM - 2.4 Committee Chair Annual Review**

The annual review of the committee chair/Board relationship shall be delegated to the Moderator and the same two Board Members who have reviewed the relationship of the corresponding committee.

### **MM - 2.5 Board Member Annual Review**

The mid-term review of the Board Member/Board relationship shall be delegated to the Moderator, the Assistant Moderator and the Secretary.

**MM - 2.6 Monitoring Executive Director Limitations and Expectations Policies**

The Board shall perform the monitoring of the Executive Director's compliance with the Limitations of Authority and Expectations of Responsibility unless the monitoring is delegated to the committee in whose area the Limitations and Expectations apply.

The Board or the appropriate committee shall establish and maintain an annual schedule of this monitoring process for each of the Limitations and Expectations policies. They may be monitored monthly, quarterly or annually at the direction of the Board.

**MM - 2.7 Executive Director Annual Review**

The annual review of the Executive Director/Board relationship shall be delegated to the Moderator and two members of the Board appointed by the Board.

**MM - 3 Accountability to Civil Authorities**

The Board shall ensure that all documents required by the government are filed in accordance with the laws of the civil authorities.

The Board shall further ensure that the Conference complies with all the laws of the province/country in which the Conference is registered and delivers its services.

**MM - 4 Accountability to Members**

The Board shall report fully and accurately the annual measurements of strategic results to each member of the Conference in a timely and appropriate manner in its annual report.

## **MM – 5 Monitoring Schedule**

This schedule assumes 4 meetings per year of the board. All tasks are listed with the expectation that they would be completed in time for reporting to the meeting under which they are listed.

### **For Summer Board meeting (assumed to be the “first” Board meeting of the fiscal year)**

- The mid-term review of Board member to Board relationship, at the summer meeting of the “non-Gathering” year. (MM – 2.5)
- Elect Committee chairs (BP – 2)
- New board members receive orientation (BP – 3)
- Accept the line up of board meeting dates for the year (BP – 5)
- Review of the Governance Manual (BP – 11)

### **For October Board meeting**

- Review ED Limitations and Expectations Policies (ED – 2 Preamble)
- Receive the Audit Committee report
  - o (MM – 3: Accountability to Civil Authorities is included in this report)
- Orientation for Board members newly elected at Gathering

### **For January Board meeting**

- Receive a report from the ED re: progress toward the strategic goals (MM – 1.2)
  - o Revise priorities, indicators, and/or strategic goals for following year
- Receive from the ED a tactical and financial plan draft for the following year to be accepted at the April meeting (ED – 2.1)

### **For April Board meeting**

- Board performance reviews
  - o Its own performance in relationship descriptions and the following areas: (MM – 2)
    - Moderator review (MM – 2.2)
    - Assistant Moderator review (MM – 2.2)
    - Secretary review (MM – 2.2)
    - Audit committee review (MM – 2.3)
    - Investment committee review (MM – 2.3)
    - Nominating committee review (MM – 2.3)
    - Board of Faith and Life review (MM – 2.3)
    - Committee chairs (MM – 2.4)
  - o Relationship review of the Board to ED (MM – 2.7)
    - Performance review of the ED (ED – 1.5)
- Annual Review the Strategic Plan (SP – preamble). This will include:
  - o SP – 4 Ministries: review of target groups
  - o SP – 6 Vision: review of the future effect of our services
  - o SP – 7 Mission: review of our mission statement
  - o SP – 8 Priorities: determining best allocation of resources available
  - o SP – 9 Goals: establish what we hope to accomplish in the next fiscal year (June 1 to May 31)

- SP – 10 Critical Success Factors: review of indicators for annual measurement
- Finalize the tactical and financial plan for the following year (ED – 2.1)

**At Every Board Meeting**

- Receive a report from the ED concerning critical success factors
  - Financial report
  - Relationship report (staff, provincial conferences, churches, strategic bi-national partners, CRA – government) as needed
- Approve the minutes of the previous Board meeting

**At Gathering**

- Reports on measurements of strategic results
  - Written reports, including financial statements
  - Oral reports at Gathering

**MM – 6      Executive Board Accountability List**

**Recommendations:**

1. That the Board accept the Executive Board accountability list, and attach it to the Board Governance Policy Manual at MM – Monitoring and Measuring: Executive Board’s Accountabilities.
    - a. Received at April 2006 Board meeting
  2. That the Board respond to the suggestion to perform a legal compliance review.
    - a. To be processed at April 2007 Board meeting
- Sources: 1. Robert C. Andringa, Board Development Resources: Principles and Practices That Work. 2. Board Governance Manual. 3. Frank Luellau, former CEO of Canadian Council of Christian Charities, and member of Glencairn MB church, Kitchener, ON.

## Executive Board Accountability List – To Conference

According to the Relational Model on which our governance is based, the Executive Board (EB) is accountable to the Canadian Conference of MB churches (Governance Policy Manual GS – 2.1). The following is a list of those things for which the Board will be held accountable, primarily to the conference stakeholders. The connection to *MM – Monitoring and Measuring* in the Governance Policy Manual is noted.

Terms:

- “Conference” pertains to the whole of the Mennonite Brethren churches and members across Canada.
- “National Structure” pertains to the Executive Board, BFL, Executive Director and Staff which is in place to implement the programs of the Conference in order to achieve the Conference mission and vision.

### 1. Determine the National Structure Mission and Purpose

The Board must accept a statement of mission and purpose that articulates the National Structure’s idea of why it exists and how it will perform its role as servant of its churches. It is the Executive Board’s responsibility to create the mission statement and review it periodically for validity. Each board member should fully understand and support it (MM – 1).

### 2. Establish and Monitor the National Structure Strategic Plan

As stewards of the National Structure, the Executive Board must actively participate with the staff in an overall planning process. The Executive Board must establish the strategic plan over a set period of time – typically 5 years with periodic updating – and obtain approval from the Conference in convention at Gathering. This strategic plan will not only state the mission, purpose and values of the Conference, but also the vision for a period of time, allocations of resources within strategic services, and the major goals within each of these services.

The Executive Board is also required to monitor whether or not the strategic plan is being accomplished through its goals, and monitor those items which constitute risk of failure should they occur (MM – 1).

### 3. Measure and Report Results from the Strategic Plan

The Executive Board must establish measurements by which progress in the strategic plan can be detected, with an understanding that spiritual progress at the individual and corporate level can be difficult if not impossible to establish at a quantitative level. Specific goals, however, can be set against which progress can be measured and reported at the national Gathering events. The Executive Board is expected to report results to Gathering (MM – 1 and 4).

### 4. Monitor and Manage Risk

The Conference expects the Executive Board to determine those factors that constitute areas of risk, and monitor and manage those factors through the Executive Director. Accountability to Civil Authorities is an important component of this (MM – 3).

**5. Select the Executive Director**

The Executive Board must reach consensus on the Executive Director's job description and undertake a careful search process to find the most qualified individual for the position.

**6. Support the Executive Director and Review His/Her Performance**

The Board must ensure that the Executive Director has the moral and professional support s/he needs to further the vision and strategic plan of the National Structure and Conference.

A periodic performance evaluation also must be undertaken for the ongoing formation of the Executive Director.

**7. Lead Toward Providing Adequate Resources**

One of the Executive Board's significant responsibilities is to provide adequate resources for the Conference to fulfill its mission. The Executive Board should work in partnership with the Executive Director and his/her staff to ensure funding is coming from the constituency. This begins with support from the home churches of Executive Board members, and extends to assisting in raising funds from interested parties in the Conference and community.

**8. Manage Resources Effectively**

The Executive Board, in order to remain accountable to the Conference, donors, and the public, and to safeguard its tax-exempt status, must assist in developing the annual budget and ensure that proper financial controls are in place. The Executive Board is accountable to the Conference in convention for the fiscal performance of National Structure ministries.

**9. Enhance the National Structure's Public Image**

The National Structure organization and staff is dependent upon the goodwill and support of the Mennonite Brethren constituency and beyond. The Executive Board as individuals should be able to clearly articulate our mission, accomplishments and goals. They should garner support from important members of the Conference at large and should speak to individuals in a way that supports the decisions and direction of the Executive Board and National Structure organization and staff.

**10. Assess Its Own Performance/Self Improvement**

The Executive Board must evaluate its own performance in fulfilling its responsibilities on a regular basis and be able to report to the Conference that it is not only doing so but also working on steps for self-improvement (MM – 2, points 1-7).

## **General Board Accountability List – Legal/Regulatory Bodies**

**Letter from Frank Luellau, former Executive Director of CCCC (Canadian Council of Christian Charities) and member of Glencairn MB church.**

David,

You asked for information that would help you identify what directors of nonprofits are legally accountable for.

First I will state that every time I receive a request like this I am encouraged that there is another Christian organization or church that wishes to become deliberate about its obligations towards government. More often than not Christians have not taken their accountability to civil authorities seriously.

My response to your request will be in two parts. First a general outline of what is potentially involved. Then, some thoughts on how an organization can best satisfy its regulatory accountability.

### **Accountability to Civil Authority**

The legal/regulatory bodies in Canada to which charitable organizations have accountability are various municipal, as well as the provincial and federal government authorities. At the municipal level that may include both a regional and a local authority. Any organized group of Christians, whether incorporated or not, has a body of individuals which constitutes the governing board. Included in the fiduciary duty of the board to ensure compliance with all the laws of the respective jurisdictions within which the ministry or church functions.

Examples of areas of civil regulation in the various levels of government in Canada are:

### **Municipal Authorities**

Zoning bylaws, fire regulations, property tax, fundraising regulations (in a few instances),

### **Provincial Authorities**

Labour laws, human rights code, corporate law, trust law, charitable regulations,

### **Federal Authorities**

Regulation of charity under the Income Tax Act, corporate law,

A key part of the fiduciary duty of the board of a charity is responsibility to ensure that all the charity's resources are used exclusively for charitable purposes. In addition they must be satisfied that no part of the income can be used for any board member's or organization member's personal benefit.

### **Satisfying Regulatory Accountability**

Also included in the board's responsibility is the duty to ensure that all filings required by civil authorities are filed in accordance with the laws of the respective government. These vary according to how and under what statute the charity is organized or constituted. Because this

duty does become quite specific for each charity, a board of a charity would be well advised to from time to time engage a professional, such as a charity specialist lawyer, to do a legal compliance review. This would cover quite a number of areas that are not covered by the annual audit of the financial operations. Certified members of CCCC, as part of the CCCC Seal for Organizational Integrity and Financial Accountability, undergo an on-site field review that covers some of this area. From that experience I can tell that this is an area that needs more attention than what it usually is given.

**Resource Suggestion**

*Serving As a Board Member?* By Dick L. Kranendonk. I would suggest this publication may be well worth obtaining. Some of what it covers includes a discussion on these areas.

Sincerely  
Frank Luellau