

# The Mennonite Brethren Church of Manitoba

## Governance Manual

### Workbook



April 17, 2008

Facilitated by Kristen Corrigan MA CHRP

# The Mennonite Brethren Church of Manitoba Leadership Board Governance Manual

## Table of Contents

### **GS Governance Structure**

#### **GS1 – Roles**

- GS1 – 1 Role of the Leadership Board
- GS1 – 2 Role of the Committees
- GS1 – 3 Role of the Moderator, Assistant Moderator
- GS1 – 4 Role of the Individual Director

#### **GS2 – Relationship Descriptions**

- GS2 – 1 Leadership Board /Stakeholders
- GS2 – 2 Finance & Audit Committee/Leadership Board
- GS2 – 3 Governance Committee/Leadership Board
- GS2 – 4 Nominating Committee/Leadership Board
- GS2 – 5 Personnel Committee/Leadership Board
- GS2 – 6 Moderator/Leadership Board
- GS2 – 7 Assistant Moderator/Leadership Board
- GS2 – 8 Secretary/Leadership Board
- GS2 – 9 Treasurer/Leadership Board
- GS2 – 10 Committee Moderator/Leadership Board
- GS2 – 11 Leadership Board Director/Leadership Board

### **GP Governance Processes**

#### **GP1 – Leadership Board Processes**

- GP1 – 1 Leadership Board Meetings
- GP1 – 2 *In Camera* Sessions
- GP1 – 3 E-mail Meeting Protocol
- GP1 – 4 Telephone Meeting Protocol
- GP1 – 5 Leadership Board Meeting Preparation
- GP1 – 6 Meeting Procedures
- GP1 – 7 Consensus and Voting
- GP1 – 8 Conflict of Interest
- GP1 – 9 Conflict Resolution
- GP1 – 10 Governance Manual Changes
- GP1 – 11 Expenses
- GP1 – 12 Minutes, Recording, Distribution
- GP1 – 13 Staff and Guest Attendance
- GP1 – 14 Communication with Staff

## **GP2 – Strategic Planning Process**

- GP2 – 1 Historical Context
- GP2 – 2 Values
- GP2 – 3 Beneficiaries
- GP2 – 4 Services
- GP2 – 5 Places
- GP2 – 6 Vision
- GP2 – 7 Mission
- GP2 – 8 Priorities
- GP2 – 9 Strategic Goals
- GP2 – 10 Critical Success Factors

## **GP3 – Delegating Authority to the Staff Leadership Team**

- GP3 – 1 **Relationship Description, Staff Leadership Team**
- GP3 – 2 **Staff Leadership Team Limitations/Expectations**
  - GP3 – 2.1 Tactical and Financial Planning
  - GP3 – 2.2 Financial Condition - Operational Funds
  - GP3 – 2.3 Asset Protection
  - GP3 – 2.4 Capital Expenditures
  - GP3 – 2.5 Restricted or Donor-designated Funds
  - GP3 – 2.6 Operation of Bank Accounts
  - GP3 – 2.7 Staff and Volunteer Treatment
  - GP3 – 2.8 Leadership Board Governance Support

## **GP4 – Monitoring and Measuring**

- GP4 – 1 Monitoring Staff Leadership Team Limitations/Expectations
- GP4 – 2 Monitoring Critical Success Factors
- GP4 – 3 Monitoring Schedule
- GP4 – 4 Measuring Strategic Outcomes
  - GP4 – 4.1 Outcome Indicators
  - GP4 – 4.2 Measuring Process
- GP4 – 5 Monitoring Leadership Board Performance and Annual Relationship

### **Reviews**

- GP4 – 5.1 Leadership Board Governance Reviews
- GP4 – 5.2 Internal Leadership Board Relationship Reviews
- GP4 – 5.3 Governance Committee/Leadership Board Relationship Review
- GP4 – 5.4 Staff Leadership Team/Leadership Board Relationship Review
- GP4 – 6 Accountability to Government Authorities
- GP4 – 7 Accountability to Members
- GP4 – 8 Accountability to Other Stakeholders

### **Appendix A – Introduction to the Relationship Model™**

### **Appendix B – Definitions of Terms**

## **GS GOVERNANCE STRUCTURE**

### **GS1 – ROLES**

#### **GS1 – 1 Role of the Leadership Board**

The role of the Leadership Board is to direct and control the entire organization through the process of governance. It designs its own governance policies, creates and maintains the strategic plan, delegates management authority to the Staff Leadership Team and monitors performance and measures results.

***The main focus of the Leadership Board is on strategic planning.*** The basic strategic question for the Leadership Board of the Mennonite Brethren Church of Manitoba to answer is, “What services shall the MBCM deliver to which people in what places and in what order of priority?” and “What outcomes do we expect the delivery of our services to have in the lives of people?”

Monitoring risk management and compliance with limitations and expectations policies, measuring strategic results achieved by management, satisfying regulatory requirements of the MBCM and fulfilling the Leadership Board’s responsibility to all its stakeholders completes the Leadership Board’s role in governance.

#### **GS1 – 2 Role of the Committees**

The primary role of standing committees reporting through a Board member (Nominating , Finance & Audit, Personnel, Constitution), is to assist the Leadership Board with its governance, not to govern on the Leadership Board’s behalf.

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

These committees, and committees reporting through the Staff Leadership Team (Missions & Church Extension (MCE), Credentialing, Conflict Resolution), advise when asked by management, but do not manage or direct management unless authorized to do so by the Leadership Board. The committees may assist the Leadership Board in identifying indicators by which strategic results can be measured.

### **GS1 – 3 Roles of the Moderator and Assistant Moderator in Meetings of the Leadership Board**

The role of the Moderator is to lead the process of decision-making. 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, except in case of a tie. [does the leadership board agree?]

For any agenda item where s/he 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 shall ensure that each Director has ample opportunity to give an expression of his/her own opinion and shall ensure that no Director dominates the discussion or demonstrates inappropriate behavior.

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

### **GS1 – 4 Role of the Individual Director**

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

Individual Directors have no authority to act on behalf of the MBCM as individuals except by specific delegation from the Leadership Board.

## **GS2 – RELATIONSHIP DESCRIPTIONS**

### **GS2 – 1 Leadership Board /Stakeholders Relationship Description**

Note: This relationship description belongs in the Bylaws of the MBCM, not in this Governance Manual. We have included it here to give an opportunity to review the content of this relationship that already exists in the Bylaws and to restate that content in the format of a relationship description. Very often a Leadership Board will recognize that the Bylaws also require revision. Where that is the case, we suggest that this relationship description be placed into the revised Bylaws and removed from this manual.

#### **1. AUTHORITY**

The Leadership Board's sources of strategic/operational authority are the members of the MBCM. Other stakeholders – the donors, the strategic partners and the clients – have a voice in determining the future, but without vote.

The Leadership Board's sources of legal/regulatory authority are the governmental authorities where the MBCM is registered and where its services are delivered. National and regional organizations of which the MBCM is a member may also have regulatory authority.

The Leadership Board's sources of spiritual/moral authority are the members of the MBCM, the Confession of Faith of the Canadian Conference of Mennonite Brethren Churches, and the appropriate government agencies and departments.

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

In exercising its moral authority and its legal and regulatory authority, the Leadership Board may not cause or allow the MBCM to be in violation of the laws in the jurisdictions where it is registered and operates - the City of Winnipeg, the Province of Manitoba and the Country of Canada.

In exercising its strategic/operational authority the Leadership Board may not cause or allow the MBCM to be in violation of the Constitution of the MBCM, nor may it act in violation of the Confession of Faith.

#### **3. RESPONSIBILITIES**

The responsibilities of governance of the Leadership Board are to:

- Design the Leadership Board's structure and governance processes
- Provide strategic leadership by determining the MBCM's values, beneficiaries and services, vision, mission and priorities
- Delegate management authority and responsibility to the Staff Leadership Team

- Monitor risk management and performance and measure strategic results.

#### **4. EXPECTATIONS**

The expectations of the Leadership Board are described in its strategic plans and in the annual strategic goals of the MBCM and in the annual tactical goals of the Leadership Board.

In fulfilling its strategic and operational responsibility the Leadership Board shall seek and follow the counsel of its stakeholders in its strategic planning process and in its governance of the strategic mission and priorities.

Specifically the Leadership Board is expected to:

- Oversee the Constitution and implement any changes required.
- Submit to the churches at Assembly of Congregations any issues which require church action or vote
- Submit at Assembly of Congregations the budget for a vote as well as the nominees for the Leadership Board
- Hire lead staff

#### **5. ACCOUNTABILITIES**

The Leadership Board is accountable to the stakeholders of the MBCM through the Assembly of Congregations and to the appropriate governmental and regulatory authorities.

The Leadership Board's accountability will be exercised by the submission of required documentation to government authorities and by clear and true reporting to all of its stakeholders: members, employees and volunteers, donors, strategic partners and clients.

### **GS2 – 2 Finance & Audit Committee/Leadership Board Relationship Description**

#### **1. AUTHORITY**

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

Membership shall consist of 3 persons. Members shall have financial competencies relevant to the Committee's responsibilities.

Except for the Treasurer, the members of the Committee may be selected from persons who are not members of the Leadership Board.

A quorum shall be a majority of members.

## **2. LIMITATIONS OF AUTHORITY**

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

- Manage the day-to-day operations of the MBCM
- Give management direction to the Staff Leadership Team or the staff
- Monitor management performance not covered in financial limitations policies
- Request reports not required for the monitoring of financial limitations policies.

Advising the Leadership Board on matters of financial audit and internal controls, the Committee may not enter into conflict of interest.

## **3. RESPONSIBILITIES**

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

- Review Staff Leadership Team financial limitations policies and recommend changes to the Leadership Board.
- Monitor financial limitations policies in accordance with the monitoring schedule.
- Monitor risk indicators associated with critical success factors.
- Receive action plans from the Staff Leadership Team when financial limitations policies and risk indicators are violated and report significant violations to the Leadership Board.
- Consider and recommend to the Leadership Board the appointment of external auditors and their remuneration.
- Review the external auditors' management letter and management's response.
- Review financial reports submitted to regulatory agencies.

As a committee supporting Conference management in an advisory role, the committee shall consider agenda brought to it by the Staff Leadership Team, including but not limited to:

- Review of Quarterly financial statements
- Formation of annual budgets

## **4. EXPECTATIONS**

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.

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

The Committee shall provide copies of the financial limitations policy and risk indicator monitoring reports to each Director in a timely manner.

## **5. ACCOUNTABILITIES**

The Leadership Board is accountable to the Committee for:

- Providing the authorization and resources required for the responsibility
- Ensuring the assistance of the Management Team.

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

- Dates of meetings and committee member attendance for the previous fiscal year
- Summary of financial policy recommendations for Assembly decision and known policy items needing review in the coming year
- Summary of monitoring of financial limitations policies.

The Leadership Board and the Committee shall confirm or renegotiate the relationship description annually.

## **GS2 – 3 Governance Committee/Leadership Board Relationship**

### **1. AUTHORITY**

The Governance Committee receives its authority from the Leadership Board to assist the Leadership Board with governance matters. The appointment of the Committee shall take place at the first meeting of the Leadership Board following the Annual General Meeting.

The Governance Committee shall consist of members of the Leadership Board and a member of the Staff Leadership Team. Members of the Committee shall hold office until the conclusion of the first meeting of the Leadership Board following the Annual General Meeting.

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

The Governance Committee may not:

- Give management direction to the Staff Leadership Team or the staff
- Conduct the review of its own committee/Leadership Board relationship.

### **3. RESPONSIBILITIES**

The Committee is responsible for:

- Ensuring there is an orientation for new Directors
- Monitoring the Leadership Board's performance in governance
- Reviewing current governance policies and recommend revisions and additions to the Governance Manual, the constitution and/or the bylaws.
- Co-ordinating a program of governance education for the Leadership Board and its members

### **4. EXPECTATIONS**

In fulfilling its responsibilities, the Committee is expected to;

- Complete each new Director orientation before the new Director's second regular Leadership Board meeting
- Maintain the monitoring schedule listed in the Governance Manual
- Review the Governance Manual annually
- Recommend and draft necessary, amendments to the or Governance Manual

### **5. ACCOUNTABILITY**

The Leadership Board is accountable to the Committee for:

- Providing the authorization and resources required for the responsibility
- Ensuring the assistance of the Management Team.

The Committee is accountable to the Leadership Board for:

- Fulfilling its responsibility within the time expected
- Providing a final report to the Leadership Board at the conclusion of its mandate, including:
  - Dates of meetings and committee member attendance
  - Summary of monitoring activities.
  - Summary of policy recommendations for changes to the governance manual for the year

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

## **GS2 – 4 Nominating Committee/Leadership Board Relationship Description**

### **1. AUTHORITY**

The Nominating Committee shall consist of eight members, including the Secretary of the Leadership Board and seven (7) appointed by the Leadership Board to represent the regions of the conference. Members of the Committee

shall hold office for two years, twice renewable. The committee shall appoint its own officers. A quorum for the Committee meetings is five ( 5) members.

## **2. LIMITATIONS OF AUTHORITY**

The Committee may not:

- Violate the requirements of the Constitution
- Allow conflict of interest regarding nominations.

## **3. RESPONSIBILITY**

The Nominating Committee shall present, to the Leadership Board, names of nominees for:

- Positions which are filled by election at the Assembly of Congregations
- Such other information and nominations as the Leadership Board may, from time to time, deem appropriate and necessary

## **4. EXPECTATIONS**

The Committee is expected to follow the procedures and guidelines outlined in the MBCM Constitution including the timing of the nominating process.

## **5. ACCOUNTABILITY**

The Leadership Board is accountable to the Committee for:

- Providing the authorization and resources required for the responsibility
- Ensuring the assistance of the Management Team.

The Committee is accountable to the Leadership Board for:

- Fulfilling its responsibility within the time expected
- Providing a final report to the Leadership Board annually for review and inclusion in the Assembly Reports. including:
  - A slate of nominees for positions filled by election at Assembly
  - Summary of nominating activities.

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

## **GS2 - 5 Personnel Committee/Leadership Board Relationship**

### **1. AUTHORITY**

The Personnel Committee (PC) receives its authorization through appointment by the Leadership Board. The Board authorizes the PC to review the Human Resources (HR) policies, guidelines, procedures, and salary grid of the Staff Leadership Team on behalf of the Leadership Board.

The PC reports its findings and recommendations to the Board through the Assistant Moderator, who chairs the committee. It has no authority other than that explicitly assigned by the Board.

A member of the Staff Leadership Team may be invited to participate on the PC, providing necessary information and reports on HR matters.

## **2. LIMITATIONS OF AUTHORITY**

The PC may not:

- Act in violation of the Constitution of the Mennonite Brethren Church of Manitoba, or of the MB Confession of Faith.
- Act in violation or advise contrary to the laws and legal requirements of Manitoba.
- Direct the affairs of the Staff Leadership Team, or Staff.
- Determine the salaries and benefits of the MBCM support staff.

## **3. RESPONSIBILITY**

It is the responsibility of the PC

- To function in an advisory manner on behalf of the Leadership Board, on HR matters, specifically in relation to the Staff Leadership Team.
- To review the Personnel Policies, Procedures and Guidelines, advising the Board, providing recommendations for Board approval when needed.
- To advise the Staff Leadership Team on HR matters when requested.
- To advise the Board on compensation matters as they relate to the Staff Leadership Team.
- To develop and monitor compensation and human resources policies and practices within the Conference.
- To resource churches in matters relating to human resources
- To assist the Leadership Board to formulate policies for congregations that will comply with government legislation and will reinforce a commitment to establish an environment in which personal relationships are characterized by respect, integrity, and Biblical morality. Without limitation, the Safe Place Policy for Children's Ministry and the Policy Regarding Adult Sexual Abuse are two existing policies that fall under the purview of the Committee.

## **4. EXPECTATIONS OF RESPONSIBILITIES**

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

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

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

## **5. ACCOUNTABILITIES**

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

## **GS2 – 6 Conference Moderator/Leadership Board Relationship Description**

### **1. AUTHORITY**

The Moderator receives his/her authority by election to the position of Conference Moderator by the Assembly of Congregations.

The Moderator is authorized by the Conference to provide the leadership of the process of governance by chairing the Leadership Board.

The Leadership 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 Leadership Board
- Direct the decision making process towards any specific outcome
- Make or second a motion, speak for or against a motion or vote on a motion, except in case of a tie vote.
- Give management direction to the Staff Leadership Team or its staff
- Cause or allow the Leadership Board to be in violation of the limitations of its authority
- Prevent any proposal from any Director from being considered.

### **3. RESPONSIBILITY**

The responsibilities of the Moderator are to lead the processes of:

- Governance, including the preparation of the agenda and chairing the meetings of the Leadership Board
- Designing and maintaining Leadership Board structure and process
- Strategic planning
- Delegating authority and responsibility to the Staff Leadership Team

- Monitoring performance and risk and measuring strategic outcomes
- Leading 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 Leadership Board, the individual Board members, the Staff Leadership Team,
- Lead the process of Leadership Board Member orientation
- The Moderator shall act as an official spokesperson of the Mennonite Brethren Church of Manitoba to the stakeholders and the public.

#### **4. EXPECTATIONS**

The expectations of this position will be agreed upon in the annual review of the Moderator and shall include:

- Preparation for and attendance at every meeting of the Leadership Board
- Ensuring the flow of all relevant governance information to the Directors
- Ensuring that all decisions are documented accurately in minutes, policies and other documents
- Ensuring that the requirements of the Leadership Board's accountability to government and the stakeholders are met
- Conduct that is consistent with the values of affirmation, involvement and servant leadership.

#### **5. ACCOUNTABILITIES**

Accountability in this relationship is mutual.

The Leadership 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
- Agreeing upon 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 Leadership Board for:

- Performance with respect to the agreed upon expectations
- Compliance with the limitations of authority of the position.

Scheduled at pre-determined intervals, the relationship review shall be lead by the assistant moderator.

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
- Review of the authorization and resources required for the next period, including plans for professional development.

## **GS2 – 7 Assistant Moderator/Leadership Board Relationship Description**

### **1. AUTHORITY**

The Assistant Moderator receives his/her authority by the election to the position by the Assembly of Congregations .

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

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

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

While serving as the 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.

The Assistant Moderator shall lead in the process of evaluation of the moderator in conjunction with the leadership board review

### **4. EXPECTATIONS**

While serving as acting Moderator, the expectations of 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.

## **GS2 – 8 Leadership Board Secretary/Leadership Board Relationship Description**

### **1. AUTHORITY**

The Leadership Board Secretary receives his/her authority by the election of the Assembly of Congregations.

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

The Leadership Board shall provide the Leadership 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 Leadership Board meetings.

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

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

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

### **3. RESPONSIBILITIES**

The responsibilities of the Leadership Board Secretary are to:

- Manage the recording of minutes, notes and action lists at Leadership Board meetings.
- Document all decisions accurately in minutes, policies and other documents.
- Distribute minutes, documents and notices of meetings to the Directors in a timely manner.

### **4. EXPECTATIONS**

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

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

## **5. ACCOUNTABILITIES**

Accountability in this relationship is mutual. The Leadership 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 Leadership Board for performance with respect to the agreed upon 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 Leadership Board and shall include:

- 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
- Agreeing upon of expectations for the next planning period
- Review of the authorization and resources required for the next period, including plans for professional development.

### **GS2 – 9 Leadership Board Treasurer/Leadership Board Relationship Description**

#### **1. AUTHORITY**

The Leadership Board Treasurer receives his/her authority by the election of the Assembly of Congregations. The Leadership Board Treasurer shall be a member of the MBCM Executive.

The Leadership Board Treasurer shall report the actions and decisions of the Finance & Audit Committee to the Leadership Board at its regular meetings.

The Leadership Board shall provide the Treasurer with the material resources required to perform his/her responsibilities and those assigned to the Finance & Audit Committee.

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

In the fulfillment of the responsibilities of this position the Leadership Board Treasurer may not:

- Take any action not authorized by the Leadership Board.
- Give management direction to the Staff Leadership Team or the staff.
- Cause or allow the Leadership Board to be in violation of the limitations of its authority.

### **3. RESPONSIBILITIES**

The responsibilities of the Leadership Board Treasurer are to:

- Chair the meetings of the Finance & Audit Committee.
- Document all decisions accurately in minutes, policies and other documents.
- Report the activities, findings and decisions of the Finance & Audit Committee to the Leadership Board.
- Report the Financial Statements to the Leadership Board quarterly or as requested by the Leadership Board.

### **4. EXPECTATIONS**

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

- Preparation for and attendance at every meeting of the Leadership Board
- Timely flow of all relevant information to the Directors.

### **5. ACCOUNTABILITIES**

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

The Treasurer is accountable to the Leadership 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 Leadership Board and shall include a:

- Review of the authorization and resources provided and values expressed to the Treasurer
- Review of the Treasurer'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 professional development if appropriate.

#### **GS2 – 9 Committee Chair/Leadership Board Relationship Description**

Note: This section applies to standing committees which report to the Leadership Board through a member of that Board. (Nominating Committee, Finance & Audit, Personnel, and Constitution Committee)

## **1. AUTHORITY**

The Committee Chair receives his/her authority by the MBCM Constitution .

The Committee Chair is authorized by the MBCM Constitution to provide the leadership of the committee process.

The Leadership 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 Leadership Board
- Give management direction to the Staff Leadership Team or the 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 Leadership Board's expectations of the committee are fulfilled.

## **4. EXPECTATIONS**

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

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

## **5. ACCOUNTABILITIES**

Accountability in this relationship is mutual. The Leadership 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 Leadership 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 Leadership 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 professional development.

## **GS2 – 11 Director/Leadership Board Relationship Description**

### **1. AUTHORITY**

The Director is authorized by virtue of his/her election to the Leadership Board by the Assembly of Congregations. Once elected the source of authority is the Leadership Board.

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

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

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

- Speak officially on behalf of the Leadership Board or the MBCM.
- Enter into any legal or financial agreement on behalf of the MBCM

Give direction to the Staff Leadership Team

### **3. RESPONSIBILITY**

The responsibility of each Director is to:

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

#### **4. EXPECTATIONS**

Each Director is expected to:

- Participate in an orientation program in the Relationship Model™ and the Constitution, Governance Manual and Strategic Plan of the MBCM.
- Read reports and study materials provided for preparation of Leadership Board meetings.
- Attend all Leadership Board meetings and meetings of committees of which s/he is a member or to indicate to the Leadership 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 MBCM.

#### **5. ACCOUNTABILITIES**

Accountability in this relationship is mutual.

The Leadership Board is accountable to the Director for providing the authorization, resources, affirmation, involvement and servant leadership required for the successful realization of the responsibilities of the position.

Each Director shares in the Leadership Board's accountability to the stakeholders for achieving strategic results and in governing the MBCM with due diligence and integrity and to governments for compliance with all relevant laws and regulations.

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

The Director is accountable to the Leadership 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 Leadership Board and shall include a:

- Review of the authorization and resources provided and values expressed to the Director
- Review of the Director'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 professional development.

## **GP1 – GP4 GOVERNANCE PROCESSES**

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

### **GP1 – LEADERSHIP BOARD PROCESSES**

In these processes the word “shall” means the action is required. The word “may” means the action is optional. The words “may not” mean the action is not permitted.

#### **GP1 – 1 Leadership Board Meetings**

The Leadership Board shall meet at least four times per year. The dates, venue and duration of the year’s meetings shall be published at the first meeting of the fiscal year.

Changes to dates, venue and duration may be made by consensus at any time before the meeting being changed.

The Moderator or any three members of the Leadership Board may call an extraordinary meeting of the Leadership Board. There shall be a minimum of 48 hours between the notice of meeting and the meeting itself.

The quorum for meetings of the Leadership Board shall be a majority of the Directors.

#### **GP1 – 2 *In Camera* Meetings**

An *in camera* meeting of the Leadership Board is a meeting that is open only to those specific persons whom the Leadership Board allows to attend.

The Moderator or any Leadership Board member or group of members may request an *in camera* session of the Leadership Board. The request may be made in advance or at any time during the meeting where the *in camera* session is to be held.

The Leadership Board may approve any motion to meet *in camera* and may do so by simple majority vote, after the following information has been tabled and discussed:

- The agenda item to be discussed,
- The reason for the request for the *in camera* session,
- The person or persons, if any, who shall be excused or invited to attend,
- The assurance that no violations to Leadership Board policy or human rights will occur.

An *in camera session* shall be limited to one agenda item, unless specified in the Leadership Board's motion to approve the *in camera* session.

*In camera* sessions shall be used sparingly.

The *in camera* session may not be electronically recorded. Notes may not be made.

The details of discussion shall remain confidential. Documents deemed confidential shall be returned to the Moderator. Except for one copy to be filed under terms of confidentiality, the returned documents shall be destroyed.

Decisions made and action taken during an *in camera* session shall be recorded in minutes following the guidelines of policy GP1 – 12 Leadership Board Minutes.

### **GP1 – 3 Email Meeting Protocol**

#### **Protocol**

The Leadership Board may conduct an official meeting of the Leadership Board via e-mail (E-meeting) for the purpose of transacting business on behalf of the MBCM.

E-meetings may not be initiated unless each member of the Leadership Board has a functioning computer equipped with a modem, email software and connectivity to the other participants.

No E-meeting may exclude any member of the Leadership Board unless that member has excused him or herself from the E-meeting.

An E-meeting may have no more than one agenda item. The agenda item shall appear in the subject line of each e-mail exchanged during the meeting.

In order to reach a decision a motion shall be made and seconded. Discussion of the motion shall follow. When the vote is called by the Moderator, each Director shall record his/her vote for or against or his/her decision to abstain from voting.

Minutes of the E-meeting shall be circulated and approved at the next meeting of the Leadership Board.

## **The Role of the Moderator**

The Moderator shall:

- Initiate each E-meeting, acting alone or at the request of any committee or any two members of the Leadership Board.
- Establish each E-meeting with an identifying agenda name.
- Insure that e-mail addresses of all participants are current and that all e-mails related to the E-meeting are addressed to all participants.
- Announce the outcome of the decision-making process of the E-meeting within five days of the end date of the E-meeting.

The Moderator may:

- Negotiate an alternative to initiating an E-meeting when one is requested but may not refuse a request from a committee or any two Directors.
- Involve the guest participation of a non-Director, e.g. specialist, legal counsel, etc. The Moderator shall determine the beginning and end of such participation and shall declare the same to all participants.

## **The Role**

When an E-meeting is called, each Director shall:

- Participate in every E-meeting even if only to say that s/he has no comment.
- Vote on the motion or indicate his/her decision to abstain from voting

## **GP1 – 4 Telephone Meeting Protocol**

### **Protocol**

The Leadership Board may conduct an official meeting of the Leadership Board via telephone for the purpose of transacting business on behalf of the MBCM. Decisions taken at such meetings shall have the same authority as decisions made at a personally attended meeting.

Notice of the meeting shall be given at least 48 hours before the meeting, unless all of the directors agree to waive this requirement. No meeting may exclude any member of the Leadership Board unless that member has excused him or herself from the telephone meeting.

A telephone meeting may have no more than one agenda item, except with the approval of the Leadership Board.

The Moderator shall initiate each telephone meeting, acting alone or at the request of any committee or any three members of the Leadership Board.

The Moderator may involve the guest participation of a non-Director, e.g. specialist, legal counsel, etc. The Moderator shall determine the beginning and end of such participation and shall declare the same to all participants.

Login information shall be provided to each Director when the telephone meeting is called. Each Director shall enter the meeting promptly using the number and code provided.

The meeting shall follow the same procedure as when meeting in person.

Minutes of the telephone meeting shall be circulated, approved, and signed at the next meeting of the Leadership Board.

### **GP1 – 5 Leadership Board Meeting Preparation**

The Moderator shall prepare a proposed agenda, having consulted the Staff Leadership Team.

**A complete information packet shall be delivered electronically (except financial statements) to each Director not less than seven days before the meeting.**

Agendas shall be structured to include the four broad areas of the Leadership Board's responsibility:

- Leadership Board Structure and Process
- Strategic Planning
- Delegating Authority to the Staff Leadership Team
- Monitoring and Measuring

### **GP1 – 6 Meeting Procedures**

The Moderator shall determine the protocol for the presentation of information and for discussion by Directors. 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*.

### **GP1 – 7 Consensus and Voting**

Decisions may be made by consensus. (cf. Appendix B) When a decision is made by consensus, the minutes shall record the action with “It was agreed that...” or “It was agreed by consensus that...”

When consensus is not possible, decisions shall be made by voting. A simple majority is required to pass a motion unless otherwise specified in the Bylaws.

A show of hands is sufficient, but a Director may call for a count which then shall be taken and recorded. Any member may call for a written ballot by making a motion to that effect

### **GP1 – 8 Conflict of Interest Policy**

The purpose of this policy is to identify and manage potential conflicts of interest between a Director and the MBCM.

If any Director has any personal or corporate interest in any matter other than the best interest for the welfare of the MBCM of which s/he is a Director, there is a potential conflict of interest.

### **The Role of the Director**

Each Director shall:

- Examine the Leadership Board agenda for potential conflicts of interest
- Notify the Moderator before the meeting of the potential conflict
- Declare the potential conflict at the beginning of the meeting where the matter appears on the agenda
- Abstain from discussion on the agenda item unless invited to do so by the Moderator
- Abstain from voting on the agenda item unless invited to do so by the Moderator
- Excuse him/herself from that portion of the meeting if asked to do so by the Moderator or the Leadership Board.

## **The Role of the Moderator**

The Moderator shall:

- Advise the Leadership Board of any potential conflicts of interest that have been declared
- Call for potential conflicts of interest at the beginning of each meeting
- Determine whether the Director is in conflict in the matter
- Determine the role of the Director during the discussion of the agenda item in which there is a potential conflict.

## **The Role of the Leadership Board**

In cases where the potential conflict is unclear or undeclared the Leadership Board shall:

- Decide whether the matter should be handled as a potential conflict of interest
- Decide the appropriate course of action to deal with an undeclared conflict
- Record the potential conflict and related actions in it minutes.

## **GP1 – 9 Conflict Resolution (to be developed)**

The Leadership 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 Leadership 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 justice first and reconciliation second, recognizing that justice is necessary in order to achieve reconciliation.

This policy addresses the following potential conflicts:

1. Conflicts in which the Leadership Board is directly involved.
  - a. Conflicts within the Leadership Board,

b. Conflicts between the Leadership Board and persons or groups within the MBCM (members/staff/volunteers),

c. Conflicts between the Leadership Board and persons or groups outside the MBCM

In cases where the Leadership Board is one of the parties in the conflict, the Leadership Board shall attempt to negotiate the conflict. Should those efforts fail, the Leadership Board shall seek to resolve the conflict through mediation before submitting the conflict to arbitration.

2. Conflicts which the Leadership Board is being asked to intervene.

a. Conflicts between persons or groups within the MBCM,

b. Conflicts between persons or groups within the MBCM and persons or groups outside the MBCM.

In cases where the Leadership Board is not one of the parties in the conflict but is being asked to arbitrate the conflict, the Leadership 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 Leadership Board has agreed to be the arbiter in the conflict, existing Conference-approved Policies shall apply if the conflict involves abuse or harassment; or the following components shall be part of the Leadership 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 and witnessed by two persons 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 Leadership Board the allegations shall be presented to the Leadership Board in the presence of the person(s) or group to whom they refer,

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 Leadership Board shall have an opportunity to ask both parties for clarification or information.

i. The Leadership Board may meet *in camera* to consider the conflict. If new information presents itself at this point, the process will revert back to e above, and this information will be shared with the person(s) or group to whom the allegations are directed.

j. The Leadership 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.

### **GP1 – 10 Governance Manual Changes**

The review of the Governance Manual shall take place at the first Leadership Board meeting each year. The Governance Committee shall prepare the review at a meeting prior to this Leadership Board meeting.

Changes to any part of this Governance Manual may be made at any meeting of the Leadership Board by consensus or by majority vote.

A bound copy of the Governance Manual shall be issued to each Leadership Board member annually.

### **GP1 – 11 Director Expenses**

Leadership Board meeting venue costs, Director and staff travel costs and the cost of accommodation at Leadership Board meetings or retreats are the responsibility of the MBCM.

### **GP1 – 12 Minutes, Recording, Distribution, Approval**

The Leadership Board minutes are the only official record of Leadership Board action. All decisions and actions recorded in the official minutes shall be considered as official action of the Leadership Board. Decisions and actions not recorded in minutes shall not be considered official.

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

The minutes shall be approved at the next Leadership Board meeting and signed by the Moderator and Secretary. Once signed, they shall become the official record of action taken at the previous Leadership Board meeting. The signed copy of the minutes shall be filed in the official Minute Book kept in the corporate office.

### **GP1 – 13 Staff and Guest Attendance**

The Leadership 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 Leadership Board may also approve the presence and level of participation of visitors by vote.

### **GP1 – 14 Communications with Staff and Volunteers**

Individual Directors are free to communicate with any members of the staff and volunteers 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 Staff Leadership Team shall be copied in communication that may affect the management of the staff and volunteers.

### **GP2 – 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 and revised annually at the same time each year.

Consultation with all stakeholders is the vital component to a strategic plan that will inspire donors, clients, 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 Leadership Board are beneficiaries, services/needs, vision, mission, priorities, strategic goals and critical success factors.

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

## **GP2 – 1 Strategic Context**

### **GP2 – 1.1 Historical Factors**

The significant events and milestones in the formation and development form the historical context in which strategic planning takes places and changes over time.

### **GP2 – 1.2 Environmental Factors**

This section summarizes the significant factors from an environmental scan that will shape the strategic direction for the next planning period. These factors may fall into the following and other categories:

- Spiritual/religious
- Political
- Economic
- Cultural

The factors that emerge from the environmental scan may form the agenda of discussions at Leadership Board meetings during this planning period and may determine the specialists who are invited to meetings to assist the Leadership Board to discuss future strategic directions.

A SWOT analysis may also be used to identify the MBCM's internal strengths and weaknesses and external opportunities and threats.

## **GP2 – 2 Values**

The men and women of the MBCM share values that bring us together into a working relationship. Organizational values may change slightly over time. The Leadership Board may review and revise the values statement from time to time.

## **GP2 – 3 Beneficiaries and Stakeholders**

**Beneficiaries are the categories of individual or groups that form the clients who benefit from the services of the MBCM.** They may be described by need, age, type of individual or organization or other categories that are mutually exclusive. They may be divided further to identify internal beneficiaries, e.g. staff and volunteers, and external beneficiaries, e.g. clients, their families, other organizations, etc.

**Stakeholders are individuals and groups who may be directly impacted by the MBCM but who themselves are not direct recipients of Conference services,** e.g. government, suppliers, other organizations, etc.

## **GP2 – 4 Services**

A fundamental basis of the strategic planning process is identifying what services we shall provide. The strategic services are distinguished from programs which are the tactical component that the staff develops to deliver the services.

## **GP2 – 5 Places**

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

## **GP2 – 6 Vision**

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

## **GP2 – 7 Mission**

***The mission statement is the most concentrated expression of what strategic purposes the MBCM exists to accomplish in order to achieve its vision.*** The Leadership Board shall review the mission statement annually. It may change from time to time to reflect changes in need and opportunity.

## **GP2 – 8 Priorities**

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

## **GP2 – 9 Strategic Goals**

Strategic goals are statements that express the degree to which the MBCM hopes to realize their outcomes within the planning period. They are based on the outcome indicators. The Leadership Board shall set strategic goals annually as the final step in the strategic planning process. [No strategic goals exist at the present time.]

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 MBCM seeks to do, rather than the tactical goals that deal with "how" management seeks to accomplish the mission and priorities.

## GP2 – 10 Critical Success Factors

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

Critical success factors may address the following subjects among others.

<p>Relationships</p> <ul style="list-style-type: none"><li>• Relationships with members/donors/funding sources</li><li>• Relationships with regulatory authorities</li><li>• Relationships with staff/volunteers</li><li>• Relationships between Leadership Board/staff volunteers</li><li>• Strategic alliances</li><li>• Staff/volunteer recruitment, retention, development</li><li>• Values</li></ul>
<p>Processes</p> <ul style="list-style-type: none"><li>• Governance</li><li>• Management</li><li>• Planning – strategic/tactical</li><li>• Services/programs/products</li><li>• Communication</li><li>• Marketing/fundraising</li><li>• Monitoring and measuring</li></ul>
<p>Finance/Infrastructure</p> <ul style="list-style-type: none"><li>• Operating funding</li><li>• Financing (operating credit)</li><li>• Financial management</li><li>• Capital needs</li><li>• Reserves</li><li>• Buildings and property</li><li>• Systems/equipment</li></ul>

After the critical success factors have been identified, the Leadership Board shall identify and maintain current indicators and measurements that form a risk/success continuum. In order to avoid extra work, these indicators may be selected from those already in use by management to manage risk.

### **GP3 – DELEGATING AUTHORITY AND RESPONSIBILITY TO THE STAFF LEADERSHIP TEAM**

The Leadership Board shall delegate all authority and responsibility for management of the MBCM's infrastructure and for fulfilling the strategic mission and goals to the Staff Leadership Team. The Leadership Board shall instruct the Staff Leadership Team of all limitations of the authority and expectations of responsibility being delegated in written Limitations/Expectations Policies. No limitations or expectations may be assumed or implied. Limitations/Expectations Policies may be added, modified or deleted as required from time to time.

The Leadership Board shall hold the Staff Leadership Team singularly accountable for all performance related to the management of the MBCM's infrastructure and for performance of strategic mission and priorities. The Staff Leadership Team is also accountable for compliance with limitations of authority and expectations of responsibility. The Staff Leadership Team is the only entity accountable directly to the Leadership Board.

The Leadership Board shall request all information for strategic planning, monitoring performance and measuring results for the MBCM's infrastructure directly from the Prime Contact of the Staff Leadership Team, who may delegate the requests to the appropriate staff members. The Leadership Board may with the Staff Leadership Team's consent make such requests directly.

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

#### **GP3 – 1 STAFF LEADERSHIP TEAM/Leadership Board Relationship Description**

##### **1. AUTHORITY**

The Staff Leadership Team functions with authority from the Leadership Board to be the Chief Executive Officer of The Mennonite Brethren Church of Manitoba.

The Leadership Board shall provide budgeted resources required for the successful fulfilment of the responsibilities of the position.

Resources delegated to the Staff Leadership Team include paid and volunteer human resources, financial resources for operations and a personal compensation package for each Staff Leadership Team member.

The Leadership Board authorizes the Staff Leadership Team to:

- Structure the management infrastructure as required to fulfil the Mission
- Act as a cohesive team providing direction in line with Manitoba Conference Vision and Strategic Plans
- Select one Staff Leadership Team member to be the Prime Contact for interaction with the Board.

*Education and Competencies Required:*

- *Post-secondary degree aligned with the team role*
- *Significant experience in the area of ministry needed to complete the team makeup*
- *Training and competencies in leadership, administration and communication as called for by specific position descriptions*
- *Mature Christian character and demonstrated love for God and the Church*
- *Other specific skills sets, competencies and gifts as the Staff Leadership Team deems necessary to fulfil the mandate delegated to it.*

## **2. LIMITATIONS OF AUTHORITY**

The Staff Leadership Team may not operate outside the parameters described in the:

- Staff Leadership Team limitations of authority policies
- Strategic plan agreed by the Leadership Board
- Limitations of legal and regulatory authorities.

## **3. RESPONSIBILITIES**

**It is the Staff Leadership Team's responsibility to lead the processes of tactical planning, resource development and management of the MBCM.**

Specifically the Staff Leadership Team shall:

- Provide the Leadership Board with all information it needs for its governance responsibilities, including strategic planning, infrastructure, resource development, monitoring performance and measuring strategic results
- Develop and maintain healthy relationships between the Leadership Board and the stakeholders, including members, staff and volunteers, clients and regulatory authorities
- Prepare tactical and financial plans in compliance with the strategic plan and Staff Leadership Team limitations and expectations policies
- Develop the human and financial resources needed for the success of the Mission

- Manage the human and financial resources of the MBCM and its infrastructure in order to achieve the Mission of the MBCM.

#### **4. EXPECTATIONS**

The expectations of the responsibility for this position are contained in the:

- Governance manual
- Strategic plan
- Staff Leadership Team's tactical goals

The Staff Leadership Team is also expected to:

- Select one Team Member to be the Prime Contact with the Leadership Board each year
- Model and promulgate the MBCM's values and the values of affirmation, involvement and servant leadership
- Maintain and develop teamwork at all levels of the organization
- Ensure that the relationships between the MBCM and its stakeholders are open and co-operative.

#### **5. ACCOUNTABILITIES**

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

The Staff Leadership Team is accountable to the Leadership Board for performance with respect to the negotiated expectations of the position within the limitations of authority of the position and for behaviour consistent with the values of affirmation, involvement and servant leadership.

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

- Review of the authorization and resources provided and values expressed to the Staff Leadership Team
- Review of the Staff Leadership Team's performance towards expectations of the responsibilities of the relationship including the progress towards strategic goals and the Staff Leadership Team's personal tactical goals
- Negotiation of tactical goals and other expectations for the next year
- Review of the authorization and resources required for the next year, including plans for professional development.

### **GP3 – 2 STAFF LEADERSHIP TEAM Limitations and Expectations Policies**

Limitations and expectations policies are the means by which clear limitations of the authority and expectations of responsibilities negotiated with the Staff Leadership Team are communicated to it and the respective staff. Normally, these policies shall be prepared by the Leadership Board or one of its committees with the involvement of the Staff Leadership Team and brought to the Leadership Board for approval. The Leadership Board may also prepare these policies directly whether or not they deal with matters covered by a committee.

These policies shall be monitored annually by the Leadership Board or one of its committees. They shall ensure that limitations to the authority and expectations of the responsibilities of the Staff Leadership Team are added, modified or deleted in such a way that the Leadership Board remains in control of management through governance. All limitations and expectations policies shall be approved by the Leadership Board and recorded in this manual. ***Limitations or expectations not documented in these policies may not be assumed or implied.***

### **GP3 – 2.1 Tactical and Financial Planning**

#### Limitations

With respect to tactical and financial planning, the Staff Leadership Team 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 Staff Leadership Team is expected to enable the Leadership Board to fulfil its fiduciary responsibilities and maintain its integrity in financial matters. Accordingly, the Staff Leadership Team is expected to create a tactical or 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.

### **GP3 – 2.2 Financial Condition**

#### Limitations

With respect to operating the MBCM in a sound and prudent financial manner the Staff Leadership Team may not allow the MBCM to be put at risk financially, or cause the Directors to be in violation of their fiduciary responsibilities.

Accordingly the Team may not:

- Expend more operational funds than have been received in any financial year, without permission of the Leadership Board
- Expend funds on operations not included in the Strategic Plan without permission of the Leadership Board.

#### Expectations

With regard to the management of the MBCM's finances, the Staff Leadership Team is expected to:

- Maintain all of the MBCM's accounts in a timely manner in compliance with generally accepted accounting practices
- Notify the Leadership Board in a timely manner of any financial event which could affect the financial security of the MBCM
- 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

### **GP3 – 2.3 Capital Expenditures**

#### Limitations

With respect to proper control of capital expenditures the Staff Leadership Team 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 forgoing, exceed \$15,000 per expenditure up to two times per year.

#### Expectations

The Staff Leadership Team is expected to report all purchases when this policy is monitored.

### **GP3 – 2.4 Capital Assets**

#### Limitations

With respect to minimizing losses of the MBCM's capital assets the Staff Leadership Team may not:

- Allow the disposal of assets at less than market value,
- Sell or dispose of assets of a value in excess of \$15,000 without express permission of the Leadership Board.

#### Expectations

Additionally, the Staff Leadership Team 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 MBCM's liabilities
- Plan for the replacement of depreciating capital assets

### **GP3 – 2.5 Restricted or Designated Funds**

#### Limitations

With respect to the restricted funds and assets the Staff Leadership Team may not spend restricted funds for a purpose other than that for which they were restricted

#### Expectations

The Staff Leadership Team is expected to consult the donor before disposing of or moving restricted assets outside of the restriction before the end of its normal economic life.

### **GP3 – 2.6 Banking Operations**

In order that the Leadership Board may comply with its responsibility regarding the operation of bank accounts the Staff Leadership Team may not:

- Open, close, or amend a bank account in the name of the MBCM
- Enter into a loan or overdraft agreement on behalf of the MBCM.

### **GP3 – 2.7 Staff and Volunteer Treatment**

#### Limitations

In relating to staff and volunteers the Staff Leadership Team 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 Leadership Board, staff, volunteers and other stakeholders, the Staff Leadership Team is expected to demonstrate the values of affirmation, involvement and servant leadership.

In relating to staff and volunteers the Staff Leadership Team is also expected to:

- Respond to staff and volunteer concerns promptly
- Provide staff with adequate financial compensation for the level of responsibility the person holds
- Conduct performance evaluations annually or according to terms agreed to in the Employment Agreement.

### **GP3 – 2.8 Leadership Board Governance Support**

In supporting the Leadership Board's governance process the Staff Leadership Team is expected to:

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

## **GP4 – MONITORING AND MEASURING**

### **GP4 – 1 Monitoring Staff Leadership Team Limitations/Expectations**

The Leadership Board shall perform the monitoring of the Staff Leadership Team's compliance with the limitations of authority and expectations of responsibility unless the monitoring is delegated to the committee in whose area the limitations of authority apply.

Monitoring may be assigned to a committee and may take one or more of the following forms:

- Internal Report (verbal or written report from the Staff Leadership Team or their designate)
- Internal Audit (documentation review by the Leadership Board or a committee)
- External Audit (documentation review and report by an external third party)

### **GP4 – 2 Monitoring Critical Success Factors**

The Leadership Board shall perform the monitoring of the critical success factors listed in the strategic plan on a quarterly or annual basis, depending on the nature of the indicators used in monitoring them. Each critical success factor may have multiple indicators. The limit of acceptable risk for each indicator shall be predetermined in negotiation with the STAFF LEADERSHIP TEAM and recorded in Leadership Board policy here.

[Note: List here the critical success factors from the strategic plan with the indicators of each and the limits of acceptable risk for each indicator.](#)

### **GP4 – 3 Monitoring Schedule**

The Leadership Board or the appropriate committee shall establish and maintain an annual schedule of this monitoring process for each of the limitations and expectations policies and critical success factors. They may be monitored monthly, quarterly or annually at the direction of the Leadership Board, depending on the nature of the limitations and expectations policies and indicators of critical success factors.

The schedule for monitoring STAFF LEADERSHIP TEAM compliance with limitations and expectations policies shall be as follows:

- GP3 – 2.1 Tactical and Financial Planning      Quarterly

- GP3 – 2.2 Financial Condition Quarterly
- GP3 – 2.3 Capital Assets Annually
- GP3 – 2.4 Capital Expenditure Annually
- GP3 – 2.5 Restricted and Designated Gifts Annually
- GP3 – 2.6 Banking Operations Annually
- GP3 – 2.7 Stakeholder Treatment Annually
- GP3 – 2.8 Leadership Board Governance Support Quarterly

The schedule for monitoring critical success factors shall be:

Note: This schedule will match the critical success factors and their indicators described in GP4 – 2 above.

#### **GP4 – 4 Measuring Strategic Outcomes**

As part of its duty the Leadership Board shall measure the strategic outcomes of its efforts to fulfil its mission and priorities.

##### **GP4 – 4.1 Outcome Indicators**

The Leadership Board shall identify indicators of strategic outcomes that shall be the basis of setting strategic goals that are specific, measurable, achievable, and relevant to the mission and priorities, and time-limited (S.M.A.R.T.).

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

##### **GP4 – 4.2 Measuring Process**

The Leadership 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 Leadership Board may make revisions to priorities and strategic goals for the following year.

#### **GP4 – 5 Monitoring Leadership Board Performance and Annual Relationship Reviews**

As part of its accountability process, the Leadership Board shall have its own performance reviewed and shall monitor the performance and shall complete annual relationship reviews for the Staff Leadership Team 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 professional development.

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

#### **GP4 – 5.1 Leadership Board Governance Performance Reviews**

Since the members do not normally perform a review of their relationship with the Leadership Board, the Leadership Board shall conduct an annual review of its own performance in governance. The Leadership Board may assign this review to the Governance Committee. The Leadership Board or Committee may use self-directed performance reviews annually and an external review at least once every five years.

#### **GP4 – 5.2 Internal Leadership Board Relationship Reviews**

The Governance Committee shall lead the review of the following relationships with the Leadership Board:

- Moderator, Assistant Moderator and Secretary - annually
- Financial Audit Committee – annually
- Committee Chairs – annually
- Leadership Board Director – after the first year of each term of office

At least one of the reviewers shall attend one meeting of the committee being reviewed during the year under review.

#### **GP4 – 5.3 Governance Committee/Leadership Board Relationship Review**

The Leadership Board Moderator and two members of the Leadership Board who are not members of the Governance Committee shall review the Governance Committee/Leadership Board relationship annually.

#### **GP4 – 5.4 Staff Leadership Team/Leadership Board Relationship Review**

The annual review of the Staff Leadership Team/Leadership Board relationship shall be delegated the Governance Committee and the Leadership Board Moderator.

#### **GP4 – 6 Accountability to Government Authorities**

The Leadership Board shall ensure that all documents required by the government are filed in accordance with all applicable regulations.

The Leadership Board shall further ensure that the MBCM complies with all the laws of the Manitoba, Canada in which the MBCM is registered and works.

#### **GP4 – 7 Accountability to Members**

The Leadership Board shall report fully and accurately the annual measurements of strategic results to the Assembly of Congregations of the Conference a minimum of two full weeks before Assembly in its annual report.