#### **Board of Directors**

#### **POLICY HANDBOOK**

**St. Paul of the Cross Passionist**

**Retreat and Conference Center**



**Published: 09-27-2018 Draft**

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**ATTACHMENTS**

1. Bylaws - (Dated 2016-04-21)
2. Forms:
3. Board Member Agreement & Conflict of Interest Form - (Dated 2013-11-05)
4. Executive Job Description:
5. Director of Mission and Ministry (Dated 2016-03-28)

4. Spirit Document

5. Provincial Policies:

 a. Investment Policy

 b. Social Media Policy

 c. Boundary Violations

**MISSION STATEMENT**

“In the Spirit of St. Paul of the Cross and through the love of Christ crucified, we provide a unique, sacred place of hospitality and compassion where all are welcome to experience hope, renewal, and the loving presence of God through spiritual retreats and hosted events.”

**GUIDING VALUES**

The following are the Guiding Values of St. Paul of the Cross Retreat and Conference Center:

* **Christ Centered Spirituality**:  Finding hope and strength in the midst of suffering through the passion of Christ.
* **Compassion**:  Experiencing in a down to earth way God’s tender mercy.
* **Hospitality**:  A profound acceptance and open hearted welcome of all who come to St. Paul of the Cross.
* **Quiet & Prayerful Environment**:  Offering a comfortable and a nurturing place of safety that prepares the human heart for contact with God.
* **Service to All**:  Discovering and meeting the pressing unmet needs found in both the church and humanity.

**CHARISM**

The governance, operation and management of the St. Paul of the Cross Passionist Retreat Center shall be based on the traditions, background and life of St. Paul of the Cross and the charism of the Passionists of Holy Cross Province as outlined in the document: ***The Spirit of Passionist Retreat Centers***. This document is found in the attachment section.

**ORGANIZATION**

****

**OVERVIEW**

The Board of Directors of St. Paul of the Cross Passionist Retreat and Conference Center has adopted the Policy Governance® Model. The policy model stipulates that a governing Board is accountable for the organization it governs and that it exists on behalf of the owners. Our owners are the Congregation of the Passion of Holy Cross Province. The Board is charged with looking forward and developing a vision in line with the Mission. Policy Governance is about governing by policy and the purpose of the Board’s job is, on behalf of the Congregation of Holy Cross Province, to ensure St. Paul of the Cross achieves what it should and avoids what is unacceptable.

**GLOBAL GOVERNANCE COMMITMENT**

The purpose of the Board, on behalf of the Congregation of the Passion of Holy Cross Province, is to ensure St. Paul of the Cross Passionist Retreat Center:

1. achieves the corporation’s End’s policies (see glossary)
2. avoids unacceptable actions and situations defined by the Executive Limitation policies
3. operates according to the Articles of Incorporation and the Bylaws

**GOVERNING STYLE**

The Board will govern with an emphasis on:

1. outward vision
2. encouragement of diversity in viewpoints
3. collective rather than individual decisions
4. clear distinction of Board and chief management roles

Additionally, the Board will inspire the organization through the careful establishment of broad written policies reflecting the owner’s values. The Board’s major policy focus will be on the intended long-term impacts outside the organization, not on the administrative or programmatic means of attaining those. The Board will enforce upon itself discipline needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings and respect for all members.

**Glossary of Terms**

**Corporation**

The name of the Corporation is St. Paul of the Cross Passionist Retreat Center, Inc., a Michigan nonprofit Corporation; DBA: St. Paul of the Cross Passionist Retreat and Conference Center; herein after referred to as “SPC”.

**Community/Community House**

The term refers to the community of Passionists priests and brothers who reside in the residence located at the end of the southeast hall of the Retreat Center. These men may serve in various ministries throughout the greater Detroit metropolitan area, assist in any number of the center’s activities and retreats, or simply be retired and living in the house.

**Ex Officio**

An ex officio member is a member of a body (a Board committee, etc.) who is part of it by virtue of holding another office.

**General Counsel**

The term typically refers to an organization’s chief lawyer within their legal department. For SPC, this person is an attorney who has generously volunteered his services.

**PRCB**

The Provincial Retreat Center Board (PRCB) is an advisory group to the Provincial Council which meets annually. Its members are the Retreat Directors or Directors of Mission and Ministry, Administrators or Executive Directors, Board Chairs and/or another designated officer from each retreat center.

**Trustees**

The Corporation shall have five (5) members (the “Trustees”), the Provincial Superior of The Congregation of the Passion, Holy Cross Province and four persons elected as the Passionist consultors to the Provincial Superior.

**Ends Policies** - are instructive to the Director of Mission and Ministry, they define what results (why we exist) for which people at what cost.

**Executive Limitation Policies** - policies describing organizational situations and actions to be avoided

**Board-Executive Linkage Policies** - policies outlining delegation and accountability of the Executive (Director of Mission and Ministry) to the Board

**Governance Process Policies** - policies prescribing how the Board operates

**Trustee Representative -** The Trustees’ appointed vowed voting member to the Board of Directors.

**ENDS POLICIES DRAFT #7: 9-17-18**

Global (umbrella) Ends statement:

St. Paul of the Cross Passionist Retreat and Conference Center exists so that people will encounter the love and mercy of Jesus, as demonstrated in His Passion, and experience a spiritual renewal in a naturally beautiful, safe, and sacred space.

1. The primary ministry is Passionist-preached retreats, so that our Passionist charism is fulfilled.
2. St. Paul of the Cross Passionist Retreat and Conference Center is accessible and welcoming to all regardless of race, creed, sex, and financial limitations.
3. Additional ministries, relevant programs, meetings, and events are offered so that we address unmet needs in the church and community.
4. Compassion and acceptance are shown to all who enter our doors, thereby enabling them to share healing and peace with others.
5. Responding to the passion of Earth, St. Paul of the Cross Passionist Retreat and Conference Center embraces principles of integral ecology.

**Governance Policies**

**GP 1 – BOARD MEMBERSHIP**

**General**

(Selection and election process for new Board members is found in the attachment section)

Board of Director Members need to**:**

1. Macro govern representing the institution as a whole, take a long-term view of the Retreat Center and report to the owners of Holy Cross Province
2. Be knowledgeable about what is of crucial importance to the Retreat Center; need to ask important questions in order to create appropriate policies
3. Provide for the orientation and formation in the Passionist Charism of new Board members
4. Be responsible for ongoing education to understand basic economics, demographics, and the current organizational and social influences of our retreat centers
5. Create opportunities to evaluate the Board’s governance process and periodic Board discussion of process improvement
6. Be individually accountable and act cohesively as a Board

**GP 2 – RESPONSIBILITIES AND DUTIES**

Specific job outputs of the Board, as an agent of the Owner, are those that ensure appropriate organizational performance. The duties of the Board of Directors include, but are not limited to:

1. Communicate and collaborate with the Province Board of Trustees and Provincial Council and submit reports as required
2. Support and uphold the Mission of the organization
3. Produce written policies at the broadest levels approved by the owners (ENDS)
4. Produce governance, executive limitation and Board executive linkage policies
5. Assure the Director of Mission and Ministry’s performance against ends and executive limitation policies
6. Build a competent Board
7. Monitor Board performance against governance policies
8. Ensure legal and ethical integrity
9. Hire and terminate the (Executive) Director of Mission and Ministry
10. Enhance, maintain, and support a positive public image for the organization
11. Communicate to the Province Board of Trustees any substantial change in the assets or real property of the Center. (materiality generally 5% of revenue) as stated in the bylaws

**GP 3 - EXPECTATIONS**

1. Regularly attend and actively participate in Board and Board committee meetings
2. Be informed about the Mission of the organization and its services, policies, and programs
3. Review agenda and supporting materials prior to Board and committee meetings
4. Serve on at least one Board committee and offer to take on special assignments as appropriate
5. Support the fundraising initiatives of the organization by making a personal financial contribution to the organization annually and by providing or procuring in-kind services to benefit the organization
6. Promote the organization regularly with business associates, friends, family, etc. through referrals and donor prospects
7. Suggest potential nominees to the Board who can make significant contributions to the work of the Board
8. Adhere to all relevant policies
9. Serve a minimum of one term of 3 years

**GP 4 - MENTORING**

Each new Board member will be assigned a Mentor upon their election to the Board. Mentors are typically a current Board member with at least one year of experience on the Board.

Mentors and Mentees typically enter their relationships with assumed expectations of each other; in many cases, the expectations are similar or the same. For our purposes at SPC, a mentoring relationship is a partnership with both people showing respect and support for each other. What follows are some common, reasonable expectations; but, the Mentor and Mentee should discuss these expectations early in their mentoring relationship and should add other expectations the two of them may identify.

**Mentors:**

* Accept the relationship on a temporary basis, for approximately 12 months or until one or both of you decides to end it.
* Meet as often as your schedules permit.
* Provide help, serve as a learning broker, and be a sounding Board for issues relating to the mentee’s duties and responsibilities of being on the Board.
* Provide and be open to feedback. When providing feedback, be honest, direct and respectful.
* Provide suggestions and advice on goals, activities, and progress.
* Keep any commitments made.
* Keep confidences with mentee.
* Work out any minor concerns about the relationship.
* Evaluate the relationship at various points (at least mid-point and ending) within the agreed-upon time period.

**Mentees:**

* Accept the relationship on a temporary basis, for approximately 12 months or until one or both of you decides to end it.
* Meet as often as your schedules permit.
* Take initiative to drive the relationship and be responsible for your development as a board member.

**GP 5 – EXIT INTERVIEWS**

Exit Interviews will be conducted by the Board Affairs Committee for any member leaving their position on the Board. Such interviews will include an evaluation of the time spent in service.

1. The evaluation will include at least the following information:
* Whether or not he/she received an adequate orientation
* Whether or not Board expectations were clearly stated
* If the member felt the Board of Directors accomplished their goals during his/her tenure
* Whether or not he/she believed the Board of Directors and its committees had effective leadership
* Whether or not he/she received adequate support from administrative staff and any other information that will be helpful in the continuous improvement of Board operations
1. The interview will also seek recommendations for further actions by the Board of Directors.

**GP 6 – CODE OF ETHICS**

The mission of SPC can only be realized through a common code of **ethics** upheld by the Board. As such, Board Members are expected to act with:

* Integrity, honesty, and trustworthiness informed by the guiding values of SPC: Hospitality, Compassion, Christ centered spirituality, providing a quiet and prayerful environment, and Service to all
* Responsibility on behalf of the center and accountability and transparency to the constituents and fellow Board Members
* Respect for the opinions of others
* To be equitable in decision making and mindful of the impact those decisions may have on others
* To act in a way that promotes the wellbeing of each other, the community, SPC and the Owners

Additionally:

* Board members will adhere to all relevant Provincial Policies (in Attachments)
* Board members do not have any power or individual authority over the Executive (Director of Mission and Ministry) unless explicitly authorized by the Board
* In their interaction with the public, press or other entities, must not speak for the Board except to repeat explicitly stated Board decisions
* Board members will not express individual judgments of Executive (Director of Mission and Ministry) performance outside the “Boardroom”
* Board members may not attempt to exercise individual authority over the organization

**GP 7 - CONFIDENTIALTIY**

SPC’s Board members must maintain confidentiality of sensitive information that belongs to or is obtained from SPC. Such information cannot be disclosed or divulged to any person, including relatives, friends, business associates, or professional associates unless a legitimate need for such information has received Board authorization for disclosure. This policy is not intended to prevent disclosure when required by law.

Board members must exercise good judgment to avoid unauthorized disclosure of confidential information. Public conversations should only occur regarding matters that do not pertain to sensitive, confidential matters. They will sign a confidentiality agreement while serving.

After a Board member completes his/her term of service, all documents, papers, and other materials, regardless of medium, that may contain or be derived from confidential information should be returned to SPC. Confidential information in electronic format (including emails) should also be deleted from the hard drives of the computers and/or servers where the information resides.

**GP 8 - Board COMMITTEES**

The only Board committees are those which are set forth in this policy.

The following are the Board committees:

1. Board Affairs Committee
2. Charism Committee
3. Audit/Finance Committee
4. Ends Policy Committee (Ad Hoc)
5. Policy Governance Committee (Ad Hoc)
6. Retreat center Director Search Committee (Ad Hoc)

**GP 9 - BOARD COMMITTEE PRINCIPLES**

A committee is a Board committee only if its existence and charge come from the Board, regardless whether board members sit on the committee.

Accordingly:

1. Board committees are to help the Board do its job, not to help or advise the staff. Committees ordinarily will assist the Board by preparing policy alternatives and suggestions for Board deliberation. In keeping with the Board's broader focus, Board committees will normally not have direct dealings with current staff operations;
2. Board committees may not speak or act for the Board except when formally given such authority for specific and time limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the Executive (Director of Mission and Ministry);
3. Board committees cannot exercise authority over staff.
4. The Executive (Director of Mission and Ministry) works for the full Board;
5. Board committees are to avoid over-identification with organizational components within the retreat center. Therefore, a Board committee which has helped the Board create policy on some topic will not be used to monitor performance on that same subject;
6. Board committees will be used sparingly, and ordinarily in an ad hoc capacity;
7. This policy applies to any group which is formed by Board action, whether or not it is called a committee and regardless whether the group includes board members. It does not apply to committees formed under the authority of the Executive (Director of Mission and Ministry).

**GP 10 - BOARD MEETINGS**

**Notice**

Written notice (an agenda) of the time and place of all meetings of the Board shall be given to each director at least five (5) days before the date of the meeting by email or at least three (3) days before the date of the meeting if given by phone. Notices of special meetings shall state the purpose or purposes of the meeting and no business may be conducted at a special meeting except the business specified in the notice of the meeting.

**Frequency**

The Board meets multiple times a year (normally July, September, October, December, February, April, and June). A Board detailed calendar for the upcoming fiscal year will be provided prior to the end of each fiscal year.

**Consent Agenda**

Consent Agendas are a way that Boards can streamline decision making while allowing time for important discussion on policies which matter most to SPC. Typically, Consent Agendas contain items that are in essence not controversial but are items needed to keep the Board informed on the policies specific to SPC. An annual monitoring schedule will be sent at the beginning of the fiscal year. The monitoring schedule will include policies to be reviewed at each meeting. Items to be distributed prior to meetings may include:

* The past meeting minutes
* The agenda for the current meeting
* The minutes of board committees / updates on Policy development
* The Director of Mission and Ministry’s monitoring report

Topics which need full Board review include:

* Relationship with the Owners
* Charism Formation
* Audit or significant Financial considerations
* Changes to the Board Policy Handbook
* Ends Policies
* Monitoring Policies: Governance, Executive Limitations, Board/Executive Linkage
* Voting on Officers and new members
* Items deemed important and/or controversial for SPC

SPC’s Board consent agenda is implemented as follows:

* All Consent Agenda items are included as such on the Board’s Meeting Agenda which is distributed five (5) days in advance of the Board meeting.
* Board members are expected to read these items in advance of the Board meeting.
* When the Consent Agenda comes up for approval during the board meeting, any board member has the right to eliminate an item from the Consent Agenda and make it a separate agenda item for discussion with the full Board.
* In the absence of a request for discussion, the Consent Agenda will be approved.

**GP 11 - Board Officer Job Descriptions**

Chair of the Board of Directors

Purpose: Ensure the effective action of the Board in governing and supporting the organization.

**Key Responsibilities:**

* Presides at Board meetings
* Confirms Board committee chairs and appoints Board committee members as necessary
* When appropriate, serves as the official representative of SPC
* The Chair person has no authority to supervise or direct the Executive (Director of Mission and Ministry)
* Serves on board committees as appropriate.
* Serves on the Provincial Retreat Center Board (PRCB)
* The chairperson shall immediately notify the chair of the Board of Trustees following consultation with the Executive regarding information that any employee, volunteer, or any other person connected with or involved in the operation of the retreat center might have caused or may cause legal, financial, or religious scandal to the Passionist community if it jeopardizes the retreat center’s mission
* Attends the annual meeting with the outside Audit firm
* Meets annually with the Board of Trustees and communicates as necessary with the Provincial
* Attends the yearly Holy Cross Province Assembly, and other Provincial meetings as invited

Vice Chair of the Board of Directors

Purpose: Supports the Chair to ensure the effective action of the Board in governing the organization.

**Key Responsibilities:**

* Presides at Board meetings in the chair’s absence
* Serves on a Board committee and is a vital part of the board leadership
* Attends the annual meeting with the outside Audit firm
* Carries out special assignments as requested by the Board Chair

Treasurer of the Board of Directors

Purpose: To provide financial reporting to the Board for adequate governance and ensure the Board maintains fiduciary responsibility for SPC.

**Key Responsibilities:**

* Represents Board as a member of the Audit/Finance Committee
* Acts as the financial liaison between the Audit/Finance Committee and the Board
* Functions as an additional signer for SPC’s operating account at its financial institution

Secretary of the Board of Directors

**Purpose:** To ensure the actions of the Board are documented.

**Key Responsibilities**

* Five (5) days in advance of Board meetings, prepare, post, and distribute via email a written agenda for the upcoming Board meeting to the Board Members and the Provincial Representative
* In advance of meetings, distribute to Board Members and the Provincial Representative any appropriate background information on subjects to be discussed
* Following a Board meeting, prepare, post, and distribute via email written minutes to the Board Members and the Provincial Representative. Minutes shall record time and place of meeting, whether regular or special, the names of those present or represented at the meeting, and the proceedings thereof
* Maintain the official list of Board and Board Committee Members
* Maintain the official attendance record for Board Members
* Maintain custody of the records and seal of the organization and affix the seal, as authorized by law or the provisions of the bylaws, to duly executed documents
* Certify and keep at the principal office of the organization the original or a copy of the bylaws as amended or otherwise altered to date
* Ensure that all notices are duly given in accordance with the provisions of the bylaws or as required by law
* Maintain Monitoring reports and Policies in a secured site
* In general, perform all duties incident to the office of the Secretary and such other duties as may be required by law, by the articles of incorporation, by the bylaws, or which may be assigned to him or her from time to time by the Executive Committee or the Board

**GP 12 - GOVERNANCE PROCESS POLICIES**

**Board Monitoring**

The Board of Directors of SPC acknowledges its intention to establish and follow “best practices” in board governance in order to fulfill its governance obligation to the membership. Fundamental to sound governance is the practice of continuously improving and making a difference in advancing the mission of SPC. Board monitoring takes place throughout the year.

**Purpose**

1. The purpose of Board monitoring is to give all Board members an opportunity to evaluate and discuss the Board’s performance with candor and from multiple perspectives.
2. The evaluation is particularly helpful when the Board is not functioning at an optimal level, but will also be maintained when the Board is functioning well as a way to ensure continuous improvement in the way the Board conducts its business.
3. The Board believes monitoring will lead to a closer working relationship among Board members, greater efficiency in the use of the Board’s time, and increased effectiveness of the Board as a governing body.

**Emergency Operation in the Absence of the Director of Mission and Ministry**

In order to protect the Board of Directors and the Retreat Center in the case of a sudden loss of the Director of Mission and Ministry’s services, the Committee Chairs, with the Board’s and Owner’s approval, will designate an interim Director of Mission and Ministry until such time as the Director of Mission and Ministry can return to work or a replacement is hired.

**Record Retention and Document Destruction**

It is the policy of SPC to retain records as required by law and to destroy them when appropriate. The Secretary and Treasurer ensure document security and destruction of records must be approved by them and the Administrator. The formal records retention policy concerning the Board is as follows:

Contracts, mortgages, notes, and leases:

* Expired 7 Years
* Still in effect Permanently

Correspondence:

* General 3 Years
* Legal and important matters only Permanently
* Minute books of directors, bylaws, charters Permanently

**Board Expectations As Outlined in Bylaws:**

**Attendance**

**Fiduciary Responsibility**

**Number of Terms**

**Term Rotation**

**Compensation and Expense Reimbursement**

**Conflict of Interest**

**Gift Acceptance**

**Liability Insurance**

**Cost of Governance**

**Whistle Blower Protection**

**Provincial Policies**

**Robert’s Rules**

**Board Membership Selection and Election Process Outline**

1. **October** – The Board Affairs Committee will review and update the following:
2. Board Service & Board Skill Set Matrix (share with the board at **December** meeting)
3. The Challenges of Board Recruitment
4. What Makes an Exceptional Board Member (share with board at **October** meeting)
5. **December** – Succession Planning Process
6. Share the “Board Service Matrix and Board Skill Set Matrix” with the Board
7. Discussion on any board members who should not stand for re-election
8. Determine the number of board openings
9. Query the current Board as to their intention for continued service
10. Ask the board for their recommendations of candidates
11. Evaluate the makeup of current board and look for opportunities to enhance its diversity
12. **February** - Create a Candidate Pool
13. Review list of individuals recommended as candidates by the board and committees
14. Develop a list of potential board candidates
15. Prepare invitations to potential board candidates for an "introductory breakfast, lunch, or dinner meeting" in March with the board chair and either a committee or other board member(s)
16. Make plans for follow up phone calls to the potential board candidates
17. Prepare a letter to those "No Thank You" potential board candidates
18. Select a date in April for the "Evening of Discernment" for interested board candidates
19. Develop agenda for "Evening of Discernment" for interested board members.
20. Prepare "Board Member Application" forms (and request resumes) for interested board candidates
21. Prepare the "Board Member Agreement & Conflict of Interest” document for distribution at the meeting Confirming Letter to Prospective Board Candidates
22. **April** – Evening of Discernment Interviews
23. Select the "successful" interested board candidates
24. Letters to notify both the "successful" and "unsuccessful" board candidates
25. Prepare the slate of candidates for presentation at the June board meeting.
26. Review/prepare an agenda for the New Board Member Orientation
27. Prepare the “Reasonable Expectation for Mentors and Mentees” document for distribution at the July orientation
28. **June** – Critique the Process
29. **July** - New Board Member Orientation - Installation/Formation Ceremony

**Board Committee Charter Guidelines**

Each committee of the Board will be formed using the following “Charter” format and the completed document will be recorded appropriately with the Secretary of the Board:

|  |
| --- |
| **(Name) Board Committee Charter** |
| **Purpose:** | To ensure ……. The goal is to ……….. The board committee will also …… |
| **Scope of Authority,****Power, and Responsibility:** | The board committee will be responsible for ……… This will typically be done …………… In addition, the board committee has the responsibility to ……………….. The committee will meet …………. |
| **Special****Rules of Governance:** | 1. Minutes of each board committee meeting shall be kept, and distributed to the board Secretary within seven (7) days of each meeting date.
 |
| 1. Each board committee meeting will begin with a reflection on the Charism of St. Paul of the Cross.
 |
| 3. The committee will meet at least \_\_\_\_ times a year. |
| **Membership:** | This board committee will consist of a minimum of one Board member who will be appointed by the Chair of the Board of Directors. The board committee will be chaired by a committee member elected by his/her peers. In order to develop future leaders* Individuals may serve only two (2) years as the Chair or Vice Chair
* Individuals may serve on the committee for no more than eight (8) years; they may rejoin the committee after a minimum period of one year off the committee.
 |
| **Chair:** | (Name & Email) |
| **Vice-Chair:** | (Name & Email) |
| **Recorder:** | (Name & Email) |
| **Members:** | (Names & Emails) |
| **Meets:** | On \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  |
| **Created:** | (Date) |
| **Revised:**  | (Dates) |

|  |
| --- |
| **Audit / Finance Committee Charter** |
| **Purpose:** |  | To ensure the financial stability of the ministries of St. Paul of the Cross Passionist Retreat Center (SPC) and safeguard its assets. |
| **Scope of Authority,****Power, and Responsibility:** |  | To assist the Board in fulfilling its oversight responsibilities with respect to (1) the audit of the organization's books and records (2) the system of internal controls that the organization has established and (3) oversee the policy governance (PG) monitoring policies. 4) To ensure compliance with Federal, State, and local statutes. 5) Identify long-range financial goals and funding strategies to achieve them. 6) Review annual and operating budgets and ensure integration with long-range plans. 7) Develop and recommend strategies to improve liquidity and financial performance. 8) Review financial statements to monitor progress toward financial goals and identify areas of potential risk.As to the annual audit, the committee should have a clear understanding with the outside auditors that (1) they must maintain an open and transparent relationship with the committee, and (2) the ultimate accountability of the outside auditors is to the Board. The committee will report the results of the Audit to the Board annually and interim information as deemed appropriate. Policy Governance (PG) Monitoring:1) The committee will set the PG Monitoring schedule for each fiscal year and present it to the Board at the June Board meeting. 2) The committee will be responsible to review the PG Monitoring reports as presented by the Director of Mission and Ministry (DMM) at each Board meeting to ensure their compliance to the schedule for that particular fiscal year. 3) The committee will also work with the Board Chair and the DMM to ensure that all reports are submitted in a timely manner to all Board members prior to each Board meeting.4) The committee will review the executive limitation and board executive linkage policies at least annually and propose any changes to the board.The committee is granted the authority to investigate any matter or activity involving financial accounting and financial reporting, as well as the organization's internal controls. |
| **Specific Audit Duties** |  | In carrying out its Audit oversight responsibilities, the committee will:1) Review and reassess the adequacy of this charter annually and propose changes to the Board for approval whenever deemed necessary.2) Review with the Director of Mission and Ministry (DMM) and outside auditors the organization's accounting and financial reporting controls. 3) Discuss with the outside auditors their judgments about the quality--not just the acceptability of the organization's accounting principles used in financial reporting.4) By December of each year the committee and the DMM will review the work and fee arrangement provided by the outside auditors and recommend to the Board the selection, retention, or termination of the outside auditors. 5) Ensure the independence of the outside auditors and obtain from the outside auditors, at least annually, a formal written statement delineating all relationships between the outside auditors and the organization, including other consulting work being performed by the outside auditors for the organization. 6) At the completion of the annual audit, review with the DMM and the outside auditors any "material" or "serious" recommendations that the outside auditors may have. Typically, such recommendations will be presented by the outside auditors in the form of a "letter of comments and recommendations" to the committee. The committee should review the DMM’s response to the letter and receive follow-up reports on action taken. The Committee may request to the Board to provide outside consultants if necessary. |
| **Special****Rules of Governance:** |  | 1. Minutes of each meeting shall be kept and forwarded to the Board Secretary within seven (7) days of each meeting date. The Board Secretary will distribute the minutes to the Board of Directors.
2. Annual audits or reviews from an outside audit firm will be conducted during the first quarter following the close of the fiscal year with one designated Committee member as a liaison. The chair is responsible for creating the meeting agenda.
3. Each meeting will begin with a prayer or reflection on the Charism of St. Paul of the Cross.
4. The committee will meet at least 6 times a fiscal year either in person or via teleconference.
 |
| **Membership:** |  | The committee will comprise three or more members, as determined by the Board, with the chair being a Board member.In order to develop future leaders, effective July 1, 2014:* Individuals may serve only three (3) years as the Chair
* Individuals may serve on the committee for no more than eight (8) years; they may rejoin the committee after a minimum period of one year off the committee.
 |
| **Audit Chair:** |  | Greg Soule (gregsoule@gmail.com) |
| **Secretary:** |  | Matt Greenough (matt.greenough5@gmail.com) |
| **Committee Members:** |  | Jess Ventro (javentro@aol.com)Ken Antczak (ksantczak@yahoo.com)Sandra Arnould (sarnould@stpaulretreat.org)Geni Giannotti (ggiannotti@stpaulretreat.org)Mary Moret (mmoret@stpaulretreat.org)Fr. Phil Paxton (ppaxton@passionist.org) |
| **Meets:** |  | The last Monday of the month at 4 PM  |
| **Created:** |  | 2004-02-09 |
| **Last Revision:**  |  | 2018-06-27 |

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| **Board Affairs Committee Charter** |
| **Purpose:** | The primary goals of the Board Affairs Committee are to oversee the internal business of the Board in accordance with its Articles of Incorporation, Bylaws and Governance policies; plan ongoing Board education; obtain qualified members for the Board and its Committees. The Committee reports to the full Board and may work with the Board Chairperson. |
| **Scope of Authority,****Power, and Responsibility:** | The specific responsibilities of the Board Affairs Committee include:1. Review and recommend descriptions detailing responsibilities of and expectations for board members and officers.
2. Recommend nominees for election and reelection to the board:
* Identify succession planning/recruitment needs.
* Develop and recommend to the board a statement of the competencies needed on the board to be used as a guideline for recruitment and selection of board members.
* Develop and regularly update a list of potential board members regardless of whether a vacancy exists.
* Oversee a process for vetting the fitness of prospective nominees.
* Recruiting Board and Committee members who commit to the Passionist mission with their wisdom, work and resources.
* Design and hold orientation for new board members.
1. Conduct a succession planning process for:
* Board Chair
* Director of Mission and Ministry
* Board officers for election by the full board
1. Review the corporate bylaws and recommend any needed changes to the Board.
2. Oversee the board’s self-evaluation by collecting monitoring data. Information gleaned by this process is shared with the Board and may be used by the Committee in the following year to better facilitate Board training/communication.

6. Facilitate the annual evaluation of the Director of Mission and Ministry by compiling results from each of the areas for monitoring throughout the year. These results will be presented to the Board and Director of Mission and Ministry. The evaluation of the Director of Mission and Ministry will be determined by the full board and delivered to the DMM by the Board Chair and Committee Chairs. 7. Review the Governing Policies from the Board Policy Handbook and recommend any needed changes to the Board.8. Implement a Board Education and Training Plan.The Board will invest in its governance capacity accordingly:1. Board skills, methods, and supports will be sufficient to assure governing with excellence;
2. Coordination with the Policy Governance Coordinator for training and retraining will be used to orient new members and candidates for membership, as well as to maintain and increase existing member skills and understandings;
3. various means will be used as needed to ensure the Board's ability to reflect the Passionist charism;
 |
| **Special****Rules of Governance:** | 1. Minutes of each meeting shall be kept and forwarded to the Board Secretary within five (5) days of each meeting date. The Board Secretary will distribute them to the Board of Directors.
2. In conjunction with the Charism Committee, the Board Affairs Committee will coordinate the Installation Ceremony for new Board members.
3. The Chair is responsible for creating the meeting agenda.
4. Each meeting will begin with a reflection on the charism of St. Paul of the Cross.
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| **Membership:** | The Chair of the Committee is a member of the Board of Directors, appointed by the Board Chair. Board members can request to be on this committee when they complete their Board Nomination form each spring, but the composition of the Committee is at the discretion of the Board Chair. The Chair of the Board of Directors may, at their discretion, appoint additional Members at Large who possesses skills and/or experience deemed necessary for the success of the committee.  |
| **Chair:** | Jim McKelvey |
| **Recorder:** | Rotating |
| **Members:** | John Bodary (jbodary@woodsconstruction.com)Pat Brennan (jamesbrennanlaw64@gmail.com)Roger Frank (rogerjfrank@gmail.com)Patty Gillis (pjgillis48@gmail.com) Jim McKelvey (jim@greatlakesprofiles.com) |
| **Meets:** |  Meetings will be called as needed by the Chair of the Committee. The Committee Chair will approve the content of the agenda for each meeting. Committee members will strive to be present at all meetings. |
| **Created:** | 2004-02-09 |
| **Last Revision:** | 2018-04-19 |

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| **Charism Committee Charter** |
| **Purpose:** |  | To ensure the Passionist Charism (in the Spirit of St. Paul of the Cross) is an integral part of each board of directors meeting.Every regularly scheduled board of directors meeting will begin with a thirty minute formation piece.  |
| **Scope of Authority,****Power, and Responsibility:** |  | The committee is responsible for ongoing Passionist Charism training of the board and the introduction of new board members to the Passionist Charism in the Spirit of St. Paul of the Cross.The committee develops the modules, seeking resources from the Province as needed. |
| **Special****Rules of Governance:** |  | The committee does not take minutes; they simply review and decide on appropriate formation material to share with the board on a monthly basis. The committee will develop and maintain both ‘hard’ and electronic copies of module content. |
| **Membership:** |  | This committee will consist of a minimum of two Board members and any other individuals who have a strong background in the Charism who will be appointed by the Chair of the Board of Directors. The committee will be chaired by a committee member elected by his/her peers* Individuals may serve only two (2) years as the Chair or Vice Chair.
* Individuals may serve on the committee for no more than eight (8) years; they may rejoin the committee after a minimum period of one year off the committee.

Further, either the Chair or Vice Chair must be a board member. |
| **Chair:** |  | Sue Macdonald (macdonaldfamily5@comcast.net )  |
| **Vice-Chair:** |  | Toby Tabaczynski (tobytaba@hotmail.com ) |
| **Recorder:** |  | N/A |
| **Committee Members:** |  |  Fr. Pat Brennan (PatricioCP@aol.com) Faith Offman (foffman@stpaulretreat.org)  |
| **Meets:** |  | The committee meets on an ad hoc basis. |
| **Created/Revision:** |  | 2006-05  |
| **Last Revision:** |  | 2018-06-19 |

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| **Ends Policies Committee Charter** |
| **Purpose:** |  | The work of the Ends Policies Committee of the board is to articulate not what the organization does, but why it exists, for what people, and at what cost. The Ends Policies Committee will draft St. Paul’s Ends Policies to be consistent with the newly crafted Holy Cross Province Vision Plan.  |
| **Scope of Authority,****Power, and Responsibility:** |  | The Ends Policies to be crafted will address a threefold concept: our results, recipients, and cost of results which are enumerated below:1) The impact, difference, change, benefit, or outcome to be obtained in the lives of consumers or consumer-like populations. These are the results.2) The identity, description, or characteristics of the consumers or populations to receive the results. These are the recipients.3)   The monetary expense, relative worth, or relative priority of a result or set of results, or the comparative priority of certain recipients rather than others getting the results. This feature is the cost. Keep in mind that cost can mean cost in other results forgone, not just cost in monetary terms.4) Ends are developed to the point that the board can accept any reasonable interpretation of a delegate. |
| **Special****Rules of Governance:** |  | Minutes of each meeting shall be kept and forwarded to the Board Secretary within five (5) days of each meeting date. The Board Secretary will distribute them to the Board of Directors. |
| **Membership:** |  | The Chair of the Committee is appointed by the Board Chair and is a member of the Board of Directors. Membership of the committee is approved by the Board Chair, and does not have to be comprised of all board members. |
| **Chair:** |  | Dennis Wagener |
| **Committee Members:** |  | Patty GillisFr. Phil Paxton, CPChuck Anway Neil Sobeck |
| **Meets:** |  | Meetings will be called as needed by the Chair of the Committee. The Committee Chair will approve the content of the agenda for each meeting. Committee members will strive to be present at all meetings. |
| **Created:** |  | 2018-04-19 |
| **Last Revision:**  |  | 2018-05-31 |
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| **Policy Governance Committee Charter** |
| **Purpose:** |  **Policy Governance**: The ad-hoc committee assists the board to create and adopt the Policy Governance model, as requested by the Holy Cross Provincial Council. Working under the direction and assistance of the Policy Governance Coordinator, the committee develops Governance Process Policies, Executive Limitations Policies, and Board Management Delegation/Linkage Policies. The committee coordinates board training in Policy Governance with the Board Affairs and Ends committees. |
| **Scope of Authority,****Power, and Responsibility:** | The specific responsibilities of the Policy Governance Committee include:1. Finalize the draft policies formulated during work sessions of the Committee during the 2017-18 board year.
2. Develop monitoring reports for monitoring organizational performance. Create a timeline of activity for a typical board term.
3. Collaborate with the Policy Governance Coordinator for implementation of the developed policies.
4. Educate the Board as needed on the aspects of policy governance.
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| **Special****Rules of Governance:** | Minutes of each meeting shall be kept and forwarded to the Board Secretary within five (5) days of each meeting date. The Board Secretary will distribute them to the Board of Directors.The Chair is responsible for creating the meeting agenda.Each meeting will begin with a reflection on the charism of St. Paul of the Cross. |
| **Membership:** | The Chair of the Committee is a member of the Board of Directors, appointed by the Board Chairman. Board members can request to be on this committee when they complete their Board Nomination form each spring, but the composition of the Committee is at the discretion of the Board Chairperson. The Chair of the Board of Directors may, at their discretion, appoint additional Members at Large who possesses skills and/or experience deemed necessary for the success of the committee.  |
| **Chair:** | Matt Greenough |
| **Recorder:** | Rotating |
| **Members:** | Matt GreenoughSandra Arnould Kari KlinskiCindy LaFond |
| **Meets:** |  Meetings will be called as needed by the Chair of the Committee. The Committee Chair will approve the content of the agenda for each meeting. Committee members will strive to be present at all meetings. |
| **Created:** | 2018-02-09 |
| **Last Revision:** | 2018-09-27 |

**DRAFT** EXECUTIVE LIMITATION POLICIES –

EL1 - GLOBAL EXECUTIVE CONSTRAINT

The Director of Mission and Ministry shall not cause or allow any policy, practice, activity, event, decision, or organizational circumstance which violates the spirit, traditions and mission of the Congregation of the Passion of Holy Cross Province. The Director of Mission and Ministry will not allow any activity which is in conflict with the Magisterium of the church or Canon Law of the Roman Catholic Church. Including without limitation, as directed by the local Ordinary and the Archdiocese of Detroit or is either unlawful, negligent or in violation of commonly accepted Catholic, business or professional ethics.

EL 2 - RELATIONSHIPS WITH THE LOCAL ARCHDIOCESE

 AND HOLY CROSS PROVINCE

The Director of Mission and Ministry shall not cause or allow any policy, practice, condition, event, retreat, activity, decision, or organizational circumstance that jeopardizes or adversely affects the identity and character of St. Paul of the Cross as a Passionist Retreat Center, or its relationship to the Congregation of the Passion of Holy Cross Province, other Passionist Retreat Centers, or the Archdiocese of Detroit.

Accordingly, the Director of Mission and Ministry shall not fail to:

1. Execute the Mission of the Retreat Center consistent with (i) the teachings of the Roman Catholic Church and (ii) the teachings of St. Paul of the Cross and (iii) dedicated to preaching the Passion of Jesus Christ;
2. Abide by the rules and direction of the Congregation of the Passion of Holy Cross Province, the Articles of Incorporation, the Bylaws, and all applicable laws;
3. Maintain a positive relationship with the Archdiocese of Detroit, local parishes, local communities and all constituent groups which utilize the Retreat Center;
4. Act in compliance with the local Archdiocese that upholds the Dallas Charter.
5. Maintain the Chapel in accordance with the Catholic Tradition through the lens of the Passionist Charism.
6. Immediately inform the Chairman of the Board of Directors of the Retreat Center if the Director of Mission and Ministry becomes aware that an employee, volunteer, or any other person connected with or involved in the operation of the Retreat Center has engaged in conduct that has caused or may cause legal, financial, social, or religious scandal to the Retreat Center.

EL 3 - PUBLIC RELATIONS

The Director of Mission and Ministry shall not cause, allow, or support conditions, activities, or decisions which endanger or adversely affect the Retreat Center’s public image or credibility; particularly in ways that would hinder the accomplishment of its mission and the achievement of its ENDS policies.

Accordingly, the Executive shall not fail to:

1. Develop an effective public relations and communications program that enhances mutual understanding and respect among the staff, board, and friends of the Retreat Center;
2. Strengthen the bond between the Retreat Center and the public, including the Archdiocese, local parishes, retreatants, friends, benefactors, residents living within the Retreat Center’s neighborhood, other Passionist Retreat Centers, as well as the Passionists of Holy Cross Province.

EL 4 - PERSONNEL POLICIES

The Director of Mission and Ministry may not operate the retreat center without written personnel policies contained in a handbook which provide an environment within the retreat center community that is free from illegal labor practices. With respect to the treatment of paid and volunteer staff, the Director of Mission and Ministry will not cause or allow conditions which are unfair, undignified, disorganized, or unclear.

In addition, the Executive shall not fail to:

1. Develop and implement a specific written policy and procedure that (1) provides a process for making complaints of illegal labor practices, (2) ensures that complainants will be free from retaliation, (3) ensures a prompt and reasonable investigation of all complaints of harassment, and (4) provides an effective correction of any incidents of harassment;
2. Inform and educate all staff of all personnel policies;
3. Provide harassment and safe environment training for all employees of the Retreat Center as required by law; as well as ensure attendance at the “Protecting God’s Children” workshop.
4. Have all personnel and policy handbooks reviewed by outside counsel at least every two years or as revisions necessitate.

EL 5 - HIRING AND TERMINATION OF STAFF

With respect to the hiring and termination of staff, the Director of Mission and Ministry shall not cause or allow conditions, actions, procedures, policies, or decisions which discriminate against any employee or applicant for employment based on race, color, national origin, sex, age, or disability, or which compromise the Catholic and Passionist character of the retreat center.

Accordingly, the Executive shall not fail to:

1. Ensure that all employment is “at-will”;
2. Invite all personnel to support the formation of the Christian faith community in the Retreat Center; and
3. Treat all employees and staff as ministers with varying degrees of responsibility to represent and carry out the Catholic and Passionist mission of the Retreat Center

EL 6- COMPENSATION AND BENEFITS

With respect to employment, compensation, and employee benefits, the Director of Mission and Ministry shall not fail to make good faith efforts to provide compensation and benefit programs for staff taking into consideration the following factors:

1. The social teachings of the Church on fair wages and benefits as outlined in the theology of just compensation;

2. Approximate salary and benefits as measured by local market benchmarks for comparable positions in non-profits; and the financial condition of the retreat center.

In addition, the Director of Mission and Ministry shall not:

1. Change his or her own compensation and benefits;
2. Promise or imply permanent or guaranteed employment; and,
3. Establish or change pension or other benefits which cause unpredictable or inequitable situations, including those that incur unfunded liabilities or treat the Director of Mission and Ministry differently from other employees.

EL 7 - FINANCIAL PLANNING/BUDGETING

Financial planning for any fiscal year or the remaining part of any fiscal year shall not deviate materially from the board's ENDS policies, risk fiscal jeopardy, or fail to be derived from a multi-year plan. Accordingly, the Director of Mission and Ministry shall not allow budgeting which:

1. Fails to include a credible projection of revenues and expenses; separation of capital, restricted, and operational items; cash flow; and disclosure of planning assumptions;
2. Approval Levels for non-budgeted or items materially exceeding budget:

Under $10,000 Director of Mission and Ministry

Over $10,000 Director of Mission and Ministry + finance / Audit committee

Over $100,000 Director of Mission and Ministry + Treasurer

EL 8 - FINANCIAL CONDITIONS AND ACTIVITIES

With respect to the actual, ongoing financial condition and activities, the Director of Mission and Ministry shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from the budget. Accordingly he/she shall not:

1. Acquire, encumber, or dispose of real property;

2. Use any restricted funds for any other purpose than that designated by the donor(s);

3. Fail to provide for the Board of Directors an annual external Audited Financial Statement or Review.

4. Fail to provide programming in line with our Mission

 EL 9 - ASSET PROTECTION

The Director of Mission and Ministry shall not allow corporate assets to be unprotected, inadequately maintained, or exposed to unnecessary risk. Accordingly, the Director of Mission and Ministry shall not fail to:

1. Ensure against theft and property losses up to 100% replacement value (if reasonably available) and against liability losses of the board members, staff, and the organization in regard to normal center activities up to the maximum available offered by the Christian Brothers Risk Pooling Trust or other Province approved insurance company;
2. Maintain the Center’s physical facilities, grounds, and equipment in a safe, functional, sustainable and aesthetically pleasing condition;
3. Maintain a Reserve Study detailing the service life and replacement cost of all facilities and equipment;
4. Unnecessarily expose the organization, the board, or staff to claims of liability;
5. Protect intellectual property, records, files, or computer based information systems from loss or significant damage;
6. Hold local operating cash funds in insecure instruments, including uninsured checking, savings, or certificate accounts at any time or in non-interest-bearing accounts except where necessary to facilitate ease in operational transactions;
7. Handle investments in accordance with Holy Cross Province’s Investment Policy
8. Make reasonable efforts to assure that the terms of the lease of property from the SPC Community be secured and in the long-term interest of the Center.

EL 10 - FUND RAISING AND DEVELOPMENT

With respect to the acquisition and allocation of funds received through fund raising activities or the Mission Advancement program, the Director of Mission and Ministry shall not cause or allow conditions, actions, procedures, or decisions that are imprudent, illegal, and violate professional standards, ethical values, or relevant stewardship responsibilities. In addition, the Director of Mission and Ministry shall not fail to:

1. Develop a fund raising and development program for the Retreat Center’s current capital needs
2. Ensure all gifts comply with the Provincial and Retreat Center Gift Acceptance Policy
3. Maintain compliance with National Catholic Development Conference guidelines

EL 11 - COMMUNICATION AND SUPPORT TO THE BOARD

The Director of Mission and Ministry shall not permit the board to be uninformed or unsupported in its work. Accordingly, the Director of Mission and Ministry shall not:

1. Neglect to submit monitoring data required by the board (see policy on Monitoring Executive Performance) in a timely, accurate and understandable fashion;
2. Let the board be uninformed of relevant trends, anticipated adverse media coverage, or material external and internal changes, particularly changes in the assumptions upon which board policy has previously been established;
3. Fail to advise the board if the board is not in compliance with its own policies on Governance Process and Board-Executive Linkage, particularly as it relates to board behavior which is detrimental to the work relationship between the board and the Executive;
4. Fail to report in a timely manner an actual or anticipated noncompliance with any policy of the board.

**DRAFT BOARD EXECUTIVE LINKAGE POLICIES**

BEL 1 - GLOBAL GOVERNANCE MANAGEMENT CONNECTION

The board's primary connection to the operation of the retreat center, its achievements, and conduct will be through the Director of Mission and Ministry.

BEL 2 - UNITY OF CONTROL

Only officially passed motions of the board are binding on the Director of Mission and Ministry. Accordingly, decisions or instructions of individual board members, officers, or committees are not binding on the Director of Mission and Ministry except in rare instances when the board has specifically authorized such exercise of authority.

BEL 3 - ACCOUNTABILITY OF THE DIRECTOR OF MISSION AND MINISTRY

The Director of Mission and Ministry is the board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the board is concerned, is considered the authority and accountability of the Director of Mission and Ministry.

Accordingly, the board will:

1. Never give instructions to persons who report directly or indirectly to the Director of Mission and Ministry;
2. Refrain from evaluating, either formally or informally, any staff other than the Director of Mission and Ministry;
3. View the Director of Mission and Ministry’s performance as in relation to organizational accomplishment of board stated ENDS policies and adherence to its Executive Limitations Policies.

BEL 4 - DELEGATION TO THE DIRECTOR OF MISSION AND MINISTRY

The board will provide the following written policies to the Director of Mission and Ministry:

1. Ends Policies to be achieved;
2. Executive Limitation Policies describing organizational situations and actions to be avoided.

The Director of Mission and Ministry may use any reasonable interpretation of these policies.

Accordingly, the board will:

1. Develop policies instructing the Director of Mission and Ministry to achieve certain results for certain recipients at a specified cost or relative worth. These policies will be developed systematically from the broadest most general level to more defined levels and will be called ENDS Policies.
2. Develop policies which limit the latitude the Director of Mission and Ministry may exercise in choosing the organizational means. These policies will be developed systematically from the broadest most general level to more defined levels and they will be called Executive Limitation Policies;
3. Authorize the Director of Mission and Ministry to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities, using any reasonable interpretation of the board's Ends and Executive Limitation Policies;

BEL 5 - MONITORING DIRECTOR OF MISSION AND MINISTRY PERFORMANCE

Systematic monitoring of the Director of Mission and Ministry's performance will be measured against expected Director of Mission and Ministry's job results: organizational accomplishment of the Board’s ENDS Policies and organizational operation within the boundaries established in Board’s Executive Limitation Policies.

Accordingly:

1. Monitoring is simply to determine the degree to which board policies are being met. Only data which do this will be considered to be monitoring data;
2. The Board will acquire monitoring data by one or more of three methods: (1) by internal report, in which the Director of Mission and Ministry discloses compliance information to the Board, (2) by external report, in which an external, disinterested third party selected by the Board assesses compliance with Board policies, and (3) by direct Board inspection, in which a designated member or members of the Board assess compliance with the appropriate policy criteria;
3. In every case, the standard for compliance shall be any reasonable interpretation of the Board policy by the Director of Mission and Ministry;
4. All policies which instruct the Director of Mission and Ministry will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule;
5. The Board will conduct a summative Director of Mission and Ministry performance evaluation from monitoring reports each year.