**Christ the King Passionist Retreat Center**

**POLICY GOVERNANCE HANDBOOK**

**GOVERNANCE PROCESS POLICIES**

**GOVERNANCE PROCESS 1: Global Governance Commitment**

**GOVERNANCE PROCESS 2: Governing Style**

**GOVERNANCE PROCESS 3: Agenda Planning**

**GOVERNANCE PROCESS 4: Chairperson’s Role**

**GOVERNANCE PROCESS 5: Board Member’s Code of Conduct**

**GOVERNANCE PROCESS 6: Board Committee Principles**

**GOVERNANCE PROCESS 7: Board Committee Structure**

**GOVERNANCE PROCESS 8: Cost of Governance**

**GP.1: Global Governance Commitment**

The purpose of the Board is to ensure that Christ the King Passionist Retreat Center, Inc.:

1. Achieve the corporation’s ENDS policies;
2. Avoid unacceptable actions and situations;
3. Operate according to the Articles of Incorporation and the Bylaws of the Corporation.

**GP.2: Governing Style**

The Board will govern with an emphasis on:

1. Policy governance with broad vision;
2. Foster diversity in thought;
3. Leadership through governance policy;
4. Clearly defined Board and CEO roles;
5. Collective decision-making;
6. Future orientation;
7. Proactive leadership.

To implement the above Governing Style, the Board will:

1. Cultivate a sense of group responsibility.
2. The Board will strive for excellence in governing.
3. The Board will be the initiator of policy, while also evaluating the success of staff initiatives. The Board will use the expertise of individual members to enhance the effectiveness of the Board, as a governing body.
4. The Board will use thoughtful, broad, written policies to direct, control and inspire the organization toward achieving long-term outcomes.
5. The Board will use internal discipline, as needed, to achieve cohesive and collaborative member engagement.
6. The Board will provide for the orientation and formation in the Passionist Charism and Spirituality of new Board members.
7. The Board will provide for its members on-going education opportunities to gain understanding in basic economics, demographics and the politics of retreat centers.
8. The Board will create opportunities to evaluate the Board’s’ governance process and periodic board discussion of process improvement.
9. The Board will monitor and discuss its process and performance at each meeting. Self-monitoring will include comparison of Board activity to policies in the Governance Process and Board-CEO linkage categories.

**GP. 3: Agenda Planning**

In planning its meeting agendas, the Board will make provisions for inclusion of the following elements:

1. Ongoing Board formation in the Passionist charism;
2. A review of its ENDS Policies either in part, through-out the year, or in their entirety at least once per year;
3. Input with respect to the further development of ENDS Policies.
4. A method and schedule of reviewing existing policies;
5. The scheduling of CEO monitoring reports;
6. Identification of new directors for nomination at its annual meeting in June;
7. The election of at its annual meeting of the corporate officers- Chairperson, Vice-Chairperson, Secretary, and Treasurer, as well as the President, the Retreat Center Executive Director (AKA CEO).
8. An explicit consideration of the Retreat Center’s work in incorporating the Congregation of the Passion of Holy Cross Province in long-range planning and the setting of the operational priorities.

**GP. 4: Chairperson’s Role**

The chairperson assures the integrity of the board’s process and represents the board to outside parties.

Accordingly:

1. The task of the chairperson is to ensure that the board complies with its own policies, the by-laws of the Corporation, the tenets of the Passionist charism, and all applicable laws.

Meeting discussion content will be only those issues which, according to board policy, clearly belong to the board to decide, not the CEO.;

Deliberation will be fair, open and thorough, but also timely, orderly, and kept to the point;

1. The authority of the chairperson consists in making decisions that fall within topics covered by board policies on Governance Process and Board-CEO-Linkage, except where the board specifically delegates portions of its authority to others. The chairperson is authorized to use any reasonable interpretation in these policies;

The chairperson shall represent the board in all communication and discussion between the board and the Board of Trustees, or its designee;

The chairperson is empowered to conduct board meetings with all the commonly accepted power of that position.

The chairperson has no authority to make decisions about policies created by the board with ENDS or EXECUTIVE LIMITATIONS policy areas.

The chairperson has no authority to supervise or direct the CEO;

The chairperson may represent the board to outside parties in announcing board-stated positions and in stating chair decisions and interpretations within the area delegated to her or him;

The chairperson may delegate this authority, but remains accountable for its use;

1. The chairperson shall immediately notify the chair of the Board of Trustees following consultation with the CEO regarding information that any employee, volunteer, or any other person connected with or involved in the operation of the retreat center might have caused legal, financial, or religious scandal to the Passionist community if it jeopardizes the retreat center’s mission.

**GP. 5: Board Member’s Code of Conduct**

The board commits itself and its members to appropriate, ethical, lawful conduct, including proper use of authority and appropriate decorum when acting as board members.

Accordingly, members of the board:

1. Must represent un-conflicted loyalty to the interests of the owner – the Congregation of the Passion of Holy Cross Province. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups within or outside of the retreat center and membership on other boards or staffs. It also supersedes the personal interest of any board member acting as a beneficiary of the Christ the King Retreat Center’s services;
2. Must avoid all conflicts of interest as follows:
3. There must be no self-dealing or any conduct of private business or personal services between any board member and the retreat center except as procedurally controlled to assure openness, competitive opportunity and equal access to “inside information.’
4. When the board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall absent herself or himself without comment from not only the vote, but also from the deliberation;
5. Board members must not use their positions to obtain employment for themselves, family members or close associates. Should a member desire employment, he or she must begin a “leave of absence” status until such time as the hiring decision is made. In the event the board member is hired by the retreat center in any capacity, the board member must resign his or her seat on the board and must reveal any potential conflict of interest when it may bear on an issue at hand, and disclose their involvement with other organizations, vendors, or any other associations that represent a conflict of interest.
6. May not attempt to exercise individual authority over the organization except as explicitly set forth in the board policies;
7. Do not have any power or individual authority over the CEO or staff, unless explicitly authorized by the board;
8. In their interaction with the public, press or other entities, must not speak for the board except to repeat explicitly stated board decisions;
9. Will not express individual judgments of CEO or staff performance outside the “boardroom”;
10. Will be properly prepared for board deliberations;
11. Will actively participate in formation programs sponsored by the retreat center or Holy Cross Province.

**GP. 6: 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 intended to help the board do its job. Typically, committees will assist the board by preparing policy alternatives and impacts for board deliberation.
2. Board committees shall speak or act for the board when formally given such authority by the board, and such authority shall be for a specific subject and time limited purpose;
3. The full board, not committees, intended to exercise monitoring/evaluation activities over board policy implementation.
4. Board committees will be used as needed;
5. 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. Nothing within this policy applies to committees formed under the authority by the CEO.

**GP. 7: Board Committee Structure**

A committee is a board committee only if its existence and charge comes from the board, regardless whether board members sit on the committee. The only board committees are those which are set forth in this policy.

The following are the board committees:

1. Governance Policy Committee
2. Finance and Audit Committee
3. Charism, Board Development and Formation Committee
4. CEO Compensation and Evaluation Committee
5. Retreat Center Executive Director Search Committee (AD HOC)

**GP. 8: Growing Governance Capacity**

To improve and grow governance capacity:

1. Board skills, methods, and support will be sufficient to ensure governing with excellence;
2. Training and retaining will be used as needed to orient new members and candidates for board service, as well as to maintain and increase current member skills and knowledge;
3. Outside monitoring assistance may be arranged as needed so that the board can exercise confident control over organizational performance;
4. Various means will be used as needed to ensure the board’s ability to reflect the Passionist charism;
5. Costs, including administrative services and insurance for directors and officer’s liability, will be prudently incurred and will be included in the retreat center’s annual budget.