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| **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 operating and capital expenditure 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.  If a financial statement audit is not required for the organization by Federal, State, or other requirements, the committee, at its discretion, may engage an independent certified public accountant to perform a financial statement review, which is substantially less in scope than an audit.  As to the annual audit or review, 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 or its designee 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 with 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 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 or review, review with the DMM and the outside auditors any "material weaknesses" or "significant deficiencies" or other recommendations that the outside auditors may have. Typically, such recommendations will be presented by the outside auditors in writing 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:** | Sandra Arnould ([sarnould@stpaulretreat.org](mailto:sarnould@stpaulretreat.org))  Mary Moret ([mmoret@stpaulretreat.org](mailto:mmoret@stpaulretreat.org))  Rob Galbraith (rm\_galbraith@comcast.net)  Fr. Alex Steinmiller (asteinmillerusa@gmail.com) |
| **Meets:** | The last Monday of the month at 4 PM |
| **Created:** | 2004-02-09 |
| **Last Revision:** | 2021-11-15 |

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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. 3. 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. 4. Review the Governing Policies from the Board Policy Handbook and recommend any needed changes to the Board. 5. Implement a Board Education and Training Plan. The Board will invest in its governance capacity accordingly: 6. Board skills, methods, and supports will be sufficient to assure governing with excellence, 7. 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, and 8. 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. |
| **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. In order to develop future leaders, effective July 1, 2014:   * 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:** | John Bodary |
| **Vice Chair:** | Jim McKelvey |
| **Recorder:** | Roger Frank |
| **Members:** | John Bodary (jbodary@woodsconstruction.com)  Roger Frank (rogerjfrank@gmail.com)  Cindy LaFond (rclafond96@gmail.com)  Toby Tabaczynski (tobytaba@hotmail.com)  Jim McKelvey ([jim@greatlakesprofiles.com](mailto:jim@greatlakesprofiles.com)) |
| **Meets:** | Committee meetings are typically at 5 PM on the 2nd Monday of the month prior to the 6 PM dinner for the board meetings (October, December, February, April, June, and July). The Board Planning Day is typically in September. Additional committee meetings are at 5 PM in August and 6 PM in April (Evening of Discernment). |
| **Created:** | 2004-02-09 |
| **Last Revision:** | 2021-12-15 |

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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 one Board member, appointed by the Chair of the Board, who will work closely with Fr. Pat and Faith to develop Charism Modules for Board meetings.   * 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:** | Bob Salter (bcsalter@yahoo.com) |
| **Vice-Chair:** | None |
| **Recorder:** | N/A |
| **Committee Members:** | Bob Salter (bcsalter@yahoo.com)  Fr. Pat Brennan ([PatricioCP@aol.com](about:blank))  Faith Offman ([foffman@stpaulretreat.org](about:blank)) |
| **Meets:** | The committee meets on an ad hoc basis. |
| **Created/Revision:** | 2006-05 |
| **Last Revision:** | ~~2018-10-22~~  2021 11 15 |

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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:** | Neil Sobeck |
| **Committee Members:** | Patty Gillis  Fr. Alex Steinmiller  Chuck Anway |
| **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:** | 2021-11-15 |

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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. | |
| **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:** | | Kari Klinski | |
| **Recorder:** | | Rotating | |
| **Members:** | | Matt Greenough  Kari Klinski  Cindy LaFond  James Bologna (new business admin.) | |
| **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, 2022-01-03 | |