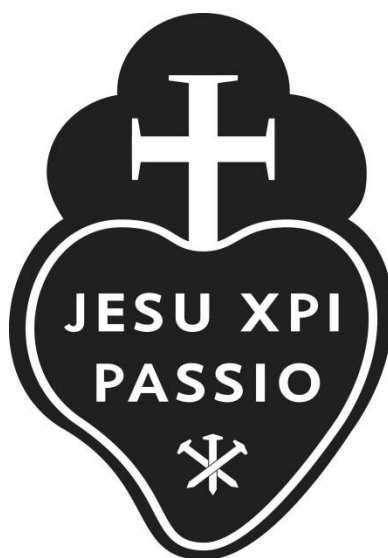


# **Board of Directors POLICY HANDBOOK**

**St. Paul of the Cross Passionist  
Retreat and Conference Center**



**Published: 2023-02-13**

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## **DOCUMENTS ON THE PROVINCIAL PORTAL**

<https://passionist.org/>

Go to “Board Member Portal” at the bottom of the page

Password: PolicyGovernance

Scroll to the bottom of the page and click on the “St. Paul of the Cross Passionist Retreat Center”

1. Board of Directors
2. CEO/Management Staff
3. Organization Chart
4. Job Descriptions
5. Legal Documents
6. Board Policy Handbook
7. Board Calendar
8. Board Monitoring Reports & Budgets
9. Board Meeting Minutes
10. Board Committee Charters
11. Board Committee Minutes
12. Policies, Procedures, Forms, Documents, and Calendars for Board Governance

## 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 Provincial Portal.

## 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 Retreat and Conference Center 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 and Conference Center:

1. Achieves the corporation's End's Policies.
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 CEO/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 (the Board, 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 consultants to the Provincial Superior. These make up the Provincial Council.

**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** - describe organizational situations and actions to be avoided.

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

**Governance Process Policies** - prescribe how the Board operates.

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

## **ENDS POLICIES**

### **EP 1 – UMBRELLA POLICY**

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 an atmosphere of compassion and hospitality.

### **EP 2 – SPIRITUAL RENEWAL**

Our primary ministry is Passionist-preached retreats and programming. People using the retreat center will continue to grow spiritually over time. Those served include (a) participants in Passionist preached, Passionist sponsored programs, (b) hosted programs, (c) other friends of St. Paul of the Cross, and (d) other visitors. Compassion and acceptance are shown to all who enter our doors, enabling people to share healing and peace with others.

### **EP 3 – DIVERSITY**

Cultural and racial diversity are embraced and celebrated in keeping with God's intentions in Creation. Visitors, employees, board members, and retreatants form a multicultural community as part of a multicultural Church, the Body of Christ.

### **EP 4 – RESPONDING TO UNMET NEEDS**

Responding to the signs of the times, those with pressing unmet needs within the church and local community are served by appropriate and relevant programs, meetings, and events regardless of financial limitations.

### **EP 5 - LAUDATO SI'**

People who work, attend, and visit St. Paul of the Cross will understand and adopt principals of the papal encyclical Laudato Si' (Integral Ecology).

### **EP 6 – SACRED SPACE**

People who visit St. Paul of the Cross are uplifted by the environment which embodies the Passionist charism. This space will be naturally beautiful and offer a peaceful place of reflection and prayer.

### **EP 7 – PROMOTE VOCATIONS**

A culture of Passionist vocational encouragement exists. People who work, visit, retreat, and volunteer have the knowledge and encouragement to prayerfully consider and support vocations to Passionist life as a priest, brother, sister, nun, or life as a lay Passionist.



# **GOVERNANCE POLICIES**

## **GP 1 – BOARD MEMBERSHIP**

Board of Director members need to:

1. Connect with the owners to learn their values about ends that are desired and means that would be acceptable.
2. Produce written Ends policies at the broadest levels approved by the owners.
3. Produce Governance, Executive Limitation, and Board Executive Linkage policies.
4. 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.
5. Be knowledgeable about what is of crucial importance to the Retreat Center; need to ask important questions in order to create appropriate policies.
6. Support and uphold the Mission of SPC.
7. Ensure legal and ethical integrity.
8. Be responsible for ongoing education to understand basic economics, demographics, and the current organizational and social influences of our retreat centers.
9. Be individually accountable and act cohesively as a Board; i.e., speak with one voice.
10. Enhance, maintain, and support a positive public image for the organization.

## **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. Build a competent Board.
2. Provide for the orientation and formation in the Passionist Charism of new Board members.
3. Monitor to ensure the organization demonstrates reasonable progress toward desired ends and reasonable compliance with policies guiding means, evaluate the Board's performance against policies, and hold periodic Board discussions on process improvement.
4. Hire and terminate the (Executive) Director of Mission and Ministry.
5. Assure the Director of Mission and Ministry's performance against Ends and Executive Limitation policies.
6. Communicate and collaborate with the Provincial Council (owners) and submit reports as required.
7. Communicate to the Provincial Council 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**

Board of Director members are expected to:

1. Regularly attend and actively participate in Board and Board committee meetings.
2. Be informed about the Mission of SPC 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 SPC by making a personal financial contribution annually and by providing or procuring in-kind services to benefit SPC.
6. Promote SPC 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 – SELF MEASUREMENTS**

Annually each board member will complete a self-assessment of their performance relative to expectations and, based on the results, decide to continue on the board or resign.

#### **GP 5 - 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 required 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 required as your schedules permit.
- Take the initiative to drive the relationship and be responsible for your development as a board member.

**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:

1. 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.
2. Act with responsibility on behalf of the center and accountability and transparency to the constituents and fellow Board Members.
3. Respect for the opinions of others.
4. Be equitable in decision making and mindful of the impact those decisions have on others.
5. Act in a way that promotes the wellbeing of each other, the community, SPC, and the Owners.
6. Board members will adhere to all relevant Provincial Policies (found on the Provincial portal).
7. Board members do not have any power or individual authority over the Executive (Director of Mission and Ministry) 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. Board members will not express individual judgments of Executive (Director of Mission and Ministry) performance outside the “Boardroom”.
10. Board members may not attempt to exercise individual authority over the organization.

**GP 7 - CONFIDENTIALITY**

SPC’s Board members must maintain confidentiality of sensitive information that belongs to or is obtained from SPC; e.g., financial, personal, or as identified as such. 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 annually 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 – CONFLICT OF INTEREST**

SPC, as a nonprofit, tax-exempt organization, depends on charitable contributions from the public. Maintenance of its tax-exempt status is important both for its continued financial stability and for the receipt of contributions and public support. That having been stated, no presumption of a conflict is created by the mere existence of a relationship with outside firms. However, if a board member has any influence on any material business transactions, it's imperative he or she discloses to the Secretary of the Board as soon as possible the existence of any actual or potential conflict of interest so safeguards can be established to protect all parties.

It's imperative board members commit themselves to appropriate, ethical, and lawful conduct including proper use of authority and appropriate decorum when acting as a board member. Board members shall always govern through the lens of the love and compassion of Jesus Christ and in the charism of SPC.

## **GP 9 – ACCEPTANCE OF GIFTS**

To protect both board members and the reputation of SPC from accusations of bribery or corruption, board members are not permitted, directly or indirectly, to accept any gift, hospitality, reward, or other benefit from any source except under the following circumstances:

1. Occasional gifts which are regarded as trivial and where the nominal value received by any one person is under \$25; e.g., pens, calendars, diaries, etc.
2. Occasional hospitality offers such as meals, product samples, event tickets, etc. where the nominal value received by any one person is under \$50 and where the frequency would not be construed by an impartial observer as affecting the board member's judgment regarding their duties as a board member.

If a board member receives an unsolicited gift exceeding the nominal value in the examples above, the board member should either return the gift to the sender, pay the sender full market value for the gift, or donate the gift to a charitable organization.

## **GP 10 - BOARD COMMITTEES**

The only Board committees are those which are set forth in this policy and they are:

1. Audit/Finance Committee
2. Board Affairs Committee
3. Charism Committee
4. Ends Policy Committee (Ad Hoc)

5. Policy Governance Committee (Ad Hoc)
6. Director of Mission and Ministry Search Committee (Ad Hoc)

## **GP 11 - BOARD COMMITTEE PRINCIPLES**

A committee is a Board committee only if its existence and charge come from the Board, regardless of 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 formed by Board action, whether or not it is called a committee and whether or not the group includes board members. It does not apply to committees formed under the authority of the Executive (Director of Mission and Ministry).

## **GP 12 - 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:

1. The past meeting minutes
2. The agenda for the current meeting
3. The minutes of board committees / updates on Policy development
4. The Director of Mission and Ministry's monitoring report

Topics which need full Board review include:

1. Relationship with the Owners
2. Charism Formation
3. Audit or significant financial considerations
4. Changes to the Board Policy Handbook
5. Ends Policies
6. Monitoring Policies: Governance, Executive Limitations, Board/Executive Linkage
7. Voting on Officers and new members
8. Items deemed important and/or controversial for SPC

SPC's Board consent agenda is implemented as follows:

1. 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.
2. Board members are expected to read these items in advance of the Board meeting.
3. 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.
4. In the absence of a request for discussion, the Consent Agenda will be approved.

## **GP 13 - 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:**

1. Preside at Board meeting.
2. Confirms Board committee chairs and appoints Board committee members as necessary.
3. When appropriate, serve as the official representative of SPC.
4. The Chair has no authority to supervise or direct the Director of Mission and Ministry.
5. Serve on board committees as appropriate.
6. Serve on the Provincial Retreat Center Board (PRBC).

7. The Chair 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 who might have caused or may cause legal, financial, or religious scandal to the Passionist community or if it jeopardizes the retreat center's mission.
8. Attend the annual meeting with the outside Audit firm.
9. Meet annually with the Board of Trustees and communicate as necessary with the Provincial.
10. Attend the yearly Holy Cross Province Assembly and other Provincial meetings as invited.
11. Counsel Board Members whose attendance or lack of participation puts them in jeopardy of being removed from the Board.

### **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:**

1. Presides at Board meetings in the chair's absence.
2. Serves on a Board committee and is a vital part of the board leadership.
3. 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:**

1. Represents Board as a member of the Audit/Finance Committee.
2. Acts as the financial liaison between the Audit/Finance Committee and the Board.
3. 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:**

1. Five (5) days in advance of Board meetings, prepare, post, and distribute via email an agenda for the upcoming Board meeting to the Board Members and the Provincial Representative.
2. In advance of meetings, distribute to Board Members and the Provincial Representative any appropriate background information on subjects to be discussed.
3. 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.

4. Maintain the official list of Board and Board Committee Members.
5. Maintain the official attendance record for Board Members.
6. 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.
7. 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.
8. Ensure that all notices are duly given in accordance with the provisions of the Bylaws or as required by law.
9. Maintain Monitoring reports and Policies in a secured site.
10. 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 14 - 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.

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 monitoring 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.

### **Non-Emergency Succession in the Absence of the Director of Mission and Ministry**

In a short-term absence (up to 180 days), EL 12 will be in place in order to protect the Board of Directors and the Retreat Center. If the CEO is unable to return to work, the Committee Chairs, with the Board’s and Owner’s approval, will designate an interim Director of Mission and Ministry until a replacement is hired. In the event of a sudden permanent loss of the CEO’s services, the Board will follow their hiring process procedure.

### **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 board is responsible for the following being posted onto the Provincial Portal:

- Board Handbook
- Board meeting minutes
- Bylaws
- Monitoring reports

## **GP 15 – EXIT INTERVIEWS**

Exit Interviews will be conducted by the Board Affairs Committee for all members 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

2. The interview will also seek recommendations for further actions by the Board of Directors.

## **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 & 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 (a) the teachings of the Roman Catholic Church and (b) the teachings of St. Paul of the Cross and (c) 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 of Detroit that upholds the Dallas Charter as well as the current policy statements of Holy Cross Passionist Province.
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 (a) provides a process for

making complaints of illegal labor practices, (b) ensures that complainants will be free from retaliation, (c) ensures a prompt and reasonable investigation of all complaints of harassment, and (d) 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 all employment is “at-will”.
2. Invite all personnel to support the formation of a Christian faith community at SPC.
3. Respect that all employees have 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 from the Archdiocese of Detroit.
2. Approximate salary and benefits as measured by local market benchmarks for comparable positions in religious 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. 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 capital improvement 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. Fails to comply with the 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 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 significant facilities and equipment.
4. Protect intellectual property, records, files (including but not limited to Board meeting minutes, leases, contracts, and other records as required by law), or computer-based information systems from loss or significant damage.
5. Handle investments in accordance with Holy Cross Province's Investment Policy.
6. Make reasonable efforts to assure the terms of the lease of property from the SPC Community be secured and in the long-term interest of the Center.
7. Unnecessarily expose the organization, the board, or staff to claims of liability.

8. 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.

## **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 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.

## **EL 12 - Emergency CEO Succession**

To protect the board and ownership from sudden loss of CEO services in a short term situation up to (180 days), the CEO shall not fail to have an emergency CEO succession plan which identifies one person who is familiar with board and CEO policies and procedures to enable either of them to take over with reasonable proficiency as an interim successor.

# **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 monitoring data.
2. The Board will acquire monitoring data by one or more of three methods: (a) by internal report in which the Director of Mission and Ministry discloses compliance information to the Board, (b) by external report in which an external, disinterested third party selected by the Board assesses compliance with Board policies, and (c) 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 and by any method, but it will ordinarily depend on a routine schedule.

## ADDENDUM

### 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:

<b>(Name) Board Committee Charter</b>	
<b>Purpose:</b>	To ensure ..... The goal is to ..... The board committee will also .....
<b>Scope of Authority, Power, and Responsibility:</b>	<p>The board committee will be responsible for .....</p> <p>This will typically be done .....</p> <p>In addition, the board committee has the responsibility to .....</p> <p>The committee will meet .....</p>
<b>Special Rules of Governance:</b>	<ol style="list-style-type: none"> <li>1. Minutes of each board committee meeting shall be kept, and distributed to the board Secretary within seven (7) days of each meeting date.</li> <li>2. Each board committee meeting will begin with a reflection on the Charism of St. Paul of the Cross.</li> <li>3. The committee will meet at least ____ times a year.</li> </ol>
<b>Membership:</b>	<p>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:</p> <ul style="list-style-type: none"> <li>• Unless otherwise authorized by the Board Chair, individuals may serve only two (2) years as the Chair</li> <li>• 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.</li> </ul> <p>Further, either the Chair or Vice Chair must be a board member.</p>
<b>Chair:</b>	(Name & Email)
<b>Vice-Chair:</b>	(Name & Email)
<b>Recorder:</b>	(Name & Email)
<b>Members:</b>	(Names & Emails)
<b>Meets:</b>	On
<b>Created:</b>	(Date)
<b>Revised:</b>	(Dates)