

## 2017 Governance Manual

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## **1. Governance Structure**

### **1.1 Roles**

#### **1.1.1 Role of the Leadership Board**

The role of the Leadership Board is to direct and control the entire Mennonite Brethren Church of Manitoba ("MBCM") organization through the process of governance. It designs its own governance policies, measures results against the strategic plan, delegates management authority to the Executive Director, directs the allocation of financial resources and generally oversees the health of the MBCM organization.

The main focus of the Leadership Board is on strategic planning. The two strategic questions for the Leadership Board of the Mennonite Brethren Church of Manitoba to answer are:

- What services shall MBCM deliver to which people, in what places and in what priority?
- What outcomes do we expect the delivery of our services to have in the lives of people?

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

#### **1.1.2 Role of the Chair of the Leadership Board**

The role of the Chair is to oversee the operations of the Leadership Board and to represent the Leadership Board at Assembly of Congregations and at the Canadian Conference. He/she shall set the Leadership Board agenda, with input from others including the Executive Director. The Chair shall ensure that each Leadership Board director has ample opportunity to give an expression of his/her own opinion and shall ensure that no director dominates the discussion or demonstrates inappropriate behavior. The Chair shall also oversee the orientation of new directors to the Leadership Board. While consensus of the Board on decisions is the preferred outcome, in the case of a vote, the Chair shall only vote to break a tie.

#### **1.1.3 Role of the Executive of the Leadership Board**

The primary role of the executive of the Leadership Board is to make decisions between meetings of the Leadership Board when, in those rare occasions, it is not feasible to call the

entire Leadership Board together. The Chair shall report all decisions to the directors of the Leadership Board no later than the next full meeting of the Board. The Leadership Board shall consist of the Chair, the Assistant Chair, the Treasurer and the Secretary. The Executive Director shall be ex-officio.

#### **1.1.4 Role of the Directors of the Leadership Board**

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

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

#### **1.1.5 Role of the Executive Director in the Leadership Board**

The role of the Executive Director is to assist the Leadership Board in the process of decision-making. The Executive Director shall be objective and impartial and shall not lead the discussion to a predetermined conclusion. The Executive Director shall not make or second a motion, speak for or against a motion or vote on a motion.

The Executive Director is ex-officio on the Leadership Board, the Executive Committee and all standing or sub-committees unless specifically advised by the Leadership Board.

#### **1.1.6 Role of Committees**

Should the Leadership Board decide to form a standing or sub-committee, the primary purpose of that committee shall be to assist the Leadership Board with its governance, not to govern on the Leadership Board's behalf. The Leadership Board shall establish limitations and expectations on the standing or sub-committee at its time of formation and thereafter as necessary. The standing or sub-committees shall not be empowered to manage or direct management. Standing or sub-committee members serve at the pleasure of the Leadership Board and need not be directors of the Leadership Board, though at least one director of the Leadership Board shall be a member of all standing or sub-committees.

## **1.2 RELATIONSHIP DESCRIPTIONS**

*Note: This relationship description properly belongs in the Bylaws of the MBCM, not in this Governance Manual. We have included it here to state that content in the format of a relationship description. The Leadership Board recognizes that the Bylaws (and possibly the Constitution) also require revision. Since that is the case, we have temporarily included these relationship descriptions here but intend for them to be placed into the revised Bylaws and eventually removed from this manual.*

### **1.2.1 Leadership Board/Stakeholders Relationship Description**

#### **1.2.1.1 AUTHORITY**

The Leadership Board derives its strategic and operational authority from the members of the MBCM. Other stakeholders, including donors and strategic partners may have an advisory voice in determining the future, but without vote.

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

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

#### **1.2.1.1 LIMITATIONS OF AUTHORITY**

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

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

#### **1.2.1.2 RESPONSIBILITIES**

The responsibilities of governance of the Leadership Board are to:

- Design the Leadership Board's structure and governance processes.
- Provide strategic leadership by determining the MBCM's values, beneficiaries and services, vision, mission and priorities.

- Delegate appropriate management authority and responsibility to the Executive Director.
- Establish appropriate risk management policies and practices for the MBCM, assess management reports on their outcomes and determine further actions as necessary.
- Establish appropriate management objectives, and assess their outcome.

### **1.2.1.3 EXPECTATIONS**

In fulfilling its strategic and operational responsibility, the Leadership Board shall seek the counsel of its stakeholders in its strategic planning process and in its governance of the strategic mission and priorities. While not all-inclusive, the Leadership Board is specifically expected to:

- Oversee the Constitution and implement any changes required.
- Submit to the churches at Assembly of Congregations any issues which require church action or vote.
- Submit for a vote at Assembly of Congregations the budget, the recommendation for auditors and the nominees for the Leadership Board.
- Submit for a vote at Assembly of Congregations, the recommendation for appointment of the Executive Director.

### **1.2.1.4 ACCOUNTABILITIES**

The Leadership Board is accountable to the stakeholders of the MBCM through the Assembly of Congregations and to the appropriate governmental and regulatory authorities. The Leadership Board's accountability will be exercised by the submission of required documentation to government authorities and by clear and true reporting to all of its stakeholders: members, employees and volunteers, donors, strategic partners and clients.

## **1.2.2 Nominating Committee/Leadership Board Relationship Description**

### **1.2.2.1 AUTHORITY**

The Nominating Committee shall consist of four members, including the Secretary of the Leadership Board and three (3) appointed by the Leadership Board to represent the regions of the conference. Members of the Committee shall hold office for two years, twice renewable. The committee shall appoint its own officers. A quorum for the Committee meetings is three (3) members.

### **1.2.2.2 LIMITATIONS OF AUTHORITY**

The Committee may not:

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

### **1.2.2.3 RESPONSIBILITY**

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

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

### **1.2.2.4 EXPECTATIONS**

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

### **1.2.2.5 ACCOUNTABILITY**

The Leadership Board is accountable to the Committee for:

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

The Committee is accountable to the Leadership Board for:

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

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

## **1.2.3 Chair of the Leadership Board/Stakeholders Relationship Description**

### **1.2.3.1 AUTHORITY**

The Chair of the Leadership Board derives their authority by election to the position by the members of the MBCM. Other stakeholders, including directors of the Leadership Board, the Executive Director, donors and strategic partners may have an advisory voice in recommending the Chair, but without vote.

The Chair is authorized by the MBCM to administer the Leadership Board and to direct the actions and plans of the Executive Director through the approval of the Leadership Board.

### **1.2.3.2 LIMITATIONS OF AUTHORITY**

In the fulfillment of the responsibilities of this position, the Chair maynot:

- Take any directive action not authorized by the Leadership Board.
- Force the decision making process of the Leadership Board towards any specific outcome.
- Vote on a motion except in the case of a tie.
- Cause or allow the Leadership Board to be in violation of the limitations of its authority.
- Attempt to prevent any proposal from any Leadership Board director from being considered.

### **1.2.3.3 RESPONSIBILITIES**

The responsibilities of the Chair are to:

- Act in compliance with all legislation and MBCM policies.
- Ensure all matters of significant relevance to the MBCM are brought to the attention of the Leadership Board.
- Establish and chair regular meetings of the Leadership Board.
- Oversee the dissemination of clear, accurate and timely information to the Leadership Board, as required.
- Ensure all directors are given opportunity to express their views on subjects under discussion
- Support the strategic plan of the MBCM.
- Ensure appropriate and effective monitoring and evaluation of the Executive Director, their actions and plans.
- Ensure adequate orientation of new Leadership Board directors.
- Represent or delegate representational authority to other organizations, as required.
- Plan, with assistance as necessary, and chair the Assembly of Congregations for the MBCM.

### **1.2.3.4 EXPECTATIONS**

The expectations of the Chair shall include:

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



### **1.2.3.5 ACCOUNTABILITIES**

Accountability in this relationship is mutual.

The Chair is accountable to the Executive Director for:

- Ensuring all the authorization and resources required for the responsibilities assigned to the Executive Director are provided.
- Overseeing an annual review of the Executive Director's performance.
- Advising reasonable expectations of the Executive Director's responsibility.
- Expressing affirmation, involvement and servant leadership in his/her relationship with the Executive Director.

The Executive Director is accountable to the Chair for:

- Bringing forward any questions or concerns respecting performance with agreed upon expectations.
- Expressing affirmation, involvement and servant leadership in his/her relationship with the Chair.

The relationship review shall be scheduled at predetermined intervals and led by the Leadership Board Chair.

### **1.2.4 Conference Executive Director/Leadership Board Relationship Description**

#### **1.2.4.1 AUTHORITY**

The Executive Director receives his/her authority by appointment to the position of Conference Executive Director by Assembly of Congregations.

The Executive Director is authorized by the Conference to manage the MBCM organization under the direction of the Leadership Board.

The Leadership Board shall provide the Executive Director with the resources and guidelines required for that process.

#### **1.2.4.2 LIMITATIONS OF AUTHORITY**

In the fulfillment of the responsibilities of this position, the Executive Director may not:

- Take any action not authorized by the Leadership Board.
- Force the decision making process towards any specific outcome.
- Make or second a motion, speak for or against a motion or vote on a motion.

- Cause or allow the Leadership Board to be in violation of the limitations of its authority.
- Attempt to prevent any proposal from any Leadership Board director from being considered.

#### **1.2.4.3 RESPONSIBILITY**

The responsibilities of the Executive Director are to:

- Provide guidance to the Leadership Board to ensure compliance with all legislation and MBCM policies.
- Assist in the orientation of Leadership Board directors.
- Provide clear, accurate and timely information to the Leadership Board, as required.
- Delegate authority and responsibility to the MBCM staff, as appropriate.
- Hire and dismiss MBCM staff, as necessary and within the guidelines established by the Leadership Board.
- Monitor the achievement of delegated responsibilities to staff.
- Prepare the strategic planning of the MBCM.
- Lead in the monitoring of the critical success factors, measure strategic results and manage the annual review of the staff members.
- Act as an official spokesperson of the MBCM to stakeholders and the public.

#### **1.2.4.4 EXPECTATIONS**

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

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

#### **1.2.4.5 ACCOUNTABILITIES**

Accountability in this relationship is mutual.

The Leadership Board is accountable to the Executive Director for:

- Providing all the authorization and resources required for the responsibilities assigned to the Executive Director.
- Providing an annual review of the Executive Director's performance.

- Agreeing upon reasonable expectations of the Executive Director's responsibility.
- Expressing affirmation, involvement and servant leadership in its relationship with the Executive Director.

The Executive Director is accountable to the Leadership Board for:

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

The relationship review shall be scheduled at predetermined intervals and led by the Leadership Board Chair.

It shall include a:

- Review of the authorization and resources provided and values expressed to the Executive Director.
- Review of the Executive Director's performance towards expectations of the responsibilities of the relationship.
- Review of the authorization and resources required for the next period, including plans for professional development.

### **1.2.5 Leadership Board Secretary/Leadership Board Relationship Description**

#### **1.2.5.1 AUTHORITY**

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

The Leadership Board Secretary is authorized by the Leadership Board to record the actions and decisions of the Leadership Board in the official minutes of the Leadership Board. The Leadership Board Secretary is considered a director and is therefore expected to participate fully in Leadership Board discussions and votes.

The Leadership Board shall provide the Leadership Board Secretary with the material resources required for that process.

#### **1.2.5.2 LIMITATIONS OF AUTHORITY**

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

- Record any action not authorized by the Leadership Board.
- Give management direction to the Executive Director or the staff unless communicating Leadership Board decisions.

- Cause or allow the Leadership Board to be in violation of the limitations of its authority.

#### **1.2.5.3 RESPONSIBILITIES**

The responsibilities of the Leadership Board Secretary are to:

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

#### **1.2.5.4 EXPECTATIONS**

The expectations of this position shall include:

- Preparation for, and attendance, in so far as possible, at every meeting of the Leadership Board and the Executive committee.
- Timely flow of all relevant information to the directors, including Leadership Board minutes and changes to the documents of the Leadership Board.

#### **1.2.5.5 ACCOUNTABILITIES**

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

The Secretary is accountable to the Leadership Board for performance with respect to the expectations and for compliance with the limitations of authority of the position.

### **1.2.6 Leadership Board Treasurer/Leadership Board Relationship Description**

#### **1.2.5.1 AUTHORITY**

The Leadership Board Treasurer receives his/her authority by the election at the Assembly of Congregations. The Leadership Board Treasurer shall be a member of the MBCM Executive. The Leadership Board Treasurer is considered a director and is therefore expected to participate fully in Leadership Board discussions and votes.

The Leadership Board shall provide the Treasurer with the material resources required to perform his/her responsibilities.

#### **1.2.6.2 LIMITATIONS OF AUTHORITY**

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

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

#### **1.2.6.3 RESPONSIBILITIES**

The responsibilities of the Leadership Board Treasurer are to:

- Report on the financial statements to the Leadership Board quarterly or as requested by the Leadership Board.
- Undertake reasonable queries on the financial statements with the Executive Director to satisfy the Treasurer of their accuracy and completeness.
- Present the financial statements at the Assembly of Congregations.
- Initiate and give oversight to the review of the financial books by external auditors.

#### **1.2.6.4 EXPECTATIONS**

The expectations of this position shall include:

- Preparation for and attendance, in so far as possible, at every meeting of the Leadership Board and the Executive committee
- Timely flow of all relevant information to the directors of the Leadership Board.

#### **1.2.6.5 ACCOUNTABILITIES**

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

The Treasurer is accountable to the Leadership Board for performance with respect to the expectations and for compliance with the limitations of authority of the position.

#### **1.2.7 Director/Leadership Board Relationship Description**

##### **1.2.7.1 AUTHORITY**

Directors of the Leadership Board are authorized by virtue of their election to the Leadership Board by the Assembly of Congregations. Once elected the source of authority is the Leadership Board.

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

#### **1.2.7.2 LIMITATIONS OF AUTHORITY**

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

- Speak officially on behalf of the Leadership Board or the MBCM.
- Enter into any legal or financial agreement on behalf of the MBCM.
- Give direction to the Executive Director.

#### **1.2.7.3 RESPONSIBILITY**

The responsibility of each director of the Leadership Board is to:

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

#### **1.2.7.4 EXPECTATIONS**

Each director of the Leadership Board is expected to:

- Participate in an orientation program in the Relationship Model™ and the Constitution, Governance Manual and Strategic Plan of the MBCM.
- Read reports and study materials provided for preparation of Leadership Board meetings.
- Attend, in so far as possible, all Leadership Board meetings and meetings of committees of which he/she is a member or to indicate to the Leadership Board or Committee Chair the reason for his/her inability to attend.
- Participate actively in discussion and the decision making process.
- Display personal conduct that reflects the values of the MBCM.

#### **1.2.7.5 ACCOUNTABILITIES**

Accountability in this relationship is mutual.

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

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

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

Each director is accountable to the Leadership Board for performance with respect to the expectations and for compliance with the limitations of authority of the position.

## **2. GOVERNANCE PROCESSES**

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

### **2.1 LEADERSHIP BOARD PROCESSES**

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

#### **2.1.1 Leadership Board Meetings**

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

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

The Chair of the Leadership Board or any two members of the Leadership Board may call an extraordinary meeting of the Leadership Board. Unless specifically waived by all the directors, there shall be a minimum of 48 hours between the notice of meeting and the meeting itself.

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

#### **2.1.2 In Camera Meetings**

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

The Chair or any Leadership Board director may request an in camera session of the

Leadership Board. The request may be made in advance or at any time during the meeting where the in camera session is to be held.

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

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

The in camera session may not be electronically recorded. Notes may not be made. The details of the discussion shall remain confidential. Documents deemed confidential shall be returned to the Executive Director or the Chair as deemed appropriate. Except for one copy to be filed under the terms of confidentiality, the returned documents shall be destroyed.

Decisions made and action taken during an in camera session shall be recorded in minutes following the guidelines of policy.

### **2.1.3 E-Meetings**

The Leadership Board may conduct an official meeting of the Leadership Board via e-mail, video conference or telephone (collectively an "E-meeting") for the purpose of transacting business on behalf of the MBCM.

E-meetings may not be initiated unless each participating director of the Leadership Board has functioning equipment sufficient to participate fully in the meeting. Notice of the meeting shall be given at least 48 hours before the meeting commences unless all directors agree to waive this requirement. Information provided shall include log-in information as necessary.

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

Decisions may be reached by consensus or by vote. If a vote is called by the Chair, each director shall record his/her vote for or against or his/her decision to abstain from voting. The number of persons participating in the E-meeting shall be recorded in the minutes.

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



The Chair shall:

- Initiate each E-meeting, acting alone or at the request of any two directors of the Leadership Board.
- Establish each E-meeting with an identifying agenda name.
- Insure that electronic contact information of all participants is current and that any e-mails related to the E-meeting are addressed to all participants.
- Announce the outcome of the decision-making process of the E-meeting at the next regularly scheduled meeting of the Leadership Board.

The Chair may:

- Negotiate an alternative to initiating an E-meeting when one is requested but may not refuse a request from any two directors of the Leadership Board.
- Involve the guest participation of a non-director, e.g. specialist, legal counsel, etc, if considered advisable. The Chair shall determine the beginning and end of such participation and shall declare the same to all participants.

When an E-meeting is called, each shall:

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

#### **2.1.4 Leadership Board Meeting Preparation**

The Chair shall prepare a proposed agenda for regular meetings of the Leadership Board, having first consulted the Executive Director.

A complete information packet shall be provided to each director not less than seven days before the meeting.

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

- Leadership Board Structure and Process
- Strategic Planning
- Delegating Authority to the Executive Director
- Monitoring and Measuring

#### **2.1.5 Meeting Procedures**

The Chair shall determine the protocol for the presentation of information and for discussion by directors. In order to determine the need for and the content of the motion, discussion may occur on a subject before a specific motion is made and seconded. If a vote is

anticipated, motions shall be made and seconded before debate on the specific motion may begin. The motion shall be recorded by the recording Secretary and read aloud before discussion commences.

Amendments or substitute motions or changes in wording require a motion and a second after the original motion has been seconded. The amendment, motion to substitute or to change wording shall be decided by a vote, if necessary, before the amended, substituted or modified motion is put to the final vote, unless a consensus can be reached.

Unless otherwise specified in this governance manual, meeting procedures shall follow the most recent edition of Robert's Rules of Order.

### **2.1.6 Consensus and Voting**

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

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

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

### **2.1.7 Conflict of Interest Policy**

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

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

Each director shall:

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

The Chair shall:

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

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

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

### **2.1.8 Conflict Resolution**

The Leadership Board shall follow the guidelines for conflict resolution contained in Matthew 18:15-17 and 1 Corinthians 6:1-8. Thus the principles of any conflict resolution process shall include the following:

- A forgiving spirit on the Leadership Board's part will be the foundation of any conflict resolution process,
- The process shall begin with direct negotiation and proceed to mediation and arbitration as required.
- The process shall be fair and transparent and shall seek to uphold the dignity of all persons.
- The process shall seek justice first and reconciliation second, recognizing that justice is necessary in order to achieve reconciliation.

This policy addresses the following potential conflicts:

1. Conflicts in which the Leadership Board is directly involved.

- Conflicts within the Leadership Board,
- Conflicts between the Leadership Board and persons or groups within the MBCM (directors/staff/volunteers),
- Conflicts between the Leadership Board and persons or groups outside the MBCM.

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

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

- Conflicts between persons or groups within the MBCM,
- Conflicts between persons or groups within the MBCM and persons or groups outside the MBCM.

In cases where the Leadership Board is not one of the parties in the conflict but is being asked to arbitrate the conflict, the Leadership Board shall not become involved until all efforts at negotiation and mediation (whether described in policy or not) have been exhausted. Where those efforts have failed and the Leadership Board has agreed to be the arbiter in the conflict, existing Conference-approved Policies shall apply if the conflict involves abuse or harassment; and/or the following components shall be part of the Leadership Board process:

- The person or group making the allegation(s) shall be identified,
- The person or group to whom the allegation(s) is/are directed shall be identified,
- The allegation(s) shall be made in writing and witnessed by two persons to avoid assumptions or misperceptions, hearsay or irresponsible criticism,
- The allegations shall be accompanied by information that supports the allegation(s),
- Both the allegations and the supporting information shall be shared with the person(s) or group to whom the allegations are directed
- At the discretion of the Leadership Board the allegations shall be presented to the Leadership Board in the presence of the person(s) or group to whom they refer,
- The person(s) or group to whom the allegation is directed shall have an opportunity to request additional information in writing and respond to the allegations in the presence of the person(s) bringing them.
- The Leadership Board shall have an opportunity to ask both parties for clarification or information.
- The Leadership Board may meet in camera to consider the conflict. If new information presents itself at this point, the process will revert back to e above, and this information will be shared with the person(s) or group to whom the allegations are directed.
- The Leadership Board shall report its decision to both parties in writing.
- Under exceptional circumstances (e.g. sexual harassment, fraud) there may be delays in the conflict resolution process to allow for external investigation.

### **2.1.9 Governance Manual Changes**

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

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

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

#### **2.1.10 Director Expenses**

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

#### **2.1.11 Minutes, Recording, Distribution, Approval**

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

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

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

#### **2.1.12 Staff and Guest Attendance**

The Leadership Board may invite any person to attend its meetings as a guest observer, presenter or participant. Normally, the Chair shall approve such visitors.

Permission to speak or participate in discussion shall be the prerogative of the Chair. The Leadership Board may also approve the presence and level of participation of visitors by vote.

#### **2.1.13 Communications with Staff and Volunteers**

Individual directors of the Leadership Board are free to communicate with any members of the staff and volunteers at any time. In doing so the following guidelines shall be followed: Advice may be freely offered to staff provided it is clearly understood by the staff that such advice is not management direction and is optional in its use.

- The Executive Director shall be advised beforehand and approve all significant planned interactions that may affect the management of the staff and volunteers.
- Information which is confidential in nature or which will necessitate the expenditure of significant staff time may not normally be requested of staff unless the request is previously approved by the Executive Director.

## **2.2 STRATEGIC PLANNING PROCESS**

Because of rapid changes in opportunity and in the cultural and political environment in which we work, the strategic plan shall be reviewed and revised annually at the same time each year.

Consultation with all stakeholders is the vital component to a strategic plan that will inspire donors, clients, staff, and volunteers to commit themselves to the success of the plan. That consultation shall remain a regular component of each annual planning process.

The components of the strategic plan that require annual review and possible revision by and approval of the Leadership Board are beneficiaries, services/needs, vision, mission, priorities, strategic goals and critical success factors.

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

### **2.2.1 Strategic Context**

#### **2.2.1.1 Historical Factors**

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

#### **2.2.1.2 Environmental Factors**

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

- Spiritual/religious
- Political
- Economic
- Cultural

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

A SWOT analysis may also be used to identify the MBCM's internal Strengths and Weaknesses and external Opportunities and Threats.

### **2.2.2 Values**

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

### **2.2.3 Beneficiaries and Stakeholders**

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

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

### **2.2.4 Services**

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

### **2.2.5 Places**

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

### **2.2.6 Vision**

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

### **2.2.7 Mission**

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

### **2.2.8 Priorities**

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

### **2.2.9 Strategic Goals**

Strategic goals are statements that express the degree to which the MBCM hopes to realize their outcomes within the planning period. They are based on the outcome indicators. The Leadership Board shall set strategic goals annually as the final step in the strategic planning process.

Note: Strategic goals refer to the SMART goals that are Specific, Measurable, Achievable, Relevant to the mission and priorities and Time-limited. They deal with the "what" the MBCM seeks to do, rather than the tactical goals that deal with "how" management seeks to accomplish the mission and priorities.

### **2.2.10 Critical Success Factors**

The Strategic Plan is completed with a list of those factors in the management of the MBCM's service delivery that are critical to the success of its vision and mission. These form the bridge between the strategic governance of the Leadership Board and the tactical management of the Executive Director.

Identifying the critical success factors allows the Leadership Board to monitor the Executive Director's management of risk without becoming directly involved in management.

Critical success factors may address the following subjects among others.

#### Relationships

- Relationships with members/donors/fundingsources
- Relationships with regulatory authorities
- Relationships with staff/volunteers
- Relationships between Leadership Board/staff volunteers
- Strategic alliances
- Staff/volunteer recruitment, retention, development



- Values

#### Processes

- Governance
- Management
- Planning-strategic/tactical
- Services/programs/products
- Communication
- Marketing/fundraising
- Monitoring and measuring

#### Finance/Infrastructure

- Operating funding
- Financing (operating credit)
- Financial management
- Capital needs
- Reserves
- Buildings and property
- Systems/equipment

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

### **2.3 Delegating Authority and Responsibility to the Executive Director**

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

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

The Leadership Board shall request all information for strategic planning, monitoring performance and measuring results for the MBCM's infrastructure directly from the Executive Director, who may delegate the requests to the appropriate staff members.

### **2.3.1 Executive Director/Leadership Board Relationship Description**

#### **2.3.1.1 AUTHORITY**

The Executive Director functions with authority from the Leadership Board to be the Chief Executive Officer of the MBCM.

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

Resources delegated to the Executive Director include paid and volunteer human resources, financial resources for operations and a personal compensation package for the Executive Director.

The Leadership Board authorizes the Executive Director to:

- Structure the management infrastructure as required to fulfill the Mission.
- Provide direction to staff in line with Manitoba Conference Vision and Strategic Plans.

Executive Director Education and Competencies Required:

- Post-secondary degree.
- Significant experience in a variety of areas of ministry.
- Training and competencies in leadership, administration and communication.
- Mature Christian character and demonstrated love for God and the Church.
- Other specific skills sets, competencies and gifts as the Leadership Board deems necessary to fulfill the mandate of the Executive Director.

#### **2.3.1.2 LIMITATIONS OF AUTHORITY**

The Executive Director may not operate outside the parameters described in the:

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

#### **2.3.1.3 RESPONSIBILITIES**

It is the Executive Director's responsibility to lead the processes of tactical planning, resource development and management of the MBCM. Specifically the Executive Director shall:

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

#### **2.3.1.4 EXPECTATIONS**

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

- Governance manual
- Strategic plan
- Executive Director's tactical goals

The Executive Director is also expected to:

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

#### **2.3.1.5 ACCOUNTABILITIES**

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

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

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

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

### **2.3.2 Executive Director's Limitations and Expectations Policies**

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

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

#### **2.3.2.1 Tactical and Financial Planning**

##### **2.3.2.1.1 LIMITATIONS**

With respect to tactical and financial planning, the Executive Director may not:

- Plan for the expenditure of more operational or capital funds than are reasonably projected to be received in the year(s) included in the plans,

##### **2.3.2.1.2 EXPECTATIONS**

With respect to operational and financial planning, the Executive Director is expected to enable the Leadership Board to fulfill its fiduciary responsibilities and maintain its integrity in financial matters. Accordingly, the Executive Director is expected to create a tactical or financial plan which:

- Is complete within one month before the end of the fiscal year.
- Complies with the strategic plan and priorities in its allocation of resources.

- Contains enough detail to enable accurate monitoring, including accurate projections of income and expenditure, the separation of capital and operational items, cash flow and audit trails.
- Includes a contingency plan equal to 5% of the cost of the tactical plans.

### **2.3.2.2 Financial Condition**

#### **2.3.2.2.1 LIMITATIONS**

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

Accordingly the Executive Director may not:

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

#### **2.3.2.2.2 EXPECTATIONS**

With regard to the management of the MBCM's finances, the Executive Director is expected to:

- Maintain all of the MBCM's accounts in a timely manner in compliance with generally accepted accounting practices.
- Notify the Leadership Board in a timely manner of any financial event which could affect the financial security of the MBCM.
- If the financial condition violates these limitations, provide a plan for regaining compliance at the same time that the violation of limitations is reported.
- Continue to comply with the Tactical and Financial Planning policy in any revision of the plans.

### **2.3.2.3 Capital Expenditures**

#### **2.3.2.3.1 LIMITATIONS**

With respect to proper control of capital expenditures, the Executive Director may not incur capital expenditures:

- In excess of funds specifically given as restricted funds.
- For items which are not required for normal operations.
- Which, while otherwise fulfilling the two foregoing, exceed \$15,000 per expenditure up to two times per year.

#### **2.3.2.3.2 EXPECTATIONS**

The Executive Director is expected to report all purchases when this policy is monitored and is normally expected to advise the Leadership Board in advance of these expenditures.

#### **2.3.2.4 Capital Assets**

##### **2.3.2.4.1 LIMITATIONS**

With respect to minimizing losses of the MBCM's capital assets the Executive Director may not:

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

##### **2.3.2.4.2.1 EXPECTATIONS**

The Executive Director is expected to:

- Maintain a reasonable level of property and liability insurance.
- Take all reasonable steps to minimize fraud, losses and liability claims.
- Maintain net assets above a level sufficient to meet the MBCM's liabilities.
- Plan for the replacement of depreciating capital assets.

#### **2.3.2.5 Restricted or Designated Funds**

##### **2.3.2.5.1 LIMITATIONS**

With respect to the restricted funds and assets, the Executive Director may not spend restricted funds for a purpose other than that for which they were restricted.

##### **2.3.2.5.2 EXPECTATIONS**

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

#### **2.3.2.6 Banking Operations**

In order that the Leadership Board may comply with its responsibility regarding the operation of bank accounts, the Executive Director may not, without the prior written authorization of the Leadership Board:

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

#### **2.3.2.7 Staff and Volunteer Treatment**

#### **2.3.2.7.1 LIMITATIONS**

In relating to staff and volunteers the Executive Director may not:

- Impose work expectations on any staff that have not been negotiated, agreed and confirmed in writing.
- Allow acceptance criteria - gender, status or competencies (knowledge, skills attitudes, motives or attributes) - to be imposed on staff that have not been previously stated and agreed prior to selection.
- Hire or terminate senior staff without first advising the Leadership Board.

#### **2.3.2.7.2 EXPECTATIONS**

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

In relating to staff and volunteers the Executive Director is also expected to:

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

#### **2.3.2.8 Leadership Board Governance Support**

In supporting the Leadership Board's governance process, the Executive Director is expected to:

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

### **2.4 MONITORING AND MEASURING**

#### **2.4.1 Monitoring Executive Director Limitations/Expectations**

The Leadership Board shall be responsible for the performance of the monitoring of the Executive Director's compliance with the limitations of authority and expectations of responsibility.

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

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

#### **2.4.2 Monitoring Critical Success Factors**

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

#### **2.4.3 Monitoring Schedule**

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

The schedule for monitoring Executive Director compliance with limitations and expectations policies shall be as follows:

- |   |           |
|---|-----------|
| • 2.3.2.1 Tactical and Financial Planning     | Quarterly |
| • 2.3.2.2 Financial Condition                 | Quarterly |
| • 2.3.2.3 Capital Assets                      | Annually  |
| • 2.3.2.4 Capital Expenditure                 | Annually  |
| • 2.3.2.5 Restricted and Designated Gifts     | Annually  |
| • 2.3.2.6 Banking Operations                  | Annually  |
| • 2.3.2.7 Staff and Volunteer Treatment       | Annually  |
| • 2.3.2.8 Leadership Board Governance Support | Quarterly |

The schedule for monitoring critical success factors shall be outlined in the Strategic Plan. (Refer to 2.4.2)

#### **2.4.4 Measuring Strategic Outcomes**

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

##### **2.4.4.1 Outcome Indicators**



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

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

#### **2.4.4.3 Measuring Process**

The Leadership Board shall measure the progress toward the strategic goals on an annual basis as part of the strategic planning process. On the basis of this measurement and evaluation of strategic results the Leadership Board may make revisions to priorities and strategic goals for the following year.

#### **2.4.5 Monitoring Leadership Board Performance and Annual Relationship Reviews**

As part of its accountability process, the Leadership Board shall have its own performance reviewed and shall complete annual relationship reviews for the Executive Director and any committees to which it has delegated authority and responsibility.

Accountability in all relationships is mutual. The source of authority is accountable to the recipient of authority for providing the authorization, resources, affirmation, involvement and servant leadership required for the successful realization of the responsibilities of the position.

The recipient of authority is accountable to the source of authority for performance with respect to the negotiated expectations and for compliance with the limitations of authority of the position being reviewed.

The components of this working relationship shall be reviewed at predetermined intervals at the initiation of the source of authority and shall include:

- Review of the authorization and resources provided and values expressed by the source of authority to the recipient.
- Review of the recipient's performance towards expectations of the responsibilities of the relationship including the progress towards tactical goals.
- Negotiation of tactical goals and other expectations for the next planning period
- Review of the authorization and resources required for the next period, including plans for professional development.

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

#### **2.4.5.1 Leadership Board Governance Performance Reviews**

The Leadership Board shall conduct an annual review of its own performance in governance.

The Leadership Board may use self-directed performance reviews annually and an external review at least once every five years.

#### **2.4.6 Accountability to Government Authorities**

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

The Leadership Board shall further ensure that insofar as possible, the MBCM complies with all the laws of the land.

#### **2.4.7 Accountability to Members**

The Leadership Board shall report fully and accurately the annual measurements of strategic results to the Assembly of Congregations in its annual report.