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# The Synod of the Trinity Governance Policy Manual

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This policy manual is developed in compliance with the Constitution of the Presbyterian Church (U.S.A.): The Book of Confessions and the Book of Order. While The Synod of the Trinity is a registered not-for-profit corporation in the Commonwealth of Pennsylvania, it is first and foremost a Council of the Presbyterian Church (U.S.A.) (Book of Order F-3.0203, F-3.0209, G-3.01ff, G-3.04ff).

Affirming the interdependency and mutuality of the Councils of the Church, the ends, policies, and structure in this manual are built upon these values:

- Connection/Partnership
- Learning Together
- Living the Good News Where God Has Placed us
- Engaging a Larger Picture

These values guide and shape The Synod of the Trinity now and into the future as we trust in God who goes before us and abundantly provides for us.

The Synod of the Trinity exists to fulfill its responsibilities as a Council of the Presbyterian Church (U.S.A.) delineated in the Book of Order (G-3.0101), particularly as assigned in G-3.0401 in relation to the General Assembly (G-3.0402) and the Synod's constituent presbyteries (G-3.0403). The Synod acknowledges both the limits and opportunities before it as a Council of the Church. The Synod affirms its distinct functions and relationship with the other Councils of the Presbyterian Church (U.S.A.) as stated in the Book of Order F-3.0203

These presbyters shall come together in councils in regular gradation. These councils are sessions, presbyteries, synods, and the General Assembly. All councils of the church are united by the nature of the church and share with one another responsibilities, rights, and powers as provided in this Constitution. The councils are distinct, but have such mutual relations that the act of one of them is the act of the whole church performed by it through the appropriate council. The larger part of the church, or a representation thereof, shall govern the smaller.

The Great Ends of the Church (F-1.0304) apply to all Councils of the Church. The Great Ends of the Church are:

- Proclamation of the gospel for the salvation of humankind;
- The shelter, nurture, and spiritual fellowship of the children of God;
- The maintenance of divine worship;
- The preservation of the truth;
- The promotion of social righteousness; and
- The exhibition of the Kingdom of Heaven to the world.

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46 Each Council seeks to fulfill the Great Ends within given geographic and cultural environments.  
47 In light of the Great Ends, the distinctive functions of a synod (G-3.0401), and its particular  
48 geographic and cultural environments, The Synod of the Trinity guides its mission and ministry  
49 through Primary and Secondary Ends.

50

51 The Synod's Primary End is "As part of the Body of Christ, the Synod of the Trinity, through the  
52 responsible use of shared resources, supports and challenges member presbyteries to be vital,  
53 innovative, and faithful in their collaborative and distinctive callings."

54

55 The Secondary Ends of the Synod are:

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57 • Connecting presbytery leadership for coordination, spiritual support and sharing best  
58 practices.

59 • Encouraging innovation in, between and among presbyteries through the use of human,  
60 programmatic, and financial resources.

61 • Providing services of education and nurture as requested by member presbyteries.

62 • Extending partnership of member presbyteries in joint and shared mission and ministry.

63 • Nurturing relationships within the larger church for the purpose of greater witness.

64 • Fostering conversation and action for the promotion of social righteousness.

65

66 The presbyteries, in conversation with their congregations, of the Synod are the primary  
67 beneficiaries of the Synod's existence. As presbyteries are stronger they are better able to  
68 serve their congregations in mission to their communities and the world, and in ministry to their  
69 members and adherents.

70

71 The Synod of the Trinity gratefully and joyfully acknowledges the Sovereignty of God, and the  
72 Synod's call to be a steward of the mysteries of grace revealed in Christ Jesus. Acknowledging  
73 its dependency upon and accountability to God, its presbyteries and the General Assembly, The  
74 Synod of the Trinity resolves to carry out its governance, mission and ministry through clearly  
75 delineated policies, and the delegation of authority and responsibility.

76

77 The Synod Assembly is a council of the Presbyterian Church (U.S.A.) (G-3.04). Final  
78 responsibility and authority rests with the Synod Assembly in fulfilling its constitutional mission  
79 and responsibilities. The Synod of the Trinity establishes and delegates most of its governing  
80 responsibilities and authority to an "administrative commission" (G-3.0109). An administrative  
81 commission shall be chosen from among the commissioners to the Synod Assembly.

82

83 The administrative commission is known as the "Governing Commission" throughout this  
84 document. A primary function of the "Governing Commission" is to discern what God is calling  
85 the Synod to be and to do. The Governing Commission proposes "Ends policies," for Synod  
86 Assembly ratification, and monitors the fulfillment of the Synod's "Ends".

87

88 The policies contained in this document began with gathering of information from focus groups  
89 in the presbyteries, were developed by a collaboration of the Synod Assembly commissioners,  
90 and a writing task group of synod commissioners, *ex officio* members, and synod staff for  
91 approval by the Synod Assembly. The policies were carefully reviewed to assure they support  
92 the purposes (ends) and unique structure of the Synod.

93

94 The policies are used to implement an approach to governance developed by John Carver and  
95 known as Policy Governance®. Policy Governance® has been applied to Boards of Directors of  
96 hospitals, churches, nonprofit organizations, for-profit companies and school systems.  
97 Policy Governance® differs from other approaches to governance in that it provides a fully  
98 integrated system that defines:

- 99
- 100 • The work of the Governing Commission;
  - 101 • The relationships between and among the synod executive, the Governing Commission,  
102 and the Synod Assembly; and
  - 103 • The specific actions the Governing Commission expects of the executive.
- 104

105 Without violating the basic understanding that "God alone is Lord of the conscience..." (F-  
106 3.0101), the Governing Commission is accountable to the people and entities that invest in or  
107 support the organization (Carver calls them "owners"). The "owners" are the constituent  
108 presbyteries of the Synod. The Governing Commission holds itself, and the Synod Executive,  
109 responsible for achieving the impact the Council was created to achieve, the Organizational  
110 Ends, expressed primarily in Part 2 of the Constitution of the Presbyterian Church (U.S.A.), the  
111 Book of Order (G-3.04). The Governing Commission is focused on the long-term  
112 accomplishment of the Council's Ends.

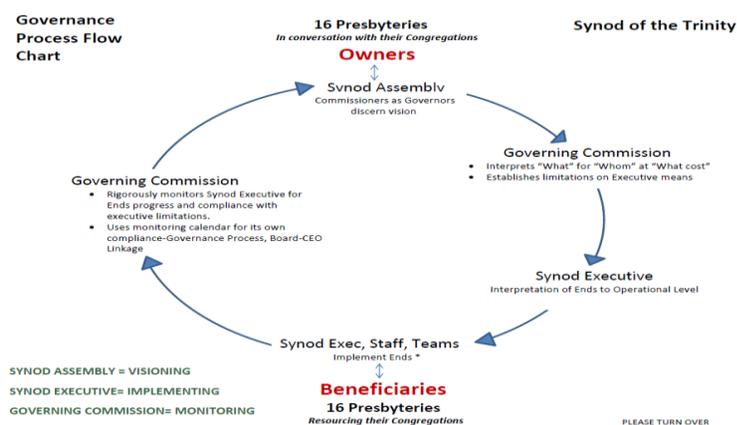
113

114 The Governing Commission retains responsibility for the development and fulfillment of the  
115 Synod's Primary and Secondary Ends. The Governing Commission delegates authority to the  
116 Synod Executive for the development and implementation of means to achieve the Ends. This  
117 delegation defines not what the executive can do but the limitations on his or her actions. The  
118 Governing Commission routinely monitors the activities of the Synod and makes connections  
119 with the people the Synod is designed to serve in order to assure that the Synod is doing what it  
120 set out to do.

121

122 A Governing Commission committed to Policy Governance® operates with a sense of group  
123 responsibility. The Governing Commission, not the staff, is responsible for the operations of the  
124 Governing Commission itself, and for ensuring that the Governing Commission initiates and  
125 establishes policies that help the Synod achieve its purposes (Ends). The collective Governing  
126 Commission is obligated not to let individual Governing Commission members impede the  
127 Governing Commission from accomplishing its work, nor to interfere with the work of the  
128 executive. The Governing Commission is responsible for enforcing its own standards of  
129 behavior and is accountable for the results of the Synod. Policy Governance® as applied to The  
130 Synod of the Trinity can best be seen in this illustration.

131



## GOVERNANCE PROCESS

### Section Introduction

Romans 12:4-5 For as in one body we have many members, and not all the members have the same function, so we, who are many, are one body in Christ, and individually we are members one of another.

Presbyterians are people who strive to do things “decently and in order” in our life together. As we live out that order, roles and functions must be clear and purposes defined. Expectations, process and procedures become critical, not to weigh us down but to free us to live God’s purposes through our work, ministry, and relationships.

“When board members take their seats, a transformation must take place wherein they become the vessels through which the multitudes dream, form intentions, debate, and decide” (John Carver, *The Unique Double Servant Leadership Role of the Board Chairperson*).

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### GP-1 Relationship of the Synod Assembly & Governing Commission

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The Commissioners, elected to the Synod Assembly, have two basic roles: governing, and serving as liaison between and among their respective presbyteries and the Synod. The primary function of the Synod Assembly is discerning and visioning future opportunities and challenges facing the Synod. The Synod Assembly at its annual meeting shall also accomplish the following tasks:

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- Electing a Nominating Committee,
- Electing a Governing Commission of eight commissioner members of the Synod Assembly, as nominated by the Nominating Committee,
- Electing the Moderator and Vice-Moderator and other officers as appropriate,
- Receiving the projected budget for the next financial year and end-of-year financial report,
- Receiving a report from the Permanent Judicial Commission and other reports required by the Book of Order,
- Advising on present and future Ends for the Synod. Monitoring the fulfillment of the Ends is assigned to the Governing Commission which shall annually report to the Synod Assembly,
- Electing the Synod Executive for a term of five years, including renewal or termination of the executive’s term.

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The Synod Assembly will provide opportunity for the Governing Commission to inform the commissioners, *ex officio* members, and guests about the ongoing work of supporting the Synod’s constituent presbyteries. The Synod Assembly will provide opportunity for commissioners to share the opportunities and challenges faced by their respective presbyteries. At least annually, the commissioners will meet in regional groups for networking and partnering.

162 The Governing Commission shall have ten (10) voting members made up, as nearly as  
163 possible, of an equal number of ruling and teaching elders, and representative of the diversity of  
164 the Synod's geography and membership (ethnicity, gender distribution, and physical abilities).

- 165
- 166 • Eight members shall be elected from among the Synod commissioners, serving in  
167 classes coterminous with their class as a commissioner to the Synod Assembly.
  - 168 • The Moderator and Vice-Moderator of the Synod shall be members of the Governing  
169 Commission and shall serve as Moderator and Vice-Moderator of the Governing  
170 Commission and the Corporation.
  - 171 • The immediate past Moderator of the Synod and Governing Commission shall be an *ex*  
172 *officio* member of the Governing Commission with voice but not vote.
  - 173 • The Executive of the Synod shall be an *ex officio* member of the Governing Commission  
174 with voice but not vote.
  - 175 • The Stated Clerk of the Synod shall be an *ex officio* member of the Governing  
176 Commission with voice but not vote, serving as the Commission and Corporate  
177 Secretary.
  - 178 • The Synod Treasurer shall be an *ex officio* member of the Governing Commission with  
179 voice but not vote, serving as the Corporate Treasurer.
  - 180 • The Forum of Executive Presbyters shall elect two advisory representatives, with voice  
181 but not vote, to the Governing Commission.
- 182

183 The Governing Commission shall meet, at least, quarterly. The Governing Commission shall be  
184 delegated all responsibility and authority to develop, propose, and monitor Ends, policies, and to  
185 evaluate the Synod Executive and the Stated Clerk. The Governing Commission may call for  
186 the Synod Assembly to meet, in addition to the annual meeting, and for purposes as the  
187 Governing Commission may determine.

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190 **GP-2 Governance Commitment**

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192 The purpose of the Governing Commission is to ensure The Synod of the Trinity (a) achieves  
193 the results defined in the approved Ends policies and (b) avoids unacceptable actions and  
194 situations.

195

196 The Governing Commission holds itself accountable by ensuring that all actions it takes are  
197 consistent with the Governing Commission's policies, Synod bylaws, the Constitution of the  
198 Presbyterian Church (U.S.A.) and the laws of the Commonwealth of Pennsylvania.

199

200 The Governing Commission assures that the Synod fulfills its Ends and serves the purpose(s)  
201 intended by those who support and invest in the Synod. These "owners" are defined, for the  
202 purpose of these policies, as the constituent presbyteries of the Synod, partner organizations,  
203 members, contributors (e.g., corporate, philanthropic, individual) and volunteers (including  
204 Governing Commission members, service providers, program staff).

205

206 The following policies address:

- 207
- 208 • Governance Process (GP): Specification of how the Governing Commission conceives,  
209 carries out, and monitors its own tasks.

- 210 • Governing Commission/Synod Executive Relations (GC/SE): How power is delegated
- 211 and its proper use monitored; the Synod Executive's role, authority, and accountability.
- 212 • Executive Limitations (EL): Constraints on executive authority which establish the
- 213 prudence and ethics boundaries within which all executive activity and decisions must
- 214 take place.
- 215 • Ends: Organizational impacts, benefits, outcomes, recipients, and their relative worth.
- 216 (What good for which recipients at what cost or priority?)
- 217

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### 218 **GP-3 Governing Style**

219 The Governing Commission will govern lawfully with an emphasis on:

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- 223 • Outward vision rather than an internal preoccupation,
- 224 • Encouragement of diversity in viewpoints,
- 225 • Strategic leadership more than administrative detail,
- 226 • Clear distinction of Governing Commission and executive roles,
- 227 • Collective rather than individual decisions,
- 228 • Future rather than past or present, and
- 229 • Proactive action rather than reactive action.
- 230

231 The Governing Commission will be composed of commissioners who bring diversity of skills and  
232 background to the organization, including but not limited to, experience working in the church,  
233 contacts in the presbyteries and General Assembly, and demonstrated leadership in the skills  
234 needed to assist the Governing Commission in meeting its goals. The Synod Executive and  
235 Governing Commission members will work with the leadership and Nominating committees in  
236 the constituent presbyteries to encourage and to ensure that commissioners elected from those  
237 presbyteries possess the needed skills and gifts.

238 Accordingly,

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- 241 • The Governing Commission will cultivate a sense of group responsibility. The Governing
- 242 Commission, not the staff, will be responsible for excellence in governing. The
- 243 Governing Commission will initiate and establish policy. This does not preclude policy
- 244 recommendations from staff or the Synod Assembly.
- 245 • The expertise of individual members may be used to enhance the understanding of the
- 246 Governing Commission as a body. However, the Governing Commission will not use the
- 247 expertise of individual members to substitute for the judgment of the Governing
- 248 Commission.
- 249 • The Governing Commission will direct, control and inspire the organization through the
- 250 careful establishment of broad written policies reflecting the Governing Commission's
- 251 values and perspectives. The Governing Commission's major policy focus will be on the
- 252 intended long-term impacts of the Synod, not on the administrative or programmatic
- 253 means of attaining those impacts.
- 254 • The Governing Commission will enforce upon itself whatever discipline is needed to
- 255 govern with excellence. Discipline will apply to matters such as attendance, preparation
- 256 for meetings, policymaking principles, respect of roles, and ensuring the continuance of
- 257 governance capability. Although the Governing Commission can change its governance
- 258 process policies at any time, it will observe those currently in force scrupulously.

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- Continual Governing Commission development will include orientation of new Governing Commission members in the Governing Commission's governance process and periodic Governing Commission discussion of process improvement.
  - The Governing Commission will allow no officer, individual, or committee of the Governing Commission to hinder or be an excuse for not fulfilling group obligations.
  - The Governing Commission will monitor and discuss the Governing Commission's process and performance at each meeting in a brief segment at the end of each meeting. Self-monitoring will include comparing the Governing Commission's actions to the policies in the Governance Process and Governing Commission/Synod Executive Relations sections of these policies.

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### 270 **GP-3-E1 Member Expectations**

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273 Governing commission members will be expected to:

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- Attend at least 75 percent of all Governing Commission meetings and the annual meeting of the Synod Assembly (in person, by phone, or other digital means).
  - Attend standing committee meetings, if a member of a committee.
  - Attend Governing Commission retreats, in-service workshops and other Governing Commission development activities.
  - Attend their particular regional gathering of commissioners.
  - Review the agenda and supporting materials prior to Governing Commission and committee meetings.
  - Serve on committees and take on the special assignments, as needed.
  - Remain informed about Synod's mission, services and policies.
  - Act as an ambassador for the Synod within the other councils of the Presbyterian Church (U.S.A.).
  - Keep up-to-date on issues pertaining to the activities of the Synod.
  - Provide support and advice to the Synod Executive.
  - Suggest nominees for Governing Commission membership.

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### 291 **GP-3-E2 Selecting Officers/Annual Meeting**

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293

294 The Nominating committee of the Synod shall nominate to the Synod Assembly the Moderator

295 and Vice-Moderator for election and installation at the annual meeting of the Synod. The

296 Moderator and Vice-Moderator shall serve in those roles both for the Synod Assembly and the

297 Governing Commission. Additionally, they shall serve respectively as Moderator and Vice-

298 Moderator of the corporation. The Treasurer shall serve as the Treasurer of the Corporation.

299 The Stated Clerk shall serve as the Secretary of the Corporation. An opportunity for nominations

300 from the floor shall always be provided.

301

302 The Nominating committee shall nominate to the Synod Assembly commissioners to serve on

303 the Governing Commission.

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305 Officers shall be per the definition on page 2 and 3 of the Synod By-Laws.

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### **GP-3-E3 Governing Commission Meeting Agenda**

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311 The regular meeting agenda is formatted to include a consent agenda, discussion items, action  
312 items and information items.

313

314 A request for information or questions about any agenda item should be made, if possible, at  
315 least one business day prior to the scheduled meeting to the synod executive.

316

#### **Development of the Meeting Agenda**

317 The Governing Commission moderator (or the vice moderator, in the moderator's absence), in  
318 concert with the synod executive and stated clerk, shall develop the Governing Commission  
319 meeting agenda.  
320

321

#### **Use of Consent Agenda**

322 Routine items that require no discussion will be placed on the consent agenda. Examples of the  
323 items that may be placed on the consent agenda are: minutes of regular and special Governing  
324 Commission meetings, formation of the roll, declaration of a quorum, quarterly financial reports  
325 and other items of a non-controversial nature.  
326

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328 Any member wishing to discuss an item on the consent agenda may ask that that item be pulled  
329 from the consent agenda and placed on the regular agenda so that there can be a full  
330 discussion of the item.  
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### **GP-3-E4 Conduct during Governing Commission Meetings**

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335 While the Governing Commission will operate informally, formal action will be taken in  
336 accordance with the procedures in the current edition of Robert's Rules of Order and the  
337 Constitution of the Presbyterian Church (U.S.A.).  
338

339

340 A Governing Commission member may submit a request to the Governing Commission  
341 Moderator that he/she wishes to have an item considered for placement on the agenda. The  
342 Moderator shall ensure that all items requested by Governing Commission members will be  
343 placed on an agenda at the next Governing Commission meeting or, if this is not possible,  
344 within two regular meetings.

344

#### **Discussion of Motions**

346 All discussion shall be directed solely to the business under deliberation. The Governing  
347 Commission Moderator has the responsibility to keep the discussion to the motion at hand and  
348 shall halt discussion that does not apply to the business before the Governing Commission.  
349

349

#### **Voting Practices**

351 The voting process will follow the most recent edition of Robert's Rules of Order.  
352

352

- 353 • A formal vote will be taken on any items identified on the agenda as "for decision" and  
354 any other items where the Moderator, the Synod Executive, or a Governing Commission  
355 member request a vote be taken.

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- The Governing Commission Moderator shall have the right to discuss agenda items, to make motions and resolutions, and vote on all matters coming before the Governing Commission.
  - No member shall vote on a motion in which he/she has a direct personal or pecuniary interest.
  - Dissenting votes shall be recorded in the minutes of the Governing Commission meeting.

### 364 **Closed Session**

365 The Governing Commission will act in accordance with the Open Meeting Policy as stated in the  
366 Standing Rules of the General Assembly of the Presbyterian Church (U.S.A.). (See appendix  
367 A.)

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### 370 **GP-3-E5 Handling Requests or Complaints**

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372 A Governing Commission member or officer who receives a request or complaint from a  
373 volunteer, a client or an employee (other than the Synod Executive) shall proceed according to  
374 the following process.

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- The Governing Commission member shall hear and submit a written report concerning a request/complaint for general understanding of persons involved, including date and place.
  - If necessary, repeat problem back to confirm understanding.
  - As appropriate, suggest that the information be communicated directly to the Synod Executive.
  - Outside of Governing Commission meetings, Governing Commission members should exercise caution when expressing an opinion, shall be careful to clarify they are not speaking for the Governing Commission, and cannot commit the Governing Commission to any particular action or form of resolution.
  - If further information or action is deemed necessary the request/complaint shall be referred to the Synod Executive.
  - In the case of a complaint involving the Synod Executive's performance, it is to be referred to the Moderator for appropriate follow through.

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### 392 **GP-4 Governing Commission Job Description**

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394 The Governing Commission will govern based on the policies contained in the Governing  
395 Commission Policy Manual. The Governing Commission serves as an informed representative  
396 of the organization's owners and its role is to ensure appropriate organizational performance.

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398 Accordingly, the Governing Commission has direct responsibility to create and maintain:

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- The link between the owners and the organization.
  - Written governing policies that address the broadest levels of all organizational decisions and situations.
  - Ways to assess the organizational performance regarding Ends and Executive Limitations.

405 Governing Commission Policies address the following:

- 406
- 407 ● Ends: Organizational impacts, benefits, outcomes, recipients and their relative worth
- 408 (what good for which recipients at what cost or priority).
- 409 ● Executive Limitations: Constraints on executive authority which establish the prudence
- 410 and ethics boundaries within which all executive activity and decisions must take place.
- 411 ● Governance Process: Specification of how the Governing Commission conceives,
- 412 carries out and monitors its own task.
- 413 ● Governing Commission/Synod Executive Relations: How power is delegated and its
- 414 proper use monitored; the Synod Executive's role, authority and accountability.
- 415

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### 416 **GP-5 Annual Governing Commission Planning Cycle**

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419 The Governing Commission will develop and follow a schedule which identifies when each of

420 the Governing Commission policies is reviewed and monitored. The schedule will include the

421 following components:

- 422
- 423 ● An evaluation by the Governing Commission of its compliance with the Governance
- 424 Policies and the calendar the Governing Commission set out for itself.
- 425 ● Evaluating and continually improving Governing Commission performance of its
- 426 responsibilities.
- 427 ● Monitoring of the executive limitations.
- 428 ● Evaluation of Governing Commission education.
- 429 ● Annual re-evaluation of the Ends policies.
- 430 ● The cycle will conclude each year by the last day of ????????, so that administrative
- 431 planning and budgeting can be based on accomplishing a one-year segment of the
- 432 Governing Commission's most recent statement of long term Ends.
- 433 ● The cycle will start with the Governing Commission's development of its agenda for the
- 434 next year.
- 435 ● Consultations ("linkage") with owners and selected experts or groups, or other methods
- 436 of gaining owner information will be determined and arranged in the first quarter, to be
- 437 held during the balance of the year.
- 438 ● Governance education, and education related to Ends determination, will be arranged in
- 439 the first quarter, to be held during the balance of the year.
- 440 ● Throughout the year, the Governing Commission will review consent agenda items prior
- 441 to each meeting and act upon any items in question as expeditiously as possible.
- 442 ● Synod Executive monitoring will be included on the agenda if monitoring reports show
- 443 policy violations, or if policy criteria are to be discussed.
- 444 ● Synod Executive remuneration will be decided during the month of ????????, after a
- 445 review of monitoring reports received in the last year.

448 **GP-5a Annual Monitoring and Linkage Agenda**

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450 The Governing Commission will develop its own calendar for annual monitoring and linkage.

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453 **GP-6 Moderator's Role**

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455 The Moderator of the Governing Commission ensures the integrity of the Governing

456 Commission's processes and normally serves as the Governing Commission's official

457 spokesperson. Accordingly, the Moderator has the following authority and duties:

458

459 • Monitor Governing Commission behavior to ensure that it is consistent with its own rules

460 and policies and those legitimately imposed upon it from outside of the Synod.

461 • Conduct and monitor Governing Commission meeting deliberations to ensure that

462 Governing Commission discussion is focused on Governing Commission issues, as

463 defined in Governing Commission policy, (see GP-3);

464 • Ensure that Governing Commission meeting deliberations are fair, open, and thorough,

465 but also efficient, timely, orderly and to the point;

466 • Chair Governing Commission meetings with all the commonly accepted power of that

467 position as described in Robert's Rules of Order;

468 • Conduct timely Governing Commission meeting debriefings and periodic self-

469 assessments to ensure process improvement and meeting effectiveness.

470 • Make all interpretive decisions that fall within the topics covered by Governing

471 Commission policies on Governance Process and Governing Commission/Synod

472 Executive Relationship, except (a) employment or termination of a synod executive and

473 (b) where the Governing Commission specifically delegates such authority to others,

474 using any reasonable interpretation of the provisions in those policies.

475 • Refrain from making any interpretive decisions about policies created by the Governing

476 Commission in the Ends and Executive Limitations policy areas.

477 • Refrain from exercising any authority as an individual to supervise or direct the Synod

478 Executive, except when the Synod Executive specifically asks for advice and counsel.

479 • Assure that all members of the Governing Commission are informed about matters of

480 concern to the full Governing Commission.

481 • Facilitate and summarize the evaluation of the Synod Executive and propose

482 appropriate timing and setting for communicating evaluating with the Synod Executive.

483 • Represent the Governing Commission to outside parties in announcing Governing

484 Commission stated positions and in stating decisions and interpretations within the areas

485 assigned to the moderator, delegating this authority to other Governing Commission

486 members when appropriate, but remaining accountable for its use.

487 • Sign, or delegate the signing of, all contracts authorized by the Governing Commission.

488 • Appoint members of all Governing Commission committees.

489 • Plan proposed Governing Commission meeting agendas, in concert with the Synod

490 Executive and Stated Clerk.

491 • Communicate with legal counsel through the Synod Executive, Stated Clerk and/or the

492 Governing Commission Moderator.

493

494 In the absence or inability of the Moderator, the Vice-Moderator shall have all of the powers and

495 duties of the Moderator as defined above.

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## **GP-7 Governing Commission Members' Code of Conduct**

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### **Purpose of a Governing Commission Member**

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The purpose of a Governing Commission member is to serve the Governing Commission as a voting member, to develop policies for the operation of The Synod of the Trinity and to monitor finances of the organization, its programs, and performance.

502

503

504

505

The Governing Commission commits itself and its members to ethical, faithful, businesslike and lawful conduct, including proper use of authority and appropriate decorum when acting as

506

507

Governing Commission members.

508

509

### **Conflict of Interest**

510

Governing commission members must serve The Synod of the Trinity in a way that avoids

511

conflict of interest with respect to their fiduciary responsibility.

512

513

There shall be no self-dealing or business by a Governing Commission member with the

514

organization. Members will disclose their involvements with other organizations, with vendors, or

515

any associations which might be or might reasonably be seen as being a conflict.

516

517

Each member will sign an annual statement recommitting to disclosure of conflicts and reporting

518

any issues so disclosed.

519

520

When the Governing Commission is to decide upon an issue about which a member has an

521

unavoidable conflict of interest, that member shall recuse herself or himself without comment

522

from not only the vote, but also from the deliberation.

523

524

Governing commission members shall not use their Governing Commission position to obtain

525

employment in the organization for themselves, family members or close associates. Should a

526

Governing Commission member apply for employment, he or she must first resign from the

527

Governing Commission.

528

529

### **No Individual Authority**

530

Governing commission members may not attempt to exercise individual authority over the

531

organization. Members' interaction with the Synod Executive or with staff must recognize the

532

lack of authority vested in individuals except when explicitly Governing Commission authorized.

533

534

Members are not authorized to make a commitment on behalf of the Governing Commission or

535

the organization unless directed by the Governing Commission.

536

537

### **Public Spokesperson**

538

Members' interaction with public, media or other entities must recognize the same limitation and

539

the inability of any Governing Commission member to speak for the Governing Commission

540

except to repeat explicitly stated Governing Commission decisions.

541

542

The Synod Executive, or a person designated by the Synod Executive, will be the official

543

spokesperson for the Synod with the media, except that the Governing Commission may

544

designate. The Synod Executive may request that the Governing Commission Moderator or

545

another Governing Commission member be the spokesperson, when appropriate. All Governing

546 Commission members who receive calls from the media shall direct them to the Synod  
547 Executive or the designated spokesperson, and shall notify the Synod Executive and the  
548 designated spokesperson of the contact immediately.

549  
550 Negative statements related to Synod programs, staff, and volunteers shall be limited to  
551 Governing Commission meetings. Issues of Synod Executive performance shall be discussed  
552 privately by the Governing Commission Moderator with the Synod Executive, or at Governing  
553 Commission meetings. The substance of these discussions shall remain confidential.

554  
555 **Confidentiality**

556 Members will respect the confidentiality appropriate to issues of a sensitive nature.

557  
558 Members will agree to the following statement:

559 As a Governing Commission member, I shall do my utmost to ensure that The Synod of the  
560 Trinity performs its mission and achieves its Ends by:

- 561
- 562 • Acting with honesty, integrity, and faithfulness,
  - 563 • Accepting my responsibility for the fiduciary interests of the organization,
  - 564 • Avoiding use of my Governing Commission position and data supplied to me for  
565 personal gain,
  - 566 • Recognizing that decisions of the Governing Commission can be made only by a  
567 majority vote at a Governing Commission meeting and respecting the majority decisions  
568 of the Governing Commission, while retaining the right to seek changes through ethical  
569 and constructive channels,
  - 570 • Respecting the confidentiality of privileged data,
  - 571 • Abiding by Governing Commission operating procedures,
  - 572 • Supporting publicly, decisions reached by the Governing Commission or Synod  
573 Assembly.
- 574

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575  
576 **GP-8 Governing Commission Committee Principles**

577 Governing commission committees, when used, will reinforce the work of the Governing  
578 Commission. The committees shall never interfere with delegation from Governing Commission  
579 to synod executive. Accordingly:

- 580
- 581 • Committees will be used sparingly and ordinarily in an ad hoc capacity. This policy  
582 applies to any group which is formed by Governing Commission action, whether or not it  
583 is called a committee and regardless whether the group includes Governing Commission  
584 members. This policy does not apply to committees or task groups formed under the  
585 authority of the Synod Executive.
  - 586 • Governing Commission committees are to help the Governing Commission do its job,  
587 not to help or advise the staff. Committees ordinarily will assist the Governing  
588 Commission by preparing policy alternatives and implications for Governing Commission  
589 deliberation. In keeping with the Governing Commission's broader focus, Governing  
590 Commission committees will not deal with current staff operations.
  - 591 • Governing Commission committees may not speak or act for the Governing Commission  
592 except when formally given such authority for specific and time-limited purposes.  
593 Expectations and authority will be carefully stated in order not to conflict with authority  
594 delegated to the Synod Executive.

Presented to Synod Assembly for 1<sup>st</sup> Reading 6-7 October 2014

Approved by the Synod Assembly 23 March, 2015

Amended by the Synod Assembly 05 October 2015

- 595
- Governing Commission committees cannot exercise authority over staff. Because the
- 596 Synod Executive works for the full Governing Commission, he or she will not be required
- 597 to obtain approval of a Governing Commission committee before an executive action is
- 598 taken.
- 599

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601 **GP-8-E1 Governing Commission Committee Structure**

602

603 A committee is a Governing Commission committee only if its existence and charge come from

604 the Governing Commission, regardless whether or not Governing Commission members sit on

605 the committee. The only Governing Commission committees are those which are set forth in this

606 policy.

607

608 **Personnel Committee**

609 Purpose: Two or three governing commission members assigned to conduct an annual review

610 of the Synod Executive.

611 Authority: To incur little or no expense in direct charges and minimal staff time.

612

Presented to Synod Assembly for 1<sup>st</sup> Reading 6-7 October 2014

Approved by the Synod Assembly 23 March, 2015

Amended by the Synod Assembly 05 October 2015

613 **Governing Commission Development Committee**

614 Purpose: Train new Governing Commission members in Governing Commission operations.

615 Propose slate of Governing Commission development activities for annual agenda.

616 Authority: To incur little or no expense in direct charges and minimal staff time.

617 Unless otherwise stated, a committee or task group ceases to exist as soon as its task is  
618 complete.

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621 **GP-9 Governing Commission Development**

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623 The Governing Commission will invest in its governance capacity. Including, but not limited to:

624

- 625 • Training and retraining will be used liberally to orient new members and candidates for  
626 membership, as well as to maintain and increase existing member skills and  
627 understandings.
- 628 • Outside monitoring assistance will be arranged so that the Governing Commission can  
629 exercise confident control over organizational performance. This includes, but is not  
630 limited to, fiscal audit.
- 631 • Outreach mechanisms will be used as needed to ensure the Governing Commission's  
632 ability to listen to the views and values of owners, partners and others who invest in the  
633 organization.

634

635

## GOVERNING COMMISSION / SYNOD EXECUTIVE RELATIONSHIP POLICIES

### Section Introduction

Hebrews 10:24-25 And let us consider how to *provoke one another* to love and good deeds, not neglecting to meet together, as is the habit of some, but encouraging one another....

“To provoke one another to love and good deeds....” Provoke is synonymous with words like produce, evoke, cause, precipitate and prompt. The primary relationship through which meaningful work and ministry are “provoked” and accomplished is between the Governing Commission and the Synod Executive and staff. Through a well-defined, ongoing relationship, they live out a synergy that includes the Holy Spirit as each party lives out its particular accountability to and within the Body.

“[M]indful of the impracticality of the board itself accomplishing the organization's work, the board charges a CEO [Synod Executive] with the task of getting that job done, not with keeping the board on track. The flow of executive plasma is from board to CEO [Synod Executive] to [other] staff, a linear progression...” (John Carver, *The Unique Double Servant Leadership Role of the Board Chairperson*).

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### GC/SE-1 Global Governance-Management Connection

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The Governing Commission's sole official connection to the organization will be through the Synod Executive.

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### GC/SE-2 Unity of Control

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Only officially passed motions of the Governing Commission are binding on the Synod Executive. Accordingly:

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648

- Decisions or instructions of individual Governing Commission members, officers or committees are not binding on the Synod Executive except in rare instances when the Governing Commission has specifically authorized such exercise of authority.
- If Governing Commission members or committees request information or assistance without Governing Commission authorization, the Synod Executive may refuse such requests that require, in the Synod Executive's opinion, a material amount of staff time or funds, or those which may be disruptive.

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### GC/SE-3 Accountability of the Synod Executive

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The Synod Executive is the Governing Commission's only link to the staff so all authority and accountability of staff, as far as the Governing Commission is concerned, is considered the authority and accountability of the Synod Executive.

660

661

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664

665 Accordingly:

- 666 • The Governing Commission shall never give instructions to persons who report directly
- 667 or indirectly to the Synod Executive.
- 668 • The Governing Commission will not evaluate, either formally or informally, any staff other
- 669 than the Synod Executive and the Stated Clerk.
- 670 • The Governing Commission will view the Synod Executive's performance as identical to
- 671 organizational performance, so that organizational accomplishment of Governing
- 672 Commission stated Ends and avoidance of Governing Commission proscribed means,
- 673 as established in Executive Limitations, will be viewed as successful Synod Executive
- 674 performance.
- 675
- 676

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677 **GC/SE-4 Delegation to the Synod Executive**

678 The Governing Commission will instruct the Synod Executive through written policies which

679 prescribe the organizational Ends to be achieved, and describe organizational situations and

680 actions to be avoided, allowing the Synod Executive to use any reasonable interpretation of

681 these policies.

682

683

684 Accordingly:

- 685 • The Governing Commission will develop policies instructing the Synod Executive to
- 686 achieve specified results, for specified program beneficiaries at a specified cost or
- 687 priority. These policies will be developed systematically from the broadest, most general
- 688 level to more defined levels, and will be called Ends policies. All issues that are not Ends
- 689 issues as defined above are Means issues.
- 690 • The Governing Commission will develop policies which limit the latitude the Synod
- 691 Executive may exercise in choosing the organizational means. These policies will be
- 692 developed systematically from the broadest, most general level to more defined levels,
- 693 and they will be called Executive Limitations policies. The Governing Commission never
- 694 proscribes organizational means.
- 695 • As long as the Synod Executive uses any reasonable interpretation of the Governing
- 696 Commission's Ends and Executive Limitations policies, the Synod Executive is
- 697 authorized to establish all further policies, make all decisions, take all actions, establish
- 698 all practices and develop all activities. Such decisions of the Synod Executive shall have
- 699 full force and authority as if decided by the Governing Commission.
- 700 • The Governing Commission may change its Ends and Executive Limitations policies,
- 701 thereby shifting the boundary between Governing Commission and Synod Executive
- 702 domains. By doing so, the Governing Commission changes the latitude of choice given
- 703 to the synod executive. But as long as any particular delegation is in place, the
- 704 Governing Commission will respect and support the Synod Executive's choices.
- 705
- 706
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708 **GC/SE-5 Monitoring Executive Performance**

709 Synod Executive job performance will be monitored through the systematic review of monitoring

710 reports prepared by the Synod Executive for each of the Executive Limitations and each of the

711 Ends policies.

712

713

714 Accordingly:

715  
716 These reports will be reviewed on a schedule established by the Governing Commission so that  
717 each policy is reviewed at some point throughout the calendar year. However, the Governing  
718 Commission may choose to monitor performance on a more frequent basis. Monitoring is used  
719 to determine the degree to which Governing Commission policies are being met. The Governing  
720 Commission will acquire monitoring data by one or more of three methods:

- 721
- 722 • By internal report, in which the synod executive discloses compliance information, along  
723 with his/her justification for the reasonableness of interpretation;
  - 724 • By external report, in which an external, disinterested third party selected by the  
725 Governing Commission assesses compliance with policies, augmented with the Synod  
726 Executive's justification for the reasonableness of his/her interpretation; and
  - 727 • By direct Governing Commission inspection, in which a designated member or members  
728 of the Governing Commission assess compliance with policy, with access to the Synod  
729 Executive's justification for the reasonableness of his/her interpretation.
- 730

731 In every case, the standard for compliance shall be "any reasonable interpretation" of the  
732 Governing Commission policy being monitored. The Governing Commission is final arbiter of  
733 reasonableness, but will always judge with a "reasonable person standard."

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### 736 **Synod Executive Evaluation**

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738 Each year a minimum of two Governing Commission members, as specified by the Moderator  
739 will conduct a formal summative evaluation of the Synod Executive. The summative evaluation  
740 will be based upon data collected during the year from the monitoring of Governing Commission  
741 policies on Ends and Executive Limitations. The Governing Commission will obtain input from  
742 the two Governing Commission members on Governing Commission-approved performance  
743 measures and prepare a written evaluation document. The written evaluation report shall be  
744 reviewed with the Synod Executive prior to the report to the Governing Commission. The Synod  
745 Executive shall have the right to submit a response or self-evaluation report to the Governing  
746 Commission. The Synod Executive and the Governing Commission will review the document in  
747 executive session.

748

749 The evaluation document will consist of:

750

- 751 • A summary of the data derived during the year from monitoring the Governing  
752 Commission's policies on Ends and Executive Limitations;
  - 753 • Conclusions based upon the Governing Commission's prior action during the year  
754 relative to whether each End has been achieved or whether reasonable progress has  
755 been made toward its achievement;
  - 756 • Conclusions based upon the Governing Commission's prior action during the year  
757 relative to whether the Synod Executive has reasonably interpreted and operated  
758 properly within the boundaries established by the Executive Limitations policies;
  - 759 • A summary of the Synod Executive's strengths and weaknesses relative to achievement  
760 of the Ends, policies, and operation within the boundaries established in the Executive  
761 Limitations policies.
- 762

763 Nothing in this policy is intended to imply the establishment of any personal rights not explicitly  
764 established by statute, contract or Governing Commission policy. All employment decisions  
765 related to the Synod Executive remain the sole discretion of the whole Governing Commission.

766  
767

## EXECUTIVE LIMITATION POLICIES

### Section Introduction

Genesis 2:15-17 The Lord God took the man and put him in the Garden of Eden to till it and keep it. And the Lord God commanded the man, 'You may freely eat of every tree of the garden; but of the tree of the knowledge of good and evil you shall not eat, for in the day that you eat of it you shall die.'

Although Christians may struggle with "why" God forbade Adam and Eve from eating of the tree of the knowledge of good and evil, we understand that it was the one boundary God put on a great freedom. Rather than being bound to eat only certain things, Adam and Eve were free to explore, free to taste, free to enjoy – with one limitation. Perhaps part of their failure to follow was in hearing the "no," louder than the "yes!"

As the Executive leads in policy governance, he or she is freed with a loud "YES" to actualize the organizational ends. The list of "NOs" is for the health and wellbeing of the body, its resources and the staff. Listening to the Spirit, there is freedom to move responsively, proactively and strategically.

"[Executive Limitation] policies allow boards to take care of their worries about staff activities by defining those worries and explicitly proscribing them. Like all policy making in the Policy Governance model, the creation of Executive Limitations policies start at the most general, most inclusive level ... and then policies are further defined until that point at which any remaining reasonable interpretation by the CEO [Synod Executive] would be acceptable to the board. At this point, delegation occurs" (John Carver, *Reinventing Your Board: A Step-by-Step Guide to Implementing Policy Governance*, p. 59).

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### EL-1 Global Limitation

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771 As one called by God to be a steward of relationships and resources, the Synod Executive will  
772 not cause or allow any practice, activity, decision, or organizational circumstance which is either  
773 unlawful, imprudent, or in violation of commonly accepted business and professional ethics and  
774 practices.

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### EL-2 Treatment of Members and Other Constituents

778

779 With respect to interactions with Synod Commissioners, Governing Commission members, staff,  
780 volunteers and presbytery leaders, the Synod Executive will not "lord it over those allotted to  
781 their charge" (1 Peter 5:3), nor cause or allow conditions, procedures, or decisions which are  
782 unsafe, intrusive, or unnecessarily complex.

783

784

785 Further, without limiting the scope of the foregoing by this list, he or she shall not:

786

- 787 ● Fail to establish and implement a clear confidentiality policy.
- 788 ● Fail to establish with customers and constituents a clear understanding of what may be
- 789 expected and what may not be expected from the services and programs offered by the
- 790 Synod.
- 791 ● Fail to offer programs and services that are accurate, reliable, and of high quality.
- 792 ● Fail to provide oversight and evaluation of all programs and projects.
- 793 ● Fail to establish and maintain appropriate relationships.
- 794 ● Fail to provide a process for handling complaints, which includes appropriate feedback
- 795 to Governing Commission members regarding action taken.

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### 798 **EL-3 Treatment of Staff, Volunteer Staff, and Volunteers**

799

800 With respect to the treatment of staff, volunteers and volunteer staff, the Synod Executive will  
801 not cause or allow conditions which are unfair, inappropriate, disorganized or unclear.

802 Further, without limiting the scope of the foregoing by this list, he or she will not:

803

- 804 ● Operate without written personnel rules which: (a) clarify rules for paid and volunteer
- 805 staff, (b) provide for effective handling of grievances, and (c) protect against wrongful
- 806 conditions, such as nepotism and grossly preferential treatment for personal reasons.
- 807 ● Fail to make clear to paid and volunteer staff the expectations of their job.
- 808 ● Discriminate against any paid or volunteer staff member for non-disruptive expression of
- 809 dissent.
- 810 ● Fail to acquaint paid and volunteer staff with the Synod Executive's interpretation of their
- 811 protections under this policy.
- 812 ● Fail to prepare for and respond to safety concerns pertaining to paid and volunteer staff.
- 813 ● Fail to establish and maintain positive relationships with volunteer staff and volunteers.
- 814 ● Fail to support individual needs of paid and volunteer staff for professional and/or
- 815 personal development.
- 816 ● Fail to ensure inclusivity when seeking members from across the Synod to serve on task
- 817 groups or committees.

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### 820 **EL-4 Financial Planning/Budgeting**

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822 Financial planning for any fiscal year, or the remaining part of any fiscal year, will not deviate  
823 materially from the Synod's Ends or risk fiscal jeopardy.

824

825 In addition, when preparing the Synod budget, the Synod Executive will not:

826

- 827 ● Risk incurring those situations or conditions described as unacceptable in the board
- 828 policy "Financial Condition and Activities."
- 829 ● Omit credible projection of revenues and expenses, separation of capital and operational
- 830 items, cash flow projections and disclosure of planning assumptions.
- 831 ● Provide less for board prerogatives during the year than is needed for the board to do its
- 832 work as set forth in the Cost of Governance policy (GP-8).

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## **EL-5 Financial Condition and Activities**

836

837 With respect to the actual, ongoing financial condition and activities, the Synod Executive will

838 not cause or allow the development of fiscal jeopardy or material deviation of actual

839 expenditures from board priorities established in Ends policies.

840

841 Further, without limiting the scope of the foregoing by this list, he or she, without board approval,  
842 will not:

843 • Expend more funds than have been received in the fiscal year except as follows:

844     ○ Expend more than 10 percent of the undesignated reserves in any given fiscal  
845     year, where 10 percent is calculated on a rolling three-year average.

846 • Reduce reserves below an amount that could sustain the operation of the Synod for a  
847     three-year period.

848 • Incur debt in an amount greater than can be repaid by unencumbered revenues within  
849     60 days.

850 • Use restricted funds for any purpose other than that for which they were originally  
851     designated.

852 • Fail to settle payroll and debts in a timely manner.

853 • Allow tax payments or other government ordered payments or filings to be overdue or  
854     inaccurately filed

855 • Acquire, encumber or dispose of real property without Governing Commission  
856     authorization.

857 • Fail to produce financial reports on a periodic basis.

858 • Fail to pursue mission financial support and per capita payments from constituent  
859     presbyteries.

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## **EL-6 Emergency Executive Succession**

862

863 In order to protect the Governing Commission from sudden loss of Synod Executive services,  
864 the Synod Executive will have at least one individual sufficiently familiar with board and synod  
865 executive issues and processes to enable him/her to take over with reasonable proficiency as  
866 an interim successor.  
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## **EL-7 Asset Protection**

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871 The Synod Executive will not cause or allow corporate assets to be unprotected, inadequately  
872 maintained or unnecessarily risked.  
873

874

875 Further, without limiting the scope of the foregoing by this list, he or she will not:

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877 • Fail to insure against theft and casualty losses to at least 80 percent replacement value  
878     of real property and against liability losses to board members, staff and the organization  
879     itself in an amount greater than the average for comparable organizations.

880 • Unnecessarily expose the organization, its Governing Commission, staff, or volunteers  
881     to claims of liability.

882 • Fail to protect intellectual property, information and files from loss or significant damage.

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- Receive, process, or disburse funds under controls that are insufficient to meet the Governing Commission's appointed auditor's standards.
  - Compromise the independence of the Governing Commission's audit or other external monitoring or advice.
  - Violate established checks and balances by engaging auditors already chosen by the Governing Commission as consultants or advisers.
  - Invest or hold operating capital in a manner inconsistent with the Synod's investment policy.
  - Endanger the organization's public image, credibility, or its ability to accomplish its Ends.
  - Change the organization's name or substantially alter its identity in the community without board approval.

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### 895 **EL-8 Compensation and Benefits**

896

897 With respect to employment, compensation, and benefits to employees, consultants, contract  
898 workers and volunteers, the Synod Executive will not cause or allow jeopardy to fiscal integrity  
899 or to public image.

900

901 Further, without limiting the scope of the foregoing by this list, he or she will not:

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- 911
- Change the Synod Executive's own compensation and benefits, except as his or her benefits are consistent with a package for all other employees.
  - Promise or imply permanent or guaranteed employment.
  - Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed.
  - Create obligations over a longer term than revenues can be safely projected, in no event longer than one year and in all events subject to losses in revenue.
  - Establish pension benefits.

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### 913 **EL-9 Communication and Support to the Governing Commission**

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915 The Synod Executive will not permit the Governing Commission to be uninformed or  
916 unsupported in its work.

917

918 Further, without limiting the scope of the foregoing by this list, he or she will not:

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- Neglect to submit required monitoring data (see policy "Monitoring Synod Executive Performance") in a timely, accurate, understandable, non-defensive and unbiased fashion, directly addressing provisions of Governing Commission policies being monitored, or justifying his/her interpretation.
  - Fail to report in a timely manner an actual or anticipated noncompliance with any policy of the Governing Commission.
  - Neglect to submit decision information required periodically by the Governing Commission or let the Governing Commission be unaware of relevant trends.
  - Let the Governing Commission be unaware of any incidental information it requires including anticipated media coverage, threatened, or pending lawsuits and material internal changes.

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- Fail to advise the Governing Commission if, in the synod executive's opinion, the Governing Commission is not in compliance with its own policies on Governance.
  - Process and Governing Commission/Synod Executive Linkage, particularly in the case of Governing Commission behavior which is detrimental to the working relationship between the Governing Commission and the Synod Executive.
  - Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among information of three types: monitoring, decision preparation, and other information.
  - Fail to provide a workable mechanism for official Governing Commission, officer or committee communications.
  - Fail to deal with the Governing Commission as a whole except when (a) fulfilling appropriate individual requests for information or (b) responding to officers or committees duly charged by the Governing Commission.
  - Fail to supply for the Governing Commission's consent agenda, along with applicable monitoring information, all decisions delegated to the synod executive not required by law, regulation, or contract, to be Governing Commission approved.

## ENDS POLICIES

### Section Introduction

Ephesians 2:10 For we are what God has made us, created in Christ Jesus for good works, which God prepared beforehand to be our way of life.

“Created in Christ” for good works, we focus on the ministry to which God has called us through the voice of the church. Synod Commissioners are sent by and represent Synod constituents. The Commissioners approve the Ends (similar to purposes) and through the Governing Commission, monitor the effective accomplishment of the Ends by the Synod Executive and staff as staff interpret what is needed and implement by any reasonable means that do not violate Executive Limitations.

“Ends policies, while they should be ambitious and long-term in perspective, have to be actually possible. They are not meant to be idealistic in the sense that they cannot be accomplished, yet they are your board's most exciting opportunity to be bold” (Carver, John; Carver, Miriam (2009-09-28). *A Carver Policy Governance Guide, Ends and the Ownership: Volume 2, p. 13* (J-B Carver Board Governance Series).

949

### ENDS Global Statement

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952 As part of the Body of Christ, The Synod of the Trinity supports member presbyteries to be vital,  
953 innovative, and faithful in their collaborative and distinctive callings through the responsible use  
954 of shared resources.

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### Secondary Ends

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- Connecting presbytery leadership for coordination, spiritual support and sharing best practices.

- 960 ● Encouraging innovation in, between and among presbyteries through the use of
- 961 expertise and resources.
- 962 ● Providing services of education and nurture as requested by member presbyteries.
- 963 ● Extending partnership of member presbyteries in joint and shared mission and ministry.
- 964 ● Nurturing relationships within the larger church for the purpose of greater witness.

### 965 **SAMPLE Annual Evaluation of Synod Executive**

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967 The Governing Commission's Policy GC/SE-5 provides that:

969 Each year, a minimum of two Governing Commission members will conduct a formal summative  
970 evaluation of the Synod Executive. The summative evaluation will be based upon data collected  
971 during the year from the monitoring of Governing Commission policies on **Ends and Executive**  
972 **Limitations**. The Governing Commission will obtain input from all other members on Governing  
973 Commission approved performance measures and prepare a written evaluation document. The  
974 written evaluation report shall be reviewed with the Synod Executive prior to the report to the  
975 Governing Commission. The Synod Executive shall have the right to submit a response or self-  
976 evaluation report to the Governing Commission. The Synod Executive and the Governing  
977 Commission will review the document in executive session.

979 The purpose of the annual evaluation of the synod executive is to summarize the actions  
980 previously taken by the Governing Commission as it monitored Ends and Executive Limitations  
981 policies during the year, and to draw conclusions on that basis.

982 During the preceding year, the following policies were monitored by the Governing Commission.  
983 Acceptance is evidence of satisfactory organizational and Synod Executive performance:

984 *[Insert monitoring report for each Executive Limitation Policy and End Results Policy here.]*

985 Based upon the Governing Commission's prior acceptance of these reports and the on-going  
986 monitoring of the organization's and the Synod Executive's performance during the preceding  
987 year, the Governing Commission reaches the following conclusions relative to Synod  
988 Executive's performance:

989 Following is a summary of the Synod Executive's strengths and weaknesses relative to the  
990 synod executive's operation within the boundaries established by the Executive Limitations  
991 policies and the Synod Executive's progress toward achieving the Governing Commission's  
992 Ends policies.

993 Based upon the foregoing conclusions, the Governing Commission makes the following  
994 decisions for the coming year:

1000 Signed: \_\_\_\_\_ Date: \_\_\_\_\_

1001 Moderator/Chair of the Governing Commission

1002 Signed: \_\_\_\_\_ Date: \_\_\_\_\_

1003 Synod Executive

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## APPENDIX A

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### G-3.04 THE SYNOD

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#### *G-3.0401 Composition and Responsibilities*

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The synod is the intermediate council serving as a corporate expression of the church throughout its region. It shall consist of not fewer than three presbyteries within a specific geographic region. When a synod meets, it shall be composed of commissioners elected by the presbyteries. Each presbytery shall elect at least one ruling elder and one teaching elder to serve as commissioners to synod. A synod shall determine a plan for the election of commissioners to the synod, as well as the method to fulfill the principles of participation and representation found in F-1.0403 and G-3.0103; both plans shall be subject to approval by a majority of the presbyteries in the synod. The commissioners from each presbytery shall be divided equally between ruling elders and teaching elders. Each person elected moderator or other officer shall be enrolled as a member of the synod until a successor is elected and installed. Synod is responsible for the life and mission of the church throughout its region and for supporting the ministry and mission of its presbyteries as they seek to support the witness of congregations, to the end that the church throughout its region becomes a community of faith, hope, love, and witness. As it leads and guides the witness of the church throughout its region, it shall keep before it the marks of the Church (F-1.0302), the notes by which Presbyterian and Reformed communities have identified themselves through history (F-1.0303) and the six Great Ends of the Church (F-1.0304). In light of this charge, the synod has responsibility and power to:

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a. *provide that the Word of God may be truly preached and heard.* This responsibility may include developing, in conjunction with its presbyteries, a broad strategy for the mission of the church within its bounds and in accord with the larger strategy of the General Assembly; assisting its member presbyteries when requested in matters related to the calling, ordaining, and placement of teaching elders; establishing and maintaining, in conjunction with its presbyteries, those ecumenical relationships that will enlarge the life and mission of the church in its region; facilitating joint action in mission with other denominations and agencies in its region; facilitating communication among its presbyteries and between its presbyteries and the General Assembly; providing services for presbyteries within its area that can be performed more effectively from a broad regional base.

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b. *provide that the Sacraments may be rightly administered and received.* This responsibility may include authorizing the celebration of the Lord's Supper at its meetings and at other events and gatherings under its jurisdiction; and exercising pastoral care among its presbyteries in order that the Sacraments may be received as a means of grace, and the synod may live in the unity represented in the Sacraments.

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c. *nurture the covenant community of disciples of Christ.*

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This responsibility shall include providing such services of education and nurture as its presbyteries may require; providing encouragement, guidance, and resources to presbyteries in the areas of mission, prophetic witness, leadership development, worship, evangelism, and responsible administration; reviewing the work of its presbyteries; warning or bearing witness against error in doctrine or immorality in practice within its bounds; and serving in judicial matters in accordance with the Rules of Discipline.

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#### *G-3.0402 Relations with General Assembly*

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The synod has responsibility to maintain regular and continuing relationship with the General

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Assembly by seeing that the guidance and communication of the General Assembly are

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considered and that any binding actions are observed and carried out, and by proposing to the

1055 General Assembly such measures as may be of common concern to the mission of the whole  
1056 church .

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1058 *G-3.0403 Relations with Presbyteries*

1059 Each presbytery shall participate in the synod's responsibility and service through its elected  
1060 commissioners to the synod. The synod has responsibility for supporting the work of the  
1061 presbyteries within its bounds and as such is charged with:

1062 a. developing, in conjunction with its presbyteries, joint plans and objectives for the fulfillment of  
1063 mission, providing encouragement and guidance to its presbyteries and overseeing their work;

1064 b. developing and providing, when requested, resources as needed to facilitate the mission of  
1065 its presbyteries;

1066 c. organizing new presbyteries, dividing, uniting, or otherwise combining presbyteries or portions  
1067 of presbyteries previously existing, and, with the concurrence of existing presbyteries, creating  
1068 non-geographic presbyteries, subject to the approval of the General Assembly, or taking other  
1069 such actions as may be deemed necessary in order to meet the mission needs of racial ethnic  
1070 or immigrant congregations. Such presbyteries shall be formed in compliance with the  
1071 requirements of G-3.0301 and be accountable to the synod within which they were created.

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1073 *G-3.0404 Reduced Function*

1074 A synod may decide, with the approval of a two-thirds majority of its presbyteries, to reduce its  
1075 function. In no case shall synod function be less than the provision of judicial process and  
1076 administrative review of the work of the presbyteries (G-3.0401c). Such a synod shall meet at  
1077 least every two years for the purposes of setting budget, electing members to its permanent  
1078 judicial commission, and admitting to record the actions of its permanent judicial and  
1079 administrative commissions. Presbyteries of such a synod shall assume for themselves, by  
1080 mutual agreement, such other synod functions as may be deemed necessary by the  
1081 presbyteries and the synod.

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1083 Two or more synods sharing common boundaries, with the approval of a two-thirds  
1084 majority of the presbyteries in each of the synods, may share administrative services and form a  
1085 shared permanent judicial commission, with the membership of the commission being  
1086 proportional, insofar as possible, to the number of presbyteries within each participating synod.  
1087 Each synod shall pay the costs for processing a judicial case arising within its bounds.

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1089 *G-3.0405 Meetings and Quorum*

1090 The synod shall hold stated meetings at least biennially, shall meet at the direction of the  
1091 General Assembly, and may call special meetings in accordance with its own rules.

1092 A synod may set its own quorum, but it shall include an equal number of ruling elders and  
1093 teaching elders representing at least three presbyteries or one-third of its presbyteries,  
1094 whichever is larger.

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1096 *G-3.0406 Minutes and Records*

1097 The synod shall keep a full and accurate record of its proceedings that shall be submitted to the  
1098 next succeeding meeting of the General Assembly for its general review and control. It shall  
1099 report to the General Assembly the number of its presbyteries and, in general, all important  
1100 changes that have occurred within its bounds.

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## APPENDIX B

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### Open Meeting Policy

The following policy was approved by the 209th General Assembly (1997) of the Presbyterian Church (U.S.A.) and amended by the 218th General Assembly (2008).

1. The work of the church is strengthened when it is done in a spirit of openness and trust. Church members have a basic right to know about the work done and the decisions made by entities within the church. Church leaders have a basic responsibility to honor that right by conducting their business with a spirit of openness and vulnerability to public scrutiny. Therefore, open meetings shall be the norm for all such entities.
2. It is the policy of the General Assembly; the General Assembly Mission Council and the entities and work groups related to them, that their meetings shall be open to all interested persons. A separate policy exists governing non-business gatherings. Documents being considered at such meetings shall be available to interested persons at the meeting.
3. In certain circumstances, when the confidentiality of the subject matter is impeding the open work of the group, its meetings may be closed. These requirements apply:
  - a. Subjects dealt with must be limited to property negotiation, personnel, civil and criminal litigation, including cases under the Rules of Discipline, or security.
  - b. Closed meetings may be authorized only after serious consideration and by a majority vote of the members present. Such closure must be limited in time and scope to matters in 3(a) above.
  - c. In closed meetings, only voting members and other persons invited by the group to serve it are to be present.
  - d. The reason(s) for closing must be announced before closure and also must be recorded in the minutes.
  - e. The decisions reached shall be recorded in the minutes, and shall be made public as soon as possible following the end of the closed meeting.
4. Since staff groups have neither authority nor responsibility for establishing policy; their meetings are not subject to these provisions. This does not preclude them from opening their meetings.
5. The provisions of this policy shall apply to visitors and to representatives of both church and public media, including print, electronic and photographic journalists.
6. All the provisions of this policy are to be applied equitably to all persons and groups.
7. The Office of the Stated Clerk of the General Assembly is responsible for resolving questions relating to the application and interpretation of the open meeting policy.

The 218th General Assembly (2008) directed the entities subject to the PC (USA) Open Meeting Policy to post the dates, times, and locations of their open meetings on the PC (USA) calendar Web page within a reasonable time of making such plans.

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## APPENDIX C

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### Committees, Commissions and Task Groups

The Book of Order defines Committees and Commissions in this manner G-3.0109

- A. A committee shall study and recommend action or carry out decisions already made by a council. It shall make a full report to the council that created it, and its recommendations shall require action by that body. Committees of councils higher than the session shall consist of both teaching elders and members of congregations, with at least one half being members of congregations.
- B. A commission is empowered to consider and conclude matters referred to it by a council. The designating council shall state specifically the scope of the commission's powers and any restrictions on those powers.
  - a. Judicial: Receive and act on remedial cases originating in member presbyteries.
  - b. Administrative: Administrative commissions are designated to consider and conclude matters not involving ecclesiastical judicial process, except that in the discharge of their assigned responsibilities they may discover and report to the designating council matters that may require judicial action by the council.....A commission of presbytery, synod, or General Assembly shall be composed of ruling elders and teaching elders in numbers as nearly equal as possible and sufficient to accomplish their work. A quorum of any commission shall be established by the designating council or councils but in no case shall be less than a majority of its members (except as limited by D-5.0204)... A commission shall keep a full record of its proceedings and shall submit that record to the council or councils for incorporation into its records. Actions of a commission shall be regarded as actions of the council or councils that created it. A commission may be assigned additional duties as a committee, which duties shall be reported and handled as the report of a committee.
- C. Task Group: The Book of Order has no word on task groups, nor does Robert's Rules of Order. Therefore, for the purposes of the Synod of the Trinity a task group shall be defined as an *ad hoc* group appointed by the synod executive for a particular purpose/task with a stated expected longevity, usually for fewer than 12 months.

### Ownership/accountability of Committees, Commissions, Task Groups

- A. Synod Assembly Commissions and Committees
  - a. Governing Commission an administrative commission of the Synod with powers and authority as stated in the Synod Governance Manual.
  - b. Permanent Judicial Commission, to act on remedial complaints (Book of Order,
  - c. D-2.0202)
  - d. Committee on Representation G-3.0103 Councils above the session shall establish by their own rule committees on representation to fulfill the following functions: to advise the council regarding the implementation of principles of unity and diversity, to advocate for diversity in leadership, and to consult with the council on the employment of personnel, in accordance with the principles of unity

- 1194 and diversity in F-1.0403. A committee on representation should not be merged  
1195 with another committee or made a subcommittee of another committee.
- 1196 e. Nominating Committee G-3.0111 All councils higher than the session shall have  
1197 a process for nominating persons to serve in positions requiring election by the  
1198 council. The process shall ensure that nominations are made by an entity broadly  
1199 representative of the constituency of the council, and in conformity with the  
1200 church's commitment to unity in diversity (F-1.0403).
- 1201 B. Governing Commission
- 1202 a. Commission Development Committee
- 1203 b. Personnel Committee: Composed of members of the Governing Commission. It  
1204 conducts an evaluation of the synod executive and reports to the results of the  
1205 evaluation to the Governing Commission.
- 1206 C. The Synod Executive may appoint administrative/programmatic committees and task  
1207 groups as a means to fulfill the synod ends. Appointment of such committees and task  
1208 groups may be included in the executive's regular reporting to the Governing  
1209 Commission.
- 1210 a. Budget & Finance Advisory Committee: Advises the Synod Executive and the  
1211 Treasurer on budgeting and financial management matters.
- 1212 b. Staff Personnel Advisory Committee: Advises the Synod Executive in the  
1213 development and implementation of staff personnel policies; serves as a point of  
1214 appeal for staff; sounding board for the Synod Executive.
- 1215 c. Staff Advisory Team: Appointed by the Synod Executive to assist in planning and  
1216 coordination, shall include the Stated Clerk, Treasurer, Moderator and Vice-  
1217 Moderator and others as may be helpful to the Synod Executive.
- 1218 d. Communications Committee
- 1219 e. Grants and Scholarships: reviews applications for grants and scholarships and  
1220 makes awards of funds
- 1221 f. Self-Development of People
- 1222 g. Administrative and Program Task Groups
- 1223 h. Higher Education

## APPENDIX D

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### SYNOD GLOSSARY

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**Commissioners** - An equal number of ruling and teaching elders elected by each of the constituent presbyteries of the Synod to participate in the synod's responsibility and service.

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**Synod Assembly** - The gathering of commissioners elected by their presbyteries to discern God's will for what The Synod of the Trinity is collectively called to be and do, and to conduct necessary business.

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**Governing Commission** - An administrative commission elected from among the commissioners to refine the discernment of the Synod Assembly into Ends, policies, and executive oversight.

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**Leadership Team** - The Synod Executive, Treasurer, Stated Clerk

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**Expanded Leadership Team** - The Leadership Team plus the current Moderator and Vice-Moderator.

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**Staff** - The Synod Executive, Associate Executives, Administrative Assistants, Bookkeeper, Communications Coordinator, Treasurer and Stated Clerk.

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**Ex officio** – serving by reason of office or role having voice but not voting privilege.

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**Policy Governance®** - A system of organizational governance developed by John Carter. The development of policies by which the organization governs itself, proposes the Ends (results) to be accomplished by the organization, and which limit the Executive in the implementation of means by which the Ends are accomplished.

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**Policy Manual** - The compilation of policies which govern the relationship of the Synod Assembly, the Governing Commission and the Synod Executive, which also includes the Ends (results) of the Synod's existence and support of the constituent presbyteries.

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**Governor Role** - The commissioners gathered in Synod Assembly and as the Governing Commission exercising their responsibility for decision-making in regard to visioning and discernment, synod structure, mission and ministry, and staffing.

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**Liaison Role** - The commissioners functioning as a two direction conduit of information and advocacy between their respective presbyteries and the Synod.

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**Ends** - The expected results of the Synod in support of its constituent presbyteries.

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**Means** - Any actions or processes initiated by the executive to achieve the Ends.

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**Executive Limitations** - Actions and processes defined by the Governing Commission which the Executive may not employ to achieve the Ends.

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Presented to Synod Assembly for 1<sup>st</sup> Reading 6-7 October 2014

Approved by the Synod Assembly 23 March, 2015

Amended by the Synod Assembly 05 October 2015

1272 **Any Reasonable Interpretation** - The standard of interpreting both the Ends and the Executive  
1273 Limitations by the Synod Executive, applying the “reasonable person” criteria. The Governing  
1274 Commission is the arbiter of whether an interpretation was/is reasonable.