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The Synod of the Trinity Policy Governance Manual

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:

- Connecting/Partnering
- 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.

Each Council seeks to fulfill the Great Ends within given geographic and cultural environments. 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 for 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:

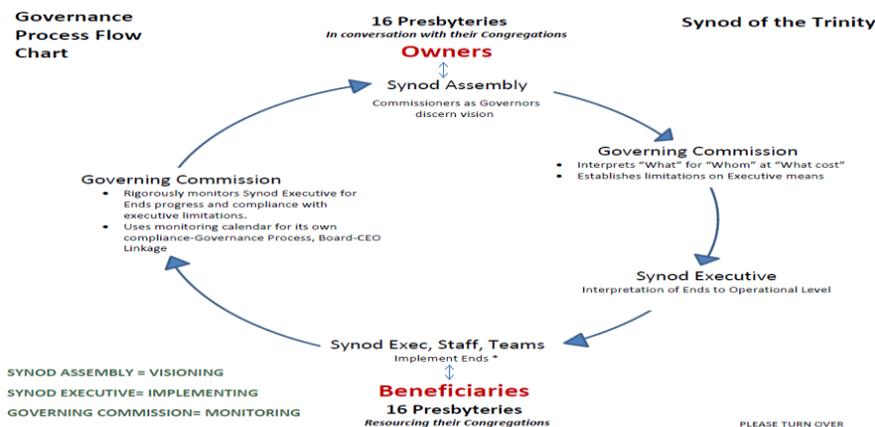
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- The work of the Governing Commission;
- The relationships between and among the synod executive, the Governing Commission, and the Synod Assembly; and
- The specific actions the Governing Commission expects of the executive.

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

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

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



132

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:

- 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.

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

- 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 members, with voice but not
 181 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.
 188

189 **GP-2 Governance Commitment**

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

195 The Governing Commission holds itself accountable by ensuring that all actions it takes are
 196 consistent with the Governing Commission's policies, Synod bylaws, the Constitution of the
 197 Presbyterian Church (U.S.A.) and the laws of the Commonwealth of Pennsylvania.
 198
 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.
 203

204 The following policies address:

- 205 • Governance Process (GP): Specification of how the Governing Commission conceives,
 206 carries out, and monitors its own tasks.
 - 207 • Governing Commission/Synod Executive Relations (GC/SE): How power is delegated,
 208 and its proper use monitored; the Synod Executive's role, authority, and accountability.
 - 209 • Executive Limitations (EL): Constraints on executive authority which establish the
 210 prudence and ethics boundaries within which all executive activity and decisions must
 211 take place.
 - 212 • Ends: Organizational impacts, benefits, outcomes, recipients, and their relative worth.
 213 (What good for which recipients at what cost or priority?)
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217 **GP-3 Governing Style**

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

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

228

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

236

237 Accordingly,

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- 239 • The Governing Commission will cultivate a sense of group responsibility. The Governing
 240 Commission, not the staff, will be responsible for excellence in governing. The
 241 Governing Commission will initiate and establish policy. This does not preclude policy
 242 recommendations from staff or the Synod Assembly.
- 243 • The expertise of individual members may be used to enhance the understanding of the
 244 Governing Commission as a body. However, the Governing Commission will not use the
 245 expertise of individual members to substitute for the judgment of the Governing
 246 Commission.
- 247 • The Governing Commission will direct, control and inspire the organization through the
 248 careful establishment of broad written policies reflecting the Governing Commission's
 249 values and perspectives. The Governing Commission's major policy focus will be on the
 250 intended long-term impacts of the Synod, not on the administrative or programmatic
 251 means of attaining those impacts.
- 252 • The Governing Commission will enforce upon itself whatever discipline is needed to
 253 govern with excellence. Discipline will apply to matters such as attendance, preparation
 254 for meetings, policymaking principles, respect of roles, and ensuring the continuance of
 255 governance capability. Although the Governing Commission can change its governance
 256 process policies at any time, it will observe those currently in force scrupulously.
- 257 • Continual Governing Commission development will include orientation of new Governing
 258 Commission members in the Governing Commission's governance process and periodic
 259 Governing Commission discussion of process improvement.
- 260 • The Governing Commission will allow no officer, individual, or committee of the
 261 Governing Commission to hinder or be an excuse for not fulfilling group obligations.
- 262 • The Governing Commission will monitor and discuss the Governing Commission's
 263 process and performance at each meeting in a brief segment at the end of each
 264 meeting. Self-monitoring will include comparing the Governing Commission's actions to
 265 the policies in the Governance Process and Governing Commission/Synod Executive
 266 Relations sections of these policies.

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GP-3-E1 Member Expectations

Governing commission members will be expected to:

- 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). Failure to meet this expectation may result in the in the removal of the commissioner by a majority vote of the Commission.
- 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.

GP-3-E2 Selecting Officers/Annual Meeting

The Committee on Representation and Nominations of the Synod shall nominate to the Synod Assembly the Moderator and Vice-Moderator for election and installation at the annual meeting of the Synod. The Moderator and Vice-Moderator shall serve in those roles both for the Synod Assembly and the Governing Commission. Additionally, they shall serve respectively as Moderator and Vice-Moderator of the corporation. The Treasurer shall serve as the Treasurer of the Corporation. The Stated Clerk shall serve as the Secretary of the Corporation. An opportunity for nominations from the floor shall always be provided.

The Committee on Representation and Nominations shall nominate to the Synod Assembly commissioners to serve on the Governing Commission.

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

GP-3-E3 Governing Commission Meeting Agenda

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

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

319 Development of the Meeting Agenda

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

323

324 Use of Consent Agenda

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

329

330 Any member wishing to discuss an item on the consent agenda may ask that that item be pulled
331 from the consent agenda and placed on the regular agenda so that there can be a full
332 discussion of the item.

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335 GP-3-E4 Conduct during Governing Commission Meetings

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

340

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

346

347 Discussion of Motions

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

351

352 Voting Practices

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

354

- 355 ● A formal vote will be taken on any items identified on the agenda as "for decision" and
356 any other items where the Moderator, the Synod Executive, or a Governing Commission
357 member request a vote be taken.
- 358 ● The Governing Commission Moderator shall have the right to discuss agenda items, to
359 make motions and resolutions, and vote on all matters coming before the Governing
360 Commission.
- 361 ● No member shall vote on a motion in which he/she has a direct personal or pecuniary
362 interest.
- 363 ● Dissenting votes shall be recorded in the minutes of the Governing Commission
364 meeting.

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366 Closed Session

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

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GP-3-E5 Handling Requests or Complaints

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

- 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.

GP-4 Governing Commission Job Description

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

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

- 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.

Governing Commission Policies address the following:

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

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GP-5 Annual Governing Commission Planning Cycle

The Governing Commission will develop and follow a schedule which identifies when each of the Governing Commission policies is reviewed and monitored. The schedule will include the following components:

- An evaluation by the Governing Commission of its compliance with the Governance Policies and the calendar the Governing Commission set out for itself.
 - Evaluating and continually improving Governing Commission performance of its responsibilities.
 - Monitoring of the executive limitations.
 - Evaluation of Governing Commission education.
 - Annual re-evaluation of the Ends policies.
 - The cycle will conclude each year by the last day of November, so that administrative planning and budgeting can be based on accomplishing a one-year segment of the Governing Commission's most recent statement of long-term Ends.
 - The cycle will start with the Governing Commission's development of its agenda for the next year.
 - Consultations ("linkage") with owners and selected experts or groups, or other methods of gaining owner information will be determined and arranged in the first quarter, to be held during the balance of the year.
 - Governance education, and education related to Ends determination, will be arranged in the first quarter, to be held during the balance of the year.
 - Throughout the year, the Governing Commission will review consent agenda items prior to each meeting and act upon any items in question as expeditiously as possible.
 - Synod Executive monitoring will be included on the agenda if monitoring reports show policy violations, or if policy criteria are to be discussed.
 - Synod Executive remuneration will be decided during the month of October, after a review of monitoring reports received in the last year.
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453 **GP-5a Annual Monitoring and Linkage Agenda**

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

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

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460 The Moderator of the Governing Commission ensures the integrity of the Governing
461 Commission's processes and normally serves as the Governing Commission's official
462 spokesperson. Accordingly, the Moderator has the following authority and duties:

463

464 • Monitor Governing Commission behavior to ensure that it is consistent with its own rules
465 and policies and those legitimately imposed upon it from outside of the Synod.

466 • Conduct and monitor Governing Commission meeting deliberations to ensure that
467 Governing Commission discussion is focused on Governing Commission issues, as
468 defined in Governing Commission policy, (see GP-3);

469 • Ensure that Governing Commission meeting deliberations are fair, open, and thorough,
470 but also efficient, timely, orderly and to the point;

471 • Chair Governing Commission meetings with all the commonly accepted power of that
472 position as described in Robert's Rules of Order;

473 • Conduct timely Governing Commission meeting debriefings and periodic self-
474 assessments to ensure process improvement and meeting effectiveness.

475 • Make all interpretive decisions that fall within the topics covered by Governing
476 Commission policies on Governance Process and Governing Commission/Synod
477 Executive Relationship, except (a) employment or termination of a synod executive and
478 (b) where the Governing Commission specifically delegates such authority to others,
479 using any reasonable interpretation of the provisions in those policies.

480 • Refrain from making any interpretive decisions about policies created by the Governing
481 Commission in the Ends and Executive Limitations policy areas.

482 • Refrain from exercising any authority as an individual to supervise or direct the Synod
483 Executive, except when the Synod Executive specifically asks for advice and counsel.

484 • Assure that all members of the Governing Commission are informed about matters of
485 concern to the full Governing Commission.

486 • Facilitate and summarize the evaluation of the Synod Executive and propose
487 appropriate timing and setting for communicating evaluating with the Synod Executive.

488 • Represent the Governing Commission to outside parties in announcing Governing
489 Commission stated positions and in stating decisions and interpretations within the areas
490 assigned to the moderator, delegating this authority to other Governing Commission
491 members when appropriate, but remaining accountable for its use.

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

493 • Appoint members of all Governing Commission committees.

494 • Plan proposed Governing Commission meeting agendas, in concert with the Synod
495 Executive and Stated Clerk.

496 • Communicate with legal counsel through the Synod Executive, Stated Clerk and/or the
497 Governing Commission Moderator.

498

499 In the absence or inability of the Moderator, the Vice-Moderator shall have all of the powers and
500 duties of the Moderator as defined above.

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GP-7 Governing Commission Members' Code of Conduct

Purpose of a Governing Commission Member

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.

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 Governing Commission members.

Conflict of Interest

Governing commission members must serve The Synod of the Trinity in a way that avoids conflict of interest with respect to their fiduciary responsibility.

There shall be no self-dealing or business by a Governing Commission member with the organization. Members will disclose their involvements with other organizations, with vendors, or any associations which might be or might reasonably be viewed as being a conflict of interest.

Each member will sign an annual statement recommitting to disclosure of conflicts and reporting any issues so disclosed.

When the Governing Commission is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall recuse herself or himself without comment from not only the vote, but also from the deliberation.

Governing commission members shall not use their Governing Commission position to obtain employment in the organization for themselves, family members or close associates. Should a Governing Commission member apply for employment, he or she must first resign from the Governing Commission.

No Individual Authority

Governing commission members may not attempt to exercise individual authority over the organization. Members' interaction with the Synod Executive or with staff must recognize the lack of authority vested in individuals except when explicitly Governing Commission authorized.

Members are not authorized to make a commitment on behalf of the Governing Commission or the organization unless directed by the Governing Commission.

Public Spokesperson

Members' interaction with public, media or other entities must recognize the same limitation and the inability of any Governing Commission member to speak for the Governing Commission except to repeat explicitly stated Governing Commission decisions.

The Synod Executive, or a person designated by the Synod Executive, will be the official spokesperson for the Synod with the media, except that the Governing Commission may designate. The Synod Executive may request that the Governing Commission Moderator or another Governing Commission member be the spokesperson, when appropriate. All Governing Commission members who receive calls from the media shall direct them to the Synod

554 Executive or the designated spokesperson, and shall notify the Synod Executive and the
555 designated spokesperson of the contact immediately.

556

557 Negative statements related to Synod programs, staff, and volunteers shall be limited to
558 Governing Commission meetings. Issues of Synod Executive performance shall be discussed
559 privately by the Governing Commission Moderator with the Synod Executive, or at Governing
560 Commission meetings. The substance of these discussions shall remain confidential.

561

562 **Confidentiality**

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

564

565 Members will agree to the following norms, by vocal assent at the first meeting of the
566 commission in a calendar year:

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

569

- 570 ● Acting with honesty, integrity, and faithfulness,
- 571 ● Accepting my responsibility for the fiduciary interests of the organization,
- 572 ● Avoiding use of my Governing Commission position and data supplied to me for
573 personal gain,
- 574 ● Recognizing that decisions of the Governing Commission can be made only by a
575 majority vote at a Governing Commission meeting and respecting the majority decisions
576 of the Governing Commission, while retaining the right to seek changes through ethical
577 and constructive channels,
- 578 ● Respecting the confidentiality of privileged data,
- 579 ● Abiding by Governing Commission operating procedures,
- 580 ● Supporting publicly, decisions reached by the Governing Commission or Synod
581 Assembly.

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584 **GP-8 Governing Commission Committee Principles**

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

588

- 589 ● Committees will be used sparingly and ordinarily in an ad hoc capacity. This policy
590 applies to any group which is formed by Governing Commission action, whether or not it
591 is called a committee and regardless whether the group includes Governing Commission
592 members. This policy does not apply to committees or task groups formed under the
593 authority of the Synod Executive.
- 594 ● Governing Commission committees are to help the Governing Commission do its job,
595 not to help or advise the staff. Committees ordinarily will assist the Governing
596 Commission by preparing policy alternatives and implications for Governing Commission
597 deliberation. In keeping with the Governing Commission's broader focus, Governing
598 Commission committees will not deal with current staff operations.
- 599 ● Governing Commission committees may not speak or act for the Governing Commission
600 except when formally given such authority for specific and time-limited purposes.
601 Expectations and authority will be carefully stated in order not to conflict with authority
602 delegated to the Synod Executive.
- 603 ● Governing Commission committees cannot exercise authority over staff. Because the
604 Synod Executive works for the full Governing Commission, he or she will not be required

605 to obtain approval of a Governing Commission committee before an executive action is
606 taken.
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609 **GP-8 Governing Commission Committee Structure**
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611 A committee is a Governing Commission committee only if its existence and charge come from
612 the Governing Commission, regardless whether or not Governing Commission members sit on
613 the committee. The only Governing Commission committees are those which are set forth in this
614 policy.
615

616 **Personnel Committee**

617 Purpose: Two or three governing commission members assigned to conduct an annual review
618 of the Synod Executive and Stated Clerk.

619 Authority: To incur little or no expense in direct charges and minimal staff time.
620

621 **Governing Commission Development Committee**

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

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

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

625 Unless otherwise stated, a committee or task group ceases to exist as soon as its task is
626 complete.
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629 **GP-9 Governing Commission Development**
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631 The Governing Commission will invest in its governance capacity. Including, but not limited to:

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

675 Accordingly:

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- 677 • The Governing Commission or commission members shall never give instructions to
- 678 persons who report directly or indirectly to the Synod Executive.
- 679 • The Governing Commission will not evaluate, either formally or informally, any staff other
- 680 than the Synod Executive and the Stated Clerk.
- 681 • The Governing Commission will view the Synod Executive's performance as identical to
- 682 organizational performance. Organizational accomplishment of the synod's stated Ends
- 683 and functioning within the Executive Limitations, will be viewed as successful Synod
- 684 Executive performance.

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

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689 The Governing Commission will instruct the Synod Executive through written policies which
 690 prescribe the organizational Ends to be achieved, and describe organizational situations and
 691 actions to be avoided, allowing the Synod Executive to use any reasonable interpretation of
 692 these policies.

693

694 Accordingly:

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

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718 **GC/SE-5 Monitoring Executive Performance**

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720 Synod Executive job performance will be monitored through the systematic review of monitoring
 721 reports prepared by the Synod Executive for each of the Executive Limitations and each of the
 722 Ends policies.

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726 Accordingly:

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

733

- 734 • By internal report, in which the synod executive discloses compliance information, along
735 with his/her justification for the reasonableness of interpretation;
- 736 • By external report, in which an external, disinterested third party selected by the
737 Governing Commission assesses compliance with policies, augmented with the Synod
738 Executive's justification for the reasonableness of his/her interpretation; and
- 739 • By direct Governing Commission inspection, in which a designated member or members
740 of the Governing Commission assess compliance with policy, with access to the Synod
741 Executive's justification for the reasonableness of his/her interpretation.

742

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

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748 **Synod Executive Evaluation**

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750 Each year a minimum of two Governing Commission members, as specified by the Moderator
751 will conduct a formal summative evaluation of the Synod Executive. The summative evaluation
752 will be based upon data collected during the year from the monitoring of Governing Commission
753 policies on Ends and Executive Limitations. The Governing Commission will obtain input from
754 the two Governing Commission members on Governing Commission-approved performance
755 measures and prepare a written evaluation document. The written evaluation report shall be
756 reviewed with the Synod Executive prior to the report to the Governing Commission. The Synod
757 Executive shall have the right to submit a response or self-evaluation report to the Governing
758 Commission. The Synod Executive and the Governing Commission will review the document in
759 executive session.

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761 The evaluation document will consist of:

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- 763 • A summary of the data derived during the year from monitoring the Governing
764 Commission's policies on Ends and Executive Limitations;
- 765 • Conclusions based upon the Governing Commission's prior action during the year
766 relative to whether each End has been achieved or whether reasonable progress has
767 been made toward its achievement;
- 768 • Conclusions based upon the Governing Commission's prior action during the year
769 relative to whether the Synod Executive has reasonably interpreted and operated
770 properly within the boundaries established by the Executive Limitations policies;
- 771 • A summary of the Synod Executive's strengths and weaknesses relative to achievement
772 of the Ends, policies, and operation within the boundaries established in the Executive
773 Limitations policies.

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

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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

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

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EL-2 Treatment of Members and Other Constituents

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

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Further, without limiting the scope of the foregoing by this list, the Synod Executive shall not:

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- Fail to establish and implement a clear confidentiality policy.
 - Fail to establish with owners and beneficiaries a clear understanding of what may be expected and what may not be expected from the services and programs offered by the Synod.
 - Fail to offer programs and services that are accurate, reliable, and of high quality.
 - Fail to provide oversight and evaluation of all programs and projects.
 - Fail to establish and maintain appropriate relationships and boundaries.
 - Fail to provide a process for handling complaints, which includes appropriate feedback to Governing Commission members regarding action taken.

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810 **EL-3 Treatment of Staff, Volunteer Staff, and Volunteers**

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812 With respect to the treatment of staff, volunteers and volunteer staff, the Synod Executive shall

813 not cause or allow conditions which are unfair, inappropriate, disorganized or unclear.

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

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

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834 **EL-4 Financial Planning/Budgeting**

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836 Financial planning for any fiscal year, or the remaining part of any fiscal year, will not deviate

837 materially from the Synod's Ends or risk fiscal jeopardy.

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839 In addition, when preparing the Synod budget, the Synod Executive shall not:

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- Fail to avoid risk incurring those situations or conditions described as unacceptable in the policy "Financial Condition and Activities."
 - Fail by omitting credible projection of revenues and expenses, separation of capital and operational items, cash flow projections and disclosure of planning assumptions.
 - Fail by providing less for Governing Commission prerogatives during the year than is needed for the Commission to do its work as set forth in the Cost of Governance policy (GP-8).
-

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

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852 With respect to the actual, ongoing financial condition and activities, the Synod Executive will
853 not cause or allow the development of fiscal jeopardy or material deviation of actual
854 expenditures from Governing Commission's priorities established in Ends policies.

855

856 Further, without limiting the scope of the foregoing by this list, he or she, without the Governing
857 Commission's approval, shall not:

- 858 ● Expend more funds than have been received in the fiscal year except as follows:
 - 859 ○ Expend more than 10 percent of the undesignated reserves in any given fiscal
860 year, where 10 percent is calculated on a rolling three-year average.
- 861 ● Reduce reserves below an amount that could sustain the operation of the Synod for a
862 three-year period.
- 863 ● Incur debt in an amount greater than can be repaid by unencumbered revenues within
864 60 days.
- 865 ● Use restricted funds for any purpose other than that for which they were originally
866 designated.
- 867 ● Fail to settle payroll and debts in a timely manner.
- 868 ● Allow tax payments or other government ordered payments or filings to be overdue or
869 inaccurately filed
- 870 ● Acquire, encumber or dispose of real property without Governing Commission
871 authorization.
- 872 ● Fail to produce financial reports on a periodic basis.
- 873 ● Fail to pursue mission financial support and per capita payments from constituent
874 presbyteries.

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877 **EL-6 Emergency Executive Succession**

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879 In order to protect the Synod from sudden loss of Synod Executive services, the Synod
880 Executive will have at least one individual sufficiently familiar with the Synod and Synod
881 Executive issues and processes to enable him/her to take over with reasonable proficiency as
882 an interim successor. Annually, at the first meeting of the Governing Commission, the Synod
883 Executive shall not fail to name an emergency successor.

884

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886 **EL-7 Asset Protection**

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888 The Synod Executive will not cause or allow corporate assets to be unprotected, inadequately
889 maintained or unnecessarily risked.

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

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- 893 ● Fail to insure against theft and casualty losses to at least 80 percent replacement value
894 of real property and against liability losses to Governing Commission members, staff and
895 the organization itself in an amount greater than the average for comparable
896 organizations.
- 897 ● Unnecessarily expose the organization, its Governing Commission, staff, or volunteers
898 to claims of liability.
- 899 ● Fail to protect intellectual property, information and files from loss or significant damage.

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

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912 **EL-8 Compensation and Benefits**

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

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

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

928

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930 **EL-9 Communication and Support to the Governing Commission**

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

934

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

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- 937 • Neglect to submit required monitoring data (see policy "Monitoring Synod Executive
- 938 Performance") in a timely, accurate, understandable, non-defensive and unbiased
- 939 fashion, directly addressing provisions of Governing Commission policies being
- 940 monitored, or justifying his/her interpretation.
- 941 • Fail to report in a timely manner an actual or anticipated noncompliance with any policy
- 942 of the Governing Commission.
- 943 • Neglect to submit decision information required periodically by the Governing
- 944 Commission or let the Governing Commission be unaware of relevant trends across the
- 945 Synod.
- 946 • Let the Governing Commission be unaware of any incidental information it requires
- 947 including anticipated media coverage, threatened, or pending lawsuits and material
- 948 internal changes.
- 949 • Fail to advise the Governing Commission if, in the Synod Executive's opinion, the
- 950 Governing Commission is not in compliance with its own policies on Governance.

- 951 ● Process and Governing Commission/Synod Executive Linkage, particularly in the case
- 952 of Governing Commission behavior which is detrimental to the working relationship
- 953 between the Governing Commission and the Synod Executive.
- 954 ● Present information in unnecessarily complex or lengthy form or in a form that fails to
- 955 differentiate among information of three types: monitoring, decision preparation, and
- 956 other information.
- 957 ● Fail to provide a workable mechanism for official Governing Commission, officer or
- 958 committee communications.
- 959 ● Fail to deal with the Governing Commission as a whole except when (a) fulfilling
- 960 appropriate individual requests for information or (b) responding to officers or
- 961 committees duly charged by the Governing Commission.
- 962 ● Fail to supply for the Governing Commission’s consent agenda, along with applicable
- 963 monitoring information, all decisions delegated to the synod executive not required by
- 964 law, regulation, or contract, to be Governing Commission approved.
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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).

ENDS Global Statement

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

Secondary Ends

- Connecting presbytery leadership for coordination, spiritual support and sharing best practices.
- Encouraging innovation in, between and among presbyteries through the use of human, programmatic, and financial resources.
- Providing services of education and nurture for member presbyteries.
- Extending partnership of member presbyteries in joint and shared mission and ministry.
- Nurturing relationships within the larger church for the purpose of greater witness.
- Fostering conversation and action for the promotion of social righteousness.

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SAMPLE Annual Evaluation of Synod Executive

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

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

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

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

[Insert monitoring report for each Executive Limitation Policy and End Results Policy here.]
Based upon the Governing Commission’s prior acceptance of these reports and the on-going monitoring of the organization’s and the Synod Executive's performance during the preceding year, the Governing Commission reaches the following conclusions relative to Synod Executive's performance:

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

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

Signed: _____ Date: _____
Moderator/Chair of the Governing Commission

Signed: _____ Date: _____
Synod Executive

APPENDIX A

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G-3.04 THE SYNOD

G-3.0401 Composition and Responsibilities

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:

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.

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.

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

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.

G-3.0402 Relations with General Assembly

The synod has responsibility to maintain regular and continuing relationship with the General Assembly by seeing that the guidance and communication of the General Assembly are considered and that any binding actions are observed and carried out, and by proposing to the General Assembly such measures as may be of common concern to the mission of the whole church .

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1076 *G-3.0403 Relations with Presbyteries*

1077 Each presbytery shall participate in the synod's responsibility and service through its elected
1078 commissioners to the synod. The synod has responsibility for supporting the work of the
1079 presbyteries within its bounds and as such is charged with:

1080 a. developing, in conjunction with its presbyteries, joint plans and objectives for the fulfillment of

1081 mission, providing encouragement and guidance to its presbyteries and overseeing their work;

1082 b. developing and providing, when requested, resources as needed to facilitate the mission of
1083 its presbyteries;

1084 c. organizing new presbyteries, dividing, uniting, or otherwise combining presbyteries or portions

1085 of presbyteries previously existing, and, with the concurrence of existing presbyteries, creating

1086 non-geographic presbyteries, subject to the approval of the General Assembly, or taking other

1087 such actions as may be deemed necessary in order to meet the mission needs of racial ethnic

1088 or immigrant congregations. Such presbyteries shall be formed in compliance with the

1089 requirements of G-3.0301 and be accountable to the synod within which they were created.

1090

1091 *G-3.0404 Reduced Function*

1092 A synod may decide, with the approval of a two-thirds majority of its presbyteries, to reduce its

1093 function. In no case shall synod function be less than the provision of judicial process and

1094 administrative review of the work of the presbyteries (G-3.0401c). Such a synod shall meet at

1095 least every two years for the purposes of setting budget, electing members to its permanent

1096 judicial commission, and admitting to record the actions of its permanent judicial and

1097 administrative commissions. Presbyteries of such a synod shall assume for themselves, by

1098 mutual agreement, such other synod functions as may be deemed necessary by the

1099 presbyteries and the synod.

1100

1101 Two or more synods sharing common boundaries, with the approval of a two-thirds

1102 majority of the presbyteries in each of the synods, may share administrative services and form a

1103 shared permanent judicial commission, with the membership of the commission being

1104 proportional, insofar as possible, to the number of presbyteries within each participating synod.

1105 Each synod shall pay the costs for processing a judicial case arising within its bounds.

1106

1107 *G-3.0405 Meetings and Quorum*

1108 The synod shall hold stated meetings at least biennially, shall meet at the direction of the

1109 General Assembly, and may call special meetings in accordance with its own rules.

1110 A synod may set its own quorum, but it shall include an equal number of ruling elders and

1111 teaching elders representing at least three presbyteries or one-third of its presbyteries,

1112 whichever is larger.

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1114 *G-3.0406 Minutes and Records*

1115 The synod shall keep a full and accurate record of its proceedings that shall be submitted to the

1116 next succeeding meeting of the General Assembly for its general review and control. It shall

1117 report to the General Assembly the number of its presbyteries and, in general, all important

1118 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, it's 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.

APPENDIX C

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 and diversity in F-1.0403. A committee on representation should not be merged with another committee or made a subcommittee of another committee.

- 1214 e. Nominating Committee G-3.0111 All councils higher than the session shall have
 1215 a process for nominating persons to serve in positions requiring election by the
 1216 council. The process shall ensure that nominations are made by an entity broadly
 1217 representative of the constituency of the council, and in conformity with the
 1218 church's commitment to unity in diversity (F-1.0403).
- 1219 B. Governing Commission
- 1220 a. Commission Development Committee
- 1221 b. Personnel Committee: Composed of members of the Governing Commission. It
 1222 conducts an evaluation of the synod executive and reports to the results of the
 1223 evaluation to the Governing Commission.
- 1224 C. The Synod Executive may appoint administrative/programmatic committees and task
 1225 groups as a means to fulfill the synod ends. Appointment of such committees and task
 1226 groups may be included in the executive's regular reporting to the Governing
 1227 Commission.
- 1228 a. Budget & Finance Advisory Committee: Advises the Synod Executive and the
 1229 Treasurer on budgeting and financial management matters.
- 1230 b. Staff Personnel Advisory Committee: Advises the Synod Executive in the
 1231 development and implementation of staff personnel policies; serves as a point of
 1232 appeal for staff; sounding board for the Synod Executive.
- 1233 c. Staff Advisory Team: Appointed by the Synod Executive to assist in planning and
 1234 coordination, shall include the Stated Clerk, Treasurer, Moderator and Vice-
 1235 Moderator and others as may be helpful to the Synod Executive.
- 1236 d. Communications Committee
- 1237 e. Grants and Scholarships: reviews applications for grants and scholarships and
 1238 makes awards of funds
- 1239 f. Self-Development of People
- 1240 g. Administrative and Program Task Groups
- 1241 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 Synod Executive to achieve the Ends.

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

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1290 **Any Reasonable Interpretation** - The standard of interpreting both the Ends and the Executive
1291 Limitations by the Synod Executive, applying the “reasonable person” criteria. The Governing
1292 Commission is the arbiter of whether an interpretation was/is reasonable.