

1. TABLE OF CONTENTS

Preface	3
Governance Process	6
GP-1 Relationship of the Synod Assembly & Governing Commission	6
GP-2 Governing Commitment	7
GP-3 Governing Style	8
GP-3-E1 Member Expectations	9
GP-3-E2 Selecting Officers/Annual Meeting	9
GP-3-E3 Governing Commission Meeting Agenda	10
GP-3-E4 Conduct during Governing Commission Meetings	10
GP-3-E5 Handling Requests or Complaints	11
GP-4 Governing Commission Job Description	11
GP-5 Annual Governing Commission Planning Cycle	12
GP-5a Sample Annual Monitoring and Linkage Agenda	13
GP-6 Moderator's Role	13
GP-7 Governing Commission Members' Code of Conduct	14
GP-8 Governing Commission Committee Principles	15
GP-8-E1 Governing Commission Committee Structure	16
GP-9 Governing Commission Development	17
GC/SE Governing Commission/Synod Executive Relationship Policies	18
GC/SE-1 Global Governance-Management Connection	18
GC/SE-2 Unity of Control	18
GC/SE-3 Accountability of the Synod Executive	18
GC/SE-4 Delegation to the Synod Executive	19
GC/SE-5 Monitoring Executive Director Performance	19
Executive Limitation Policies	21
EL-1 Global Limitation	21
EL-2 Treatment of Members and Other Constituents	21
EL-3 Treatment of Staff, Volunteer Staff, and Volunteers	22
EL-4 Financial Planning/Budgeting	22
EL-5 Financial Condition and Activities	23
EL-6 Emergency Synod Executive Succession	23
EL-7 Asset Protection	23
EL-8 Compensation and Benefits	24
EL-9 Communication and Support to the Governing Commission	24

Ends Policies	25
----------------------	-----------

SAMPLE Annual Evaluation of Executive Director	26
--	----

APPENDICIES

Appendix A Book of Order section on Synod (G-3.04)	27
Appendix B Open Meeting	29
Appendix C Committees, Commissions, Task Groups	30
Appendix D Synod Glossary	32

The Synod of the Trinity Governance Policy 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:

56

- 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.

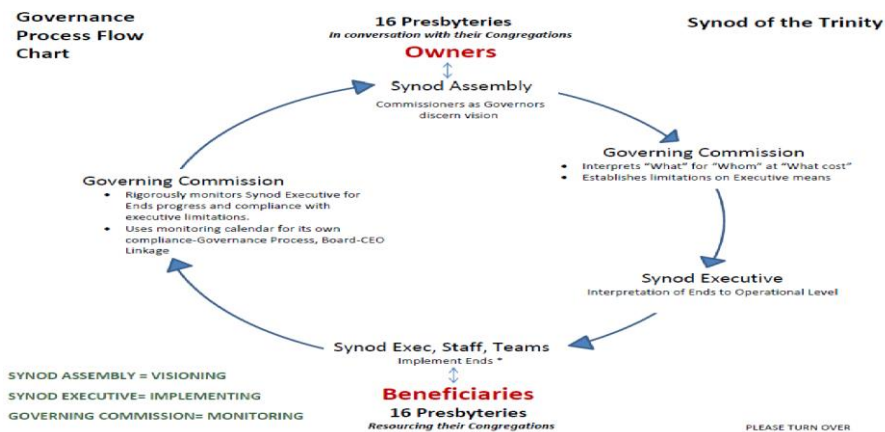
113

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



132
133**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*).

GP-1 Relationship of the Synod Assembly & Governing Commission134
135
136
137
138
139
140
141

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:

142
143
144
145
146
147
148
149
150
151
152
153
154

- Electing a Nominating Committee,
- Electing a Governing Commission of eight commissioner members of the Synod Assembly, as nominated by the Committee on Representation and Nominations,
- 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.

155
156
157
158
159
160
161

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
163
164
165

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 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.
188

189

190

191 **GP-2 Governance Commitment**

192

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

196

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

200

201 The Governing Commission assures that the Synod fulfills its Ends and serves the purpose(s)
202 intended by those who support and invest in the Synod. These "owners" are defined, for the
203 purpose of these policies, as the constituent presbyteries of the Synod.

204

205 The following policies address:

206

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

209

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

213 • Executive Limitations (EL): Constraints on executive authority which establish the
214 prudence and ethics boundaries within which all executive activity and decisions must
215 take place.

216

217 • Ends: Organizational impacts, benefits, outcomes, recipients, and their relative worth.
218 (What good for which recipients at what cost or priority?)

219

220

GP-3 Governing Style

217

218

219

220

221

222

223

224

225

226

227

228

The Governing Commission will govern lawfully with an emphasis on:

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

229

230

231

232

233

234

235

236

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

237

238

Accordingly,

239

240

241

242

243

244

245

246

247

248

249

250

251

252

253

254

255

256

257

258

259

260

261

262

263

264

265

266

267

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

268
269
270
271
272
273
274
275
276
277
278
279
280
281
282
283
284
285
286
287
288
289
290
291
292
293
294
295
296
297
298
299
300
301
302
303
304
305
306
307
308
309
310
311
312
313
314
315
316
317

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).
- 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 Nominating committee 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 Nominating committee 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

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.

Development of the Meeting Agenda

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

GP-3-E4 Conduct during Governing Commission Meetings

318

319

320

321

322

323

324

325

326

327

328

329

330

331

332

333

334

335

336

337

338

339

340

341

342

343

344

345

346

347

348

349

350

351

352

353

354

355

356

357

358

359

360

361

362

363

364

365

366

367

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

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

Discussion of Motions

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

Voting Practices

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

- A formal vote will be taken on any items where the Moderator, the Synod Executive, or a Governing Commission member request a vote be taken.
- 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.

Closed Session

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

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.

- 368 • If further information or action is deemed necessary the request/complaint shall be
 369 referred to the Synod Executive.
 370 • In the case of a complaint involving the Synod Executive's performance, it is to be
 371 referred to the Moderator for appropriate follow through.
 372

373 **GP-4 Governing Commission Job Description**

374
 375
 376 The Governing Commission will govern based on the policies contained in the Governing
 377 Commission Policy Manual. The Governing Commission serves as an informed representative
 378 of the organization's owners and its role is to ensure appropriate organizational performance.
 379

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

- 381
 382 • The link between the owners and the organization.
 383 • Written governing policies that address the broadest levels of all organizational decisions
 384 and situations.
 385 • Ways to assess the organizational performance regarding Ends and Executive
 386 Limitations.

387 Governing Commission Policies address the following:

- 388
 389 • Ends: Organizational impacts, benefits, outcomes, recipients and their relative worth
 390 (what good for which recipients at what cost or priority).
 391 • Executive Limitations: Constraints on executive authority which establish the prudence
 392 and ethics boundaries within which all executive activity and decisions must take place.
 393 • Governance Process: Specification of how the Governing Commission conceives,
 394 carries out and monitors its own task.
 395 • Governing Commission/Synod Executive Relations: How power is delegated and its
 396 proper use monitored; the Synod Executive's role, authority and accountability.
 397

398 **GP-5 Annual Governing Commission Planning Cycle**

399
 400
 401 The Governing Commission will develop and follow a schedule which identifies when each of
 402 the Governing Commission policies is reviewed and monitored. The schedule will include the
 403 following components:

- 404
 405 • An evaluation by the Governing Commission of its compliance with the Governance
 406 Policies and the calendar the Governing Commission set out for itself.
 407 • Evaluating and continually improving Governing Commission performance of its
 408 responsibilities.
 409 • Monitoring of the executive limitations.
 410 • Evaluation of Governing Commission education.
 411 • Annual re-evaluation of the Ends policies.
 412 • The cycle will conclude each year by the last day of November, so that administrative
 413 planning and budgeting can be based on accomplishing a one-year segment of the
 414 Governing Commission's most recent statement of long-term Ends.
 415 • The cycle will start with the Governing Commission's development of its agenda for the
 416 next year.
 417 • Synod Executive monitoring will be included on the agenda if monitoring reports show
 418 policy violations, or if policy criteria are to be discussed.

- 419 • Synod Executive remuneration will be voted on by the Synod Assembly during the
420 Annual Assembly meeting in October
-

421
422

GP-5a Annual Monitoring and Linkage Agenda

423
424
425 The Governing Commission will develop its own calendar for annual monitoring and linkage.
426

GP-6 Moderator's Role

427
428
429
430 The Moderator of the Governing Commission ensures the integrity of the Governing
431 Commission's processes and normally serves as the Governing Commission's official
432 spokesperson. Accordingly, the Moderator has the following authority and duties:
433

- 434 ● Monitor Governing Commission behavior to ensure that it is consistent with its own rules
435 and policies and those legitimately imposed upon it from outside of the Synod.
- 436 ● Conduct and monitor Governing Commission meeting deliberations to ensure that
437 Governing Commission discussion is focused on Governing Commission issues, as
438 defined in Governing Commission policy, (see GP-3);
- 439 ● Ensure that Governing Commission meeting deliberations are fair, open, and thorough,
440 but also efficient, timely, orderly and to the point;
- 441 ● Chair Governing Commission meetings with all the commonly accepted power of that
442 position as described in Robert's Rules of Order;
- 443 ● Conduct timely Governing Commission meeting debriefings and periodic self-
444 assessments to ensure process improvement and meeting effectiveness.
- 445 ● Make all interpretive decisions that fall within the topics covered by Governing
446 Commission policies on Governance Process and Governing Commission/Synod
447 Executive Relationship, except (a) employment or termination of a synod executive and
448 (b) where the Governing Commission specifically delegates such authority to others,
449 using any reasonable interpretation of the provisions in those policies.
- 450 ● Refrain from making any interpretive decisions about policies created by the Governing
451 Commission in the Ends and Executive Limitations policy areas.
- 452 ● Refrain from exercising any authority as an individual to supervise or direct the Synod
453 Executive, except when the Synod Executive specifically asks for advice and counsel.
- 454 ● Assure that all members of the Governing Commission are informed about matters of
455 concern to the full Governing Commission.
- 456 ● Facilitate and summarize the evaluation of the Synod Executive and propose
457 appropriate timing and setting for communicating evaluating with the Synod Executive.
- 458 ● Represent the Governing Commission to outside parties in announcing Governing
459 Commission stated positions and in stating decisions and interpretations within the areas
460 assigned to the moderator, delegating this authority to other Governing Commission
461 members when appropriate, but remaining accountable for its use.
- 462 ● Appoint members of all Governing Commission committees.
- 463 ● Plan proposed Governing Commission meeting agendas, in concert with the Synod
464 Executive and Stated Clerk.
- 465 ● Communicate with legal counsel through the Synod Executive, Stated Clerk and/or the
466 Governing Commission Moderator.

467
468 In the absence or inability of the Moderator, the Vice-Moderator shall have all of the powers and
469 duties of the Moderator as defined above.
470

GP-7 Governing Commission Members' Code of Conduct

471
472
473

474 Purpose of a Governing Commission Member

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

478
479 The Governing Commission commits itself and its members to ethical, faithful, businesslike and
480 lawful conduct, including proper use of authority and appropriate decorum when acting as
481 Governing Commission members.

482 Conflict of Interest

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

485
486
487 There shall be no self-dealing or business by a Governing Commission member with the
488 organization. Members will disclose their involvements with other organizations, with vendors, or
489 any associations which might be or might reasonably be seen as being a conflict.

490
491 Each member will sign an annual statement recommitting to disclosure of conflicts and reporting
492 any issues so disclosed.

493
494 When the Governing Commission is to decide upon an issue about which a member has an
495 unavoidable conflict of interest, that member shall recuse herself or himself without comment
496 from not only the vote, but also from the deliberation.

497
498 Governing commission members shall not use their Governing Commission position to obtain
499 employment in the organization for themselves, family members or close associates. Should a
500 Governing Commission member apply for employment, he or she must first resign from the
501 Governing Commission.

502 No Individual Authority

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

506
507
508 Members are not authorized to make a commitment on behalf of the Governing Commission or
509 the organization unless directed by the Governing Commission.

510 Public Spokesperson

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

514
515
516 The Synod Executive, or a person designated by the Synod Executive, will be the official
517 spokesperson for the Synod with the media, except that the Governing Commission may
518 designate. The Synod Executive may request that the Governing Commission Moderator or
519 another Governing Commission member be the spokesperson, when appropriate. All Governing
520 Commission members who receive calls from the media shall direct them to the Synod
521 Executive or the designated spokesperson, and shall notify the Synod Executive and the
522 designated spokesperson of the contact immediately.

523

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

528

529 **Confidentiality**

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

531

532 Members will agree to the following statement:

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

535

- 536 • Acting with honesty, integrity, and faithfulness,
- 537 • Accepting my responsibility for the fiduciary interests of the organization,
- 538 • Avoiding use of my Governing Commission position and data supplied to me for
 539 personal gain,
- 540 • Recognizing that decisions of the Governing Commission can be made only by a
 541 majority vote at a Governing Commission meeting and respecting the majority decisions
 542 of the Governing Commission, while retaining the right to seek changes through ethical
 543 and constructive channels,
- 544 • Respecting the confidentiality of privileged data,
- 545 • Abiding by Governing Commission operating procedures,
- 546 • Supporting publicly, decisions reached by the Governing Commission or Synod
 547 Assembly.

548

549

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

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

554

- 555 • Committees will be used sparingly and ordinarily in an ad hoc capacity. This policy
 556 applies to any group which is formed by Governing Commission action, whether or not it
 557 is called a committee and regardless whether the group includes Governing Commission
 558 members. This policy does not apply to committees or task groups formed under the
 559 authority of the Synod Executive.
- 560 • Governing Commission committees are to help the Governing Commission do its job,
 561 not to help or advise the staff. Committees ordinarily will assist the Governing
 562 Commission by preparing policy alternatives and implications for Governing Commission
 563 deliberation. In keeping with the Governing Commission's broader focus, Governing
 564 Commission committees will not deal with current staff operations.
- 565 • Governing Commission committees may not speak or act for the Governing Commission
 566 except when formally given such authority for specific and time-limited purposes.
 567 Expectations and authority will be carefully stated in order not to conflict with authority
 568 delegated to the Synod Executive.
- 569 • Governing Commission committees cannot exercise authority over staff. Because the
 570 Synod Executive works for the full Governing Commission, he or she will not be required
 571 to obtain approval of a Governing Commission committee before an executive action is
 572 taken.

573

574

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

576

577 A committee is a Governing Commission committee only if its existence and charge come from
578 the Governing Commission, regardless whether or not Governing Commission members sit on
579 the committee. The only Governing Commission committees are those which are set forth in this
580 policy. Unless otherwise stated, a committee or task group ceases to exist as soon as its task is
581 complete.

582

583 **Personnel Committee**

584 Purpose: Two or three governing commission members assigned to conduct an annual review
585 of the Synod Executive.

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

587

588
589
590
591
592
593
594
595
596
597
598
599
600
601

GP-9 Governing Commission Development

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

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

602
603**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*).

604
605
606
607
608**GC/SE-1 Global Governance-Management Connection**

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

609
610
611
612
613
614**GC/SE-2 Unity of Control**

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

- 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.

623
624
625
626
627
628
629
630
631
632
633**GC/SE-3 Accountability of the Synod Executive**

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.

Accordingly:

- 634 • The Governing Commission shall never give instructions to persons who report directly
635 or indirectly to the Synod Executive.
- 636 • The Governing Commission will not evaluate, either formally or informally, any staff other
637 than the Synod Executive and the Stated Clerk.
- 638 • The Governing Commission will view the Synod Executive's performance as identical to
639 organizational performance, so that organizational accomplishment of Governing
640 Commission stated Ends and avoidance of Governing Commission proscribed means,
641 as established in Executive Limitations, will be viewed as successful Synod Executive
642 performance.

643

644

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

646

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

651

652 Accordingly:

653

- 654 • The Governing Commission will develop policies instructing the Synod Executive to
655 achieve specified results, for specified program beneficiaries at a specified cost or
656 priority. These policies will be developed systematically from the broadest, most general
657 level to more defined levels, and will be called Ends policies. All issues that are not Ends
658 issues as defined above are Means issues.
- 659 • The Governing Commission will develop policies which limit the latitude the Synod
660 Executive may exercise in choosing the organizational means. These policies will be
661 developed systematically from the broadest, most general level to more defined levels,
662 and they will be called Executive Limitations policies. The Governing Commission never
663 proscribes organizational means.
- 664 • As long as the Synod Executive uses any reasonable interpretation of the Governing
665 Commission's Ends and Executive Limitations policies, the Synod Executive is
666 authorized to establish all further policies, make all decisions, take all actions, establish
667 all practices and develop all activities. Such decisions of the Synod Executive shall have
668 full force and authority as if decided by the Governing Commission.
- 669 • The Governing Commission may change its Ends and Executive Limitations policies,
670 thereby shifting the boundary between Governing Commission and Synod Executive
671 domains. By doing so, the Governing Commission changes the latitude of choice given
672 to the synod executive. But as long as any particular delegation is in place, the
673 Governing Commission will respect and support the Synod Executive's choices.

674

675

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

677

678 Synod Executive job performance will be monitored through the systematic review of monitoring
679 reports prepared by the Synod Executive for each of the Executive Limitations and each of the
680 Ends policies.

681 Accordingly:

682

683 These reports will be reviewed on a schedule established by the Governing Commission so that
684 each policy is reviewed at some point throughout the calendar year. However, the Governing

685 Commission may choose to monitor performance on a more frequent basis. Monitoring is used
 686 to determine the degree to which Governing Commission policies are being met. The Governing
 687 Commission will acquire monitoring data by one or more of three methods:

- 688
- 689 ● By internal report, in which the synod executive discloses compliance information, along
 690 with his/her justification for the reasonableness of interpretation;
 - 691 ● By external report, in which an external, disinterested third party selected by the
 692 Governing Commission assesses compliance with policies, augmented with the Synod
 693 Executive's justification for the reasonableness of his/her interpretation; and
 - 694 ● By direct Governing Commission inspection, in which a designated member or members
 695 of the Governing Commission assess compliance with policy, with access to the Synod
 696 Executive's justification for the reasonableness of his/her interpretation.

697
 698 In every case, the standard for compliance shall be "any reasonable interpretation" of the
 699 Governing Commission policy being monitored. The Governing Commission is final arbiter of
 700 reasonableness, but will always judge with a "reasonable person standard."
 701

702
 703 **Synod Executive Evaluation**

704
 705 Each year a minimum of two Governing Commission members, as specified by the Moderator
 706 will conduct a formal summative evaluation of the Synod Executive. The summative evaluation
 707 will be based upon data collected during the year from the monitoring of Governing Commission
 708 policies on Ends and Executive Limitations. The Governing Commission will obtain input from
 709 the two Governing Commission members on Governing Commission-approved performance
 710 measures and prepare a written evaluation document. The written evaluation report shall be
 711 reviewed with the Synod Executive prior to the report to the Governing Commission. The Synod
 712 Executive shall have the right to submit a response or self-evaluation report to the Governing
 713 Commission. The Synod Executive and the Governing Commission will review the document in
 714 executive session.

715
 716 The evaluation document will consist of:

- 717
- 718 ● A summary of the data derived during the year from monitoring the Governing
 719 Commission's policies on Ends and Executive Limitations;
 - 720 ● Conclusions based upon the Governing Commission's prior action during the year
 721 relative to whether each End has been achieved or whether reasonable progress has
 722 been made toward its achievement;
 - 723 ● Conclusions based upon the Governing Commission's prior action during the year
 724 relative to whether the Synod Executive has reasonably interpreted and operated
 725 properly within the boundaries established by the Executive Limitations policies;
 - 726 ● A summary of the Synod Executive's strengths and weaknesses relative to achievement
 727 of the Ends, policies, and operation within the boundaries established in the Executive
 728 Limitations policies.

729
 730 Nothing in this policy is intended to imply the establishment of any personal rights not explicitly
 731 established by statute, contract or Governing Commission policy. All employment decisions
 732 related to the Synod Executive remain the sole discretion of the whole Governing Commission.
 733

734 **EXECUTIVE LIMITATION POLICIES**

735

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).

736 **EL-1 Global Limitation**

737
738 As one called by God to be a steward of relationships and resources, the Synod Executive will
739 not cause or allow any practice, activity, decision, or organizational circumstance which is either
740 unlawful, imprudent, or in violation of commonly accepted business and professional ethics and
741 practices.
742

743
744 **EL-2 Treatment of Members and Other Constituents**

745
746 With respect to interactions with Synod Commissioners, Governing Commission members, staff,
747 volunteers and presbytery leaders, the Synod Executive will not “lord it over those allotted to
748 their charge” (I Peter 5:3), nor cause or allow conditions, procedures, or decisions which are
749 unsafe, intrusive, or unnecessarily complex.
750

751
752 Further, without limiting the scope of the foregoing by this list, he or she shall not:

- 753
- 754 ● Fail to establish and implement a clear confidentiality policy.
- 755 ● Fail to establish with customers and constituents a clear understanding of what may be
- 756 expected and what may not be expected from the services and programs offered by the
- 757 Synod.
- 758 ● Fail to offer programs and services that are accurate, reliable, and of high quality.
- 759 ● Fail to provide oversight and evaluation of all programs and projects.
- 760 ● Fail to establish and maintain appropriate relationships.

- 761 • Fail to provide a process for handling complaints, which includes appropriate feedback
762 to Governing Commission members regarding action taken.
763

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

765 With respect to the treatment of staff, volunteers and volunteer staff, the Synod Executive will
766 not cause or allow conditions which are unfair, inappropriate, disorganized or unclear.
767 Further, without limiting the scope of the foregoing by this list, he or she will not:

- 768
- 769 • Operate without written personnel rules which: (a) clarify rules for paid and volunteer
770 staff, (b) provide for effective handling of grievances, and (c) protect against wrongful
771 conditions, such as nepotism and grossly preferential treatment for personal reasons.
 - 772 • Fail to make clear to paid and volunteer staff the expectations of their job.
 - 773 • Discriminate against any paid or volunteer staff member for non-disruptive expression of
774 dissent.
 - 775 • Fail to acquaint paid and volunteer staff with the Synod Executive's interpretation of their
776 protections under this policy.
 - 777 • Fail to prepare for and respond to safety concerns pertaining to paid and volunteer staff.
 - 778 • Fail to establish and maintain positive relationships with volunteer staff and volunteers.
 - 779 • Fail to support individual needs of paid and volunteer staff for professional and/or
780 personal development.
 - 781 • Fail to ensure inclusivity when seeking members from across the Synod to serve on task
782 groups or committees.
- 783
784
785

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

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

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

- 790
- 791 • Risk incurring those situations or conditions described as unacceptable in the board
792 policy "Financial Condition and Activities."
 - 793 • Omit credible projection of revenues and expenses, separation of capital and operational
794 items, cash flow projections and disclosure of planning assumptions.
 - 795 • Provide less for board prerogatives during the year than is needed for the board to do its
796 work as set forth in the Cost of Governance policy (GP-8).
- 797
798
799
800

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

802 With respect to the actual, ongoing financial condition and activities, the Synod Executive will
803 not cause or allow the development of fiscal jeopardy or material deviation of actual
804 expenditures from board priorities established in Ends policies.

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

- 807
- 808 • Expend more funds than have been received in the fiscal year except as follows:
809
- 810

- 811 ○ Expend more than 10 percent of the undesignated reserves in any given fiscal
812 year, where 10 percent is calculated on a rolling three-year average.
- 813 ● Reduce reserves below an amount that could sustain the operation of the Synod for a
814 three-year period.
- 815 ● Incur debt in an amount greater than can be repaid by unencumbered revenues within
816 60 days.
- 817 ● Use restricted funds for any purpose other than that for which they were originally
818 designated.
- 819 ● Fail to settle payroll and debts in a timely manner.
- 820 ● Allow tax payments or other government ordered payments or filings to be overdue or
821 inaccurately filed
- 822 ● Acquire, encumber or dispose of real property without Governing Commission
823 authorization.
- 824 ● Fail to produce financial reports on a periodic basis.
- 825 ● Fail to pursue mission financial support and per capita payments from constituent
826 presbyteries.
- 827

828

829 **EL-6 Emergency Executive Succession**

830

831 In order to protect the Governing Commission from sudden loss of Synod Executive services,
832 the Synod Executive will have at least one individual sufficiently familiar with board and synod
833 executive issues and processes to enable him/her to take over with reasonable proficiency as
834 an interim successor.

835

836

837 **EL-7 Asset Protection**

838

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

841

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

843

- 844 ● Fail to insure against theft and casualty losses to at least 80 percent replacement value
845 of real property and against liability losses to board members, staff and the organization
846 itself in an amount greater than the average for comparable organizations.
- 847 ● Unnecessarily expose the organization, its Governing Commission, staff, or volunteers
848 to claims of liability.
- 849 ● Fail to protect intellectual property, information and files from loss or significant damage.
- 850 ● Receive, process, or disburse funds under controls that are insufficient to meet the
851 Governing Commission's appointed auditor's standards.
- 852 ● Compromise the independence of the Governing Commission's audit or other external
853 monitoring or advice.
- 854 ● Violate established checks and balances by engaging auditors already chosen by the
855 Governing Commission as consultants or advisers.
- 856 ● Invest or hold operating capital in a manner inconsistent with the Synod's investment
857 policy.
- 858 ● Endanger the organization's public image, credibility, or its ability to accomplish its Ends.
- 859 ● Change the organization's name or substantially alter its identity in the community
860 without board approval.

861

862 **EL-8 Compensation and Benefits**

863

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

867

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

869

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

878

879

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

881

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

884

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

886

- 887 ● Neglect to submit required monitoring data (see policy "Monitoring Synod Executive
- 888 Performance") in a timely, accurate, understandable, non-defensive and unbiased
- 889 fashion, directly addressing provisions of Governing Commission policies being
- 890 monitored, or justifying his/her interpretation.
- 891 ● Fail to report in a timely manner an actual or anticipated noncompliance with any policy
- 892 of the Governing Commission.
- 893 ● Neglect to submit decision information required periodically by the Governing
- 894 Commission or let the Governing Commission be unaware of relevant trends.
- 895 ● Let the Governing Commission be unaware of any incidental information it requires
- 896 including anticipated media coverage, threatened, or pending lawsuits and material
- 897 internal changes.
- 898 ● Fail to advise the Governing Commission if, in the synod executive's opinion, the
- 899 Governing Commission is not in compliance with its own policies on Governance.
- 900 ● Process and Governing Commission/Synod Executive Linkage, particularly in the case
- 901 of Governing Commission behavior which is detrimental to the working relationship
- 902 between the Governing Commission and the Synod Executive.
- 903 ● Present information in unnecessarily complex or lengthy form or in a form that fails to
- 904 differentiate among information of three types: monitoring, decision preparation, and
- 905 other information.
- 906 ● Fail to provide a workable mechanism for official Governing Commission, officer or
- 907 committee communications.
- 908 ● Fail to deal with the Governing Commission as a whole except when (a) fulfilling
- 909 appropriate individual requests for information or (b) responding to officers or
- 910 committees duly charged by the Governing Commission.

911

912

ENDS POLICIES

913

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).

914 ENDS Global Statement

915

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

919

920 Secondary Ends

921

- 922 ● Connecting presbytery leadership for coordination, spiritual support and sharing best
923 practices.
- 924 ● Encouraging innovation in, between and among presbyteries through the use of
925 expertise and resources.
- 926 ● Providing services of education and nurture as requested by member presbyteries.
- 927 ● Extending partnership of member presbyteries in joint and shared mission and ministry.
- 928 ● Nurturing relationships within the larger church for the purpose of greater witness.

929

930

SAMPLE Annual Evaluation of Synod Executive

931

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

933

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

943

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

947
948 During the preceding year, the following policies were monitored by the Governing Commission.
949 Acceptance is evidence of satisfactory organizational and Synod Executive performance:

950
951 *[Insert monitoring report for each Executive Limitation Policy and End Results Policy here.]*
952 Based upon the Governing Commission’s prior acceptance of these reports and the on-going
953 monitoring of the organization’s and the Synod Executive's performance during the preceding
954 year, the Governing Commission reaches the following conclusions relative to Synod
955 Executive's performance:

956
957 Following is a summary of the Synod Executive's strengths and weaknesses relative to the
958 synod executive's operation within the boundaries established by the Executive Limitations
959 policies and the Synod Executive's progress toward achieving the Governing Commission's
960 Ends policies.

961
962 Based upon the foregoing conclusions, the Governing Commission makes the following
963 decisions for the coming year:

964
965 Signed: _____ Date: _____
966 Moderator/Chair of the Governing Commission

967
968 Signed: _____ Date: _____
969 Synod Executive

970

APPENDIX A

971

972 G-3.04 THE SYNOD

973 *G-3.0401 Composition and Responsibilities*

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

992 *a. provide that the Word of God may be truly preached and heard.* This responsibility may
993 include developing, in conjunction with its presbyteries, a broad strategy for the mission of the
994 church within its bounds and in accord with the larger strategy of the General Assembly;
995 assisting its member presbyteries when requested in matters related to the calling, ordaining,
996 and placement of teaching elders; establishing and maintaining, in conjunction with its
997 presbyteries, those ecumenical relationships that will enlarge the life and mission of the church
998 in its region; facilitating joint action in mission with other denominations and agencies in its
999 region; facilitating communication among its presbyteries and between its presbyteries and the
1000 General Assembly; providing services for presbyteries within its area that can be performed
1001 more effectively from a broad regional base.

1002 *b. provide that the Sacraments may be rightly administered and received.* This responsibility
1003 may include authorizing the celebration of the Lord's Supper at its meetings and at other events
1004 and gatherings under its jurisdiction; and exercising pastoral care among its presbyteries in
1005 order that the Sacraments may be received as a means of grace, and the synod may live in the
1006 unity represented in the Sacraments.

1007 *c. nurture the covenant community of disciples of Christ.*

1008 This responsibility shall include providing such services of education and nurture as its
1009 presbyteries may require; providing encouragement, guidance, and resources to presbyteries in
1010 the areas of mission, prophetic witness, leadership development, worship, evangelism, and
1011 responsible administration; reviewing the work of its presbyteries; warning or bearing witness
1012 against error in doctrine or immorality in practice within its bounds; and serving in judicial
1013 matters in accordance with the Rules of Discipline.

1014

1015 *G-3.0402 Relations with General Assembly*

1016 The synod has responsibility to maintain regular and continuing relationship with the General
1017 Assembly by seeing that the guidance and communication of the General Assembly are
1018 considered and that any binding actions are observed and carried out, and by proposing to the
1019 General Assembly such measures as may be of common concern to the mission of the whole
1020 church .

1021

1022 *G-3.0403 Relations with Presbyteries*

1023 Each presbytery shall participate in the synod's responsibility and service through its elected
1024 commissioners to the synod. The synod has responsibility for supporting the work of the
1025 presbyteries within its bounds and as such is charged with:

1026 a. developing, in conjunction with its presbyteries, joint plans and objectives for the fulfillment of
1027 mission, providing encouragement and guidance to its presbyteries and overseeing their work;

1028 b. developing and providing, when requested, resources as needed to facilitate the mission of
1029 its presbyteries;

1030 c. organizing new presbyteries, dividing, uniting, or otherwise combining presbyteries or portions
1031 of presbyteries previously existing, and, with the concurrence of existing presbyteries, creating
1032 non-geographic presbyteries, subject to the approval of the General Assembly, or taking other
1033 such actions as may be deemed necessary in order to meet the mission needs of racial ethnic
1034 or immigrant congregations. Such presbyteries shall be formed in compliance with the
1035 requirements of G-3.0301 and be accountable to the synod within which they were created.

1036

1037 *G-3.0404 Reduced Function*

1038 A synod may decide, with the approval of a two-thirds majority of its presbyteries, to reduce its
1039 function. In no case shall synod function be less than the provision of judicial process and
1040 administrative review of the work of the presbyteries (G-3.0401c). Such a synod shall meet at
1041 least every two years for the purposes of setting budget, electing members to its permanent
1042 judicial commission, and admitting to record the actions of its permanent judicial and
1043 administrative commissions. Presbyteries of such a synod shall assume for themselves, by
1044 mutual agreement, such other synod functions as may be deemed necessary by the
1045 presbyteries and the synod.

1046

1047 Two or more synods sharing common boundaries, with the approval of a two-thirds
1048 majority of the presbyteries in each of the synods, may share administrative services and form a
1049 shared permanent judicial commission, with the membership of the commission being
1050 proportional, insofar as possible, to the number of presbyteries within each participating synod.
1051 Each synod shall pay the costs for processing a judicial case arising within its bounds.

1052

1053 *G-3.0405 Meetings and Quorum*

1054 The synod shall hold stated meetings at least biennially, shall meet at the direction of the
1055 General Assembly, and may call special meetings in accordance with its own rules.

1056 A synod may set its own quorum, but it shall include an equal number of ruling elders and
1057 teaching elders representing at least three presbyteries or one-third of its presbyteries,
1058 whichever is larger.

1059

1060 *G-3.0406 Minutes and Records*

1061 The synod shall keep a full and accurate record of its proceedings that shall be submitted to the
1062 next succeeding meeting of the General Assembly for its general review and control. It shall
1063 report to the General Assembly the number of its presbyteries and, in general, all important
1064 changes that have occurred within its bounds.

1065

APPENDIX B

1066
1067
1068
1069
1070
1071
1072
1073
1074
1075
1076
1077
1078
1079
1080
1081
1082
1083
1084
1085
1086
1087
1088
1089
1090
1091
1092
1093
1094
1095
1096
1097
1098
1099
1100
1101
1102
1103
1104
1105
1106
1107
1108
1109

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.

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, D-2.0202)
 - c. 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.

- 1160 e. Nominating Committee G-3.0111 All councils higher than the session shall have
1161 a process for nominating persons to serve in positions requiring election by the
1162 council. The process shall ensure that nominations are made by an entity broadly
1163 representative of the constituency of the council, and in conformity with the
1164 church's commitment to unity in diversity (F-1.0403).
- 1165 B. Governing Commission
- 1166 a. Commission Development Committee
- 1167 b. Personnel Committee: Composed of members of the Governing Commission. It
1168 conducts an evaluation of the synod executive and reports to the results of the
1169 evaluation to the Governing Commission.
- 1170 C. The Synod Executive may appoint administrative/programmatic committees and task
1171 groups as a means to fulfill the synod ends. Appointment of such committees and task
1172 groups may be included in the executive's regular reporting to the Governing
1173 Commission.
- 1174 a. Budget & Finance Advisory Committee: Advises the Synod Executive and the
1175 Treasurer on budgeting and financial management matters.
- 1176 b. Staff Personnel Advisory Committee: Advises the Synod Executive in the
1177 development and implementation of staff personnel policies; serves as a point of
1178 appeal for staff; sounding board for the Synod Executive.
- 1179 c. Staff Advisory Team: Appointed by the Synod Executive to assist in planning and
1180 coordination, shall include the Stated Clerk, Treasurer, Moderator and Vice-
1181 Moderator and others as may be helpful to the Synod Executive.
- 1182 d. Communications Committee
- 1183 e. Grants and Scholarships: reviews applications for grants and scholarships and
1184 makes awards of funds
- 1185 f. Self-Development of People
- 1186 g. Administrative and Program Task Groups
- 1187 h. Higher Education

APPENDIX D

1188

1189

1190

SYNOD GLOSSARY

1191

1192

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.

1194

1195

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.

1196

1197

1198

1199

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

1200

1201

1202

Leadership Team - The Synod Executive, Treasurer, Stated Clerk

1203

1204

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

1205

1206

1207

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

1208

1209

1210

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

1211

1212

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.

1213

1214

1215

1216

1217

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.

1218

1219

1220

1221

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.

1222

1223

1224

1225

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

1226

1227

1228

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

1229

1230

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

1231

1232

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

1233

1234

1235

1236 **Any Reasonable Interpretation** - The standard of interpreting both the Ends and the Executive
1237 Limitations by the Synod Executive, applying the “reasonable person” criteria. The Governing
1238 Commission is the arbiter of whether an interpretation was/is reasonable.