

**Draft TERMS OF REFERENCE and  
EXECUTIVE POLICY BOOK  
for Chinook Winds Regional Council, United Church of Canada**

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**Draft TERMS OF REFERENCE**

**for the Chinook Winds Regional Executive**

**Restated and Adopted by the Chinook Winds Regional Council**

**[Date of adoption]**

*[The following is based on a resolution adopted in September 2020 by the Regional Council.]*

**1. Terms of Reference.**

The Chinook Winds Regional Council Executive (“Executive”) has overall charge of the Region and is empowered to act in its behalf.

**2. Membership.**

The Executive consists of 8 to 11 members elected by the Regional Council at its Annual Meeting. The Executive will determine the number of members prior to each election. The Executive Minister appointed to the Region by the United Church of Canada is also a member of the Executive.

**3. Elections.**

Members are elected for three years, with the possibility of re-election for no more than one additional term. Our goal is to elect 1/3 of the members of the Executive each year to ensure continuity of wisdom while welcoming new voices.

**4. Presiding Officer.**

Each year, the Executive elects from among its members a Presiding Officer to chair meetings of the Council and Executive, to represent the Region as an ambassador, and to perform such other duties as required by Executive policies.

**5. Other Officers.**

The Executive may appoint other officers and assign them duties as it thinks best.

## Draft EXECUTIVE POLICY BOOK

### for Chinook Winds Regional Council, United Church of Canada

The Chinook Winds Regional Council Executive (“the Executive”), to fulfill the responsibilities given to it by the United Church of Canada through its Manual, has adopted the following Policies. All of the Executive’s actions are recorded in its minutes; in addition, actions that authorize others to make multiple decisions over time, or that guide or limit the use of such authority, are recorded in this Policy Book.

#### 1. Governance

##### 5.2. Role of the Executive

The Executive will govern primarily by discerning mission, planning for the long term, partnering with the Executive Minister and Region Staff, adopting Policies to regulate the operation of the Region, and holding leaders of the Region, including Executive members, accountable for their performance.

**5.2.1. Annual Executive Work Products.** In concert with the Executive Minister, Region Staff, and other Region leaders, the Executive will produce and adopt:

- **A short list of Open Questions** about the Region’s future, as the basis for ongoing planning conversation in the Executive, with the Executive Minister and Region Staff, and with the Region at large.
- **A Vision of Ministry**, consisting of a short list of top-priority areas where the Region will advance its work in the coming year, as a starting point for budgeting and Staff planning.
- **A Ministry Evaluation** of the Region’s success or difficulties in achieving the prior year’s Vision of Ministry.
- **A Mutual Performance Evaluation** of the Executive Minister’s and Executive’s effectiveness in their respective roles.

**5.2.2. Less Frequent Executive Work Products.** In concert with the Executive Minister, Region Staff, and other Region leaders, the Executive will produce and adopt:

- **A Triennial Evaluation** of the Executive Minister’s performance in his or her wider pastoral role.
- **A Strategic Plan**, to be updated every five to ten years, consisting of a short list of the most important results the Executive intends to achieve through the Region’s ministry, and the strategic choices (regarding program, membership, capital and operating budgets, staffing, and program) the Executive has made about how to achieve those results.

- **A Mission Statement**, to be updated as needed, that articulates the Region’s purpose, and related statements (vision, values, and a tagline) to communicate the reasons for Region’s work.

### 5.3. Officers

The Executive elects the following officers to two-year terms. Officers may be re-elected once to the same office, for no more than four years’ consecutive service.

- **The Presiding Officer**, elected from among members of the Executive, prepares the Executive’s agenda, facilitates, or arranges for facilitation of Executive meetings, and works in partnership with the Executive Minister to ensure productive partnership between the Executive and Region Staff.
- **The Vice Presiding Officer** assists and substitutes for the President upon request. At the conclusion of a two-year term, the Vice Presiding Officer will normally be elected Presiding Officer.

### 5.4. Committees of the Executive

Committees exist to help the Executive to govern and not for administration, program management, or to make decisions in the Executive’s behalf. (To manage programs, finances, and operations, the Region uses Ministry Teams responsible to the Region Staff.) The standing committees of the Executive are:

- **Finance Committee.** The Executive will appoint one of its members to chair the Finance Committee, which assists the Executive in its oversight of the Region’s finances, ensures that routine financial reports are clear and helpful, and coordinates the annual audit. From time to time, holds educational sessions to ensure that Executive members have adequate understanding of the Region’s financial status and goals. The committee has no management authority and does not participate in day-to-day financial decision making.
- **Governance Committee.** Helps the Executive to focus on its chosen role, to recruit and train Executive members, and to lead the annual Executive self-evaluation process.
- **Nominating Committee.** Consults annually with the Executive and Governance Committee to ascertain future leadership needs in the light of members who are rotating off the Executive.

### 5.5. Executive Covenant

We, the members of the Executive, enter this covenant of mutual expectations for Executive service. New members of the Executive will be asked to join us in these commitments, and the Executive will review and update this covenant at least annually. As Executive members, we will:

- **Prepare for Executive meetings.** We will read the Executive packet sent prior to each meeting and accept responsibility for seeking and providing information necessary for the Executive to make well-informed decisions.

- **Attend Executive meetings.** When possible, we will attend all duly called Executive meetings. If it is necessary to miss an Executive meeting, we will inform the President as early as possible. If we do not expect to be able to attend meetings consistently, we will resign for the good of the Executive.
- **Participate in Executive meetings.** We will listen carefully to others, giving special attention to ideas and perspectives different from our own. We will feel free to state the obvious and ask questions when we do not understand. We will speak forthrightly in Executive meetings and vote according to our understanding of the Region's mission.
- **Share the work of the Executive.** We will respond to emails and other communications in a timely manner. We will accept assignments and other tasks and complete them as agreed. Each Executive member is equally responsible for speaking up to ensure compliance with the Manual, ethical values, and this covenant.
- **Treat one another with respect and courtesy.** When we have disagreements or conflicts, we will address those directly with the persons concerned, seeking assistance from others as necessary to sustain a positive working atmosphere at the Executive table.
- **Use discretion in communicating about Executive discussions.** We will treat the views expressed in Executive discussion as tentative, and refrain from reporting the opinions of others. We will speak respectfully of the Executive's authority to make decisions, even when we do not agree. When the Executive agrees that certain matters will be kept confidential, we will honor those agreements.

## 5.6. Conflicts of Interest

The Executive expects its members to carry out their duties with undivided loyalty to the Region and its mission. A conflict of interest exists whenever an Executive member has interests or duties that may hinder or appear to hinder the Executive member from fulfilling this duty.

**5.6.1. Definition.** Conflicts of interest arise when an Executive member:

- Stands to gain or lose financially because of an action of the Region in which he or she has a decision-making role.
- Cannot set aside his or her personal preferences as an individual consumer of the Region's services to act on behalf of the whole Region and its mission.
- Faces any other situation that impairs or reasonably appears to impair his or her independence of judgment.
- Has a close relationship with someone who has a conflict of interest, as defined above. A close relation includes any person, corporation, or other business entity with which the Executive member has a close personal, family, or business relationship.

**5.6.2. Conflict of Interest Disclosure.** The Executive will annually require its members to disclose in writing all existing or foreseeable conflicts of interest. Disclosure forms must be kept by the Secretary and made available to any member of the Executive who asks to see them.

**5.6.3. Conflict of Interest Process.** When an Executive member raises a potential conflict of interest related to a matter before the Executive, the Executive (minus the affected member) will determine how to handle the situation. Possible responses include:

- Disclosure in Executive minutes of the nature of the conflict.
- Leaving the room during all Executive discussions and votes related to the conflict of interest.
- Resignation from the Executive.

## **5.7. Discipline and Removal of Executive Members.**

In exercising its power under the *Manual* to remove an Officer or Executive member, the Executive will follow the following procedures:

- **Removal for Misconduct.** The Secretary will notify the member in writing and offer a hearing before the Executive. Pending such a hearing, the Executive may suspend the member's voting privileges.
- **Removal for Absence from Executive Meetings.** If an Officer or Executive member misses more than three meetings in a twelve-month period, the Secretary will notify the member in writing that the member may appear at the next meeting to ask the Executive to excuse the absences, or the Executive will request the member's resignation.

## **5.8. Auxiliary Organizations**

Auxiliaries are chartered by the Executive to further the mission and goals of the Region. Their bylaws, including any amendments, must be approved by the Executive, and their officers must promptly file all official minutes and financial reports with the Region office and make other disclosures or reports as the Executive or Executive Minister may require. Auxiliaries must take care to conduct their affairs consistent with the Region's nonprofit and tax-exempt status.

The current Auxiliaries [*or maybe there's a better word, such as Affiliates*] are:

*[Candidates to be listed here include Incorporated Ministries, and Camps. We should gather existing documents that speak to level of autonomy and oversight for each. These policies should be reviewed by legal counsel to ensure that they manage the liability risk for such affiliated entities.]*

## 6. Delegation to the Executive Minister

### 6.1. Global Delegation to the Executive Minister

The Executive hereby delegates full authority to manage the work and resources of the Region, except as expressly limited by these policies, to the Executive Minister.

In view of this delegated authority, the Executive expects the Executive Minister:

- To lead and unify the Staff and volunteers in directing their efforts toward the fulfillment of the Region's mission and goals.
- To ensure compliance with the *Manual*, Executive Policies, and applicable laws and regulations.
- To uphold a high standard of ethical and professional conduct.
- To accomplish the goals contained in the Annual Vision of Ministry by developing annual goals for the work of Staff and volunteers.

### 6.2. Staff Accountability

All compensated Region Staff members are accountable to Executive Minister, who is accountable to the Executive for their performance. The Executive Minister is responsible for seeing that the Staff fulfills the responsibilities given to them in these Policies.

## 7. Guidance and Limitations

The Executive Minister must take care to adhere to the following guidance and limitations in the management of the Region:

### 7.1. Personnel Decisions.

The Executive expects the Executive Minister to take the lead in the selection, hiring, supervision, and discharge of all Region Staff.

**7.1.1. Hiring Staff.** Before filling Staff positions, the Executive Minister must consult with lay leaders and others, including the direct supervisor for the position, before filling the position.

**7.1.2. New Positions.** New positions are normally created through the budget process. The Executive Minister may create and fill temporary positions if they can be funded within established budgetary limits.

**7.1.3. Discipline and Termination.** Prior to discharging a Staff member, the Executive Minister must ensure that the decision complies with applicable laws, Executive Policies, contracts, and the personnel manual. The Executive Minister must promptly notify the Executive when an employee has been terminated.

## 7.2. Care for Region Staff

All compensated Staff assigned to the Region are employed by the United Church of Canada and are covered by the Human Resources policies of the General Council Executive.

The Region affirms the following statement of principle with respect to its role in the employment of Region staff:

The United Church of Canada is committed to maintaining a fair and just workplace in the calling, appointment, development, and advancement of staff. As much as it is in its power to do so, the church will eliminate discriminatory employment barriers and practices and work to increase the participation of women, Indigenous people, people with disabilities, and members of visible minorities, in all occupational categories and at all levels of employment. (

## 7.3. Care for Material Resources

The Executive Minister must ensure that the Staff maintains administrative practices and procedures designed to prevent loss or harm to the Region's financial, assets, property, credit, and tax exemptions, and must report promptly to the Executive on any significant unanticipated loss or harm.

**7.3.1. Budgets.** The Executive Minister must, by November 15 of each year, present an operating budget for the coming calendar year for approval by the Executive.

- Proposed budgets must be based on the Annual Vision of Ministry and any strategic plan currently in effect.
- The Executive Minister must, when presenting a budget, express an opinion whether or not it is adequate to fulfil the Annual Vision of Ministry.

**7.3.2. Spending Authority.** The Executive Minister controls and is responsible for all spending out of Region accounts, subject to the following limitations:

- Donor-restricted funds may not be used in violation of donor restrictions, or Executive-restricted funds in violation of Executive-imposed restrictions.
- Cash operating reserves may not fall below 25% of annual budgeted expenditures without Executive approval.
- Executive approval is required to change compensation for any full-time Region Staff position, or to change the basis on which benefits are calculated. Normally the Executive Minister will propose such changes only in the course of the normal budgeting process.

**7.3.3. Spending limits**



- The budget will be prepared in outline form, with major budget categories summarizing minor ones. The Executive Minister may approve overspending by up to 15 percent over the budgeted amount in any major budget category, provided overall spending remains within budget and the adjustment is promptly reported to the Executive.
- The Executive Minister must anticipate and prevent spending in excess of the overall budget, and endeavor to meet budgeted revenue goals. If the Executive Minister foresees that the Region's net operating result (revenue minus expense) will fall short of the budgeted amount by more than 10% of budgeted revenue, the Executive Minister must promptly present an adjusted budget to the Executive for approval.

**7.3.4. Lending or borrowing** of funds beyond a 90-day period requires Executive approval.

**7.3.5. Purchase or sale of real estate** requires Executive approval.

**7.3.6. Gift Acceptance.** The Executive Minister controls and is responsible for receiving and acknowledging all gifts to the Region.

- **Gifts restricted in any way by the donor** may be accepted only with Executive approval. The may approve restricted gifts in advance by creating a Special Fund to receive gifts with stated restrictions (see below).
- **Unrestricted noncash gifts**, including securities, real estate, and personal property must be promptly converted into cash upon receipt.

**7.3.7. Special Funds.** All funds restricted by Executive action to be used for special purposes or restricted to the use of income only, are considered special funds. Special funds currently established by the Executive and the purposes for which they are restricted include:

*[Here we will list the existing special funds currently held by the Region.]*

**7.3.8. Accounting and Financial Standards.** Region accounting and financial controls must conform to accepted best practices for comparable institutions, including:

- **Accounting for funds.** The Executive Minister must take care to distinguish donor-restricted, temporarily restricted, voluntarily restricted, and unrestricted funds.
- **Reconciliation.** Region accounting reports must be reconciled with financial institution statements as often as those statements are issued and copies of such reconciliations must be provided to the Finance Committee for review.

- 7.3.9. Cash management.** The Executive Minister must ensure that the Staff maintains written procedures to govern the handling of receipts, access to cash and bank balances, approval of expenditures, payment of invoices and other obligations, and management of invested funds.
- **Separation of functions.** The functions of record keeping, bank reconciliation, and cash disbursements must be under the control of separate, unrelated persons.
  - **Approval authority.** Executive officers, the Executive Minister, and the Region Administrator are authorized to approve cash disbursements. At least one authorized individual must approve all cash disbursements. Two unrelated authorized individuals must approve any disbursement of \$5,000 or more that is not part of an existing contract or related to normal payroll expenses.
  - **Credit and debit cards.** If Staff authorizes the use of credit or debit cards, it must require timely reporting of all expenditures and reimbursement of any improper charges.
- 7.3.10. Asset Protection.** The Executive Minister must take all reasonable care to ensure that Region assets are protected from loss or theft, including:
- Adequate **insurance** to protect against property losses, liability for injuries to others, corporate liability, personal liability of Executive members and Staff, and honesty bonds for all personnel with access to material amounts of funds.
  - Maintenance of Region **property and equipment** to keep it in working order, subject to reasonable wear and tear.
  - Reasonable steps to protect the Region’s **intangible property**, including intellectual property, electronic data, and paper files from significant damage or loss.
- 7.3.11. Document Retention.** The Executive Minister must maintain written procedures to govern the backup, retention, and destruction of the Region’s documents, giving definite retention periods for classes of financial, business, pastoral, personnel, and corporate records in both paper and electronic forms.

*[This is as far as the Working Group got at its March 10 meeting.]*

## **8. Oversight**

### **8.1. Mission Focus.**

The Executive’s duty of care requires it to ensure that the Region’s human and material resources are used for the benefit of its mission. The Executive fulfills this duty in two ways: by monitoring regular reports provided by the Executive Minister, and by scheduled evaluation of the Region’s progress toward achieving the goals established in the Annual Vision of Ministry.

## 8.2. Monitoring.

The Executive Minister will provide regular written reports from the Executive Minister to the Executive. Reports must focus on progress on priorities, as set by the Executive through the Annual Vision of Ministry, and on compliance with the *Manual* and Executive Policies.

Monitoring reports must be e-mailed to Executive members in advance of each meeting but will not normally be a subject of Executive discussion except when they require Executive action or raise issues of compliance with Executive policy. Reports must include, at minimum:

**8.2.1. Quarterly financial statements** that show the overall financial position of the Region and must include a complete balance sheet and funds statement, detailed statement of operations, and a statement of cash flows.

**8.2.2. Programmatic monitoring.** On a schedule to be agreed upon annually by the Executive Minister and the Executive, the Executive Minister must provide written reports to the Executive regarding:

- Progress on achieving the Annual Vision of Ministry.
- Compliance with applicable Executive Policies.

Each report will focus on selected areas of progress and compliance, so that all in the course of the year the entire Vision of Ministry and all points of policy compliance are covered.

## 8.3. Evaluation.

Everyone responsible for work on behalf of the Region will engage in a continual process of evaluation. The purposes to be accomplished through evaluation are to foster excellence in ministry work by ensuring that all Region leaders:

- Practice open communication and regular feedback.
- Meet performance standards appropriate to their roles.
- Maintain effective working relationships with one another.
- Focus on achieving goals as approved by the Executive and Executive Minister.

**8.3.1. Executive and Executive Minister Evaluation.** Annually, as part of the creation of the Annual Vision of Ministry, the Executive Minister and Executive will together review their respective contributions to the fulfillment of the prior year's Annual Vision of Ministry.

**8.3.2. Staff Evaluations.** The Executive Minister must ensure that all Region employees develop, with their supervisors, timely annual performance goals supportive of the Annual Vision of Ministry, and that their performance is evaluated annually in writing.

- 8.3.3. Evaluation of Ministry Teams.** The Executive Minister must ensure that leaders of teams engaged in ministry develop, with their Staff supervisors, goals supportive of the Annual Vision of Ministry, and that their performance is evaluated annually in writing.
- 8.3.4. Executive Minister’s Triennial Performance Review.** Every three years, the Executive and Executive Minister will together appoint an ad hoc Review Committee of three members of the Executive acceptable to the Executive Minister. Working with the Executive Minister, the Committee will design and facilitate a review of the Executive Minister’s performance. The goals of the evaluation are to call the Region’s attention to the mutual, relational nature of ministry and the respective responsibilities of all who contribute to its success, and to help the Executive Minister to remain motivated, creative, and flexible. The Committee’s report to the Executive, together with a written response from the Executive Minister, will be published to the Region along with the Executive’s plan for addressing any recommendations it may contain.
- 8.3.5. Annual financial audit or review.** Each year, the Executive will engage a qualified professional to conduct an audit or review of the Region’s financial records and report in writing to the Executive.