

Proposed Policies and Procedures for Executive Council of the Episcopal Diocese of California
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I. COMMUNICATIONS

Transparency Committee

It is the policy of Executive Council (hereinafter, "Council") to facilitate an easily understood chain of authority for decision making and clear and concise communications to the diocese of the decisions taken by Council and other diocesan bodies. The Transparency Committee shall serve as a committee of Council to monitor transparency of all public communications of the diocese. Further, this committee shall serve as the agent of the diocese to which parishioners and other interested parties may request guidance on how and to whom to submit a question, request or proposal. This committee shall be comprised of the Web officer, one member of Council, and one other person (who may be a member of the Standing Committee), together with the diocesan Communications Director, serving *ex officio*.

Web Officer

A Web officer shall serve Council for one year from appointment and exercise the following responsibilities:

- A. In consultation with the Steering Committee, preparation of a short summary of significant actions and posting of it on DioBytes or similar electronic communication tool of the diocese;
- B. Oversight of a link on the diocesan website including Council's mission, membership (with email addresses), and such other items as it may request;
- C. Oversight of the creation and implementation of its policies for Web posting of its by-laws, policies and procedures, and agendas.

Minutes

The Web officer will post the minutes of Council's meetings on its Web link following their approval at Council's next regular meeting.

Public Statements

The bishop (or his designee) is the official spokesperson for the Diocese of California. Council members may speak publicly as private individuals but not on behalf of the diocese or of Council.

Official Lists

Mailing lists, whether regular or electronic, are maintained by the diocese and updated from time to time. Such lists are available for diocesan use only, including, without limitation, use by *Pacific Church News*. The office of the bishop may, however, allow use of the list by others to the extent permitted by law, so long as the exact content of the message is of general interest to the recipients and of educational or informational value, and so long as the requesting party advances the full costs of printing, collating, mailing and/or posting of the same.

II. FINANCIAL OVERSIGHT

Council is responsible for supervision of all assets and liabilities of the diocese. The treasurer shall report at regular meetings of Council on the status of the operating budget, the line(s) of credit and aging receivables. In accordance with its canonical authority "to maintain general supervision of the financial affairs of the Diocese" (Canon 8.04 (c)(ii)), the Department of Finance has responsibility for the routine supervision of all assets of the operating fund and custodial funds including, but not limited to, the following:

- A. Real estate assets

- B. Real estate equity-sharing agreements regardless of funding source;
- C. Write-offs and write-downs to the operating budget;
- D. Review and recommendation on applications for use of the line(s) of credit;
- E. Long-term liabilities of the diocese, including known deferred maintenance on diocesan real estate assets.

The department shall keep Council apprised of new developments that may arise concerning any of these issues.

Investment Guidelines

In addition to adhering to the socially responsible investment guidelines adopted by the former diocesan Board of Directors, Council directs that, going forward, endowed assets, deferred gift fund and other funds managed by the Investment Committee shall be invested in marketable securities, money market and other investment options offered through a registered investment advisory firm, as the committee may select and Council may approve. The committee shall make quarterly reports of its investment results to Council and shall provide a summary report of its activities at the Annual Convention.

III. EMERGENCY ACTION

In the event of a financial emergency in any parish, mission or diocesan institution, written or electronic request shall be made to the Department of Finance as soon as practicable and shall include the following items:

- A. Amount of financial aid requested;
- B. Explanation of the nature of the emergency including attempts to forestall it, if any;
- C. Other possible sources of money to cover the emergency;
- D. Source of and schedule for repayment to the diocese.

The Department of Finance shall hear such evidence as the requesting party may provide and shall forward its recommendation to Council for consideration at its next regular meeting. In the event of an emergency requiring immediate action before the next regular meeting, the chair and/or president shall call a special meeting of Council to address the matter. Emergency action taken under this provision shall be reported at the next regular Council meeting.

For purposes of this section, a physical loss or damage is not an emergency if the loss or damage is covered by insurance and (1) the insurer has provided reasonable assurances that it will reimburse the diocese for any funds advanced by it to correct such loss or damage, or (2) the chancellor has given his or her written opinion to the diocese that the loss is covered and it is probable, in the event of litigation, that the diocese would prevail on any issue of coverage. In either such event, the Department of Finance may authorize advancing the funds up to the amount of such coverage with the written acknowledgement that the insurance proceeds will be paid to the diocese. Such an event shall be reported to Council at its next regular meeting.

IV. COMMITTEES OF COUNCIL

General

Committees of Council, whether designated as “regular” or as a “task force,” shall be established by an *enabling resolution* that shall contain at least the following information:

- A. Name of the committee and whether it is a regular committee or a task force;
- B. Membership from Council;
- C. Membership from outside Council, if such membership is appropriate;
- D. The specific goal of the committee and the enabling authority to achieve that goal;

E. Funding source, if any.

Sunset Provision:

Except for committees established by canon or those specifically organized by Council to be continuous, committees shall automatically expire at the end of the current term of the Council that established or reauthorized it, whereupon a written report of its conclusion(s) shall be presented to Council. As of August 16, 2009, continuous committees include the Department of Finance, Investment Committee, Audit Committee and Program and Budget.

Reauthorization of Committees

Council desires to continue the existence of the following regular committees until the conclusion of the current term:

- A. By-laws and Policy Review
- B. Corporation Sole
- C. Congregational Development

Future Committees

Council may establish by resolution further committees as it deems appropriate. ¹

Definitions

Council adopts the following definitions for its use:

“Committees of Council” are those committees it establishes from time to time to assist it in its duties and include committees established by canon. In the event a committee is established by canon, the provisions of the canon supersede any rules, regulations or responsibilities designated by Council.

“Committee” is a body assigned to oversee a specific area or ministry with a term of one year or more, if renewed. Unless otherwise specified a “committee” is a regular committee.

“Task Force” is a body formed by Council to undertake the investigation of a question, to perform due diligence in researching the question, and to report its results to Council with its recommendations for action, if any. Task forces are meant to be limited in duration to no more than the current term of Council.

“Departments” are created by canon or Council and include both remunerated staff and appointed volunteers to assist the diocese and its congregations in administrative, financial and program matters. Departments are supervised by an appropriate committee of Council.

“Commission” is a body established by the bishop or by canon; its members are appointed by the bishop, and it reports to the bishop. Council may, but need not, request reports from commissions.

“Diocesan Institutions,” defined and described in Article 17 of the canons, are institutions which the bishop and Standing Committee have authorized to claim affiliation with the diocese and the Episcopal Church.

V. REPORTING TO COUNCIL

Committees

Unless otherwise specified, each committee will periodically make an oral report at a regular meeting of Council to inform Council of its progress toward its goal(s). In the event the committee is requesting action by Council, the committee will prepare and circulate a written report outlining the background issue, the salient highlights of research done, and the recommendations for action, if any. The action report shall be delivered to all Council members at least 48 hours prior to the meeting at which the matter will be addressed.

¹ Area Ministry and Congregational Financial Health are possible future committees in 2009.

Departments, Commissions and Institutions

An annual written report from each department, commission and diocesan institution outlining its major accomplishments and the major challenges it has faced during the year, together with a report on its use of diocesan funds, if any, will be presented as scheduled by Council at a regular meeting.

Deaneries

Deanery representatives will present a brief oral report on the activities of their deaneries at the regular Council meeting following the deaneries' regularly scheduled meetings.

ART. VI. GOVERNANCE

Steering Committee:

The chair, vice chair(s) and secretary, in consultation with the president, comprise the Steering Committee, which develops the agenda for meetings and furthers the work of Council between its meetings.

Recording Secretary

The recording secretary shall keep minutes of Council meetings, with the exception of business that which may be conducted in confidential, executive session. If a meeting, or part of a meeting, is in executive session, the minutes thereof shall be maintained with the other minutes but kept under seal and made available only to members of Council. Draft minutes shall be circulated to Council not less than 48 hours prior to its next meeting.

Vice Chair

At all meetings, the vice chair shall monitor the progress of discussion to move the Council's agenda forward in a timely fashion. The chair may appoint additional vice chairs and may designate which one shall exercise the responsibilities required by this section.

Meetings

The day of the month, time and place of regular meetings of Council shall be determined by Council at its first meeting convened following the Annual Convention at which the newest members of Council are elected. The time and place of a meeting may be changed by the chair in consultation with the Steering Committee but the date thereof may only be changed by vote of Council.

Agenda

At least 48 hours prior to any regular meeting, the chair or his/her designee shall circulate a proposed agenda for the meeting, which will include a specific allocation of time for each topic and which shall include a provision for new business to be addressed prior to the adjournment of the meeting.

Voting

Action items shall be voted upon by voice vote or show of hands of those present; proxy voting is not allowed. Any member of Council may request that a vote by roll call be taken with the affirmative and negative votes recorded in the minutes.

VII. APPROPRIATE USE OF PARLIAMENTARY PROCEDURE

Applicability

The adoption of *Robert's Rules of Order, Newly Revised* (RONR) as Council's parliamentary authority is intended to provide a generally-recognized reference to answer questions of procedure, if the need arises. If a parliamentarian is needed, the chair may appoint an appropriate person. These rules are not intended to require a formality in meetings that is inappropriate to the work of Council. The chair should interpret

the rules flexibly and in a manner that best encourages full participation of all members, respects their time commitment, and ensures that decisions are accurately recorded. As stated in the rules, "The president should never be technical or more strict than is necessary for the good of the meeting. Good judgment is essential; the assembly may be of such a nature, through its unfamiliarity with parliamentary usage and its peaceable disposition, that strict enforcement of the rules, instead of assisting, would greatly hinder business." (RONR, 10th Ed., p. 440)

Relaxed Rules

Unless a matter is so complicated or contentious that more formal procedure would be advisable, the chair should conduct meetings of Council according to the rules for small boards, specifically:

- A. Members are not required to obtain the floor before making motions or speaking;
- B. Motions need not be seconded;
- C. There is no limit to the number of times a member can speak to a question;
- D. Motions to limit or close debate should not be entertained, except as necessary to adhere to the agenda;
- E. Informal discussion of a subject is permitted while no motion is pending;
- F. When a proposal is perfectly clear to all present, a vote can be taken without a motion (see General Consent below);
- G. The chair can speak in discussion without leaving the chair, and can make motions and vote on all questions.

(Adapted from RONR, 10th Ed., p. 470)

General Consent

Most routine procedural matters can be decided by general consent (also know as unanimous consent), which means that no member objects. In such cases, no motion or vote is necessary as long as the chair has clearly stated the proposed action and provided an opportunity for comment. If there is an objection, then a motion and vote are required. Action by general consent is particularly applicable to adoption of the agenda, approval of minutes, scheduled recesses (breaks), and adjournment when there is no further business. See Exhibit "A" for examples of general consent.

Main Motions

Official actions of Council, especially in matters relating to the mission of the diocese, its budget, financial matters, real property, organization, and diocesan personnel, should be made as motions and submitted to a vote. Whenever possible, the motion or resolution should be prepared in writing and distributed before the meeting. When it is necessary to craft a motion in the course of a meeting, it should be written and given to the secretary to be read aloud before a final vote. The purpose of this policy is to ensure accurate recording of Council's actions.

Committees

The rules apply to committees to the extent that they provide useful guidance in regard to the relationship of committees to their parent bodies, their general responsibilities, and their manner of reporting. It is not intended to require formality in the conduct of their meetings. Committees are by their nature an informal way to conduct business. Committees should adopt a style that is appropriate to the size and composition of the committee and to the nature of its work, and may include conference calls and electronic communication. The report of a committee to Council, especially when it includes proposed resolutions or actions for consideration, should be submitted only after all members have had an opportunity to comment on it and indicate acceptance, either by discussion and vote in a meeting, or by correspondence, which may include appropriate electronic communication.

VIII: MISCELLANEOUS

Exemptions

Any person or entity from whom information is requested herein may request the Steering Committee to modify or withdraw the request or request additional time within which to respond; no such request shall be granted except upon good cause shown. Any request for action shall be determined within 30 days after receipt of the request by the chair and shall be subject to review by Council.

Amendments

These policies and procedures may be amended from time to time by majority vote of Council, provided, however, that the nature and wording of the amendment shall be circulated to all members of Council at least 48 hours before the meeting wherein the matter is to be considered.

Written Reports

Reports under these policies and procedures should be in writing and delivered to each member of Council; this may be satisfied by circulating the same on paper or by transmission via electronic mail. Unless otherwise specified, all such communications should be provided to Council members not less than 48 hours prior to the consideration of the matter at hand.

Exhibit A to Executive Council Policy and Procedures: Examples of General Consent

Adoption of the Agenda

The proposed agenda should be distributed to members before the meeting. As the first order of business, the chair asks, "Are there any additions or changes to the proposed agenda as distributed?" If suggestions are made, the chair announces how the agenda is to be modified. The chair then says, "The proposed agenda is adopted [as modified]."

Approval of Minutes

The draft minutes should be distributed to members before the meeting. The chair asks, "Are there any additions or corrections to the minutes as distributed?" If suggestions are made, the secretary or chair should read the revised wording, and the chair should then ask if there are objections. If there are, then a vote should be taken. After all corrections have been made, the chair says "The minutes are approved [as corrected]."

Breaks

When the scheduled time for a break has arrived, the chair says, "It is now time for a break. Is there any objection to taking a break at this time? (Pause) Hearing none, the meeting is in recess until ____."

Adjournment

When the end of the agenda has been reached, the chair says, "Is there any more business to come before this meeting? (Pause) Hearing none, the meeting is adjourned." If the scheduled end of the meeting has arrived and some members want to take up additional business but others do not, then a motion to adjourn is in order and should be submitted to a vote.