

MEMORANDUM

TO: Executive Council of FAUC
FROM: Constitution Review Committee
DATE: May 10, 2011
SUBJECT: Review of FAUC Constitution

Our Mandate

In February 2011, the Executive Council created an ad hoc committee of Jim Sylph, Patty Denbok and Derek Wishart to review the church's governance to identify:

- a) how is the church's governance working?
- b) how can the church's governance be improved?

The Constitution was written and approved in June 2006 (with amendments in 2008 and 2009) following the merger of Fairlawn Avenue and St James Bond. It has served the combined congregations well. However, the Constitution was a blending of two different models into a compromise solution that sought to offend neither congregation.

Our Work

The committee has studied the current FAUC Constitution (the Constitution), read Constitutions of 10 other Churches and not-for-profit organizations and interviewed nine leaders within our own Congregation. We also reviewed current recommended articles on developing church constitutions especially Dan Hotchkiss (2010) on what church boards can learn from non-profit organizations; and John Carver's (2010) governance model.

We did not review the reports that all Committee Chairs prepared for the Transition Team since we were not aware these existed until recently. We are sure these will provide a rich resource if our recommendation to redraft the Constitution is supported.

Summary of Observations and Conclusions

Our key observations are:

1. The constitution starts with our mission statement, but little attention is paid to its accuracy and relevance and what we are doing to achieve it. It has been suggested that if rewritten the Mission could benefit from greater use of language consistent with the Bible.
2. The constitution and The Manual are not well understood and often ignored

3. Executive Council and CCB members do not have a clear understanding of their accountabilities and how to execute their roles
4. Executive Council is often bogged down micromanaging detailed operational issues
5. The constitution calls for more positions than can be filled
6. Term limits for CCB membership are specified in the constitution but not followed
7. The constitution is almost exclusively focused on defining the CCB structure
8. One Constitution of a non-religious group that we reviewed described the role of the Board (Executive Council) simply as this:
 - a) The affairs of the Association will be managed by not less than eight and not more than thirteen elected Board members.
 - b) The Board has the power to take all practicable steps in the effective discharge of its duty to achieve the mission and objectives of the organization as set out in Section yyy, including to establish or dissolve any committee or other grouping, and to take any action that is in the general interest of the organization and not expressly addressed in this Constitution or Bylaws.

The remainder of report provides additional detail about what we learned and our conclusions.

Best Practices

Dynamic and progressive churches do indeed require particular conditions to optimally function and move forward. Christopher White in conversation made several striking points, which we found to be fully compatible not only with the literature reviewed, but also with the perspectives offered in other interviews.

- Lean administration and rich ministry opportunities
- Small board/council to carry out admin and do higher-level functions, such as strategic planning. Must also reflect the demographics of the church.
- Flowing out from this should be ongoing task/working groups that people can flow in and out of that have start and end dates which are months, but not years. Terms limits are also critical to renew and refresh the church's leadership.
- Our constitution must reflect the world in which we actually live.

Our overall conclusion is that the Constitution is too complicated and contains too much detail in respect of the mandates of each of the eight Councils and one Committee detailed in the Constitution (defined as CCBs). Specific recommendations arising from our review are set out later in this report.

Detailed mandates for the CCBs specified in the Constitution

The following points capture the essence of comments and observations from the interviewees as well as our own views:

1. The level of detail set out for each CCB constrains the work of some of the CCBs.
2. It is not certain that all Chairs (and certainly not all CCB members) are aware of the specified and detailed responsibilities

3. Some CCBs have identified that they do not have the resources to address all their specified responsibilities and have openly stated their intention to ignore one or more specified responsibilities in their day-to-day activities.
4. All those we spoke with believe that the current three level structure (Executive Council, individual Councils, and working groups that report to individual Councils) is unwieldy and should be changed.

OUR RECOMMENDATIONS

1. A new Constitution should be drafted without defining so many Councils or Committees (other than those required by the United Church of Canada). We urge that a modified Constitution consider following the Streamlined Board model outlined in The Manual. The only required committees for this structure are M&P, Trustees, and the Board (or Executive Council). Any other Committee may be formed by a Pastoral Charge as it determines necessary.
2. The Constitution is a MEANS to an end. The Executive Council (and Congregation) should define the END and then draft a Constitution that will make that happen.

Membership of CCBs and terms of service

The following points capture the essence of comments and observations from the interviewees, as well as our own views:

1. The current constitution requires 80 people to fill all of the positions mandated. Finding volunteers to fill all of these roles is difficult and many of these positions are unfilled.
2. We all operate in a busy world of conflicting demands. The Constitution requires that chairs of CCBs also serve on the Executive Council. This demands a significant amount of extra time in addition to that required to serve on the individual CCB.
3. The Constitution requires that our ministers serve on multiple CCBs.
4. Finding volunteers to serve for periods of defined service is becoming increasingly difficult. It seems to be easier to get volunteers for ad-hoc committees
5. The Constitution mandates that the chair **or representative** of each CCB shall serve on the Executive Council. There seem to be a number of occasions when Executive Council meets without any representation from key CCBs.
6. It is not clear whether a representative of a CCB (other than the Chair) is regarded as an *ex-officio* member when attending Executive Council meetings. (*Ex-officio* members are allowed to attend, and speak at meetings, but not to move or second a motion nor to vote)
7. If a representative attends in place of his/her Chair and IS allowed to vote then there is a danger that a representative may be asked to vote on matters before the Executive Council with no prior knowledge of the history or debate around a specific issue.
8. The Constitution specifies that no person serves on the same CCB for more than six consecutive years after 2006. Some see this to be a desirable limitation to ensure that members do not become too entrenched in their portfolios. Others fear that this restriction will prevent a member who is performing a superb job and who wishes to continue in that role from remaining involved in the Church's activities. Since the current Constitution mandates that the terms of

service restriction takes effect in 2006 there may be mandatory vacancies at the level of Chair of a number of CCBs in 2012. (Alternatively, the Executive Council can extend the maximum terms of office if circumstances require.)

OUR RECOMMENDATIONS

3. We strongly recommend that a new Constitution is modified to:
 - a. Remove the current requirement for mandatory rotation for general members of any of the Councils specified in sections 3.3 to 3.10 of the Constitution
 - b. maintain a mandatory maximum term of service for the Chairs of the Councils specified in section 3.3 to 3.10
 - c. maintain a mandatory maximum term of service for members of the Executive Council.

We see the current maximum term of six years to be reasonable. We understand that this may result in volunteers who are performing an exceptional job having to step down for a period. But it also will require volunteers who are not performing well to step down and be replaced by others who may be able to devote more time and skill to the job. In a congregation that relies on mutual respect and tolerance it is very difficult for the Executive Council to challenge and replace a volunteer who believes they are performing well and who wishes to continue in their role. It also helps to ensure a healthy supply of new ideas and talent.

4. We believe that smaller “permanent” Councils should be supplemented by more nimble working committees that might be created for specific projects or short time periods. We believe that many members of the congregation will commit to support activity that has a finite purpose and life.
5. We recommend that FAUC develops and implements a training program so that new CCB members understand their responsibilities and accountabilities and the policies and processes of the church.

Role and Operation of Executive Council

The following points capture the essence of comments and observations from the interviewees, as well as our own views:

1. Some believe the Executive Council should become larger and function as a community building leader with all Chairs of all Councils and Working groups being considered members of the Executive Council with full attendance and voting rights. Others believe it should be more streamlined. A third alternative is that Executive Council operate primarily as a policy making body. These views must be reconciled. We believe the Executive must fully explore what role it sees the Executive Council should perform. The structure that a Constitution will take will be driven by this decision
2. The constitution starts with our mission statement, but little attention is paid to its accuracy and relevance and what we are doing to achieve it
3. Many members of Executive Council do not seem to understand the current constitution nor do they understand The Manual.

4. Many members of Executive Council do not have a clear understanding of their accountabilities and are unclear about how to execute their roles
5. Executive Council is often bogged down micromanaging detailed operational issues

OUR RECOMMENDATIONS

6. Amend the constitution to make it clear that the primary role of the Executive Council is to identify the mission of the Church and foster its achievement
7. Change the composition and/or training of the Executive Committee to ensure that EC members understand their role and accountabilities and how they should be executed
8. Make the Executive Council a policy body (“ends”) and use a mix of permanent and as hoc committees to execute (“means”)

Role of Staff

The United Church is the only organization we know that believes that a church thrives without a leader. Team ministry did not work at FAUC. We believe in fact it can't work and it's unfair both to staff and to the congregation. Ultimately, the buck has to stop with someone and someone must help the staff to shape the overall ministry of a church and implement the board's directions. That doesn't happen without designated leadership.

The current staff structure has some staff reporting to other staff, to a Committee or to Executive Council. This is unwieldy and does not provide for effective and consistent management, mentoring or performance appraisal.

OUR RECOMMENDATION

9. We recommend the Minister should be defined as staff team leader and this should be formalized in a new constitution.

We recognize that acceptance of this recommendation (whether or not it is combined with Constitutional change) will require amendments to employment contracts, terms of reference and FAUC documents and process.

CONCLUSION

Our mandate did not ask us to redraft the Constitution or even answer all of the issues that a redrafting would need to address.

However, the work we have performed confirms our belief that a significant redraft of the Constitution is needed to:

1. Clarify the role and size of the Executive Council
2. Remove the lengthy list of formal Councils and terms of reference in the current Constitution
3. Amend the terms of service for volunteers to give preference to short term project oriented activities while maintaining some longer term participation to maintain the “institutional knowledge” within the congregation
4. Clarify the reporting lines for FAUC staff

On behalf of the ad-hoc Committee

Jim Sylph

Appendix 1: Sources of Information Consulted for This Report

Constitutions Reviewed

- **Augustine United Church** – Winnipeg, Manitoba June, 2010
- Churchill Park United **Church** – Winnipeg, MN February 2006
- Fairlawn Avenue United **Church**: Constitution of Fairlawn Avenue United Church, June 7, 2009
- Gilmore Park United Church: “Governance Policy” Model February 2009 (All work falls under either “Ends” (the Ministry) or “Means” (i.e., how the work will be accomplished))
- Grace United **Church** – Sarnia, ON Sept. 19, 2008
- Hillhurst United **Church** – Calgary, Alberta: Organization Manual 2006
- Metropolitan Community **Church** – Toronto, ON: Values, Beliefs, Vision, Mission July 2003
- Northlea United **Church** – Toronto, ON October 2009
- Parkwoods United **Church** – Toronto, ON January 23, 2011
- Westbank United **Church** – Westbank, British Columbia January 19, 2006

Printed Works

Carver, John (2010). Policy Governance Model

www.carvergovernance.com

Hotchkiss, Dan (2010). Learning From Nonprofits: How Church Boards Can Benefit From Secular Practices

danhotchkiss.com/blog/wp-content/uploads/2010/02/9508-Defining-Community-Ministry.pdf

(On Carver’s “Governance Policy” model. Everything falls under “Means” or “Ends.”)

Toronto Southeast Presbytery. Toronto Conference of the United Church of Canada Governance Handbook (2009)

Congregational Organization Handbook, United Church of Canada (2006)

The Manual 2010, United Church of Canada (2010)

Appendix 2: Hotchkiss Article Summary

The following is an extract from Learning from Nonprofits: How Church Boards Can Benefit From Secular Practices by Dan Hotchkiss:

Six Core Principles of Good Governance

Under any system of governance, certain core principles should apply:

1. **Don't invite people to participate on a work crew and trap them into a deliberate body, or vice versa.** Democracy is fine, but it defeats itself if every group that gathers reconsiders what has already been voted. Policy bodies should include a variety of members; task groups should include only those who are in favor of the task. Once the direction has been set through proper process, someone should be charged with getting the job done.
2. **When delegating responsibility, clearly state the goals to be achieved and the scope of the authority granted.** This principle applies to staff and volunteers as well as boards. Too often, congregations plug people into generic positions or point them in vague directions, then expect them to come back repeatedly to let the board rehash every decision and vote every dollar. No wonder it is sometimes hard to find volunteers! It is not fair to hold someone accountable for results when the results have not been specified, or to blame someone for violating an unstated rule. Minutes spent clarifying expectations can save hours of hesitation, duplication, and conflict in the long run.
3. **Boards speak as a body, not as individuals.** Carver rightly emphasizes that individual board members have no special authority outside board meetings. Board members often play program leadership roles as well, but need to always remember which hat they are wearing.
4. **Boards speak through written policies.** Like any human gathering, a board meeting is a cauldron of informal, nonverbal, and emotional communication. People come away from meetings with a "sense of the board" on any number of topics. Good boards make it clear that staff and others will not be expected to read the board's mind, but must read actions in the minutes as the final word.
5. **Staff and volunteers need clear direction, clear limits, and maximum flexibility in choosing means.** Whether or not a board decides to adopt Carver's precise system for board policy-making, his idea of the mixing bowls is useful. The concept is similar to Sacred Cows Make Gourmet Burgers author William Easum's "permission-giving" style of congregational life. If the board articulates a clear ministry vision and sets limits, it will feel safe allowing staff to make the smaller choices.
6. **The staff and volunteers should be responsible for managing their own work.** The larger the congregation, the more important it is that the staff be unified and that boards and committees avoid triangulating themselves into staff work. This does not mean that the staff needs to be strongly hierarchical, or that others cannot be included in goal-setting, evaluation, conflict resolution, and decision-making, but these things should be done under the direction of the staff member who will be held responsible for the results.