



## [Study Paper on Reforms to Church Wide Governance and Administration](#)

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### **TREC Study Paper on Reforms to Church Wide Governance and Administration**

One TREC Sub-Committee has been focused on drafting concrete proposals for clarifying and reforming the current church wide structures of governance and administration. We offer the following study paper for conversation and feedback from the wider church.

To Download the PDF version of the Study Paper on Governance and Administration [please click here.](#)

From our first meeting, members of the Task Force for Re-imagining the Episcopal Church have been conscious of at least three often competing impulses inherent in our mandate. First, it has been clear for some time to many in the church that we need to undertake large-scale, adaptive changes in order to most faithfully and effectively proclaim the gospel of Christ and participate in God's mission in our contemporary cultural context. Second, there are many redundant, inefficient, and simply unclear aspects of our current governance and administrative structures. Third, and perhaps most importantly, structural reform will not save the church or do the work of reaching out to the world in new ways with the transforming good news of the gospel. The church wide structures can, however, help to foster the kind of innovation and adaptation that many understand as critical to the future of The Episcopal Church, and which

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are already being explored and implemented in many places and at all levels of the church. Some of these changes to our current structures might seem like an incremental rearranging of deck chairs. We believe, however, that making some of these smaller changes will be a key component to the development of structures at the church wide level that will create the space for the bold innovation and adaptive work that the current moment seems to demand. This paper, therefore, offers some rough draft proposals for reforming, clarifying, focusing, and streamlining some of the extant structures. Specifically, we are suggesting technical and clarifying reforms to the General Convention, the Executive Council, the Church Center, and our current system of Commissions, Committees, Agencies, and Boards (CCABs). During the discussions, debates, and drafting of these proposals, we tried to be mindful of the principles that we articulated in our

*Initial Working Report on Identity and Vision*, released last September, and which can be found here: <http://reimaginetec.org/identity-and-vision-draft/>.

## **General Convention Reforms**

The overall purpose and intent of these proposals is to make the legislative process more focused and efficient. Further, these will lay the groundwork for a General Convention with two primary foci: (1) An opportunity to convene a vibrant, inspiring, mission-driven convocation that connects, builds up, and empowers leaders at all levels for spreading the Gospel in new and innovative ways (2) A triennial Church legislature enacting budgets, passing resolutions, electing members of interim governing bodies, and other related

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governance functions.

To that end, we propose:

1. Limit legislation/resolutions by topic to:

- Constitutional and Canonical changes
- Changes to liturgy and to the Book of Common Prayer
- Adoption of a triennial budget
- Elections canonically required to be held at GC
- Governance and structural reforms
- Establish a screening process to permit only the most important Resolutions addressing the Church's position on social justice issues

2. With a more limited scope of legislation, make the shared focus of General Convention a Missionary Convocation with expectation of active participation from a wider population than the diocesan deputations. At General Convention, specific mission, ministry, and leadership development networks would convene conversations and workshops to connect, teach, equip, support, and empower local leaders for mission and ministry. While we recognize that this often happens both formally and informally at the General Convention as it is now structured, our vision is that such activity would become one of the primary foci for the event.

3. Reduce Deputations to 3 lay and 3 Clergy, plus a maximum of 3 alternates. In the House of Bishops, only non-retired bishops (i.e., only Bishops Diocesan, Suffragan and Assistant) would be entitled to vote. This would yield smaller and more nimble legislative bodies and reduce the cost to the dioceses. If the primary focus of General Convention is to be a Missionary Convocation that draws people broadly from around the church with less time devoted to legislation, then total participation can increase even as the total number of both legislative houses decreases.

4. Limit the legislative function of General Convention to 7 days.

5. Empower a legislative committee to:

- Meet 90 days before GC to identify duplicate resolutions, discard resolutions already acted upon and distribute resolutions that need actions to the appropriate legislative committees.

- Decide what Resolutions will be allowed after the 90-day pre-GC cut-off deadline.

6. To help achieve the goal of reducing the number of Resolutions by a large factor, reduce the number of legislative committees from 25 to 12 and reduce the number of members by a factor of one-third. Consider *dropping* the following committees (or folding them into another committee):

- Constitution (combine with Canons)

- Consecration of Bishops

- World Mission (combine with Evangelism)

- National and International Affairs (combine with Social and Urban Affairs and/or Ecumenical Relations)

- Church Pension Fund (better suited as a Council committee)

- Credentials (make this a subcommittee of Dispatch of Business)

- Privilege and Courtesy (subcommittee of Dispatch of Business, or combine with Communications)

7. Expressly permit legislative committees to let resolutions die in committee.

8. In the reform of the budget process, reduce the general assessment to dioceses to something closer to the biblical tithe, and develop a sensible means of holding dioceses accountable for paying their assessments.

9. Empower certain or all legislative committees to hold virtual meetings starting 90 days prior to GC during which they can get training and orientation/acclimation, review legislation, set tentative priorities, and schedule hearings and committee meetings for GC. Require transparency and some meaningful way for the church public to participate.

### **Executive Council and Church Center Administration**

The overall purpose and intent of these proposals is: (1) to help clarify the primary purpose of the central governance of the Church between sessions of General Convention, (2) to clarify lines of accountability and responsibility, and (3) to allow the church wide organization to function more efficiently and with greater capacity to adapt to changing mission needs at the local and diocesan levels.

Executive Council has two distinct functions: (a) the board of directors of the Domestic and Foreign Missionary Society, the Church's operating nonprofit corporation, and (b) an interim legislative body[1] when General Convention is not in session. Members of TREC and others have questioned whether Council is set up to function effectively in both roles. The following proposals hope to clarify these roles and propose reformed structures and processes to achieve more effective Council governance in both contexts. This discussion also looks at the size and makeup of Council.

A. Council as DFMS Board of Directors. DFMS is a New York nonprofit corporation.[2] As such, it needs a board of directors. Under Canon I.3, Executive Council is that board. This subcommittee is not yet of a single mind about reform of Council and its leadership structure. We present three alternatives in this regard for discussion and feedback.

#### Alternative I

- The Presiding Bishop (PB) would be the chair of Council, ex officio (this is the status quo).
- The President of the House of Deputies (PHOD) would be vice chair of Council, ex officio (status quo).[3]
- The corporation's officers would be PB as President and PHOD as Vice President (status quo).
- The Secretary of General Convention could be the Council Secretary, ex officio (status quo). Alternatively, Council could elect a Council member as secretary and one or more DFMS employees as assistant secretaries.
- All employees would be employees of DFMS. We believe this is the status quo, although certain groups of employees (e.g., General Convention Secretary and that office's staff, the Archives staff, the PHOD's assistant, the staff of the General Board of Examining Chaplains, and the staff of the Board for Transition Ministry) have accountability that does not appear to follow the DFMS "chain of command" necessarily. For instance, the Archivist is elected by (and

thus accountable to) the Board of the Archives but the DFMS CEO (the PB) seems to have some operational oversight of the Archivist. There is canonical language that refers to ‘employees of Executive Council,’ which further complicates the relationships. The canons must be changed to provide consistency.

- The President and Vice President would jointly appoint a chief executive officer (CEO) (who could also be, or have the duties of, chief operating officer – see below), subject to the consent of Council. The CEO could be a layperson. Currently, the PB functions as the CEO, ex officio. The appointment of a CEO by the President (PB) and Vice President (PHoD) would remove the CEO role from the PB, freeing him/her to focus on the other leadership, pastoral, and prophetic roles of the office.

- The CEO would be accountable to Council, although the CEO would keep the PB informed on a current basis on all significant matters in her capacity as President/Board Chair [4] and would give reports to the Council’s Executive Committee when it meets. Only the Council would have the authority to fire the CEO, even though the CEO had been appointed by the PB and PHOB with the consent of Council. The CEO would have authority to hire and fire all subordinate employees, including the CFO. In making hiring and firing decisions of senior staff, the CEO would consult with the PB/Board Chair and, where the Executive Committee directs, with the Executive Committee.[5] (Status quo, although under this alternative, the CEO is no longer the PB)

- Significant employee and human resource initiatives, including restructurings, are cleared through at least the Executive Committee, if not the full Council.

- Routine day to day operations would be the responsibility of the CEO and the CEO’s senior management team subject to appropriate policy (non-micro-managing) oversight by the Executive Committee and Council. This is not the status quo. Currently the operations are run and supervised by the Chief Operating Officer, who reports directly to the CEO/PB, and not to Council.

If Alternative 1 were implemented, it would seem to be necessary to identify the current PB duties that appear to have operational functions within and on behalf of DFMS and determine which would stay with the PB and which would shift to the CEO. To the extent that they remain with the PB, to whom and in what manner is the PB accountable for performance: Council? General Convention? House of Bishops? There is no provision in our Constitution or Canons for a performance review of a PB, or for dismissing a PB except through an ecclesiastical disciplinary proceeding under Title IV of the Canons.

We may want to explore what impact this shift of responsibilities might have on the PB’s prophetic, pastoral and primate roles. Currently the Canons require the PB to visit every Diocese at certain intervals. Other questions: Do the PB’s “personal” staff report to the CEO? How do we identify which PB activities are DFMS versus The Episcopal Church at large? Do we need to ask the same or similar questions with regard to the PHoD?

Note that Alternative 1 assumes that Council has an effective and accountable Executive Committee. The recent Council Bylaw changes established an Executive Committee consisting of the Chair and Vice Chair, and six members elected by Council. All actions of the Executive Committee “are subject to ratification by the Council at its next meeting.” [Bylaw Article VII.3(d)] We think that Council should convene a study group with some independence (or at least with outside participants) to examine whether the Executive Committee function is working as intended and whether that function can be enhanced. This is explored in more depth in section C of Alternative II found below.

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### Alternative II

Alternative II retains the PB as CEO and clarifies/strengthens the PB’s executive role.

-The PB and the PHoD would be chosen as they are currently. The elections of the Treasurer and Secretary will change (see below).

-The PB would remain Chair of the Executive Council, President of the DFMS and CEO of the Church.

- The PHoD would remain Vice President of the Church, Vice Chair of the Executive Council and Vice President of DFMS.

-The PB, with concurrence of the President of the House of Deputies, would nominate four people to serve the following offices: COO, Treasurer/Chief Financial Officer, Secretary, and Chief Legal Officer. The Executive Council would confirm these nominations. These positions would serve at the pleasure of the Presiding Bishop/CEO. Approval by Council and the PHoD would not be needed for the PB/CEO to fire the COO or other officers..

-The Treasurer and Secretary would take on responsibilities currently held by the Treasurer and Secretary elected by the General Convention. Canons would be modified to make clear that all the employees work for DFMS under the executive authority of the Presiding Bishop/CEO.

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### Alternative III

-The Presiding Bishop is not required to resign his/her tenure as a bishop diocesan or suffragan.

-The Presiding Bishop is the chair of Executive Council.

-The PHOD is vice-chair of Executive Council.

-The Executive Council hires a General Secretary for the Episcopal Church, who serves as the Chief Operating Officer for the Episcopal Church Center. The General Secretary may also serve as the Secretary of the General Convention, if elected by that body to do so.

-The General Secretary would nominate persons to serve as Treasurer/Chief Financial Officer and Chief Legal Officer. The Executive Council would confirm these nominations. These persons would serve at the pleasure of the General Secretary, in consultation with the Executive Committee of Executive Council.

-The General Secretary would be accountable to Executive Council, which would have authority to fire the General Secretary.

B. Council's Role as Interim Body. As noted above, separately from Council's role as DFMS board of directors, the mandate of Council is to "carry out the program and policies adopted by the General Convention" and to "have charge of the coordination, development and implementation of the ministry and mission of the Church." Canon I.4.1(a). Between sessions of General Convention, the Council also "may initiate and develop such new work as it may deem necessary" (Canon I.4.2(e)) and has "the power to direct the disposition of the moneys and other property of the [DFMS] in accordance with" the canons and the "budgets adopted or approved by the General Convention." Canon I.4.2(f).[6] Can Council successfully act in this role and as the DFMS board of directors? We believe the answer is yes.

In addition to making Council an interim body, General Convention by canon has established a series of interim study commissions and committees (CCABs) and, by Resolution, has created many ad hoc task forces. The CCABs and task forces are generally accountable to General Convention and not to Council. (Executive Council itself creates ad hoc study committees from time to time.)

To some significant extent, reform of the interim body (CCABs and task forces) system may be tied to better coordination between that system and the Council committee and ad hoc study committee system. The Council member liaison-to-CCAB system works well at times, but it is not uncommon for a CCAB and a Council committee (or subcommittee) to unknowingly be working on the same or a similar project and miss opportunities for collaboration and shared costs. If the number of General Convention legislative committees and the number of CCABs are reduced (see our proposals below), there would seem to be more opportunities for Council to create committees that more directly collaborate with the CCABs and task forces. Perhaps CCABs and task forces should be required to formally report to Council during the interim periods between General Conventions[7]; Council and its committees likewise can explore ways to assure easier notification of agendas and access to minutes and other documents.

C. Size and Makeup of Council. We recommend reducing the size of Council from 40 to 21, and making Council's executive committee stronger and more effective.

Currently, Council is comprised of the following:

- 20 elected by General Convention (12 lay, 4 bishops, 4 clergy)
- 18 elected provincially, two from each Province (one lay and one ordained person from each)
- The Presiding Bishop
- The President of the House of Deputies
- The Chief Operating Officer, Treasurer, Secretary and CFO (voice but no vote)

Many believe this is too large (and too expensive) to function as an effective DFMS board of directors or even as an interim legislative body. One proposal is to reduce Council to 21 voting members by reducing the General Convention and Provincially elected members by one-half. Some current and former Council members have shared that effectively accomplishing the committee work of Council would be a significant challenge with a membership of 21 or that Council might need to respond to such a change by establishing more ad hoc task forces. Some on TREC feel that we will never know the answer to that concern without trying.

One proposal, therefore, would be to reduce the size of the Executive Council to 21, and the committee work would have to be reduced accordingly.

Another possibility would be to leave the size as it is and develop a stronger Executive Committee with clearly defined lines of authority and accountability with appropriate requirements for transparency. The Executive Committee would oversee the DFMS finances and operations with the full Council focused on the interim legislative work.

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## **Reforms to Commissions, Committees, Agencies, and Boards**

The overall purpose and intent of these proposals is to help make the interim bodies of the General Convention more focused, coherent, adaptive, and efficient.

1. Eliminate all Standing Commissions except (a) Constitution and Canons, (b) Structure of the Church and (c) the Standing Commission on Liturgy and Music. Retain the Joint Standing Committees on Nominations and Program, Budget & Finance. Amend I.1.2(n) to provide that within 60 days after GC adjournment, the two presiding officers, in consultation with the GC Executive Officer, establish such eight-member task forces (3 lay, 3 clergy, 2 bishops) as may be necessary to carry out the mandates of GC. Task force appointments would be made by the presiding officers subject to confirmation by Council. This would help provide greater focus on



the mission priorities in any given triennium and would allow mission to drive structures rather than structures driving mission.

2. Require any resolution proposing that something be studied in the ensuing triennium to be precise about what is to be studied, why it needs to be studied, how to pay for the study, and who should be involved in doing the study. (See Joint Rule of Order 22, on Task Forces) The Archives can produce detailed research reports on what topics and issues have been studied in prior triennia and all prior CCAB Blue Book reports are available on the Archives Web site.
3. Require a standing commission or other interim body to which an issue has been referred for study to consult with Council and encourage collaboration and, where appropriate, transfer to Council for referral to a Council committee. Encourage similar collaboration with any House of Bishops committees and working groups. Currently, the General Convention system of CCABs and the Executive Council committee system consists of several areas of overlap and duplicate efforts. Streamlining the CCAB system, reducing the size of Council, and requiring mutual consultation would help to reduce a significant portion of the redundancy and inefficiency in our church wide structures.
4. Revise the canons or rules of order to require all Church CCABs, task forces, study groups, work groups, Executive Council, and House of Bishops and Executive Council committees and task forces to post draft Minutes of all meetings within 15 days of each meeting so that the Church may stay be informed and so that duplicative efforts can be reduced if not avoided.
5. Continue to adopt new technologies for communication and meetings, and to train participants.

We hope that many of these changes might lay the groundwork for the kind of focus, innovation, and adaptation we will need to continue to faithfully respond to a changed and changing world. We also hope that, together with the other recommendations being developed by TREC sub-committees on networks and leadership development, the 78th General Convention of the Episcopal Church will be able to begin to set a course for a Church that is best structured to support mission and innovation at all levels of the church.

As noted above, some of these proposals may be viewed as incremental, technical changes to structures that some (or many) feel demand sweeping changes. We believe, however, that many of these changes are significant and that together they can start the Church on the path to more effective governance, freeing up time and resources to achieve more substantial change in a next phase of governance and administrative reform. We enthusiastically invite comment, criticism and support, which you may send to us at <http://reimagnetec.org>.

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[1] “Interim legislative body” may not be the best description of this Council function, as it may suggest too much authority for Council. The canonical mandate of Council is to “carry out the program and policies adopted by the General Convention” and to “have charge of the coordination, development and implementation of the ministry and mission of the Church.” Canon I.4.1(a).

[2] As such, before TREC goes much farther, we should solicit advice from an attorney experienced in advising NY nonprofits.

[3] It might be possible to rotate these offices between the PB and PHoD, say, every year or every three years.

[4] The intent of this structure is that the CEO would run the operations of DFMS but would keep the PB as Board Chair informed in advance on significant matters. The PB/Board Chair would also provide counsel and guidance to the CEO. Of course, very significant matters would require Executive Council approval.

[5] Consistent with this, the GC Secretary and staff would report to the CEO; however, as an officer elected by General Convention, could/should the CEO (or even Council) have the authority to terminate the GC Secretary?

[6] SCSC, in its current review of Resolution 2012-A122 (the respective roles of Council and the Joint Standing Commission on Program, Budget and Finance in the triennial budget processes), may want to examine these Canons for language that can be improved. There has been friction over the years concerning the extent of Council’s authority to adjust or override budget decisions made by General Convention.

[7] CCABs and task forces are inconsistent in posting Minutes and other documents on Web sites accessible to the whole Church.