



**Report of the Governance and Decision-Making Working Group**

**June 14, 2019**

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## Report of the Governance and Decision-Making Working Group

The Diocesan Council reviewed this report at its June 20, 2019 meeting. The report was referred to the Constitution and Canons Committee. The Constitution and Canons Committee reported back to Diocesan Council in September 2019.

### Executive Summary

In this report the Governance and Decision-Making Working Group (the “Working Group”), one of the five Focus Areas under the Growing in Christ Strategic Plan 2016-21 of the Incorporated Synod of the Diocese of Toronto, (the “Strategic Plan”), recommends to the Diocesan Council a series of changes to the governance and decision-making structures of the Diocese.

The Working Group believes that it is time to develop a governance and decision-making structure for the Diocese which is more nimble and flexible. The accruing benefits are expected to include not only more efficient decision-making and processing, but also better, clearer and more consistent decisions that optimize the allocation of resources (time, treasure and talent), and minimize risk. In developing this structure, the Working Group took heed of the advice that it received to think outside the existing canons to develop a structure that best enables the Diocese to achieve its Mission. The Working Group believes that it has done that but that in so doing, a number of changes will need to be made to the canons. The Working Group felt it was important to socialize the concept and has been consulting with various stakeholders since the summer of 2018. As a result of feedback received, the Working Group has made a few changes to the initial governance structure first proposed in September 2018.

The Working Group recommends that:

- Diocesan Council and the Executive Board be amalgamated into one body that we call Synod Council.
- The size of Synod Council be reduced so that there be a maximum of 25 members: the Bishop of Toronto, the 4 Suffragan Bishops, one Clerical and one Lay member from each Area, the chairs of 5 committees that we recommend be established (excluding Audit Committee), 2 members at large elected at Synod, and up to 5 members appointed by the Bishop. The appointments by the Bishop may be used to ensure that specific skill sets are available to the Council and/or to ensure appropriate representation. The Executive Director would serve as an *ex officio* non-voting member.
- Six committees be established: Audit, Finance, Property, Human Resources, Programs and Risk and Governance. These committees would be, in most cases, be composed of members with expertise in the area under the Committee’s jurisdiction. The Program committee would be representative but would have certain members with expertise who would not necessarily represent an Area or a constituency. The chairs of all committees, except Audit, would be members of Synod Council.
- Existing committees be amalgamated so that their work fell under one or more of the proposed new committees.
- Members of the committees would not necessarily be members of Synod; rather many would be appointed solely because of their expertise in the work of the committee.

- The committees will have decision-making authority delegated to them to make decisions within parameters established by Synod and Synod Council and will report back to Synod Council through their chairs and to Synod through Synod Council. This Working Group will work with Synod Council and the Committees, as requested to develop appropriate delegations of authority and reporting mechanisms both to Synod Council and to Synod. The Synod Council will be accountable to Synod to monitor the development and implementation of each Committee's work plan. Synod Council will also be accountable to Synod to watch for gaps and overlaps, ensure cross-Committee collaboration where appropriate and shall have oversight responsibility for the ongoing and effective implementation of the Diocesan Strategy.

The Working Group recognizes that there will be canonical changes required to implement these changes. It proposes that this report be referred to the Constitution and Canons Committee to draft revisions for Council's consideration that will ultimately go to Synod in 2019. The Committee recommends that once drafted, the changes proposed in this document and the revisions to Canons go to Synod in 2019 with a request that the requisite Canons be suspended and or amended on an interim basis so as to permit the implementation of this report on a pilot basis with a full report on successes and failures and a recommendation to make the changes permanent (with any appropriate amendments identified by the pilot) or not to go to Synod for approval in 2021.

## The Strategic Plan

The Working Group is comprised of the following members: Sarah McDonald (Chair), The Rev. Canon John Anderson, Bill Bickle, ODT, Mark Hemingway, The Rev. Sherman Hesselgrave, Laura Walton, ODT, Livia Assuncao (Administrative & Synod Assistant), Pamela Boisvert (Secretary of Synod), Angela Hantoumakos (Executive Director).

The Working Group was appointed in order to review the decision-making structure of the Diocese. The starting point for the work of the Working Group has been the Mission of the Diocese:

*"We build healthy, missional Anglican communities that engage faithfully with the world and share the gospel of Jesus Christ".*

The Strategic Plan itself states:

"As our environment changes and we seek to bring new and innovative models into our Diocese we need a simplified and practical governance structure that is flexible and nimble to change while also maintaining accountability and effectively mitigating unacceptable risks. As a Diocese, we will objectively review our structures and practices, and where they are lacking or limiting the missional work we are committed to, we will update them to ensure that we are able to embrace change and move forward.

Together we will create a flexible organization that is responsive to change by:

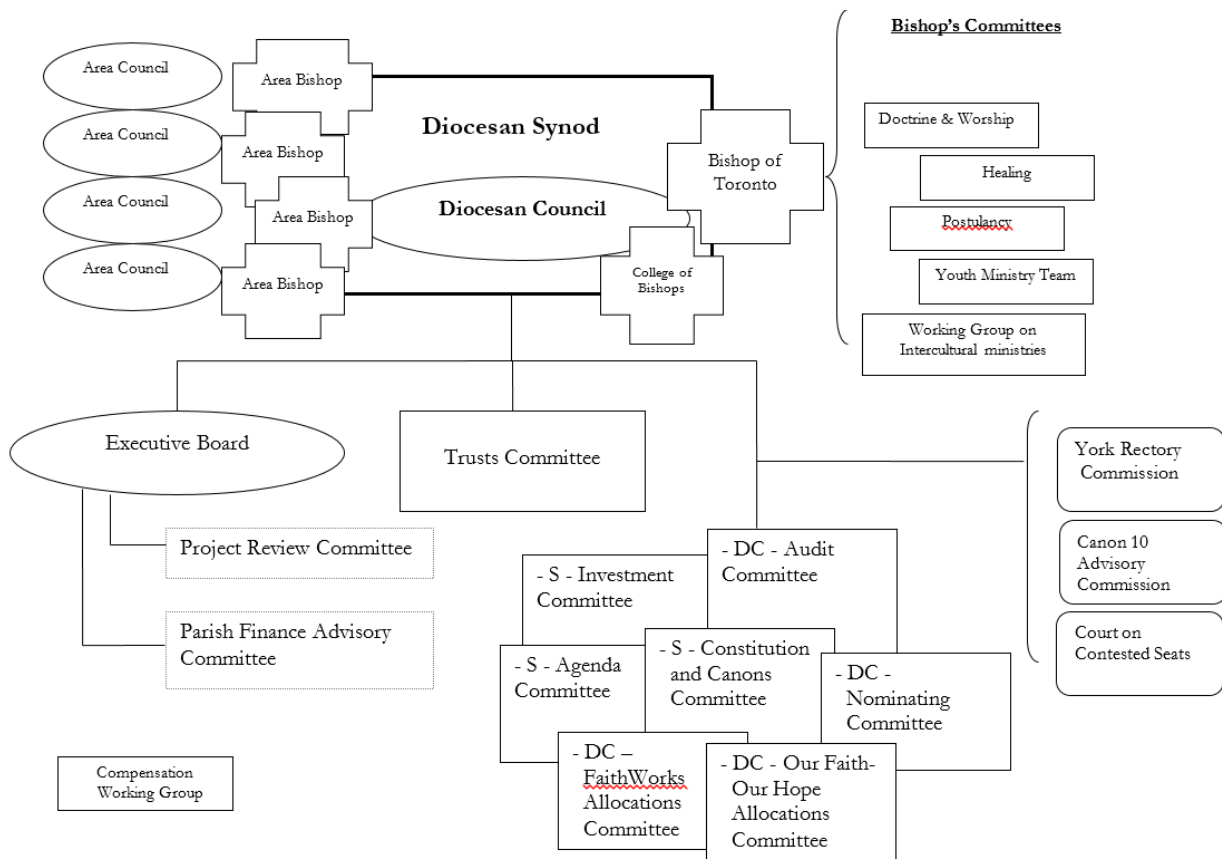
- Reviewing and modernizing canons, policies and procedures to align with our mission
- Implementing collaborative and flexible structures of governance and management
- Documenting and streamlining decision making processes
- Being sensitive to our external environment and incorporating broad factors into decision making."

The Working Group was tasked with:

- Reviewing and updating canons, policies and procedures in collaboration with stakeholders
- Updating the organizational and governance structure of this Diocese, including synod office and parishes to align with our mission.

## Historical Background

The Working Group commenced its work by starting first with discovering what it was that the Strategic Plan suggested needed to be fixed. We discovered the following governance and decision-making structure for the Diocese:



The Working Group, like many others heard repeatedly during its listening and assessment work that this structure was unwieldy, lacked coherence and had a decision-making structure that was opaque and unclear. We also heard that the structures and related processes were inefficient, resulted in inconsistent decisions and allocation of resources and were complex and difficult for parish leaders to navigate. Finally, stakeholders told us that approval criteria and processes were inconsistent from one approving body to another. A good example was the distinctions between the FaithWorks Allocations Committee, Our Faith Our Hope, Reach Grants, and Ministry Allocation Fund Grants.

As we investigated further the Working Group was struck by the strong consensus that Diocesan Council was not currently exercising fully its canonical responsibilities to act as the “synod between synods”.

To understand this issue further it is important to understand the history behind Diocesan Council. Diocesan governance underwent a significant transformation in 2007. Executive Board was established and certain other canonical bodies were suspended and ultimately eliminated. Diocesan Council had agreed upon certain key concepts for reform that were summarized by Bishop Johnson as follows:

- Council needs to be responsible for its agenda and do things that only Council can do
- Council needs to act as an executive governance body of the Diocese
- Council need to act as a consultative body and strategic advice to the College of Bishops to bring our vision to life
- Council needs to delegate authority within articulated parameters.

In May 2007, synod adopted the report Transforming Diocesan Structures and Processes. The report envisaged a robust role for Council in strategic policy development and oversight:

- Council and synod will focus on strategic matters
- Council, acting on behalf of synod, needs to focus on initiation, oversight, governance and control based on the priorities that synod has adopted
- Council will continue to use multi-disciplinary working groups, task forces and *ad hoc* committees to come together to address specific work that is a strategic priority for Council, including strategic policy development.

By 2014-2015 it was clear to Diocesan Council that it had not fully fulfilled the role envisaged for it in 2006-2007 as a strategic policy board and it appointed a working group to consider and make preliminary recommendations to Council to stimulate discussion on how Council can more effectively fulfill its mandate. Archbishop Johnson stated: "I think [Diocesan Council] needs to take a more active and substantive role in policy development, setting priorities and vision, etc. – the broad adaptive leadership roles that are needed in a complex and changing environment, and spending less time on the more technical, detailed work that is quite effectively and efficiently delegated to Executive Board and Trusts Committee."

The working group reported to Diocesan Council in April and September 2015. (It should be noted that the working group conducted its work within the construct of the existing Canons and governance structures.) The working group asked what success would look like and concluded:

- Council members will feel that they are making a contribution to the life and well-being of the Diocese of Toronto
- The skills and abilities of Council members will be used to their maximum potential
- Council members will believe that their membership on Diocesan Council is worth the investment of their time – and the travel!
- Diocesan Council will engage meaningfully and deeply in important strategic issues that need to be engaged in the life of the Diocese
- Ad hoc working groups will be a vital feature of the effective governance oversight of Diocesan Council

The Committee's first report focused on four areas of change:

- Council's role as a strategic policy board, accountable to Synod
- Meaningful engagement of Council members
- Meeting structure, format and timing
- Delegation and relationship to Executive Board and the Trusts Committee.

In its second report, the working group made a series of recommendations in each of these four areas of change. One year later, the working group provided its evaluation as to how well those recommendations had been implemented. It was clear that the fundamental goal of having the Council concentrate on strategic oversight while empowering working groups had not been effective. In part the failure to concentrate on its strategic oversight role had been because the Diocese as a whole was embarking on a strategic planning exercise. However, it was also clear that the vision of working groups centred on supporting specific elements of the Strategic Plan or to deal with specific issues had not taken shape. In its September and November 2016 meetings, Council members expressed frustration with the seeming inability of Council to focus on strategy. There was also some thought that the size of Council was inhibiting decision-making. Council members were asked what specifically they felt was and was not working with the current corporate governance process. Council member responses to what is not working well highlighted some frustration with:

- the canons -described as having been written for a different time
- the number of layers of decision-making
- the unwieldy decision-making structure of the Diocese
- the fact that Council was too big to be effective
- the fact that the focus on representation at Council had come at the expense of gifts-based membership
- the failure to put in place working groups with decision-making authority
- collaboration across silos
- the antiquated nature of parish decision-making structures and the risk of liability for churchwardens.

As noted, at the same time in 2016 the Diocese was undertaking a strategic planning process that ultimately led to the Strategic Plan. As part of its process, the Diocese engaged Optimus/SBR to conduct an environmental scan. As part of this scan the report noted that:

".... in May 2007, Synod passed a motion to restructure the governance of the Diocese ... Changes were made to the Board and committee structure including the creation of an Executive Board and transition of some Canonical Boards to become advisory bodies. The purpose of this transformation was to make decision-making processes more flexible, streamlined, and timely. Stakeholder interviews revealed that this new structure has resulted in improvements; however, there are still too many layers of bureaucracy in decision making. Stakeholders identified that the Diocese's top-heavy management structure has caused a disconnect between the Diocese and the needs of its parishes. This signals that there is still significant opportunity to simplify the accountability and governance structures to make the Diocese more flexible and adaptable to change."

As part of the environmental scan, respondents were asked what was working well and what was not working well. One of the areas that was identified as not working well was Organization Structure and Bureaucracy:

“Although many acknowledged that the Diocese endorsed innovative thinking and has made attempts to simplify decision making and reporting relationships, many stakeholders identified that more work is needed to streamline and simplify the operations and structure of the Diocese. Decision making, especially around the allocation of capital resources, was identified as being overly complex with too many levels of approval. Many of the canons were perceived to be overly cumbersome, preventing the adoption of innovative models and new ways of thinking. Finally, the governance structure is seen to be overly complex, with too many layers of oversight and lack of effective information flow between the layers. Stakeholders identified that the impact of these structural inefficiencies depresses and restricts innovation. Although organizational effectiveness and flexibility were not identified as high priority focus areas through the survey, respondents did identify many values related to organizational effectiveness as being important such as integrity, accountability, collaboration and innovation.”

This then is the background against which the Working Group conducted its work.

## Process Undertaken by the Working Group

The Working Group as noted commenced its work by obtaining a better understanding of what it was meant to be doing. It concluded early on that there was a need for the governance and decision-making structure of the Diocese to be revised so as to better support the Mission of the Diocese. As part of its work, the Working Group consulted with, among others the Archbishop, the Coadjutor Bishop, the College of Bishops, the Chancellor and with Diocesan Council itself. The Working Group was strongly encouraged to go beyond the existing canons to focus on what it felt was the best governance and decision-making structure for the Diocese.

The Working Group asked members of Diocesan Council to advise it on three key questions:

1. What is the most important role of Council and where should it focus its attention,
2. How could collaboration between Council and other bodies be made more effective, and
3. How could the Diocesan committee and governance structure be improved.

On the first of these questions, there was a reasonably clear consensus that as between strategy, policy development, risk management and oversight, while all were important, Council’s most important role was one of developing and overseeing strategy. There was a concern that strategic development and oversight could not, however, be undertaken through such a large group.

On the question of collaboration, there was a clear consensus that there needed to be better communication between the various groups. The Trusts Committee and the Executive Board have the ability to make decisions that do not need to come back to Diocesan Council for review and approval.

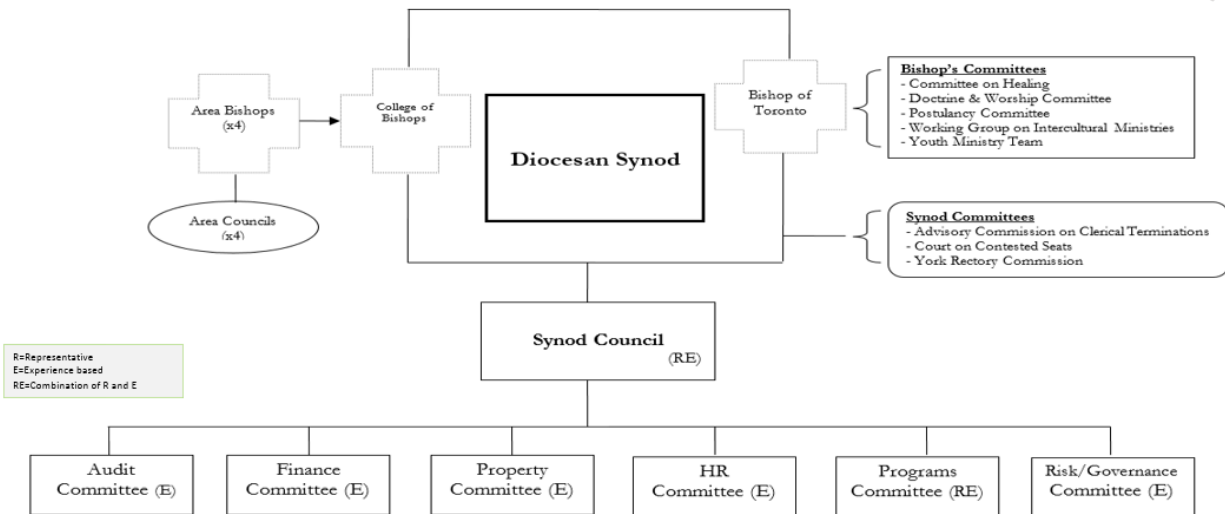
When shown a diagram of the current Diocesan committee structure, there was again a clear consensus:

- the current structure is too unwieldy with unclear lines of authority,
- Diocesan Council is too big,
- the committees appear to have overlapping mandates,
- the committees should have real decision-making authority and restructured along functional lines.

## Recommendation of the Working Group

With all of this as background, the Working Group believes that it is time to develop a governance and decision-making structure for the Diocese which is more nimble, flexible and takes better advantage of the time and talents of the individual members of the Diocese. In developing the following structure, the Working Group took heed of the advice that it received to think outside the existing canons to develop a structure that best enables the Diocese to achieve its Mission.

## Proposed Governance Structure



The Working Group recommends that:

- Diocesan Council and the Executive Board be amalgamated into one body that we call **Synod Council**.
- The size of Synod Council be reduced so that there be a **maximum of 25 members**: the Bishop of Toronto, the 4 Suffragan Bishops, one Clerical and one Lay member from each Area, the chairs of 5 committees that we recommend be established (excluding Audit Committee), 2 members at large elected at Synod, and up to 5 members appointed by the Bishop. The Executive Director would serve as an *ex officio* non-voting member.
- Six committees be established: **Audit Committee, Finance Committee, Property Committee, Human Resources Committee, Programs Committee** and **Risk and Governance Committee**. These committees would be, in most cases, (the Program committee would be representative but would have certain members with expertise who would not necessarily represent an Area or a constituency) be composed of members with expertise in the area under the Committee's jurisdiction. The chairs of all committees, except Audit, would be members of Synod Council.
- **Existing committees be amalgamated** so that their work fell under one or more of the proposed new committees.



Since first socializing the concept with various stakeholders, the Working Group made the following modifications to the original proposal which are reflected above in the recommendations:

- Synod Council:
  - Eliminated a separate position for the Chancellor as this is already covered as the Chancellor is Chair of the Risk and Governance Committee.
  - Added 2 members at large, elected at Synod.
  - Increased the number of Bishop's Appointees from 4 to 5.
  - Overall the membership increased from a maximum of 23 to a maximum of 25.

## Appendices

The following appendices have been included to provide further clarification.

- Appendix 1: FAQ's
- Appendix 2: Committee - Terms of Reference
- Appendix 3: Recruiting and Electing for Committees
- Appendix 4: Communication Plan

## Appendix 1: Frequently Asked Question's (FAQ's)

### GENERAL

**1. Q: What is the most important reason for changing our governance structure?**

A: *Growing in Christ* identified updating our governance structure as a strategic initiative to enable better decision making with more clarity and accountability. In developing this structure, the Working Group took heed of the advice that it received to think outside the existing canons to develop a structure that best enables the Diocese to achieve its Mission. The goal is to have a more nimble, flexible decision-making process that takes better advantage of the time, treasure and talents of the individual members, staff and volunteers of the Diocese.

**2. Q: Why is it so important to more intentionally balance geographic representation and skill/competency level on Committees?**

A: Regional representation across committees ensures diversity and the urban/suburban/rural mix is taken into account. However, the Diocese works in a rapidly changing environment where the need for efficient and effective decision-making has never been more necessary. The types of decisions and the pace with which they come to the fore is increasingly complex and the risks higher. In the eyes of parishes, other stakeholders and the general public, our decisions need to be sound, and seen to be soundly made. Moreover, there was a consensus that decisions need to be made more quickly. The structure proposed puts decision-making authority over many issues that are important to parishes in the hands of committees that have the expertise to assess the merits of the request and the size to move quickly and efficiently.

### SYNOD COUNCIL

**3. Q: What is the rationale behind amalgamating Diocesan Council and Executive Board into one body?**

A: This streamlined and consistent process will eliminate the duplication of effort and reduce protracted decision-making turnaround time. It will also provide greater accountability and clarity for groups seeking direction and applying for funding, or allocation of other resources.

**4. Q: What is the term of office for a Member of Synod Council?**

A: A Member of Synod Council will serve from one Regular Session of Synod to the next Regular Session of Synod. Synod Council Members may hold office for not more than a maximum of three successive two-year terms, following which no re-election or re-appointment may occur before the expiry of a two-year term.

**5. Q: Why is the Executive Director included as a non-voting member of Synod Council?**

A: The Executive Director is aware of the strategic direction of the Diocese of Toronto and is in a prime position to understand the needs of the Diocese in the coming years. As such, the Executive Director is able to provide valuable information to facilitate the decision making process. The Executive Director oversees the Staff and Volunteer bases that are charged with implementing the Strategy, so it is vital that the Executive Director operate seamlessly between and with Synod Council for two-way communication. As such, it is important that the role have visibility into the decisions made by Synod Council.

## COMMITTEES

**6. Q: What kind of balance in terms of subject matter expertise vs. representation is this governance structure trying to achieve?**

A: We have received feedback that members' experiences currently vary significantly, and some members do not find the volunteer work to be meaningful. Since the Committees will have decision-making authority, it will be important that Committee members have the right skill sets and competencies for the revised governance structure. For some Committee, this will ensure having appropriate representation, and for others, it will be a combination of both subject matter expertise and representation.

**7. Q: What is the difference between a Committee, a Subcommittee and a Working Group?**

A: A committee meets regularly and has ongoing duties to perform, it is a standing committee. A subcommittee likely has no authorities assigned or delegated to it, but works up business cases and or researches topics and provides counsel to the Committee. Working Groups are typically ad hoc, or are struck a specific task and/or time – they are not standing committees.

**8. Q: What is the term of office for a Member of a Committee?**

A: A Member of a Committee will serve from one Regular Session of Synod to the next Regular Session of Synod. Synod Council Members may hold office for not more than a maximum of three successive two-year terms, following which no re-election or re-appointment may occur before the expiry of a two-year term.

**9. Q: How will the Committee Chairs and Members be appointed/elected?**

A: The Nominating Committee, a focus area under the Risk and Governance Committee, will be responsible for preparing the slate of nominees for Committee Chairs and Members. The duties of the Nominating Committee will include: receiving nominations, reviewing nominations, and preparing the slate of nominees for approval by Synod Council.

**10. Q: Do lay members serving on Committees who are subject matter experts need to be members of a Vestry or a member of a church in full communion with the Anglican Church of Canada?**

A: Yes, consistent with our current practice.

**11. Q: What is the reasoning behind allowing non-Synod members to be members of Committee?**

A: In most cases, the Committees will be composed of members with expertise in the area under the Committee's jurisdiction. We need members with a deep understanding across various disciplines to provide this expertise. We can widen our net if we look beyond our Synod membership.

**12. Q: Will there be any cross-committee collaboration?**

A: Yes, one of the roles of Synod Council will be to mandate such collaboration where the committees themselves have not identified the need for it.

**13. Q: How will the sub-groups within each focus area be determined?**

A: This will be determined by the Committees, in consultation with the Chairs, once the Committees are constituted.

## **PILOT PROJECT**

**14. Q: If the proposed governance structure is approved by Synod, when would the pilot start?**

A: The pilot would commence on January 1, 2020. In June 2021, Synod Council would receive a progress report and evaluation on the 18 months of experience.

**15. Q: What body would be responsible for conducting the evaluation and preparing the progress report for Synod Council? Who would appoint/approve the membership of this body?**

A: The Governance and Risk Committee or a committee appointed by Synod.

## Appendix 2: Committee - Terms of Reference

### Audit Committee

#### Scope of Activities

The Audit Committee is a standing committee of Synod Council.

The Committee is established to:

- Fulfill oversight responsibilities with respect to financial reporting, including:
  - o The appointment of Auditors and the approval of their compensation;
  - o The integrity of financial statements including an assessment of internal controls over financial reporting;
  - o Compliance with accounting principles and practices;
  - o Reviewing recommendations made by the Auditors; and
  - o Reporting as appropriate.

#### Quorum

[NTD: need input from the Committee on setting the quorum.]

#### Accountability

As a standing Committee, the Audit Committee is accountable to Synod Council.

#### Membership

The Audit Committee consists of:

- the Chair; and
- at least two (2) other members.

#### Notes

- Members of the Audit Committee are appointed annually by Synod Council.
- Members are appointed based on their skill set in financial reporting oversight, regulatory compliance, and disclosure. A CA or CPA professional designation is a must.
- Term of membership will be for two (2) years and may be renewed for a maximum of three (3) terms consecutively.

#### Responsibilities

The Committee is responsible for:

- Recommending to Synod the appointment of auditors and their remuneration;
- Reviewing the annual audited financial statements of Synod with the auditor prior to making recommendations to Synod Council;
- Reviewing changes in accounting principles and practices being followed;
- Reviewing with the auditor and management any significant recommendations made by the auditor;
- Assessing internal controls over financial reporting;
- Providing oversight of any internal audit function;
- Reporting to Synod Council after each meeting; and undertaking such other tasks as may either be requested by the Synod Council or as may be appropriate for the Audit Committee, as outlined in professional guidelines from time to time.

## Finance Committee

### Scope of Activities

The Finance Committee is a standing committee of Synod Council.

The Committee is established to:

- Provide financial oversight;
- Provide technology oversight.

### Quorum

[NTD: need input from the Committee on setting the quorum.]

### Accountability

As a standing Committee, the Finance Committee is accountable to Synod Council.

### Membership

The Finance Committee consist of:

- the Chair; and
- a maximum of eight (8) members.

### Notes

- Members of the Finance Committee are appointed annually by Synod Council.
- Members are appointed based on their skill set in financial planning, management, accounting and operations. An MBA, CA or CPA professional designation or significant senior leadership experience in organizations of a similar size and complexity as the Diocese is a must.
- Term of membership will be for two (2) years and may be renewed for a maximum of three (3) terms consecutively.

### Responsibilities

The Committee will be responsible for:

- Parish Finance Advisory matters
  - o Provides financial advisory to parishes, evaluates financial health of parishes.
  - o Assesses organizational financial health risk and develop recommendations to address risks.
- Investments
  - o Evaluates investment strategy for the funds and make recommendation to ensure the effectiveness of the strategy.
  - o Monitors investment performance to ensure the optimal management for the assets.
- Budgeting
  - o Ensures the integration between the organization's strategic plan and short term business plan.
  - o Provides greater line of sight to enable intelligent decision making.
  - o Instils financial discipline and foster accountability.
- Technology oversight

## Property Committee

### Scope of Activities

The Property Committee is a standing committee of the Synod Council.

The Committee is established to:

- Consider and make recommendations to parishes with respect to their proposed significant capital projects and renovations; and
- Reports on same to the Synod Council.

### Quorum

[NTD: need input from the Committee on setting the quorum.]

### Accountability

As a standing Committee, the Property Committee is accountable to Synod Council.

### Membership

The Property Committee consists of:

- the Chair; and
- at least two (2) other members.

### Notes

- Members of the Property Committee are appointed annually by Synod Council.
- Members are appointed based on their working knowledge of various matters pertaining to property management or capital improvement projects including, but not limited to, construction methodologies, quantity surveying, architectural design, heritage preservation, and budgeting and funding.
- Term of membership will be for two (2) years and may be renewed for a maximum of three (3) terms consecutively.

### Responsibilities

The Property Committee is responsible for:

- Reviewing project documentation;
- Meeting at the Diocesan Centre with the parish project team and providing feedback; and
- Following the meeting preparing a brief written report to the Property Committee Chair with respect to the project due diligence so far undertaken, the likelihood of on-time and on-budget completion, and any other comments or concerns of note.

## Human Resources Committee

### Scope of Activities

This Human Resources Committee is a standing committee of Synod Council.

The Committee is established to:

- Provide oversight support to the Synod Council re:
  - o HR personnel policies and practices including succession planning, compensation and recruitment practices;

### Quorum

[NTD: need input from the Committee on setting the quorum.]

### Accountability

As a standing Committee, the Human Resources Committee is accountable to Synod Council.

### Membership

The Human Resources Committee consists of:

- the Chair; and
- a maximum of eight (8) members.

### Notes

- Members of the Human Resources Committee are appointed annually by Synod Council.
- Members are appointed based on their skill set and experience in management of human resources.
- A minimum of 50% of members must have one of the Human Resources designations, such as CHRP, CHRL, CHRE, etc.

- Term of membership will be for two (2) years and may be renewed for a maximum of three (3) terms consecutively.
- Effective volunteer management ensures suitable recruitment, orientation, training, ongoing development, mandates, clarity of expectations, support for meeting the expectations, feedback and reward and recognition appropriate to the role and the person. While volunteer management is not included in Human Resources, there should be consistency, transparency and collaboration between the Human Resources Committee and Program Committee since that is where volunteer management is housed.

### Responsibilities

The Committee is responsible for:

- Ensuring that labour laws are being followed, staff rights are respected in compliance with the law;
- Ensuring that Synod Council is current in its understanding of practices, policies and procedures with respect to management of human resources and how they align with the organization's strategy, goals and objectives;
- Ensuring that there is a (mechanism) feedback/communication process for ongoing staff performance evaluation as well as a feedback/communication process for review of staff performance; and
- Performing any other duties assigned by Synod Council as seen as necessary.



## Program Committee

### Scope of Activities

The Program Committee is a standing committee of Synod Council.

The Committee is established to:

- Perform fiduciary, strategic and generative roles of governance as it relates to the programming for ministry and mission in parishes;
- Evaluate ongoing effectiveness of implementation, regular review and update to Program Strategy, scan shifts in the internal and external environment.

### Quorum

[NTD: need input from the Committee on setting the quorum.]

### Accountability

As a standing Committee, the Program Committee is accountable to Synod Council.

### Structure

The Social Justice and Advocacy Subcommittee is a standing subcommittee (see existing terms of reference for SJAC).

The Program Committee is empowered to create other subcommittees, either standing or temporary, as may be necessary to fulfill ministry objectives effectively.

### Membership

The Program Committee consists of:

- the Chair; and
- a maximum of eleven (11) members.

### Notes

- Members of the Program Committee are appointed annually by Synod Council.
- The chair of the Social Justice and Advocacy Subcommittee, or another member as delegated by the chair, has an ex officio position on the Program Committee.
- At least 50% of the members are appointed based on their skill set or experience in at least some program/ministry areas, such as Congregational Development, Stewardship, Formation, Volunteer Management, Communications, and Missional outreach. In choosing these members, consultation with the relevant Staff departments is taken into account. Additional members are appointed to ensure representation geographically.
- Term of membership will be for two (2) years and may be renewed for a maximum of three (3) terms consecutively.

### Responsibilities

The Committee is responsible for:

- Providing oversight to Staff departments that create procedures to operationalize strategy & policies, and to ensure efficient and effective use of resources in pursuit of the diocesan mission; and
- Receiving and digesting reports to assess the effective delivery of procedures designed to fulfil policies.

The Committee will also have responsibility for:

- Providing foresight by developing, in conjunction with Staff, a Program Strategy that includes the setting of policies consistent with the needs of the Diocese;
- Planning how programming will move from its current state to its preferred state, and be consistent with the Strategic Plan of the Diocese;

- Creating and communicating sound, clear plans across stakeholders;
- Providing insight by making sense of trends in the Church and the secular world, including environmental and societal shifts as they impact the Church;
- Identifying what things are important, what problems need solving, defining the

questions and catalyzing the necessary conversations; and

- Attempting to marry the emerging trends and programming with the knowledge that clarity will come about in time, and with further insight;
- Providing oversight to the Social Justice and Advocacy Subcommittee, and any other subcommittees which may be established.

## Risk and Governance Committee

### Scope of Activities

The Risk and Governance Committee is a standing committee of Synod Council.

The Committee is established to:

- Assist the Bishop, Synod, and Synod Council in identifying, mitigating, managing and accepting risk and in assessing and ensuring appropriate governance structures of the Diocese is appropriate and is operating effectively.
- Report on the disposition of real property, gifts, requests for grants, trusts, and major alterations to church property, thus fulfilling the statutory requirement for particular fiduciary oversight in certain matters.

### Quorum

[NTD: need input from the Committee on setting the quorum.]

### Accountability

As a standing Committee, the Risk and Governance Committee is accountable to Synod Council.

### Membership

The Risk and Governance Committee consists of:

- the Chancellor;
- the Registrar;
- the Vice Chancellor(s); and
- a maximum of seven (7) members.

### Notes

- Members of the Risk and Governance Committee are appointed annually by Synod Council.
- Members are appointed based on their skill set in risk and/or governance.
- Term of membership will be for two (2) years and may be renewed for a maximum of three (3) terms consecutively.
- The Committee will have two (2) Sub-Committees:
  - o Agenda Committee, and
  - o Nominating Committee.
- The Composition and mandate of these Committees are outlined in The Constitution and Canons of the Diocese of Toronto.

### Responsibilities

The Committee will be responsible for:

- Risk management, (including the acceptance of risk),
- Insurance;
- Diocesan governance;
- Considering and reporting on devises, bequests, gifts or grants for church purposes to be held by the Synod in trust;
- Considering and reporting on applications to purchase, sell, license, lease, or mortgage church property or to incur any financial obligation not expected to be liquidated within one year;
- Considering and reporting on plans and applications for the building of or structural alterations to church property; and
- Considering and reporting on any other matters referred to it by the Synod Council.

## Appendix 3: Recruiting and Electing for Committees

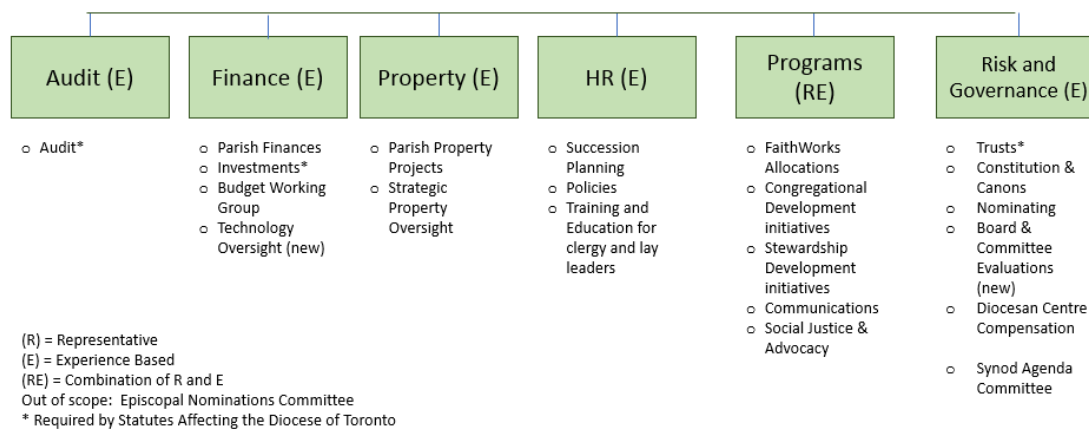
The Nominating Committee, a focus area under the Risk and Governance Committee, will be responsible for preparing the slate of nominees for Committee Chairs and Members.

The duties of the Nominating Committee will include: receiving nominations, reviewing nominations, and preparing the slate of nominees for approval by Synod Council.

# Committees

(focus areas and possible sub-groups)

For Discussion Only



Recruitment will be enhanced by the creation of sub-groups within each area where talent can be spotted and developed. In the short term, people already on committees may be considered. For positions with needed competencies and/or expertise, a communication will be sent advising how to submit nominations. In addition, we will tap into our volunteer corps for areas of expertise and willingness to serve.

## Appendix 4: Communication Plan

This plan will help clergy, laity and staff of the Diocese understand and support the recommendations in the report. This plan includes some steps that are already in the report, and well as new ones suggested by the Diocese's Communication department.

### Tactics & Roll-Out

#### 1. June 2019: Final report to Diocesan Council

- Diocesan Council receives the Working Group's report and Constitution & Canon Committee recommendations;
- Diocesan Council recommends approval to Synod.

**2. June 2019: Work begins on Q&A document**

The Working Group, with advice from the Communications department, writes a Q&A document that summarizes the material and key messages in the report in an accessible, straightforward way.

**3. June 2019: Work begins on graphics for presentations**

The Secretary of Synod contacts graphic artist Anders Carlen, who begins to create engaging graphics for the presentations to Pre-Synod and Synod. The graphics will include the old and new governance structures.

**4. September 2019: Story on the diocese's website, social media and in *The Anglican***

This story, written by the Director of Communications, will touch on all the important aspects of the report, including:

- The recommendations and rationale for the proposed changes.
- The proposed pilot project.
- Comments from the group's chair and the Executive Director.
- A contact person for those who want to learn more.

**5. September 2019: Item in Bulletin Board**

An item will be posted in Bulletin Board, the Diocese's e-newsletter for clergy and lay leaders. The item will link to the story on the website and to the Q&A document.

**6. September 2019: Information on 2019 Regular Synod web page**

Pam Boisvert posts a link to the news story on the 2019 Regular Synod page, along with the Q&A document.

**7. September 2019: Report is included in the Convening Circular**

**8. October 2019: Presentations at area Pre-Synod meetings**

Questions and answers about the recommendations will be posted on the diocese's website as part of our regular reports from the Pre-Synod meetings.

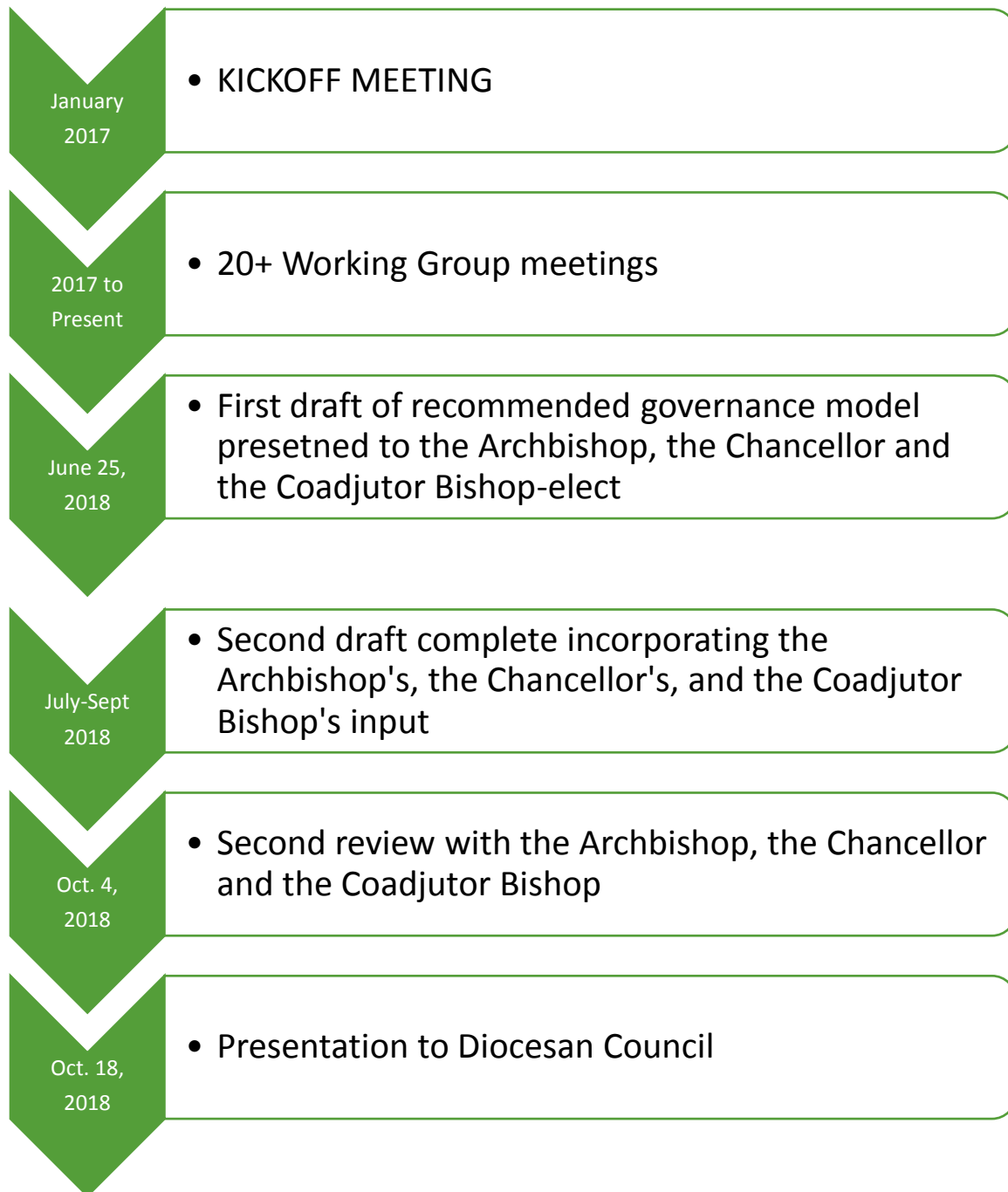
**9. November 2019: Presentation at Synod for approval**

A story on the presentation and the hoped-for approval of the recommendations by Synod will be posted on the diocese's website as part of our regular Synod news roundup.

**10. January – June 2020: Stories on diocese's website and in *The Anglican***

Stories on the launch of the pilot project and updates about its progress will be posted on the website and in *The Anglican*. Stories will be shared on the Diocese's social media channels as appropriate.

## Appendix 5: Timeline



Oct. 24,  
2018

- Presentation to Regional Deans

Nov. 22,  
2018

- Report to Diocesan Council [postponed to January 26, 2019]

Dec.  
2018

- Presentation to ACW President

Late  
2018

- Presentations to York-Scarborough and Trent-Durham Area Councils

Early  
2019

- Presentations to York-Credit Valley and York-Simcoe Area Councils

Jan. 26,  
2019

- Presentation to Diocesan Council

Spring  
2019

- Incorporated Stakeholder feedback [i.e. revisions to proposal in light of feedback]

Spring  
2019

- Finalize Terms of Reference, Develop Communications Plan, Define Implementation Plan

June  
2019

- Final Report to Diocesan Council

June  
2019

- Diocesan Council receives the Report and Recommendations; refers same to the Constitution and Canons Committee

Sept.  
2019

- Constitution and Canons Committee presents Report
- Diocesan Council recommends approval to Synod

Sept.  
2019

- Report is included in the Convening Circular



Oct.  
2019

- Presentations at area Pre-Synod meetings for discussion

Nov. 2019

- Presentation at Synod for approval

Jan. 1,  
2020

- Pilot Phase = January 1, 2020 to the next Regular Session of Synod in 2021