

# **CHRISTIAN REFORMED CHURCH IN NORTH AMERICA**



**COUNCIL OF DELEGATES  
GOVERNANCE HANDBOOK  
2<sup>ND</sup> EDITION**

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## Preface

The second edition of the COD governance handbook implements decisions made by the synod, the Council of Delegates, the Canada Board, and the US Board when the following reports, supplements, and agreements were adopted in 2021 and 2022.

1. The Structural and Leadership Taskforce (SALT) report adopted by the COD in May 2021 and by synod in June 2022.
2. The Ecclesial and Organizational Views supplement to the SALT report adopted by the COD in May 2022 and synod in June 2022.
3. The Ecclesiastical Mandate Letter adopted by the COD regarding the Canada Ministry Organization in May 2022 and synod in June 2022.
4. The CRCNA Joint Ministry Agreement adopted by the Canada and U.S. Ministry Boards in January 2022.
5. The ReFrame Joint Ministry Agreement adopted by the Canada and U.S. Ministry Boards in October 2022

Key changes and edits to the COD governance handbook because of those decisions include:

1. Using an organizational vocabulary that supports the culture of an ecclesial and ministry organization replacing a legal corporate vocabulary.
2. Recognition that there are two governance models in the CRCNA. The COD, as the interim of synod, follows a synodical governance model, and the ministry and institutional boards use an organizational governance model.
3. Changes are made to the COD and the Ministry Board Committee structures to improve role clarity and strengthen oversight of the joint ministry agreements. COD responsibilities associated with organizational *governance and support* are transitioned to the Canada and US Ministry Boards.
4. Three CRCNA offices are defined: Office of General Secretary, Canada Ministry Office, and the US Ministry Office.

Finally, the format of the second edition of the governance handbook was changed to make it more accessible and readable.

## I. Governance & Organizational Vocabulary

The second edition of the governance handbook contains an organizational vocabulary that is aligned with its ecclesial and ministry purposes.

Abbreviations & Terms	Definitions and Explanation
CDN, CA	Two abbreviations for Canada
COD	<p>Council of Delegates. As the synodical interim committee, the Council of Delegates is responsible to provide synodical governance and oversight of the CRCNA Organization. The COD has four membership categories:</p> <ol style="list-style-type: none"> <li>1. Classical members</li> <li>2. At-large members</li> <li>3. Organizational guest members (formerly board guests)</li> <li>4. <i>Ex Officio</i> members</li> </ol>
CRA	The Canadian Revenue Agency, a governmental agency that oversees all registered charities in Canada.
CRC	Christian Reformed Church
CRCNA	Christian Reformed Church in North America
CRCNA Offices	The CRCNA has three leadership offices: Office of General Secretary, Canada Ministry Office, and the US Ministry Office.
CRCNA Organization	A general term used to describe the CRCNA and its synodical, ecclesiastical, ministry, and educational organizations, agencies and partners in Canada and the United States.
Educational Boards	The Boards of Trustees of Calvin University and Calvin Theological Seminary
Educational Institutions	The CRCNA has two synodically mandated educational institutions: Calvin University and Calvin Theological Seminary.
Fiduciary duties	<p>Members that serve on the COD, ministry, and/or educational boards are legally responsible to fulfill three fiduciary duties:</p> <ol style="list-style-type: none"> <li>1. <i>Duty of care</i>: COD &amp; board members meet the duty of care by exercising their responsibilities in good faith and with diligence, attention, care, and skill.</li> <li>2. <i>Duty of loyalty</i>: COD &amp; board members meet the duty of loyalty by exercising their power in the interests of the organization and not in their own interests or the interests of another entity, particularly with which they may have a formal relationship. Members should avoid the use of organizational opportunities for personal gain.</li> <li>3. <i>Duty of obedience</i>: COD &amp; board members meet the duty of obedience by carrying out the purposes and mission of the nonprofit organization; complying with federal and state law applicable to nonprofits and registered charities; doing required filings; adhering to the organization's governing documents, articles of incorporation, and bylaws; and remaining guardians of the organization's mission.</li> </ol>

Abbreviations & Terms	Definitions and Explanation
<b>IRS</b>	The Internal Revenue Service, a US governmental agency that oversees all tax-exempt 501(c)(3) organizations in the U.S.
<b>Joint Agreements</b>	<p>The use of joint agreements was initiated in response to the SALT report recommendation to expand the use of joint ministry agreements to accomplish four key organizational responsibilities:</p> <ol style="list-style-type: none"> <li>1. Clarify ecclesiastical, ecumenical, and synodical responsibilities between countries, agencies, and institutions.</li> <li>2. Clarify the governance responsibilities and interrelationships between boards of directors, trustees, and advisers in Canada and the United States.</li> <li>3. Clarify the administrative responsibilities between countries, agencies, and institutions. This includes oversight and supervision, human resources and staff development, budgets, and finance, and so on.</li> <li>4. Clarify ministry responsibilities between countries, agencies, and institutions.</li> </ol> <p>The Office of General Secretary brings together ministry leaders and partners to develop the agreements as well as develop the structures and processes needed to manage the agreements once they are approved.</p>
<b>JMA</b>	Joint Ministry Agreements. The CRCNA joint ministry agreement and the ReFrame joint ministry agreement were approved in 2022 by the Canada Ministry Board and the US Ministry Board.
<b>Ministry Agencies</b>	The CRCNA has four synodically mandated ministry agencies: Thrive, ReFrame Ministries, Resonate Global Mission, and World Renew
<b>Ministry Boards</b>	The CRCNA ministry boards include the Canada Ministry Board, US Ministry Board, ReFrame Ministry Boards, and the World Renew Ministry Boards
<b>Ministry Organization</b>	The CRCNA ministry organization has two ministry organizations: the Canada Ministry Organization and the US Ministry Organization
<b>Ministry Office</b>	The CRCNA Ministry Offices provide administrative and ministry oversight and support services that build a culture of cooperation, collaboration, and effectiveness with ministry organizations, agencies, and partners as they serve CRC congregations in Canada and the US.
<b>Ministry Partners</b>	Ministry Partners Include individuals, experts, task forces, and committees that further the mission and work of the CRCNA Organization.
<b>Ministry Plan</b>	The CRCNA Ministry Plan adopted by synod is entitled <i>Our Journey</i> . A key feature of the Plan are its milestones which are designed to guide and unify the mission and ministry of the CRCNA.
<b>Organizational Guests</b>	World Renew, Calvin University, and Calvin Theological Seminary are each asked to provide two Organizational Guests to attend COD meetings and participate in the Connections Committee.

Abbreviations & Terms	Definitions and Explanation
<b>Process management</b>	Refers to aligning processes with the organization's strategic goals, designing, and implementing process architecture, establishing process measurement systems that align with the organization's goals, and educating organizing leaders to manage processes effectively.
<b>Office of General Secretary</b>	As the CRCNA synodical office, the Office of General Secretary provides ecclesiastical and organizational leadership and support that promotes a culture of cooperation, collaboration, and partnership in the CRCNA organization.
<b>Organizational Governance</b>	<p>The responsibility for <i>organizational governance</i> is delegated to the CRCNA Ministry and Educational organizations located in Canada and the U.S. This scope of this delegation was codified in the CRCNA and ReFrame joint ministry agreements adopted in 2022.</p> <p>Organizational governance includes the following responsibilities:</p> <ol style="list-style-type: none"> <li>1. Set and ensure organizational direction: mission, vision, and strategy.</li> <li>2. Ensure adequate resources: board and executive leadership, finances and facilities, human resources, and reputation.</li> <li>3. Oversee the health of the organization: mission effectiveness, organizational effectiveness, governance effectiveness, and compliance and accountability.</li> </ol>
<b>SALT</b>	The Structure and Leadership Taskforce (SALT) produced a report for the COD in 2021. This report was accepted by synod in 2022.
<b>Synodical Governance</b>	<p>As outlined in Church Order and detailed in the COD governance handbook, the COD provides <i>synodical governance</i> and oversight of the CRCNA synodical, ministry and educational organizations. The scope of synodical governance includes the following ecclesial tasks:</p> <ol style="list-style-type: none"> <li>1. Synodical mandates and decisions of synod: Ensure the respective ministry and educational organizations are living into its synodical mandates and other directives by synod.</li> <li>2. Mission, vision, values: Ensure the ministry and educational organization's mission, vision, and value statements are aligned with synodical mandates and other directives.</li> <li>3. Ministry plan, strategy and goals: Ensure the ministry and educational organization's ministry strategy and goals plans and goals are aligned with the CRCNA ministry plan.</li> <li>4. Leadership: Ensure the selection, support, and succession of governance, organizational, and ministry leadership.</li> <li>5. Annual report to synod: Provide an annual report to synod.</li> </ol>
<b>U.S., USA</b>	Two abbreviations for United States of America

## **II. CRCNA Vision & Mission**

### *A. Our Vision*

The Christian Reformed Church is a diverse family of healthy congregations, assemblies, and ministries expressing the good news of God's kingdom that transforms lives and communities worldwide.

### *B. Our Mission*

As people called by God,

We gather to praise God, listen to him, and respond.

We nurture each other in faith and obedience to Christ.

We love and care for one another as God's people.

We commit ourselves to serve and to tell others about Jesus.

We pursue God's justice and peace in every area of life.

## **III. CRCNA Ministry Plan**

### *A. Milestones*

In our journey with God, with each other, with our neighbors, and for mission, we desire to be congregations/communities that:

1. Cultivate practices of prayer and spiritual discipline, transforming our lives and communities by the power of the Holy Spirit.
2. Listen to the voices of every generation, shaping us for ministry together.
3. Grow in diversity and unity by seeking justice, reconciliation, and welcome, sharing our faith as we build relationships with and honor the cultures of our neighbors and newcomers.
4. Share the gospel, live it missionally, and plant new churches in our neighborhoods as we discover how to connect with our local and global ministry contexts.



## Introduction

The purpose of the governance handbook is to be a resource for the members of the Council of Delegates (COD) as it fulfills its synodical mandate to serve in the *interim of the CRCNA synod*.

“Synod shall regulate the work of denominational ministries by way of the Governance Handbook and decisions of the Council of Delegates of the CRCNA” (Church Order Art. 77).

This governance handbook is a living document. There are sections in this document that are still being developed. However, the structures outlined here have been approved by Synod 2023.

### I. Mandate & Purpose

The mandate of the COD comes from its *relationship to synod*. The COD mandate and its authority as an ecclesiastical body has two dimensions. The first is when the COD *acts on behalf of synod* when synod is not in session, and the second is when the COD *acts on matters assigned to it by synod*.

1. Acting on behalf of synod. Church Order Article 33-b:

“... Synod shall appoint the [Council of Delegates] to act for them in matters which cannot await action by [synod itself and to] ... submit all their actions to the next meeting of [synod] ... for approval.”

2. Matters assigned to the COD. The COD “deals with such matters as have been assigned to it by synod as a board of directors. In that capacity the [COD] is synod’s servant to oversee the corporate and ministry functions of the denomination<sup>1</sup>” —both in terms of the direct scope assigned to the COD and the complete scope of synod.
3. The Council of Delegates has the authority to revise and update the COD handbook and associated policies as it seeks to carry out its *synodical governance* responsibilities. Significant changes to the COD handbook will be proposed to synod for ratification or adoption.

### II. Synodical Governance

As an ecclesiastical body, the Council of Delegates provides *synodical governance* by means of the authority delegated to it by synod and its synodically-elected membership. Synod 2015 approved the formation of the Council of Delegates when it adopted recommendations presented by the Task Force Reviewing Structure and Culture. Synod 2022 affirmed that the role of the COD is to provide *synodical governance* when it accepted the Structure and Leadership Taskforce (SALT) report.

### III. Organizational Governance

The responsibility for *organizational governance* is delegated to the CRCNA ministry and educational organizations located in Canada and the U.S. This delegation was an important part of the work of the Task Force Reviewing

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<sup>1</sup> *Manual of Christian Reformed Church Government: 2019 Revision* (Grand Rapids, Mich.: Christian Reformed Church of North America, 2019), p. 141.

Structure and Culture in 2014 (Agenda for Synod 2015 pp. 375-376), affirmed in by the Structure and Leadership Task Force in 2022, and codified in the joint ministry agreements adopted in 2022 (CRCNA JMA and Re-Frame JMA).

#### **IV. Synodical Governance and CRCNA Organizations**

The COD's *synodical governance and oversight* responsibilities of CRCNA synodical, ministry and educational organizations includes the following ecclesial tasks:

- 1. Synodical Mandates and Decisions of Synod:** Ensure the respective ministry and educational organizations are living into its synodical mandates and other directives by synod. Regularly review the mandates to ensure they are current and beneficial to the churches.
- 2. Mission, Vision, Values:** Ensure the ministry and educational organizations' mission, vision, and value statements are aligned with synodical mandates and other directives.
- 3. Ministry Plan, Strategy, and Goals:** Ensure the ministry and educational organizations' ministry strategy and plans and goals are aligned with the CRCNA ministry plan and milestones. Particular attention is given to the use of joint agreements between administrative, ministry and educational programs and activities that promote collaboration, co-operation, and partnership.
- 4. Leadership:** Ensure the selection, support, and succession of governance and organizational leadership as outlined in COD policy and organizational bylaws.
- 5. Annual Report to synod:** Provide an annual report to synod that addresses the following topics:
  - a. Organizational governance – As outlined in the organization's by-laws such as board appointments, bylaw changes, and other significant board matters.
  - b. Mandate & mission – How the organization is fulfilling its mandate and mission.
  - c. Ministry plan & ministry goals – How the organization is aligned with the ministry plan and its milestones.
  - d. Leadership – Leadership plans and changes in leadership structure.
  - e. Financial – An annual financial overview including a balance sheet, revenue and expenses, and advancement activities.

#### **V. CRCNA Organizations**

The COD's *synodical governance and oversight* responsibilities include the following CRCNA Organizations:

- 1. CRCNA Synodical Organization:** The synodical organization was authorized by Synod 2022. When incorporated, the Office of General

Secretary and its associated synodical functions will transition from its current location within the US Ministry Organization.

2. *Ministry Organizations:*

- a. Canada Ministry Organization: The Canada Ministry Organization is organizationally governed by the Canada Ministry Board. This organization oversees the Canada Ministry Office, and jointly oversees with the US Ministry Organization, Thrive and Resonate Global Mission.
- b. US Ministry Organization: The US Ministry Organization is organizationally governed by the US Ministry Board. This organization oversees the US Ministry Office, and jointly oversees with the Canada Ministry Organization, Thrive and Resonate Global Mission.
- c. ReFrame Ministries: ReFrame Ministries is organizationally governed by the ReFrame Ministries Canada Board and ReFrame Ministries US Board. The membership of the Canada and US Re-frame Boards is the same as the membership of the Canada and US Ministry Organization boards.
- d. World Renew: World Renew is organizationally governed by the World Renew Canada Board and the World Renew US Board.

3. *Educational Institutions:*

- a. Calvin University: Calvin University is organizationally governed by the Calvin University Board of Trustees.
- b. Calvin Theological Seminary: Calvin Theological Seminary is organizationally governed by the Calvin Theological Seminary Board of Trustees.

## **VI. CRCNA Offices**

There is a differentiation between the roles of governance and management. The COD as well as the CRCNA Ministry and Educational Boards have the authority and responsibility to govern, set direction, and provide oversight. The COD provides *synodical governance and support*, and the ministry and educational boards provide *organizational governance and support*. The CRCNA leaders are responsible for the day-to-day operations of the CRCNA organization as established in synodical and/or organizational governance policies. Leaders implement the CRCNA Ministry Plan by establishing strategy and ministry goals, and resource budgets. Leaders use *policy and procedures, standards, strategies, goals, and/or guidelines* to ensure clarity, consistency, and coherence through the CRCNA organization.

The CRCNA has three leadership offices that lead, manage, and provide oversight of the CRCNA organization in Canada and the US:

1. **Office of General Secretary:** The Office of General Secretary provides ecclesiastical and organizational leadership and support in

Canada and the United States that promotes a culture of cooperation, collaboration, and partnership throughout the CRCNA organization.

2. **Canada Ministry Office:** The Canada Ministry Office provides administrative and ministry oversight and support services that build a culture of cooperation, collaboration, and effectiveness with ministry organizations, agencies, and partners as they serve CRC congregations in Canada.
3. **United States Ministry Office:** provides administrative and ministry oversight and support services that build a culture of cooperation, collaboration, and effectiveness with ministry organizations, agencies, and partners as they serve CRC congregations in the US.

## **Chapter 1: Council of Delegates**

### **I. Meetings**

The COD shall meet as needed to conduct its business but not fewer than two (2) times per year. Ordinarily, the COD meets in February, May, and October of each year. Meetings may be held virtually or in-person.

The COD is a deliberative body; the body requires the deliberation and conversation of members present. While a member serves as a representative of a classis or the church at-large, he or she is not acting solely on behalf of the classis in voting or reporting. As a body, members are engaged in Spirit-led conversation, discussion, and deliberation. This involves all members asking questions, reflecting on the conversation, and prayerfully arriving at decisions together as a body.

### **II. Rules of Order**

Ordinarily, the COD shall rely upon parliamentary procedures adopted by synod as found in the Rules for Synodical Procedure, section VIII, in conducting its business; however, adopted self-imposed procedure rules shall supersede the synodical rules. Such procedural rules can be found throughout this handbook.

### **III. COD Agenda**

The Executive Committee prepares the agendas for COD meetings in advance of the meetings. The agenda provides the scope and sequence for the business conducted at each COD meeting. The agendas generally include matters and recommendations from the COD committees, the Canada and U.S. ministry boards, and a “call for agenda items” from COD members.

Normally matters are added to the agenda only by the concurrence of the COD at the start of a meeting as the agenda is approved. Motions and recommendations normally come through the work of committees and the ministry boards and not from the floor.

COD agendas, including all attachments, reports, and other supporting documentation, are not public until specific matters are adopted by the COD and then included in the COD minutes. Similarly, ministry board decisions are not public until included in the respective minutes and reported to the COD.

### **IV. Minutes**

COD minutes are distributed as soon as available to COD members for review, comment, and/or correction. If no response is received after one week (or if a response is received and appropriate editing has been completed), the minutes shall be deemed to be approved and distributed to CRCNA ministry and educational board leadership. A similar protocol for approval and distribution of the minutes are used by the ministry and educational boards.

Minutes (and any attachments or accompanying material) of the COD in plenary sessions and of ministry board meetings are considered public (i.e., available to the public) unless the appropriate body and/or the Office of General Secretary determines them confidential.

Minutes and any attachments or accompanying material of COD committees are not official until received formally by the COD at which time they, too, become public unless the body and/or the Office of General Secretary determines them confidential.

When the COD, ministry and organizational boards, and committees meet virtually the meetings will be recorded (See Policy 2.4 Recordings of Meetings).

Decisions of the COD of broad interest are distributed publicly by way of the "COD Highlights."

## **V. Committees**

Normally committees meet during or just prior to the time when the COD is convened, providing their minutes and recommendations to the COD in as timely a manner as possible. COD committee reports and minutes are not considered public until after the COD has addressed and acted on the report or minutes.

## **VI. Ministry Boards**

The Canada and US Ministry Boards normally meet prior to or during the time when the COD is convened, and in accordance with regulations in Canada, the Canada board holds a fourth meeting during the year, each providing their minutes and recommendations to the COD in as timely a manner as possible. Likewise, ministry boards consider and/or approve actions of the COD at the conclusion of the COD or at the next meeting of the ministry boards following the COD meeting.

## **VII. Executive Sessions**

The COD and ministry boards will normally conduct its meetings in open session. When meetings are open, representatives of the press are welcome to observe the proceedings of the meetings. Meetings of committees of the COD are not open meetings.

Upon the request of any member of the COD or ministry board director, or by declaration of the chairperson, the COD, or its ministry boards, may enter executive session. Board guests are excused when the COD, or its ministry boards, enter executive session. Minutes of executive session remain confidential, except for any part of the decision (or wording) the body may approve for inclusion in the public set of minutes.

There are two types of executive sessions:

1. *Executive session* means that (a) the COD will meet with the general secretary and chief administrative officer present and any staff that is deemed would be helpful (b) the ministry board will meet with its executive leader and any staff they deemed would be helpful. Normally,

an executive session is included as part of each COD or ministry board meeting.

2. *Strict executive session* means that the (a) the COD will meet without the General Secretary, Chief Administrative Officer, or other staff present; (b) the ministry board will meet without its executive leader or other staff present. Normally, strict executive session is only called to address matters involving the general secretary, chief administrative officer (for COD) or executive leader (for ministry boards).

### **VIII. Voting Guidelines**

When announcing the results of a vote, the following guidelines are to be followed:

- *Virtual Meeting*. The chair announces at the beginning of the meeting that, in the interest of time, matters for information will be ruled by the chair. Electronic voting is used for recommendations that generate discussion or are of significance. Normally the chair only announces the voting results—whether the motion passed or is defeated. Immediately following this announcement, a member may request that the vote counts be announced. As a reminder, the decision of the COD as a deliberative body is binding on all its members—supported by the full body (the exception being members who register a negative vote or a positive vote in the case when the body defeats a motion).
- *In-person meeting*. It has been the custom for the chair to ask for a voice vote for all matters on the COD agenda unless judged by the chair that an electronic vote is needed for a particular matter (if potential for the vote to be close or is too close to call after the voice vote) or if specifically requested by a member of the COD. Normally, the chair only announces the voting results—whether the motion passed or is defeated. Immediately following this announcement, a delegate may request that the vote counts also be announced. As a reminder, the decision of the COD as a deliberative body is binding on all its members—supported by the full body (the exception being delegates who register a negative vote or a positive vote in the case when the body defeats a motion).

### **IX. Staff Attendance**

The following leadership staff are invited to attend COD meetings while they meet in regular session:

1. Ministry Organizations:
  - a. Executive Director of the Canada Ministry Organization
  - b. Executive Leader of the U.S. Ministry Organization
2. Ministry Agencies:
  - a. Directors of Thrive
  - b. Director of ReFrame Ministries

- c. Director of Resonate Global Mission
  - d. Co-directors of World Renew
- 3. Office of General Secretary Staff:
  - a. Director of Communications and Marketing
  - b. Director of Ecclesiastical Governance
  - c. Coordinator of Synodical Operations
- 4. Educational Institutions:
  - a. President of Calvin Theological Seminary
  - b. President of Calvin University

#### **X. COD Officers**

Each year the Council of Delegates elects four of its members to serve as the COD officers. Officers serve a one-year term beginning July 1 and are eligible to serve six terms. In the spring of each year, following the election of the Canada and US Ministry Board officers, the election of COD officers shall be conducted by ballot. A majority vote (50% + 1) is required for an election. In the case where no candidate receives a majority, the top two vote getters will have a runoff election.

The four elected COD officer positions include:

1. ***Chairperson.*** The chairperson shall conduct the meetings of the COD. The chairperson is a member of and chairs the COD Executive Committee (but serves on no other COD committee). The chairperson serves as the president of either the Canada Ministry Board or U.S. Ministry Board. The chairperson attends synod as a representative of the COD.
2. ***Vice-chairperson.*** The vice-chairperson shall serve as chair when the chairperson is absent or when the chairperson temporarily steps out of the chair role to join in discussion/deliberation. The vice-chairperson is a member of the COD Executive Committee. The vice-chairperson serves as the president of either the Canada Ministry Board or the U.S. Ministry Board. The vice-chairperson attends synod as a representative of the COD.
3. ***Secretary.*** The secretary shall be responsible for recording the actions of the COD in official meetings. The secretary may delegate all or some portion of the duties of secretary to a staff member. The secretary is a member of the Executive Committee and is chair of the Governance Committee.
4. ***Treasurer.*** The treasurer shall be responsible for the portion of the COD's agenda dealing with financial matters. The treasurer may delegate all or some of the duties of treasurer to a staff member. The treasurer is a member of the Executive Committee and chairs the Finance Committee.



## XI. Office of General Secretary:

1. *General Secretary.* The General Secretary serves as the chief ecclesiastical officer of the CRCNA and is an *ex officio* member of the COD with privilege of the floor at all meetings. The General Secretary serves as an *ex officio* non-voting member of the COD Executive Committee, all COD committees and task forces. The General Secretary attends synod with privilege of the floor as a representative of the Office of General Secretary and a member of the COD. The Office of General Secretary supports the work of the COD and synod.
2. *Chief Administrative Officer.* The Chief Administrative Officer is an *ex officio* member of the COD with privilege of the floor at all meetings. The Chief Administrative Officer serves as an *ex officio* non-voting member of the COD Executive Committee, all COD committees and task forces. The Chief Administrative Officer attends synod as a representative of the Office of General Secretary. The Chief Administrative Officer supports the work of the COD and synod.

## XII. Membership

The Council of Delegates has four membership categories: classical members, at-large members, organizational guest members, and *ex officio* members.

### 1. Classical Members

Each classis in the CRCNA, with the assistance of the COD Governance Committee, nominates a person to serve on the Council of Delegates. Classis nominees are approved by the COD and appointed by synod to a three-year term as a voting member of the COD. Classical members are eligible for reappointment to a successive three-year term.

- 11 Canada classes: 11 members
- 37 U.S. classes: 37 members
- 1 binational classis (Lake Superior): 1 member
- **Total number of classical members: 49 members**

### 2. At-Large Members

The COD Governance Committee, with the assistance of the appropriate Ministry Board and the COD, develops a slate of at-large nominees to serve on the Council of Delegates. When the slate of at-large nominees is approved by the COD, it will be forwarded to synod for appointment. At-large members serve a three-year term as a voting member of the COD. At-large members are eligible for reappointment to a successive three-year term.

The total number of at-large appointments shall range between 2 to 10 members.

- Canada at-large members 6 members
- U.S. at-large members 1 member
- **Total number of at-large members 7 members**

### 3. Organizational Guests

Calvin Theological Seminary, Calvin University, and World Renew report to synod and are governed by boards that are legally separate from the CRCNA US and Canada<sup>2</sup>, yet are a part of the CRCNA organization. Because of this relationship, each is asked to appoint two members from their boards to serve as organizational guest members on the Council of Delegates. Organizational guest members are appointed to one-year renewable terms as non-voting members on the Council of Delegates.

- Calvin Theological Seminary      2 members (1 Canada and 1 US)
- Calvin University                      2 members
- World Renew                              2 members (1 Canada and 1 US)
- **Total number of guest members   6 members**

Organizational guest membership is an integral part of a reciprocal board guest program designed to continue and enhance the *connections* between the COD and Calvin Theological Seminary, Calvin University, and World Renew. See COD Governance Policy 2.1: Organizational Guest Member policy for more information.

### 4. Ex officio members

The General Secretary and the chief Administrative Officer serve as *ex officio* non-voting members of the Council of Delegates and all the COD Committees.

### 5. Members Unable to Finish a Term

If a classical or at-large member is unable to finish a term, the COD Governance Committee will identify an interim member in collaboration with classis or, in the case of an at-large member, with the appropriate Ministry Board. The COD will appoint the interim member to serve with the privilege of a vote, until synod elects a new member to fill out the term.

### 6. Membership Matrix

Membership Type	Membership	CDN	US	Notes
<b>Voting Members</b>				
1. Classical Members	49	11+1	37	Classis Lake Superior is a binational classis, and the member could be from Canada or US.
2. At-Large Members	7	6	1	

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<sup>2</sup> The report of the Task Force Reviewing Structure and Culture also claims, “while there would be a continuation of separate boards [for CU, CTS, and WR], we anticipate that the Council of Delegates would continue and enhance connections with these ministries” (p. 376). For example, the 2022 Council of Delegates handbook states, “Further, Calvin University, Calvin Theological Seminary, and World Renew communicate to synod through the COD. Additionally, changes they approve to their mandates, constitutions, and/or bylaws require presentation by the COD as recommendations to synod” (p. 9).

Membership Type	Membership	CDN	US	Notes
Total Voting Members	56	18	38	
Non-Voting Members				
3. Organizational Guest Members	6	3	3	<ul style="list-style-type: none"> <li>• Calvin Theological Seminary</li> <li>• Calvin University</li> <li>• World Renew</li> </ul>
4. Ex Officio Members	2	-	-	<ul style="list-style-type: none"> <li>• General Secretary</li> <li>• Chief Administrative Officer</li> </ul>
Total Non-Voting Members	8	3	3	
Total COD Membership	64	21	41	

### XIII. Member Job Description

#### 1. Member Qualifications

1. Be a member in good standing of a Christian Reformed Church, if nominated by a classis, the church must be located within the nominating classis.
2. Confirm agreement with the following COD Membership Policies before being recommended by classis for the COD or, in the case of at-large members, before the COD and its committees vote on membership.
  - a. COD Statement of Agreement with the Beliefs of the CRCNA.
  - b. COD Code of Conduct for members
  - c. Conflict-of-Interest Policy
2. Not employed as a CRCNA staff member.

#### 2. Duties and Responsibilities

1. Fulfill the three fiduciary duties of a COD member.
  - a. Duty of care: exercise responsibilities in good faith and with diligence, care, and skill.
  - b. Duty of loyalty: exercise responsibilities in the interests of the CRCNA
  - c. Duty of obedience: carry out the mission and purposes of the CRCNA, comply with applicable federal, state, and/or provincial laws, adhere to the COD governance handbook.
2. Fulfill the synodical governance duties as described in the COD governance handbook.
3. Attend all COD meetings and serve on assigned committees.
  - a. Contribute to and review the agenda and materials prior to meetings.

- b. Seriously consider serving in a COD leadership role if requested or nominated.
  - c. Attend special functions and events as appropriate.
- 4. Promote ecclesiastic partnership within the CRCNA.
  - a. As a classical member, attend classis meetings, listen to the concerns and desires of the classis and provide updates to the classis, help facilitate the classis nomination process.
  - b. As a guest member, promote the organizational partnership and connection between Calvin Theological Seminary, Calvin University, or World Renew and the CRCNA.
  - c. As a member of the Canada or U.S. Ministry Board, attend respective ministry board and committee meetings, serve as the key link between the ministry board and classis, listen to the concerns and expectations of classis and provide updates on the work of ministry agencies and educational institutions.
- 5. Learn about, and become familiar with, the work of the ministry boards, ministry agencies, and educational institutions.
- 6. Pray for the CRCNA, its leaders, agencies, and ministries, and challenge others to pray as well; give to the work of the CRCNA according to how God has blessed, and challenge God's people also to give; support and encourage the personnel with words of appreciation.

## **Chapter 2: COD Committees**

### **I. Introduction to Committees**

The Council of Delegates has four types of committees:

1. General committees

2. Ministry committees

The ministry committees each represent one of three CRCNA ministry agencies: Thrive, ReFrame, Resonate.

3. Connections committee

The Connections Committee connects with the two educational institutions of the CRCNA (Calvin Theological Seminary, Calvin University) and World Renew (a ministry agency of the Christian Reformed Church).

4. Advisory committees: *The Banner* Advisory Committee, Bible Translations Committee, and The Dignity Team

### **II. General Committee Procedures**

1. The purpose and tasks of each COD committee is outlined in its committee charter. Charters are considered dynamic documents that may be edited and modified by the committee. When the COD approves the committee recommendations, the changes are made to the governance handbook.

2. Meetings of COD committees are not open meetings.

3. The Governance Committee coordinates and monitors committee assignments.

4. COD members are assigned to committees, seeking to address gifts and passions as well as each member's preference.

5. The chairs of the Canada and US Ministry board committees are assigned to similar COD committees to build alignment, connection, and partnership. For example, the chairs of the Canada and the US Governance Committees shall serve on the COD Governance Committee.

6. The following are general committees: Executive Committee, Governance Committee, Finance Committee, Synodical Services Committee

### **III. Organizational Guest Members Committee Procedures**

1. Guest members are assigned to the Connections Committee.

2. It is understood that guest members do not speak formally for the board they represent.

3. Guest members are not included in executive or strict executive sessions of the COD.

4. Guest members have the privilege of participating in the committee and plenary meetings but do not vote.

5. See the Organizational Guest Member Policy 2.1 for more information.

#### IV. Non-COD Committee Members Procedures

1. Nominations of non-COD members shall be coordinated by the Governance Committee. When Committees desire to include non-COD members seats, the committee makes a recommendation to the Governance Committee, specifying the qualities and gifts of those intended for the seats.
2. Non-COD members may serve on COD committees for a term of three (3) years, eligible for reappointment to a second term.
3. Non-COD members are CRC members in good standing. Non-COD members will be required to sign the Statement of Agreement with Beliefs of the CRCNA, the Code of Conduct, and the Conflict of Interest.
4. Non-COD members who participate in the work of the committee have the privilege of voting in their committees. Exceptions are noted in Committee Charters.
5. Expenses for non-COD committee members attending committee meetings is outlined in COD Governance Policy 2.1.

#### V. Committee Membership Matrix

Committee Type	Committee Membership	Minimum Binational Representation		Guest Members	Non-COD Members	Notes
		CDN	US			
<b>Standing Committees</b>						
<i>Executive</i>	6	3	3	-	N	- 50/50 balance between CDN & US - Chairs of CDN and US Boards Executive Committee
<i>Governance</i>	4	1	1	-	N	- Chairs of CDN and US Boards Governance Committee
<i>Finance</i>	4	1	1	-	Y	- Chairs of CDN and US Boards Finance Committee
<i>Synodical Services</i>	6	3	3	-	N	- Ordinarily 50/50 balance between CDN & US
<b>Ministry Committees</b>						
<i>Thrive</i>	6	2	2		Y	- Up to 2 Non-COD members can be appointed. - Chairs of CDN and US Boards CM Committee
<i>Resonate Global Mission</i>	6	2	2		Y	- Up to 2 Non-COD members can be appointed. - Chairs of CDN and US Boards Resonate Committee

Committee Type	Committee Membership	Minimum Binational Representation		Guest Members	Non-COD Members	Notes
		CDN	US			
<i>ReFrame Ministries</i>	6	2	2		Y	- Up to 2 non-COD members can be appointed. - Chairs of CDN and US Boards ReFrame Committee
<b>Connections Committee</b>						
<i>Calvin University, Calvin Theological Seminary, World Renew</i>	10	2	2	6	-	- 6 Organizational Guest members - 4 COD members
<b>Total Needed</b>	<b>42</b>	<b>16</b>	<b>16</b>	<b>6</b>	-	- Unduplicated count - Treasurer, secretary serve as chairs of the Finance and Governance Committee.
<b>Total Available</b>	<b>64</b>	<b>11(12 w/ LS) + at large</b>	<b>38(39 w/ LS) + at large</b>			- Unduplicated count - Does not include Ex Officio members. - Canada and US numbers each include 3 guest members

## VI. General Committee Charters

### A. Executive Committee Charter

#### 1. Purpose:

- a. To conduct the business and affairs of the COD or in the interim of COD meetings or in situations where a regular meeting of the COD would be impractical or impossible.
- b. To conduct certain duties and responsibilities delegated by the COD and outlined in this charter.
- c. To serve as the operating board of the CRCNA synodical organization.
- d. To provide counsel and advice to the Office of General Secretary.

#### 2. Membership:

- a. Executive Committee membership is balanced between Canada and the U.S.
- b. The membership includes the following COD members:
  - Chair: same as the chairperson of the COD
  - Vice Chair: same as vice-chairperson of the COD
  - Treasurer: same as the treasurer of the COD and serves as chair of the Finance Committee
  - Secretary: same as the secretary of the COD and serves as chair of the Governance Committee
  - General member: serves as chair of the Synodical Services Committee
  - General member: serves as an at-large-member of the Executive Committee
- c. Executive Committee members are elected to one- year terms and can be re-elected to multiple terms.
- d. If the current membership of the Executive Committee is expanded, it shall be expanded by 2 allowing one member from Canada and one from the US.
- e. The General Secretary and the Chief Administrative Officer are *ex officio*, non-voting members of the Executive Committee. The Director of Ecclesiastical Governance serves as staff to the Executive Committee.

#### 3. Tasks & Responsibilities:

The Executive Committee serves as a general committee for the COD and as the operating board for the CRCNA synodical organization. In both roles, the Executive Committee has the authority to:

- a. Transact all regular business of the COD in the interim of COD meetings, subject to any prior limitations imposed by the COD or by statute. The Executive Committee may decide issues that cannot be deferred until the next meeting of the COD. All actions of the Executive Committee



- are subject to approval of ratification of the COD at its subsequent meeting.
- b. Develop and propose to the COD the Annual COD Agenda which includes goals and priorities.
  - c. Develop the agenda for each COD meeting. After issuing a call to COD members for agenda items, the Chair and General Secretary (with the support of the Director of Ecclesiastical Governance) jointly develop a draft agenda to be reviewed by the Executive Committee.
  - d. Serve as the adjudication body when decisions of the Canada and U.S. Ministry Organizations require coordination at the request of the Office of General Secretary, Canada Ministry Office, and/or the U.S. Office.
  - e. Process any requests for exceptions to the COD Statement of Agreement according to the approved procedure, and to respond to any concerns raised by COD members regarding the COD Statement of Agreement, Conflict of Interest or Code of Conduct.
  - f. Provide clarification to any potential COD members as part of the COD member nomination process regarding concerns or questions connected to the COD Statement of Agreement, the Conflict of Interest Policy, or Code of Conduct.
  - g. Oversee the performance of the General Secretary and conduct regular performance reviews in accordance with policy. Be appraised of performance reviews of other key leaders in accordance with policy.
  - h. Oversee the compensation program for the General Secretary and all key leaders in accordance with policy.
  - i. Oversee the leadership succession, including emergency succession, of the General Secretary, Chief administrative Officer, and other key leaders in accordance with policy.
  - j. Provide counsel and advice to the Office of General Secretary.

#### 4. Minutes & Reports:

Minutes and any attachments of the Executive Committee are not official until they are formally received by the COD. The COD may rule that some or all the minutes formally received are confidential and therefore not made public.

#### 5. Committee Procedures:

- a. Meetings: The Executive Committee meetings are set by the chairperson. The committee typically meets 8 times per year.
- b. Annual agenda: The Executive Committee develops an annual agenda outlining the meeting schedule and the work that needs to be accomplished. The annual agenda shall align, as much as possible with the annual COD agenda.

- c. Consent agenda: The Executive Committee uses a consent agenda to manage appropriate items that require the review and oversight of the Executive Committee.
- d. Delegation: The Executive Committee may make assignments to other general and ministry committees.
- e. Ad hoc sub-committees: The Executive Committee may establish such ad hoc sub-committees to perform specific responsibilities through such sub-committees. The ad hoc sub-committees will meet for a limited duration and disband when the task is accomplished.
- f. Quorum: A majority of the Committee members present and voting shall constitute a quorum.

#### 6. Oversight:

COD Board Policy Oversight: The Executive Committee oversees the following COD policies:

- a. [COD Statement of Beliefs Policy](#)
- b. [Code of Conduct for COD Members](#)
- c. [Staff Right to Comment Policy](#)
- d. [Recording of Meetings: Obligation to Inform](#)
- f. [Conflict of Interest](#)
- g. Personal Reservations Procedure
- h. [Church Membership and Confessional Conformity for Personnel](#)

#### 7. Leadership & Support:

The General Secretary and the Chief Administrative Officer shall support this committee in a non-voting, *ex officio* capacity. The Director of Ecclesiastical Governance supports this committee in a staff capacity.

#### 8. Review:

The Executive Committee charter is intended to be a dynamic document. As such, the charter should be reviewed and updated on a regular basis by the committee. In consultation with the Governance Committee, recommended changes can be made to the COD and, as appropriate, the respective Canada and US Ministry Boards, for review and approval.

## *B. Governance Committee Charter*

### 1. Purpose:

The Governance Committee is tasked with enhancing the governance capacity and effectiveness of the Council of Delegates and its committees.

### 2. Membership:

- a. The Governance Committee shall include at least four members from the COD.
- b. The chairs of the Governance Committee from the Canada Ministry Board and the US Ministry Board shall be on this committee.
- c. Non-COD members are not eligible to serve on this committee.

### 3. Chairperson:

- a. The secretary of the COD shall serve as the chairperson of the Governance Committee.
- b. The vice chair shall be elected by the committee members.
- c. The chair and vice chair shall represent Canada and the U.S.

### 4. Tasks & Responsibilities:

- a. Help create board roles and responsibilities
  - Regularly review the COD member job description and board policies that address individual roles and responsibilities and conflict of interest.
- b. Pay attention to board composition.
  - Assess current and anticipated needs related to COD composition.
  - Be diligent in addressing the need for a diverse board by addressing geographic, gender, ethnicity, and age diversity reflecting synodically approved guidelines.
  - Identify potential candidates and explore their interest and availability for COD service; maintain a database of candidates that can be used by classes.
  - Nominate individuals for appointment as members of the COD.
  - Work with current COD members to identify potential leadership interests and opportunities.
- c. Encourage board development
  - Provide candidates with information needed prior to election to the COD.
  - Design and oversee the process of board orientation, sharing information needed during the early stages of board service.
  - Offer an ongoing program of board information, education, and team building.
  - Host from time to time a forum for governance leaders from CRCNA synodical and ministry boards to share best governance

practices and identify opportunities for partnership and collaboration.

d. Assess board effectiveness:

- Initiate periodic assessment of board performance.
- Provide counsel to the board leaders to enhance board effectiveness.
- Nominate the COD sergeant-at-arms.
- Periodically review the COD code of conduct.
- Review the board practices, member participation, and board policy.
- Steward post-meeting COD surveys.

e. Prepare board leadership

- Take the lead in board leadership succession planning, taking steps to recruit and prepare future board members.
- Facilitate the nomination process for COD members for election as officers.

f. Committee members and nominations

- Coordinate the process of assigning COD members to general, ministry, institutional, and advisory committees.
- Appoint non-COD members to serve on committees and ensure agreement with Statement of Agreement with Beliefs of the CRCNA, the Code of Conduct, and signing the Conflict of Interest.
- Periodically survey COD members to assist in the committee assignment process.
- Monitor and support, as necessary, the committee selection process of its chair and vice chair.

g. Board policy and practices

- Periodically review the COD governance handbook for COD approval. If significant changes are required, recommend that the COD forward the handbook to synod for approval.

5. Minutes & Reports:

Minutes and any attachments of the Governance Committee are not official until they are formally received by the COD. The committee may recommend to the COD that some or all the minutes are confidential and, therefore, not made public.

6. Committee Procedures:

- a. Meetings: The Governance Committee meetings are set by the chairperson. The committee typically meets at least three times per year.
- b. Annual agenda: Develop an annual agenda outlining the meeting schedule and the work that needs to be accomplished.
- c. Consent agenda: Use a consent agenda to manage appropriate items that require the review and oversight of the Governance Committee.

- d. Members' slate: Recommend a slate of nominees for the COD by the February meeting to be forwarded to synod for appointment by way of the COD report to synod.
- e. Officer slate: Recommend a slate of nominees for COD officer positions by the May COD meeting.
- f. Quorum: A majority of the members present and voting shall constitute a quorum.
- g. Resources & guidelines: Rules for synodical procedure, COD governance handbook.

7. Oversight:

COD board policy oversight: The Governance Committee oversees the following board policies:

- [Delegate Nomination Process Policy](#)

8. Leadership & Support:

The General Secretary and the Director of Ecclesiastical Governance shall support this committee in a non-voting, *ex officio* capacity.

9. Review:

The Governance Committee charter is intended to be a dynamic document. As such, the charter should be reviewed and updated on a regular basis by the committee. Recommended changes can be made to the COD and, as appropriate, the respective Canada and US Ministry Boards, for review and approval.

### *C. Finance Committee Charter*

#### 1. Purpose:

The Finance Committee ensures the financial health and sustainability of the CRCNA organization by providing oversight, advice, and policy guidance thereby ensuring financial integrity and addressing risk.

#### 2. Membership:

- a. The Finance Committee shall include at least four COD members.
- b. The chairs of the Finance Committee from the Canada Ministry Board and the US Ministry Board shall be on this committee.
- c. Up to two non-COD members are eligible to serve on this committee.

#### 3. Chairperson:

- a. The treasurer of the COD shall serve as the chairperson of the Finance Committee.
- b. The vice chair shall be the chair of the Finance Committee of the ministry board not represented by the COD treasurer.
- c. The chair and vice chair shall represent Canada and the U.S.

#### 4. Tasks & Responsibilities:

- a. Policy review and management
  - Review the COD policies assigned to the Finance Committee and practices on a regular basis.
- b. Ensure accurate and consolidated financial records
  - Provide an annual consolidated financial report to the COD and synod for the CRCNA organization. This includes US and Canada Ministry Organizations, ReFrame Ministries, World Renew, Calvin University, and Calvin Theological Seminary.
  - Receive regular consolidated financial reports at each meeting and review the consolidated budget in May.
  - Ensure that the ministry boards are contracting with an outside firm to conduct the required and necessary financial audits.
- c. Be a collaborative meeting of the Canada and US Ministry Boards' Finance Committee.
  - Review and advise the use of board-designated funds with input from the COD Ministry Committees as needed.
  - Review the proposed budgets
  - Provide revenue and allocation assumptions to the COD by February.
  - Provide a consolidated annual budget to the COD in May to forward to Synod.
- d. Ministry share system oversight
  - Review and monitor the performance of the ministry share system.

- Make recommendations to the COD in February regarding ministry share revenue projections and allocations for the upcoming year.
  - Provide guidance to COD members regarding communications to classes and churches related to the ministry share system.
- e. Cash management, pensions, and CRC Loan Fund
- Review an annual report from the pension boards and the Loan Fund.
  - Regularly review investment, cash management, and other policies to ensure ongoing effectiveness and risk management.

#### 5. Minutes & Reports:

Minutes and any attachments of the Finance Committee are not official until they are formally received by the COD. The Finance Committee may recommend that some or all the minutes formally received are confidential and, therefore, not made public.

#### 6. Committee Procedures:

- a. Meetings: The Finance Committee meetings are set by the chairperson. The committee typically meets 4 times per year.
- b. Consent agenda: The Finance Committee uses a consent agenda to manage appropriate items that require the review and oversight of the Finance Committee.
- c. Delegation: The Finance Committee may make assignments to other standing committees.
- d. Ad hoc sub-committees: The Finance Committee may establish such ad hoc sub-committees to perform specific responsibilities through such sub-committees. The ad hoc sub-committees will meet for a limited duration and disband when the task is accomplished.
- e. Quorum: A majority of the members present and voting shall constitute a quorum.

#### 7. Oversight:

COD Board Policy Oversight: The Finance Committee oversees the following COD policies:

- a. Investment Policy
- b. Fundraising Ethical Guidelines Policy
- c. Financial Reserves Policy
- d. Cash Holding Policy
- e. Reduction of Program and Staff Policy

#### 8. Leadership & Support:

The Chief Administrative Officer shall support this committee in a non-voting, *ex officio* capacity.

#### 9. Review:

The Finance Committee charter is intended to be a dynamic document. As such, the charter should be reviewed and updated on a regular basis by the committee. In consultation with the Governance Committee, recommended changes can be made to the COD and, as appropriate, the respective Canada and US Ministry Boards, for review and approval.



#### *D. Synodical Services Committee Charter*

##### 1. Purpose:

Synodical Services Committee is responsible for synodical and ecclesiastical matters involving synod, COD, and classes not assigned to specific COD committees.

##### 2. Membership:

- a. The Synodical Services Committee includes four to six members from the COD.
- b. Non-COD members are not eligible to serve on this committee.

##### 3. Chairperson:

- a. The chairperson and vice chairperson shall be elected by the committee.
- b. The chair and vice chair shall represent Canada and the U.S.

##### 4. Tasks & Responsibilities:

- a. Respond to directives provided by synod to the COD.
- b. Respond to directives from the COD that impact synod.
- c. Receive and implement synodical instructions and process synodical matters such as interim appointments, propose themes and/or agendas for synodical gatherings.
- d. Make recommendations to improve and strengthen the overall functioning of the synodical system including the CRCNA regions and classes.
- e. Oversee the training and education program for stated clerks, synodical deputies, and classical treasurers in collaboration with the Finance Committee.
- f. Review the CRCNA yearbook, denominational statistics, and surveys.
- g. Make recommendations to improve and strengthen the overall functioning of denominational communications including during and after synod, COD, and classis gatherings.
- h. Review nominations as needed for the Judicial Code Committee, synodical study committees/task forces, and other related COD or synodical committee nominations.
- i. Support the development, implementation, and review of the CRCNA Ministry Plan.
- j. Nominate persons to serve on synodical committees and recommend to the COD for approval.

##### 5. Minutes & Reports:

Minutes and any attachments of the Synodical Services Committee are not official until they are formally received by the COD. The committee may recommend that some or all the minutes formally received are confidential and therefore not made public.

6. Committee Procedures:

- a. Meetings: The Synodical Services Committee meetings are set by the chairperson. The committee typically meets 3 times per year.
- b. Annual agenda: The Synodical Services Committee develops an annual agenda outlining the meeting schedule and the work that needs to be accomplished. The annual agenda shall align, as much as possible, with the annual COD agenda.
- c. Consent agenda: The Synodical Services Committee uses a consent agenda to manage appropriate items that require the review and oversight of the committee.
- d. Delegation: The Synodical Services Committee may make assignments to other standing committees.
- e. Ad hoc sub-committees: The Synodical Services Committee may establish such ad hoc sub-committees to perform specific responsibilities through such sub-committees. The ad hoc sub-committees will meet for a limited duration and disband when the task is accomplished.
- f. Quorum: A majority of the committee members present and voting shall constitute a quorum.

7. Oversight:

COD board policy oversight: If the Synodical Services Committee was assigned to review one or more COD policies, they will be listed here.

8. Leadership & Support:

The General Secretary, and the Director of Ecclesiastical Governance shall support this committee in a non-voting, *ex officio* capacity.

9. Review:

The Synodical Services Committee charter is intended to be a dynamic document. As such, the charter should be reviewed and updated on a regular basis by the committee. In consultation with the Governance Committee, recommended changes can be made to the COD and, as appropriate, the respective Canada and US Ministry Boards, for review and approval.

## VII. Charters for Ministry Committees

### *A. Introduction to Ministry Committees*

**Ministry Committees** provide six *synodical governance and oversight* functions in service to the Council of Delegates. Matters addressed in the ministry and connection committees include:

1. **Synodical Mandates and Decisions of Synod:** Ensure the respective agencies are living into their synodical mandates and other directives by synod. Committees regularly review the mandates to ensure they are current and beneficial to the churches, and process matters related to synodical directives and mandates in preparation for the annual synod.
2. **Mission, Vision, Values:** Ensure the agency mission, vision, and value statements are aligned with synodical mandates and other synodical directives.
3. **Ministry Plan, Strategy and Goals:** Ensure the agency strategy and goals are aligned with the CRCNA ministry plan and milestones. Committees regularly review and reflect on the agency contributions to the ministry plan of the Christian Reformed Church. As synodically mandated agencies, it is expected that the CRC ministry plan would be a significant factor in the vision and implementation of ministry.
4. **Collaboration and Partnership:** Ensure the agencies are collaborating with each other and identifying ways to do ministry together. In addition, committees regularly review and reflect on the relationship of the agencies with the congregations and assemblies of the CRC.
5. **Leadership:** Ensure the selection, support, and succession of agency leaders as outlined by COD policy and organizational bylaws. Committees review any upcoming leadership transitions that would require approval, ratification, etc. of the COD or synod. Reflection on ways that synodical governance can support agency leaders.
6. **Annual Report to Synod:** Provide an annual report to synod that addresses the following topics:
  - a. Mandate & mission – How the agency is fulfilling its mandate and mission.
  - b. Ministry plan & ministry goals – how the agency is aligned with the ministry plan and milestones.
  - c. Leadership – Leadership plans and changes in leadership structure.
  - d. Financial – An annual financial overview including a balance sheet, revenue and expenses, and advancement activities.
  - e. Organizational governance – provide updates, if appropriate, as outlined in the agency's bylaws such as board appointments, bylaw changes, and other significant board matters.
7. **Reporting Process:** During the meetings of the ministry committees assigned CRCNA leaders will provide a report on the following matters.

- a. Introduction: A brief reflection on the organization, its leaders, health, and work over the reporting period.
  - b. Synodical directives and mandates: Review of any matters related to synodical directives and mandates, proposals and recommendations for synod, and bylaw changes if applicable.
  - c. Collaboration and partnership: Review of the collaboration with other CRC agencies and institutions and the partnership with CRC congregations.
  - d. Ministry plan: Review of the agency's work related to the ministry plan, strategies, ministry goals, and performance
  - e. Leadership: Review of any upcoming leadership transitions that would require approval, ratification, etc. of the COD or synod. Reflection on ways that synodical governance can support agency leaders.
  - f. Report to synod: Any matters that need to be reviewed by the committee in anticipation of the meeting of synod.
- 8. Note about the Ministry Committees:** The CRCNA organization is made of four agencies and two institutions of higher education: Thrive, ReFrame Ministries, Resonate Global Mission, World Renew, Calvin University, and Calvin Theological Seminary. Three of these agencies, Thrive, ReFrame Ministries, and Resonate Global Mission, are governed ecclesiastically by synod and the Council of Delegates (in synod's interim). These same three agencies are governed organizationally by the US and Canada ministry boards and their joint ministry agreements. The ministry committees represent three of the four ministry agencies of the CRCNA: Thrive, ReFrame Ministries, and Resonate Global Mission. In contrast, World Renew, Calvin University, and Calvin Theological Seminary report to synod and are governed by their own boards composed of members chosen by CRCNA classes and others. The Council of Delegates' role with regard to World Renew, Calvin University, and Calvin Theological Seminary is essentially one of connection or coordination between them, synod, and the rest of the CRCNA agencies (except as specifically granted in their bylaws). This connecting role has been granted to the COD since its inception in 2017. World Renew, Calvin University, and Calvin Theological Seminary relate to the COD through the Connections Committee.

## *B. Thrive Committee Charter*

### 1. Purpose:

The purpose of the Thrive Committee is to provide synodical oversight and support of the Thrive agency.

### 2. Membership:

- a. The Thrive Committee shall include 4 to 6 members from the COD.
- b. Up to 2 non-COD members are eligible to serve on this committee. (See pp. 20-21.)
- c. The Director of U.S. Ministries and the Executive Director-Canada will serve as non voting *ex officio* members.

### 3. Chairperson:

- a. The chairperson and vice chairperson shall be elected by the committee.
- b. The chair and vice chair shall represent Canada and the U.S.

### 4. Tasks & Responsibilities:

The Committee carries out the following activities:

- a. Mission: Ensure the organizational elements of the ministry agency are well defined and operationalized: vision, mission, values, strategy, program, and outcomes.
- b. Synodical mandates: Ensure the ministry agency continues to fulfill its synodical mandates; recommendations are made from time to time to update and refresh the mandates as determined by the committee.
- c. Ministry plan: Ensure the ministry agency is strategically addressing the milestones in the CRCNA Ministry Plan.
- d. Collaboration & partnership: Encourage and promote interagency and intercountry collaboration as well as connections with classes and congregations. The ministry agency will provide updates to the committee on their collaborative activities and initiatives.
- e. Leadership: Be involved in the selection of new ministry leadership in the U.S. and Canada as outlined in policy.
- f. Annual report to synod: Submit an annual written report to the COD and synod addressing the following topics:
  - 1) Mandate & mission – How the agency is fulfilling its mandate and mission.
  - 2) Ministry plan & ministry goals – How the organization is aligned with the ministry plan and milestones.
  - 3) Leadership – Leadership plans and changes in leadership structure.
  - 4) Financial – An annual financial overview including a balance sheet, revenue and expenses, and advancement activities.

#### 5. Minutes & Reports:

Minutes and any attachments of the Thrive Committee are not official until they are formally received by the COD. The COD may rule that some or all the minutes formally received are confidential and, therefore, not made public.

#### 6. Committee Procedures:

- a. Meetings: The Thrive Committee meetings are set by the chairperson. The committee typically meets three times per year.
- b. Annual agenda: The Thrive Committee develops an annual agenda outlining the meeting schedule and the work that needs to be accomplished during the coming year.
- c. Consent agenda: The Thrive Committee uses a consent agenda to manage appropriate items that require the review and oversight of the committee.
- d. Joint ministry review: Participate in regular review by all ministry committees identifying opportunities for collaboration, cooperation, and partnership.
- e. Delegation: The Thrive Committee may make assignments to other standing committees.
- f. Ad hoc sub-committees: The Thrive Committee may establish such ad hoc sub-committees to perform specific responsibilities through such sub-committees. The ad hoc sub-committees will meet for a limited duration and disband when the task is accomplished.
- g. Quorum: A majority of the members present and voting shall constitute a quorum.

#### 7. Leadership & Support:

The director of Thrive shall support this committee in a non-voting, *ex officio* capacity.

#### 8. Review:

The Thrive Committee charter is intended to be a dynamic document. As such, the charter should be reviewed and updated on a regular basis by the committee. In consultation with the Governance Committee, recommended changes can be made to the COD and, as appropriate, the respective Canada and US Ministry Boards, for review and approval.

### *C. ReFrame Ministries Committee Charter*

#### 1. Purpose:

The purpose of the ReFrame Ministries Committee is to provide synodical oversight and support of the ReFrame ministry agency.

#### 2. Membership:

- a. The ReFrame Ministries Committee shall include 4 to 6 members from the COD.
- b. Up to two non-COD members are eligible to serve on this committee. (See pp. 20-21.)
- c. The Director of U.S. Ministries and the Executive Director-Canada will serve as non voting *ex officio* members.

#### 3. Chairperson:

- a. The chairperson and vice chairperson shall be elected by the committee.
- b. The chair and vice chair of the ReFrame Ministries Committee shall represent Canada and the U.S.

#### 4. Authority & Responsibilities:

The committee carries out the following activities:

- a. Mission: Ensure the organizational elements of the ministry agency are well defined and operationalized: vision, mission, values, strategy, program, and outcomes.
- b. Synodical mandates: Ensure the ministry agency continues to fulfill its synodical mandates; recommendations are made from time to time to update and refresh the mandates as determined by the committee.
- c. Ministry plan: Ensure the ministry agency is strategically addressing the milestones in the CRCNA Ministry Plan.
- d. Collaboration & partnership: Encourage and promote interagency and intercountry collaboration as well as connections with classes and congregations. The ministry agency will provide updates to the committee on their collaborative activities and initiatives.
- e. Leadership: Be involved in the selection of new ministry leadership in the U.S. and Canada as outlined in policy.
- f. Annual report to synod: Submit an annual written report to the COD and synod addressing the following topics:
  - Mandate & mission – How the agency is fulfilling its mandate and mission.
  - Ministry plan & ministry goals – How the organization is aligned with the ministry plan and milestones.
  - Leadership – Leadership plans and changes in leadership structure.
  - Financial – An annual financial overview including a balance sheet, revenue and expenses, and advancement activities.
  - Organizational governance updates as appropriate.

#### 5. Minutes & Reports:

Minutes and any attachments of the Reframe Ministries Committee are not official until they are formally received by the COD. The COD may rule that some or all the minutes formally received are confidential and, therefore, not made public.

#### 6. Committee Procedures:

- a. Meetings: The ReFrame Ministries Committee meetings are set by the chairperson. The committee typically meets 3 times per year.
- b. Annual agenda: The ReFrame Ministries Committee develops an annual agenda outlining the meeting schedule and the work that needs to be accomplished during the coming year.
- c. Consent agenda: The ReFrame Ministries Committee uses a consent agenda to manage appropriate items that require the review and oversight of the committee.
- d. Joint ministry review: Participate in regular review by all ministry committees identifying opportunities for collaboration, cooperation, and partnership.
- e. Delegation: The ReFrame Ministries Committee may make assignments to other standing committees.
- f. Ad hoc sub-committees: The ReFrame Ministries Committee may establish such ad hoc sub-committees to perform specific responsibilities through such sub-committees. The ad hoc sub-committees will meet for a limited duration and disband when the task is accomplished.
- g. Quorum: A majority of the committee members present and voting shall constitute a quorum.

#### 7. Leadership & Support:

The director of Reframe Ministries shall support this committee in a non-voting, *ex officio* capacity.

#### 8. Review:

The Reframe Ministries Committee charter is intended to be a dynamic document. As such, the charter should be reviewed and updated on a regular basis by the committee. In consultation with the Governance Committee, recommended changes can be made to the COD and, as appropriate, the respective Canada and US Ministry Boards, for review and approval.



#### *D. Resonate Global Mission Committee Charter*

##### 1. Purpose:

The purpose of the Resonate Global Mission Committee is to provide synodical oversight and support of the Resonate Global Mission agency.

##### 2. Membership:

- a. The Resonate Global Mission Committee shall include 4 to 6 members from the COD.
- b. Up to two non-COD members are eligible to serve on this committee. (See pp. 20-21.)
- c. The Director of U.S. Ministries and the Executive Director-Canada will serve as non voting *ex officio* members.

##### 3. Chairperson:

- a. The chairperson and vice chairperson shall be elected by the committee.
- b. The chair and vice chair of the Resonate Global Mission Committee shall represent Canada and the U.S.

##### 4. Authority & Responsibilities:

The Committee carries out the following activities:

- a. Mission: Ensure the organizational elements of the ministry agency are well defined and operationalized: vision, mission, values, strategy, program, and outcomes.
- b. Synodical mandates: Ensure the ministry agency continues to fulfill its synodical mandates; recommendations are made from time to time to update and refresh the mandates as determined by the committee.
- c. Ministry plan: Ensure the ministry agency is strategically addressing the milestones in the CRCNA ministry plan.
- d. Collaboration & partnership: Encourage and promote interagency and intercountry collaboration as well as connections with classes and congregations. The ministry agency will provide updates to the committee on their collaborative activities and initiatives.
- e. Leadership: Be involved in the selection of new ministry leadership in the U.S. and Canada as outlined in COD policy and organizational by-laws.
- f. Annual report to synod: Submit an annual written report to the COD and synod addressing the following topics:
  - Mandate & mission – How the agency is fulfilling its mandate and mission.
  - Ministry plan & ministry goals – How the organization is aligned with the ministry plan and milestones.
  - Leadership – Leadership plans and changes in leadership structure.
  - Financial – An annual financial overview including a balance sheet, revenue and expenses, and advancement activities.

#### 5. Minutes & Reports:

Minutes and any attachments of the Resonate Global Mission Committee are not official until they are formally received by the COD. The COD may rule that some or all the minutes formally received are confidential and therefore not made public.

#### 6. Committee Procedures:

- a. Meetings: The Resonate Global Mission Committee meetings are set by the chairperson. The committee typically meets 3 times per year.
- b. Annual agenda: The Resonate Global Missions Committee develops an annual agenda outlining the meeting schedule and the work that needs to be accomplished during the coming year.
- c. Consent agenda: The Resonate Global Missions Committee uses a consent agenda to manage appropriate items that require the review and oversight of the committee.
- d. Joint ministry review: Participate in regular review by all ministry committees identifying opportunities for collaboration, cooperation, and partnership.
- e. Delegation: The Resonate Global Missions Committee may make assignments to other standing committees.
- f. Ad hoc sub-committees: The Resonate Global Missions Committee may establish such ad hoc sub-committees to perform specific responsibilities through such sub-committees. The ad hoc sub-committees will meet for a limited duration and disband when the task is accomplished.
- g. Quorum: A majority of the committee members present and voting shall constitute a quorum.

#### 7. Leadership & Support:

The director of Resonate Global Mission shall support this committee in a non-voting, *ex officio* capacity.

#### 8. Review:

The Resonate Global Mission Committee charter is intended to be a dynamic document. As such, the charter should be reviewed and updated on a regular basis by the committee. In consultation with the Governance Committee, recommended changes can be made to the COD and, as appropriate, the respective Canada and US Ministry Boards, for review and approval.

## *E. Charter for Connections Committee*

### 1. Purpose:

Because World Renew, Calvin University, and Calvin Theological Seminary report to synod and are governed by boards that are legally separate from the CRCNA US and Canada<sup>3</sup>, the purpose of the COD Connections Committee is to promote connections to and coordination between these three organizations, the Council of Delegates, synod, and the rest of the CRCNA agencies<sup>4</sup>. This connecting role has been granted to the COD since its inception in 2017.<sup>5</sup>

### 2. Membership:

- a. The Connections Committee shall include 3-6 members from the COD. Ordinarily, COD members to the committee shall also be delegated guests to the boards of World Renew, Calvin University, and Calvin Theological Seminary
- b. The World Renew, Calvin University, and Calvin Theological Seminary guest delegated to the COD shall serve on this committee.

### 3. Chairperson:

- a. The chairperson and vice chairperson shall be regular members of the Council of Delegates and shall be elected by the committee.
- b. The chair and vice chair of the Connections Committee shall represent Canada and the U.S.

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<sup>3</sup> The report of the Task Force Reviewing Structure and Culture also claims, “while there would be a continuation of separate boards [for CU, CTS, and WR], we anticipate that the Council of Delegates would continue and enhance connections with these ministries” (p. 376). For example, the 2022 Council of Delegates handbook states, “Further, Calvin University, Calvin Theological Seminary, and World Renew communicate to synod through the COD. Additionally, changes they approve to their mandates, constitutions, and/or bylaws require presentation by the COD as recommendations to synod” (p. 9).

<sup>4</sup> As part of the creation of the Council of Delegates, Synod 2015 adopted the Report of the “Task Force Reviewing Structure and Culture. The report states, “The boards of World Renew, Calvin College, and Calvin Theological Seminary would remain the same, due to requirements for recognition and accreditation in their respective fields of endeavor, ability to receive grant funding, and ability to do ministry in context where churches are not welcome” (p. 375). Previously, Synod 1993 similar declared, “Nothing contained herein shall interfere with the authority of the Board of Trustees of Calvin College and the Board of Trustees of Calvin Theological Seminary to govern their respective institutions and to manage their personnel, faculties, educational programs, libraries, and finances according to their respective articles of incorporation and bylaws” (*Acts of synod 1993*, p. 343).

<sup>55</sup> The report of the Task Force Reviewing Structure and Culture also claims, “while there would be a continuation of separate boards [for CU, CTS, and WR], we anticipate that the Council of Delegates would continue and enhance connections with these ministries” (p. 376). For example, the 2022 *Council of Delegates handbook* states, “Further, Calvin University, Calvin Theological Seminary, and World Renew communicate to synod through the COD. Additionally, changes they approve to their mandates, constitutions, and/or bylaws require presentation by the COD as recommendations to synod” (p. 9).

#### 4. Authority & Responsibilities:

Recognizing that World Renew, Calvin University, and Calvin Theological Seminary each have their own synodically mandated board structures, the authority of the Connections Committee relates to enhancing the connection, collaboration, and coordination between World Renew, Calvin University, Calvin Theological Seminary, the other CRCNA agencies, synod, classes, and the CRC congregations.<sup>6</sup> In particular, the coordination and collaboration focuses on synodical mandates, ministry plan engagement, collaboration with other CRCNA agencies, partnership with CRC congregations and classes, etc. As an ecclesial body, the Connections Committee does not comment on matters governed by the organizational boards of World Renew, Calvin University, and Calvin Theological Seminary. Such matters include budgets/finance, advancement, human resources, and other organizational policies. It also includes academic accreditation and curriculum matters (for Calvin University and Calvin Theological Seminary) and sectoral certifications, standards, and associations (for World Renew).

##### a. Synodical tasks and mandates:

- Review the synodical mandates of World Renew, Calvin University, and Calvin Theological Seminary providing feedback as necessary and requested.
- Review the progress on any tasks assigned by synod to the institutions.
- Process any changes to bylaws according to the board policies of the three organizations and the Council of Delegates.

b. Ministry plan: Review efforts of World Renew, Calvin University, and Calvin Theological Seminary to integrate the synodically approved ministry plan and provide feedback to institutional leaders and boards.

c. Collaboration & partnership: Encourage and promote collaboration between World Renew, Calvin University, and Calvin Theological Seminary, and other CRCNA organizations as well as connections with classes and congregations. World Renew, Calvin University, and Calvin Theological Seminary will provide updates to the committee on their collaborative activities and initiatives.

D. Leadership: Be involved in the selection of new senior leadership for World Renew, Calvin University, and Calvin Theological Seminary as outlined in the bylaws and policies of their respective boards.

e. Matters to be discussed in preparation for annual synodical reports: Calvin University, Calvin Theological Seminary, and World Renew submit annual reports to synod via its agenda and supplemental agenda (Rules for Synodical Procedure p. 9-12). These annual reports, submitted to the Office of General Secretary, include:

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<sup>6</sup> See previous footnotes on this page.

- Mandate & mission – How the agency is fulfilling its mandate and mission.
- Ministry plan & ministry goals – How the organization is aligned with the ministry plan and its calling areas and milestones.
- Leadership – Leadership plans and changes in leadership structure.
- Financial – An annual financial overview including a balance sheet, revenue and expenses, and advancement activities.
- Organizational governance updates as required and appropriate.

When necessary, some of these items should come to the attention of the Council of Delegates for information and/or endorsement, such as changes in leadership (as required by organizational bylaws and synodical procedures), requests for changes in synodical mandates, and changes to organizational bylaws (when required). Such items should be included in the Connections Committee agenda and be processed by COD in the report of the Connections Committee to the plenary COD.

- f. Right of comment: The COD provides an opportunity for World Renew, Calvin University, and Calvin Theological Seminary to comment on overtures and communications conveyed to synod by classes, churches, and individuals. According to the COD policy (see Chapter 5 Governance Policies), comments presented to the Connections Committee and endorsed or adopted by the COD in plenary will be provided to synod for its consideration according to the rules for synodical procedure.

#### 5. Minutes & Reports:

Minutes and any attachments of the Connections Committee are not official until they are formally received by the COD. The COD may rule that some or all the minutes formally received are confidential, and therefore, not made public.

#### 6. Committee Procedures:

- a. Meetings: The Connections Committee meetings are set by the chairperson. The committee typically meets three times per year, and one meeting per year will be focused on World Renew, Calvin University, and Calvin Theological Seminary.
- b. Annual agenda: The Connections Committee develops an annual agenda outlining the meeting schedule and the work that needs to be accomplished during the coming year.
- c. Consent agenda: The Connections Committee uses a consent agenda to manage appropriate items that require the review and oversight of the committee.
- d. Joint ministry review: Participate in a regular review to identify opportunities for collaboration, cooperation, and partnership across the CRCNA organization.
- e. Delegation: The Connections Committee may make assignments to other standing committees.

- f. Ad hoc sub-committees: The Connections Committee may establish such ad hoc sub-committees to perform specific responsibilities through such sub-committees. The ad hoc sub-committees will meet for a limited duration and disband when the task is accomplished.
- g. Quorum: A majority of the members present and voting shall constitute a quorum.

7. Leadership & Support:

The General Secretary of the CRCNA, executive co-director(s) of World Renew and the presidents of Calvin University and Calvin Theological Seminary shall support this committee in a non-voting, *ex officio* capacity. It is expected that the executive co-directors and the presidents (or their designees) would participate as needed.

8. Review:

The Connection Committee charter is intended to be a dynamic document. As such, the charter would be reviewed by committee members, the executive directors of World Renew, the presidents of Calvin University and Calvin Theological Seminary, and senior CRC staff who will discuss and consult on all changes. Changes will be approved by the COD and the respective boards of World Renew, Calvin University, and Calvin Theological Seminary.

## VIII. Charters for Advisory Committees

### A. *The Banner* Advisory Committee Charter

#### 1. Purpose:

The purpose of *The Banner* Advisory Committee is to provide advice, feedback, and support to the editor-in-chief in the publishing of *The Banner*.

#### 2. Membership:

The COD Governance Committee shall prepare a slate of nominees to serve on *The Banner* Advisory Committee. The COD shall act on this slate as recommended by the Governance Committee. The Governance Committee will solicit potential nominees from the General Secretary and the editor-in-chief of *The Banner*.

The membership of the Committee shall be as follows:

- three (3) members of the COD for the duration of their term on the COD.
- three (3) members at large are appointed for a three-year term, renewable for a second term. At-large members will represent areas of expertise including, but not limited to, theological foundations, journalism, and communications.
- Normally three members will be from Canada and three from the U.S.
- Ex officio members without a vote include:
  - The editor-in-chief of *The Banner*,
  - Canada and U.S. Executive Directors (or their designees)
  - The Chief Administrative Officer of the CRCNA

#### 4. Chairperson:

The Chairperson is elected by *The Banner* Advisory Committee annually from its membership.

#### 5. Authority & Responsibilities:

- a. Advise: Advise the editor of *The Banner* on editorial policy, content, and matters that the committee believes affect the publishing of a denominational magazine.
- b. Report: Report to the COD about editorial activities and decisions, as well as reactions, criticisms, and suggestions received.
- c. Monitor: Monitor and report to the COD annually the fiscal welfare and ministry health of *The Banner* as it serves the denomination.
- d. Ensure: Ensure the implementation of approved policies and procedures, recommending to the COD necessary changes to the policies and procedures.
- e. Leadership: When the editorship becomes vacant, the *Banner* Advisory Committee participates in the search for and identification of a new *Banner* editor.
- f. Report to synod: Provide an annual report to the COD and synod.

#### 6. Minutes & Reports:

The minutes of *The Banner* Advisory Committee, including advice given (which shall be recorded in official minutes), shall be distributed to the COD, the General Secretary, and the editor of *The Banner*. If an extraordinary situation calls for intervention, the COD may instruct *The Banner* Advisory Committee in the modification, retraction, or initiation of advice given.

#### 7. Committee Procedures:

**Conflict Resolution Policy/Procedure.** If a conflict about materials to be published develops between the editor of *The Banner* and the General Secretary, every effort shall be made to seek a resolution at the administrative and staff level.

If a resolution is not achieved and the matter is brought to the attention of *The Banner* Advisory Committee (BAC) by either the editor of *The Banner* or the General Secretary, the BAC may decide a resolution for all parties for publishing purposes; such a decision may be appealed to the COD, which will hear the appeal via a panel of five delegates (none of whom serve on the BAC) appointed by the COD Executive Committee, and the panel will make a recommendation to the COD. If there is still no resolution, *The Banner* editor retains the right to appeal to synod.

#### 8. Oversight & Review:

*The Banner* Advisory Committee charter is intended to be a dynamic document. As such, the charter should be reviewed and updated on a regular basis by the committee. In consultation with the Governance Committee, recommended changes can be made to the COD and, as appropriate, the respective Canada and US Ministry Boards, for review and approval.



## *B. Bible Translations Committee Charter*

### 1. Purpose:

Review Bible translations for use in the CRCNA as requested by any church, classis, or synod.

### 2. Membership:

The COD Governance Committee shall prepare a slate of nominees to serve on the Bible Translations Committee. The COD shall act on this slate as recommended by the Governance Committee. The Governance Committee will solicit potential nominees from the Office of General Secretary. Synodical terms of three years are not applicable to the committee. The membership shall include the following representatives:

- Three members of the theological faculty (Old Testament and/or New Testament) of a seminary with strong ties to the CRCNA.
- English-language stylist who may also be an English-language professor, communications expert, or other such professional who understands the current use of language in contemporary life. If translations are required in other languages, the committee may arrange for a member or consultant(s) proficient in such languages.
- Church leader or pastor who understands the needs of the pulpit.
- One current COD member who will serve as a nonvoting liaison between the Bible Translations Committee and the COD.
- Denominational representative appointed by the Office of General Secretary who will serve as convener (non-voting).

### 3. Chairperson/Convener:

The denominational representative on the committee will serve as the convener. The convener serves without a vote.

### 4. Authority & Responsibilities:

- The committee will conduct a review using a rubric consisting of criteria to evaluate the translation philosophy and process used by translators for any version of the Bible.
- The committee will review the translation rubric, as well as an assessment of each new translation being reviewed.
- Report to the COD annually for recommendation to synod, indicating recommended use of translations for (a) pulpit, (b) Bible study, and (c) personal devotions.

### 5. Minutes & Reports:

The minutes of the Bible Translations Committee shall be distributed to the COD and the General Secretary.

The Bible Translations Committee will present an annual report to the COD, if the committee had need to meet, indicating recommended use of translations for pulpit, Bible study, and personal devotions. The COD will forward the annual report to synod for approval.

6. Committee Procedures:

Frequency of meetings. Meet at least annually, usually by video conference.

All review requests will first be reviewed by the COD and then forwarded to the committee.

7. Review:

The Bible Translations Committee charter is intended to be a dynamic document and should be reviewed and updated on a regular basis by the committee. In consultation with the Governance Committee, recommended changes can be made to the COD and, as appropriate, the respective Canada and US Ministry Boards, for review and approval.

### *C. Dignity Team Charter*

#### 1. Purpose:

The Dignity Team is to offer direction that ultimately encourages, builds up, and transforms the life of those persons who approach the Dignity Team because they feel they have been victimized by abuse of power in the CRCNA. The manner in which the Dignity Team carries out its work is by listening empathetically, praying with and for those who reach out to them, providing clarity and direction, and identifying resources and processes available toward the goal of healing and reconciliation. The Dignity Team desires to maintain a capacity of nimbleness in relating to people instead of being highly structured.

#### 2. Membership:

- a. The COD Synodical Services Committee, after seeking nominations from the Dignity Team, Thrive, the Office of General Secretary, and the full COD, shall prepare a slate of nominees to serve on the Dignity Team. The COD shall act on this slate as recommended by the Governance Committee.
- b. The membership of the Dignity Team shall be as follows:
  - One (1) member of the COD for the duration of their term on the COD
  - Up to five (5) members at-large appointed for a three-year term, renewable for a second term. At-large members will represent, individually or collectively, some understanding including, but not limited to, awareness of how the CRCNA works, knowledge of the Church Order, grasp of community dynamics, and pastoral sensitivity.
  - There will be no ex-officio members, however the team may seek support as needed from the General Secretary, the Director of Ecclesiastical Governance, or Thrive's ministry consultants.

#### 3. Chairperson:

The Chairperson will be selected from among the members of the Dignity Team.

#### 4. Reporting:

The team reports to the COD (through the Executive Committee) and to synod on the CRCNA's progress in affirming the dignity of every human being in and through our covenantal relationship.

*Note:* Confidential details of cases will not be disclosed to either COD or synod, nor will there be an expectation for COD or synod to interject themselves into a case. Cases needing council, classis, or synodical involvement will be expected to proceed through the processes laid out in the Church Order.

5. Team records:

The Dignity Team has a Google Document file containing minutes, reports and correspondence.

6. Team Procedures:

- a. Meetings: The Dignity Team meetings are set by the chairperson. The committee *ordinarily* meets monthly. In special circumstances additional meetings will be called.
- b. Meeting locations: Meetings will ordinarily be held virtually. Once a year, in conjunction with the fall COD meeting, an in-person meeting of the Dignity Team may be held to welcome new members, build relationships together, and meet with parties whose case (s) would especially benefit from meeting in person. In special circumstances, at the approval of the General Secretary or Director of Ecclesiastical Governance *where cost is involved*, other in-person meetings may be held.

7. Training and Support:

The Dignity Team in the normal discharge of its mandate and in response to emergent issues, may implement enabling and training sessions that it deems critical to its work. These will be underwritten from the Dignity Team budgetary allocation. Further, the Dignity Team assumes that any.

8. Oversight and Review of Charter:

The Dignity Team charter is intended to be a dynamic document. As such, the charter should be reviewed and updated on a regular basis by the Dignity Team. In consultation with the Governance Committee, recommended changes can be made to the COD and, as appropriate, the respective Canada and US Ministry Boards, for review and approval.

## Chapter 3: CRCNA Organizations

### I. Background

The CRCNA is a complex binational organization that includes multiple ministry agencies, educational institutions, and partners. This organization has developed and unfolded over many years in response to changing ministry needs and opportunities for growth. As a result, the organization can be difficult to navigate and has become increasingly difficult to manage considering the many administrative, ministry, educational, fiduciary, and governance responsibilities. Many of the ministry agencies, educational institutions, and partners are incorporated as nonprofit corporations and are registered and recognized as a charity in Canada by the Canadian Revenue Agency (CRA) and/or in the United States as a tax-exempt organization by the U.S. Internal Revenue Service (IRS). As such, boards are facing increasing demands and new requirements from federal, state, and provincial governmental units.

The CRCNA organization includes multiple ministry and educational organizations incorporated in Canada as registered charities and in the US as tax-exempt nonprofit organizations. Each of these charities and nonprofit organizations has a governing authority commonly referred to as a board of directors or board of trustees who is responsible to provide organizational governance. While each charity and nonprofit corporation are independent from a legal perspective, they are ecclesiastically accountable to the Council of Delegates and to synod.

The current charities and nonprofit organizations that are part of the CRCNA Organization that are legally incorporated in Canada and the United States (Michigan and Illinois) include:

1. Synodical Organization (Office of General Secretary)
  - CRCNA synodical organization (yet to be incorporated)
2. Ministry Organizations
  - Canada Ministry Organization
  - US Ministry Organization
  - ReFrame Ministries (Canada and US)
  - World Renew (Canada and US)
3. Educational Institutions
  - Calvin Theological Seminary
  - Calvin University
4. Related Organizations
  - Canada Pension Fund
  - CRC Loan Fund, Inc.
  - Delaware Investment Fund LLC
  - Diaconal Ministries Canada
  - Reformed Benefits Association

- U.S. Pension Fund

## II. Organizational Governance Responsibilities

The boards of directors and boards of trustees are legally responsible to *organizationally govern and oversee* their organization. The legal responsibilities of the board include the following fiduciary duties and governance responsibilities:

### 1. Fiduciary Duties of a Board

#### a. Duty of care:

Board members meet the duty of care by exercising their responsibilities in good faith and with diligence, attention, care, and skill.

#### b. Duty of loyalty:

Board members meet the duty of loyalty by exercising their power in the interests of the organization and not in their own interests or the interests of another entity, particularly with which they may have a formal relationship. Members should avoid the use of organizational opportunities for personal gain.

#### c. Duty of obedience:

Board members meet the duty of obedience by carrying out the purposes and mission of the nonprofit organization; complying with federal and state law applicable to nonprofits and registered charities; doing required filings; adhering to the organization's governing documents, articles of incorporation, and bylaws; and remaining guardians of the organization's mission.

### 2. Governance Responsibilities of a Board

#### a. Set and ensure organizational direction:

Boards have the responsibility to set and ensure the direction of the organization. As part of the direction-setting process, Boards must develop and/or confirm the organization's purpose in a clear mission statement. Boards then construct a description of the organization's best future in a vision statement. Ensuring direction also involves developing a strategic plan and ensuring its alignment with the organization's annual operational plans.

#### b. Ensure adequate resources:

Boards have the responsibility to ensure that the organization has the resources to implement the mission and achieve the vision. Necessary resources include board and executive leadership, people, money, equipment, facilities, and reputation.

#### c. Oversee the health of the organization

Boards are the stewards of the organization. They must ensure that the organization is in better shape for tomorrow than it was yesterday. Accountability for mission, organizational, and board effectiveness is core to ensuring long-term sustainability in the public interest.

### III. Synodical Organization

#### ***A. CRCNA Synodical Organization:***

The synodical organization was authorized by Synod 2022. When incorporated, the Office of General Secretary and its associated synodical functions will transition from its current location within the US Ministry Organization to the new synodical organization.

- Council of Delegates serves as the members of the synodical organization
- COD Executive Committee serves as the operating board of the synodical organization
- The synodical organization is often referred to as the Office of General Secretary

### IV. Ministry Organizations

The CRCNA has four synodically affiliated ministry organizations:

1. **Canada Ministry Organization:** The Canada Ministry Organization is organizationally governed by the Canada ministry board. This organization oversees the Canada Ministry Office and jointly oversees, with the US Ministry Organization, Thrive, ReFrame Ministries, and Resonate Global Mission.
2. **US Ministry Organization:** The US Ministry Organization is organizationally governed by the US Ministry Board. This organization oversees the US Ministry Office and jointly oversees, with the Canada Ministry Organization, Thrive, ReFrame Ministries, and Resonate Global Mission.
3. **ReFrame Ministries:** ReFrame Ministries is organizationally governed by the ReFrame Ministries Canada Board and ReFrame Ministries US Board. Since the membership of the Canada and US ReFrame Boards is the same as the membership of the Canada and US Ministry Organization Boards, they generally meet simultaneously.
4. **World Renew:** World Renew is organizationally governed by the World Renew Canada Board and the World Renew US Board.

### V. Organizational Governance

The responsibility for *organizational governance* is delegated to the CRCNA Ministry organizations located in Canada and the U.S. This delegation was an important part of the work of the Task Force Reviewing Structure and Culture in 2014, affirmed in by the Structure and Leadership Task Force in 2022, and codified in the Joint Ministry Agreements adopted in 2022 (CRCNA JMA and ReFrame JMA).

The Canada and US Ministry Boards provide organizational governance of the CRCNA and the ReFrame joint ministry agreements. The joint ministry agreements include three of the four ministry agencies: Thrive, ReFrame Ministries, and Resonate Global Mission.

The Joint Ministry Agreements address the following topics:

1. Ministry planning, goals, and assessment
2. Ministry administration, coordination and support
3. Human resources management
4. Financial management
5. Review and reporting

The boards of World Renew Canada and World Renew US provide organizational governance of the World Renew joint ministry agreement.

## **VI. Canada Ministry Organization**

*The information presented in this section is taken from the organization's bylaws, ecclesiastical mandate letter, SALT Report, and the current COD governance handbook. It is meant to serve as an introduction for the benefit of the COD.*

The Canada Ministry Organization's legal name is Christian Reformed Church in North America Canada Corporation. It is a nonprofit, ecclesiastical corporation organized and operated exclusively for religious and charitable purposes under the Canada Not-for-profit Corporations Act (S.C. 2009, c.23).

The Canada Ministry Organization is the legal identity and agent of the CRCNA in Canada.

The Board of Directors are those individuals who are selected to serve on the COD from each classis located in Canada, any at-large members of the COD who are from Canada who are elected annually consistent with Church Order Article 45. If the COD member elected in Classis Lake Superior lives in the US, an additional member of that classis will be elected to serve on the Canada Ministry board. The Canada Ministry Organization serves as the legal agent of synod in Canada.

The executive director of the Canada Ministry Office serves as the executive leader of the Canada Ministry Organization. That person is selected, appointed, and supervised by the Canada Ministry Board. Once appointed the Council of Delegates acknowledges the appointment.

## **VII. US Ministry Organization**

*The information presented in this section is taken from the organization's bylaws, ecclesiastical mandate letter, SALT Report, and the current COD governance handbook. It is meant to serve as an introduction for the benefit of the COD.*

The US Ministry Organization's legal name is The Christian Reformed Church in North America (USA). It is a nonprofit, ecclesiastical corporation organized and operated exclusively for religious and charitable purposes within the meaning of section 501C(3) of the US IRS Code of 1986.



The US Ministry Organization is organized as a membership corporation under the Michigan Nonprofit Corporation Act of 1986. The members of this corporation are the delegates to synod from classes located in the United States who are elected annually consistent with Church Order Article 45. The US Ministry Organization serves as the legal agent of synod in the US.

The Board of Directors are those individuals who are selected to serve on the COD from each classis located in the United States and any at-large members of the COD who are from the United States.

The director of ministry operations of the US Ministry Office serves as the executive leader of the US Ministry organization. That person is selected, appointed, and supervised by the US Ministry Board. Once appointed, the Council of Delegates acknowledges the appointment.

### **VIII. ReFrame Ministries**

**ReFrame Ministries US** is a nonprofit corporation organized and operated exclusively for religious and charitable purposes within the meaning of section 501C(3) of the US IRS Code of 1986.

ReFrame Ministries is organized as a membership corporation under the Illinois General Not for Profit Corporation act of 1986. The members of this corporation are the delegates to synod from classes located in the United States who are elected annually consistent with Church Order Article 45.

The board of directors are those individuals who are selected to serve on the COD from each classis located in the United States and any at-large members of the COD who are from the United States.

The officers are elected/appointed by the board of directors. All officers shall hold office until successors are elected or until resignation or removal.

The board of directors may form standing and ad hoc committees as are necessary to carry out the corporation's purposes.

Representation from the Office of General Secretary as an invited board guest on the ReFrame Canada and US Boards needs to be addressed.

The bylaws, members, board of directors and officers of the ReFrame US Board and the US Ministries Board are the same. It is recommended that the US Board and the ReFrame US Board meet simultaneously to provide organizational governance of three ministry agencies in a collaborative and cooperative manner. A separate ministry committee for each ministry agency could be established to conduct agency business and committee recommendations be made to the full board for action.

Depending on the Structure of the ReFrame Canada bylaws, the Canada and the ReFrame Ministry Boards may consider the same recommendation to meet simultaneously.

#### *A. ReFrame Ministries Canada*

The description of ReFrame Ministries Canada is being developed in collaboration with the ReFrame Canada and the Canada Ministries Office.

### **IX. World Renew**

It should be noted that two members from the COD are guest members of the World Renew Board.

### **X. Educational Institutions**

The CRCNA has two education institutions:

1. **Calvin University:** Calvin University is organizationally governed by the Calvin University Board of Trustees.
2. **Calvin Theological Seminary:** Calvin Theological Seminary is organizationally governed by the Calvin University Board of Trustees.

It should be noted that two members from the COD are guest members of the Calvin University Board of Trustees and the Calvin Theological Seminary Board of Trustees.

### **XI. Related Organizations**

The CRCNA has several related corporations organized to support the work of the CRCNA:

- Diaconal Ministries Canada
- Reformed Benefits Association
- CRC Loan Fund, Inc.
- Delaware Investment Fund LLC
- U.S. Pension Fund
- Canada Pension Fund

The list of related organizations is dynamic.

Brief descriptions of the purpose and how these organizations are related is under development.

The criteria for an organization to be considered “related” is at least one of the following: staff of the CRCNA organization participate on the board, the CRCNA organization was a key component in establishing the related entity, the entity was mandated by synod or has reporting responsibilities to synod, the entity exists for the purposes of the CRCNA.

## Chapter 4: CRCNA Offices

### I. Introduction to Leadership Framework and Offices

The CRCNA has three leadership offices: the Office of General Secretary, the Canada Ministry Office, and the US Ministry Office. These three lead, manage, oversee, and support the CRCNA organization in Canada and the US. As outlined in Table 1, the Council of Delegates, on behalf of synod, governs the Office of General Secretary. The Canada Ministry Board and the US Ministry Board each govern their own offices and supervise their own executive leader.

Table 1: CRCNA Leadership Framework

Governance Type	Governance Authority	Leadership Office	Executive Leaders
Synodical Governance	Council of Delegates	Office of General Secretary	General Secretary Chief Administrative Officer
Organizational Governance	Canada Ministry Board	Canada Ministry Office	Executive Director Chief Administrative Officer
Organizational Governance	US Ministry Board	US Ministry Office	Director of Ministry Operations

As outlined in Table 2, the scope of the Office of General Secretary is binational, including Canada *and* the US. The key function of the Office is to provide overall ecclesiastical and organizational leadership and support to the CRCNA. The General Secretary provides *ecclesiastical* leadership and support and the Chief Administrative Officer provides *organizational* leadership and support.

The Canada Ministry Office and US Ministry Office are each governed by their own board of directors. Each office provides needed administrative support of country-based ministry programs and binational ministry agencies.

Table 2: CRCNA Leadership Office Scope and Functions

Leadership Office	Scope	Key Functions
Office of General Secretary	Binational: Canada, US	- Provide ecclesiastical leadership & support - Provide organizational leadership & support
Canada Ministry Office	Canada	- Provide Canada based leadership & oversight - Manage administrative & support services - Manage Canada based ministry programs - Manage binational ministry agencies with the US Office

		- Manage Joint Ministry Agreements with the US Office
US Ministry Office	United States	<ul style="list-style-type: none"> <li>- Provide US based leadership &amp; oversight</li> <li>- Manage administrative &amp; support services</li> <li>- Manage US based ministry programs</li> <li>- Manage binational ministry agencies with the Canada Office</li> <li>- Manage Joint Ministry Agreements with the Canada Office</li> </ul>

## II. Office of General Secretary

### 1. *Mandate:*

Synod 2022 established the *Office of General Secretary* by approving the recommendations of the SALT Report.

The Office of the General Secretary will be responsible and accountable to the Council of Delegates to guide and direct the entire CRCNA organization. On one hand, the Office of the General Secretary is responsible to the Council of Delegates and serve as the synodical office supporting the synodical and ecclesiastical structure. On the other hand, the Office of the General Secretary is responsible to oversee the rest of the CRCNA organization as depicted functionally: administration such as pensions, budget, Human Resources institutions such as Calvin University and Calvin Theological Seminary agencies such as World Renew and ReFrame Ministries. The way that this leadership is achieved is through partnership and collaboration with the ministry agencies, educational institutions, boards, and ecclesial entities.

### 2. *Mission:*

As an agent of synod and its Council of Delegates, the Office of General Secretary will provide ecclesiastical and organizational leadership and support that promotes a culture of cooperation, collaboration, and partnership in the CRCNA organization.

### 3. *Scope:*

The scope of the Office of General Secretary includes:

- a. Binational: engaging with CRC churches and classes throughout Canada and the United States in partnership with the Canada Ministry Office and the US Ministry Office.
- b. Ecumenical: engaging with leaders and members of denominations, organizations, and associations who are in or who are seeking ecumenical relationships.
- c. Ecclesiastical: providing leadership and support to CRC churches, classes, Council of Delegates, and synod to promote effective and Spirit-led ecclesiastical governance and practices.

- d. Organizational: providing leadership, guidance and support to CRC ministry agencies, organizations, and educational institutions to promote administrative, and ministry cooperation, integration, and partnership.

#### *4. Functions:*

The functions of the Office of General Secretary include:

- a. Ecclesiastical Leadership & Support:
  - i. Serve as the synodical office of the CRCNA. Ensure that the acts of synod, the church order, and its mandates, are followed and/or implemented.
  - ii. Support and strengthen the ecclesiastical governance structure of the CRCNA including US and Canadian classes, Council of Delegates, and synod.
  - iii. Provide ecclesiastical advice, guidance and consultation to classes and churches.
  - iv. Develop and nurture ecumenical relationships and participate in ecumenical organizations.
  - v. Root ecclesiastical governance in prayer and spiritual growth
- b. Organizational Leadership & Support:
  - i. Support and strengthen the organizational governance and leadership structures of the Canada Ministry Organization, the US Ministry Organization.
  - ii. Support and strengthen the implementation of the synodically-approved ministry plan and associated organizational strategic plans by fostering collaboration across binational ministry agencies.
  - iii. Support the engagement of CRC congregations with ministry agencies and educational institutions.
  - iv. Form and manage binational policy-making councils that advance collaboration, coordination, integration, and partnership.
- c. Joint Ministry Agreements with Ministry Organizations:
  - i. Develop joint agreements to address ecclesiastical, governance, administrative, and ministry opportunities that build coordination, collaboration, and partnership in a way that enhances the work of the ecclesial system and the binational ministry agencies.
  - ii. Convene the CRCNA and ReFrame joint ministry management committees ensuring compliance with the joint ministry agreements and the operating manuals.

### III. Canada Ministry Office

#### 1. *Mandate:*

In 1985, the CRCNA established the CRCNA Canada Corporation to serve as a legal registered charity. CRCNA Canada is organized and operated exclusively for religious purposes in compliance with Canadian federal and provincial law, and in accordance with the fundamental principles of Reformed doctrine and government as expressed in the Article 32(d) of the CRCNA Church Order.

In 2022 the CRCNA synod formally established the Canada Ministry Office by approving the recommendations of the SALT Report and the Ecclesiastical Mandate Letter (Appendix A and B). SALT and the Letter described the purpose of the Canada Ministry Office was to focus on implementing the CRCNA Ministry Plan using Joint Ministry Agreements *in a manner that recognizes the ministry needs of Canadian churches and that of their social and cultural context*. SALT recommended that the Canada Ministry Office be led by an Executive Director that reported directly to the Canada Ministry Board and works in *partnership* with the Office of General Secretary to meet the ecclesiastical and ministry expectations of synod and the Council of Delegates.

#### 2. *Mission:*

The Canada Ministry Office will provide administrative and ministry oversight and support services that build a culture of cooperation, collaboration, and effectiveness with organizations, agencies, and partners as they serve CRC congregations in Canada.

#### 3. *Scope:*

- a. **Organizational Governance:** The Canada Ministry Office is governed by a board of directors whose membership is constituted by synod from every CRC classis in Canada, from whom the directors as well as directors-at-large are elected. The Canada Ministry board is responsible to provide organizational governance of CRC administration and ministries in Canada.
- b. **Canada Ministry Office:** The Canada Ministry Office provides administrative services needed to operate country-based ministry programs and the binational ministry agencies effectively and efficiently. The Canada Ministry board hires and supervises an executive director that manages the day-to-day affairs of the Canada Ministry Office. The executive director selects and manages the staff needed to advance its mission and purpose.
- c. **CRCNA Ministry Plan:** The Canada Ministry Office contributes to the development, implementation, and evaluation of the CRCNA ministry plan. The CRCNA Ministry Plan includes ministry strategies and activities that address the needs expressed by CRC churches in Canada. The Canada and US Ministry Office executive leaders jointly supervise the

- ministry agencies ensuring effective implementation of the CRCNA ministry plan.
- d. Joint Agreements: The Canada Ministry Office uses Joint Administrative and Ministry Agreements to ensure effective collaboration with ministry organizations, agencies, and partners in Canada, United States, and internationally.

#### *4. Functions:*

The functions of the Canada Ministry Office include:

- a. Manage the affairs of Canada Ministry Organization as a registered charity.
- b. Ensure the administrative services are offered by staff and/or through joint administrative agreements with the US Ministry Office (Table 3).
- c. Collaborate with local churches and classes to identify and address ministry priorities.
- d. Develop, contextualize, implement, and evaluate the CRCNA ministry plan to ensure ministry is culturally appropriate in Canada.
- e. Support the engagement of CRC congregations with ministry agencies and educational institutions.
- f. Develop and manage joint agreements that address ecclesiastical, governance, administrative, and ministry opportunities to build coordination, collaboration, and partnership.
- g. Represent and maintain ecumenical and ecclesiastical relationships in Canada in conjunction with the Office of General Secretary.
- h. Serve on binational policymaking and leadership councils and other groups to advance collaboration, coordination, integration, and partnership with the Office of General Secretary, ministry agencies and other ministry partners.

#### *5. Organizational Structure:*

- a. The organizational structure of the Canada Ministry Office is designed to address the Canadian context.
- b. The administrative services listed in Table 3 are provided by the Canada Ministry Office staff or through joint administrative agreements with the US Ministry Office.
- c. The work of binational ministry agencies by Canada staff or through joint ministry agreements with the US Ministry Office.
- d. The executive director jointly supervises the directors of the binational ministry agencies with the executive leader of the US Ministry Office as detailed in a joint supervision agreement.

Table 3: Canada Ministry Office Administration

Administrative Departments	Support Services and Functions	
Accounting & Finance	Accounts Payable & Receivable Budget & Planning Banking Contract Management	Financial Reporting Gift Entry Payroll Purchasing
Advancement	Ministry Shares coordination Church communications	Direct mail & digital fundraising strategy Major gifts
Church & Member Support	CRCNA call center Order taking & eCommerce	The Bridge App
Compliance	Canada Revenue Agency Insurance	Registered charity regulations Risk management
Facilities	Custodial & grounds	Building & mechanical
Human Resources	Recruitment Benefits administration	Staff learning & development Leadership transition & succession
Information Technology	User & desktop support Applications support	Infrastructure & cybersecurity Project management & process reengineering
Management & Leadership	Agency Leaders: CM, Re-Frame, Resonate Board support	Grant Coordination & reporting Ministry planning & coordination
Print & Digital Services	Brand management <i>The Banner</i> & Faith Alive Editorial services	Mailhouse coordination Print purchasing Website & social media management
Warehousing	Shipping & receiving Inventory management	Order fulfillment Materials recycling

#### IV. US Ministry Office

##### 1. Mandate:

In 2022, synod adopted a *Supplement to the SALT Report* that addressed the structure of the US Ministry Office. The supplement, written by Colin Wat-



son, Executive Director of the CRCNA, concluded the new Office of General Secretary and the US Ministry Office needed to be organizationally distinct, and the General Secretary would no longer serve as the chief executive of the US Ministry Office. (Appendix C). The supplement recommended that the chief executive of the US Ministry Office would be a part-time Director of Ministry Operations position. The position would be authorized for two years, and the director of Resonate Global Mission would serve in this capacity.

In adopting the supplement, synod agreed that the US Ministry Board would be responsible to appoint a part-time executive leader that is accountable to the board for all the US Ministry Office matters. In the summer of 2022, a half-time director of administrative operations position was established to support the director of ministry operations and the director of technology was appointed to serve in this capacity.

As a status update, the director of ministry operations position will be vacated on June 30, 2023, due to the retirement of Joel Huyser, and the director of administrative operations position was vacated on January 1, 2023, due to the promotion of Shirley DeVries to chief administrative officer.

## *2. Mission:*

The US Ministry Office will provide administrative and ministry oversight and support services that build a culture of cooperation, collaboration, and effectiveness with organizations, agencies, and partners as they serve CRC congregations in the US.

## *3. Scope:*

- a. **Organizational Governance:** The US Ministry Office is governed by a board of directors whose membership is constituted by synod from every CRC classis in the US, from whom the directors as well as directors-at-large are elected. The US Ministry Board is responsible to provide organizational governance of the CRC administration and ministries in the US.
- b. **US Ministry Office:** The US Ministry Office provides administrative support services needed to operate country-based ministry programs and binational ministry agencies effectively and efficiently. The US Ministry Board hires and supervises an executive leader who is responsible to manage the day-to-day affairs of the US Ministry Office. The executive leader selects and manages the staff needed to advance its mission and purpose.
- c. **CRCNA Ministry Plan:** The US Ministry Office contributes to the development, implementation, and evaluation of the CRCNA Ministry Plan. The CRCNA ministry plan includes ministry strategies and activities that address the needs expressed by CRC churches in the US. The US and Canada Ministry Offices' executive leaders jointly supervise the ministry agencies ensuring effective implementation of the CRCNA ministry plan.

- d. Joint Agreements: The US Ministry Office uses joint administrative and ministry agreements to ensure effective collaboration with ministry organizations, agencies, and partners in Canada, United States, and internationally.

#### 4. Functions:

The US Office is responsible to perform the following functions:

- a. Manage the affairs of CRCNA US corporation as a tax exempt, nonprofit organization.
- b. To ensure the administrative services are offered by staff and/or through joint administrative agreements with the Canada Ministry Office (Table 4).
- c. Collaborate with local churches and classes to identify and address ministry priorities.
- d. Participate in the development, implementation, and evaluation of the CRCNA ministry plan.
- e. Support the engagement of CRC congregations with ministry agencies and educational institutions.
- f. Develop and manage joint agreements that address ecclesiastical, governance, administrative, and ministry opportunities to build coordination, collaboration, and partnership.
- g. Serve on binational policymaking and leadership councils and other groups to advance collaboration, coordination, integration, and partnership with the Office of General Secretary, ministry agencies, and other ministry partners.

Table 4: US Ministry Office Administration

Administrative Departments	Support Services and Functions	
Accounting & Finance	Accounts payable & receivable Budget & planning Banking Contract management	Financial reporting Gift entry Payroll Purchasing
Advancement	Ministry Shares coordination Church communications	Direct mail & digital fundraising strategy Major gifts
Church & Member Support	CRCNA call center Order taking & eCommerce	Loan Fund Ministers Pension Fund
Compliance	Internal Revenue Service	Registered 501(c)3 regulations

Administrative Departments	Support Services and Functions	
	Insurance	Risk management
Facilities	Custodial & grounds	Building & mechanical
Human Resources	Recruitment Benefits administration	Staff learning & development Leadership transition & succession
Information Technology	User & desktop support Applications support	Infrastructure & cybersecurity Project management & process reengineering
Management & Leadership	Agency leaders: CM, Re-Frame, Resonate Board support	Grant coordination & reporting Ministry planning & coordination
Print & Digital Services	Brand management <i>The Banner</i> & Faith Alive Editorial services	Mailhouse coordination Print purchasing Website & social media management
Warehousing	Shipping & receiving Inventory management	Order fulfillment Materials recycling

### 5. Organizational Structure:

The organizational structure of the US Ministry Office is designed to address the US context.

- a. The administrative services listed in Table 4 are provided by the US Ministry Office staff or through joint administrative agreements with the Canada Ministry Office.
- b. The work of binational ministry agencies by US staff or through joint ministry agreements with the Canada Ministry Office.
- c. The executive leader jointly supervises the directors of the binational ministry agencies with the executive director of the Canada Ministry Office as detailed in a joint supervision agreement.

## Chapter 5: Governance Policies

### I. Policy Index

Name	Policy COD Committee Owner	Applies to	Type of Modification
<a href="#">Recording of Meetings: Obligation to Inform</a>	COD - Exec		<ul style="list-style-type: none"> <li>-Put into the new policy format</li> <li>-Removed references to Virtual Staff Gatherings and Meetings Hosted by CRCNA Staff and referred them to HR Directors for inclusion in Employee Handbooks</li> </ul>
<a href="#">Right of Comment</a>	COD - Exec		<ul style="list-style-type: none"> <li>-Put into the new policy format</li> <li>-Replaced "executive director" and "ED" with "General Secretary" and "GS"</li> <li>-Shortened it by removing references to the 1st Edition of the COD Governance Handbook</li> </ul>
<a href="#">Conflict of Interest</a>	COD - Exec		<ul style="list-style-type: none"> <li>-Put the existing policy into the new format</li> <li>-Made the Conflict of Interest Statement into an Appendix</li> </ul>
<a href="#">Delegate Nomination Process</a>	COD - Governance		<ul style="list-style-type: none"> <li>-Put the existing policy into the new format</li> <li>-Changed terminology to reflect the terms used in the 2nd Edition of the COD Governance Handbook</li> <li>-The reference to COD's own rules for the composition of the Executive Committee and the implications for other committees has been retained but the details were included because they are in the COD Governance Handbook and this is a COD policy.</li> <li>- Added policy regarding objections to a nomination to 3. Procedures (adopted 05.02.2024, COD 6440)</li> </ul>
<a href="#">Church Membership and Confessional Conformity for Personnel</a>	COD - Exec		<ul style="list-style-type: none"> <li>-Put the existing policy into the new format</li> <li>-Made the Covenant Statement Appendix A</li> <li>-Aligned this document with others to eliminate confusion</li> <li>Clarified definitions to make it possible for HR departments to implement</li> </ul>

<a href="#">Code of Conduct for COD Members</a>	COD - Exec		-Put the existing policy into the new format
<a href="#">Statement of Agreement with the Beliefs of CRCNA</a>	COD - Exec		-Put the existing policy into the new format
<a href="#">Organizational Guest Membership</a>	COD - Connections		-Changed the name of the policy from Policy and Protocol for the Connection of Governance between the COD and Other Boards -Put the exiting policy into the new format -Removed components that are now covered in the COD Governance Handbook 2nd Edition related to voting status, executive session participation, and committee assignments
<a href="#">Investment</a>	COD - Finance		Put into the new policy template and updated terms and responsibilities to match the new organizational structure
<a href="#">Fundraising Ethical guidelines</a>	COD - Finance		Put into the new policy template and updated terms and responsibilities to match the new organizational structure
<a href="#">Financial Reserve</a>	COD - Finance		Put into the new policy template and updated terms and responsibilities to match the new organizational structure
<a href="#">Cash Holding</a>	COD - Finance		Put into the new policy template and updated terms and responsibilities to match the new organizational structure
<a href="#">Hiring Senior Positions in OGS</a>	COD - Executive		

## II. History of COD Governance Handbook Revisions

### Revision History of COD Governance Handbook

Date	Revision No.	Modification
6/13/2023	2.1	Synod ratifies the organizational concept and structure in the revised (v.2.1) COD Governance Handbook and receives the draft handbook for information ( <i>Acts 2023</i> , p. 982)
11/16/2023	2.2	Updated SSC 4.g with language approved in COD 6372
12/11/2023	2.3	Added references to pp. 20-21 in regard to adding non-COD members to Thrive, ReFrame, and Resonate committees.

3/28/2024	2.4	Added Financial Reserve Policy, Cash Holding Policy, Fundraising Ethical Guidelines Policy, and Investment Policy to Policy Index. Updates to Connections Charter 4e, Governance Charter 4d, 4e, and 4f. Updated the role of the Governance Committee in changes to other COD Committee Charters. Updates to Synodical Services membership matrix on p. 21.
7/16/2024	2.5	Removed policy listings from previous COD Handbook appendix page
8/21/2024	2.6	Added Officer election majority vote process (adopted 05.02.2024, COD 6440).
11/04/2024	2.7	Added Dignity Team Charter (adopted 10.17.2024, COD 6488) and added "...and, as appropriate, the respective Canada and US Ministry Boards, to each committee charter"
12/5/2024	2.8	Updated committee charters and language of Director of Synodical Services to Director of Ecclesiastical Governance

*Note*, as the revision numbers change in the table above, the footer of this document needs to be changed to reflect the new revision number.