

## **Structure and Leadership Task Force (SALT)**

*Note* Discussion of this report will also be on the agenda for Synod 2022.

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### **I. The SALT task**

The Council of Delegates (COD), in a series of decisions in October 2020, approved the creation of the Structure and Leadership Task Force (SALT). The mandate of SALT was to

ensure that the three executive role descriptions it had developed previously are complete, compatible, and meet the demands of Reformed polity as well as address other ecclesiastical considerations; ensure that the three position descriptions include review by Human Resources of the CRCNA in both Canada and the United States to ensure use of appropriate language to reflect the desire of inclusiveness; and present a final report to the COD in February 2021 for recommendation to synod.

A short time later, in a subsequent Executive Committee meeting of the Council of Delegates on November 24, 2020, the SALT mandate was expanded to read as follows:

A motion carries to empower the Structure and Leadership Task Force to take into account the range of legal opinions and provide preliminary guidance to the COD in February 2021 for moving the process forward.

Following the parameters of composition and membership delineated by synod, the task force was formed with the following members: Paula Coldagelli; Andy de Ruyter (facilitator), Paul De Vries (facilitator), Fred Koning (reporter), Michelle Kool, William Koopmans, John Lee (chair), Jose Rayas, Dee Recker (ex officio/ nonvoting), and Kathy Smith (ex officio/ nonvoting).

The SALT team, in preparing this report, sought to develop a leadership model and organizational design that would promote more durable and productive working relationships among CRCNA leadership and a mission-driven culture throughout the CRCNA organization. The organizational values pursued were role function and clarity; mutuality and reciprocity; communication and trust.

The SALT team recognized the unique structure and design of the CRCNA organization. The CRCNA was founded as an ecclesiastical organization governed by a Reformed polity and ecclesiology. The CRCNA found it necessary to establish nonprofit organizations in Canada and the United States to advance the churches' shared mission and purpose. While each nonprofit organization was authorized by synod, they are legal corporations that must comply with the rules and regulations that govern registered charities in Canada and tax-exempt nonprofit organizations in the United States. These rules vary between states and provinces as well as between the U.S. and Canadian federal governments. Additionally, as these governmental rules evolve and change over time, compliance efforts may be at odds with CRCNA Church Order. This currently is the case with rules and regulations for registered charities in Canada.

## **II. A brief history**

The past is the prologue for the work of the Structure and Leadership Task Force (SALT). The resignation of the previous executive director of the CRCNA, Dr. Steven Timmermans, and the pattern of repeated resignations and unexplained departures of senior leaders since 2011 as well as the reports for the work of the synodical Task Force Reviewing Structure and Culture (TFRSC) in 2012-2015 have all formed the backdrop to the work of SALT. The recent update to the Canada Revenue Agency regulations regarding charities in Canada, and the discussion as to the nature of the changes required to render the CRCNA Canada Corporation in full legal compliance seem to have made the completion of SALT's task more pressing than would normally be the case.

The TFRSC report to Synod 2013 provides a perspective that is as helpful today as it was then:

The Christian Reformed Church has from its very beginning in 1857 concerned itself with organizing committees and governing boards as needed on an ad hoc basis to accomplish studies or tasks as deemed appropriate. Continuing organizational development is a necessary byproduct of evaluating the current organizational structure to determine how well this structure will serve in the future. Current organizational structure should be evaluated in the light of what we anticipate in that future. If ministry is our goal and covenantal interdependence is our chosen ministry pattern, then our organizational models need

to reflect that choice. Organizational structure is not an end in itself. Organizational structure is not the primary mission of the Christian Reformed Church. It is a tool we use to be good stewards of the resources entrusted to us by the Lord and his people to live out his mission.

(*Agenda for Synod 2013*, pp. 348-49)

In developing a renewed leadership model, SALT came to realize that attention to the matters of governance in the CRCNA is best seen as an ongoing duty of CRCNA boards. To date, it has largely been a matter of periodic review that tends to happen in response to specific administrative crises.

SALT also expressed a deep appreciation for the long history of shared ministry that its members have enjoyed as a binational church. Both Canadian and U.S. members have benefited from working together to contribute to God's mission in North America and beyond. Unity has been the foundation for ministry in Canada since 1905, when the first Canadian CRCNA church was launched in Lethbridge, Alberta. Over the years, ministry priorities and structures within the Canadian side of the CRCNA have changed to respond to changing circumstances, always with an emphasis on maintaining unity. Indeed, SALT acknowledges that a great deal of work has been done over the years in refining ministry priorities and structures to strengthen the capacity of the churches to contribute to the shared mission of the CRCNA.

However, in its research of past synodical decisions regarding governance in the CRCNA, SALT was reminded that some of what had once been decided had not yet been fully implemented. SALT therefore endeavored to work toward the full realization of those decisions once taken by Synod 2000.

Synod 2000 adopted "A Governance Proposal" that integrated the earlier Canadian Ministries Board into a larger and reconstituted Board of Trustees. The *Acts of Synod 2000* (p. 623) declares that the Canada Corporation shall "be responsible for all specific 'in Canada' functions that cannot be, or ought not be, the responsibility of a synodical binational Board." The *Agenda for Synod 2000*, p. 62, identified seven functions that flesh out how the Canada Corporation was to implement direction while serving as members of the Board of Trustees (now replaced by the current Council of Delegates). Noteworthy among those functions was the overarching responsibility to exercise judgment "concerning the cultural appropriateness of ministry programs offered in Canada by denominational agencies." In the seven functions, Synod 2000 affirmed that CRCNA Canada Corporation directors shall perform all the functions of a federally registered charity in Canada and, as directed by synod, of the CRC ministries in Canada. Synod indicated that CRCNA Canada Corporation directors shall be responsible for providing governance oversight for denominational ministries specific to Canada (see *Agenda for Synod 2000*, p. 62).

### **III. Introduction to Reformed polity and ecclesiology**

It was important for SALT to make explicit a number of Reformed polity considerations when contemplating the most senior leadership roles in the CRCNA. These considerations helped define the roles as well as recognize the limits to the authority of the office and the office holder. These considerations also draw attention to the limits of the delegated authority of the CRCNA-Canada and -Michigan corporations, whose charter and bylaw documents make explicit that their continued existence is entirely contingent on the faithful implementation of synodical purposes.

In Reformed polity the local church council holds original authority, which in turn is delegated to classis, which delegates its authority to synod (Church Order Art. 27). Synod is the broadest assembly of the churches covenanting together on ecclesiastical matters. Synod therefore exercises direction and control of ecclesiastical matters and holds the ecclesiastical vision for the CRCNA. Current corporations exist within the CRCNA (most churches and classes are incorporated) because churches, through synod (Church Order Art. 32), have asked for collaborative and nationally contextualized ministry. Synod, however, is not a corporation.

Unlike ecclesiastical assemblies (classis and synod) that have delegated authority over lower assemblies (classes over councils and synod over classes), CRCNA corporations are legal entities whose boards do not function with ecclesiastical authority. They simply lack ecclesiastical standing, for they are legal entities whose purposes are to implement synod's denominational Ministry Plan in all of its complexity and specificity. Therefore, CRCNA corporations do not have authority over other corporations in the CRCNA, including churches and classes that are incorporated.

Synod has created the Council of Delegates (COD), which is to serve as its interim committee and the governing authority for the CRCNA organization. All CRCNA chartered corporations are subsidiaries of the COD as the CRCNA governance board. The features of Reformed polity and ecclesiology underscore the indispensable role synod needs to play in ecclesiastical, administrative, and ministry integration.

#### **IV. Introduction to the report**

The SALT report contains five key topics followed by a set of recommendations and five appendices.

Briefly, the first key topic focuses on the CRCNA organizational culture and its continued struggle between three cultural models: an ecclesiastical model, a corporate/legal model, and a ministry-focused organizational model.

The second key topic focuses on proposed changes to the CRCNA leadership model. The position of Executive Director of the CRCNA would give way to two new positions, General Secretary and Chief Administrative Officer. Both positions would together form the Office of General Secretary.

The third key topic focuses on governance. The CRCNA is a complex binational organization with multiple structures and boards that include hundreds of members and participants. A newly established office on governance will provide guidance that addresses issues of compliance with regulatory issues, training and education of members, and oversight of joint ministry agreements.

The fourth key topic focuses on expanding the use of Joint Ministry Agreements to include ecumenical affairs, governance, administration, and ministry. The expanded use of Joint Ministry Agreements will also include agreements between countries, institutions, agencies, programs, and partners.

The fifth key topic focuses on the Canadian Office of the CRCNA. While the office is currently working to ensure compliance with the Canada Revenue Agency (CRA), the office is also clarifying what it means to be the Canadian arm of the CRCNA.

The report also includes five appendices. The first appendix contains the draft position descriptions for the proposed positions of General Secretary, Chief Administrative Officer, and Executive Director-Canada. The second appendix contains a complete set of the charts used in the report, with additional annotations and narratives; and the third appendix provides a list of abbreviations and acronyms and descriptions. The fourth appendix provides a description of the Ministries Leadership Council, updated to reflect the recommendations in this report; and the fifth appendix contains the current COD Conflict of Interest Policy.

## V. Key Topic 1: Culture

The CRCNA ecclesiastical structure has a well-developed culture defined and shaped by Reformed polity and ecclesiology over many years. CRCNA leaders are well versed in the nuances of this structure and are committed to its culture. Synod nurtures this culture through its selection of leaders and officers, use of specific language, dependence on the Church Order, commitment to an orderly synodical process, and the use of synodical deputies and recognized experts. The culture of the CRCNA ecclesiastical structure is understood and certain.

The rest of the CRCNA organizational structure is less certain. Past attempts to fix the organizational culture have been less than successful. Boards have been renamed, merged, and, if necessary, eliminated as a way to improve the culture. Leadership positions as well have been renamed and merged, and some have been eliminated as a path to organizational health.

Edgar H. Schein, a recognized expert in organizational culture and leadership, shared the following observation:

In an age in which leadership is touted over and over again as a critical variable in defining the success or failure of an organization, it becomes all the more important to look at the other side of the leadership coin – how leaders create culture and how culture defines and creates leaders.

*(Organizational Culture and Leadership, p. xi)*

The CRCNA organization continues to struggle with the issue of culture. On one hand, we all desire a culture that is shaped by collaboration; cooperation; shared mission; interdependency between ministry institutions, agencies, programs, and partners; and the binationality of the denomination.

On the other hand, there is a shift toward the use of governance by means of corporate and legal models that are creating a culture characterized by dominance, direction, and control. In the struggle to work out parameters of binationality and compliance with the Canada Revenue Agency, cooperation and interdependence have given way to autonomy, independence, control, and *us/them* thinking.

SALT recognizes the challenge the CRCNA organization faces in resolving the CRA compliance issues in Canada and offers some guidance and solutions in this report. Regardless of the challenges, the culture of the CRCNA organization should not be characterized by concepts of dominance, control, and *us/ them* thinking that are often present in legal and corporate models. Instead, the culture of the CRCNA organization should be characterized by cooperation, collaboration, and partnership.

Each ministry institution, agency, program, and partner shares in the common mission of the CRCNA denomination and has a shared responsibility to

advance the CRCNA Ministry Plan. Dominance, direction, control, and us/ them thinking have no place in a healthy organizational culture.

Board members and officers, executive, senior, and ministry leaders should consider this:

- Words are important.
- The words we use reveal our mindset and worldview.
- The words we use communicate our view of the future.
- The words we use communicate the culture, the lived experience of organization.
- Leaders can create and improve the culture through their words.
- Culture has the power to define and create its leaders.

We should acknowledge the power of words to shape culture and challenge all CRCNA leaders, board members, and staff to adopt language that is congruent with its vision, mission, and work of ministry in Canada and the United States.

Shared visions emerge from personal visions. The passion and commitment that empowers a shared vision comes from personal visions. If there is a lack of alignment and dysfunction, the shared vision will fail.

(Peter M. Senge, *The Fifth Discipline*)

While legal status is of concern to regulators, accountants, and tax experts, it should not have the power to shape the culture of the CRCNA organization. Legal language creates a level of complexity that can negatively impact the culture. For example, the continued description of the CRCNA in Canada as the “Canada Corp” does not do justice to the scope and responsibility of the CRCNA-Canada office. The use of the term “Michigan Corp” as a way to distinguish itself from Canada does not do justice to the scope of the CRCNA organization in the United States. Just as we do not describe Calvin University as the Calvin Corp or World Renew as the WR Corp, we should use words that fully describe the scope of ministry boards.

Defining roles and responsibilities is necessary to create clarity, just as identifying areas of mutuality, reciprocity, and cooperation is key to creating partnership. Developing healthy patterns of communication and paying attention to words are key to building organizational trust. All of this gives shape to a positive and healthy culture that is aligned with the values of the CRCNA organization.

## **VI. Key Topic 2: Leadership model and design**

The current CRCNA leadership model is based on having a single executive leader—the Executive Director (CRCNA)—serving as the chief ecclesiastical officer, chief administrative officer, and chief ministry officer for the CRCNA organization. The Executive Director (CRCNA), who reports to the Council of Delegates (COD), supervises a team of senior leaders who work together to advance the mission and purposes of the CRCNA organization. The SALT team recommends that this current leadership model be changed.

The new CRCNA leadership model will be based on two executive leaders serving in a single office. Rather than having one person—the Executive Director (CRCNA)—be responsible and accountable for all ecclesiastical,

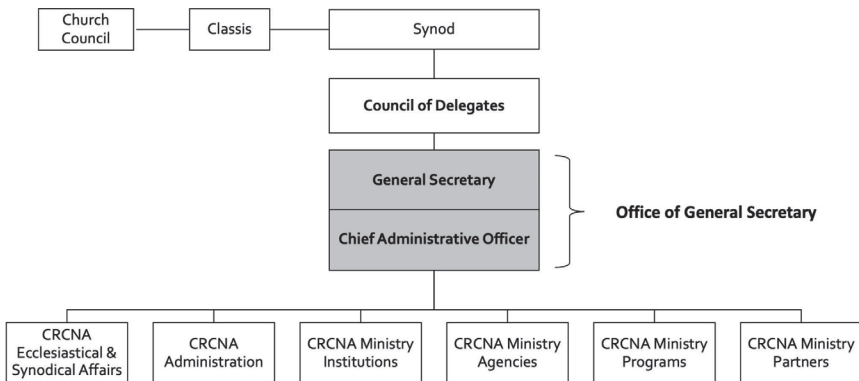
administrative, and ministry functions in the CRCNA, the new CRCNA leadership model will be based on two positions.

1. The chief ecclesiastical officer will be titled *General Secretary*. This is a familiar title that has been used in the past. The General Secretary will report to the COD and will serve as the executive leader of the CRCNA organization. A description of this position is contained in Appendix A.
2. The second position will be titled *Chief Administrative Officer*. The Chief Administrative Officer will report to the General Secretary and will have responsibilities and accountabilities for all administration and ministry operations within the CRCNA organization. A description of this position is contained in Appendix A.

Both positions—General Secretary and Chief Administrative Officer—will constitute a new office called the *Office of General Secretary*. The Office of General Secretary will be responsible and accountable to the Council of Delegates to guide and direct the entire CRCNA organization. While each position has distinct roles and responsibilities as described in their position description, they will work together as partners and have shared leadership responsibilities and accountabilities based on abilities and gifts as well as organizational changes and needs. The new CRCNA leadership model will ensure ecclesiastical and administrative integration and will serve together to facilitate the shared governance partnerships and relationships that characterize the binational denomination’s life, ministry, and mission.

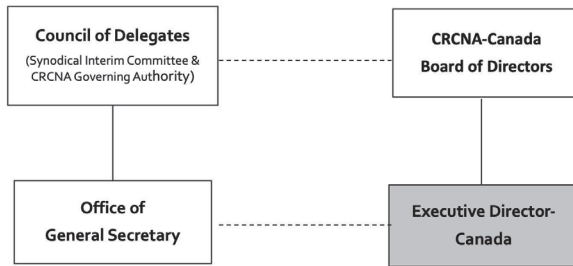
The new CRCNA leadership model will also contain a new leadership position in Canada. SALT recommends that the position of Canadian Ministries Director be discontinued and the position of *Executive Director-Canada* be instituted. The Executive Director-Canada will report to the CRCNA-Canada Board to meet the legal expectations of the Canada Revenue Agency (CRA) and to the Office of General Secretary to meet the ecclesiastical and ministry expectations of synod and the Council of Delegates. A description of this position is contained in Appendix A. This is discussed more fully in Key Topic 5: Canadian Office.

**Chart 1: Office of General Secretary**



The purpose of Chart 1 is to describe the scope of the Office of General Secretary (in gray). On one hand, the Office of General Secretary is responsible to the Council of Delegates and is to support the synodical and ecclesiastical structure. On the other hand, the Office of 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; programs such as Mercy and Justice; and partners such as synodical advisers from the seminary. Chart 1 is not meant to be all inclusive but, rather, a description of the scope of the Office of General Secretary.

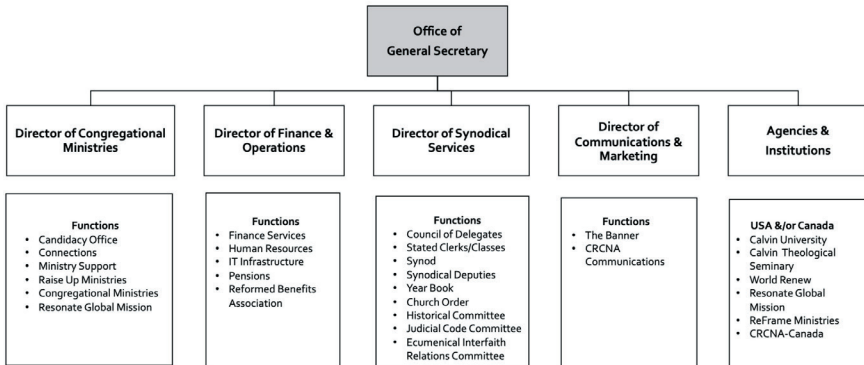
**Chart 2: CRCNA- Canada Office Structure**



The purpose of Chart 2 is to pictorially describe the operating relationships the Executive Director-Canada (shaded in gray) has with the CRCNA-Canada Board of Directors and the CRCNA Office of General Secretary. This is more fully described in Key Topic 5.

While the CRCNA-Canada Board of Directors is considered independent from a legal perspective, as a subsidiary corporation that was chartered by the CRCNA synod, it is accountable to the CRCNA Council of Delegates. The Council of Delegates is the synodical interim committee and the governing authority for the CRCNA organization. This is more fully described in Key Topic 3.

**Chart 3: Administrative Positions & Functions**





The purpose of Chart 3 is to describe the scope of the Office of General Secretary (in gray) as it relates to administering the CRCNA organization. The chart identifies the key leadership positions and the related administrative functions under each position. The section listing Agencies and Institutions recognizes that each entity may have their own administrative structures and staff as their organizations require.

*Note:* This chart is illustrative and may not reflect some administrative relationships by exception or changes not yet adopted.

## VII. Key Topic 3: Governance framework and design

### A. Background

The CRCNA is a complex binational organization that includes multiple ministry agencies 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, fiduciary, and governance responsibilities. Many of the ministry agencies 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.

Each of these nonprofit corporations has a governing authority commonly referred to as a board. The board may be referred to as a Board of Directors, Board of Trustees, or Board of Advisers. The Council of Delegates, on behalf of synod, is the governing authority for the CRCNA organization. As such, all of the nonprofit corporations that are a part of the CRCNA organization are subsidiary and accountable to the Council of Delegates. While each nonprofit corporation is considered to be independent from a legal perspective, they are accountable to the Council of Delegates and to synod from an ecclesiastical and organizational perspective.

Chart 4: CRCNA Board Structure

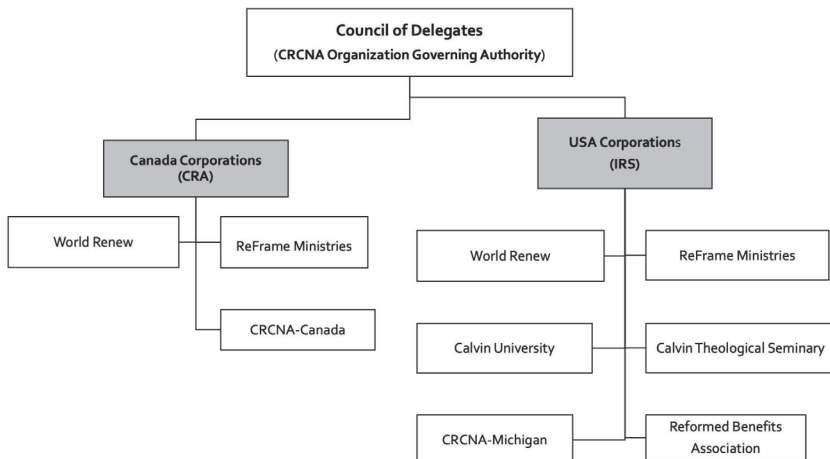


Chart 4 lists the current nonprofit corporations that are legally incorporated in Canada and the United States (Michigan and Illinois). Board membership for each of the nonprofit corporations listed in Chart 4 are linked to the ecclesiastical structure of the CRCNA organization.

Following is a breakdown of the membership:

*Council of Delegates*

- The membership of the Council of Delegates is representative of all the CRCNA classes plus from two to ten at-large members.
- Each classis appoints a single member to the Council of Delegates to fill a three-year term.
- In addition, from two to ten at-large members can be recommended to synod by the Council of Delegates to serve a three-year term.

*CRCNA Corporations*

- U.S. (Michigan) Board of Directors: The delegates to synod serve as the members of the CRCNA-Michigan Corporation and elect the board of the corporation. (The Board of Directors of the CRCNA-Michigan Corporation are the Council of Delegates from the U.S.)
- Canada Board of Directors: The Canadian members of the Council of Delegates serve as the members of the CRCNA Canada Corporation. The same classis appointed members, as well as the Canadian at-large members of the Council of Delegates, constitute the board of the CRCNA Canada Corporation.

*ReFrame Ministries*

- U.S. Board of Directors: The delegates to synod serve as the members of the ReFrame-Illinois Corporation and elect the board of the corporation. (The Board of Directors of the ReFrame-Illinois Corporation are the Council of Delegates from the U.S.)
- Canada Board of Directors: The members of ReFrame Canada Corporation are the Council of Delegates members from Canada. The four officers of the CRCNA-Canada Board of Directors serve as the Board of ReFrame Ministries Canada.

*World Renew*

- USA Board of Directors
- Canada Board of Directors

*Calvin University*

- Board of Trustees

*Calvin Theological Seminary*

- Board of Trustees

*Reformed Benefits Association*

- USA Board of Directors: The Board is made up of three members elected by the Board of Benefit Services of the Reformed Church in America and three members elected by the Council of Delegates of the CRCNA. In addition, the Board of Benefits Services and the CRCNA name one staff person each to serve on the Board with vote. The board members other than the staff serve three-year terms.

Nonprofit organizations incorporated in Canada and/or the U.S. not included in Chart 4:

*Christian Reformed Church Loan Fund, Inc. U.S.*

- U.S. Board of Directors: The Loan Fund Board is made up of six members that are nominated by the Loan Fund Board to synod and elected for a three-year term.

*Ministers Pension Plans*

- U.S. and Canada Board of Directors: The CRCNA maintains two defined benefit pension plans for its ministers of the Word serving in the United States and Canada. The plans are administered by the U.S. Ministers Pension Board and the Canadian Ministers Pension Board. Each board has five members, nominated by the pension boards and elected by synod. One member from each board is a minister of the Word. The members serve three-year terms and are eligible to serve three terms.

*Raise Up Global Ministries*

- U.S. Board of Directors: The board of Raise Up Global Ministries is nominated by and elected by the Council of Delegates.

*Note:* There may be other nonprofit corporations not listed that are part of the CRCNA organization and that need to be added.

*B. Membership responsibilities*

There are, perhaps, hundreds of CRC members who volunteer to serve on the many boards of the CRCNA organization. Many of these volunteers are not fully aware of their *fiduciary duties* and *governance responsibilities* as a board member when they begin their board service. Learning and development opportunities should be offered on a regular basis to ensure that boards fulfil their collective *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 provincial or 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.

## C. *Governance challenges*

The nonprofit corporations that make up the CRCNA organization are managed by their respective boards and the leadership of the CRCNA. The lines of accountability are not always clear, and thus the task of mission integration has become all the more complex over time. What we have today is a framework that unfolded and developed over many decades, which seems at times to be lacking in guiding principles and overall vision.

The Structure and Leadership Task Force has observed, for example, that World Renew and ReFrame Ministries enjoy their own boards, given their corporate status, while Resonate Global Mission does not. Resonate Global Mission's predecessors—Christian Reformed World Missions (CRWM) and Christian Reformed Home Missions (CRHM)—each had their own boards (U.S. and Canada) operating under their own synod-issued "charters" for decades. These entities in turn enjoyed a link of accountability to the then Board of Trustees. SALT believes that the story of historic merger bears retelling, given the desire to fashion a model of executive leadership that can account for the current realities of the CRCNA governance framework.

The recommendations of the synodical Task Force Reviewing Structure and Culture (2012-2015) led synod to consolidate the many boards of the CRCNA in order to decrease the organizational footprint and break down *silos*. This coincided with the decision to merge CRWM and CRHM, which saw in turn their amalgamation into the CRCNA Canada Corporation and the CRCNA-Michigan Corporation. Thus, Resonate Global Mission, unlike World Renew and ReFrame Ministries, no longer holds corporate status or its own board. It does, however, like World Renew and ReFrame Ministries, continue to enjoy a "synodical mandate." This anomaly in the shared governance structure of the CRCNA may have made it harder for Resonate Global Mission to realize the advantages of the Council of Delegates structure and

its integration with other ministry agencies and programs under one large board.

This structural oddity may also have served to create an administrative managerial challenge, given that the Leadership Council enjoys eight reserved seats, one for each executive of the “ministry related” CRCNA U.S. and Canada Boards. Resonate Global Mission is now viewed as different in kind, even though most would acknowledge that it is not.

It seems clear to the SALT team that more work needs to be done. The present moment in the history and life of the CRCNA may be an opportune time to provide a more detailed governance framework for the CRCNA organization and some guiding principles. This in turn would provide incoming executive role holders with policy guidance on “restructuring” and “mergers” of current ministry partners, or when new entities need to be formed, or when other entities (from other denominations) wish to join the CRCNA.

The SALT team recognizes that effective boards and an effective governance framework are critical to the success of the CRCNA organization. A newly established Office of Governance will provide guidance that addresses issues of compliance with Canada and U.S. rules and regulations, training and education of board members, nomination and election of board members, and oversight of joint ministry agreements.

Just as the Office of Synodical Services supports the CRCNA’s ecclesiastical structure, the Office of Governance would support the governance structure of the CRCNA organization. In partnership with the Office of General Secretary and ministry leaders and partners, the Office of Governance would strengthen and support the board members and leaders in Canada and the United States to carry out their *fiduciary duties* and *governing responsibilities*.

The Office of Governance would advance the following activities:

1. Develop an effective process to recruit, select, and appoint members with appropriate insight and expertise.
2. Develop learning and development opportunities that would enable board members to effectively exercise their fiduciary and governing responsibilities.
3. Assist ministry leaders to develop effective governance partnerships with their boards.
4. Assist board chairs in leading and managing their respective boards.
5. Oversee the governance framework of the CRCNA, making recommendations to improve the membership, structure, and framework.
6. Assist the CRCNA corporations to comply with the Canada CRA and the U.S. IRS rules and regulations.
7. Conduct an annual assessment of the governance framework and its effectiveness.

## **VIII. Key Topic 4: Ministry Plan and Joint Ministry Agreements**

### *A. CRCNA Ministry Plan*

The work and ministry of the CRCNA organization is guided by the Ministry Plan. The Ministry Plan is a multiyear plan approved by synod that outlines the strategy and operational priorities for the entire CRCNA organization. Each ministry institution, agency, program, and partner works together to implement the Ministry Plan.

Consider the following:

- a. The CRCNA Ministry Plan is approved by the Council of Delegates and synod.
- b. The Plan contains strategies and priorities for all ministry leaders and partners, including agencies, institutions, programs, and staff.
- c. Agencies, institutions, programs, and partners will align their strategies, plans, and operational priorities with the CRCNA Ministry Plan. All of their unique and specific efforts are critical to the successful implementation of the Ministry Plan.
- d. The CRCNA-Canada board of directors and leaders will ensure that the CRCNA Ministry Plan guides and contextualizes the work and ministry in Canada.
- e. The Ministries Leadership Council provides an opportunity to ensure that all ministry agencies, institutions, programs, and staff are working together to implement the Ministry Plan.

#### *B. Joint Ministry Agreements*

Joint Ministry Agreements provide a useful process to implement the CRCNA Ministry Plan. Joint Ministry Agreements can create role clarity, responsibility, and accountability between ministry boards, leaders, and partners. The Joint Ministry Agreements between World Renew-U.S. and World Renew-Canada represent a successful use of Joint Ministry Agreements. Given the unfolding complexity with the CRCNA Canada Corporation and the clear preferences of the Carter legal advisory, the use of Joint Ministry Agreements will be expanded.

The Joint Ministry Agreement process will be used to clarify roles and responsibilities and to identify areas of common concern and patterns of communication between ministry leaders, agencies, and partners. Chart 4: CRCNA Board Structure describes the various ministry boards chartered by synod. All Joint Ministry Agreements will be approved by the appropriate governing authorities, including boards and executives, before becoming effective.

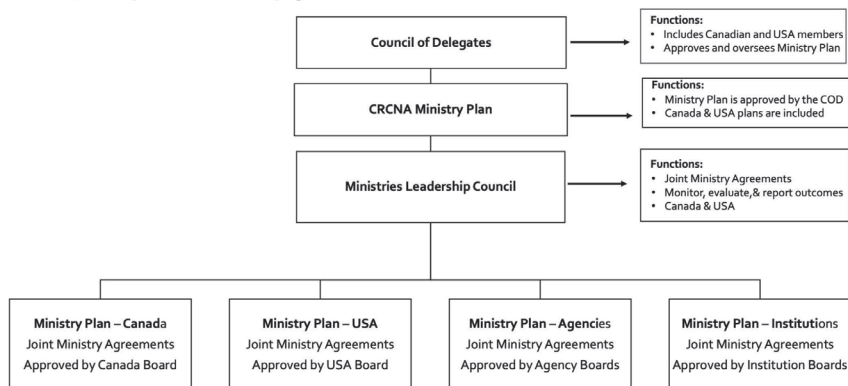
Joint Ministry Agreements have been used by ministry agencies, leaders, and partners to clarify roles, identify areas of shared responsibilities and opportunities, improve communication, and build organizational trust.

The Joint Ministry Agreement process will be expanded to accomplish the following:

1. Clarify ecclesiastical, ecumenical, and synodical responsibilities between countries, agencies, and institutions.
2. Clarify the governance responsibilities and interrelationships between boards of directors and advisers in Canada and the United States. Learning and development opportunities will be addressed.
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.
4. Clarify ministry responsibilities between countries, agencies, and institutions.

Joint Ministry Agreements will be approved by relevant governing authorities.

Chart 5: Ministry Plan & Joint Ministry Agreements



The Office of General Secretary will design and expand the Joint Ministry Agreement process to ensure it addresses ecclesiastical, governance, administrative, and ministry partnerships. The Ministries Leadership Council will bring together ministry leaders and partners to develop new ministry agreements and to review and monitor all current ministry agreements. Joint Ministry Agreements are developed by staff and will be reviewed and approved by relevant governing authorities before they become operational. When the Canadian Board approves these agreements, they demonstrate appropriate *direction and control* as required by the CRA.

It is important to note that the function of the Office of General Secretary in the Joint Ministry Agreement process is that of process management. The content of the JMAs is provided by the many boards and ministry partners. The Office of General Secretary is to manage the process by which the JMAs are achieved, and as such this process must reflect the values of shared governance in the CRCNA—the values of clarity, mutuality and reciprocity, communication, and trust. The design and process of the expansion of the Joint Ministry Agreement process accomplished in the context of the Ministries Leadership Council must enjoy the approval and oversight of the Council of Delegates. The JMA process must at a minimum be a robust and informed process by which ministry leaders and partners can truly agree and feel blessed and empowered to meet the opportunities and overcome the challenges of ministry locally and globally in a complex world. The burden of designing and expanding the JMA process is best shared by members of the Ministries Leadership Council, and it should enjoy the input of the Executive Committee of the Council of Delegates.

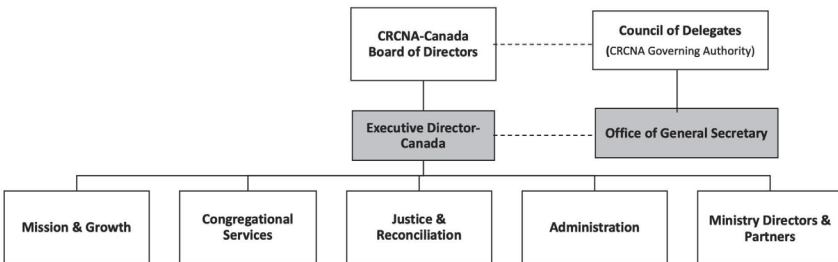
## IX. Key Topic 5: Canadian Office

The current CRCNA leadership model for the Canadian Office is a single ministry leader in Canada, the Canadian Ministries Director, reporting to the Executive Director (CRCNA). The SALT team recommends that this leadership model be changed due to rules and recommendations from the Canada Revenue Agency. In the new leadership model, we recommend that the Canadian Ministry Director position be replaced by a new position titled *Executive Director-Canada*. A description of this position is contained in Appendix A.

As described in Chart 6, the Executive Director-Canada will *wear two hats*. She/he will report to the CRCNA-Canada Board of Directors to meet the legal expectations of the Canada Revenue Agency (CRA) and to the Office of General Secretary to meet the ecclesiastical and ministry expectations of synod and the Council of Delegates. Together, in *partnership* with the CRCNA-Canada Board, the Executive Director-Canada will oversee and direct the CRCNA ministry leaders, partners, and programs in Canada. Please note that the use of dotted lines in Charts 6 and 7 describes how boards and leaders need to work as *partners* to accomplish a shared mission. These relationships are not defined by *control* or *direction*.

Rather it ought to be understood that the reporting relationship between the Executive Director-Canada and the Office of General Secretary is one of partnership, and the focus is on joining forces and resources as specified in the Joint Ministry Agreements between the Canada CRCNA Board of Directors and the Office of General Secretary. The reporting relationship is one of consultation, coordination, information sharing, and problem solving. It is not a relationship focused on the job performance or the fulfillment of management-issued directives but instead a conversation focused on organizational performance pertaining to synodically approved ministry goals. The General Secretary and the Executive Director-Canada are in an ecclesiastically defined peer relationship in order to coordinate specified resources (identified in the JMA) toward existing ministry and emerging opportunities as identified by the CRCNA-Canada Board of Directors, the governance structure charged by synod to make such discriminations/choices on its behalf in Canada.

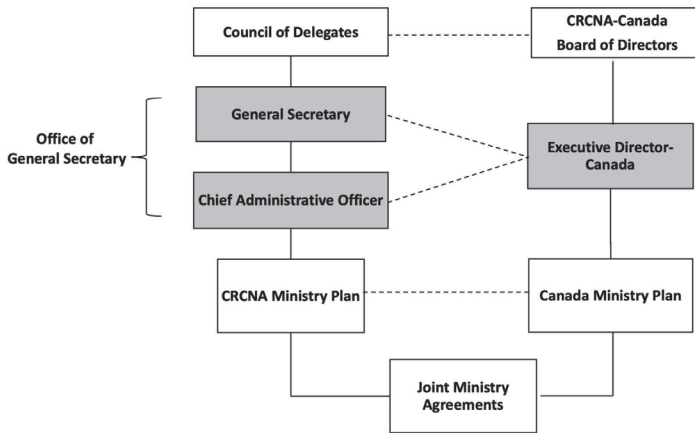
Chart 6: CRCNA-Canada Office Structure



The CRCNA-Canada Board and the Executive Director-Canada have responsibilities to work closely with the Council of Delegates and the Office of General Secretary to implement the CRCNA Ministry Plan in Canada and to use the Joint Ministry Agreement process as outlined in Chart 7. The Joint Ministry Agreement process will be used to clarify roles and responsibilities as well as areas of shared responsibilities and opportunities, improving patterns of communication and building organizational trust.



Chart 7: CRCNA Binational Working Relationships



The Joint Ministry Agreement process will be expanded to accomplish the following:

1. Clarify ecclesiastical, ecumenical, and synodical responsibilities between Canada and the United States.
2. Clarify the governance responsibilities and interrelationships between boards of directors and advisors in Canada and the United States.
3. Clarify the administrative responsibilities between countries, agencies, and institutions. This includes oversight, collaboration and supervision, human resources and staff development, budgets and finance, and so on.
4. Clarify ministry responsibilities between countries, U.S. and Canada agencies, and institutions.

Joint Ministry Agreements will be approved by relevant governing authorities, including the CRCNA-Canada Board.

The process of developing and overseeing Joint Ministry Agreements will be managed by the Office of General Secretary and the Ministries Leadership Council. The Ministries Leadership Council includes Canadian and U.S. representation.

The purpose of the Canadian Office is not to mirror the U.S. Office of the CRCNA organization. Instead, it is to implement the CRCNA Ministry Plan through the use of Joint Ministry Agreements in a manner that recognizes the ministry needs of Canadian churches and that of their social and cultural context.

## X. Recommendations

### *Culture*

- A. That the COD do the following in order to improve the culture of the CRCNA:

1. Affirm that we desire an organizational culture shaped by partnership, collaboration, cooperation, shared mission, and interdependency between countries, ministry institutions, agencies, programs, and partners. Board members and leaders will be selected who affirm these cultural values.
2. Acknowledge the ongoing challenges the CRCNA organization faces in resolving the CRA compliance issues in Canada. SALT understands that solutions to those challenges are necessary, and the task force affirms that the solutions should not unduly impact the CRCNA organizational culture.
3. Recommend that synod also affirm these goals and acknowledge these challenges to improve CRCNA culture.

#### *Leadership Model and Design*

B. That the COD do the following in order to revise the CRCNA leadership model:

1. Establish the position of General Secretary; the leader in this role will serve as *chief ecclesiastical officer*. The General Secretary will report to the COD and will serve as the executive leader of the CRCNA organization. A description of this position is contained in Appendix A.
2. Establish the position of Chief Administrative Officer; this role will report to the General Secretary and be responsible and accountable for all administration and ministry operations within the CRCNA organization. A description of this position is contained in Appendix A.
3. Establish the Office of General Secretary. The General Secretary and Chief Administrative Officer will be contained in a newly established office called the Office of General Secretary. The Office of General Secretary will be responsible and accountable to the Council of Delegates to guide and direct the entire CRCNA organization. While each position has distinct roles and responsibilities as described in the position descriptions, the positions will require working together as partners and having shared leadership responsibilities and accountabilities based on abilities and gifts as well as organizational changes and needs. The new CRCNA leadership model will ensure ecclesiastical, administrative, and ministry integration and will serve together to facilitate the shared governance partnerships and relationships that characterize the denomination's life, ministry, and mission.

*Ground:* Due to the cancellation of Synod 2021, the COD, in the best interests of synod, can create search teams and identify candidates for the three leadership positions, which could aid in a smooth transition to the new structure upon synod's ultimate decision on the matter in 2022 (see Recommendation E, 1).

4. Instruct the executive committee of the COD to implement the above recommendations by creating mandates and respective search teams.

5. Recommend that synod adopt the establishment of the senior leadership positions of General Secretary and Chief Administrative Officer, as well as the Office of General Secretary.

*Governance Framework and Design*

C. That the COD adopt the following with regard to governance framework and design:

1. Begin the work of establishing an Office of Governance to help improve and strengthen the governance framework and design of the CRCNA organization. Just as the Office of Synodical Services supports the CRCNA's ecclesiastical structure, the Office of Governance would support the governance structure of the CRCNA. In partnership with the Office of General Secretary, the Office of Governance would seek to strengthen and support the board members and leaders in Canada and the United States as they carry out their *fiduciary duties* and *governing responsibilities*. The office would be responsible to advance the following activities:
  - a. Develop an effective process to recruit, select, and appoint members with appropriate insight and expertise.
  - b. Develop learning and development opportunities that would enable board members to effectively exercise their fiduciary and governing responsibilities.
  - c. Assist ministry leaders to develop effective governance partnerships with their boards.
  - d. Assist board chairs in effectively leading and managing their respective boards.
  - e. Oversee the governance framework of the CRCNA, making recommendations to improve the structure and framework.
  - f. Assist the CRCNA corporations in complying with the Canada CRA and the United States IRS rules and regulations.
2. Recommend that synod adopt the establishment of an Office of Governance.

*Ministry Plan and Joint Ministry Agreements*

D. That the COD expand the Joint Ministry Agreement process to accomplish the following:

1. Clarify ecclesiastical, ecumenical, and synodical responsibilities between countries, agencies, and institutions.
2. Clarify the governance responsibilities and interrelationships between boards of directors and advisers in Canada and the United States. Learning and development opportunities will be addressed.
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.
4. Clarify ministry responsibilities between countries, agencies, and institutions.

5. Affirm that Joint Ministry Agreements will be approved by relevant governing authorities, including boards and executives, before they become effective.
6. Affirm that the process of developing and overseeing Joint Ministry Agreements will be managed by the Office of General Secretary and the Ministries Leadership Council.

#### *Canadian Office*

- E. That the COD adopt the following with regard to the Canadian Office:
1. Establish the Canadian Office of the CRCNA organization. The Canadian Office will be governed by the CRCNA-Canada Board of Directors and led by an Executive Director-Canada. The purpose of the Canadian Office is not to mirror the U.S. Office of the CRCNA organization. Instead, it is to implement the CRCNA Ministry Plan in a way and manner that recognizes the ministry needs of Canadian churches and that of their social and cultural context. The Canadian Office is part of the CRCNA organization, and as such the CRCNA-Canada Board of Directors is responsible to partner with the CRCNA Council of Delegates, and the Executive Director-Canada is responsible to partner with the Office of General Secretary. A description of the Executive Director-Canada position is contained in Appendix A.  

*Ground:* Due to the cancellation of Synod 2021, the CRCNA Canada Corporation, in the best interests of synod, can create a search team and identify a candidate for the Executive Director-Canada position, which could aid in the smooth transition to the new structure upon synod's ultimate decision on the matter in 2022 (see Recommendation B, 3).
  2. The CRCNA-Canada Board will revise and amend its synod-issued charter and related bylaws of 1998 and resubmit them to the COD. The revisions and amendments will in a legally sound way accomplish each of the following:
    - a. The identification of the Canadian Office as a function of shared governance in the CRCNA under the authority of synod.
    - b. The identification of the Executive Director-Canada as the sole director of the CRCNA-Canada charity.
    - c. The identification of the JMA process as the primary instrument by which it exercises direction and control.
  3. Recommend that synod adopt the establishment of the Canadian Office and adopt the CRCNA-Canada Board's revised charter and bylaws.

#### *Additional Recommendations*

- F. That the COD acknowledge that on the question of whether Directors and Members of the ReFrame Ministries and CRCNA corporations can be the same members, it rules that when the crossover of CRCNA directors is in the minority of the ReFrame Ministries corporation, it is acceptable.

G. That the COD recommend that synod implement use of a denominational Conflict of Interest Policy (similar to the policy in Appendix E adopted by the Council of Delegates) for delegates to synod.

H. That the COD do the following:

1. Review the status of Resonate Global Mission with a view to possible modification in order to make its status equivalent to that of World Renew and ReFrame Ministries. As a result, Resonate would have its own board of directors in the United States and in Canada. The role of the board of directors would be to advise and provide expertise to the Directors of Resonate in Canada and the United States as they develop and implement the Resonate Global Mission Ministry Plan, which is aligned with the CRCNA Ministry Plan. Board size should not exceed 10 to 12 members who have strategic insight and expertise to further the purposes of Resonate Global Mission and its Ministry Plan.
2. Contingent upon the outcome of the preceding recommendation, recommend that synod approve the creation of a Board of Directors for Resonate Global Mission.

I. That the COD appoint a task force to oversee the expansion of the Joint Ministry Agreement process for the CRCNA organization. That the COD appoint the SALT reporter, Rev. Frederic Koning, together with Dr. Lloyd VanderKwaak, to serve as facilitators of the task force to ensure that the agreements reflect the SALT report's intent and realize contract documents that undergird the administrative model and satisfy legal and ecclesiastical requirements.

J. That the COD amend the COD Governance Handbook regarding background checks and testing. SALT recommends that all finalists for executive leadership positions in the CRCNA submit to psychological testing and criminal and extensive background checks conducted by an independent professional. The candidate should also submit to a medical evaluation designed to evaluate mental, physical, emotional health, and overall fitness for the role in order to rule out the presence of personality disorder, narcissism, and sexual deviancy. No position offers should be made until test reports have been filed and recommendations have been made by an independent professional who does this kind of work.

K. That the COD not implement the administrative decision to absorb the current Director of Finance and Operations functions into other positions, and that the Director of Finance and Operations role be retained, given (1) that a healthy organizational structure in the CRCNA, generally speaking, relies on a Chief Financial Officer, as distinguished from a CEO and CAO; and (2) that the skill set and experience of a Director of Finance is not captured in the new model by the role descriptions for the General Secretary and Chief Administrative Officer.

L. That the COD affirm for reasons of editorial independence that The Banner editor-in-chief not report to the Director of Communications and Marketing but report administratively to the Office of General Secretary and editorially to the Banner Advisory committee.

Structure and Leadership Task Force  
Paula Coldagelli  
Andy de Ruyter (facilitator)  
Paul De Vries (facilitator)  
Fred Koning (reporter)  
Michelle Kool  
William Koopmans  
John Lee (chair)  
Jose Rayas  
Dee Recker (ex officio / nonvoting)  
Kathy Smith (ex officio / nonvoting)

## **Appendix A**

### **Position descriptions**

#### **CRCNA Position Description**

General Secretary

#### **Scope of the Position**

The General Secretary's responsibility is to nurture the shared mission of the Christian Reformed Church in North America (CRCNA) and to ensure the effective implementation of this mission through the CRCNA Ministry Plan in Canada and the United States. The General Secretary will shape and embrace an organizational culture that supports an effective partnership and collaboration between the ministry boards, agencies, partners, and staff that serve the CRCNA. The General Secretary will nurture strong ecumenical relationships and will keep the CRCNA attentive to synod's long-term vision for its mission in the world, both locally and globally.

#### **Reports to**

The General Secretary serves at the pleasure of the synod of the Christian Reformed Church in North America. The General Secretary reports directly to the Chair and Vice Chair of the Council of Delegates.

#### **Partnerships and Working Relationships**

The General Secretary oversees the CRCNA governance and ministry frameworks and uses the Joint Ministry Planning System to outline the partnerships and working relationships required to implement the CRCNA ministry plans.

#### **Supervises and Oversees**

The General Secretary oversees the ministry leadership team.

#### **Direct Reports**

The Chief Administrative Officer, as a member of the Office of General Secretary, reports to the General Secretary. Other members that report

directly or indirectly to the General Secretary will be identified in the table of organization.

## **Roles and Responsibilities**

### **1. Mission**

- a. Serves as an effective partner with synod and the Council of Delegates in nurturing a culture that advances a shared mission for the Christian Reformed Church in North America.
- b. Ensures that each ministry agency and ministry partner is strategically and operationally aligned with the mission.
- c. Nurtures strong ecumenical relationships and will keep the CRCNA attentive to synod's long-term vision for its mission in the world, both locally and globally.
- d. Prompts and mobilizes missional engagement by imagining possibilities, promoting learning opportunities, sharing stories and best practices, and facilitating use of resources for mutual learning.

### **2. Synod and the Council of Delegates**

- a. Board learning and development
  - Promotes an effective governance partnership between synod, the Council of Delegates, ministry boards, and partners in Canada and the United States.
  - Ensures that CRCNA boards and their members fulfill their fiduciary responsibilities and compliance with governmental rules and regulations.
  - Expands board capacity, builds board leadership, and promotes best governance practices and continuous improvement.
- b. Communications and logistics
  - Makes needed arrangements for the meetings of synod, the Council of Delegates, and synodical study committees and task forces; and functions as operations officer during such meetings.
  - Is responsible for all official proceedings and publications of synod, the Council of Delegates, and synodical study committees and task forces.
  - Ensures that the Acts of Synod are communicated to ministry leaders and partners, including Calvin University and Calvin Theological Seminary.
  - Communicates the denomination's mission, vision, and decisions based on synod's actions to the congregations and classes.
  - Communicates with all churches regarding the denominational survey, synod's agenda, and the request for synodical advisers.
  - Provides "a state of the church" address and report to synod.
- c. Functions
  - Has the privilege of the floor at synod and at Council of Delegates meetings in all matters relating to the exercise of this office.
  - Serves synod with information and advice as requested regarding matters that come to the floor of synod.
  - Is present during all executive sessions of synod and of the Council of Delegates, except when matters under discussion affect the person or performance of the General Secretary and the General Secretary is requested to be absent.

- Serves as an ex officio, voting member of the executive committee of the Council of Delegates (COD), the Ecumenical and Interfaith Relations Committee, and such other committees as synod or the COD may, from time to time, decide.
- Provides a report to each synod, offering a vision for the future ministry of the CRCNA.
- Serves as ecumenical officer and author of church communications and correspondence on behalf of synod.

### **3. Leadership**

- a. Serves as a rallying point in times of crisis and as a voice of our shared faith.
- b. Assumes a pastoral stance of nurturing, guiding, and setting the tone for leadership and service in the CRCNA.
- c. Provides pastoral support to all ministry leaders and partners to build and support an organizational culture that promotes partnership, innovation, and accountability.
- d. Provides regular and ongoing communication to the denomination, using multiple media platforms and publications.
- e. In partnership with the Chief Administrative Officer,
  - operates an administrative and ministry leadership system that builds staff capacity, engagement, learning, satisfaction, and succession.
  - oversees capital and operating budgets, ensuring they achieve budget metrics.
  - oversees an integrated system of organizational policies and practices that ensures compliance with decisions made by synod, the Council of Delegates, the CRCNA-Canada Board of Directors, and governmental regulatory bodies.

### **4. CRCNA Ministry Plan**

- a. Serves as leader and partner in the design and development of the CRCNA Ministry Plan, ensuring that it is aligned with the decisions of synod.
- b. Ensures that the culture of Ministry Planning and Integration is based on a cycle of strategic thinking, planning, innovation, and evaluation.
- c. Brings administrative and ministry leaders, partners, and staff together to ensure consistent implementation of Joint Ministry Agreements to advance the priorities of the CRCNA Ministry Plan.
- d. Ensures that the relevant governance groups, including the Council of Delegates, have provided the necessary reviews and approvals.
- e. Ensures that an annual Ministry Plan report is provided to synod, supplying progress updates and identifying future ministry needs, opportunities, and making recommendations.

### **5. Ecumenical Relations**

- a. Invites ecumenical guests to synod and nurtures and tends those relationships.
- b. Consults and coordinates the ministry leaders and partners on international ecumenical and interfaith matters.



- c. Is responsible for advancing the work of the Ecumenical and Interfaith Relations Committee by serving as an ex officio member of the committee and serving as Ecumenical Officer of the CRCNA.
- d. Works closely with the Executive Director-Canada as outlined in the Joint Ecumenical Agreement.

## **6. Synodical Services**

- a. Supervises the offices and staff of Synodical Services to ensure the delivery of services and synodical functions.
- b. Serves as an ex officio member of the Candidacy, Historical, Judicial Code, and Ecumenical and Interfaith Relations committees.
- c. Is responsible for the oversight of the budget processes for Synodical Services, synodical study committees, and task forces.

## **7. Other Duties**

Performs such other duties as synod or the Council of Delegates shall direct.

## **Qualifications**

### **1. Personal and Professional Characteristics**

- a. Exemplifies a strong, vibrant Christian faith marked by spiritual humility and moral integrity.
- b. Is a member of the CRCNA, or is willing to become such a member.
- c. Understands the life and polity of the CRCNA.
- d. Possesses the ability to provide exceptional leadership within a multi-agency and binational denomination.
- e. Has the capacity to listen and learn.
- f. Exhibits the ability to bridge diverse perspectives and inspire trust.
- g. Has executive presence.
- h. Effectively stewards the authority of the position.
- i. Demonstrates sound judgment and wisdom in decision making.
- j. Has compassion for people who are poor, lost, or disenfranchised.

### **2. Education and Experience**

- a. An M.Div. degree is a minimal requirement.
- b. Ordination as minister of the Word in the CRCNA.
- c. A minimum of 10 years of parish experience or a combination of chaplaincy, parish, educational, or relevant professional/organizational institutional leadership experience.
- d. Advanced degrees in theology with specialization in missiology, ecumenism, church polity, ecclesiology and/or graduate degrees/professional designations in areas such as communications, business administration, nonprofit leadership, and organizational behavior and development are preferred.
- e. Experience in organizational communication is required.
  - advanced written and oral communication and group presentation skills
  - ability to utilize a variety of media platforms in organizational messaging
- f. Oral or written fluency in a second language is desired: Korean, Spanish, French, or Chinese (Mandarin and Cantonese).

### **3. Preferred Knowledge and Leadership Experience**

- a. An exceptional knowledge and understanding of Reformed church polity and matters of Church Order interpretation and application.
- b. A developed understanding of Reformed theology and its relationship to other Christian traditions and major religions and their communities.
- c. Familiarity with the CRCNA, its history, its churches, its ministers, its lay leaders, and its ministries in both Canada and the United States.
- d. Ability to move with ease and dignity in North American and international ecclesiastical circles, and to be congenial and cooperative with representatives of other churches as well as with members of the Christian Reformed Church in North America.
- e. Administrative and organizational ability in such measure as to be able to plan and work collaboratively with individuals and teams.
- f. Proven success in establishing relationships with individuals and organizations of influence, including partner agencies / churches and volunteers.

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### **CRCNA Position Description**

#### **Chief Administrative Officer**

#### **Scope of the Position**

The Chief Administrative Officer, in partnership with the General Secretary, will communicate a clear and compelling vision that inspires administrative and ministry leaders and ministry partners to advance the binational mission of the Christian Reformed Church in North America (CRCNA). The Chief Administrative Officer will support and participate in the work of synod, the Council of Delegates, and other ministry boards, councils, and task committees. The Chief Administrative Officer will ensure that the CRCNA ministry agencies and partners work in partnership to support and advance the CRCNA Ministry Plan.

The Chief Administrative Officer, as a member of the Office of General Secretary, has the administrative authority and accountability to guide and oversee the leadership, strategy, and performance of the CRCNA administration, ministry agencies, and ministry partners. The Chief Administrative Officer will oversee administrative and support services needed to advance the ministry plan in such areas as governance and compliance, joint ministry plans, finance and budgets, human resources, facilities, and transportation.

#### **Reports to**

The Chief Administrative Officer is accountable to and serves at the pleasure of the General Secretary.

#### **Supervises and Oversees**

The Chief Administrative Officer supervises members of the ministry leadership team.

#### **Partnerships and Critical Relationships**

The Chief Administrative Officer, as a member of the Office of General Secretary, works in partnership with the General Secretary and manages the Joint

Ministry Agreement process. Joint Ministry Agreements clarify working relationships and accountabilities. Only when they are approved by the relevant Boards and Councils as outlined in the CRCNA Governance Framework are they considered operational and binding.

- a. General Secretary of the CRCNA: governance agreements, synodical activities, and ecumenical affairs.
- b. Chief Administrative Officer: administrative affairs.
- c. Ministry agency leaders and partners: ministry affairs.

### **Direct Reports**

Members that directly report to the Chief Administrative Officer include the ministry directors and leaders as well as administrative directors and leaders as identified in the table of organization.

### **Roles and Responsibilities**

#### **1. Mission**

- a. Serves as an effective partner with the General Secretary in nurturing a culture that advances the mission and values of the CRCNA.
- b. Ensures that each ministry agency and ministry partner is strategically and operationally aligned with the mission.
- c. Ensures that the mission and values shape the organizational culture.

#### **2. Governance**

- a. Serves as an effective partner in the governance and oversight of the CRCNA.
- b. Promotes a governance partnership between synod, the Council of Delegates, the Canada and U.S. boards, and ministry boards.
- c. Expands board capacity, builds board leadership, and promotes best governance practices and continuous improvement.
- d. Carries out board directives and communicates appropriate information to ministry leaders and partners.

#### **3. Strategy**

- a. Serves as an effective leader and partner in the design, development, implementation, and evaluation of the CRCNA Ministry Plan and ensures that it is aligned with the decisions of synod.
- b. Ensures that the joint ministry planning system advances the priorities in the CRCNA Ministry Plan through the relevant ministry agencies and partners in Canada and the United States.
- c. Ensures that the culture of the Ministries Leadership Council is based on a cycle of strategic thinking, planning, innovation, and evaluation in the development and implementation of joint ministry plans.

#### **4. Operations**

- a. Builds an organizational culture that promotes innovation and accountability.
- b. Brings administrative and ministry leaders and partners together to ensure consistent implementation of synodical and COD policy decisions in Canada and the United States.
- c. Operates an administrative and ministry leadership system that builds staff capacity, engagement, satisfaction, and succession.

- d. Oversees capital and operating budgets, ensuring they achieve budget metrics and outcomes.
- e. Oversees an integrated system of organizational policies and practices that ensures compliance with decisions made by synod, the Council of Delegates, ministry boards, and governmental regulatory bodies.
- f. Oversees the Joint Ministry Agreement process, including governance, ecumenical, administrative, and ministry agreements.

## **5. Communications and Denominational Affairs**

- a. At the request of the General Secretary, participates in ecumenical, classical, and regional church meetings.
- b. At the request of the Executive Director-Canada, participates in the CRCNA-Canada Board meetings.

## **6. Other Duties**

Performs other duties as assigned by the General Secretary.

## **Qualifications**

### **1. Characteristics and Commitments**

- a. Exemplifies a strong, vibrant Christian faith marked by spiritual humility and moral integrity.
- b. Is a member of the CRCNA, or is willing to become a member.
- c. Understands the life and polity of the CRCNA.
- d. Possesses the ability to provide exceptional leadership within a multi-agency and binational organization.
- e. Has the capacity to listen and learn.
- f. Exhibits the ability to bridge diverse perspectives and inspires trust.
- g. Has executive presence.
- h. Effectively stewards the authority of the position.
- i. Demonstrates sound judgment and wisdom in decision-making.
- j. Has compassion for people who are poor, lost, or disenfranchised.

### **2. Education and Experience**

- a. Master's degree in a relevant discipline such as administration, leadership, and organizational development.
- b. Minimum of ten years of professional experience and a career progression marked by accomplishment through leadership roles in complex environments with a proven record of accomplishment.
- c. Minimum of five years of senior-level experience in complex organizations that include oversight of administration and finance operations.

### **3. Leadership Skills and Experiences**

- a. Working with and/or service on a board of directors, preferably in a leadership role.
- b. Developing and implementing organizational strategy and ministry plans.
- c. Overseeing complex operations in public, nonprofit, and/or private companies.
- d. Leading significant organizational change in complex organizations.
- e. Bringing people of diverse backgrounds and experiences together to achieve shared strategies, priorities, plans, and/or goals.

- f. Developing people through coaching, mentoring, and learning and development programs.
- g. Making complex decisions in an environment of shifting demographics and significant cultural change.

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## **CRCNA Position Description**

Executive Director-Canada

### **Scope of the Position**

The Executive Director-Canada, in partnership with the Board of Directors of the CRCNA-Canada, will communicate a clear and compelling vision that inspires ministry leaders and ministry partners to advance the binational mission of the Christian Reformed Church in North America (CRCNA) in Canada. The Executive Director-Canada will ensure that the CRCNA-Canada Ministry Plan, approved by the CRCNA-Canada Board of Directors, is aligned with the CRCNA Ministry Plan.

The Executive Director-Canada will lead and oversee the ministry leaders and staff in Canada in accordance with CRCNA-Canada Board of Directors approvals and joint ministry agreements as well as those legally required to be performed by a registered charity in Canada.

### **Reports to**

The Executive Director-Canada reports to and serves at the pleasure of the Board of Directors of the CRCNA-Canada.

### **Partnerships and Working Relationships**

The Executive Director-Canada's responsibilities to the CRCNA Office of General Secretary, ministry leaders, and partners are outlined in the relevant Joint Ministry Agreements approved by the Board of Directors of the CRCNA-Canada. The Executive Director-Canada will work with the following CRCNA leaders:

- a. General Secretary of the CRCNA: governance agreements, synodical activities, and ecumenical affairs
- b. Chief Administrative Officer: administrative affairs
- c. Ministry agency leaders and partners: ministry affairs

### **Supervises and Oversees**

The Executive Director-Canada supervises and oversees the administrative staff, ministry leaders, and partners that serve the CRCNA churches in Canada.

### **Direct Reports**

Members that directly report to the Executive Director-Canada are identified in the table of organization for the Canadian Office.

### **Roles and Responsibilities**

#### **1. Mission**

- a. Serves as an effective partner with the CRCNA-Canada Board of Directors and the CRCNA in nurturing a culture that advances a shared mission for the Christian Reformed Church in Canada.

- b. Ensures that each ministry agency and ministry partner is strategically and operationally aligned with the mission.
- c. Prompts and mobilizes missional engagement in the Christian Reformed churches in Canada by imagining possibilities, promoting learning opportunities, sharing stories and best practices, and facilitating the use of resources for mutual learning.

## **2. Governance**

- a. Serves as an effective partner in the governance and oversight of the CRCNA-Canada.
- b. Promotes a governance partnership between synod, the Council of Delegates, the CRCNA-Canada Board, and Canadian ministry boards.
- c. Ensures that the CRCNA-Canada Board fulfills its fiduciary responsibilities and maintains compliance with governmental rules and regulations.
- d. Expands board capacity, builds board leadership, and promotes best governance practices and continuous improvement.
- e. Carries out board directives and communicates appropriate information to ministry leaders and partners.

## **3. Strategy**

- a. Serves as an effective leader and partner in the design, development, implementation, and evaluation of a Canadian Ministry Plan, ensuring it is aligned with the decisions of synod and the CRCNA Ministry Plan.
- b. Ensures that the joint ministry planning system advances the priorities in the CRCNA Ministry Plan through the relevant ministry agencies and partners in Canada.
- c. Ensures that the culture of Ministry Planning and Integration is based on a cycle of strategic thinking, planning, innovation, and evaluation.

## **4. Operations**

- a. Builds an organizational culture that promotes partnership, innovation, and accountability.
- b. Brings administrative and ministry leaders, partners, and staff together to ensure consistent implementation of Joint Ministry Planning Agreements approved by the CRCNA-Canada Board of Directors.
- c. Operates an administrative and ministry leadership system that builds staff capacity, engagement, learning, satisfaction, and succession.
- d. Oversees capital and operating budgets, ensuring that they achieve budget metrics and outcomes.
- e. Oversees an integrated system of organizational policies and practices that ensures compliance with decisions made by synod, the Council of Delegates, the CRCNA-Canada Board of Directors, and governmental regulatory bodies.

## **5. Communications and Community Affairs**

- a. Serves as the spokesperson for the CRCNA in Canada on matters of communication with the government and of public pronouncement. Engages with provincial and federal authorities in regard to rules and regulations that affect the operations of the CRCNA in Canada.

- b. Participates in local and national ecumenical activity and engages in national partnerships through bodies such as the Canadian Council of Churches, the Evangelical Fellowship of Canada, and others.
- c. Participates in classical and regional church meetings in Canada in partnership with the General Secretary and consults with congregations, classes, and synodical deputies on matters dealing with church polity, Church Order interpretation, synodical decisions, and ecclesiastical procedures.

## **6. Other Duties**

Performs other duties as assigned by the CRCNA-Canada Board and the General Secretary.

## **Qualifications**

### **1. Characteristics and Commitments**

- a. Exemplifies a strong, vibrant Christian faith marked by spiritual humility and moral integrity.
- b. Is a member of the CRCNA, or is willing to become such a member.
- c. Understands the life and polity of the CRCNA.
- d. Possesses the ability to provide leadership within a multiagency and binational denomination.
- e. Has the capacity to listen and learn.
- f. Exhibits the ability to bridge diverse perspectives and to inspire trust.
- g. Has executive presence.
- h. Effectively stewards the authority of the position.
- i. Demonstrates sound judgment and wisdom in decision making.
- j. Has compassion for people who are poor, lost, or disenfranchised.

### **2. Education and Experience**

- a. Master's degree in divinity, theology, or a relevant discipline such as administration, education, leadership.
- b. Certification in management, accounting, or operations management. An MBA or master's degree in a related discipline is strongly preferred.
- c. Ordained as a minister of the Word or as a commissioned pastor in the CRCNA.
- d. Familiarity with the Christian Reformed denomination as a whole and its Canadian context with regard to its history, churches, ministry leaders, and partners.
- e. Knowledge of the Church Order and is competent in interpreting the same.
- f. Knowledge and understanding of the Canadian regulatory framework for charitable organizations in Canada.
- g. Ten years of ministry experience in church/parachurch-related organizations with five years of senior-level administrative experience.
- h. Oral or written fluency in French is strongly preferred, given that Canada has two official languages.

### **3. Leadership Skills and Experiences**

- a. Working with and/or service on a governing board.
- b. Possessing administrative and organizational ability in such measure as to be able to plan and work collaboratively with others.

- c. Developing and implementing organizational strategy and ministry plans.
- d. Leading significant organizational change in complex organizations.
- e. Bringing people of diverse backgrounds and experiences together to achieve shared strategies, priorities, plans, and/or goals.
- f. Developing people through coaching, mentoring, and learning programs.
- g. Overseeing and integrating regulatory requirements into policies, processes, and joint agreements.

## Appendix B Charts and narrative

**Chart 1: Office of General Secretary**

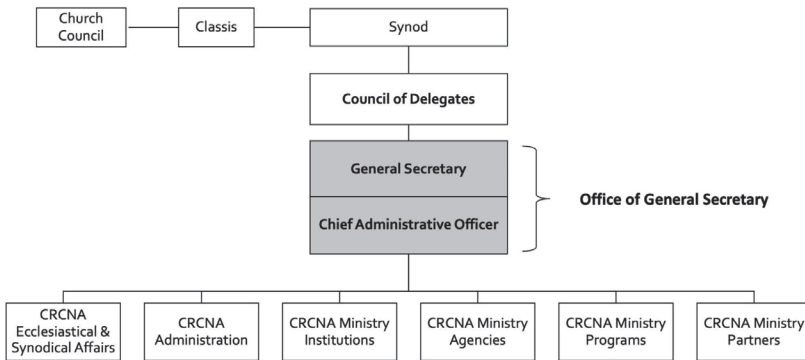


Chart 1 describes the scope of the Office of General Secretary (in gray). The General Secretary and the Chief Administrative Officer are at the intersection where the synodical structure of the CRCNA organization meets the administrative and ministry institutions, agencies, programs, and partners.

**Chart 2: CRCNA- Canada Office Structure**

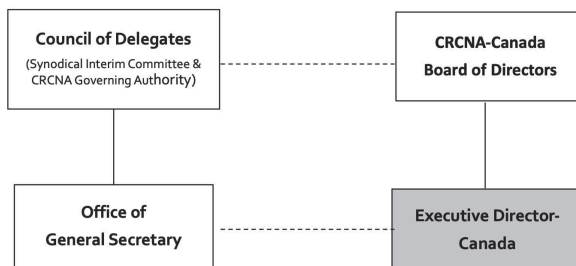




Chart 2 pictorially describes the two types of operating relationships that need to be more fully defined in Joint Ministry Agreements. While the CRCNA-Canada Board of Directors is considered independent from a legal perspective, as a subsidiary corporation chartered by the CRCNA synod it is accountable to the CRCNA Council of Delegates. The Executive Director-Canada (in gray) is accountable to the CRCNA-Canada Board and must partner with the Office of General Secretary.

**Chart 3: Administrative Positions & Functions**

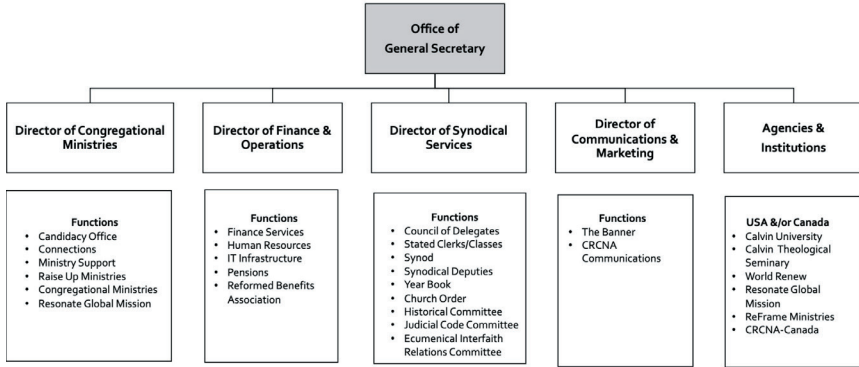


Chart 3 identifies the key leadership positions and administrative functions within the CRCNA organization. The listed agencies and institutions have their own leadership staff and administrative functions within the CRCNA organization.

**Chart 4: CRCNA Board Structure**

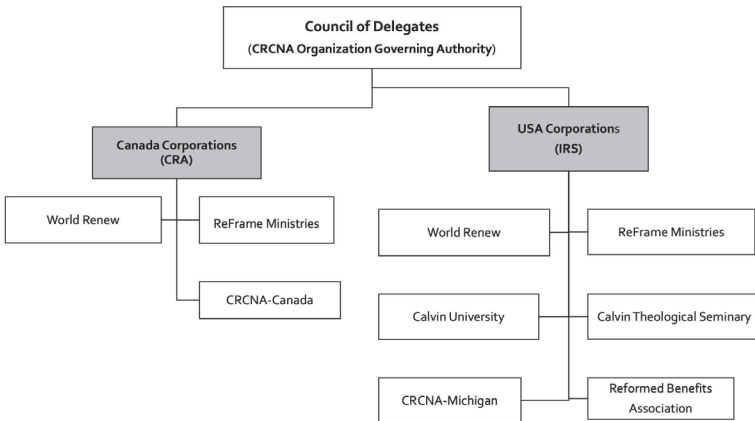


Chart 4 lists all of the CRCNA-chartered nonprofit organizations that further the mission of the CRCNA denomination. These legally incorporated organizations, listed by country (in gray), must comply with the rules and regulations established in each country for tax-exempt organizations and registered charities.

**Chart 5: Ministry Plan & Joint Ministry Agreements**

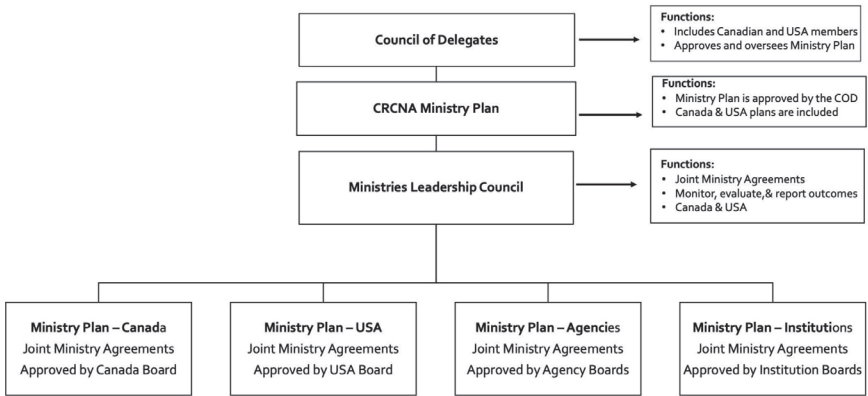


Chart 5 describes the importance of the use of Joint Ministry Agreements as a key process to unite the CRCNA organization around the CRCNA Ministry Plan. The planning process is managed by the Office of General Secretary in the context of the Ministries Leadership Council.

**Chart 6: CRCNA-Canada Office Structure**

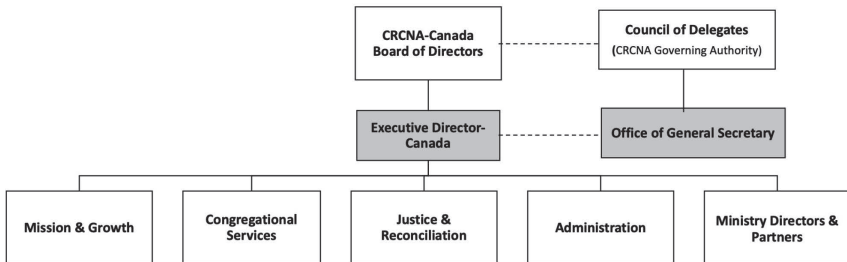
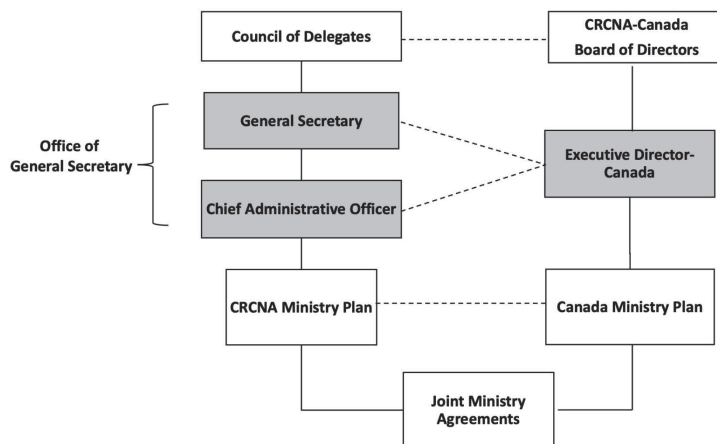


Chart 6 lists the administrative and ministry functions that may be part of the Canadian Office. The Canadian Office should reflect the needs of the Canadian churches in the context of the CRCNA Ministry Plan and not just mirror the U.S. administrative and ministry structure.

Chart 7: CRCNA Binational Working Relationships



The focus of Chart 7 is the CRCNA Ministry Plan and the use of Joint Ministry Agreements to structure the binational mission of the CRCNA denomination. These are also the principal means by which the CRCNA-Canada Board can demonstrate direction and control to the CRA in the context of the binational CRCNA denomination.

## Appendix C Abbreviations and Specialized Terms

For the purposes of this report, the following abbreviations and specialized terms are used to denote the following:

Abbreviation or Specialized term	Description
CAO	Chief Administrative Officer
COD	Council of Delegates—the synodical interim committee and the governing authority of the CRCNA Organization when synod is not in session
CRA	Canadian Revenue Agency—oversees registered charities in Canada
CRC	Christian Reformed Church
CRCNA	Christian Reformed Church in North America
CRCNA denomination	CRCNA organization, classes, and churches

<b>CRCNA organization</b>	The organizational structure including synod, the COD, leadership, administration, and all ministry boards, institutions, agencies, and partners in Canada and the United States
<b>Fiduciary duties</b>	Board members, individually and collectively, are legally responsible to fulfill three duties: duty of care, duty of loyalty, and duty of obedience.
<b>Governing authority</b>	The nonprofit corporation's board of directors, board of trustees, or board of advisors
<b>Governance responsibilities</b>	Board members are responsible individually and collectively to fulfill the following: Set and ensure organizational direction: mission, vision, and strategy Ensure adequate resources: board and executive leadership, finances and facilities, human resources, and reputation Oversee the health of the organization: mission effectiveness, organizational effectiveness, governance effectiveness, and compliance and accountability
<b>IRS</b>	Internal Revenue Service—oversees all 501(c)(3) organizations in the U.S.
<b>JMA</b>	Joint Ministry Agreements
<b>Ministry institutions</b>	Calvin University and Calvin Theological Seminary
<b>Ministry agencies</b>	World Renew, ReFrame Ministries, Resonate Global Mission, CRCNA-Canada and other CRCNA organizations that are legally incorporated in Canada and/or the United States
<b>Ministry programs</b>	Describes activities that are not legally incorporated but are part of a legally incorporated entity
<b>Ministry partners</b>	Includes individuals, experts, task forces, and committees within the CRCNA denomination. May also include other individuals, programs, and organizations not part of the CRCNA organization.
<b>Organizational trust</b>	Organizational trust drives the development of a positive organizational culture. Building organizational trust occurs when everyone shares commitment to the vision; each person, program, department shares concern for the whole organization; credibility and integrity are key practices; staff are regarded as competent; and individuals and the organization are willing to be accountable.

<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>SALT</b>	Structure and Leadership Task Force
<b>U.S., USA</b>	United States of America
<b>WR</b>	World Renew

## Appendix D Ministries Leadership Council

*This description of the Ministries Leadership Council has been updated to reflect the recommendations in this report:*

The Ministries Leadership Council (MLC) is a binational gathering of ministry leaders of the Christian Reformed Church in North America (CRCNA) and is convened by the Office of General Secretary to advance the vision, mission, values, and objectives of the Christian Reformed Church (including its Ministry Plan), as approved by the Council of Delegates (COD), which governs the agencies, educational institutions, and various ministries of the CRCNA by establishing and maintaining standards and strategies in the context of COD policies that facilitate such advancement, integration, and collaboration.

One of the key responsibilities of the Ministries Leadership Council is to oversee the implementation of the CRCNA Ministry Plan and the use of Joint Ministry Agreements; clarify roles and responsibilities; address issues of mutuality, reciprocity, and collaboration; develop effective patterns of communication; and build organizational trust.

**The membership of the Ministry Leadership Council is listed by position:**

1. the general secretary, who shall be its convener and chair
2. the chief administrative officer, who shall be its vice chair
3. the director of finance and operations
4. the director of synodical services
5. the director of the office on governance
6. the director(s) of human resources
7. the executive director-Canada
8. the director of ReFrame Ministries
9. the president of Calvin University (or their designee)
10. the president of Calvin Theological Seminary (or their designee)
11. the director of Resonate Global Mission
12. the codirectors of World Renew
13. a U.S. leader and a Canadian leader from the Offices of Race Relations and Social Justice
14. a leader representing ministry in Canada
15. the classis renewal coordinator
16. the director of communications and marketing

## **Appendix E**

### **Conflict of Interest Policy**

The Council of Delegates (COD) administers a synodically approved Conflict of Interest Policy for all members of denominational governing boards, inclusive of agencies and educational institutions, including its application to its own functioning. All COD members are required to sign a conflict of interest declaration form at the beginning of their service on the COD. The policy also requires notification to be given if any COD member finds him/herself in a conflict of interest situation during a term of service. The COD is required to implement this requirement at the first meeting of the COD following the meeting of synod. The full text of the Conflict of Interest Policy and a sample declaration form are as follows:

#### ***A. Background***

1. The COD manages the business and affairs of the agencies and institutions. COD members are fiduciaries who must hold a position of trust and exercise a duty of care, including a general obligation to avoid conflicts of interest.
2. COD members have the duty of guiding the agencies' / institutions' affairs in such a manner as to achieve the objectives of the agency / institution. COD members have a fiduciary duty to act honestly, in good faith, and in the best interests of the agency / institution, as well as to be loyal to the agency / institution.
3. Honesty is the first component of this fiduciary duty. A COD member must disclose the entire truth and avoid fraudulent transactions or misleading representation.
4. Good faith is the second component of this fiduciary duty. COD members must pursue the best interests of the agency / institution. This means that a COD member may not pursue any improper purpose while acting on behalf of the agency / institution.
5. The duty of loyalty and the avoidance of conflicts of interest mean that a COD member must give loyalty to the agency / institution and must not subordinate the interests of the agency / institution to his or her personal interests.
6. Even when conflicts do not exist, COD members should understand that COD decisions may affect the business or affairs of a COD member. The impact is generally financial, but even social or political gain may violate the fiduciary duty. COD members must avoid direct or indirect benefits to relatives, friends, and associates.

#### ***B. Policy, purpose, and definition***

1. A COD member must purposefully avoid conflicts of interest unless authorized under paragraphs C.4 and C.5. This policy statement applies to all COD members. Recognizing that synod carefully selects COD members, relying upon the trust of nominating assemblies in their integrity, judgment, and courage, the COD reasonably expects that no member would ever use

his or her position for personal gain. However, to avoid any misunderstanding, this policy statement is promulgated and adopted.

2. A conflict of interest exists when a COD member has a personal interest of any kind which has the potential to be inconsistent in any degree with the best interests of the agency/institution. When a COD member's personal interests, whether real or perceived, could supersede or conflict with his or her dedication to the best interests of the COD, a conflict of interest arises. The test of a conflict of interest is not just in whether a personal interest actually influences a COD member, but also in whether circumstances lend themselves to such a possibility.

Examples:

- a. Conflicting financial interests
- b. Use of confidential information for personal gain
- c. Unauthorized disclosure of confidential information
- d. Use of agency/institutional time and facilities for personal purpose or other activities.

3. COD members must recognize that the appearance of a conflict of interest, even when in fact it may not exist, can be damaging to the agency/institution and must be avoided.

### *C. Policy statement*

1. A COD member should resign his or her position if he or she reasonably could conclude that any kind of financial or personal obligation might improperly affect his or her judgment on behalf of the board or agency/institution. Each person must examine his or her own activities and those of his or her immediate family to ensure that no condition exists which creates a potential conflict of interest or a potentially embarrassing situation with respect to transactions between the board member and the agency/institution. COD members shall sign and complete the attached Conflict of Interest Statement.

2. Unless the provisions in paragraphs C.3 through C.5 are followed, a COD member shall not solicit or be a party, directly or indirectly, to any financial or other opportunity between the agency/institution and

- a. himself or herself or a family member.
- b. any firm (meaning copartnership or other unincorporated association) of which he or she or any family member is a partner, member, employee, or agent.
- c. any not-for-profit organization of which he or she or member(s) of his or her immediate family is an officer, director, employee, or agent.
- d. any for-profit corporation in which he or she is an officer, director, employee, agent, or stockholder owning more than one percent (1%) or the total outstanding stock of any class if the stock is not listed on a stock exchange, or stock with a present total value in excess of \$25,000 if the stock is listed on a stock exchange.
- e. any trust of which he or she is a grantor, beneficiary, or trustee.

3. In the event that a potential contract or arrangement which could present a conflict situation described in paragraph C.2 is presented to the COD, the affected COD member shall

- a. not participate in any way on behalf of the agency / institution in discussion or negotiation of the contract or arrangement, or in the approval of the contract or arrangement.
  - b. promptly disclose in writing any financial, personal, or pecuniary interest in the contract or arrangement to the board or other official body which has the power to approve the contact or arrangement, which disclosure shall be made a matter of record in the COD's official proceeding.
4. A contract or arrangement referenced in paragraph C.3 must be approved by a vote of not less than two-thirds (2/3) of the full COD, or of the approving body, in open session without the vote of the affected COD member.
5. The board or other official body which has the power to approve a contract or arrangement must disclose the following summary information in its official minutes as to contracts or arrangements referenced in paragraph C.2:
- a. the name of each party involved in the contract or arrangements
  - b. the terms of the contract or arrangements, including duration, financial consideration between the parties, facilities or services of the entity included in the contract, and the nature and degree of assignment of employees of the agency / institution for fulfillment of the contract
  - c. the nature of the board member's financial, personal, or pecuniary interest
6. A COD member shall not engage in a business transaction or arrangement in which the member may profit from his or her official position or authority, or benefit financially from confidential information which the member has obtained or may obtain by reason of such position or authority.

**Conflict of Interest Statement**

I have read and understand this Conflict of Interest and Disclosure Policy. There are no present or future potential conflicts of interest other than those listed below. I have and will continue to observe the Conflict of Interest and Disclosure Policy carefully.

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Signature

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Printed Name

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Date

**Disclosure(s)**

(Indicate none if applicable; otherwise please give full explanation of the conflict.)

*Note:* Completed forms will be retained for seven (7) years from date of signing.

Approved December 1998