

# TERMS OF REFERENCE

## Terms of Reference Central Council

### Purpose

The purpose of Central Council is to govern the work of The Centre for Christian Studies in fulfilling its educational mandate and to have legal and fiscal responsibility for ensuring CCS's effective management. The Central Council nurtures and sustains relationships with the United and Anglican Churches.

### Duties and Responsibilities

1. Discern and articulate the vision for CCS and set priorities for the work of this Council and CCS through a strategic plan.
2. Establish policies that will ensure the effective governance and functioning of CCS.
3. Ensure that CCS operates within its By-laws and policies and in accordance with its legal responsibilities.
4. Confer diplomas, certificates, scholarships and other awards.
5. Ensure that CCS has the financial and human resources necessary to fulfill its mandate.
6. Approve and monitor the annual budget.
7. Appoint signing officers for CCS.
8. Oversee the work of the principal and ensure an annual performance review (through Human Resources Committee) for the principal occurs.
9. Ensure that the programs of CCS meet needs in the churches and society in the areas of leadership development, education, pastoral care and social ministry.
10. Monitor the overall health of CCS, its staff and volunteers; establish and review standing committees, and their terms of reference.
11. Establish annually the financial limitation for action of the Executive.
12. Establish and review committees, working groups and ad hoc task forces, including their terms of reference.
13. Receive minutes and reports for accountability and action from all standing committees and task forces.
14. Ensure that an Annual Meeting of the Friends (Corporation) is held.
15. Approve the appointment of permanent staff.
16. Approve staff sabbatical applications as recommended by the Human Resources Committee.
17. Act as ambassadors for CCS and its work in the constituency.
18. Consider all stakeholders and ensure a communication plan exists.
19. Minute all meetings, while ensuring confidential material is filed appropriately.
20. Evaluate the work and functioning of the Council annually.

## **Composition and Qualifications**

The Council is composed of 16 members, 11 of whom are voting members. At least two members (one of whom is co-chair) must be Anglican. At least two members (one of whom is co-chair) must be United Church. Two must be diploma students in good standing. A secretary, the principal, a staff representative, and a staff member of each of the national Anglican and United Churches in the area of theological education are non-voting members. The other five members are chairs of (or representatives from) standing committees.

The collective skill set needed includes people with

- understanding of the programs and ethos of CCS
- experience in theological education at a graduate level
- knowledge of sound financial management and practices
- ability to read financial statements and budgets and understand their implications.
- knowledge of the constituency of CCS who know potential donors, potential students, and other potential supporters.
- creative problem solving skills
- capacity to write and monitor policies
- knowledge of employment standards and practices.
- communication skills to tell others about the work of CCS
- commitment to an exciting program
- capacity to participate in meetings using telephone and other technologies with people across the country.

## **Commitment**

There is one annual 2-3 day “face to face” meeting in Winnipeg and approximately eight telephone conference calls, which are two hours in length. Occasionally a special meeting is conducted by email. Participation in meetings is expected.

Information is sent by email to Council members a few days prior to each meeting. At least 1-2 hours of preparation is required for most meetings.

Terms are three years, renewable once for Council members and Committee Chairs.

Committee Chairs (or their designates) are expected to attend both Council and their Committee and represent each to the other.

Expenses are paid for the face to face meeting (travel to Winnipeg, billets, and meals) and call-in numbers are provided for conference calls.

Six members shall form a quorum for the transaction of business, at least two of whom shall be Anglican representatives and two of whom shall be United representatives.

## **Authority/Decision Making**

Central Council is accountable to the Corporation, The Anglican Church of Canada and The United Church of Canada through its annual report to the Annual Meeting.

According to the by-laws, the Central Council may consider or transact any business, either special or general, at any meeting of the Central Council. The Central Council shall have full power with respect to all affairs of the Corporation and no by-law or resolution passed or enacted by the Central Council or any other action taken by the Central Council requires confirmation or ratification by the Friends in order to become valid or to bind the Corporation, unless such confirmation or ratification is required by the Act.

The Council shall submit a copy of all minutes to Administrative Assistant for official records.

## **Benefits**

- opportunity for service to a Christian organization that values justice
- interaction with creative people committed to progressive theological education
- sharing of the expertise that you bring to the table
- making a difference to the lives of students with diaconal vocations and visions
- an environment that encourages learning

**Date approved:** January 21, 2010

## **Job Descriptions**

### **Co-Chairs**

Leadership for the Central Council will be provided by the Co-Chairs, who are elected by the Corporation. If the Co-Chairs cannot carry out their responsibilities, they, or the Central Council shall appoint a designate. In the event that there is a vacancy in one of the positions, the one appointed Co-Chair shall act as Chair until the vacancy can be filled. Each Co-Chair is a full member of the Council and each has a vote, even when in the role of Chair. In the event of a tie, the Chair shall not have a second vote and the matter will be considered lost.

### **Responsibilities of the Co-Chairs**

1. Provide leadership and have oversight for the work of the Central Council.
2. Call meetings of the Central Council.
3. Prepare an agenda in consultation with the Principal for each meeting.
4. Review all minutes of the Central Council and Corporation prior to signing them.
5. Sign any changes made by the Corporation to the By-laws.
6. Preside at all meetings of the Central Council and Corporation.
7. Be members of the Executive.
8. One or both of the Co-Chairs shall act as liaison to all committees of the Central Council and provide advice and counsel when requested.

### **Secretary**

The Central Council shall appoint a volunteer Recording Secretary (non-voting).

### **Responsibilities**

1. Give notice of all Central Council meetings to members.
2. Give notice of all Corporation meetings to Friends.

3. Collect and circulate documentation for all Central Council and Corporation meetings, including the Annual Report.
4. Record the minutes of all Central Council and Corporation meetings ensuring that confidential minutes and materials are filed appropriately.
5. Ensure minutes are signed and an official, consecutively numbered set of minutes is kept.
6. Circulate the minutes to all Council members and corresponding members.
7. Forward minutes and Annual Reports as required to denominational archives.

### **Staff**

One staff member will be appointed by the staff annually to represent the staff. Any member of staff may attend meetings as a resource. All staff will be excused during discussion and decision making regarding sensitive human resources issues.

### **Responsibilities of Staff Representative on Central Council**

1. Attend and participate in all Central Council meetings
2. Attend the Annual Meeting of the Corporation (conference call)
3. Support the work of the Council by providing resources and administrative support
4. Educate and inform the Council about the day-to-day work at CCS
5. Bring staff needs, opinions and ideas to the attention of Council
6. Share information about the Council's priorities and concerns with staff
7. Carry out tasks assigned by the Council that further its work.
8. Prepare a written staff report for Council meetings and the Annual Report
9. Communicate and interpret the work of Council to the staff.

### **Student Representatives on Central Council**

Eligibility: The student representatives should be a diploma student who is in good standing.

Term of Appointment: Currently, Council appointments are for 3 years, unless the representative ceases to be a student prior to completing the term.

### **Responsibilities:**

1. Attend and participate in all Central Council meetings
2. Attend the Annual Meeting of the Corporation (conference call)
3. Prepare a written student report for Council meetings and the Annual Report
4. Solicit student input for items on the Council agenda
5. Forward items for the Council agenda from the students
6. Communicate and interpret the work of Council to the students
7. Participate in task groups, committees and other Council work
8. Share in responsibility with other Council members for the oversight, policy design and direction setting for CCS

While staff and student representatives normally have the responsibility to interpret the ongoing work of Council to their constituencies, the Co-Chairs and Principal will communicate any significant changes to these and other constituencies.

### **Supporting Policies:**

While all policies are under the jurisdiction of Central Council, the following are relevant to the day-to-day work of the Council:

- Conflict of Interest
- Media Policy
- Screening Policy
- Signing Authority
- Volunteer Travel Expense Policy

**Other Documents for File:**

- Mission and stance statements
- Bylaws
- Strategic Plan