

# **MANUAL OF OPERATIONS**



**PRESBYTERIAN MISSION AGENCY BOARD  
SEPTEMBER 2018**

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**PRESBYTERIAN MISSION AGENCY BOARD  
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**I. Manual**

**A. Authoritative Documents**

This Manual of Operations shall be in compliance with and subordinate to the Constitution of the Presbyterian Church (U.S.A.), General Assembly Deliverances, the Organization for Mission, the Standing Rules of the General Assembly, and General Assembly actions directing and guiding the work of the Presbyterian Mission Agency.

**B. Role and Responsibilities**

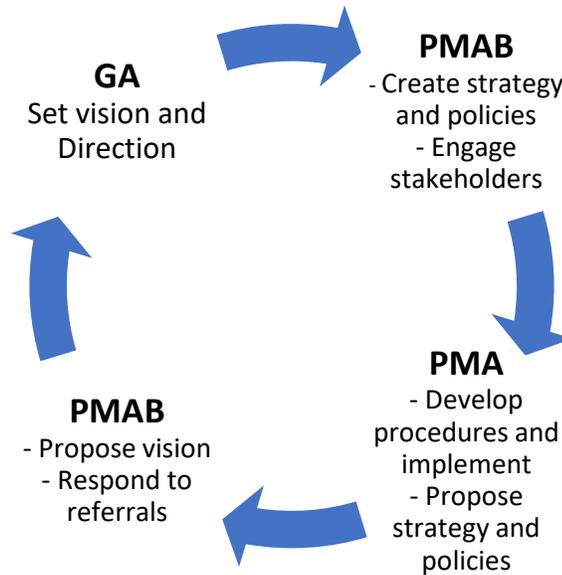
Mission, God's mission, is at the heart of the work to which God calls us. As the *Book of Order* reminds us:

"... In Christ, the Church participates in God's mission for the transformation of creation and humanity by proclaiming to all people the good news of God's love, offering to all people the grace of God at font and table, and calling all people to discipleship in Christ." (F.101)

In service to the agency as it fulfills its place in this, the Church's calling, the primary purpose of the Presbyterian Mission Agency Board (Board) is to lead and coordinate the mission program of the General Assembly. In order to steward this function, the Board and the Presbyterian Mission Agency (Agency) shall understand this mission based on the authoritative documents, an accounting of denominational resources, and the interpretation of our times and national context.

Standing between the General Assembly and the staff of the Presbyterian Mission Agency, the Board's work is to advise the General Assembly regarding mission priorities, programs and strategies; lead the Agency in implementing the directives of the General Assembly; and then reporting back to the General Assembly with results and additional advice. It is the Board's responsibility to make the vision for mission become reality, helping to manage the practical problems those visions and dreams might face.

The Board's work will move in a flow from General Assembly to General Assembly. It begins by advising the General Assembly on mission priorities, programs and strategies. At a General Assembly, the Board receives guidance and direction. The Board then leads staff in the agency to fulfill those General Assembly directives. The Board oversees and aligns assets toward the fulfillment of those directives in the context for mission, discerning potential shifts in God's calling. The Board then responds to General Assembly directives, providing advice on revised priorities at the next General Assembly. This process is inclusive, multilayered, and cyclical, continuing from each General Assembly to the next. The Board should engage a broad array of stakeholders to strengthen the Presbyterian Church (U.S.A.)'s ability to faithfully respond to the Holy Spirit and align its life with God's mission. Setting strategy and guiding policy in this way necessitates that the Board employ theological, intercultural, corporate, and legal knowledge all enveloped in prayer.



### C. Composition

#### 1. Membership<sup>1</sup>

##### a. Voting and Non-Voting Members

The Presbyterian Mission Agency Board is currently composed of thirty members (twenty voting and ten nonvoting). Elected members serve a four-year term and may be reelected for one additional four-year term.

##### (1) Voting Members

##### (a) Elected Membership (19)

- (i) 15 at-large members
- (ii) 1 member from the Advisory Committee on Social Witness Policy
- (iii) 1 member from the Racial Equity Advocacy Committee
- (iv) 1 member from the Advocacy Committee for Women’s Concerns
- (v) 1 member from the Committee on the Office of the General Assembly

##### (b) Ex-officio Member (1)

The current moderator of the Churchwide Coordinating Team of Presbyterian Women<sup>2</sup>

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<sup>1</sup> Transitional Elements—(this footnote will be deleted following the 224th General Assembly (2020)). In order to affect a gradual transition in the size of the Presbyterian Mission Agency Board:

a. The reduction of Board size (from 40 voting and 17 non-voting to 20 voting and 10 non-voting) will be accomplished by a process of attrition overseen by the General Assembly Nominating Committee with respect to elected members. Other changes, regarding ex-officio and corresponding members, will take place immediately.

b. Individuals, including at-large members of committees, elected to Board service prior to action of the 223rd General Assembly (2018) regarding this Manual of Operations, may continue to be eligible for election in their current roles until their original eligibility has been exhausted.

c. Any members elected prior to the 223rd General Assembly (2018) to fill unexpired terms shall be eligible for nomination to an additional four-year term.

<sup>2</sup> Presbyterian Women in the Presbyterian Church (U.S.A.), Inc. (“PW”), a Delaware corporation, was incorporated in 2009 as an entity related to the Presbyterian Church (U.S.A.), Inc., as an integrated auxiliary. The covenant-based Institutional Relationship Agreement

- (2) Non-voting (corresponding) members (10)—with voice
  - (a) Presbyterian Mission Agency President/Executive Director
  - (b) Moderator of the General Assembly
  - (c) Stated Clerk of the General Assembly
  - (d) Board of Pensions President
  - (e) Presbyterian Church (U.S.A.), A Corporation President (or such president's designee *pro tem*)
  - (f) Presbyterian Church (U.S.A.) Foundation President
  - (g) Presbyterian Investment and Loan Program President
  - (h) Presbyterian Publishing Corporation President
  - (i) Ecumenical Advisory Members (2)

b. Inclusiveness and Diversity

- (1) General Assembly policies ensure that elected bodies represent the wealth of diverse gifts found in the church and provide a means to share responsibilities and decision making. The General Assembly Nominating Committee provides for diversity and inclusiveness in the Board's membership. The Presbyterian Mission Agency Board identifies needed gifts and talents for its work as a matter of practical assistance for the work of the General Assembly Nominating Committee. The General Assembly Committee on Representation monitors the work of the General Assembly Nominating Committee, as well as the appointment of committees and task forces by the Board.
- (2) It is the policy of the Presbyterian Mission Agency Board to use expansive language when referring to God and inclusive language when referring to God's people.

**D. Election and Confirmation of the President/Executive Director of the Presbyterian Mission Agency**

1. The Presbyterian Mission Agency Board shall be responsible for recruiting, calling, electing, supervising, and if necessary terminating the employment of the President/Executive Director of the Presbyterian Mission Agency. The election of the President/Executive Director is to a four-year term, with the possibility for renewal, and is subject to confirmation by the General Assembly. Upon election, the President/Executive Director serves with the full authority of the office until confirmed by the next General Assembly (*Organization for Mission*, Section V.G.).
2. The President/Executive Director reports to the Presbyterian Mission Agency Board's Coordinating Committee and the Board itself. The President/Executive Director shall provide direction, leadership, and coordination for the total mission program of the denomination. The Presbyterian Mission Agency Board shall have a comprehensive President/Executive Director performance review process documented in its internal manual.

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between PW and the Presbyterian Mission Agency provides this ex-officio membership with voice and vote on the Presbyterian Mission Agency Board. A member of the Presbyterian Mission Agency Board also serves on the PW corporate Board with voice and vote.

## E. Conduct of Business

Meetings shall be held consistent with the provisions of G-3.0105, including:

1. Meetings shall be opened and closed with prayer.
2. Business shall be conducted in accordance with the most recent edition of *Robert's Rules of Order Newly Revised*. Processes of discernment may be used prior to a vote by the body.

## II. Board Operations

### A. Board Purpose

The Presbyterian Mission Agency Board is called to:

- discern where God is leading,
- oversee the development of plans to pursue that calling,
- attend to the long-term sustainability of the PC(USA)'s work,
- react to changing priorities within the context of organizational mission,
- create strategies and policies to fulfill General Assembly directives for mission
- inspire, equip and connect the broader PC(USA) for mission engagement,
- ensure that gift restrictions are honored, and
- manage assets toward mission fulfillment.

Fulfilling this purpose requires:

- Listening to diverse constituencies in the church, while not losing sight of the direction of the General Assembly.
- Commitment to the Presbyterian connectional system—where no one has sole authority, and everything is worked out through prayerful dialogue, patient discernment and submission to the will of the General Assembly;
- Relationships with members, mid councils, staff and the best thinkers in various fields;
- Awareness of the political and legal contexts affecting mission—in order to minimize short-sighted mistakes;

### B. Core Values

The Board has identified the following core values as essential for faithful mission:

- **Mindfulness of Justice and Peace:** Holistic mission pursues justice and peace in our society, in all of its forms, for the fulfillment of human life and redemption of Creation.
- **Diversity and Inclusion:** Faithful and fruitful discernment and decision making necessitates broad inclusiveness of the diverse cultural and theological perspectives within the denomination. The mission with which we have been entrusted must be particularly attentive to underrepresented and minoritized populations as it seeks to “hear the voices of peoples long silenced” within the denomination. (Brief Statement, 70)

- **Creativity:** The willingness to move in new directions, if the Spirit so leads, brings excitement, and requires boldness to leave behind what impedes faithfulness. Creativity cultivates what enables mission to grow.
- **Collaboration:** Mission involves a diversity of contexts and depth of challenge that cannot be adequately addressed by one body alone. Therefore, a collaborative spirit between denominational entities and mid councils must embody ministry.
- **Transparency:** The fruit of transparency is integrity, which in turn yields greater trust in the Board and Agency's efforts and allows us to better incorporate the critical wisdom of others.
- **Impact:** Fruitfulness in ministry and mission requires that intentions are matched by quality of impact. A word of "Yes" to God's mission must be matched by requisite deeds.
- **Faithful Stewardship:** Being good stewards of financial, time, and human resources requires a commitment to pursuing the least wasteful and most sustainable use of resources. This ensures that a maximum amount of finite resources is spent on furthering mission.

### C. Board Meetings

#### 1. Stated/Regular Meetings

- a. The Board will meet quarterly, including an annual mid-year orientation/planning meeting. Some meetings may be held by electronic means.
- b. Recommendations regarding the scheduling of meetings of the Presbyterian Mission Agency Board shall be prepared by the Presbyterian Mission Agency Board Coordinating Committee and brought to the Board for approval.
- c. Transition: in light of the gradual transition to a smaller Board size and budgetary limitations, the full implementation of a quarterly meeting cycle and mid-year retreat for the Board may not be realized until after the 224th General Assembly (2020). (This paragraph will automatically be deleted when the Board moves to quarterly meetings or at the conclusion of the 225th General Assembly (2022), whichever comes first.)

#### 2. Special/Called Meetings

A Special Meeting of the Board can be called by the Chair, Coordinating Committee, or by a written request to the Chair from at least three voting members of the Board.

Written notice of the meeting shall be provided, specifying the subject matter to be considered, to all members of the Board at least forty-eight hours in advance of the meeting date.

All members of the Presbyterian Mission Agency Board shall be notified of the resulting decisions as soon as possible after the meeting.

3. Quorum

The quorum for all Presbyterian Mission Agency Board Meetings and its committees shall be 51% of voting members.

4. Development of the Agendas

a. Board Meetings

The Board Chair, in conjunction with the President/Executive Director, and the Coordinating Committee, shall develop the agenda for meetings of the Board. Groups who wish to be placed on the agenda may communicate their requests to the Presbyterian Mission Agency Board Chair (or designee). Any member of the Board may propose an item for consideration.

Each meeting shall begin with an acknowledgement of the historic indigenous peoples on whose land the Board is being held and include a welcome from those indigenous persons currently living on the land. (2018 General Assembly action 10-13 #7)

Each agenda shall begin and end with prayer and include opportunity for worship.

b. Community Conversations

At each Board meeting, time will be set aside for community conversations, outside of a parliamentary framework, for theological reflection, discernment, and mutual sharing regarding the current context for the work of the Presbyterian Mission Agency. Discussions will not ordinarily be led by the Board Chair.

c. Committee Meetings

The Committee Chair, in conjunction with the lead resource staff shall develop the agenda for meetings of Board committees. Groups who wish to be placed on the agenda may communicate their requests to the Board Committee Chair (or designee). Any member of the Committee may propose an item for consideration prior to Committee action to adopt the agenda. Each agenda shall begin and end with prayer.

5. Closed Meetings and Privileged Communications

a. Closed Meetings

Closed Board or Committee meetings shall be held in accordance with the General Assembly Open Meeting Policy

- (1) During a meeting, any Board member may request a closed Board session, and any Committee member may request a closed Committee session.
- (2) The Board or Committee will determine, by majority vote, if its members wish to deliberate in a closed meeting.
- (3) Ordinarily, when the use of a closed meeting can be anticipated, the Chair will provide advance notice to the Board or Committee that a closed meeting is recommended and the reason for closing.

- (4) The Stated Clerk of the General Assembly shall be eligible to participate in all closed sessions of the Board with voice but not vote, by action of the 223rd General Assembly (2018) 04-03 #2b.
- (5) In closed Board meetings, only voting members, at-large members of the Committees, and other persons explicitly invited are to be present.
- (6) Minutes of a closed session will only include actions taken, in keeping with the Open Meeting Policy. Actions will be made public as soon as possible.
- (7) All present in a closed Board meeting are bound to limit discussion of the item to others who were in the closed meeting.
- (8) Any information given in a closed session is available to any other voting Board member in a closed session, unless the topic of conversation is individual Board members or prospective employees.
- (9) All closed committee meetings shall be open to all voting Board members whether they serve on the committee or not, unless the topic is
  - (a) discussions about nominations of Board members;
  - (b) discussions involving the application of the Ethics Policy to a Board member; and
  - (c) discussions about employment candidacies for individuals who are selected to positions by the Board.
- (10) If the meeting is closed and privileged, only voting board members and invited legal counsel may remain, all others are to be excused from the closed/privileged session.

b. Privileged Communications

Recognizing that privileged communications is a legal principle that allows the exchange of confidential information and counsel between attorneys and their clients and that the Presbyterian Mission Agency Board must utilize this tool to effectively manage the mission and ministries of the Agency:

- (1) The “client” in such relationships is defined as the Board acting by and through voting Board members as a whole or a majority of a quorum of Board.
- (2) Consequently, “client” cannot be defined as an individual member, officer, committee, subgroup of the Board, or staff; provided, however, that authorized representatives of the Board (such as the Coordinating Committee or Board Chair) may act as and on behalf of the Board when permitted by other governing documents.
- (3) In no event, however, shall any such members, officers, committees, subgroups of the Board, or staff, be considered a separate “client” of any attorney or independent of the attorney-client relationship between any such attorney and the Board.
- (4) All privileged conversations and communications in committees shall be reported to the Board in privileged closed sessions with the attorney present. The only exceptions shall be
  - (a) discussions about nominations of Board members;
  - (b) discussions involving the application of the Ethics Policy to a Board member; and

- (c) discussions about employment candidates for individuals who are selected to positions by the Board.

6. Recording Secretary

Ordinarily, the President/Executive Director will designate a Recording Secretary for Board meetings.

7. Elected Member Job Expectations and Requirements

Committing to the Board covenant, board members are expected to be faithful and accountable in the following ways:

a. Requirements:

- (1) Fulfill the Board Member's duties of loyalty and care; provide fiduciary, generative and strategic leadership necessary for guiding and directing the work of the Presbyterian Mission Agency.
- (2) Every elected Presbyterian Mission Agency Board member, except the Board Chair and Chair-elect, will serve on one program and one administrative committee
- (3) Additionally, Board members may be called upon to serve the Presbyterian Mission Agency Board and the church in a variety of ways, whether it be through internal committees, ministerial teams and task forces, national committee and task forces, or appointed liaison relationships.
- (4) Board members give high priority to attendance, active participation and prayerful discernment at regular meetings of the Presbyterian Mission Agency Board whether held in person or remotely.
  - (a) One absence from a regular meeting of the Presbyterian Mission Agency Board, or its related committees, without prior notification to the Office of the President/Executive Director shall be a basis for a review of the member's standing with the Board.
  - (b) Upon two consecutive absences, or three absences in a three-year period, for any reason, the Board chair may recommend to the Stated Clerk that the position be declared vacant.

b. Expectations:

- (1) Actively participate in a Presbyterian Church (U.S.A.) worshipping community, committing to spiritual disciplines and a pattern of discipleship that will inform their deliberation and discernment as board members.
- (2) Develop their knowledge of and demonstrate their commitment to the mission, goals, and policies of the Presbyterian Church (U.S.A.), Presbyterian Mission Agency and its Board.
- (3) Openness to new vision and direction emerging within the life of the church

- (4) Informed and honest participation, including appropriate inquiry, in all meetings of the Presbyterian Mission Agency Board and its related committees.
- (5) Faithful discipleship regarding stewardship, confidentiality, and leadership roles, acting in the best interests of the Presbyterian Mission Agency.
- (6) Positive and active interpretation of the work of the Presbyterian Mission Agency to and with external audiences (congregations, individuals, Presbyteries, Synods); this can be done in a variety of ways building on the gifts and talents of each Board member.
- (7) Financial support for the Presbyterian Mission Agency – all gifts, large or small help ensure that the work of the Agency can continue and links the Board member to that work.
- (8) Provide constructive feedback in response to surveys and evaluations relating to the Board meetings and activities.

c. Resignation:

A member of a General Assembly entity who finds it necessary to resign shall send his or her resignation to the Stated Clerk of the General Assembly, who shall notify the entity and the nominating committee or other body that originated the person's nomination or election. When any member of an entity of the General Assembly shall resign or become unable to serve because of chronic or permanent physical or mental illness or disability, the Stated Clerk of the General Assembly shall declare the position vacant. (Organization for Mission, IV. B.2.o.) Additionally, any Board member resigning shall send a copy of the resignation to the Office of the President/Executive Director and the Board Chair.

D. Officers of the Board

The Board will be led by a Chair and a Chair-elect (who serves as Vice-Chair). The Chair and Chair-elect serve a two-year term, then the Chair-elect becomes Chair and a new Chair-elect is selected. Members shall have served at least eighteen months on the Board prior to being nominated as Chair-elect. (This means that individuals selected as Chair-elect will be recommended to the GA Nominating Committee for election to a second four-year term.)

1. Chair

a. Duties

- (1) Presides at meetings of the Presbyterian Mission Agency Board.
- (2) Is a member of, and chairs, the Coordinating Committee
- (3) Guides the Board in fulfilling its responsibilities identified in the Organization for Mission.
- (4) Appoints one Board member to serve with the Chair on the Presbyterian Mission Agency/Foundation Work Group.
- (5) Requests and appoints a parliamentarian to advise the Chair, and upon request of the Chair speak to the body, during Board meetings.
- (6) Provides guidance and support to the President/Executive Director, with

the assistance of the Chair-elect, on behalf of the Coordinating Committee. The President/Executive Director is supervised by and reports to the Coordinating Committee and the Board itself.

- (7) Represents the Board (but not the Agency) to General Assembly agencies, committees, task forces, and the public.
  - (8) Participates in annual meeting of the General Assembly agency leaders.
  - (9) The Board Chair serves as an ex-officio member of all Board Committees with voice and no vote (with the exception of the Coordinating Committee where the Chair does have a vote.).
  - (10) Reviews and approves, in agreement with the Chair-elect, requests to celebrate Holy Communion between regular meetings of the Coordinating Committee (as directed by the General Assembly) and report any approvals at the next meeting of the Coordinating Committee.
  - (11) Appoints committees of counsel for Permanent Judicial Commission cases as described in Book of Order D-6.0302. These committees shall have a maximum of three (3) members but may have fewer as determined by the Board Chair. The Legal Office shall serve as the primary staff support to Board committees of counsel.
  - (12) Schedule meetings, at least every two years, between the Board and leadership of the Advocacy Committees for strategic reflection and anticipation concerning upcoming issues.
- b. Term
- (1) The Board Chair term shall be for two years without renewal.
  - (2) The Chair will serve in ex-officio positions as mandated by the Manual of Operations but may not be elected to an additional office by the Board during the term of office.
  - (3) Vacancy
    - (a) First year vacancy -- If the position of Chair becomes vacant during the first year of the Chair's term (or if the rising Chair is unable to take office at the conclusion of a General Assembly), then the Chair-elect becomes Chair and serves the full term of the original Chair and is ineligible for re-election. A special election for a new Chair-elect will be held at the next possible regular meeting, allowing adequate time for the nomination process.
    - (b) Second year vacancy – If the position of Chair becomes vacant during the second year of the Chair's term, then the Chair-elect becomes chair and serves the remainder of the original Chair's term as well as their own two-year term as chair. A new chair-elect is elected at the regular schedule (the first meeting of a General Assembly year) and begins service immediately upon election.

## 2. Chair-elect

### a. Duties

- (1) Serves as Vice-Chair,

- (2) Assumes the responsibilities of the Chair when requested by the chair or when the Chair becomes vacant (but in no event, shall a chair serve more than three years. See Vacancy Procedure above).
- (3) Becomes the next Chair, at the end of the current Chair's term.
- (4) Shall rotate among all committees, rather than being assigned to a particular committee<sup>3</sup>.
- (5) Serves as a member of the Coordinating Committee. Upon election as Chair-elect and prior to assuming office, serves as a corresponding member (voice but no vote) of the Coordinating Committee.
- (6) Serves as a corresponding member of the Committee on the Office of the General Assembly.
- (7) Assists the Chair in providing supervision and support to the President/Executive Director, on behalf of the Coordinating Committee. The President/Executive Director reports to the Coordinating Committee and the Board itself.
- (8) Obtain some form of parliamentary training, such as is offered at the Moderators' Conference, during their two years as Chair-elect.
- (9) Leads the President/Executive Director performance review process (described below).
- (10) Reviews and approves, in agreement with the Chair, requests to celebrate Holy Communion between regular meetings of the Coordinating Committee, as directed by General Assembly, and reports any approvals at the next meeting of the Coordinating Committee.

b. Term

The Presbyterian Mission Agency Board shall elect its Chair-elect from among its voting members at the first Board meeting of the calendar year in which there is a General Assembly. The Chair-elect will serve two years as Vice-Chair, and then become Chair at the conclusion of the following General Assembly.

E. Election Procedures

1. Chair-elect

- a. Only Presbyterian Mission Agency Board voting members who have served at least eighteen months on the Board before taking office are eligible for election as Chair-elect.
- b. Nominating Process
  - (1) At the start of each nominating process, the Presbyterian Mission Agency Board Personnel and Nominating Committee will
    - (a) compile a list of gifts, abilities, and skills that they believe will be needed by the Board leadership during the ensuing biennial period

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<sup>3</sup> During the transitional period between the 40-member and the 20-member Board, the Chair-elect may be asked to serve as a committee chair to balance the size of committees.

- (b) draft two or three questions to be answered by potential candidates for Board leadership. The questions will address the anticipated key challenges facing the Board during the ensuing biennial period.
- (2) Staff to the Presbyterian Mission Agency Board Personnel and Nominating Committee will identify all Board members eligible for election as Chair-elect. The list of gifts, abilities, and skills, as well as the questions, will be sent to eligible members with a letter that:
    - (a) Informs the Board member of his or her eligibility for election as Chair-elect.
    - (b) Asks the member to consider whether God might be calling them to serve as Chair-elect.
    - (c) If the response is affirmative, request that he or she answer the leadership questions, and return them to Presbyterian Mission Agency Board Personnel and Nominating Committee staff.
  - (3) Staff will then send the following materials to the Personnel and Nominating Committee:
    - (a) Affirmative responses from members considering a call, with their answers to the questions
    - (b) The Board's listing of member skills, gifts and abilities
    - (c) A record of the Board service for each member to be considered, including attendance at called meetings.
    - (d) The full biographical form for each applicant.
  - (4) The Presbyterian Mission Agency Board Personnel and Nominating Committee will review all the submitted forms and will also go through a discernment process as to whether or not eligible Board members who have not submitted forms have leadership gifts that justify an invitation to consider a call to candidacy for Chair-elect. If so, the Presbyterian Mission Agency Board Personnel and Nominating Committee will extend a specific invitation to submit answers to the leadership questions.
  - (5) The Presbyterian Mission Agency Board Personnel and Nominating Committee will evaluate the final list of Chair-elect candidates who have submitted responses to identify a candidate whom it wishes to nominate. The Presbyterian Mission Agency Board Personnel and Nominating Chair will notify all interested candidates of the Committee's nominee.
  - (6) The name of the nominee, along with her or his biographical form and their responses to the questions, will be communicated to all Board members a minimum of three weeks prior to the first meeting of the calendar year.
  - (7) Ordinarily, the election will be conducted during the first meeting of the calendar year in which there is a General Assembly. Nominations from the floor will be accepted. The election will be by written ballot.

- (8) The two-year term of office will begin with the close of the upcoming General Assembly meeting and end with the close of the next General Assembly meeting.
- (9) In the event of vacancy during the term of the Chair, the Chair-elect assumes the Chair (but in no event shall the chair serve more than three years).

## 2. Committee Chairs

- a. Committee Chairs shall be elected for two-year terms, and they are not eligible to serve consecutive terms.
- b. The Chairs shall begin their service at the end of the General Assembly.
- c. Board voting members completing at least eighteen consecutive months on a committee are eligible for election as committee Chair.
- d. The Personnel and Nominating Committee shall nominate committee Chairs, with a view toward diversity on the PMAB Coordinating Committee. These nominees shall be presented in committees at the first Presbyterian Mission Agency Board meeting in the calendar year. Nominees may also come from the floor.
- e. Ordinarily, committee Chairs shall make appointments and assignments of committee members to subcommittees or committee task forces, as necessary, giving consideration to experience, interest, and representation.
- f. Committees chairs are responsible for ensuring that the plenary session has a closed session to discuss any matters discussed in closed sessions of the committee.

## F. Ecumenical Advisory Members

Ecumenical advisory members are members elected by the General Assembly to a four-year non-renewable term for Board service as corresponding members (voice but no vote) to share their experience within other Christian communities in the United States. One member is chosen for expertise in congregational life (to serve on the Board's Committee to Nurture the Body), and the other for experience in church work beyond the congregation (to serve on the Board's Committee for Outreach to the World). At least one of these members will be from a member of the World Communion of Reformed Churches or a Formula of Agreement partner. The nomination process is coordinated by the General Assembly Committee on Ecumenical and Interreligious Relations and the General Assembly Nominating Committee.

## G. Board Committees, Task Forces and Teams

### 1. Authority

The Presbyterian Mission Agency Board may create any committees, task forces, and teams as may be necessary to carry out its work. Committees, Task Forces and Teams, as well as their Chairs, derive their authority from, and are accountable to, the full Board. Consequently, no committee, task force or team can keep information confidential from the full Board.

2. Collaboration

The committees, task forces and teams of the board are expected to collaborate with other committees, task forces and teams on matters of common concern.

3. Special/Called Meetings

A Special Meeting of a Committee, Task Force or Team may be called by its Chair, or by written request to the Chair from at least three voting members of the Committee, Task Force or Team. Notice must be given at least forty-eight hours in advance for any called meeting.

4. Ministerial Teams and Task Forces

a. Ministerial Teams

(1) Ministerial Teams are short-term, specifically-focused work groups. They address immediate matters of consequence to the organization and have limited duration (ordinarily not more than twelve months). The source of the topics they address may come from community conversations, Board members, staff or the ongoing work of the agency. A limited number of Ministerial Teams shall be commissioned upon recommendation of Coordinating Committee and approved by the Board.

(2) These teams are commissioned for a limited duration with regular required updates to the Board. A decision would then be made to discontinue or extend their work. They may be comprised of voting members, at-large members, non-voting members and staff. All members (regardless of Board status) have voice and vote in the team. Process and procedures for operation are more flexible (i.e., not necessarily parliamentary procedure). Decisions and/or recommendations must come to a plenary session of voting Board members for approval and authorization.

b. Task Forces

If need is determined for, task force that will involve Presbyterian Mission Agency Board membership and/or non-Presbyterian Mission Agency Board membership, a proposal shall be submitted to the Presbyterian Mission Agency Board, through the Coordinating Committee, for approval. All proposals for, task forces shall include the following information:

- (1) Task force name.
- (2) Statement of purpose and tasks to be accomplished.
- (3) Explanation as to why these tasks cannot be accomplished by the current Presbyterian Mission Agency Board Committees.
- (4) Expertise, skills and experience needed by the members.
- (5) Duration of the task force shall not exceed two years.
- (6) Size of the task force (Ordinarily not to exceed seven members).
- (7) Annual budget with the source of funding.
- (8) Proposed names of the task force members with sensitivity to diversity.

## 5. Program Committees

Program Committees are standing committees that address the programmatic and fiduciary responsibilities of the Board. They focus on the work of the Presbyterian Mission Agency to inspire, equip and connect. Committee assignments in the lists below are not meant to limit access to other committees as determined to be appropriate. Committees operate in accordance with parliamentary procedures. Membership is composed of Voting Members only.

### a. Committee to Nurture the Body

The Committee to Nurture the Body will focus on the impact and strategic alignment of the work of the Presbyterian Mission Agency that inspires, equips and connects congregations and other worshiping communities as centers of discipleship. This work includes:

- developing leaders to and from those communities,
- aiding congregations in their mission and ministry, and
- researching issues, providing input to staff, and developing well-considered and related proposals for Board action from the work of the agency and related entities.

#### (1) Oversight

The Committee is responsible for the Board's oversight in these areas including:

- (a) Working with the President/Executive Director and staff to develop theological expressions for the work of the agency which can be communicated to the broader church.
- (b) Working with the Presbyterian Mission Agency President/Executive Director and Leadership Cabinet to establish criteria that can be used to evaluate Agency effectiveness.
- (c) Developing processes and procedures necessary for calculating measurement results in light of the Board's Mission Work Plan and other relevant documents.
- (d) Recognizing and identifying work that cannot be measured in ordinary ways because it is too new and innovative or unusual circumstances are involved.
- (e) Reviewing results on a scheduled basis to identify trends (positive and negative)
- (f) Bringing to the Board recommendations for program and mission realignment based on results.

#### (2) Functions

Functions within the Agency reporting through this committee include:

- (a) Young Adult Volunteers
- (b) Stony Point
- (c) Women's Leadership Development & Justice Ministries
- (d) Theology and Worship
- (e) Equipping for Mission Involvement

- (f) Theological Reflection for the Church
- (g) Intercultural Ministries & Support for Congregations of Color
- (h) Leadership Development for Leaders of Color
- (i) Christian Formation

(3) Broader Relationships

Its broader relationships will include:

- (a) Committee on Theological Education (COTE)
- (b) Presbyterian Men
- (c) Association of Presbyterian Church Educators (APCE)
- (d) Association of Presbyterian Colleges and Universities
- (e) Montreat Conference Center Board of Directors
- (f) Presbyterian Health Education and Welfare Association (PHEWA)
- (g) Presbyterian Church (U.S.A.) Investment and Loan Program, Inc. (PILP)
- (h) Mission Development Resources Committee (MDRC)
- (i) President's Roundtable (of Historically Presbyterian Institutions Equipping Communities of Color)

b. Mid Councils Committee

The Mid Councils Committee will focus on the impact and strategic alignment of the work of the Presbyterian Mission Agency that inspires, equips and connects mid councils for the health of the Presbyterian connectional system.

(1) Oversight – The Committee is responsible for overseeing Presbyterian Mission Agency work in response to referrals regarding mid councils.

(2) Functions – The work of several areas has critical intersection with mid councils, including:

- (a) Communications
  - (i) Workshops
  - (ii) Media relations
- (b) Racial Equity & Women's Intercultural Ministries
  - (i) Congregational Support
  - (ii) Intercultural Justice
- (c) Theology, Formation & Evangelism
  - (i) Vital Congregations
  - (ii) 1001 New Worshiping Communities
- (d) President/Executive Director's Office
  - (i) Personnel policy consulting
  - (ii) Volume discount programs
- (e) Compassion Peace & Justice
  - (i) Presbyterian Disaster Assistance
- (f) World Mission
  - (i) Equipping for Mission Involvement

- (3) Broader Relationships
  - (a) Office of the General Assembly – Mid Council Relations
  - (b) Association of Mid Council Leaders

c. Committee for Outreach to the World

The Committee for Outreach to the World will focus on the impact and strategic alignment of the work of the Presbyterian Mission Agency that inspires, equips and connects to witness to God’s love and justice in the world.

This work includes:

- Providing expression for compassionate and prophetic ministries through advocacy and networking,
- Insuring the furtherance of ecumenical and interfaith relations,
- Researching issues, providing input to staff, and developing well-considered proposals for Board actions from the work of the agency and related entities with respect to ministry outside of the congregational context.

(1) Oversight

The Committee is responsible for the Board’s oversight in these areas including:

- (a) Working with the President/Executive Director and staff to develop theological expressions for the work of the agency which can be communicated to the broader church.
- (b) Working with the Presbyterian Mission Agency President/Executive Director and Leadership Cabinet to establish criteria that can be used to evaluate Agency effectiveness.
- (c) Developing processes and procedures necessary for calculating measurement results in light of the Board’s Mission Work Plan and other relevant documents.
- (d) Recognizing and identifying work that cannot be measured in ordinary ways because it is too new and innovative or unusual circumstances are involved.
- (e) Reviewing results on a scheduled basis to identify trends (positive and negative)
- (f) Bringing to the Board recommendations for program and mission realignment based on results.

(2) Functions

Functions within the Agency reporting through this committee include:

- (a) Evangelism
- (b) Mission Personnel
- (c) Stony Point
- (d) Women’s Leadership Development & Justice Ministries
- (e) Partner Relations – Area Coordinators
- (f) 1001 New Worshiping Communities

(g) Compassion, Peace & Justice

(3) Broader Relationships

Its broader relationships will include:

- (a) Presbyterian Council for Chaplains and Military Personnel
- (b) General Assembly Committee on Ecumenical and Interreligious Relations (GACEIR)
- (c) Jinishian Memorial Program Advisory Committee
- (d) Presbyterian Disaster Assistance Advisory Committee
- (e) Presbyterian Hunger Program Advisory Committee
- (f) Presbyterian Self-Development of People Committee
- (g) Mission Responsibility through Investment Committee (MRTI)
- (h) Advocacy Committee for Social Witness Policy

6. Administrative Committees

Administrative Committees are standing committees that address the fiduciary and responsibilities of the Presbyterian Mission Agency Board. They are responsible for the stewardship of assets designated and/or dedicated for the mission of the Presbyterian Church (U.S.A). Administrative Committees operate in accordance with parliamentary procedures. Membership is composed of Voting Members only.

Specific committee responsibilities

a. Personnel and Nominating Committee

The Personnel and Nominating Committee reviews, provides advice and recommends for action to the Board on employment-related policies, procedures and initiatives that affect the staff, and is responsible for the nominations of Board members.

(1) It is responsible for the Board's oversight in these areas including:

- (a) Presbyterian Mission Agency personnel policies and procedures
- (b) Compensation guidelines within which salaries are administered.
- (c) Equal employment and affirmative action guidelines.
- (d) Working with the General Assembly Nominating Committee to recruit new Board members.
- (e) Securing nominations to those committees and Agencies that require Presbyterian Mission Agency participation and/or approval.
- (f) Send "Guidelines for Liaisons to Other Entities" to all individuals nominated to serve on other entities.
- (g) Receiving summary reports from liaisons regarding their service on other boards/committees and reporting a synopsis to the full Board.
- (h) Recommend the assignment of new members to Program and Administrative Committees for Board approval, ensuring diverse representation on each committee.

- (i) Nominating Chairs for the Program and Administrative Committees for election by the committees, ensuring that the nominations as a whole reflect a diverse slate, since these individuals will comprise the Coordinating Committee.
  - (j) Nominating Chair-elect of the Board.
  - (k) Any other responsibilities assigned under the Employee Handbook, and any other employment-related assignment from the Coordinating Committee or the Board.
- (2) Functions within the Agency reporting through this committee include:
- (a) Human Resources
  - (b) Nominations
  - (c) Mission Personnel
- (3) Its broader relationships will include
- (a) General Assembly Nominating Committee
  - (b) General Assembly Committee on Representation
  - (c) Presbyterian Church (U.S.A.), A Corporation
- b. Property/Legal Committee
- The Property/Legal Committee focuses on the proper management of the legal and property matters of the agency and ensures appropriate consideration on matters of risk by the agency and its employees, including:
- Assertion of attorney-client privilege, work-product privilege, self-critical analysis privilege, ecclesiastical privileges, and any other applicable privileges;
  - Management, control, and decision-making with respect to pending or threatened litigation or other legal claims or proceedings;
  - Management, control, and direction of former, current, or future outside counsel;
- (1) Oversight
- It is responsible for the Board's oversight in these areas including:
- (a) Review with legal staff and the President/Executive Director all legal and property matters to ensure their proper management, and work to educate the Board on these matters.
  - (b) Review with staff the appropriate enterprise risk management policies and concerns necessary for ensuring that the ministry and the mission of the agency are performed without undue hindrance or delay.
  - (c) Hiring outside legal counsel, when required by the board
- (2) Functions
- Functions within the Agency reporting through this committee include:
- (a) Legal
  - (b) Enterprise risk management

- (c) Property
- (3) Broader Relationships
  - Its broader relationships will include:
    - (a) Committee on the Office of General Assembly (COGA)
    - (b) Presbyterian Church (U.S.A.), A Corporation
- (4) Designations
  - (a) The Presbyterian Mission Agency Board and the Property/Legal Committee expressly elect to be governed exclusively by the law of the Commonwealth of Kentucky, and expressly reject to be governed by the law of the Commonwealth of Pennsylvania, with respect to the matters addressed in this Manual.
  - (b) If for any reason, it is determined by any court of competent jurisdiction that Legal/Property Committee, or the Presbyterian Mission Agency Board is unable to assert any privilege, Stoll Keenon Ogden PLLC (“SKO”) is authorized and directed to do so under Kentucky Rule of Evidence 503 and Federal Rules of Evidence 501, 502.
- c. Committee for Resource Allocation and Stewardship
  - (1) The Committee for Resource Allocation and Stewardship will focus on the impact and strategic alignment of the work of the Presbyterian Mission Agency that inspires, equips and connects generous support and partnership through gifts, responsible stewardship and transparent reporting.
  - (2) The Committee is responsible for the Board’s oversight in these areas including:
    - (a) Working with the Presbyterian Mission Agency President/Executive Director and Leadership Cabinet to establish criteria that can be used to evaluate Agency effectiveness. Criteria will be evaluated each year to determine if changes are needed.
    - (b) Working with the President/Executive Director and staff to develop theological expressions for the work of the agency which can be communicated to the broader church.
    - (c) Developing processes and procedures necessary for calculating measurement results in light of the Board’s Mission Work Plan and other relevant documents.
    - (d) Overseeing expenditures.
    - (e) Reviewing and making recommendations for the annual budget based on priorities identified and approved by the Board. (See Budget Development process described below).
    - (f) Regularly reviewing financial statements and policies, making the Board aware of issues that will need Board attention and recommending any changes needed.

- (g) Reviewing cash flow, revenue trends and support from individuals, congregations and mid councils for the work of the Presbyterian Mission Agency.
- (h) Recommend grantmaking policies for Board approval.
- (i) Reviewing performance by investment advisors and managers, ensuring adherence to appropriate benchmarks and industry standards.
- (j) Monitoring financial projections and making such information available to the Board.
- (k) Partnering with other Board committees in areas of common concern.
- (l) Reviewing and recommending for Board approval unbudgeted programmatic or capital expenses.
- (m) Reviewing reserve requirements, usage, and limits in partnership with the Chief Financial Officer.

(3) Functions within the Agency reporting through this committee include:

- (a) Jinishian Memorial Program Advisory Committee (Investments)
- (b) Mission Engagement and Support
- (c) Information Technology and Finance/Accounting

(4) Its broader relationships will include:

- (a) Presbyterian Church (U.S.A.) Foundation
- (b) The Board of Pensions of the Presbyterian Church (U.S.A.)
- (c) The Presbyterian Investment and Loan Program, Inc.
- (d) Presbyterian Church (U.S.A.), A Corporation

7. Coordinating Committee

The Coordinating Committee is composed of the Board Chair, Chair-elect, and the chairs of each of the program and administrative committees. It is responsible for coordinating the work of the Board, ensuring the effectiveness of the committees and teams, and supervising the President/Executive Director or an interim when needed. As it works, it will seek creative new ways to approach the Board's tasks. Its areas of responsibility include:

- a. Member Engagement
  - (1) Ensuring timely communications with the Board.
  - (2) Ensuring Board members are engaged and meeting expectations.
- b. Meeting Planning
  - (1) Recommending schedule of Presbyterian Mission Agency Board meetings for Board approval
  - (2) Conducting the annual mid-year orientation/planning meeting that will include:
    - (a) Training on Roberts' Rules of Order
    - (b) Chair orientation
    - (c) New member orientation

- (d) Preparation for the biennial budget process, with select mid council representatives
    - (e) Calendar for the upcoming year
  - (3) Ensuring regular cultural humility (power and privilege) training for board members.
  - (4) Approving topics for Community Conversations.
  - (5) Recommending meeting agendas for Board approval
  - (6) Providing an opportunity, annually, for reports from Liaisons to other committees and agencies as provided in II.I, Guidelines for Liaisons to Other Entities.
- c. Board Governance
  - (1) Evaluating the effectiveness of the Board, based on annual criteria approved in advance by the Board upon recommendation by the Coordinating Committee.
  - (2) Monitoring performance of both Program and Administrative Committees.
  - (3) Bringing to the Board recommendations for Board realignment and/or changes based on results, including a biennial review of the Board's governing documents:
    - (a) Organization for Mission
    - (b) Manual of Operations
      - (i) Reviewing, in even-numbered years, the assignment of agency functions to board committees.
      - (ii) Reviewing, in odd-numbered years, the assignment of broader relationships to board committees.
  - (4) Ensuring integration and collaboration among Committees (Program and Administrative) on matters of common concern.
  - (5) Proposing topics and members to Ministerial Teams and Task Forces, ensuring diverse representation on each team or task force.
- d. Supervision of President/Executive Director
  - (1) Supervises and evaluates the President/Executive Director of the Agency including the development of recommendations to the Board regarding re-election, corrective discipline and termination.
  - (2) Oversees the employment of any interim President/Executive Director, including the responsibility for hiring, supervision, evaluation and termination.
- e. General Assembly Responsibilities
  - (1) Planning strategies and initiatives for Board engagement at the General Assembly, in partnership with the President/Executive Director.
  - (2) Attending General Assembly to represent the Presbyterian Mission Agency with key constituencies, to monitor Assembly actions, and to relay General Assembly concerns to the Board.
  - (3) Interfacing, with the help of the Personnel and Nominating Committee, with the General Assembly Nominating Committee in the recruitment of Board members.

- (4) Review and act upon all requests to celebrate Holy Communion from General Assembly-related entities between meetings of the General Assembly. Between regular meetings of the Coordinating Committee, the chair and vice-chair of the Board are authorized to review and approve requests to celebrate Holy Communion and report any approvals at the next meeting.

## H. Budget Development

### 1. Mission Budget Cycle

The Mission Budget will be developed in budget cycles. Each budget cycle will consist of two consecutive calendar years, where the first year is the year following the General Assembly meeting and the second year is the year of the next General Assembly. A separate working budget will be developed for each year within the cycle.

### 2. Basic Budget Design

The basic working budget is designed through a dual track process.

#### a. Identification of priorities

- (1) After the General Assembly, staff will prepare an analysis and list of the top ten priorities from previous General Assemblies.
- (2) The list of priorities will be presented to the Presbyterian Mission Agency Board at its midyear retreat for their consideration and refinement. During this refinement process, the Board will consult with synod executives (where no synod executive exists, the stated clerk of the synod) and the presbytery leader from the two largest and two smallest presbyteries (with no more than one representative per synod).
- (3) The consultation and refinement process will result in a list of no more than five priorities.

#### b. Identification of funding streams

- (1) After the General Assembly, staff will prepare an analysis of the funding streams available to advance General Assembly mission.
- (2) The analysis will include all available restricted and unrestricted revenue sources.
  - (a) First, restricted funds are applied to the appropriate budget items.
  - (b) Then, unrestricted funds are applied toward fulfillment of all budget items.
  - (c) This use of unrestricted funds provides for equalization within the budget. This process supports orderly planning and budgeting decisions while honoring appropriate restrictions and designations.
- (3) At the September meeting, the Board will review the funding analysis against the five priorities and direct staff to prepare a revised working budget and staffing rationale reflecting the identified priorities, including any necessary funds development efforts.

- c. Mission Work Plan
  - (1) The five identified priorities, the revised working budget and staffing rationale and the funds development plan, with a theological framework, collectively constitute the Mission Work Plan.
  - (2) The Mission Work Plan prepared by staff will be submitted to a task force of the Board for review to ensure alignment with the identified priorities.
  - (3) At the February stated meeting, the Board will consider the Mission Work Plan for adoption.
  - (4) Between February and April of a General Assembly year, this Mission Work Plan serves as the foundation for the development of the working budget proposed for General Assembly approval, subject to changes in anticipated revenue streams and emerging needs.
  
- 3. The General Assembly
  - a. At the General Assembly, the appropriate assembly committee will receive the Mission Work Plan for approval and recommendation to the full assembly.
  - b. The appropriate assembly committee of the General Assembly will recommend a balanced working budget for each year in the budget cycle, incorporating work from the proposed working budget and overtures, commissioners' resolutions, and other actions of the General Assembly, for approval as the outline of work for the budget cycle. The General Assembly shall approve the working budgets and may add or subtract elements to them. The Presbyterian Mission Agency Board will then make appropriate adjustments.
  
- 4. Budget Monitoring
  - a. The Presbyterian Mission Agency Board will monitor the accomplishment of the Mission Work Plan and the appropriate expenditure of funds throughout the budget cycle.
  - b. The Presbyterian Mission Agency Board will report to each biennial General Assembly on the results of the work undertaken during the previous two budget years. These two budget years will not be within the same budget cycle.
  
- 5. Roles and Responsibilities in Developing Budgets
  - a. The General Assembly does the following:
    - (1) Determines churchwide mission priorities upon which a working budget development will be based.
    - (2) Has the authority to institute and terminate programmatic emphases and activities.
    - (3) Approves both the Mission Work Plan and the working Per Capita Budget.
  
  - b. The Presbyterian Mission Agency Board does the following:
    - (1) Implements General Assembly decisions regarding
      - (a) Mission Work Plan goals and objectives and
      - (b) Programmatic activity.
    - (2) Recommends a Mission Work Plan for each budget year to the General Assembly, after appropriate consultation.

- (3) Presents the proposed working budget to the General Assembly.
  - (4) Approves detailed working budgets based upon General Assembly action and subsequent changes in funding throughout the budget cycles and
  - (5) Oversees programmatic activity funded through the General Assembly Mission working Budget and Program and Presbyterian Mission Agency Board related work from the proposed Per Capita Budget.
- c. The Chief Financial Officer is responsible for the following:
- (1) Manages the process for budget development.
  - (2) Prepares budget presentations for both the Presbyterian Mission Agency Board and the General Assembly.
- d. The President/Executive Director is responsible for the following:
- (1) Prepare descriptions of programmatic activities in appropriate form for budget consideration, reflecting the adopted Mission Work Plan goals.
  - (2) Develop detailed budgets based on budget allocations made by the General Assembly and as instructed by the Presbyterian Mission Agency Board.
6. Per Capita Budget
- a. The Presbyterian Mission Agency Board and the Committee on the Office of the General Assembly (COGA) jointly have responsibility for developing a per capita budget and apportionment for recommendation to the General Assembly. The per capita budget will be finalized for recommendation to the General Assembly at least 120 days prior to General Assembly.
- I. Ethics Policy for Board Members

**Ethics Policy  
for Elected<sup>4</sup> and Appointed Members  
of the Presbyterian Mission Agency Board and  
the Committee on the Office of the General Assembly  
of the Presbyterian Church (U.S.A.)**

1. Introduction

This Ethics Policy for Elected and Appointed Members of the Presbyterian Mission Agency Board (“PMA BOARD”) and the Committee on the Office of the General Assembly (“COGA”) of the Presbyterian Church (U.S.A.) (“Ethics Policy”) addresses business ethics and does not include the other ethical values and policies of the Presbyterian Church (U.S.A.) (“PCUSA”)<sup>5</sup>. The Ethics Policy applies to all elected and appointed members of the PMA BOARD and COGA and members of their committees, task forces and workgroups in matters relating to the performance of their duties and responsibilities for the PMA BOARD/COGA. Hereinafter the term "elected member" will be used to collectively refer to those individuals listed in

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<sup>4</sup> The term “elected members” collectively means elected and appointed members and members of their committees, task forces and workgroups.

<sup>5</sup> For other policies, see the Standards of Ethical Conduct approved by the 210<sup>th</sup> General Assembly (1998) of the Presbyterian Church (U.S.A.).

Footnote 6 below. The term “PMA BOARD/COGA” collectively refers to those two ecclesial bodies, their elected members, their respective staff members, Presbyterian Church (U.S.A.), A Corporation, and all subparts thereof.

All funds and property received and administered by the PMA BOARD/COGA are entrusted to the organization by God through the faithful financial support of PCUSA members and friends. The highest degree of stewardship and fiduciary responsibility is expected of all elected members, including the receiving, reporting, and use of funds, property, and time. Elected members are responsible for complying with laws, regulations<sup>6</sup>, and PMA BOARD/COGA and PCUSA policies and procedures.

As an elected member, what does this Ethics Policy require of me?

The required standards of this Ethics Policy are set out in 1-6 immediately below. The forms and processes are set out in the five attachments.

## 2. Standards of Ethical Conduct

### a. Duty of Loyalty and Care

The duty of loyalty and care as well as the obligation of good stewardship requires all elected members to act first in the best interests of the PMA BOARD/COGA rather than in the elected member's own interests or the interests of another entity or person. All elected members shall exercise reasonable efforts to inform themselves of the mission and ministry of the PMA BOARD/COGA. All elected members shall act as a reasonable elected member would act under the same or similar circumstances. These responsibilities are set forth below.

### b. Conflict of Interest

All elected members shall avoid conflicts of interest, potential conflicts of interest, and situations that give even the appearance of a conflict of interest.<sup>7</sup>

#### (1) Definition

“Conflict of interest” means any situation in which the elected member may be influenced or appear to be influenced in decision-making or business dealings by any motive or desire for personal advantage other than the success and well-being of the PMA BOARD/COGA. Personal advantage means a financial interest or some other personal interest, whether present or potential, whether direct or indirect. This standard applies to both actual and contemplated transactions. When in doubt, the

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<sup>6</sup> Federal and state constitutional religious free exercise provisions, as well as laws and ordinances, exempt religious organizations from some laws. An elected member should consult with the General Counsel if such questions arise.

<sup>7</sup> Personal investments with the Presbyterian Church (U.S.A.) Foundation, Presbyterian Church (U.S.A.) Investment and Loan Program, Inc., or employee benefits provided by the Board of Pensions of the Presbyterian Church (U.S.A.) are not considered a conflict of interest.

elected member is to assume there might be a conflict and should raise the question pursuant to this Ethics Policy.

(2) Employment Ineligibility

No PMA BOARD elected member shall be eligible to become an employee of PMA or otherwise render compensable services to the PMA for the duration of their term. For purposes of this paragraph, resignation does not result in the premature end of term. For example, an elected person who resigns with one year left in his/her term continues to be prohibited from becoming an employee until the expiration of that remaining year. No COGA elected member shall be eligible to become an employee of OGA or otherwise render compensable services to OGA for the duration of their term. This prohibition does not apply to a member serving as an ex officio member of the PMA BOARD or COGA. For purposes of this paragraph, resignation does not result in the premature end of term. Exceptions, however, may be made under the following two circumstances if the PMA BOARD Executive Committee or COGA Coordinating Committee (as appropriate) votes by 2/3 to allow the exception:

- (a) To facilitate development of specified projects through limited contracts of less than 18 months in duration. The elected member may be compensated under the contract.
- (b) To fill an officer or employee position on an interim or acting basis for two years or less. The elected member may be compensated for such service. The elected member must resign his/her elected position.

(3) Disclosure Deadlines

All present and potential conflicts of interest issues must be disclosed in writing annually (See Attachment 1) and thereafter as they arise. If the conflict is known in advance of any meeting, business transaction, contract, or other activity at which issues may be discussed or on which the issues may have a bearing on the elected member's approach, whether directly or indirectly, it shall be disclosed ahead of time and the elected member shall abstain from any participation in the discussion or decision. If the conflict is not known in advance, it shall be disclosed when the actual or potential conflict becomes apparent. All disclosures are to be made promptly in writing to the chair/ moderator of the body and to the General Counsel. (See Attachment 2). See Attachment 5 for procedures to follow at meetings of the elected body or its committees, task forces and workgroups to document disclosure and action by disinterested members.

(4) Potential Conflicts of Interest

All elected members are likewise to disclose promptly, in writing, matters and relationships that have the potential for giving rise to the appearance of a conflict in business dealings with the PMA/OGA. Examples include, but are not limited to, financial interests, leadership roles, or board membership with vendors and other organizations doing business with the PMA/OGA. PMA/OGA business dealings with an elected member's friends

and family<sup>8</sup> are particularly sensitive and are to be disclosed and carefully evaluated because of the potential for inferences of tangible or intangible personal advantage and the appearance of impropriety. All disclosures are to be made promptly in writing to the chair/moderator of the body and to the General Counsel. (See Attachment 2).

(5) Gifts and Relationship Building

To avoid appearances of impropriety, any gifts, gratuities, special favors, and hospitality to an elected member shall not be accepted by any elected member from any person or organization that sells, delivers, or receives any goods, materials, or services to or from the PMA/OGA. This prohibition includes those persons or organizations that desire to enter into such relationships with PMA/OGA. **There are four exceptions to this rule:**

- (a) **Gifts, meals, outings, and relationship-building activities provided by Presbyterian Church (U.S.A.) churches, middle governing bodies, partner churches or related organizations** in connection with PMA/OGA business. Elected members shall not accept monetary gifts of any amount.
- (b) **Gifts that primarily benefit the PMA/OGA** and not an individual elected member, such as gifts of complimentary rooms given to the PMA/OGA by hotels, conventions, and conferences in relation to official PMA/OGA business. Elected members shall not accept monetary gifts of any amount.
- (c) **Occasional small gifts (less than \$50.00 in value**, such as flowers or foodstuffs) to an individual elected member. Where gifts are shared with other elected members or PMA/OGA staff (e.g., foodstuffs set out for all to partake), then the gift is not deemed to be to an individual elected member. Elected members shall not accept monetary gifts of any amount.
- (d) **Luncheons, dinners, outings, and relationship-building activities in connection with PMA/OGA business may be received.** If an activity permitted under this section #4 results in a value of over \$100 to the elected member, the elected member shall promptly report this in writing to the chair of the body and to the General Counsel. Elected members shall not accept monetary gifts of any amount. The written report will include a description of the activity, the dollar value, the name of the person/organization providing it, and the business that person/organization does with PMA/OGA. The General Counsel shall maintain a log that includes all of the written reports submitted under this section#4. This log will be available at all times to the PMA BOARD Chair, the PMA Executive Director, the COGA Moderator, the Stated Clerk and the Chair of the Audit Committee.

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<sup>8</sup> "Family" includes the elected member's spouse, parents, siblings, spouses of siblings, children, grandchildren, great-grandchildren, the spouses of children, grandchildren, and great-grandchildren, any other blood relative, and individuals who live in the elected member's home.

(6) Process and Resolution

All conflict of interest disclosures, reports, or questions are to be made promptly and in writing to the chair of the body and to the General Counsel. The General Counsel will consult with the chair of the body and the PMA Executive Director or the Stated Clerk, as appropriate. After consultation, the General Counsel will make a recommendation to the PMA BOARD Executive Committee or the COGA Coordinating Committee, as appropriate. Those bodies provide the final decision on any elected member conflict of interest matters.

c. Confidentiality of PMA BOARD/COGA Information

Elected members shall not disclose information about the PMA BOARD/COGA that is not known outside of the PMA BOARD/COGA or is not known by public means. Of course, it is expected that elected members will share certain PMA BOARD/COGA information with other parts of the PCUSA, related entities and the public when asked to do so by the PMA BOARD/COGA. If questions arise, the elected member should inquire of the chair of the body. If the chair/moderator of the body needs assistance, the General Counsel should be consulted by the chair/moderator.

d. Transactions, Reporting, and Document Retention

Each elected member has a duty to prepare, process, maintain, and report complete, accurate, and timely records pertaining to their role, including, but not limited to, expense reports. This also includes safeguarding all physical, financial, informational, and other PMA/PMA BOARD/COGA assets and records. Elected members shall comply with the Records Retention Schedule of the Office of the General Assembly's Department of History and related schedules as part of the normal course of business and use the schedules in a consistent and accountable manner for both records retention and destruction purposes.

See [http://www.history.pcusa.org/records/national/retention\\_schedules.cfm](http://www.history.pcusa.org/records/national/retention_schedules.cfm).

See also the Electronic Records Policy for PMA and OGA (anticipated release in 2008). Any document relevant to actual or anticipated internal investigations, legal proceedings or governmental investigations (civil or criminal) must not be destroyed and must be preserved in a manner that would ease accessibility and retrievability of the document. In addition, elected members shall not direct or participate in establishment or maintenance of undisclosed or unrecorded funds or assets, nor shall the elected member direct the making of any artificial or false entries in the financial or other records of the PMA/COGA.

e. Duty to Disclose/Whistleblower Policy

Elected members have a duty to report violations of this Ethics Policy, whether the violation is by themselves or by another. This includes, but is not limited to, financial, accounting, or auditing irregularities. See Attachment 2 for Self-

reports. See Attachment 3 for Whistleblower Reports concerning others. See Attachment 4 for Procedures for processing a Whistleblower Report. Likewise, concerns about the appearance or the possibility of violations should be reported. Care must always be taken to be factual and objective. Violations shall be reported promptly in writing to the General Counsel, and may be reported anonymously. **Anonymous whistleblower reports can also be made by calling the hotline at (888) 236-6877 or submitting a report at [www.ethicspoint.com](http://www.ethicspoint.com).** An anonymous whistleblower report must include sufficient corroborating evidence to justify initiating an investigation. (If the alleged violation involves the General Counsel or one of her staff members, it should be reported to the Internal Auditor.)

(1) No Retaliation

There shall be no retaliation within PMA/PMA BOARD/COGA for good faith complaints, reports, participation in an investigation or for providing truthful information relating to an alleged violation of this Ethics Policy. In addition, there will be no retaliation where an elected member makes a good faith report of the commission or possible commission of any criminal offense to a law enforcement officer. Elected members are protected even if the allegations are mistaken or unsubstantiated, as long as the elected member reasonably believes the reported conduct constitutes a violation of the Ethics Policy. One who makes a claim or report under this Whistleblower Policy in bad faith, or knows, or has reason to know that such claim or report is false or materially inaccurate may be subject to disciplinary sanctions by the governing body with jurisdiction over the elected member.

(2) Confidentiality of Investigation.

Reports under this Whistleblower Policy will be treated confidentially with disclosures made on a need-to-know basis only to those directly involved in the investigation of the reported concern. To the extent possible within limitations of the law, policy and the need to conduct a competent investigation, confidentiality will be maintained.

f. Violations

Violation or noncompliance with this policy may result in discipline by the governing body with jurisdiction over the elected member.

g. Amendments

The Ethics Policy may be amended from time to time. In consultation with the General Counsel, the PMA Executive Director and the Stated Clerk (as appropriate) are authorized to make reasonable and necessary changes to this Ethics Policy. Substantive changes must be reported back to the elected body approving this Ethics Policy. Editorial changes need not be reported back.

h. Designees

Where this Ethics Policy assigns a duty to a particular officer or staff position, that officer or staff position may use a designee to complete the duties.

- i. No Waiver by PMA BOARD/COGA  
Nothing in this Ethics Policy shall be construed to waive any claim, assertion or defense of the PMA BOARD/COGA to exemption or exclusion from applicability of a statute and/or regulation or lack of jurisdiction of a civil court or governmental agency.
  
- j. Trainings  
Trainings to familiarize the elected members with this Ethics Policy and its related forms and procedures will be conducted for PMA BOARD/COGA elected members by the Legal Services Office as frequently as deemed necessary by the PMA BOARD Chair and COGA Moderator, as appropriate.

**3. ATTACHMENT 1--Annual Ethics Policy Representation by Elected and Appointed Members (Annual Report)**

This form is to be completed annually and signed by all “elected members” of the PMA BOARD/COGA as defined in the Ethics Policy. Upon completion, send it to the General Counsel.

I acknowledge I have received a copy of the Ethics Policy for Elected and Appointed Members of the PMA BOARD and COGA (*Ethics Policy*).

I understand it is my responsibility to read and comply with the Ethics Policy and any revisions made to it.

I understand:

- I am subject to the Ethics Policy and am required to comply with it.
- I am responsible for reporting immediately in writing any possible violation of the Ethics Policy that involves me, is reported to me, or that I observe.
- I am responsible for reporting immediately in writing any whistleblower reports I receive under the Ethics Policy, as well as any other violations of the Ethics Policy I observe.

Initial all of the following statements that apply:

- I am not aware of any violations of the Ethics Policy that involve me or that I have observed in regards to others.
- No employee or elected member has submitted a whistleblower report or a self-report to me that I have not reported already to the General Counsel.
- I am aware of a possible violation of the Ethics Policy that involves me or that I have observed in regards to others. By submitting the information immediately below, I am reporting the alleged violation.

Name of employee, elected member, or organization with the possible violation:

Facts of the possible violation:

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Name (Please print) \_\_\_\_\_

4. ATTACHMENT 2 -- Report of Ethics Policy question, violation, or possible violation in regards to the reporting elected or appointed member (Question/Self-report)

This form is to be completed, signed, and sent to the General Counsel and the chair of PMA BOARD or COGA moderator, as appropriate by "elected members" as that term is defined in the Ethics Policy. It is important to report questions promptly. Generally, the chair/moderator of the body, Executive Director of the PMA and the Stated Clerk, as appropriate, and the General Counsel will consult with the elected member to resolve the conflict of interest, if any.

- I am aware of a possible violation of the Ethics Policy that involves me or I have a question about the Ethics Policy as it involves me.

Elected Member's name: \_\_\_\_\_

Facts about the elected member's possible violation or the question presented:

Date the elected member became aware of the possible violation or question: \_\_\_\_\_

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Name (Please print) \_\_\_\_\_

5. ATTACHMENT 3 -- Whistleblower Report of possible Ethics Policy violation in regards to another elected member, an employee, or organization

This form is to be completed, signed (unless submitted anonymously), and sent to the General Counsel. The term "elected member" is defined in the Ethics Policy.

**Anonymous whistleblower reports can also be made by calling the hotline at (888) 236-6877 or submitting a report at [www.ethicspoint.com](http://www.ethicspoint.com).** An anonymous whistleblower report must include sufficient corroborating evidence to justify initiating an investigation.

- I am aware of a possible violation of the Ethics Policy that involves another elected member, an employee, or an organization.

Name of person(s) involved:

Name of organization(s) involved:

\_\_\_\_\_

Facts about the possible violation:

Date the elected member became aware of the possible violation: \_\_\_\_\_

**(DO NOT SIGN IF BEING SUBMITTED ANONYMOUSLY)**

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Print name: \_\_\_\_\_

6. ATTACHMENT 4 --Procedures for processing a Whistleblower Report of possible Ethics Policy violation in regards to another elected member, an employee, or an organization
  - a. All reports under the Whistleblower Policy (See the Ethics Policy) shall be submitted in writing promptly to the General Counsel. **Anonymous whistleblower reports may be made by calling the hotline at (888) 236-6877 or submitting a report at [www.ethicspoint.com](http://www.ethicspoint.com).** An anonymous whistleblower report must include sufficient corroborating evidence to justify initiating an investigation. If the alleged violation involves the General Counsel or one of her staff members, it should be reported to the Internal Auditor. The General Counsel will decide if the reported activity, if confirmed, would be an Ethics Policy violation, a possible violation of a policy or procedure not covered by this Ethics Policy, or a matter to be processed through another avenue, typically supervisor review with a report to the General Counsel. If the General Counsel decides the report will not be processed under this Ethics Policy, the General Counsel will respond to the accuser unless the report was filed anonymously. The General Counsel shall keep a log of all reports received under the Whistleblower Policy. Whether or not an investigation was done, the log will include the resolution of all reports. The log will be available at all times to the Chair of PMA BOARD, the Moderator of COGA, and the Chair of the Audit Committee. If the person reporting is simply confused about an issue and how it applies, then the General Counsel will ensure clarification is provided by the chair of the body or the General Counsel. If the chair of the body provides a written response to the elected member, a copy of the response will be provided to the General Counsel.
  - b. All other reports shall be initially reviewed by a three-person committee (Investigative Committee) comprised of the General Counsel, the Internal Auditor and a third person appointed by the PMA BOARD Chair or COGA Moderator (as appropriate). The Investigative Committee will first determine whether or not an investigation is warranted. If it is not, the Investigative Committee shall so report. If an investigation is warranted, the Investigative Committee shall proceed as set forth below.
  - c. The following processes shall apply to an investigation conducted by the Investigative Committee:
    - (1) If the report alleges a violation by a PMA BOARD elected member, then the PMA BOARD Chair and the PMA Executive Director shall be notified an investigation has commenced. If the report alleges a violation by a COGA elected member, then the COGA Moderator and the Stated Clerk shall be notified an investigation has commenced.
    - (2) If the report alleges a violation by the PMA BOARD Chair, then the vice-chair and the PMA Executive Director shall be notified an investigation has commenced. If the report alleges a violation by the COGA Moderator, then the vice-chair and the Stated Clerk shall be notified an investigation has commenced.

- (3) The Investigative Committee shall be allowed to retain the services of experts it may need to conduct a reasonably thorough investigation.
- (4) The Investigative Committee may recommend administrative leave for any involved employees while the investigation is in process.
- (5) The Investigative Committee will promptly conduct its work. The typical investigation will include the following steps:
  - (a) Interview all parties involved with relevant knowledge, including but not limited to the accuser and the accused (if possible). Secure and review any relevant documents or other communications (if available and appropriate).
  - (b) Determine if there is a potential for risk to persons or property. If there is a potential risk, take reasonable measures as appropriate to protect those persons and property.
  - (c) Complete a written report of the findings and recommendations, (including discipline of the elected member). The Investigative Committee will provide a copy of its report (including all relevant documents) to the Audit Committee. At the same time the report is submitted to the Audit Committee, copies will be provided to the accused and the accuser. The chair/moderator of the body and the PMA Executive Director or Stated Clerk (as appropriate) will also receive a copy. Generally, the accused and the accuser will have seven business days to submit written comments to the Audit Committee in response to the Investigative Committee's written report. The Chair of the Audit Committee may extend this period if such an extension is reasonably necessary.
- (6) All elected members and employees are required to fully cooperate with these investigations and shall not be retaliated against by supervisors or anyone for cooperating and participating in the investigation.
- (7) The Audit Committee shall consider all the submissions promptly and reach a conclusion. While the Audit Committee does not have the authority to discipline elected members of PMA BOARD/COGA, its decision shall include any recommendations in that regard. PMA BOARD or COGA, as appropriate, shall give great weight to the decision of the Audit Committee. The Audit Committee shall make a full report of the matter to the PMA BOARD Executive Committee and the Executive Director or the COGA Coordinating Committee and the Stated Clerk (as appropriate). Thereafter, the PMA BOARD Executive Committee or the COGA Coordinating Committee (as appropriate) will affirm, modify, or reverse the decision of the Audit Committee. In reaching its decision, the PMA BOARD Executive Committee or the COGA Coordinating Committee (as appropriate) may also hear from any of the following as it deems fit: the accused, the accuser, the Investigative Committee, and others it deems relevant.
- (8) PMA BOARD/COGA will ensure that whistleblower reports submitted under this Ethics Policy are dealt with impartially and confidentially. To that end, information will only be shared on a need-to-know basis so as to fulfill the process. Any elected member who violates the confidentiality of

this process shall be subject to disciplinary action by the body with jurisdiction over the elected member.

- (9) PMA BOARD/COGA prohibit retaliation, including but not limited to making any threatening communication by verbal, written, or electronic means, against anyone who reports in good faith or provides any information concerning violations of the Ethics Policy or applicable state or federal laws or who provides truthful information relating to the commission or possible commission of any criminal offense to a law enforcement officer. PMA BOARD/COGA will not discipline any elected member where the elected member in good faith (or any person acting pursuant to the request of the elected member) reports, discloses, testifies, or otherwise informs PMA BOARD/COGA, pursuant to this Ethics Policy, of a violation by an elected member, employee, or organization.
- (10) Any elected member found engaging in retaliation will be subject to discipline by the body with jurisdiction over the elected member.

7. ATTACHMENT 5 -- Meeting Procedure

Actions taken by the PMA BOARD and COGA are recorded in minutes. For purposes of this document, "minutes" includes administrative notes. If an employee, officer or elected member has a conflict of interest with regard to a proposed transaction under consideration at the meeting, that person shall leave the meeting and henceforth refrain from discussing or voting on the matter. The person with the conflict of interest may, however, respond to questions posed by an elected member. The minutes must reflect:

- a. the date of the meeting;
- b. the names of employees, officers and/or elected members with conflicts of interest regarding the proposed transaction;
- c. the names of those who left the meeting;
- d. the names of those members who voted on the matter;
- e. description of data obtained and relied upon by the PMA BOARD or COGA and how the data was obtained;
- f. if the transaction is approved between PMA BOARD/COGA and the person with a conflict of interest, the basis for the approval (include any difference in comparability data and value of transaction to PMA BOARD/COGA and how that affected the approval); and
- g. terms of the transaction as approved.

I. Guidelines for Liaisons to Other Entities

The General Assembly elects individuals to serve as members of the Presbyterian Mission Agency Board. As part of their call to service on the Presbyterian Mission Agency Board, some members or former members will be invited to represent the board on other entities (committees or boards). These additional assignments are secondary to the purpose for which the General Assembly has called members into service on the Presbyterian Mission Agency Board. In each of these roles, members are to represent the concerns and established interests of the Presbyterian Mission Agency Board.

The following guidelines are designed to help members cultivate the connection between their work on the Presbyterian Mission Agency Board and their service on other boards and committees. In this document, “liaison” refers to anyone who serves on another committee by virtue of first having been elected to the Presbyterian Mission Agency Board. Liaisons may be received by other bodies as voting members or corresponding members, depending upon the particular assignment.

1. Prior to committee meetings:

Liaisons will review the agenda for the upcoming committee meetings, and seek input from the President/Executive Director or designee regarding:

- Background materials that may be helpful for the committee discussion
- Presbyterian Mission Agency Board interests that might relate to the discussion.

2. At the committee meetings:

Liaisons will participate and engage as a full member of the committee (whether voting or corresponding) with particular attention on those issues that relate to the Presbyterian Mission Agency. On any issue where the Presbyterian Mission Agency Board has taken a position, the liaison will voice and support that position in discussions and votes. On issues that relate to the Presbyterian Mission Agency where no official position has been taken by the Agency, the liaison will prioritize the concerns and interests of the Agency in discussions and votes.

3. After committee meetings:

Liaisons will keep the Presbyterian Mission Agency apprised of the work of the other committees they serve. Following each committee meeting, liaisons will send a brief note to the Board chairperson and the President/Executive Director and the Personnel & Nominating Committee, outlining significant items from the meeting, which will be passed on to the appropriate committee of the Board. PMA Board committee chairs may, at their discretion, highlight an information item for further discussion in committee at any Board meeting. If this is anticipated, the board committee chair will notify the liaison in advance that her or his presence may be needed during the committee session.

4. Prior to a designated Presbyterian Mission Agency Board meeting:  
Annually (prior to a Board meeting designated by the Board chairperson), liaisons will prepare a written report for distribution to board members as means of keeping the board informed about the committee's work. The report will be posted online to be received by the Board. (these items of business are due in the President/Executive Director's office four weeks prior to a board meeting.)

J. Relationship with Staff

1. The President/Executive Director

a. Responsibilities

The responsibilities of the President/Executive Director include:

- (1) Enabling the Presbyterian Mission Agency Board to fulfill its responsibility to the General Assembly;
- (2) Nurturing relationships between the Presbyterian Mission Agency and the other General Assembly agencies, mid councils and National Caucuses and Councils serving Communities of Color (see Covenant of Understanding);
- (3) Directing the work of the Presbyterian Mission Agency;
- (4) Providing leadership to, and administrative oversight of, the staff;
- (5) Leading the personnel decision-making processes of the Presbyterian Mission Agency;
- (6) Coordinating, with the Presbyterian Mission Agency Board, the budget planning process of the Presbyterian Mission Agency;
- (7) Serving a major role in all Presbyterian Mission Agency efforts, including funds development.
- (8) Leading the Presbyterian Mission Agency in implementing policies and procedures, not limited to those related to inclusiveness, affirmative action, and equal employment opportunity;
- (9) Serving as primary spokesperson for Presbyterian Mission Agency program and policies.

b. Election and Review

The President/Executive Director of the Presbyterian Mission Agency, who shall be a Presbyterian, is elected by the Presbyterian Mission Agency Board, subject to confirmation by the General Assembly. The President/Executive Director is accountable to the Presbyterian Mission Agency Board. Upon election, the President/Executive Director serves with the full authority of the office until confirmed by the next General Assembly following election. Should the General Assembly refuse to confirm any President/Executive Director, the position becomes vacant immediately. Periodic in-depth reviews of the President/Executive Director are the responsibility of the Coordinating Committee. The President/Executive Director is elected for a term of four years and may be reelected for additional terms. Initial four-year terms start on the date of election. The President/Executive Director may be dismissed by the Presbyterian Mission Agency Board in conformity with current personnel policies and procedures.

c. Unexpected Vacancy

The Chair of the Board contacts the Coordinating Committee and together they will take all steps deemed necessary to secure temporary leadership of the Presbyterian Mission Agency. These actions shall be binding until ratified at the next stated meeting of the Presbyterian Mission Agency Board.

- d. End-of-Service/Resignation Procedures
  - (1) If the President/Executive Director intends to resign or not stand for re-election, a letter should be sent to the Chair of the Board.
  - (2) Upon receipt of the letter, the Chair of the Board confers with the Presbyterian Mission Agency Board Coordinating Committee regarding next steps.
  - (3) The decision is announced on a schedule agreed to by the President/Executive Director and the Presbyterian Mission Agency Board Coordinating Committee.
  - (4) The Coordinating Committee, and other such persons as may be deemed necessary, shall conduct an exit interview with the President/Executive Director.
  - (5) The Coordinating Committee will take all steps deemed necessary to provide temporary leadership of the Presbyterian Mission Agency. These actions shall be binding until ratified at the next stated meeting of the Presbyterian Mission Agency Board.
  
- e. Search Procedures
  - (1) When the Chair is notified that the President/Executive Director position will be permanently vacant, a search committee composed of seven members of the Board shall be elected by the Board to fill the permanent position. The Presbyterian Mission Agency Personnel & Nominating Committee shall nominate the membership of the committee, including a Chair, representative of the diversity of the Board.
  - (2) In order for the General Assembly Committee on Representation to carry out its assigned functions, G-3.0103, a representative of the committee may participate in meetings of special committees elected by the General Assembly or the Presbyterian Mission Agency Board to select nominees for President/Executive Director during discussions of the position description, advertising, and interview procedures. Discussions of the qualifications of individual candidates and interviews of candidates shall be closed to members of the Committee on Representation unless invited as provided in section 3.(a & c) of the Open Meeting Policy.
  - (3) When a final candidate is selected, that person shall be provided an opportunity to meet privately (electronically if needed) with the interim/acting President/Executive Director.
  - (4) The chair and chair-elect will meet (electronically if needed) with the final candidate to draft goals for the coming year.
  - (5) The final candidate shall meet (electronically if needed) with the Coordinating Committee for the purpose of finalizing goals for the coming year.
  - (6) The final candidate shall meet with the Board in closed session, (electronically if needed) prior to release of the candidate's nomination and consideration for election, with the following information being provided to the Board in anticipation of that meeting:
    - (a) a brief biographical sketch;
    - (b) a personal statement of faith;

- (c) reason(s) candidate is deemed to be suitable for the position;
  - (d) the candidate's goals, as approved by the Coordinating Committee, for the first year of office.
  - (7) The public presentation of the final candidate and his/her election shall take place at a subsequent open meeting of the Board.
2. General Counsel and Chief Financial Officer
- a. The General Counsel and Chief Financial Officer are selected and hired by the President/Executive Director, using a search committee that includes elected members of the Presbyterian Mission Agency Board and subject to a confirmation vote by the Presbyterian Mission Agency Board. These positions do not have a term.
    - (1) In the case of the Chief Financial Officer search, the committee shall include the chairs of the Audit and the Resource Allocation & Stewardship Committees
    - (2) In the case of the General Counsel search, the committee shall include the chair of the Legal & Property Committee
  - b. The General Counsel and Chief Financial Officer are directly responsible to the Board to provide complete and accurate information.
  - c. When one of these positions is being submitted to the Presbyterian Mission Agency Board for confirmation, the Presbyterian Mission Agency Board shall be provided with the following:
    - (1) a brief biographical sketch;
    - (2) reason(s) the individual is deemed to be suitable for the position;
  - d. The chair of the Resource Allocation & Stewardship committee will participate in the annual review of the Chief Financial Officer.
  - e. The chair of the Property/Legal Committee will participate in the annual review of the General Counsel.
  - f. The President/Executive Director has authority to terminate the General Counsel and Chief Financial Officer, or any persons serving in those roles, after consultation with the Chair of the Resource Allocation & Stewardship Committee, in the case of the Chief Financial Officer position or the chair of the Property/Legal Committee in the case of the General Counsel position AND with prior notice to the Board.
  - g. In the event of a vacancy in either one or both of these positions, the search process shall be initiated as quickly as possible, which may include the search for an acting/interim position.
3. Other Staff
- a. All staff are staff of the Presbyterian Mission Agency and are accountable to the President/Executive Director. Staff are not members of any Board committees or task forces but may be asked to serve on a Board ministerial team.
  - b. Board members requiring assistance from staff shall work through the President/Executive Director to be assigned a resource person.
  - c. Staff who resource Board members, committees or task forces shall keep the President/Executive Director informed.

- d. Staff will notify the President/Executive Director of any conflict of instructions from board members or between board members and staff supervisors, so that resolution may be found.
- K. Comprehensive Performance Review Process for the President/Executive Director
- 1. Introduction
    - a. The purpose of all performance reviews described in these processes is to discuss, share, and assess goals, performance, successes, and challenges related to the work of the President/Executive Director.
    - b. The performance review cycle has four annual review conversations, plus a comprehensive review (with 360-degree input) in the third year.
  - 2. Annual Review
    - a. Purpose

The purpose of the annual review conversation is:

      - (1) to report on the accomplishment of goals
      - (2) to provide feedback to the President/Executive Director regarding performance
      - (3) to establish goals for the coming year
    - b. Timelines:
      - (1) At the end of the calendar year, the President/Executive Director will complete a self-evaluation.
      - (2) The review is conducted during the first quarter of the new year.
      - (3) The Coordinating Committee reports a summary of the review at the Board's Spring meeting.
  - 3. Comprehensive Review with 360-degree input
    - a. Purpose

The purpose of this review conversation is:

      - (1) to evaluate the leadership of the President/Executive Director over a period of three years
      - (2) to receive feedback from selected individuals from the Mission Agency staff, other agency leaders and some mid council leaders who are familiar with the work of the President/Executive Director
      - (3) to evaluate the President/Executive Director's eligibility and willingness to serve for an additional four-year term
    - b. Timelines:
      - (1) 3 months prior to the midyear Board retreat in the third year of President/Executive Director's term, Human Resources will provide review instruments to the Executive Director and Coordinating Committee for consideration. Following approval, the review instruments (typically survey forms) will be sent to selected individuals for feedback on the leadership of the President/Executive Director.
      - (2) The President/Executive Director prepares a self-evaluation 45 day prior to the midyear Board retreat.

- (3) The review is conducted as part of the Coordinating Committee meeting during the Board's midyear retreat.
- (4) The Coordinating Committee will report a summary of its review to the Board at its Fall meeting. If it is clear that the President/Executive Director will not be continuing for another term, transition planning will begin as defined in the Manual of Operations.
- (5) If there is eligibility and willingness for another term, then the Coordinating Committee will ordinarily recommend this action to the Board at its Spring meeting in year four.

#### 4. Process

The Coordinating Committee may conduct these performance reviews or may appoint a subcommittee of its members. In either instance, the review shall be led in that process by the Chair-elect of the Presbyterian Mission Agency Board.

At the beginning of each performance year, the Coordinating Committee in coordination with the President/Executive Director, will establish goals and objectives by which the President/Executive Director will be evaluated. Measurable goals and objectives for each area of ministry shall be clearly identified and, for the sake of vertical integration, will impact the performance plans of all senior staff as well. These ministry goals and objectives should be derived from surveys, discussions with mid-councils and congregations, input from staff, and input from PMA Board members.

A confidential written summary of the review with goals and objectives shall be prepared by the Chair-elect of the Presbyterian Mission Agency Board. Both the Chair-elect and the President/Executive Director will sign the summary and it will be placed in the President/Executive Director's personnel file.

When an President/Executive Director leaves the position, the Coordinating Committee will conduct an exit interview.

5. Visual Model

Election	1st year	2nd year	3rd year	4th year
PMAB Spring / Election	Annual Review (Goal setting)	Annual Review (Goal setting)	Annual Review (Goal setting)	Annual Review (Goal setting)
		PMAB Winter		PMAB Winter
			Instrument approved	
	PMAB Spring	PMAB Spring	PMAB Spring	PMAB Spring / Election
GA / Confirmation		GA	360-degree input	GA / Confirmation
Midyear retreat (goal setting)	Midyear retreat	Midyear retreat	Midyear retreat / comprehensive review	
PMAB Fall	PMAB Fall	PMAB Fall	PMAB Fall	
P/ED Self Review	P/ED Self Review	P/ED Self Review	P/ED Self Review	

L. Public Statements by the Presbyterian Mission Agency Board

1. Statements on Public Issues by Entities of the Presbyterian Church (U.S.A.)

It is understood that duly constituted entities, boards, and councils may address statements or resolutions to the church or public officials, based on specified General Assembly actions, concerning matters clearly related to their assigned responsibilities. Such statements or resolutions may also be released to church and public news media. The Presbyterian Mission Agency Board has been assigned a particular responsibility by the General Assembly to act on behalf of the General Assembly according to previously enacted General Assembly policies [between meetings of the General Assembly], reporting fully to each subsequent General Assembly its actions. Since the Presbyterian Mission Agency Board shall, in effect, be acting on behalf of the General Assembly, clear procedure defining the occasions and process for preparing and approving interim statements addressed to the church or the public order on issues and events in the society are essential. While the procedure outlined below focuses on such interim statements, the interim actions of the Presbyterian Mission Agency Board shall, of course, encompass a wider scope.

Procedures Governing Presbyterian Mission Agency Board Interim Statements on Public Issues:

- a. The Presbyterian Mission Agency Board policy on interim statements governs those occasions when the Board speaks to members of the Presbyterian Church (U.S.A.), to public officials, or to other audiences on behalf of the General Assembly. When the intent is to facilitate the church’s understanding of a General Assembly policy or to encourage general support of that policy, an interim statement shall be prepared.
- b. An interim statement is a formal statement of the Presbyterian Mission Agency Board issued between meetings of the General Assembly on an event or issue in the public order that merits immediate response by the church. An interim statement should not be confused with statements issued by the Stated Clerk in fulfillment of the responsibility to interpret and communicate General Assembly actions, nor with personal statements that may from time to time be made by church officials.

- c. Interim statements should be reserved for significant occasions rather than viewed as a routine responsibility. The following questions shall be used to evaluate the need for such statements:
  - (1) Is this event or issue of sufficient gravity or moment to merit an interim statement by the Presbyterian Mission Agency Board?
  - (2) Is such a statement by the Presbyterian Mission Agency Board deemed appropriate, timely, and helpful?
  - (3) Are sufficient time and expertise available to prepare a credible and responsible interim statement on the matter?
  
- d. Proposals for interim statements may be initiated by the Presbyterian Mission Agency Board itself or by any General Assembly entity, synod, or presbytery. Any proposals arising between meetings of the Presbyterian Mission Agency Board shall be communicated to the Presbyterian Mission Agency President/Executive Director.
  
- e. When the proposal is for an interim statement at a forthcoming regular meeting of the Presbyterian Mission Agency Board, the following procedures shall apply:
  - (1) The Presbyterian Mission Agency President/Executive Director shall refer the proposal to the appropriate person(s), depending on the subject, who shall prepare a recommendation concerning the need for an interim statement. If further action is appropriate, those persons in consultation with the Presbyterian Mission Agency Board Chair, the President/Executive Director, and the Stated Clerk shall prepare a draft.
  - (2) The draft of any proposed interim statement shall be circulated to members of the Presbyterian Mission Agency Board in advance if possible; otherwise, at the beginning of the meetings.
  - (3) The Presbyterian Mission Agency Board Coordinating Committee shall review the proposed interim statement and recommend a method for considering it in the meeting.
  - (4) Ordinarily, no final vote on an interim statement shall be taken until at least twenty-four hours following the circulation of a draft.
  
- f. When the proposal for an interim statement arises during a meeting of the Presbyterian Mission Agency Board, the following procedures shall apply:
  - (1) The matter shall be referred immediately to the Presbyterian Mission Agency Board Coordinating Committee which, in consultation with the persons named above in item "5.(a)" in attendance, shall report its recommendation to the Presbyterian Mission Agency Board as to whether an interim statement is merited. The recommendation shall be based on consideration of the questions in section "3." above.
  - (2) If the proposal to issue an interim statement is approved, the Presbyterian Mission Agency Board Chair shall immediately appoint a small task group to prepare a draft, drawing upon particular competencies among the members and expertise of those present. They shall work in consultation with the Presbyterian Mission Agency Board Chair, the President/Executive Director, and the Stated Clerk.
  - (3) Consideration shall proceed as in items "5.c" and "5.d" above.
  
- g. When the proposal is for an interim statement between meetings because of urgent need, the following procedures shall apply:

- (1) The Chair and Vice Chair of the Presbyterian Mission Agency Board and the Moderator of the General Assembly, in consultation with the appropriate persons depending on the subject, the President/Executive Director and the Stated Clerk may jointly agree that an interim statement is merited and authorize the preparation of a draft.
  - (2) On completion of a draft, the Presbyterian Mission Agency Board Chair shall call a meeting of the Presbyterian Mission Agency Board Coordinating Committee, by telephone conference if necessary, to consider the proposed statement.
  - (3) When the matter is of sufficient urgency in the judgment of those named in “[5].a” above, notification and the circulation of a draft here described can be compressed into one. In such case, the proposed statement shall be carefully read at the beginning of the special/called meeting, an explanation of the background circumstances shall be made, and the statement shall be read again before it is placed for debate.
  - (4) All members of the Presbyterian Mission Agency Board shall ordinarily be notified of the proposed interim statement, and every attempt shall be made to circulate the draft in advance.
- h. In all instances, a majority of those voting, provided a quorum is present, shall be sufficient to approve an interim statement.

2. Other Statements by the Presbyterian Mission Agency Board

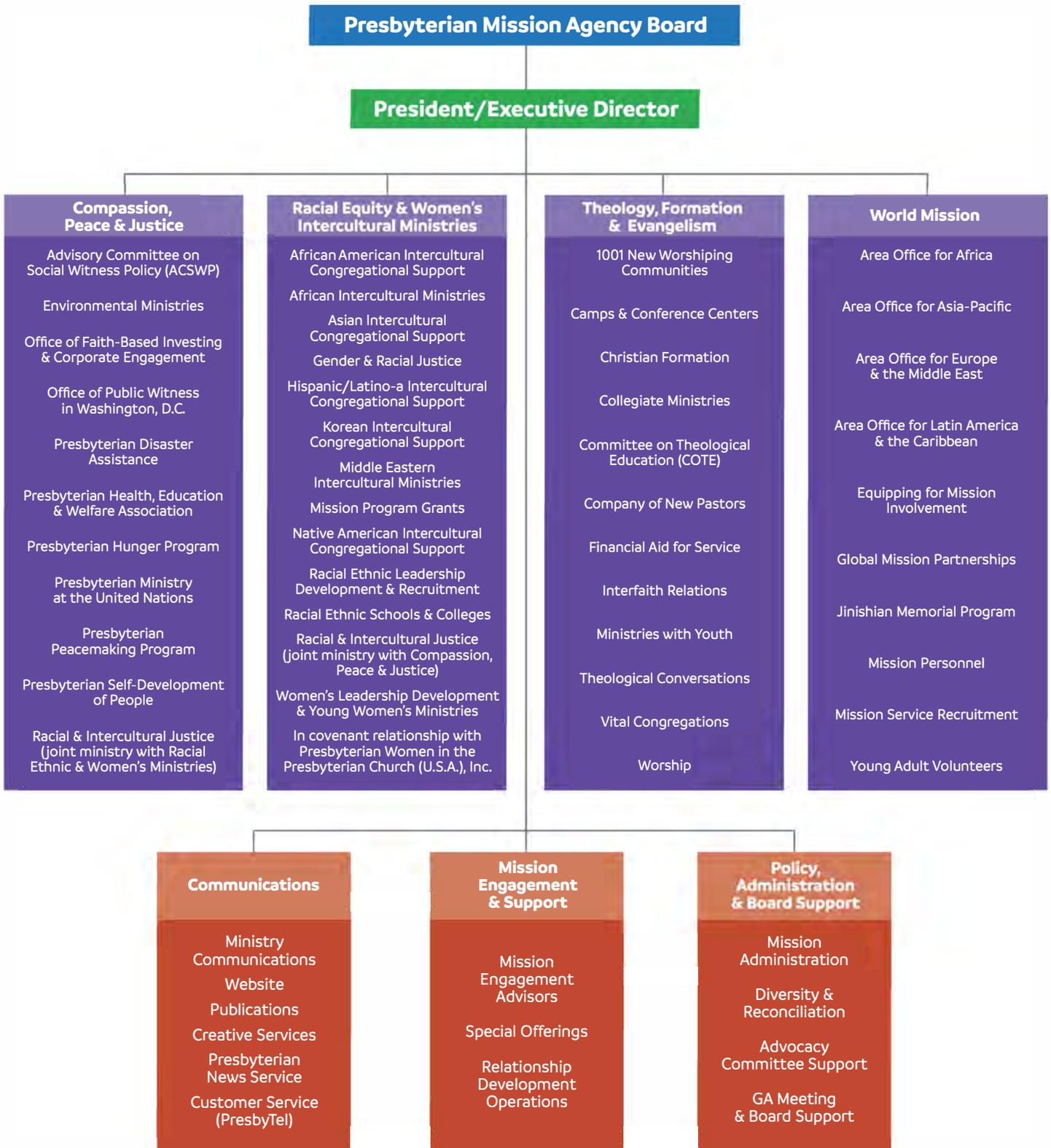
On other occasions, when the Presbyterian Mission Agency Board is invited to endorse the statement of another recognized Presbyterian group or ecumenical partner, or when the Board identifies an occasion when it wishes to speak on its own behalf, it may do so upon recommendation of the Presbyterian Mission Agency Board Coordinating Committee. In no case shall such a statement be made in contradiction of General Assembly action.

### III. Staff Operations

#### A. Overview

1. The President/Executive Director reports to the Presbyterian Mission Agency Board Coordinating Committee and the Board itself.
2. The President/Executive Director provides direction, leadership, coordination, review and evaluation for the staff of the Presbyterian Mission Agency.
3. The President/Executive Director carries out these responsibilities with staff in the following ministries:
  - a. Communications
  - b. Compassion, Peace and Justice
  - c. Mission Engagement and Support
  - d. Office of the President/Executive Director
  - e. Racial Equity & Women’s Intercultural Ministries
  - f. Theology, Formation and Evangelism
  - g. World Mission
4. Structural changes
  - a. Changes to the structure described above in III A 3 must be approved by the Presbyterian Mission Agency Board, upon recommendation by the Coordinating Committee and the President/Executive Director.
  - b. Structural changes within the areas described above in III A. 3 must be reported to the Presbyterian Mission Agency Board and Coordinating Committee.

B. Organizational Charts



### Compassion, Peace & Justice

Administration	Presbyterian Health, Education & Welfare Association (PHEWA)
Advisory Committee on Social Witness Policy (ACSWP)	Hunger Program
Environmental Ministries	Ministry at the United Nations
Faith-Based Investing & Corporate Engagement	Peacemaking Program
Public Witness	Self-Development of People
Disaster Assistance	

### Racial Equity & Women's Intercultural Ministries

Administration	Middle Eastern Intercultural Ministries
African American Intercultural Congregational Support	Mission Program Grants
African Intercultural Ministries	Native American Intercultural Congregational Support
Asian Intercultural Congregational Support	Racial & Intercultural Justice (joint office with CPJ)
Gender & Racial Justice	Schools & Colleges Equipping Communities of Color
Hispanic/Latino-a Intercultural Congregational Support	Women's Leadership Development & Young Women's Ministries
Korean Intercultural Congregational Support	
Leadership Development & Recruitment for Leaders of Color	

### Theology, Formation & Evangelism

Administration	Company of New Pastors	Ministries with Youth
1001 New Worshiping Communities	Financial Aid for Service	Theological Conversations
Camps & Conference Centers	Interfaith Relations	Vital Congregations
Collegiate Ministries	Military & Federal Chaplains	Worship
		Young Adult Ministries

### World Mission

Administration	Area Office for Latin America & the Caribbean	Mission Interpretation
Area Office for Africa	Equipping for Mission Involvement	Mission Personnel
Area Office for Asisa-Pacific	Global Mission Partnerships	Mission Service & Recruitment
Area Office for Europe & the Middle East	Jinishian Memorial Program	Short-Term Mission
		Young Adult Volunteers

C. Impact Study Process

The Presbyterian Mission Agency has been mandated by its Board to have a systematic process of program evaluation. The process is intended to focus on the impact of programs.

The process has both a staff and elected member component.

1. Staff

The Mission Impact Team plays an important role of outside input and accountability for programs in the impact study process.<sup>9</sup>

Within the Presbyterian Mission Agency, staff leadership determines the appropriate 'altitude' for impact assessment. The Mission Agency has decided to gauge impact at the level of collective groupings. Collective groupings, with some exceptions, are typically smaller than a ministry area but larger than an office. There are about 25 collective groupings within the Presbyterian Mission Agency. Each collective grouping has a "point person."

Each collective grouping sets goals for its work, with a plan of work and impact milestones, using this template:

When the time comes for a grouping's impact study, Research Services will meet with the point person for the grouping to develop a research instrument designed to measure impact in the light of the collective goals that have been established. Once responses have been received, Research Services will prepare a report for the point person.

Using the Research Services report, the point person will develop a report reviewing quantitative data (from the research or from measurable elements in the previously established goals) as well as qualitative data (strengths, weaknesses, opportunities and threats) regarding the impact of the collective grouping.

Human Resources and Finance will prepare brief reports of the resources (or Inputs) available to the grouping. When the three major documents (Research Services report, Point Person report, Resources report) are available, Research Services will also produce an executive summary of the material.

The Mission Impact Team meets twice a year to review the reports prepared by the point persons, and to make suggestions regarding the work. Suggestions are tracked and presented to the point person for consideration in conversation with the area director.

Four to Six weeks later, the area director presents the collective grouping's response to the suggestions at a Leadership Cabinet meeting.

2. Elected members

Twice a year, at Presbyterian Mission Agency Board meetings, the impact studies will be shared at committee meetings, based on the most closely-related committee for each of the collective groupings. The point person will make a brief presentation and then engage

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<sup>9</sup> The Impact Study process is based on the Kellogg Logic Model developed by the Kellogg Foundation. Their key realization is programs should be evaluated primarily on the basis of impact. Program evaluation often can get side-tracked in reviews of resources or activities or even outputs, but impact is the key factor. Impact studies begin with a review of the intended results of a given program, and the assumptions that went into program development

members of the committee in direct feedback regarding the work of the program. Suggestions will be tracked for follow-up by staff at the next meeting of the committee.

Board committees will use impact studies to inform the evaluation of PMA effectiveness in fulfilling the Mission Work Plan and General Assembly directives.

D. Ethics Policy (for staff)  
Version 7/2012

**Ethics Policy  
for Employees of the  
Presbyterian Mission Agency and  
the Office of the General Assembly  
of the Presbyterian Church (U.S.A.)**

1. Introduction

This Ethics Policy for Employees of the Presbyterian Mission Agency (“PMA”) and the Office of the General Assembly (“OGA”) of the Presbyterian Church (U.S.A.) (“Ethics Policy”) addresses business ethics and does not include the other ethical values and policies of the Presbyterian Church (U.S.A.) (“PCUSA”)<sup>10</sup>. The Ethics Policy applies to all employees of the PMA and the OGA in matters relating to the performance of their duties and responsibilities for the PMA/OGA. These employees have Presbyterian Church (U.S.A.), A Corporation as their legal employer. The term “PMA/OGA” collectively refers to those two ecclesial bodies, their elected members, their respective staff members, the corporation, and all subparts thereof.

All funds and property received and administered by the PMA/OGA are entrusted to the organization by God through the faithful financial support of PCUSA members and friends. The highest degree of stewardship and fiduciary responsibility is expected of all employees, including the receiving, reporting, and use of funds, property, and time. Employees are responsible for complying with laws, regulations<sup>11</sup>, and PMA/OGA and PCUSA policies and procedures.

As a PMA/OGA employee, what does this Ethics Policy require of me?  
The required standards of this Ethics Policy are set out in 1-6 immediately below.  
The forms and processes are set out in the four attachments.

2. Standards of Ethical Conduct

a. Duty of Loyalty and Care.

The duty of loyalty and care as well as the obligation of good stewardship requires all employees to act first in the best interests of the PMA/OGA rather

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<sup>10</sup> For other policies, see the employee handbooks of the PMA and OGA and the Standards of Ethical Conduct approved by the 210th General Assembly (1998) of the Presbyterian Church (U.S.A.) as it applies to employees.

<sup>11</sup> Federal and state constitutional religious free exercise provisions, as well as laws and ordinances, exempt religious organizations from some laws. An employee should consult with the General Counsel if such questions arise.

than in the employee's own interests or the interests of another entity or person. These responsibilities are set forth below.

b. Conflicts of Interest

All employees shall avoid conflicts of interest, potential conflicts of interest, and situations that give even the appearance of a conflict of interest.<sup>12</sup>

(1) Definition

Conflict of interest” means any situation in which the employee may be influenced or appear to be influenced in decision-making or business dealings by any motive or desire for personal advantage other than the success and well-being of the PMA/OGA.<sup>13</sup> Personal advantage means a financial interest or some other personal interest, whether present or potential, whether direct or indirect. This standard applies to both actual and contemplated transactions. When in doubt, the employee is to assume there might be a conflict and should raise the question pursuant to this Ethics Policy.

(2) Disclosure Deadlines

All present and potential conflicts of interest issues must be disclosed in writing annually (See Attachment 1) and thereafter as they arise. If the conflict is known in advance of any meeting, business transaction, contract, or other activity at which issues may be discussed or on which the issues may have a bearing on the employee’s approach, whether directly or indirectly, it shall be disclosed ahead of time and the employee shall abstain from any participation in the discussion or decision. If the conflict is not known in advance, it shall be disclosed when the actual or potential conflict becomes apparent. All disclosures are to be made promptly in writing to the employee’s supervisor and to the General Counsel. (See Attachment 2)

(3) Potential Conflicts of Interest

All employees are likewise to disclose promptly, in writing, matters and relationships that have the potential for giving rise to the appearance of a conflict in business dealings with the PMA/OGA. Examples include, but are not limited to, financial interests, leadership roles, or board membership with vendors and other organizations doing business with the PMA/OGA. PMA/OGA business dealings with an employee’s friends and family<sup>14</sup> are particularly sensitive and are to be disclosed and carefully evaluated

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<sup>12</sup> Personal investments with the Presbyterian Church (U.S.A.) Foundation, Presbyterian Church (U.S.A.) Investment and Loan Program, Inc., or employee benefits provided by the Board of Pensions of the Presbyterian Church (U.S.A.) are not considered a conflict of interest.

<sup>13</sup> Outside employment, including but not limited to serving in a paid, temporary pastoral relationship with a particular church, is permitted as long as it does not interfere with the performance of work duties for the PMA/OGA or result in a conflict of interest as that term is defined in this Ethics Policy.

<sup>14</sup>“Family” includes the employee’s spouse, parents, siblings, spouses of siblings, children, grandchildren, great-grandchildren, the spouses of children, grandchildren, and great- grandchildren, any other blood relative, and individuals who live in the employee’s home

because of the potential for inferences of tangible or intangible personal advantage and the appearance of impropriety. All disclosures are to be made promptly in writing to the employee's supervisor and to the General Counsel. (See Attachment 2).

(4) Gifts and Relationship Building

To avoid appearances of impropriety, any gifts, gratuities, special favors, and hospitality to an employee shall not be accepted by any employee from any person or organization that sells, delivers, or receives any goods, materials, or services to or from the PMA/OGA. This prohibition includes those persons or organizations that desire to enter into such relationships with PMA/OGA. In regard to employees being offered honoraria or being paid in a temporary pastoral relationship with a particular church (for example as a stated supply), see Section 105 of the Employee Handbooks of the PMA and the OGA. **There are four exceptions to this rule:**

- (a) **Gifts, meals, outings, and relationship-building activities provided by Presbyterian Church (U.S.A.) churches, middle governing bodies, partner churches or related organizations** in connection with PMA/OGA business. Employees shall not accept monetary gifts of any amount.
- (b) **Gifts that primarily benefit the PMA/OGA** and not an individual employee, such as gifts of complimentary rooms given to the PMA/OGA by hotels, conventions, and conferences in relation to official PMA/OGA business. Employees shall not accept monetary gifts of any amount.
- (c) **Occasional small gifts (less than \$50.00 in value**, such as flowers or foodstuffs) to an individual employee. Where gifts are shared with the work area (e.g., foodstuffs set out for all to partake), then the gift is not deemed to be to an individual employee. Employees shall not accept monetary gifts of any amount.
- (d) **Meals, outings, and relationship-building activities in connection with PMA/OGA business may be received.** If an activity permitted under this section 4 results in a value of over \$100 to the employee and/or the employee's family member (See Footnote 5), the employee shall promptly report this in writing to the employee's supervisor and the General Counsel. Employees shall not accept monetary gifts of any amount. The written report will include a description of the activity, the dollar value, the name of the person/organization providing it, and the business that person/organization does with PMA/OGA. The General Counsel shall maintain a log that includes all of the written reports submitted under this section 4. This log will be available at all times to the PMA Board Chair, the PMA Executive Director, the COGA Moderator, the Stated Clerk and the Chair of the Audit Committee.

(5) Process and Resolution

All conflict of interest disclosures, reports, or questions are to be made promptly and in writing to the employee's supervisor and the General

Counsel. The General Counsel will consult with the supervisor and make a recommendation to the PMA Executive Director or the Stated Clerk, as appropriate. Those officers provide the final decision on any employee conflict of interest matters. Conflict of interest disclosures, reports, or questions related to activities of the Stated Clerk of the General Assembly and/or the Executive Director of the Presbyterian Mission Agency are submitted in writing to the General Counsel who will submit for decision to their respective elected bodies (COGA Coordinating Committee or the PMA Board Executive Committee).

c. Confidentiality of PMA/OGA Information

Employees shall not disclose information about the PMA/OGA that is not known outside of the PMA/OGA or is not known by public means. Of course, it is within the duties of some employees to share PMA/OGA information with other parts of the PCUSA, related entities, and the public. Employee questions should be posed to the supervisor. If the supervisor needs assistance, the General Counsel should be consulted by the supervisor.

d. Transactions, Reporting, and Document Retention

Each employee has a duty to prepare, process, maintain, and report complete, accurate, and timely records pertaining to their role, including, but not limited to, journal entries, expense reports, disbursement requests, time reports, and payroll transactions. This also includes safeguarding all physical, financial, informational, and other PMA/OGA assets and records. Employees shall comply with the Records Retention Schedule of the Office of the General Assembly's Department of History and related schedules as part of the normal course of business and use the schedules in a consistent and accountable manner for both records retention and destruction purposes. See [www.history.pcusa.org/national/schedules.html](http://www.history.pcusa.org/national/schedules.html). Also see the Electronic Records Policy for PMA and OGA (anticipated release in 2007). Any document relevant to actual or anticipated internal investigations, legal proceedings or governmental investigations (civil or criminal) must not be destroyed and must be preserved in a manner that would ease accessibility and retrievability. In addition, no undisclosed or unrecorded fund or asset will be established, and no artificial or false entries will be made in the financial or other records of the PMA/OGA.

e. Duty to Disclose/Whistleblower Policy

Employees have a duty to report violations of this Ethics Policy, whether the violation is by themselves or by another. This includes, but is not limited to, financial, accounting, or auditing irregularities. See Attachment 2 for Self-reports. See Attachment 3 for Whistleblower Reports concerning others. See Attachment 4 for Procedures for processing a whistleblower report. Likewise, concerns about the appearance or the possibility of violations should be reported. Care must always be taken to be factual and objective. Violations shall be reported promptly in writing to the General Counsel and may be reported anonymously. **Anonymous whistleblower reports can also be made by calling the hotline at (888) 236-6877 or by submitting a report at**

**www.ethicspoint.com.** An anonymous whistleblower report must include sufficient corroborating evidence to justify initiating an investigation. (If the alleged violation involves the General Counsel or one of her staff members, it should be reported to the Internal Auditor.)

(1) No Retaliation

There shall be no retaliation for good faith complaints, reports, for participation in an investigation or for providing truthful information relating to an alleged violation of this Ethics Policy. In addition, there will be no retaliation where an employee makes a good faith report of the commission or possible commission of any criminal offense to a law enforcement officer. Employees are protected even if the allegations are mistaken or unsubstantiated, as long as the employee reasonably believes the reported conduct constitutes a violation of the Ethics Policy. One who makes a claim or report under this Whistleblower Policy in bad faith or knows or has reason to know that such claim or report is false or materially inaccurate may be subject to disciplinary sanctions.

(2) Confidentiality of Investigation

Reports under this Whistleblower Policy will be treated confidentially with disclosures made on a need-to-know basis only to those directly involved in the investigation of the reported concern. To the extent possible within the limitations of law, policy, and the need to conduct a competent investigation, confidentiality will be maintained.

f. Violations

Violation or noncompliance with this Ethics Policy may result in discipline, including termination of employment under the employee handbook of the respective entity.

g. Amendments

The Ethics Policy may be amended from time to time. In consultation with the General Counsel, the PMA Executive Director and the Stated Clerk (as appropriate) are authorized to make reasonable and necessary changes to this Ethics Policy. Substantive changes must be reported back to the elected body approving this Ethics Policy. Editorial changes need not be reported back.

h. Designees

Where this Ethics Policy assigns a duty to a particular officer or staff position, that officer or staff position may use a designee to complete the duties.

i. No Waiver by PMA/OGA

Nothing in this Ethics Policy shall be construed to waive any claim, assertion or defense of the PMA/OGA to exemption or exclusion from applicability of a statute and/or regulation or lack of jurisdiction of a civil court or governmental agency.

j. Training

Trainings to familiarize the staff with this Ethics Policy and its related forms and procedures will be conducted for PMA/OGA staffs by the Legal Services Office as frequently as deemed necessary by the Executive Director of the PMA and the Stated Clerk, as appropriate. Each member of the PMA/OGA staffs will be required to attend such trainings.

3. Attachment 1 -- Annual Ethics Policy Representation by Employee (Annual Report)

*This form is to be completed annually and signed by all employees of the PMA/OGA. Upon completion, send it to the General Counsel.*

I acknowledge I have received a copy of the Ethics Policy for Employees of the PMA and OGA (Ethics Policy).

I understand it is my responsibility to read and comply with the Ethics Policy and any revisions made to it

I understand:

- I am subject to the Ethics Policy and am required to comply with it.
- Any employees under my supervision are also subject to the Ethics Policy and I am responsible for ensuring those employees are aware of the Ethics Policy and attend related trainings.
- I am responsible for reporting immediately in writing any possible violation of the Ethics Policy that involves me, is reported to me, or that I observe.
- I am responsible for reporting immediately in writing any whistleblower reports I receive under the Ethics Policy, as well as any other violations of the Ethics Policy I observe.

Initial all of the following statements that apply:

\_\_\_\_ I am not aware of any violations of the Ethics Policy that involve me or that I have observed in regard to other employees or elected or appointed members.

\_\_\_\_ No employee has submitted a whistleblower report or self-report to me that I have not reported already to the General Counsel.

\_\_\_\_ I am aware of a possible violation of the Ethics Policy that involves me or that I have observed in regard to other employees or by elected or appointed members. By submitting the information immediately below, I am reporting the alleged violation.

Name of persons(s) with the possible violation:

\_\_\_\_\_

Facts of the possible

violation: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Name (Please print): \_\_\_\_\_

4. Attachment 2--Report of Ethics Policy question, violation, or possible violation in regard to the reporting employee (Question/Self-report)

*This form is to be completed, signed, and sent to the employee's supervisor and the General Counsel. It is important to report questions promptly. Generally, an employee's supervisor and the General Counsel will consult with the employee to resolve the conflict of interest, if any.*

I am aware of a possible violation of the Ethics Policy that involves me, or I have a question about the Ethics Policy as it involves me.

Employee name:

\_\_\_\_\_

Facts about the employee's possible violation or the question presented:

Date the employee became aware of the possible violation or question:

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Print name: \_\_\_\_\_

5. Attachment 3--Whistleblower Report of possible Ethics Policy violation in regard to another employee, elected member, or organization

*This form is to be completed, signed (unless submitted anonymously), and sent to the General Counsel.*

**Anonymous whistleblower reports can also be made by calling the hotline at (888) 236-6877 or submitting a report at [www.ethicspoint.com](http://www.ethicspoint.com).** An anonymous whistleblower report must include sufficient corroborating evidence to justify initiating an investigation.

I am aware of a possible violation of the Ethics Policy that involves another employee, an elected member, or an organization.

Name of person(s) involved:

Name of organization(s) involved:

Facts about the possible violation:

Date the employee became aware of the possible violation:

(DO NOT SIGN BELOW IF SUBMITTING ANONYMOUSLY)

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Print name: \_\_\_\_\_

6. Attachment 4 -- Procedures for processing a Whistleblower Report of possible Ethics Policy violation in regard to another employee, elected member, or organization.
  - a. All reports under the Whistleblower Policy (See Ethics Policy) shall be submitted in writing promptly to the General Counsel. Anonymous whistleblower reports may be made by calling the hotline at (888) 236-6877 or submitting a report at [www.ethicspoint.com](http://www.ethicspoint.com). An anonymous whistleblower report must include sufficient corroborating evidence to justify initiating an investigation. If the alleged violation involves the General Counsel or one of her staff members, it should be reported to the Internal Auditor. The General Counsel will decide if the reported activity, if confirmed, would be an Ethics Policy violation, a possible violation of a policy or procedure not covered by this Ethics Policy, or a matter to be processed through another avenue, typically supervisor review with a report to the General Counsel. If the General Counsel decides the report will not be processed under this Ethics Policy, the General Counsel will respond to the accuser unless the report was filed anonymously. The General Counsel shall keep a log of all reports received under the Whistleblower Policy. Whether or not an investigation was done, the log will include the resolution of all reports. The log will be available at all times to the Chair of the PMA Board, the Moderator of the COGA and the Chair of the Audit Committee. If the person reporting is simply confused about an issue and how it applies, the General Counsel will ensure clarification is provided by the supervisor or the General Counsel. The supervisor will provide a written response to the employee with a copy to the General Counsel.
  - b. All other reports shall be initially reviewed by a three-person committee (Investigative Committee) comprised of the General Counsel, the Internal Auditor, and a third person appointed by the PMA Executive Director or Stated Clerk (as appropriate). The Investigative Committee will first determine whether or not an investigation is warranted. If it is not, the Investigative Committee shall so report. If an investigation is warranted, the Investigative Committee shall proceed as set forth below.
  - c. The following processes shall apply to an investigation conducted by the Investigative Committee:
    - (1) If the report alleges a violation by PMA employees, then the PMA Executive Director shall be notified an investigation has commenced. If the report alleges a violation by OGA employees, then the Stated Clerk shall be notified an investigation has commenced. If the report alleges a violation by either of these officers, then the Chair of the PMA Board or the Moderator of COGA, as appropriate, shall be notified an investigation has commenced.
    - (2) If the report alleges a violation by an elected member, then the chair of the body and the PMA Executive Director or the Stated Clerk (as appropriate) shall be notified an investigation has commenced. If the report alleges a violation by the chair/moderator of the body, then the

vice-chair and the PMA Executive Director or Stated Clerk (as appropriate) shall be notified an investigation has commenced.

- (3) The Investigative Committee shall be allowed to retain the services of experts it may need to conduct a reasonably thorough investigation.
- (4) The Investigative Committee may recommend administrative leave for the accused, the accuser, or others while the investigation is in process.
- (5) The Investigative Committee will promptly conduct its work. The typical investigation will include the following steps:
  - (a) Interview all parties involved with relevant knowledge, including but not limited to the accuser and the accused (if possible). Secure and review any relevant documents or other communications (if available and appropriate).
  - (b) Determine if there is a potential for risk to persons or property. If there is a potential risk, take reasonable measures as appropriate to protect employees and property.
  - (c) Complete a written report of its findings and recommendations (including employee discipline or discharge). The Investigative Committee will provide a copy of its report (including all relevant documents) to the Audit Committee. At the same time the report is submitted to the Audit Committee, copies will be provided to the accused and the accuser. The PMA Executive Director or Stated Clerk (as appropriate) will also receive a copy. Generally, the accused and accuser will have seven business days to submit written comments to the Audit Committee in response to the Investigative Committee's written report. The Chair of the Audit Committee may extend this period if such an extension is reasonably necessary.
  - (d) All employees are required to fully cooperate with these investigations and shall not be retaliated against by supervisors or anyone for cooperating and participating in the investigation.
- (6) The Audit Committee shall consider all the submissions promptly and reach a conclusion. The Audit Committee's conclusions shall be final and not subject to appeal. While the Audit Committee does not have the authority to discipline or discharge PMA/OGA employees, its conclusions may include recommendations in that regard. Management shall give great weight to the conclusion and recommendations of the Audit Committee. The Audit Committee shall make a full report of the matter to the PMA Board Executive Committee and the Executive Director or the COGA Coordinating Committee and the Stated Clerk (as appropriate). The PMA Board Executive Committee or COGA Coordinating Committee receives the report and does not take further action other than to follow up with the PMA Executive Director or Stated Clerk to ensure appropriate action was taken. An employee who has received a disciplinary action (including employment termination) may appeal that action via the process set out in the applicable employee handbook.

- (7) PMA/OGA will ensure that whistleblower reports under this Ethics Policy by an employee are dealt with impartially and confidentially. To that end, information will only be shared on a need-to-know basis so as to fulfill the process. Any employee who violates the confidentiality of this process shall be subject to disciplinary action, including employment termination.
- (8) PMA/OGA prohibit retaliation, including but not limited to making any threatening communication by verbal, written, or electronic means, against any employee who reports in good faith or provides any information concerning violations of the Ethics Policy or applicable state or federal laws or who provides truthful information relating to the commission or possible commission of any criminal offense to a law enforcement officer. PMA/OGA will not discharge or discriminate against any employee with respect to compensation, terms conditions, or privileges of employment because the employee in good faith (or any person acting pursuant to the request of the employee) reports, discloses, testifies, or otherwise informs PMA/OGA, pursuant to the Whistleblower Policy, of a violation by any employee, elected member, or organization.
- (9) Any employee found engaging in retaliation will be subject to disciplinary action, including termination of employment. Any elected member found engaging in retaliation will be subject to discipline by the PMA or OGA (as appropriate).

#### **IV. Relationships and Other Policies**

##### **A. Relationships**

##### **1. Deployments**

The Presbyterian Mission Agency Board deploys a limited number of its members to support the work of other organizations, as directly mandated by the Organization for Mission, and as required to facilitate intra-agency collaboration:

- a. Board of Pensions – 1 voting member
- b. Committee on the Office of the General Assembly – 1 corresponding member
- c. Presbyterian Church (U.S.A.), A. Corporation – 1 voting member
- d. Presbyterian Church (U.S.A.) Foundation – 1 corresponding member
- e. Presbyterian Investment and Loan Program – 2 voting members
- f. Presbyterian Women, Inc. – 1 voting member
- g. Mission Responsibility through Investment – 2 voting members
- h. General Assembly Committee on Ecumenical and Interreligious Relations – 1 voting member

##### **2. Missional Relationships**

The Presbyterian Mission Agency acknowledges that we are not solely responsible for the achievement of the Great Ends of the Church identified in Book of Order F-1.0304. Our role is to be faithful stewards of God's blessings by focusing only on what the Church needs from the national church today, using the unique resources of the Presbyterian Mission Agency. We often work in partnership

through missional relationships. This document identifies the types of missional relationships and the relevant approval processes.

There are four categories of formal Presbyterian Mission Agency missional relationships:

- Institutional relationships
- Professional associations
- Missional Partnerships
  - Presbyterian Mission Agency organization wide
  - Office partnerships

A listing of the current missional relationship partners may be found on the Board website (<http://pmab.pcusa.org>)

a. Institutional Relationships

Institutional Relationships are those between the General Assembly and another organization. In these cases, the Presbyterian Mission Agency is responsible for cultivating the relationship and requesting General Assembly approval, but the relationship isn't limited in scope to the Presbyterian Mission Agency. There are relatively few of these relationships. A covenant between PC(USA) and the other organization will place the relationship in the context of the church's missional directives, describe appropriate expectations for staff services and support, as well as note any special responsibilities granted as part of the relationship.

Approval: The General Assembly, upon recommendation by the Presbyterian Mission Agency Board.

b. Professional Associations

Professional Associations are related organizations of church professionals within a given area of expertise. Professional associations also serve the missional purposes of the church, and in that context the Presbyterian Mission Agency role is one of recognizing and networking leaders. A relationship agreement between the Presbyterian Mission Agency and the other organization will place the relationship in the context of Presbyterian Mission Agency missional directives and describe appropriate expectations for Presbyterian Mission Agency staff services and support.

Approval: Leadership Cabinet, upon recommendation from the respective ministry area director, for a four-year term

Notification: Presbyterian Mission Agency Board

c. Presbyterian Mission Agency Organization-wide Missional Partnerships

Presbyterian Mission Agency organization-wide missional partnerships are groups whose relationship with the Presbyterian Mission Agency is not limited to a single ministry area but extends across the work of the Agency. Because covenanted groups carry out specialized ministries on behalf of the Presbyterian Mission Agency, their covenant is not established with an office,

but rather with the Agency as a whole. These organizations are linked by common cause and a specific relationship to the Presbyterian Mission Agency. There are relatively few of these organizations, as most of missional partnerships are with particular offices. A covenant between the Presbyterian Mission Agency and the other organization will place the relationship in the context of Presbyterian Mission Agency missional directives, describe appropriate expectations for Presbyterian Mission Agency staff services and support, as well as note any special responsibilities granted as part of the relationship.

Approval: The Leadership Cabinet, upon recommendation from any two ministry area directors, for a term of four years.

Notification: Presbyterian Mission Agency Board

d. Presbyterian Mission Agency Office Partnerships

Presbyterian Mission Agency Office Partnerships are relationships between a Presbyterian Mission Agency office or ministry area and another organization. These relationships are bound together by common cause and a specific relationship with another organization. An office partnership is typically limited in scope to a given office or ministry area. An office relationship document will place the relationship in the context of Presbyterian Mission Agency missional directives and describe appropriate expectations for Presbyterian Mission Agency staff services and support.

Approval: The Leadership Cabinet, upon recommendation from a ministry area director, for a term of four years.

Notification: Presbyterian Mission Agency Board

3. National Caucuses and Councils serving Communities of Color

There are six National Caucuses and Councils serving Communities of Color within the Presbyterian Church (U.S.A.):

- African American: National Black Presbyterian Caucus
- Asian: National Asian Presbyterian Council
- Hispanic: National Hispanic/Latino Presbyterian Caucus
- Korean: National Caucus of Korean Presbyterian Churches
- Middle Eastern: National Middle Eastern Presbyterian Caucus
- Native American: Native American Consulting Committee.

In 2014, the National Caucuses and Councils serving Communities of Color, the Committee on the Office of the General Assembly, and the Presbyterian Mission Agency Board approved a [“Covenant of Understanding”](#) regarding the role and relationship of National Caucuses and Councils serving Communities of Color within the Presbyterian Church (U.S.A.).

4. Other Denominational Committees

a. General Assembly Advisory and Advocacy Committees

The 205th General Assembly (1993) approved the creation of one advisory committee and two advocacy committees. They are:

- Advisory Committee on Social Witness Policy
- Racial Equity Advocacy Committee
- Advocacy Committee for Women's Concerns

An advisory committee is related to an entity or agency of the General Assembly that is formed for the purpose of providing advice, recommendations, resources, information, or counsel to its parent body.

An advocacy committee is related to an entity or agency of the General Assembly that is formed for the purpose of providing resources and support for a stated cause, constituency, policy, or defined interest through recommendations, advice, counsel, and efforts that endorse, define, or encourage.

The committee reports regularly to its parent body and constituency. The above-named committees shall have members as detailed below; elected for four-year terms with a maximum of eight years. For those who continue from the similar committees, continuous service is counted. The General Assembly Nominating Committee shall nominate the members, for election by the General Assembly, and shall monitor the rotation of committee members among the synods.

The Chairs of the advisory committee and advocacy committees shall be elected by the members of the respective committees.

Whenever the work of the committee takes the members beyond the audience of the PC(USA), nationally or internationally, there shall be intensive pre-trip briefing which shall include current church policy, political situations and possible conflicting ideologies and shall include training on dealing with people of differing cultures, faith and backgrounds. When statements to the media are necessary they shall ordinarily be made by the Chair of the committee, based on the approved policies of the General Assembly.

(1) Advisory Committee on Social Witness Policy (ACSWP)

This advisory committee shall consist of twelve at-large members selected for special expertise and geographical diversity.

(a) Accountability

- (i) The committee shall be accountable to carry out the processes and procedures, and for the identification of financial implications, generally required by all entities for presentation of material to the General Assembly. However, it is understood that the nature of the committee's work occasionally may create difficulties for all concerned in these areas.

- (ii) The committee shall be accountable for the content of its work to the General Assembly in accordance with the Manual of the General Assembly, "Forming Social Policy,": "The Advisory Committee on Social Witness Policy will be responsible for the process of developing and recommending social witness policy to the General Assembly. If any other entity is involved in processes of developing and recommending social witness policy, then appropriate consultation and linkage with the Advisory Committee on Social Witness Policy shall be undertaken."
  - (iii) Staff responsible for the planning and coordination work of the committee shall be accountable to the President/Executive Director of the Presbyterian Mission Agency through the Director, Compassion, Peace and Justice, in consultation with the Advisory Committee on Social Witness Policy.
  - (iv) During the employee review process of the Coordinator, input will be requested from the Committee.
- (b) Search Procedures
- (i) When the coordinator position becomes vacant, a search committee of seven members shall be appointed by the President/Executive Director, with membership as follows:
    - (aa) In consultation with the Chair of ACSWP, three shall be appointed from the Committee, one of whom shall be the Chair of the Search Committee.
    - (bb) In consultation with the Chair of the Presbyterian Mission Agency Board, three shall be appointed from the elected members of the Board.
    - (cc) The Director of Compassion, Peace and Justice shall provide staff services to the Search Committee and shall have voice but not vote.
    - (dd) The Chair of the Search Committee shall communicate the Search Committee's recommendation to the Director of Compassion, Peace and Justice.
  - (ii) The Director of Compassion, Peace and Justice shall appoint and have supervision of the coordinator for the Advisory Committee on Social Witness Policy.
  - (iii) The search and appointment shall be guided by, and in accordance with, the Presbyterian Mission Agency Employee Handbook.
- (c) Budget
- Funding for the work of the committee comes from the per capita budget except for the staffing costs which are accounted for in the budget of the office where the staff is lodged.
- (d) Staff Relationships
- The Social Witness Policy Office and the Committee relate most

closely to the Compassion, Peace and Justice Ministry Area in order to be a regular part of information channels, staff meetings, teams and discussions. Relationships with other ministries shall be developed through staff participation in 'staff week' meetings, staff teams and consultative processes.

(e) Access

Access to the Presbyterian Mission Agency Leadership Cabinet for planning and consultation shall be on invitation of the President/Executive Director or at the request of the coordinator for the Advisory Committee on Social Witness Policy. At least annually, there will be a meeting of the Advisory Committee on Social Witness Policy and representatives of the Presbyterian Mission Agency Board Outreach to the World Committee for strategic reflection and anticipation regarding social witness policy concerns.

The committee shall submit its General Assembly report to the Presbyterian Mission Agency Board Coordinating Committee for review and possible comments by the Presbyterian Mission Agency Board.

(f) Liaisons

A staff person shall be named from the Compassion, Peace and Justice Ministry as liaison to the Advisory Committee on Social Witness Policy.

(g) Relation to the General Assembly and the Presbyterian Mission Agency Board

Access to the General Assembly and the Presbyterian Mission Agency Board shall be in the form of policy statements, resolutions, study papers, social involvement reports, Advice and Counsel Memoranda, a yearly narrative report, and other appropriate correspondence. Advice and Counsel Memoranda are to be developed cooperatively with the Racial Equity Advocacy Committee and the Advocacy Committee for Women's Concerns as appropriate.

(h) Assigned Functions

- (i) Prepare policy statements, resolutions study papers, social involvement reports, or Advice and Counsel Memoranda on the church's social witness for study and recommendation to the General Assembly at the request of the General Assembly, the Presbyterian Mission Agency Board, or on its own initiative; seek concurrence of the Board relative to financial implications on plans for studies.
- (ii) Advise the Presbyterian Mission Agency Board on matters of social witness policy or strategy, including interim statements concerning pressing social issues, the Board may wish to consider between meetings of the General Assembly. Facilitate two-way

communication with all parties throughout policy development and advisory processes.

- (iii) Prepare special studies at the request of the General Assembly, the Presbyterian Mission Agency Board, or its Ministries on matters of social witness.
- (iv) Work cooperatively with the Ministries and all councils in coordinating the interdependent process of social policy formation, implementation, and monitoring.
- (v) Provide advice and counsel to the General Assembly and its representative committees on overtures, commissioner resolutions, reports, and actions before the General Assembly that recommend policy direction or action on social witness.
- (vi) Maintain an up-to-date and accurate Social Policy Compilation of General Assembly social witness policy and provide information to the church as requested.
- (vii) Provide the Stated Clerk, the Moderator of the General Assembly, and the President/Executive Director of the Presbyterian Mission Agency with information as they fulfill their responsibilities to communicate and interpret the social witness policies of the General Assembly.
- (viii) Identify facets of the church's social witness that enable or obstruct effective action. Analyze, in cooperation with the General Assembly Ministries, the effectiveness of social witness in councils, institutions, and the Presbyterian Mission Agency. After consulting entities that have primary ministry responsibility and the Presbyterian Mission Agency Board, report to the General Assembly on the advisory committee's findings, together with recommendations for improving social witness.
- (ix) Report directly to the General Assembly because of the need to maintain and advance a prophetic witness of the church.

(2) Racial Equity Advocacy Committee (REAC)

This advocacy committee shall consist of the following persons:

- Two African American (\*)
- Two Asian American (\*)
- Two Hispanic (\*)
- Two Middle Eastern (\*)
- Two Native American (\*)
- Two At-large members elected with consideration for special expertise, fast-growing populations of people of color/communities of color, geographic diversity and ethnic balance.

(\*) Members of the five National Caucuses and Councils serving Communities of Color (African American, Asian American, Hispanic, Middle Eastern, and Native American) shall select one member from each caucus to be elected through the General Assembly Nominating process to serve a four year-term with eligibility for one additional

term.

(a) Accountability and Lodgment

Staff responsible for the planning and coordination work of the committee shall be appointed by the Presbyterian Mission Agency President/Executive Director in consultation with the Advocacy Committee. The staff shall be lodged within the office of the President/Executive Director, unless the Advocacy Committee consents to staff being lodged outside that office. Such staff shall be accountable for the work of the committee to the Presbyterian Mission Agency President/Executive Director through the Manager for Diversity and Reconciliation.

(b) Budget

Funding for the work of the committee comes from the per capita budget except for the staffing costs which are accounted for in the budget of the office where the staff is lodged. The Advocacy Committee shall propose a yearly budget to the Manager for Diversity and Reconciliation.

(c) Access

The Racial Equity Advocacy Committee shall have direct access to the General Assembly and the Presbyterian Mission Agency Board. In accordance with the recommendation of the 220th General Assembly (2012), the Presbyterian Mission Agency Board shall meet at least once every two years with the elected leadership of the advocacy committees for strategic reflection and anticipation concerning racial justice and equity issues.

Access to the General Assembly and the Presbyterian Mission Agency Board shall be in the form of policy statements, resolutions, study papers, racial involvement reports, a yearly narrative report, Advice and Counsel Memoranda, and other appropriate correspondence. Advice and Counsel Memoranda shall be developed in consultation with other advisory and advocacy committees as appropriate.

The committee shall submit its General Assembly report to the Presbyterian Mission Agency Board Coordinating Committee for review and possible comments by the Presbyterian Mission Agency Board.

(d) Participation in Review Process

In each year when the Presbyterian Mission Agency is being reviewed by a General Assembly committee, either individually, or collectively with respect to the "service of the whole of the Presbyterian Church (U.S.A.) and its six agencies in implementing the General Assembly's mission directives," the Mission Agency Board will:

- Assign one of its elected members to attend a REAC meeting for

- the purpose of developing a collaborative work relationship,
- Invite a representative from REAC to attend a meeting of the Presbyterian Mission Agency Board.

(e) Assigned Functions

- (i) Prepare policy statements, resolutions, recommendations, reports, and Advice and Counsel Memoranda on racial justice and equity to the General Assembly at the request of the General Assembly, the Presbyterian Mission Agency Board, or on its own initiative.
- (ii) Advise the Presbyterian Mission Agency Board on racial justice and equity issues including statements concerning pressing issues the Board may wish to consider between meetings of the General Assembly.
- (iii) Provide advice and counsel to the General Assembly and its committees on overtures, commissioners' resolutions, reports, and actions before the General Assembly that have a specific racial justice impact.
- (iv) Assist the Advisory Committee on Social Witness Policy in maintaining an up-to-date and accurate compilation of General Assembly policy on issues of racial justice and equity and provide information to the church as requested.
- (v) Provide the Stated Clerk, the Moderator of the General Assembly, and the President/Executive Director of the Presbyterian Mission Agency with information as they fulfill their responsibilities to communicate and interpret General Assembly racial justice policies.
- (vi) Monitor the implementation of racial justice policies and programs.
- (vii) Through advocacy maintain a strong prophetic witness to the church and for the church on existing and emerging racial justice and equity issues.

(3) Advocacy Committee for Women's Concerns (ACWC)

This Advocacy Committee shall consist of:

- Two clergywomen
- One-woman church lay employee
- One Presbyterian Women Churchwide Coordinating Team Vice Moderator for Justice and Peace
- Eight members at-large, chosen to balance the committee geographically, racially and ethnically, and with consideration to age and expertise.
- At least four members of the Advocacy Committee for Women's Concerns shall be women of color. At least two, but no more than three members of the Advocacy Committee for Women's Concerns will be men.

- (a) **Accountability and Lodgment**

Staff responsible for the planning and coordination work of the committee shall be appointed by the Presbyterian Mission Agency President/Executive Director in consultation with the Advocacy Committee. The staff shall be lodged within the office of the Presbyterian Mission Agency President/Executive Director, unless the Advocacy Committee consents to staff being lodged outside that office. Such staff shall be accountable for the work of the committee to the Presbyterian Mission Agency President/Executive Director through the Manager for Diversity and Reconciliation.
- (b) **Budget**

Funding for the work of the committee comes from the per capita budget except for the staffing costs which are accounted for in the budget of the office where the staff is lodged. The Advocacy Committee shall propose a yearly budget to the Manager for Diversity and Reconciliation.
- (c) **Access**

The Advocacy Committee for Women's Concerns shall have direct access to the General Assembly and the Presbyterian Mission Agency Board. In accordance with the recommendation of the 220th General Assembly (2012), the Presbyterian Mission Agency Board shall meet at least once every two years with the elected leadership of the advocacy committees for strategic reflection and anticipation concerning women's concerns.

Access to the General Assembly and the Presbyterian Mission Agency Board shall be in the form of policy statements, resolutions, study papers, a yearly narrative report, Advice and Counsel Memoranda. Advice and Counsel Memoranda, and other appropriate correspondence shall be developed in consultation with other advisory and advocacy committees as appropriate.

The committee shall submit its General Assembly report to the Presbyterian Mission Agency Board Coordinating Committee for review and possible comments by the Presbyterian Mission Agency Board.
- (d) **Assigned Functions**
  - (i) The Advocacy Committee for Women's Concerns shall assist the Presbyterian Church (U.S.A.) to give full expression to the rich diversity of its membership as specified in the Book of Order, G-4.0403. The committee shall monitor and evaluate policies, procedures, programs, and resources regarding the way in which they impact the status and position of women in the church and the world; and shall advocate for full inclusiveness and equity in all areas of the life and work of the church in society.

- (ii) Prepare policy statements, resolutions, recommendations, reports, and Advice and Counsel Memoranda on women's concerns to the General Assembly at the request of the General Assembly, the Presbyterian Mission Agency Board, or on its own initiative.
- (iii) Advise the Presbyterian Mission Agency Board on matters of women's concerns including statements concerning pressing issues the Board may wish to consider between meetings of the General Assembly.
- (iv) Provide advice and counsel to the General Assembly and its committees on overtures, commissioners' resolutions, reports, and actions before the General Assembly that impact issues of women's concerns.
- (v) Assist the Advisory Committee on Social Witness Policy in maintaining an up-to-date and accurate compilation of General Assembly policy on women's concerns and provide information to the church as requested.
- (vi) Provide the Stated Clerk, the Moderator of the General Assembly, and the President/Executive Director of the Presbyterian Mission Agency with information as they fulfill their responsibilities to communicate and interpret General Assembly policies on women's concerns.
- (vii) Monitor the implementation of women's policies and programs relative to women's concerns.
- (viii) Through advocacy maintain a strong prophetic witness to the church and for the church on existing and emerging issues of women's concerns.

b. Committee on Theological Education

The Committee on Theological Education (COTE) has direct access to the General Assembly and their work is coordinated through the Theology, Formation and Evangelism Ministry.

As constituted by the 198th General Assembly (1986) and reaffirmed by the 205th General Assembly (1993) the Committee on Theological Education has the following purposes: to further the cause of theological education in the church; to provide a vehicle through which the individual theological seminaries can coordinate their activities and report to the church; to provide for official communication from the church to the seminaries; to preserve the freedom of the seminaries for the benefit of the church; and to assure visible representation of theological education at the national level of the church's organization.

(1) Committee Membership

This committee of the General Assembly will consist of:

- One representative appointed by each of the ten PC(USA) seminaries;
- Thirteen at-large members for special expertise and geographical diversity, who are elected through the General Assembly Nominating

Committee process to serve four-year terms, with eligibility for one additional term;

- Corresponding members representing seminaries that have renewable covenant relationships with the PC(USA);
- A corresponding member representing the Omaha Presbyterian Seminary Foundation; and up to three corresponding members representing non-Presbyterian seminaries as determined by annual vote of the Committee on Theological Education.

(2) Staff Accountability and Lodgment

Staff responsible for planning and coordinating work of the committee shall be appointed by the Director of the Theology, Formation and Evangelism Ministry in consultation with the Committee on Theological Education. The staff shall be lodged within the Theology, Formation and Evangelism Ministry and be directly accountable to the Director of the Theology, Formation and Evangelism Ministry.

(3) Budget

Funding for the work of the Committee on Theological Education, including related staffing costs and allocations to the seminaries on behalf of the denomination, shall be accounted for in the budget of the Theology, Formation and Evangelism Ministry.

(4) Access

The Committee on Theological Education shall have direct access to the General Assembly and the Presbyterian Mission Agency Board. Access shall be in the form of resolutions, a yearly narrative report, comments on issues before the Assembly, and other appropriate correspondence. The yearly narrative report shall be forwarded to the Presbyterian Mission Agency Board Coordinating Committee for possible comment. The Presbyterian Mission Agency Board's Committee to Nurture the Body will be responsible for developing relationships with the Committee on Theological Education.

(5) Assigned Functions

- (a) To develop and maintain a comprehensive overview of theological education from the perspective of the whole church.
- (b) To identify, develop, and propose strategies for a systemic approach to theological education within the denomination.
- (c) To serve as an advocate before the whole church for theological education and to interpret the mission of the denomination's seminaries to the whole church.
- (d) To provide a way for the church's needs to be addressed to the denomination's seminaries.
- (e) To review the effectiveness and stewardship of the seminaries on behalf of the church.

- (f) To encourage and enhance cooperation among the theological seminaries of the denomination.
  - (g) To relate the councils and agencies of the PC(USA), particularly those which have responsibilities for theology and worship, for education, for candidacy, and for leadership development for pastors and church members.
  - (h) To maintain appropriate relationships with those responsible for theological education in other branches of the church catholic.
  - (i) To receive and act upon requests and recommendations from the church.
  - (j) To receive and review reports from the theological seminaries appropriate to the work of the committee;
  - (k) To identify the issues, needs, and opportunities of the seminaries, individually and corporately, and, where appropriate, address these as requests and recommendations to the church;
  - (l) To authorize use of Theological Education Fund monies, prepare an appropriate formula for disbursements to the theological seminaries of the PC(USA), and to advocate for financial support of the seminaries.
  - (m) To maintain relations with educational and ecumenical associations which share common concerns with the committee.
  - (n) To serve as an agency of the denomination for relating to theological seminaries other than those of the PC (USA).
  - (o) To recommend to the General Assembly those theological seminaries which shall qualify as members of the Committee on Theological Education.
- c. Other Presbyterian Mission Agency Board Related Committees
- The following committees have reporting relationships established by the General Assembly or the Presbyterian Mission Agency Board. If the Chairperson of one of these committees wishes to address a Presbyterian Mission Agency Board Committee, he or she may request time from the Chair of the committee prior to the meeting. Ordinarily, such requests will be granted subject to available time on the docket, and the relevance of the request.
- (1) Mission Responsibility Through Investment Committee (MRTI)
- The Committee on Mission Responsibility Through Investment (MRTI) is responsible for implementing General Assembly policy related to mission responsibility through investment. MRTI assists the church at all levels to utilize its investments as key instruments to promote its mission goals in society. MRTI provides leadership for effective engagement of the private sector in partnership with ecumenical colleagues in the United States, and in collaboration with indigenous churches, ecumenical bodies and local groups in other nations

(a) Budget

The budget for MRTI is developed by staff and proposed to the Presbyterian Mission Agency Board for approval by the General Assembly.

(b) Composition

MRTI is composed of:

- two elected representatives named by each of its member agencies:
    - Presbyterian Mission Agency Board,
    - Board of Pensions and
    - Presbyterian Church (U.S.A.) Foundation/New Covenant Trust Company)
  - one representative each from the elected membership of:
    - the Advisory Committee on Social Witness Policy,
    - the Advocacy Committee for Women's Concerns and
    - the Racial Equity Advocacy Committee Concerns.
- In addition, the General Assembly elects three At-Large members bringing MRTI's total membership to 12 persons.

(c) Relation to the General Assembly and the Presbyterian Mission Agency Board

Nominated by the General Assembly Nominating Committee and elected by the General Assembly, this committee reports to the Presbyterian Mission Agency Board's Committee for Outreach to the World.

(d) Staffing Relationship and Lodgment

Staffing for MRTI is provided by Compassion, Peace and Justice Ministry Area of the Presbyterian Mission Agency.

(e) Assigned Functions:

MRTI's primary function is to develop and implement a coordinated strategy for the General Assembly's Investment Policies and Guidelines for the General Assembly and for subsequent General Assembly action related to investment or divestment. Specific assigned functions include:

- (i) recommend, as needed, revisions or additions to the General Assembly's Investment Policies and Guidelines (for use by the Board of Pensions, Presbyterian Church (USA) Foundation, Inc., New Covenant Trust Company; and other fiduciaries within the church family) designed to reach mission goals of the General Assembly,
- (ii) recommend to the Presbyterian Mission Agency Board specific actions on the exercise of investor rights and responsibilities such as proxy voting, initial filing of shareholder resolutions, and joining

- with other shareholders in litigation calling for regulatory oversight or other forms of redress,
- (iii) recommend to appropriate ministry areas or related bodies, middle governing bodies, institutions and communicant members of the Presbyterian Church (USA) ways and means to carry out General Assembly investment policies respecting social concerns, including the voting of proxies on shareholder resolutions,
- (iv) appoint representatives to ecumenical organizations through which the Presbyterian Church (USA) seeks to advance its work in the area of mission responsibility through investments, and
- (v) assist Compassion, Peace and Justice in coordinating corporate responsibility concerns with mission program and strategies on economic and social justice.

(2) Mission Development Resources Committee (MDRC)

The Mission Development Resources Committee makes decisions on Church Loans, Walton Awards for New Church Development and Mission Program Grants (New Church Development, Congregational Transformation and Specialized Ministries). Nominated by the General Assembly Nominating Committee and elected by the General Assembly, this committee reports to the Presbyterian Mission Agency Board's Committee to Nurture the Body.

(a) Budget

MDRC provides input on the work of the Mission Program Grants, Church Loans and the Sam and Helen R. Walton Award. The budget for these items is included in the Racial Equity & Women's Intercultural Ministry area.

(b) Staff Relationships and Lodgment

The Office of Mission Program Grants staff that is responsible for planning, coordinating, and supporting the work of MDRC reports to the Director of Racial Equity and Women's Intercultural Ministry Area or designee.

(c) Search Procedures for Staff

The Associate and Administrative Assistant staff members within the Office of Mission Program Grants shall be appointed by the director of Racial Equity and Women's Intercultural Ministry Area in accordance with the Presbyterian Mission Agency Employee Handbook.

(d) Relation to the General Assembly and the Presbyterian Mission Agency Board

MDRC reports to the Committee to Nurture the Body, typically in the form of action items, information reports and changes to the MDRC Manual of Administrative Operations.

(e) Assigned Functions

The primary focus of the MDRC is to respond faithfully to the church growth commitment of the Presbyterian Mission Agency. This work is conducted in partnership with synods and presbyteries engaged in church growth mission through the allocation of grants and loans. The MDRC implements its work through the following functions:

- (i) Allocating grants for new church development, new worshiping communities, and presbytery support for continual congregational transformation;
- (ii) Originating and overseeing the payment and repayment of Presbyterian Mission Agency loans to new and existing congregations for site acquisition, building construction, renovation, and other related projects;
- (iii) Recommending policies, procedures and guidelines that govern the grant and church loan programs;
- (iv) Interpreting the purpose and availability of the grant and church loan programs to the whole church, instilling hope for future ministry to keep the church alive and growing;
- (v) Responding in partnership with mid councils to new and emerging ministries;
- (vi) Reviewing and recommending to the Presbyterian Mission Agency new congregation projects nominated to receive Sam & Helen R. Walton Awards.

(3) Presbyterian Disaster Assistance Advisory Committee (PDAAC)

(a) Purpose

The purpose of the Presbyterian Disaster Assistance Advisory Committee is to review the work of Presbyterian Disaster Assistance and give policy advice. Presbyterian Disaster Assistance "is a ministry of relief and response to national and international disasters, aid to refugees and displaced persons, refugee resettlement and efforts toward development." This ministry is "carried out through ecumenical partnerships, related church agencies, mid councils, and congregations." Nominated by the General Assembly Nominating Committee and elected by the General Assembly. This committee reports to the Presbyterian Mission Agency Board's Committee for Outreach to the World.

(b) Budget

The budget for Presbyterian Disaster Assistance is developed by staff and proposed to the Presbyterian Mission Agency Board for approval by the General Assembly.

(c) Composition

The Presbyterian Disaster Assistance Advisory Committee is comprised of seven (7) At-Large members, nominated by the General Assembly Nominating Committee and elected by the General Assembly.

Members serve a one four-year term and are eligible for consideration to one additional term.

(d) Accountability

This committee reports to the Presbyterian Mission Agency Board's Committee for Outreach to the World.

(e) Staff Accountability and Lodgment

Staff responsible for planning and coordinating the work of Presbyterian Disaster Assistance are appointed by and accountable to the Director of the Compassion, Peace & Justice Ministry Area.

(f) Assigned Functions

- (i) Assist in setting strategic program direction.
- (ii) Contribute knowledge and expertise in disaster relief.
- (iii) Ensure that Presbyterian Disaster Assistance is strategically aligned with the priorities of the Presbyterian Mission Agency.
- (iv) Promote and interpret the One Great Hour of Sharing Offering.
- (v) Provide advice concerning expenditure of designated funds over \$500,000 in response to large scale disasters.
- (vi) Provide input on the development of an annual budget.
- (vii) Work with staff to develop and implement communication and fund-raising strategies.

(4) Presbyterian Hunger Program Advisory Committee (PHPAC)

(a) Purpose

The purpose of the Presbyterian Hunger Program Advisory Committee is to guide the church's response to hunger and its underlying causes.

(b) Budget

The budget for the Presbyterian Hunger Program is developed by staff and proposed to the Presbyterian Mission Agency Board for approval by the General Assembly.

(c) Staff Relationships and Lodgment

Staff responsible for planning and coordinating the work of the Presbyterian Hunger Program are appointed by and accountable to the Director of Compassion, Peace and Justice.

(d) Relation to the General Assembly and the Presbyterian Mission Agency Board

Nominated by the General Assembly Nominating Committee and elected by the General Assembly, this committee reports to the Presbyterian Mission Agency Board's Committee for Outreach to the World, typically in the form of minutes and changes to the PHP Advisory Committee Operating Guidelines.

- (e) Assigned Functions
  - (i) The committee carries out the following tasks:
  - (ii) Recommend Presbyterian Hunger Program operating guidelines in concordance with PMA goals and work plan.
  - (iii) Recommend policies, procedures and guidelines that govern the Presbyterian Hunger Program grant process.
  - (iv) Review grant requests and make funding (grant) decisions within the approved guidelines.
  - (v) Promote the One Great Hour of Sharing Offering through highlighting the work of the Presbyterian Hunger Program, Self-Development of People and Presbyterian Disaster Assistance.
  - (vi) Promote Presbyterian Hunger Program initiatives in congregations and presbyteries.
  - (vii) Suggest the development of programs and strategies for implementing the “Common Affirmation on Global Hunger,” and other General Assembly policies related to hunger and poverty.

(5) Presbyterian Committee on the Self-Development of People (PCSDOP)  
The National Presbyterian Committee on the Self-Development of People provides the opportunity for the members of the Presbyterian Church (U.S.A.) and non-members to help establish partnerships with economically poor, oppressed, and disadvantaged people in the United States and around the world, which helps them to develop toward their own potential, self-determination, and human dignity. (People who are not Presbyterian may be nominated, elected, and serve). The National Committee shares this ministry with mid council committees, as the focal point of the Church's efforts to promote the self-development concept and cause.

(a) Direction & Accountability

The Presbyterian Committee on the Self Development of People (PCSDOP) receives direction for its work through the Mission Work Plan, and the Presbyterian Committee on the Self Development of People Manual of Operations, which are approved by the Presbyterian Mission Agency Board. The Presbyterian Committee on the Self Development of People reports to the Presbyterian Mission Agency Board through the Board’s Committee for Outreach to the World.

(b) Staff Accountability and Lodgment

Staff responsible for planning and coordinating work of the committee shall be appointed by the Director of the Compassion Peace & Justice Ministry in consultation with the Presbyterian Committee on the Self Development of People (PCSDOP). When seeking a new coordinator for SDOP, an interview team will be identified in consultation with the PCSDOP Steering Committee. At least two members of the PCSDOP shall serve as a part of the interview team. The staff shall be lodged

within the Compassion Peace & Justice Ministry and be directly accountable to the Director of the Compassion Peace & Justice Ministry.

- (c) Assigned Functions (to be performed with accountability to the Committee for Outreach to the World and/or the Compassion Peace and Justice Ministry area, and subject to available funds).
  - (i) SDOP shall be responsible for creating and maintaining its own Manual of Operations.
  - (ii) SDOP shall provide program, strategy and oversight for the church's mission of self-development with poor, oppressed and disadvantaged people.
  - (iii) SDOP will implement the criteria and guidelines for funding local projects.
  - (iv) SDOP will be responsible for receiving, reviewing and approving/rejecting local project proposals.
  - (v) SDOP will be responsible for training and certifying local SDOP committees.
  - (vi) SDOP will work in collaboration with PDA and PHP to carry out joint projects consistent with the mandate of each committee.
  - (vii) Work cooperatively with ecumenical partners in carrying out SDOP's mandate.
  - (viii) Educate the church on the condition and status of poor and oppressed communities and train the church in theological issues related to poverty.
  - (ix) Promote and Interpret the OGHS offering within the church at both the congregational and mid-council levels.

(6) United States Advisory Committee (USAC) of the Jinishian Memorial Program (JMP)

The Jinishian Memorial Program (JMP) is an endowed ecumenical ministry of the Presbyterian Mission Agency and part of the World Mission ministry area that supports ongoing programs benefitting Armenians in need in Armenia, Lebanon, Syria, Turkey, and Jerusalem. JMP has a U.S. Advisory Committee (USAC) composed of three individuals of Armenian descent, and two who are members of the Presbyterian Mission Agency staff. The USAC is mandated by the will of Mr. Vartan H. Jinishian. USAC's function is to give advice and guidance, especially as to the amount and direction of the appropriations to effectuate Mr. Jinishian's wishes. The USAC operates pursuant to the terms of Mr. Jinishian's will and the Guidelines for the Administration of the Jinishian Memorial Program (Guidelines) then in effect. The Guidelines are approved by the USAC and the Presbyterian Mission Agency Board.

d. Committee on the Office of the General Assembly

(1) [PMAB Relationship with COGA](#)

B. Other Policies

1. Open Meeting Policy for business gatherings

Open Meeting Policy

Approved by the 209th General Assembly (1997)

Amended by 218th General Assembly (2008)

- a. The work of the church is strengthened when it is done in a spirit of openness and trust. Church members have a basic right to know about the work done and the decisions made by entities within the church. Church leaders have a basic responsibility to honor that right by conducting their business with a spirit of openness and vulnerability to public scrutiny. Therefore, open meetings shall be the norm for all such entities.
- b. It is the policy of the General Assembly; the Presbyterian Mission Agency Board and the entities and work groups related to them, that their meetings shall be open to all interested persons. A separate policy exists for governing non-business gatherings. Documents being considered at such meetings shall be available to interested persons at the meeting.
- c. In certain circumstances, when the confidentiality of the subject matter is impeding the open work of the group, its meetings may be closed. These requirements apply:
  - (1) Subjects dealt with must be limited to property negotiation, personnel, civil and criminal litigation, including cases under the Rules of Discipline, or security.
  - (2) Closed meetings may be authorized only after serious consideration and by a majority vote of the members present. Such closure must be limited in time and scope to matters in 3(a) above.
  - (3) In closed meetings, only voting members and other persons invited by the group to serve it are to be present.
  - (4) The reason(s) for closing must be announced before closure and also must be recorded in the minutes.
  - (5) The decisions reached shall be recorded in the minutes and shall be made public as soon as possible following the end of the closed meeting.
- d. Since staff groups have neither authority nor responsibility for establishing policy; their meetings are not subject to these provisions. This does not preclude them from opening their meetings.
- e. The provisions of this policy shall apply to visitors and to representatives of both church and public media, including print, electronic and photographic journalists.

- f. All the provisions of this policy are to be applied equitably to all persons and groups.
- g. The Office of the Stated Clerk of the General Assembly is responsible for resolving questions relating to the application and interpretation of the open meeting policy.

A separate policy exists to govern non-business gatherings.

Note: The 218th General Assembly (2008) directed the entities subject to the PC(USA) Open Meeting Policy to post the dates, times, and locations of their open meetings on the PC(USA) calendar Web page within a reasonable time of making such plans.

## 2. Media and Visitor Policy for Non-Business gatherings

### Media and Visitor Policy for Non-Business Gatherings Approved by the 212th General Assembly (2000)

Representatives of the media and visitors are welcome at non-business gatherings of groups structurally related to the Presbyterian Mission Agency Board of the Presbyterian Church (U.S.A.).

Many non-business gatherings are intended to provide participants with the opportunity to openly examine personal and corporate issues of faith and life. Media representatives and visitors are asked to honor this atmosphere of openness and acceptance. If there is a business session within a non-business gathering, the open meeting policy of the Presbyterian Church (U.S.A.) shall apply during that session.

The following policy pertains to non-business gatherings of groups structurally related to the Presbyterian Mission Agency Board of the Presbyterian Church (U.S.A.):

- a. Media representatives will register as such, including the name of the publication or media outlet for which they are acting as a media representative. Media representatives and visitors should wear name tags identifying themselves as such during all portions of the gathering.
- b. Media representatives will not be required to pay registration fees. They will be responsible for their own accommodations, meals, and transportation. Visitors will register and be required to pay appropriate fees.
- c. Media representatives are observers and may not speak or actively participate in any portion of the gathering unless invited.
- d. All plenary sessions are open.
- e. All non-plenary sessions are also open. Media representatives and visitors are asked to identify themselves as such at the beginning of non-plenary sessions. In small groups whose purpose is the sharing of personal issues of faith and

life, the discussion may be closed to media representatives and visitors at the choice of the small group participants.

- f. The provisions of this policy shall apply to visitors and representatives of both church and public media, including print, electronic, and photographic journalists.
- g. All the provisions of this policy are to be applied equitably to all persons and groups.
- h. The Office of the Stated Clerk of the General Assembly is responsible for resolving questions relating to the application and interpretation of this policy.

3. Trust and Transparency (Way Forward Commission, June 12, 2018)

- a. Limits on Confidentiality: With respect to matters discussed in public, private, or in executive or confidential sessions of staff or governing entities (including committees of staff or governing entities), only such information shall be required to be kept confidential that directly relates to
  - (1) personnel matters regarding a particular employee or position,
  - (2) pending sale, disposition or acquisition of property, or
  - (3) pending or threatened litigation (but not litigation that is merely possible),
  - (4) confidentiality obligations imposed by law or regulation,
  - (5) matters which may unjustifiably embarrass, humiliate or defame another or invade another's privacy, with no legally allowable or constructive purpose;

In each case if specifically designated as confidential; and all other conversation and matters, including those related to process and application of confidentiality, shall not be subject to such confidentiality restrictions. Excepting the information listed above and under "Limitations" below, all individuals, including denominational staff and members of governing entities (boards, committees), shall be free to discuss and express their personal opinions both publicly and privately on any and all matters that fall outside those restrictions, consistent with their role in assuring fair deliberation of issues within the church, even if the underlying information was made known in executive or confidential session. They shall be free to do so without real or implied threat against their status, employment or reputation, so long as they are not using their position to boost their personal opinions. Moreover, no investigatory or disciplinary action may be taken in response to the exercise or purported exercise of these rights made in good faith.

- b. Transparency of Financial Information. These principles also apply with respect to disclosure of accurate and verifiable financial information, including without limitation conversations and financial information with respect to budgets and sources/uses of funds. There has evolved a practice within certain denominational entities of restricting access to the full detail of financial information, even among staff who are responsible for a particular area. The guiding principle should always be towards full and complete

disclosure of all accurate and verifiable information, with exceptions made sparingly, due to overwhelmingly clear and appropriate reasons, and determined collectively by leadership and the line-users of such information. This principle of full disclosure is not intended as a license to allow those seeking information to burden or harass staff or board members of a church entity or agency by demanding such information in excessive or repeated ways. Through church agencies must provide clear financial reports and information regarding their ministries, it is also understood that certain items may not be disclosed if deemed to be privileged or confidential information as described above. It is also understood that the staff or board members of agencies shall refer inquirers to information when it is readily available through public records, the records of the Presbyterian Historical Society, General Assembly records, the records of the Office of the General Assembly or the like.

- c. Inter-Agency Relationships. This transparency, openness, and full disclosure extends to relationships between and among agencies and other entities within the denomination as well. We are all part of the same body in Christ. Inter-agency exchanges, relationships and arrangements are not arms-length, third party transactions, and they must not be treated as such.
- d. Limitations. This action does not alter any specific restrictions that are placed upon disclosure of information due to explicit requirements of (i) law or regulation, such as HIPAA, HITECH and other federal and state regulations; nor (ii) binding third-party contractual provisions in effect, such as donor-specified or third-party confidentiality restrictions; nor (iii) personal information of pensioners, donors, beneficiaries, investors, borrowers, or others whose information must remain protected for purposes of cyber security or customer confidentiality (which for data security might in some instances preclude the sharing of certain IT information); nor (iv) competitive market advantage, such as draft strategic plans or proprietary software; in each case only to the minimum restriction required. These action does not alter any existing arrangements in place between an agency or entity (including its governing board) and the General Assembly.

In speaking our truths and expressing our opinions, individuals should also act with prudence, respect, humility, discretion, love, and an acknowledgement the authority for decision-making for particular matters is placed in particular individuals or entities. Individuals that have taken on specific roles at the General Assembly-resource people, platform and committee assistants, parliamentarians – by taking on that task have in effect chosen to limit their right of conscience in order to assist the assembly in its tasks, and therefore have a separate duty to refrain from attempting to influence the opinions of commissioners during the Assembly. Further, agency employees attending an Assembly should not use their presence to attempt to revisit internal agency decisions with which they disagree. For example, a staff member who lost the internal debate on agency priorities should not instigate a commissioner resolution to have GA direct PMA to reverse its priorities and reinstate the

staff member's priority. However, these examples are exceptions to the general rule that staff members should be allowed to honestly express their views and concerns without fear of sanction or retaliation.

The Commission directs staff and governing entities of all six denominational agencies to review their policies and procedures, both formal and informal, to comply with the spirit of this administrative action, subject to any existing agreements between General Assembly and the agencies; and directs that, in all interpretation of the requirements of this administrative action, the minimal restriction on disclosure and/or speech required by put into effect.

4. Linked Policies (These policies may also be found at <http://pmab.pcusa.org>)
  - a. [Gift Acceptance Policy](#)
  - b. [Reserve Policy](#)
  - c. [Sexual Misconduct Policy and its Procedures](#)
  - d. [Standards of Ethical Conduct](#)
  - e. [Five to One Salary Ratio for PMA employees](#)
  - f. [Toward Inclusiveness in Employment: The Presbyterian Church \(U.S.A.\) Churchwide Policy for Equal Employment Opportunity and Affirmative Action for General Assembly Agencies](#)
  - g. [Guidelines for Reimbursement for PMA Elected Members and Staff](#)
  - h. [Criteria & Standards Applied by the General Assembly Council when it Considers Proposals for New Corporations](#)
  - i. [Covenant of Understanding](#) Regarding the Role and Relationship of National Caucuses and Councils serving Communities of Color within the Presbyterian Church (U.S.A.)

## **V. Amendment Process**

- A. Amendments to the Manual of Operations
  1. Individual Presbyterian Mission Agency Board members or members of the President/Executive Director's Office staff may submit proposed changes to the Manual of Operations in writing to the Board Chair a minimum of one month prior to a Presbyterian Mission Agency Board meeting.
  2. The Board Chair shall respond to submissions a minimum of two weeks prior to a Presbyterian Mission Agency Board meeting.
  3. Approval by the Coordinating Committee is necessary prior to consideration by the Presbyterian Mission Agency Board.

4. Changes to Sections I and V of the Manual of Operations require approval by the Presbyterian Mission Agency Board and the General Assembly.
  5. Changes to Sections II–IV of the Manual of Operations require approval by the Presbyterian Mission Agency Board. A written report of changes to Sections II–IV shall be submitted to the General Assembly as an information item.
  6. Documents included in this Manual on the basis of General Assembly action, such as the Open Meeting Policy, may not be amended without General Assembly approval.
- B. Amendments to other Manuals
1. The manuals of several other committees (Advisory Committee on Social Witness Policy (ACSWP), Committee on Theological Education, Mission Responsibility through Investment Committee, Mission Development Resources Committee, Presbyterian Disaster Assistance Advisory Committee, Presbyterian Hunger Program Advisory Committee, Presbyterian Committee on the Self-Development of People, and the United States Advisory Committee for the Jinishian Memorial Program) must be consistent with this Manual of Operations.
  2. Proposed changes to their manual of operations shall be submitted to the Presbyterian Mission Agency Board, through the Coordinating Committee, following customary procedures, for adoption or rejection.
  3. By action of the General Assembly in 2016 and 2014 respectively, changes to the operating manuals for the Racial Equity Advocacy Committee and the Advocacy Committee for Women's Concerns, are reviewed and approved by the General Assembly Review Committee, which oversees their work on a six-year cycle, rather than the Presbyterian Mission Agency Board.

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