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sitting of the meeting of Synod unless the requisite quorum be present at the commencement of the business at that sitting, and if such quorum is so present, then that sitting may continue to do business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum.

C.3.08 VOTING

1. Except as provided in Canon 1.03, Canon 2 and elsewhere in this Canon, no act or resolution of the Synod shall be valid or passed without the concurrence of a simple majority of the members who vote on the resolution.
2. On the requisition of the Chair or of four clerical members and four lay members, the votes of the Clergy and Laity shall be taken separately and the act or resolution of the Synod shall not be valid or passed unless it receives the concurrence of a simple majority of both the Clergy and the Laity. The Lay members shall in all cases vote as individuals.
3. Each member of the Synod present at a meeting shall have one vote on all matters coming before it and, unless otherwise specifically provided by Canon and Bylaw, the Chair shall have a second or casting vote on votes of both the Clergy and the Lay Members.

C.3.09 SEAL AND ARMS

1. SEAL OF SYNOD

The Seal, an impression of which appears as the frontispiece to this volume, is and shall be the common seal of the Incorporated Synod of the Diocese of Ottawa, and the care and custody of the said Seal shall be entrusted to such officer of Synod as may be designated by Bylaw or Regulation.

2. ARMS OF THE DIOCESE

The Arms of the Diocese shall be the Coat of Arms shown on the Grant of Arms made by the College of Arms on 24 November 1949, a photographic reproduction of which shall be properly displayed at meetings of the Synod.

C.3.10 *DIOCESAN COUNCIL* MEMBERSHIP

1. There shall be a standing committee of the Synod known as the *Diocesan Council*.
2. When the Synod is not in session the Diocesan Council shall, on behalf of Synod, deal

with all facets of the mission and life of the Church and may do and perform all acts in respect thereof which might be done at a meeting of the Synod except those matters which specifically require the action of the Synod in session.

3. *The Diocesan Council shall be composed of nineteen (19) members as follows:*
  - a) *Three (3) Senior Officers of Synod: The Bishop, the Chancellor and the Dean;*
  - b) *Eight (8) Clergy representatives;*
  - c) *Eight (8) Lay representatives.*
  
4. *The Council shall include a minimum of four (4) members drawn from the rural regions of the diocese. In addition, at least one member shall be experienced in each of the following areas:*
  - a) *financial management;*
  - b) *communications / public relations; and*
  - c) *strategic planning.*
  
5. *Positions on the Diocesan Council shall be filled as follows:*
  - a) *three (3) by virtue of position;*
  - b) *twelve (12) shall be confirmed by Synod;*
  - c) *four (4) shall be appointed by the Bishop within one month after Synod.*
  
6. *Any baptized member in good standing of the Diocese of Ottawa may be nominated for a position on the Diocesan Council.*
  
7. *Appointments, nomination and elections process shall be conducted as may be prescribed by the Bylaws or Regulations of the Diocese.*
  
8. *The Executive Archdeacon shall be invited to attend all meetings of the Diocesan Council.*
  
9. *The Lay Secretary and the Clerical Secretary shall attend all meetings of the Diocesan Council ex officio and are non-voting.*
  
10. *Members of Diocesan Council shall become members of Synod for the duration of their term on Diocesan Council.*

11. The Director of Administration and the Director of Parish and Diocesan Services shall have the right to attend and shall usually be present at all meetings of the Diocesan Council as resource persons. Other persons may also be requested to attend as resource persons from time to time, and any person may attend any meeting at the invitation of the Diocesan Council.

12. *The agenda shall be set by the Chairperson and supported by the Lay Secretary and Clerical Secretary.*

### C.3.11 COURT OF THE DIOCESE

#### 1. JURISDICTION

There shall be a Court of this Diocese called "The Court of the Diocese of Ottawa" having ecclesiastical jurisdiction with respect to the discipline of:

- a) priests and deacons who carry out their ministry in the Diocese and who are registered on the register of the Diocese, for any ecclesiastical offence, wherever committed;
- b) subject to the provisions of the Discipline Canon of the General Synod of Canada, priests and deacons of The Anglican Church of Canada not registered on the register of the Diocese, in respect of any ecclesiastical offence committed in the Diocese;
- c) lay persons who have been appointed, elected or commissioned to an office, appointment or responsibility in a parish of the Diocese or the Diocesan Synod, for any ecclesiastical offence which they may commit in the Diocese;
- d) lay persons who have been appointed, elected or commissioned to an office, appointment or responsibility in a provincial synod, or the General Synod, for any ecclesiastical offence which they may commit in the Diocese; and
- e) priests, deacons and lay persons of any other diocese when a direction is made pursuant to the provisions of the Discipline Canon of the General Synod of Canada.

2. Such Court shall consist of such persons as may be prescribed by Bylaw.

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shall assume the responsibilities of the Treasurer in his or her absence unless otherwise provided, and shall, in each year that he or she is a member of the *Diocesan Council*, also be a member *ex officio* of the Synod.

3. DUTIES OF THE DIRECTOR OF ADMINISTRATION

The Director of Administration shall be responsible for the financial and other business administration of the Diocese under the direction of the *Executive Archdeacon* and along with the Chairperson of the *Financial Affairs Committee* shall report and make recommendations from time to time to the *Diocesan Council* respecting such matters; and the *Executive Archdeacon* and the Chairperson of the *Financial Affairs Committee* as well as the Director of Administration shall ensure that the policy and other general directions of the *Diocesan Council* respecting such matters are fulfilled.

4. DUTIES OF THE DIRECTOR OF PARISH AND DIOCESAN SERVICES

The Director of Parish and Diocesan Services (or in his or her absence the Deputy Director of Parish and Diocesan Services, unless otherwise provided) shall be responsible for the Christian work and programme activities of the Diocese under the direction of the *Executive Archdeacon* and along with the Chairperson of the *Parish Ministry Development Committee* shall report and make recommendations from time to time to the *Diocesan Council* respecting such matters. The *Executive Archdeacon* and the Chairperson of the *Parish Ministry Development Committee*, as well as the Director of Parish and Diocesan Services, shall ensure that the policy and other general directions of the *Diocesan Council* respecting such matters are fulfilled.

5. SECRETARIES OF SYNOD

The Secretaries of Synod shall be the Honorary Secretaries of the Synod for the purposes of any Statutes of Ontario or Quebec relating thereto.

B.3.06 SEAL AND ARMS OF SYNOD

The Archivist shall have custody of the Seal of the Synod and the Arms of Synod.

B.3.07 *DIOCESAN COUNCIL NOMINATIONS PROCESS*

1. *Nominations shall be based on established criteria which may be found in Diocesan policy guidelines and which may from time to time be amended on consultation with the Diocesan Council.*

2. *Nominations to the Diocesan Council shall be sought from the following sources:  
Bylaws - 2010 edition*

- a) *by nomination of the Governance and Communications Committee;*
- b) *by nomination of the Archdeacons;*
- c) *by nomination of a member of Synod including Accompanying Statement of Support, or*
- d) *by self nomination including Accompanying Statement of Support.*

3. *In an open meeting, the Governance and Communications Committee (or its subcommittee) shall review all nominees and, based on a Council composition matrix, shall develop a slate of candidates for review and endorsement by the Diocesan Council. The full list of nominees shall also be available to the Diocesan Council.*

4. *The slate of candidates shall be published prior to Great Chapters meetings for review and feedback.*

5. *The Governance and Communications Committee shall make revisions to the slate based on feedback from the Great Chapters meetings.*

6. *Synod shall provide final confirmation of Council membership by majority vote.*

#### B.3.08 DUTIES OF THE DIOCESAN COUNCIL

1. *The Diocesan Council shall coordinate the work of all Committees and subject to any Bylaw or Regulation to the contrary shall appoint the members of all Committees.*

2. *In partnership with the Bishop, the Diocesan Council is accountable to Synod and has responsibility and authority for the diocese as defined in the Canons, Bylaws and Regulations. In particular, but not limited to, the Diocesan Council is accountable, either directly or through its committees for:*

- a) *developing long term goals and plans for the development of the diocese, as well as mechanisms to review progress against the strategic plan and other diocesan goals;*

- b) *providing overall strategic guidance to the diocese including endorsing the strategic direction, priorities and allocation of resources in line with the strategy;*

- c) *monitoring and assessing performance against key targets and objectives;*

- d) *developing and maintaining principles and processes for effective governance;*

- e) *ensuring there is effective management of finances and risk;*

- f) *providing advice on and assisting with the engagement of parishes and parishioners as well as members of the broader community; and*

g) *approving policies and practices for the diocese and recommending modifications to the Canons, Bylaws and Regulations to Synod.*

### 3. MEETINGS

a) *The Diocesan Council shall meet formally four to six times in the year at the call of the Bishop, and one such meeting shall be held within 30 days immediately following the last day of the Annual Session of Synod.*

b) *Special meetings of the Committee may be called at any time by the Bishop.*

c) *All items for the agenda are to be provided to the Lay Secretary and the Clerical Secretary at least fourteen days prior to the date of the meeting.*

d) *At least one week's notice shall be given for the holding of meetings and a summary of the matters to be brought before the meeting shall be enclosed with the required notice.*

e) *Absence from more than three consecutive regular meetings of the Diocesan Council shall result in that member, other than an ex officio member, being deemed to have tendered his or her resignation to be effective upon acceptance thereof by the Diocesan Council.*

### 4. QUORUM

*Eleven members shall form a quorum for the transaction of business.*

### 5. VACANCIES

*When any member of the Diocesan Council other than an ex officio member dies or resigns as a member of Synod or ceases to be a member of Synod, or when there is any vacancy in the membership of the Diocesan Council, the Bishop may appoint a successor or person to fill such vacancy who shall hold office as a member of the Diocesan Council until the next Annual Meeting of the Synod.*

### 6. CHAIRPERSON

*The Bishop shall be the Chairperson of the Diocesan Council. The Dean shall serve as Vice Chairperson.*

### 7. DECISION-MAKING AUTHORITY

*The Diocesan Council exercises the authorities granted to it in the Canons, Bylaws and Regulations. Council retains final decision-making power in these matters except where it has expressly delegated decision rights to one of its committees or a member of the*

*Diocesan staff. Committees may not further subdelegate<sup>3</sup> authorities without the permission of the Diocesan Council.*

### B.3.09 COMMITTEES OF THE DIOCESAN COUNCIL

1. There shall be the following *standing committees* of the *Diocesan Council* [*“the Committees”*] and shall be constituted and have responsibilities and whose members shall hold office as in these Bylaws set forth namely:

- a) *Governance and Communications Committee*
- b) *Community Ministry Development Committee*
- c) *Parish Ministry Development Committee*
- d) *Financial Affairs Committee*
- e) *Risk and Audit Committee*

2. The *Diocesan Council* may, by Bylaw, Regulation or resolution, establish further or other committees thereof as may be *considered* expedient from time to time, and prescribe the constitution, duties, responsibilities and Terms of Reference of such committees.

3. *Composition of committees.*

*Committees shall be composed of a set number of members as outlined in their respective Terms of Reference. According to their Terms of Reference, each committee shall be comprised of a combination of Diocesan Council members and non-Diocesan Council members, with at least two and not more than one-third of the committee being Diocesan Council members.*

4. Committees shall, in their respective areas of activity, advise the Bishop and the *Diocesan Council* and, subject to this Bylaw and the Regulations, carry out other duties as may be assigned to them by the *Diocesan Council*. Any Committee may establish rules of procedure for its operation *including establishing subcommittees*, which are not contrary to the Canons, Bylaws and Regulations of the Diocese. *Committees shall be generally responsible for the work of the subcommittees in reporting to the Diocesan Council.*

5. Members of a Committee to be appointed thereto by the *Diocesan Council* shall be so appointed preferably at the first meeting of the *Diocesan Council* following each annual Session of Synod.

6. In the event of the death or resignation of an appointed member of a Committee, the *Diocesan Council* may appoint another qualified person to act in the place and stead of the member who has died or resigned for the unexpired term of that member's office as such

member.

7. *Sixty percent of the members of any Committee or subcommittee shall, except where otherwise provided by a Diocesan Bylaw or Regulation, form a quorum of that Committee for the transaction of business at any meeting thereof; but in no event shall a quorum of any Committee consist of fewer than two members of that Committee.*

8. *A member of a Committee may be reappointed immediately upon the expiration of his or her term of office, provided that, except in the case of a person who is *ex officio* a member thereof, generally no person shall hold office as an appointed member of a Committee for more than two consecutive three-year terms.*

9. *Absence from more than three consecutive meetings of any Committee shall result in that member, other than an *ex officio* member, being deemed to have tendered his or her resignation to be effective upon acceptance thereof by that Committee.*

10. *The Bishop, or any Coadjutor, Suffragan or Assistant Bishops of Ottawa, or the *Executive Archdeacon*, may at his or her request be furnished with copies of the Agendas and Minutes of any meeting of any committee or organization of the Diocese.*

11. *The Director of Parish and Diocesan Services and the Director of Administration may attend any meeting of any committee concerned with matters within their respective areas of responsibility for the purpose of supplying information and assistance.*

B.3.10 *UNALLOCATED*

**B.3.11 *GOVERNANCE AND COMMUNICATIONS COMMITTEE***

**1. *MANDATE***

*a) As delegated by the Diocesan Council, the mandate of the Governance and Communications Committee is to:*

*i) assist the Diocesan Council in ensuring it has efficient and effective governance practices in place;*

*ii) fulfill its oversight responsibilities for Diocesan communications activities;*

*iii) be responsible for developing and maintaining principles and processes for effective governance, and*

*iv) oversee activities related to governance and communications, such as*

*communication planning and strategy, nominations, governance assessments and Committee mandates and profiles.*

## **2. ACCOUNTABILITIES, AUTHORITY AND RESPONSIBILITIES**

a) *The Governance and Communications Committee is accountable to the Diocesan Council.*

b) *The Governance and Communications Committee has authority as delegated by the Diocesan Council on matters of governance, including Council and Committee nomination processes, and strategic Diocesan communications.*

c) *The responsibilities of the Governance and Communications Committee may be found in the Regulations of the Diocese.*

## **3. MEMBERSHIP AND COMPOSITION**

*The Governance and Communications Committee shall be comprised as follows:*

a) *a maximum of eight members, of whom at least two and not more than one-third shall also be members of the Diocesan Council;*

b) *the committee shall include both clergy and lay members;*

c) *a minimum of one member shall be drawn from the rural regions of the Diocese;*

d) *at least one member shall be experienced in each of the following areas:*

i) *governance and communications, and*

ii) *public relations.*

## **4. MEETINGS**

a) *The Governance and Communications Committee shall meet formally four to six times in each year.*

b) *The Chairperson may request additional meetings if considered necessary.*

### **B.3.12 COMMUNITY MINISTRY DEVELOPMENT COMMITTEE**

#### **1. MANDATE**

a) *As delegated by the Diocesan Council, the mandate of the Community Ministry Development Committee is to:*

i) *assist the Diocesan Council in strengthening, broadening and enriching the Diocese's ability to serve God's world, and*

ii) *provide leadership and oversight to the community ministries, both current and future programs.*

## 2. *ACCOUNTABILITIES, AUTHORITY AND RESPONSIBILITIES*

a) *The Community Ministry Development Committee is accountable to the Diocesan Council.*

b) *The Community Ministry Development Committee has authority as delegated by the Diocesan Council on matters related to programs, services and budgets within its mandate.*

c) *The responsibilities of the Community Ministry Development Committee may be found in the Regulations of the Diocese.*

## 3. *MEMBERSHIP AND COMPOSITION*

*The Community Ministry Development Committee shall be comprised as follows:*

a) *a maximum of twelve members of whom at least two and not more than one-third must also be members of the Diocesan Council;*

b) *the committee shall include both clergy and lay members;*

c) *a minimum of one member shall be drawn from the rural regions of the Diocese;*

d) *at least one member shall be experienced in each of the following areas:*

i) *social work or social justice;*

ii) *fund raising;*

iii) *legal;*

iv) *financial management;*

v) *government relations;*

vi) *human resources management, and*

vii) *operations management.*

e) *The Community Ministry Directors and Executive Directors may normally attend committee meetings but shall attend in camera sessions only at the discretion of the Chairperson.*

## 4. *MEETINGS*

a) *The Community Ministry Development Committee shall meet formally at least six to eight times in each year.*

b) *The Chairperson may request additional meetings if considered necessary.*

### **B.3.13 PARISH MINISTRY DEVELOPMENT COMMITTEE**

#### **1. MANDATE**

a) *As delegated by the Diocesan Council, the mandate of the Parish Ministry Development Committee is to:*

i) *assist the Diocesan Council in its oversight of programs and services that enhance the ability of parishes, clergy and lay leaders to meet the needs of their congregations, and to grow in faith, through personal and professional development for both paid staff and volunteers, parish planning and stewardship development.*

#### **2. ACCOUNTABILITIES, AUTHORITY AND RESPONSIBILITIES**

a) *The Parish Ministry Development Committee is accountable to the Diocesan Council.*

b) *The Parish Ministry Development Committee has authority as delegated by the Diocesan Council on matters related to programs, services and budgets within its mandate.*

c) *The responsibilities of the Parish Ministry Development Committee may be found in the Regulations of the Diocese.*

#### **3. MEMBERSHIP AND COMPOSITION**

*The Parish Ministry Development Committee shall be comprised as follows:*

a) *a maximum of ten members of whom at least two and not more than three must also be members of the Diocesan Council;*

b) *the committee shall include both clergy and lay members;*

c) *a minimum of one member shall be drawn from the rural regions of the Diocese;*

d) *at least one member shall be experienced in each of the following areas:*

i) *stewardship;*

- ii) *policy or program development, and*
- iii) *education or training.*

#### 4. **MEETINGS**

- a) *The Parish Ministry Development Committee shall meet formally four to six times each year.*
- b) *The Chairperson may request additional meetings if considered necessary.*

### B.3.14 **FINANCIAL AFFAIRS COMMITTEE**

#### 1. **MANDATE**

a) *As delegated by the Diocesan Council, the mandate of the Financial Affairs Committee is to:*

- i) *assist the Diocesan Council in fulfilling its oversight responsibilities for the financial and administrative matters of the Diocese, including but not limited to matters related to property, investments, insurance and Parish Fair Share, and*
- ii) *ensure effective management of finances.*

#### 2. **ACCOUNTABILITIES, AUTHORITY AND RESPONSIBILITIES**

- a) *The Financial Affairs Committee is accountable to the Diocesan Council.*
- b) *The Financial Affairs Committee has authority as delegated by the Diocesan Council on matters related to the finances of the Diocese.*
- c) *The responsibilities of the Financial Affairs Committee may be found in the Regulations of the Diocese.*

#### 3. **MEMBERSHIP AND COMPOSITION**

*The Financial Affairs Committee shall be comprised as follows:*

- a) *a maximum of ten members of whom at least two and not more than one-third must also be members of the Diocesan Council;*
- b) *the committee shall include both clergy and lay members, and members from rural and small parishes;*
- c) *a minimum of two members shall be drawn from the rural regions of the Diocese*

*or small parishes;*

*d) at least one member shall be experienced in each of the following areas:*

- i) finance;*
- ii) legal (real estate);*
- iii) insurance;*
- iv) construction or project management, and*
- v) investments.*

*e) The Director of Administration may normally attend all committee meetings.*

*f) The Chairperson of the Risk and Audit Committee is ex officio a member of the Financial Affairs Committee.*

#### **4. MEETINGS**

*a) The Financial Affairs Committee shall meet formally eight times each year.*

*b) The Chairperson may request additional meetings if considered necessary.*

*c) All committee meeting documents shall normally be provided to members for review at least one week in advance of the meeting date.*

*d) All items for the agenda are to be with the supporting staff member at least seven days prior to the date of the meeting.*

### **B.3.15 RISK AND AUDIT COMMITTEE**

#### **1. MANDATE**

*a) As delegated by the Diocesan Council, the mandate of the Risk and Audit Committee is to:*

*i) assist the Diocesan Council in fulfilling its oversight responsibilities for the financial reporting process, the system of internal controls, internal audit, processes for monitoring compliance with laws and regulations;*

*ii) ensure the Diocese has appropriate information for the management of risks and sound decision making;*

*iii) provide oversight with respect to financial and business risk assessments, and accounting and financial reporting policies and practices of the Diocese;*

iv) *provide oversight to the assessment and management of all areas of potential risk, including non-financial dimensions of risk such as strategic risk, operational risk, reporting and disclosure risk and reputational risk.*

## 2. *ACCOUNTABILITIES, AUTHORITY AND RESPONSIBILITIES*

- a) *The Risk and Audit Committee is accountable to the Diocesan Council.*
- b) *The Risk and Audit Committee has authority as delegated by the Diocesan Council on matters of risk and internal control, and may administer a delegated budget.*
- c) *The responsibilities of the Risk and Audit Committee may be found in the Regulations of the Diocese.*

## 3. *MEMBERSHIP AND COMPOSITION*

*The Risk and Audit Committee shall be comprised as follows:*

- a) *The Risk and Audit Committee shall be composed of a maximum of eight members of whom two to three [CHECK wording against other committees - ? “at least two and not more than one-third ...” - but 3 is already more than one-third so maintain consistency - check Governance membership];*
- b) *the committee shall include both clergy and lay members;*
- c) *a minimum of one member shall be drawn from the rural regions of the Diocese;*
- d) *at least one member shall be experienced in each of the following areas:*
  - i) *accounting, and*
  - ii) *all aspects of risk management.*

## 4. *MEETINGS*

- a) *The Risk and Audit Committee shall meet formally at least twice in each year.*
- b) *The Chairperson may request additional meetings if considered necessary.*

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R.3.20 DUTIES OF THE SECRETARIES OF SYNOD

In addition to other duties that may be assigned to the Clerical Secretary and Lay Secretary by or pursuant to the Canons or these Bylaws, it shall be the duty of the Secretaries of Synod, under the direction of the *Executive Archdeacon*:

1. to keep regular Minutes of the proceedings of the Session of the Synod; to preserve all papers, memorials, and documents pertaining to the Session; to conduct the correspondence and attest the public acts of the Session; to furnish daily during the Session, as may be necessary, a summary of the unfinished business and to deliver all records and documents relating to the Session to the Director of Administration; and
2. to be responsible for the printing of all notices, reports, minutes of proceedings, and other matters relating to a Session of the Synod, arrangements for such printing to be made by the Director of Administration.

R.3.21 COMMITTEES OF THE DIOCESE

1. Persons appointed by the *Diocesan Council* to any Committee shall hold office only until the end of the first meeting of the *Diocesan Council* following the next ensuing Session of Synod, or until their successors are appointed.
2. At the first meeting of each Committee following the first meeting of the *Diocesan Council* after an Annual Session of Synod, that Committee shall appoint a Secretary, who shall hold office until a successor is elected.
3. The Chairperson, or in his or her absence, the Vice Chairperson, shall preside at all meetings of each Committee, and it shall be the duty of the Secretary, at the direction of the Chairperson, to issue Notice of Meetings and keep minutes thereof. Each Committee may make such other rules respecting the conduct of meetings as it may deem expedient.
4. The Chairperson of each Committee or someone designated by him or her shall report to each regular meeting of the *Diocesan Council*, on matters coming before it.

R.3.22 COMMITTEE NOMINATIONS PROCESS

1. *Nominations shall be based on specific skill requirements for each Committee as are outlined in their respective Terms of Reference. A chart outlining the mandatory and desirable skills and characteristics for consideration and basic criteria exists for each of the Committees to inform the Committee nominations process. See Appendix A to these Regulations for an illustrative sample of the chart.*

2. *Allocation of Diocesan Council members to Committees is to be completed when new members join the Diocesan Council, as follows.*

a) *the Governance and Communications Committee shall ask new Diocesan Council members to indicate those Committees on which they have an interest in serving;*

b) *the Governance and Communications Committee shall then review this information, with reference to the chart for each Committee, to develop a proposed allocation of Diocesan Council members to Committees based on:*

- i) *council member interest;*
- ii) *Committee requirements, and*
- iii) *specific skill requirements.*

c) *The Governance and Communications Committee shall then present this proposed allocation to the Diocesan Council for modification and approval.*

d) *The Diocesan Council shall then make adjustments as necessary and approve the allocation of members to Committees.*

3. *Nominations for the remaining Committee membership are completed as vacancies arise, as follows:*

a) *each committee, in conjunction with the Governance and Communications Committee, shall review skill and characteristic requirements, using the chart, and identify the type of Committee member(s) required;*

b) *each Committee, with assistance from the Governance and Communications Committee, shall then identify and solicit nominations for additional Committee members from outside of the Diocesan Council;*

c) *each Committee shall then review all nominees and, based on the Committee chart, develop a proposed slate of candidates;*

d) *the Governance and Communications Committee shall review and provide feedback on the proposed candidates;*

e) *each Committee shall make revisions based on the feedback;*

f) *each Committee shall present the proposed slate of Committee candidates to the Diocesan Council for endorsement.*

4. *Committee Appointments*

a) *The Diocesan Council shall normally appoint the Committee chairperson from the Diocesan Council members appointed to the Committee.*

b) *The Vice Chairperson shall be selected by the Committee chairperson from the Committee membership and need not be a member of the Diocesan Council.*

### *R. 3.23 COMMON COMMITTEE TERMS OF REFERENCE*

#### *1. Responsibilities of Committee Members:*

a) *all members of Committees have the basic fiduciary duty to discharge individual duties in good faith;*

b) *Committee members are responsible to act on behalf of the Diocese as a whole when making a decision;*

c) *members are required to address and report potential conflict of interest situations in accordance with Diocesan policy;*

d) *members are expected to prepare for and attend Committee meetings. Absence from more than three consecutive meetings of any Committee shall result in that member, other than an ex officio member, being deemed to have tendered his or her resignation to be effective upon acceptance thereof by that Committee;*

e) *all members of Committees shall act as partners with the Committee chairperson and work with other Committee members so that the Committee functions as a deliberative and participative body;*

f) *the committee chairperson is expected to facilitate effective and collaborative debate of the issues and suggestions brought forward to the Committee, and*

g) *whatever views and opinions are shared in Committee, members are expected to impartially represent the actions or decisions of the Committee to others outside of the Committee.*

#### *2. Appointments, Nominations and Elections.*

*Nominations and appointments to committees shall be according to the Committee Nominations Process.*

#### *3. Terms.*

*Members shall serve for a fixed term not to exceed three years, with a limit of two consecutive terms total (except where a specific role dictates the ongoing membership of a person on a Committee).*

4. *Leadership.*

*The chairperson shall normally be a member of the Diocesan Council selected by the Diocesan Council. The Vice Chairperson shall be selected by the chairperson from the Committee membership and need not be a member of the Diocesan Council.*

5. *Committee Operations:*

a) *Attendance: meetings shall require a quorum of 60% of the voting committee members to be present. Committee members are expected to actively participate in meetings including attending meetings, reviewing meeting documentation, evaluating reports, and reading minutes.*

b) *Administration: the agenda shall be set by the chairperson.*

c) *Documents: all Committee meeting documents shall normally be provided to members for review at least one week in advance of the meeting date. All items for the agenda are to be with the supporting staff member at least fourteen days prior to the date of the meeting.*

d) *Decision Making Authority: the Committee exercises the authorities granted to it in the Canons, Bylaws and Regulations, and authorities that may be granted to it at the discretion of the Diocesan Council and the Bishop. Committees may not further sub delegate authorities without the permission of the Diocesan Council.*

e) *Reporting: committees report to the Diocesan Council through the chairperson.*

f) *Subcommittees: a general guideline of between three to six members for each subcommittee with the addition of ex officio members as required. Membership to be established by the Committee based on interest and specialized skill requirements. Membership to consist of a mix of Committee and non-Committee members, with at least 50% of subcommittee members being Committee members.*

g) *Staff Attendance: staff shall be assigned to Committees to attend and provide support as required.*

h) *Additional Attendance: The Bishop is ex officio a member of all Committees and may attend as a member or otherwise. At the invitation of the Bishop, any Coadjutor, Suffragan or Assistant Bishop of Ottawa may likewise attend any Committee meetings.*

i) *Policies and Practices: as appropriate, Committees may establish internal rules and procedures, policies and practices for its operations.*

j) *Canons, Bylaws and Regulations: all Committees shall review the Canons, Bylaws and Regulations of the Diocese that pertain to matters of their respective Committee at least annually and recommend any changes to the Diocesan Council;*

6. *DECISION RIGHTS AND DELEGATION OF AUTHORITY.*

*The Diocesan Council may approve processes to guide the delegation of decision making authority, as well as considerations around decision principles and implementation. Any such frameworks may be found in Diocesan policy guidelines.*

*RESPONSIBILITIES OF COMMITTEES*

*R. 3.24 GOVERNANCE AND COMMUNICATIONS COMMITTEE*

*The Governance and Communications Committee is responsible for:*

*Governance:*

- 1. developing and maintaining policies and processes for effective governance consistent with the principles established;*
- 2. reviewing and recommending changes to Council processes and procedures to optimize Council effectiveness;*
- 3. maintaining current and applicable Terms of Reference for the Council, Committees, subcommittees and task forces;*
- 4. reviewing special governance arrangements for major projects and initiatives;*
- 5. maintaining and overseeing the execution of an orientation program for new Council and Committee members;*
- 6. managing periodic assessment of Council and Committee structure and performance, and overall governance effectiveness; and*
- 7. establishing and overseeing subcommittees as considered necessary by the Committee.*

*Communications:*

- 8. providing guidance and direction to the development of a communications strategy in support of both the Diocese and parishes;*
- 9. endorsing the communications priorities and final strategic communications plan;*

10. *ensuring the allocation of resources for communications activities is in line with the strategy, and*

11. *monitoring and assessing progress against the strategic communication plan and objectives.*

*Nominations:*

12. *managing and maintaining the nomination process for Diocesan Council and Committees;*

13. *managing a governance recruitment strategy and tools for the recruitment and nomination of Council and Committee members to strategically attract new members;*

14. *identifying and soliciting candidates for nomination, and making nominations for Diocesan Council members;*

15. *maintaining the Council and Committee composition chart, reviewing the composition of the Council and Committees and ensuring there are sufficient nominees to meet required and desired profile, and*

16. *monitoring the term of office of all Council members and proactively confirming members who will be renewing their terms.*

### *R.3.25 COMMUNITY MINISTRY DEVELOPMENT COMMITTEE*

*The Community Ministry Development Committee is responsible for:*

1. *ensuring programs and services are consistent with the mission and strategy of the Diocese and recommending changes, from time to time as needed, to individual programs and services (such as vision, goals, strategies);*

2. *overseeing programs and services within its mandate, which include:*

a) *Cornerstone/Le Pilier;*

b) *The Well/La Source;*

c) *Anglican Social Services Centre 454*

i) *There shall exist under the authority of the Synod and of the Diocesan Council, an organization of the Diocese to be known as the Anglican Social Service Centre, (hereafter "Centre 454"). Centre 454 shall be an instrument of the Diocese for providing and*

maintaining a place where those in need can receive guidance and support counselling and, as required, food and clothing.

ii) A Director shall be appointed by the Bishop to coordinate and supervise the ministry and financial affairs of Centre 454, and whose further duties and responsibilities shall be as prescribed by Regulation.

iii) A Management Board shall be appointed which shall be responsible for proposing goals and objectives for Centre 454 and for the development and overall management of the priorities in ministry arising therefrom. The Board shall also oversee the financial affairs of Centre 454 on behalf of the Diocese within terms and conditions delegated to it by the *Diocesan Council*. The Board shall have such further duties and responsibilities as may be prescribed by Regulation.

d) *Ottawa Pastoral Counselling Centre.*

i) There shall exist under the authority of the Synod and of the *Diocesan Council*, an organization of the Diocese to be known as the Ottawa Pastoral Centre (hereafter "OPC"). OPC shall be an instrument of the Diocese for providing professionally trained pastoral care services for individuals with personal, marital and family concerns.

ii) A Director shall be appointed by the Bishop to coordinate and supervise the ministry and financial affairs of OPC, and whose further duties and responsibilities shall be as prescribed by Regulation.

iii) A Management Board shall be appointed which shall be responsible for proposing goals and objectives for OPC and for the development and overall management of the priorities in ministry arising therefrom. The Board shall also oversee the financial affairs of OPC on behalf of the Diocese within terms and conditions delegated to it by the *Diocesan Council*. The Board shall have such further duties and responsibilities as may be prescribed by Regulation.

3. *developing approaches to monitor the effectiveness of programs and services within its mandate and reporting to Council on program effectiveness;*

4. *providing advice and feedback to program leaders on program development and performance;*

5. *reviewing program and service requests and proposals, and providing them to the Diocesan Council as required;*

6. *providing oversight of related legal entities within its mandate;*

7. *working with community partners in identifying solutions to community issues;*

8. *identifying and promoting awareness of issues, trends and emerging needs in the broader community in concert with Diocesan policy and other Diocesan communication initiatives;*
9. *working in concert with the Audit and Risk Committee to provide oversight of key risks;*
10. *establishing and overseeing subcommittees as considered necessary by the Committee in collaboration with the Governance and Communications Committee.*

#### **R.3.26          PARISH MINISTRY DEVELOPMENT COMMITTEE**

*The Parish Ministry Development Committee is responsible for:*

1. *ensuring programs and services are consistent with the mission and strategy of the Diocese and recommending changes, from time to time as needed, to individual programs and services (such as vision, goals, strategies);*
2. *overseeing programs and services within its mandate;*
3. *developing approaches to monitor the effectiveness of programs and services within its mandate and reporting to the Diocesan Council on program and service effectiveness;*
4. *providing advice and feedback to program leaders on program development and performance;*
5. *reviewing program and service requests and proposals, and providing them to the Diocesan Council as required;*
6. *working with Diocesan partners, particularly ecumenical partners, in identifying program needs;*
7. *working in concert with the Audit and Risk Committee to provide oversight of key program risks;*
8. *establishing and overseeing subcommittees as considered necessary by the Committee in collaboration with the Governance and Communications Committee.*

#### **R.3.27          FINANCIAL AFFAIRS COMMITTEE**

*The Financial Affairs Committee is responsible for:*

1. *providing oversight and stewardship of the financial affairs of the Diocese;*
2. *advising and making recommendations to the Diocesan Council regarding its financial*

*affairs and property matters;*

- 3. conducting financial planning, including the preparation of annual budgets or other periodic estimates of the financial requirements of the Diocese;*
- 4. conducting regular reviews of the financial standing of the Diocese in relation to the current budget;*
- 5. reviewing the audited financial statements, and Auditor's Report in consultation with the Risk and Audit Committee;*
- 6. establishing, reviewing and recommending changes to financial policy (e.g. investments, property, insurance, Parish Fair Share) and financial delegations;*
- 7. considering and passing upon applications for special appeals to the Diocese for money;*
- 8. considering and approving, or recommending to Diocesan Council, all matters related to Diocesan property and capital expenditures or purchases (e.g. building contracts, capital expenditures, building or structural alterations, property purchase, sale, lease, or mortgage, et cetera);*
- 9. providing oversight of investments including the administration of the Consolidated Trust Fund (CTF) with such responsibilities and duties as may be prescribed by law;*
- 10. providing oversight of benefits policies and administration (e.g. Retirement Allowance Fund; housing allowance), and*
- 11. establishing and overseeing subcommittees as considered necessary by the Committee in collaboration with the Governance and Communications Committee.*

### *R.3.28 RISK AND AUDIT COMMITTEE*

*The Risk and Audit Committee is responsible for:*

- 1. providing oversight of the actions of the Director of Administration in the establishment and maintenance of appropriate systems for accounting and internal controls, and of the external auditors in the planning and carrying out of a proper audit;*
- 2. monitoring the quality and integrity of the accounting and financial reporting process, and the systems of internal control through discussions with the Director of Administration and with the external auditors;*
- 3. oversight of the quality and objectivity of the financial statements and the independent audit thereof;*

4. *reviewing the results of the external audit, any significant problems encountered in performing the audit, and management's response and/or action plan related to any Management Letter issued by the external auditors and any significant recommendations contained therein;*
5. *providing oversight to the planning and execution of internal audits, and considering any areas of financial risk identified through the internal audits;*
6. *considering any areas of financial risk as a result of a review of the internal controls or as a result of an analysis of areas of potential financial risk of which the Diocese may be exposed;*
7. *ensuring the effectiveness of systems for assessing and managing risk including financial risk, strategic risk, operational risk, reporting and disclosure risk and reputational risk;*
8. *providing oversight and direction to program evaluation activities, including establishing an evaluation framework and plan, and monitoring the execution of the framework plan;*
9. *acting as a liaison between the independent auditors and the Diocesan Council, and*
10. *establishing and overseeing subcommittees as considered necessary by the Committee in collaboration with the Governance and Communications Committee.*