

Approved 9.25.13

**Minutes of the Executive Committee of the
Presbyterian Mission Agency Board
Of the Presbyterian Church (U.S.A.)
Marriott Louisville East
April 10, 2013
Louisville, Kentucky**

CALL TO ORDER

The 217th stated meeting of the Executive Committee of the Presbyterian Mission Agency Board (“the Board”) was called to order by chair, Mr. Matthew Schramm. Mr. Schramm led the Executive Committee members in prayer and recitation of the Executive Committee Covenant.

ATTENDANCE

Those present for all or a portion of the meeting were:

Members

Steve Aeschbacher – Member-at-large
Arthur Canada – Vice-chair
Bill Capel – Acting chair, Finance Committee
Mihee Kim-Kort – Chair, Worshiping Communities Committee
Cathy Piekarski – Member-at-large
Heath Rada – Member-at-large
Noelle Royer – Chair, Justice Committee
Matthew Schramm – Chair
Joyce Smith – Chair, Leadership Committee
Linda Valentine – Member ex-officio

Leadership Cabinet

Terri Bate – Senior Director, Communications and Funds Development
Roger Dermody – Deputy Executive Director for Mission
Dottie Smith – Interim Deputy Executive Director for Shared Services

Recorder

Susan Abraham –Staff, Office of the Executive Director

Others

Marie Bowen – Presbyterians Pro-Life
Martha Clark –Staff, Office of Legal Services
Barry Creech –Staff, Office of the Executive Director
Dana Dages – Staff, Office of the Executive Director
Bethany Daily – Staff, Presbyterian News Service
April Davenport –Staff, Office of Legal Services
Angela Duffy – Presbyterian Foundation
Courtney Hoekstra – Staff, Office of the Executive Director
Jill Hudson – Staff, Mid-Council Relations
Paula R. Kincaid – Presbyterian Layman
Mike Kirk – Staff, Office of Legal Services
Carmen Fowler LaBerge – Presbyterian Layman
Kathie Lyvers – Staff, Office of Legal Services
Greg Rousseau – Presbyterian Foundation
Lisa Robbins – Staff, Human Resources

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Sam Locke –Staff, Communications and Funds Development
Leslie Scanlon – Presbyterian Outlook
Tom Taylor – Presbyterian Foundation
Kathy Trott – Presbyterian Mission Agency Board Member-at-large
Raafat Zaki – Advisory Committee on Social Witness Policy (ACSWP)

ACTION 1-EC-41013
Adoption of Agenda

Mr. Schramm reviewed and the Executive Committee **VOTED to adopt** the proposed agenda for this meeting (**Appendix 1**).

ACTION 2-EC-41013
Approval of Executive Committee Minutes

The Executive Committee **VOTED to approve** the minutes of the following Executive Committee meetings as presented (**Appendix 2**):

- September 12, 2012
- November 2, 2012
- January 16, 2013
- March 20, 2013

ACTION 3-EC-41013
Chair Appointment

The Executive Committee **VOTED to ratify** the following appointments (**Appendix 3**):

- A. Personnel Subcommittee:**
- Nancy Ramsay
- B. Special Offerings Advisory Task Force:**
- Marci Glass, Teaching Elder, Boise, ID
 - Curtis Kearns, Teaching Elder, Louisville, KY (African-American)
 - Joanna Kim, Ruling Elder, Irving, TX (Asian-American)
 - Michael Kruse, Ruling Elder, Kansas City, MO

Sarah Butter will serve as chair of the Task Force.

CHAIR REPORT

Mr. Schramm reported on the exploratory trip to Israel/Palestine with members of the Presbyterian Mission Agency and the Presbyterian Foundation in response to the General Assembly directive calling “on denominational agencies and entities, presbyteries, congregations, and individual members to invest positively, after due vetting, in sustainable economic development projects for the West Bank and Gaza (that do not support the occupation) sponsored by Palestinians or jointly by Palestinians and Israelis in equitable partnership.” (**Appendix 4**).

COGA REPORT

Mr. Art Canada, corresponding member to the Committee on the Office of the General Assembly (COGA), presented highlights of the March 18-20, 2013 COGA meeting (**Appendix 5**).

ACTION 4-EC-41013
GOVERNANCE TASK FORCE REPORT
Board Member Job Description

Mr. Steve Aeschbacher presented the report of the Governance Task Force and the Executive Committee **VOTED to approve** the following recommendations of the Task Force with amendments (amendments are italicized). (**Appendix 6**):

1. Board Member Job Description
That the Presbyterian Mission Agency Board:

- 1. Adopt the following elected member job description for the Presbyterian Mission Agency Board and include it in the Manual of Operations, Appendix 1: Presbyterian Mission Agency Board Organization, Section II as a new letter “F” and re-number the following paragraphs:**
 - F. Elected Member Job Description**
 - a. Expectation:**
 - 1) Every elected Presbyterian Mission Agency Board member will be a member of one of the four standing mission committees (except the Board Chair and Vice-chair).**
 - 2) Additionally, Board members will serve the Presbyterian Mission Agency Board and the church in a variety of ways, whether it be through internal committees and task forces, national committees and task forces, or appointed liaison relationships.**
 - b. Attendance:**
 - 1) Attendance at regular meetings of the Presbyterian Mission Agency Board must be given a high priority, as the Board only has five regular meetings in each two year cycle.**
 - 2) One absence from a regular meeting of the Presbyterian Mission Agency Board, or its related committees, without prior notification to the Office of the Executive Director shall be a basis for a review of the member’s standing with the Board.**
 - 3) Upon two consecutive absences, or three absences in a three year period, for any reason, the Board chair to recommend to the Stated Clerk that the position be declared vacant.**
 - c. Member Responsibilities: In addition to adherence to the Board covenant, to be faithful and accountable in the following ways:**
 - 1) Active involvement in a Presbyterian Church (U.S.A.) congregation and commitment to a personal discipline of spiritual growth**
 - 2) Knowledge of and commitment to the mission, goals, and policies of *the Presbyterian Church (U.S.A.)*, the 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 to fulfill the member’s duties of loyalty and care.**
 - 5) Attendance and participation in all events on the agenda of board meetings.**
 - 6) Faithful discipleship regarding stewardship, confidentiality, and leadership roles, acting in the best**

interests of the Presbyterian Mission Agency.

- 7) Positive and active interpretation of the work of the Presbyterian Mission Agency to congregations and councils of the church through presentations and other communications.
- 8) Provide and promote financial support through gifts to some or all of the following: congregation or presbytery, and the Presbyterian Mission Agency (including any of its ministries).
- 9) Provide constructive feedback in response to surveys and evaluations relating to the Presbyterian Mission Agency Board.

2. Delete section G (formerly section F) on absences.

ACTION 5-EC-41013

*Board Nominating &
Governance Committee
Charter*

2. Board Nominating and Governance Sub-Committee

That the Presbyterian Mission Agency Board:

- a. Eliminate the Board's Nominating Committee and replace it with a Board Nominating and Governance Sub-committee.
- b. Adopt the following charter for the Board Nominating and Governance Sub-committee combining new language with the underlined nominating functions formerly listed as responsibilities of the Board Nominating Committee.

Board Nominating and Governance Subcommittee

a) Function

The Board Nominating and Governance committee is a sub-committee of, and therefore reports to, the Presbyterian Mission Agency Board Executive Committee. The sub-committee is responsible for ongoing review and recommendations to enhance the quality of the Presbyterian Mission Agency Board.

b) Membership

The committee will have staggered terms of two years and 5-7 members. Members may serve a second term. Up to two members at any time may finish out the last year of their term on the committee after their service on the Board ends.

c) Nominating Responsibilities:

(Note: When no current member of the Presbyterian Mission Agency Board has the gifts or abilities required to serve on particular boards or entities that require Board representation, the Board Nominating Committee may select nominees from past Board members. Ordinarily the term is for four years, non-renewable.)

- (1) Nominate two voting Board members, for election**

- by the Presbyterian Mission Agency Board, to one-year at-large terms on the Executive Committee. Those so elected shall begin their service at the end of the General Assembly, or in non-Assembly years, with the Executive Committee Retreat. Ordinarily, these at-large members shall serve no more than three years as at-large members. An annual election provides for continuity, balance, and fair representation.
- (2) Nominate three voting Board members, for election by the General Assembly, to four-year non-renewable terms on the Advisory Committee on Social Witness Policy. Those so elected shall assume their responsibilities at the end of the General Assembly.
 - (3) Nominate one Board voting member for election by the Presbyterian Mission Agency Board to a four-year non-renewable term on the Advocacy Committee for Racial Ethnic Concerns.
 - (4) Nominate one Board voting member for election by the Presbyterian Mission Agency Board to a four-year, non-renewable term on the Advocacy Committee for Women's Concerns.
 - (5) Nominate one Board voting member from the Stewardship Mission Committee for election by the Presbyterian Mission Agency Board, to a four-year non-renewable term on the Presbyterian Church (U.S.A.) Foundation.
 - (6) Nominate one Board voting member from the Stewardship Mission Committee, and one Board voting member from the Evangelism Mission Committee, for election by the Presbyterian Mission Agency Board, to a four-year non-renewable term on the Presbyterian Church (U.S.A.) Investment and Loan Program, Inc.'s Board of Directors, subject to confirmation by the General Assembly.
 - (7) Nominate one Board voting member from the Stewardship Mission Committee, for election by the Presbyterian Mission Agency Board, to a four-year non-renewable term on the Presbyterian Church (U.S.A.) Board of Pensions.
 - (8) Nominate one Board voting member, for election by the Presbyterian Mission Agency Board, to any selection committee for the Presbyterian Church (U.S.A.) Board of Pensions President. (Organization for Mission, Appendix D, Section 7).
 - (9) Nominate one Board voting member, for election by the Presbyterian Mission Agency Board, to a four-year non-renewable term on the Presbyterian

Council for Chaplains and Military Personnel.

- (10) Nominate two Board voting members, with election by the Presbyterian Mission Agency Board, to four-year non-renewable terms on the Committee on Theological Education.
 - (11) Nominate one Board voting member for appointment by the Presbyterian Mission Agency Board to a four-year non-renewable term on the General Assembly Committee on Ecumenical and Interfaith Relations.
 - (12) Nominate two members, at least one of whom shall be a current Board voting member, to three-year term with eligibility to one additional term, to the Mountain Retreat Association, Inc.'s Board of Directors for approval by the General Assembly.
 - (13) Nominate one Board voting member to the Stony Point Conference Center Board of Directors, and one Board voting member to Ghost Ranch Conference Center Board of Directors to a four-year non-renewable term, for election by the Presbyterian Mission Agency Board.
 - (14) Nominate for Presbyterian Mission Agency Board election, one Board voting member to the Presbyterian Women in the Presbyterian Church (U.S.A.), Inc. Board of Directors for a three-year non-renewable term
 - (15) Prepare and distribute biographical information for any nominee who is not a current member of the Board.
 - (16) Nominate for other positions as requested by the Presbyterian Mission Agency Board.
 - (17) Work in consultation with the Committee on Representation to provide for inclusiveness to ensure fair and effective representation in the decision making of the church. (Book of Order, G-3.0103.)
 - (18) Coordinate the nomination and election process for chair and vice-chair.
 - (19) Nominate Board voting members, for election by the Presbyterian Mission Agency Board, to two-year terms on the Mission Committees, with eligibility for two additional terms. Those so elected shall assume their responsibilities at the beginning of the fall meeting.
- a. Process:
The Presbyterian Mission Agency Board Nominating Committee shall consult with members, prior to nomination, in the following

ways:

- (1) All new members of the Presbyterian Mission Agency Board shall be requested to list in writing all appropriate committees in order of preference for service. The Presbyterian Mission Agency Board Nominating Committee shall consider the preference ranking and committee needs in preparing nominations, with the understanding that a person must serve one year on the Presbyterian Mission Agency Board before being elected to serve on the Presbyterian Mission Agency Board Executive Committee or the Presbyterian Mission Agency Board Nominating Committee. Nominations shall be made without further consultation.
- (2) All members, after completing two-year terms as committee members, shall list in writing all appropriate committee choices in order of preference for service. In preparing nominations, the Presbyterian Mission Agency Board Nominating Committee shall consider the preference ranking and the committee needs when the continuing member is assigned to a new committee.
- (3) Election by the Presbyterian Mission Agency Board shall take place at the first Board meeting following General Assembly.

d) Governance Responsibilities:

1. Defining board roles and responsibilities
 - a. Regularly review and recommend updates to the board's description of its roles and areas of responsibility and what is expected of individual board members.
 - b. Recommend periodic updates to the primary areas of focus for the board, and help shape the board's agenda for the next two years, based on the strategic plan.
2. Supporting efforts to ensure diverse and effective board composition
 - a. Lead in assessing current and anticipated needs related to board composition, determining the

knowledge, attributes, skills, abilities, influence, and access to resources the board will need to consider to accomplish future work of the board.

- b. Develop a profile of the board as it should evolve over time.
- c. Identify potential board member candidates to the GA Nominating Committee based upon board needs.
- d. Nominate individuals to be elected by the board to serve in liaison roles to related entities.

3. Encouraging board development

- a. Provide candidates with information needed to understand the role of board members prior to election or appointment to the board.
- b. Design and oversee a process of board orientation, sharing information needed during the early stages of board service.
- c. Design and implement an ongoing program of board information, education, and team building.

4. Assessing board effectiveness

- a. Initiate periodic assessment of the board's performance, and propose, as appropriate, changes in board structure and operations.
- b. Provide ongoing counsel to the board chair and other board leaders on steps they might take to enhance board effectiveness.
- c. Regularly review the board's practices regarding member participation, conflict of interest, confidentiality, and so on, and suggest needed improvements.
- d. Periodically review and update the board policy and practices.

5. Developing board leadership

- a. Take the lead in succession planning, taking steps to recruit and prepare for future board leadership.
- b. Nominate board members for election to board committees and as board officers.

ACTION 6-EC-41013

Manual of Operations

- c. Delete references to the Board Nominating Committee in the Manual of Operations and add this charter to Appendix 1 "Presbyterian Mission Agency Board Organization," Section IV, 2.e. "Subcommittees of the Executive Committee" as a new (3).

ACTION 7-EC-41013

Dismissal of the Nominating

- d. Dismiss, with gratitude, the current members of the Presbyterian Mission Agency Board Nominating Committee.

Committee

ACTION 8-EC-41013

Committee Charters

3. Committee Charters

That the Presbyterian Mission Agency Board:

Adopt the committee charters listed below and include them in the Manual of Operations, replacing Appendix 1 “Presbyterian Mission Agency Board Organization” Section IV. B. “Presbyterian Mission Agency Board Mission Committees.”

B. Presbyterian Mission Agency Board Mission Committees

1. Context:

The Presbyterian Mission Agency Board oversees the work of the Presbyterian Mission Agency as it inspires, equips and connects the PC(USA) in its many expressions to serve Christ in the world through new and existing communities of faith, hope, love and witness.

2. Committees:

The Board’s mission is advanced through four primary committees:

- **Leadership**
- **Worshiping Communities**
- **Justice**
- **Finance**

a. Leadership Committee

The Leadership Committee focuses on the work of the Presbyterian Mission Agency that inspires, equips and connects individuals for leadership in Christ’s church and in the world. In this work, the Leadership Committee seeks to discern God’s direction as it guides ministries which identify, develop and resource diverse transformational leaders. Areas of ministry typically within the purview of the Leadership Committee include:

- **Chaplains**
- **Elder and leader development**
- **Financial Aid for Studies**
- **Leadership trends and response**
- **Mission Personnel**
- **Racial Ethnic and Women’s Leadership**
- **Theological Education**
- **Theology**

Relationships

The work of the Leadership Committee connects in relationship with a variety of other groups, including Board-related committees, missional relationships, committees/boards where the Board has a representative, and ecumenical advisory members.

- **Board-related committees**
 - None
- **Missional relationships:**
 - **Presbyterian Council for Chaplains and Military Personnel – PCCMP**
 - **Association of Presbyterian Church Educators - APCE**
- **Committees/Entities where the Board has a representative:**
 - **Presbyterian Women in the Presbyterian Church (U.S.A.), Inc., Board of Directors**
 - **Presbyterian Church (U.S.A.) Investment and Loan Program, Inc. Board of Directors**
- **Ecumenical Advisory Members:**
 - None

b. Worshiping Communities Committee

The Worshiping Communities Committee focuses on the work of the Presbyterian Mission Agency that inspires, equips and connects congregations and other worshiping communities as centers of discipleship. In this work, the Worshiping Communities Committee seeks to nurture spaces for the myriad expressions of Christ's church that allows for creative, dynamic and moving connections. Areas of ministry typically within the purview of the Worshiping Communities Committee include:

- **Christian education and curriculum**
- **Church growth**
- **Collegiate ministries**
- **Conference Centers**
- **Equipping the church for mission**
- **Evangelism and disciple-making ministries**
- **Racial Ethnic and cross cultural congregational support**
- **Worship**
- **Youth and Young Adults**

Relationships

The work of the Worshiping Communities Committee connects in relationship with a variety of other groups,

including Board-related committees, missional relationships, committees/boards where the Board has a representative, and ecumenical advisory members. The Presbyterian Investment and Loan Program may occasionally relate to this committee on programmatic matters.

- **Board-related committees**
 - **Mission Development Resources Committee (MDRC) reports to the Worshiping Communities Committee.**
- **Missional relationships:**
 - **Association of Presbyterian Church Educators – APCE**
- **Committees/Boards/Advisory Boards where the Board has a representative:**
 - **Mission Development Resources Committee – MDRC**
 - **Montreat Conference Center Board of Directors**
 - **Presbyterian Church (U.S.A.) Investment and Loan Program, Inc. Board of Directors**
- **Ecumenical Advisory Members:**
 - **One of the Board’s Ecumenical Advisory Members is assigned to the Worshiping Communities Committee, with voice and vote in committee.**

c. Justice Committee

The Justice Committee focuses on the work of the Presbyterian Mission Agency that inspires, equips, and connects Presbyterians and others in witness to God’s justice in the world. In this work, the Justice Committee seeks to equip the church for compassionate-prophetic ministries through advocacy and networking for mission. Areas of ministry typically within the purview of the Justice Committee include:

- **Advocacy efforts**
- **Ministries of compassion, peace and justice**
- **World Mission Networks**

Relationships

The work of the Justice Committee connects in relationship with a variety of other groups, including Board-related committees, missional relationships, committees where the Board has a representative, and ecumenical advisory members.

- **Board-related committees**
 - **Jinishian Memorial Program Governance Commission relates to the Justice Committee.**
 - **Mission Responsibility through Investment Committee reports to the Justice Committee.**
 - **Presbyterian Disaster Assistance Advisory Committee reports to the Justice Committee.**
 - **Presbyterian Hunger Program Advisory Committee**

- reports to the Justice Committee.
- **Presbyterian Self-Development of People Committee** relates to the Justice Committee.
- **Missional relationships:**
 - **Presbyterian Health Education and Welfare Association -- PHEWA**
- **Committees where the Board has a representative:**
 - **Jarvie Commonweal Service Committee**
 - **Jinishian Memorial Program Governance Commission**
 - **Mission Responsibility through Investment Committee**
 - **Presbyterian Health Education and Welfare Association Board of Directors**
 - **Creative Ministries Offering Committee of Presbyterian Women in the Presbyterian Church (U.S.A.), Inc.**
- **Ecumenical Advisory Members:**
 - **One of the Board's Ecumenical Advisory Members is assigned to the Justice Committee, with voice and vote in committee.**

d. Finance Committee

The Finance Committee focuses on the work of the Presbyterian Mission Agency that undergirds its ministries with responsible stewardship and transparent reporting. In this work, the Finance Committee is called to support the mission and ministry of the other committees through the application of broad-based services necessary to enable, equip, account and serve. Areas of ministry typically within the purview of the Finance Committee include:

- **Financial reporting and policies**
- **Information Technology**
- **Monitoring and financial projections**
- **Other financial and legal matters not specifically related to individual programs**
- **Oversee the financial reporting relationship with the Presbyterian Church (U.S.A.) Foundation, where the medium and long-term funds of the Presbyterian Mission Agency are invested.**
- **Oversight of budget development**
- **Property**

Relationships

The work of the Finance Committee connects in relationship with a variety of other groups, including Board-related

committees, missional relationships, committees where the Board has a representative, and ecumenical advisory members. This committee has primary relationship with the Presbyterian Foundation, the Board of Pensions and the Presbyterian Investment and Loan Program, Inc. Board of Directors.

- **Board-related committees**
 - None
- **Missional relationships:**
 - None
- **Committees/Boards where the Board has representatives:**
 - **Presbyterian Church (U.S.A.) Investment and Loan Program, Inc. Board of Directors**
 - **Presbyterian Mission Agency Conference Center Advisory Boards (Programmatic concerns may be referred to other committees as needed.)**
 - **Ghost Ranch Conference Center**
 - **Stony Point Conference Center**
- **Ecumenical Advisory Members:**
 - None
- **At-large committee members**
 - Two

3. Authority

Presbyterian Mission Agency Board Committees are responsible for oversight of programs within the duties of the Committee listed above. It is the responsibility of the executive management of the Presbyterian Mission Agency to administer these programs, manage the program budgets and provide any required or requested expertise to the Board and/or the Committee. The Committee is entitled to rely on the expertise of the Presbyterian Mission Agency staff and its outside consultants, as well as the work of other committees of the Board, as to matters within their authority and expertise. From time to time committees may meet together on issues of mutual concern.

All committee actions, apart from the Executive Committee and routine administrative functions, require the approval of the Presbyterian Mission Agency Board.

4. Membership and Meetings

Committee size is determined by the Board during the nomination process each year. If needed, committees may vary in size. Committees generally meet in conjunction with the meetings of the Board. During these meetings, committees will receive:

- **reports and recommendations from staff**
- **reports from liaisons to other committees.**

ACTION 9-EC-41013

*Guidelines for Liaisons to
Other Committees*

4. Liaisons and additional committee assignments

That the Presbyterian Mission Agency Board:

- A. Adopt the “Guidelines for Liaisons to other Entities” listed below and include it in the Manual of Operations, Appendix 1 “Presbyterian Mission Agency Board Organization” as a new Section XII.

XII. 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 voting members or corresponding members, depending upon the particular assignment.

Prior to committee meetings:

- Liaisons will review the agenda for the upcoming committee meetings, and seek input from the designated staff liaison regarding:
 - Background materials that may be helpful for the committee discussion
 - Presbyterian Mission Agency Board interests that might relate to the discussion.

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 designated staff liaison, outlining significant items from the meeting.

Prior to Presbyterian Mission Agency Board meetings:

- 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 as an information item for the board meeting. (Information items are due in the Executive Director's office four weeks prior to a board meeting.)

During Presbyterian Mission Agency Board meetings:

- Board committee chairs may, at their discretion, highlight an information item for further discussion in committee. 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.

ACTION 10-EC-41013

Procedures Subcommittee

- B. Eliminate the Procedures Subcommittee from the Manual of Operations, and assign staff of the Executive Director's Office the responsibility for its former duties. Recommendations for changes to the Board's procedures will be brought to the Board's Executive Committee for review, approval, and recommendation to the full Board, as appropriate.

ACTION 11-EC-41013

Number of Liaisons to Other Committees

- C. Initiate an effort, over time, to reduce the instances in which the Board sends more than one liaison to another committee. This effort would be done in consultation with the other committees.
- D. Refer the other issues relating to reducing the number of liaison assignments for Board members to the new Board Nominating and Governance Subcommittee.

ACTION 12-EC-41013

Other Committees

5. Board-related Committees

That the Presbyterian Mission Agency Board:

- a. Amend the description of the Mission Development Resources Committee (MDRC) in the Manual of Operations, Appendix 1, Section IX in the following manner (additions are shown underlined):

B. 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 Evangelism Mission Committee.

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 displayed in the Evangelism and Church Growth ministry area.

Staff Relationships and Lodgment

The Office of Mission Program Grants staff that is responsible for planning, coordinating, and supporting the work of MDRC shall be answerable to the Director of Evangelism and Church Growth Ministry Area or designee.

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 Evangelism and Church Growth in accordance with The Presbyterian Mission Agency Employee Handbook.

Relation to the General Assembly and the Presbyterian Mission Agency Board

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

Liaisons

A member from the Presbyterian Mission Agency Board Worshiping Communities Committee shall be named as liaison to the MDRC.

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:

- Allocating grants for new church development, new worshiping communities, and presbytery support for continual congregational transformation;
- 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;

- Recommending policies, procedures and guidelines that govern the grant and church loan programs;
- 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;
- Responding in partnership with mid councils to new and emerging ministries;
- Reviewing and recommending to the Presbyterian Mission Agency new congregation projects nominated to receive Sam & Helen R. Walton Awards.

b. Amend the description of the Presbyterian Committee on the Self Development of People in the Manual of Operations, Appendix 1, Section IX in the following manner (additions are shown underlined):

E. Presbyterian Committee on the Self-Development of People (SDOP)

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.

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 Justice Mission Committee.

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.

Assigned Functions (to be performed with accountability to the Justice Committee and/or the Compassion Peace and Justice Ministry area, and subject to available funds).

- 1) **SDOP shall be responsible for creating and maintaining its own Manual of Operations.**
- 2) **SDOP shall provide program, strategy and oversight for the church's mission of self-development with poor, oppressed and disadvantaged people.**
- 3) **SDOP will implement the criteria and guidelines for funding local projects.**
- 4) **SDOP will be responsible for receiving, reviewing and approving/rejecting local project proposals.**
- 5) **SDOP will be responsible for training and certifying local SDOP committees.**
- 6) **SDOP will work in collaboration with PDA and PHP to carry out joint projects consistent with the mandate of each committee.**
- 7) **Work cooperatively with ecumenical partners in carrying out SDOP's mandate.**
- 8) **Educate the church on the condition and status of poor and oppressed communities and train the church in theological issues related to poverty.**
- 9) **Promote and Interpret the OGHS offering within the church at both the congregational and mid-council levels.**

- c. Refer the matter of producing similar expanded description statements for the other four Board-related Committees (Presbyterian Disaster Assistance Advisory Committee, Presbyterian Hunger Program Advisory Committee, Mission Responsibility through Investment Committee, and the Jinishian Memorial Program Governance Commission) to the newly formed Board Nominating and Governance Subcommittee.

ACTION 13-EC-41013
Dismiss the Governance

That the Presbyterian Mission Agency Board dismiss the Governance Task Force with thanks.

Task Force

ACTION 14-EC-41013
PERSONNEL SUBCOMMITTEE
REPORT

*Changes in Staff Structure -
Communication and Funds
Development*

Mr. Canada, chair of the Personnel Subcommittee, presented the report of the subcommittee and the Executive Committee **VOTED to approve** the following recommendations (**Appendix 7**):

I. Communication and Funds Development
Recommendation:

- A. The Personnel subcommittee recommends that the Executive Committee propose changes, for approval by the Presbyterian Mission Agency Board, to the high level structure of the Presbyterian Mission Agency staff organization:**
- 1. Eliminate the “Communications and Funds Development ministry area” and replace it with a Communications organization and a Funds Development organization**
 - 2. Direct that revisions to the Organization for Mission and the Presbyterian Mission Agency’s Manual of Operations, consistent with this change, be prepared for approval by the 221st General Assembly (2014).**
- B. The Personnel subcommittee recommends that the Executive Committee propose, for Presbyterian Mission Agency Board approval, a restructure of the staff organization listed in Appendix 2 of the Presbyterian Mission Agency’s Manual of Operations, as follows:**
- 1. Change number of Deputy Executive Directors from three to two, and add a reference to a Senior Director for Communications Ministry and a Senior Director for Funds Development Ministry.**
 - 2. Eliminate the section outlining the eight work areas of the Deputy Executive Director for Communications and Funds Development,**
 - 3. Add sections describing the areas of responsibility for the Senior Director for Communications Ministry and the Senior Director for Funds Development Ministry:**
 - i. Communications Ministry**
 - 1. Mission Communications**
 - 2. Communication Services**
 - ii. Funds Development Ministry**
 - 1. Major Gifts**
 - 2. Church Support**
 - 3. Special Offerings and Appeals**
 - 4. Relationship & Development Operations**

The revised section would then read:

B. Deputy Executive Directors and Senior Directors

The General Assembly Ministries are led by ~~three~~ two Deputy Executive Directors, and two Senior Directors, reporting to the Executive Director.

1. Deputy Executive Director for Mission

- i. Evangelism and Church Growth*
- ii. Compassion, Peace and Justice*
- iii. Racial Ethnic and Women's Ministries/Presbyterian Women*
- iv. Theology, Worship and Education*
- v. Vocation*
- vi. World Mission*
- vii. Research Services*

~~2. Deputy Executive Director for Communications & Funds Development~~

- ~~i. Creative Services~~*
- ~~ii. Relationship and Development Operations~~*
- ~~iii. Executive Office on Policy Communications~~*
- ~~iv. Funds Development~~*
- ~~v. Mission Communications~~*
- ~~vi. Mission Resources~~*
- ~~vii. Presbyterian News Service~~*
- ~~viii. Stewardship~~*

23. Deputy Executive Director for Shared Services

- i. Finance and Accounting*
- ii. Information Technology*
- iii. Presbyterian Center Services*
- iv. Presbyterian Distribution Services*

3. Senior Director for Communications Ministry

- i. Communications Services*
- ii. Mission Communications*

4. Senior Director for Funds Development Ministry

- i. Major Gifts*
- ii. Church Support*
- iii. Special Offerings & Appeals*
- iv. Relationship & Development Operations*

ACTION 15-EC-41013
*Office of the Executive
Director*

II. Office of the Executive Director

Recommendation:

- A. The Personnel subcommittee recommends that the Executive Committee propose, for approval by the Presbyterian Mission Agency Board, a restructure of the staff organization listed in Appendix 2, of the Presbyterian Mission Agency's Manual of**

Operations as follows:

Regarding Section A. Office of the Executive Director:

1. In #1, Replace “Executive Administrator’s Office” with “Advocacy Committee Support”
2. In #1, Delete “and Human Resources” so that the list includes only “Advocacy Committee for Racial Ethnic Concerns and Advocacy Committee for Women’s Concerns.”
3. Add a new #4: “Human Resources”
4. Add a new #5: Policy, Administration and Board Support.”

The resulting paragraph would then read:

A. Office of the Executive Director

The primary purpose of the office is to provide overall leadership and support for the mission of the Presbyterian Church (U.S.A.) working with and through the Presbyterian Mission Agency Board and the General Assembly Ministries. The office is divided into mission administration areas, one of which is shared with the Office of the General Assembly:

1. Advocacy Committee Support ~~Executive Administrator’s Office~~ which includes, Advocacy Committee for Racial Ethnic Concerns, and Advocacy Committee for Women’s Concerns, ~~and Human Resources.~~
2. Internal Audit
3. Legal & Risk Management
4. Human Resources
5. Policy, Administration and Board Support

Shared with the Office of the General Assembly

- ~~4.~~ 6. Mid Council Relations

- B. The Personnel subcommittee recommends, as a consequence of the changes listed above in II.A., that the Executive Committee propose, for approval by the Presbyterian Mission Agency Board, revisions to Appendix 1, Section VII, paragraphs B1, B2, C1 and C2 (regarding staffing relationships for the Advocacy Committee for Racial Ethnic Concerns and the Advocacy Committee for Women’s Concerns), as follows:**

Replace “Executive Administrator” with “Racial Ethnic Leadership Development Manager” in each paragraph.

The resulting paragraphs would read:

(Regarding the Advocacy Committee for Racial Ethnic Concerns)

B.1. Accountability and Lodgment

Staff responsible for the planning and coordination work of

the committee shall be appointed by the Presbyterian Mission Agency Executive Director in consultation with the Advocacy Committee. The staff shall be lodged within the office of the Presbyterian Mission Agency 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 office of the Presbyterian Mission Agency Board Executive Director through the ~~Executive Administrator~~ Racial Ethnic Leadership Development Manager.

B.2. Budget

Funding for the work of the Advocacy Committee for Racial Ethnic Concerns 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 office of the ~~Executive Administrator~~ Racial Ethnic Leadership Development Manager.

(Regarding the Advocacy Committee for Women's Concerns)

C.1. Accountability and Lodgment

Staff responsible for the planning and coordination work of the committee shall be appointed by the Presbyterian Mission Agency Executive Director in consultation with the Advocacy Committee. The staff shall be lodged within the office of the Presbyterian Mission Agency 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 office of the Presbyterian Mission Agency Board Executive Director through the ~~Executive Administrator~~ Racial Ethnic Leadership Development Manager.

C.2. Budget

Funding for the work of the Advocacy Committee for Women's Concerns 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 office of the ~~Executive Administrator~~ Racial Ethnic Leadership Development Manager.

ACTION 16-EC-41013
Office of Vocation

III. Office of Vocation

Recommendation:

The Personnel subcommittee recommends that the Executive Committee propose, for Presbyterian Mission Agency Board approval, a restructure of the staff organization listed in Appendix 2 of the Presbyterian Mission

Agency's Manual of Operations, as follows:

Regarding Section B.1. Deputy Executive Director for Mission:

Delete "e. Vocation"

The resulting paragraph would then read:

1. Deputy Executive Director for Mission
 - a. Evangelism and Church Growth
 - b. Compassion, Peace and Justice
 - c. Racial Ethnic and Women's Ministries/Presbyterian Women
 - d. Theology, Worship and Education
 - ~~e. Vocation~~
 - ~~f. World Mission~~
 - ~~g. Research Services~~

ACTION 17-EC-41013
*Dependent Care
Reimbursement Policy*

- IV. That the Presbyterian Mission Agency Board:
 - A. not revise the \$1,000 per family per year maximum limit on dependent care expenses; and
 - B. revise the title of the policy to "Guidelines for Reimbursement for Presbyterian Mission Agency Elected Members and Staff" so that it aligns with current practice; and
 - C. add a sentence to the end of the current policy stating:
"Extraordinary exceptions to the annual maximum for dependent care reimbursement may be approved in advance by the Presbyterian Mission Agency Board Executive Committee (for elected members) or by either the Executive Director or a Deputy Executive Director (for staff members)."

Ms. Noelle Royer and Ms. Mihee Kim-Kort voted to oppose this motion and requested that their votes be recorded in the minutes.

ACTION 18-EC-41013
*Revision to Personnel
Subcommittee Charter*

That the Executive Committee approve the following revisions to the Personnel Subcommittee Charter (strikethroughs denote deletions and underlining denotes additions):

RESOLVED, that the Personnel Subcommittee Charter be revised as follows to add member terms, reporting to the Executive Committee and a modification to its authority:

**PRESBYTERIAN MISSION AGENCY BOARD
PERSONNEL SUBCOMMITTEE CHARTER**

DESCRIPTION OF THE SUBCOMMITTEE

The Presbyterian Mission Agency Board ("Board") approved the creation of the Personnel Subcommittee of the Executive Committee on February 17, 2012. The Personnel Subcommittee, in its role as a mission subcommittee, reviews, provides advice and recommends for action to the Executive Committee of the Board regarding employment-related policies, procedures

and initiatives, including but not limited to:

1. personnel policies and procedures of the Board;
2. compensation guidelines within which salaries are administered;
3. equal employment and affirmative action guidelines;
4. recruitment and leadership development; and
5. any other employment-related assignment from the Executive Committee or the Board.

AUTHORITY

The Subcommittee's responsibility is one of review, advice and recommended action to the Executive Committee of the Board within the duties of the Subcommittee listed above. The Subcommittee reports to the Executive Committee of the Board, and in such capacity provides regular reports to the Executive Committee. It is the responsibility of the management of the Presbyterian Mission Agency to administer employment-related programs, manage the program budgets and provide any required or requested expertise to the Board and/or the Subcommittee. The Subcommittee is entitled to rely on the expertise of the Presbyterian Mission Agency staff and its outside consultants, as well as the work of other committees of the Board, as to matters within their authority and expertise. The Subcommittee will receive reports from the Human Resources Department and the Legal/Risk Management Services Office of the Presbyterian Mission Agency. The Subcommittee will invite its equivalent committee of the Committee on the Office of the General Assembly to meet biennially to collaborate on matters of common interest.

MEMBERSHIP AND MEETINGS

The Personnel Subcommittee consists of five (5) members with voice and vote: two (2) Executive Committee members and three at-large members, and the Executive Director of the Presbyterian Mission Agency a corresponding member with voice and without vote. Each member will serve a term of two (2) years commencing at the next meeting after appointment by the Chair of the Board and expiring the earlier of two (2) years after appointment or the end of the member's term on the Board. The Subcommittee generally meets quarterly by phone or in conjunction with the meetings of the Board. During these meetings, the Subcommittee provides reports on its activities and may make recommendations for action to the Executive Committee of the Board. The Subcommittee serves as a consultative body to the Executive Director in the Executive Director's staff management role. The Subcommittee is resourced by staff members of the Human Resources Department and the Legal/Risk Management Services Office.

PURPOSE

To further the fulfillment of the vision, mission, values and directional goals of the Presbyterian Mission Agency, the Personnel Subcommittee is called to assist and support the Executive Committee's work and ministry toward ensuring and envisioning a work community for the Presbyterian Mission Agency that is: built on faith; culturally proficient; legally compliant; dynamic; and appropriately positioned to meet the needs of an changing organization.

FINANCIAL REPORTS

Ms. Denise Hampton presented the financial report with the year-end results for 2012, the trends in financial giving for 2003-2012, and the budget changes for 2013 and 2014 (**Appendix 8**).

**ACTION 19-EC-41013
PRESBYTERIAN FOUNDATION
BYLAWS**

The Presbyterian Mission Agency Board (“PMAB”) Executive Committee **VOTED to approve** the adoption of the Presbyterian Church (U.S.A.) Foundation Bylaws as amended (**Appendix 9**).

Background:

The Presbyterian Foundation Board of Trustees has recommended amendment of the Bylaws because the Stated Clerk has advised the Presbyterian Foundation that his office will no longer serve in the capacity of Recording Secretary.

In addition, reference to individual committee names is being removed as the Presbyterian Foundation Board is currently reviewing its committee structure and may rename or restructure its standing committees.

Editorial changes were made to properly reflect the name of the Presbyterian Mission Agency.

**ACTION 20-EC-41013
PRESBYTERIAN MISSION
AGENCY/FOUNDATION WORK
GROUP MEMBERSHIP**

The Presbyterian Mission Agency Board Executive Committee **VOTED to recommend** that the Presbyterian Mission Agency Board approve an amendment to item 1 of the Framework section of the Executive Committee’s December 3, 2008 action establishing the Presbyterian Mission Agency (f/k/a General Assembly Council)/Foundation Work Group (“Work Group”) so that the Work Group will consist of the chair of each entity’s board as well as one (1) additional board member from each entity as appointed by the entity’s chair.

Background:

The December 8, 2008 action of the Executive Committee in item 1 of the Framework section states “[t]he Executive Committees of both entities would each appoint 4 – 6 current members of the Foundation Board and the GAC to serve on the Working Group.” The Executive Committee has been discussing the difficulty it and the Nominating Committee have had filling liaison and other roles with PMAB member representation. Conversations with the Foundation have resulted in the ability to reduce the number of PMAB and Foundation members on the Work Group. Such a reduction in Work Group’s size will aid both entities.

**COMMUNICATIONS
STRATEGY**

Gail Strange, Director of Mission Communications, and Jeffrey Lawrence, Director of Communication Services, gave an overview of the communications strategy that has been developed to help ministry areas promote their work as well as accomplish the directional goals of the Mission Agency.

FUNDS DEVELOPMENT

Terri Bate, Senior Director for Funds Development, presented the World

Presbyterian Mission Agency Board
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REPORT

Funds Development Strategy

Mission Funds Development Report for 2012 (**Appendix 10**), and Sam Locke, Director of Special Offerings, presented the 2012 Special Offerings Annual Report (**Appendix 11**).

*Presbyterian
Foundation/Presbyterian
Mission Agency Funds
Development*

The Executive Committee received an overview of the roles of the Presbyterian Mission Agency and the Presbyterian Foundation in funds development efforts (**Appendix 12**) from Ms. Linda Valentine. Ms. Valentine remarked that this is the “best relationship we’ve ever had in terms of ongoing conversation and collaboration regarding use, and tracking of funds.”

**REVIEW OF COMMITTEE
BUSINESS**

Mr. Schramm distributed copies of the “Guide for Committee Leaders” that was developed by staff in response to a request from Ms. Noelle Royer for guidance on the roles of participants who sit at the table during meetings. Mr. Schramm pointed out that the colors codes on the guide match the colors used on name tags. Committees will also experiment with a new room layout that should help minimize the confusion on roles of meeting participants (**Appendix 13**).

The chairs of committees were invited to share items of business expected in their committees for this meeting.

**COMMUNICATIONS TO AND
AMONG BOARD MEMBERS**

Mr. Barry Creech reviewed the different kinds of resources and tools that are being employed to communicate with Board members (**Appendix 14**). Mr. Creech encouraged members of the Executive Committee to offer feedback on the following:

- Do we have the right communications at the right time?
- Do you read what we send? (which ones?)
- Do you find them interesting, informative, helpful?
- Do you have suggestions for changes?
- What other communications would be helpful?

BOARD DEVELOPMENT

Mr. Art Canada and Ms. Cathy Piekarski reviewed and reflected on the chapters “Being a Contribution,” and “Leading from Any Chair,” from the book *The Art of Possibility*, by Benjamin and Rosamund Zander.

ACTION 21-EC-41013
CONVENE IN CLOSED SESSION

The Executive Committee **VOTED to convene** in closed session at 2:00 p.m. to discuss personnel matters with only members of the Executive Committee and the following individuals:

- Linda Valentine
- Barry Creech
- Martha Clark
- Roger Dermody
- Hunter Farrell

ACTION 22-EC-41013
RISE FROM CLOSED

The Executive Committee **VOTED to rise** from closed session and the chair announced that the following action was taken (**Appendix 15**):

**Presbyterian Mission Agency Board
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Minutes of the Executive Committee**

SESSION

“That the Executive Committee received and adopted the report of the decision group which responds to the recommendations of the Independent Abuse Review Panel, and to enter the report into the minutes of the meeting, expressing the deep appreciation of the Executive Committee to the witnesses and participants, the members of the Independent Abuse Review Panel and the Transition Team members, the appointed work group and the decision group for their dedication to this important work and continuing ministry of truth-telling and healing.”

**CLOSING PRAYER &
ADJOURNMENT**

There being no further business, the meeting of the Executive Committee was closed with prayer.

Mr. Matthew Schramm

Chair, Presbyterian Mission Agency Board

Ms. Linda Valentine

Executive Director, Presbyterian Mission Agency

Draft – April 8, 2013

ITEM H.100
PRESBYTERIAN MISSION AGENCY BOARD
Executive Committee
April 10, 2013
Marriott Louisville East
1903 Embassy Square Blvd.
Louisville, KY 40299
502-491-1184

Room – Commonwealth Grand Ballroom A
AGENDA

Wednesday, April 10, 2013

8:30 a.m. Welcome/Call to Order/Prayer

Matthew Schramm

Recitation of the Executive Committee Covenant

We, the Presbyterian Mission Agency Board Executive Committee, called to this ministry as disciples of Jesus Christ, covenant together to:

- Seek God’s will, remaining open to fresh movement of the Holy Spirit, acting boldly and creatively for the sake of the Gospel of Jesus Christ in ministry and mission
- Relate to one another with honesty, trust, respect, openness and kindness, proclaiming God’s graciousness by risking and daring transformation in our lives and work
- Be faithful stewards, seeking to make wise decisions in partnership with the greater church, doing our homework, listening to all points of view, working for consensus, and faithfully supporting decisions we have made
- Worship and pray with joy and appreciation for God’s guidance in doing this work.

8:40 a.m. Review and Adopt Agenda – H.100

Matthew Schramm

Approval of Minutes – H.101

- September 12, 2012
- November 2, 2012
- January 16, 2013
- March 20, 2013

Appointments by the Chair – H.102

Chair Report

9:00 a.m.	COGA Report	
9:05 a.m.	Report of the Governance Task Force – H.103 <ul style="list-style-type: none">➤ Board Member Job Description➤ Board Nominating and Governance Committee Charter➤ Committee Charters➤ Guidelines for Liaisons to Other Committees➤ Proposal Regarding the Procedures Subcommittee➤ Proposal Regarding Other Committees	<i>Steve Aeschbacher</i>
10:00 a.m.	Break	
10:15 a.m.	Report of the Personnel Subcommittee – H.104 <ul style="list-style-type: none">➤ Dependent Care Reimbursement Policy➤ Changes in Staff Structure➤ Across the Board Pay Increases	<i>Arthur Canada</i>
11:00 a.m.	Financial Reports	<i>Denise Hampton</i>
11:10 a.m.	Presbyterian Church (U.S.A.) Foundation Bylaws – H.105	<i>Martha Clark</i>
	Presbyterian Mission Agency/Foundation Work Group – H.106	<i>Matthew Schramm</i>
11:15	Communications Strategy	<i>Gail Strange & Jeffrey Lawrence</i>
11:35 a.m.	Funds Development Report <ul style="list-style-type: none">➤ Funds Development Strategy➤ Presbyterian Foundation/Presbyterian Mission Agency Funds Development	<i>Terri Bate & Sam Locke Linda Valentine</i>
12:00 p.m.	LUNCH	
1:00 p.m.	Review of Committee Business: <ul style="list-style-type: none">➤ Leadership➤ Justice➤ Worshiping Communities➤ Finance	<i>Joyce Smith Noelle Royer Mihee Kim-Kort Bill Capel</i>
1:15 p.m.	For Discussion: <ul style="list-style-type: none">➤ Communications To and Among Board Members	<i>Barry Creech</i>
1:45 p.m.	Board Development	<i>Matthew Schramm</i>
2:15 p.m.	Closed Session	<i>Martha Clark</i>
2:30 p.m.	Closing Prayer and Adjournment	

**ITEM H.101
FOR ACTION**

<i>FOR PRESBYTERIAN MISSION AGENCY EXECUTIVE DIRECTOR'S OFFICE USE ONLY</i>			
A. Finance		E. Corporate Property, Legal, Finance	J. Nominating Committee
B. Justice		F. PC(USA), A Corporation	K. Governance Committee
C. Leadership		G. Audit	P. Plenary
D. Worshiping Communities	X	H. Executive Committee	

Subject: Approval of Minutes

Recommendation:

That the Executive Committee approve the minutes of (attached):

- **September 12, 2012**
- **November 2, 2012**
- **January 16, 2013**
- **March 20, 2013**

Draft – Not Yet Approved

**Minutes of the Executive Committee of the
Presbyterian Mission Agency Board
Of the Presbyterian Church (U.S.A.)
The Presbyterian Center
September 12, 2012
Louisville, Kentucky**

CALL TO ORDER

The 216th stated meeting of the Executive Committee of the Presbyterian Mission Agency Board (the Board) was called to order by the chair, Mr. Matt Schramm. Mr. Schramm led the Executive Committee members in prayer and recitation of the Executive Committee Covenant.

ATTENDANCE

Those present for all or a portion of the meeting were:

Members

Steve Aeschbacher – Member-at-large
Art Canada – Vice-chair
Mihee Kim-Kort – Chair, Worshiping Communities Committee
Cathy Piekarski – Member-at-large
Noelle Royer – Chair, Justice Committee
Matthew Schramm – Chair
Joyce Smith – Chair, Leadership Committee
Connie Tubb – Chair, Finance Committee
Linda Valentine – Member ex-officio

Executive Leadership Team

Joey Bailey – Deputy Executive Director for Shared Services
Dave Crittenden – Communications and Funds Development
Roger Dermody – Deputy Executive Director for Mission
Jill Hudson – Coordinator, Mid Council Relations
Vince Patton – Executive Administrator

Members Excused

Heath Rada – Member-at-large

Recorder

Susan Abraham –Staff, Office of the Executive Director

Others

Terri Bate – Staff, Communications and Funds Development
Martha Clark –Staff, Office of Legal Services

Mark Cork – Premier Studios
Barry Creech –Staff, Communications and Funds Development
Dana Dages – Staff, Office of the Executive Director
April Davenport –Staff, Office of Legal Services
Deborah Fair – Moderator, General Assembly Committee on Representation (GACOR)
Matt Johnson – Premier Studios
Mike Kirk –Staff, Office of Legal Services

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Jeffrey Lawrence – Staff, Communications and Funds Development
Sam Locke – Staff, Communications and Funds Development
Kears Pollock – Presbyterian Mission Agency Board Member
Leslie Scanlon, Presbyterian Outlook
Melody Smith – Staff, Communications and Funds Development
Gail Strange – Staff, Communications and Funds Development
Jerry Van Marter –Staff, Presbyterian News Service

ACTION 1-EC-91212

ADOPTION OF AGENDA

Mr. Schramm reviewed and the Executive Committee **VOTED to adopt** the proposed agenda for this meeting (**Appendix1**).

ACTION 2-EC-91212

**APPROVAL OF EXECUTIVE
COMMITTEE MINUTES**

The Executive Committee **VOTED to approve** the minutes of the following Executive Committee meetings as presented:

- June 29, 2012
- August 7-8, 2012
- August 24, 2012

ACTION 3-EC-91212

**2014 PROGRAMMATIC
EMPHASES**

The Executive Committee **VOTED to approve** the list of Special Days and Programmatic Emphases for 2014. These days will be listed in the Presbyterian Planning Calendar and other materials (**Appendix 2**).

Background: The following guidelines were approved at the September 2005 meeting of the General Assembly Mission Council (now Presbyterian Mission Agency Board).

**Guidelines for Programmatic Emphases:
the Presbyterian Planning Calendar**

The life and worship of the local church finds its rhythm in the seasons of the church year as they reflect the life of the Lord and relate to our faith narrative found in Scripture. At the same time, the people of God do not live in isolation. The context of Christian ministry and worship is the world in which we live. The faith community proclaims that God is sovereign over all creation, acts in history, is revealed in Scripture and is at work in our world today. Each congregation has the responsibility through its session to respond to the work of God's Spirit in the life of the community, presbytery and region. Our sense of Christian vocation leads us in a variety of responses through mission service and spiritual formation. Programmatic emphases are those opportunities for churchwide participation and focus on the whole church's mission together.

The following criteria reflect the theological and liturgical grounding in which our programmatic emphases are rooted.

1. Approved emphases will demonstrate a commitment to the liturgical

PRESBYTERIAN MISSION AGENCY BOARD

April 10, 2013

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calendar, the lectionary and the programmatic needs of the denomination.

2. The church's liturgical calendar—with particular attention to Advent and Christmas, the Season of Lent and Easter Sunday, as well as historic feasts of Epiphany, the Transfiguration, the Day of Pentecost, Trinity Sunday and the Festival of Christ the King—provides a historical and theological framework for shaping the rhythm and life of our church.
3. Ecumenically shared emphases will receive primary consideration.
4. The Mission Work Plan of the General Assembly Mission Council provides a framework for understanding churchwide mission. In order to give substance and meaning to these designated observances, programmatic emphases should relate to and be supported by the Mission Work Plan.
5. In order to be fair to all General Assembly Mission Council programs, requests will be reviewed for overlap and redundancy. Each program team will normally have no more than one programmatic emphasis and is responsible for providing interpretive resources.
6. Since the church in God's world must be cognizant of its relationship with other world religions and the culture in which it exists, major Jewish, Islamic and secular holidays also will be included.

ACTION 4-EC-91212
CHAIR APPOINTMENTS

Mr. Schramm reported and the Executive Committee **VOTED** to:

A. Ratify the following appointments made by the Chair:

1. Procedures Subcommittee:

- **Chad Herring**
- **Cathy Piekarski – chair**
- **Marianne Rhebergen**
- **Connie Tubb**

2. Restricted Funds Oversight Sub-committee, Class of 2014:

- **Melissa DeRosia**
- **Alan Ford – Co-opted member**

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- **Kevin Yoho**
- **Glen Snider – appointed as chair of the Subcommittee**

3. Personnel Subcommittee

- **Marsha Anson**
- **Arthur Canada - chair**
- **Joyce Emery**
- **Heath Rada**
- **Jo Stewart**

4. Board of Pensions Search Committee

- **Teresa Bryce Bazemore**

5. MRTI

- **A member of the Justice Committee in the Class of 2016**

ACTION 5-EC-91212

NOMINATING COMMITTEE

B. Nominate for Board election the following two members to serve on the Nominating Committee, Class of 2014:

- **Steve Aeschbacher**
- **Jan Dowlearn**

ACTION 6-EC-91212

JARVIE COMMONWEAL SERVICE

C. Recommend that the Presbyterian Mission Agency Board approve and forward to the Board of National Missions for action the nomination of Alan Ford to serve as the Presbyterian Mission Agency Board liaison on the Jarvie Commonweal Service Committee, for a three year term beginning January 1, 2013.

220TH GA (2012)

REFERRALS

The Executive Committee received the 220th GA (2012) referrals to Presbyterian Mission (**Appendix 3**).

ACTION 7-EC-91212

CELEBRATION OF HOLY COMMUNION

The GAMC Executive Committee **VOTED to approve** the celebration of Holy Communion at the Credo Conferences in 2013.
The conferences for 2013 will be held as follows:

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<u>2013 Dates</u>	<u>Location</u>
3/4-3/11	Beaver Hollow, Java Center, NY
4/8-4/15	Lake Logan, Canton, NC
5/6-5/13	Solomon, Loranger, LA
6/3-6/10	Wooded Glen, Henryville, IN
9/9-9/16	Wooded Glen, Henryville, IN
10/7-10/14	Mo-Ranch, Hunt, TX
11/11-11/18	Lake Logan, Canton, NC

Background:

This is an annual request from the Board of Pensions of the PC(USA) on behalf of the CREDO program..

The Conference Leaders for the teams that lead these conferences are: Rev. Riley Jensen, Rev. Kent Organ, The Rev. Laird Stuart and The Rev. Peter Sime. Each team is comprised of eight faculty members. All officiants and servers are ordained Teaching Elders and Ruling Elders in the Presbyterian Church (U.S.A).

As history, Presbyterian CREDO was begun in 2005 by adopting and adapting the model of CREDO, Inc., a program of the Episcopal Church. As of June, 2012, 36 conferences have been offered for over 980 clergy and Presbytery staff. Each conference is eight days in length, and the rhythm of each day includes worship, plenary sessions, workshops, individual consultations, some fun activities, and time for reflection and discernment. Conferences are designed to offer renewal and retreat for participants and an opportunity to be attentive to the workings of the Holy Spirit within them. Special attention is given to four component areas: Spiritual Development, Vocation, Health and Finance.

ACTION 8-EC-91212
GAMC MEETING SCHEDULE
FOR 2015-2016

The Executive Committee **VOTED to forward** the proposed schedule of Board Meetings for July 2014 – September 2016 to the GAMC for approval (**Appendix 4**).

ACTION 9-EC-91212
PERSONNEL SUBCOMMITTEE
CHARTER

The Executive Committee reviewed and **VOTED to approve** the following resolutions related to the Personnel Subcommittee:

RESOLVED, that the Executive Committee amend the membership of the Personnel Subcommittee to include the Executive Director of the Presbyterian Mission Agency as a corresponding member with voice

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but without vote; and

FURTHER RESOLVED, that the Executive Committee approve the charter of the Personnel Subcommittee (Appendix 5).

PRESBYTERIAN MISSION VISUAL IDENTITY	Mr. Matt Cork and Mr. Matt Johnson from Premier Studios unveiled the new logo for the Presbyterian Mission Agency. The new logo was developed to represent a visual identity for the new name that was approved by the 220 th General Assembly (2012). It symbolizes the agency's focus on engaging in God's mission for the transformation of the world through collaboration, accountability, responsiveness, and excellence.
FINANCIAL REPORTS	Mr. Joey Bailey presented the revised Budgets for 2013 and 2014 and the proposed changes.
COMMUNICATIONS & FUNDS DEVELOPMENT	<p>The Executive Committee received an update on the World Mission Funds Development Report and the Special Offerings Management Report from Ms. Terri Bate and Mr. Sam Locke.</p> <p>Ms. Gail Strange reported on the strategic efforts that are being employed to communicate the work of the Presbyterian Mission Agency. Ms. Strange shared that a thumb drive with resources, talking points, presentations and videos has been developed for Board members in order to engage them in the communications strategy. A new website has also been created to assist ambassadors in their interpretive work.</p>
REVIEW OF COMMITTEE BUSINESS	The chairs of each of the Mission Committees highlighted the business expected before their particular committees for this meeting.
<u>ACTION 10-EC-91212</u> RESTRICTED FUNDS OVERSIGHT SUBCOMMITTEE REPORT	The Executive Committee VOTED to forward the list of Presbyterian Mission restricted funds grants to the Board with a recommendation for approval (Appendix 6).
EXPECTATIONS	Mr. Schramm reviewed the Roles and Responsibilities for members of the Executive Committee (Appendix 7).
BOARD DEVELOPMENT	As part of the Board development for the Executive Committee, Mr. Schramm and Ms. Mihee Kim-Kort reviewed and reflected on the chapters "It's All Invented" and "Stepping into a Universe of Possibility," from the book <i>The Art of Possibility</i> , by Benjamin and Rosamund Zander.
GOVERNANCE TASK FORCE UPDATE	Mr. Kears Pollock, chair of the Governance Task Force, gave an update on the work of the Task Force. Mr. Pollock reported that the Task Force is working on clarifying and simplifying the policies of the Board and the role of Board members. The Task Force is also reviewing the current structure of Presbyterian Mission Agency Board committees as well as the role of related committees and their responsibilities to the General Assembly. At their next meeting, the Task Force will consider next steps, including the creation of a Standing Governance Committee.

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ACTION 11-EC-91212

CONVENE IN CLOSED SESSION

The Executive Committee **VOTED to convene** in closed session to discuss personnel and litigation matters with only members of the Executive Committee and the following individuals:

Linda Valentine
Roger Dermody
Barry Creech
Joey Bailey
Hunter Farrell
Martha Clark
Mike Kirk
April Davenport
Susan Abraham

ACTION 12-EC-91212

RISE FROM CLOSED SESSION

The Executive Committee **VOTED to rise** from closed session and the chair announced that the following action was taken:

ACTION 13-EC-91212

IARP

The Executive Committee of the Presbyterian Mission Agency Board **approved** the plan of the IARP Leadership Team to present its report responding to the recommendations of the Independent Abuse Review Panel to the April 2013 Executive Committee meeting (**Appendix 8**).

ADJOURNMENT &

CLOSING PRAYER

The meeting of the Executive Committee was adjourned with prayer at 12:30 p.m.

Respectfully Submitted,

Mr. Matthew Schramm

Chair, Presbyterian Mission Agency Board

Ms. Linda Valentine

Executive Director, Presbyterian Mission Agency

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Draft – Not Yet Approved

**Minutes of the Executive Committee of the
Presbyterian Mission Agency Board
Of the Presbyterian Church (U.S.A.)
Conference Call**

November 2, 2012 –1 p.m. EST

CALL TO ORDER	Mr. Matt Schramm, chair, called the meeting of the Executive Committee of the Presbyterian Mission Agency Board (the Board) to order with prayer.
ATTENDANCE	Mr. Schramm called upon Ms. Susan Abraham, recorder for the meeting, to call the roll.
MEMBERS PRESENT	Steve Aeschbacher – Member-at-large Art Canada – Vice-chair Mihee Kim-Kort – Chair, Worshiping Communities Committee Cathy Piekarski – Member-at-large Heath Rada – Member-at-large Noelle Royer – Chair, Justice Committee Matthew Schramm – Chair Joyce Smith – Chair, Leadership Committee Connie Tubb – Chair, Finance Committee Linda Valentine – Member ex-officio
<i>Executive Leadership Team</i>	Joey Bailey – Deputy Executive Director for Shared Services Dave Crittenden – Communications and Funds Development Roger Dermody – Deputy Executive Director for Mission (via phone) Vince Patton – Executive Administrator
<i>Recorder</i>	Susan Abraham –Staff, Office of the Executive Director
<i>Others</i>	Martha Clark – Staff, Office of Legal Services Barry Creech – Staff, Communications and Funds Development Dana Dages – Staff, Office of the Executive Director Tim McCallister – Staff, Evangelism and Church Growth
<i>Observer</i>	Marie Bowen, Executive Director, Presbyterians Pro-Life
<u>ACTION</u> – 1-EC-110212 SEED & INVESTMENT GRANT PROGRAMS	The Presbyterian Mission Agency Board (“PMAB”) Executive Committee, sitting as the Executive Committee of the PMAB and the Executive Committee of Presbyterian Church (U.S.A.), A Corporation (“PCUSA”), VOTED to approve the following two (2) new grant programs to be administered within the <i>Presbyterian Church (U.S.A.) Manual of Administrative Operations for the Mission Development Resources Committee and Office of Mission Program Grants</i> set by the Mission Development Resources Committee and ratified by the PMAB and PCUSA during regularly scheduled meetings: 1001 New Worshiping Communities “Seed” Grant and 1001 New Worshiping Communities

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“Investment” Grant.

Background: The elected members of the Presbytery Transformation and New Worshiping Communities Team of the Mission Development Resources Committee, supported by Presbyterian Mission Agency staff, have worked to create the “Seed” and “Investment” grant programs in order to provide financial support to 1001 New Worshiping Communities. The following documents related to these two (2) new grant programs are attached:

- 1001 New Worshiping Communities “Seed” Grant Application (**Appendix 1**)
- 1001 New Worshiping Communities “Investment” Grant Application (**Appendix 2**)
- Presbyterian Church (U.S.A.) Manual of Administrative Operations for the Mission Development Resources Committee and Office of Mission Program Grants (**Appendix 3**).

BOARD MEMBER CHANGES

Ms. Linda Valentine announced that the seats occupied by Joyce Emery and Connie Tubb on the Presbyterian Mission Agency Board will be declared vacant at the beginning of January 2013. Ms. Emery and Ms. Tubb were appointed to serve in the “ordained synod staff” and “ordained presbytery staff” positions on the Board. At the end of the year, Ms. Emery, who will complete her service as staff of the synod of Alaska/Northwest, and Ms. Tubb, who will conclude service on the staff of Grace Presbytery, will no longer be eligible to serve in those positions on the Presbyterian Mission Agency Board.

The Executive Committee offered their appreciation to Ms. Tubb for her service on the Board and expressed appreciation for Ms. Emery’s service.

ACTION – 2-EC-110212
NOMINATING COMMITTEE
REPORT

The Executive Committee **VOTED to elect** Connie Tubb for a four-year term to the Ghost Ranch Conference Center Advisory Board, Class of 2016 (**Appendix 4**).

UPDATES

Mr. Schramm and Mr. Creech updated the Executive Committee on the work of the Governance Task Force and Ms. Valentine reported on the Communications and Funds Development review process and the Dallas II consultation held in Dallas on October 5-7, 2012.

ACTION – 3-EC-110212
CLOSED SESSION

The Executive Committee **VOTED to convene** in closed session at 1:46 p.m. to discuss personnel matters with only members of the Executive Committee and the following invited persons:

- Linda Valentine
- Martha Clark
- Susan Abraham

ACTION – 4-EC-110212
RISE FROM CLOSED

The Executive Committee **VOTED to rise** from closed session at 2:09 p.m.

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SESSION

There are no actions to report from the closed session.

**ADJOURNMENT & CLOSING
PRAYER**

There being no further business, the meeting of the Executive Committee was closed with prayer by Mr. Schramm.

Respectfully Submitted,

Mr. Matthew Schramm

Chair, Presbyterian Mission Agency Board

Ms. Linda Valentine

Executive Director, Presbyterian Mission Agency



Draft – Not Yet Approved

**Minutes of the Executive Committee of the
Presbyterian Mission Agency Board
Of the Presbyterian Church (U.S.A.)
Conference Call
January 16, 2013**

CALL TO ORDER

Mr. Matthew Schramm, chair, called the meeting of the Executive Committee of the Presbyterian Mission Agency Board (the Board) to order, and Mr. Joey Bailey opened with prayer. Mr. Schramm welcomed Mr. Bill Capel, acting chair of Finance Committee, to the group.

MEMBERS PRESENT

Steve Aeschbacher – Member-at-large
Art Canada – Vice-chair
Mihee Kim-Kort – Chair, Worshiping Communities Committee
Cathy Piekarski – Member-at-large
Heath Rada – Member-at-large
Noelle Royer – Chair, Justice Committee
Matthew Schramm – Chair
Joyce Smith – Chair, Leadership Committee
Bill Capel – Acting Chair, Finance Committee
Linda Valentine – Member ex-officio

Executive Leadership Team

Joey Bailey – Deputy Executive Director for Shared Services
Roger Dermody – Deputy Executive Director for Mission (via phone)

Recorder

Debbie Gardiner – Staff, Office of the Executive Director

Others

Martha Clark – Staff, Office of Legal Services
Barry Creech – Staff, Office of the Executive Director
Jack Marcum – Staff, Research Services

ACTION – 1-EC-011613
**REPORT OF THE NOMINATING
COMMITTEE**

The Presbyterian Mission Agency Board Executive Committee **VOTED to ELECT and FORWARD** for confirmation by the 221st General Assembly (2014), the following named individuals to the Presbyterian Church (U.S.A.) Investment and Loan Program, Inc. Board of Directors, Class of 2016:

- Jo Stewart – PMAB representative
- Connie Tubb – at-large member (nominated by PILP)

Background:

The Deliverance of the Presbyterian Church (U.S.A.) Investment and Loan Program, Inc. assigns to the Presbyterian Mission Agency Board the responsibility for election of directors to the Investment and Loan Program's Board of Directors, subject to the confirmation by the General Assembly.

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Directors are nominated by various agencies, i.e., the General Assembly Council Nominating Committee, the Presbyterian Church (U.S.A.) Foundation, and by the Presbyterian Investment and Loan Program, Inc.

**ACTION – 2-EC-011613
CAPITAL BUDGET REQUEST
WEBSITE SEARCH SOLUTION
(GOOGLE)**

The Executive Committee **VOTED to approve** the purchase of a two-year replacement with the latest edition of the Google Search Appliance and full support for two years.

Background:

The Google Search Appliance powers all web based search of the Presbyterian Mission, Office of the General Assembly, Presbytery Investment and Loan Program, and PC(U.S.A.) home page sites.

Information Technology is making this request earlier than planned due to a license agreement change by Google, Inc., that prevents use of the Google Search Appliance beyond the two-year support contract term. Currently \$25,000 has been slated for request in September 2013 but this change requires an earlier replacement of the appliance than originally planned. The original projection for this replacement was \$25,000; however, an unexpected price increase in late December 2012 places the replacement cost now at \$29,000.

**SEPTEMBER MEETING
EVALUATION**

Mr. Jack Marcum, Coordinator for Research Services, joined the meeting to explain the differences between the past two Board meeting evaluations.

Executive Committee members pondered on the following questions:

- Are we asking the right things? Is this the best way to do it?
- Are we getting the right and helpful information from the survey?

The Executive Committee requested Research Services to revise the evaluation to get meaningful input.

APRIL BOARD MEETING

The Executive Committee discussed and proposed the following items for the April 2013 Board meeting:

- Theme for the April meeting will be “Young Adults.”
- Committee Chair Elections will happen in committee.
- Report on our communications and public relations efforts. What is the strategy for moving forward? How do we continue to help staff promote our new image?
- Discussion on what is happening in our denomination and how we are going to counter it.

MISSION WORK PLAN

Ms. Linda Valentine updated the group on the Mission Work Plan (MWP).

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Ms. Valentine reported that staff are setting their individual goals in alignment with the objectives and actions from the MWP. They are also identifying their personal training needs. A cycle of reporting on the MWP accomplishments is also being planned. Ms. Valentine commented that the MWP is being well received as it helps to identify the mission of the organization and where staff fits into it.

GOVERNANCE TASK FORCE

Mr. Schramm briefed the committee on the work of the Governance Task Force (GTF). The Task Force is currently working on role clarification, committee charters and changes to the Manual of Operations. The Task Force is developing Board Member job descriptions and clarification for terms such as “at large member,” “corresponding member,” and “liaison.” These terms are used to define the role of Board members appointed to serve on other boards and committees as well as the role of those individuals sent by these committees to serve on the Presbyterian Mission Agency Board. The GTF is also considering the possibility of rolling the nominating committee into the board development committee.

SHARED SERVICES UPDATE

Mr. Joey Bailey announced that effective today the first floor west space has been leased to the company building the downtown bridge, Walsh Construction, which will result in \$2.8 million revenue for the next four years. In addition, Presbyterian Publishing Corporation has requested supplemental space that will increase revenue for the Mission Agency by \$1,000 each month.

Santa Fe Property:

Mr. Bailey reported that the preservation community has indicated that the front of the building on the Santa Fe property is historic. This is not good as it does not allow any adjustment to or tearing down of the building in case of a sale.

Ghost Ranch Water Rights Case:

Mr. Bailey informed the committee that the court appointed a mediator on January 28 to agree upon an annual payment for water rights. A favorable outcome could result in two years of back rent that would help boost income for Ghost Ranch.

**ACTION – 3-EC-011613
CLOSED SESSION**

The Executive Committee **VOTED to convene** in closed session to discuss personnel matters with only members of the Executive Committee and the following invited persons:

- Linda Valentine
- Martha Clark

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- Barry Creech

**ACTION – 4-EC-011613
RISE FROM CLOSED SESSION**

The Executive Committee **VOTED to rise** from closed session at 2:20 p.m.
There are no actions to report from the closed session.

**ADJOURNMENT & CLOSING
PRAYER**

There being no further business, the meeting of the Executive Committee was closed with prayer.

Respectfully Submitted,

Mr. Matthew Schramm
Chair, Presbyterian Mission Agency Board

Ms. Linda Valentine
Executive Director, Presbyterian Mission Agency

Draft – Not Yet Approved

**Minutes of the Executive Committee of the
Presbyterian Mission Agency Board
Of the Presbyterian Church (U.S.A.)
Conference Call**

March 20, 2013 –1 p.m. EST

CALL TO ORDER Mr. Matthew Schramm, Chair, called the meeting of the Executive Committee of the Presbyterian Mission Agency Board (“the Board”) to order with prayer.

ATTENDANCE Mr. Schramm called upon Ms. Susan Abraham, recorder for the meeting, to call the roll.

MEMBERS PRESENT Steve Aeschbacher – Member-at-large
Art Canada – Vice-chair
Bill Capel – Acting Chair, Finance Committee
Mihee Kim-Kort – Chair, Worshiping Communities Committee
Cathy Piekarski – Member-at-large
Heath Rada – Member-at-large
Noelle Royer – Chair, Justice Committee
Matt Schramm – Chair
Joyce Smith – Chair, Leadership Committee
Linda Valentine – Member ex-officio

Leadership Cabinet Terri Bate, Senior Director of Funds Development
Dottie Smith - Interim Deputy Executive Director for Shared Services

Recorder Susan Abraham –Staff, Office of the Executive Director

Others Martha Clark, Staff, Office of Legal Services
Barry Creech, Staff, Office of the Executive Director
Dana Dages, Staff, Office of the Executive Director
Melody Smith, Staff, Communications and Funds Development

ACTION – 1-EC-032013
EXECUTIVE COMMITTEE
AGENDA The Executive Committee reviewed the agenda for the April Executive Committee meeting and **VOTED to approve** the agenda as presented.
(Appendix 1)

ACTION – 2-EC-032013
BOARD MEETING AGENDAS Mr. Matthew Schramm, chair, led the Executive Committee through the proposed agenda for the April Presbyterian Mission Agency Board meeting **(Appendix 2)**. Mr. Schramm noted that the theme of this meeting is “Young Adults.” Committee chairs were encouraged to weave how each of the committees have been interacting and working with young adults into their reports on Friday morning.

The Executive Committee also agreed to the addition of the following items to the Board agenda:

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- Engagement with Mid-Councils
 - Update on the Itineration Project.
 - Ways to connect individual staff with Board members when itinerating in Board members' presbyteries or adjacent areas in the coming months. Board members could talk about the work being done and help resource or publicize that work.
 - Other ways to involve Board members in ambassadorial work.
- Presentation by Ms. Laurie Kraus, the new director of Presbyterian Disaster Assistance (PDA), on what PDA is doing and progress made in relation to Syria.
- Slide show of new employees on Wednesday afternoon during break.

The Executive Committee **VOTED to approve** the Board Agenda with the inclusion of the above items.

NEW BOARD MEMBERS

Mr. Schramm informed the Executive Committee that the following new members will join the Board to replace those who had concluded their service on the Board:

- David Ezekiel - Interim Synod Executive, Synod of the Rocky Mountains
- Vicki Garber (Ecumenical Advisory Member) – Evangelical Lutheran Church of America
- Bruce G. Stevens – Synod Executive, Synod of the Trinity
- Wendy S. Tajima - Stated Clerk/Associate General Presbyter, Presbytery of the Pacific

An orientation will be offered for the new members via webinar. Members of the Executive Committee will have an opportunity to get acquainted with the new members during lunch on Wednesday.

**ACTION – 3-EC-032013
ASSIGNMENT OF BUSINESS
TO COMMITTEES**

The Executive Committee **VOTED to approve** the assignment of business to committees as submitted. (**Appendix 3**)

**ACTION – 4-EC-032013
COMMITTEE ELECTIONS
PROCESS**

The Executive Committee **VOTED to recommend** that the Board suspend Appendix 1, Section VI. C.4. of the *Presbyterian Mission Agency Manual of Operations*, “Board voting members completing at least two consecutive years on a committee are eligible for election as committee chair” for the April 2013 meeting with the following option:

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- **Voting members of the Classes of 2014 through 2016, who have served at least one year on the Board, will be eligible for election as chair or vice chair of the committee of which they are currently a member.**

Rationale:

Section VI. C. 1. of the *Manual of Operations* states that “committees shall nominate and elect their chairs, and may elect a vice-chair, during the first Presbyterian Agency Board meeting in the calendar year and notify the Presbyterian Mission Agency Board Nominating Committee.” Section VI.C.4. of the Manual also stipulates that “Board voting members completing at least two consecutive years on a committee are eligible for election as committee chair.”

In February 2012, The General Assembly Mission Council voted to approve the reduction of the number of Mission Committees from five (Discipleship, Evangelism, Justice, Stewardship and Vocation), to four (Justice, Leadership, Finance, and Worshiping Communities). Since new committees were formed in February 2012, none of the members of these committees are eligible for election as chair of committees in April 2013. In order to eliminate this problem, the Board is requested to set aside the requirement stated in Section VI. C.4. of the *Manual of Operations* with the above option.

**ACTION – 5-EC-032013
AUTHORIZATION TO
CELEBRATE COMMUNION**

The Executive Committee **VOTED to approve** the request from the Theology, Worship, and Education for the celebration of the Lord's Supper on Wednesdays at the Presbyterian Center Chapel.

These celebrations may take place as frequently as each Wednesday and will occur at least monthly, on the first Wednesday of the month. A teaching elder will preside at each of these celebrations, and ruling elders will normally participate in the service of communion.

Background:

This recommendation is part of an effort to renew and revitalize the worship and spiritual life of the Presbyterian Center, and to invite a greater diversity of leaders and participants in chapel services. Theology, Worship, and Education seeks to ensure that the Lord's Supper will be celebrated "regularly and frequently enough" (see W-2.4009) to be understood as an integral part of the order of worship; thus the requirement for monthly celebrations, and an encouragement to celebrate as often as once a week. At the same time, Theology, Worship, and Education recognizes that the weekly celebration of the Lord's Supper may be an unusual practice for some worship planners and leaders; thus the latitude to omit the celebration of the sacrament on some Wednesdays, provided that it always takes place on the first Wednesday of the month.

The recommendation is in accordance with W-2.4012a of the Directory for

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Worship, which states: "A council may also authorize the celebration of the Sacrament in connection with the public worship of some gathering of believers which is under its jurisdiction or in institutions where it has a missional witness or authorized ministry," and with W-2.4012c, which states: "For reasons of order the Sacrament of the Lord's Supper shall be administered by a teaching elder."

**PERSONNEL
SUBCOMMITTEE PREVIEW**

Ms. Linda Valentine gave a preview of the work done by the Personnel Subcommittee on behalf of Mr. Arthur Canada, chair of the Personnel Subcommittee. Mr. Canada was not in a position to give the report since he was at the airport. A written report will be submitted to the Executive Committee in April.

**GOVERNANCE TASK FORCE
PREVIEW**

Mr. Schramm updated the Executive Committee on the work of the Governance Task Force. Mr. Schramm encouraged members of the Committee to review and offer input on the new committee charters.

The Executive Committee agreed to request the Governance Task Force to shift primary responsibility for the Stony Point and Ghost Ranch Conference Centers from the Worshiping Communities Committee to the Finance Committee since key items for Board consideration for the Conference Centers are related to property, legal and finance. Programmatic items related to the Conference Centers will be referred to other committees as appropriate.

BOARD DEVELOPMENT

Mr. Schramm reminded Executive Committee members that based on the schedule he had prepared for the Executive Committee Board Development, Mr. Canada will lead the discussion on the chapter "Being a Contribution," and Ms. Cathy Piekarski on "Leading from Any Chair," from the book *The Art of Possibility*, by Benjamin and Rosamund Zander.

Ms. Valentine informed the Executive Committee that the Mission Agency's Young Adult Catalyst, Mr. Rob Fohr, is working on a potential service project for Board members who are available on Friday afternoon. This will be an opportunity for Board members to engage with young adults in ministry.

Ms. Valentine also requested Executive Committee members to offer suggestions for locations for the Executive Committee retreat in July.

**ACTION – 5-EC-032013
CLOSED SESSION**

The Executive Committee, acting as the Executive Committee of the Presbyterian Church (USA), A Corporation, **VOTED to convene** in closed session at 2:19 p.m. to discuss a property matter with only members of the Executive Committee and the following invited persons:

- Linda Valentine
- Barry Creech
- Martha Clark
- Susan Abraham

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**ACTION – 6-EC-032013
RISE FROM CLOSED
SESSION**

The Executive Committee, acting as the Executive Committee of the Presbyterian Church (USA), A Corporation, **VOTED to rise** from closed session at 2:24 p.m. and announced the following action:

The Executive Committee of the Board of Directors of Presbyterian Church (U.S.A.), A Corporation hereby ratifies, confirms and approves any and all action of the Executive Leadership Team and staff in cooperating with the Board of National Missions of the Presbyterian Church (U.S.A.) to transfer certain property located on the campus of Barber-Scotia College to Barber-Scotia College by quitclaim deed, without a reversionary clause, to perfect a transfer from several years ago and remove any defects in title.

Further, the Executive Committee authorizes the officers and staff of Presbyterian Church (U.S.A.), A Corporation and its constituent corporations to cooperate with the Board of National Missions of the Presbyterian Church (U.S.A.) with regard to any future removal or waiver of reversionary clauses in deeds that transferred property to Barber-Scotia College.

Background:

It was recommended that the Executive Committee of Board of Directors of Presbyterian Church (U.S.A.), A Corporation ratify the action approved by the Executive Leadership Team (now Leadership Cabinet) to cooperate with the Board of National Missions of the Presbyterian Church (U.S.A.), a constituent corporation of the Presbyterian Church (U.S.A.) Foundation, to transfer by quitclaim deed without a reversionary clause certain property located on the campus of Barber-Scotia College in Concord, North Carolina.

On September 21, 2012, Presbyterian Church (U.S.A.), A Corporation received a Notice of Building Standards Violation (Notice) from the City of Concord, North Carolina with regard to property located on the Barber-Scotia College campus. We eventually learned that an earlier property transfer to Barber-Scotia College inadvertently failed to transfer all property intended to be transferred. The property that was the subject of the Notice was located on the parcels that were inadvertently excluded. Due to the position of the City, there was urgency in correcting this error. In so doing, there was no reason to retain a reversionary interest in this property. The Executive Leadership Team approved the transfer without the reversionary clause, and the quitclaim deed was filed.

**ADJOURNMENT AND
CLOSING PRAYER**

Having completed business, the Executive Committee was closed with prayer by Mr. Schramm at 2:26 p.m.

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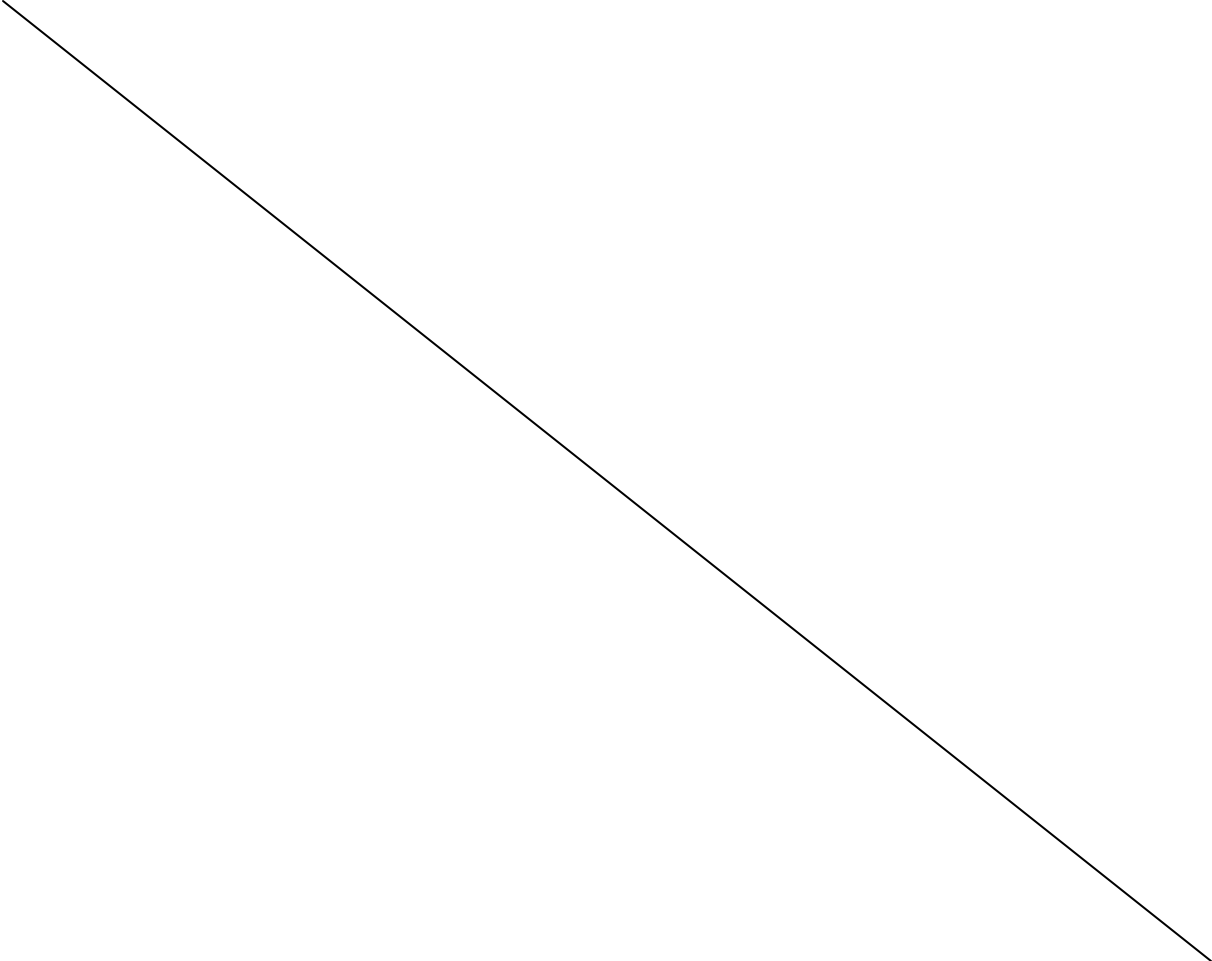
Respectfully Submitted,

Mr. Matthew Schramm

Chair, Presbyterian Mission Agency Board

Ms. Linda Valentine

Executive Director, Presbyterian Mission Agency



**ITEM H.102
FOR ACTION**

<i>FOR PRESBYTERIAN MISSION AGENCY EXECUTIVE DIRECTOR'S OFFICE USE ONLY</i>			
A. Finance		E. Property, Legal, Finance (Corporate)	J. Nominating Committee
B. Justice		F. PC(USA), A Corporation	K. Governance Committee
C. Leadership		G. Audit	P. Plenary
D. Worshiping Communities	X	H. Executive Committee	

Subject: Nominations and Appointments by the Presbyterian Mission Agency Board Chair

Recommendation:

That the Board Executive Committee ratify the following appointments by the Chair:

A. Personnel Subcommittee:

- Nancy Ramsay

Background: Nancy will replace Joyce Emery who is no longer a member of the Presbyterian Mission Agency Board.

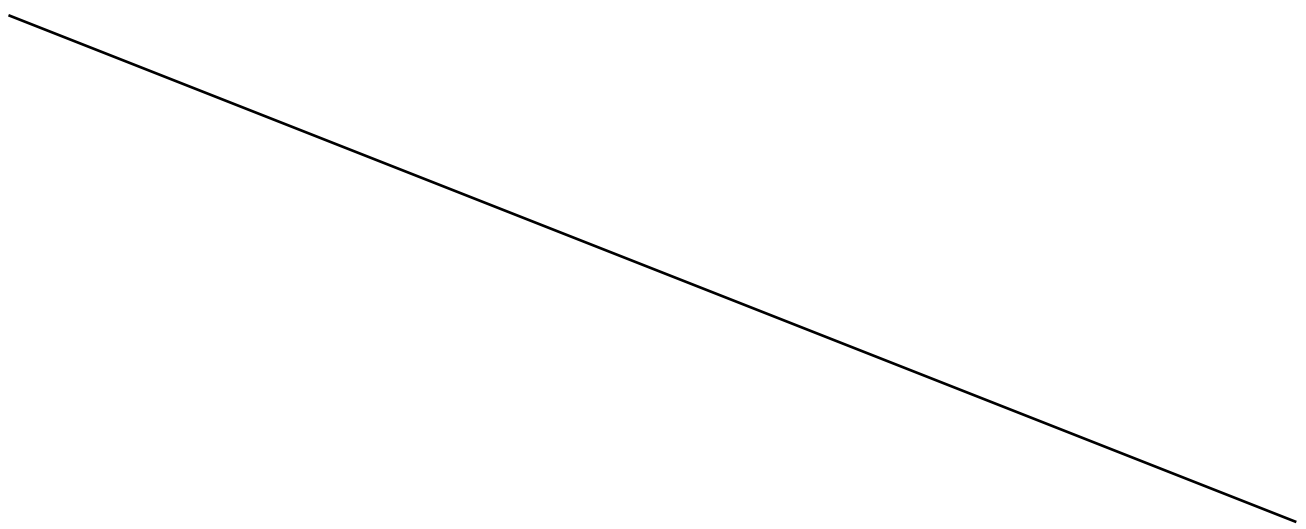
B. Special Offerings Advisory Task Force:

- Marci Glass, Teaching Elder, Boise, ID
- Curtis Kearns, Ruling Elder, Louisville, KY (African-American)
- Joanna Kim, Ruling Elder, Irving, TX (Asian-American)
- Michael Kruse, Ruling Elder, Kansas City, MO

Sarah Butter will serve as chair of the Task Force.

Background: The new members will replace those that resigned from the Task Force. The current remaining members of the Task Force are:

- Sarah Butter, Teaching Elder, Wilmette, IL
- Sidney Davis, Teaching Elder, Charleston, SC (African American)
- Cathy Piekarski, Ruling Elder, Presbyterian Mission Agency Board Member, Marietta, OH





Investment in Palestine

PC(USA) Mission Context

- Presbyterians have been active in the Middle East since 1823
 - Education, health, peace, justice and interfaith
- Active with Israel/Palestine concerns since 1948
 - Refugee relief and resettlement, vocation and self development, education, peace and justice



Consistent PC(USA) policy

- Israel has right to exist as sovereign state within secure, internationally recognized borders
- Right of Palestinians to self-determination, including right to establishment of neighboring independent, sovereign state
- Establishing of just and durable peace – and an end of occupation is essential to peace



Corporate Engagement by GA

In recognition of despair of situation caused by occupation

- 2004 – began a phased selective process of corporate engagement, including possibility of divestment as last resort
- 2006 – investments only in peaceful pursuits, Presbyterian Mission Agency directed to identify alternative investments
- 2008, 2010, 2012 – refined instructions regarding investments



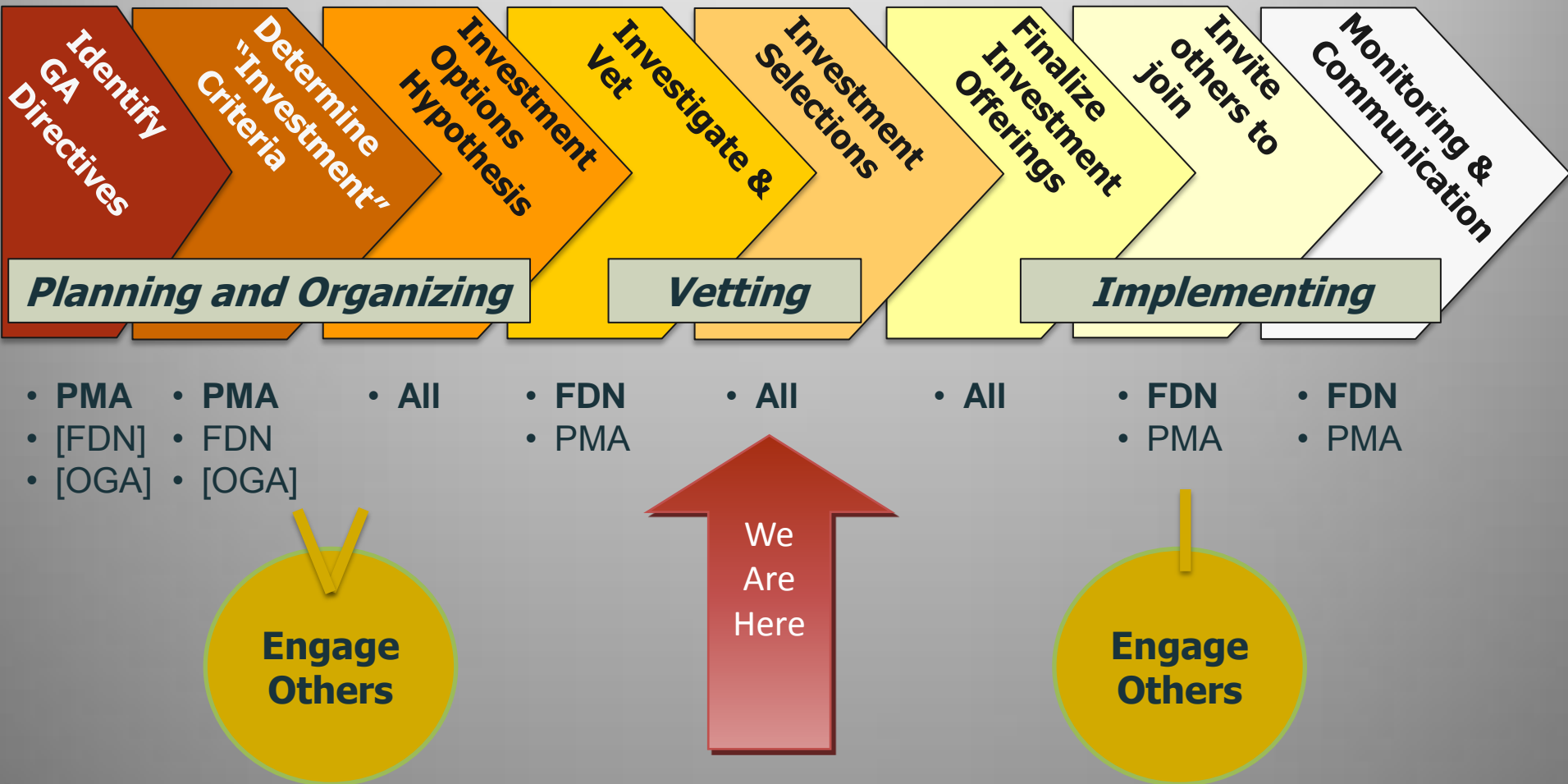
Investment Process

Working in partnership with the Presbyterian Foundation, we have been:

- Guided by General Assembly directives
- Aided by the voice of congregations
- Advised by Cambridge Associates
- Assisted by consultants (recommended by Cambridge) with offices in Tel Aviv and Ramallah



Investment Process



Investment Criteria

- Investment in West Bank owned/sponsored initiatives or companies
- Economic development
- Job creation
- Peaceful pursuits
- Palestinian investments must minimize or eliminate dependence on Israel or others
- Transparency of use and impact
- Direct engagement



Investment Options

- Education
- Micro-finance
- Infrastructure
- Renewable energy
- Agriculture
- Information Technology



Investigate and Vet



Investigate and Vet

Presbyterian Mission Agency Board
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Investigate and Vet



Investigate and Vet



Where We Are Now

- The Foundation is conducting due diligence on several opportunities, and negotiating final terms.
- Three primary areas of interest:
 - Education
 - Micro-finance
 - Renewable energy
- Each opportunity would involve an interest-bearing loan.



Next Steps

- Several congregations are interested in joining the initial phase of this effort.
- The Foundation is putting together an investment vehicle available to both Presbyterian Mission Agency and congregations.
- We expect to be in a position to make the first investment by Summer 2013.
- Funds used for this investment are not “new money,” but rather a Creative Investment allocation from funds held at the Foundation.



Creative Investment Allocation

- Established by the General Assembly in the 1970's:
The goal of Creative Investment is to invest funds on six continents for the promotion, through investment, of the social concerns expressed by the General Assembly. This represents a holistic approach to investment and will enable a continual interchange and dialogue between those charged with investment responsibility and those involved in mission program development.
- Demonstrates the vital partnership we have with the Foundation



Creative Investment Allocation

- Up to \$8M have been allocated for this purpose
- About \$3M is currently invested in Creative Investment opportunities
- The Presbyterian Mission Agency makes recommendations for creative investment.
- The Foundation has final fiduciary responsibility for investing the funds.





**ITEM 244
FOR INFORMATION**

**COMMITTEE ON THE OFFICE OF THE GENERAL ASSEMBLY
March 18 – 20, 2013**

Meeting highlights presented by Arthur W. Canada, Vice Chair, Presbyterian Mission Agency Board, and Corresponding Member, COGA

Stated Clerk's Report (Gradye Parsons):

- Described the reorganized/restructured Office of the General Assembly, including related staffing changes, notably the impending retirement of Fred Heuser, director of the Presbyterian Historical Society.
- In an effort to serve the church better, the OGA is completing some much-needed improvements to Church Leadership Connection, the Internet-based matching and referral system of the Presbyterian Church (U.S.A.).

Report from the General Assembly Moderator (Neal Presa):

- Shared that he has traveled 87,000 miles since General Assembly.
- He has experienced the heartache of presbyteries and congregations, but sees rays of hope in the midst of change, heartache and transition.
- Mentioned the upcoming Moderators Colloquium at Austin Seminary April 23-25, in which people will be able to participate by live web stream.

221st General Assembly (2014) – Detroit (Tom Hay):

- COGA voted to endorse the use of the plenary hall at the COBO Center (where the 221st GA will be held June 14-21) for all worship services. Not only does this move realize a great savings (over \$100K), but it also grounds the Assembly as a worshipful, working body of Christ.
- Communion will also be served at each Assembly worship service, a new practice initiated by the current moderator, the Rev. Neal Presa.

Standing Rule Changes: (possible/projected):

- Looking into the number of Overture Advocates from a presbytery and whether they need to be members of the presbytery.
- Looking into the number of Theological Student Advisory Delegates.
- Looking into the possibility of an earlier date for naming commissioners (120 days) – there's no reason with biennial assemblies to wait to name commissioners.

Committee to Review Biennial Assemblies (Carol McDonald):

- No recommendations as of yet; the committee is exploring the possibility of electing the Moderator in the same manner as the Church of Scotland, i.e., through the use of a Nominating

Committee elected by the prior Assembly. This is the only office in the PC(USA) which is not nominated through a nominating committee process.

Update on Mid Council Commission :

- Council members are discussing various alternatives to the outright elimination of synods.

Working Groups Report Back:

- Ethics Policy (discussion of the Standards of Ethics for Commissioners and Advisory Delegates to the General Assembly).
- Per Capita Review (per capita is “one of the sinews of our covenantal relationship”; need to help people to better understand why it’s collected, what it’s used for, etc.).
- Statistics (ongoing discussion on how to collect better data; COGA was charged by the 219th GA with the responsibility of finding ways “to adapt the Session Annual Statistical Report to collect disaggregated data on age, gender, race, and ethnicity.”).
- Social Media Group (discussed how and why social media is used at General Assemblies, including the guiding principle for using social media at a General Assembly, i.e., “to be attentive and present to the community gathered immediately around us and to the mysterious and wondrous movement of the Spirit of Christ in this place.”).

Discussion on the Purpose of General Assemblies:

- Eileen Lindner led COGA members in a discussion of the purpose of General Assemblies. “How do we make the General Assembly the vital connective tissue for this body of Christ? If we don’t start asking the question, all of the other things we are doing don’t make sense.”

Report from the PMA Executive Director (Linda Valentine):

- Shared and focused on the PMA’s six directional goals.
- Regarding GA Engagement, reported on recent trip to the Holy Land in order to seek a positive investment in Palestine/West Bank.
- Transformational Leaders: What is the experience of leadership? How can we help? How can we connect leaders to each other? We are also seeking to raise up more racial ethnic leaders.
- Compassionate, prophetic discipleship. Marrying social justice and evangelism. Very broad goal area. Dallas II is one way we brought together Presbyterians from all parts of the church involved in global mission. Reported on Laurie Kraus, new PDA director, and PDA’s response in Syria, work in the aftermath of Hurricane Sandy, and numerous experiences in the U.S.
- Young adults: Young adults are not the future of the church, but the present. Described activities and ministries initiated by Rob Fohr.
- Reported on 1001 and its goal to “ignite a movement.” We started counting/accounting for the congregations.
- Economics: Funds development efforts in some areas have helped to make up for the fact that we have declining funds in some areas.
- Said, “I really celebrate very good relationships with the folks in OGA.”

ITEM H.103 FOR ACTION

<i>FOR PRESBYTERIAN MISSION AGENCY EXECUTIVE DIRECTOR’S OFFICE USE ONLY</i>			
A. Finance		E. Property, Legal, Finance (Corporate)	J. Nominating Committee
B. Justice		F. PC(USA), A Corporation	K. Governance Committee
C. Leadership		G. Audit	P. Plenary
D. Worshiping Communities	X	H. Executive Committee	

Subject: Report of the Governance Task Force

Recommendations:

1. Board Member Job Description

That the Presbyterian Mission Agency Board:

- 1. Adopt the following elected member job description for the Presbyterian Mission Agency Board and include it in the Manual of Operations, Appendix 1: Presbyterian Mission Agency Board Organization, Section II as a new letter “F” and re-number the following paragraphs:**

F. Elected Member Job Description

a. Expectation:

- 1) Every elected Presbyterian Mission Agency Board member will be a member of one of the four standing mission committees (except the Board Chair and Vice-chair).**
- 2) Additionally, Board members will serve the Presbyterian Mission Agency Board and the church in a variety of ways, whether it be through internal committees and task forces, national committees and task forces, or appointed liaison relationships.**

b. Attendance:

- 1) Attendance at regular meetings of the Presbyterian Mission Agency Board must be given a high priority, as the Board only has five regular meetings in each two year cycle.**
- 2) One absence from a regular meeting of the Presbyterian Mission Agency Board, or its related committees, without prior notification to the Office of the Executive Director shall be a basis for a review of the member’s standing with the Board.**
- 3) Upon two consecutive absences, or three absences in a three year period, for any reason, the Board chair to recommend to the Stated Clerk that the position be declared vacant.**

c. Member Responsibilities: In addition to adherence to the Board covenant, to be faithful and accountable in the following ways:

- 1) Active involvement in a Presbyterian Church (U.S.A.) congregation and commitment to a personal discipline of spiritual growth**
- 2) Knowledge of and commitment to the mission, goals, and policies of the Presbyterian Church (U.S.A.), the 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 to fulfill the member's duties of loyalty and care.**
- 5) **Attendance and participation in all events on the agenda of board meetings.**
- 6) **Faithful discipleship regarding stewardship, confidentiality, and leadership roles, acting in the best interests of the Presbyterian Mission Agency.**
- 7) **Positive and active interpretation of the work of the Presbyterian Mission Agency to congregations and councils of the church through presentations and other communications.**
- 8) **Provide and promote financial support through gifts to some or all of the following: congregation or presbytery, and the Presbyterian Mission Agency (including any of its ministries).**
- 9) **Provide constructive feedback in response to surveys and evaluations relating to the Presbyterian Mission Agency Board.**

2. Delete section G (formerly section F) on absences:

~~G. Absences~~

~~Ordinarily, one absence from regular meetings of the Presbyterian Mission Agency Board or its related committees without prior notification to the Office of the Executive Director shall be a basis for the Board chair to recommend to the Stated Clerk of the General Assembly that the position be declared vacant~~

Rationale

Responding to its mandate (see below in the "Overall Rationale") to create Board member job descriptions, the Governance Task Force first surveyed existing materials for a starting point. While the Manual of Operations did not include any individually-oriented member job descriptions, an earlier Board re-organization (in 2006) had addressed individual member responsibilities. This earlier language was discussed, and through the process of discernment and amendment, revised to produce the current recommendation.

Focused conversation went into the section regarding Board meeting attendance, especially since each two year cycle for Board work includes has only five meetings. Missing even one meeting represents an important loss for the Board's discernment processes. With the proposal of the new language regarding attendance, the task force recommends the deletion of the current language regarding absences.

The task force feels that having the nine member responsibilities clearly listed will be very useful to both the GA Nominating Committee and new Board member orientation.

2. Board Nominating and Governance Sub-Committee

That the Presbyterian Mission Agency Board:

- a. **Eliminate the Board's Nominating Committee and replace it with a Board Nominating and Governance Sub-committee.**

- b. Adopt the following charter for the Board Nominating and Governance Sub-committee combining new language with the underlined nominating functions formerly listed as responsibilities of the Board Nominating Committee.

Board Nominating and Governance Subcommittee

a) Function

The Board Nominating and Governance committee is a sub-committee of, and therefore reports to, the Presbyterian Mission Agency Board Executive Committee. The sub-committee is responsible for ongoing review and recommendations to enhance the quality of the Presbyterian Mission Agency Board.

b) Membership

The committee will have staggered terms of two years and 5-7 members. Members may serve a second term. Up to two members at any time may finish out the last year of their term on the committee after their service on the Board ends.

c) Nominating Responsibilities:

(Note: When no current member of the Presbyterian Mission Agency Board has the gifts or abilities required to serve on particular boards or entities that require Board representation, the Board Nominating Committee may select nominees from past Board members. Ordinarily the term is for four years, non-renewable.)

- (1) Nominate two voting Board members, for election by the Presbyterian Mission Agency Board, to one-year at-large terms on the Executive Committee. Those so elected shall begin their service at the end of the General Assembly, or in non-Assembly years, with the Executive Committee Retreat. Ordinarily, these at-large members shall serve no more than three years as at-large members. An annual election provides for continuity, balance, and fair representation.
- (2) Nominate three voting Board members, for election by the General Assembly, to four-year non-renewable terms on the Advisory Committee on Social Witness Policy. Those so elected shall assume their responsibilities at the end of the General Assembly.
- (3) Nominate one Board voting member for election by the Presbyterian Mission Agency Board to a four-year non-renewable term on the Advocacy Committee for Racial Ethnic Concerns.
- (4) Nominate one Board voting member for election by the Presbyterian Mission Agency Board to a four-year, non-renewable term on the Advocacy Committee for Women's Concerns.
- (5) Nominate one Board voting member from the Stewardship Mission Committee for election by the Presbyterian Mission Agency Board, to a four-year non-renewable term on the Presbyterian Church (U.S.A.) Foundation.
- (6) Nominate one Board voting member from the Stewardship Mission Committee, and one Board voting member from the Evangelism Mission Committee, for election by the Presbyterian Mission Agency

Board, to a four-year non-renewable term on the Presbyterian Church (U.S.A.) Investment and Loan Program, Inc.'s Board of Directors, subject to confirmation by the General Assembly.

- (7) Nominate one Board voting member from the Stewardship Mission Committee, for election by the Presbyterian Mission Agency Board, to a four-year non-renewable term on the Presbyterian Church (U.S.A.) Board of Pensions.
- (8) Nominate one Board voting member, for election by the Presbyterian Mission Agency Board, to any selection committee for the Presbyterian Church (U.S.A.) Board of Pensions President. (Organization for Mission, Appendix D, Section 7).
- (9) Nominate one Board voting member, for election by the Presbyterian Mission Agency Board, to a four-year non-renewable term on the Presbyterian Council for Chaplains and Military Personnel.
- (10) Nominate two Board voting members, with election by the Presbyterian Mission Agency Board, to four-year non-renewable terms on the Committee on Theological Education.
- (11) Nominate one Board voting member for appointment by the Presbyterian Mission Agency Board to a four-year non-renewable term on the General Assembly Committee on Ecumenical and Interfaith Relations.
- (12) Nominate two members, at least one of whom shall be a current Board voting member, to three-year term with eligibility to one additional term, to the Mountain Retreat Association, Inc.'s Board of Directors for approval by the General Assembly.
- (13) Nominate one Board voting member to the Stony Point Conference Center Board of Directors, and one Board voting member to Ghost Ranch Conference Center Board of Directors to a four-year non-renewable term, for election by the Presbyterian Mission Agency Board.
- (14) Nominate for Presbyterian Mission Agency Board election, one Board voting member to the Presbyterian Women in the Presbyterian Church (U.S.A.), Inc. Board of Directors for a three-year non-renewable term
- (15) Prepare and distribute biographical information for any nominee who is not a current member of the Board.
- (16) Nominate for other positions as requested by the Presbyterian Mission Agency Board.
- (17) Work in consultation with the Committee on Representation to provide for inclusiveness to ensure fair and effective representation in the decision making of the church. (Book of Order, G-3.0103.)
- (18) Coordinate the nomination and election process for chair and vice-chair.
- (19) Nominate Board voting members, for election by the Presbyterian Mission Agency Board, to two-year terms on the Mission Committees, with eligibility for two additional terms. Those so elected shall assume their responsibilities at the beginning of the fall meeting.

a. **Process:**

The Presbyterian Mission Agency Board Nominating Committee shall consult with members, prior to nomination, in the following ways:

- (1) All new members of the Presbyterian Mission Agency Board shall be requested to list in writing all appropriate committees

in order of preference for service. The Presbyterian Mission Agency Board Nominating Committee shall consider the preference ranking and committee needs in preparing nominations, with the understanding that a person must serve one year on the Presbyterian Mission Agency Board before being elected to serve on the Presbyterian Mission Agency Board Executive Committee or the Presbyterian Mission Agency Board Nominating Committee. Nominations shall be made without further consultation.

- (2) All members, after completing two-year terms as committee members, shall list in writing all appropriate committee choices in order of preference for service. In preparing nominations, the Presbyterian Mission Agency Board Nominating Committee shall consider the preference ranking and the committee needs when the continuing member is assigned to a new committee.
- (3) Election by the Presbyterian Mission Agency Board shall take place at the first Board meeting following General Assembly.

d) Governance Responsibilities:

1. Defining board roles and responsibilities
 - a. Regularly review and recommend updates to the board's description of its roles and areas of responsibility and what is expected of individual board members.
 - b. Recommend periodic updates to the primary areas of focus for the board, and help shape the board's agenda for the next two years, based on the strategic plan.
2. Supporting efforts to ensure diverse and effective board composition
 - a. Lead in assessing current and anticipated needs related to board composition, determining the knowledge, attributes, skills, abilities, influence, and access to resources the board will need to consider to accomplish future work of the board.
 - b. Develop a profile of the board as it should evolve over time.
 - c. Identify potential board member candidates to the GA Nominating Committee based upon board needs.
 - d. Nominate individuals to be elected by the board to serve in liaison roles to related entities.
3. Encouraging board development
 - a. Provide candidates with information needed to understand the role of board members prior to election or appointment to the board.
 - b. Design and oversee a process of board orientation, sharing information needed during the early stages of board service.
 - c. Design and implement an ongoing program of board information, education, and team building.
4. Assessing board effectiveness
 - a. Initiate periodic assessment of the board's performance, and propose, as appropriate, changes in board structure and operations.
 - b. Provide ongoing counsel to the board chair and other board leaders on steps they might take to enhance board effectiveness.

- c. Regularly review the board's practices regarding member participation, conflict of interest, confidentiality, and so on, and suggest needed improvements.
- d. Periodically review and update the board policy and practices.
- 5. Developing board leadership
 - a. Take the lead in succession planning, taking steps to recruit and prepare for future board leadership.
 - b. Nominate board members for election to board committees and as board officers.
- c. Delete references to the Board Nominating Committee in the Manual of Operations and add this charter to Appendix 1 "Presbyterian Mission Agency Board Organization," Section IV, 2.e. "Subcommittees of the Executive Committee" as a new (3).
- d. Dismiss, with gratitude, the current members of the Presbyterian Mission Agency Board Nominating Committee.

Rationale

One of the primary mandates given to the Governance Task Force (see complete listing in the "Overall Rationale" below) was the design of an ongoing governance committee function, which would include the welfare of the board members and the functioning of the board. The task force began much of this work by creating board member job descriptions and charters, but best practices for the work of ongoing committees and board includes intentionally assigning responsibility for attentiveness to the internal matters of governance: orientation and training of board members; evaluation of board committee members, of board process, and board member exit interviews; evaluating meeting content and processes, etc.

Currently, the Board Executive Committee tends to some of these matters. The Executive Committee has participated in new member orientation, board meeting evaluation and conversation with the GA Nominating Committee regarding criteria for Board nominees. The Board Nominating Committee has responsibility for nominating board members to fill the various liaison and committee assignment slots.

The Governance Task Force believes that these two functions, nominations and governance, are actually twin parts of a larger category of board service. Many other boards combine these functions in one sub-committee. Following a draft charter outlined by BoardSource, a leading consultant on increasing board effectiveness, the Governance Task Force recommends consolidating the work into one committee. The current functions of the nominating committee have been retained, but the scope has been enlarged to include the detailed work of improving governance.

The Governance Task Force was also concerned that adding an additional committee, without eliminating a current committee, would work against its goal of making board service more manageable by reducing the number of additional committee assignment expected of board members. (See the recommendations and rationale below on liaison and committee assignments.)

Because the enlarged scope of the committee is outside what the current members of the Nominating Committee agreed to accept when they were elected by the Board, the Governance Task Force recommends dismissing the current committee. Following the Board's standard

practice for subcommittees (chair appointment, ratified by the Executive Committee), members of the subcommittee would be enlisted to serve with the larger mandate. Current members of the Nominating Committee would be eligible for appointment by the Board chair.

3. Committee Charters

That the Presbyterian Mission Agency Board:

Adopt the committee charters listed below and include them in the Manual of Operations, replacing Appendix 1 “Presbyterian Mission Agency Board Organization” Section IV. B. “Presbyterian Mission Agency Board Mission Committees.”

B. Presbyterian Mission Agency Board Mission Committees

1. Context:

The Presbyterian Mission Agency Board oversees the work of the Presbyterian Mission Agency as it inspires, equips and connects the PC(USA) in its many expressions to serve Christ in the world through new and existing communities of faith, hope, love and witness.

2. Committees:

The Board’s mission is advanced through four primary committees:

- Leadership**
- Worshiping Communities**
- Justice**
- Finance**

a. Leadership Committee

The Leadership Committee focuses on the work of the Presbyterian Mission Agency that inspires, equips and connects individuals for leadership in Christ’s church and in the world. In this work, the Leadership Committee seeks to discern God’s direction as it guides ministries which identify, develop and resource diverse transformational leaders. Areas of ministry typically within the purview of the Leadership Committee include:

- Chaplains**
- Elder and leader development**
- Financial Aid for Studies**
- Leadership trends and response**
- Mission Personnel**
- Racial Ethnic and Women’s Leadership**
- Theological Education**
- Theology**

Relationships

The work of the Leadership Committee connects in relationship with a variety of other groups, including Board-related committees, missional relationships, committees/boards where the Board has a representative, and ecumenical advisory members.

- **Board-related committees**
 - None
- **Missional relationships:**
 - **Presbyterian Council for Chaplains and Military Personnel – PCCMP**
 - **Association of Presbyterian Church Educators - APCE**
- **Committees/Entities where the Board has a representative:**
 - **Presbyterian Women in the Presbyterian Church (U.S.A.), Inc., Board of Directors**
 - **Presbyterian Church (U.S.A.) Investment and Loan Program, Inc. Board of Directors**
- **Ecumenical Advisory Members:**
 - None

b. Worshiping Communities Committee

The Worshiping Communities Committee focuses on the work of the Presbyterian Mission Agency that inspires, equips and connects congregations and other worshiping communities as centers of discipleship. In this work, the Worshiping Communities Committee seeks to nurture spaces for the myriad expressions of Christ's church that allows for creative, dynamic and moving connections. Areas of ministry typically within the purview of the Worshiping Communities Committee include:

- **Christian education and curriculum**
- **Church growth**
- **Collegiate ministries**
- **Conference Centers**
- **Equipping the church for mission**
- **Evangelism and disciple-making ministries**
- **Racial Ethnic and cross cultural congregational support**
- **Worship**
- **Youth and Young Adults**

Relationships

The work of the Worshiping Communities Committee connects in relationship with a variety of other groups, including Board-related committees, missional relationships, committees/boards where the Board has a representative, and ecumenical advisory members. The Presbyterian Investment and Loan Program may occasionally relate to this committee on programmatic matters.

- **Board-related committees**
 - **Mission Development Resources Committee (MDRC) reports to the Worshiping Communities Committee.**
- **Missional relationships:**
 - **Association of Presbyterian Church Educators – APCE**
- **Committees/Boards/Advisory Boards where the Board has a representative:**
 - **Mission Development Resources Committee – MDRC**
 - **Montreat Conference Center Board of Directors**
 - **Presbyterian Church (U.S.A.) Investment and Loan Program, Inc. Board of Directors**
- **Ecumenical Advisory Members:**

- One of the Board's Ecumenical Advisory Members is assigned to the Worshiping Communities Committee, with voice and vote in committee.

c. Justice Committee

The Justice Committee focuses on the work of the Presbyterian Mission Agency that inspires, equips, and connects Presbyterians and others in witness to God's justice in the world. In this work, the Justice Committee seeks to equip the church for compassionate-prophetic ministries through advocacy and networking for mission. Areas of ministry typically within the purview of the Justice Committee include:

- Advocacy efforts
- Ministries of compassion, peace and justice
- World Mission Networks

Relationships

The work of the Justice Committee connects in relationship with a variety of other groups, including Board-related committees, missional relationships, committees where the Board has a representative, and ecumenical advisory members.

- Board-related committees
 - Jinishian Memorial Program Governance Commission relates to the Justice Committee.
 - Mission Responsibility through Investment Committee reports to the Justice Committee.
 - Presbyterian Disaster Assistance Advisory Committee reports to the Justice Committee.
 - Presbyterian Hunger Program Advisory Committee reports to the Justice Committee.
 - Presbyterian Self-Development of People Committee relates to the Justice Committee.
- Missional relationships:
 - Presbyterian Health Education and Welfare Association -- PHEWA
- Committees where the Board has a representative:
 - Jarvie Commonwealth Service Committee
 - Jinishian Memorial Program Governance Commission
 - Mission Responsibility through Investment Committee
 - Presbyterian Health Education and Welfare Association Board of Directors
 - Creative Ministries Offering Committee of Presbyterian Women in the Presbyterian Church (U.S.A.), Inc.
- Ecumenical Advisory Members:
 - One of the Board's Ecumenical Advisory Members is assigned to the Justice Committee, with voice and vote in committee.

d. Finance Committee

The Finance Committee focuses on the work of the Presbyterian Mission Agency that undergirds its ministries with responsible stewardship and transparent reporting. In this work, the Finance Committee is called to support the mission and

ministry of the other committees through the application of broad-based services necessary to enable, equip, account and serve. Areas of ministry typically within the purview of the Finance Committee include:

- Financial reporting and policies
- Information Technology
- Monitoring and financial projections
- Other financial and legal matters not specifically related to individual programs
- Oversee the financial reporting relationship with the Presbyterian Church (U.S.A.) Foundation, where the medium and long-term funds of the Presbyterian Mission Agency are invested.
- Oversight of budget development
- Property

Relationships

The work of the Finance Committee connects in relationship with a variety of other groups, including Board-related committees, missional relationships, committees where the Board has a representative, and ecumenical advisory members. This committee has primary relationship with the Presbyterian Foundation, the Board of Pensions and the Presbyterian Investment and Loan Program, Inc. Board of Directors..

- Board-related committees
 - None
- Missional relationships:
 - None
- Committees/Boards where the Board has representatives:
 - Presbyterian Church (U.S.A.) Investment and Loan Program, Inc. Board of Directors
 - Presbyterian Mission Agency Conference Center Advisory Boards (Programmatic concerns may be referred to other committees as needed.)
 - Ghost Ranch Conference Center
 - Stony Point Conference Center
- Ecumenical Advisory Members:
 - None
- At-large committee members
 - Two

3. Authority

Presbyterian Mission Agency Board Committees are responsible for oversight of programs within the duties of the Committee listed above. It is the responsibility of the executive management of the Presbyterian Mission Agency to administer these programs, manage the program budgets and provide any required or requested expertise to the Board and/or the Committee. The Committee is entitled to rely on the expertise of the Presbyterian Mission Agency staff and its outside consultants, as well as the work of other committees of the Board, as to matters within their authority and expertise. From time to time committees may meet together on issues of mutual concern.

All committee actions, apart from the Executive Committee and routine administrative functions, require the approval of the Presbyterian Mission Agency Board.

4. Membership and Meetings

Committee size is determined by the Board during the nomination process each year. If needed, committees may vary in size. Committees generally meet in conjunction with the meetings of the Board. During these meetings, committees will receive:

- **reports and recommendations from staff**
- **reports from liaisons to other committees.**

Rationale

At the first meeting of the 2012-2012 Board Executive Committee last summer, mission committee chairs and their lead staff resource persons began the work of creating charters for the new mission committees created by the Board's February action and confirmed by the General Assembly in July. Each committee leadership team individually drafted a statement of proposed work for review by the Executive Committee. The Executive Committee then asked the Governance Task Force to review the individual charters and to finalize a comprehensive document for approval by the Board.

The Governance Task Force has sought to combine some of its work on liaison relationships with the charters so that it is clear how the various committee assignments and relationships come together in each committee. It is the hope of the Governance Task Force that these descriptions will prove useful to committee chairs in designing future committee meetings.

4. Liaisons and additional committee assignments

That the Presbyterian Mission Agency Board:

- A. Adopt the "Guidelines for Liaisons to other Entities" listed below and include it in the Manual of Operations, Appendix 1 "Presbyterian Mission Agency Board Organization" as a new Section XII.**

XII. 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 voting members or corresponding members, depending upon the particular assignment.

Prior to committee meetings:

- **Liaisons will review the agenda for the upcoming committee meetings, and seek input from the designated staff liaison regarding:**
 - **Background materials that may be helpful for the committee discussion**
 - **Presbyterian Mission Agency Board interests that might relate to the discussion.**

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 designated staff liaison, outlining significant items from the meeting.**

Prior to Presbyterian Mission Agency Board meetings:

- **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 as an information item for the board meeting. (Information items are due in the Executive Director's office four weeks prior to a board meeting.)**

During Presbyterian Mission Agency Board meetings:

- **Board committee chairs may, at their discretion, highlight an information item for further discussion in committee. 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.**

- B. Eliminate the Procedures Subcommittee from the Manual of Operations, and assign staff of the Executive Director's Office the responsibility for its former duties. Recommendations for changes to the Board's procedures will be brought to the Board's Executive Committee for review, approval, and recommendation to the full Board, as appropriate.**
- C. Initiate an effort, over time, to reduce the instances in which the Board sends more than one liaison to another committee. This effort would be done in consultation with the other committees.**
- D. Refer the other issues relating to reducing the number of liaison assignments for Board members to the new Board Nominating and Governance Subcommittee.**

Rationale

The Presbyterian Mission Agency Board maintains a network of interrelationships with other organizations, board, committees and sub-committees. The relationships send a number of individuals to meetings of the Presbyterian Mission Agency Board as corresponding members and liaisons; as well as sending a number of Board members and representatives to the meetings of other organizations. Discussions with members who have filled these roles with other bodies have shown there to be a lack of clarity regarding the expectations of Board members who serve on other bodies. In Recommendation 4A, the Governance Task Force seeks to provide guidelines for Board members who serve in these roles, including details regarding connecting the work of the external organization with the work of the Presbyterian Mission Agency Board.

* * * * *

The issue of external liaison relationships and committee assignment has been a great challenge for the Board Nominating Committee and the Board chair. The Presbyterian Mission Agency Board has 40 voting members. Another 17 individuals are corresponding or ecumenical advisory members. Of the 40 voting members, four are ex-officio members whose have other primary elected assignments (current and previous GA moderator, Presbyterian Women co-moderator, and Presbyterian Men representative), leaving only 36 Board members with a primary assignment to the Presbyterian Mission Agency Board.

These 36 members are the primary eligible candidates for the following additional assignments:

Assignment	Number of slots	Term (years)
ACREC	1	4
ACSWP	3	4
ACWC	1	4
Audit	3	2
Board Executive Committee	3	1
Board of Pensions	1	4
COTE	2	4-
COTE Funding Task Force*	1	
Creative Ministries Offering Committee	1	3
Foundation Working Group*	3	
GACEIR	1	4
Ghost Ranch	1	4
Governance Task Force*	6	
Jarvie Commonweal Service	4	3
Jinishian Memorial Governance Commission	2	4
MDRC	1	4
Mission Responsibility Through Investment (MRTI)	2	4
Montreat Conference Center	2	3
Nominating Committee	5	2
PCCMP	1	4
PCUSA Foundation	1	4
Personnel Subcommittee	5	
PHEWA	1	
PILP	2	4
Presbyterian Women Inc. Board of Directors	1	3
Procedures Subcommittee	5	1
Restricted Funds Oversight Subcommittee	4	2
Stony Point Conference Center	1	4
Stony Point Transitional Team*	3	
Total	67	

* Short-term assignments, but active as of 3/1/2013

These 67 slots are assignments in addition to the basic Board service and primary committee assignment expected of all Board members. In terms of a raw average, each Board member would therefore be expected to serve on two external committees, in addition to their Board seat and Board committee roles. However, this average is not easy to sustain. New board members typically have fewer external assignments, and board members in the final years of their term typically have more than the average.

Finding Board members to serve in these roles has proven exceedingly difficult. The Board has sought to mitigate some of this impact by adopting language that permits former Board members to serve in some of these roles, and by leaving some of the seats unfilled. However, filling these spots continues to provide a challenge for the Nominating Committee and/or the Board chair.

The Governance Task Force, therefore, has sought to reduce the number of assignments, making Board service more manageable for its members, and increasing the likelihood of finding members who can serve in multiple roles.

Recommendation 4B seeks the elimination of the Procedures Subcommittee. This committee is currently composed of five Board members, including two members who also serve on the Board Executive Committee. The Procedures Subcommittee was formed in 1997 as the “Procedures (‘Nuts and Bolts’) Committee.” Its functions include:

- Reviewing and reporting to the Executive Committee on
 - Presbyterian Mission Agency materials and other agency reports being forwarded to the General Assembly.
 - the Manual of Operations, the Organization for Mission, (for consistency and relevance in the current context)
 - the manuals of other ministry areas and related committees, including the Advocacy Committee for Racial Ethnic Concerns and the Advocacy Committee on Women’s Concerns (for consistency with established guidelines).

In practice, this work is done by staff of the Executive Director’s Office and reported to the Procedures Subcommittee. The Procedures Subcommittee reviews the work and reports to the Board Executive Committee. The Board Executive Committee then reports on the work, and brings any recommendations, to the Board for approval. This recommendation would instruct members of the Executive Director’s Office to bring their work on these matters directly to the Executive Committee for review and action rather than using a subcommittee. This reduces the number of board member assignments by five.

Recommendation 4C would begin an effort to reduce the number of instances in which the Board sends multiple liaisons to a single committee. While the Governance Task Force values the input of Board members on these other committees and Board, it felt that in order to make Board service more manageable, the number of liaison roles must be reduced. Lessening the number of liaisons to any one committee is one way to reduce the overall commitment while still nurturing the relationship with organization outside the Presbyterian Mission Agency. This gradual reduction is not immediate, and would be done in consultation with the other committees.

Recommendation 4D assigns the remaining task of examining the number and nature of liaison and committee assignments to the new Board Nominating and Governance Subcommittee, so that responsibility for continuing in this task is properly delegated.

5. Board-related Committees

That the Presbyterian Mission Agency Board:

- a. Amend the description of the Mission Development Resources Committee (MDRC) in the Manual of Operations, Appendix 1, Section IX in the following manner (additions are shown underlined):

B. 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 Worshiping Communities Committee.

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 displayed in the Evangelism and Church Growth ministry area.

Staff Relationships and Lodgment

The Office of Mission Program Grants staff that is responsible for planning, coordinating, and supporting the work of MDRC shall be answerable to the Director of Evangelism and Church Growth Ministry Area or designee.

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 Evangelism and Church Growth in accordance with The Presbyterian Mission Agency Employee Handbook.

Relation to the General Assembly and the Presbyterian Mission Agency Board

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

Liaisons

A member each from the Presbyterian Mission Agency Board Worshiping Communities Committee and The Presbyterian Foundation Board shall be named as liaisons to the MDRC.

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:

- Allocating grants for new church development, new worshiping communities, and presbytery support for continual congregational transformation;
- 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;
- Recommending policies, procedures and guidelines that govern the grant and church loan programs;
- 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;
- Responding in partnership with mid councils to new and emerging ministries;
- Reviewing and recommending to the Presbyterian Mission Agency new congregation projects nominated to receive Sam & Helen R. Walton Awards.

- b. Amend the description of the Presbyterian Committee on the Self Development of People in the Manual of Operations, Appendix 1, Section IX in the following manner (additions are shown underlined):

E. Presbyterian Committee on the Self-Development of People (SDOP)

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.

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 Justice Mission Committee.

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.

Assigned Functions (to be performed with accountability to the Justice Committee and/or the Compassion Peace and Justice Ministry area, and subject to available funds).

- 1) **SDOP shall be responsible for creating and maintaining its own Manual of Operations.**
- 2) **SDOP shall provide program, strategy and oversight for the church's mission of self-development with poor, oppressed and disadvantaged people.**
- 3) **SDOP will implement the criteria and guidelines for funding local projects.**
- 4) **SDOP will be responsible for receiving, reviewing and approving/rejecting local project proposals.**
- 5) **SDOP will be responsible for training and certifying local SDOP committees.**
- 6) **SDOP will work in collaboration with PDA and PHP to carry out joint projects consistent with the mandate of each committee.**
- 7) **Work cooperatively with ecumenical partners in carrying out SDOP's mandate.**
- 8) **Educate the church on the condition and status of poor and oppressed communities and train the church in theological issues related to poverty.**
- 9) **Promote and Interpret the OGHS offering within the church at both the congregational and mid-council levels.**

- c. Refer the matter of producing similar expanded description statements for the other four Board-related Committees (Presbyterian Disaster Assistance Advisory Committee, Presbyterian Hunger Program Advisory Committee, Mission Responsibility through Investment Committee, and the Jinishian Memorial Program Governance Commission) to the newly formed Board Nominating and Governance Subcommittee.**

Rationale

Among the variety of assignments given to the Governance Task Force, perhaps none were more vexing than the issues regarding the Board-related committees. The Manual of Operations lists six of these committees in Appendix 1, Section IX. While the committees have different histories, some dating back to the 1970's, the only current authoritative policy references to the committees are these sections in the Manual of Operations:

A. 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. Nominated by the General Assembly Nominating Committee and elected by the General Assembly, this committee reports to the Presbyterian Mission Agency's Justice Mission Committee.

B. 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 Evangelism Mission Committee.

C. Presbyterian Disaster Assistance Advisory Committee (PDA)

The purpose of the Presbyterian Disaster Assistance Advisory Committee is to give policy advice, review the work, assist in setting strategic program direction and planning, and recommend an annual budget. This "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, middle governing bodies, 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 Justice Mission Committee.

D. Presbyterian Hunger Program Advisory Committee (PHP)

The purpose of the Presbyterian Hunger Program Advisory Committee is to guide the church's response to hunger and its underlying causes. The committee carries out the following tasks: 1) recommending Presbyterian Hunger Program operating guidelines, 2) making and reporting

funding (grant) decisions within the approved guidelines; and 3) suggesting the development of programs and strategies for implementing the "Common Affirmation on Global Hunger," and other General Assembly policies related to hunger and poverty. Nominated by the General Assembly Nominating Committee and elected by the General Assembly, this committee reports to the Presbyterian Mission Agency Board's Justice Mission Committee.

E. Presbyterian Committee on the Self-Development of People (SDOP)

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.

F. Jinishian Memorial Program Governance Commission

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 Jinishian Memorial Program Governance Commission (JMPGC) acts on behalf of the Presbyterian Mission Agency Board in all matters that authorize and facilitate the implementation of JMP. The JMPGC is composed of the five voting members of the USAC, plus two current or previous Presbyterian Mission Agency Board elected members. The two elected Presbyterian Mission Agency Board members also serve as liaisons with the USAC with voice, but not vote.

Because of their long histories, there are multiple understandings regarding the work of these committees. Prior to a 1993 restructure, many of these committees had a larger, more comprehensive scope of authority, but in the 1993 ("Shape and Form") restructure, their mandates were eliminated from the Organization for Mission and they began to appear only in the Manual of Operations for the Presbyterian Mission Agency.

The members of five of these committees are nominated by the General Assembly Nominating Committee, and elected by the General Assembly, because all members of committees that serve for more than two years are chosen through the GA nominating process, however, these committees have no reporting relationship to the General Assembly: they do not provide reports to GA, they do not have direct access to bring business to GA, and they are not reviewed on a six-year basis like other GA-related agencies and committees. The Presbyterian Mission Agency is responsible for the work of these committees.

Overall, these committees, and the ministries they represent, are functioning well. There is, from time to time, confusion over several basic relational elements: budgetary responsibility, staff accountability and search processes, relationship to the Presbyterian Mission Agency Board and the General Assembly, and assigned functions. At the same time as the Strategy Advisory Group was making the original recommendations of mandate for the Governance Task Force in February 2012, the Special Offerings Advisory Task Force raised similar concerns in its report. The Board action in 2012 charged the Governance Task Force with reviewing and clarifying the

role of these committees as part of its assignment regarding governance, GAMC committees and liaison relationships.

In conversations with staff and the leadership of these committees, the Governance Task Force found multiple understanding of the roles of these committees, as well as a gap in understanding among Board members' awareness of the work of these committees. To remedy that situation, the Governance Task Force recommends adding clarifying language to the Manual of Operations where these committees are referenced.

Recommendation 5A focuses on the work of the Mission Development Resources Committee (MDRC). The proposed language was developed by staff who support the work of MDRC and represents no significant change in the way that committee operates. The goal of this proposed language is to document the current operational understanding of the role of MDRC, so that future Board members, MDRC members and staff can share common assumptions.

Recommendation 5B addresses the work of the Presbyterian Committee on the Self Development of People (PCSDOP). The PCSDOP chairperson has been very gracious and helpful to the Governance Task Force. We have had multiple rounds of dialogue, through both our chairperson and staff supporting the task force. At times we have had satisfying agreements, but we've also faced the disappointment of disagreement in these conversations.

The Governance Task Force proposed language to PCSDOP leadership that would better describe the relationship between PCSDOP and the Presbyterian Mission Agency Board. The PCSDOP Steering Committee also submitted proposals for consideration by the Task Force. Some of the PCSDOP proposals are inconsistent with legal requirements regarding employment and with the policy of having denomination-wide mission work coordinated through the Presbyterian Mission Agency. The Task Force opted instead on a combination of the original language proposed by the Governance Task Force and the "assigned functions" suggested by PCSDOP.

Recommendation 5C delegates the remaining work in this area to the Board Nominating and Governance Subcommittee. The Governance Task Force believes that having similar sections, as found above in Recommendations 5A and 5B, for each of the remaining committees would add greater clarity.

The Task Force had extensive conversations regarding the work of the Jinishian Memorial Program Governance Commission (JMPGC), which was formed in 2007, as a means of providing more efficient consideration of requests from the United States Advisory Committee (USAC) for the Jinishian Memorial Program. In 2007, the Presbyterian Mission Agency Board created the JMPGC, composed of the members of USAC (three individuals of Armenian descent and two Presbyterian Mission Agency staff) plus two representatives of the Presbyterian Mission Agency Board, to act on behalf of the Presbyterian Mission Agency Board in all matters that authorize and facilitate the implementation of the Jinishian Memorial Program.

There was considerable discussion as to whether JMPGC was still needed in the current context when the Board Executive Committee meets bimonthly through conference calls. As we sought

to reduce the number of additional committee assignments, this is one that we seriously considered. The task force is grateful for the work of the volunteers who serve on the JMPGC and is especially cognizant of the time that is given in support of Presbyterian mission in this way.

While the task force did not have sufficient information to make a determination with this recommendation, it is our hope that the Board Nominating and Governance Subcommittee will continue to study this matter, and bring a recommendation as to whether the JMPGC is still needed.

The task force also had discussions with the leadership of the Presbyterian Disaster Assistance Advisory Committee, the Presbyterian Hunger Program Advisory Committee and the Mission Responsibility through Investment Committee but was unable to bring recommendations to the Presbyterian Mission Agency Board within our timeline. It is our hope that work will continue using the template we have provided in Recommendations 5A and 5B.

6. Dismiss the Governance Task Force

That the Presbyterian Mission Agency Board dismiss the Governance Task Force with thanks.

Overall Rationale

The Governance Task Force was formed in February 2012 upon the recommendation of the Strategy Advisory Group which brought structural change to the operation of the Presbyterian Mission Agency Board, including:

- Reducing the number of mission committees from five to four
- Reorganizing the composition of the Executive Committee (as part of reducing the number of mission committees)
- Adding communications strategy and funds development strategy as components of the work of the Executive Committee
- Creating a Personnel Subcommittee, and
- Adopting principles for Board committee service.

The Governance Task Force was charged to begin work immediately and conclude with a report to the Spring 2013 meeting of the Board. Six members were appointed by the 2010-2012 Board chair in consultation with the current Board chair and the Executive Committee:

Kears Pollock, chair
Steve Aeschbacher
Teresa Bryce Bazemore

Cynthia Bolbach
Marianne Rhebergen
Matthew Schramm

The task force mourned the death of member Cynthia Bolbach in December of 2012.

The task force met face-to-face in conjunction with Board meetings in May and September of 2012. Conference call meetings were held in October and November of 2012; and January, February, and March of the current year.

The mandate of the task force:

- Do a comprehensive analysis of the committee and liaison assignments for GAMC board members and recommend any structural changes that would improve the board's ability to function.
- Design a standing GAMC Governance Committee (name optional) that will see to the welfare of the board members and the functioning of the board, or structure the committees in a manner that the traditional functions of a governance committee are incorporated. Those functions might include but are not be limited to: Board job descriptions; Orientation and training of board members; Evaluation of board committee members, of board process, and board member exit interviews; Evaluate meeting content and processes; Facilitate communication between the congregations and the GAMC, to supplement the efforts of the staff, as well as to provide appropriate and effective communications between staff and board.
- Develop board member job descriptions.
- Review and clarify the role of the six GAMC related committees described in the GAMC Manual of Operations as part of its assignment regarding governance, GAMC committees and liaison relationships.

The report of the Special Offerings Advisory Task Force, in February 2012, gave increased emphasis to the need to clarify the role of the six Board related committees.

In July 2012, following the General Assembly, the newly formed Executive Committee created draft charters for each of the four mission committees, and then assigned the Governance Task Force the task of finalizing the charters.

The Governance Task Force was assisted in its work by staff members: Susan Abraham, Martha Clark, Barry Creech, April Davenport, Debbie Gardiner and Linda Valentine. The task force heard presentations from Sara Lisherness, director for Compassion, Peace and Justice Ministries and Hunter Farrell, director for Presbyterian World Mission. Task force members also initiated conversations with representatives of the six Board related committees.

**ITEM H.104
 FOR ACTION**

<i>FOR PRESBYTERIAN MISSION AGENCY EXECUTIVE DIRECTOR’S OFFICE USE ONLY</i>			
A. Finance		E. Corporate Property, Legal, Finance	J. Nominating Committee
B. Justice		F. PC(USA), A Corporation	K. Governance Committee
C. Leadership		G. Audit	P. Plenary
D. Worshipping Communities	X	H. Executive Committee	

Subject: Report of the Personnel Subcommittee

Action Item 1: Staff Structure Changes

I. Communication and Funds Development

Recommendation:

- A. The Personnel subcommittee recommends that the Executive Committee propose changes, for approval by the Presbyterian Mission Agency Board, to the high level structure of the Presbyterian Mission Agency staff organization:**
 - 1. Eliminate the “Communications and Funds Development ministry area” and replace it with a Communications organization and a Funds Development organization**
 - 2. Direct that revisions to the Organization for Mission and the Presbyterian Mission Agency’s Manual of Operations, consistent with this change, be prepared for approval by the 221st General Assembly (2014).**

- B. The Personnel subcommittee recommends that the Executive Committee propose, for Presbyterian Mission Agency Board approval, a restructure of the staff organization listed in Appendix 2 of the Presbyterian Mission Agency’s Manual of Operations, as follows:**
 - 1. Change number of Deputy Executive Directors from three to two, and add a reference to a Senior Director for Communications Ministry and a Senior Director for Funds Development Ministry.**
 - 2. Eliminate the section outlining the eight work areas of the Deputy Executive Director for Communications and Funds Development,**
 - 3. Add sections describing the areas of responsibility for the Senior Director for Communications Ministry and the Senior Director for Funds Development Ministry:**

- i. **Communications Ministry**
 1. **Mission Communications**
 2. **Communication Services**

- ii. **Funds Development Ministry**
 1. **Major Gifts**
 2. **Church Support**
 3. **Special Offerings and Appeals**
 4. **Relationship & Development Operations**

The revised section would then read:

B. Deputy Executive Directors and Senior Directors

The General Assembly Ministries are led by ~~three~~ two Deputy Executive Directors, and two Senior Directors, reporting to the Executive Director.

- 1. Deputy Executive Director for Mission***
 - i. Evangelism and Church Growth***
 - ii. Compassion, Peace and Justice***
 - iii. Racial Ethnic and Women's Ministries/Presbyterian Women***
 - iv. Theology, Worship and Education***
 - v. Vocation***
 - vi. World Mission***
 - vii. Research Services***
- 2. ~~Deputy Executive Director for Communications & Funds Development~~***
 - ~~i. Creative Services~~***
 - ~~ii. Relationship and Development Operations~~***
 - ~~iii. Executive Office on Policy Communications~~***
 - ~~iv. Funds Development~~***
 - ~~v. Mission Communications~~***
 - ~~vi. Mission Resources~~***
 - ~~vii. Presbyterian News Service~~***
 - ~~viii. Stewardship~~***
- 23. Deputy Executive Director for Shared Services***
 - i. Finance and Accounting***
 - ii. Information Technology***
 - iii. Presbyterian Center Services***
 - iv. Presbyterian Distribution Services***
- 3. Senior Director for Communications Ministry***
 - i. Communications Services***
 - ii. Mission Communications***
- 4. Senior Director for Funds Development Ministry***
 - i. Major Gifts***
 - ii. Church Support***
 - iii. Special Offerings & Appeals***
 - iv. Relationship & Development Operations***

Rationale:

The Communications and Funds Development (CFD) organization was established as a part of the reorganization of the Mission Agency staff in 2006. Considerable progress has been made since in

improving the quality of our communications and awareness within the church of our work and in developing funds development capability.

In 2012, the Presbyterian Mission Agency undertook an evaluation of its communications and funds development organization and personnel, with the assistance of TAG Consulting. TAG conducted several dozen interviews with CFD staff, other staff that work with and use the services of CFD, and with some board members and other church leaders.

Several key findings were made which guided the resulting changes:

- The CFD structure was complex, and impeded collaborative teaming within the organization.
- An overemphasis on process made internal client relationships more regulatory than relationships of collaboration and partnership.
- Lack of overall strategy for CFD impedes alignment of decisions and behaviors within the organization
- Website is frustrating for users as well as for those in CFD, both a matter of the website design and how it is administered
- Desire for more cutting edge communications, including social media and video
- Recent shift to more storytelling in and through various tools of communication is making positive impact, especially noted by pastors and mid-council executives
- CFD is vitally important to the Presbyterian Mission Agency role to “inspire, equip and connect”, and our ministries are valued by church leaders

Change was needed, also, to meet the continual need to reduce costs and leverage our resources, and to develop fund raising strategies for other, prioritized ministries for which funding is needed going forward.

Organizational Structure

While structure is only a foundation for creating an organization that fulfills its purpose and mission with a healthy organizational culture, having a structure that will facilitate effectiveness is critical.

In order to simplify the structure, making it easier to understand and to work with, and to elevate the role and value to the organization, several shifts are being proposed.

The essential shift will be to divide CFD into two core services. One will oversee funds development and the other will deliver communications. The leaders for each of these areas, the Senior Director of Development and the Senior Director of Communications will be a part of the senior Presbyterian Mission Agency staff leadership team.

Funds Development Ministry

Over the past five years, an effective funds development support for World Mission has been built, specifically for mission personnel. Continuing our 175 year history of mission personnel was deemed among our highest priorities. Funding for mission personnel is vulnerable and declining, so funds development activity has been concentrated in this area. Over the past two years, funds development for Special Offerings has been given renewed attention and new initiatives have been implemented. In conjunction with both of these emphases, the development support functions such as donor database, acknowledgement, and analysis systems and capabilities have also been greatly improved.

The Presbyterian Mission Agency is now at a point at which funds development activity must be broadened for other prioritized ministries for which funding needs to be cultivated. Priorities have been identified, but funds development strategies, including investment needs, for this additional funds development activity have not yet developed. It is anticipated that additional personnel or other investments in funds development will be needed, but specific proposals and the financial implications have not yet been determined. Developing these plans will be work for 2013 and beyond, in consultation with the ministries and programs for which efforts will be undertaken.

In keeping with the practices of leading funds development organizations, the team is organized around fund raising methods, rather than particular programs. Cost allocation will still attribute costs to those programs for which funds are being raised, and the funds development organization will still have the same goals for World Mission that have been established for the 2013-14 budget. Organizing around fund raising methods, however, broadens the reach of the organization and best uses the skills of specialized personnel and systems to support them.

The Presbyterian Mission Agency is long past an era in which funding can be taken for granted. Our efforts in recent years have demonstrated that we can be effective in funds development. By combining development into one organization, the Presbyterian Mission Agency will be better able to optimize our resources, continue to develop our capability and have an overall development program.

Stewardship

The Stewardship office and the Director of Stewardship position were eliminated effective December 31, 2012, upon determining that the preponderance of the work of this office was better accomplished by entities outside of the Mission Agency. Some activities, such as the stewardship newsletter, will be assumed by The Presbyterian Foundation, which also provides stewardship service to entities in the church. The Presbyterian Mission Agency will continue some stewardship activities that are aligned with our other work through the Funds Development Ministry, like participating as an annual Kaleidoscope conference partner, shared mission support and other presbytery support recognition. From time to time, we may also produce curriculum and other resources through Theology, Worship and Education, such as the recent addition to the "Being Reformed" series: "Enough: God's Blessings in Abundance," by Laura Mendenhall.

Communications Ministry

Communications will be streamlined into three primary areas.

The Senior Director of Communications will be responsible for the formation and execution of communication strategy and activities for the Presbyterian Mission Agency. The Senior Director will play an organization-wide strategic and leadership role, and also will provide communications support for the Executive Director, the Board of Directors and the Deputy Executive Director for Shared Services. The Senior Director's office will provide agency-wide and employee communications and media relations and will lead the overall communications function for the agency. Presbyterian News Service will be based in the office of the Senior Director.

Support for our six ministry areas will be led by the Director for Mission Communications, whose primary internal client is the Deputy Executive Director for Mission. Mission communicators reporting to the Director will be strategic communications partners with their client ministries. This area develops and implements comprehensive strategic plans for ministry communications. A Social Media specialist

position has been added to this group to develop and implement a strategy and capacity for effective use of social media.

Communications Services will function like an internal agency, to design, plan, produce, advise on and execute communications of all sorts, digital, video, display, web, writing, social media, graphic design and print. This office will produce mission resources (mission year book, calendar and Presbyterians Today) and projects such as the annual report and GA agency joint projects. Services will be provided by combinations of staff and external resources.

Process

The Executive Director has been given authority by the General Assembly, in the Organization for Mission, for “providing leadership and administrative oversight to the staff and to the staffing and personnel decision process of the Presbyterian Mission Agency.” Individual personnel decisions related to this re-organization were made consistent with this authority.

The Presbyterian Mission Agency Board has been given authority by the General Assembly to restructure the staff organization listed in Appendix 2 of the Manual of Operations. Any restructure must be in alignment with the mission direction of the General Assembly, and must be reported as information to the next General Assembly. Recommendation I.B. above is being made consistent with this authority.

The Presbyterian Mission Agency Board has also been given authority to make high level changes in the organizational structure of the Presbyterian Mission Agency, such as in Recommendation I.A.. These changes must be reported to the General Assembly, and to the extent these changes are such that they result in revisions to the Organization for Mission and/or the Manual of Operations, those revisions must be approved by the General Assembly.

II. Office of the Executive Director

Recommendation:

- A. The Personnel subcommittee recommends that the Executive Committee propose, for approval by the Presbyterian Mission Agency Board, a restructure of the staff organization listed in Appendix 2, of the Presbyterian Mission Agency’s Manual of Operations as follows:**

Regarding Section A. Office of the Executive Director:

- 1. In #1, Replace “Executive Administrator’s Office” with “Advocacy Committee Support”**
- 2. In #1, Delete “and Human Resources” so that the list includes only “Advocacy Committee for Racial Ethnic Concerns and Advocacy Committee for Women’s Concerns.”**
- 3. Add a new #4: “Human Resources”**
- 4. Add a new #5: Policy, Administration and Board Support.”**

The resulting paragraph would then read:

A. Office of the Executive Director

The primary purpose of the office is to provide overall leadership and support for the mission of the Presbyterian Church (U.S.A.) working with and through the Presbyterian Mission Agency Board and the General Assembly Ministries. The office is divided into mission administration areas, one of which is shared with the Office of the General Assembly:

1. Advocacy Committee Support ~~Executive Administrator's Office~~ which includes, Advocacy Committee for Racial Ethnic Concerns, and Advocacy Committee for Women's Concerns, ~~and Human Resources.~~
2. Internal Audit
3. Legal & Risk Management
4. Human Resources
5. Policy, Administration and Board Support

Shared with the Office of the General Assembly

4. 6. Mid Council Relations

- B. The Personnel subcommittee recommends, as a consequence of the changes listed above in II.A., that the Executive Committee propose, for approval by the Presbyterian Mission Agency Board, revisions to Appendix 1, Section VII, paragraphs B1, B2, C1 and C2 (regarding staffing relationships for the Advocacy Committee for Racial Ethnic Concerns and the Advocacy Committee for Women's Concerns), as follows:

Replace "Executive Administrator" with "Racial Ethnic Leadership Development Manager" in each paragraph.

The resulting paragraphs would read:

(Regarding the Advocacy Committee for Racial Ethnic Concerns)

B.1. Accountability and Lodgment

Staff responsible for the planning and coordination work of the committee shall be appointed by the Presbyterian Mission Agency Executive Director in consultation with the Advocacy Committee. The staff shall be lodged within the office of the Presbyterian Mission Agency 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 office of the Presbyterian Mission Agency Board Executive Director through the ~~Executive Administrator~~ Racial Ethnic Leadership Development Manager.

B.2. Budget

Funding for the work of the Advocacy Committee for Racial Ethnic Concerns 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 office of the ~~Executive Administrator~~ Racial Ethnic Leadership Development Manager.

(Regarding the Advocacy Committee for Women's Concerns)

C.1. Accountability and Lodgment

Staff responsible for the planning and coordination work of the committee shall be appointed by the Presbyterian Mission Agency Executive Director in consultation with the Advocacy Committee. The staff shall be lodged within the office of the Presbyterian Mission Agency 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 office of the Presbyterian Mission Agency Board Executive Director through the ~~Executive Administrator~~ Racial Ethnic Leadership Development Manager.

C.2. Budget

Funding for the work of the Advocacy Committee for Women's Concerns 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 office of the ~~Executive Administrator~~ Racial Ethnic Leadership Development Manager.

Rationale:

In November 2012, in an effort to strengthen the ability of the Presbyterian Mission Agency to recruit and engage racial ethnic persons in leadership positions within the church, a new position was created: Racial Ethnic Leadership Development Manager, replacing the former Executive Administrator position within the Executive Director's Office.

The new position is responsible for designing, developing, and implementing programs that prepare diverse individuals for leadership in the church and society, through partnerships between the Presbyterian Mission Agency, mid councils and congregations, in addition to continuing to provide oversight on behalf of the Presbyterian Mission Agency, for the work of the Advocacy Committee for Racial Ethnic Concerns and the Advocacy Committee for Women's Concerns. In order to strengthen collaboration within the organization, the new position reports to both the Racial Ethnic and Women's Ministries area and the Executive Director's Office.

In order to provide time for this new focus, Human Resources will report directly to the Executive Director, and a new area within the Executive Director's Office was formed: Policy, Administration and Board Support. This area is responsible for overseeing and providing support for the Presbyterian Mission Agency Board's governance functions and General Assembly interactions, as well as the agency's staff leadership teams. These changes also streamline our governance support.

The recommendation above aligns the Presbyterian Mission Agency's Manual of Operation with these changes, which took effect on 1/1/2013.

III. Office of Vocation

Recommendation:

The Personnel subcommittee recommends that the Executive Committee propose, for Presbyterian Mission Agency Board approval, a restructure of the staff organization listed in Appendix 2 of the Presbyterian Mission Agency's Manual of Operations, as follows:

Regarding Section B.1. Deputy Executive Director for Mission:

Delete “e. Vocation”.

The resulting paragraph would then read:

1. Deputy Executive Director for Mission
 - a. Evangelism and Church Growth
 - b. Compassion, Peace and Justice
 - c. Racial Ethnic and Women’s Ministries/Presbyterian Women
 - d. Theology, Worship and Education
 - ~~e. Vocation~~
 - f. World Mission
 - g. Research Services

Rationale:

In 2006, as the GAC was reorganized, in partnership with the Office of the General Assembly, a combined Office of Vocation was established, with each agency contributing some of its vocation related programs and staff.

In recent months, OGA has undertaken an analysis of its organization, as it looks to significant reduction of the per capita budget and to align itself to serve the church in the future.

As part of this review, the Stated Clerk and the Executive Director of the Presbyterian Mission Agency have determined that it is best for both organizations that the combined office be dismantled and that staff and programs be reassigned into the individual agencies.

The combined office has been effective in improving coordination of vocation related programs, but has also created the challenge of dual reporting, requiring leaders within the combined office to spend a great deal of time in staff meetings in both agencies.

Existing Vocation programs have been distributed between the agencies:

Presbyterian Mission Agency:

- For Such A Time As This – to Theology Worship and Education
- Racial Ethnic seminarian program – to Theology Worship and Education
- Financial Aid for Service: -- to Theology Worship and Education
- Military Chaplains – to Evangelism and Church Growth

Office of the General Assembly:

- Support for Preparation for Ministry
- Ordination exams
- Support for Committees on Ministry
- Church Leadership Connection.

The recommendation above aligns the Manual of Operations with this change.

Action Item 2: Dependent Care Expense Reimbursement Policy

That the Presbyterian Mission Agency Board:

- ~~A. not revise the \$1,000 per family per year maximum limit on dependent care expenses; and~~
- B. revise the title of the policy to “Guidelines for Reimbursement for Presbyterian Mission Agency Elected Members and Staff” so that it aligns with current practice; and**
- ~~C. add a sentence to the end of the current policy stating: “Extraordinary exceptions to the annual maximum for dependent care reimbursement may be approved in advance by the Presbyterian Mission Agency Board Executive Committee (for elected members) or by either the Executive Director or a Deputy Executive Director (for staff members).”~~

Rationale:

At the September 2012 meeting of the Presbyterian Mission Agency Board, the following motion was approved:

That the Presbyterian Mission Agency Board appoint a task force to conduct a review of the current dependent care reimbursement policy as stated in the current Guidelines for Reimbursement and report to the April 2013 Board meeting in light of Presbyterian Mission Agency’s directional goals to involve Youth and Young Adults, and the difficulty young adults have in participating in national leadership and church meetings without adequate child care.

Rather than appoint an additional task force, Matt Schramm, Board Chair, asked the Personnel Subcommittee to conduct the review, as the policy in question governs both the reimbursement of employees and elected members. The Personnel Subcommittee reviewed several items:

a. Dependent Care Reimbursement Policy

The Dependent Care Reimbursement Policy is included in “Guidelines for Reimbursement of Expenses for General Assembly Agencies and Related Bodies.” The policy dates to a time when the General Assembly Council served in a superintendent role for the other GA agencies. Today, each agency has its own reimbursement guidelines, and the original policy, as revised over time, continues to serve the Presbyterian Mission Agency Board and staff. The Dependent Care Expenses section of the Guidelines provides:

Dependent Care Expenses while Traveling

An employee or an elected person may include in vouchered expense, the cost of dependent care under the following circumstances:

- Employee/elected person is traveling to meet a required, business need
- The dependent is a child under the age of 18 or an adult dependent requiring care, and is the responsibility of the employee/elected person
- There is no alternative care available, such as family or friends
- The expense is above and beyond the normal, routine care expense for the dependent

The expense must fall within the following Guidelines:

- Expense is limited to \$50 per day per dependent
- ~~There is a maximum expense of \$1,000 per family per year~~
- The expense must be documented in writing; an invoice from a commercial provider, or a written note from a personal provider with provider’s name, address, social security number, and signature

- The documentation must include the dates covered and the rate per day/hour

Reimbursement shall be requested on a travel voucher. The dependent care expense must be listed on an accounting distribution line separate from all other expenses on the travel voucher. The employee/elected person should obtain supervisor approval prior to incurring the expenses.

b. Review of dependent care reimbursement usage from 2010-2012

INDIVIDUAL	2010	2011	2012
EDO ACWC Meeting Participant A	\$188.00	\$135.00	\$130.00
EDO Committee Member A		\$499.50	\$624.00
EDO Employee A	\$1,000.00	\$900.00	\$400.00
Evang & Church Growth-Collegian Meeting Participant A		\$556.00	
Moderator	\$1,000.00		
REWM/PW Employee A	\$390.00	\$875.00	
REWM/PW Employee B	\$600.30	\$180.00	
REWM/PW Employee C			\$360.00
REWM/PW Participant A			\$250.00
SDOP Committee Member A		\$750.00	\$400.00
SDOP Committee Member B		\$1,350.00	
Shared Services Employee A	\$120.00		
Shared Services Employee B		\$30.00	
TWE Co New Pastors Meeting Participant A	\$100.00		
Vice Moderator	\$365.00	\$725.00	\$35.00
World Mission Employee A		\$300.00	
World Mission Regional Liaison A			\$100.00
TOTALS	\$3,763.30	\$6,300.50	\$2,299.00

The chart shows that:

- Over the three-year period, 17 individuals (both staff and elected) received dependent care reimbursements
- Three individuals (of the 17) reached the \$1,000 level. One of these individuals also reached \$900 in a different year, and another individual reached \$875. Apart from these four individuals, no one exceeded \$750 in a single year.
- One of the individuals exceeded the \$1,000 limit by reaching \$1,350 in a single year. This extraordinary circumstance occurred with the permission of the Deputy Executive Director of Mission. There is no specific exception language in the Policy, but the language could be added to make it consistent with the exception provided in this situation.

c. Dependent Care Reimbursement Policies in Other Organizations

It is relatively rare for organizations to provide dependent care reimbursements. Of the organizations that currently have a provision, and publish their policies on the internet, most are educational institutions, and the annual maximum for reimbursement ranges between \$500 and \$1,000, which is consistent with the current Presbyterian Mission Agency Board Policy.

d. Conclusion

In light of the information reviewed by the Personnel Subcommittee, we recommend that since few elected or staff sought the \$1,000 maximum in the last three years and at least one who sought more received more, that the Executive Committee not recommend an increase in the \$1,000 maximum. Further, we recommend the title change so the policy aligns with current practice. Finally, we recommend that the Executive Committee recommend to the Board the addition of a sentence in the policy to clarify how exceptions may be sought and approved.

Action Item 3: Revision to Subcommittee Charter

Recommendation: It is recommended that the Executive Committee approve the following revisions to the Personnel Subcommittee Charter (strikethroughs denote deletions and underlining denotes additions):

RESOLVED, that the Personnel Subcommittee Charter be revised as follows to add member terms, reporting to the Executive Committee and a modification to its authority:

**PRESBYTERIAN MISSION AGENCY BOARD
PERSONNEL SUBCOMMITTEE CHARTER**

DESCRIPTION OF THE SUBCOMMITTEE

The Presbyterian Mission Agency Board (“Board”) approved the creation of the Personnel Subcommittee of the Executive Committee on February 17, 2012. The Personnel Subcommittee, in its role as a mission subcommittee, reviews, provides advice and recommends for action to the Executive Committee of the Board regarding employment-related policies, procedures and initiatives, including but not limited to:

1. personnel policies and procedures of the Board;
2. compensation guidelines within which salaries are administered;
3. equal employment and affirmative action guidelines;
4. recruitment and leadership development; and
5. any other employment-related assignment from the Executive Committee or the Board.

AUTHORITY

The Subcommittee’s responsibility is one of review, advice and recommended action to the Executive Committee of the Board within the duties of the Subcommittee listed above. The Subcommittee reports to the Executive Committee of the Board, and in such capacity provides regular reports to the Executive Committee. It is the responsibility of the management of the Presbyterian Mission Agency to administer employment-related programs, manage the program budgets and provide any required or requested expertise to the Board and/or the Subcommittee. The Subcommittee is entitled to rely on the expertise of the Presbyterian Mission Agency staff and its outside consultants, as well as the work of other committees of the Board, as to matters within their authority and expertise. The Subcommittee will receive reports from the Human Resources Department and the Legal/Risk Management Services Office of the Presbyterian Mission Agency. The Subcommittee will invite its equivalent committee of the Committee on the Office of the General Assembly to meet biennially to collaborate on matters of common interest.

MEMBERSHIP AND MEETINGS

The Personnel Subcommittee consists of five (5) members with voice and vote: two (2) Executive Committee members and three at-large members, and the Executive Director of the Presbyterian Mission Agency a corresponding member with voice and without vote. Each member will serve a term of two (2) years commencing at the next meeting after appointment by the Chair of the Board and expiring the earlier of two (2) years after appointment or the end of the member's term on the Board. The Subcommittee generally meets quarterly by phone or in conjunction with the meetings of the Board. During these meetings, the Subcommittee provides reports on its activities and may make recommendations for action to the Executive Committee of the Board. The Subcommittee serves as a consultative body to the Executive Director in the Executive Director's staff management role. The Subcommittee is resourced by staff members of the Human Resources Department and the Legal/Risk Management Services Office.

PURPOSES

To further the fulfillment of the vision, mission, values and directional goals of the Presbyterian Mission Agency, the Personnel Subcommittee is called to assist and support the Executive Committee's work and ministry toward ensuring and envisioning a work community for the Presbyterian Mission Agency that is: built on faith; culturally proficient; legally compliant; dynamic; and appropriately positioned to meet the needs of a changing organization.

Rationale:

These revisions were recommended provide clarification as to member terms and reporting to the Executive Committee and the requirement to provide reports, and to add the important role of acting as a consultant to the Executive Director with regard to staff management.

Information Items:

Study of Revised Compensation Plan with Respect to Principle 11: The Personnel Subcommittee has reviewed the Revised Compensation Plan and Principle 11. The Chair and staff have consulted with the Advisory Committee on Social Witness Policy (ACSWP) and the Advocacy Committee for Women's Concerns (ACWC), received their input and concerns, and found no reason to recommend any change to the Revised Compensation Plan.

We value the 14 Principles of Compensation and believe that the revised Compensation Plan is consistent with them. Principle 11 contains the following statement:

In maintaining a relationship between the highest and lowest salaries, lower levels of compensation should be comparable to or better than the average salaries paid in the marketplace, but not so far above the average that good stewardship of the church's funds is compromised. Salaries at the top levels should reflect a tempering of excessive compensation.

The Revised Compensation Plan bases employee compensation on average salaries for the marketplace. The current ratio from highest to lowest actual salary is 7.65 to 1. We believe this is a reasonable

relationship and that it reflects a “tempering of excessive compensation.” Reports from various sources show that compensation ratios at for-profit secular organizations range up to 300 to 1.

Our review confirmed that our current practices comport with Principle 2, which states:

The fulfillment of the church’s mission calls for effective, competent staff throughout the church and appropriate compensation to attract and retain them.

We are aware that Human Resources will be reviewing the Compensation Plan every two years. The Personnel Subcommittee will continue to monitor the concerns of ACSWP and ACWC. We are grateful for the input and partnership from these committees and look forward to that dialogue continuing.

Rationale:

At the September 2012, Presbyterian Mission Agency Board meeting, the Board approved the following motion:

That the PMA Board instruct the Personnel Subcommittee to study the implementation of the Revised Compensation policy with respect to Principle 11 of the 14 Principles of Compensation. For example, the committee is instructed to evaluate whether across the board raises should be pro-rated to reduce the disparity magnified when a single percentage raise would provide more reward for upper tier employees. The Personnel Subcommittee shall consult with ACSWP and ACWC and report back to the PMA Board Executive Committee in April 2013.

Referrals from the General Assembly: Some actions of the 220th General Assembly (2012) which were referred to the Presbyterian Mission Agency are being addressed by the Human Resources Department in the Executive Director’s Office. Of those ten referrals, several have already been addressed and resolved (ex. see next information item), and the Executive Director’s Office and Human Resources are in the process of responding to the rest.

Six Year Cultural Proficiency Plan: The 220th General Assembly (2012) approved, with amendment, recommendations from the Advocacy Committee for Racial Ethnic Concerns contained in its report, “A Review of Efforts Regarding Cultural Proficiency and Creating a Climate for Change in the Presbyterian Church (U.S.A.)” In compliance with the first recommendation in that report the Presbyterian Mission Agency submitted to ACREC, prior to December 31, 2012, its 6-Year Cultural Proficiency Plan.

Compensation of Vendor Employees: The Personnel Subcommittee directed staff to provide information to ACSWP and ACWC about their concerns regarding compensation provided by vendors which provide staff for housekeeping and security.



Financial Update

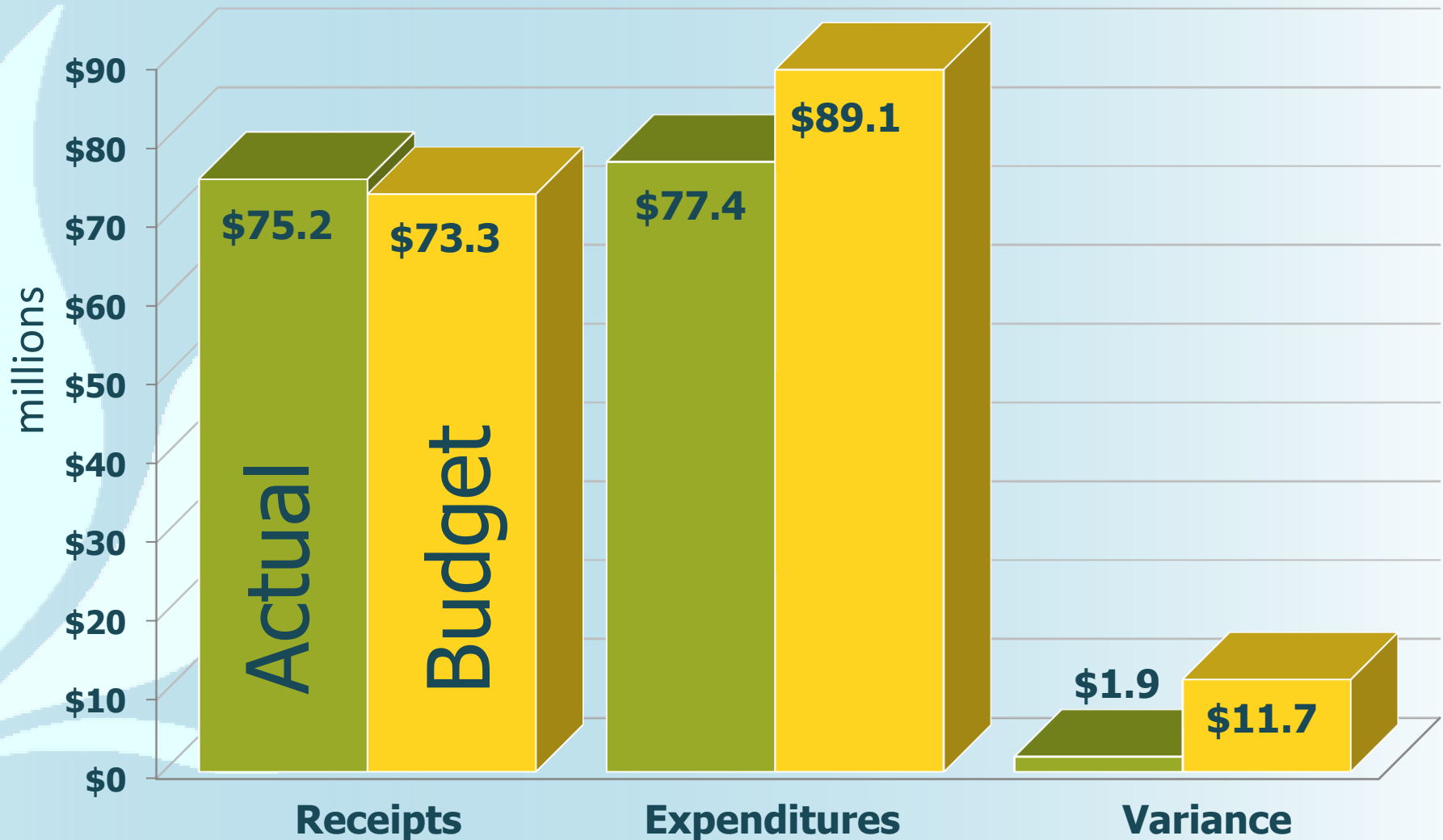


Financial Update

2012 Year End Results

Presbyterian Mission Agency

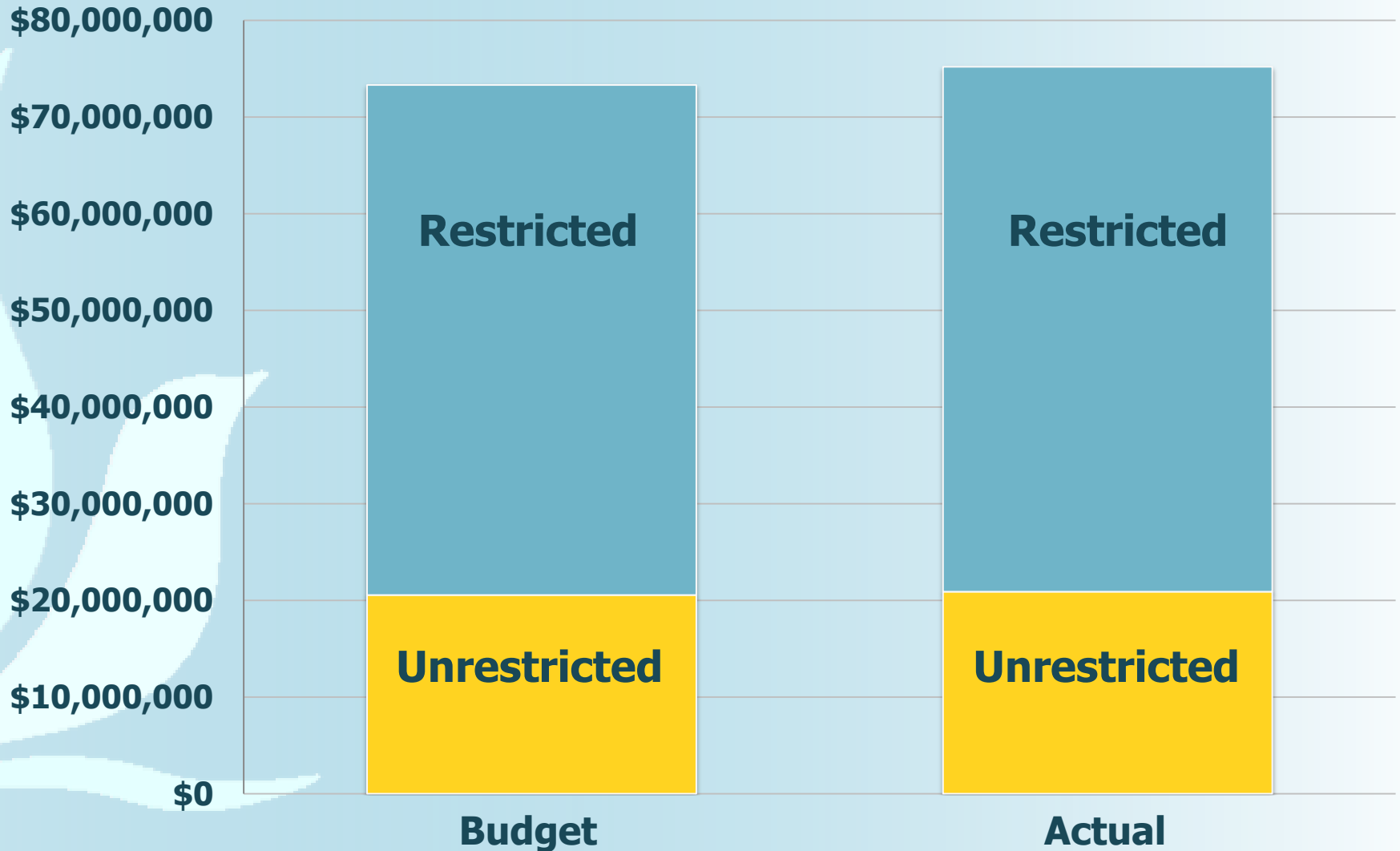
2012 Total Receipts and Expenditures



Presbyterian Mission Agency

2012 Total Receipts

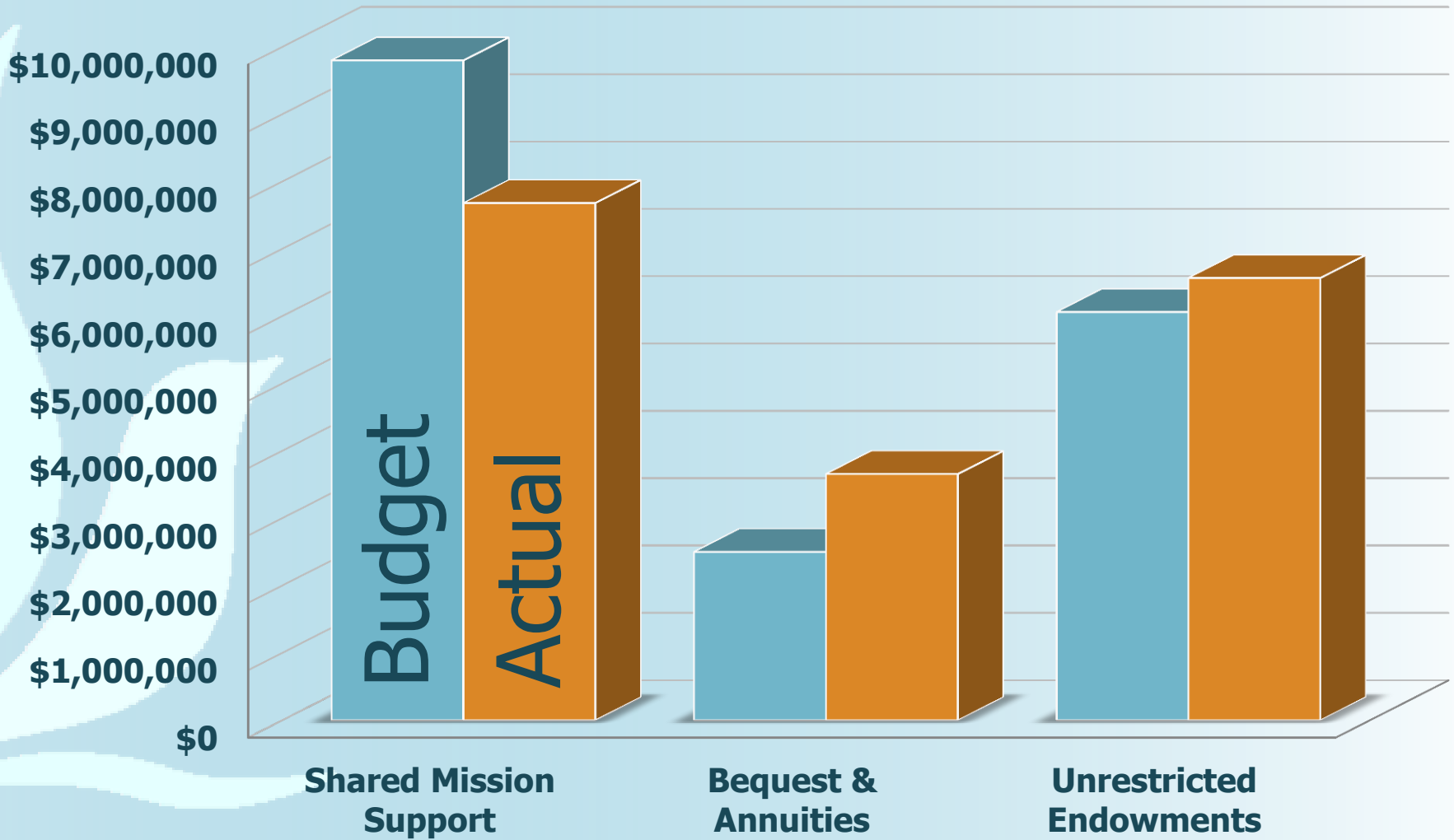
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Presbyterian Mission Agency

Unrestricted Receipts

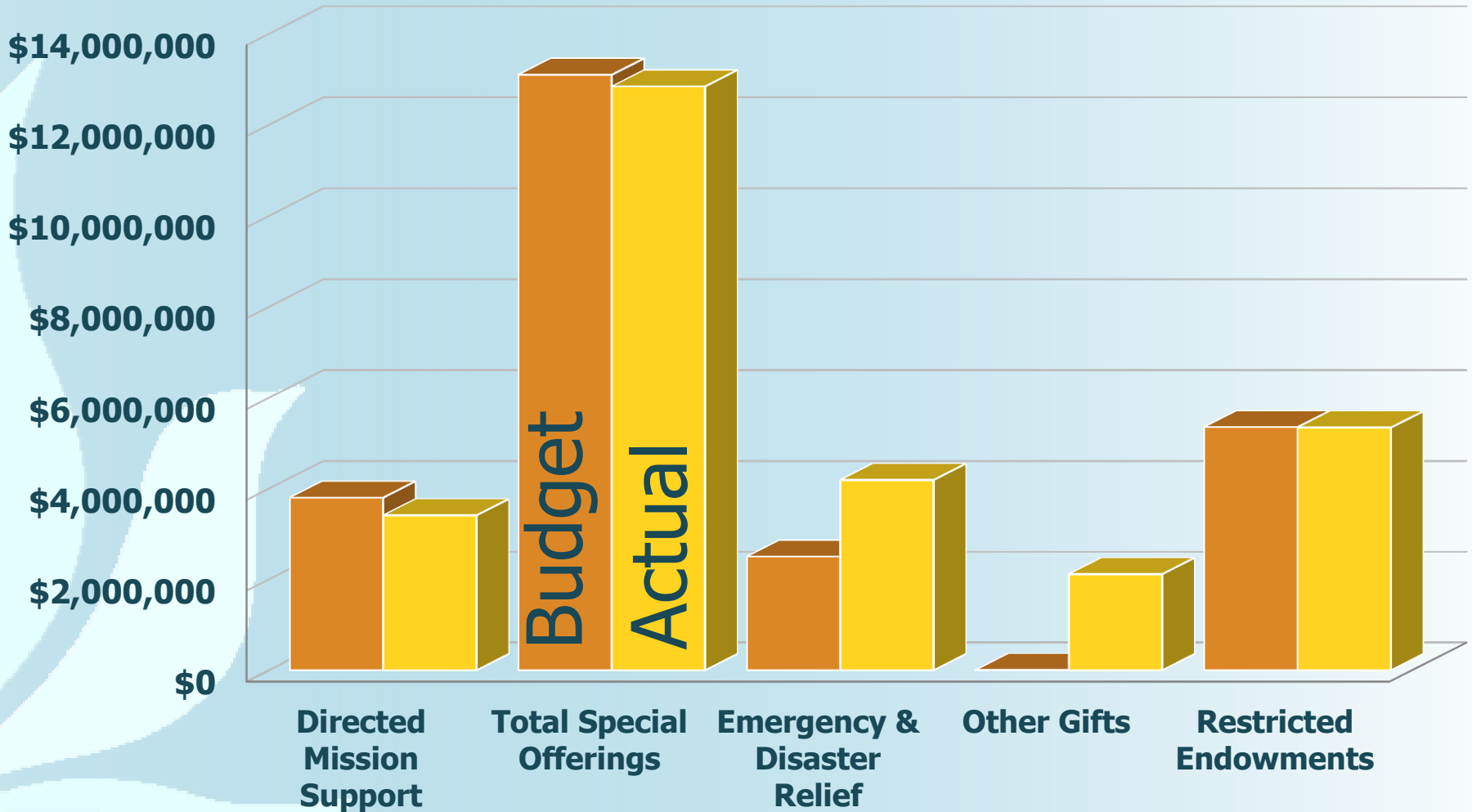
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Presbyterian Mission Agency

Restricted Receipts

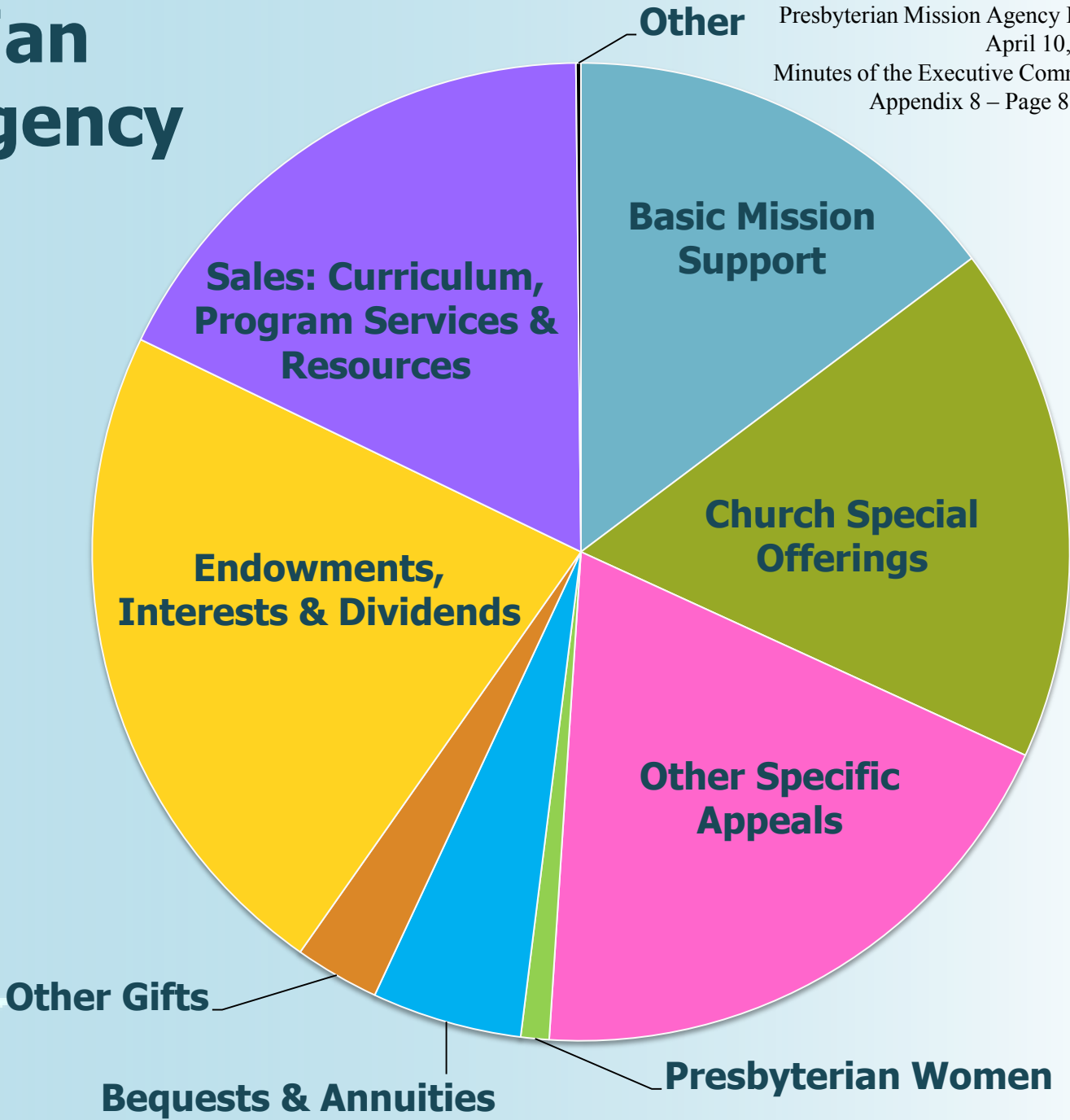
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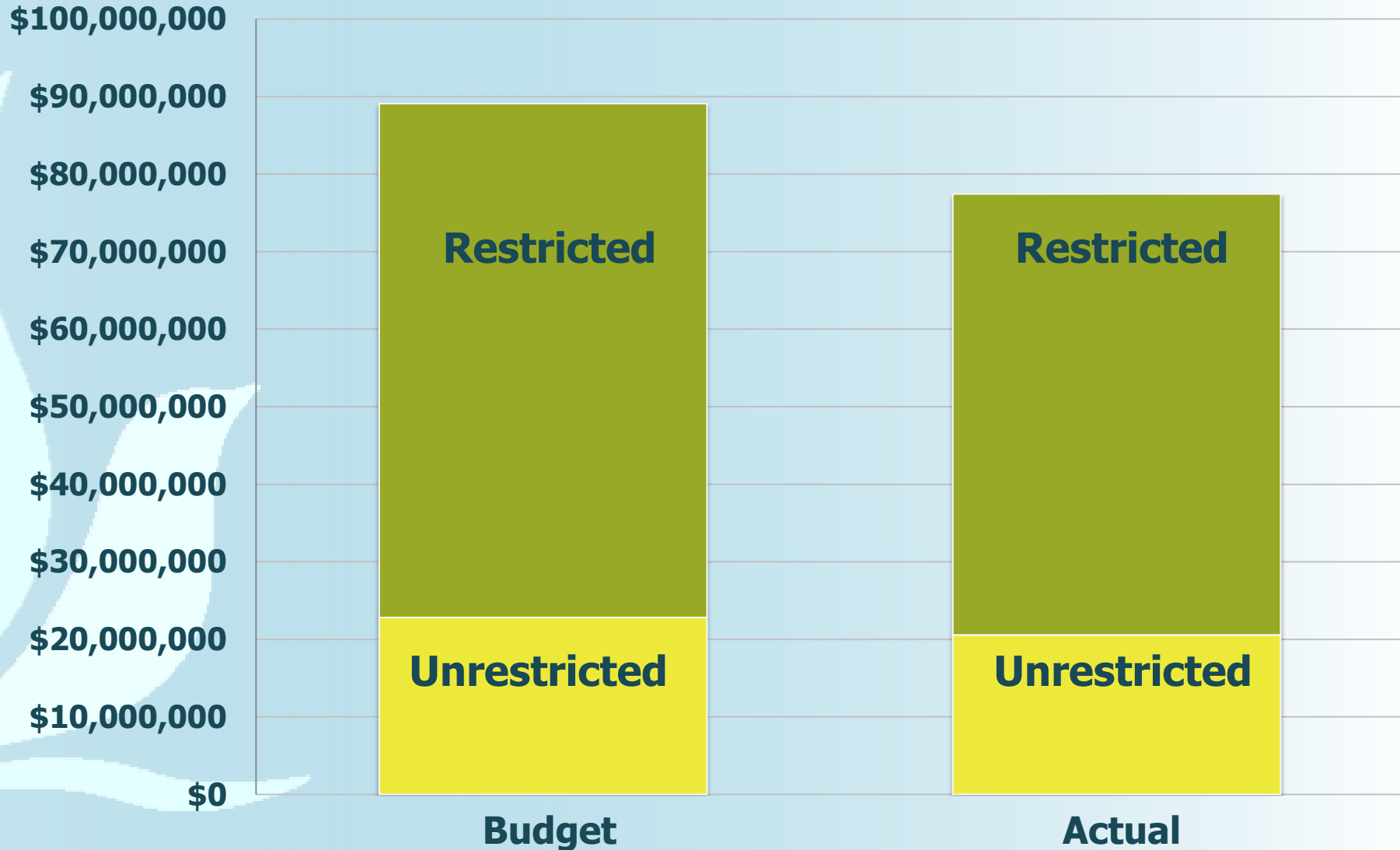
2012 Actual Receipts

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Presbyterian Mission Agency

2012 Total Expenditures



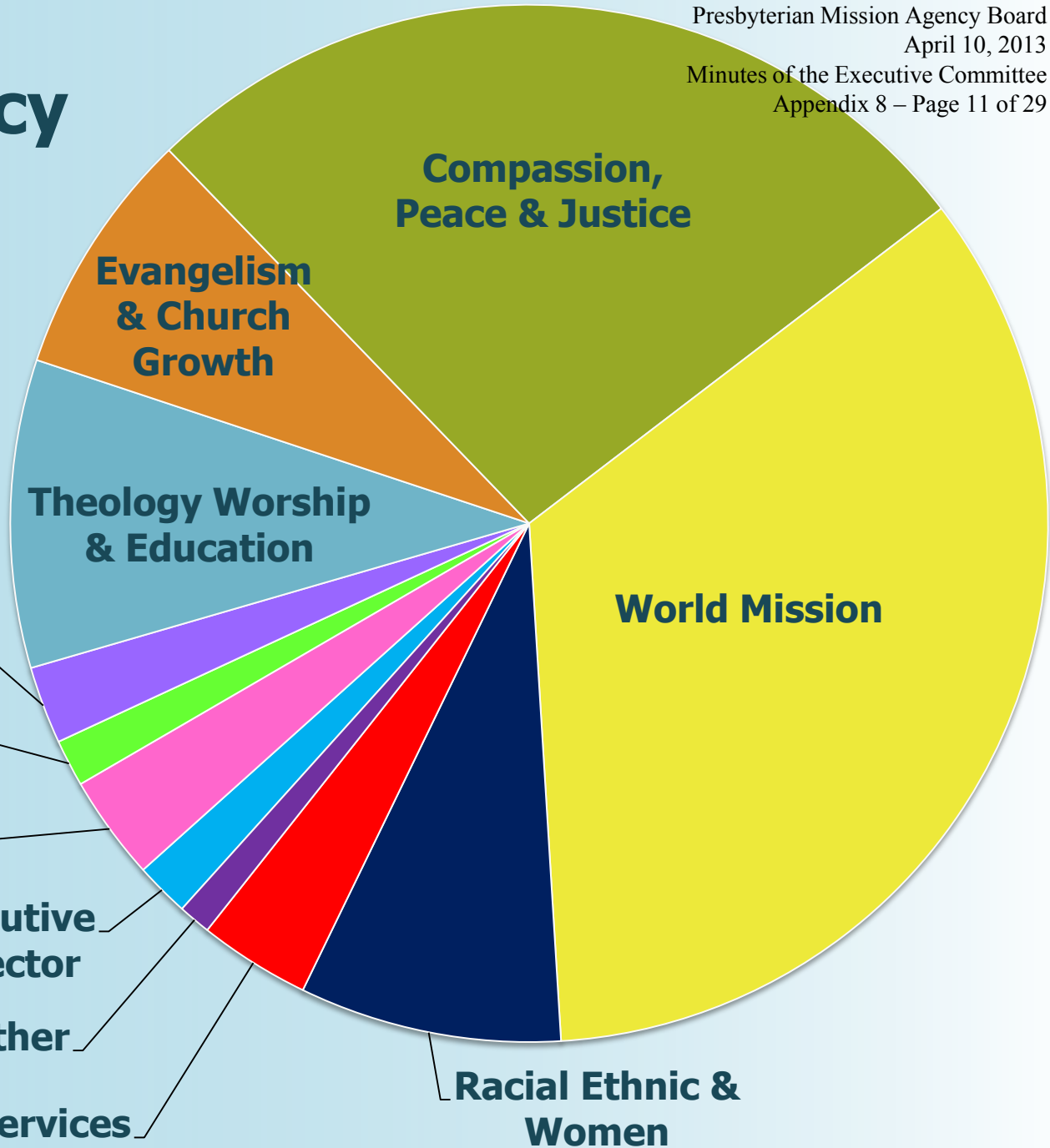
Mission	Budget	Actual	% of Budget	Under Spent
Deputy Executive Director Office	1,658,991	1,565,021	94.34%	(93,970)
Vocation	1,810,997	1,430,184	78.97%	(380,813)
Theology Worship & Education	6,921,368	5,704,017	82.41%	(1,217,351)
Evangelism & Church Growth	5,622,457	4,504,884	80.12%	(1,117,573)
Compassion, Peace & Justice	17,534,592	15,630,975	89.14%	(1,903,617)
World Mission	23,162,712	19,617,314	84.69%	(3,545,398)
Racial Ethnic & Women Ministries	5,439,877	4,676,973	85.98%	(762,904)

Presbyterian Mission Agency

2012

Actual
Expenditures

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Vocation

Deputy Exec Director

Communications & Funds Development

Executive Director

Other

Shared Services

Presbyterian Mission Program Fund (PMPF)

December 31, 2012

\$2,245,211

Budgeted Utilization for 2012

\$350,958

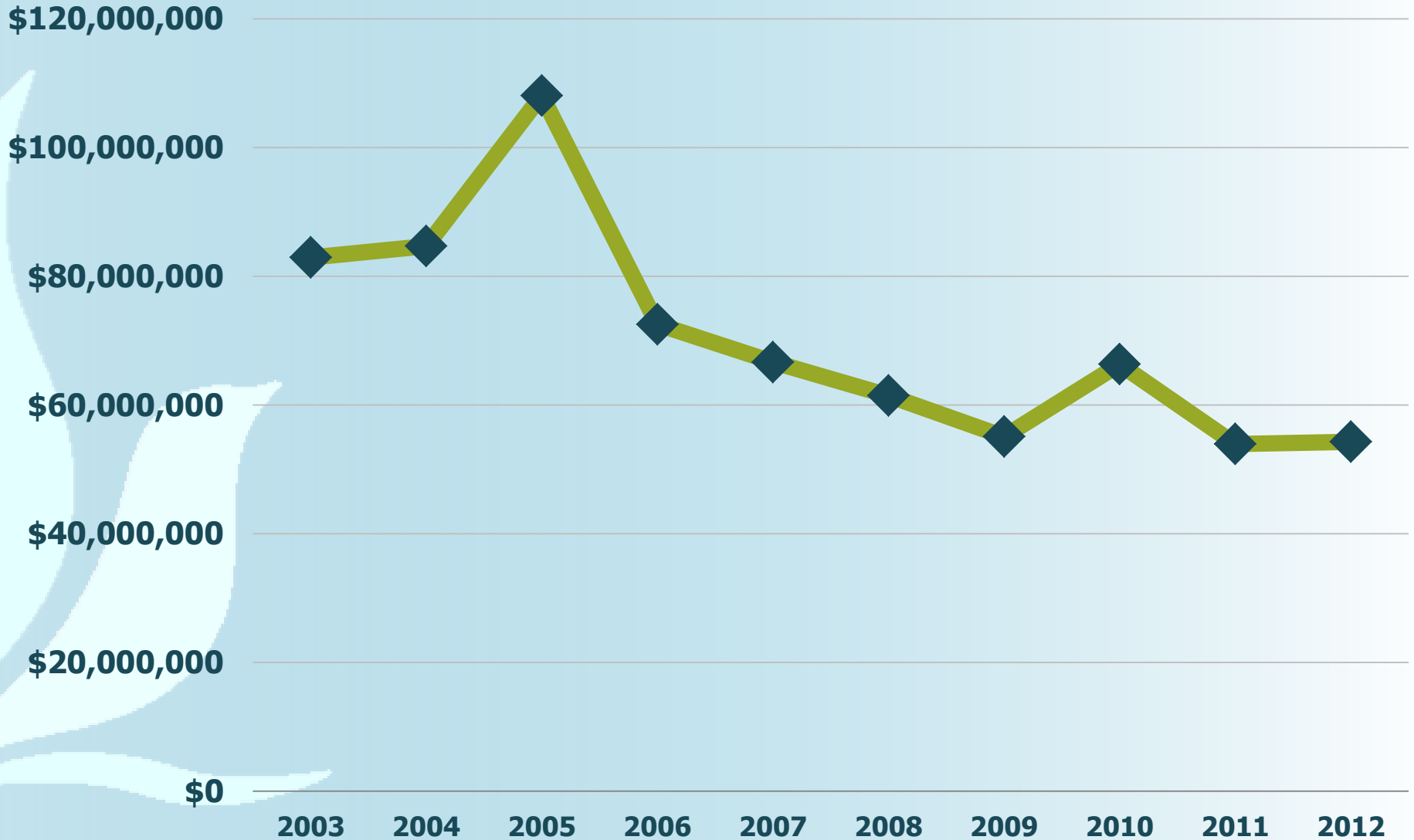
Added to PMPF for 2012

Financial Trends



Restricted Receipts Year-End 2003-2012

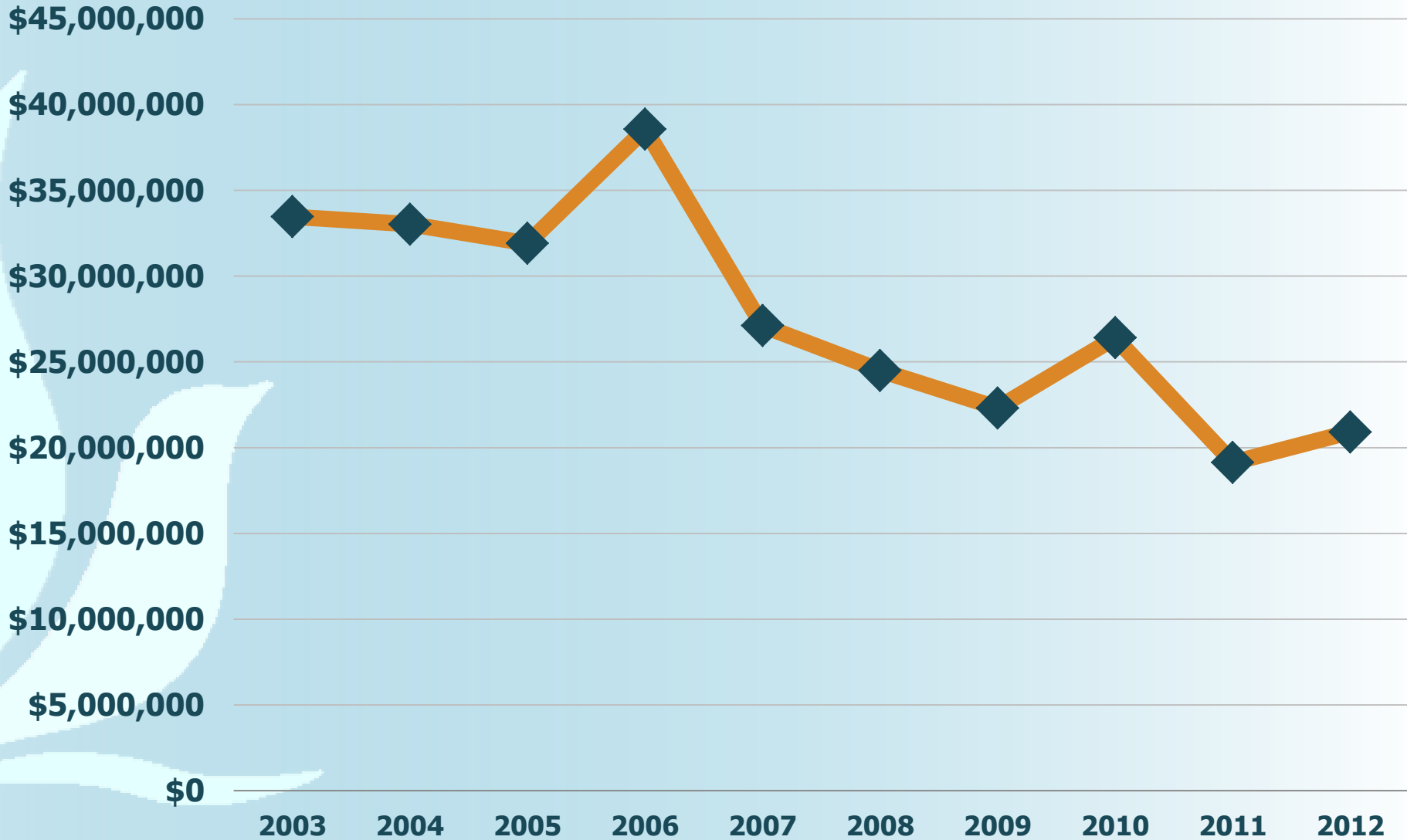
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Unrestricted Receipts

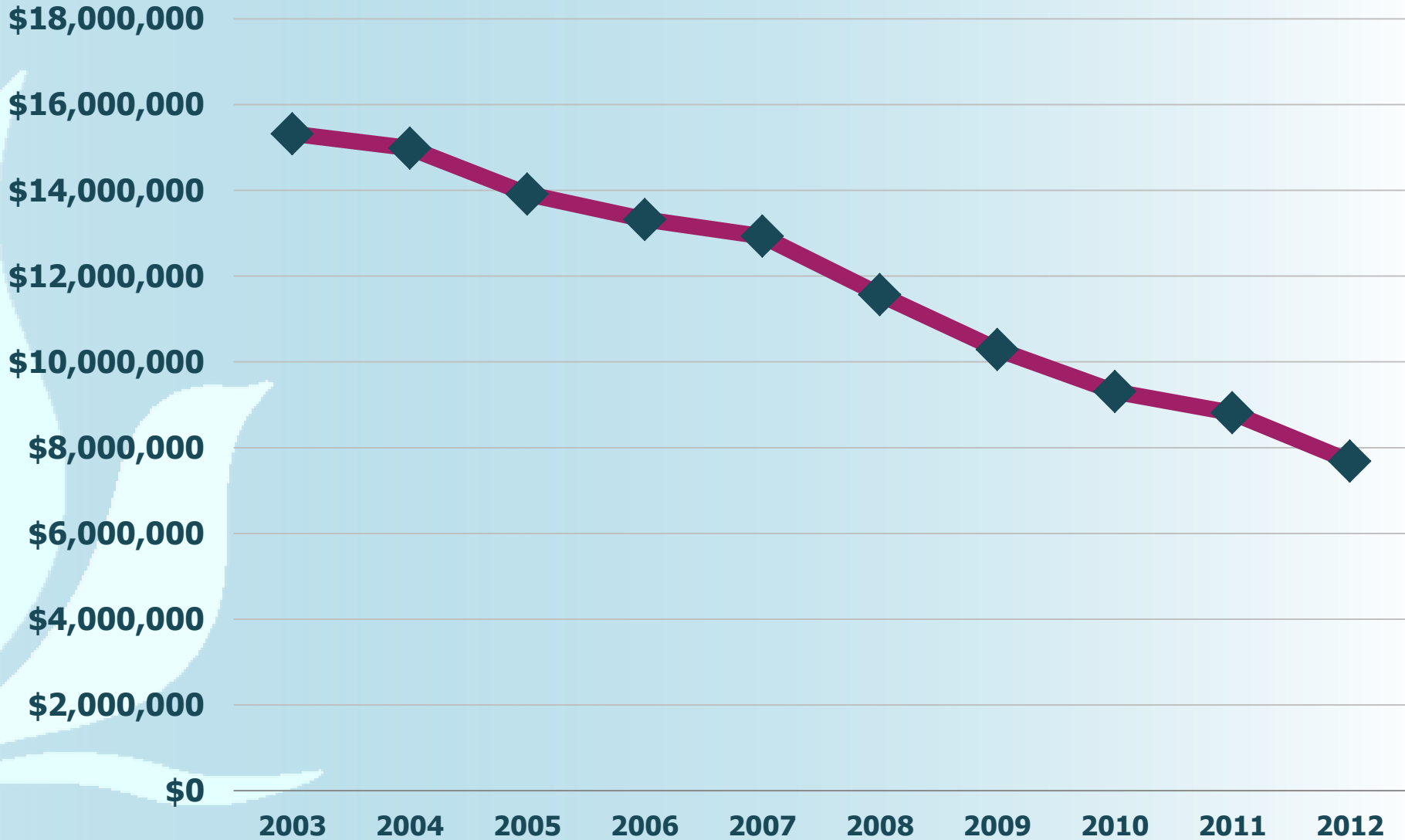
Year-End 2003-2012

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Shared Mission (Unrestricted) Support Receipts

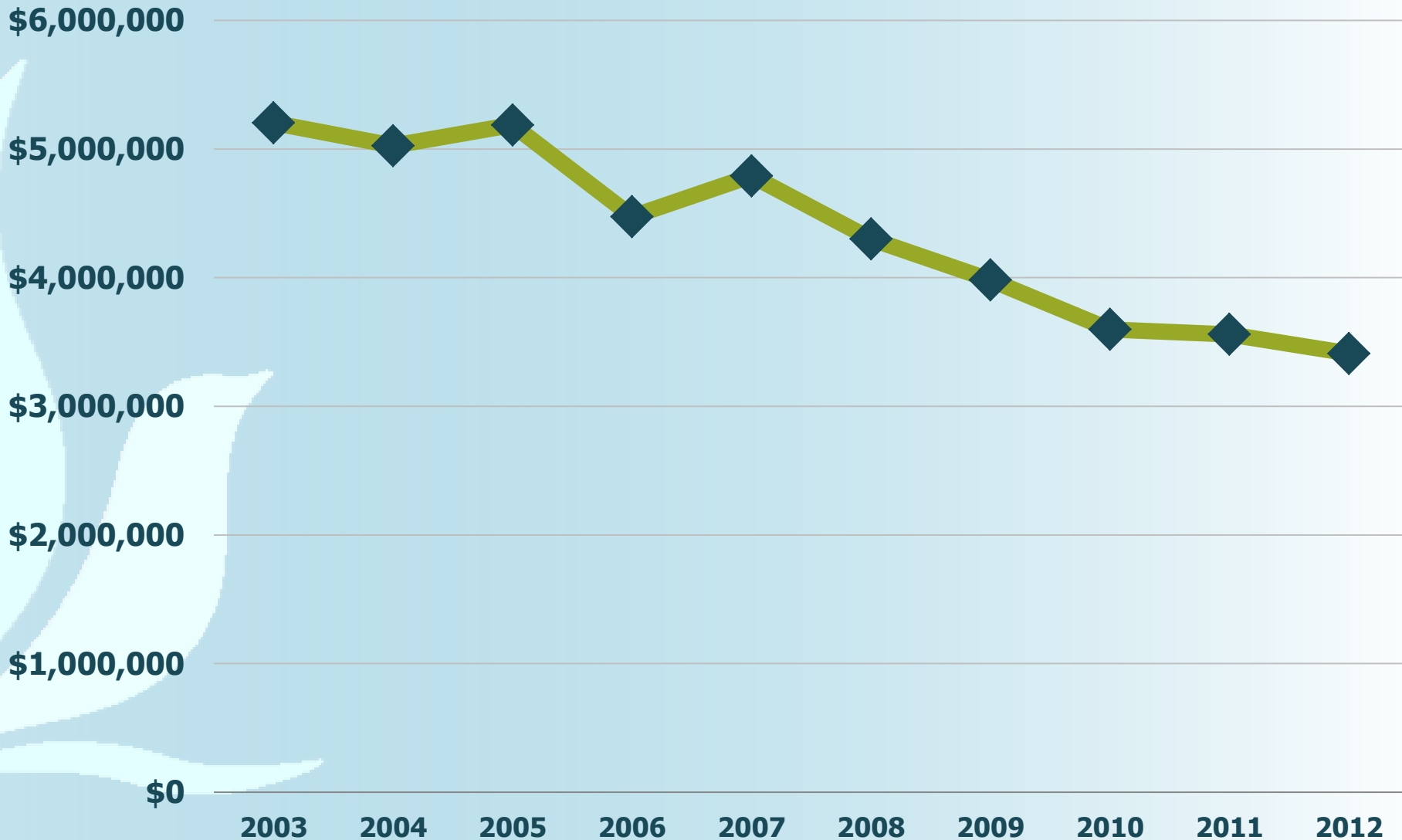
Year-End 2003-2012



Directed Mission (Restricted) Support Receipts

Year-End 2003-2012

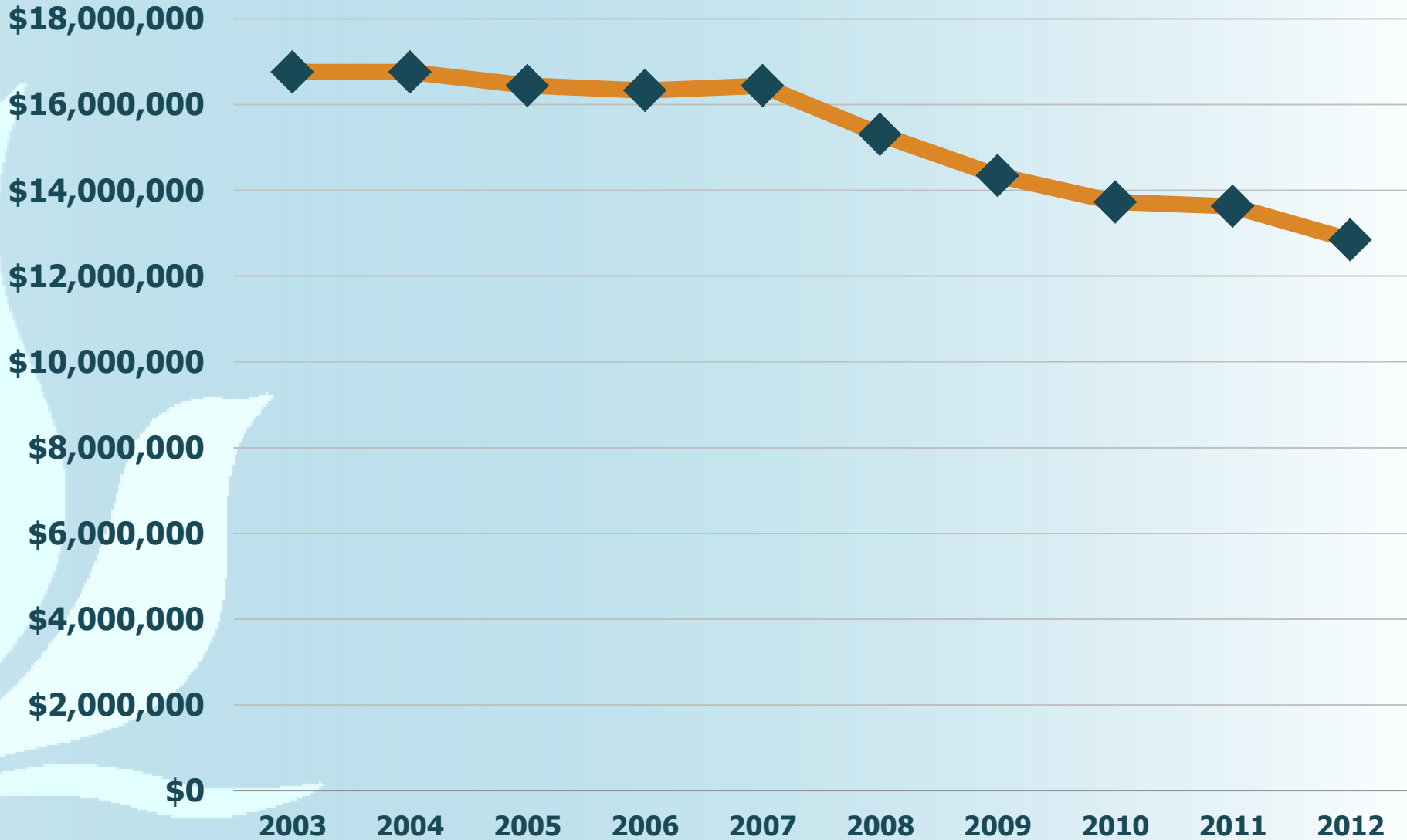
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Special Offering Receipts

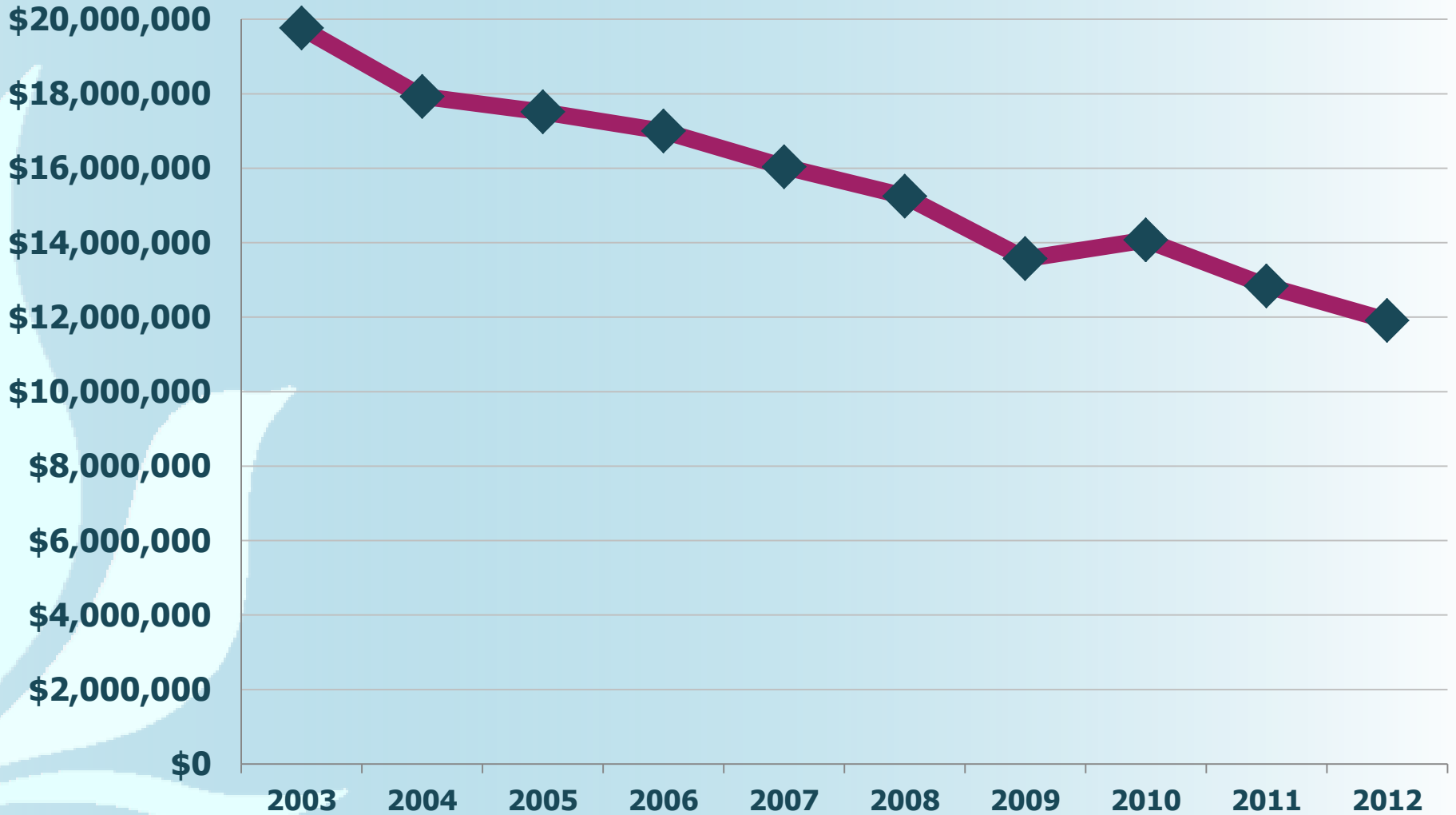
Year-End 2003-2012

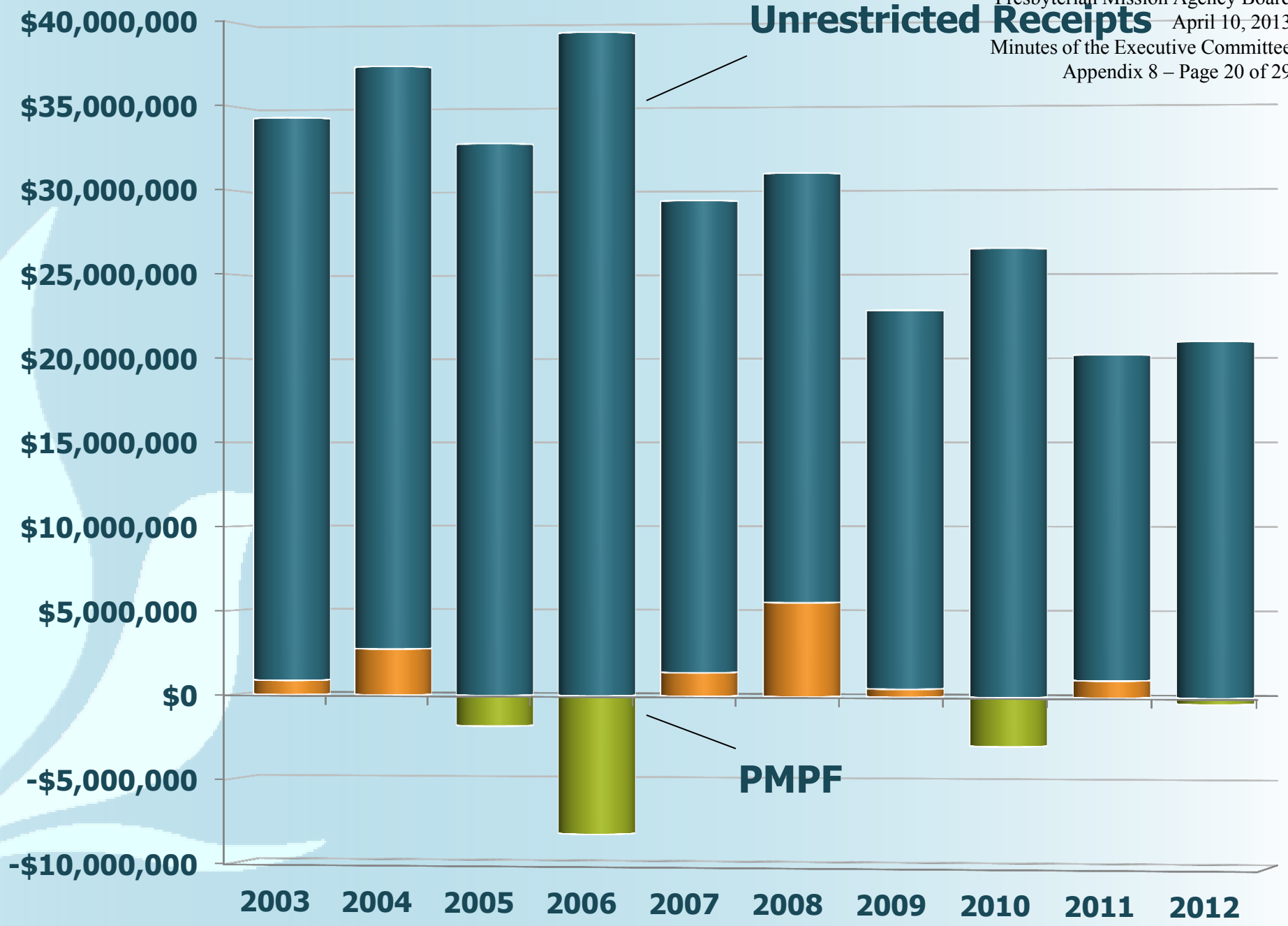
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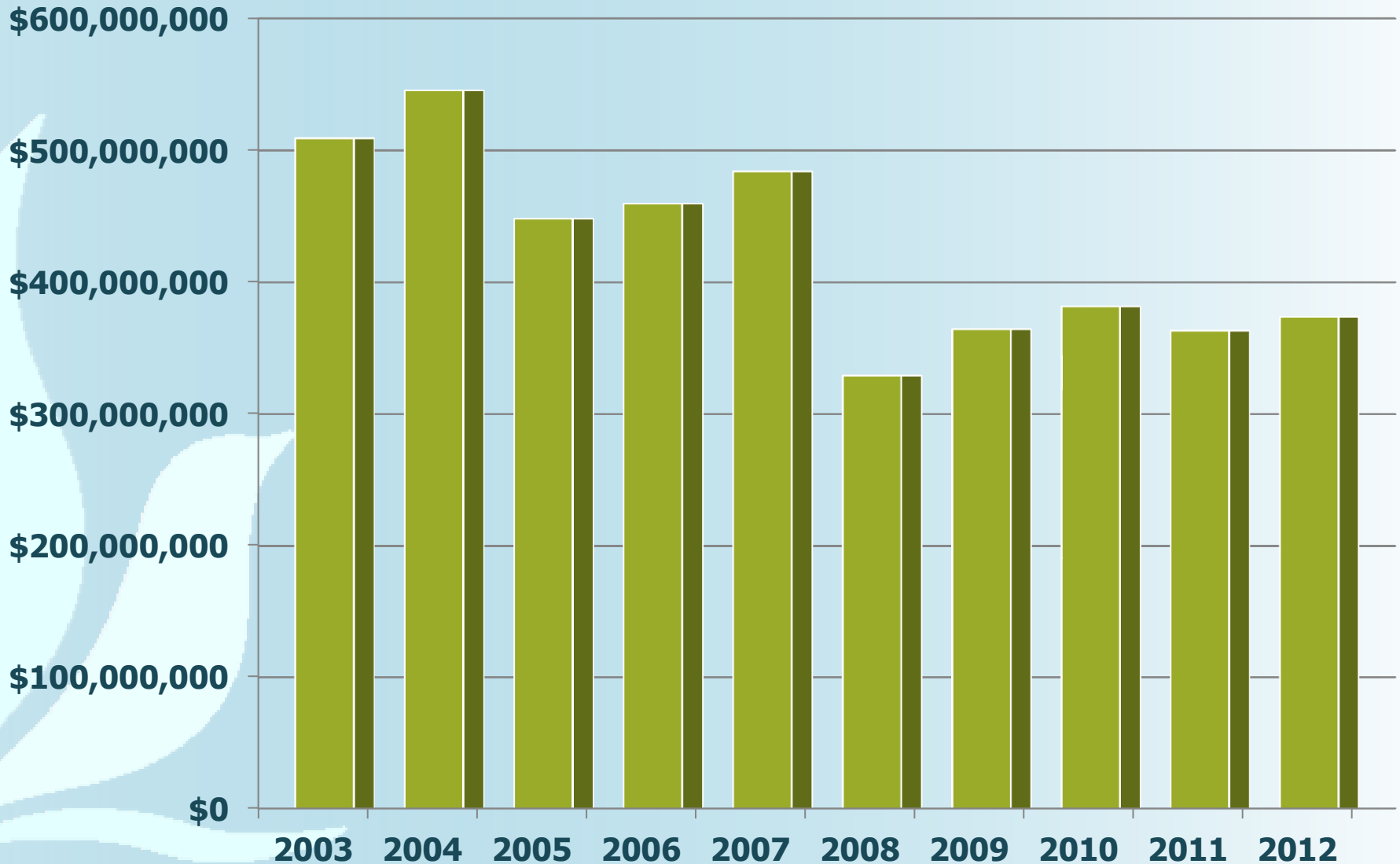
Total Endowments Year-End 2003-2012

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Endowments & Investments Held at Presbyterian Foundation



2013 & 2014 Budget Changes



2013 Revised Budget

Presbyterian Mission Agency	2013 Approved Budget	2013 Revised Budget
Total Expenditures	\$84,126,423	\$85,233,204

Major budget revisions include:

1. Evangelism and Church Growth (ECG)

- a. Increase of \$902,873 for the 1001 New Worshiping Communities initiative from restricted funds.
- b. Decrease of \$324,183 to remove housing costs from the budgeting process for Special Events.

2. World Mission - Decrease of \$243,580 related to endowment funds awaiting a cy pres action.

- 3. Endowment Funds** - Increase of \$576,593 related to availability of additional endowment funds.
- 4. Compassion, Peace and Justice** - Increase of \$63,792 to fully fund the 10 Presbyterian Health, Education and Welfare Association (PHEWA) Network grants and disability consultants.
- 5. New Compensation Plan** - Increase of \$70,264 due to additional salary and benefit expenses.

2014 Revised Budget

Presbyterian Mission Agency	2014 Approved Budget	2014 Revised Budget
Total Expenditures	\$80,506,945	\$80,207,762

Major budget revisions include:

- 1. Evangelism and Church Growth (ECG) -** Decrease of \$385,845 in Special Events budget to remove housing costs from the budgeting process.
- 2. World Mission**
 - a. Decrease of \$680,758 due to reduction in expenses for endowment funds awaiting a cy pres action.
 - b. Increase of \$344,199 due to availability of additional ECOs.

- 3. Endowment Funds** - Increase of \$282,234 due to availability of additional endowment funds.
- 4. New Compensation Plan** - Increase of \$71,050 due to additional salary and benefit expenses.



ITEM H.105
FOR ACTION

<i>FOR PRESBYTERIAN MISSION AGENCY EXECUTIVE DIRECTOR'S OFFICE USE ONLY</i>			
A. Finance		E. Property, Legal, Finance (Corporate)	J. Nominating Committee
B. Justice		F. PC(USA), A Corporation	K. Governance Committee
C. Leadership		G. Audit	P. Plenary
D. Worshiping Communities	X	H. Executive Committee	

Subject:

Amendment of the Bylaws of the Presbyterian Church (U.S.A.) Foundation (“Presbyterian Foundation”).

Recommendation:

That the Presbyterian Mission Agency Board (“PMAB”) Executive Committee approve the adoption of the Presbyterian Church (U.S.A.) Foundation Bylaws as amended.

Background:

The Presbyterian Foundation Board of Trustees has recommended amendment of the Bylaws because the Stated Clerk has advised the Presbyterian Foundation that his office will no longer serve in the capacity of Recording Secretary.

In addition, reference to individual committee names is being removed as the Presbyterian Foundation Board is currently reviewing its committee structure and may rename or restructure its standing committees.

Editorial changes were made to properly reflect the name of the Presbyterian Mission Agency.

**BYLAWS
OF
THE PRESBYTERIAN CHURCH (U.S.A.) FOUNDATION**

(As Amended February ~~19, 2011~~ 22, 2013)

**(AND FOUNDATION CONSTITUENT CORPORATIONS
LISTED IN ANNEX A HERETO)
(Annex A Amended January 1, 2007)**

**ARTICLE I
Offices and Fiscal Year**

Section 1.01. Offices. The Fiduciary Corporation may have offices at such places within or without the United States of America as the Board of Trustees may from time to time appoint or the business of the Fiduciary Corporation requires.

Section 1.02. Fiscal Year. The fiscal year of the Fiduciary Corporation shall begin on the first day of April in each year.

**ARTICLE II
Trustees and Members**

Section 2.01. Selection of Trustees; Members. The persons who shall be selected from time to time by the General Assembly of the Presbyterian Church (U.S.A.) ("General Assembly") to be the Board of Trustees of the Presbyterian Church (U.S.A.) Foundation, ("Fiduciary Corporation") shall by virtue of their offices, constitute the Board of Trustees of each Corporation listed in Annex A hereto (which Corporations so listed are referred to collectively in these bylaws as "Foundation Constituent Corporations") and, to the extent that these bylaws are applicable to Foundation Constituent Corporations incorporated under the laws of Illinois, shall also be the members of such Corporations; otherwise the Foundation Constituent Corporations shall have no members as such. The Fiduciary Corporation shall have no members, as such, except the Presbyterian Church (U.S.A.), A Corporation, hereinafter sometimes referred to as the "Central Treasury Corporation", which shall be a member of the Fiduciary Corporation without vote.

Section 2.02. Number and Tenure of Trustees. The Trustees of the Fiduciary Corporation shall be in such number, and for such terms, and may include such a number of ex officio trustees with voice and vote, who shall be elected in such a manner, as the General Assembly may determine. The permanent complement of the Board of Trustees shall consist of nineteen (19) members elected by the General Assembly for four-year terms plus the Stated Clerk of the General Assembly and the Executive Director of the ~~General Assembly Mission Council~~ Presbyterian Mission Agency ex officio. An elected Trustee shall be eligible to serve two terms, for a total of eight (8) years. Beginning in 2006, no person may serve more than two terms, full or partial. The number of Trustees may be increased or decreased at any time, as determined by the General Assembly.

Persons elected to the Board of Trustees shall begin their term of service immediately upon the adjournment of the General Assembly by which they are elected.

ARTICLE III Board of Trustees

Section 3.01. Meetings of Trustees. Every meeting of the Board of Trustees of the Fiduciary Corporation shall be, without further notice or action, a meeting of the Board of Trustees of each of the Foundation Constituent Corporations.

Section 3.02. Powers; Liability.

(a) The Board of Trustees shall have full power to conduct, manage, and direct the business and affairs of the Fiduciary Corporation; and all powers of the Fiduciary Corporation are hereby granted to and vested in the Board of Trustees.

(b) A Trustee of the Fiduciary Corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless the Trustee has breached or failed to perform the duties of his or her office under 42 Pa.C.S. Section 8363 and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this subsection shall not apply to the responsibility or liability of a Trustee pursuant to any criminal statute or the liability of a Trustee for the payment of taxes pursuant to local, state or Federal law.

Section 3.03. Organization. At every meeting of the Board of Trustees, the chair or, in the absence of the chair, the vice chair, or a chair chosen by a majority of the Trustees present, shall preside, and the secretary, or, in the absence of the secretary, an assistant secretary, or, in the absence of the secretary and the assistant secretaries, any person appointed by the chair of the meeting shall act as secretary.

Section 3.04. Place of Meeting. Meetings of the Board of Trustees may be held at such place within or without the United States of America as the Board of Trustees may from time to time appoint, or as may be designated in the notice of the meeting.

Section 3.05. Regular Meetings. Regular meetings of the Board of Trustees shall be held at such time and in such place as shall be designated from time to time by resolution of the Board of Trustees. The last meeting of the calendar year shall be designated as the annual meeting. Prior to the annual meeting for organization, the chair and vice chair shall make recommendations for the appointment of members to committees and election of officers to be voted upon by the Board at the annual meeting. Officers may also be elected at any other meeting of the Trustees. At every regular meeting, the Trustees shall transact such business as may properly be brought before the meeting. Notice of regular meetings need not be given unless otherwise required by law or these bylaws.

Section 3.06. Special Meetings. Special meetings of the Board of Trustees shall be held whenever called by the chair of the Board of Trustees or by one-tenth or more of the Trustees by telephone or in writing at least 48 hours (in the case of notice by mail) before the time at which the meeting is to be held. Every such notice shall state the time and place of the meeting.

Section 3.07. Quorum, Manner of Acting and Adjournment. Twelve (12) Trustees shall be present at each meeting in order to constitute a quorum for the transaction of business. Every Trustee, whether elected by the General Assembly or ex-officio, shall be entitled to one vote. Except as otherwise specified in the Articles of Incorporation or these bylaws or provided by statute, the acts of a majority of the Trustees present at a meeting at which a quorum is present shall be the acts of the Board of Trustees. In the absence of a quorum, a majority of the Trustees present and voting may adjourn the meeting from time to time until a quorum is present. The Trustees shall act only as a Board of Trustees and individual Trustees shall have no power as such, except that any action which may be taken at a meeting of the Trustees may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all of the Trustees in office and shall be filed with the secretary of the Fiduciary Corporation.

Section 3.08. Committees. The Board of Trustees shall, by resolution adopted by a majority of the Trustees in office, establish one or more committees, each such committee to consist of two or more Trustees of the Fiduciary Corporation. The Board may designate one or more Trustees as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member, and the alternate or alternates, if any, designated for such member, of any committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not the member or members constitute a quorum, may unanimously appoint another Trustee to act at the meeting in the place of any such absent or disqualified member. Each committee of the Board shall serve at the pleasure of the Board.

No committee of the Board of Trustees, other than the Executive Committee or a committee having responsibility for supervising or effecting securities transactions, shall, pursuant to resolution of the Board of Trustees or otherwise, exercise any of the powers or authority vested by these bylaws, the Nonprofit Corporation Law of 1988 or other applicable law in the Board of Trustees as such, but any other committee of the Board of Trustees may make recommendations to the Board of Trustees or Executive Committee or a committee having responsibility for supervising or effecting securities transactions concerning the exercise of such powers and authority.

A majority of the Trustees in office designated to a committee, or Trustees designated to replace them as provided in this Section, shall be present at each meeting to constitute a quorum for the transaction of business and the acts of a majority of the Trustees in office designated to a committee or their replacements shall be the acts of the committee.

Each committee shall keep regular minutes of its proceedings in a book or books to be kept for that purpose and shall report such proceedings periodically to the Board of Trustees.

Executive Committee. The Executive Committee shall be comprised of the Board chair, vice chair and the chairs of the ~~Audit and Corporate Compliance, Board Development and Human Resources, Investment, and Vision and Outreach Committees~~ standing committees. It shall meet at the call of the Board chair or vice chair. Between regular meetings of the Board, when deemed necessary, the Executive Committee shall perform the duties of and have all the powers vested in the Board of Trustees, except to the extent excluded below. Any action of the Board taken by the Executive Committee pursuant to this interim authority shall be duly recorded in the minutes of the Fiduciary

Corporation and reported to the full Board at the next meeting. The Board may assign other duties to the Executive Committee as needed. A quorum consisting of a majority of the members of the Executive Committee shall be necessary to constitute a duly authorized meeting.

Notwithstanding the above, the Executive Committee shall not have any power or authority as to the following:

- (1) The adoption, amendment or repeal of the bylaws, or the adoption of any amendment of articles or plan or merger, division or consolidation or the approving of the sale, lease or exchange of all or substantially all of the assets of the Fiduciary Corporation or of the dissolution of the Fiduciary Corporation.
- (2) The amendment or repeal of any resolutions of the Board.
- (3) Action on matters committed to a committee having responsibility for supervising or effecting securities transactions.

Section 3.09. Compensation and Expenses. Except as permitted by the last sentence of Section 5.14 of these bylaws, no compensation of any kind shall be paid directly or indirectly by the Fiduciary Corporation to, and no loan or other extension of credit shall be made for the benefit of, any Trustee, as such, or as an officer or employee of the Fiduciary Corporation. Trustees may be reimbursed for expenses in a manner consistent with any applicable policies adopted by the ~~General Assembly Mission Council~~ Presbyterian Mission Agency of the Presbyterian Church (U.S.A.) ("~~General Assembly Mission Council~~ Presbyterian Mission Agency") or the General Assembly.

Section 3.10. Personal Liability of Trustees. A Trustee of the Fiduciary Corporation shall not be personally liable, as such, for monetary damages for any action taken, or any failure to take any action, unless:

- (1) The Trustee has breached or failed to perform the duties of his or her office under 15 Pa.C.S. Section 5712; and
- (2) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of this Section shall not apply to:

- (1) The responsibility or liability of a Trustee pursuant to any criminal statute; or
- (2) The liability of a Trustee for the payment of taxes pursuant to local, State or Federal law.

The provisions of this Section are cumulative of and shall be in addition to and independent of any and all:

- (1) Other limitations on the liabilities of Trustees of this Fiduciary Corporation, as such,

whether such limitations arise under or are created by any statute, rule of law, provision of the articles of incorporation, agreement, vote of the General Assembly, disinterested Trustees or otherwise; and

(2) Rights of indemnification existing under these bylaws or otherwise.

In any action, suit or proceeding involving the application of the provisions of this Section, the party or parties challenging the right of a Trustee to the benefits of this Section shall have the burden of proof.

Section 3.11. Attendance. Excluding the Stated Clerk of the General Assembly and the Executive Director of the ~~General Assembly Mission Council~~ Presbyterian Mission Agency, a Trustee's absence from two (2) regular meetings of the Board of Trustees within a twelve (12) month period shall be reviewed by the Executive Committee. The Executive Committee shall make a recommendation to the Board Development Committee as to whether the Trustee is able to fulfill his/her Board duties due to inability to attend. A Trustee may be removed by a vote of two-thirds of the trustees present at any duly called meeting of the Board.

Section 3.12. Removal of Trustees. Excluding the Stated Clerk of the General Assembly and the Executive Director of the ~~General Assembly Mission Council~~ Presbyterian Mission Agency, at the recommendation of the Executive Committee to the Board Development Committee, a Trustee may be removed from office, without assigning any cause, by an affirmative vote of two-thirds of the trustees present at any duly called meeting of the Board.

Article IV

Notice - Waivers - Meetings

Section 4.01. Notice, What Constitutes. Whenever written notice is required to be given to any person under the provisions of the articles, these bylaws, the Nonprofit Corporation Law of 1988 or other applicable law, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, by telegram, charges prepaid, by overnight delivery, charges prepaid, by facsimile, with confirmation of delivery, or by electronic mail, to his or her address, fax number, or electronic mail address appearing on the books of the Fiduciary Corporation, or in the case of Trustees, supplied by the Trustee to the Fiduciary Corporation for the purpose of notice. If the notice is sent by mail, or by telegraph, or overnight delivery, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office or overnight delivery service for transmission to such person. If the notice is sent by facsimile, it shall be deemed to have been given when a written report of successful transmission has been received. If the notice is sent by electronic mail, it shall be deemed to have been given upon completion of transmission. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by law or these bylaws.

When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

Section 4.02. Waiver of Notice. Whenever any written notice is required to be given under the

provisions of the articles, these bylaws, the Nonprofit Corporation Law of 1988 or other applicable law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by this Section and by Section 8.06 of these bylaws, neither the business to be transacted nor the purpose of a meeting need be specified in the waiver of notice of such meeting.

Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 4.03. Modification of Proposal Contained in Notice. Whenever the language of a proposed resolution is included in a written notice of a meeting, the meeting considering the resolution may without further notice adopt it with such clarifying or other amendments as do not enlarge its original purpose.

Section 4.04. Conference Telephone Meetings. One or more persons may participate in a meeting of the Board or of a committee of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

ARTICLE V

Officers

Section 5.01. Number, Qualifications and Designation. The officers of the Fiduciary Corporation shall be a president, one or more vice presidents, a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of Section 5.03 of this Article. Any number of offices may be held by the same person. Officers may but need not be Trustees or members of the Fiduciary Corporation, and shall be natural persons of full age except that the treasurer or assistant treasurer may be a corporation. The Board of Trustees may elect from among the members of the Board a chair of the Board and a vice chair of the Board who shall be officers of the Fiduciary Corporation.

Section 5.02. Selection and Term of Office. The officers of the Fiduciary Corporation shall be selected and their terms of office shall be determined as follows:

(1) The president, any vice presidents, the treasurer and other executive officers of the Fiduciary Corporation, except those elected by delegated authority pursuant to Section 5.03, shall be elected by the Board of Trustees. The president shall be elected for a term of four years, subject to confirmation by the General Assembly, and shall be eligible for reelection. Any vice presidents, the treasurer and other executive officers of the Fiduciary Corporation shall be elected for the term of their employment with the Fiduciary Corporation.

(2) ~~The office of secretary shall be comprised of a recording secretary and a corporate secretary. The recording secretary shall be the person for the time being in office as the Stated Clerk of the General Assembly of the Presbyterian Church (U.S.A.) with one or more associates in that office to serve as assistant recording secretary. The corporate secretary~~

shall be the person for the time being in office as the General Counsel of the Fiduciary Corporation, with one or more associates in that office, when available, to serve as assistant ~~corporate~~ secretary.

(3) Subordinate officers elected by delegated authority pursuant to Section 5.03 shall be governed as to their duties and term of service by the terms and conditions of their election.

Section 5.03. Officers, Committees and Agents. The Board of Trustees may from time to time elect such officers and appoint such committees, employees or other agents as the business of the Fiduciary Corporation may require, including one or more assistant secretaries, and one or more assistant treasurers, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these bylaws, or as the Board of Trustees may from time to time determine. The Board of Trustees may delegate to any officer or committee of the Fiduciary Corporation the power to elect subordinate or other officers and to retain or appoint employees or other agents, or committees thereof, and to prescribe the authority and duties of such subordinate or other officers, committees, employees or other agents.

Section 5.04. Resignations. Any officer or agent may resign at any time by giving written notice to the Board of Trustees, or to the president or the secretary of the Fiduciary Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.05. Removal. Any elected or appointed officer, committee member, employee or other agent of the Fiduciary Corporation may be removed, either for or without cause, by the Board of Trustees or other authority which elected or appointed such officer, committee, employee or other agent whenever in the judgment of such authority the best interests of the Fiduciary Corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

Section 5.06. Vacancies. A vacancy in any elective or appointive office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the Board of Trustees (in the case of the president, subject to confirmation by the General Assembly) or by the authority to which the power to fill such office has been delegated pursuant to Section 5.03 of this Article, as the case may be, and if the office is one for which a term is prescribed by or pursuant to these bylaws, shall be filled for the unexpired portion of the term. The refusal of the General Assembly to confirm the election of a president shall result in the creation of a vacancy in that office.

Section 5.07. General Powers. All officers of the Fiduciary Corporation, as between themselves and the Fiduciary Corporation, shall respectively have such authority and perform such duties in the management of the property and affairs of the Fiduciary Corporation as may be determined by resolutions or orders of the Board of Trustees, or, in the absence of controlling provisions in resolutions or orders of the Board of Trustees, as may be provided in these bylaws.

Section 5.08. The Chair and Vice Chair of the Board. The chair of the Board, or in his or her absence, the vice chair of the Board, shall preside at all meetings of the members of the Board of

Trustees, and shall perform such other duties as may from time to time be requested of such officers by the Board of Trustees or the Executive Committee.

Section 5.09. The President. The president shall be elected by the Board of Trustees and subject to confirmation by the General Assembly. The president-elect may assume the position of president with full authority of that office upon election by the Board of Trustees and before the next General Assembly at which confirmation shall be sought. The president shall be the chief executive officer of the Fiduciary Corporation and shall have general supervision over the activities and operations of the Fiduciary Corporation, subject, however, to the control of the Board of Trustees. The president shall sign, execute and acknowledge, in the name of the Fiduciary Corporation, deeds, mortgages, bonds, contracts or other instruments, authorized by the Board of Trustees, except expressly delegated by the Board of Trustees, or by these bylaws, to some other officer or agent of the Fiduciary Corporation; and, in general, shall perform all duties incident to the office of president, and such other duties as from time to time may be assigned to the president by the Board of Trustees or the Executive Committee.

Section 5.10. Chief Operating Officer. The chief operating officer shall perform the duties of the president in the absence of the president and such other duties as may from time to time be assigned to him/her by the Board of Trustees, the Executive Committee, or the president.

Section 5.11. The Secretary. The ~~recording~~secretary, or assistant ~~recording~~secretary, shall attend all meetings of the Board of Trustees and shall record all the votes of the Trustees and the minutes of the meetings of the Board of Trustees in a book or books to be kept for that purpose. The ~~corporate~~ secretary, or an assistant ~~corporate~~secretary, shall see that notices are given and records and reports are filed and shall be the custodian of the seal of the Fiduciary Corporation and see that it is affixed to all documents to be executed on behalf of the Fiduciary Corporation under its seal; and, in general, shall perform all duties incident to the office of ~~corporate~~secretary, and such other duties relating thereto as may from time to time be assigned to the ~~corporate~~secretary by the Board of Trustees, the Executive Committee, or the president.

Section 5.12. The Treasurer. The treasurer or an assistant treasurer shall have or provide for the custody of the funds or other property of the Fiduciary Corporation and shall keep a separate book of account of the same to his or her credit as treasurer; shall collect and receive or provide for the collection and receipt of moneys earned by or in any manner due to or received by the Fiduciary Corporation; shall deposit all funds in his or her custody as treasurer in such banks or other places of deposit (including the Central Treasury Corporation) as the Board of Trustees may from time to time designate; shall, whenever so required by the Board of Trustees, render an account showing his or her transactions as treasurer, and the financial condition of the Fiduciary Corporation; and, in general, shall discharge such other duties as may from time to time be assigned to the treasurer by the Board of Trustees, the Executive Committee, or the president.

Section 5.13. Officers' Bonds. Any officer shall give a bond for the faithful discharge of the duties of the office held by such officer in such sum, if any, and with such surety or sureties as the Board of Trustees shall require.

Section 5.14. Salaries. The salaries of the staff officers elected by the Board of Trustees shall be determined from time to time or as may be designated by resolution of the Board. The salaries or other

compensation of any other staff officers, employees and other agents shall be determined from time to time by the authority to which the power to elect such staff officers or to retain or appoint such employees or other agents has been delegated pursuant to Section 5.03 of this Article. No full-time staff officer shall be prevented from receiving such salary or other compensation by reason of the fact that he or she is also a Trustee of the Fiduciary Corporation. See also Section 3.09 of these bylaws.

ARTICLE VI

Indemnification of Trustees, Officers, Etc.

Section 6.01. Scope of Indemnification.

(a) The Fiduciary Corporation shall indemnify an indemnified representative against any liability incurred in connection with any proceeding in which the indemnified representative may be involved as a party or otherwise, by reason of the fact that such person is or was serving in an indemnified capacity, including without limitation any liability resulting from any actual or alleged breach or neglect of duty, error, misstatement or misleading statement, negligence, gross negligence or act giving rise to strict or products liability, except:

(1) where such indemnification is expressly prohibited by applicable law;

(2) where the conduct of the indemnified representative has been finally determined pursuant to Section 6.06(d) or otherwise to constitute willful misconduct or recklessness within the meaning of 42 Pa.C.S. Section 8365(b) or any superseding provision of law sufficient in the circumstances to bar indemnification against liabilities arising from the conduct;

(3) to the extent the liability is finally determined pursuant to Section 6.06(d) or otherwise to be based upon or attributable to the indemnified representative gaining any personal pecuniary profit to which such indemnified representative was not legally entitled; or

(4) to the extent such indemnification has been finally determined in a final adjudication pursuant to Section 6.06(d) to be otherwise unlawful.

(b) If an indemnified representative is entitled to indemnification in respect of a portion, but not all, of any liabilities to which such person may be subject, the Fiduciary Corporation shall indemnify such indemnified representative to the maximum extent for such portion of the liabilities.

(c) The termination of a proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the indemnified representative is not entitled to indemnification.

(d) For purposes of this Article:

(1) "indemnified capacity" means any and all past, present and future service by an

indemnified representative in one or more capacities as a Trustee, officer, employee or agent of the Fiduciary Corporation or a Foundation Constituent Corporation, or, at the request of the Fiduciary Corporation, as a director, officer, employee, agent, fiduciary or trustee of another fiduciary corporation, partnership, joint venture, trust, employee benefit plan or other entity or enterprise;

(2) "indemnified representative" means any and all Trustees, officers and employees of the Fiduciary Corporation, and any other person designated as an indemnified representative by the Board of Trustees of the Fiduciary Corporation (which may, but need not, include any person serving, at the request of the Fiduciary Corporation, as a director, officer, employee, agent, fiduciary or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or other entity or enterprise);

(3) "liability" means any damage, judgment, amount paid in settlement, fine, penalty, punitive damages, excise tax assessed with respect to an employee benefit plan, or cost or expense of any nature (including, without limitation, attorneys' fees and disbursements); and

(4) "proceeding" means any threatened, pending or completed action, suit, appeal or other proceeding of any nature, whether civil, criminal, administrative or investigative, whether formal or informal, and whether brought by or in the right of the Fiduciary Corporation, a class of its security holders, if any, or otherwise.

Section 6.02. Proceedings Initiated by Indemnified Representative. Notwithstanding any other provision of this Article, the Fiduciary Corporation shall not indemnify under this Article an indemnified representative for any liability incurred in a proceeding initiated (which shall not be deemed to include counter-claims or affirmative defenses) or participated in as an intervenor or amicus curiae by the person seeking indemnification unless such initiation of or participation in the proceeding is authorized, either before or after its commencement, by the affirmative vote of a majority of a quorum of the Trustees of the Fiduciary Corporation. This Section does not apply to reimbursement of expenses incurred in successfully prosecuting or defending an arbitration under Section 6.06(d) or otherwise successfully prosecuting or defending the rights of an indemnified representative granted by or pursuant to this Article.

Section 6.03. Advancing Expenses. The Fiduciary Corporation shall pay the expenses (including attorneys' fees and disbursements) incurred in good faith by a Trustee or officer and may, by act of the Board of Trustees (including the votes or consents of interested Trustees), pay the expenses (including attorneys' fees and disbursements) incurred in good faith by any other indemnified representative in advance of the final disposition of a proceeding described in Section 6.01 upon receipt of an undertaking by or on behalf of the indemnified representative to repay such amount if it shall ultimately be determined pursuant to Section 6.06(d) or otherwise that such person is not entitled to be indemnified by the Fiduciary Corporation pursuant to this Article. The financial ability of an

indemnified representative to repay an advance shall not be a prerequisite to the making of such advance.

Section 6.04. Securing of Indemnification Obligations. To further effect, satisfy or secure the indemnification obligations provided herein or otherwise, the Fiduciary Corporation may maintain insurance, obtain a letter of credit, act as self-insurer, create a reserve, trust, escrow, cash collateral or other fund or account, enter into indemnification agreements, pledge or grant a security interest in any assets or properties of the Fiduciary Corporation, or use any other mechanism or arrangement whatsoever in such amounts, at such costs, and upon such other terms and conditions as the Board of Trustees shall deem appropriate. Absent fraud, the determination of the Board of Trustees with respect to such amounts, costs, terms and conditions shall be conclusive against all security holders, if any, officers and Trustees and shall not be subject to voidability.

Section 6.05. Payment of Indemnification. An indemnified representative who is entitled to indemnification shall be entitled thereto within 30 days after a written request for such indemnification has been delivered to the secretary of the Fiduciary Corporation.

Section 6.06. Indemnification Procedure.

(a) An indemnified representative shall use such indemnified representative's best efforts to notify promptly the secretary of the Fiduciary Corporation of the commencement of any proceeding or the occurrence of any event which might give rise to a liability under this Article, but the failure so to notify the Fiduciary Corporation shall not relieve the Fiduciary Corporation for any liability which it may have to the indemnified representative under this Article or otherwise.

(b) The Fiduciary Corporation shall be entitled, upon notice to any such indemnified representative, to assume the defense of any proceeding with counsel reasonably satisfactory to the indemnified representative, or a majority of the indemnified representatives involved in such proceeding if there be more than one. If the Fiduciary Corporation notifies the indemnified representative of its election to defend the proceeding, the Fiduciary Corporation shall have no liability for the expenses (including attorneys' fees and disbursements) of the indemnified representative incurred in connection with the defense of such proceeding subsequent to such notice, unless (i) such expenses (including attorneys' fees and disbursements) have been authorized by the Fiduciary Corporation, (ii) the Fiduciary Corporation shall not in fact have employed counsel reasonably satisfactory to such indemnified representative or indemnified representatives to assume the defense of such proceeding, or (iii) it shall have been determined pursuant to Section 6.06(d) that the indemnified representative was entitled to indemnification to the benefits of this Article shall have the burden of proof. The Fiduciary Corporation shall reimburse an indemnified representative for such expenses under this Article or otherwise. Notwithstanding the foregoing, the indemnified representative may elect to retain counsel at the indemnified representative's own cost and expense to participate in the defense of such proceeding.

(c) The Fiduciary Corporation shall not be required to obtain the consent of the indemnified representative to the settlement of any proceeding which the Fiduciary Corporation has undertaken to defend if the Fiduciary Corporation assumes full and sole responsibility for such settlement and the settlement grants the indemnified representative an unqualified release in respect of all liabilities at issue in the proceeding. Whether or not the Fiduciary Corporation has elected to assume the defense of any proceeding, no indemnified representative shall have any right to enter into any full or partial settlement of the proceeding without the prior written consent of the Fiduciary Corporation (which

consent shall not be unreasonably withheld), nor shall the Fiduciary Corporation be liable for any amount paid by an indemnified representative pursuant to any settlement to which the Fiduciary Corporation has not so consented.

(d) Any dispute related to the right to indemnification as provided under this Article shall be decided only by arbitration in the metropolitan area in which the principal executive offices of the Fiduciary Corporation are located at the time, in accordance with the commercial arbitration rules then in effect of the American Arbitration Association, before a panel of three arbitrators, one of whom shall be selected by the Fiduciary Corporation, the second of whom shall be selected by the indemnified representative and the third of whom shall be selected by the other two arbitrators. In the absence of the American Arbitration Association, or if for any reason arbitration under the arbitration rules of the American Arbitration Association cannot be initiated, and if one of the parties fails or refuses to select an arbitrator, or the arbitrators selected by the Fiduciary Corporation and the indemnified representative cannot agree on the selection of the third arbitrator within 30 days after such time as the Fiduciary Corporation and the indemnified representative have each been notified of the selection of the other's arbitrator, the necessary arbitrator or arbitrators shall be selected by the presiding judge of the court of general jurisdiction in such metropolitan area. Each arbitrator selected as provided in this subsection is required to be or have been a director or executive officer of a corporation whose shares of common stock were listed during at least one year of such service on the New York Stock Exchange or the American Stock Exchange or quoted on the National Association of Securities Dealers Automated Quotations System. The party or parties challenging the right of an indemnified representative to the benefits of this Article shall have the burden of proof. The Fiduciary Corporation shall reimburse an indemnified representative for the expenses (including attorneys' fees and disbursements) incurred in successfully prosecuting or defending such arbitration. Any award entered by the arbitrators shall be final, binding and nonappealable and judgment may be entered thereon by any party in accordance with applicable law in any court of competent jurisdiction, except that the Fiduciary Corporation shall be entitled to interpose as a defense in any such judicial enforcement proceeding any prior final judicial determination adverse to the indemnified representative under Section 6.01(a)(2) or (3) in a proceeding not directly involving indemnification under this Article. This arbitration provision shall be specifically enforceable.

(e) Upon a payment to any indemnified representative under this Article, the Fiduciary Corporation shall be subrogated to the extent of such payment to all of the rights of the indemnified representative to recover against any person for such liability, and the indemnified representative shall execute all documents and instruments required and shall take such other action as may be necessary to secure such rights, including the execution of such documents as may be necessary for the Fiduciary Corporation to bring suit to enforce such rights.

Section 6.07. Discharge of Duty. An indemnified representative shall be deemed to have discharged such person's duty to the Fiduciary Corporation if he or she has relied in good faith on information, advice or an opinion, report or statement prepared by:

- (1) one or more officers or employees of the Fiduciary Corporation whom such indemnified representative reasonably believes to be reliable and competent with respect to the matter presented;

- (2) legal counsel, public accountants or other persons as to matters that the indemnified representative reasonably believes are within the persons' professional or expert competence; or
- (3) a committee of the Board of Trustees on which he or she does not serve as to matters within its area of designated authority, which committee he or she reasonably believes to merit confidence.

Section 6.08. Contract Rights; Amendment or Repeal. All rights to indemnification under this Article shall be deemed a contract between the Fiduciary Corporation and the indemnified representatives pursuant to which the Fiduciary Corporation and each indemnified representative intend to be legally bound. Any repeal, amendment or modification hereof shall be prospective only and shall not affect any rights or obligations then existing.

Section 6.09. Scope of Article. The indemnification of indemnified representatives, as authorized by this Article, shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any statute, agreement, vote of the General Assembly or disinterested Trustees or otherwise, both as to action in an official capacity and as to action in any other capacity. The indemnification provided by or granted pursuant to this Article shall continue as to a person who has ceased to be an indemnified representative in respect of matters arising prior to such time, and shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person.

Section 6.10. Reliance on Provisions. Each person who shall act as an indemnified representative of the Fiduciary Corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

Section 6.11 Interpretation. The provisions of this Article have been approved and ratified by the ~~General Assembly Mission Council~~ Presbyterian Mission Agency and are intended to constitute Bylaws authorized by Section 5746 of the Pennsylvania Nonprofit Corporation Law of 1988 and 42 Pa.C.S. Section 8365.

ARTICLE VII Investments

Section 7.01. Administration. Unless otherwise specifically directed in the instrument by which any property, real or personal, is given, granted, conveyed, transferred, bequeathed, devised, assigned to or otherwise vested in the Fiduciary Corporation, including but not limited to its capacity as fiduciary or otherwise, and subject to the general investment policies, adopted from time to time by the General Assembly so far as consistent with the fiduciary responsibilities of the Board of Trustees, the appropriate committee of the Board of Trustees is authorized to invest and reinvest the property thus received or the proceeds of any property thus received and to retain property thus received and investments heretofore or hereafter made if done in accordance with the Pennsylvania Prudent Investor statute, 20 Pa.C.S. Section 7201 et. seq. The appropriate committee of the Board of Trustees may employ such investment advisors and consultants as it desires to assist it in making investments, reinvestments and retention of investments.

Section 7.02. Certain Unrestricted Funds. With respect to investment of property and funds free of any standard of investment or over which the General Assembly has power of appropriation, the appropriate committee of the Board of Trustees may invest and reinvest such property and funds in such manner as the General Assembly or any body formed by the General Assembly thereto authorized may suggest or require, without reference to the standard provided by Section 7.01 of this Article.

Section 7.03. Restricted Funds. Where the terms of the gift or the instrument by which property or funds are received by the Fiduciary Corporation specify or limit the type of investments to be made with such property or funds, the investment or reinvestment of such property or funds shall be made in the discretion of the appropriate committee of the Board of Trustees in accordance with the terms provided or limited in the instrument by which such property or funds are received. In every case where a donor has specified that the principal of the gift be invested and that only the income be expended, the Fiduciary Corporation shall refrain from making any expenditure of principal, and in every case where a donor has specified the purposes for which principal or income may be expended, the Fiduciary Corporation shall refrain from making any expenditure inconsistent with the terms of the gift.

Section 7.04. Custodians and Nominee Registration. All investments and securities owned by the Fiduciary Corporation shall be held in the custody of a bank, or a trust company or other depositories as the Board of Trustees, the Executive Committee or another appropriate committee of the Board of Trustees may approve or designate. Investments and securities owned by the Fiduciary Corporation may be held in the name of a nominee which may be the nominee of a bank, or a trust company or other depository, provided the bank or trust company or other depository in the name of whose nominee investments and securities of the Fiduciary Corporation are held first gives a bond or letter to the Fiduciary Corporation where by it assumes full responsibility for the safe custody of the investments and securities and agrees to indemnify the Fiduciary Corporation and its Trustees and officers and employees against any loss or claims by reason of such nominee registration or default or infidelity of such nominee, and that all such investments and securities shall be so designated upon the records of the bank, or trust company or other custodian so that the ownership of the same in the Fiduciary Corporation shall clearly appear at all times.

ARTICLE VIII Miscellaneous

Section 8.01. Corporate Seal. The Fiduciary Corporation shall have a corporate seal in the form of a design adopted by the 197th General Assembly (1985) of the Presbyterian Church (U.S.A.), together with the words: "PRESBYTERIAN CHURCH (U.S.A.) FOUNDATION -- INCORPORATED 1799 PENNSYLVANIA". The Foundation Constituent Corporations shall each have a corporate seal in the form of a circle containing the words "CORPORATE SEAL".

Section 8.02. Checks. All checks, notes, bills of exchange or other orders in writing shall be signed by such person or persons as the Board of Trustees may from time to time designate.

Section 8.03. Contracts. Except as otherwise provided in these bylaws, the Board of Trustees may authorize any officer or officers, agent or agents, to enter into any contract or to execute or deliver any instrument on behalf of the Fiduciary Corporation, and such authority may be general or confined to

specific instances.

Section 8.04. Deposits and Disbursements. All funds of the Fiduciary Corporation shall be deposited from time to time to the credit of the Fiduciary Corporation in such banks, trust companies, or other depositories as the Board of Trustees may approve or designate, and all such funds shall be withdrawn only upon checks signed by, or bearing the authorized facsimile signature of such one or more officers, employees or agents as the Board of Trustees shall from time to time determine. The name or accounts to which such deposits are made, and the name of the Fiduciary Corporation on checks drawn against such accounts may be "Presbyterian Church (U.S.A.)", and may include such other words including the name of the Fiduciary Corporation and an appropriate designation to identify by purpose or otherwise. The Fiduciary Corporation shall designate the Central Treasury Corporation as attorney-in-fact of the Fiduciary Corporation and of each of the Foundation Constituent Corporations for the purpose of disbursing unrestricted income or unrestricted principal of invested funds (and restricted income or restricted principal to the extent specifically authorized by the Board of Trustees) pursuant to appropriations made by the General Assembly or any officer or agency thereof thereunto duly authorized. In the case of disbursements of unrestricted income or unrestricted principal, the personnel of the Central Treasury Corporation, and not the Board of Trustees of the Fiduciary Corporation and the Foundation Constituent Corporations, shall be accountable and responsible for such disbursements.

Section 8.05. Annual Report of Trustees. The Board of Trustees shall direct the president and treasurer to present at a regular meeting of the Board in every year a report, verified by such officers, showing in appropriate detail the following:

- (1) The assets, liabilities and fund balances, including the trust funds, of the Fiduciary Corporation as of the end of the fiscal year immediately preceding the date of the report.
- (2) The principal changes in assets, liabilities and fund balances, including trust funds, during the year immediately preceding the date of the report.
- (3) The revenue or receipts of the Fiduciary Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate date with respect to each trust fund held by or for the Fiduciary Corporation.
- (4) The expenses or disbursements of the Fiduciary Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate date with respect to each trust fund held by or for the Fiduciary Corporation.
- (5) The number of members of the Fiduciary Corporation as of the date of the report and a statement of the place where the name and address of the current member of the Fiduciary Corporation may be found.

The annual report shall be filed with the minutes of the meeting of the Board and copies shall be transmitted to the Central Treasury Corporation, the ~~General Assembly Mission Council~~ Presbyterian Mission Agency and the General Assembly.

Section 8.06. Amendment of Bylaws. These bylaws may be amended or repealed, or new bylaws may be adopted either: (1) by the action of a majority of Trustees present and voting at any regular or special meeting of the Board of Trustees at which a quorum is present, if ten days' written notice of such proposed amendment, repeal or new bylaws is given to each Trustee, or (2) by the action at any regular meeting of the Board of Trustees of a majority of all of the Trustees in office, where no notice of such proposed amendment, repeal or new bylaws has been given.

Any such amendment, repeal or new bylaws shall be consistent with the Form of Government of the Presbyterian Church (U.S.A.) and with the directions from time to time of the General Assembly. The substance of any proposed amendment, repeal or new bylaws shall first be approved by the ~~General Assembly Mission Council~~ Presbyterian Mission Agency.

ANNEX A
(As Amended January 1, 2007)

**Foundation Constituent Corporations
of the
Presbyterian Church (U.S.A.) Foundation**

<u>Name</u>	<u>State of Incorporation</u>
The Presbyterian Foundation, Inc. (U.S.)	North Carolina
Board of Christian Education of the Presbyterian Church (U.S.A.)	Pennsylvania
The Board of Christian Education of the Presbyterian Church (U.S.A.)	New York
Board of Home Missions of the Presbyterian Church (U.S.A.)	New York
Board of National Missions of the Presbyterian Church (U.S.A.)	New York
The Presbyterian Board of Home Mission	New York
Woman's Board of Home Missions of the Presbyterian Church (U.S.A.)	New York

ITEM 239 FOR INFORMATION

Subject: 2012 World Mission Funds Development Report – YTD December 31, 2012

	2012 Annual GOAL	YTD 2011	2012 ACTUAL Mission co-Worker Sending and Support	Variance 2011 vs. 2012	
Individuals:	\$3,080,000	\$2,193,705	\$3,547,239	\$1,353,534	162%
MIJHH Pledges:	\$ 200,000	\$ 20,150	\$254,380	234,230	1262%
*Church Support:	<u>\$4,000,000</u>	<u>\$4,297,412</u>	<u>\$4,259,741</u>	<u>-\$37,671</u>	99%
Total Revenue:	<u>\$7,280,000</u>	<u>\$6,511,267</u>	<u>\$8,061,360</u>	<u>\$1,550,093</u>	124%
<i>*(DMS, ECO, MIJHH cash gifts from churches)</i>					
Expenses:					
Fund Raising	\$1,763,988	\$1,500,142	\$1,675,673	\$175,531	112%
Shared Services	<u>\$ 189,000</u>	<u>\$ 164,270</u>	<u>\$244,964</u>	<u>\$80,694</u>	149%
Total Expenses	<u>\$1,952,988</u>	<u>\$1,121,486</u>	<u>\$1,383,988</u>	<u>\$262,502</u>	126%
Total Cash to Need:	<u><u>\$5,237,012</u></u>	<u><u>\$4,846,855</u></u>	<u><u>\$6,140,723</u></u>	<u><u>\$1,293,868</u></u>	127%

Summary:

Our overall revenue for the sending and support of mission co-workers for the 2012 fiscal year (January through December) of \$8,061,360 is \$1,550,093 higher or 124% of last year's revenue. 2012 revenue is \$781,360 over and 111% of the 2012 goal. (Included in this total is an anonymous gift of \$1,000,000 made in May.)

Our total fund raising expenses of \$1,675,673 were 95% of the projected expense of \$1,763,988 or \$88,315 under the plan. Shared services expenses for the year were \$244,964 and 130% over the projection of \$189,000 creating a \$55,964 variance. This is attributed to the higher amount of gifts received from fund raising efforts during the year, as shared services were calculated as 5% of ECO receipts. Both churches and individuals give to these opportunities. For some churches it is considered beyond their budgeted basic mission support. For individuals, it is the way they are able to give a designated gift to a specific mission co-worker position. In 2006 it was determined that we needed to calculate a small percentage of each gift as the cost to administer these funds. Although 5% of each gift does not actually cover the shared services investment of time in processing these gifts, that was the amount agreed upon. In 2013 this will be discontinued as we have moved to a system of allocating true shared services costs throughout all of the mission areas.

Total 2012 cash to WM sending and support of mission co-workers is \$6,140,723. This is \$1,293,868 over for the 2011 year, and \$813,711 over and 115% of the cash to need goal for 2012.

In 2012 we received gifts from 351 churches for a total of \$395,021 who had not given in 2011.

Background:

Individuals – With fiscal year 2012 we are reporting on our direct mail and major gift programs as one individual giving program with a total goal of \$3,080,000 in revenue. As regional development officers developed deeper relationships with individuals in their regions, it became important to acknowledge that many gifts received from donors using the envelopes received through the direct mail program were actually motivated by the heightened relationship with world mission through the fund raising representative. By combining the results of both direct mail and major gifts into one individual

giving program we are able to build strategies that are seamless between the two programs. This will allow for higher results, while still having the ability to track each tactic and make corrections as needed.

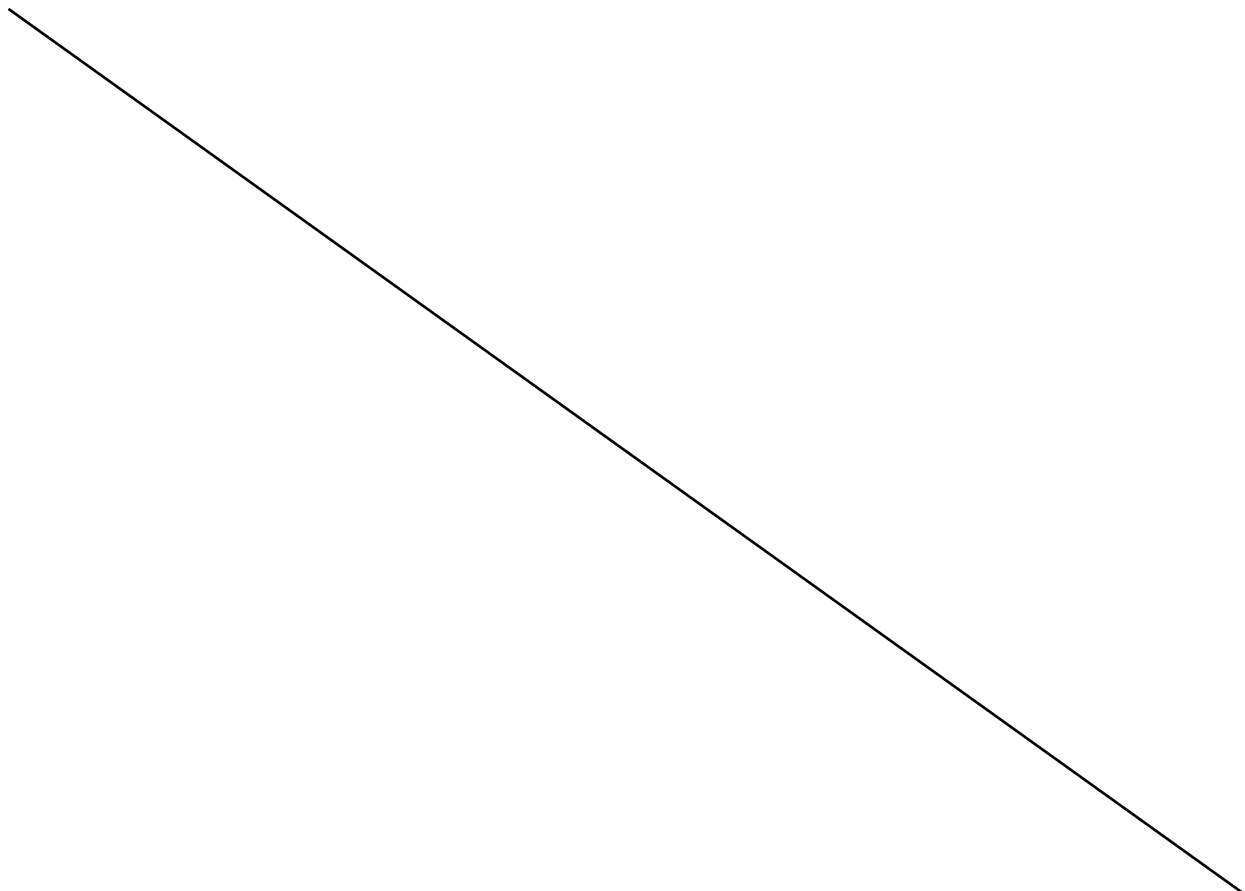
In 2012 we utilized nine direct mail appeals in our **direct response** efforts and received 8,584 gifts from 4,737 donors, totaling \$628,712. This is an average gift size of \$73.24, and includes our return thank you program which brought in \$22,914. Our expenses of \$392,419 are 77% of the projected YTD expenses of \$508,198 and reflect a difference of \$115,779.

For our **major donor program** our 2012 revenue of \$2,893,808 includes an anonymous gift of \$1,000,000 and \$24,719 of new MIJHH cash gifts. Not counting the \$1 million gift, this total represents relationships with 957 donors whose average giving is \$972. Expenditures totaled \$1,014,560 or 99% of the projected YTD expenses of \$1,022,549.

MIJHH Pledges – Our YTD pledge redemption revenue toward mission sending and support of \$254,380 is 127% of the total annual goal of \$200,000. This is attributed to one major gift from a congregation toward their pledge. MIJHH pledge payments were accepted through December, 2012 and the Mission Initiative Joining Hearts and Hands has been closed.

Churches – (Church support combines DMS, ECO and Mission Initiative accounts.)

Our 2012 church support revenue of \$4,259,741 105% of our annual goal of \$4,000,000. This represents 99% of the revenue of \$4,297,412 we received last year, resulting in -37,671 less cash received. The church support number includes donations from churches made to DMS, (\$3,159,781) sending and support ECO (\$988,584) and MIJHH (\$111,376) accounts. Our YTD expenditures totaled \$268,694 and were 115% of the YTD expense projection of \$233,241, causing a \$34,453 variance.



**World Mission Fund Raising
 Income Statement
 December 31, 2012**

	2011 vs 2012				Year to date vs Year Goals			
	YTD December 31, 2011	YTD December 31, 2012	2011 vs 2012 Sending and Support	% of Difference	Goal/Budget	Actual as of December 31, 2012	Goal vs Actual Sending and Support	% of Goal
Revenue								
*Individuals	2,193,705	3,547,239	1,353,534	162%	3,080,000	3,547,239	467,239	115%
**Churches	4,297,412	4,259,741	(37,671)	99%	4,000,000	4,259,741	259,741	106%
MIJHH	20,150	254,380	234,230	1262%	200,000	254,380	54,380	127%
Total Revenue	6,511,267	8,061,360	1,550,093	124%	7,280,000	8,061,360	781,360	111%
Expenses								
Major Gifts	879,997	1,014,560	134,563	115%	1,022,549	1,014,560	(7,989)	99%
Church Support	222,192	268,694	46,502	121%	233,241	268,694	35,453	115%
Direct Response	397,953	392,419	(5,534)	99%	508,198	392,419	(115,779)	77%
Total Direct Expenses	1,500,142	1,675,673	175,531	112%	1,763,988	1,675,673	(88,315)	95%
Net Revenue	5,011,125	6,385,687	1,374,562	127%	5,516,012	6,385,687	869,675	116%
Indirect Expenses								
Shared Expense	164,270	244,964	80,694	149%	189,000	244,964	55,964	130%
Total Shared Expense	164,270	244,964	80,694	149%	189,000	244,964	55,964	130%
Total Expenses	1,664,412	1,920,637	256,225	115%	1,952,988	1,920,637	(32,351)	98%
Net Funds Available to WM	4,846,855	6,140,723	1,293,868	127%	5,327,012	6,140,723	813,711	115%

should be at 100%

***Individuals**

Direct Response	1,091,399	628,712	(462,687)	58%	1,080,000	628,712	(451,288)	58%
¹ Major Gifts	1,059,016	2,893,808	1,834,792	273%	2,000,000	2,893,808	893,808	145%
MIJHH (non-pledge)	43,290	24,719	(18,571)	57%	-	24,719	24,719	
Total Individuals	2,193,705	3,547,239	1,353,534	162%	3,080,000	3,547,239	467,239	115%

****Church Support**

DMS	3,214,676	3,159,781	(54,895)	98%	3,000,000	3,159,781	159,781	105%
ECO (sending/support)	914,866	988,584	73,718	108%	1,000,000	988,584	(11,416)	99%
MIJHH (non-pledge)	167,870	111,376	(56,494)	66%	-	111,376	111,376	
Total Church Support	4,297,412	4,259,741	(37,671)	99%	4,000,000	4,259,741	259,741	106%

¹In May 2012 we received a Major Gift from an Individuals of \$1M, this is included in our total, but was put in a holding account and does't appear on our reports from RE.

Special Offerings Annual Report, 2012

Special Offering Receipts 2012 YTD (Jan-Dec.)

	2011	2012	Variance
OGHS	\$7,690,644	\$7,030,031	-8.59%
Pentecost	\$758,284	\$818,984*	8.00%
Peacemaking	\$997,396	\$958,561**	-3.89%
CJO	\$4,124,341	\$3,989,899	-3.26%
Special Offerings	\$0.00	\$8,387	100.00%
TOTAL	\$13,570,665	\$12,805,862	-5.64%

2012 numbers are preliminary, subject to audit

*PMA receives 60% of receipts of the Pentecost Offering, 40% is retained in congregations. The total offering is estimated at \$1,364,973

**PMA receives 50% of receipts of the Peacemaking Offering, 25% is retained by congregations and 25% is directed to presbyteries and synods. It is estimated that total offering receipts were \$1,917,122.

Promotion/Communications

Our telephone contact strategy continues and phone calls continue to be received warmly by churches all across the country. With the addition of new contractors, we have been able to meet some of the goals related to call volume that have challenged us in the past. We have also added phone calls to churches non-currently participating in specific Offerings to encourage their future participation.

Our efforts to increase awareness of the Special Offerings through the internet continue to be met with success. Our utilization of sites such as Facebook, Twitter, YouTube, Instagram, Google Plus, and Pinterest enables us to leverage those individual networks, creating thousands of “brand advocates” who then spread our information to those we could not otherwise reach. The use of Facebook advertisements has been especially beneficial in growing our audience on that platform. Current Facebook “likes” now exceed 1,000. Our focus on building our social media presence has also been helpful with growing our text-based gifts, which (including gifts made to PDA keyword in wake of Sandy) totaled more than \$12,500 in 2012 – an increase of almost 450% from the \$2,790 raised via text in 2011.

We are now in the second year of the Special Offerings e-newsletter, to which we’ve received an overwhelming positive response and zero negative feedback regarding content. There are many goals we are trying to achieve with the newsletter, including: informing subscribers what Special Offerings is currently doing, increasing knowledge of the Offerings, encouraging generosity via emotional investment in the work of Special Offerings-beneficiaries, to provide tips for promoting Offerings within congregations, and to provide examples of how individual congregations are utilizing their share of kept Pentecost and Peacemaking Offering receipts.

Special Offerings continues to offer a physical presence at churchwide events and conferences across the country. Through this, we are able to provide “a face behind the brand” and even foster meaningful personal relationships with PC(USA) staff, pastors, and other church leaders – specifically those with influence over others in the church (Bruce Reyes-Chow, for example). During these events we have also provided guided workshops on promoting the Offerings and the use of social media in the church. These large-scale events also allow us to host fundraisers, the most successful being the “Fundraiser with the Pittsburgh Pirates” event during 220th General Assembly (2012), which raised over \$6,000 for the Offerings.

Production and Project Management

All Offerings include printed and online resources and a series of e-blasts to constituents with information and giving opportunities. Advertising in Presbyterian publications includes a brochure/mailer “tipped-in” offering the reader a description of the Offering as well as a chance to donate to the Offering if they wish. All resources continue with the new look to ensure that Offering resources have continuity. Working with Relationship and Development Operations, stickers were developed with giving information for the current offering season and are placed on the back of thank you letters that are mailed out. Beginning with the Christmas Joy Offering, packages of brochure/mailers were mailed to churches that had not ordered any resources or given any money to the Offering in the last three years. This was successful and will be continued for the other three Offerings. A Season of Peace was created for the Peacemaking Offering and will continue in 2013 with tweaks and a resource for youth.

Direct Response

Special Offerings direct response efforts began with our 2012 Christmas Joy Offering. Four (4) e-appeals were produced and sent, and a new-look landing page for the Christmas Joy Offering home page was created. Individual e-appeals were created using on-line gift tracking and were sent to a database of 11,207 recipients. Results from this effort totaled \$4,552 (48 gifts, with an average gift size of \$94.83).

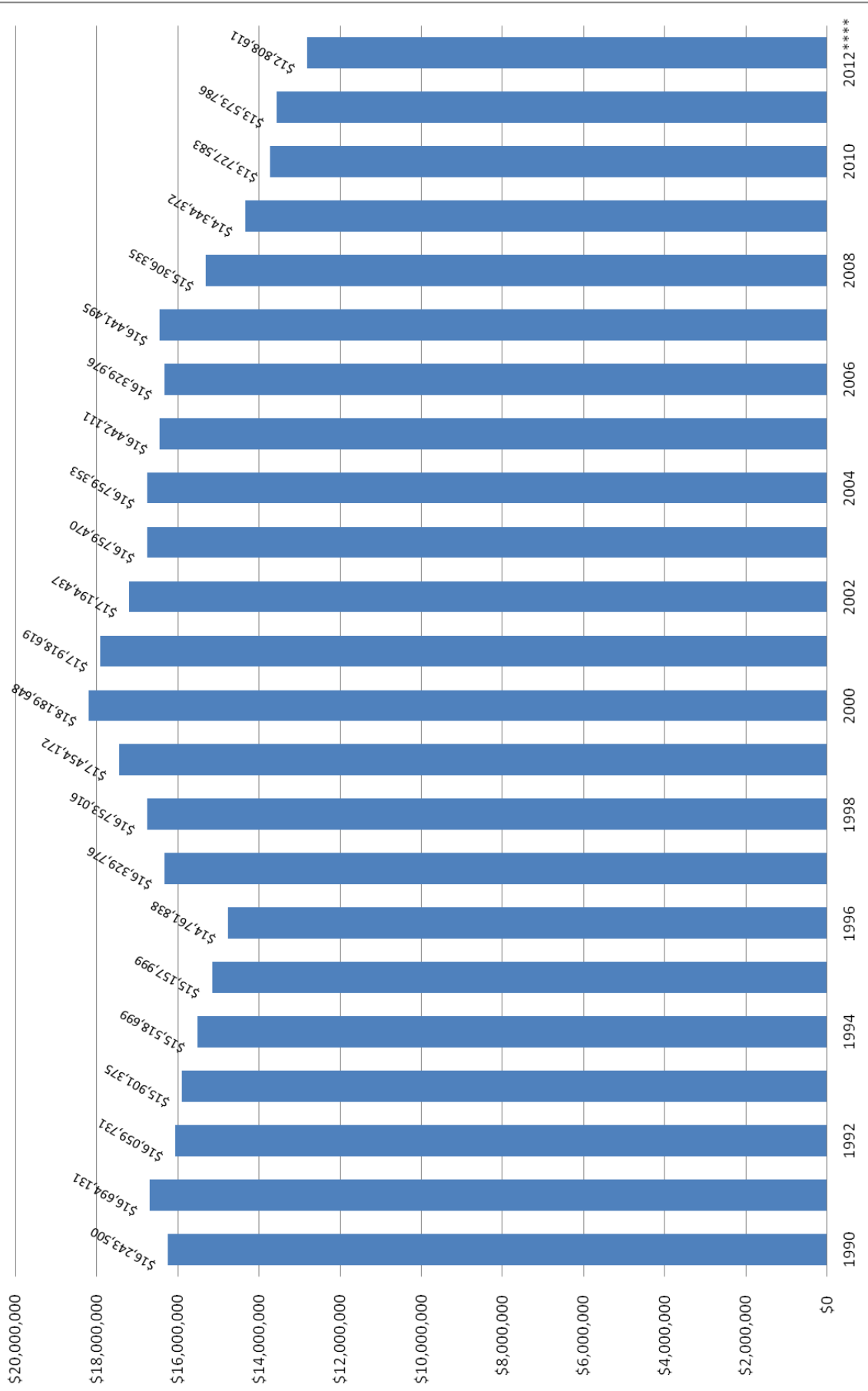
Special Offering Direct Response 2012 YTD (Jan-Dec.)			
Total received	Number of Recipients	Number of Gifts	Average Gift
\$4,522	11,207	48	\$94.83

Disaster Response

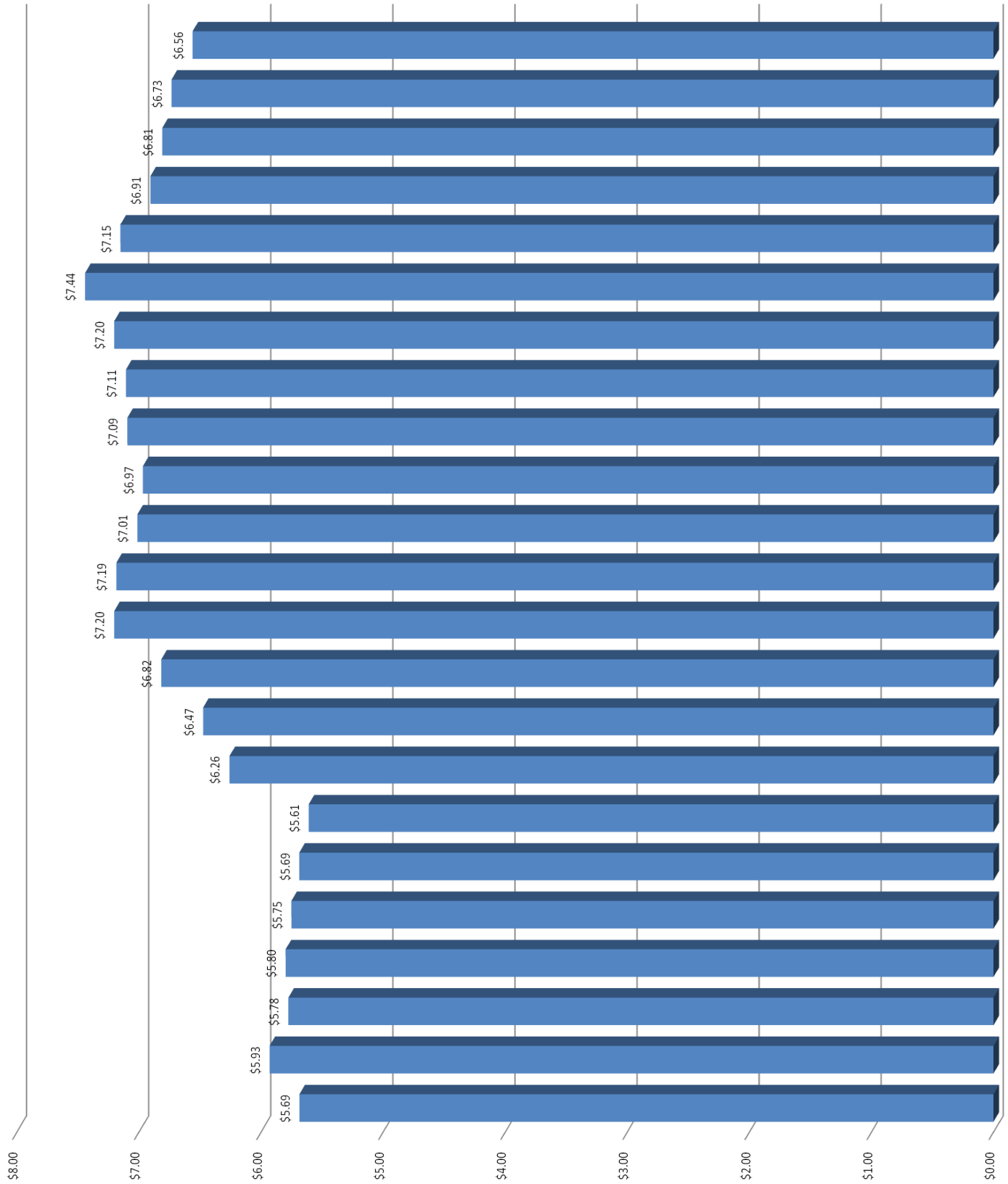
Superstorm Sandy efforts began October 30 with two e-appeals, one print appeal, a *Presbyterian’s Today* ad and article, and a *Sojourner’s* Just Giving Catalog e-appeal. 2012 results from these combined efforts amounted to \$2,250,010; this figure consists of 425 text gifts of \$10 each (\$4,250) and \$2,245,760 in gifts received (6,448 gifts at an average of \$348 per gift).

	<i>OGHS</i>	<i>PENTECOST</i>	<i>PEACEMAKING</i>	<i>CHRISTMAS JOY</i>	<i>WITNESS</i>	<i>Special Offerings#</i>	<i>TOTAL SPECIAL OFFERINGS</i>
		*	**		***		
1990	\$9,603,411		\$1,035,825	\$4,646,937	\$957,327		\$16,243,500
1991	\$9,844,896		\$1,120,910	\$4,930,778	\$797,547		\$16,694,131
1992	\$9,499,708		\$1,121,358	\$4,610,371	\$828,294		\$16,059,731
1993	\$9,367,456		\$1,125,569	\$4,728,772	\$679,578		\$15,901,375
1994	\$9,082,346		\$1,162,775	\$4,643,159	\$630,419		\$15,518,699
1995	\$8,997,398		\$909,288	\$4,588,296	\$663,017		\$15,157,999
1996	\$8,741,152		\$839,500	\$4,585,068	\$596,118		\$14,761,838
1997	\$9,442,008		\$960,134	\$5,339,553	\$588,081		\$16,329,776
1998	\$9,660,658	\$464,650	\$1,029,844	\$5,454,899	\$142,965		\$16,753,016
1999	\$10,451,470	\$530,347	\$1,007,024	\$5,367,848	\$97,483		\$17,454,172
2000	\$10,755,457	\$608,000	\$1,082,325	\$5,683,054	\$60,812		\$18,189,648
2001	\$10,216,646	\$625,629	\$1,230,677	\$5,780,407	\$65,260		\$17,918,619
2002	\$9,968,371	\$650,870	\$1,040,537	\$5,472,085	\$62,574		\$17,194,437
2003	\$9,431,654	\$653,393	\$1,148,525	\$5,485,578	\$40,320		\$16,759,470
2004	\$9,532,254	\$685,178	\$1,089,004	\$5,409,520	\$43,397		\$16,759,353
2005	\$9,326,914	\$788,147	\$1,040,997	\$5,240,914	\$45,139		\$16,442,111
2006	\$9,465,261	\$799,561	\$1,108,097	\$4,927,405	\$29,652		\$16,329,976
2007	\$8,989,242	\$843,110	\$1,361,494	\$5,215,040	\$32,609		\$16,441,495
2008	\$8,245,099	\$863,861	\$1,177,333	\$4,987,577	\$32,465		\$15,306,335
2009	\$7,901,896	\$859,362	\$1,017,849	\$4,537,815	\$27,450		\$14,344,372
2010	\$7,655,272	\$823,988	\$995,996	\$4,240,750	\$11,577		\$13,727,583
2011	\$7,690,644	\$758,284	\$997,396	\$4,124,341	\$3,121		\$13,573,786
2012****	\$7,030,031	\$818,984	\$958,561	\$3,989,899	\$2,749	\$8,387	\$12,808,611
	* Pentecost figures represent the 60% that comes in to GA						
	** Peacemaking figures represent the 50% that comes in to GA						
	*** Witness has not been a special offering since 1998 but money still comes in						
	**** Preliminary, subject to audit.						
	#a new fund was created for gifts for Special Offerings across the board						

Total Offering Receipts 1990 - 2012



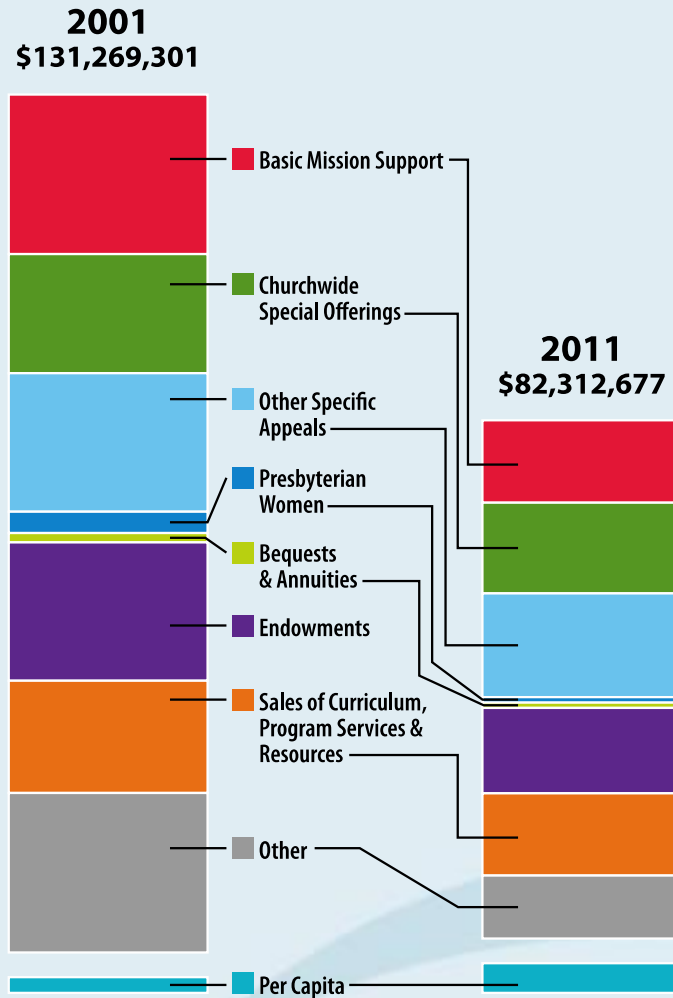
Special Offerings Per Member Giving 1990 - 2012





Presbyterian Mission Agency Presbyterian Foundation

The big picture: PMA sources of funds, 2001 vs. 2011



2013-16 Mission Work Plan

Directional Goals:

- Leadership
- Discipleship
- New worshiping communities
- Young adults

Undergirded by:

- General Assembly
- Organizational integrity

Priorities for funds development



Foundation and Mission Agency roles in Funds Development

- 1986 FDN Deliverance “provide such deferred giving and wills emphasis, development and other investment and related services as the General Assembly or the General Assembly Council may direct or approve.”
- 2008 GA to Mission Agency: to adopt “an ongoing and effective long-term funds development effort throughout the church.”

Support of each agency

- **FDN:** fees on investments under management
- **PMA:** 2013 budget \$84 million
 - \$71 million from funds raised each year
 - \$13 million is from endowments held by the Foundation.

Fund Development Goals

- **FDN:** seeks funds to manage, for any church-related beneficiaries
- **PMA:** particular ministries that are carried out by or through the Agency
 - support for mission personnel
2013 goal, \$8.2 million
 - four church-wide special offerings
2013 goal, \$13.1 million; 2020 goal \$20 million
 - new, other prioritized ministries

Collaboration

New Opportunities

- Each refer potential donors to the other
 - PMA to FDN for life gifts, project regeneration, church buildings
 - FDN for PMA missions
- Each includes other in marketing materials

... And limitations on collaboration

Mission Agency is largest beneficiary of Foundation permanent endowments

Total year end 2012:	\$315,798,945
Distributed to PMA in 2012:	\$13,000,000 from endowments
	\$4,200,000 from outside trusts
FDN raised in 2012:	\$25,407,871
FDN added to PMA in 2012:	\$80,812 new funds
	\$1,300,000 added to existing funds
In past five years:	\$6,809,273 new funds



Guide for Committee Leaders



Full Member

Speak	Make Motion	Vote
-------	-------------	------



Corresponding Member

Speak		
-------	--	--



Ecumenical Advisory Member

Speak	Make Motion*	Vote*
-------	--------------	-------

* only in committee



At-Large Member

Speak**	Make Motion*	Vote*
---------	--------------	-------

** yes, in committee; but in plenary only on matters related to their expertise
* only in committee



Observers/Liaisons/Press

Speak*		
--------	--	--

* only if invited by chair



Staff

Speak*		
--------	--	--

* only if invited by chair



Suggested Room Layout

Screen

AA



Lead Resource	Chair	Vice-Chair	Lead Resource
Committee Member			Committee Member
Committee Member			Committee Member
Committee Member			Committee Member
Committee Member			Committee Member

Liaisons & Presenting Staff

Visitors





PRESBYTERIAN
MISSION
— AGENCY —

Presbyterian Mission Agency

Communication with Board Members



E-mail Newsletters

Newsletter	Purpose	Frequency	Recipients
Talking Points	Summarize Board meetings so that members can tell the Board's story	One week after every Board meeting	Board members
Weekly e-mail from Linda Valentine	Promote a sense of community among Board members, mid council leaders and the Executive Director	Weekly	1,605 (Board members and Presbyterian Mission Agency friends)
One in the Spirit – Linda Valentine	Inform and connect mid councils through stories of Presbyterian Mission Agency impact	Monthly	1,675 (Mid Councils, Presbyterian Communicators and others)
Presbyterian Mission	Telling the stories of the Presbyterian Mission Agency	Monthly	14,314 (all contacts)

Telephone Calls

- Executive Committee – bi-monthly
- Individual committee chairs – 4 weeks prior to Board meeting
- Regular check-ins by Executive Director (monthly with the chair, annually with members)



Face-to-face meetings

- Five Board meetings in each two-year cycle
- Executive Committee retreat in mid-summer



Meeting Logistics and Other

- Email notice: meeting registration
- Email notice: meeting papers online
- Pre-meeting email from chair
 - Board
 - Executive Committee
- Last-minute logistical information
- Occasional organizational announcements
- Quarterly budget updates and presbytery giving information.



Calendar view of contacts

2013



Idea

Some have suggested a Board member “joys and concerns” email newsletter.

- We would solicit contributions during one week, and then distribute the newsletter during the next week.
- Distribution would be for Board members only.
- Goal: Building closer community among Board members.

Would this be useful? Would you use it?



Other Questions

- Do we have the right communications at the right time?
- Do you read what we send? (which ones?)
- Do you find them interesting, informative, helpful?
- Do you have suggestions for changes?
- What other communications would be helpful?





PRESBYTERIAN
MISSION
— AGENCY —



**ITEM 247
FOR INFORMATION**

**REPORT OF LEADERSHIP TEAM TO
EXECUTIVE COMMITTEE OF THE
PRESBYTERIAN MISSION AGENCY BOARD
APRIL 10, 2013**

**RESPONSE TO RECOMMENDATIONS OF THE
INDEPENDENT ABUSE REVIEW PANEL (IARP)**

Action

“That the Executive Committee receive and adopt the report of the decision group which responds to the recommendations of the Independent Abuse Review Panel, and to enter the report into the minutes of the meeting, expressing the deep appreciation of the Executive Committee to the witnesses and participants, the members of the Independent Abuse Review Panel and the Transition Team members, the appointed work group and the decision group for their dedication to this important work and continuing ministry of truth-telling and healing.”

Background

At its September 12, 2012 meeting, the Executive Committee approved a plan presented by the IARP Leadership team to present its report responding to the recommendations of the IARP. Pursuant to the plan, the Leadership Team had a target deadline to submit its report to the Executive Committee at this meeting. The work scheduled to be completed through November 30, 2012 was completed, but for the follow up with the Work Group. Specifically:

additional consultations with World Missions staff occurred;

The Creating Safe Church Website was reviewed and revised to update its title to “Creating Safe Ministries” as well as to add a clear link for the Reporting Procedure for Mission Personnel, review will be ongoing by the Sexual Misconduct Ombudsperson and the Staff Sexual Misconduct Advisory Team;

Consultation with the Office of the General Assembly and the Sexual Misconduct Ombudsperson occurred regarding providing mandatory reporting training; and

A face-to-face consultation with former members of the IARP and former members of the Transition Team was held and feedback was received; and

The response report has been drafted.

The next steps will be to follow up with the work group as soon as possible after this meeting and then submit the final report to the Executive Committee followed by posting on the appropriate pages of the Presbyterian Church (U.S.A.) website.