

PRESBYTERIAN MISSION AGENCY BOARD

February 3-5, 2016

Nominating and Governance Subcommittee

ITEM J.101
FOR ACTION

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

Subject: Board Governance Task Force

Recommendation:

The Nominating and Governance Subcommittee recommends that the Presbyterian Mission Agency Board Executive Committee adopt the following recommendation for consideration by the Presbyterian Mission Agency Board:

That the Presbyterian Mission Agency Board:

1. Form a Board Governance Task Force to complete a comprehensive review of the Presbyterian Mission Agency Board (PMAB) governance model and bring final recommendations to the Board's September 2017 meeting, for submission to the 223rd General Assembly (2018), regarding:

- a. the size of the board,
- b. the composition of the Board, including the process for selection,
- c. the length of service of board members including the ability to serve consecutive terms,
- d. the roles and responsibilities of board members,
- e. the committee structure of the board,
- f. the relationship of the board to and with PC(USA) Agencies, Advisory Committees, Advocacy Committees and other committees and organizations affiliated with PMA, and
- g. best practices for peer groups including governance models, board and committee structures.

Should the General Assembly pass a resolution to have an independent committee assume these functions, the work of this taskforce will be made available to them, and this taskforce will discontinue its work.

2. Elect the following individuals to serve on the Board Governance Task Force

- a. Molly Baskin WFR
- b. Greg Chan AMT
- c. Marianne Rhebergen WFT
- d. Conrad Rocha HMR
- e. Melinda Sanders WFR
- f. Jo Stewart WFR
- g. To be appointed by the PMAB Chair

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The following people would serve in an ex-officio capacity:

- a. The chair of the PMAB (until the end of GA 2016)**
- b. The chair elect of the PMAB**
- c. The Interim Executive Director or his successor.**

KEY:

F = Female	M = Male
T = Teaching Elder	R = Ruling Elder
A = Asian	B = Black
H = Hispanic	W = White

Rationale:

A taskforce to complete a comprehensive review of the PMAB governance model and bring any recommendations for change is proposed because concerns have been raised, both internally and externally, that the Presbyterian Mission Agency Board is not operating effectively or efficiently. Some of the concerns which have been voiced include the selection process which is done through a complicated matrix that values geographical composition over skill sets, its large size with various categories of membership which does not foster communication or better understanding, its requirements that board members serve on more than 100 other agencies, advisory and advocacy groups, committees, taskforces, etc. which strains its membership both financially and time-wise.

By appointing a taskforce at this board meeting to consider the board structure and the governance model that is being used, work could begin immediately to understand the model that is being used and why it was chosen, to identify what is and is not working, to listen to people and groups involved and impacted, and to offer solutions that include best practices that would serve the Presbyterian Mission Agency and the wider church better. It is recognized that events could occur that would necessitate this taskforce stopping its work. However, the lack of certainty of the denomination's next steps and its timetable makes it prudent for the PMAB to move forward.

Since this task is comprehensive and must be done in an expedited fashion, it is necessary for there to be a separate taskforce established to accomplish this work. The Nominations and Governance Subcommittee cannot undertake this responsibility and continue the work which it has been assigned to do which includes assigning or nominating people for 61 positions of service on the PMA board, Advisory Committees, Advocacy Committees and other committees and organization affiliated with PMA. This is especially true in a year when General Assembly meets and at least a third of the board is elected to serve.

The Board Governance Taskforce needs to include people with experience in the organizational structure of PMAB, best practices in governance models, and a broad understanding of the church and its history. The members of the taskforce must be willing to commit to meeting and working on an expedited schedule from the time of the February 2016 Board Meeting of PMA until their final report and recommendations at the September 2017 Board Meeting. The taskforce must represent the inclusiveness and the diversity of the denomination. The taskforce will consist of seven voting members with five from the current board and two from outside the board. The current chair, the chair elect, and the Interim Executive Director would sit as ex-officio members. If in this time frame, an Executive Director is named, he/she will assume the place of the Interim Executive Director on the taskforce. The budget for the taskforce will be set at \$17.140 per year and will be funded from taskforce funds.