

ITEM H.211
FOR INFORMATION

Presbyterian Mission Agency Board Structure Introduction

The Presbyterian Mission Agency Board (PMAB) at its February 2016 meeting – in response to growing concerns, and in advance of the General Assembly meeting in Portland, Oregon – established the Governance Task Force to review all aspects of Board governance. The PMA Review Committee also suggested that this work needed to be done, having found that “the current board size (57) and structure (was) unwieldy and outdated.” The Task Force initially focused on ways to make the Board more effective and responsive within the current structure — those things that could be done without General Assembly approval. The experimental changes recommended were approved by the Board in April 2016, implemented with positive results at the September 2016 meeting and included

- a new standing committee structure;
- short-term strategically oriented teams; and
- a refocused plenary model.

The Task Force then turned its attention to more significant longer-term changes — changes that would normally require General Assembly approval. As we understand it, the establishment of the Way Forward Commission might provide for an alternative approval process. We look forward to the Commission’s review and discussion, and would be pleased to provide additional information as needed.

This document outlines a proposal designed to address concerns of the Task Force by

- allowing the Board to operate in a more faithful and effective manner by reducing the size of the Board, including the number of corresponding members;
- replacing the overly detailed membership specifics and focusing instead on gifts and skills, parity and diversity, with due consideration being given for geographical representation;
- reducing significantly the number of supplemental roles PMAB members are now required to fill, allowing more time and focused discernment for the issues facing the Presbyterian Mission Agency (PMA);
- addressing some of the issues raised by the PMA Review Committee (and others) related to the relationship between PMA and the Office of General Assembly (OGA), and oversight of the Presbyterian Church (U.S.A.), A Corporation.

We confirm an ongoing commitment (regardless of changes in Board structure) to

- embrace God’s mission for the Presbyterian Church (U.S.A);
- ensure implementation of the General Assembly’s vision and directives for the mission of the Presbyterian Church (U.S.A.) at the national level, including faithful stewardship of the resources dedicated for that purpose;
- engage with the other national Church agencies, seeking opportunities to deliver mission and ministry in alternative, creative, theologically sound and cost-effective ways;

- listen to and work with the Advocacy and Advisory committees, understanding the vital role they play in pointing us all toward a more inclusive and just world;
- support the work and findings of all other General Assembly entities and committees that impact the mission and ministry of the Presbyterian Mission Agency.

We welcome feedback and discussion. An open and public vetting will only improve the process and the final structure. If this proposal is approved, the Task Force will provide a detailed implementation plan as well as revise the numerous underlying foundational documents.

Problem Definition

The Northern and Southern streams of the denomination merged in 1983. Since the merger, on several occasions the General Assembly has adopted different governance structures for the Board responsible for developing mission policies and strategies to meet the vision and directives of the General Assembly.

For a variety of reasons — financial, relationships with other PC(USA) agencies, coordination of mission programs, and others — earlier governance structures were found to be inadequate. The most recent attempt to address the governance situation was the formation of the current Presbyterian Mission Agency Board in 2006. (The Board structure has remained, although there have been name changes since then, along with some internal adjustments.)

Increasingly, members of the PMAB and other church leaders are realizing that the current governance structure does not permit the Board to effectively carry out its responsibility to develop mission policies and strategies:

- First, the current size of the Presbyterian Mission Agency Board is unwieldy, with 40 voting members, 15 nonvoting corresponding members, two Ecumenical Advisors and four at-large committee members (Finance and Audit). This large size translates to the need for a more limited number of meetings because of the expense.
- Second, tension exists between corporate responsibilities and the focus on ministry and mission. The corporate functions of developing policies and strategies, ensuring compliance and managing a large budget are not as interesting and fulfilling for some board members as gaining intimate knowledge of the programs, granting funds and feeling like a part of mission in the church.
- Third, there are 23 agencies / committees / programs / interest groups to which the Board is committed to deploy at least one member to serve on each board or to participate in its meetings; this is an overwhelming responsibility for a volunteer board, and takes focus from their primary responsibility to the Mission Agency.

Clearly, the current governance structure is not empowering the Board to effectively carry out its policy and strategy responsibilities. Moreover, based upon exit interviews and numerous individual comments, many Board members are not satisfied with the current Board experience. And because of this dissatisfaction, as well as the overwhelming number of people at Board meetings, many are unable to actively engage in the work of the Board and to function effectively in their Board and committee assignments.

Objective

PRESBYTERIAN MISSION AGENCY BOARD
March 22-24, 2017
Governance Task Force

The objective of the Task Force is to develop and propose a Board structure that

- is faithful and aligned with our polity and values, with
 - vision and directives set by the General Assembly;
 - strategy and policy developed by the Board;
 - implementation and procedures managed by the staff;
- provides opportunities for prayerful discernment and responsive leadership for the General Assembly in the area of mission, allowing for a theological focus on emerging churchwide concerns;
- is trustworthy by being appropriately transparent and accountable;
- operates efficiently and effectively — being more cost-efficient, more resource-efficient and engaging in more effective decision-making — thus engendering the trust and support of the PC(USA);
- is nimble, responsive and focused;
- recognizes the dual nature of the Board — with corporate and mission emphases, along with a shared corporate relationship with the Office of the General Assembly;
- provides an engaging and meaningful experience for Board members, allowing them to give their best for God’s work in the world and through the Presbyterian Church (U.S.A.).

Proposal Overview

| | Current | Proposed |
|---------------------|---|--|
| Size and Membership | <p>1. Voting Members (40)</p> <ul style="list-style-type: none"> • 36 Elected • 4 Ex Officio (current moderator, immediate past moderator, Presbyterian Women moderator, Presbyterian Men representative) <p>2. Nonvoting Members — with voice (17)</p> <ul style="list-style-type: none"> • Stated Clerk • Executive Director of the Presbyterian Mission Agency • Representative from the Committee on the Office of the General Assembly (COGA) • Chair of the Advisory Committee on Social Witness Policy (ACSWP) | <p>2. Voting Members (16)</p> <ul style="list-style-type: none"> • 16 Elected <p>3. Nonvoting Members — with voice (8)</p> <ul style="list-style-type: none"> • Stated Clerk • Executive Director of the Presbyterian Mission Agency • Board of Pensions President • Foundation President • Publishing Corporation President • Investment and Loan Program President • Presbyterian Women representative |

PRESBYTERIAN MISSION AGENCY BOARD
March 22-24, 2017
Governance Task Force

| | Current | Proposed |
|--|--|---|
| | <ul style="list-style-type: none"> • Chair of the Advocacy Committee for Racial Ethnic Concerns (ACREC) • Chair of the Advocacy Committee for Women’s Concerns (ACWC) • Representative from the Committee on Theological Education (COTE) • Board of Pensions President • Board of Pensions Board Chair or designee • Foundation President • Foundation Board Chair or designee • Publishing Corporation President • Publishing Corporation Board Chair or designee • Investment and Loan Program President • Investment and Loan Program Board Chair or designee • 2 Ecumenical Advisory Members <p>3. At-Large Committee Members — voice and vote in Committee; limited voice in Plenary (4)</p> <ul style="list-style-type: none"> • 2 in Finance • 2 in Audit | <ul style="list-style-type: none"> • GA Moderator |
| Elected Composition | <ul style="list-style-type: none"> • 6 General Assembly Commissioners (2 from current; 2 from the two immediate past assemblies) • 4 Young Adults (ages 18–35) • 3 Ordained Presbytery Staff • 2 Ordained Synod Staff • 21 Presbytery Recommended (rotating among presbyteries) | <ul style="list-style-type: none"> • 16 at-large members selected based on gifts and skills (corporate and mission oversight), parity, and diversity, with due consideration given to geographical representation. |
| PMAB Deployment (roles in addition to PMAB roles); V= voting | <ul style="list-style-type: none"> • Board of Pensions – 1 V • Committee on the Office of General Assembly – 1 C • Foundation – 1C • Investment and Loan – 2V • Advisory Committee on Social Witness | <ul style="list-style-type: none"> • Board of Pensions – 1V • Committee on the Office of the General Assembly – 1C (optional) • Foundation – 1C • Investment and Loan – 2V • Presbyterian Women – 1V |

PRESBYTERIAN MISSION AGENCY BOARD

March 22-24, 2017

Governance Task Force

| | Current | Proposed |
|---------------------------------------|---|--|
| member; C= corresponding member | <ul style="list-style-type: none"> Policy – 3V • Advocacy Committee on Women’s Concerns – 1V • Advocacy Committee on Racial / Ethnic Concerns – 1V • Committee on Theological Education – 2V • General Assembly Committee on Ecumenical and Interfaith Relations – 1V • Presbyterian Council for Chaplains and Military Personnel – 1 V • Montreat – 2V • Stony Point -1V • Ghost Ranch – 1V (subject to change in 2017) • Mission Development Resource Committee (MDRC) – 1C • Mission Responsibility Through Investment (MRTI) – 2V • Jinishian Memorial Program Governance Commission – 2V • Presbyterian Health Education and Welfare Association (PHEWA) – 1V • Presbyterian Women – 1 V <p>Total: 25</p> | <ul style="list-style-type: none"> • Mission Responsibility Through Investment (MRTI) – 2V <p>Total: 8</p> |
| Term | <ul style="list-style-type: none"> • One 6-year term | <ul style="list-style-type: none"> • 4 years, with option for second term |
| Meeting Schedule | <ul style="list-style-type: none"> • In General Assembly years – 3 meetings • In other years – 2 meetings | <ul style="list-style-type: none"> • Quarterly |

Integration with the Office of the General Assembly

The Office of the General Assembly (OGA) and the Presbyterian Mission Agency each have specific functions, as outlined in the Organization for Mission of the Presbyterian Church (U.S.A.). Broadly speaking, OGA is responsible for ecclesiastical and ecumenical functions, and PMA is responsible for mission-related functions. This is a very simplified description, and there are gray areas where both agencies work together. They are both, however, under the umbrella of the same corporation, the

PRESBYTERIAN MISSION AGENCY BOARD
March 22-24, 2017
Governance Task Force

Presbyterian Church (U.S.A.), A Corporation. In addition, the PMAB's Audit Committee includes one member of the Committee on the Office of the General Assembly (COGA).

The PMA Board is also the Board of the Presbyterian Church (U.S.A) A Corporation, the principal corporation of the General Assembly. The Corporation has an Executive Committee, and a Property/Legal and Finance Committee.

The new structure proposes alternate Corporate committees: Audit, Personnel and Legal/Property and would incorporate two COGA members on each of the Corporation committees. The proposal envisions a closer relationship between PMAB and COGA as with respect to the Corporation and a closer integration between the two agencies. A graphic provides a visual description of the proposed structure / relationship, which would work as follows:

- OGA and PMA would retain separate boards to provide oversight for the work of each agency.
- The two boards would coordinate meetings to ensure common locations and at least one day of overlap for corporate matters.
- Corporation business would occur on the overlap day, and would be conducted through three committees: Audit, Personnel, Legal/Property:
 - **Audit** —This committee is responsible for ensuring the financial and ethical integrity of the Presbyterian Church (U.S.A.) A Corporation.
 - **Personnel** —This committee would review and recommend personnel policies for both agencies and provide input for the Executive Director and Stated Clerk in the fulfillment of their personnel-related responsibilities.
 - **Legal / Property** —This committee would receive, review and recommend action regarding corporate legal and property matters, including per capita and mission budget financial statements.
- Membership in each of the three committees would include five PMAB members and two COGA members.
- Two COGA members would serve on each of the three Corporate committees with voice and vote. They would also serve as at-large members of the Corporation with voice only on matters relating to their committees.
- The PMAB Executive Committee would continue to serve as the Corporate Executive Committee for items that must be handled between regular meetings.
- The Boards would be encouraged to also schedule time during the “overlap” meetings to jointly discuss issues of concern to both agencies and the broader church, and to pursue joint ministerial teams that would consider specific matters of common interest.

- Each Board would be free to schedule other meetings as needed, and to establish committee structures that support the work of each agency.

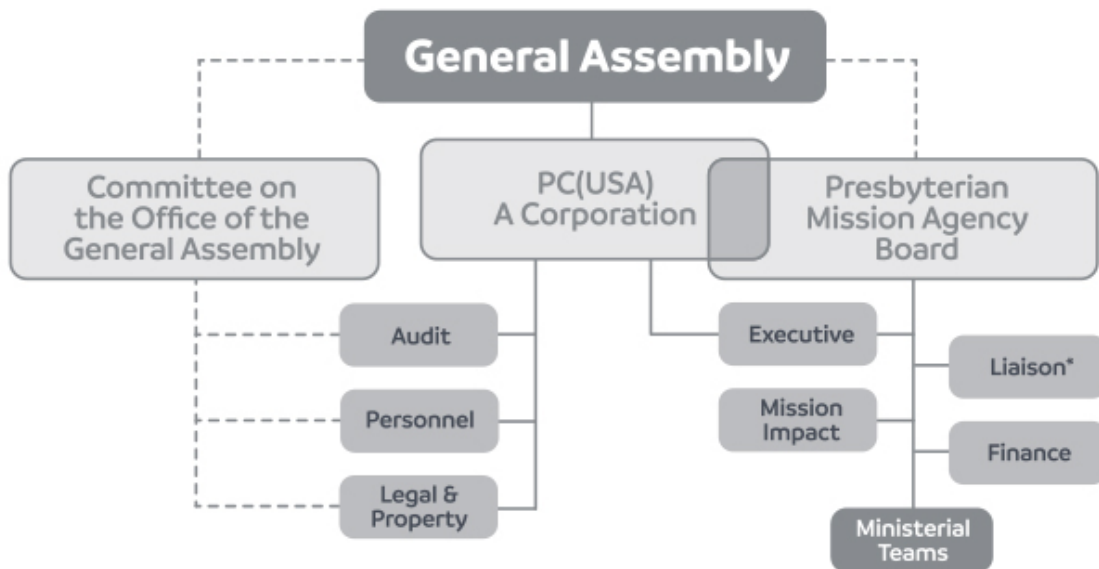
Presbyterian Mission Agency Board Committees

We envision three standing (or administrative) committees in addition to the Executive Committee:

- **Finance** — to deal with budget and cost management issues
- **Mission** — to provide oversight and strategic direction for the missions and ministries of the PMA (Programmatic evaluation and prioritization would occur in this committee)
- **Liaison** — to ensure that we have a structured and more focused way of hearing all voices; this committee would replace the corresponding/board member-to-committee relationships.

The Executive Committee would coordinate the work of the Board and its meetings, resource the nominating function, ensure effective Board governance, supervise the Executive Director, serve as the Corporate Executive Committee and act in urgent matters between Board meetings.

We also expect to continue with ad hoc Ministerial Teams to address specific matters of strategic concern to the organization. Committee charters would be developed during the transition period and changes addressed, as needed.



*Liaison Committee with responsibilities to stay connected to Advocacy, Advisory, COTE, Camps, etc.

Transition

We recognize that this proposal represents significant change; and with any significant change, how we get from the old to the new is critical. We have considered several models in terms of timing. To make these changes possible, a great deal of work still needs to be done to make this model a success for the PC(USA), the General Assembly, the Mission Agency and the Board.

Attached is an exhibit showing a geographic and demographic analysis of the current Board. Great care has been taken to ensure diversity, and we would apply this same care when making decisions about changes to the Board.

Conclusion

We believe this proposal addresses many of the concerns we have heard addressed by Board members, the Presbyterian Mission Agency Review Committee/ and the General Assembly through its establishment of the Way Forward Commission. We understand the complexity of change and the amount of work required. We look forward to ongoing discussions as we collectively discern how to faithfully move forward.