

**Resolution #4.**

**Good Governance Process (A joint resolution of the Episcopate of the Diocese of Minnesota, the Lay Leaders' Network and the Deanery of Region IX)**

Whereas good governance is essential for the effective functioning and integrity of the Diocese of Minnesota, as expressed in the Preface to the Canons of the Episcopal Diocese of Minnesota, and as acknowledged in the Joint Statement to the Delegates of the 151<sup>st</sup> Convention of the Episcopal Diocese of Minnesota.

It is hereby resolved that:


- A. This Convention creates a working group of three individuals (named below) who collectively possess substantial expertise and experience in governance, organizational development, human resources and law as well as many years of service and leadership in the Diocese of Minnesota.
- B. This working group is charged with the creation of a proposal for adoption by Diocesan Council at its January 2009 meeting. This proposal would create a Personnel Committee of the Council and provide Council with all appropriate personnel policies and guidelines that reflect good governance and best practices. The Diocese will use these policies and guidelines to manage, evaluate and compensate employees during the period of February 1, 2009 through the 152<sup>nd</sup> Convention. The working group will draft appropriate revision(s) to the Canons of the Episcopal Diocese of Minnesota that embody and provide permanent guidelines for the good governance of personnel and compensation matters, which Diocesan Council will then propose to the 152<sup>nd</sup> Convention for adoption.
- C. During the period between the 151<sup>st</sup> and 152<sup>nd</sup> Convention the Bishop will honor this process and not act unilaterally under the current provisions of Canon 310.
- D. The members of the working group are:  
*(to be determined)*, Chancellor to the Episcopal Diocese of Minnesota  
Marilyn Clinton, Consultant  
Robert Sykes, VP General Council & Government Affairs (Retired) Target Stores
- E. The working group is authorized to utilize other individuals to assist them in this process as they see fit in order to supplement their individual skills, talents and experience with the additional resources that may be necessary to carry out this charge.
- F. The working group will report their process on a regular basis to the First Vice President of Diocesan Council and the President of Standing Committee of the Diocese to keep them informed and to solicit input on the process.


Further it is anticipated that this process will serve as a model for future good governance initiatives in the Diocese, specifically with regard to the functions of Audit and Finance.

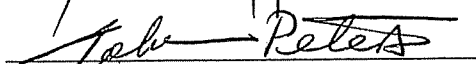
**Joint Statement to the Delegates of the 151<sup>st</sup> Convention of the Episcopal Diocese of Minnesota.**

Over the past several days members of the Lay Leaders' Network and Delegates from Region IX have met with Bishop Jelinek to discuss governance in the Diocese and the proposed revision to Canon 310. These discussions have been quite candid and respectful. This joint statement sets forth the agreements and understandings that emerge from this colloquy.

1. Good governance is essential for the effective functioning and integrity of any organization. This principle is clearly expressed in the preface to the Canons of the Episcopal Diocese of Minnesota entitled, "The Role of Canon Law in the Church."
2. The principles of good governance must be instituted thorough the establishment of sound processes and procedures that are set forth in governing documents and that serve as both guidelines and appropriate boundaries for those charged with the administration of the organization.
3. The three universally recognized functions that bespeak good governance at the Board Of Directors level (Diocesan Council) are Finance, Audit and Personnel/Compensation. These three functions are customarily set forth in the organization's governing documents as standing committees of the Board.
4. All desire that the principles and functions of good governance become a reality in the Diocese of Minnesota.
5. Notwithstanding agreement on the foregoing points there was respectful disagreement on whether the proposed change to Canon 310 was an effective way to accomplish this goal with regard to personnel and compensation matters in the diocese.
6. In order to achieve the good governance and financial goals of the proposed Canon 310, the Bishop proposed and it was agreed that everyone was willing to work towards a resolution of Convention that would establish a working group to craft a proposal to be presented to Diocesan Council for adoption at its January, 2009, meeting. This proposal would create a personnel committee of the Council (potentially including some non-voting members or consultants who are not members of Council) which would provide Council with all the appropriate personnel policies and guidelines that would be used to manage, evaluate, and compensate employees during the period of February 1, 2009 through the next Convention, at which time the Diocesan Council would propose to Convention an appropriate revision(s) to the Canons to provide permanent guidelines for the good governance of personnel and compensation matters. During the period of time between Conventions the Bishop will honor this process and not act unilaterally under the current provisions of Canon 310.

  
The Right Rev. James Jelinek, VIII Bishop of Minnesota

  
Mariellen Jacobson, for the Lay Leaders' Network

  
The Rev. John Peters, Dean of Region IX