

REPORT and RECOMMENDATIONS
On
The GOVERNANCE STRUCTURES AND PROCESSES
OF
THE METHODIST CHURCH IN IRELAND

Prepared by the
GOVERNANCE REVIEW WORKING GROUP

For Presentation to
CONFERENCE 2020

Sec.	Content
	REPORT SUMMARY
1	INTRODUCTION
2	THE ELEMENTS OF GOOD GOVERNANCE
3	THE CURRENT GOVERNANCE STRUCTURE OF MCI
4	DEFICITS IN THE CURRENT GOVERNANCE STRUCTURE
4.1	General Overview of Elements of the Current Structure
4.2	Resulting Failures of Good Governance
4.3	Impact of Central Charity Registration
4.4	Consequences Flowing From the Inadequacies of our Current Structures
5	RECOMENDATIONS FOR GOVERNANCE REFORM
5.1	Changes to Conference
5.1.1	Role and Duties of Conference
5.1.2	Ministerial Session
5.1.3	Representative Session
5.1.4	Connexional Matters
5.1.5	Practical effect of Proposed Changes
5.2	Changes to General Committee (Governing Board)
5.2.1	Membership of Governing Board
5.2.2	Terms of Office of Members
5.2.3	A note on the need for an Independent Chairperson
5.2.4	Role and Duties of the Governing Board
6	GENERAL ADMINISTRATION AND OVERSIGHT REFORM
6.1	Current Situation in Administration and Oversight
6.2	Recommendations in the Area of Administration and Oversight
6.2.1	Organisation Structure
6.2.2	Secretary of Conference/Chief Executive
6.2.3	Operations Manager
6.2.4	Connexional Boards and Committees
7	FINANCIAL ADMINISTRATION AND OVERSIGHT
7.1	Current Situation in Financial Administration and Oversight
7.2	Problems resulting from Current System
7.3	Recommendations in the Area of Financial administration and Oversight
8	RESOURCE IMPLICATIONS
8.1	Cost implications arising from this report
8.2	Cost Implications arising independently of this report
8.3	Sources of Funding
8.4	Hidden Costs Incurred if reforms are not introduced
9	CHANGES TO THE CONSITUTION AND MANUAL OF LAWS
9.1	Changes to the Constitution
9.2	Changes to the Manual of Laws
10	TIMEFRAME FOR IMPLEMENTATION
App' A	Current role description of Secretary of Conference
App' B	Nominations Process for General Committee
App' C	Proposed Agenda Items for General Committee
App' D	Budget Process under New Governance Proposals
App' E	Budget Responsibility and Limits on Authority re Expenditure
App' F	Organisation and Reporting Chart for MCI

REPORT SUMMARY

This report is the result of the work of the Governance Review Working Party, established by the General Committee in October 2018 and its two subgroups over the past twelve months. The Working Party was charged with examining the current state of governance within the MCI. The report sets out the findings of that review and makes recommendations for change.

When engaged in this process, the Working Party was committed to the need to keep our eyes firmly on the ultimate role of the Church in implementing God's vision for Ireland and our part in it. Our aim was to devise a system of governance and associated administration that would support the Church as we take our place in God's mission, without the system becoming an end in itself. This approach is consistent with Methodist ethos in that one of Wesley's gifts was the recognition and subsequent development of a structure to support mission and discipleship.

The Working Party acknowledges the tension which may be felt reading a report of this type. The Church is a body whose responsibility is to honour and be faithful to God in all its ways. A focus on organisation and governance can therefore feel as if a body which should be organic is being treated like an organisation or indeed a business. However, our cultural and legal context is one in which we have obligations which we must fulfil. The Church is both body and organisation and if our governance is not appropriate then we bear a less than faithful witness to God in the world. The Working Party has therefore sought to ensure that its recommendations are both fit for purpose and theologically coherent.

It should also be noted that when deficiencies were found in the current systems, in all cases they were systemic deficiencies and no failure of individuals was ever identified. Throughout the generations the Church has faithfully responded to the challenges of its time. Our responsibility, exemplified by this review is to do the same.

An interim report to Conference in 2019 indicated that change would be required in the following areas.

- The role and structure of annual Conference
- The role and structure of the General Committee
- Our systems of financial oversight and control
- The committee system

This direction of travel was endorsed by Conference and is developed in this report.

The report sets out, in Sec. 2, the elements of good governance against which our structures were compared. It goes on to describe the principle elements of our current structure in Sec. 3 and to lay out the deficiencies identified in Sec. 4. These deficiencies can be summarised as follows

- As a governance body Conference is too big and meets too infrequently to offer effective governance.
- General Committee is likewise too big, meets too infrequently and has no meaningful authority or decision making powers.
- So many duties and responsibilities are laid at the door of the Secretary of Conference as to make the position impossible to carry out effectively.
- Inadequate delegation of authority and inadequate oversight and accountability across the board.
- The Connexional committee / board system is convoluted and has too many overlapping parts

- The financial systems of the church are simply not fit for purpose and there is little in the way of meaningful control or oversight
- Overall there is a grave lack of coordinated planning, budgeting, oversight and review.

Sec. 5 sets out the recommendations for reform of our governance structure. In brief, it recommends that Conference concentrates on matters of vision, leadership, policy, strategy and theology and that the day to day governance of the Church be delegated to a redesigned (smaller and more frequent, etc.) General Committee to be known as the Governing Board.

Top level governance reform will not succeed unless appropriate underlying support mechanisms are also put in place. Sec. 6 and Sec. 7, therefore, lay out recommendations for reform of the Churches' administrative and oversight processes and its financial processes. These include a re-statement of the organisation structure and the associated lines of authority, delegation and reporting, a recognition of the reality of the role of Secretary of Conference, and changes to our financial and oversight systems in general. Changes to a number of Connexional committees are also envisaged. However, while detailed work in this regard is ongoing, it has yet to be concluded. and so this aspect will therefore form the basis of a future report.

Sec. 8 deals with associated resource implications arising from our recommendations. Sec. 9 sets out in brief the areas where changes to our Manual of Laws will be required. Finally, Sec. 10 gives an indicative timescale for implementation.

This report is detailed, and the recommendations are far reaching. The recommendations are set out in sections, but the reality is that each section forms part of an integrated whole. For each section to work, all the others need to be adopted in tandem. This is an important aspect and should be borne in mind when considering the report.

The main recommendations of the report can be summarised as follows: -

Conference

- Conference will remain the overall governing body of the MCI but will concentrate on matters of leadership, vision, strategy, theology, the building of Connexional ethos and relationships and Ministerial development and discipline
- All day to day governance and oversight will be delegated to a Governing Board which will have both the responsibility and the delegated authority to implement the mind of Conference
- Conference will continue to meet in ministerial and representative sessions with the same membership as before. There is scope for Conference to become a more streamlined gathering occurring over a single weekend.

General Committee

While the proposal is that a reconstituted General Committee, known as the Governing Board, becomes the active day to day governing body it is not seen as simply 'a Board'. It must be, and recognise itself to be, a group of disciples charged with developing the context in which God's vision can be implemented. It's members therefore need to be people of mature Christian faith.

- The Governing Board will become an active governing body answerable to Conference but with full delegated authority to oversee the day to day governance of the Church.
- The Governing Board will meet at least eight times per annum and will consist of fifteen members.
- The Governing Board will be chaired by an independent chairperson and will be convened by the Secretary of Conference.

- The members of the Governing Board will become the Charitable Trustees of the MCI which will become a single centrally registered charity (as opposed to the registration of individual circuits or societies)
- The powers and delegated authority of the Governing Board will be set out in the Manual of Laws

Secretary of Conference

- The Secretary of Conference (SoC) will become the acknowledged chief executive officer of the Church, reporting to, and held accountable by the Governing Board.
- In recognition of the above, and in order to aid the perception of the position by those unfamiliar with the structure of the MCI, the full title of this position will change to “Secretary of Conference and Chief Executive of the MCI” (abbreviated hereafter as Secretary of Conference/Chief Executive or SoC/CE)
- All committees and officers of the Church will report to the SoC/CE and hence to the Governing Board
- An Operations Manager will be appointed to take over some of the current duties of the SoC/CE, reporting directly to the SoC/CE.
- The powers and authority of the SoC/CE will be set out in the Manual of Laws.

Finance

- The financial procedures and processes of the Church will be reconstituted in order to bring all major funds, excluding those Trust funds managed by the Statutory Trustees, under central control or oversight.
- A reformed budgeting process will be put in place in which all Connexional departments, committees, central support functions, Circuits/Societies, etc. will participate.
- The budgeting process will be run by the SoC/CE and a Connexional Budget Working Group. The Comprehensive Assessment will form part of this budgeting process.
- This process, as with all processes, will be overseen by the Governing Board.

Connexional Committees

- The operations of all Connexional committees will be examined and reconstituted so as to conform with the above governance structure. Work on this is outlined below in sec.6.2.4 and detailed recommendations will be brought forward as soon as possible.

The reasoning behind the above recommendations and full details of each are contained in the following pages.

1. INTRODUCTION

The working group on the governance of the Methodist Church in Ireland (MCI) was authorised by Conference 2018 and subsequently established, under the chairmanship of the Rev. Laurence Graham, by General Committee.

The original remit of the working group was to examine the governance structure of the MCI, as represented by Conference and the committee system. It quickly became evident that what was required was a review of the entire governance structure of the Church. A number of factors contributed to this view and combined to make the review a matter of urgency. Central to these factors were previous reports from the Church auditors and from reports commissioned by the then Secretary of Conference, Rev. John Stephens, all of which stated that the governance structures of the Church were insufficient for modern needs and were no longer fit for purpose. Added to these reports were the demands of the Charity Commission of Northern Ireland (CCNI) and the Charity Regulator in the Republic of Ireland for the highest standards of good governance and financial oversight from all major charities.

The working group was set up consisting of the following persons

Rev. Laurence Graham (Chair)
 Rev. Heather Morris (Secretary of Conference)
 Rev. John Alderdice
 Rev. Tom McKnight
 Mr. Tom Millar
 Ms. Joan Doherty
 Ms. Michelle Hutchinson
 Mr. Paul Cummings
 Mr. Tony O'Connor (Convenor)

Subsequently two additional subgroups were established as follows

1. Conference Subgroup (examining the role of Conference and General Committee), consisting of
 - a. Mr Tony O'Connor (Chair)
 - b. Rev. Heather Morris
 - c. Rev. Des Bain
 - d. Mr. Tom Millar
 - e. Ms. Maureen Edmondson
2. Secretariat Subgroup (Examining the areas of central support, i.e. finance, administration and the role of the Secretary of Conference), consisting of
 - a. Mr Tony O'Connor (Chair)
 - b. Rev. Heather Morris
 - c. Rev. Mark Forsythe
 - d. Ms Gillian Laney (Chief Finance Officer of MCI)
 - e. Mr. Doug Edmondson
 - f. Mr. Keith Irvine
 - g. Mr. Harold Baird

An interim report was made to Conference in June 2019. It was stated in that report that the working group envisaged that widespread change would be necessary in the following areas

- The role and structure of our annual Conference
- The role and structure of General Committee
- Our systems of financial oversight and control
- Resulting changes to our Manual of Laws

Conference was asked to confirm the direction of travel being undertaken, which it duly did. This report presents the results of the work done since then.

2. THE ELEMENTS OF GOOD GOVERNANCE

There are generally accepted elements of "good governance" that can be applied to all and any organisation, including Churches. The CCNI set out seven elements of good governance on their paper entitled "Running your Charity"¹. They are

1. **Leadership:** *"Every voluntary and community organisation should be led and controlled by a management committee/board which ensures delivery of its objects, sets its strategic direction and upholds its values".*

¹ Running your Charity, Support for trustees on key aspects of running a charity effectively, p.23-24, Charity Commission for Northern Ireland, <https://www.charitycommissionni.org.uk/charity-essentials/running-your-charity-guidance/>

2. Responsibility and Obligations: “the management committee/board members are equally responsible in law for committee/board actions and decisions. They are collectively responsible and accountable for ensuring that the organisation is performing well, is solvent and complies with all its obligations.”
3. Effectiveness: “the management committee/board should have clear responsibilities and functions and should organise itself to carry out these responsibilities effectively”
4. Performing, Reviewing and Renewing: “the management committee/board should periodically review its own and the organisation’s effectiveness and take any necessary steps to ensure that both continue to work well and meet legal requirements.”
5. Delegation: “the management committee/board should set out the functions of subcommittees, officers, staff and anyone performing duties on behalf of the management committee/board in clear delegated authorities and should monitor their performance.”
6. Integrity: “the management committee/board should view maintaining the integrity and interest of the organisation as primary overriding duty.”
7. Openness: “the management committee/ board should be open, responsive and accountable to its users, beneficiaries, members, partners, funders and others with an interest in its work.”

A similar document issued by the Charity Regulator² in the Republic of Ireland lists six key principles of good governance for charities. They are

1. Advancing your charitable purpose
2. Behaving with Integrity
3. Leading people
4. Exercising Control
5. Working effectively
6. Being accountable and transparent.

The above principles are designed for charities but are echoed in all works relating to the good and effective governance of organisations, including Churches. These principles have been used as a guide in examining the quality of the governance of the MCI

3. THE CURRENT GOVERNANCE STRUCTURE OF MCI

The current governance structure of MCI is embodied in the following: -

Annual Conference

The Constitution states that “The governing body of the MCI is the Conference, constituted in accordance with the rules and regulations of the Conference from time to time”³

All major decisions to do with the governance and management of the MCI are taken at Conference which meets on an annual basis. Conference consists of a Ministerial session and a Representative session and meets for five days in June each year. All of the following bodies are answerable to, and governed by, Conference. The Constitution states that the Conference in its Representative session consists of ‘not less than 100 nor more than 150 ministers and an equal number of lay members’.

General Committee

² Charities Governance Code, p.12, Charities Regulator: <https://www.charitiesregulator.ie/en/information-for-charities/charities-governance-code>

³ Sec VI.1 The Constitution of the Methodist Church in Ireland

General Committee is appointed annually by Conference. Its object is to “coordinate the work of the Boards and Departments” and “to discharge all or any statutory or other powers, discretions or authority as may be delegated to it from time to time by the Conference”⁴

General Committee consists of fifty-five persons who meet three times a year in between Conference, typically for one day.

Secretary of the Conference

The Constitution states that ‘The Secretary of the Conference is the Secretary of the Methodist Church in Ireland’⁵. The Secretary of the Conference is therefore, in effect, the chief administrator of the Church, organising Conference, organising and serving General Committee, serving on all boards and committees, and running the central administrative and support functions of the Church. The current job description of the Secretary of Conference is set out in Appendix A.

MCI Central Support

This group consists of all the administrative functions of the Church such as Finance, Human Resources, Administration, estate management, etc.

Connexional Team and Three District Superintendents

The Connexional Team and the three full time District Superintendents have no direct role to play in the central governance of the Church but serve to implement the strategic direction of the Church through the districts, circuits and societies. As such they play a crucial leadership role, a delegated executive role, and a role in monitoring and reviewing performance, to name but some elements.

Connexional Boards, Committees and Departments

These bodies play various roles in the governance or administration of the Church, e.g. the Connexional Finance Committee, The Board of Ministry, Learning and Development, the Property Board, etc. They also have a role in theological reflection and guiding the Church in response to cultural and social issues.

The Board of Statutory Trustees

The Statutory Trustees act under the Methodist Church in Ireland Act 1915 to “receive and operate property from new and old trusts”⁶

4. DEFICITS IN THE CURRENT GOVERNANCE STRUCTURE

4.1 General Overview of Elements of the Current system

While the current structure has strengths and embodies significant Methodist values, like corporate decision making, the Working Party’s examination of the above system of governance indicates strongly that the system falls far short of the norms of good governance, as outlined above, in many ways.

It should be noted that all the following areas are staffed by dedicated people who are doing their very best in difficult circumstances. Nothing in the following section should be taken as a criticism of

⁴ Sec 9.01, The Manual of Laws of the Methodist Church in Ireland

⁵ Sec VI.7.111 The Constitution of the Methodist Church in Ireland

⁶ Sec 1, The Methodist Church in Ireland Act, 1915

the individuals concerned. The failures and shortcomings outlined are purely systemic in nature and should be viewed in that light.

Examining each element of the current system, we found the following to be the case.

Conference

The current system places all meaningful executive authority on Conference. All decisions of any note are taken at Conference. This means that the governance of the Church rests with a group of approximately 250 people who meet only once a year. This group of people can and does change from year to year so there is potential for lack of continuity of knowledge or leadership. In actuality, little time is devoted at Conference to in-depth oversight, scrutiny, financial control, etc. Reports often go through “on the nod” with little meaningful examination.

It is impossible for a body whose membership changes constantly and that meets only once per year to exercise any adequate day to day governance of an organisation.

General Committee

General Committee is “Conference between Conference” and is designed to fill the gap in governance and management between Conferences. However, General Committee consists of fifty-five people, not all of whom attend every meeting. The average attendance at the last few physical General Committee meetings was approximately thirty members, reducing to twenty for the afternoon session. General Committee, in any case, meets only three times a year for one short days’ deliberation. No meaningful executive authority is delegated to General Committee which means, again, that all important decisions must wait for the next Conference.

Secretary of the Conference

Over the years the role of the Secretary of the Conference has expanded greatly until he/she now acts as the chief administrator of the Church. He/she is charged with ensuring that the decisions of Conference and General Committee are implemented, that policy development is maintained and that all committees (49, on the last count) are doing their job.

In reality, the Secretary of Conference has no real executive power, cannot take decisions, has no budget and has a job description that has grown so large as to be literally impossible for one person to perform.

MCI Central Support

This area deals with the following support functions for the Church

- Secretary of Conference support
- Conference organisation
- Finance and audit
- HR management and payroll
- Charity Registration and reporting
- General administration, insurances etc.
- Estate management (with Property Board)
- Communications
- I.T.
- GDPR
- Health and Safety
- Staff training and development

- Child and vulnerable adult protection
- Liaison with other Churches and external bodies

Currently this area is under-resourced in terms of personnel and systems. Policies and procedures in all areas are deficient. For example, there is no continuity across the Church in terms of employment practices and there is a severe lack of central financial oversight and management. Good governance is dependent on good support systems and these are not currently in place. Even if no changes were made on foot of this report there would be a need to begin to adequately resource this area.

Connexional Team and Three District Superintendents

This is a new group in the Church and, as such, is still in a developmental stage when it comes to matters of governance. It is without doubt, however, that the Connexional Team will play an increasingly important role in the churches' pursuit of its central mission. Its future development will therefore have to take place within the overall governance structure of the church, supporting it and being supported by it.

Connexional Boards, Committees and Departments

There are many of these, each working away in its own area. The Board of Ministry, Learning and Development, for instance, is in the process of completely overhauling its operations. Many departments such as IMYC and WDR, are likewise operating well within their own area. Connexional Committees such as the Property Board are also working in their own spheres.

The problem in this area however, is that there is a lack of "joined-up" thinking and a lack of oversight and review. Each body works on its own, without any significant oversight and with little in the way of formal accountability. There is also a large amount of cross-body overlapping. For instance, the work of the Church Development Board overlaps with the work of both the property board and the Home Missions department. Paradoxically, there is also a large degree of isolation between bodies. This is exacerbated by the fact that each major body exercises control over its own funds. This high degree of separation between bodies leads to a "silo effect" that is not conducive to good governance.

The Board of Statutory Trustees

The responsibility of the Statutory Trustees is to safeguard the assets of the Church consisting of financial assets and property held in trust. Throughout the generations they have fulfilled this responsibility with care and gracious generosity, consistently seeking to act for the good of the wider Church. However, over the years and because of a lack of governance procedures and structure elsewhere, the Statutory Trustees have gradually undertaken governance/management roles that are not appropriate and are not covered by their original remit. This largely happened because there was no other body within the Church who could act in this way and the Statutory Trustees stood in that gap for the sake of the Church. For example, they act as employers for some significant members of staff. This is not consistent with their central remit and is more accurately the function of central Church administration. The Statutory Trustees recognise that this is the case and have acknowledged that this should be changed in the future

The above is an example of an inappropriate governance procedure. Of more importance is the oversight and control of spending that has been undertaken by the Statutory Trustees whereby the Statutory Trustees operate on the principle that if a project is funded from resources under their control, they should exercise some oversight of that project. Once again,

this role was taken up by the Statutory Trustees in the absence of suitable governance procedures. However, this oversight is more properly a role for the central executive of the Church and has only fallen to the Statutory Trustees in the absence of such a body. Again, in governance terms, this is an example of an inappropriate form of governance.

4.2 Resulting Failures of Good Governance

The above is an overview of each element of the current system. However, the system of governance must be viewed as a whole and compared to the principles of Good Governance outlined above. When we do this we find the following.

Leadership

Leadership is a key role and involves setting policy and ensuring that the organisation is performing well and that policy is implemented. Conference does a good job in exercising overall leadership of the MCI. Policy and strategy is set by Conference and reviewed by Conference. For example, the current strategy of re-focussing the Church on Mission, was developed under the direction of Conference and endorsed by Conference.

However, the current systems and resources do not allow for fully effective leadership on a day to day level within the Church. There is effective leadership from the Connexional Team down to the local level. At the levels between Conference and the Connexional Team however, the provision of fully effective leadership is hampered by the facts that the General Committee has limited authority and meets very infrequently, that the Secretary of the Conference is under-resourced and overburdened and that support functions are generally under-resourced.

Responsibilities and Obligations.

The management committee/board members of the organisation are “*collectively responsible and accountable for ensuring that the organisation is performing well, is solvent and complies with all its obligations*”. The current structure of the Church does not allow us to do any of the above in a meaningful manner. In particular: -

- There is no central review of performance in many areas. Neither Conference nor General Committee meets often enough or looks in sufficient detail at the performance of the various Connexional elements within MCI.
- Departments and committees act autonomously to a large degree.
- Neither the General Committee nor the office of the Secretary of Conference is equipped to provide the amount of oversight and review required for good governance.
- There is no central financial control within the Church. For instance, it is currently difficult to establish with any certainty what the financial position of the Church is at any given time.
- The finances of the Church are spread over many funds with no central oversight and no connectivity between them. The Church cannot therefore ensure that the totality of the Churches financial resources is being put to the best use in pursuit of its aims.
- There is no central budget for the running of the Church. In the absence of such a budget there can be no consistent and timely review of how income and spending is meeting budget.
- The Church does not have sufficient policies and procedures in place in many areas to ensure that it meets all its legal obligations. This is true in the areas of financial control and oversight, GDPR, Health and Safety, the protection of children and vulnerable adults, to name but some.

Effectiveness

“The management Committee/Board should have clear responsibilities and functions and should organise itself to carry out these responsibilities effectively”

Because of the lack of delegated authority from Conference to General Committee, General Committee cannot operate in an effective manner to ensure the day to day governance of the Church. Its current remit is too broad and undefined and in any case it meets too infrequently to perform any governance function effectively. The large size of General Committee also mitigates against effective governance as does the lack of consistency in attendance levels and in year on year membership.

On a purely management level, the lack of resources and the lack of an appropriate structure means that truly effective management of the day to day affairs of the Church, including the coordination of effort, the review of performance, financial oversight, etc. is impossible to accomplish.

Delegation

Good governance depends on the appropriate levels of delegation at all levels of the organisation. However, good delegation implies continuing and effective oversight by the delegating body. In the MCI there is no meaningful and effective delegation of governance and management functions because there is neither defined delegation of powers nor effective oversight. All meaningful power and authority rests only with a Conference that meets only once a year and has inconsistent membership and attendance.

Integrity

As a Church, the MCI should be able to claim that it acts with integrity at all times and as individuals we certainly do so. However, an objective examination of our systems of governance would have to conclude that, because our systems are so clearly lacking, there is large scope for a lack of systemic integrity within the Church. We cannot, as a Church, state clearly and emphatically that every part of our Church is operating within the policies and strategies laid down by Conference. We certainly hope and believe that they are doing so, but we have no systems to ensure that they do because we don't have clear oversight of every part of our Church.

Openness

Again, on the face of it, we should be able to claim that because Conference is attended by such a large number of people and because, in theory, everything is discussed at Conference, then we should score well on the Openness test. In reality, because reports to Conference are often not subjected to adequate, or any, scrutiny, with many reports going through “on the nod” the real level of openness in our operations could be questioned. Also, Conference only sees what gets to the floor of Conference. There are inadequate processes to ensure that everything of importance arrives on the floor.

4.3 The Impact of Central Charity Registration

The Church is obliged to register as a charity both in Northern Ireland and in the Republic of Ireland. The Church has recently negotiated acceptance by the CCNI, in principle, of central registration, i.e. charity registration as one Church body as opposed to the registration of each individual society as a separate charity. This is a major achievement, one that has not been granted to either the Church of Ireland or the Presbyterian Church, and it has significant advantages for us. For instance, central registration means that only one set of audited accounts and one set of charity reports are required per annum. It also means that one body of charity trustees can undertake the legal responsibilities

and obligations required. Without this central registration every single society would have to undertake the registration process, prepare annual accounts, prepare annual reports and appoint individual charity trustees, presuming, that is, sufficient volunteers could be found.

Much work, however, remains to be done on our Manual of Laws and our written policies and procedures in regard to operations at both a national and a local level, in order for this to be finally approved by the CCNI.

Registration with the Charity Commission for Northern Ireland and the Charities Regulator for the Republic of Ireland will bring with it a whole new dimension in the need for good governance.

- the regulators will insist that our governance structures comply with the principles of good governance.
- registration brings with it the need for appropriate and identifiable Charitable Trustees who will take on the legal responsibilities and the obligations of charitable trusteeship.
- Registration also brings with it the need for clearly defined central oversight and control of the governance and finances of the Church.
- Registration will accelerate the need for reforms in our HR practices and the supports required to facilitate these.

The second requirement, for charitable trustees, has serious implications for the MCI. As things now stand, Conference is the body that acts as the charity trustees. This means that every individual member of Conference has to be registered each year as an individual charity trustee for the Church, with each person taking on individually all the obligations and responsibilities of a trustee including potential personal liability for the debts or losses incurred by the Church. In reality, it is simply not practical for Conference, and its individual members, to adequately undertake these obligations and responsibilities, nor should every member of Conference be asked to do so.

Inherent in this governance review, therefore, is the need to design a structure that would incorporate the requirement for an effective, meaningful and manageable board of charitable trustees.

(Note 1: The full duties of a charity trustee are set out in the document “Running Your Charity”, mentioned above and available at the following link

<https://www.charitycommissionni.org.uk/charity-essentials/running-your-charity-guidance/>

(Note 2: Readers should be aware that charity trustees are not the same as the MCI Statutory Trustees. The Statutory Trustees have an important role to play in their own area but they are not in a position to undertake the role, responsibilities and duties of charity trustees.

A separate report, setting out the case for central registration and detailing its benefits and drawbacks was presented to General Committee in March 2020 and again in May 2020 and will go to Conference 2020

4.4 Consequences flowing from the inadequacies of our current system.

Some people may say “If it isn’t broken, don’t fix it”, maintaining that the Church has survived quite well with our current system and there is no real need to change anything. However, the underlying premise here is simply wrong. The system is broken and the results are clear, for example,

1. Our decision making process can take years with the result that our Church cannot react adequately or in a timely fashion when the need arises.
2. We have no adequate systems of oversight, control, monitoring, etc.

3. We have no adequate day to day management systems
4. We have no adequate financial control and oversight
5. Critical areas of the Church may be underfunded while other areas may be overfunded – but we don't know!
6. Critical areas of the Church may be underperforming but, again, we don't know or we only find out when it's too late.

The analogy has been used of comparing the Church to a swan which appears to glide serenely and effortlessly over the water towards its destination whereas the reality is that, beneath the surface, its legs are working at a furious rate to keep it on track. This analogy is inadequate because it presumes that the legs are working in perfect conjunction with the body and mind of the swan and hence the swan is moving in the desired direction, all be it with a lot of hidden effort.

A more apt analogy would be to a three-legged swan gliding serenely but erratically in the general direction of its destination with all three legs operating independently of each other and of the mind and body of the swan. The swan may reach its destination eventually but there is no guarantee that this will be the result of its efforts and it will arrive there completely exhausted.

Our purpose with the following recommendations is to reduce the number of legs to the correct number and to align them to the body and mind as closely as possible.

5. RECOMMENDATIONS FOR GOVERNANCE REFORM

The following recommendations are aimed at providing the Church with an integrated system of governance that will meet the requirements of a modern organisation and will enable the Church to operate at the most effective level possible while maintaining its focus on working to fulfil its vision for God's kingdom in Ireland. When considering these recommendations please bear the following in mind: -

- a. These recommendations are aimed at correcting systemic problems. Nothing in any of these recommendations should be taken as a slight or a criticism of the people currently operating within the Church.
- b. The recommendations are meant to be viewed as an integrated whole. There is no scope for piecemeal adaptation of elements of the recommendations as all elements are interdependent.
- c. In designing the system, every effort has been made to keep additional costs to a minimum, especially where additions to central administration costs are concerned. However, it must be pointed out that one of the main reasons for the ineffectiveness of our current systems is its historic under-resourcing. As we are therefore coming from a very low base some increase in costs is unavoidable. In most cases these increases would have to happen anyway, with or without governance reform. See Sec 8. below for further detail on this area.
- d. Again, in designing the system the working group has kept at the forefront of our minds the fact that we are dealing with a Church and not with a commercial organisation or even with a not-for-profit charity. As a Church we are driven by the will of God and seek always to ensure that we are operating in line with God's principles and God's plan for us. Our systems, therefore, are designed to ensure that we can effectively respond to our calling while never forgetting that our primary focus is on responding to God's mission in Ireland

We propose the following changes to Conference and to the General Committee.

5.1 Changes to Conference

5.1.1 Role and Duties of Conference

The Constitution states that “*The governing body of the MCI is the Conference, constituted in accordance with the rules and regulations of the Conference from time to time*”. As the governing body of the Methodist Church in Ireland, Conference has the responsibility to ensure that adequate policies, procedures and systems are in place such that the governance, management and general administration of the affairs of the Church is adequately catered for. As such, Conference is responsible for the leadership and oversight of the MCI under the guidance of the Holy Spirit and exercised through prayerful consideration of all issues, seeking at all times to discern the purpose and will of God for the Church. Conference must and will continue to fulfil this role.

In pursuit of this responsibility Conference should delegate the day to day governance of all aspects of the Church to a reformed General Committee, known as the Governing Board, which will report on that governance to Conference annually. Conference will therefore be enabled to change so that it concentrates on matters relating to the overall leadership of the Church, the policies and strategies of the Church and matters of theology while maintaining oversight of the day to day governance of the Church.

In detail, Conference should therefore deal with the following

5.1.2 Ministerial Session

1. The ministerial session will combine ministerial elements and elements related to Connexional issues, ministerial pastoral support, discipline and continuous professional development. The following agenda items will feature on the ministerial session
 - a. Opening worship
 - b. Formalities – welcomes, tributes etc.
 - c. Items forwarded by the Connexional Team or the Governing Board
 - d. Matters of Discipline
 - e. Items forwarded by the Board of Ministry, Learning and Development
 - f. Endorsement and celebration of stationing appointments
 - g. Pastoral Efficiency, incorporating the building of Connexional values and ethos, prayer, pastoral support and continuing professional development

5.1.3 Representative Session

The representative session will deal with the following: -

1. The formulation and articulation of the vision, purposes and policies of the Church and the provision of spiritual and temporal leadership to the Church.
2. The discussion of topics impacting on the vision and policies of the Church that Conference feels should be brought to the attention of the entire Church.
3. The adoption and review of strategies for the pursuit of the vision, purposes and policies of the Church, as proposed by the Governing Board.
4. The establishment of procedures and policies for the governance of the Church through the Governing Board, Connexional committees and other relevant bodies such that they may fulfil their duties in the management of the Church in an effective and efficient manner in line with best practice in the fulfilment of their governance responsibilities. In practice this means that Conference will expect the Governing Board to devise these procedures and policies and bring them to Conference for adoption.
5. The appointment of the following positions and committees
 - a. President (By election)
 - b. Lay Leader (By election)
 - c. Secretary of Conference and Chief Executive (by endorsement of a Governing Board nomination)

- d. Chairperson of the Governing Board (by endorsement of a Nominations Working Group nominee)
 - e. Members of the Governing Board (elected from a panel provided by a Nominations working group)
 - f. Nominations working group for Governing Board membership.
 - g. The committee on Faith and Order
 - h. The Council for Social Responsibility
6. The receipt, assessment and adoption of a report from an independent body on the adequacy and functionality of the Governance procedures of the Church
 7. The receipt, assessment and adoption of governance reports from the Governing Board.
 8. The receipt, assessment and adoption of a report from the Connexional Team.
 9. The receipt, assessment and adoption of reports from relevant committees and working groups, where necessary, in so far as they affect the vision, strategies and policies of the Church.
 10. The receipt, assessment and adoption of reports from the Committee on Faith and Order and the Council on Social Responsibilities.
 11. The hearing of appeals on decisions of the Governing Board in regard to the overarching policies and strategies of MCI or in relation to matters of theological concern.
 12. Relevant memorials, i.e. dealing with Conference appropriate issues, may be placed before Conference but must be passed through the Governing Board in good time for consideration and inclusion in the Conference Agenda. Memorials from the floor will not normally be admissible as they would effectively be by-passing the governance structures of the Church.

5.1.4 Connexional Matters

Conference should continue to serve as a major Connexional gathering for the MCI and will purposefully build into its agenda opportunities to build and support the Connexional aspects of the Church: including, for example,

- a. The installation of the President and Lay Leader
- b. Communal worship and prayer
- c. Fellowship, mutual support and encouragement
- d. Ordinations
- e. The commissioning or blessing of new ministerial and lay appointments
- f. Opportunities to share experiences and learning.
- g. Theological reflection and conversation

5.1.5 The practical effect of the above

The immediate effect of the above should be that Conference can be reduced in time to approximately two full working days, however detailed planning has not yet been done on this aspect. This would have the additional benefit of enabling Conference to effectively take place over a weekend thus allowing for easier attendance by young persons and working members. A change in the numbers attending Conference is not envisaged.

5.2 Changes to General Committee

In line with the above changes to Conference, General Committee should also be radically altered so that it can become the day-to-day governance body of the Church, under the auspices of Conference. General Committee, will therefore become the body charged with the day to day governance, oversight and leadership of the Methodist Church in Ireland and will be known as the Governing Board. All necessary authority and decision making powers should be delegated to it by Conference 2021 and shall be set out in the Manual of Laws, approved by Conference.

The Members of Governing Board will also become the Charitable Trustees of the MCI.

The Governing Board will meet approximately eight times per annum. The Governing Board will be chaired by a chairperson, nominated by Conference for a three-year term with one extension of two years allowed. The Nomination to be reapproved on an annual basis. The Governing Board will be convened by the Secretary of Conference/Chief Executive.

In the interest of openness and transparency it is recommended that the minutes of all Governing Board meetings be published on the MCI website.

5.2.1 Membership of the Governing Board

The Governing Board will be comprised of the following persons plus those elected by Conference

1. Chairperson
2. President
3. President designate
4. Ex-President
5. Lay Leader
6. Secretary of Conference/Chief Executive
7. Chair of the Standing Committee of the Statutory Trustees

In addition, there shall be a total of eight ordinary members of the Governing Board, comprised of three ministerial and five lay members. (The apparent disparity here between ministerial and lay members is in order to preserve overall equality between both.)

- The Chairperson will be nominated by an independent nominations working group applying strict criteria as set out in the Nominations process outlined below in Appendix B. This nomination will be presented to Conference for endorsement. Conference will be given an opportunity to renew its endorsement of the chairperson annually.
- Ordinary members will be elected by Conference from a panel proposed by a governance board nominations working group in accordance with agreed procedures, as referenced above.
- In brief, the governing board nominations working group will seek expressions of interest six months before Conference. Nominations will be based on published criteria in relation to the skill sets and the commitment levels required and the acceptance of legal responsibilities required of Governing Board members. All Governing Board members will be members of the MCI and will have a heart for the mission of the Church.
- The governing board nominations working group will have due regard, in so far as is possible, to maintaining balance in all relevant areas such as gender, geographic and demographic considerations.

The following categories of persons will not be eligible for nomination to Governing Board

1. Employees of the Methodist Church in Ireland
2. Officers of the Church who have executive roles and who report directly to the Secretary of Conference/Chief Executive
3. Those disbarred from acting as Charitable Trustees for legal or regulatory reasons.

Governing Board membership will be an important position and will entail significant commitments. For example, each person serving on the Governing Board must be prepared to: -

- undertake the governance duties inherent in the role of the Governing Board as set out in the Manual of Laws of the MCI.
- Accept the legal obligations that accompany the role of a charitable trustee of the MCI
- Undertake to attend a minimum of 80% of the scheduled meetings of the Board over the course of his/her three-year appointment.
- Attend appropriate training events.

Prospective members would therefore be expected to possess the following attributes

- Be members of the MCI for at least five years
- Have an understanding and an appreciation of the history and ethos of the MCI
- Have an understanding and appreciation of the organisation and activities of the MCI.
- Mission orientation – possess an appreciation of the central role of the MCI in the pursuit of its mission to bring the word of Jesus Christ to the people of Ireland.
- Possess an understanding of the responsibilities incumbent on a charitable trustee and a willingness to undertake these responsibilities
- Be committed to devoting the necessary time and energy to the role of Governing Board member for a period of three years.
- Active participation – possess the ability and desire to actively prepare for each meeting and to contribute to the business and discussions of the Committee,

All members of Governing Board will be required to undergo appropriate training for the position where required, e.g. on the duties of charitable trustees.

5.2.2 Terms of Office of Governing Board Members

Apart from the office holders detailed above, who will exercise their position on the Governing Board for the duration of their appointment, members of the Governing Board shall be appointed for a period of three years, after which they must stand down. Members may then be re-appointed for a further period of two years giving a maximum term of five years. After this period, they will be ineligible for service on the Governing Board for three years. Some staggering of appointments will be required in the early years to ensure that institutional memory is preserved.

5.2.3 A note on the need for an independent chairperson

The current norm within the MCI is for the General Committee to be co-chaired by the President and the Lay Leader. However, we are proposing that this not be the case for the new Governing Board for the following reasons.

- a. This role will be a functional one, managing the work of the Governing Board and ensuring that all governance matters are properly dealt with. The role will not be a high profile role or a representative role. It will involve a particular skill set and level of understanding of the detail of good governance. As such, it is a specialised position and should be recognised as such.
- b. Good governance requires continuity; that is why we are recommending that Governing Board members serve for a period of three to five years. Sustained and meaningful governance of the Church requires an in-depth knowledge of the workings of the Church and the issues involved, over a period of time. It will be important that this strong element of continuity and stability is also present in the role of chairperson. A President is president for only one year and a Lay Leader for two, and they would therefore be unable to preside over the Governing Board for the required minimum three-year term. This would mean that the essential element of continuity could not be achieved.
- c. The qualities required for a chairperson are not necessarily the qualities that are required for a president or lay leader of MCI and vice versa. Asking Conference to choose the same person for both positions will inevitably lead to poorer choices in one or the other.

- d. A chairperson is in position to ensure that the Governing Board fulfils its mandate over the longer term. He/she should be independent and should not pursue his/her own agenda but rather ensure that the policies and aims of Conference are pursued and the needs of the Church are adequately addressed. There is a danger that a one-year or two-year appointment may be drawn into a short term focus and lack the necessary longer term perspective required.
- e. The role of chairperson will be a demanding and busy one. Requiring a President or a lay leader to undertake such a role would seriously take away from their freedom and ability to adequately perform their primary roles.
- f. Finally, combining both roles would inevitably change the nature of the Presidency or the lay leadership.

5.2.4 Role and Duties of the Governing Board

The Governing Board will act at the behest of Conference from which it receives its authority. In summary, the Governing Board will be charged with the governance, leadership and oversight of the Church and all its constituent bodies, upon which it will report annually to Conference. The powers and authority of the Governing Board will be set out in The Manual of Laws, approved by Conference.

In the exercise of this role the Governing Board will: -

1. Actively seek to discern the will of God for the Methodist Church and to prayerfully seek His guidance in all that it does.
2. Act as the Charitable Trustees for the Methodist Church in Ireland (North and South).
3. Develop, implement and regularly review strategy for the pursuit of the vision for the Church, as set out by Conference.
4. Exercise control and oversight over all the resources of the Church including financial, property, other assets, and Human Resources.
5. Be aware of and seek to ensure that other charities associated with the MCI (e.g. Missions and Edgehill) are aligned in their vision, strategy and objectives with that of MCI.
6. Exercise oversight of the following boards, departments and major Connexional committees who will report to the Governing Board on at least an annual basis. Other committees and working groups shall report as required.
 - a. Connexional Team
 - b. The Statutory Trustees
 - c. Property Board
 - d. Church Development Board
 - e. The Board of Ministry, Learning and Development
 - f. Home Mission Department
 - g. IMYC
 - h. WMP
 - i. WDR
7. Establish the terms of reference, aims, operational parameters and membership of all Church Boards, committees, and working groups and exercise oversight and regular review of same.
8. Ensure that appropriate procedures are in place for control and oversight of the financial management of the Church and its constituent bodies. The Governing Board shall have full authority in all financial matters affecting the Church and all Church funds shall fall under its remit.
9. Specific duties of the committee will include the following: -
 - a. The preparation and regular review of appropriate policies and procedures for: -
 - i. Preparation and assessment of an annual budget for the Church.

- ii. Regular review of budgetary targets and actual expenditure
- b. Endorsement of the annual budget for the MCI, including the annual Comprehensive Assessment.
- c. Regular assessment of the overall financial status of the Church and all its constituent funds.
- d. Assessment and approval of the annual audited accounts of the Church.
- e. Assessment and oversight of all and any matters affecting the finances of the Church, not already included in the above.

The committee may appoint an audit, risk and budget sub-committee to aid it in these roles and may co-opt members for this sub-committee if required.

10. Act as the Employer for all staff directly employed by MCI. It is recognised that this will not be immediately possible to implement and that legacy issues will have to be overcome. However, the Church shall move to implement standard processes and procedures in this area and develop standard terms and conditions of employment across the Church for all categories of employee while it aims to achieve the ultimate objective of being employer for all.
11. Develop appropriate policies and procedures in relation to the treatment of Ministers of the Church who are not covered by employee policies and procedures.
12. Ensure the appropriate procedures are in place for developing and regularly reviewing a comprehensive risk register for MCI and ensuring that appropriate mitigation measures are put in place
13. Oversee and review the preparation of appropriate policies and procedures for all matters pertaining to the efficient and effective management of the Church.
14. Oversee relationships with other Churches and external bodies.

The Secretary of Conference will act as convener of the Governing Board.

Appendix C. sets out draft agenda items for a typical Governing Board meeting

6.0 GENERAL ADMINISTRATION AND OVERSIGHT

The third strand of the recommendations for the reform of the governance structures of MCI involve the administration and oversight of the Church. Changes in Governance structures will not work unless the accompanying support structures are also put in place. The current support structures of the MCI are weak and therefore the following changes are recommended. These are part and parcel of the overall governance recommendations and cannot be treated separately from them.

6.1 Current situation in General Administration and Oversight

An essential element of good governance is the existence of clear lines of authority, responsibility and reporting. This is necessary to fulfil the needs for Leadership, Delegation, Effectiveness, Transparency, etc. as set out above. Currently the structures of the Church at this level suffer in many ways. For instance: -

- a. There is a lack transparency in the workings of departments and committees.
- b. Responsibilities are not clearly defined in many areas resulting in
 - i. A lack of decision making ability overall.
 - ii. A lack of clarity on who reports to whom resulting in a lack of accountability.
 - iii. An abundance of committees, often with overlapping briefs and overlapping membership.
- c. The administration function of the Church is currently underfunded and under-resourced.
- d. A severe lack of coordinated financial management and oversight.

- e. The position of Secretary of Conference has grown over the years to encompass everything in the sphere of administration and management, all embodied in one person, to the extent that it is now effectively impossible for the Secretary to adequately attend to all the matters that he/she is expected to attend to.
- f. Because of all of the above there is a lack of coordinated planning within MCI
- g. Because of all of the above there is no guarantee that the resources of the Church, financial, human, fixed assets, etc., are being put to the most effective use for the good of the Church.

6.2 Recommendations in the area of administration and Oversight

The following is a summary of the recommendations in this area. Full details are set out below.

1. A new organisational chart for the Church be adopted showing clear lines of responsibility and reporting. Appendix F sets out the recommended organisation chart for the Church.
2. There is a clear need for a single executive officer with defined powers and responsibilities and with the authority to actively manage. The de-facto position of Secretary of Conference as the head of the administrative arm of the Church should therefore be explicitly recognised. The role of Secretary of Conference should be redefined such that he/she becomes the management arm of the Governing Board, entrusted and empowered to carry out its decisions, reporting to it on all matters, and being held accountable by it. To reflect this redefinition, and to aid the perception of those who are unfamiliar with the structures of the MCI, the title of the Secretary of Conference should be changed to “Secretary of Conference and Chief Executive of the MCI”. (this is abbreviated below to Secretary of Conference/Chief Executive or SoC/CE). See Sec.6.2.2 for a full definition of the revised role of Secretary of Conference.
3. Alongside the above, a new position of Operations Manager be appointed to take over some of the Secretary of Conference/Chief Executive duties. The Operations Manager would report directly to the Secretary of Conference/Chief Executive.
4. The various Connexional committees be examined in detail in the light of the factors listed below. Particular attention needs to be given to the following areas
 - a. The precise brief of each Connexional board or committee in the light of the proposed governance changes.
 - b. Areas of overlapping responsibility. For example, Both the Home Mission Dept. and the Church development board operate in the area of mission development while both the Home Mission Dept. and the Property Board deal with the property of the Church.
 - c. Details of overlapping membership, chairpersons, treasurers etc. and funds management.
 - d. The reporting procedures of all Connexional committees

This is addressed further in Sec 6.2.4, below

6.2.1: Organisation structure.

In real terms, this revised organisation/reporting structure chart does not represent any great change in the current situation except in so far as to clarify the lines of reporting and to reflect the recognition of the revised roles mentioned above. Details are set out in Appendix F

6.2.2 Secretary of Conference/Chief Executive

The position and role of Secretary of Conference/Chief executive has become central to the administration of the Church over recent years. However, as the role has been gradually added to, the work load expected of a Secretary of Conference/Chief Executive has increased to the extent that it is now completely impossible for one person to carry it out effectively, even with administrative support. The revisions to the role of the Governing Board outlined

above will also add greatly to the workload of the Secretary of Conference/Chief Executive as will the formal recognition of her/his central executive role in the governance chain of the Church.

Accordingly, two major changes need to occur in this area. The first, outlined below, is a redefinition of the Role of Secretary of Conference. The second, dealt with in Sec. 6.2.3 below, involves the delegation of a significant portion of the current role of Secretary of Conference to a new position, that of Operations Manager.

The revised role of Secretary of Conference/Chief Executive (SoC/CE) is as follows

In General, the SoC/CE will operate as the executive leader within the MCI, including all direct reports as outlined on the MCI Organisational Chart (Appendix F), delegating responsibilities as is deemed appropriate but maintaining overall responsibility at all times.

The SoC/CE will report directly to the Governing Board and will be held accountable for his/her actions by the Governing Board.

The formal powers and level of authority of the SoC/CE will be set out in the Manual of Laws, approved by Conference. The SoC/CE will be appointed by Conference on foot of a nomination by the Governing Board and will serve for a period of seven years with a possible extension of up to three years. This is in line with the term of office of the District Superintendents. This appointment will be renewed annually by Conference.

The role of the Secretary of Conference/Chief Executive involves responsibility for the following.

The Central Mission of MCI

- Actively seek to always discern the will of God for the MCI and work to ensure that all aspects of the Church, from local societies to central administration and the governance bodies, reflect that will and adhere to the priorities that flow from it.

Governing Board

- Act as Secretary and Convenor of the Governing Board
- With the Chairperson, prepare the agenda for Governing Board meetings
- Prepare or collate reports from all areas of the Church for presentation to the Governing Board, ensuring that the committee has all the information required to carry out its responsibilities and make informed decisions.
- Ensure the decisions of the Governing Board are put into effect.
- Ensure that the Governing Board has all the necessary information to fully comply with its obligations as the charitable trustees of the MCI

Connexional Team

- Act as the Secretary and Convenor of the Connexional Team, ensuring that the Connexional Team and its individual members fulfil the responsibilities with which Conference has entrusted it.

Administration

- Guiding the courts of the Church in decisions relating to policy and laws.
- Ensuring compliance with the Methodist Church in Ireland Acts, the Constitution of the Methodist Church in Ireland and the Manual of Laws.
- Ensure strict compliance throughout the connexion with civic rules and legislation.

- Exercise management and oversight of the Churches' compliance with the requirements of the Charity Commission of Northern Ireland and with the Charity Regulator of the Republic of Ireland.
- Exercise day-to-day management and oversight of all departments and elements of the Church; ensuring that all elements of the Church operate in line with accepted principles of good governance including Integrity, leadership, Effectiveness, Control, Transparency and Accountability.
- Oversee the organisation the annual Conference of the MCI.
- Oversee the work of the Finance Department, working closely with the Chief Finance Officer to ensure that the finances of the Church are maintained on a sound footing and that the financial assets of the Church are fully utilised in pursuit of the vision and aims of the Church as set by Conference.
- Work closely with the CFO and the Connexional Budget working group to prepare the annual budget for the Church, including the Comprehensive Assessment.
- Oversee the work of Connexional Boards, committees and work groups and Church departments.

Manual of Laws

- Maintain oversight of the Manual of Laws, ensuring that it adequately and correctly reflects the will of Conference

Statutory Trustees

- Act as Secretary to the Statutory Trustees and fulfil the function of official registrar deeds and documents.

Strategy Development

- Overseeing the continual development and review of the strategic direction and policies of the MCI.

Risk Assessment

- Overseeing a continuous process of risk assessment for the church and ensuring that all practical measures are put in place to mitigate identified risks.

Representative Function

- Act as a principal representative of the MCI, along with the President and the Lay Leader, on external bodies and at external events. Ensure that the Church is represented on those external bodies, meetings and representative sessions deemed necessary to enable the Church to be fully informed and engaged with the wider Methodist Church, other Churches and society in general.

6.2.3 Operations Manager

The appointment of an Operations Manager is considered necessary in order to reduce some of the workload of the SoC/CE and to ensure that effective management of the relevant areas is maintained.

The Operations Manager reports directly to the SoC/CE and will oversee the following areas

- Conference Organisation and Administration (working with the PA to SoC/CE)
- Office Management and General Administration
 - Manage the general administration of the office of SoC/CE and of the wider MCI
- Human Resources Management
 - Acting as the primary source within MCI for dealing with all HR Issues.
 - Operating the payroll system
 - Developing the HR policies, procedures and processes of the MCI
 - Develop and oversee a program for the implementation of these policies and procedures across the MCI
 - Developing and organising on-going training and development programs for staff in all areas not covered by the Board on Ministry, Learning and Development.

- Charity Registration and Reporting process
 - This will involve developing and implementing the procedures and processes whereby the MCI is registered with the relevant Charity regulatory authority and, thereafter, the required annual reports are prepared. This role will have a large financial element and will therefore be shared with the Chief Financial Officer.
- Communications
 - Working with the various bodies and persons involved in communications to coordinate all aspects of communications within the MCI and between MCI and the external world.
- GDPR
 - Developing procedures and processes to ensure that all elements of the MCI are fully compliant with the laws pertaining to data protection in both jurisdictions
 - Organising the implementation of GDPR procedures across the MCI
- IT Management
 - Overseeing the management of IT personnel

6.2.4 Connexional Boards and Committees

The above recommendations will affect the way in which Connexional Committees and Boards operate. Work on examining this area has begun. Some changes are obvious and can be set out now. Others are less so and involve changes in roles, emphasis, reporting structures etc. These will be fleshed out over the coming year in discussions with the various interested bodies. What follows is a summary of the findings and recommendations of the Governance Working Group on a number of key areas.

6.2.4.1 The Board of Ministry Learning and Development

This Board has undertaken an extensive review of its operations independently of the work of the Governance working group and will be bringing its own recommendations to Conference in 2020. Nothing in those recommendations is in conflict with the general thrust of the governance review.

6.2.4.2 The Connexional Finance Committee

This is an area where changes follow directly from the new financial processes. The entire finance and budgeting system will undergo significant change and along with this a new system of oversight is required. As a consequence of these changes the existing Connexional Finance Committee will cease to exist and will be replaced by a three-tier system of oversight, i.e.

- a. Overall oversight by the Governing Board
- b. Detailed examination and review by the Audit, Risk and Budget Sub Committee of the board
- c. Day to day management of the budgeting process by the Connexional Budget Working Group under the management of the Secretary of Conference/Chief Executive.

All of the above will operate with the assistance the Chief Financial Officer and the Secretary of Conference/Chief Executive.

A detailed explanation of the above is set out in the following Sec. 7.

6.2.4.3 The Home Mission Department

Changes to this department have already occurred as a natural consequence of the introduction of the Connexional Team and the new District Superintendents structure. These have introduced new processes for the review and administration of Home Mission grants and

these are now channelled primarily through the District Superintendents with substantial support and advice being afforded by Home Mission personnel.

This review looked at the processes by which property issues are dealt with in the Church. Currently, the Home Mission Department looks after the administration and funding of Manses. It also looks after a number of specific rental properties. At the same time, we have a functioning Property Board and an in-house Estate Manager who work together to deal with the remainder of the Church's property interests.

There is a clear duplication of effort, resources and required expertise in the existing arrangements. It is therefore the recommendation of this review group, accepted and endorsed by the Home Mission Department, that the property element of the work of the Home Mission Department be transferred to the Property Board and the Estate Manager.

6.2.4.4 The Property Board and the Church Development Board

Discussions with the Property Board and the Church Development Board are at a preliminary stage and have centred around the following areas.

- a. The requirement for the property Board to undertake the property related elements of the Home Missions Department, as outlined above. This point is agreed and work will progress towards this end
- b. The potential for duplication of effort and conflict of process between the mission focussed responsibilities of the Connexional Team and District Superintendents and the work of the Church Development Board. This point is under active consideration and the Church Development Board has been asked to consider this in ongoing discussions.

An additional point for consideration in the above is the fact that the financial recommendations envisage the centralisation of all major funds to ensure improved utilisation of the financial assets of the Church and increased oversight and management of our financial resources. This will bring the above boards further under the overall governance and management structures of the Church.

6.2.4.5 Stipends and Allowances Board

There is no clear requirement for a separate Stipends and Allowances board, which in any case meets infrequently. It is therefore recommended that the work of this Board be wound up and its duties transferred to the offices of the Secretary of Conference/Chief Executive and the Chief Financial Officer.

6.2.4.5 Remaining Connexional Committees

The remaining Connexional Committees have not yet been examined

7. FINANCIAL ADMINISTRATION AND OVERSIGHT

7.1 Current Situation in Financial Administration and Oversight

Currently, within MCI, there is inadequate central management or control of the finances of the Church. Funds are widely distributed and come under the control of a number of different Connexional committees and other bodies and of individual circuits. There are a wide variety of ways in which these funds are accessed and used, usually through the Connexional committee structures, and other bodies, including the Statutory Trustees, in whom all investments and property are vested.

In addition, the Statutory Trustees (ST) exercise control over all property and investments held in trust for MCI and the income derived from them. Much of these funds are currently restricted and so are

unavailable for use. ST funds are nominally, but not easily, available for the use of the Church. Some of this is used to fund salaries for central administration employees. The remainder is accessed via special one-off applications to the ST. e.g. the recent application for funding of a new financial accounting system.

7.2 Problems resulting from the Current System

1. There is a lack of strategic, coordinated thinking and planning on the use of Church funds. This leads to sub-optimal usage of the available funds.
2. Funds are frequently locked away and may lie unused within Connexional funds when there may well be a pressing need for funding elsewhere in the Church.
3. There is no treasury management function for funds so we do not get the best return possible on unused funds.
4. There is no overall budget for the running of the church. The budget process that does exist is limited and does not work well. Consequently, there is a lack of on-going control and oversight of spending against budget. This contributes to a lack of medium to long term planning in all areas.
5. There is no day to day overall financial control within MCI. It is difficult, if not impossible, to ascertain what the financial position of the Church is at any point in time. We rely totally on audited annual accounts for this information and this only provides historic information.
6. Over time the Statutory Trustees have gradually been placed in positions that they were not designed for in the management of expenditure within MCI. This is not conducive to good governance.

The above are operational deficits and they indicate a system that is simply not serving the needs of the Church effectively. However, besides these problem areas there are two further reasons that make changes to our systems of financial control and oversight non-negotiable and urgent and which we as a Church simply cannot ignore

1. Our auditors have stated, on more than one occasion, that our systems of financial management and control are not fit for purpose. We therefore have a legal obligation to correct this.
2. The Charity Commission for Northern Ireland (CCNI) have indicated that the proposed central registration of the MCI as one single charity will be dependent on demonstrable central management and control of income and expenditure across the board within MCI, extending down to circuit level.

7.3 Recommendations in the Area of Financial administration and Oversight.

1. The new accounting system previously recommended to, and endorsed by, the General Committee should be sourced, purchased and installed without delay.
2. All funds, excluding those under the management of the Statutory Trustees, should be transferred to a number of centrally located and managed funds or otherwise placed under the daily control and oversight of the Chief Finance Officer and the Finance department. These include the assets and funds currently held within such Connexional funds as the Home Missions fund, The Property Board and Development Board funds, etc.
3. A clear line of sight be established to all locally held circuit and society assets. These will continue to be held locally but under increased oversight. (this will be a specific requirement of the CCNI)
4. A clear budgetary process should be designed and implemented such that all requests for funding, from whatever source and at whatever level, should be included in annual budget applications. Allocations against applications would be reviewed by the Connexional Budget

working group under the leadership of the Secretary of Conference and submitted to the Governing Board for approval. This team will comprise the following persons

- a. Secretary of Conference/Chief Executive (Chair)
- b. Chief Financial Officer
- c. District Superintendent of each district
- d. Home Missions Secretary
- e. Chair of the Property Board
- f. The Operations Manager
- g. The Team Leader of IMYC
- h. The Director of Theological Education
- i. A Representative of the Statutory Trustees

The proposed budgeting process is outlined in Appendix D

5. During any given period, there should be regular oversight of income and expenditure versus budget by the Governing Board organised through the Secretary of Conference's office.
6. Delegation and authority in regard to the authorisation of expenditure should be clearly defined for all relevant roles within the Church. These are set out in Appendix E
7. A central treasury management function would oversee the investment of funds. excluding those under the remit of the Statutory Trustees.
8. Procedural changes to accommodate the above may be necessary in the working of various Connexional boards and committees.

It is recognised that that it will take some time to put the above in place and some (sec 3 above, for instance) will be dependent on the installation of a suitable accounting system. However, it is envisaged that most of the above can be accomplished by the time the revised Governing Board takes office in July 2021, with phased implementation in the meantime.

It is important to point out that the recommendations in this area are also key to the ability of our church to obtain a satisfactory registration as one single entity with the Charity Commission of Northern Ireland and with the Charity Regulator in the Republic of Ireland. (See also the separate paper on Charity Registration)

8.0 RESOURCE IMPLICATIONS

8.1 Cost Implications arising directly from this report

There are no financial cost implications arising directly from the recommendations of this report. There will be some savings from decreased committee activity across the board but these will be offset by increased Governing Board expenses. In both cases these are expected to be minor. There will also be savings arising from a shortened conference timetable. Overall, therefore, the actual recommendations of this report, as they pertain to Governance changes, will not result in increased costs.

8.2 Cost Implication arising independently of this report

As already referred to in previous sections, both this working group and a number of prior reports found that the support functions of the Church were historically inadequate and under-funded. As a result, the Church is currently in a catch-up situation whereby the difficulties resulting from historical under-resourcing are becoming evident and are resulting in the need for greater funding in some areas. We have decided to address these issues within this report because, although they are independent of the governance recommendations and will have to be corrected anyway, they are happening parallel to the governance changes and may be associated with them in people's minds. It would therefore be disingenuous not to highlight them at this stage.

There are three main areas where there are such cost implications: -

	Area	Additional Cost per annum
1	Finance Dept. There is the need for increases in staff in the finance department to cope with greater demands on that department plus the requirement to design and install adequate accounting systems and to design and organise the forthcoming charity registration processes. This need has already been met and resources have been made available through the Statutory Trustees.	Nil
2	Operations Manager: The need for an Operations Manager to support the Secretary of Conference is set out in Sec. 6.2.3 above. The net additional annual cost of this appointment and associated changes is estimated to be £50k.	£50,000
3	HR Administration: The regularisation of the employment status and conditions of many employees who are currently employed by local churches but should be employed by the MCI will require additional HR support. This regularisation needs to happen in any case for many reasons, both legal and ethical, but will become more urgent once the MCI opts for central charity registration	£30,000
Total anticipated additional annual costs		£80,000

These are funding issues that are an inevitable consequence of operating a large church in today’s environment. They do not, and will not, arise as a consequence of this Governance report. Rather they are a fact of life that the church simply must deal with anyway.

8.3 Sources of Funding

The obvious questions arise – Where is this money going to come from and will it mean a corresponding drop in the level of funds available for the core mission of the church i.e. our circuits, societies and missions?

Two points must be made in regard to the first question:-

1. Up to an additional £6,000,000 in currently distributed funds will come under central administration and control as a result of the financial recommendations above. Increased returns on the investment of these funds arising from a consolidated and coordinated treasury management approach will yield additional income for the church. For example, an additional 1% return on these funds would yield £60,000 per annum.
2. The introduction of central budgeting and oversight will lead to greater scrutiny “in the round” of spending within all areas of the church and it is anticipated that savings will be identified through this process.

In regard to the second question, will this result in reductions to circuit and society funding, or conversely, to additional demands for funds from them, the following point is made:-

Both this Governance Working Group and the Secretary of Conference, under whose remit the above cost areas fall, are of the opinion that the mission focus of the Church, as epitomised by the work of the circuits and societies of the church, is paramount. Additional resources will therefore only be deployed where absolutely necessary and all efforts will be made to limit the cost implications for the church. Simply put, if there is no money to pay for additional resources then they simply will not be deployed until such time as adequate funding is identified that will not place additional demands on the circuits and societies.

8.4 Hidden Costs incurred by not introducing reforms

Another factor that should be considered when addressing the area of resources and finance is that of the hidden costs that are and/or will be incurred if the necessary reforms are not made. There are

many of these and they arise from inefficiencies in the system and ineffective working practices. Some examples of these would be the following: -

- An under-resourced Secretary of Conference/Chief Executive function will inevitably miss important opportunities and many items that require attention will simply never receive it.
- Opportunities for more effective working or for achieving cost savings will not be identified or developed
- Should central charity registration not be achieved because our governance structures are not robust enough then the burden of registration will fall on individual societies with significant cost implications, e.g.
 - Increased costs and time for record keeping
 - The cost of hiring auditors to produce the required annual reports
 - The knock on costs associated with making up for the increased time that will need to be devoted to charity management by ministers and circuit stewards

A conservative estimate of the additional costs that would be incurred by each society would be in the region of £5000 to £10,000 per society per annum.

All told, it is the opinion of this working group that the amount of £80,000 is not excessive in the context of the Church balance sheet and funding opportunities available and will not prove an impediment to the completion of the required reforms.

9.0 CHANGES TO THE CONSTITUTION AND MANUAL OF LAWS

9.1 Changes to the Constitution

The constitution of the MCI states that .

“The governing body of the MCI is the Conference, constituted in accordance with the Rules and Regulations of the Conference from time to time”⁷

The Constitution also states

“The Conference has power from time to time, and subject to such regulations as it shall prescribe, to make, revoke and vary Rules and Regulations, not conflicting or inconsistent with this Constitution, for its own procedure, for appointments to departmental or other offices, for the raising, management and distribution of the funds under its control, and for the management of its Institutions or Departments, and for, or relating to, the membership, discipline and general organisation of the Methodist Church in Ireland”⁸

Accordingly, all the above recommendations fall within the current scope of Conference and no changes to the Constitution are required for their implementation.

9.2 Changes to the Manual of Laws

The changes required to the Manual of Laws to implement the recommendations of this report are extensive and affect many chapters of the manual. Most changes simply reflect the transfer of day to day governance to the Governing Board and therefore consist mainly of substituting “Governing Board” for “Conference”. However, more significant changes are required to reflect the main recommendations.

The proposed amended Manual of Laws accompanies this report and all chapters affected require study. The most significant changes are set out in the following chapters

- Chapter 7: Conference

⁷ Sec VI.1 The Constitution of the MCI

⁸ Sec VI.9 The Constitution of the MCI

- Chapter 8: Connexional and Other Committees
- Chapter 9: The General Committee and the Boards (Renamed The Governance Board, Connexional Boards and the Secretary of Conference and Chief executive of the MCI)
- Chapter 11: Circuit Organisation
- Chapter 14: Circuit and Connexional Finance

10.0 TIMEFRAME FOR IMPLEMENTATION

The constitution of the MCI states that major changes such as those recommended above be passed by two successive Conferences. Accordingly, it is envisaged that these recommendations be brought to Conference in October 2020 and then again in June 2021. If endorsed by Conference the changes would take effect from July 2021. The time between Conference 2020 and Conference 2021 would be spent in detailed preparation. It may well be the case that some interim measures may be implemented following Conference 2020 to allow for the orderly transition to the new systems.

APPENDIX A

THE EXISTING ROLE DESCRIPTION FOR THE SECRETARY OF CONFERENCE

The Secretary of Conference will

- be a person of deep faith in God and love for the Church, who exhibits Godly wisdom.
- have proven their capacity for leadership and proactive engagement in the life of the Church
- be competent to work within, and understand the cultural and legal aspects of working across both jurisdictions
- have a good working knowledge of the life and current structure of the Methodist Church in Ireland
- have proven administrative experience and competence
- be able to work well in teams, prioritise tasks, act strategically and delegate wisely
- be open and responsive to change both in the life of the Church and the role of Secretary
- be willing to undertake further education in leadership and management
- be willing to be based at the Connexional offices in Belfast
- be an ordained minister in full Connexion with the Methodist Church in Ireland and have completed at least 15 years travelling at the time of appointment

Role

The role of Secretary involves the following areas of the Church's life:

1. Administrative

1.1 Guide the courts of the Church in decisions relating to policy and laws.

1.2 Ensure compliance with The Methodist Church in Ireland Acts, the Constitution of the Methodist Church in Ireland and the Manual of Laws.

2.1. Executive

2.1.1 Make arrangements for the Annual Conference including compiling and publishing the Agenda and Minutes.

2.1.2 Ensure that Conference directions, decisions and changes in Church legislation, etc. are implemented.

2.1.3 Act as Convener and Secretary for the Connexional Team, and along with the President (who Chairs), ensure that the Connexional Team and its individual members fulfil the responsibilities with which Conference has entrusted it.

2.1.4 Ensure strict compliance throughout the Connexion with civic rules and legislation and co-ordinate a response to Government.

2.1.5 Convene and serve as Secretary of the General Committee, the stationing subgroup of the Connexional Team and attend other Connexional Committees as listed under section 5.5 (i) & (ii) below.

2.1.6 Coordinate and convene, as appropriate, meetings of Church Departments, Committees, Working Parties, etc. functioning at Connexional level.

2.1.7 Attend ex-officio as a member of Connexional Committees as prescribed by Conference.

2.1.8 Oversee the management of the new Connexional offices

2.1.9 Oversee the work of the Chief Financial Officer and work closely with her/him to ensure the sound financial governance of the Church.

2.1.10 Ensure the completion of the registration process of the Church with the Charity Regulatory bodies of both jurisdictions and thereafter ensure the subsequent compliance of all sections of the Church and its constituent parts with charity regulations.

2.1.11 Ensure that all sections of the Church are fully compliant with data protection legislation.

2.1.12 Manage the office staff.

2.2. Trustees

2.2.1 Serve as Secretary of the Trustees.

2.2.2 Serve as Registrar of Deeds and Documents.

2.2.3 Manage the Trustees office staff and budget

2.2.4 Oversee the Trustees financial systems on behalf of the Connexion.

3. Representative

3.1 Assist the President in all engagements and, in particular, in her/his representative role with civic leaders and representatives of other Churches.

3.2 Liaise with the President and Lay Leader of Conference regarding the business of the Conference and the General Committee.

3.3 Undertake preaching, speaking and representative engagements as appropriate.

3.4 Encourage and represent, or assist in the representation of, the Church in ecumenical etc. opportunities.

4 Pastoral

4.1 Advise in relation to all matters affecting the ordained ministry as the need arises.

4.2 Consult and liaise with ordained ministers and Church officials as the need arises.

4.3 Facilitate and encourage the Church to function as a Connexion: helping to keep its constituent parts in touch with one another.

4.4 Act as an initial contact person for issues of child protection.

5 Detailed Duties

5.1 Responsibility for preparation of and, planning for the annual Conference, collation, printing and circulation of the Agenda and preparation and publishing of the Minutes.

- Liaise with the Conference Arrangements Committee
- Correspond with the British Conference Representatives
- Correspond with the ecumenical observers
- Arrange for the printing of the Agenda and Minutes
- Request copy of the Agenda material from Departments
- Prepare General Committee material and write most of the reports
- Check and prepare other material, lists of representatives etc.
- Proofread agenda material
- Arrange for the distribution of the agenda
- Arrange for Conference services: Sunday worship; installation of the President and the Lay Leader; Ordination service; Orders of Service; write to former Presidents and Lay Leaders; write to Ordinands; tickets for guests
- Prepare necessary materials for Conference. Consult with Assistant Secretaries and secretarial help
- Prepare Minutes with Assistant Secretaries
- Obtain advertising.
- Proofread Minutes
- Prepare distribution list and arrange distribution
- Prepare accounts for the cost of Agenda and Minutes
- Inform various boards etc. of changes in chaplaincies

5.2 To be responsible for the general administration of the Church. This includes preparation and sending out the Synod materials, Connexional Schedules; circulars to ministers and stewards re Stipends, Stations, President's visits; and deal with requests for information

5.3 To ensure that Connexional Committees are kept aware of each other's discussions, where appropriate

5.4

- (i) To represent the Church at special occasions/events when requested or necessary
- (ii) To ensure that information is provided about the Church and its position on various issues, when requested
- (iii) To liaise with the Child Protection Officer on matters of child protection
- (iv) To have oversight of the Risk Management Register

5.5

(i) To be Secretary of and Member of the following committees (subject to such changes to these Committees as Conference may decide):

- General Committee and its working Groups – Minutes, Reports and correspondence
- The Connexional Team (including its stationing subgroup)
- Special Committee
- Overseas Service Committee
- President's Advisory Committee
- Selection Panel for District Superintendents
- Nominations Committee
- Joint Secretary of the Church Leaders' Meeting – correspondence, arrangements for meetings and visits

(ii) To be Member of the following committees:

- Audit Committee
- Authorisations Committee
- Belfast University Chaplaincy Committee
- Board of Education
- Board of Ministry
- Chaplaincy Committee
- Church Development Board
- Church's Ministry of Healing Committee
- Communications Committee
- Connexional Finance Committee
- Council on Social Responsibility
- Covenant Council
- Discipline and Advisory Committee
- Faith and Order Committee
- Formation for Ministry Oversight Committee
- Governor of Edgehill College
- Governor of Methodist College
- Home Mission Forum
- Inter Church Relations Committee
- Local Preachers' Committee
- Memorials Committee
- Mission Partnership Forum

- Obituaries/Retirements Committee
- Ordained Ministry Committee
- Pastoral Efficiency Committee
- Property Board and Executive
- Sabbatical Committee
- Stipends & Allowances Board & Working Party

5.6 To represent the Methodist Church in Ireland on other Church bodies

- Annual General Meeting of Christian Aid Ireland
- Annual General Meeting of Christian Aid Britain
- Member of the Irish Council of Churches
- Member of the Irish Council of Churches Executive
- Joint Management Committee of the Irish Council of Churches
- Trustee of the Inter Church Centre
- Member of the Irish Inter Church Meeting
- Member of the Irish Inter Church Committee (five meetings)
- CTBI Senior Leaders' Forum (meets annually)

5.7 To represent the Methodist Church in Ireland on other Methodist bodies

- Representative to the British Conference.
- Representative on the European Methodist Council (three days once a year)
- Representative to the Conference of European Churches
- Representative on the World Methodist Council Executive (every second year)

5.8 To be Secretary of the Trustees of the Methodist Church in Ireland

- Trustee of the Methodist Church in Ireland
- Secretary of the Annual General Meeting and the General Trustees Meeting
- Secretary of the Standing Committee and Governance Committee
- Responsible for all correspondence relating to Trustees' business
- Responsible for sealing and signing all leases, documents, contracts of sale etc. on behalf of the Trustees in connection with sales, purchases, letting etc. of Connexional property
- Oversee the central payment of stipends, salaries and allowances
- Oversee the operation of the Comprehensive Assessment and Gift Aid Schemes
- Signatory on the majority of cheques issued by the Trustees
- Approve payments by cheques and electronic banking

5.9 To be Registrar of Deeds and Documents

- Responsible for the custody of Connexional (Title) Deeds and Documents and the Connexional seal
- Responsible for the issuing of (Title) Deeds to Circuit Superintendents and solicitors when requested and the follow up procedure to ensure their safe return
- Responsible for the issuing of certificates of Title Deeds held to Circuit Superintendents for Circuit Commissions
- Responsible for ensuring that the filing of Title Deeds and Documents is properly maintained, that all correspondence relating to each Trust is checked, collated and sorted; and a procedure in place to ensure the regular check up on documents removed from the Connexional safe

Appendix B

The Nomination Process for The Chair and Ordinary Members of the Governing Board

Introduction

Conference is the governing body of the Methodist Church in Ireland (MCI). However, all necessary authority for the day to day governance, oversight and leadership of the MCI is delegated by conference to the Governing Board. The Governing Board will also act as the Charitable Trustees for the MCI

Summary of the composition and Terms of Office of the Governing Board

The revised Governing Board will comprise the following automatic appointments

1. President
2. President Designate
3. Ex-President
4. Lay Leader
5. Secretary of Conference/Chief Executive
6. Chair of the Standing committee of the Statutory Trustees

An independent chairperson will be appointed.

In addition, there will be eight ordinary members, three of whom will be ministers of the church and five of whom will be lay members of the church. This disparity in numbers is in order to preserve overall equality between ministerial and lay membership.

The Secretary of Conference will act as the convenor and secretary of the Governing Board.

The Governing Board will meet approximately eight times per year. Meetings will typically last for one day.

Terms of Office

The chairperson and the ordinary members of the committee will be appointed for a period of three years with one possible extension of two years. After this period no person may serve on the Governing Board for a further three years. Staggered terms may be necessary in the initial years in order to maintain continuity and preserve institutional knowledge

Duties

Each person serving on the Governing Board must be prepared to: -

- undertake the governance duties inherent in the role of the Governing Board and set out in the Manual of Laws of the MCI.
- Accept the legal obligations that accompany the role of a charitable trustee of the MCI
- Undertake to attend a minimum of 80% of the scheduled meetings of the Committee over the course of his/her three-year appointment.
- Attend at appropriate training events where necessary.

Nomination and Election Process

The Chairperson will be selected by a Governance Board Nominations working group, appointed by Conference. The nomination will be placed before Conference for its approval.

The Ordinary members will be elected by Conference from a panel of nominees proposed by the Governance Board Nominations working group. The following process shall apply.

1. Conference will appoint a GB Nominations working group annually to oversee the process and to draw up a panel of nominees for the consideration of Conference.

The GB Nominations working group will consist of the following

- a. One lay person from each district, nominated by the District Advisory Committee.
- b. One minister from each district, nominated by the District Advisory Committee.

The Secretary of Conference will act as convenor of the nominations working group but will not be a voting member.

Additional members may be co-opted to the working group where it believes relevant skill sets are required.

2. The GB nominations working group will propose the following to Conference in year one
 - a. A Chairperson
 - b. For Ordinary Members, a panel of ministerial names for consideration plus a panel of lay names.
3. Subsequent to year one the nominations working group shall present enough nominees to Conference to offer a choice and to fill the vacancies that arise in any given year.
4. Nominations for any Governing Board position will not be accepted from the floor of Conference.

Seeking Nominations

- The nominations working group will publish a request for Expressions of Interest, together with a role specification (See below), six months in advance of Conference.
- Individuals must submit Expressions of Interest personally. However, Districts or Circuits who believe that they have either a minister or a lay person who possess enough of the required personal attributes, skill sets and experience, and who would be willing to have their name put forward, will be encouraged to approach that person and suggest that they consider submitting an expression of Interest.
- The GB nomination working group will assess all expressions of interest against the agreed criteria and compile a panel of nominees for presentation to Conference along with a short biography of each candidate.

Responsibilities and Commitment, Personal Attributes, Skill and Experience required by Governing Board members

It is important that the Governing Board possess an adequate mix of the skill sets and experience required to undertake the governance of the MCI and to be prepared to devote adequate time to their role. Accordingly, nominees for Governing Board membership are expected to possess all the following personal attributes and some or all of the skills and experience required. It is recognised that the skill sets possessed by prospective ministerial members may differ from those possessed by prospective lay members and due regard will be given to this in the selection process.

Commitment Level

Each person serving on the Governing Board must be prepared to: -

- undertake the governance duties inherent in the role of the Governing Board and set out in the Manual of Laws of the MCI.
- Accept the legal obligations that accompany the role of a charitable trustee of the MCI
- Undertake to attend a minimum of 80% of the scheduled meetings of the Committee over the course of his/her three-year appointment.
- Attend at appropriate training events where necessary.

Personal Attributes

- Be members of the MCI for at least five years
- Have an understanding and an appreciation of the history and ethos of the MCI
- Have an understanding and appreciation of the organisation and activities of the MCI.
- Possess an appreciation that central role of the MCI is the pursuit of its mission to bring the word of Jesus Christ to the Irish people.
- Possess an understanding of the responsibility's incumbent on a director and charitable trustee and a willingness to undertake these responsibilities
- Be committed to devoting the necessary time and energy to the role of Governing Board member for a period of three years.
- Active participation – possess the ability and desire to actively prepare for each meeting and to contribute to the business and discussions of the Committee,

Relevant Skill Sets:

- Strategic Expertise – The ability to understand and review the strategy of MCI
- Legal expertise – possess an understanding of the laws governing organisations in general and the MCI in particular.
- Risk Management – have experience in understanding and managing risk.
- Change management – have experience in managing or guiding organisations through a period of change and development.
- Human Resource Management – an understanding of the laws and issues around the management and care of all those working within MCI
- Financial management – possess an understanding of the financial aspects of good governance in general and financial reports in particular.
- Active Discernment – possess an ability and appreciation of the need to actively seek to discern the will of God for the MCI and to apply that in contributing to the work of the Governing Board.
- The ability and willingness to hold others to account; listening, probing, challenging and supporting as required.
- Decision making – The ability to examine and understand complex matters and to make difficult decisions when required.

Experience

- Church development and organisation – have experience and knowledge of the work of the MCI on the ground.
- Prior participation on a senior board of an organisation
- Team work – have experience in working as part of a senior team

APPENDIX C

Typical Agenda Items for Governing Board Consideration

Note: Due consideration of all of the following will be required on a regular basis but not all of them will be discussed in detail at every meeting

1. Minutes of last meeting and matters arising
2. Matters arising from last Conference
3. Policy and strategy – review and implementation planning
4. Connexional team Reports
5. Finance and Budget review ... major issues and financial updates.
6. Risk assessment review - quarterly.
7. Property and investment proposals
8. Board of Ministry Learning and Development Reports
9. Charity Registration process and on-going reporting
10. Departmental reviews.
11. Committees, Boards and Working Groups. (review of operational parameters, membership and consideration of reports)
12. Policy and procedure development for all areas.
13. Child and vulnerable adults – policy review and matters arising
15. Review of general administrative affairs (Internal systems, HR, IT, GDPR, H&S etc.)
16. Matters for consideration by future Conferences
16. Conference planning and preparation
17. Communications policy (Internal and external)
18. Inter-Church affairs
19. A. O. B.

APPENDIX D
BUDGET PROCESS UNDER NEW GOVERNANCE PROPOSALS
Commencement Date June 2021 for 2022 budget

The following is a brief outline of the proposed budgeting process which will require the engagement of all areas of the Church from Circuits/Societies to departments and Boards. The process will take place in the context of parameters and guidelines set down by the Governing Board and will utilise pro-forma forms and processes designed by the Finance Department. Assistance will be available to Circuits/Societies from the finance Dept. where required.

Step	Task	Who	Month
1	Budget Holders (E.g. Property Board, Departments etc.) submit draft budgets and reports through Finance Dept. to Sec of Conference/Chief Exec. Discussions held with budget holders where necessary	Budget Holders Secretary of Conference C.F.O.	Jun/Sept
2	Societies/Circuits submit draft budgets reports through District Superintendents. Budgets are examined and discussions held. Initial feedback given to Societies/Circuits	District Superintendents, Home Mission, Connexional team	Jun/Sept
3	All budgets submitted to CFO for review and consolidation	CFO	Early October
4	Connexional Budget Working Group reviews all budgets for alignment with strategy, coherence and compliance with framework and parameters laid down by Governing board. Adjustments and amendments agreed	Connexional Budget WG	Mid-October
5	Budget Holders, including Connexional Team, review and confirm final budget for presentation to Governing Board	All Depts. Funds. Budget Holders. Connexional Team.	End of October
6	Budget submitted to Audit, Risk and Budget Sub-committee of Governing Board for review. Budget recommended to Governing Board	Audit, Risk and Budget committee	Early November
7	Final review and adoption of budget. (Progress against budget will then be reviewed on a regular basis)	Governing Board	Late November

Notes:

1. Societies/Circuits will have foreknowledge of their Comprehensive Assessment for the following year in April/May and will feed that into their budget reports. It is envisaged that indicative CAs will be set for a number of years ahead giving more certainty to Circuits.
2. All budget Stakeholders should have provisional approval of their budgets for the following year by the end of Step 4 (mid-October).

APPENDIX E: BUDGET RESPONSIBILITY and LIMITS OF SIGNING AUTHORITY RE EXPENDITURE

NB: In all cases two signatures will be required for expenditure in excess of £10k. The limits below indicate the levels, within agreed budgets, where a budget holder can initiate spending. In practice all major spending will be reviewed by the Secretary of Conference and/or the Governing Board

Role (GB, SoC and direct reports only)	Level of responsibility	Specific Department Budget Areas for which this person is a budget holder	Maximum Approval Authority for processing individual transactions
Governance Board	approval of budget framework and detailed budgets for connexion	none	N/A
Secretary of Conference and Chief Executive	All budgets are within appropriate framework and approved by Governance Board Reviews all budgets from direct reports Reviews and feeds in Home Mission, WDR, WMP, MMSI	Secretary of Conference office (which includes sundry sub committees) and Contingency fund, Safeguarding CSR, Faith & Order. Other support functions	100k
Chief Financial Officer	Lead on preparation of framework and define budget setting process and systems in line with overall timeframe for Governance Board approval. Support budget holders with delegated authority to produce appropriate budgets which contribute to strategy and are supported by an appropriate action plan (with KPIs if applicable) Ensures that an appropriate finance department budget is in place Review and approve budgets for various other funds Consolidates Mission budgets	Finance Department - includes finance system assets, investment income and service delivery income including gift aid and accounting services Review and approval function for Children’s Fund, Medical Fund, Child Care Society, Other trusts and Properties, Pension Scheme deficit and costs, IMMRF, MWI, Ardfallen Sheltered Housing,	£100k
Operations Manager	Ensures appropriate budgets set for the following areas: Human Resources (including training and maternity leave funds) IT - including budgeting for capital replacement costs, network development, anti-virus, IT support in line with connexional policies Communications Conference Health & Safety (at policy and connexional office level - including employers, public and trustee liability insurances)	Human Resources (including training and maternity leave funds) IT - including budgeting for capital replacement costs, network development, anti-virus, IT support in line with connexional policies Communications Health & Safety (at policy and connexional office level - including employers, public and trustee liability insurances)	10k

Role (GB, SoC and direct reports only)	Level of responsibility	Specific Department Budget Areas for which this person is a budget holder	Maximum Approval Authority for processing individual transactions
Estates Manager	Ensures appropriate budgets set for the following areas: Edgehill House Property development and maintenance including insurance	Edgehill House Property development and maintenance across the connexion, including insurance (With Property Board)	£10k for current expenditure. And £30k for capital projects
District Superintendent x3	Ensures budget processes are followed and appropriate budgets are in place for each circuit (and society if appropriate) which contribute to progress towards the overall strategy of MCI (with the assistance of the CFO and finance team as appropriate) Ensures appropriate budgets set for their own department	District Superintendent support Review and approval function for Circuit level plans and budgets) Review and approval for Surf Project, Chaplaincy, Well.com mission projects, Home Mission grants, Property related grants (with Property Brd)	£20k
IMYC Team Leader	Ensures appropriate budgets for engaging with Youth and Children across the connexion	Operations of the IMYC Dept. including programs, staff training, resources provision etc.	£10k
Principal of Edgehill Theological College	Ensures appropriate budgets for Edgehill Theological College are in place based on numbers of applicants Reviews and feeds in General Education Fund and Candidates Grant Fund	Edgehill Theological College	£10k
Director of Ministry	Ensures appropriate budgets for Training and development of ministers are in place	Ministry Development department	£10k

APPENDIX F
Organisation and Reporting Structures
of the
Methodist Church In Ireland

