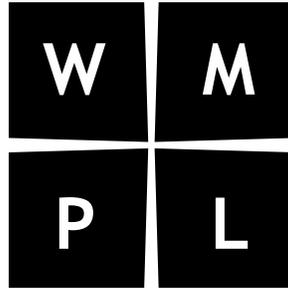




# World Mission Prayer League



## Governance Policy Manual

Approved by the Board  
February 17, 2020

Revised  
July 21, 2020<sup>i</sup>

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October 10, 2020<sup>ii</sup>

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## POLICY GOVERNANCE - BASIC PRINCIPLES AND RATIONALE

(excerpted and modified from Carver Guides)

- ✦ **The Board will define and delegate rather than react and ratify.** Rather than the Executive Director bringing before the Board plans that need approval, he or she instead will bring to the Board reports of the accomplishment of board-approved Ends within the limitations set by the Board. Having board policies in place ahead of time allows staff to know if their plan is approvable. Staff, therefore, will not require the Board’s approval for their plans, but their plans and actions will be evaluated based on their compliance with the Board’s Ends and limitations policies.
- ✦ **Determining WMPL’s [Ends](#) is the pivotal duty of the Board. And this duty will require committed learning.** Focusing on Ends ensures that the Board tackles the difficult questions regarding “what good is to be done for whom and at what cost.” The Board cannot forget these questions, even for one meeting. By learning about and prayerfully discussing things like prayer, frontier missions, and the changing nature of the global church, the Board will gain new insights into what our proper Ends should be at this critical juncture in our history. The Board will have to commit itself to “becoming more of a think tank for vision than a reviewer of staff decisions and activities.” This means turning your attention away from personnel issues and programs, and “refocusing on the reasons for which the organization exists at all.” Ends are about what we believe God wants WMPL to accomplish, or perhaps better said, what we believe God wants to accomplish through WMPL. It is important to understand what Ends are and how they differ from means, goals and objectives. Organizations have goals and objectives about both ends and means. For policy governance “an issue is an Ends issue if — and only if — it directly describes what good, for whom, and at what cost.” (This last matter of “at what cost” will undoubtedly look different for WMPL.) It’s important and helpful to remember this: “Ends language is never about what the organization will be doing; it is always about what will be different for others.”
- ✦ **The Board should formulate policy by determining the broadest values before progressing inward to more narrow ones.** The Board will establish policies in the four interdependent areas listed on page 2 of this document: [Ends](#), [Executive Director Limitations](#), [Board-Staff Linkages](#), and [Governance Process](#). These are the four First Level policies. Within each of these First Level policies, Second Level, Third Level, and Fourth Level policies will be developed, each level (or “depth”) having greater detail or specificity. The Board establishes control over larger issues in the four major categories (Level 1) and decides how much further detail it wants to establish in policy levels 2, 3 and 4. Within our policy document outline, First Level policies are indicated with one numeral (1.), Second Level policies with two numerals (1.1.), Third Level policies with three numerals (1.1.1.) and Fourth Level policies with four numerals (1.1.1.1.).



## **POLICY CATEGORY DESCRIPTIONS**

### **ENDS**

*What WMPL will accomplish, for whom, and at what priority*

Organizational products, effects, benefits, outcomes, recipients, and their cost or relative worth. What good for which recipients at what cost. The Board defines which consumer results are to be achieved, for whom, and at what cost. Written with a long-term perspective, these mission-related policies embody most of the Board's part of long-range planning.

### **EXECUTIVE DIRECTOR LIMITATIONS**

*What boundaries are placed on the authority of the Executive Director*

Constraints on executive authority that establish the prudence and ethics boundaries within which all executive activity and decisions must take place. The Board establishes the boundaries of acceptability within which staff methods and activities can responsibly be left to staff. These limiting policies, therefore, apply to staff means rather than to Ends.

### **BOARD-STAFF LINKAGES**

*How the Board of Directors delegates authority and monitors performance*

How power is delegated and its proper use monitored; i.e. authority and accountability of the Executive Director role. The Board clarifies the manner in which it delegates authority to staff as well as how it evaluates staff performance on provisions of the Ends and Executive Director Limitation policies.

### **GOVERNANCE PROCESS**

*How the Board does its job*

Specification of how the Board conceives, carries out, and monitors its own tasks. The Board determines its philosophy, its accountability, and the specifics of its own job.

## Governance Policies

### 1. ENDS

God is glorified and all people participate in His Kingdom

#### **1.1. Believers and communities of believers in the Americas and elsewhere live out their roles in the great commission.**

- 1.1.1. They pray for the advance of God's Kingdom, particularly among those least reached.
- 1.1.2. They pray that God would send workers to the harvest.
- 1.1.3. They live a commissioned life.
- 1.1.4. They participate in God's global mission according to their calling.

#### **1.2. Populations with limited or no access to the Gospel experience the love of Christ.**

- 1.2.1. They are prayed for by Christians sent to live and serve among them and by Christians globally.
- 1.2.2. They are loved and served in a way that reflects the love of Christ.
- 1.2.3. They form relationships with followers of Jesus Christ.
- 1.2.4. They hear the Law and Gospel and have the opportunity to repent and receive salvation.
- 1.2.5. They form self-sustaining, disciple-making communities of faith, wherein they regularly receive the means of grace.

#### **1.3. Majority World partner churches are equal and respected collaborators in mission.**

- 1.3.1. They pray for the advance of God's Kingdom.
- 1.3.2. They share the Law and Gospel within their cultures and beyond.
- 1.3.3. They serve their communities as a testimony of the love of Christ.
- 1.3.4. They establish their own ways of calling, equipping and organizing servant leaders.



## 2. EXECUTIVE DIRECTOR LIMITATIONS

The ED shall not cause or allow any organizational activity or circumstance that is imprudent, unethical, contrary to biblical teaching as understood in the Lutheran Confessions, or contrary to the established values and principles of the World Mission Prayer League.

### 2.1. Organizational Structure and Culture

The ED shall not fail to maintain organizational structures nor fail to nurture an organizational culture that embraces the values of the World Mission Prayer League.

#### 2.1.1. Dependence on God

2.1.1.1. The ED shall not fail to encourage and exercise full dependence on God in all matters of discerning, strategizing, and resourcing the work of the organization, facilitating and utilizing prayer as our “working method.”

#### 2.1.2. Treatment of People

2.1.2.1. The ED shall not fail to acknowledge the value and dignity of all people, and their need for the saving work of Jesus Christ.

2.1.2.2. The ED may not cause or allow persons to be disrespected or dishonored by WMPL personnel, volunteers, or other participants.

2.1.2.3. The ED shall not fail to encourage believers to follow their Spirit-led calling, and to affirm the spiritual unity of all those who participate in the endeavors of the organization.

#### 2.1.3. Community

2.1.3.1. The ED shall not structure the work of the organization apart from values that contribute to a healthy and godly community, nor do so in a way that counters the same. These values include mutual encouragement, equitability, authenticity, accountability, and transparency.

2.1.3.2. The ED shall not fail to facilitate genuine Christian fellowship and interdependence between personnel, praying partners, and other participants in the organization.

#### 2.1.4. Commissioned Living

2.1.4.1. The ED shall not fail to encourage and facilitate a simple approach to life and work, as well as the practice of sharing resources and burdens, in a manner that enables personnel and other participants in the organization to focus their lives and resources on Christ’s Great Commission.



#### 2.1.5. Responsive Organization

2.1.5.1. The ED shall not fail to have a clear organizational structure that facilitates open and collaborative communication and decision making at all levels.

2.1.5.2. The ED shall not fail to ensure that the opinions of those affected by decisions are heard and that authority and responsibility are delegated appropriately.

#### 2.1.6. Doctrinal Integrity

2.1.6.1. Though being free and encouraged to cooperate and partner with other Christian bodies and agencies, the ED shall not allow the teaching or promoting of doctrinal positions contrary to the Lutheran Confessions.

### **2.2.Organizational Constituency**

The ED shall not fail to keep WMPL constituents informed of and challenged to participate in God's global mission.

2.2.1. The ED shall not fail to encourage the participation of individuals and congregations from a variety of Lutheran bodies, as well as like-minded believers around the globe, lay and ordained, male and female, multi-generational and multi-ethnic.

2.2.2. *[The question of "membership." Who ARE the "constituents" of WMPL? Who are the constitutional "voters?"]*

2.2.3. The ED shall not neglect to keep the organization's constituency informed through monthly updates and other periodic and frequent communication.

### **2.3.Personnel**

Working within the principles and practices of WMPL, with respect to treatment of its personnel, the ED shall not fail to ensure a fair, dignified, effective, and safe work environment.

2.3.1. The ED shall not allow the organization to operate without written policies covering such things as candidacy, compensation and benefits, privileges and expectations, and hiring and dismissal.

2.3.2. The ED shall not allow candidates for service with the organization to be considered and accepted without following established and standardized procedures for receiving, considering, and approving their applications.

2.3.3. The ED shall not allow personnel to be assigned or reassigned to positions of service without following established and standardized procedures for receiving and considering their applications, and for determining the placement and terms of their service.

- 2.3.4. The ED shall not allow personnel to serve without having clearly established “supervising teams” that are able to provide necessary guidance, accountability, policy implementation, strategizing, mutual support, and fellowship.
- 2.3.5. The ED shall not allow monthly allowances for personnel to vary based upon position, gender, ethnicity, nationality, education, or years of service, making no distinction between callings, but regarding each as equally valid before the Lord and requiring the same response of trust and sacrificial obedience.
- 2.3.6. The ED shall not allow personnel to operate outside of limitations established by the conflict of interest policy as found in the Governance Process policies (see section 4).

## **2.4.Global Operations**

The ED shall not fail to ensure that global personnel, supervising teams and ministry partners are appropriately informed, prepared and equipped to carry out their calling in God’s global mission.

- 2.4.1. The ED shall not neglect to encourage global personnel of the organization to make their “home” among the people they serve, participate in their local ministry community, keep our broader fellowship informed, and remain duly accountable in matters of safety and security.
- 2.4.2. The ED shall not fail to promote cultural sensitivity and intercultural training amongst personnel and global ministry partners.
- 2.4.3. The ED shall not fail to support developing local leadership as soon as it is feasible, with the understanding that the presence and contributions of our global personnel are ideally empowering and temporary.
- 2.4.4. The ED shall not partner internationally with church bodies, other agencies, or independent supervising teams without establishing a memorandum of understanding that defines the parameters and expectations of the partnership.
- 2.4.5. The ED shall not fail to protect the organization from an unacceptable degree of risk or danger or its personnel from significant harm or trauma.

## **2.5.Use of Funds**

With respect to the actual, ongoing financial condition and activities of WMPL, the ED shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from board priorities established in Ends policies.

### **2.5.1. Philosophical Guidelines**

The ED shall not allow finances to be received, acknowledged, and dispersed in a manner inconsistent with our spiritual values and commitments.



- 2.5.1.1. The ED shall not consider perceived needed funding, new initiatives requiring funding, or major expenditures of funds without having members and/or workers pray accordingly.
- 2.5.1.2. The ED shall not fail to acknowledge and encourage dependence on God in all material and financial needs.
- 2.5.1.3. The ED shall not allow direct solicitation of funds by WMPL workers.
- 2.5.1.4. The ED shall not fail to provide guidelines for WMPL workers to communicate their financial needs.
- 2.5.1.5. The ED shall not fail to encourage financial stewardship as part of commissioned living.
- 2.5.1.6. The ED shall not allow indebtedness on the part of the organization.
- 2.5.1.7. The ED shall not allow workers of the organization to incur or maintain debt that is dependent on their monthly allowances.
- 2.5.1.8. The ED shall not allow a budget to limit the vision or curtail the activities of the organization or its workers.
- 2.5.1.9. The ED shall not fail to encourage WMPL workers to practice simplicity in their life and work, and employ resources as carefully and effectively as possible.

#### 2.5.2. Internal Controls

The ED shall not operate the organization without close consideration to best practices as promoted by the ECFA and financial reporting in accordance with GAAP.

- 2.5.2.1. The ED shall not fail to comply with a written accounting policies and procedures manual that provides:
  - (i) Appropriate protection against conflict of interest
  - (ii) A stringent method of assuring the balance of long-term quality and cost
- 2.5.2.2. The ED shall not fail to monitor the financial condition of the organization using monthly financial statements including:
  - (i) balance sheet or statement of financial position
  - (ii) An income and expenditure statement or statement of activity
  - (iii) A quarterly forecast of cash flows
- 2.5.2.3. The ED shall not fail to have the accounts audited annually by a Certified Public Accountant and make the Audited Financial Reports available to our entire community or anyone else that has a reason to request them.

2.5.2.4. The ED shall not fail to ensure that management and financial controls are in place to provide reasonable assurance that all resources are used (nationally and internationally) in conformity with applicable federal and state laws and regulations to accomplish the exempt purposes for which they are intended.

### 2.5.3. Fiscal Security

With respect to the actual, ongoing financial conditions and activities, the ED shall not fail to use due diligence in seeing to matters of financial management.

2.5.3.1. The ED shall not expend more funds in the current period than received in the fiscal year to date or carried over from previous years, unless the debt guideline (point 2.5.3.2. below) is met.

2.5.3.2. The ED shall not indebt the organization in an amount greater than can be repaid by certain, otherwise unencumbered, revenues within sixty days.

2.5.3.3. The ED shall not fail to maintain cash resources sufficient to meet obligations when due.

2.5.3.4. The ED shall not allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.

### 2.5.4. Accountability of Receipts and Expenditures

With respect to the actual, ongoing financial conditions and activities, the ED shall not cause or allow material deviation of actual expenditures from board priorities established in Ends policies.

2.5.4.1. The ED shall not use any board-designated net assets in a manner that is inconsistent with the designation.

2.5.4.2. The ED shall not use estate funds in a manner that is inconsistent with directives established by the Board.

2.5.4.3. The ED shall not receive, process, or disburse funds under controls that are insufficient to meet the board-appointed auditor's standards.

2.5.4.4. The ED shall not fail to acknowledge the receipt of every gift.

2.5.4.5. The ED shall not fail to allow for the designation of gifts by the donor and to make reasonable efforts to honor those designations.

2.5.4.6. The ED shall not fail to provide an up to date list of funds for which monies may be received.

2.5.4.7. The ED shall not allow transfers of program or grant funds to other purposes in amounts greater than can be restored to a condition of discrete program or grant accounting within a period of thirty days.

2.5.4.8. The ED shall not fail to settle payroll and accounts payable in a timely manner.



2.5.4.9. The ED shall not acquire, encumber (borrow against), or dispose of real estate, buildings, or mineral rights without specific board approval.

#### 2.5.5. Asset protection

“We believe all good things come from above” (James 1:17). Our time and energies, bodies and abilities, and material and organizational resources belong to God. They are not our own. We are only their stewards.

In the spirit of this concept of stewardship the ED shall not hold on to resources tightly in anticipation of eventualities that may never come, expend resources grudgingly in the service of the kingdom, expend resources foolishly, nor allow assets to be unprotected, inadequately maintained or unnecessarily risked.

2.5.5.1. The ED shall not fail to insure against theft and casualty losses to at least 80 percent of replacement value and against liability losses to board members, staff and the organization itself in an amount greater than the average for comparable organizations.

2.5.5.2. The ED shall not allow non-bonded or unauthorized personnel access to material amounts of funds.

2.5.5.3. The ED shall not subject plant and equipment to improper wear and tear or insufficient maintenance.

2.5.5.4. The ED shall not fail to make every effort to protect the organization, its Board, or its staff from claims of liability.

2.5.5.5. The ED shall not fail to protect intellectual property, information and files, including electronic data, from loss or significant damage.

2.5.5.6. The ED shall not invest or hold operating capital in insecure instruments, including uninsured checking accounts and bonds of less than AA rating, or in non-interest bearing accounts except when necessary to facilitate ease in operational transactions.

2.5.5.7. The ED shall not fail to establish and convene regularly a Financial Advisory Committee comprised of key staff, board representatives, and knowledgeable advisors, to provide guidance for the management of investments and banking arrangements.

2.5.5.8. The ED shall not fail to treat all assets as the property of WMPL unless otherwise explicitly required by a donor.

2.5.5.9. The ED shall not dispose of any asset wherein normally prudent protection has not been given against conflict of interest, or without having obtained comparative prices and quality.

2.5.5.10. The ED shall not use income from the sale of assets for any purpose that is not about achieving the Ends set by the Board.

## **2.6. Communication and Support to the Board**

The ED shall not permit the Board to be uninformed or unsupported in its work.

2.6.1. The ED shall not fail to report about staff and mission fields to the Board at each board meeting.

2.6.2. The ED shall not neglect to submit monitoring data required by the Board in a timely, accurate, and understandable fashion, directly addressing provisions of board policies being monitored.

2.6.3. The ED shall not let the Board be unaware of relevant trends, anticipated adverse media coverage, and material external and internal changes, particularly changes in the assumptions upon which any board policy has previously been established.

2.6.4. The ED shall not fail to advise the Board if, in the ED's opinion, the Board is not in compliance with its own policies of Governance Process and Board-Staff Linkages, particularly in the case of board behavior that is detrimental to the work relationship between the Board and the ED or other staff.

2.6.5. The ED shall not fail to marshal for the Board as many staff and external points of view, issues, and options as needed for fully-informed board choices.

2.6.6. The ED shall not present information in an unnecessarily complex or lengthy form.

2.6.7. The ED shall not fail to provide a mechanism for official board, officer, or committee communications.

2.6.8. The ED shall not fail to deal with the Board as a whole except when: a) fulfilling individual requests for information or b) responding to officers or committees duly charged by the Board.

2.6.9. The ED shall not fail to report in a timely manner an actual or anticipated noncompliance with any policy of the Board.

2.6.10. The ED shall not fail to advise the Board when there are organizational structures, policies or practices that impede or hinder progress toward the organizational Ends.

## **2.7. Emergency ED Succession**

In order to protect the Board from sudden loss of ED services, the ED may have no fewer than two other executives familiar with board and ED issues and processes whom the Board may appoint as interim ED.

### 3. BOARD-STAFF LINKAGES POLICIES

For organizational clarity the Board will communicate decisions and policies and exercise authority solely through the Executive Director unless specifically stated in board policies or by board action. Additionally, the Board will relate and listen to the staff not only through the representation offered by the Executive Director but also by other direct means. Through doing so the Board seeks God’s guidance for their leadership.

#### 3.1. Unity of Control

Only decisions of the Board acting as a body are binding on the Executive Director and WMPL.

- 3.1.1. Decisions or instructions of individual board members, officers, or committees are not binding on the Executive Director or WMPL except in rare instances when the Board has specifically authorized such exercise of authority.
- 3.1.2. In the case of board members or committees requesting information or assistance without board authorization, the Executive Director can refuse such requests that require, in his or her opinion, a material amount of staff time or funds, or are disruptive.

#### 3.2. Relating and Listening to Staff

The Board will make specific provisions in its program of work to create opportunities for relating and listening to staff.

##### 3.2.1. Facilitating Relationships and Communications with Staff

To facilitate communication and understanding between the Board and WMPL staff the Board will find opportunities to engage meaningfully and graciously with all staff members, regardless of position. Board members will be careful to listen to staff members, seeking to understand their stories and callings, and encouraging them to express whatever ideas or concerns they might have, while taking into consideration that addressing their concerns through binding decisions can come only through the action of the entire Board.

To provide avenues of communication the Board will:

- 3.2.1.1. Open at least part of each regular board meeting to all staff so they can listen and contribute to the discussion.
- 3.2.1.2. Encourage board members to participate in public events of WMPL such as prayer gatherings, “challenge nights,” “family camps,” and the like.
- 3.2.1.3. Review occasional personnel surveys that gather staff input.
- 3.2.1.4. Encourage board members to visit the home office on occasion.
- 3.2.1.5. Encourage board members to visit global workers and partners.

### 3.2.2. “Whistle-blower” Policy

The support of all staff members is necessary to achieving compliance with various laws and regulations.

3.2.2.1. If any staff member reasonably believes that some policy, practice, or activity of the World Mission Prayer League is in violation of law, he or she may file a written complaint with the Executive Director and/or the Chairperson of the Board of Directors.

3.2.2.2. The World Mission Prayer League will not retaliate against a staff member who discloses or threatens to disclose to a supervisor or a public body any activity, policy, or practice of the World Mission Prayer League that the staff member reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate or public policy.

3.2.2.3. A staff member is protected from retaliation only if he or she brings the alleged unlawful activity, policy, or practice to the attention of the Executive Director and/or board chairperson and provides him/her with a reasonable opportunity to investigate and correct the alleged unlawful activity, while refraining from disclosing the allegation publicly.

### **3.3.Accountability of the Executive Director**

The Executive Director is the Board’s only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the Executive Director.

3.3.1. The Board will never give instructions to persons who report directly or indirectly to the Executive Director.

3.3.2. The Board will not evaluate, either formally or informally, any staff other than the Executive Director.

3.3.3. The Executive Director is accountable for the whole organization’s accomplishment of board-stated Ends and avoidance of means prohibited by the Board.

### **3.4.Delegation to the Executive Director**

The Board will instruct the Executive Director through written policies that specify the organizational Ends to be achieved and describe the organizational situations and actions to be avoided, allowing the Executive Director to use any reasonable interpretation of these policies.

3.4.1. The Board will develop policies instructing the Executive Director to achieve certain results, for certain recipients, with resources God provides in response to

prayer. These policies will be developed systematically from the broadest, most general level to more defined levels and will be called Ends policies.

3.4.2. The Board will develop policies that limit the latitude the Executive Director may exercise in choosing the organizational means. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive Director Limitations policies.

3.4.3. As long as the Executive Director uses any reasonable interpretation of the Board's Ends and Executive Limitations policies, the Executive Director is authorized to establish all further policies, make all decisions, take all actions, establish all practices, and develop all activities.

3.4.4. The Board may change its Ends and Executive Director Limitations policies, thereby shifting the boundary between board and Executive Director control. By doing so, the Board changes the latitude of choice given to the Executive Director. But as long as any particular delegation is in place, the Board will respect and support the Executive Director's choices.

### **3.5. Monitoring Organizational Health and Performance**

Monitoring of Organizational Health and Performance will be equivalent to monitoring Executive Director efficiency and effectiveness. Organizational health and performance will be systematically and regularly monitored solely against accomplishment of board policies on Ends and compliance with board policies on Executive Director Limitations.

3.5.1. Monitoring is simply to determine the degree to which board policies are being met. Data that do not do this will not be considered to be monitoring data.

3.5.2. The Board will acquire monitoring data by one or more of three methods:

- (i) by internal report, in which the Executive Director discloses compliance information to the Board,
- (ii) by external report, in which an external, disinterested third party selected by the Board assesses compliance with board policies, and
- (iii) by direct board inspection, in which a designated member or members of the Board assess compliance with the appropriate policy criteria.

3.5.3. In every case, the standard for compliance shall be any reasonable interpretation by the Executive Director of the board policy being monitored.

3.5.4. All policies that instruct the Executive Director will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule (see [Appendix A – Monitoring Schedule](#) at the end of this document).

## 4. GOVERNANCE PROCESS

The purpose of the Board, as a steward of God and as part of His Church, and on behalf of the praying constituency of the World Mission Prayer League, is to see to it that the World Mission Prayer League holds to its values, accomplishes its Ends, and avoids unacceptable actions and situations.

### 4.1. Governing Style

The Board will govern with an emphasis on (1) outward vision rather than internal preoccupation, being committed to seeking God's direction and his heart; (2) encouragement of multiple viewpoints; (3) strategic leadership more than administrative detail; (4) clear distinction of Board and Executive Director roles; (5) collective rather than individual decisions; (6) future rather than past or present, aiming to be visionary/prophetic; and (7) pro-activity rather than reactivity.

4.1.1. The Board will cultivate a sense of group responsibility for its shared ministry under the authority of our Lord Jesus. The Board, not the staff, will be responsible for excellence in governing. The Board will be the initiator of policy, not merely a reactor to staff initiatives. The Board will elect its own officers according to constitutional requirements. The Board will use the expertise of individual members to enhance the ability of the Board as a governing body. The Board may appoint associate members for a defined term of service because of special knowledge or experience judged to be useful. The Board will not allow the actions of any member or group of members to hinder or replace the action or voice of the Board.

4.1.2. The Board will direct, control, and inspire the organization through the careful establishment of broad written policies regarding Ends to be achieved and means to be avoided. The Board's major policy focus will be on the intended long-term effects of the organization and not on the administrative or programmatic means of attaining those effects.

4.1.3. The Board will enforce upon itself whatever discipline is needed to govern with excellence. The Board will govern with a heart to serve, in the model of Christ. Discipline will apply to matters such as attendance, preparation, policy-making principles, respect of roles, and ensuring continuance of governance capability.

4.1.4. The Board will abide by a conflict of interest policy that meets the standards of the Evangelical Council for Financial Accountability, the contents of which are incorporated in [Appendix B – Conflict of Interest Policy](#) at the end of this document.

### 4.2. Board Job Description

The Board will function as the governance link between the organization and the ownership, producing written governing policies that, at the broadest levels, address each category of organizational decision (Ends, Executive Director Limitations, Board-Staff Linkages, Governance Process) in keeping with the Constitution and Bylaws of the

organization. Additionally, the Board will produce assurance of the ED performance in accordance with Ends and Executive Limitations policies. The Board will plan and follow an annual agenda to address its objectives.

The Board and its members will...

- 4.2.1. pray for the life, work, and goals of the World Mission Prayer League, seeking the Lord's guidance in fulfilling its duties.
- 4.2.2. keep abreast of developments in the world and in Christian missions, seeking the will of God for discerning the opportunities and best practices for the World Mission Prayer League.
- 4.2.3. serve as ambassadors for the organization — interpreting and promoting its mission to constituencies and the general public.
- 4.2.4. participate and/or volunteer where possible in the activities of the World Mission Prayer League such as prayer gatherings, camps, and other events; and visit WMPL workers and partners abroad as God provides.
- 4.2.5. continually improve board performance through board education and enriched input and deliberation.
- 4.2.6. appoint the Executive Director of the World Mission Prayer League USA in consultation with the constituency and workers of the organization. In the case of an emergency, the Board will appoint an interim director.
- 4.2.7. review the ED and organizational accomplishment of Ends and strategic plans for the same.
- 4.2.8. be attentive to and work to assure the well-being of the ED and his or her family.
- 4.2.9. review and set levels and structures for worker allowance and benefits in consultation with the ED.
- 4.2.10. monitor the financial condition and activities of the organization and assure compliance with organizational and legal requirements.
- 4.2.11. annually appoint an audit committee that will hire an auditor, oversee the audit process, and present the audit report to the Board for review and approval.
- 4.2.12. attend to consent agenda items as expeditiously as possible.
- 4.2.13. regularly review the Board's governance process and pursue opportunities for improving the same.

### **4.3.Board Chair’s Role**

The Chair assures the integrity and fulfillment of the Board’s process and, secondarily, when necessary, represents the Board to outside parties.

4.3.1. The Chair is to assure that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.

4.3.1.1. Meeting discussion content will be only issues that, according to board policy, clearly belong to the Board to decide, not the ED.

4.3.1.2. Deliberation will be fair, open, and thorough, but also timely, orderly, and to the point.

4.3.1.3. Meeting agendas will be established in consultation with the ED and made available to members, giving time for their reflection and input prior to the meeting.

4.3.2. The authority of the board Chair consists in making decisions that fall within topics covered by board policies on Governance Process and Board-Staff Linkage, except where the Board specifically delegates portions of this authority to others. The Chair is authorized to use any reasonable interpretation of the provisions in these policies.

4.3.2.1. The Chair is empowered to preside over board meetings with all the commonly accepted authority of that position (for example, ruling, recognizing).

4.3.2.2. The Chair has no authority to make decisions regarding the application of Ends and Executive Limitation policies created by the Board. Therefore, the Chair has no authority to supervise or direct the ED.

4.3.2.3. The Chair may represent the Board to outside parties in announcing board-stated positions and in stating chair decisions and interpretations within the area delegated to her or him.

4.3.2.4. The Chair may delegate this authority but remains accountable for its use.

### **4.4.Board Members’ Code of Conduct**

The Board commits itself and its members to ethical, Christ-like, and lawful conduct, including proper use of authority and appropriate decorum when serving as board members.

4.4.1. Members must be committed Christians. On becoming members, they will be asked to commit to WMPL’s Constitution and Mission, Vision and Statement of Faith as described in the Handbook. They must represent consistent loyalty to the interests of the praying constituency. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or staffs.

- 4.4.2. Members must avoid conflict of interest with respect to their fiduciary responsibility.
- 4.4.2.1. There must be no self-dealing or any conduct of private business or personal services between any board member and the organization, except as procedurally controlled to assure openness, competitive opportunity, and equal access to inside information.
- 4.4.2.2. When the Board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall absent herself or himself without comment from not only the vote but also from the deliberation.
- 4.4.2.3. Board members must not use their positions to obtain employment for themselves, family members, or close associates. Should a member desire employment, he or she must first resign.
- 4.4.2.4. Board members will annually disclose their involvements with other organizations, with vendors, or any other associations that have the potential to produce a conflict of interest.
- 4.4.3. Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in board policies.
- 4.4.3.1. Members' interaction with public, press, or other entities must recognize the same limitation and the inability of any board member to speak for the Board except to repeat explicitly-stated board decisions.
- 4.4.3.2. Members will give no consequence or voice to individual judgments of ED or staff performance.
- 4.4.4. Members will respect the confidentiality appropriate to issues of a sensitive nature.
- 4.4.5. Members must maintain high ethical, legal and financial standards.

#### **4.5.Board Committee Principles**

Board committees, when used, will be assigned so as to reinforce the wholeness of the board's job and so as never to interfere with delegation from the Board to ED.

#### **4.6.Cost of Governance**

Because poor governance costs more than learning to govern well, the Board will invest in its governance capacity.

- 4.6.1. Board skills, methods, and supports will be sufficient to assure governing with excellence.
- 4.6.1.1. The Board will use WMPL resources to further its governance capacity, by providing orientation for new members and ongoing training for existing board members.



- (i) These resources include, but are not limited to, The WMPL Handbook, WMPL Core Values, WMPL's Governance Policy, and resources on Policy Governance.
  - (ii) Board members are encouraged to use their own resources to stay abreast of current trends in missions by attending conferences, reading books, participating in webinars and courses, etc.
- 4.6.1.2. Outside monitoring assistance may be arranged as necessary so that the Board can exercise confident control over organizational performance.
- 4.6.1.3. Outreach mechanisms, such as surveys, questionnaires, and focus group discussions, will be used as needed to ensure the Board's ability to hear constituent viewpoints and values.
- 4.6.2. Board expenditures for these items will be decided on a case by case basis by the Chair in consultation with board officers. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability.
- 4.6.3. Travel costs for board members will be on a personal basis and are not reimbursed by the Mission.

## APPENDIX A - MONITORING SCHEDULE

*(to be yet developed in line with approved policies)*

Number	Policy	Method	Frequency	Content
1	Ends	Internal	Each End consecutively and annually.	Highlight report of major achievements and variations from Strategic Plan in progressing the Board's Ends policies.
		Internal	Annually - next year	Summary Strategic Plan for next year structured according to Ends. Key changes planned for next year.
1 & 2	Achievement of Ends & Limitations Compliance	Direct	Annually	Executive Director Evaluation accomplished through direct board inspection of Ends achievements and policy compliance.
2.1	Treatment of People	Internal	Annually	Checklist highlighting key evidence for compliance. List of strengths and weaknesses in effort to comply, and of any non-compliance and proposed actions to correct.
2.1	Treatment of People	Internal	Annually ???	Staff survey ???
2.2	Use of Funds	Internal	Quarterly	Internally produced financial statements.
2.2	Use of Funds	External	Annually	External Audit of Financial Statements.
2.2	Use of Funds	Internal	Quarterly	Checklist highlighting key evidence of compliance. List of non-compliance and proposed actions to correct.



2.4	Asset Protection	Internal	Quarterly	Checklist highlighting key evidence of compliance. List of non-compliance and proposed actions to correct.
2.5	Management Style and Culture This requires definition	Internal	Quarterly	Narrative reports from Executive Director, Regional Directors, and selected Team Leaders.
2.7	Emergency Executive Director Succession	Direct	Annually	Direct board observation.

## APPENDIX B - CONFLICT OF INTEREST POLICY

1. *The board chair shall ensure that all board members, officers, agents, employees, and independent contractors of the organization are made aware of the organization's policy with respect to conflicts of interest.*
2. *All board members, officers, agents, and key employees of this organization shall disclose all real or apparent conflicts of interest that they discover or that have been brought to their attention in connection with this organization's activities.*
  - a. *"Conflicts of interest" occur when a person is responsible for promoting the interest of the ministry at the same time he or she is involved in a competing personal interest (financial, business, personal, or relational).*
  - b. *"Disclosure" shall mean providing properly, to the appropriate person, a written description of the facts comprising the real or apparent conflicts of interest.*
  - c. *An annual disclosure statement shall be circulated to board members, officers, and certain identified agents and key employees to assist them in considering such disclosures, but disclosure is appropriate and required whenever conflicts of interest may occur.*
  - d. *The written notices of disclosures shall be filed with the board chair or such other person designated to receive such notifications.*
  - e. *At the meeting of the Board, all disclosures of real or apparent conflicts of interest shall be noted for the record in the minutes.*
3. *An individual board member, officer, agent, or employee who believes that he or she or an immediate member of his or her immediate family might have a real or apparent conflict of interest, in addition to filing a notice of disclosure, must abstain from:*
  - a. *participating in discussions or deliberations with respect to the subject of the conflict (other than to present factual information or to answer questions),*
  - b. *using his or her personal influence to affect deliberations,*
  - c. *making motions, voting,*
  - d. *executing agreements, or*
  - e. *taking similar actions on behalf of the organization where the conflict of interest might pertain by law, agreement, or otherwise.*
4. *A person with a real or apparent conflict of interest will be excused from all discussions or deliberations with respect to the subject of the conflict.*
5. *A member of the Board or a committee thereof, who, having disclosed a conflict of interest, nevertheless shall be counted in determining the existence of a quorum at any meeting in which the subject of the conflict is discussed. The minutes of the meeting shall reflect the individual's disclosure, the vote thereon, and the individual's abstention from participation and voting.*

## REVISION HISTORY

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### *i* **Electronic Decision of the Board of Directors (Mission Council), July 21, 2020**

Gary Hafvenstein brought to the attention of the Executive Director and Board Chair that two of our existing governance policies seem to be related and could be reworked.

2.5.4.5. The ED shall not fail to allow for the designation of gifts by the donor and to make reasonable efforts to honor those designations.

2.5.4.7. The ED shall not fail to make reasonable effort to honor the designation of every gift.

Gary proposes that we delete 2.5.4.7. completely and let 2.5.4.5. stand as is.

**37/BD/20 Approve, by consensus, the deletion of policy 2.5.4.7. from our Policy Governance Manual, effective immediately.**

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### *ii* **Meeting of the Board of Directors (Mission Council), October 9-10, 2020 (via Zoom)**

Paul noted that a year ago, the Board asked us to establish a policy regarding a Financial Advisory Council, but now we want to call it a Financial Advisory Committee... The following change is therefore recommended to our Governance Policy Manual.

**50/BD/20 MMSC to revise Executive Director Limitations Policy Section 2.5.5., creating a new Policy 2.5.5.7. as noted herein and then renumbering all subsequent policy statements in that section:**

2.5.5.7 The ED shall not fail to establish and convene regularly a Financial Advisory Committee comprised of key staff, board representatives, and knowledgeable advisors, to provide guidance for the management of investments and banking arrangements.

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*(Summary statement; for actual wording refer to the board minutes.)*

The Board believes that the initially envisioned role of the board-appointed Advisory Council as a Corps of Discovery (see *Canoeing the Mountains* by Todd Bolsinger) has been fulfilled. Going forward, the functions of the Advisory Council will be better served by the Board itself through board-appointed task forces, and engagement with other interest groups of the Prayer League.

**55/BD/20 MMSC to delete Policy Section 3.3 Function of the Advisory Council from our Governance Policy Manual.**