

Vision 2030 Leadership and Governance

Effective Date: November 16, 2020

Introduction

The Vision 2030 for the Diocese of Cheyenne requires an intentional development of excellence in governance, management, and consultation across all Catholic entities in the Diocese. This document, "Leadership and Governance", is a first step in that process. It is envisioned that all independent Catholic entities and their Board of Directors will see the value in this document and choose to incorporate it in their daily practice.

1.0 Governance Basics

The State of Wyoming, namely the Secretary of State, has the authority to grant recognition as a legal entity according to the statutes of the state. Entities should be organized as a nonprofit corporation, preferably religious, or a charitable trust. In order to be exempt from Federal Income Tax and to receive tax deductible donations, an entity must obtain from the Internal Revenue Service recognition as a 501(c)(3) organization. This is done either through listing in the Official Catholic Directory by virtue of the group ruling given to the USCCB or through individual filings with the IRS. Some entities must file an annual report with the IRS (i.e. a Form 990 or a Form 99E). Sales tax exemption is received from the state of Wyoming Department of Revenue.

Governance basics attempt to describe in narrative, non-legal language, some of the best practices in structure, roles, relationships, and protocols used for Leadership and Governance.

- A. Recognized entities are required to have an operating Board of Directors.
- B. The structure, roles, responsibilities, and limitations of a Board are described broadly in the Articles of Incorporation as well as in the Bylaws. Policies enacted by the Board will describe in more detail their operations and practices.
- C. Boards have multiple members called Directors. Some of the Directors may be Ex-Officio members who may be voting or non-voting members.
- D. Boards have officers, typically the President, Vice President, Secretary and Treasurer. These offices are normally held by different individuals, but Secretary and Treasurer may be held by the same individual.
- E. There are fundamental legal duties of each individual Board member, which include:
 - Duty of Care Each Board member has a legal responsibility to participate actively in making decisions on behalf of the organization and to exercise his or her best judgment while doing so.
 - Duty of Loyalty Each Board member must put the interests of the organization before their personal and professional interests when acting on behalf of the organization in a decision-making capacity. The organization's needs come first.
 - Duty of Obedience Board members bear the legal responsibility of ensuring that the organization complies with the applicable federal, state, and local laws, and adheres to its mission.
- F. Boards generally have five (5) key areas of responsibilities, and some Boards have more than this short list:
 1. Policy development and maintenance
 2. Operational oversight and long-range planning

3. Board operations and self-management
 4. Executive relations (Direction and supervision of the executive, i.e. Executive Director, Principal, Administrator, Manager, etc.)
 5. Communication and engagement with supporters
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- G. Boards use board committees and appoint individuals to do research, and work between meetings so Board work sessions and Board business meetings operate more efficiently and the governance workflow is mapped and managed well.
 - H. Executives use Advisory Committees for similar activities in the management work.
 - I. Executives oversee an operational plan for continuous improvement in the organization, meet the goals set in the Strategic Plan, and monitor the performance measures and metrics to assess the impact of initiatives.
 - J. Boards are responsible for identifying the key governance work and initiatives needed to support the operational plan which advances the organization.
 - K. Executives communicate to the Board through monitoring reports for the progress, achievements, and challenges of the operational plan.
 - L. Boards engage in annual evaluations of the Board's, policies, processes, and performance goals as well as annual Executive evaluations in a development-based approach. Evaluation tools are organized around the core functions, the strategic plan, operational plan, and the Board's organizational vision.
 - M. Boards operate through the use of Robert's Rules and unity of voice, which is that a Board vote establishes the "voice" of the organization. After a majority vote, all Board members are to speak in support of the decision, both publicly and privately.
 - N. Boards generally evolve from the A) a Founding Board which typically is doing tactical start-up work to B) a Managing Board which may or may not have employees or an Executive to C) a Governing Board as described in this document.

Governance Leadership

1.1 Board Responsibilities

The Board will:

- Govern with emphasis on organizational vision rather than on individual personal issues of the members;
- Encourage diversity in viewpoints to enhance decision-making;
- Focus on strategic leadership rather than administrative detail;
- Observe clear distinction, through policy, between Board and executive roles and responsibilities;
- Proceed collectively rather than individually after a decision has been made through unity of voice and, govern proactively rather than reactively;
- Maintain strict confidentiality, discussing business only with the person or persons necessary to carry out the assigned responsibilities.

Accordingly:

1. The Board will:
 - Cultivate a sense of group responsibility;
 - Work in partnership with the Executive, staff, and the organization's community;
 - Be responsible for excellence in governing;
 - Use the expertise of individual Board members to enhance the ability of the Board as a body, but not substitute individual judgments for the Board's collective values.
2. The Board will hold itself accountable for governing with excellence. This self-discipline will apply to attendance, preparation for meetings, adherence to policymaking principles, respect for each other's opinions, and ensuring the continuity of governance capability.
3. The Board will direct and inspire the organization through the careful establishment of written policies reflecting the Board's values. The Board's major policy focus will be on the intended long-term success and sustainability of the organization in meeting its mission and vision, not on the tactical and operational means of attaining those benefits.
4. An orientation of new members in the Board's governance process will be given by the existing Board members and the Executive, as soon as possible after joining the Board.
5. The Board will allow no officer, individual or committee of the Board to hinder or be an excuse for not fulfilling its commitments.
6. On a scheduled basis, or sooner if needed, the Board will evaluate its policies.
7. The Board will monitor its process and performance annually.

1.2 Board President

The President shall:

1. Manage the effective and efficient delivery of excellence in governance by the Board of Directors through its assignments, Committees, Board meetings, and communications;
2. Develop Board meeting agendas in partnership with the Vice President, and Secretary, with the assistance of the Executive;
3. Preside at all meetings of the Board of Directors, and when necessary, see that required actions without a meeting, or between meetings, of the Board are properly undertaken;
4. Assign the Chairperson, Vice-Chairperson and Secretary of each committee and assure clear areas and issues of research, development, and proposals for consideration by the full Board in a timely and coordinated manner;
5. Assign tasks to individual members of the Board of Directors as needed and appropriate;
6. Represent the organization in all juridic and public matters;
7. Sign all contracts and other written instruments approved by the Board of Directors, unless the Board authorizes another Officer, member of the Board of Directors or person to do so;
8. Assure all duly authorized resolutions of the Board of Directors are carried out;
9. Supervise the Executive and serve as the primary Board contact.
10. Monitor terms of Board and Committee members, receive all resignations, give notification of expiration of terms and see that positions are filled.

Knowledge/Skills/Abilities:

- Broad understanding and experience in excellence in governance as well as effective partnership with Executive Officers and staff for excellence in management and consultation;
- Demonstrated dignity, respect, and service to the organization mission, vision, and values;
- Professionalism and credibility with the diocesan and organizational staff, clergy, lay Catholics and the public with a high focus on building effective and positive relationships;
- Goal-oriented and self-motivated individual who operates with accountability, initiative, creativity, multi-tasking, and focus in a rapidly changing and intellectually stimulating environment;
- Able to organize and prioritize work, make quality and timely decisions, assess and guide resolution of complex issues and situations, and lead well in times of ambiguity and stress;
- Excellent interpersonal and written communication skills;

- Fully initiated, practicing Catholic in good standing and of proven faith, good morals and good reputation; or if they are not Catholic they will still need to live a life modeling good morals and good reputation.

1.3 Board Committees

Board committees, when used, will be used to support the work of the Board and not to interfere with delegated administrative duties of the Executive.

Accordingly:

1. Board committees are to develop recommendations and proposals for the Board and do not directly supervise or advise the Executive or the staff.
2. Board committees do not speak or act for the Board.
3. Board committees do not exercise authority over the Executive or staff. Because the Executive works for the full Board, any direction to the Executive related to a committee recommendation must come from the full Board.
4. These directions apply only to committees that are formed by Board action, whether or not the committees include Board members. It does not apply to Advisory Councils formed under the authority of the Executive.
5. From time to time the Board may form committees to assist the Board in the governance of the organization. These committees may be either standing committees of indeterminate duration or ad hoc committees of a limited or specified duration.
6. Board members will be appointed to committees annually by the Board President, or by vote of the Board.
7. Examples of Committees and Areas of Focus and Development

<u>Name (Examples)</u>	<u>Area of Governance Focus and Development (Examples)</u>
• Executive	Meeting Agendas, Executive Relations, Crisis Situations, Public Relations
• Finance	Annual Budget, 12 Year Model, Investments, Audit
• Long Range Planning	Strategic Planning, 12 Year Model, Operational Monitoring Reports
• Policy	Policy Development and Compliance

1.4 Board Member Code of Conduct

The Board commits its members to ethical, businesslike and lawful conduct, including proper use of authority. The Board acting in its governing capacity shall have the authority and responsibility to apply these standards of conduct.

Accordingly:

1. Board members will represent the interests of those they serve by the organization. This accountability to the organization supersedes any conflicting loyalty to other entities or individuals. It also supersedes the personal interest of any Board member and anyone related to the Board members.
2. Board members may not attempt to exercise individual authority over the organization.
 - a. Members' interactions with the Executive must recognize the lack of individual authority over the Executive except when explicitly authorized by the Board.
 - b. Members' interaction with the 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.
 - c. Members are encouraged to be positive in their comments to the public regarding other Board members, the Executive, and other staff. Board members are encouraged to personally communicate directly with the Executive or other Board members if they have concerns or issues with other Board members or the Executive, and to visit privately with those individuals. The Executive and/or designee may investigate the concerns or issues raised by any Board member pertaining to staff.
3. Board members shall maintain the confidentiality of issues discussed in executive session and other issues of a confidential nature. Violations of confidentiality may be subject to a disciplinary action by the Board, including removal.

1.5 Board Member Covenants

Board members shall maintain a system of communication and interaction that builds upon mutual respect and trust.

Accordingly, members will:

1. Strive to communicate a common vision by informing other members regarding issues, concerns and consequences of Board decisions
2. Exercise honesty in all communication;
3. Demonstrate respect for other's opinions, even if such opinions are different than their own;
4. Focus on issues rather than on personalities;
5. Practice and engage in trust, even in the midst of situational doubt;
6. Maintain focus on shared goals;
7. Communicate in a timely manner;
8. Respect decisions of the Board majority and express opposing views only in a professional manner based upon informed and as accurate information as possible;
9. Withhold judgment on issues until fully informed;
10. Seek first to understand rather than be understood;
11. Use executive sessions appropriately and judiciously;
12. Keep confidential matters confidential;
13. Follow the organization's chain of command;
14. Assume a non-defensive posture, taking the initiative to communicate and ask questions for clarification;
15. Share information and knowledge;
16. Give direction as a whole, not as individuals;
17. Make every effort to protect the integrity and promote the positive image of the organization and one another.

1.6 Board Member Conflict of Interest

Pursuant to Wyoming Statute Section 17-19-831 (a), a conflict of interest transaction is a transaction with the organization in which a Board member of the organization has a direct or indirect interest. A Board member has a direct interest when the Board member or relative of a Board member (who is related to the fourth degree of consanguinity), has a material interest in a transaction involving the organization. A Board member has an indirect interest when either, another entity in which the Board member has a material interest, or in which the Board member is a general partner, becomes party to the transaction in question, or another entity of which the Board member is a director, officer or trustee is a party to the transaction.

1. A Board member shall not have any direct financial interest in a contract with the organization, nor shall he/she furnish directly any labor or equipment to the organization without disclosing one's interest, removing oneself from the room when the remainder of the Board considers the contract or purchase of materials, refrains from attempting to influence the Board in making its decision, and does not vote on the issue before the Board.
2. A Board member shall not apply for a position as an employee of the organization until one has duly resigned his/her position on the Board.

1.7 Process for Addressing Board Member Violations

The Board and its members are committed to comply with the provisions of the Board's policies. In the event of a member's violation of policy, the Board will seek remedy by the following process:

1. Supportive conversation in a private setting between the Board member and the Board President and Vice President;
2. Discussion in executive session between the Board member and the full Board regarding the policy issues involved;
3. Resignation or Removal of the Board member.

1.8 Development of Organization Policies

The Board will adopt, develop, and maintain organization policies for the successful operations of the organization. Policies shall be developed and approved as follows:

1. Formal Introduction

Prior to consideration, all new or revised policies must be submitted to the Board in writing.

- a. A Board member may introduce a new or revised policy if the Board member has notified the Board President in sufficient time so that the proposed policy can be placed on the agenda and each Board member can be provided with a copy of the policy.
- b. Policies are to be approved with a determined date for review and renewal.

1.9 Development of Administrative Procedures and Exhibits

1. The Executive may provide recommendations to the Board for new, repealing, and/or revising of administrative procedures and forms in alignment with policy at any regular or special Board meeting.
2. The Board may consider the Executive's recommendation on new, repealing, or revising of administrative procedures and forms at any regular or special Board meeting.
3. Upon acceptance by the Board, administrative procedures and forms become the operational practice for the organization.
4. The Executive may deviate from approved administrative procedures and forms for good cause or in case of emergency. All deviations must be reported immediately to the Board officers and to the Board at the next Board meeting.

2.0 GENERAL

BOARD

1. The Board's linkage to the operational organization is the Executive, except as otherwise required by law, articles, bylaws or policies.
2. The Board's requests and decisions, when acting as an entity, are the only requests and decisions binding on the Executive.
3. The Board will provide to the Executive written policies which define the organizational expectations to be achieved.
4. The Board will require administrative procedures and forms from the Executive aligned to policy for the operation of the organization.
5. The Board may from time to time, involve others in developing expectations for the organization.
6. The Board will invest the Executive with those management powers and duties that are in accord with policy
7. The Board will participate in professional development and commit the time and energy necessary to be informed and effective leaders.

Executive

1. The Executive will implement Board policies and directives in a quality, consistent, and timely manner.
2. The Executive will coordinate the operation of the organization and supervision of the staff.
3. The Executive will provide support to the Board.
4. The Executive will provide leadership to the staff and others affiliated with the organization.
5. The Executive will identify needs of the organizations, report them to the Board, and make recommendations to the Board.
6. The Executive will keep the Board aware of local, diocesan, and national developments, changes, trends and influences that positively or negatively impact the organizations plan, programs and services, policies and procedures, vitality and sustainability.
7. The Executive will take reasonable steps to avoid causing or allowing conditions, procedures, actions or decisions that are or have the potential of being unlawful, unethical, unsafe, or violates policy.
8. The Executive will continually upgrade his/her professional knowledge and qualifications through membership and participation in professional associations, conferences and workshops.

2.1 POLICY

BOARD

1. The Board will direct, influence, and inspire the organization through the establishment of written and adopted governance policies. The Board's major policy focus will be on long-term benefits for the organization, and not on the administrative or programmatic means of attaining those benefits.
2. The Board will provide to the Executive direction concerning the intent of the Board, and the actions necessary for implementation of Board policy.
3. The Board will review and evaluate the Board's governance policies, organization policies, organization mission, vision, core values, and operational plan, and set goals as appropriate.

EXECUTIVE

1. The Executive will act as an advisor to the Board in areas needing policy development or revision.
2. The Executive will operate within the written organization policies that are consistent with law, the Articles and the Bylaws, and ensure reasonable progress toward achieving the Board's expectations.
3. The Executive will maintain a current, up-to-date manual of adopted board governance policies and organization policies, including administrative procedures and forms.
4. The Executive will maintain current organization policies, including administrative procedures and forms necessary to implement the Board's Leadership and Governance policies with input from staff, and others as deemed appropriate.
5. The Executive will communicate to the Board circumstances which indicate the need to draft new or revise organization policies, including administrative procedures and forms.
6. The Executive may deviate from approved organization policies, including administrative procedures and forms for good cause and in case of emergency. All deviations must be reported immediately to the Board Officers and to the entire Board at the next Board meeting, or as soon as possible.

2.2 MEETINGS

BOARD

1. The Board will take all actions at a Board business meeting.
2. The Board will hold all meetings in the presence of the Executive, or his/her designated administrator, except when the Executive's performance, contract and/or salary are under consideration, or when other situations require him/her to be absent from the meeting.
3. The Board will properly use the executive session. Executive sessions generally are convened by the Board for discussion relating to the following:
 - a. Matters relating to the employment or dismissal or complaints concerning personnel;
 - b. Matters relating to litigation or proposed litigation in which the organization or the Board is a party;
 - c. Consideration of the selection of a site or purchase of real estate, when publicity would cause a likelihood of an increase in price;
 - d. Consideration of the acceptance of gifts, bequests, or donations where confidentiality has been requested by the donor;
 - e. To consider or receive any information classified as confidential by law, Articles, Bylaws or policies (e.g. legal advice).
4. The Board will establish the operational procedures for meetings, using modified Roberts Rules of Order.
5. The Board will utilize work sessions as needed.
6. The Board President, Vice President and Secretary, with the assistance of the Executive, will develop meeting agendas.
7. A Board member may attend a meeting by electronic means if he or she is prevented from physically attending because of:
 - a. personal illness or disability;
 - b. employment or district business;
 - c. a family or other emergency;
 - d. distance
 - e. other serious reason

EXECUTIVE

1. The Executive will serve as an advisor to the Board during official meetings.
2. The Executive will assure compliance with all legal requirements of relative items such as maintenance of meeting records.
3. The Executive will assist the President, Vice President, and Secretary in identifying business meeting agenda items.
4. The Executive will give to the Board as much information as necessary, in adequate time for study, to allow Board members to be informed, and to minimize surprises at the Board meetings as much as possible.
5. The Executive will implement Board decisions and instructions approved by the Board and developed at the Board meetings in a quality, consistent, and timely manner.
6. The Executive, in conjunction with the Board President, will assure that Board meetings, including executive sessions, meet the requirements of law, Articles, Bylaws and policies.
7. The Executive, in conjunction with the Board President, will schedule work sessions as required.

2.3 BUDGET/FINANCE

BOARD

1. The Board will establish priorities and parameters for the financial management of the organization.
2. The Board will adopt a fiscally responsible budget based on the organization's mission, vision, and operational plan and regularly monitor the fiscal health of the organization.
3. The Board will annually engage an auditor to review the organization's finances and to assess and recommend improvements to improve the internal controls and performance of the organization.

EXECUTIVE

1. The Executive will assist the Finance Committee in preparing the annual budget for consideration and approval.
2. The Executive will administer the budget assuring that the annual expenditures of organization funds are within the established parameters of the budget. The Executive will present monthly reports to the Finance Committee and Treasurer and quarterly reports to the Board.
3. The Executive shall take reasonable steps to avoid causing or allowing any fiscal condition that is inconsistent with achieving the Board's vision/expectations, disregard the Board's ultimate authority to determine financial matters of the organization, place the long-term financial health of the organization in jeopardy or cause a material deviation in spending from the annual budget adopted by the Board.
4. The Executive will not allow assets to be unprotected, uninsured, underinsured, inadequately maintained, inappropriately used or unnecessarily risked.
5. The Executive will use a competitive bidding procedure on all expenditures and contracts above the Board-established threshold.
6. The Executive ensures that internal controls and proper financial practices are implemented and observed.

2.4 PERSONNEL

BOARD

1. All authority over staff members of the organization shall rest with the Executive and all staff members of the organization shall be accountable to the Executive. Accordingly, the Board will avoid giving instructions to staff members, except as otherwise authorized by the Executive.
2. The Board will monitor and annually evaluate the job performance of the Executive and ensure that the Executive holds staff members accountable.
3. The Board will not participate in supervising or disciplining employees other than the Executive.
4. The Board will not participate in interviewing or evaluating staff members other than the Executive, unless the Executive requests participation of the Board.
5. The Board will promote good working relations with staff through the organization's chain of command.

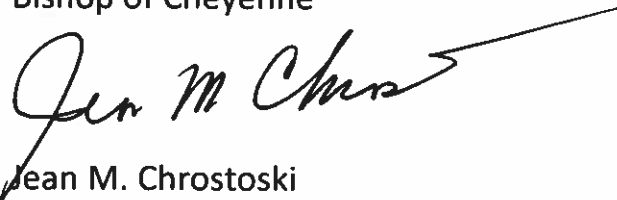
EXECUTIVE

1. The Executive or designee recruits, hires, develops, retains, supervises, disciplines, and dismisses all staff members within parameters of policy and budget.
2. The Executive or designee will be responsible for the supervision and assignment of all staff members.
3. The Executive will establish job descriptions for all staff member positions.
4. The Executive will serve as the Board's liaison with staff.
5. The Executive will take steps to avoid causing or allowing conditions, procedures, actions or decisions which are unlawful, unethical, unsafe, or in violation of Board policy in the treatment of paid and volunteer staff.
6. The Executive will make required background inquiries and checks prior to hiring any paid personnel or utilizing any volunteers. Safe Environment will be required as appropriate.
7. The Executive will take steps to avoid causing or allowing jeopardy to the fiscal integrity of the organization in any employment compensation and benefits recommendations for employees.
8. The Executive, with approval of the Board, will take steps to develop and implement an evaluation system that links employee performance with the organization's mission statement and core values, complies with state law, the Articles, Bylaws and policies, and measures employee performance in terms of achieving the Board's vision.
9. The Executive will delegate authority to staff members, as appropriate.

Given in Cheyenne, Wyoming on **November 16, 2020**

A handwritten signature in black ink that reads "Steven Biegler". The signature is written in a cursive style with a small cross at the beginning.

Most Reverend Steven R. Biegler, DD, STL
Bishop of Cheyenne

A handwritten signature in black ink that reads "Jean M. Chrostoski". The signature is written in a cursive style with a long horizontal stroke extending to the right.

Jean M. Chrostoski
Chancellor