

Policy and Procedure Statement  
on Governance Structure  
of the  
United Methodist Association of  
Health and Welfare Ministries  
March 7, 2009

***Governance Structure Outline***

Committee Structure: The Board of Directors annually at the first meeting following the business meeting shall approve a committee structure for the Association as stated in the Bylaws.

This document is prepared for their review and approval.

**I Board of Directors**

The Board of Directors shall remain the corporation's responsible body. The Board of Directors will consist of four (4) elected officers, the Chairperson of each approved Membership Section (8), the appointed Chairperson of each Work Center (3), the Chairperson of the Financial Management Committee and the President/CEO. This board shall be responsible for the approval of operating policies and practices, and shall report to the general membership, which shall retain ultimate authority and control of the Association.

**II Elected Board Officers**

Elected officers of the board of directors shall include the Chairperson, Chairperson-elect, Secretary and Immediate-past Chairperson, each of whom shall hold office for a two-year term, and shall serve no more than two consecutive terms.

**III Membership Sections**

Members of the Association are grouped together according to similar purposes, functions or professions in units called Membership Sections. A Membership Section may include or be fully constituted by a separate, representative organization when the organization and its members meet the conditions of membership as herein described in Article VI, Section 1. Membership Sections are identified and annually granted authorization to relate to the Association upon review and affirmative action by the Board of Directors.

Membership Sections include: Older Adult Ministries (OAM), Children, Youth and Family Services (CYF), Hospitals and Health Systems (HHS), Conference Related Units of health and welfare ministries of The United Methodist Church (CRU) (which includes conference level units and local congregations), Public Relations, Development and Marketing (PRDM), Chaplains (CHP), Trustees (TRS), and Community Service Ministries (CSM).

**IV Work Centers**

This Restructure outline identifies four (4) specific, yet general work centers within which all of the operational functions of the Association are delegated and carried out by a network of committees and task forces.

**A. Professional Development Work Center**

1. The Professional Development Work Center has a “best practice” focus, and is comprised of five (5) committees: EAGLE Accreditation Commission; Ethics Committee; Field Consultation Program Committee; Order of Good Shepherds Program Committee, and; Training Committee.
2. The Professional Development Work Center is responsible for all educational, training, and credentialing endeavors of the Association for the purpose of filling that particular niche acclaimed by the Association as “faith-based, Spirit-Centered and Wesleyan-focused.”
3. The composition of the Professional Development Work Center includes: one (1) representative from each Membership Section, the chairperson from each of the five (5) reporting committees, and the Work Center Chairperson (a total of 14 persons). Membership Section representatives are appointed or selected as determined by each Section’s Operating Guidelines. Each member of the Professional Development Work Center serves a two-year term, and shall serve no more than two consecutive terms.
4. The Chairperson of the Work Center is appointed to a two-year term by the Chairperson of the Board of Directors in consultation with the Association’s Leadership Recruitment and Nominating Committee. Selection is based upon a working knowledge of the Association’s business, professional competence, and having met the prerequisite of service within UMA’s leadership. The Chairperson serves as an ex-officio member of each committee reporting to this Work Center.
5. Special Task Forces may be added and/or deleted as deemed necessary by the Professional Development Work Center, in consultation with the Executive Committee. Individuals with specific interest and expertise are appointed to serve on a per project, time-limited basis.

**B. Membership Marketing and Public Relations Work Center**

1. The Membership Marketing and Public Relations Work Center has a “constituent relationship” focus. No committees are proposed. The Membership Marketing and Public Relations Work Center is responsible for all communications with and member recruitment activities for the Association. It creates, modifies and monitors all components of the Association’s Marketing Plan, and conducts ongoing assessments and recommends responses to identified member needs.

The composition of the Member Relations Work Center includes: one (1) representative from each Membership Section and the Center Chairperson. Membership Section representatives are appointed or selected as determined by each Section’s Operating Guidelines. Each member of the Membership Marketing and Public Relations Work Center serves a two-year term, and shall serve no more than two consecutive terms.

2. The Chairperson of the Center is appointed to a two-year term by the Chairperson of the Board of Directors in consultation with the Association's Leadership Recruitment and Nominating Committee. Selection is based upon a working knowledge of the Association's business, professional competence, and having met the prerequisite of service within UMA's leadership.
3. Special Task Forces are added and/or deleted as deemed necessary by the Membership Marketing and Public Relations Work Center, in consultation with the Executive Committee. Individuals with specific interest and expertise are appointed to serve on a per project, time-limited basis.

**C. Administration Work Center**

1. The Administration Work Center has an "operations" focus, and is comprised of two (2) committees: Financial Management Committee and Leadership Recruitment and Nominating Committee.
2. The Administration Work Center is responsible for monitoring the ongoing operational aspects of the Association and its staff. The Work Center monitors and reports on the financial status of the Association, and functions to advise and support the Association staff.
3. The composition of the Administration Work Center includes: the four (4) elected UMA board officers and the chairperson from each of the three (3) reporting committees. The Chairperson Elect of the Board of Directors serves as the Work Center Chairperson. Each member of the Administration Work Center serves a two-year term and shall serve no more than two consecutive terms.
4. The Work Center Chairperson is appointed to a two-year term by the Chairperson of the Board of Directors in consultation with the Association's Leadership Recruitment and Nominating Committee. Selection is based upon a working knowledge of the Association's business, professional competence, and having met the prerequisite of service within UMA's leadership. The Chairperson serves as an ex-officio member of each committee within the Administration Work Center.
5. Special Task Forces are added and/or deleted as deemed necessary by the Executive committee. Individuals with specific interest and expertise are appointed to serve on a per project, time-limited basis.

**D. Connectional Ministries Work Center**

1. The Connectional Ministries Work Center has a focus on strengthening the relationship of UMA and its member organizations with The United Methodist Church. The Connectional Ministries Work Center will work with all levels of the denomination to enhance the working relationships, including, but not limited to the General Program Agencies, Colleges and Council of Bishops, Annual Conferences and Local Congregations. It will assure regular communication and reporting through appropriate channels with the General Board of Global Ministries and other agencies as needed.

The Center will develop appropriate policy statements, resolutions and/or proposals for changes in The Book of Discipline as it relates to Health and Welfare Ministries, United Methodist Association and other related subjects. It will monitor all aspects of the association's relationship with the denomination and make recommendations to the Board of Directors for action.

2. The composition of the Connectional Ministries Work Center includes: six (6) representatives as appointed by the Executive Committee and the Center Chairperson. Each member of the Connectional Ministries Work Center serves a two-year term, and shall serve no more than two consecutive terms.
3. The Chairperson of the Center is appointed to a two-year term by the Chairperson of the Board of Directors in consultation with the Association's Leadership Recruitment and Nominating Committee. Selection is based upon a working knowledge of the Association's business, the structure and background of The United Methodist Church, and having met the prerequisite of service within UMA's leadership.
4. Special Task Forces are added and/or deleted as deemed necessary by the Executive committee. Individuals with specific interest and expertise are appointed to serve on a per project, time-limited basis.

## **V Committees and Functions**

A network of committees and functions are assigned to each of the three (3) proposed Work Centers, which collectively share responsibility for executing the Association's vision, mission, and projected plans of action and/or other operating documents. The work of these committees and functions is expected to reflect and represent the Association's Theological Premise/Statement, and to actively practice a technique of communication and idea sharing known as "horizontal integration" in all that is undertaken.

### **A. Professional Development Work Center**

#### **1. EAGLE Accreditation Commission**

- a. The EAGLE Accreditation Commission is responsible for the overall management, development, implementation and recognition of the Education Assessment Guidelines Leading toward Excellence (EAGLE) Accreditation Commission. Duties include, but are not limited to: training programs for peer reviewers and team leaders; peer review team assignments and scheduling; on-site organizational reviews; review and evaluation of reports; recognition, in cooperation with the Training Committee, and; granting of accreditation within the related policy(ies) approved by the Association's Board of Directors. Through "horizontal integration," the committee shares "best practice" ideas with all leadership entities to promote and expand such practices among UMA members, and proposes subject matter and potential presenters for educational events.

- b. The composition of the EAGLE Accreditation Commission includes: no less than one (1) nor more than four (4) representatives, as determined by the EAGLE Committee, from each Membership Section (OAM, CYF, HHS, CSM) that is qualified to participate, and who are appointed or selected as determined by each Section’s Operating Guidelines; the Membership Section Chairperson from each Section qualified to participate; and the Membership Section Chairperson or other designated representative, as determined by each non-participating Membership Sections’ Operating Guidelines, namely the Trustees, Public Relations/ Development/ Marketing, Chaplains and Conference Related Units Sections (TRS, PRDM, CHP, CRU), and; the Commission Chairperson (a maximum total of 25 persons). Members serve a three-year term, and shall serve no more than two consecutive terms. Representatives serve as directed by their Membership Section Guidelines.
- c. The Commission Chairperson is appointed to a two-year term by the Chairperson of the Professional Development Work Center, in consultation with the Chairperson of the Association’s Board of Directors and Chairperson of Leadership Recruitment and Nominating Committee.
- d. Special Task Forces are added and/or deleted as deemed necessary by the EAGLE Commission, in response to ideas generated through “horizontal integration,” changing work expectations or environmental stressors.

**2. Ethics Committee**

- a. The Ethics Committee is responsible for responding to requests from Association members, Membership Sections, Committees, Task Forces, Work Centers, and the Board of Directors, to examine specific issues and develop resources to educate and guide member organizations concerning matters of ethics. Through “horizontal integration” the Committee’s duties include, but are not limited to actively work with other leadership entities to promote the Association, to offer ethics consultations to Association member organizations, and to highlight the work of the committee.
- b. The composition of the Ethics Committee includes one (1) representative from each Membership Section (8); up to three (3) Professional Consultants, and; the Committee Chairperson (a total of 12 persons). Membership Section representatives are appointed or selected as determined by each Section’s Operating Guidelines. Members serve a three-year term, and shall serve no more than two consecutive terms.
- c. The Committee Chairperson is appointed to a two-year term by the Chairperson of the Professional Development Work Center, in consultation with the Chairperson of the Association’s Board of Directors and Chairperson of Leadership Recruitment and Nominating Committee.

- d. Special Task Forces are added and/or deleted as deemed necessary by the Ethics Committee, in response to ideas generated through “horizontal integration,” changing work expectations or environmental stressors.

**3. Field Consultation Committee**

- a. The Field Consultation Committee is responsible for the overall management, development, promotion and implementation of the Field Consultation Program. Duties include, but are not limited to: promotion of the Program to member and non-member organizations; planning and operation of training programs for consultants; scheduling of consultation visits; and general reporting to the Professional Development Work Center. Through “horizontal integration,” the committee actively works with other leadership entities to share information that benefits Association members and responds to their critical needs.
- b. The composition of the Field Consultation Committee includes one (1) representative from each Membership Section (8) and the Committee Chairperson. Membership Section representatives are appointed or selected as determined by each Section’s Operating Guidelines. Members serve a three-year term, and shall serve no more than two consecutive terms.
- c. The Committee Chairperson is appointed to a two-year term by the Chairperson of the Professional Development Work Center, in consultation with the Chairperson of the Association’s Board of Directors and Chairperson of Leadership Recruitment and Nominating Committee.
- d. Special Task Forces are added and/or deleted as deemed necessary by the Field Consultation Committee, in response to ideas generated through “horizontal integration,” changing work expectations or environmental stressors.

**4. Order of Good Shepherds Committee**

- a. The Order of Good Shepherds Committee is responsible for the overall development, promotion, implementation and recognition of the Order of Good Shepherds Program. Duties include, but are not limited to: promotion of the Program to member and non-member organizations; review and evaluation of materials; training programs for Chapter coordinators; and general reporting to the Professional Development Work Center.
- b. The composition of the Order of Good Shepherds Committee includes one (1) representative from each Membership Section (8) and the Committee Chairperson. Representatives of the four (4) institutional ministry Membership Sections (OAM, CYF, HHS and CSM) and the Chaplains Section representative are members in good standing or coordinators of active Chapters of the Order of Good Shepherds. Members serve a three-year term, and shall serve no more than two consecutive terms.

- c. The Committee Chairperson is the coordinator of an active OGS Chapter and is appointed to a two-year term by the Chairperson of the Professional Development Work Center, in consultation with the Chairperson of the Association’s Board of Directors and Chairperson of Leadership Recruitment and Nominating Committee.
- d. Special Task Forces are added and/or deleted as deemed necessary by the Order of Good Shepherds Committee, in response to ideas generated through “horizontal integration,” changing work expectations or environmental stressors.

**5. Training Committee**

- a. The Training Committee is responsible for the development, promotion, implementation and evaluation of all Association sponsored educational events. Duties include, but are not limited to the selection of sites, themes, dates, curriculum and faculty for Association sponsored conventions, workshops and seminars. Through “horizontal integration,” the Committee actively works with other leadership entities to solicit member feedback on educational needs, and promote Association training events.
- b. The Training Committee is composed of one (1) representative from each Membership Section (8) and the Committee Chairperson. Membership Section representatives are appointed or selected as determined by the each Section’s Operating Guidelines. Members serve a three-year term, and shall serve no more than two consecutive terms.
- c. The Committee Chairperson is appointed to a two-year term by the Chairperson of the Professional Development Work Center, in consultation with the Chairperson of the Association’s Board of Directors and Chairperson of Leadership Recruitment and Nominating Committee.
- d. Special Task Forces are added and/or deleted as deemed necessary by the Training Committee, in response to ideas generated through “horizontal integration,” changing work expectations or environmental stressors.

**B. Membership Marketing and Public Relations Work Center**

This Work Center has no proposed committees, rather five specific functions addressed by the Work Center in its’ entirety.

**1. Business Practices Function**

The Business Practices function is responsible for the development, implementation and revisions to operating procedures that efficiently coordinate and effectively facilitate accomplishment of the Association’s work.

**2. Communications Function**

The Communications function is responsible for developing, monitoring and assessing all member and non-member communication tools. This includes, but is not limited to mail via the US Postal Service or express mail couriers, facsimile, e-mail transmissions, the Association website, and video conferencing. Through “horizontal integration,” the committee actively works with other leadership entities to promote all Association programs, services and events.

**3. Fund Raising Function**

The Fund Raising function is responsible for implementing actions that focus on generating grant, foundation, deferred and other charitable gift revenues. Through “horizontal integration,” the committee actively seeks ways to expand the Association’s invested assets; to ultimately fund the creation and ongoing operation of programs and services that respond to identified member needs.

**4. Marketing Function**

The Marketing Function is responsible for the overall management of the ResourCenter and promotional activities. Duties include, but are not limited to promotion and sales of ResourCenter materials, monitoring and evaluating materials, and general reporting to the Executive Committee. This function actively works with other leadership entities to secure, develop and promote the sale of materials in response to member needs.

**5. Membership Function**

The Membership Function is responsible for monitoring and responding to overall member satisfaction. Duties include, but are not limited to, conducting member assessments and identifying member needs, proposing program or service models to respond to these needs that result in member retention and growth. Through “horizontal integration,” the committee actively and creatively engages other committees and task forces to create and implement new programs and revise or enhance existing programs, services and events to better meet member needs.

**C. Administration Work Center**

**1. Financial Management Committee**

- a. The Financial Management Committee is responsible for monitoring the overall financial condition and managing the fiscal affairs of the Association and reporting on these matters to the general membership through the Administration Work Center and the Association’s Board of Directors. Duties include, but are not limited to the preparation and monitoring of an annual budget and cash flow statements, production of an Annual Report, and monitoring the Association’s financial investments.
- b. The composition of the Financial Management Committee includes the Chairperson, Chairperson-elect, Immediate Past-chairperson and Secretary of the Board of Directors, and the Committee Chairperson. Members serve a two-year term, and shall serve no more than two consecutive terms.

- c. The Committee Chairperson is appointed to a two-year term by the Chairperson of the Administration Work Center, in consultation with the Chairperson of the Association's Board of Directors and Chairperson of Leadership Recruitment and Nominating Committee.
- d. Special Task Forces are added and/or deleted as deemed necessary by the Financial Management Committee, in response to ideas generated through "horizontal integration," changing work expectations or environmental stressors.

**2. Leadership Recruitment and Nominating Committee**

- a. The Leadership Recruitment and Nominating Committee is responsible for identification and nurture of individual members' potential to meet future Association leadership needs. Duties include, but are not limited to conducting the nominations/election process to fill Board officer positions, and recognizing and proposing selection of persons with proven abilities to participate at various levels of leadership throughout UMA. Through "horizontal integration," the committee instructs by both, written directive and model conduct guided by its own procedures, that Membership Sections be deliberate and inclusive in the selection and development of leaders.
- b. The composition of the Leadership Recruitment and Nominating Committee includes one (1) representative from each Membership Section (8 proposed) and the Committee Chairperson. Membership Section representatives are appointed or selected as determined by each Section's Operating Guidelines. Members serve a three-year term, and shall serve no more than two consecutive terms.
- c. The Immediate Past Chairperson of the Association's Board of Directors will serve as the Committee Chairperson for a two-year term.
- d. Special Task Forces are added and/or deleted as deemed necessary by the Leadership Recruitment and Nominating Committee, in response to ideas generated through "horizontal integration," changing work expectations or environmental stressors.

**3. Audit Committee**

- a. The Audit Committee is responsible for monitoring the reports of the fiscal affairs of the Association to the general membership through the Administration Work Center and the Association's Board of Directors. Duties include, but are not limited to facilitating the conduct of an annual audit and production of a management letter, filing of IRS 990 and other required reports.
- b. The composition of the Audit Committee includes an appointed representative from each of the Association's dues paying Membership Sections (wherever viable), the Chairperson and an additional member of the Financial Management Committee, (selected by the Chairperson of the Administration Work Center) and

the Committee Chairperson. Members serve a two-year term, and shall serve no more than two consecutive terms.

- c. The Committee Chairperson is appointed to a two-year term by the Chairperson of the Administration Work Center, in consultation with the Chairperson of the Association's Board of Directors and Chairperson of Leadership Recruitment and Nominating Committee.
- d. Special Task Forces are added and/or deleted as deemed necessary by the Audit Committee, in response to ideas generated through "horizontal integration," changing work expectations or environmental stressors.

**Executive Committee Functions:**

The Executive Committee has authority to transact business during the interim between meetings of the Board of Directors. Any action it takes shall not conflict with the policies and expressed actions of the General Membership or Board of Directors of the Association and its Articles of Incorporation.

In addition the Executive Committee has been assigned the following functions for the Association:

- a. **Bylaws Review**  
The Executive Committee is responsible for reviewing Association Bylaws at least bi-annually and for proposing revisions to these Bylaws for consideration by the general membership through a procedure that includes the Administration Work Center and the board of directors.
- b. **Policy Development**  
The Executive Committee is responsible for development, assessment and/or recommended revisions to ongoing Board policies. Through "horizontal integration," the committee serves as repository for new policy proposals and ongoing policy revisions from all other leadership entities, and nurtures these items through a consideration procedure that includes the Administration Work Center and the board of directors.
- c. **Visioning and Futuring**  
The Executive Committee is responsible for development, assessment and/or creation of recommended goals to further the Association's Vision, Mission and strategic positioning. Through "horizontal integration," the committee serves as repository for new ideas and continuously identifies and analyses trends that may affect the ongoing and future ministries of member organizations from all other leadership entities, and nurtures these items through a consideration procedure that includes the Administration Work Center and the board of directors.
- d. **Human Resources**  
The Executive Committee oversees the management of the Association's human resources and application of policies and procedures used in the recruitment,

selection, employment, assessment, promotion, and termination of employees and volunteers. It serves as a resource to the employee grievance process and annually assesses the staffing plan; monitors appropriate external benchmarks and assesses the Association's salary and benefit compensation plan. It monitors compliance with equal employment regulations and affirmative action standard, is responsible for conducting an annual assessment of the President/CEO, and determines mutually agreeable performance goals for the successive year. It monitors the executive succession policy and procedure and serves as a recruitment task force whenever it becomes necessary to fill the position of Pres/CEO. The Executive Committee may also appoint a Search Committee to secure a person to fill the President/CEO position.