

## **Bold Moves 2030**

### **Roles and Responsibilities**

#### **The Sisters of St. Joseph of Carondelet, St. Paul Province:**

- Exercise Reserve Powers\* over Ministries Foundation's 501c3.
- Initiates the process of writing a Memo of Understanding (MOU) in collaboration with the Steering Committee.
- The Sister Assembly reviews, discusses and provides initial affirmation of the MOU.
- The Sister Assembly passes the MOU on to the Province Council for its affirmation.
- CSJs who are members of the Ministries Foundation Board of Directors will represent the Province and participate as board members in approving the design and structure of the new organization and whether or not to conduct a capital campaign.
- Represented on Steering Committee.
- Ensure entire Province is kept abreast of decisions and changes.

#### **Province Leadership Team and Province Council**

- Appoints the Sister MOU Drafting Committee.
- Initiate Steering Committee in collaboration with the Ministries Foundation Board.
- Stay updated on progress of the small working group.
- Provide timely and accurate communications to CSJ community.
- Affirms Steering Committee.
- Communicates organizational changes to internal and external stakeholders.
- Approves and signs off on MOU.
- Provide Province support services (Communications, Finance, HR, operations, IT) as needed.

#### **Executive Committee of the Ministries Foundation Board of Directors**

- Oversees Bold Moves transition.
- Evaluates and recommends organizational change consultant and steering committee membership to the board. Follows an agreed-to process.
- Appoints Steering Committee Chair.
- Recruits Steering Committee members.
- Steering Committee Chair may become an ad-hoc member of Executive Committee.
- MF Board Chair signs MOU, following Board approval.
- Provides timely and accurate communications to entire Board of Directors.

### **Sister MOU Drafting Committee\***

- Gathers necessary information, has ongoing dialogue with the Steering Committee, seeks legal review and drafts Memo of Understanding.
- Brings MOU to Sister Assembly for initial affirmation
- Any changes recommended or requested are made and brought to Sister Assembly for affirmation and to Province Council for approval.
- Brings MOU to Ministries Foundation Board of Directors for review and approval.

\*Members can include CSJ members of the Ministries Foundation board and legal, HR and finance leaders as deemed appropriate.

### **Steering Committee**

- Has ongoing dialogue with CSJ MOU Drafting Committee.
- Works with organizational change consultant.
- Based on in-depth knowledge and analysis of the components of the ministries and fundraising and new possibilities relative to Charities Review Council standards, creates a detailed plan to result in a newly designed organization that also includes principles of diversity, equality and inclusion.
- Recommend the newly designed 501c3 organization to the Executive Committee for review, and to the Ministries Foundation Board of Directors for approval.
- Develop the key leader job description and job description for board members for newly designed organization.
- Recommend the Leadership Recruitment Plan and process to the Executive Committee and the Board of Directors for review and approval.
- Recruit and recommend to the board for hiring those selected for leadership role for newly designed organization.
- Update by-laws and review and update Articles of Incorporation, if required.
- Define future governance relationship (Reserve Powers) with Province in consultation with the Executive Committee and the Board of Directors.
- Determines what is required for the newly designed organization to move forward with a capital campaign.
- Has ongoing communication with Executive Committee.
- Assign sub-committee work as deemed necessary.

### **Organizational Change Consultant (TBD)**

- Provide overall project management for the creation of the newly designed organization.

- Provides overall expertise in organizational design, and organization planning – integrating structure, processes and people that supports the organizational design including principles of diversity, equity and inclusion.
- Guide Steering Committee to create a detailed organization plan that results in a successful launch of a newly designed organization as outlined in the Request for Proposal and as amended.
- Guide Steering Committee to recommend a design for new 501c3 organization.
- Prepare, plan, and provide supporting documents for Executive Committee and the Board of Directors.
- Provide progress to date reports or present findings to Executive Committee and the Board of Directors.

#### **Risk Management Sub Committee of the Steering Committee**

- Conduct a due diligence assessment – determine the key areas under consideration
- Develop an audit of details of the following:
  - Financial records – financial commitments
  - Insurance records – type and level of coverage
  - Properties – liens, mortgages, operating costs
  - Human Resources – Staff and Volunteers – review human resource policies, procedures and accountability (i.e., are there background checks for both employees/volunteers; are there policies in place that staff and employees must sign to protect the organization? are there any pending human resource lawsuits, etc.)
- Determine if the current Information Technology system can effectively support the newly designed organization.

#### **Communications Sub Committee of the Steering Committee**

- Determine if the current Communications services and systems can effectively produce the communications required for the newly designed organization: Website Hosting and Design
- Develop a Communications Plan that includes: Key Audiences/Targets; Key Issues/Critical Challenge facing MF and the newly designed organization; Key Objectives, Strategic Initiatives; Key Messages for the CSJ Community and Key Messages for Donors
- Develop an Action Plan that includes Timeframe; Action; Responsible Party, Resources Required; Deadline and Status

### **Ministries Foundation Board**

- Approves MOU.
- Approves Steering Committee membership and Chair.
- Approves and hires organizational change consultant to support the Steering Committee's work.
- Approves Steering Committee budget.
- Approves the newly designed 501c3 organization.
- Provide key feedback for the vision, design and the structure of the organization.
- Determines the viability, organization and timing of a capital campaign.
- Enlarges the board to include those with expertise the areas needed to be represented and to represent the ministries.
- Approves a campaign, if deemed necessary.

### **Staff Working Group**

- Short term; will disband once MOU is agreed on.

### **Ministries Foundation Staff**

- Provides interim administrative support for Steering Committee at request of Executive Committee.

### **Staffs of WW, LIS, Sarah's, SJW**

- Provide feedback for the vision, design and the structure of the organization.
- Lead ministry into new organization.
- Leads their ministry to align with the Charities Review Council's standards.

### **Province Community (Consociates, SMHC, Friends, Partners in Ministry, Partners in Mission)**

- Provider feedback for the vision, design and structure of the organization.
- Involved in helping with a capital campaign, if the Board of Directors initiates one.

## **Current Reserve Powers:**

### **LIMITATIONS ON BOARD OF DIRECTORS**

Notwithstanding any other provision of these Articles of Incorporation or the By-Laws of the Corporation, no action by the Board of Directors or any officer with respect to any of the following shall be effective without the approval of the Members:

- a. amendment of the Articles of Incorporation of the Corporation;
- b. amendment of the By-Laws of the Corporation;

- c. borrowing or lending of funds in excess of \$100,000;
- d. any change in the stated purposes or fundamental nature for which the Corporation is organized;
- e. sale, lease, mortgage, pledge or transfer of any real estate or interest therein, or of all or substantially all of the assets of the Corporation;
- f. merger, consolidation or similar reorganization of the corporate structure, or dissolution of the Corporation;
- g. appointment and removal, with or without cause, of the Executive Director of the Corporation and matters relating to their compensation and tenure;
- h. approval of the fiscal year of the Corporation;
- i. approval of the auditors of the Corporation;
- j. approval of legal counsel of the Corporation;
- k. approval of the annual operating and capital budgets of the Corporation.