

HAMILTON CONFERENCE RESOURCE PACKAGE FOR INCORPORATED MINISTRIES



To: Chairs of Boards for Incorporated Ministries in Hamilton Conference

From: Hamilton Conference Corporation Overview Committee

A number of important topics related to supervision and Conference approvals are covered in this resource package. Please review it at your next board meeting and with staff. The Committee will send updates to you as they are required.

If you have any questions, please contact:

Fred Monteith fmonteith@hamconf.org or
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Information may be sent to the Conference Office by regular mail or by e-mail to Fred Monteith.

John Fleming, Chair
Corporation Overview Committee

Fred Monteith, Executive Secretary
Hamilton Conference

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1. Securing Approvals from Conference

Some of the topics covered in this resource package will require Incorporated Ministries to present material for Conference approval.

Conference has streamlined as much as possible the approval process for incorporated ministries, including delegating some powers to the Conference Sub-Executive and by preparing tools for incorporated ministries and the Conference that include standard United Church of Canada requirements.

However, as part of its oversight and accountability roles with incorporated ministries, **Conference review and approval is still required of some key decisions and documents:**

- i. **Changes to by-laws** to comply with section 429 requirements (a one-time step – see section 2 below)
- ii. Annual approval of a majority of each **board’s membership**
- iii. Approval of key plans by incorporated ministries in the areas of **capital fundraising and land transactions**
- iv. Annual review of corporate documents like **financial statements and certificates of insurance coverage**

All but the first item in this list were part of supervision under the former “Appendix IV” of the church’s Manual (often by presbyteries rather than Conference as is now the case)

All material related to incorporated ministries is reviewed by the Corporation Overview Committee, who advise Conference Executive, the decision body.

The Committee’s next scheduled meeting is June 7th. Their fall meeting schedule will be set in April and will likely include meetings in September and November. Meeting dates of the Conference Executive, which is the approval body for incorporated ministries matters, will be set in the near future.

Please contact Fred Monteith to arrange discussion on the content and approval timing of specific issues and documents (especially final draft by-laws). This package contains information on most of the topics requiring Conference review and approvals.

Conference Approvals: Deadlines for Materials and Meetings Schedule – 2011

Material to Conference Office	Corporation Overview Meeting	Package to Conference Executive	Conference Executive Meeting
June 2	June 7	10 days before mtg.	TBD
September 15	September 20	1 week before mtg.	TBD
November 17	November 22	1 week before mtg.	TBD

2. Changes to By-Laws:

For most incorporated ministries, the two major changes resulting from the publication of new United Church requirements in the 2007 Manual are the designation of Conference as the “supervising court” for all incorporated ministries and making the required changes to their by-laws and practices to put the section 429 requirements (some new, some slightly changed) into place.

Hamilton Conference assumed the oversight role in May 2009. Changes to by-laws have been discussed with most incorporated ministries and are now in place for several groups. Conference has set a target to have discussions of by-laws with all incorporated ministries requiring these changes in 2011 and approvals of final draft documents by December 31st of this year.

Conference has prepared *tools to assist incorporated ministries* in doing this work and most groups have received these:

- v. Attachment #1 is a list of steps to get United Church approval
- vi. Attachment #2 contains the standard by-law clauses to meet s. 429 requirements
- vii. For those groups who are updating their by-laws as well as writing clauses to meet United Church requirements, Conference has prepared a sample by-law that covers all the topics that non-profit organizations typically include in their organizational by-laws, and also includes the standard s. 429 clauses in attachment #2.
- viii. Attachment #3 (new) explains how Conference will review the draft by-law material prepared by ministries and their legal counsel, including offering suggestions on by-law material that is not required by section 429.

Changes to Letters Patent: Conference has determined that changes to the Letters Patent establishing incorporated ministries are only required if the current Letters Patent **contradict** the section 429 requirements **or** the by-laws do not contain the required wording on these three topics:

- **reversion of assets** to the United Church of Canada if the corporation dissolves
- a **majority of board members** are approved by the United Church of Canada
- the **Conference Executive Secretary is ex officio** a corresponding non-voting member of the board of the incorporated ministry

Most incorporated ministries that include the required clauses in their by-laws (see attachment #2) will not need to change their Letters Patent. New incorporated ministries will be required to have these elements in their application for incorporation and in their Letters Patent, as well as in their by-laws.

It is important that incorporated ministries receive the written approval of the United Church of Canada before they take final draft by-laws to their full membership for approval. The Corporation Overview Committee will arrange for review and approval of the Conference Executive and General Council Office staff and will let you know of approvals or any concerns. We do not want corporation members to have to review by-law proposals several times – hence the strong suggestion that final draft by-laws go forward to Members’ Meetings only after they have been approved by Conference Executive and General Council Office.

What Conference will do:

- *meet with incorporated ministries to explain church requirements and review drafts on required clauses and other by-law topics*
- *arrange for timely Conference Executive and General Council Office approvals and let ministries know of the results*

What Incorporated Ministries need to do:

- *have church approvals to changes to by-laws in place by end of 2011*
- *review and include standard compliance clauses at a minimum*
- *send copies of current by-laws and Letters Patent to the Conference Office if you have not already done so recently*
- *discuss timing and requirements with Corporation Overview Committee and follow the checklist of approval process (attachment #1)*

Attachments:

- #1: Checklist of steps to get approval of proposed changes to by-laws*
- #2: Standard by-law clauses to meet United Church of Canada requirements*
- #3: Notes on Conference review of proposed changes to by-laws*

3. **Recent Conference Executive Decisions regarding Incorporated Ministries:**

Conference's Corporation Overview Committee and Executive have recently put in place a number of steps to improve stewardship activities in incorporated ministries (items "a" to "c" below) and to streamline Conference's decisions in areas where it has approval authority (items "d" and "e"). Details are in the attachments in this resource package.

Stewardship:

Promoting sound financial stewardship by the Conference's incorporated ministries (IM's) is a key objective of the Corporation Overview Committee. In addition to ensuring that church requirements are met (*Section 429 Guidelines*), the Committee promotes strong practices in financial affairs and risk management.

Conference Executive has approved three policies implementing the *Section 429 Guidelines* in Hamilton Conference and promoting good stewardship. Please review this material and the related attachments; copies of the full policy proposals are included in the attachments to this document (see list on page 12).

a) Insurance Coverage:

The *Section 429 Guidelines* document requires Conferences to set a policy on insurance coverage for incorporated ministries (IM's). The church's "Supervising Court" for incorporated ministries (Conference or presbyteries) has for many years had the authority in *The Manual* to set coverage requirements for incorporated ministries. Published church duty of care standards for most IM categories (camps, outreach ministries, and seniors' facilities) include requirements for insurance coverage and reporting. The national church has a group program for most types of insurance, which is open to incorporated ministries.

After approval in principle in October 2010 and a consultation period, Conference Executive approved a Hamilton Conference policy on insurance coverage in February 2011 that includes these elements:

- mandatory insurance coverage for all IM's, including general liability (\$2M minimum, \$5M preferred including \$3M umbrella) and directors' and officers' liability (\$2M minimum)
- minimum amounts in all other appropriate categories, including \$2M for abuse and harassment, vehicles, and other types
- up-to-date property evaluations to allow full replacement value coverage
- insurance is required for shared use and rentals of buildings and property (exception: residential tenants and groups using IM facilities on an occasional basis and unable to afford insurance)
- regular review of coverage (required by Board every three years)
- record retention for 7 years and in perpetuity for liability insurance matters
- notifications to Conference office, and annual reporting of coverage
- showing United Church of Canada as an additional insured on all policies
- including required clause in IM by-laws regarding insurance coverage

What Conference will do:

- review details of insurance coverage for each IM, against these requirements
- refer questions on coverage of programs and resources from IM's to their insurer or United Church staff

What Incorporated Ministries need to do:

- review these new insurance requirements and update coverage with their insurer as necessary
- undertake risk management steps outlined in resources available from insurance broker, carrier and the United Church
- inform Conference and insurer of claims or potential claim issues
- send "cover note" or equivalent details of their insurance coverage to Conference Office after annual renewal, including confirmation that the United Church of Canada is listed as "additional insured" on all policies

Attachment:

#4: Conference policy document on IM insurance coverage, approved Feb. 2011

Additional Resources:

- your insurance agent or broker, United Church of Canada website on insurance program, United Church of Canada publications for congregations

b) External Review of Financial Statements:

Conference Executive approved in November 2010 a policy requiring independent review of financial statements for all incorporated ministries, to promote stewardship and accountability and to reinforce current requirements.

The *Section 429 Guidelines* refer to external audits and independent reviews of financial statements. Specific requirements for such reviews are part of the United Church of Canada's duty of care standards covering most categories of Hamilton Conference IM's (extension councils are the main exception). (In addition, all pastoral charges are required to have an external audit or review, as do Church-affiliated groups including IM's which are seeking Mission and Service funding and other UCC grants or loans.)

The policy requires that an external review (either a full audit or a review engagement) be done of all financial statements, with both types of reviews conducted according to Canadian auditing standards by a qualified practitioner.

Several IM's currently do not have external reviews and may include only some financial information, along with a covering "Notice to Readers" noting the lack of external verification. These IM's will need to arrange for an audit or review engagement for the review of financial statements for their next fiscal period (usually a calendar year). Conference expects that all IM's will comply for financial statements for fiscal years ending in December 2011 or by June 30, 2012.

Please contact Fred Monteith if you have any questions on this requirement.

What Conference will do:

- review audited/reviewed statements as part of its review of each IM's annual information package (usually filed after group's annual general meeting)
- follow up with IM's that have not engaged an independent reviewer/auditor

What Incorporated Ministries need to do:

- groups that currently engage an auditor or reviewer do not need to change their procedures
- groups that do not, need to investigate options and secure this service
- include the type and scope of independent financial reviews (audit or review engagement) in their by-laws

Attachment:

#5: Conference policy document on financial reviews, approved November 2010

Available Resources:

- publications on the United Church website for trustees and other congregational leaders with financial and stewardship roles

c) Investment Planning and Policies:

Conference Executive has also approved a "guidance" document encouraging incorporated ministries to develop and follow a written investment policy. Having a formal, Board-approved investment policy is not a requirement for IM's, in law or in the s. 429 guidelines. However, it is considered good stewardship, especially for IM's that invest their own assets or for others, including monies for congregations or presbyteries. Hamilton Conference and several IM's currently have investment policies.

What Incorporated Ministries need to do:

- consider whether they need a written investment plan and program
- consult investment and legal professionals while drafting a plan
- Board discusses and approves plan, and reviews regularly

Attachment:

#6: Committee paper presented to Conference Executive on investment policies

Streamlining Conference Approvals:

The Corporation Overview Committee has been discussing ways to provide timely approvals of the actions of incorporated ministries (IM's) and other aspects of Conference's authority under the *Section 429 Guidelines*. These are now in place.

Hamilton Conference Executive has approved the delegation of its approvals to the Conference Sub-Executive in two areas where timely Conference decisions are needed by incorporated ministries, based on review and recommendations from the Corporation Overview Committee: **land transactions** and **Board membership**.

d) Conference Approval of Land Transactions:

The *Section 429 Guidelines* document requires that “any sale, transfer, mortgaging, acquisition, or leasing of land must have the prior written consent of the supervising Conference” (point 13, page 8). Later sections of the *Guidelines* include this power in lists of standard by-law clauses.

The new requirement to have Conference approval of *land* transactions gives Conferences a narrower scope than supervising courts previously had. The former Appendix IV (the section of the Church’s *Manual* governing incorporated ministries until Section 429 replaced it in 2007) included all property in its scope of approval (“real property” as defined in *The Manual* except leases of less than five years *and* all “personal property,” which includes investments and furniture/equipment). While a smaller number of IM transactions now require Conference approval, they are major decisions for most IM’s large or small, and require diligence by both Boards and the Conference in its oversight role.

Since Conference Executive meets infrequently and timely approval of land transactions is often required, it has delegated the authority to approve land transactions to the smaller Conference Sub-Executive, which meets more frequently. The Corporation Overview Committee will review land proposals and make recommendations to the Sub-Executive.

The Committee has discussed additional ways to put Conference’s authority into place on this topic in a faithful and diligent way, in order to give prompt approvals once the required information is received. This includes seeking information from the IM on the proposed buyer/lessee, terms, financial and program impact on the IM, and due diligence by IM in seeking legal advice, among other issues. In addition, the *Section 429 Guidelines* require IM’s to appoint the Conference Executive Secretary as a non-voting corresponding board member and to put the CES on the board’s mailing list for minutes and agendas. Early notice to Conference of program or other proposals that may involve land transactions requiring approval may come from reviewing minutes.

What Conference will do:

- *review proposed land transactions, including the process followed, financial and program impacts on the IM and related areas of concern*
- *review and refer proposals to Conference Sub-Executive as quickly as is possible, once the information necessary for Conference review is available*
- *review minutes of IM meetings and annual and other reports to identify planned or possible land issues, and follow up with IM Boards*
- *encourage IM’s to have early discussions with IM’s which are planning land transactions that require Conference review and approval*

What Incorporated Ministries need to do:

- *contact the Committee or Conference Executive Secretary as discussions at the IM are underway about potential land transactions*
- *include Conference Executive Secretary in its circulation list of board agendas, minutes and reports*

- *draft or sign purchase , lease or similar agreements that include clauses that the agreement is conditional on Conference and other United Church of Canada approvals and do not include overly short approval or sign-back deadlines.*

e) Conference Approval of Board Membership:

The *Section 429 Guidelines* document requires that “a majority of board members [shall] be approved by the supervising Conference” . Later sections of the *Guidelines* include this power in lists of standard by-law clauses.

The new requirements are considerably less intrusive on a corporation’s authority to elect its leadership team than was Appendix IV of the *Manual*, which required that supervising courts *approve all board members* (paragraph 5c) and *appoint all members of the corporation* (paragraph 5a).

Timely review and approval of a majority of a Board’s membership is important to Conference and especially to the IM’s, as the Board is the policy and operating authority for each ministry’s work. Corporation Overview Committee wants to ensure that Conference’s authority in this area is exercised in a faithful and diligent way, including giving prompt approvals once the required information is received.

Since Conference Executive meets infrequently, and new or re-elected board members will wish to be full members as soon as possible (without a “pending Conference approval” label), Conference Executive has delegated to Conference Sub-Executive the authority to approve on behalf of Conference the majority of each IM’s board membership. The Corporation Overview Committee will review the available material and advise the Sub-Executive.

While each IM has different nomination processes and board membership structures, all require nominations and election at annual or special meetings of members. In order to know who has been nominated or elected, and to make the necessary decisions on approval, Conference has adopted a process to request biographical information about Board candidates.

What Conference will do:

- *based on dates of annual general meetings (AGM), send out reminders to IM’s regarding Conference’s approval of board membership*
- *review and refer to Sub-Executive the information it needs for making decisions on requests for United Church of Canada approvals*

What Incorporated Ministries need to do:

- *inform Conference office of its planned AGM date for the coming year*
- *collect and send biographical and other information to Conference office (see attached form)*
- *send copies of nominating committee reports or proposed candidate slates to Conference office as soon as they are available, before AGM is held*

Attachment:

#7: Form to send to Conference Office re: AGM dates, board slates and biographical material on board candidates.

4. Reminder to Send Material to Conference Office:

Incorporated ministries are reminded to send material required by the Conference's Corporation Overview Committee in order to do their work in supervision and support. If you have not already done so, please send the following to the Conference Office (attention: Corporation Overview Committee).

(a) Founding and Current Legal Documents:

- Original Letters Patent and any subsequent amendments
- Original and subsequent corporate by-laws, signed and dated so that the current by-laws can be identified

(b) Annual Filings:

This information can be sent after your annual general meeting:

- Annual report
- Audited or reviewed financial statements
- Minutes of AGM and any special members meetings
- List of board members
- If you have not done so before the election of board members at an AGM: nomination information form so that Conference can approve board majority (see Attachment #7 in this package)

(c) Insurance Coverage:

Please send a copy of insurance certificate or equivalent for current coverage, and a copy of new information as soon as you have renewed your policy.

(d) Agendas and Minutes of Board Meetings:

If you have not already done so, please put Conference Executive Secretary (Fred Monteith) on your mailing list (mail or e-mail) for agendas and minutes of board meetings.

If any of this information is produced in electronic version, please send it to Fred Monteith, fmonteith@hamconf.org.

Attachments to Resource Package for Incorporated Ministries, Hamilton Conference

The following items are included in this resource package:

1. Checklist of steps to receive United Church of Canada approval of changes to by-laws
2. Standard by-law clauses to meet United Church of Canada requirements
3. Notes on Conference review of proposed changes to by-laws
4. Conference policy on insurance coverage by incorporated ministries
5. Conference policy on external review of financial statements
6. Conference guidance (optional) on investment planning and policies
7. Conference approval of a majority of board membership for each incorporated ministry – “nomination information form” to be used by incorporated ministries

Attachment # 1 – By-law Checklist
Checklist for By-Law Changes for Incorporated Ministries (“IM”)

Revised March 2011

#	Step (Decision steps are shown in bold)	Date Completed
1	I.M. and Conference Committee discuss proposed changes to by-law	
2	I.M. drafts revised by-law and sends to Conference Executive Secretary	
3	Conference reviews proposals and determines , in consultation with I.M. and General Council Office (GCO): “Are section 429 requirements affected by the proposed changes?”	
	a) If yes, go to step 4	
	b) If no, Committee sends comments on proposals to I.M., then	
	c) I.M. gets approval of final by-laws from Board and members , then	
	d) I.M. sends a signed and dated copy of revised By-law to Conference and GCO	
4	Conference committee/staff reviews draft by-law, and discusses with I.M. and GCO as required.	
5	Conference Executive reviews draft by-law and either: a) approves revised by-law, subject to administrative approval of GCO – go to step 7 OR b) does not approve revised by-law – go to step 6	
6	Conference and I.M. discuss concerns with by-law, and I.M. submits revised by-law – go to step 5	
7	Conference sends draft revised by-laws to GCO for administrative approval	
8	General Council Office (GCO) reviews draft by-laws, and either a) GCO gives administrative approval and tells Conference --go to step 9 OR b) GCO does not approve and informs Conference – go to step 6	
9	Conference informs I.M. that the United Church has approved the draft revised by-laws	
10	I.M. Board and membership approve/adopt revised by-law	
11	I.M. sends signed, dated copy of revised by-law to Conference Office and GCO	

Attachment # 2 – Standard By-law Clauses

Revised March 2010

**HAMILTON CONFERENCE – SAMPLE CORPORATE BY-LAW
FOR INCORPORATED MINISTRIES (CATEGORY 1 OF SECTION 429 GUIDELINES)****UNITED CHURCH OF CANADA REQUIREMENTS**

[The wording of this Article is based on “Appendix B: Suggested Standard Clauses to Address Section 429 Requirements” of the section 429 Guidelines for Incorporated Ministries, published in November 2008. The supervising court will normally be Hamilton Conference or its successor. If your organization’s corporate by-law includes an “interpretation” or “definition” section, normally found at the beginning of the by-law, include there the definitions in 12.01 here.]

ARTICLE XX – REQUIREMENTS OF THE UNITED CHURCH OF CANADA

The Corporation is a corporation described in paragraph 429(e)(i) of *The Manual* of the United Church of Canada (referred to as a “Category 1 corporation”). The following provisions are included in order to comply with the requirements of *The Manual* and the guidelines established by the General Council of The United Church of Canada for Category 1 corporations.

XX.01 Definitions

For the purposes of this section of the bylaws, “General Council” means the General Council of The United Church of Canada, “Supervising Conference” means the Hamilton Conference of The United Church of Canada or its successor, and “The Manual” means the edition of *The Manual* published by The United Church of Canada that is in effect at the relevant time.

.02 Members of Corporation and Supervising Court

The Corporation shall establish its own manner of determining its membership but in no case shall a majority of the members of the Corporation be members of the Supervising Conference. In the event that the Conference delegates its supervising role to another court, the majority of the Corporation’s membership shall not be members of that supervising court.

.03 General Council Policies

The Corporation shall adhere, at all times, to the applicable policies, standards, and regulations as they may be enacted by the General Council or its Executive from time to time.

.04 Organization and Supervision of Other Corporations

Any corporations created by this Corporation shall be organized and supervised according to *The Manual*, section 429.

.05 Approval of Directors

The majority of the Directors shall be approved by the Supervising Conference.

.06 Conference Executive Secretary and Board

The Executive Secretary of the Supervising Conference shall be *ex officio* a corresponding member of the Board and as such shall receive notices of meetings and minutes of meetings and have the right to attend all meetings in a non-voting capacity.

.07 Annual Reporting

Annual reporting to the Supervising Conference will include: the membership of the Board, the minutes of the annual meeting, financial statements (audited / independently reviewed by a qualified person) and insurance coverage (including the naming of The United Church of Canada as additional insured).

.08 Budget and Audit Process

The Corporation will adopt a formal budget process, and will inform the Supervising Conference how the Corporation will meet the Generally Accepted Accounting Principles and Practices appropriate to the size, scope and assets of the Corporation, including the identity of the person/firm who will be auditing or reviewing the books.

.09 Insurance Coverage

Insurance shall be kept in force covering fire, comprehensive liability, and such other insurable items in such amounts as the Supervising Conference may require, with The United Church of Canada as an additional named insured on all policies of insurance.

.10 Approval of Capital Initiatives and Appeals

Approval is required in writing in advance from the Supervising Conference for capital fundraising initiatives and appeals affecting other parts of The United Church of Canada.

.11 Approval of Debt Levels

Indebtedness is subject to the prescribed limits as deemed appropriate by the Supervising Conference.

.12 Prior Consent for Land Transactions

Any sale, transfer, mortgaging, acquisition or leasing of land must receive the prior written consent of the Supervising Conference.

.13 Reimbursement of Expenses

No fee shall be paid to any director of the Corporation as such, but a director may be reimbursed for expenses properly incurred on behalf of the Corporation.

.14 Winding up of the Corporation

The Corporation shall not, without the prior written consent of the Supervising Conference, initiate, or in any way engage in, proceedings that might result in the voluntary winding up of the corporation.

.15 Assets Vest in the United Church of Canada

The assets of the Corporation shall vest in The United Church of Canada in the event that the Corporation ceases to function or its corporate existence is terminated.

.16 Approval of Changes to By-laws in Article 12

The provisions of each of the preceding paragraphs may be changed or modified only with the prior written consent of the Supervising Conference and the prior written administrative approval of the General Council. In the event of any conflict or inconsistency between the provisions of this Article and any other Article of the bylaws, the provisions of this Article shall govern.

.17 Approval of Changes to Articles of Incorporation and Corporate By-laws

Approval from the Supervising Conference and higher court is required for changes to articles of incorporation, and changes to corporate by-laws.

Attachment # 3 – Note on By-law Reviews

1. Conference Review of Draft By-laws from Incorporated Ministries:

The comments of the Corporation Overview Committee on the draft by-laws are in three categories, including a review for compliance with United Church of Canada requirements and suggestions on other clauses.

United Church of Canada [UCC] Requirement: Any UCC requirements will be stated as a “must do”. These should follow the standard clauses given to all IM’s earlier in 2010 (copied in section 4 of this material for ease of reference and copying) or variations in wording that are satisfactory to Hamilton Conference and to General Council Office (generally, legal staff giving “administrative approval”).

If draft by-laws include new material beyond addressing the UCC requirements, Conference will offer suggestions from their review, in two categories:

Strong Suggestion: These are suggestions on topics covered by Ontario corporate law (e.g., *Corporations Act*) or areas of best practice and stewardship that are strongly encouraged. The topics may be missing in the draft, or are suggested for amending or strengthening. Examples in this draft: quorum for Members’ meetings; conflict of interest declarations and board remuneration; member and Board member qualifications; authority for signing cheques and investing funds; no requirement for audit or review; Board direction to or control of committees.

Suggestion: Conference comments meant to be “good practice suggestions”, part of the Conference’s service to incorporated ministries. The suggestions are based in some cases on the sample by-law prepared for IM’s, which also includes the standard UCC requirements collected together in one “article,” and the reviewer’s experience with similar groups.

Conference comments on the draft by-law in all three categories come with the caution that this is not legal advice and the Corporation must seek its own legal counsel to prepare and/or review the draft by-laws.

2. Steps for United Church of Canada Review and Approval

Section 429 and its *Guidelines* require that Conference and the General Council review and approve all changes to by-laws and letter patent (LP). To prevent a situation where an incorporated ministry’s board and membership approve new documents without getting church approval (and therefore perhaps having to re-write and take it again to the membership), London Conference follows this step-wise sequence (see attachment #1 in the resource package):

- discussion between IM and Conference’s Corporation Overview Committee about changes and suggestions, leading to agreement on a draft by-law or LP
- final agreed draft considered and approved by Conference (Committee and Conference Executive)
- final draft approved by General Council Office (“GCO”) (arranged by Conference)
- Church-approved draft goes to incorporated ministry’s Board for approval

- draft goes to Membership for approval
- copies of signed and dated final by-law sent to Conference and GCO
- for changes to Letters Patent: these need to be submitted to the provincial government for approval, and then a copy sent to Conference and GCO

Changes to a by-law or letters patent changes that have no impact on the United Church's requirements will not require formal approval of Conference and the General Council Office, but the Conference's Corporation Overview Committee needs to establish that after reviewing the proposals.

Sample by-law clauses to meet United Church of Canada requirements are in Attachment #2 of the April 2011 resource package.

3. Schedule of Meetings for By-law Review and Approval

All revised documents (changes to by-laws and to Letters Patent) need to be approved by the United Church of Canada and the ministries' memberships in time to be in effect by December 31, 2011.

Here is the schedule for meeting this requirement. The next scheduled meeting of the Corporation Overview Committee is June 7th. Their fall meeting schedule will be set in April and will likely include meetings in September and November. Meeting dates of the Conference Executive, which is the approval body for incorporated ministries matters, will be set in the near future.

Draft Material to be sent to Conference Office	Corporation Overview Committee Meeting	Package out to Conference Executive	Conference Executive or Sub-Executive Meeting
June 2	June 7	10 days before	Late May TBD
September 15	September 20	1 week before mtg.	TBD
November 17	November 22	1 week before mtg.	TBD

Following Conference Executive approval, at least one month will be needed for General Council Office approval (national church office). Time is then needed for final approval of the Board and then of the Membership (at the Annual General Meeting of the incorporated ministry or at a general members' meeting called for that purpose).

Attachment # 4 – Insurance Coverage

Conference Policy for Insurance Coverage by Incorporated Ministries

Topic	Hamilton Conference Policy on Insurance Coverage by Incorporated Ministries (IM's)
Ref.	<i>Section 429 Guidelines</i> , page 7, point 4
Date	October 2010; revised February 2011 after circulation to ministries

A Hamilton Conference policy on the insurance coverage required by Incorporated Ministries (IM's), well communicated and implemented in Conference's reviews of individual IM insurance documents, will protect the IM, its program participants and the church, and will support good IM management and governance practices. The policy takes effect March 1, 2011.

Requirements:

The United Church of Canada's *Section 429 Guidelines for Incorporated Ministries* state that each supervising Conference "shall determine acceptable levels of insurance coverage" (page 7, point 4) for incorporated ministries. Requirements for incorporated ministries (IM's) include these:

- to keep insurance in force "in amounts required" by the Conference,
- to include the United Church of Canada as an additional insured on all policies, and
- to report annually to Conference on its insurance coverage (the first two IM requirements are to be contained in the IM's corporate by-laws)

In addition, incorporated ministries in those categories of ministry covered by United Church administrative standards (part of the Duty of Care program) will need to be aware of and follow specific requirements, which are outlined clearly in the guidelines for those ministries (including camps, community ministries, and seniors facilities).

This policy statement covers the requirements of Hamilton Conference for the incorporated ministries it supports and supervises.

This policy statement will be reviewed on a regular basis and revised as required.

Purpose:

Adequate insurance coverage is essential to protecting incorporated ministries (IM's), their volunteers, staff, and clients, and the United Church of Canada. Risk management policies and procedures by the IM's will help continue eligibility at an affordable rate and with reduced claims.

This policy outlines Hamilton Conference's requirements for insurance coverage and practices. It is designed to keep insurance top of mind with IM boards and staff, and to contribute to good IM practices by suggesting, and supporting, good business practices beyond the mandated "acceptable levels of insurance coverage."

Details:**1. Responsibility:**

The IM's governing body is responsible for securing appropriate and adequate insurance, and for keeping its insurance in force.

The IM governing body is responsible for meeting the requirements of Hamilton Conference and any applicable United Church of Canada duty of care standards, including sending details of insurance coverage to Hamilton Conference as part of its annual information package, and for including in its by-laws the necessary clauses regarding insurance coverage.

This policy statement has been prepared by the Corporation Overview Committee of Hamilton Conference and has been approved by Hamilton Conference Executive.

The Corporation Overview Committee of Hamilton Conference reviews the insurance coverage and related information submitted each year by each IM and will advise the IM board on a regular basis if it meets or does not meet the requirements of Hamilton Conference.

2. Type and Level of Insurance Coverage:

This policy on "acceptable levels of insurance coverage" includes the type and in some cases the minimum dollar amount that IM's **must** carry for the categories of insurance described below. It also includes suggestions for coverage and practices. An incorporated ministry's board or staff should consult with their insurance provider, similar ministries, and insurance experts, including the United Church's risk management office, on insurance and risk management matters.

(a) Specific Types of Coverage:

All IM's will need to carry insurance of one or more types, based on the details of their program, clients, assets and risks. This information is normally requested by an insurer at the start of an insurance contract, and updated on renewal.

- *"Comprehensive" or Commercial General Liability (CGL)* is coverage for third party liability arising out of bodily or personal injury, property damage, advertising and tenant's legal liability.
- *Umbrella Excess Liability* provides higher limits of liability (with alternatives up to \$8 million) to sit on top of the primary "CGL" coverage.

Some incorporated ministries, especially the larger ones, carry liability insurance of both types (CGL and umbrella). A minimum of \$2 million CGL coverage **must** be carried by all incorporated ministries. It is **strongly recommended** that an additional \$3 million of umbrella coverage be carried (for a total of \$5 million). This level of total liability coverage is "highly recommended" in the community ministry standards for the church's duty of care program and was required in the 2007 camping standards.

In addition, all ministries serving seniors, children/youth and other vulnerable groups **must** have liability coverage for “abuse and harassment” of at least \$2 million.

- *Property and Business Interruption* should be “all risks” (generally covers “all perils”) of direct loss or damage coverage to buildings and contents, including for “Extra Expense” incurred in the event of a loss, including associated lost revenue. Regular property appraisals or building evaluations should be done to ensure adequacy of limits.
- *Directors & Officers Liability (D&O)* covers an insured IM for losses that they become legally obligated to pay as a result of a claim made against them for a “Wrongful Act”; the definition of Insured should include board and committee members, employees, trustees, volunteers and any other person acting on behalf of the Named Insured or at the direction of an Officer or the Board of Directors of the Named Insured.

All IM’s, including those ministries with no physical assets or community program participants, **must** carry a minimum of \$2 million in D & O insurance. In addition to having covered their risks, ministries may have less difficulty recruiting board members and volunteers once they have this coverage for their board members and other volunteers.

- *Crime* coverage includes loss of money, money order and counterfeit currency, employee/officer dishonesty, and incoming cheque and credit card forgery.
- *Boiler & Machinery (Equipment Breakdown)* provides coverage for sudden and accidental breakdown of all boilers, pressure vessels, mechanical and electrical machinery such as air conditioning units, heat pumps, and wiring.

(b) Coverage of Vehicles and Off-site Activities:

The appropriate level of damages/liability insurance **must** be obtained for vehicles that are IM-owned or rented, and for personal vehicles used by employees and volunteers.

Coverage **must** be arranged for staff and program participants on all off-site outings and all IM-related duties of staff and volunteers.

(c) Shared Use of Property and Buildings:

IM’s **must** have adequate property, liability and other necessary insurance coverage for all buildings, equipment, and land that they share with others. A written agreement on this and other matters is a good idea.

Examples: shared drive or parking lot with a church; shared use of church hall or CE wing for an IM office or program space; shared use of IM building with a community agency

(d) Insurance Coverage by Tenants or Rental of IM Property:

When an IM rents out space to another group or individual, the IM **must**:

- enter into a written rental/lease agreement signed by both parties specifying the terms and conditions of the rental, including the insurance coverage to be provided

by the tenant, and the insurance coverage must name the IM and the United Church of Canada as an additional insured, and

- obtain a certificate of insurance from the tenant proving that the tenant has adequate liability and comprehensive general liability coverage and proving that the IM and United Church of Canada are listed appropriately

This requirement does not apply to residential tenancies in community housing ministries. It also does not apply to groups renting or using the space or facilities of community/outreach ministries and other IM's where these groups do not have and cannot reasonably acquire liability insurance coverage. But where these individual residential tenants or groups **do** have insurance coverage for renting or using IM space, this insurance must name both the IM and the United Church of Canada.

(e) Specific Requirements in Administrative Standards for Camps, Community Ministries, and Seniors Facilities:

Each standards document for the specific ministry categories in the United Church's duty of care program includes specific insurance requirements and best practices for corporations in that category:

- camping (2010 manual, pp. 29 and 41-43),
- seniors facilities (2006, p.16),
- community ministries (2007, pp. 22-23 and 32-33), and
- education centres (2005, pp. 7-8).

This Hamilton Conference policy document includes suggestions and standards from these standards and best practices, and in some cases applies them to all IM's where Hamilton Conference believes these benchmarks should apply to all ministries.

The Hamilton Conference coverage requirements in this policy take precedence over the published standards documents where there are different provisions in the current handbooks or standards documents for a particular category of incorporated ministry.

3. Annual Review of Insurance Coverage:

IM boards should review their insurance coverage and risk policies/programs – an annual review is preferable but a Board-initiated review must be done every three years. (Standards for community ministries include an annual review; camping IM's require an annual review of vehicle insurance coverage.)

Any review for the Board of insurance coverage would ensure that the IM's buildings and other assets are insured at current, full replacement value and that all new programs and risks are covered in the insurance program

4. Record Retention:

All insurance records, documents and files **must** be maintained and properly managed by the IM for seven (7) years, and in perpetuity for liability insurance issues. These guidelines are consistent with the United Church of Canada's record retention guidelines issued in 2005 in the publication *Archives and Recordkeeping: A How-to Guide for Congregations and Conferences*.

5. Notification of Incidents and Program/Property Changes:

The IM **must** inform its insurer and the Executive Secretary of Hamilton Conference of any incident in which a program participant, staff, volunteer, board member, visitor, or other

person is involved that may lead to a claim or potential claim under the policy. The specific wording of notice in all policies **must** be followed.

The IM **must** inform the insuring body of any new or substantial program changes, or changes in property or assets that may affect the risk or insurance coverage. Time requirements will be specified in each policy.

6. United Church of Canada shown as “additional insured”:

All policies for incorporated ministries **must** include The United Church of Canada as an Additional Named Insured. The IM's by-laws **must** include this requirement.

7. Annual reporting to include certificate of insurance:

All incorporated ministries **must** include in their annual reporting to Hamilton Conference a copy of their certificate(s) of insurance, identifying the types and levels of all insurance they carry.

8. Hamilton Conference Encourages Good Business Practices:

Hamilton Conference encourages and actively supports actions by IM's to reduce their risk, claims and financial and other exposure to elements of their operation that they can affect. These are not mandatory as they are operational decisions made by boards alone, but they are recommended.

A sound risk management plan for an IM would include:

- A written Board policy document covering all aspects of insurance and risk management; it is reviewed and revised as required
- Assigned responsibilities for monitoring and enforcement of Board policies and procedures
- Education and recurring training for board, staff, volunteers, and (where relevant) program participants
- Review and adaptation of procedures, programs, employee screening, physical facilities, as required
- Policies and procedures for the protection and supervision of seniors, children/teens and other vulnerable persons
- A written Board policy that all insurance records are kept in perpetuity
- Written incident reporting procedures, and Board review of each incident and the follow-up that was done
- Other specific procedures for the IM's particular programs, hazards and risks

First draft was recommended by Corporation Overview Committee September 21, 2010 and was approved in principle by Hamilton Conference Executive October 20, 2010 for circulation and comment.

Changes were recommended by the Committee February 2011 and this version of the policy statement was approved by Hamilton Conference Executive on February 16, 2011.

Attachment # 5 – External Review of Financial Statements

External Review of Financial Statements

Topic	Hamilton Conference Policy on External Review of Financial Statements for Incorporated Ministries (IM's)
Ref.	<i>Section 429 Guidelines</i> , page 7, point 3
Date	October 2010

<p>Hamilton Conference requires that the financial statements of Incorporated Ministries (IM's) be independently reviewed. This policy will be communicated to all IM's and verified in Conference's reviews of annual documents. Audits and independent reviews are evidence of the strong accountability and stewardship by IM's to their members, program participants, funding partners, donors, and the broader community. The policy takes effect for fiscal years beginning January 1, 2011.</p>

SUMMARY

Independent reviews of financial statements are an accepted practice and a vital accountability measure. Taken together, United Church policy, government funders and regulators require such a practice for all categories of incorporated ministries.

Hamilton Conference has adopted this policy requiring an annual independent audit or review engagement by a qualified audit professional of the financial statements and related material for all incorporated ministries.

This policy statement covers the requirements of Hamilton Conference for the incorporated ministries it supports and supervises. This policy statement will be reviewed on a regular basis and revised as required.

General Requirement for Reporting by all IM's to Conferences:

The *Section 429 Guidelines* policy statement approved by General Council Executive includes this requirement:

“There shall be annual reporting to the supervising Conference ... [including] financial statements (audited/independently reviewed by a qualified person)...”

This language replaces “audited statements” in the previous church policy for incorporated ministries (Appendix IV to the *Manual*) and provides more flexibility for IM's in allowing a “review engagement” instead of a full audit.

For newly incorporated ministries, the *Guidelines* document also states that this financial practice be included in the corporation's by-laws:

“8c. a formal budget includes an indication of how the incorporated ministry will meet generally accepted accounting principles and practices appropriate to the size, scope, and assets of the incorporated ministry, and includes the identity of the person or firm that will audit or review the books.” (Steps to Incorporation -- category 1, page 12).

Both types of independent reviews of financial statements and related IM practices are normally done by a licensed individual or audit firm, or in the case of an independent review engagement, by a qualified designated professional (CA, CMA, CGA).

In both cases, “independent” means outside the control and influence of the IM being reviewed: people otherwise qualified must not be IM members/board members or staff/volunteers and not relatives or friends or donors to the IM. The auditor or reviewer is appointed annually by the whole membership, at the annual general meeting (AGM).

See the attachments for descriptions of the various levels of financial review of an organization’s financial statements (#1) and for a typical covering letter for a review engagement (#2).

Hamilton Conference supports the *Guidelines* and the benefits to all of independent review of financial statements. Work done to prepare or present financial statements outside the professional protocols of independent audits or reviews may not have been done independently, has no verification against “generally accepted accounting principles” (GAAP), and provides no assurances of controls or even financial position.

Incorporated ministries in Hamilton Conference that prepare only limited financial statements, usually issued with a *notice to readers*, will be required to have an independent review of their financial statements. See Attachment #3 for a sample covering letter (“notice to reader”) after work was done for an incorporated ministry that would **not** meet these requirements.

This policy applies to all incorporated ministries in Hamilton Conference and takes effect with the review of financial statements for fiscal years starting January 1, 2011.

Administrative Standards for Duty of Care Program

Accreditation program covers most of the incorporated ministries in Hamilton Conference. All of the following categories require an independent audit or review of financial statements by a qualified practitioner (none of the church standards requires a full audit although larger ministries follow this practice and the program rules for long-term care and social housing corporations require full audits):

Camps: Annual report to the General Council Office includes “an audited or independently reviewed financial statement” (*Camping Standards Manual*, 2010, p. 13)

Seniors Facilities: “The organization submits the required reports to its supervising court” (*Seniors’ Facilities Standards*, 2006, p. 14) and “The governing body (or its representative) ensures that the following documentation is prepared and kept: ... audited financial statement or independently verified financial statement” (p. 15)

Community Outreach Ministries: Among the documents that “the community ministry’s governing body prepares and keeps” is “a current audited financial statement or an independently verified financial statement” (*Community Ministry Standards and Best Practices*, 2007, p. 13)

Congregations and Pastoral Charges

Each pastoral charge or congregation needs to produce an audited or independently reviewed financial statement to the board of trustees (*Financial Handbook for Congregations*, 2008, pages 15 to 20). Many IM board members will be aware of this requirement and practice.

To apply for Mission and Service funding, congregations and other ministries are required to submit their most recent audited/reviewed financial statements.

Regulators and Funders

Depending on their category, funding and provincial law, incorporated ministries will be required either to have a full audit or an independent review. Some examples:

- Ontario's *Corporations Act* requires full financial audits of all not-for-profit corporations above \$100K in annual income; smaller corporations can only be exempt from having an audit if all members agree to this in writing
- Bill 65 (Not-for-profit Corporations Act, 2010) will be in effect by late 2012 and has requirements for certain sizes (annual revenue) and types of non-profits – a membership vote is required to exempt their IM from having either an audit and an independent review engagement
- Corporations funded and regulated by government to provide *non-profit housing and long-term care facilities* are required to undertake full audits and other reporting, both to calculate funding and to check performance and quality standards set for these sectors; and
- *Charities* in other categories are not required by Canada Revenue Agency (CRA) to have full audits, although CRA's charities directorate recommends one for charities with incomes over \$250K.

Good Accountability and Stewardship Principles

Organizations hoping to attract community and individual donors, grants, and experienced board members will benefit from having independent financial reviews. As the United Church of Canada's Financial Handbook for Congregations states, audits are good stewardship, not a symbol of distrust.

Attachments:

1. Excerpts from glossary of terms in draft "Incorporated Ministries Toolkit" [this will be updated if necessary when the Toolkit is published on-line in late 2010]
2. Independent Review Engagement: sample letter from independent reviewer for a review engagement that **meets** these Conference requirements
3. Limited or No Review of Financial Statements: sample "Notice to Readers" from work that **does not meet** these Conference requirements

Recommended by Corporation Overview Committee: September 20, 2010

Approved by Hamilton Conference Executive: November 17, 2011

Attachment # 6 – Investments

Conference Guidance: Investment Policy for Incorporated Ministries (IM's)

This document for the guidance of incorporated ministries (IM's) in Hamilton Conference is part of Conference's focus on financial stewardship and good management practices in the incorporated ministries that it supervises and supports.

While having and using an investment policy is not required by the United Church of Canada or Hamilton Conference, it is a good practice regardless of a ministry's size or investments.

This document outlines some suggested areas of content but it is not designed or intended to offer specific advice. IM's are strongly urged to consult legal and investment professionals with experience in this area before investing or before adopting a policy, plan, or guidelines for their corporation's financial activities.

Summary:

- Conference strongly encourages all IM's to have an investment policy, regardless of size and assets available for investment
- Conference expects that IM's who have as a primary objective the management and/or investment of assets for presbyteries and congregations (e.g., foundations or extension councils) to have and follow an investment policy
- Each IM's investment policy will match its needs: simple for those IM's with small amounts of cash and reserves to invest; more complex for IM's with a number of different fund and asset types to invest on their own account or for others
- IM's are strongly encouraged to seek competent professional legal and investment advice regarding: the application to them of investment law, regulatory codes, undertaking an investment program, and good practices
- Investment policies and results should be reviewed, with external advice as appropriate, on a frequent and regular basis

Objectives for issuing Conference guidance:

- a resource and guidance to incorporated ministries (IM's)
- support in improving stewardship and business practices
- assurance to the Hamilton Conference church community, donors and partners

Objectives for an IM in having an investment policy:

- gives guidance and direction to whoever is making investment decisions for the IM, based on discussion and decisions of the Board on behalf of the Corporation
- protects Board members and those acting on their behalf from concerns about investment decisions since they will be made within a set of approved, written objectives and procedures, for example allowing certain types of investment decisions
- sets out financial goals for the IM's programs, assets and overall direction
- sets out objectives and a timetable for reviewing objectives and results on a more formal basis than investment activities made in the absence of a Board policy

Note: United Church of Canada handbooks for congregations and boards of trustees strongly encourage congregations to have an investment policy but do not require it. However, congregational boards of trustees are subject to Ontario legislation governing trustees and how they manage investments.

Contents of an Investment Policy for an Incorporated Ministry:

The policy will include principles or general guidelines applying to its activities, and specific statements of investment objectives and activities.

General guidelines that should be included in the IM's policy:

Here are some topics that might be covered for all of the IM's investment activities:

(a) Seek legal advice and state in the policy/plan if investments must meet the legal test of the "prudent investor" approach to investing (Ontario *Trustee Act*). This requires trustees "to exercise the care, skill, diligence, and judgment that a prudent investor would exercise in making investments" and allows trustees to "invest trust property in any form of property in which a prudent investor might invest."

(b) Seek legal advice and state in the policy/plan whether the investment plan and all investment decisions need to follow the criteria set out in the Ontario Trustee Act that trustees must consider in planning the investment of trust property, including these:

1. general economic conditions
2. the possible effect of inflation or deflation
3. the expected tax consequences of investment decisions or strategies
4. the role each investment or course of action plays within the overall trust portfolio
5. the expected total return from income and the appreciation of capital
6. needs for liquidity, regularity of income, and preservation or appreciation of capital
7. an asset's special relationship or special value, if any, to the purposes of the trust or to one or more of the beneficiaries

(c) The investment of funds or assets held in trust for others will follow any expressed wishes of the beneficial owner of those funds; the stated requirements of donations or bequests will be followed

(d) The organization will obtain professional advice where required and will rely on that advice as a prudent investor would under comparable circumstances

(e) The investment policy and investment returns will be reviewed by the Board with committee or professional input on an annual basis

Specific Guidelines for Investment Program and Investment Decisions:

The heart of the investment policy is the set of guidelines outlining the organization's investment objectives, what investment criteria are to be applied, and how investment performance is measured.

In all investment policies, define terms clearly and state objectives and priorities for investments for that fund or for that time horizon, including returns, security of income, and liquidity.

These topics should be covered, whether for one type of account (for example, a reserve fund) or for many accounts or funds in a more complex organization:

- the amount of income needed from investing the funds, overall and by financial purpose or specific fund
- the level of acceptable risk
- the mix of different types of assets (fixed income, equities, cash, real estate, and community economic development funds)
- criteria for evaluating investments, including social and environmental performance and corporate governance: the policy needs to state if and how ethical or social investing guidelines, screens or other tools will be used
- specific guidelines for various types of funds or accounts:
 - specific funds: operating, unrestricted capital, reserve funds, capital reserves, building funds, bursaries
 - specific investments for time horizon: short term, medium-term, long-term

Accountability and Roles:

The investment policy should describe the roles, responsibilities and specific duties of those responsible for investment decisions and the physical security of the assets. This may include the scope of activity for these bodies or individuals.

Board
Finance Committee
Board Treasurer
Investment Committee
Investment manager
Investment advisor
IM's banking institution

All IM groups with an investment role (for example, board and investment committee) should have a written term of reference for this activity discussed by the Board and approved by the Board. External bodies or individuals should have a clear contract or agreement. Training and information should be provided if necessary. The performance of each body needs to be part of the regular review of the investment policy and the investment results.

Access to professional advice:

- in drafting or reviewing an investment policy
- in reviewing investment returns
- in making day to day investment decisions, following the investment policy

Rules for dealing with conflicts of interest:

- define conflicts and procedures for avoiding, declaring and sanctions
- include Corporation members, board, officers, committee members, staff, volunteers, and advisors in scope of guidelines

Review and Revision of Investment Policy:

- the process for regularly reviewing investment performance
- the process for periodically reviewing objectives and policies

Reporting:

- include in the policy when and to whom investment results are reported, including the Board, membership (in Annual Report or directly), and other bodies
- legal and regulatory requirements need to be followed closely and fully

Other Topics to Include in Investment Policy:

- cash management policies, including how to choose banking institution(s)
- any specific investment requirements of regulator (e.g., mandatory pooled investment of social housing capital reserve funds; legal list of investments for Federal-sponsored housing)
- Board policies and criteria for loans and investing in mortgages of congregations (e.g., interest rates, principal payment terms)

Resources:

- *Mission and Investing: A Guide for United Church of Canada Congregations and Organizations*, United Church Publications, 2002
- *Congregational Board of Trustees Handbook 2004*, United Church Publications, 2004: see sections on Investments (42 to 45) and Delegation (68)
- *Financial Handbook for Congregations 2010*, United Church Publications: see section 7.3 “Investments”
- Legal and investment counsel familiar with Ontario legislation and resources
- Incorporated ministries, congregations, and non-profit organizations with an investment policy and investment committees
- Descriptions of bond ratings for various financial instruments, obtained from websites of bond rating agencies

Recommended by Corporation Overview Committee: September 21, 2010

Approved by Hamilton Conference Executive: October 20, 2010

Attachment # 7 – Board Membership
**Nominations Information Form
Board Member Nominees for Incorporated Ministries
Hamilton Conference, The United Church of Canada**

Hamilton Conference is required by the United Church of Canada's *Section 429 Guidelines for Incorporated Ministries* to approve a majority of the board members of each incorporated ministry. This form will make the Conference's review and approval process simpler and faster for incorporated ministries.

Name of Incorporated Ministry: _____

Contact Name: please include full contact details for at least one individual so that Conference's Incorporated Ministries Committee can contact your ministry

- Board Chair: _____
- Board Secretary: _____
- Nominating Committee Chair: _____
- Contact Person: Name: _____
Phone: _____
E-mail: _____
Fax: _____

Date of next AGM or Members' Meeting where election of directors will be held: _____

OR

Date of AGM or Members' Meeting where election of directors has already been held: _____

Names of nominees and the term [indicate dates or years] for each:

<u>Nominee</u>	<u>Term</u>

Please attach a biographical summary [one page maximum] for each nominee, including experience with the incorporated ministry and other non-profit boards, background with the United Church of Canada, related training, employment and community experience, etc.

Please indicate which nominees (if any) have been nominated by a particular constituency (e.g. presbytery, congregation, community at large) **or is an ex-officio nomination**, according to your organization's current by-laws.

Please confirm that all nominees and elected board members are qualified for board membership under your by-laws:

Signed: _____

Board position: _____

Dated: _____

If this applies to your incorporated ministry, please confirm here that the names of board nominees have been submitted for and received police checks:

"I hereby confirm that police checks of all board nominees have been completed on behalf of [name of incorporated ministry] have been done through [name of police service or other body]"

Signed: _____

Board position: _____

Dated: _____

The Corporation Overview Committee will review this material and make recommendations to Hamilton Conference Executive for their approval. **The Committee will NOT contact nominees directly but will follow up if necessary with the contact individual(s) you have shown at the top of this form.**

Thank you for helping us with this responsibility!

Date this form was sent to Hamilton Conference: _____

Person who sent this form: _____

For further information on this request, please contact:

Fred Monteith, Conference Executive Secretary, at fmonteith@hamconf.org or

David Martin, Consultant to Corporation Overview Committee, at pinetreedavid@sympatico.ca.