



Original

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FOR ACTION

## Report of the Nominations Committee

### RECOMMENDATIONS

#### 1. By-laws for the CWME, CCIA, EEF and Echos (GEN 09)

Taking note of the recommendations of GEN 09, the nominations committee recommends that:

- 1.1. By-laws of the commission on world mission and evangelism be approved by the central committee as described in the GEN 09 rev.
- 1.2. The explanatory note to be appended to the by-laws of the commission of the churches on international affairs be approved by the central committee as described in the GEN 09 rev, Appendix 1.
- 1.3. By-laws of the commission on education and ecumenical formation be approved by the central committee as described in the GEN 09 rev, Appendix 2.
- 1.4. The “youth body” established by the central committee after the 9<sup>th</sup> assembly be named by the central committee “Echos – commission on youth in the ecumenical movement”.
- 1.5. The by-laws for the Echos – commission on youth in the ecumenical movement be approved by the central committee as described in the GEN 09 rev.

#### 2. Working group on governance, accountability and staff policy (GEN 10)

The Central Committee mandated the Nominations Committee to appoint a sub-committee to review the document GEN 10. The Nominations Committee received and considered the report by the sub-committee. The nominations committee recommends that:

- 2.1. The central committee receive the report of the working group on governance, accountability and staff policy (GEN 10) and warmly thank the members of the working group for the work undertaken.
- 2.2. The central committee encourages the governance review continuation group to continue to work in the spirit of the CUV where the WCC as an organization is a fellowship of churches and an instrument for strengthening the ecumenical movement and its institutional profile (CUV 3.13).

#### *Immediate recommendations*

- 2.3. The central committee adopts the revision of the remit for the audit committee as described in GEN 10, Annex 4 rev.
- 2.4. The central committee

- 2.4.1. Creates a personnel committee with the remit described in GEN 10, Annex 5 rev.
- 2.4.2. Delegates, on this occasion, to the executive committee the appointment of the personnel committee at its next meeting in 2010.
- 2.5. The central committee requires the new general secretary to provide an early report to the executive committee on how the Geneva-based operation will be managed effectively.
- 2.6. The central committee encourages the members and staff to reflect further on how to design meetings (including agenda and structure), communication and information sharing for the coherence of the work of the WCC and the whole ecumenical movement.
- 2.7. The central committee encourages the improvement of integrated planning (holding together programmes, human resources and financial planning).

### ***Middle and longer term recommendations***

- 2.8. The central committee acknowledges the opportunities highlighted by the *working group on governance, accountability and staff policy* for the future shape of governance structures.
- 2.9. The central committee agrees that the *working group on governance, accountability and staff policy* continues its work until the executive committee meets in February 2010 and appoints a governance review continuation group which shall include some of the members of the working group to ensure wider representation from the central committee. Otherwise the nominations committee recommends the following provisions:
  - 2.9.1. To consult with the churches concerning the future shape of governance structures, and the partners concerning programme, as discussed in paragraphs 8.1 to 8.9 of GEN 10.
  - 2.9.2. To further elaborate on the roles of the presidents, officers (moderator, vice-moderators and general secretary) meetings, and staff.
  - 2.9.3. To consider the best use of available financial resources and intensify efforts in income generation.
  - 2.9.4. To review the constitution and rules
    - a) through the work of the governance review continuation group;
    - b) at the next central committee meeting in 2011 a policy reference committee shall be entrusted with the constitutional review;
    - c) the central committee in 2011 will appoint a constitutional committee which will report to the central committee meeting in 2012.
  - 2.9.5. To evaluate the roles, functions and mandates of the committees, commissions, advisory groups and reference groups so as to ensure greater integration and collaboration.
  - 2.9.6. To bring recommendations for appropriate action to an early meeting of the executive committee.

### **3. The membership of governing and consultative bodies (GEN/NOM 02)**

The nominations committee recommends that the central committee:

- 3.1. Adopt the following changes in the membership of the central committee:
  - 3.1.1. Rev. Bao Jiayan, associate general secretary of the China Christian Council, to replace Ms Chen Meilin.
  - 3.1.2. Dr Agedew Redie, Ethiopian Orthodox Tewahedo Church, to replace Dr Nigussu Legesse.

3.1.3. Rev. Kjetil Aano, general secretary of the Church of Norway Council on Ecumenical and International Relations, to replace Rev. Ingrid Van Nilsen.

3.1.4. Rev. Dr Idosa Wakseyoum Negeri, president of Ethiopian Evangelical Church Mekane Yesus, to replace Dr Iteffa Gobena Molte.

3.2. Adopt the following change in the membership of the permanent committee:

3.2.1. Dr Agedew Redie, Ethiopian Orthodox Tewahedo Church, to replace Dr Nigussu Legesse.

3.3. Establish an assembly planning committee consisting of 16 (sixteen) members of the WCC central committee, and 10 (ten) representatives of ecumenical organizations. In addition to that, the moderator of the local planning committee hosting the 10<sup>th</sup> assembly shall be *ex officio* to the assembly planning committee.

3.4. Adopt the following names for the assembly planning committee:

- Rev. Dr Moiseracle Prince Dibeela, *United Congregational Church of Southern Africa*
- Mr Itayi Ndunzo, *Methodist Church in Zimbabwe*
- Ms Hae-Sun Jung, *Korean Methodist Church*
- Ms Alyson Jane Preston, *Anglican Church of Australia* (former ADC member)
- Rev. Heike Bosien, *Evangelical Church in Germany, Württemberg* (former ADC member)
- Rev. Aaro Rytönen, *Evangelical-Lutheran Church of Finland*
- Rev. Dr Paul Gardner, *Moravian Church in Jamaica* (former ADC member)
- Dr Evelyn Parker, *Christian Methodist Episcopal Church*
- Rev. Sanele Lavatai, *Methodist Church of Samoa*
- H.E. Metropolitan Prof. Dr Gennadios of Sassima, *Ecumenical Patriarchate* (former ADC member)
- Ms Outi Vasko, *Orthodox Church of Finland/SYNDESMOS – World Fellowship of Orthodox Youth* (former ADC member)
- H.E. Metropolitan Prof. Dr Nifon of Targoviste, *Romanian Orthodox Church*
- Mrs Margarita Nelyubova, *Russian Orthodox Church (Moscow Patriarchate)*
- Dr Audeh B. Quawas, *Greek Orthodox Patriarchate of Jerusalem*
- H.E. Metropolitan Mor Eustathius Matta Roham, *Syrian Archdiocese of Jazīrah and Euphrates*
- Archbishop Vicken Aykazian, *Armenian Apostolic Church (Mother See of Holy Etchmiadzin)*

3.5. Instruct the general secretary to invite partner ecumenical organizations to nominate representatives to the membership of the assembly planning committee (2 CWCs, 2 REOs, 2 Specialized Ministries, 1 NCC, 1 IEO, 1 RCC, 1 Pentecostal).

3.6. Adopt the following appointments in the Echos commission:

3.5.1. Ms Diana Fernandes dos Santos as moderator of Echos

3.5.2. Iyabo Oyekola as vice-moderator of Echos

3.7. Adopt the following changes in the membership of the Echos commission:

3.7.1. Ms Irena D’Aloisio (Syndesmos Fellowship of Orthodox Youth) to replace Mr Ionut Tudorie (Romanian Orthodox Church)

3.7.2. Ms Sepiuta Camellia Hala’api’api (Anglican Church in Aotearoa, New Zealand & Polynesia, Fiji) to replace Ms Tasmania Afereti (Methodist, Samoa)

3.7.3. Dr Ho Yan Au (Pui Ching Road Baptist Church, Hong Kong) to replace Mr Keelan Downtown (Pentecostal, USA)

3.7.4. Mr Victor Liza Jaramillo (Iglesia Metodista, Peru) to replace Mr Davis Cela Heffel (Lutheran, Argentina)

3.7.5. Mr E. Timotheus Kamaboakai (YMCA, Liberia) to replace Ms Sophia Gergis (YMCA, Egypt)

3.8. Mandate the executive committee (in consultation with member churches in the Middle East and the Echos commission) to replace Ms Monica Coll (Presbyterian, Cuba) by a youth from the Middle East.

3.9. Appoint Fr Vineeth Koshy (Malankara Orthodox Syrian Church) to the continuation committee on ecumenism in the 21<sup>st</sup> century.

3.10. Include in the WCC delegation to the Edinburgh centennial the following names:

Ms Anastasia Vassiliadou, Greece, Ms Clara Mino Muthuka, Kenya, Ms Megan O'Callaghan, New Zealand, Ms Nayiri Baljian, Armenian Apostolic Church, USA (current young members of CWME ) as well as Mr Jec Borlado, Philippines (Echos) and Ms Adele Djomo Ngomedje, Cameroon/UK, former intern with CWME (current members of the Edinburgh 2010 youth reference committee).

3.11. Adopt that in the event of a vacancy, the churches submitting changes in the membership of governing and consultative bodies include a rationale when balances are not met.

#### **4. Staffing Report**

4.1. The nominations committee recommends that the central committee receives the staffing report (STA 1).

### **COMMENTARY**

#### **1. By-laws for the CWME, CCIA, EEF and Echos**

The nominations committee appointed a sub-committee including lawyers, parliamentarians and experts. The group reviewed the proposals as described in the document GEN 09 and makes the recommendations below:

1.1. In relation to §3.2.10 in the by-laws of the CWME, the nominations committee feels there cannot be an *ad hoc* group without the approval of the programme committee of the central committee. In relation to §3.3.2 in the by-laws of the CWME, the nominations committee is of the opinion that members of the commission should be appointed after each assembly for the whole period until the next assembly.

1.3. In relation to §2.4. of the by-laws of the commission on education and ecumenical formation (EEF), the nominations committee finds it is important that also approval of the programme committee is needed. In relation to §4 in the by-laws of the EEF, the nominations committee wants to add “...and circulate a report to the whole commission”. The nominations committee wants to make sure that the executive of the commission on education and ecumenical formation keeps all the members of the commission informed about those urgent decisions which are taking place in between the commission meetings. In relation to §6.2., the nominations committee gives the substitute voice, but not vote. In relation to §6.5., the nominations committee confirms a quorum of 50% plus one of the members.

1.5. In relation to §6.6., the nominations committee adds a point §6.6.a) on quorum. Furthermore, in relation to §6.6.c, the nominations committee gives the substitute voice, but not vote.

## **2. The Working Group on Governance, Accountability and Staff Policy (GEN 10)**

The nominations committee appointed a sub-committee to review GEN 10. The Sub-committee acknowledged that the governance committee will continue its work and eventually make comprehensive recommendations to the appropriate governing bodies.

The nominations committee received comments from the finance committee. It recommended not making an immediate decision to change the current reporting line of the audit committee. The nominations committee dealt with the concern of the finance committee.

## **3. The membership of governing and consultative bodies (GEN/NOM 02)**

3.6. After filling vacancies in the Echos commission, one remains. The nominations committee was informed that because of requirement for regional balances the remaining position should be filled by a young person from the Middle East. As there is no name available at this time, the nominations committee does not bring a recommendation.

3.7. The nominations committee received a list from the Echos explaining different reasons for the needed changes and acted accordingly.

3.9. The name of Fr Vineeth Koshy was proposed by the Echos commission and was received by the nominations committee.

3.11. The nominations committee discussed the issue of churches submitting changes in the membership of governing and consultative bodies (in case of open vacancy) and found that in some cases balances are not being met. This is the case especially in nominations for the central committee during this session as two females and two males are being replaced by four males. It is very important to sensitize member churches about preparing women for leadership in ecumenism. At the same time, the nomination committee notes that the central committee must review each case individually and consider policies that influence their decisions.

## **4. Staffing report**

The nominations committee received information about the new staff appointments and contract extensions. The nominations committee also received an update on staffing matters since the last central committee. The nominations committee discussed upcoming large number of changes in the staff leadership group and programme leadership as well as the small number of female and youth in the executive staff.

## GEN 10/ Annex 4 rev

## Remit for Audit Committee

### OVERALL PURPOSE

To liaise with the independent auditors with a view to ensuring that member churches, funding partners, related organizations and other stakeholders are given an independent assurance of the integrity of the WCC's financial reporting process, its stewardship of resources, and management of risks and controls, including whether the council's network of risk management, control of governance processes, as designed and represented by management is adequate.

The audit committee should keep under review the independence and objectivity of the auditors.

### OBJECTIVES

1. To oversee the process for the appointment of auditors.
2. To monitor the annual audit process and the performance of the auditor.
3. To receive and review the draft financial report and management report, together with any observations from the auditors, ensuring that any material issues are raised to the officers of the finance committee before their approval of the financial report.
4. To receive and review reports from the auditors regarding WCC's financial and internal control process.
5. To monitor the choice and application of accounting policies and principles.

### TASKS OF THE AUDIT COMMITTEE

#### *1. Audit planning and preparation*

- To review the scope of the current year's audit, including the areas where the auditors have identified risks, or where observations have been raised by finance committee or sub-committee, making recommendations to the auditors for amendment of scope as appropriate.
- To assess whether appropriate assistance is being provided to the auditors by the finance staff.
- To review control weaknesses detected in the prior year's audit and corrective measures implemented by management.
- To review the auditor's engagement letter, including the audit fee and expenses.

#### *2. Accounting and control systems*

- Enquire about changes in the financial systems and control systems during the year.
- Enquire into the condition of the records and the adequacy of resources committed to accounting and control.
- Enquire into the major financial risks faced by the council and the appropriateness of related controls to minimize their potential impact.

#### *3. Annual financial statements*

- Review the financial statements, with particular focus on: the selection of, and changes in accounting policies, methods used to account for unusual or particularly significant transactions, issues on which management has made estimates or judgments that had a significant effect on the financial statements, the reasonableness of the estimates and judgments, and significant transactions with related parties.
- Enquire about changes in professional standards or regulatory requirements.

#### *4. Audit results*

- Review the auditors' proposed report on the financial statements.

- Review the auditors' "management letter" documenting weaknesses in internal control systems and commenting on other matters.
- Discuss with the auditors whether there are concerns such as: organizational and management deficiencies, limitations placed on the scope of the auditor's examination; significant misstatements or irregularities.
- Ensure that unsolved and unresolved issues are reported as appropriate to the finance/executive committee.

#### *5. Appointment of auditors*

- Discuss with senior management whether there are any concerns about the conduct of the audit.
- Enquire as to the experience and capabilities of the individuals being proposed to conduct the audit, their objectivity and independence.
- Recommend to the finance committee/executive committee the auditors to be appointed for the following year.

### **MEMBERSHIP**

1. The audit committee shall be composed of three to six members of whom two or three shall be members of the executive committee who are not also members of the finance, personnel or other committees or core groups and two or three external members who are expert in these areas. None of the members shall be staff members or paid consultants of the council. The committee will be responsible for appointing a moderator from their number.

2. Each member of the audit committee will have experience in financial reporting or other functions of the committee, and should be willing and able to ask searching questions about these matters and to commit the time required.

3. The audit committee will call upon the relative expertise and knowledge of the finance and personnel committees, staff and other persons in the management or governance with relevant information for the audit committee.

### **APPOINTMENT**

Members of the audit committee shall be appointed by the central committee, for a period of three years, and shall be eligible for reappointment for a second and last term. Names of external members shall be offered by the audit committee to the central committee for appointment.

### **FREQUENCY OF MEETINGS**

The audit committee will meet at least twice each year. The audit committee may meet with auditors and staff present, or with one or neither of these groups of persons present. Flexibility is expected so that audit committee members and the auditors can meet on an as-needed basis.

### **REPORTING**

The audit committee shall report directly to the executive committee and distribute the results to the central committee.

**GEN 10/ Annex 5 rev****Remit for personnel committee**

1. The central committee shall appoint a personnel committee, comprising no more than seven members and meeting in conjunction with, and reporting to, the executive committee. The committee may include one or more external advisers, who shall advise but not partake in decision-making. The committee should include persons with multi-cultural human resource management experience and ecumenical vision.
2. The committee shall undertake oversight of human resources policy, striving always to ensure the WCC follows best practice in its treatment, development and deployment of those it employs. It shall not engage in personnel management, which remains the proper role of the staff.
3. Areas under its purview shall include:
  - a) Policy on recruitment and retention, including years of service
  - b) The code of ethics
  - c) Management by objective
  - d) Staff development
  - e) Policy for redundancy and redeployment
  - f) Prepare a whistle-blowing policy
  - g) Grievance and disciplinary policies
  - h) Support for staff in implementing changes in staffing policy, particular when significant structural change is envisioned
  - i) Broad policy on terms and conditions
  - j) Staff rules
  - k) Staff regulations