

Dominican Development Group

Board of Directors Notebook Index

- Mission Statement
- Board of Director's Duties & Responsibilities
- Brief History of the DR Episcopal Church
- Committee Policy
- Committee Structure & Committee Definition Enclosures
- Executive Committee Members Job Descriptions
- Employee Job Descriptions
- Overview of the Dominican Episcopal Church
- By Laws – October 18, 2002
- Articles of Incorporation

Dominican Development Group (DDG) **Committee & Advisor Structure** **DEVELOPMENT COMMITTEE**

Committee Title: Development Committee.

Membership Guidelines: The membership of the Development Committee should be composed of five (5) members of the Board. At least two (2) members of the Committee should be Bishop's appointed representatives. To the degree possible, committee members and particularly the chair should have some experience in fund raising and grant writing for a non-profit organization. The chair shall be selected by the President.

Responsibilities: The Development Committee will work with the Executive Committee and the Executive Director to:

- Develop a fund raising strategy for the DDG.
- Establish the charitable contributions goals for the annual budget.
- Write grant proposals to achieve the financial goals of the DDG.

Authorities: The Development Committee shall have the authority to work with individuals and institutions that could provide financial support to the DDG. Final negotiations and commitments are reserved to the DDG President and the Executive Director.

Dominican Development Group (DDG) Committee & Advisor Structure EXECUTIVE COMMITTEE

Committee Title: Executive Committee.

Membership Requirements: “The Executive Committee shall be composed of all officers.” (*Article VI, Section 1 – The Executive Committee, DDG Bylaws, October 18, 2012*). The officers of the Board are defined by the Bylaws as the President, the First Vice President, the Second Vice President, the Treasurer and the Secretary.” (*Article IV – Duties of Officers; DDG Bylaws, October 18, 2012*). The DDG Executive Director shall be an ex officio member of the Executive Committee except where matters pertaining to the Executive Director’s employment and performance are concerned.

Responsibilities:

- Conduct DDG business between Board meetings as required.
- Conduct an annual appraisal of the performance of the Executive Director subject to the approval of the Board.
- Develop a succession plan for the Executive Director position.
- Serve as an advisor to the Executive Director on matters pertaining to achieving strategic goals and important DDG objectives.
- Serve as a liaison and enhance communication between the Executive Director and the full Board.
- Keep a record of all official meetings of the Executive Committee and provide them to the entire Board in a timely manner, subject to HIPAA and HR national and Florida privacy laws and regulations.
- Comply with the DDG Bylaws.

Authorities:

- “The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the business of the Corporation between meetings of the Board.” (*Article VI, Section; DDG Bylaws, October 2, 2002*).
- Review, approve or sunset projects submitted by the Projects Committee for approval of the full Board.
- Recruit and hire the Executive Director subject to the approval of the full Board.
- Establish the compensation package for the Executive Director subject to the approval of the full Board.
- Establish and sunset DDG committees and advisors of the DDG subject to approval of the Board.
- Appoint the leadership of the authorized committees and advisors of the DDG.
- Be the final authority for addressing serious organizational issues associated with DDG employees.
- Approve Board agendas proposed by the Executive Director.

Dominican Development Group (DDG) Committee & Advisor Structure FINANCE COMMITTEE

Committee Title: Finance Committee.

Membership Guidelines: The membership of the Finance Committee should be composed of three (3) members of the Board and a financial representative of the Dominican Episcopal Church. At least one (1) member of the Committee should be a Bishop's appointed representatives. To the degree possible, committee members and particularly the chair should have some experience in finance of a non-profit enterprise. The chair shall be the Treasurer of the DDG.

Responsibilities: The Finance Committee will work with the Executive Committee, the Executive Director and the Development Committee to:

- Develop the annual DDG operation budget.
- Develop policies and procedures for control of DDG finances and safeguard its assets.
- Monitor the actual vs. planned income and expenses on a monthly basis throughout the DDG fiscal year.

Authorities: The Finance Committee shall have the authority to establish policies and procedures to control the finances of DDG subject to approval of the Executive Committee and the full Board.

Dominican Development Group (DDG)
Committee & Advisor Structure
HUMAN RESOURCES ADVISOR

Advisor Title: Human Resources Advisor.

Advisor Guidelines: To the extent possible a Board member shall be assigned as a Human Resources Advisor who can advise the Board, the Executive Committee and the Executive Director on matters pertaining to management of DDG employees. If no qualified Board member is available, the Executive Committee will attempt to acquire a non-Board member as a Human Resources Advisor on a pro bono basis. The President shall appoint the Human Resources Advisor.

Responsibilities: The Human Resources Advisor will work with the Executive Committee or the Executive Director on behalf of the Board to:

- Hire and manage the DDG Executive Staff¹ in accordance with the approved budget, guidance from the Board and Federal, Florida and Local laws and regulations.
- Develop and maintain appropriate Human Resource policies and procedures.

Note 1: The Executive Staff is composed of the Executive Director and any employees of the DDG.

Dominican Development Group (DDG) Committee & Advisor Structure LEGAL ADVISOR

Advisor Title: Legal Advisor.

Advisor Guidelines: To the extent possible a Board member shall be assigned as a Legal Advisor who possesses legal training and can advise the Board, the Executive Committee and the Executive Director on governance of the DDG and on routine legal matters and on other matters that may come before the DDG from time to time. If no qualified Board member is available, the Executive Committee will attempt to acquire a non-Board member as a Legal Advisor on a pro bono basis. The President shall appoint the Legal Advisor.

Responsibilities: The Legal Advisor will assist the Board, the Executive Committee, the Operations & Strategy Committee and the Executive Director in the following areas where legal advice may be warranted or required to:

- Comply with relevant non-profit Florida, US and Dominican Republic laws and regulations.
- ~~Cosign with the Executive Director all notes, agreements, and other instruments made and entered into and on behalf of the DDG.~~
- Advise the Executive Director on the legal implications of signing notes, agreements, and other instruments made and entered into and on behalf of the DDG.
- Comply with the DDG Articles of Incorporation and By-laws of the DDG.
- Review and update DDG Articles of Incorporation and By-laws.
- Insure adequate insurance coverage for the DDG.
- Recommend outside council in cases where the Legal Advisor's expertise is exceeded.

Dominican Development Group (DDG) Committee & Advisor Structure NOMINATING COMMITTEE

Committee Title: Nominating Committee.

Membership Requirements: “The Nominating Committee shall consist of at least three (3) members of the Board. Its chair and members shall be appointed by the President.”
(Article VI, Section 2; DDG Bylaws, October 18, 2012)

Responsibilities:

- “It shall be the duty of the Nominating Committee to present a proposed slate of officers and at-large directors for election at the Annual Meeting, including nominees to fill any vacancies.” *(Article VI, Section 2; DDG Bylaws, October 18, 2012).*
- Create a pipeline of future qualified board candidates to fill Board director vacancies.
- Seek to recruit Board members who will have skills and capabilities appropriate to chair or be members of an authorized committee or advisor function.
- Seek to nominate prospective Board members who will replace retiring members with equivalent or enhanced skills and capabilities.

Authorities:

- The Nominating Committee shall have authority to act on behalf of the President and the Executive Committee to recruit, vet and nominate persons to be members of the Board in accordance with applicable provisions of the Bylaws.

Dominican Development Group (DDG)

Committee & Advisor Structure

PROJECTS COMMITTEE

Committee Title: Projects Committee

Membership Guidelines: The membership of the Projects Committee should be composed of a chair and one (1) member of the Board. Either the chair or the Committee member should be a Bishop's appointed representative. The chair shall be appointed by the President.

Responsibilities:

- Serve as a clearing house for all new projects proposed by any member of the Board or interested party.
- Maintain a list and summary of all authorized DDG projects.
- Present a report to the annual meeting of the Board on the list of approved projects and the status, effectiveness and resources for each project.

Authorities:

- Review and approve new projects and resources prior to submittal to the Executive Committee.
- Recommend elimination of existing projects that no longer are effective or where resources are no longer available to continue the project.

Dominican Development Group (DDG)
Committee & Advisor Structure
STRATEGY COMMITTEE

Committee Title: Strategy Committee.

Membership Guidelines: The membership of the Strategy Committee should be composed of three (3) members of the Board. At least one (1) member of the Committee should be a Bishop's appointed representative. To the degree possible, committee members and particularly the chair should have some experience in strategic planning in business or non-profit enterprises. The chair shall be appointed by the President.

Responsibilities: The Strategy Committee will work with the Executive Committee and Executive Director on behalf of the Board to:

- Develop a vision statement for the DDG.
- Develop a 5-year DDG strategic plan and tasks to achieve the plan's objectives.
- Update the plan's objectives on an annual basis.

Dominican Development Group (DDG)

Job Description

ADMINISTRATOR

Job Title: Dominican Development Group ADMINISTRATOR.

Summary: The ADMINISTRATOR is a part time position responsible for assisting the EXECUTIVE DIRECTOR, the DR DIRECTOR OF EDUCATION and Board of Directors in carrying out the duties and responsibilities of the DDG and the DDG's Executive Office.

Responsibilities:

The ADMINISTRATOR shall *primarily* be responsible for:

- Managing preparation for Board meetings.
- Collecting, transferring and accounting for funds given to support the work of the Diocese of the DR.
- Working with the DR DIRECTOR OF EDUCATION to manage the DR scholarship program.
- Establishing and maintaining the DDG website, email and social media accounts.
- Maintaining and archiving relevant historical documents and photos of the DDG and the Dominican Church.

The ADMINISTRATOR shall provide support to the EXECUTIVE DIRECTOR and the Board in the following areas as required and as time permits.

- Developing a 5-year DDG strategic plan.
- Coordinating and supporting short term mission teams to the Diocese of the DR.
- Managing the DR pilgrimage and exploration trip program.
- Assuring transport of materials, supplies and equipment to the DR.
- Reviewing and approving contracts for services.
- Maintaining files of key processes and procedures.
- Managing implementation of the DDG budget.
- Preparing and filing financial reports required by Government agencies.
- Advocating the mission of the DDG to Companion Dioceses and other external stakeholders.
- Providing timely information to Companion Diocese and persons interested in the work of the Diocese of the DR.

Authorities: The ADMINISTRATOR shall have the authority to:

- Work independently with the DR Director of Education to manage the DR Scholarship Program.
- Independently manage, upgrade and Input Information regarding the web site, email and social media accounts of the DDG.

Dominican Development Group (DDG)

Job Description

EXECUTIVE DIRECTOR

Job Title: Dominican Development Group EXECUTIVE DIRECTOR.

Summary: The EXECUTIVE DIRECTOR is responsible for managing the programs and plans of the DDG and overseeing the operation of the DDG Executive Office. Other key duties include budgeting, development and outreach to DDG stakeholders. The position reports directly to the President of the Board of Directors.

Responsibilities: The EXECUTIVE DIRECTOR shall be responsible for:

- Strategy
 - Leading the DDG's strategic planning processes.
 - Developing a 5-year DDG strategic plan and recommend tasks to achieve these goals (Update in Even Years).
 - Developing and updating a vision statement for the DDG.
 - Developing and implementing a set of objectives for the DDG on an annual basis.
- Operational
 - Coordinating and supporting short term mission teams to the Diocese of the DR.
 - Managing the DR Exploration Trip program.
 - Assuring transport of materials, supplies and equipment is accomplished in a cost effective manner.
 - Reviewing and approving contracts for services.
 - Identifying, maintaining and improving processes and procedures to deliver effective support to the Diocese of the DR.
 - Work with and guide the Board of Director's (Board) Committee Chairs as they perform tasks authorized by the Board.
 - Supervise the ADMINISTRATOR in administering the DR Scholarship Program.
- Financial
 - Developing an annual budget for the DDG.
 - Managing the implementation of the DDG budget.
 - Ensuring that the DDG is compliant with standard non-profit accounting practices.
 - Preparing and filing financial reports required by all Government agencies.
 - Authorizing all disbursements from DDG financial resources in accordance with approved financial procedures.
 - Supporting the ADMINISTRATOR in collecting, transferring and accounting for funds given to support the work of the Diocese of the DR.
 - Supporting the TREASURER in assuring the conduct of an annual financial review.
 - Supporting the TREASURER in assuring the conduct of a DDG financial outside audit every five (5) years.

- Supporting the TREASURER in preparing and filing financial reports required by all Government agencies.
- Development
 - Establishing and implementing a planned giving program for the DDG.
 - Identifying new sources of funding for the DDG.
 - Assuring that existing sources of DDG funding are maintained.
 - Cultivating donors and soliciting grants and individual gifts.
- Legal
 - Signing all notes, agreements, and other instruments made and entered into and on behalf of the DDG.
 - Complying with DDG Articles of Incorporation and By-laws of the DDG.
 - Reviewing and updating DDG Articles of Incorporation and By-laws (As Required).
 - Ensuring DDG compliance with relevant non-profit state, US and Dominican Republic laws and regulations.
 - Insuring adequate insurance coverage for the operation of the DDG.
- Communications
 - Advocating the mission of the DDG to Companion Dioceses and other external stakeholders.
 - Providing timely and accurate information to the DDG Board to enable timely and informed decisions.
- Assessment
 - Assessing the quality of support that the DDG provides to the Diocese of the DR annually.
- Human Resources
 - Hiring and managing staff in accordance with the approved budget, DDG Human Resource policies and guidance from the Board.
 - Developing and maintaining appropriate HR policies and procedures.
- Spiritual
 - Being actively involved in a faith based community where they make their home.

Authorities: The EXECUTIVE DIRECTOR shall have the authority to act on behalf of the DDG concerning all matters pertaining to the management and operation of the DDG subject to the provisions of the Articles of Incorporation, the Bylaws, the written policies and procedures of the DDG and direction of the DDG President.

Professional Qualities: The DDG Executive Director must be:

- An excellent communicator - able to communicate to all levels of the church hierarchy (parishioners to bishops) in English and Spanish.
- Able to establish and maintain an effective DDG development program.
- Skilled at managing a volunteer board of directors and assuring successful DDG board meetings
- Able to provide a mission and vision for the DDG and provide effective leadership to achieve these objectives.

Dominican Development Group (DDG)

Job Description

PRESIDENT

Job Title: Dominican Development Group PRESIDENT

Summary: The PRESIDENT is the Chairman of the Board of the Dominican Development Group (DDG). The PRESIDENT has, subject to the control of the Board, general supervision, direction and control of the organization, activities, officers and employees of the DDG.

Responsibilities: The PRESIDENT shall be responsible for:

- Executive
 - Chairing all meetings of the Board and all meetings of the Executive Committee.
 - Making all committee appointments other than the Executive Committee and be a member ex-officio of all committees.
 - Setting priorities and creating agendas for meetings of the Board and Executive Committee.
 - Ensuring effective external communications about the DDG and its mission, priorities, importance, programs, and activities.
 - Assuring ongoing recruitment, development, and contributions of Board members.
 - Assessing the performance of the Board and its committees.
 - Ensuring clear line of authority between the PRESIDENT and the EXECUTIVE DIRECTOR.
 - Conducting the annual review of the EXECUTIVE DIRECTOR'S performance.
- Legal
 - Signing all notes, agreements, and other instruments made and entered into and on behalf of the DDG.
 - Complying with DDG Articles of Incorporation and By-laws of the DDG.
 - Reviewing and updating DDG Articles of Incorporation and By-laws (As required).
- Communications
 - Championing the DDG and advocating its mission to Companion Dioceses and other external stakeholders.
- Spiritual
 - Being actively involved in a faith based community where they make their home.

The PRESIDENT shall support the EXECUTIVE DIRECTOR as follows:

- Development
 - Establishing and implementing a planned giving program for the DDG.
 - Identify new sources of funding for the DDG.
 - Assure that existing sources of DDG funding are maintained.
 - Cultivating donors and soliciting grants and individual gifts.

- Financial
 - Develop an annual budget for the DDG
 - Assure the conduct of an annual financial review.
 - Assure the conduct of a DDG financial outside audit every five (5) years.
- Strategy
 - Leading the DDG's strategic planning processes.
 - Developing a 5-year DDG strategic plan and recommend tasks to achieve these goals (Update in Even Years).
 - Developing and updating mission and vision statements for the DDG.
 - Developing and implementing a set of objectives for the DDG on an annual basis.
- **Authorities:** The PRESIDENT shall have the authority to act on behalf of the DDG concerning all matters pertaining to the management and operation of the DDG subject to the provisions of the Articles of Incorporation and the Bylaws.

Dominican Development Group (DDG)

Job Description

SECRETARY

Job Title: Dominican Development Group SECRETARY.

Summary: The SECRETARY shall serve as the recorder of all official transactions of the Board and the Executive Committee and shall work with the ADMINISTRATOR to archive current and historical records of DDG.

Responsibilities: The SECRETARY shall be responsible for:

- Recording the minutes of all official meetings. *(Article IV, Section 4 – The Secretary, DDG Bylaws, October 18, 2012).*
- Circulating draft and approved minutes.
- Organizing agendas for official meetings.
- Preparing and distributing necessary correspondents of the DDG. *(Article IV, Section 4 – The Secretary, DDG Bylaws, October 18, 2012).*
- Checking that agreed actions are carried out.
- Acting as custodian of the DDG’s governing documents.
- Being custodian of and maintaining all minutes, board reports, committee reports, historical records, and other records of Board proceedings. *(Article IV, Section 4 – The Secretary, DDG Bylaws, October 18, 2012).*
- Preparing an annual report of DDG activities for the DDG winter meeting.
- Providing notice of all meeting required by statute, bylaws of resolutions. *(Article IV, Section 4 – The Secretary, DDG Bylaws, October 18, 2012).*
- Checking quorum requirements at official meetings.
- Recording attendance at all official Board meetings. *(Article IV, Section 4 – The Secretary, DDG Bylaws, October 18, 2012).*
- Having custody of the Seal of the DDG. *(Article IV, Section 4 – The Secretary, DDG Bylaws, October 18, 2012).*
- Ensuring elections are carried out in accordance with Board procedures.
- Being actively involved in a faith based community where they make their home.

Dominican Development Group (DDG)

Job Description

TREASURER

Job Title: Dominican Development Group TREASURER.

Summary: The TREASURER shall oversee the financial affairs of the DDG and report to the Board on the financial health of the Organization.

Responsibilities:

The TREASURER shall be responsible for:

- Chairing the Finance Committee.
- Conduct an annual financial review.
- Assuring compliance with standard non-profit accounting practices.
- Assuring the conduct of a DDG financial outside audit every five (5) years.
- Ensuring proper custodianship of all funds and securities of the DDG with the Executive Director. *(Article IV, Section 5 – The Treasurer, DDG Bylaws, October 18, 2012)*
- Assuring that financial records of the DDG are kept and reported at each regular meeting of the Board. *(Article IV, Section 5 – The Treasurer, DDG Bylaws, October 18, 2012)*
- Approving the deposit of all monies of the DDG in banks selected and designated by the Board. *(Article IV, Section 5 – The Treasurer, DDG Bylaws, October 18, 2012 (Note: In the Bylaws , but the Bylaws may need to be changed since it does not seem to be feasible for a Board member to do this))*
- Preparing and filing financial reports required by all Government agencies. *(Article IV, Section 5 – The Treasurer, DDG Bylaws, October 18, 2012 (Note: This may not be possible for the Treasurer, may currently be done by the Executive Director – not sure))*
- Being actively involved in a faith based community where they make their home.

The TREASURER shall support the EXECUTIVE DIRECTOR as follows:

- Developing an annual budget for the DDG.
- Managing the implementation of the DDG budget.

Authorities: The TREASURER shall have the authority to:

- Conduct the annual review of DDG finances.
- Select an outside auditor to conduct the five (5) year periodic audit of the DDG finances subject to review by the Executive Committee.

Three Issues to resolve:

1. I don't think the Treasurer can approve the deposit of all monies of the DDG in banks selected and designated by the Board.
2. The Treasures may not be able to file all Government required reports – not sure.
3. To my knowledge there is no bonding of the Executive Director, the future Administrator or the exec Committee (i.e. those who have authority to touch DDG money). If this need to be in the job descriptions I need to know where to put it

No comments from Ed M.