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# THE EPISCOPAL CHURCH

THE DOMESTIC AND FOREIGN MISSIONARY SOCIETY  
OF THE PROTESTANT EPISCOPAL CHURCH IN THE UNITED STATES OF AMERICA

FOUNDED 1821 • INCORPORATED 1846

Adopted on: Nov 30, 2022

**GO 003 Resolution re: By-law amendment**

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The following is a true copy of a Resolution adopted by the Executive Council at its meeting November 30, 2022, at which a quorum was present and voting.

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**Resolved**, that Article VIII of the By-laws of the Executive Council of the General Convention and the Domestic and Foreign Missionary Society entitled Committees, shall hereby be repealed and replaced by a new Article VIII in the form attached hereto.

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**The Rev. Canon Michael Barlowe**

Secretary of Executive Council and

The Domestic and Foreign Missionary Society

of the Protestant Episcopal Church in the United States of America

**ARTICLE VIII  
COMMITTEES**

**Sec. 1 Committees and Task Forces Created by Action of the General Convention**

- (a) A current list of active committees or task forces, including committees of Executive Council, created by direct action of the General Convention is listed in the Appendix and will be maintained by the Secretary of the Council.
- (b) Unless otherwise provided by a Resolution of the General Convention, the Constitution and Canons, or the Joint Rules of Order, the members of each such task force or committee shall be jointly appointed by the Chair and Vice-Chair, and the composition of such study committees and task forces shall reflect the diverse voices of the Church and a balance of the Church's orders consistent with the historic polity of the Church. Those study committees and task forces so appointed shall expire at the close of the next General Convention following, unless reappointed by the Chair and Vice-Chair and reauthorized by the Executive Council.
- (c) The Joint Audit Committee of the Council and the Domestic and Foreign Missionary Society is as prescribed in the Constitution and Canons of The Episcopal Church. The Joint Audit Committee performs the duties as prescribed in The Constitution and Canons of The Episcopal Church. The Council shall review and approve the Joint Audit Committee Charter on an annual basis.

**Sec. 2 Committees Created by Action of Executive Council**

- (a) A current list of active committees created by action of the Council is listed in an Appendix and will be maintained by the Secretary of the Council.
- (b) Pursuant to the Constitution and Canons, and subject to budgeted funds available for the purpose, the Chair and the Vice-Chair, having reviewed the resolutions adopted by the General Convention that provide for any study or further action, shall thereupon recommend to the Executive Council the creation of such study committees and task forces as may be necessary to complete that work. The members of each such body shall be jointly appointed by the Chair and Vice-Chair, and the composition of such committees and task forces shall reflect the diverse voices of the Church and a balance of the Church's orders consistent with the historic polity of the Church. Those committees and task forces so appointed shall expire at the close of the next General Convention following, unless reappointed by the Chair and Vice-Chair and reauthorized by the Executive Council.
- (c) Any Executive Council resolution creating a committee, other than those in Section 2(b) above, shall specify its size and composition, the clear and express duties assigned to the committee, the time for completion of the work assigned, to whom the committee's report is to be made, and the amount and source of the funding for the body. The members of each such committee shall be jointly nominated by the Chair and Vice-Chair and appointed by the Council. The

composition of the committee shall reflect the diverse voices of the Church and a balance of the Church's orders consistent with the historic polity of the Church. A committee's duration will expire at the second General Convention following its creation, unless otherwise specified by the Council.

(d) Joint Budget Committee of the Executive Council

- i. There shall be a Joint Budget Committee of the Executive Council which, pursuant to the Constitution and Canons of The Episcopal Church, shall, with the Chair and Vice-Chair and the Council, develop an Episcopal Church Budget consistent with the resolutions of the General Convention, for each budgetary period, which budgetary period shall be equal to the period between the January 1 following the adjournment of the most recent meeting of the General Convention and ending with the December 31<sup>st</sup> following the adjournment of the next regular meeting of the General Convention.
- ii. The Chair of the Budget Committee shall be jointly nominated by the Chair and Vice Chair and appointed by Council.
- iii. The members of the Budget Committee shall be jointly nominated by the Chair and Vice-Chair and appointed by Council, and shall include: one member of each Executive Council Joint Standing Committee, and at least five and not more than seven other individuals who may or may not be members of Council, including individuals with financial and budgetary expertise, and, further, the membership shall represent the diverse voices of the Church and a balance of the Church's orders consistent with the historic polity of the Church. The Treasurer and the Executive Officer of the General Convention shall be members *ex officio*. The members shall serve a term beginning at the first regular meeting of Council following the regular meeting of the General Convention or immediately following their appointment, whichever comes later, and continuing through December 31 following the adjournment of the next regular meeting of the General Convention or until a successor is appointed, and may serve two consecutive terms, after which a full interval between regular meetings of the General Convention must elapse before being eligible for reappointment.
- iv. In the development of The Episcopal Church Budget, pursuant to the Constitution and Canons of The Episcopal Church, the Budget Committee shall solicit input from Interim Bodies, Executive Council Joint Standing Committees, the Society's staff, and other interested parties, and shall further establish a timeline for preparation of The Episcopal Church Budget that shall include appropriate time for open and accessible hearings prior to the presentation of the completed Episcopal Church Budget for acceptance by the Council and subsequent submission to the Secretary of the General Convention; such timeline shall be published to the church at large through the General Convention Office.

- v. Following the completion of each regular meeting of the General Convention and at least thirty (30) days prior to the first regularly scheduled Council meeting, the Budget Committee shall consider all resolutions with budgetary impact and shall make adjustments to The Episcopal Church Budget for consideration by Council pursuant to the Constitution and Canons of The Episcopal Church.
  - vi. The Budget Committee shall meet as necessary (but not necessarily concurrently with Council) and shall provide an informational report to the Joint Standing Committee on Finance at each regular meeting of the Council.
- (e) Every committee shall provide in writing an annual report to the Council of its work and activities.

**Sec. 3 Joint Standing Committees Created by the Executive Council and the Domestic and Foreign Missionary Society**

- (a) There are four Joint Standing Committees of the Executive Council and the Society.
- (b) (i) There shall be a Joint Standing Committee on Governance and Operations, which shall be responsible for reporting to the Council and the Society and recommending action on all governance, operational, administrative, or other such matters assigned to it from time to time by the Council, or the Society, or the Chair of the Council.
  - (ii) The Chief Legal Officer shall report both in writing and in person to the Committee on Governance and Operations at each meeting of Executive Council about pending and anticipated legal matters including the legal work in support of significant transactions and donations, the status of litigation (including threatened litigation) in which The Episcopal Church is, or may be, a party (including upcoming decisions needed by The Episcopal Church and legal options of various courses of action in any such litigation), and any important regulatory, tax, property (including intellectual property), or insurance coverage matters that may affect The Episcopal Church's budget, financial soundness, operations or reputation for integrity. Where appropriate, the Chief Legal Officer will identify upcoming significant legal decisions, and The Episcopal Church's legal options and likely results in connections with such decisions. Appropriate portions of the reports shall be sealed in order to protect the attorney client privilege, but such reports shall be a part of the permanent record of the meeting. Appropriate portions of the in-person briefing may be held in executive session in order to protect the attorney client privilege with respect to pending or threatened litigation, or where otherwise necessary to maintain the privilege.
- (c) There shall be a Joint Standing Committee on Finance, which shall be responsible for reporting to the Council and the Society and recommending action on all financial, budgetary, or other such matters assigned to it from time to time by the Council, or the Society, or the Chair of the Council.
- (d) There shall be a Joint Standing Committee on Mission Within The Episcopal Church which shall be responsible for reporting to the Council and the Society and recommending action on local, diocesan, provincial, and churchwide ministries

- authorized by General Convention and the Council, or other such matters assigned to it from time to time by the Council, or the Society, or the Chair of the Council.
- (e) There shall be a Joint Standing Committee on Mission Beyond The Episcopal Church, which shall be responsible for reporting to the Council and the Society and recommending action on global partnerships, covenant relationships, ecumenical and interreligious partnerships, or other such matters assigned to it from time to time by the Council or the Society, or the Chair of the Council.
  - (f) A Joint Standing Committee shall have the power to create subcommittees to carry out specific work. Subcommittees shall consist of members of the Joint Standing Committee, and may include other members of the Council and other persons of particular ability and expertise. A subcommittee is responsible to and reports to the Joint Standing Committee that created it. The chair of a Joint Standing Committee has the authority to appoint the membership of a subcommittee.
  - (g) Appointment of Joint Standing Committee members is as prescribed by the Constitution and Canons of The Episcopal Church.
  - (h) Each Joint Standing Committee shall have a chair, jointly appointed from the members by the Chair and Vice Chair of the Council. The Joint Standing Committee may elect a vice chair and secretary. Each Joint Standing Committee shall have authority, with Council approval, to invite other persons of particular ability and expertise on an *ad hoc* basis to work with the Joint Standing Committee on selected projects.

#### **Sec. 4 Joint Committees Created by the Executive Council**

- (a) There shall be a Joint Investment Committee whose charter shall be adopted by the Council. The Joint Investment Committee's charter shall be reviewed annually by the Joint Investment Committee and the Council and renewed annually by the Council.
  - i. The Investment Committee shall consist of the Treasurer of the Council, along with at least six, but no more than nine additional members. At least one of the additional members shall be a member of Executive Council's Joint Standing Committee on Finances for Mission.
  - ii. Members of the Investment Committee shall be nominated jointly by the Chair and Vice Chair of the Council and elected by the Council.
  - iii. Members shall serve for a term of three years or until a successor has been elected. Members may serve two consecutive terms, after which three years must elapse before the member may be reelected.
- (b) There shall be a Joint Whistleblower Committee of the Executive Council and the Society which shall be responsible to investigate and resolve any Concern brought to it by the Compliance Officer pursuant to the DFMS Whistleblower Policy. The Committee shall be comprised of the Chair of the Joint Standing Committee on Governance and Operations, the Chair of the Joint Audit Committee, and three individuals jointly appointed by the Chair and the Vice Chair of the Executive Council. The individuals jointly appointed by the Chair and the Vice-Chair shall be members of Executive Council. The

Whistleblower Committee shall be delegated the full authority by Executive Council to determine the response (if any) to the Concern.

**Sec. 5 Ad Hoc Committees Created by the Executive Council**

- (a) Pursuant to the Constitutions and Canons of The Episcopal Church, the Council may by resolution form *ad hoc* committees as necessary and from time to time may consolidate, reorganize, discontinue, or add to the same.
- (b) A current list of active *ad hoc* committees created by action of the Executive Council is listed in an Appendix and will be maintained by the Secretary of the Council.