



**ORTHODOX
CHURCH in
AMERICA**

Metropolitan Council Meeting

Spring 2016

Other Reports



**Meeting of the Metropolitan Council
February 16 to February 18, 2016
Other Reports**

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**Meeting of the Metropolitan Council
February 16 to February 18, 2016**

Metropolitan Council Agenda

All housing, meals and meeting are at Seminary of the Immaculate Conception located at 440 W. Neck Road, Huntington, NY 11743 (about 15 minutes east of the Chancery) Phone: (631)423-0483.

Monday, February 15

Arrival and Committees

<i>Time</i>	<i>Event</i>	<i>Location</i>	<i>Responsibility</i>
All Day	Transport	Airports	Chancery Staff

Dinner will be available at 5:30 PM at the Seminary

If any committees would like to meet this evening, they are free to schedule it themselves

Tuesday, February 16

Metropolitan Council

<i>Time</i>	<i>Event</i>	<i>Location</i>	<i>Responsibility</i>
8:00 AM	Breakfast	IMC	IMC
9:00 AM	Metropolitan Council		
	A. Agenda: Introduction		Fr. John Jillions
	B. Roll Call/Approval of Minutes		Fr. Eric G. Tosi
	C. Welcome		Metropolitan Tikhon
	E. Metropolitan's Report		Metropolitan Tikhon
	F. Continuing Strategic Planning Session		Metropolitan Tikhon
	- Metropolitan's Four Pillars and integration into the work of the MC and the life of the Church		
	- External Affairs Meeting		
	- Major goals to be accomplished for the next Triennium		
12:30 PM	Lunch	IMC	IMC
1:30 PM	G. Chancellor's Report		Fr. John Jillions
	- ORSMA		Cindy Heise
	- SMPAC		Dr. Al Rossi
	H. Secretary's Report		Fr Eric G. Tosi

	- Archives Report		Alex Liberovsky
	- IT Report		
	- Communications/website redesign Report		
	- Crisis Management Team		
	I. Legal Report		E.R.Lanier/Angela Parks
5:30 PM	Dinner	IMC	IMC
Wednesday, February 17			
<i>Metropolitan Council</i>			
7:30 AM	Transport to St. Sergius Chapel		Chancery
8:00 AM	Divine Liturgy		Archbishop Michael
9:30 AM	Breakfast	Chancery	Chancery Staff
10:30 AM	Transport to IMC		Chancery
11:00 AM	Metropolitan Council	IMC	
	J. Stewards of the OCA Report		Ray Boyd
	K. Metropolitan Council Committees		
	1. Report of Charity Committee		Fr. Alexander Kuchta
	2. Report of Ethics Committee		Fr. Thomas Moore
	3. Report of Human Resources - Update of HR Handbook		Lisa Mikhalevsky
	4. Report of Internal Governance - Update of MC Member Handbook		Fr. Chad Hatfield
12:30 PM	Lunch	IMC	IMC
1:30 PM	Metropolitan Council	IMC	
	L. Treasurer's Report - Finance Update - External/Internal Auditor Search - Chancellor/Treasurer Meeting		Melanie Ringa
	M. Report of Financial Development Committee - Amazon Question		David Yeosock Wes Smith
	N. Report of Finance/Investment Committee		Fr. John Dresko
	O. Strategic Planning Session		Metropolitan Tikhon

- The Work of the Church and Budgetary Issues
- Considerations for Future Work
- Prioritizing the budget for External/Interchurch work

4:00 PM	P.	Open Discussion		Metropolitan Tikhon
5:30 PM		Dinner	IMC	IMC
7:00 PM	Q.	Standing Synod/Committee		IMC

**Thursday, February 18
Metropolitan Council**

8:00 AM		Breakfast	IMC	IMC
9:00 AM		Metropolitan Council	IMC	
	R.	Pension Board Report		Ted Bazil
	S.	Strategic Planning Session - Prioritizing major goals and processes - Implementation outline		Metropolitan Tikhon
	T.	External Affairs		Fr. Leonid Kishkovsky
	U.	Other Business/Committee Meeting Issues		
	V.	Next Meeting and Date		
12:30 PM		Lunch	IMC	IMC
Departures				



**MINUTES
of the Joint Meeting of the Lesser Synod
and the 2015 Fall Session of
the Metropolitan Council**

**Tuesday, September 22 – Thursday, September 24, 2015
Immaculate Conception Seminary, Huntington, NY**

These draft minutes are subject to approval at a subsequent meeting of the Metropolitan Council

PARTICIPANTS

LESSER SYNOD

His Beatitude, Metropolitan Tikhon
His Eminence, Archbishop Melchisedek

His Eminence, Archbishop Mark
His Eminence, Archbishop Michael

METROPOLITAN COUNCIL

CHURCH OFFICERS

Archpriest John Jillions, *Chancellor*
Melanie Ringa, *Treasurer*

Archpriest Eric Tosi, *Secretary*

MEMBERS ELECTED BY THE ALL-AMERICAN COUNCIL

Archpriest Chad Hatfield (*Tuesday only*)
Archpriest Antonio Perdomo
Archpriest Thomas Moore

Katherine Vitko
Larry Skvir

DIOCESAN REPRESENTATIVES

Diocese of Alaska

Archpriest John Dunlop

Patrick Pletnikoff

Albanian Archdiocese

Archpriest Joseph Gallick (*except Thursday*)

Donna Dimitri (*except Thursday*)

Bulgarian Diocese

Priest Martin Watt

Diocese of Eastern Pennsylvania

Archpriest James Weremedic

David Yeosock

Diocese of the Midwest

Archpriest Alexander Kuchta

Robert Graban

Diocese of New England

Archpriest Robert Dick (*except Thursday*)

David Zavednak

Diocese of New York/New Jersey

Archpriest John Shimchick

Diocese of the South

Priest Joseph Lucas

Angela Parks, Esq.

Diocese of Washington

Priest John Vitko

Elizabeth Mikhalevsky

Diocese of the West

Archpriest John Dresko

Wesley J. Smith, Esq.

ABSENT

Archpriest William Evansky (*Diocese of Western Pennsylvania*)

Archpriest Anatoliy Melnyk (*Archdiocese of Canada*)

Deacon Justin Mitchell (*Archdiocese of Canada*)

Maureen Jury (*Member elected by the All-American Council*)

Dr. John Schultz (*Diocese of Western Pennsylvania*)

Esteban Vazquez (*Bulgarian Diocese*)

GUESTS (*for all sessions unless otherwise indicated*)

Protopresbyter Leonid Kishkovsky (*Director of External Affairs and Interchurch Relations*)

– *Wednesday afternoon*)

Maureen Ahearn (*Pension Plan Administrator – Tuesday afternoon*)

Raymond Boyd (*Stewardship Assistant - Wednesday morning*)

Cindy Heise (*Coordinator for the Office of Review of Sexual Misconduct Allegations – Thursday only*)

Judge E.R. Lanier (*legal consultant – except Thursday*)

Alexis Liberovsky (*recording secretary*)

Warren Rivetz (*advisor to the OCA Pension Board – Tuesday afternoon*)

TUESDAY, SEPTEMBER 22, 2015

Following an all-day retreat for the Metropolitan Council conducted by Archpriest John Behr and Dr. Mary Ford on Monday September 21, 2014, His Beatitude, Metropolitan Tikhon celebrated a prayer service at 9:05 AM on Tuesday morning to open the meeting at the Immaculate Conception Seminary.

A. Agenda: Introduction (attached)

The meeting was then called to order. Fr. Eric Tosi requested approval of changes to the agenda in that the ORSMA report would take place on Thursday, the External Affairs Report would take place whenever Fr. Kishkovsky is able to come to the meeting in the midst of medical treatment and the Pension report would be delivered this afternoon. It was also noted that Judge E.R. Lanier would present the Statute Implementation report, as Fr. Alexander Rentel is unable to attend the meeting.

A.1. MOTION WEREMEDIC/KUCHTA – To approve the agenda for this meeting as amended. CARRIED.

B. Roll Call/Approval of Minutes of Previous Meeting (attached)

Fr. Tosi then conducted the roll call and announced guests who would be present at various points during this meeting (see participants list). He requested approval of Alexis Liberovsky as recording secretary for the meeting, which was accepted without objection. He presented the draft minutes of the previous meeting of the Metropolitan Council on February 10-12, 2015 for approval.

B.1. MOTION ZAVEDNAK/DRESKO — To accept the previous meeting minutes of February 10-12, 2015 as presented. CARRIED.

D. Metropolitan’s Report (attached)

Metropolitan Tikhon presented his attached written report. He welcomed the members of the Lesser Synod present for the meeting and congratulated Archbishops Mark and Michael on their elevations to that rank earlier this year. He also extended a particular welcome to the new members of the Council and asked each to introduce themselves. He noted the significance of the previous day’s retreat. He then highlighted the success and important decisions of the recent All-American Council and thanked all those who contributed to its fruitful organization and expressed gratitude to the members of the chancery staff for all of their work. Fr. Eric Tosi expressed the profound gratitude of the Church for His Beatitude’s leadership.

E. Guiding Framework Session I

Metropolitan Tikhon then delivered an extensive PowerPoint presentation entitled “*The Apostolic Work of the Church*” which he envisions as a guiding framework for the life of the Orthodox Church in America. This is a continuing elaboration of his address to the 18th All-American Council and other public statements. The guiding framework includes four pillars:

- I – The Spiritual Life
- II – Stewardship
- III - Evangelism and Outreach
- IV – External Relations: Long-Term Goals

Each pillar includes outlines of vision, goals, outcomes and actions. Seeking input for the further development of the framework, His Beatitude sought feedback from the Metropolitan Council, which engendered wide-ranging discussion of all aspects of the framework and its eventual implementation.

Following a short recess at 11:03 AM, the session resumed at 11:27 AM.

E. Guiding Framework Session I (continued)

Metropolitan Tikhon concluded his PowerPoint presentation and further discussion ensued. He noted that after incorporation of received input and discussion by the Holy Synod, the draft framework would be released to the Church for further feedback through diocesan and other governing bodies of the Church.

Following a recess for lunch at 12:33 PM, the afternoon session was called to order at 1:37 PM.

G. Chancellor’s Report

Fr. John Jillions provided a brief update to his recent extensive report to the 18th All-American Council. He noted that the report of the Office for Review of Sexual Misconduct Allegations (ORSMA) would be presented by Cindy Heise on Thursday. He stated that assertions recently circulated on the internet that Cindy Heise is Metropolitan Tikhon’s niece are completely false. He highlighted recent events at St. Catherine Representation Church in Moscow and the activity of the revived Department of Pastoral Life headed by Fr. Nathan Preston.

F. Pension Board Report

Maureen Ahearn, OCA Pension Plan Administrator, presented a new policy drafted by the Pension Board for approval by the Metropolitan Council. This policy on Mission Parish Priest Retirement Benefits has already received the blessing of the Holy Synod. After discussion and some revision, the policy was approved.

F.1. MOTION DRESKO/YEOSOCK – To approve the Mission Parish Priest Retirement Benefits Policy for the Orthodox Church in America Pension Plan as follows:

Mission Parish Priest Retirement benefits

Purpose: The following parameters are identified to accommodate retired priests who choose to serve in a mission parish without affecting their pension.

- 1. Priest must be of retirement age (over 65 years of age).**
- 2. Priest can only serve in any one mission parish for a total of two years and may serve in multiple mission parishes.**
- 3. Mission parish must be in existence less than 5 years.**
- 4. Mission parish must be servicing less than 50 souls (defined as any man, woman, or child) at the time the priest is first assigned to serve the mission.**
- 5. Parish must be providing less than \$2000/month (\$24,000/year) total compensation which includes value of provided housing or housing allowance, salary, insurance, and any and all reimbursements (e.g. car, gas, phone, internet, meals, subscriptions, registration fees).**
- 6. While participating in this program, both church and priest contributions to the pension plan will not be required.**
- 7. Documentation of these parameters will be required as designated by pension board.**
- 8. Each mission parish must apply for inclusion in this program. CARRIED.**

Per the discussion, the Pension Board is asked to explore drafting of a similar policy for retired priests serving older parishes. Regarding the Pension Plan, Ms. Ahearn reported that there are currently 331 active members in the Plan and 170 beneficiaries. Warren Rivetz, investment advisor to the OCA Pension Board, reported a slight decline in Pension Plan assets since the All-American Council due to economic volatility. Questions and discussion ensued.

H. Secretary's report (attached)

Fr. Eric Tosi presented the attached funding proposal for Mission Planting Grants in 2016 from Fr. John Parker, Chairman of the Department of Evangelization. After discussion, the proposal was approved.

H.1. MOTION MIKHALEVSKY/K. VITKO - To approve funding for planting grants in 2016 as presented totaling \$106,000. CARRIED.

Fr. Tosi then presented the attached a plan for two new publications—a monthly PDF news digest that will feature highlights from the OCA web site, to be electronically delivered to parishes for printing and distribution; and an annual, hardcopy journal that will be sent in bulk to all parishes. Each edition of the journal will feature articles and reflections on a specific theme, the first of which will be devoted to evangelization and mission. After a wide-ranging discussion that included other communications issues, the proposal was approved.

Finally, Fr. Tosi reported on the results of the recent 18th All-American Council and presented the attached results of a post-Council survey of participants. He particularly noted the success of the youth program and the convocation of the FOCA convention jointly with the Council. A variety of issues regarding the Council was discussed at length.

Following a short recess at 3:20 PM, the session resumed at 3:38 PM.

J. Legal matters (attached)

Angela Parks, the new Chairperson of the Legal Committee, presented its attached report.

J.1. MOTION PARKS/GALLICK – To move into executive session. CARRIED.

Confidential details pertaining to legal matters were discussed in executive session.

J.2. MOTION DRESKO/KUCHTA – To move out of executive session. CARRIED.

A variety of legal issues including attorney-client privilege and confidentiality was discussed. The need to explore possible new avenues for the handling of legal matters by the Church was, in principle, approved and this is to be further discussed at the next Metropolitan Council meeting.

E. Guiding Framework Session I (continued)

Metropolitan Tikhon requested discussion of an overall assessment of the Guiding Framework and its eventual implementation. Among the key points stressed during deliberation was the need to develop an Orthodox culture and to inspire people to share in a common vision.

The session was adjourned at 5:28 PM.

After dinner, an orientation session was conducted for the many newly elected members of the Metropolitan Council.

WEDNESDAY, SEPTEMBER 23, 2015

Following the celebration of a Divine Liturgy at Saint Sergius Chapel at 8:00 AM, the meeting was opened with prayer led by His Beatitude, Metropolitan Tikhon at the Immaculate Conception Seminary at 11:05 AM.

K. Stewards of the OCA (attached)

Raymond Boyd, Stewardship Assistant, delivered the attached PowerPoint presentation on the Stewards of the OCA (SOCA), which included a historical overview back to the founding of the Fellowship of Orthodox Stewards (FOS) in 1980, as well as future plans and goals for SOCA. He then presented a broad overview of stewardship based on the teachings of the Church. Fr. Jillions and Melanie Ringa commended Mr. Boyd for his work, which he began in June. A discussion focused largely on stewardship education ensued.

L. Internal Auditors Selection

Fr. Tosi and Fr. Martin Watt explained the OCA Statute requirements and qualifications for the OCA internal auditors and appealed to Council members to search for qualified people to fill the positions on the Auditing Committee. Melanie Ringa explained the differing roles of external and internal auditors.

E. Guiding Framework Session I (continued)

Discussion of the Guiding Framework continued particularly concerning timeline and process, including soliciting further feedback.

Following a recess for lunch at 12:34 PM, the afternoon session was called to order at 1:40 PM.

N. Guiding Framework Session II

Fr. Tosi outlined the current structure of committees of the Metropolitan Council. Fr. Jillions led an extensive discussion on the expediency of reactivating the Administrative Committee. It was pointed out while this Committee is indicated in the Statute, it is not mandatory that it be active. A straw poll of meeting participants indicated a nearly unanimous opinion that the Administrative Committee should not be reactivated at the present time. The possible restructuring of other committees was also discussed.

Following a short recess at 2:52 PM, the session resumed at 3:04 PM.

N. Guiding Framework Session II (continued)

Discussion of committee structure within the Metropolitan Council continued. It was suggested that the Internal Governance Committee should use suggestions from this discussion to develop a revised committee structure in the context of rewriting the Metropolitan Council Handbook.

O. New Statute Implementation (attached)

In the absence of the Fr. Alexander Rentel, who was unable to attend the meeting, Judge E.R. Lanier presented the attached memorandum from Fr. Rentel on the implementation of the revised OCA Statute adopted at the 18th All-American Council. He reported that, as indicated in the new Statute, it will become fully effective on November 1, 2015, but a transition period continues until the end of 2017. He noted that the Statute would continue to be revised at future All-American Councils. Some minor, mostly typographical, errors have been found and will be corrected through future amendment. It was indicated that any questions or concerns regarding implementation of the revised Statute should be directed to the Commission on Canons and Statute.

P. Treasurer's Report (attached)

Melanie Ringa highlighted the attached Treasurer's report with a PowerPoint presentation. She noted that the internal and external audits had been reported at the recent All-American Council. She then highlighted the 2014 Audit-Reconciliation of Internal Report to Final Audit and noted auditor recommendations. She indicated that a formal gift acceptance policy is being developed. She reported that a search would soon be conducted for a new external auditing firm. She then shared 2015 financial results for the first half of the year as well as the details of expenditures for the 18th All-American Council.

Q. Financial Development Committee

David Yeosock, Chairman of the Financial Development Committee, presented a brief oral report, noting that as his term on the Council is expiring, Larry Skvir will be the new chairman of the committee. The activities of SOCA were discussed.

R. 2016 Budget Presentation (attached)

Melanie Ringa presented highlights of the 2016 budget and provided explanations of some expenditures in comparison to previous years. It was noted that as the ORSMA coordinator became part time in April, the resulting savings in salary was used to engage Bernard Wilson as a contract investigator for ORSMA.

I. External Affairs Report

Protopresbyter Leonid Kishkovsky, Director of External Affairs and Interchurch Relations, delivered an oral report to update his written report and published video address to the recent 18th All-American Council. He provided insights regarding the upcoming Great and Holy Council, OCA relations with other Orthodox Churches, non-Orthodox religious bodies and ecumenical organizations. Metropolitan Tikhon offered

additional comments on the meeting of the Assembly of Canonical Orthodox Bishops of the USA the previous week. He noted that External Relations: Long-Term Goals is the least developed of the four pillars of the Guiding Framework. He suggested that the OCA needs to regain the strong voice it had on the international scene at the time of the granting of autocephaly. His Beatitude then expressed the Church's profound gratitude to Fr. Kishkovsky for his continued valuable work in spite of serious health issues.

Following a recess for dinner at 5:28 PM, the evening session was called to order at 6:33 PM.

R. 2016 Budget Presentation (continued)

Melanie Ringa continued presentation of the OCA budget for 2016, particularly in terms of anticipated revenue based on the finance resolution passed at the 18th All-American Council. The process of employing Bernard Wilson as a contract investigator for ORSMA was discussed at length. It was agreed that such engagement of personnel, even on a contract basis, should be undertaken in consultation with the Finance Committee or Metropolitan Council.

R.1. MOTION DIMITRI/WEREMEDIC - To approve the proposed budget for 2016 as presented. CARRIED.

In view of the anticipated budget surplus for 2015, Melanie Ringa presented a request for funding to engage a consultant as proposed by the Archives Advisory Committee and to enable improvements recommended by the consultant. The cost of the consultant would be \$7200 while monitoring equipment and initial improvements are estimated at \$3000. In response to questions, OCA Archivist Alexis Liberovsky explained that the consultant is an environmental engineer who would assess conditions in our repository, install environmental monitoring equipment and recommend needed improvements.

R.2. MOTION RINGA/DRESKO – To adjust the 2015 budget and authorize expenditure of \$10,200 for the environmental engineering assessment and related expenses. CARRIED with 1 opposed (Graban).

Father John Dresko suggested that, if surplus funds remain through the end of the year, the old swimming pool at Westwood (the chancery property) be filled in – an expense that had been tabled in previous years. Fr. Tosi noted that previous estimates indicated that the cost of this work would be at least \$16,000.

R.3. MOTION DRESKO/MIKHALEVSKY – If funding remains available in 2015, the administration is authorized to expend the funds necessary to fill in the swimming pool at Westwood. CARRIED with 1 opposed (Smith).

The session was adjourned with prayer at 7:28 PM.

THURSDAY, SEPTEMBER 24, 2015

The morning session was opened with prayer at 9:04 AM.

W. Future Meeting Dates

Fr. Tosi proposed that the Metropolitan Council meetings in 2016 take place on February 16-18 and September 20-22, with a retreat on September 19. These dates were approved by consensus.

G.1. ORSMA

Cindy Heise highlighted the confidential report from the Office of Review of Sexual Misconduct Allegations (ORSMA), which included case statistics, coordinator activities, ORSMA statistics analysis and goals for the

rest of 2015 and 2016. She noted that her focus is prevention and education. She reported that 359 youth volunteers and clergy have received training in the “*Stewards of Children*” program. She indicated that an abbreviated version of the OCA Policies, Standards, and Procedures (PSPs) on Sexual Misconduct as well as revised annual compliance forms have been posted on the OCA website. Questions and discussion ensued, particularly concerning various issues pertaining to clergy health.

Following a short recess at 10:21 AM, the session resumed at 10:51 AM.

S. Guiding Framework Session III

Metropolitan Tikhon led continuing discussion of the Guiding Framework. He requested feedback on each of the four pillars. Extensive consideration and deliberation of numerous issues ensued.

X. Adjournment

In concluding remarks, Metropolitan Tikhon thanked everyone for a productive meeting, expressing special appreciation to David Yeosock whose term on the Metropolitan Council is ending. He noted that the Guiding Framework would be revised based on suggestions and discussions at this meeting and then shared with the Holy Synod. He anticipated continued fruitful work with the Metropolitan Council on the framework for the vision of the OCA. His Beatitude declared the meeting closed at 12:45 PM.

The meeting was adjourned with prayer

Respectfully submitted,

Alexis Liberovsky,
Recording Secretary

Metropolitan Council

As of February 2, 2016

His Beatitude Metropolitan Tikhon
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Officers of the Orthodox Church in America

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Archpriest Eric G. Tosi (Secretary)
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CH, ET, FD, IG

CD, HR, IG, LE

Melanie Ringa (Treasurer)
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Home: 860-210-7933
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FD, FI

Members elected by All-American Council

Members elected at 16th AAC for Six-Year Term

Archpriest Chad Hatfield
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Yonkers, NY 10710-2007

Home: 914-337-3419
Work: 914-961-8313 ext 339
Email: hatfield@svots.edu

Maureen Jury
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Email: jurydos@verizon.net

IG

CH, FI

Members elected at 18th AAC for Six-Year Term

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Katherine Vitko
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Email: kittyv70@gmail.com

CH, ET

HR, IG

Members elected at 18th AAC for Three-Year Term	
<p>Archpriest Thomas Moore 634 Wren Road Lexington, SC 29073-9106</p> <p>Home: 803-318-6093 Email: frthomas@holypostles.org</p>	<p>Larry Skvir 156 Whitemarsh Way Delran, NJ 08075-2216</p> <p>Home: 856-461-9474 Email: lskvir@aol.com</p>
CH, ET	FD, FI
Alternates elected at 18th AAC for Three-Year Term	
<p>Priest Elijah Mueller 110 East 55th Street Chicago, IL 60615-5112</p> <p>Home: 312-714-9775 Email: ElijahNMueller@sbcglobal.net</p>	<p>Michael Strelka 1809 North Ridge Avenue Arlington, IL 60004-3748</p> <p>Home: Email: michael.strelka@gmail.com</p>
Members Elected by Diocese	
Diocese of Alaska	
<p>Archpriest John Dunlop 414 Mission Road Kodiak, AK 99615-6329</p> <p>Home: 907-486-0950 Email: frjohn@sthermanseminary.org</p>	<p>Jeremy Pletnikoff PO Box 71484 Fairbanks, AK 99707-1484</p> <p>Home: 907-378-6818 Email: patrickjeremyp@yahoo.com</p>
CH	FI
Albanian Archdiocese	
<p>Archpriest Joseph Gallick 3 Wildwood Drive Southborough, MA 01772-1989</p> <p>Home: 508-481-2028 Email: Jgall41080@aol.com</p>	<p>Donna Dimitri 1901 Beverly Road Burlington, NJ 08016-1114</p> <p>Cell: 609-685-1651 Email: donnadimitri@gmail.com</p>
HR	LE
Bulgarian Diocese	
<p>Priest Martin Watt 1411 Wilson Avenue Ames, IA 50010-5463</p> <p>Home: 515-337-1192 Email: frmarty@amesorthodox.org</p>	<p>Esteban Vazquez 11319 Grand Oak Drive Apt 13 Grand Blanc, MI 48439-1263</p> <p>Home: 810-875-4417 Email: voxstefani@yahoo.com</p>
FI, IG	ET

Archdiocese of Canada	
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Diocese of Eastern Pennsylvania	
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Diocese of Midwest	
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CH, CM	FI, IG
Diocese of New England	
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FI	IG
Diocese of New York and New Jersey	
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Romanian Archdiocese	
Open	Open
Diocese of South	
Priest Joseph Lucas 8510 NW 138 th Terr Apt 1902 Miami Lakes, FL 33016-6593 Home: 305-332-4454 Email: joseph.lucas@yahoo.com	Angela Parks, esq Director of Regulatory Programs Alabama State Bar PO Box 671 Montgomery, AL 36101-0671 Work: 334-269-1515 Email: angela.parks@aol.com
HR	LE
Archdiocese of Washington	
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FD	CH, HR
Diocese of West	
Archpriest John J. Dresko 1747 Crystal Downs Ave Las Vegas, NV 89123-2413 Cell: 860-833-4921 Email: fatherjohn@lasvegasorthodox.com	Wesley J. Smith, Esq 19525 Barlow Court Castro Valley, CA 04546-3205 Cell: 510-501-6642 Email: wesley@discovery.org
FD, FI, HR	LE
Diocese of Western Pennsylvania	
Priest Nikolai Breckenridge 150 Elmtree Road New Kensington, PA 15068-4636 Home: 724-337-8162 Email: nikolai.breckenridge@gmail.com	Dr. John Schultz 11 Ralston Lane Weirton, WV 26062-5535 Cell: 304-479-5071 Home: 304-748-1223 Office: 304-723-3967 Email: jpswv@comcast.net
Committee Codes:	
CH = Charity ET = Ethics FD = Financial Development FI = Finance/Investment	HR = Human Resources IA = Internal Auditors IG = Internal Governance LE = Legal Bold/Italic = chairperson

FROM: Archpriest Eric G. Tosi, Secretary
TO: Holy Synod and Metropolitan Council
DATE: January 18, 2016
REF: Metropolitan Council Committees

The following is the organization of the Metropolitan Council for the current term. Each member volunteered to serve on the different committees. Each committee has a member of the Lesser Synod and an officer of the Church.

1. Currently these are the established committees. Charity, , Ethics, Financial Development, Finance/Investment, Human Resources, Internal Governance, Legal. These committees must have at least three members of the MC to be qualified under NY State non-profit law.
2. There are special committees that must have at least 1 member under NY State Non-profit law and have qualifications to serve. They are legal and charity.
3. There is an Internal Auditor Committee which is mandated by the AAC and is comprised of qualified external people who report to the MC.
4. There are 32 members (Metropolitan), 3 officers, 4 at large and 24 diocesan)
5. Each MC member should be a member of one committee and all should serve
6. Additional membership on a committee from outside the MC should be termed consultants and approved by Metropolitan (Locum Tenens) and Metropolitan Council
7. Each committee chair will be chosen within the committee and be responsible for all meetings, communication and present a report at each meeting
8. Each committee should be a mix of clergy and lay and take into account skill sets

Charity (Special and needs 501©3 charitable training):

Fr. Alexander Kuchta (chair)
Bishop Melchisedek (Synod Liaison)
Fr. John Jillions (Chancery Liaison)
Fr. John Dunlop
Fr. Thomas Moore
Fr. Antonio Perdomo
Maureen Jury
Lisa Mikhalevsky

Ethics:

Fr. Thomas Moore (Chair)
Bishop Alexander (Synod Liaison)
Fr. John Jillions (Chancery Liaison)
Fr. Antonio Perdomo
Esteban Vazquez

Financial Development:

David Yeosock (Chair)
Bishop Michael (Synod Liaison)
Melanie Ringa (Chancery Liaison)
Fr. John Dresko
Fr. John Vitko
Larry Skvir
David Yeosock

Finance/Investment:

Fr. John Dresko (Chair)
Bishop Irenee (Synod Liaison)
Melanie Ringa (Chancery Liaison)
Fr. Martin Watt
Fr. Robert Dick
Bob Graban
Jeremy Pletnikoff
Larry Skvir
Maureen Jury

Human Resource:

Lisa Mikhalevsky (Chair)
Archbishop Nathaniel (Synod Liaison)
Fr. Eric G. Tosi (Chancery Liaison)
Fr. John Dresko
Fr. Joseph Gallick
Fr. Joseph Lucas
Fr. Antonio Perdomo
Katherine Vitko

Internal Auditors:

*Not a Committee per MC but reports to MC as through
AAC amendment to statutes*
John Skrobot
Dimitri Pletz

Internal Governance:

Fr. Chad Hatfield (Chair)
Bishop Melchisedek (Synod Liaison)
Fr. Eric G. Tosi (Chancery Liaison)
Fr. Martin Watt
David Zavednak
Bob Graban
Katherine Vitko

Legal (Special and needs legal qualifications):

Angela Parks (Chair)
Archbishop Nikon (Synod Liaison)
Fr. Eric G. Tosi (Chancery Liaison)
Wesley Smith
Donna Dmitri (?)
Sergei Givotovsky (consultant)
Gregory Nescott (consultant)
Judge E. R. Lanier (consultant)



The Metropolitan Council

Council Member's Handbook

**Orthodox Church in America
Metropolitan Council**

COUNCIL MEMBER'S HANDBOOK

December 2009

[Updated January 2016]

**by
Internal Governance Committee**

Orthodox Church in America Metropolitan Council

COUNCIL MEMBER'S HANDBOOK

Overview

The purpose of this Council Member's Handbook is to provide information and reference material to help both current and new Metropolitan Council (MC) members to better understand and fulfill their responsibilities, especially regarding governance, both generic for non-profit organizations and specific for New York State and the OCA Statute. It is also intended as a "one-stop-shop" for information regarding the functioning of the Metropolitan Council. Suggestions for improvement from MC members are invited.

The first chapter reviews certain elements of the responsibilities of Metropolitan Council members. The introduction provides an overview of the responsibility of the MC according to the OCA Statute, the New York State Charter of the OCA, and general governance responsibilities per the Attorney General of New York State. A brief discussion is provided of the MC competencies per OCA Statute Article V as well as the OCA Best Practice Principles and Policies for Financial Accountability. Expectations of Metropolitan Council Members are described in some detail.

The second chapter presents the roster of Metropolitan Council members, their Diocesan affiliation, and their contact information. The third chapter discusses the committee structure of the MC and lists the membership of the committees and their charters/ job descriptions.

The fourth chapter provides the entire Article V of the OCA Statute "The Metropolitan Council." The fifth and sixth chapters give links to the minutes of previous MC meetings (minimum of the past three) and to recent financial reports.

The seventh chapter presents a detailed article written by the OCA General Counsel, Thaddeus Wojcik, on "Fiduciary Responsibilities." The article expands greatly on the duties of MC members vis-à-vis the Introduction and is highly recommended reading.

Several appendices provide links to background and pertinent reference material including the New York State Charter of the OCA, the OCA Statute, minutes of the last All-American Council, as well as general material on non-profit governance, IRS regulations and other information on finance and planning.

The intention of the Council Development Committee is to maintain this Handbook in electronic form and update the material from time to time as needed. Suggestions from MC members on additional content are always welcome.

Orthodox Church in America Metropolitan Council

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Chapter 1

Responsibilities and Expectations of Metropolitan Council Members

Introduction

According to the OCA Statute's Article V, Section 1, "the Metropolitan Council is the permanent executive body of the Church Administration which exists for the purpose of implementing the decisions of the All-American Council and continues the work of the Council between its sessions." Further, by design of its makeup according to the Statute and as summarized in the OCA Best Practice Principles document, "the Metropolitan Council is representative of the whole Church, with its chair being the Metropolitan, who also chairs the meetings of the Holy Synod of Bishops, two representatives from each diocese (one priest and one lay person elected by the Diocesan Assemblies), three priests and three lay persons elected by the All-American Council, as well as the Chancellor, the Secretary, and the Treasurer."

It is important to note that the Metropolitan Council (MC) is limited to executive actions while the All-American Council (AAC) may deal with legislative matters as well, i.e., the AAC is "the highest legislative and administrative authority within the Church." (Statute Article III, Section 1) In fulfilling these executive responsibilities, the MC is expected to implement the decisions of the AAC and the Holy Synod of Bishops and also assist the Metropolitan and the Holy Synod in implementing decisions, with the caveat that these decisions are to be within areas of the MC's competence (see Section 7 of Article V – also listed below). As well, it should be noted (Statute Article V, Section 6) that "the decisions of the Metropolitan Council shall become effective upon approval of the Metropolitan or Holy Synod, depending on the nature of the decision."

Two critical issues arise. First, a very close cooperative, collaborative, and communicative relationship must exist between these individuals and groups to enable smooth and effective decision implementation. Second, the areas of competence need to be clearly understood by all to ensure proper delineation of responsibilities and to avoid either turf issues or needed actions falling through the cracks. For this reason, combined meetings of the Holy Synod and the Metropolitan Council are vital to maintain the proper spirit of unity and openness. As well, attendance by the Standing Synod at all Metropolitan Council meetings is extremely helpful in this regard.

In addition to the above general executive authority, the MC is charged with fiduciary responsibility for the Church, including being "entrusted with responsibility for the proper and effective use of all assets for the administration and operation of the Church." (cf. "Best Practice Principles", p. 5). This responsibility is underscored by the fact that the MC acts as a Board of Directors within the context of New York State Law, as

provided in the Charter of the Orthodox Church in America given by the State of New York (L.1972, Ch 519, dated May 24, 1972) which designates the MC as the “permanent executive body” of the OCA.

The New York State Attorney General provides several guides regarding charities organized in the State, as listed in the link below. Of particular interest to MC members is the guide entitled “*Officers’ and Directors’ Duties.*” This guide should be read by all incoming Council members and reviewed by continuing members from time to time. <http://www.charitiesnys.com/pdfs/Internal%20Controls%20-%20Final%20-%20Small%20Type.pdf>
<http://www.charitiesnys.com/pdfs/Right%20From%20the%20Start%20Final.pdf>

The Attorney General’s Guide “*Officers’ and Directors’ Duties*” discusses the Board members’ duty of care, loyalty and obedience: “The duty of care requires a director to be familiar with the organization’s finances and activities and to participate regularly in its governance.... Directors and officers are charged with the duty to act in the interest of the corporation. This duty of loyalty requires that any conflict of interest, real or possible, always be disclosed in advance of joining a board and when they arise.... A board has a duty of obedience to insure that the organization complies with applicable laws and regulations and its internal governance documents and policies.” The Guide goes into each of these duties in great detail and gives numerous examples. It is imperative that each MC member review this Guide to understand his / her own fiduciary responsibilities. In addition, the former General Counsel of the OCA has written the article on “Fiduciary Responsibilities” included as Chapter 7 in this Handbook which refers extensively to New York State law.

The article in the link below provides additional insight into the liability taken on by Directors of a non-profit organization. The OCA carries Directors and Officers Insurance arranged by the Secretary of the OCA. MC members should review this policy to see if it sufficiently covers the liability which they are willing to assume. The individual purchase of a personal umbrella liability policy is also a possibility which is, of course, up to each MC member to consider given one’s own personal situation. <http://www.npcny.org/info/oi2.htm>

MC Competences per Statute Article V

The following matters are within the competence of the Metropolitan Council. The Metropolitan Council shall:

- a. Implement the decisions of the All-American Council and continue the work of the All-American Council between sessions in the areas of its competence;
- b. Assist the Metropolitan and the Holy Synod in implementing decisions within its competence;
- c. Establish and implement the annual budget for the operations of the Church;

- d. Supervise and review the audit of all financial reports and records of the Church and see to their prompt and transparent publication;
- e. Supervise the collection of revenues as authorized by the All-American Council;
- f. Develop and implement programs of planned giving for support of the Church, including gifts, grants, bequests, and other contributions;
- g. Oversee the management of Church properties and investments;
- h. Consider and authorize the purchase, rental, sale, mortgaging, or alienation of the real and personal property of the Church, except in cases covered in Article XII, Section 9;
- i. Conserve the spiritual and cultural patrimony of the Church including not only real property but also personal property owned or bequeathed to the Church, particularly items of religious, spiritual, liturgical, cultural, historic, and artistic significance;
- j. Maintain an inventory of all properties of the Church both real and personal;
- k. Initiate, prosecute, and defend all legal matters affecting the interests of the Church;
- l. Endorse for confirmation by the Holy Synod the Metropolitan's selection of the Chancellor, Secretary, Treasurer, and other officers of the Church whose competence or service extends beyond the boundaries of a single Diocese;
- m. Provide for publication and dissemination of materials for promoting the Orthodox Faith;
- n. Determine the data and means necessary for collecting and reporting on the state of the Church, and direct the appropriate Church Officers to collect, preserve, and report on the results;
- o. Receive and act upon reports from the Church Officers, Church institutions, departments, commissions, committees, offices, and boards in areas within its competence;
- p. Appoint committees and officers in areas within its competence, determine the scope of their activities, and receive their reports in a timely fashion;
- q. Nominate a Preconciliar Commission for appointment by the Holy Synod;
- r. Assist the Holy Synod in determining the dates, location, and theme of the All-American Council;
- s. Nominate and appoint members of the Auditing Committee and receive written reports from it in accordance with Article V, Section 9;
- t. Adopt and amend the Pension Plan of The Orthodox Church in America upon recommendation of the Pension Board, in accordance with Article III, Section 1:6; and

- u. Resolve disputes regarding the minutes of the All-American Council, as provided for in Article III, Section 1:2.

In addition, the Metropolitan Council endorses the appointment of the nomination of Church Officers by the Metropolitan to the Holy Synod of Bishops. Article IV, Section 2 states, “The Church Officers are nominated by the Metropolitan and confirmed in their positions by the Holy Synod, upon endorsement by the Metropolitan Council. The Metropolitan Council establishes the compensation and benefits for the Church Officers.” The full text of Article V is given in Chapter 4 of this handbook and at the link: <http://oca.org/statute/article-v>. The following paragraphs provide a brief overview of the MC’s statutory responsibilities.

Provisions [a] and [b] have been already discussed in the Introduction section above on executive authority. Many of the remaining provisions pertain to routine financial oversight (e.g., examination of financial reports [c], maintenance of property inventory [h], determination of forms and books [j]).

However, a significant portion of the MC’s assigned responsibilities pertain to governance and policy on a financial and legal level.

The MC is also called upon to take responsibility for developing other sources of funds outside of the normal assessments as established by the AAC [f]. Finally, the Council is empowered to “initiate, prosecute and defend all legal matters affecting the interest of the Church.” [k]

OCA Best Practice Principles and Policies for Financial Accountability

On June 12-13, 2007, members of the Metropolitan Council of the Orthodox Church in America voted unanimously to approve "Best Practice Principles and Policies for Financial Accountability."

The document's policies are both broad and specific, covering general guiding principles for good management, as well as specific structures and processes concerning ethics, conflict of interest, whistleblowing, internal audits, donor rights, and document retention.

It is critical that all members periodically review the document and understand the various policy provisions. In fact, the document includes specific statements that each MC member must sign on an annual basis, specifically on ethics policy, conflicts of interest and whistleblowers. In particular, members agree in writing to comply with each Policy and to immediately inform the Chair of the Metropolitan Council Ethics Committee in the event of any non-compliance with the respective Policy.

The Ethics and Conflict of Interest Policies are to be reviewed by the MC at least every three years, with any amendments to be endorsed by a two-thirds majority.

The complete document may be accessed via the following link:

<http://oca.org/about/accountability>

Expectations of Metropolitan Council Members*

MC membership is an honor and privilege. It is an honor because an invitation to serve is an affirmation that the Church, whether expressed by the Dioceses or the All-American Council, is willing to entrust a significant part of its future to the judgment, work and resources of the persons elected. The Church can bestow no greater honor than to offer such a trust to an individual it deemed worthy. It is a privilege because the opportunity to help ensure the future of the Church is offered to very few outstanding men and women.

Honor and privilege carry with them many serious obligations. The following paragraphs review the expectations of the members of the OCA Metropolitan Council.

To Understand and Implement the Mission of the OCA in One's Own Life

The mission of the Church as expressed in the Holy Gospel and Holy Tradition should be understood and constantly brought to mind by each Council member as his/ her own personal mission in life. Communion with God, nurtured through liturgical worship and participation in the sacramental life of the Church, is an essential aspect of Council membership. Members should grow in their knowledge of the faith, being involved in the educational life of the Church, and live in accordance with the Gospel.

To Attend Meetings Faithfully and to Serve on Committees Effectively

In agreeing to serve on the MC, a Council member should pledge a considerable investment of interest, time and energy. Members should come to all meetings and plan to stay for the entire meeting. Preparing for Council and committee meetings results in a more effective and efficient Council. This should include periodic review of the OCA Statute and documents, as well as reading minutes to determine whether they faithfully represent the proceedings and decisions as you recall them.

It is essential that all Council members give their committee assignments a high priority. Members should serve in leadership positions or undertake special assignments willingly and enthusiastically when asked. Chapter 3 of this Handbook describes the committee structure of the MC and provides rosters and job descriptions for each Committee. Committee chairs should take an active and cooperative role with the OCA Secretary in setting the agenda for Metropolitan Council meetings. In particular, Committee reports should be sent out to MC members well in advance of the meeting so that valuable time is not taken up with routine reporting. Rather, the Committee chairs should use the opportunity of the MC meeting to discuss critical and strategic issues with the entire Council and lead effective discussions on these issues.

Council members should ask appropriate, timely and substantive questions at Council and committee meetings, while supporting majority decisions on issues decided by the MC.

Members should suggest agenda items periodically for Council and committee meetings to ensure that significant policy-related matters are discussed.

To Ensure Financial Accountability and Secure Financial Support for the OCA Mission

Council members are responsible for supervising the financial affairs of the Church. In addition to assuring donors and contributors of the Administration's adherence to high standards of financial accountability, Council members must work together to develop plans for attracting contributions necessary for the sustenance and growth of the Church. As such, the members must serve as advocates of the church's programs and fund-raising efforts to Dioceses and other organizations, individuals and foundations.

To Make Final Decisions on Executive Policy Matters

The Council has final executive authority according to the Statute in areas of its own competence. In making any decision, the Council members should consider what is best for the Church. Once the Council reaches policy decisions, then all members should support such policy. Please note that, according to the Statute, the decisions of the Council become effective upon approval of the Metropolitan or Holy Synod depending upon the nature of the decision. Members should maintain the confidentiality of the Council's executive sessions and speak on behalf of the Council only when authorized to do so.

However, should a Council member believe that a decision made by the Council, or overturning of such a decision caused by lack of approval by the appropriate hierarchical authority, results in a violation of the OCA Statute, Ethics Policy, or any applicable law or regulation, the Council members should report such potential violation in accordance with the OCA Ethics Policy, i.e., to the Chair of the MC Ethics Committee.

To Recommend and Support the Administrative Officers of the OCA

From time to time, it becomes necessary to search for and to recommend to the Holy Synod various members of the Administration of the OCA. Enthusiastic and committed service on search teams is a critical component of Council membership. Equally important is support for the Administrative team members and the provision of input, as appropriate, to their performance evaluation.

Council members should recognize the separate nature of general policy making and oversight and day-to-day administrative responsibility. Members should expect professional performance by the Administration and should ask critical questions in a respectful and polite manner, recognizing the cooperative and collaborative nature of the Council – Administration relationship.

For communications efficiency, questions outside of a particular committee or Council meeting are recommended to be addressed to the Administration and the Chair of the particular Committee impacted by the subject matter of the question. The Administration

and Committee Chairs in turn should keep the rest of the Council advised of critical issues and key developments.

To Assess Regularly Their Own Performance as Council Members

Believing that the most effective measurement of performance is self-assessment, Council members should be in constant review of their individual contributions of time, talent and resources to the Council and their colleagues. A willingness to exercise critical self-evaluation is an expectation in which all members should take comfort and pride. Periodic review of the Council's performance, as a whole, provides an example to members of the Administration and the Church at large.

*Much of the material in this section is adapted from the Trustee Handbook of St Vladimir's Orthodox Theological Seminary and is used by permission and with thanks.

Chapter 2

Metropolitan Council Committees

Charters/ Job Descriptions

A full list of the current Metropolitan Council members and the Committees may be found on the OCA website here: <http://oca.org/about/metropolitan-council>

CHARITY COMMITTEE

- Charter/ Job Description (*approved by MC in Fall 2010 Meeting*)
The Charity Committee makes grants to eligible applicants from designated and budgeted appeals funds. In doing so, the Committee proposes guidelines for grant-making to the Metropolitan Council for approval. In general, consideration is given to benefiting local OCA charities, to helping individuals in need, to providing assistance across jurisdictional and geographic lines and to providing emergency relief. The Committee solicits applications for grants, ensures the applicant(s) meet the approved criteria and determines which grants are made (either in part or in full). Grantees are expected to provide the Committee with an end-of-grant report detailing how the funds were used and with what success. Members of this committee are asked to have specialized training in administering funds for a 501 (C) 3 non-profit organization. They may call on experts in the field as consultants.

ETHICS COMMITTEE

- Charter/ Job Description (*approved by MC in Fall 2012 Meeting*)
According to the Best Practice Principles and Policies document (which all those working in central church administration, including bishops and Metropolitan Council members are expected to read and sign a statement agreeing with said policies), the “Metropolitan Council Ethics Committee is responsible for investigating and making recommendations for resolving all reported complaints and allegations concerning violations of the Ethics Policy and shall advise the Chair of the Metropolitan Council and work with the Metropolitan Council until the matter is resolved. The Chair of the Metropolitan Council Ethics Committee is required to report to the Metropolitan Council at least semi-annually on activities.” The Ethics Committee is required to investigate any or all reports of violations of these Best Practice Policies. All “supervisors and managers” are required by Best Practices to report violations to the chair of the Ethics Committee who reports the Committee’s findings to the Chair of the Metropolitan Council. All employees may report ethics violations to the Chair of the Ethics Committee though they may opt instead to report the violations to someone in a managerial position.

The Ethics Committee is to be elected each year by the Metropolitan Council. The activity of the Committee is determined by the number of cases brought to it for investigation. Upon investigating a complaint the Committee makes a recommendation to the Metropolitan Council for action to be taken.

FINANCIAL DEVELOPMENT COMMITTEE

- **Charter/ Job Description** (*approved by MC at Fall 2010 Meeting*)
The Financial Development Committee offers guidance, suggestions and support to the central administration for annual, major, and planned giving programs. It assists the Metropolitan and Giving Officers/ Staff in identifying, cultivating and soliciting donors to the OCA. It reports to the MC, presenting appropriate recommendations for action concerning the OCA's fund-raising policy and activity." The Committee is to work closely with the Stewards of the OCA (SOCA) in formulating policy and assisting in fund-raising efforts in order to ensure the integration of the efforts and that SOCA is following directives from the Metropolitan Council on fund-raising.

FINANCE AND INVESTMENT COMMITTEE

- **Charter/ Job Description** (*approved by MC in April 2, 2008 Meeting*)
Purpose: The Finance Committee (Committee) will assist the Metropolitan Council in its oversight responsibilities relating to fiscal management. In furtherance thereof, the Committee will:
 - Review and recommend approval of an annual operating budget;
 - Regularly review financial results;
 - Ensure the maintenance of an appropriate capital structure; and,
 - Oversee the management of organization-wide financial assets.

In addition, in order to assist the Church in the proper and prudent management of its financial resources the Committee will ensure that the management employs personnel and systems capable of providing timely and accurate financial information to key decision-makers.

Committee Membership: It is anticipated that the Committee will always include some members of the Metropolitan Council (MC). It may also include members who possess skills in the disciplines of accounting, investment management, and capital structure/finance. The Committee will have a minimum of three members. In cooperation with the treasurer and other management staff the Committee will ensure that important financial topics are reviewed in sufficient depth by the MC. The MC will appoint the Committee at its first meeting each year. The Committee will add additional members as needed.

Key Responsibilities: To fulfill its purposes, the Committee shall:

- **Review and Approve an Annual Operating Budget:** Annually, the Committee will review the proposed annual operating budget for the ensuing fiscal year as presented by the Church management. After the review and amendment, if necessary, the Committee will recommend a final operating budget to the full MC (or to the All American Council) for approval. The approved operating budget formally confers spending authority for operating costs to management, subject to

the policies and procedures adopted by the Church. The operating budget may be amended, as appropriate, for new or adjusted line items as long as funding for said items is secured at the time. The Committee shall have authority to spend up to \$10,000.00 beyond budgeted items.

- Review the Financial Results: Monthly, members of the Committee will receive and review financial statements consisting of the then current year-to-date: 1) statement of financial position, 2) income statement, 3) operating statement, 4) key financial performance benchmarks that the committee deems relevant from time-to-time. These financial statements will be accompanied by a narrative from management highlighting any financial issues and, where necessary, management actions related thereto.

In addition, at its regularly scheduled meetings, the Committee will also review the status of the Church's financial condition and discuss, in detail, issues that emerge for review.

Maintenance of an Appropriate Capital Structure: From time-to-time, the Committee shall direct the management to undertake longer term financial planning to evaluate future financial needs. The Committee will review the underlying analyses and assumptions, as well as the methodology utilized. The Committee will then recommend a capital structure that best meets the Church's needs, generally in the context of personnel costs, ministries and capital expenditures.

Oversee Organization-Wide Assets That Fall Under the Responsibility of the Central Church: This would include all Stavropigial institutions and any other lands or assets held in the name of the Central Church.

Timely/Accurate Financial Information: The Committee will continually review and advise the management regarding the form, content and frequency of financial information necessary for it to fulfill its responsibilities described herein. Further, to the extent necessary to inform decision-makers, the Committee may advise management regarding key financial information and performance indicators necessary to evaluate the various internal Ministries of the Church.

INTERNAL GOVERNANCE COMMITTEE

- Charter/ Job Description (*approved by MC in Spring 2013 Meeting*)
The OCA Best Practice Principles and Policies document mandates the establishment of a broadly defined Internal Governance Committee from the membership of the Metropolitan Council. The Internal Governance Committee is to be independent and its members are to receive no compensation. The Internal Governance Committee has two major functions, one relating to finances and one to governance.

The Internal Governance Committee has merged with the Council Development Committee and takes on their responsibilities. It assists Metropolitan Council (MC)

members in identifying and utilizing their talents and strengths in both general and specific areas of Council service. It maintains a Council Member Handbook in electronic form, with information and reference material to help both current and new members better understand and fulfill their responsibilities, especially regarding governance, both generic for non-profit organizations and specific for New York State and the OCA Statute.

The committee assists the Metropolitan Council in assigning members to specific Council committees and provides guidance to the Metropolitan and, as appropriate, the Holy Synod, on any expertise gaps impacting the performance of the Council. It provides instruments for evaluating the performance of the Council as a whole, as well as its individual committees and members, with the aim of improving the effectiveness of Council activity and service. It presents appropriate suggestions and recommendations to the Council concerning Council internal organization, procedures and policies.

As relates to finances the Committee is charged to:

- ensure that the audit of the annual financial statements of the OCA central administration is conducted by an external independent certified public accountant or accounting firm experienced in such audits,
- review and discuss the annual financial statements of the Church as regards any deficiencies in internal controls identified by the external auditor during the course of its audit,
- address all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing,
- have authority to call upon and pay outside advisors to provide financial and other expertise as deemed appropriate,
- file an annual report to the Metropolitan Council which contains a review of the audit controls, and a statement on any suspected fraud, security or litigation issues,
- provide the Metropolitan Council with independent insight into the internal controls, operations, accounting policies, and financial reporting of the OCA.
- Searches and recommends members of the Internal Audit Committee to be approved by the Metropolitan Council as per Article V, Section 9.

As relates to governance, the Committee is charged to:

- review internal OCA policies regarding:
 - + Conflict of interest,
 - + Ethics and receipt of confidential complaints,
 - + Resolution (whistleblower) policies,
 - + Internal delegation of authority manuals,
 - + Compliance with internal policies,
 - + State regulations as well as with governmental laws,

and recommend changes to the Metropolitan Council as necessary.

- schedule and conduct internal audits of compliance to policies and procedures and makes sure all policies and procedures are readily available.
- receive any reports of violations of Best Practices, and refer any violations to the Ethics Committee for resolution.

In fulfilling its responsibilities, the Internal Governance Committee has direct access to any and all administrative or staff personnel. The Internal Governance Committee may recommend to the Metropolitan Council the granting of authority to it for conduct of investigations deemed necessary to fulfill its responsibilities.

HUMAN RESOURCES COMMITTEE

- Charter/ Job Description (*approved by MC in Fall 2009 Meeting*)
The Metropolitan Council Human Resources Committee, consisting of at least three members, shall assist the officers of the Church in formulating and implementing human resources policies. They will periodically review all human resource material and ensure the human resources handbook is up-to-date and accurate. They may also be called upon to assist in reviewing and interviewing candidates for open positions in the Chancery and working through requirements for hiring. They also will assist in writing and reviewing job descriptions for all chancery positions.

LEGAL COMMITTEE

- Charter/ Job Description (*approved by MC in Spring 2008 Meeting*)
The Metropolitan Council Legal Committee, consisting of at least three to five members, shall between meetings of the Metropolitan Council act for and on behalf of the Metropolitan Council to discharge its legal responsibilities. The Legal Committee shall work in conjunction with the General Counsel and members of the Central Administration. Responsibility for major policy and legal decisions, such as initiation of litigation and settlement of litigation, shall be retained by the Metropolitan Council as a whole. They may call upon additional consultants with expertise in certain areas of law to assist the Church in legal issues.

The Legal Committee shall fully and promptly report to the Metropolitan Council its activities and decisions between meetings. The Legal Committee shall act by majority vote. The Legal Committee may act by telephonic meeting or consent evidenced in writing or e-mail, or such other means that the Legal Committee shall determine to be useful or appropriate.

Chapter 3
Article V of the OCA Statute
“The Metropolitan Council”

ARTICLE V – THE METROPOLITAN COUNCIL

Section 1: Definition

The Metropolitan Council is the permanent executive body of the Church administration which exists for the purpose of implementing the decisions of the All-American Council and continues the work of the Council between its sessions. The Metropolitan serves as the chairman of the Council.

Section 2: Composition

The Metropolitan Council shall consist of:

- a. The Metropolitan;
- b. The Chancellor, the Secretary, and the Treasurer of The Orthodox Church in America, ex officio;
- c. Two representatives from each Diocese, one priest or deacon and one layperson, elected by the Diocesan Assembly unless otherwise provided for by Diocesan Bylaws; and
- d. Six (6) members elected at-large by the All-American Council, three priests or deacons and three laypersons.

An alternate elected at the All-American Council becomes a member of the Metropolitan Council only when a permanent vacancy in an at-large membership occurs.

Section 3: Terms of Office

- a. Ex officio members of the Metropolitan Council serve for the duration of their term in office.
- b. Diocesan Representatives to the Metropolitan Council are elected for a term of three (3) years.
- c. At-large members of the Metropolitan Council and alternates are elected for a term from one All-American Council through the next, excluding any extraordinary All-American Council.
- d. Elected members of the Metropolitan Council, whether Diocesan or at-large,

may serve no more than two successive terms.

Section 4: Periodicity

The Metropolitan Council shall meet at least twice each year, once in the fall quarter and once in the spring quarter of each year.

Section 5: Vacancies in Office

- a. Unless provided for by Diocesan Bylaws, permanent vacancies occurring among Diocesan Representatives are filled by the next Diocesan Assembly, with permanent vacancies occurring in the interim being filled by appointment of the Diocesan Council.
- b. In those cases in which a Diocesan Representative is temporarily unable to attend meetings of the Metropolitan Council, the Diocesan Authority may designate a substitute to attend as a guest of the Metropolitan Council, with right of voice but not the right to vote.
- c. Permanent vacancies occurring among at-large members are filled by alternates who have been elected by the All-American Council, one priest or deacon and one layperson.

Section 6: Quorum and Voting

A majority of the members of the Metropolitan Council will constitute a quorum. All decisions of the Metropolitan Council are made by a majority vote of those present; in case of a tie, the deciding vote shall be cast by the Chairperson. The decisions of the Metropolitan Council shall become effective upon approval by the Metropolitan or the Holy Synod, depending on the nature of the decision. Guests may be invited to attend sessions of the Metropolitan Council by any member, with the approval of the Metropolitan. Guests shall have no right to vote but may address the Council if requested.

Section 7: Competence

The following matters are within the competence of the Metropolitan Council. The Metropolitan Council shall:

- a. Implement the decisions of the All-American Council and continue the work of the All-American Council between sessions in the areas of its competence;
- b. Assist the Metropolitan and the Holy Synod in implementing decisions within its competence;
- c. Establish and implement the annual budget for the operations of the Church;
- d. Supervise and review the audit of all financial reports and records of the

- Church and see to their prompt and transparent publication;
- e. Supervise the collection of revenues as authorized by the All-American Council;
 - f. Develop and implement programs of planned giving for support of the Church, including gifts, grants, bequests, and other contributions;
 - g. Oversee the management of Church properties and investments;
 - h. Consider and authorize the purchase, rental, sale, mortgaging, or alienation of the real and personal property of the Church, except in cases covered in Article XII, Section 9;
 - i. Conserve the spiritual and cultural patrimony of the Church including not only real property but also personal property owned or bequeathed to the Church, particularly items of religious, spiritual, liturgical, cultural, historic, and artistic significance;
 - j. Maintain an inventory of all properties of the Church both real and personal;
 - k. Initiate, prosecute, and defend all legal matters affecting the interests of the Church;
 - l. Endorse for confirmation by the Holy Synod the Metropolitan's selection of the Chancellor, Secretary, Treasurer, and other officers of the Church whose competence or service extends beyond the boundaries of a single Diocese;
 - m. Provide for publication and dissemination of materials for promoting the Orthodox Faith;
 - n. Determine the data and means necessary for collecting and reporting on the state of the Church, and direct the appropriate Church Officers to collect, preserve, and report on the results;
 - o. Receive and act upon reports from the Church Officers, Church institutions, departments, commissions, committees, offices, and boards in areas within its competence;
 - p. Appoint committees and officers in areas within its competence, determine the scope of their activities, and receive their reports in a timely fashion;
 - q. Nominate a Preconciliar Commission for appointment by the Holy Synod;
 - r. Assist the Holy Synod in determining the dates, location, and theme of the All-American Council;
 - s. Nominate and appoint members of the Auditing Committee and receive

written reports from it in accordance with Article V, Section 9;

- t. Adopt and amend the Pension Plan of The Orthodox Church in America upon recommendation of the Pension Board, in accordance with Article III, Section 1:6; and
- u. Resolve disputes regarding the minutes of the All-American Council, as provided for in Article III, Section 1:2.

Section 8: Administrative Committee

The Metropolitan Council may appoint a committee consisting of the Chancellor, Secretary, Treasurer, and two additional members of the Metropolitan Council to meet with the Standing Synod of Bishops upon its invitation, for discussion of routine administrative matters. This committee shall present a written report to the Metropolitan Council concerning all discussions and actions.

Section 9: Auditing Committee

An Auditing Committee, consisting of three persons with relevant professional experience, shall be appointed by the Metropolitan Council at its first meeting following adjournment of a normally convened All-American Council. Members of the Auditing Committee shall serve for a term from one All-American Council through the next, excluding any extraordinary meetings of the All-American Council. The Committee's duties shall be to audit all accounts of The Orthodox Church in America on a semiannual basis, to review the audited accounts of all stavropegial institutions on an annual basis and to present written reports to the Metropolitan Council. The Chair of the Auditing Committee shall attend sessions of the Metropolitan Council solely to make the Committee's reports. An Audit Committee member may succeed himself/herself for one additional term, and may be removed only for cause by a two-thirds vote of the Metropolitan Council. Any vacancy in the Auditing Committee shall be filled in a timely fashion by the Metropolitan Council.

Chapter 4 **Minutes of Previous MC Meetings**

All minutes and reports of the Metropolitan Council meetings may be found at the OCA website at: <http://oca.org/about/metropolitan-council>

It is recommended that new member read the last three years' of minutes and reports prior to their first Metropolitan Council meeting.

Chapter 5 **Financial Reports**

All financial report and audits may be found in the Metropolitan Council reports. Posted financial reports and audits may be found at the OCA website at: <http://oca.org/about/accountability>

It is recommended that new member read the last three years' reports prior to their first Metropolitan Council meeting.

Chapter 6

Fiduciary Responsibilities

by Thaddeus Wojcik, former OCA General Counsel

No man can serve two masters: for either he will hate the one, and love the other; or else he will hold to the one, and despise the other. Matt 6:24 (KJV)

This article presents an overview of certain legal responsibilities every person assumes, whether they know it or not (and whether they like it or not) when accepting the duty and honor to serve on the Metropolitan Council of the Orthodox Church in America. The same principles apply also to the Holy Synod of Bishops and also to those who serve at the All American Council. This article is not exhaustive, but does illustrate the nature and scope of the serious responsibility to secular law that goes with serving in such capacity. Neither is this article academic, but is intended to be “non-lawyer-friendly,” while still serious. Accordingly, with one exception, no citations to specific statutory or case law are included.

Church, Not Corporation

The Orthodox Church in America (the “OCA”) is the local presence in America of the Universal Church, the mystical Body of Christ to which God sent his Holy Spirit on Pentecost. The OCA, then, is the One, Holy, Catholic and Apostolic Church – She is not an organization or institution as such, and She certainly is not a “corporation.” Accordingly, She can and does trace Her existence organically to the outpouring of the Holy Spirit in an upper room in Jerusalem in or around 33 A.D, and not to the filing of a certificate of incorporation in Albany or to the passage in the early 1970’s of a law by the New York legislature.¹

Although in the world, the Church is not of the world. Although mystical, the Church is also locatable in space and time by reference to her bishops and those who are in communion with the bishops in and through the Church’s sacramental life. And, although mystically the Church’s members are citizens of the heavenly Jerusalem, so long as they are still pilgrims in the world, the members of the so-called “Church militant” are called to obey the secular authorities other than where to do so would be to sin. So, when it seemed good at one time (*e.g.*, 1972) to the members of the Church in America to agree with the State of New York to form and operate a corporation (the New York corporation homonymously named *The Orthodox Church in America*) to administer and effectuate certain temporal aspects of its mission to the world, it became a duty of those Church members who from time to time are set apart to operate this corporation to comply with all applicable laws (except, of course, where to do so would be to sin).

What are Corporations and What Rules Govern Them?

¹ In fact, one need not even look as far back as Pentecost to note a distinction between ecclesiastical body and corporation: autocephaly was granted to *The Orthodox Church in America* two years before her members began to operate a corporation known by the same name.

In New York, a corporation is typically formed when one or more individuals determine to file a properly drafted charter document (called a “certificate of incorporation”) with the Secretary of State and the filing is accepted by the State. For various reasons, however, the OCA was formed in an atypical manner by a special act of the New York legislature. By whatever mechanism formed, however, in a certain respect one can understand a corporation to be no more than a set of papers on file with the relevant governmental authority within the jurisdiction under whose laws it was formed. This understanding, of course, is as impractical as it is insipid. So, the law applies a legal fiction by which a corporation is treated as a “person,” having an existence separate and apart from that of its “members” (however defined) and separate and apart, even, from those natural persons who serve as its officers and directors and act on its behalf. As a person, a corporation has legal rights, interests and obligations; and by and through the decisions and actions of its officers and directors, a corporation may generally buy and sell property, enter into contracts, sue and be sued on those contracts and on other legal rights, be held criminally culpable under certain circumstances, and engage in other activities and enjoy other rights and be subject to other responsibilities.

For purposes of the remainder of this article, references to “the Church” will mean the local presence of the Body of Christ known canonically as *The Orthodox Church in America*; and the term “the OCA” will mean that corporation, having the same name, which was formed in 1972 by the New York legislature and is now operated by members of the Church.

In New York, there are different types of corporations, including business corporations and not-for-profit (“NFP”) corporations. All New York NFP corporations are governed by the *New York Not-for-Profit Corporation Law* (the “NFP Law”). New York also distinguishes among types of NFP corporations, and in particular recognizes religious NFP corporations to the extent of having enacted a distinct set of statutes, codified in the *New York Religious Corporations Law* (the “Rel. Corp. Law”), which apply to those NFP corporations that are formed for religious purposes. The NFP Law and the Rel. Corp. Law both apply to the OCA (with certain exceptions), and to the delegates at its All American Council and to the Metropolitan Council members, and even, when acting in their capacity as trustees of the corporation, the Holy Synod of Bishops. Also applicable is a body of case law that has developed over time by the courts of New York construing and applying the NFP Law and the Rel. Corp. Law in various situations to various religious and other NFP corporations.

In addition to the NFP Law, the Rel. Corp. Law and relevant case law, the OCA is subject to the provisions of the OCA’s charter document (that is, the special act of the New York legislature that brought the OCA into existence) and by-laws (which are denominated as the OCA’s *Statute*), both of which provide additional internal governance rules applicable to the decision-making processes and actions of the OCA and its “fiduciaries.”

Who are “Fiduciaries” and What Are Fiduciary Duties?

Because a corporation, being a legal fiction, cannot actually do anything on its own, its rights are exercised, its interests protected and its obligations satisfied by individuals who serve as its officers and directors, acting in such capacity in the name and on behalf of the corporation. Generally, directors of an NFP corporation (often called “trustees” in the context of a religious corporation), have responsibility for (among other things) the “strategic” oversight of the corporation, including setting corporate policy and long-term goals, approving extraordinary actions and appointing officers, in each case consistent with the corporation’s charter document, its by-laws and all applicable law. Officers, in general, are charged with the day-to-day conduct of the affairs of the corporation consistent with the resolutions of the corporation’s board of trustees, as well as its charter, by-laws and all applicable law.

Officers and trustees, by virtue of their positions, stand in a “fiduciary” relationship with the corporation; that is to say, they are in a position of trust. This means that, when taking actions or making decisions pertaining to the affairs of the corporation, they are strictly held to a rather high standard of care embodied in the law, legally obligating them to place the interests of the corporation before any interests of any other person, including their own.

NFP Law Section 717(a), which applies to the OCA and its fiduciaries, provides that “[d]irectors and officers shall discharge the duties of their respective positions in good faith and with that degree of diligence, care and skill which ordinarily prudent men would exercise under similar circumstances in like positions.” (This rule is similar to, although different from, the correlative rule codified in the New York Business Corporation Law, which may be familiar to some, which applies to business corporations rather than NFP corporations or religious corporations.)

This general rule, of course, has many specific applications. But, the underlying principle can be understood, in a sense, as the foundation on which not only several specific duties rest, but also on which is established the greater portion of the Rel. Corp. Law and the body of case law construing the Rel. Corp. Law and the NFP Law in the context of religious corporations.

Who Are the OCA’s Fiduciaries?

The OCA’s charter document and its Statute (or by-laws) provide a tri-partite internal governance structure for the OCA that is somewhat unique among corporations. The Holy Synod is its “supreme canonical body,” the All American Council (“AAC”) is its “highest legislative and administrative body,” and its Metropolitan Council is its “permanent executive body.”

It is on the shoulders of the Metropolitan Council that much of the decision-making and deliberating responsibility for the OCA falls (even though its decisions ultimately require approval by the Holy Synod), including many important legal and financial responsibilities. The OCA’s by-laws enumerate these duties and, while no decision of the

Metropolitan Council is effective unless and until blessed by the Holy Synod (or the Metropolitan, in some instances), neither the Synod nor the Metropolitan has the legal right or authority to initiate action in any matter that is among the enumerated responsibilities of the Metropolitan Council.

While the authoritative nature of the Holy Synod within the context of the Church necessarily pertains to things canonical, the Statue of the OCA also provides the Holy Synod (or, under some instances, the Metropolitan) with the duty and right to approve the corporate decisions of the Metropolitan Council that are within its competence before any OCA fiduciaries may act upon such decisions. For this and other reasons, the Holy Synod is as subject to the law concerning its decisions and actions as trustees, as are the OCA's other fiduciaries.

While somewhat more removed from these concerns than are the members of the Metropolitan Council and Holy Synod, those serving at the AAC, when making decisions for and on behalf of the OCA, are also fiduciaries of the OCA – trustees, in fact, subject in their decisions and actions to all New York laws applicable to fiduciaries of religious corporations.

The “Business Judgment Rule” – What Is It and Does It Apply to the OCA?

The decisions of directors of corporations, including religious and other NFP corporations, are generally given deference under a principle often called the “business judgment rule.” One important implication of this rule is that courts will not generally substitute their own judgment for the judgment of a corporation's board of directors/trustees. Instead, they acknowledge a presumption favoring the decisions of such boards. However, even the application of this rule requires the absence of self dealing by the trustees. The rule will not be available as a defense for decisions and actions of trustees where they acted other than in good faith and in a manner consistent with (or at least not opposed to) the best interests of the corporation. In other words, put simply (albeit in a rather circular fashion), trustees must act in accordance with their fiduciary duties.

Some Specific Duties

One can categorize or delineate fiduciary duties in a number of ways. However, it may be helpful to view specific duties that are imposed on a person who accepts the responsibility to serve as a corporate officer or trustee as falling within one of two broad, well-known categories of fiduciary obligations: the duty of care and the duty of loyalty.

In the context of the OCA, the duty of care requires members of the Metropolitan Council and the Holy Synod and delegates to the AAC, in general, to exercise diligence and otherwise to make herself or himself aware of all relevant information available before making a decision, and to obtain and use the requisite skills relevant to the actions to be taken by them on behalf of the OCA. The duty of care subsumes certain specific obligations, or specific applications of that duty, in various circumstances. One specific

application that is illustrative of the duty of care is the duty to not waste corporate assets, which would include (but certainly not be limited to) over-compensating employees, overpaying for property, approving unnecessarily lavish corporate retreats, and perhaps even agreeing to a loan with an unjustifiably above-market interest rate. In each of those cases, failing to be properly informed in approving such an action or to obtain relevant skills in effecting such an action would result in a use of corporate funds in excess of that which was necessary and which otherwise would not have been expended.

The duty of care does permit members of the Metropolitan Council to rely on information presented by the OCA's officers, other trustees or employees if she or he believes (reasonably) that the person on whose information the Metropolitan Council member is relying is both reliable and competent in the matter with respect to which the information relates; such reasonableness would, of course, preclude relying on someone known to have an interest in the matter. Members of the Metropolitan Council may also rely on legal counsel, public accountants and other professionals in matters which they believe (reasonably) to be within the scope of the expertise of such professionals. And, further, a member of the Metropolitan Council may rely on committees of the Metropolitan Council on which such trustee does not serve regarding matters pertaining to the authority of such committee.²

The duty of loyalty comprises a number of other distinct duties, but may generally be understood as requiring the Metropolitan Council (and Holy Synod and AAC) members to be loyal to the OCA (the corporation) above all others and to its temporal interests above all else (subject to the Christian duty to not sin, of course). Implicit in this is a duty to avoid self dealing in transactions involving the OCA or its assets, to not usurp corporate opportunities, and to not divert corporate assets to the personal use of anyone (regardless of motive, intent or "good will").

Also implicit in the duty of loyalty is a duty to avoid conflicting interests and conflicting duties – in other words, to avoid serving two masters. In the event that a Metropolitan Council (or Holy Synod or AAC) member would otherwise be involved in a decision-making process, or in carrying out a decision or otherwise acting on behalf of the OCA, concerning a matter as to which she or he would have (or even may possibly come to have) a personal interest, then that member must recuse herself or himself from such process or decline to otherwise act in such matter, and may be required to disclose the actual or potential conflict. Similarly, if such a member, by acting on behalf of the OCA in a certain matter, would necessarily be in breach of a duty to another corporation, that member would be required to recuse herself or himself from the decision-making process and from acting on behalf of the corporation concerning the matter.

A conflicting interest, by the way, need not be monetary; it can be any other matter in which a person has any personal, financial, reputational, or other private interest distinct from the specific interest of the OCA that would (or might) impair independent judgment

² A trustee would not be deemed to be acting in good faith if she or he has knowledge concerning the matter in question that would cause reliance on any such officer, director, employee, professional or committee to be unwarranted.

or otherwise influence decisions made or actions taken regarding the affairs of the OCA. It might include, for example, a refusal by a trustee to cooperate in an investigation in which the OCA has an interest due to her or his desire to avoid publicity, or even to avoid personal inconvenience, or a decision made in order to avoid embarrassing oneself or even another (however understandable or compelling the urge to do so may be). In any such case, the person with the conflict must recuse herself or himself from the decision making process or from taking such action, and perhaps disclose the nature of, or even the details concerning, the conflict. Where a conflict is ongoing or a given conflict was resolved in favor of one other than the OCA, resignation or removal of the individual with the conflict might even be appropriate.

With respect to the duty of care, the OCA's fiduciaries should bear in mind that there is a clear distinction between errors in judgment and willful or even negligent blindness. Mere errors in judgment would likely not constitute a breach of the fiduciary duty of care. But, a Metropolitan Council member would arguably not be excused from a breach for failure to have known or discovered that which was reasonably knowable to or discoverable in the diligent discharge of her or his duties. Turning a blind eye is, perhaps, an obvious example; but, failure to know that which would have been known had a person done what she or he was called to do (for example, attend meetings regularly or read the minutes of meetings not attended or become familiar with the substance of the OCA's charter and by-laws) results in a breach of duty to the OCA as well.

Similarly, good faith is not synonymous with a "godly" motive or altruistic intent. In fact, good faith – which seems, at first, to be a purely subjective concept – is limited. The feelings or desire to do good are not necessarily sufficient to constitute good faith. Instead, good faith is determined by reference both to the individual's belief as well as to the nature of the relevant action. For example, the intent behind the use of some funds whose donation was known to have been dedicated for the renovation of the iconostasis in the Chancery's chapel in order to pay a local priest's salary, or to fix the Chancery roof or pay its utilities, or to help a local soup kitchen, or to pay an indigent's medical bills, would be immaterial to the issue of good faith – the use of the funds itself other than for their dedicated purpose evidences a lack of good faith with respect to their wrongful allocation. The reason, of course, is that dedicated funds do not belong to the Metropolitan Council or to Metropolitan or the Holy Synod or the Chancellor or treasurer or other officer or anyone else; in fact, one can understand that they belong to the OCA only to the extent they are used in accordance with the donor's wishes. The donor's faith in the OCA and trust of those charged with conducting its affairs were the reason the donor gave up her or his money in the first place.

Other Relevant Concerns

While no Metropolitan Council or Holy Synod member or AAC delegate needs to become an expert on the entire substance of or the public policies underlying the NFP Law and the Rel. Corp. Law, it is helpful for them, as fiduciaries of a New York religious corporation, to bear in mind several specific principles, public policies and legal issues.

The primary purpose of the Rel. Corp. Law is to provide for the orderly administration of funds and other properties entrusted to the use of religious groups and to protect these funds from being diverted from the intended beneficiaries or otherwise exploited by those to whom they are entrusted. To that end, New York law provides in general that no individual acting alone, and no group of individuals – neither a Metropolitan Council member, nor the Chancellor, nor any other officer, nor even the Metropolitan or the Holy Synod itself – has the authority to make or authorize acts binding on the corporation. Only the board of trustees – the Metropolitan Council with the approval of the Holy Synod – acting as such, has the authority to act on behalf of the “OCA-as-corporation.” Moreover, relevant New York case law has provided that all persons are deemed to be on notice of this restriction on the authority of individual fiduciaries or groups other than the board of trustees; a person is not permitted the defense of having acted in good faith in any transaction that purports to have been negotiated on the apparent authority of, for example, a Metropolitan, or a Chancellor, or even the Holy Synod or any administrative, executive or finance committee. This imputation of notice is not limited to lawyers or other professionals or to officers and trustees but applies generally to everyone, whether they actually are aware of the limitation or not.

Certain exceptions to this rule do apply, however. For example, where, by resolution of the Metropolitan Council approved by the Holy Synod, a committee of the Metropolitan Council is formed for a specific purpose, that committee may bind the OCA to the extent permitted by the enacting resolution. As well, the day-to-day affairs of the OCA in the ordinary course of business require executive officers to act with a certain degree of binding authority, such as in retaining waste management or grounds-keeping services or for contracting for necessary repairs and maintenance of the Chancery property or for incurring necessary and reasonable travel expenses or paying for business telephone charges. It would not include, for example, the authority to retain legal counsel or to initiate or settle litigation or to purchase, sell or mortgage real estate. Authority to bind the OCA to obligations other than in the ordinary course rests solely with its board of trustees.

But, What About the Hierarchy? And Why Does the State Meddle in Church Affairs?

None of the principles discussed in this article do violence to the Orthodox understanding of hierarchical authority in the context of the Church, or to any First Amendment or other federal or state constitutional concerns. This, of course, is because the corporation formed by the Church’s members is distinct from the Church, pertaining only to those temporal aspects of the Church that its members determined to be appropriately administered by and through a corporate entity. New York recognizes this. No matter of spiritual discipline, worship, doctrine, custom, ecclesiastical protocol or other purely religious concern is subject to the State’s authority. However, because of the purpose of the Rel. Corp Law – to provide for the administration and protection of funds and properties entrusted to religious groups – and because of the agreement to operate a corporation to obtain certain benefits from the State, the conduct of the corporate (versus religious) affairs of the entity must be in accordance with applicable law.

But, Why So Complex?

Human nature has resulted in a complex labyrinth of laws in all aspects of human society. Where there is a will (to do wrong) there is a way (to skirt a law). So, while a simple, fundamental statement of ethics or morals would likely be sufficient for a well-intentioned person to act in a fiduciary capacity, such a simple structure would be readily circumvented by the charming, crafty and cunning. So, not only is there a rather detailed code of rules set forth in the NFP Law and the Rel. Corp. Law, there is also a regularly growing body of case law interpreting and applying those statutes in various circumstances. The law (just like self interest) is like a rubber band, being ever stretched to fit newly devised expressions of the timeless battle of right versus wrong. It is interesting to suppose, however, that at their heart, so many of the laws, rules, public policies, regulations, best practices and accountability standards that apply to religious corporations have their source in the same Lawgiver whose simple precepts we learned in Sunday School and during sermons: don't lie; don't cheat; don't steal; honor your promises; be wise as serpents but harmless as doves; and repent. It really is that simple, if you want it to be.

* * *

Let every person be subject to the governing authorities; for there is no authority except from God, and those authorities that exist have been instituted by God. Therefore, whoever resists authority resists what God has appointed, and those who resist will incur judgment. For rulers are not a terror to good conduct, but to bad. Do you wish to have no fear of the authority? Then do what is good, and you will receive its approval; for it is God's servant for your good. But if you do what is wrong, you should be afraid, for the authority does not bear the sword in vain! It is the servant of God to execute wrath on the wrongdoer. Therefore, one must be subject, not only because of wrath but also because of conscience.

Rom 13: 1-5 (RSV)

Appendices

1. The New York State Charter of the OCA
<http://www.oca.org/PDF/official/ocacharter.pdf>
2. New York Law: Religious Corporations: Article 5-c "Churches of the Orthodox Church in America"
<http://www.oca.org/PDF/official/ny-religious-corporations-5c-oca.pdf>
3. The Statute of the Orthodox Church in America (complete)
<http://www.oca.org/DOCindex-statute.asp?SID=12>
4. Minutes of All-American Councils
<http://oca.org/history-archives/aacs>
5. IRS Tax Guide for Churches and Religious Organizations
<http://www.irs.gov/pub/irs-pdf/p1828.pdf>
<http://www.irs.gov/charities/churches/index.html>
6. Annotated Bibliography (Internet links)
 - a. Strategic planning
http://managementhelp.org/plan_dec/str_plan/str_plan.htm
 - b. Finance/ Accounting
http://managementhelp.org/finance/np_fnce/np_fnce.htm
http://managementhelp.org/fndrsng/np_raise/np_raise.htm
 - c. Creating a Strong Board Team
http://www.boarddevelopment.org/en/1/create_board.aspx



Stewards of the OCA (SOCA)

Stewards of the OCA

History

FOS (Fr. Glagolev, Fr. Summer, Fr. Fester, Fr. Eugene Vansuch, Fr. Tassos)
SOCA (FDC and Melanie Ringa)

Purpose

Expand the Mission of Orthodoxy in America by funding and participating in departmental ministries, and Metropolitan Council Meetings.

Plan

Constant relationship building and communication of the ministries of the OCA, and education in stewardship through available parish programs, events, and campaigns.

Membership

Every member of every OCA entity or structure recognized by the Synod of Bishops who has committed or will commit themselves to the OCA mission with time, talent, and treasure.



Stewards of the OCA



Structure

At least **one SOCA Stewardship Assistant (SA) volunteer** in each **Diocese** (perhaps eventually each Deanery)

Communication Plan

A communication plan needs to be developed which would include methods to collect Departmental status information electronically to build newsletters which can be distributed via digital means and actual mailing pieces (outreach for none emailers and shut-ins) (10/year?)

Event and Campaign Plans

OCA-wide events and campaigns must be developed, communicated widely, and executed. The Financial Development Committee (FDC), and the Treasurer shall all participate in this effort.

AAC Event planning

The AAC must be a target event for communication planning and distribution for three-year purposes.

Stewards of the OCA



2016 Events/Campaigns

- 1) “Expand the Mission” Campaign: Reinitiate the call out for new members of the SOCA with a posting on the website and an outbound letter of appeal. Began in mid December and continues to the end of February.
- 2) Another outbound letter of appeal in the spring highlighting the work of the departments and focused giving for charities?
- 3) Plan one or two other outreach events via social media in 2016.
- 4) Plan two open house events in 2016 at the Chancery (and potentially other venues in the future) for existing and new target members of the SOCA.

2016 Focus

- 1) Build a relationship with as many SOCA members as possible, especially folks in dioceses within driving distance of Syosset.
- 2) Work closely with the FDC and Treasurer on an escalating schedule of activities, events, campaigns, and visits to parishes.
- 3) Recruit and train at least 2 Volunteer SA’s in 2 dioceses

SOCA Programs and Events



Parish Program Examples

Developed for local distribution by SA's (begin with NY/NJ Diocese)

“Stewardship Understanding”; “Time as a Critical Element for Giving”; “Planned Giving”; “Living Wills”; “Archiving true Treasures and Relics of Orthodoxy”

SOCA Events

Visits to Syosset

Tea with Metropolitan Tikhon

Archivist visits

Open Houses

Parish Visits

SOCA 2016 Targets



Parish Programs Delivered

Developed for local distribution by SA's

begin with NY/NJ

8 (to be scheduled)

New England

8 (2 done in December, 2 scheduled)

Eastern PA

4

Western PA

2

SOCA Events

Hosted Visits to Syosset

2 to 5

Outreach for membership in SOCA

150 to 300 new members

Target donations captured by all the above \$75K

SOCA Donations



	Donors	Dollars	Total all Purposes / SOCA %
SOCA Donations in 2014:	58	\$35,125	\$74,885/46.9%
SOCA Donations in 2015:	85	\$53,920	\$149,009/36.2%
SOCA Donations in 2016	18	\$ 5,970	
“Expand the Mission” Campaign		2015	\$12,500 (in 2015 number above)
		2016	\$ 5,970
Outreach for membership in SOCA		2015	124 new members
		2016	21 new members



**The Chancery and
Central Church Administration
Employee Handbook**

January, 2016
V0.03

Document History

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APPROVAL:

+TIKHON

Date

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1. Welcome

At the OCA Central Administration (also referred to as “the Chancery,” “Metropolitan’s Chancery,” and “the Church,”) outstanding people are the key to our success. The enthusiasm, knowledge and team spirit that everyone brings to the job each day are key elements in our progress is doing God’s work through The Orthodox Church in America.

It is important that all employees understand and abide by our policies and procedures. These team guidelines will familiarize you with the various aspects of working with us. Use it as a resource and reference in understanding the organization. If you have any questions, please ask your supervisor, the Secretary of the Church, or the Metropolitan for assistance.

2. About This Manual

This Employee Handbook is intended to inform you of Chancery workplace policies and benefits. Please read it thoroughly and retain it for future reference. The policies stated in this manual are intended as guidelines only and are subject to change. From time to time you may receive updated information concerning changes in policy, procedure or benefits. If you have any questions, please ask your supervisor, the Secretary of the Church, or the Metropolitan for assistance.

This Manual is not a contract guaranteeing employment for any specific duration. Although we hope that your employment relationship with us is long-term, either you or the Central Administration may terminate this relationship at any time with or without reason. Please understand that no management representative of the Central Administration other than the Metropolitan has the authority to enter into any agreement with you for employment for any specified period of time or to make any promises or commitments guaranteeing employment for any specific duration. Further, any employment agreement entered into by the Metropolitan is unenforceable unless it is in writing.

This Manual supersedes and replaces all prior manuals, procedures and practices of the Central Administration concerning its employment policies, guidelines and benefits. This manual also describes the current benefit plans maintained by the Central Administration. Refer to the actual plan documents and summary plan descriptions if you have specific questions regarding the benefit plans.

3. At-Will Employment

Every Central Administration employee is an “at will” employee. This means that your employment and compensation can be terminated with or without cause, and with or without notice, at any time at either your option or that of the Central Administration. No representative of the Chancery other than the Metropolitan or Secretary of the Church has the authority to enter into any agreement of employment for any specific period of time or to make any agreement contrary to this statement. Any such agreements must be in writing.

4. Ethics and Professional Conduct

You are required to comply with the highest standards of honesty and integrity in carrying out their duties and responsibilities for the Church. Some of those standards are embodied in “Best Practice Principles and Policies for Financial Accountability,” which you will be asked to review annually. Failure to comply with ethical standards can result in termination of your employment.

1. General: Chancery employees are expected to adhere to high ethical and professional standards. You may not: engage in political activity or advocacy during work hours; accept bribes or kickbacks; discuss confidential Church business outside the work environment without supervisory clearance; knowingly provide erroneous information to other employees or supervisors. Chancery facilities, material, and equipment are for Church business only; you may not use Church property or other resources for personal business.

2. Non-discrimination in employment: The OCA is committed to equal employment opportunity and to compliance with all federal, state, and local laws concerning discrimination in employment. The Central Administration will not discriminate against employees or applicants on the basis of race, gender, veteran status, marital status, color, religion, creed, ancestry, national origin, age, sexual orientation, physical and mental disability, or other protected status. This policy of equal opportunity applies to all employment practices, including job assignment, transfer, re-employment, compensation, benefits, promotions, and terminations.

The OCA also complies with applicable federal, state, and local laws providing for non-discrimination in employment for qualified individuals with disabilities. The Church further provides reasonable accommodations for such individuals in accordance with these laws. Qualified individuals with disabilities may make requests for reasonable accommodation to their supervisors.

By virtue of these policies, the OCA does not condone, permit, or tolerate any form of discrimination by or against any employee, manager, vendor, contractor, or other person with whom employees and managers come in contact in connection with their Chancery employment.

If the Church determines that an employee or manager is guilty of discrimination, appropriate disciplinary action will be taken against the offending employee or manager, up to and including termination from employment. Also, people who violate this policy will be personally liable for their actions and consequences.

3. Harassment: The OCA prohibits harassment of an employee by another employee, supervisor, or third party for any reason, including race, gender, veteran status, marital status, color, religion, creed, ancestry, national origin, age, sexual orientation, physical and mental disability, or other protected status. Harassment may include slurs, epithets, threats, derogatory comments or visual depictions, unwelcome jokes, and teasing.

4. Sexual Harassment: Sexual harassment of one employee by another employee, supervisor, or third party is contrary to OCA policy and unlawful under state and federal law. The purpose of this policy is not to regulate personal morality; **it is to assure that in the workplace no person harasses another on the basis of sex.** While it is not easy to define sexual harassment precisely, it certainly includes the following:

- Making unwelcome sexual advances or requests for sexual favors or other verbal or physical

conduct of a sexual nature, an explicit or implicit condition of an employee's continued employment, or

- Making submission to or rejection of such conduct the basis for employment decisions affecting the employee, or
- Creating an intimidating, hostile or offensive working environment by such conduct.

The following are examples of unacceptable behavior:

- Negative or offensive comments, jokes or suggestions about another employee's gender or anatomy.
- Obscene or lewd sexual comments, jokes or suggestions.
- Slang, names, or labels such as "honey," "sweetie," "boy," or "girl," that another finds offensive.
- Displaying nude or sexual pictures, cartoons or calendars on Chancery property.
- Physical assaults or any other inappropriate physical contact.

If you experience (or if you witness) any job-related harassment based on your sex, race, national origin, disability, or another factor, promptly report the incident to your supervisor who will investigate the matter and take appropriate action, including reporting it to the Metropolitan. If you believe it would be inappropriate to discuss the matter with the Metropolitan (or you believe that your supervisor has not adequately addressed your complaint), you may report it to the OCA Ethics Committee. Your complaint will be kept confidential to the maximum extent possible. The Church will retain confidential documentation of all allegations and investigations and will take appropriate corrective action, including disciplinary measures up to and including termination, to remedy all violations of this policy. Also, individuals who violate this policy may be personally liable for their actions and consequences.

5. Nepotism: OCA policy prohibits members of the same family from working in a supervisory-subordinate relationship. Also prohibited is the exertion of influence or the appearance of influence, on behalf of a family member for the purpose of influencing employment, pay, benefits, promotional opportunities or working conditions. For these purposes, "family member" includes parents, siblings, aunts, uncles, cousins, grandparents, in-laws of the same relationship as the foregoing, spouses, and domestic partners.

6. Whistleblowing: As an employee of the OCA Central Administration, you are encouraged to address any ethics questions, concerns, suggestions, and complaints to your supervisor. If you are not comfortable addressing an issue to your supervisor, you are encouraged to address it to any management official with whom you are comfortable or to the Chairman of the Metropolitan Council Ethics Committee, in accordance with the OCA Ethics Policy. The Church prohibits any form of retaliation against any employee or manager for filing a bona fide complaint or for assisting in a complaint investigation. The Church will not tolerate any coercion, retaliation, intimidation, discrimination, or harassment directed against any individual who registers a bona fide complaint under its policies or serves as a witness on behalf of another individual.

5. Dress Policy

The dress standard for the Chancery office is cassock or clergy and "smart casual" for lay persons. This means that lay employees will dress comfortably to accomplish their work, but appropriately for a church office that receives many visitors.

Pressed slacks with creases, shirts with collars and appropriate personal grooming are the expected attire for men. For women, dresses, skirts and pantsuits are appropriate. On days that dignitaries are visiting the Chancery, employees may be asked in advance to wear more formal clothing.

6. Categories of Employment

As an employee of the OCA Central Administration you will be either a salaried, hourly, or stipend worker. Salaried and hourly workers may be Full-Time, Part-Time Regular, or Part-Time employees. Further, positions in the Chancery are classified under wage and hour laws as Exempt or Non-Exempt.

Salaried Employees are paid based on an annual salary rate.

Hourly Employees are paid based on an hourly pay rate.

Stipend Personnel work on a project basis, not regularly scheduled hours. They are ineligible for benefits.

Full-Time Employees regularly work a 40-hour workweek and are eligible for benefits in accordance with their position and length of employment.

Part-Time Regular Employees regularly work 32 hours but fewer than 40 hours each week and are eligible for certain prorated benefits based on their position and length of employment.

Part-Time Employees work fewer than 32 hours per week and are eligible for statutory benefits only.

Employees, i.e., full-time, part-time regular, and part-time may not also be paid stipends from the Central Administration. Rather, if they assume projects customarily paid as stipends, those duties will be incorporated in their position descriptions and their pay adjusted, if necessary.

Exempt and Non-Exempt positions: every Chancery job description designates the position as either Exempt or Non-Exempt from federal and state wage and hour laws. Employees performing the work of Non-Exempt positions are entitled to overtime pay under the specific provision of these laws. Exempt employees are excluded from the provisions of these wage and hour laws.

Introductory Employees: During your first 90 days of employment by the OCA Central Administration you will be subject to closer scrutiny of your performance, as a continuation of the hiring process. At the discretion of management, this introductory period may be extended if management determines it necessary to make an informed decision regarding your suitability for your position.

Contractors: Chancery management utilizes contract workers to accomplish specific tasks or projects in accordance with written statements of work or project plans. These workers are subject to the workplace policies of the Chancery in accordance with their contractual arrangement (e.g., dress code, confidentiality, facility closure, workplace behavior) but are not employees of the Chancery or subject to Chancery benefit plans.

7. Pay, Hours of Work and Timekeeping

Pay

You will be paid by check semi-monthly, on the 15th and on the last day of the month. The Chancery takes precautions to ensure that all employees are paid correctly and that no improper payroll deductions are made against wages. In the event a payroll error does occur however, you should immediately notify your supervisor so corrections can be made (if warranted). If you believe it would be inappropriate to discuss the matter with your supervisor (or you believe that he/she has not adequately addressed your complaint), you may report this payroll error to the Treasurer or to the Metropolitan, who will undertake an investigation.

Salaries in the OCA Central Administrative offices are based on the Federal General Schedule pay schedules for the Locality Pay Area of New York-Newark-Bridgeport, NY-NJ-CT-PA. Hourly pay is based on the Federal Wage System Wage Rate Schedules for the NY, NY Wage Rate Area.

Position Levels annotated on job descriptions correlate with General Schedule or Federal Wage levels in those two schedules.

Management may pay Stipends for project work. Employees of the Church's Central Administration may not also receive stipends.

OCA management will review pay schedules and stipends annually in January to determine appropriateness of adjustments, taking into account cost of living changes, as well as employee performance evaluations and budgetary guidelines.

Performance-Related Bonuses may be provided in recognition of outstanding one-time achievements or sustained excellent performance, consistent with budget restrictions. The basis for all bonuses will be specifically documented; all bonuses will be approved in writing by the Metropolitan before they are granted; they will be processed through the payroll system and are taxable accordingly.

Hours of Work

The normal workday at the Chancery is 9:00 am and 5:00 pm, Monday through Friday, with a 60-minute paid lunch period. We expect you to be at your work area to perform your duties at your scheduled starting time. You are expected to use your time productively; non-work activities must be done before or after your normal working hours. Your co-workers depend on your regular and timely attendance. Attendance and punctuality are an important part of your overall performance and are a major consideration for continued employment.

Frequent absences and tardiness are disruptive to the Church's work and therefore may be the basis for termination of employment. You should allow extra time for travel on public transportation, during rush hours, or when there is inclement weather.

If you will be late or absent, you should give maximum possible notice to your supervisor prior to starting time. You should provide the estimated time of arrival if you will be late, or, in the case of absence, when you will be able to return to work. Management has the right to approve or disapprove any request for vacation time.

Timekeeping

Your time record represents your hours worked, from which a payroll check is computed. It is your responsibility to see that your time record accurately reflects your time worked. If for any reason you fail to make time entries, or make incorrect entries, you should see your manager immediately, so that the error or omission can be corrected. In accordance with state and federal law, the Church rounds time entries to the nearest one-quarter hour. You are responsible for making entries on your own time record. Non-Exempt employees should record the time they begin and end their work, as well as the beginning and ending of each meal period. They should also record the beginning and ending of any split shift or departure from work for personal reasons. Altering, falsifying, or tampering with time records, as well as recording time on another employee's time record may result in disciplinary action, up to and including termination of employment.

The following procedure must be observed regarding time records:

- a) Your manager must review and approve the time record. Hours for Non-Exempt employees will be paid only as approved by the employee's manager.
- b) Overtime (for Non-Exempt employees) must be authorized in advance by the employee's manager
- c) All hours (i.e. vacation and sick time) must be recorded in the Church's time and attendance system.
- d) If you do not have accrued sick time you may take vacation time in lieu of a sick day.
- e) Using vacation time in lieu of a sick day must be recorded in the time and attendance system and approved by your manager. Sick hours may not be used as vacation hours.
- f) You may not receive negative (advanced) vacation or sick hours. If you do not have accrued sick or vacation time, the absence will be unpaid.
- g) There is no formal compensatory time. Managers have discretion to excuse short periods of time off, as appropriate. Non-Exempt employees are authorized only to work their designated time period unless overtime is authorized.

Overtime

OCA managers and other Exempt employees are expected to work the hours needed to accomplish their work, even if those hours exceed the normal workday or workweek.

If your position is categorized as Non-Exempt, you are expected to work the hours assigned by your supervisor; you are entitled to overtime pay for hours of work performed in excess of 40 hours/week, when assigned by your supervisor to work those hours, in accordance with the provisions of the Fair Pay Act.

There is no formal compensatory time off policy for Chancery employees.

8. Benefits

If you are a Full-Time or Part-Time Regular employee you are eligible for participation in the OCA health benefits and retirement plans (subject to the eligibility requirements and restrictions of the plans), to receive life insurance coverage, and to accrue sick and vacation time. Part-Time Regular employees accrue sick and vacation time on a pro-rata basis to their weekly hours of work. New York employees are also protected by short-term disability benefits (See Appendix A). The details of each plan, including limitations and exclusions, are detailed in each plan's summary plan description. You will be notified when changes in benefits or costs occur.

Group Health Insurance Plan: The Church provides a group medical plan to Non-Exempt individual employees; the cost for family coverage, if desired, is paid by the Non-Exempt employee. For Exempt employees the Church provides both individual and family coverage. Employees are eligible for coverage at the time of hire. (NOTE: Employees on the rolls as of March 2008 are 'grandfathered' in their existing coverage.) Management will provide employees information on the program at the time of hire. On termination of employment, employees have opportunity to continue benefits for up to 18 months in compliance with the Federal law (COBRA).

OCA Pension Plan: For executive positions (Officers) the Church contributes 14% of eligible compensation into the Plan; for all other positions, the Church contributes 8% and the employee contributes 6%, post-tax. (NOTE: Employees on the rolls as of March 2008 are 'grandfathered' in their existing coverage.) Voluntary contributions up to 10% of your monthly compensation are also permitted, at the option of the employee. Employees are eligible one the first day of the month after the start date. Clergy must participate and lay people are encouraged to participate. Management will provide you with details on the Plan at the time of enrollment.

Life Insurance: At this time the OCA does not provide life insurance

FICA: All employees are subject to Social Security and Medicare withholding (FICA), as required by law. Employees in New York State are also eligible for State disability benefits (See Appendix A).

Clergy Housing: Members of the clergy employed by the OCA Central Administration are eligible for the provisions of IRS regulations concerning "Ministers' Housing Allowances."

Unemployment Insurance: All employees are covered under the State Unemployment Insurance Law. The Church pays the entire cost of this insurance to the Department of Labor, which, in turn, pays benefits to eligible claimants.

Workers' Compensation: Employees who are injured at work and lose time due to a work-related injury are eligible for medical care and payment of a portion of lost income, provided they are under the care of a compensation-approved physician. Entitlement and benefits are regulated by the NY State Workers' Compensation Law. The Church pays to provide this coverage. Employees who are injured on the job must report their injuries to their managers in writing immediately so that claims can be processed and the injury medically addressed promptly. Failure to report and injury promptly may result in disciplinary action.

COBRA: Under the Consolidated Omnibus Budget Reconciliation Act of 1985 ("COBRA"), most employers sponsoring group health plans are required to offer employees and their family members who are covered under such a plan the opportunity to purchase a temporary extension of health coverage at group rates in certain instances where coverage under the plan would otherwise end.

If you are an employee covered by the Church's Health Plan, you have a right to choose continuation coverage if you lose your coverage because of a reduction in your hours of employment, or because of the termination of your employment for any reason other than gross misconduct.

If you are the spouse of an employee and are covered by the Plan, you have the right to choose continuation coverage for yourself if you lose coverage for any of the following reasons:

1. The death of your spouse;
2. The termination of your spouse's employment for any reason other than gross misconduct or the reduction in your spouse's hours of employment;
3. Divorce or legal separation from your spouse; or
4. Your spouse has enrolled for Medicare.

If you are a dependent child of an employee and are covered by the Plan, you have the right to continuation coverage if your coverage is terminated for any of the following five (5) reasons:

1. The death of your parent who is employed by the Chancery;
2. The termination of that parent's employment for any reason other than gross misconduct or the reduction in that parent's hours of employment;
3. That parent's divorce or legal separation;
4. That parent has enrolled for Medicare; or
5. You cease to be a dependent child under the Plan.

Under the law, you have the responsibility of informing the Secretary of the Church of a divorce, legal separation, or a loss of a child's dependent status under the Plan within sixty (60) days of the event. The Chancery has the responsibility of notifying the various carriers of the employee's death, termination of employment or reduction in hours, or Medicare enrollment.

When the Secretary of the Church is notified that one of these events has happened within the time frame just specified, he will in turn notify you that you have the right to choose continuation coverage. You have at least sixty (60) days from the date you should lose coverage because of one of the events described here to inform the Secretary of the Church you want continuation coverage. Your regular coverage will terminate on the date of the event. If you elect continuation coverage within the sixty (60) day period, your coverage will be retroactively reinstated without penalty. If you do not choose continuation coverage, your coverage under the Plan will end. If you choose continuation coverage, the Chancery is required to give you coverage that, as of the time coverage is being provided, is identical to the coverage provided under the Plan to similarly situated employees or family members.

A child who is born to or placed for adoption with the covered employee during a period of COBRA coverage may be eligible to become a qualified beneficiary in accordance with the terms of the Church's Group Health Plan and the requirements of federal law. Thus, these qualified beneficiaries may be added to COBRA coverage upon proper notification to the Secretary of the Church of the birth or adoption.

Generally, the maximum continuation period in the event of a termination for any reason other than gross misconduct or a reduction in hours is eighteen (18) months. That continuation coverage period may be extended to thirty-six (36) months if, within the eighteen (18) month period, the covered employee dies, is divorced, or is legally separated, or if there is the loss of a child's dependent status. If, within the eighteen (18) month period, the covered employee becomes enrolled for Medicare the qualified beneficiaries, other than the covered employee, will be entitled to an extension to thirty-six (36) months of coverage. The eighteen (18) month period may also be extended if it is determined under the Social Security Act that you were disabled as of the date of termination or reduction in hours. If such a determination is made, you are entitled to an extended continuation coverage period with a maximum of twenty-nine (29) months. You have the responsibility of notifying the Secretary of the Church within sixty (60) days after a determination that you are disabled. In addition, under the Social Security Act, the Secretary of the Church must be notified within thirty (30) days of the final determination that you are no longer disabled.

The law provides that your continuation coverage will cease before the expiration of the maximum period for any of the following five (5) reasons:

1. The Organization no longer provides group coverage to any of its employees;
2. You do not pay the premium for your continuation coverage within thirty (30) days of the due date;
3. You become covered under another group health plan (as an employee or otherwise) that does not exclude or limit the coverage provided to you as the result of a preexisting condition;
4. You become enrolled for Medicare. (In the event that the covered employee becomes enrolled for Medicare, a spouse or dependent child who is not enrolled for Medicare will remain eligible for continuation coverage); or
5. In the case of the eleven (11) month extended coverage provided owing to disability, that coverage will be terminated as of the first month that starts at least thirty days (30) after a final determination, under the Social Security Act, that you are no longer disabled.

If coverage under the Plan is changed for active employees, the same changes will be provided to individuals purchasing continuation coverage. You will be provided with notification of any plan changes.

You do not have to provide medical evidence that you are insurable to choose continuation coverage. The cost of this continuation of insurance coverage will not be paid by the Organization. If you elect to receive continuation coverage, you will be responsible for paying the premium. The cost of the premium will be the same rate that the Organization pays for the Plan, plus two percent (2%), which is subject to change, reflecting increases or decreases. If you are entitled to the eleven (11) month extended coverage period as a result of qualifying disability, you will be required to pay one hundred fifty percent (150%) of the premium for any coverage during that eleven (11) month extended period of coverage

9. Time away from Work

Holidays

The OCA Chancery observes paid holidays, when offices are closed. Those holidays are:

New Year's Day
Holy Thursday
Martin Luther King Day or Columbus Day
Presidents' Day
Great and Holy Friday
Bright Monday
Memorial Day
Independence Day (Fourth of July)
Labor Day
Thanksgiving Day
Friday after Thanksgiving Day
Christmas Day
Second day of Christmas

Management will publish an annual schedule of holidays, taking into consideration holidays "when celebrated," e.g., when Christmas Day falls on a weekend.

On days when Divine Liturgy or other services are held during work hours in the Chapel of St. Sergius of Radonezh, Chancery employees are encouraged to attend services. If they are not attending services, they are expected to be performing their duties. If employees are not at work on these days or attending services at these facilities, it will be considered an unpaid time unless vacation or sick time is approved.

Sick Time Accrual:

Sick time accrues on a calendar year basis, with pro-rata accrual, as necessary during the first year of employment.

Full-Time Employees earn: 7 days (56 hours) per year or at the rate of 2.33 hours per pay period.

Part-Time Regular employees accrue sick time as above, but proportionate to their hours of work.

Sick Time Use and Carryover: Sick time is for use when you are unable to work due to illness or injury or for non-routine medical appointments that cannot be scheduled outside work hours. Sick time must be requested personally and approved by the supervisor, who records the absence. Non-Exempt employees may use hourly increments of sick time. Exempt employees may use sick time in full-days increments. Supervisors may require physician documentation prior to approving sick time.. Sick time that is unused at the end of the calendar year is not carried over to the next year.

If you do not have sufficient hours for short-term illnesses, sick days not worked will be unpaid or you may use vacation time. Sick time may not be used to extend vacation time. Unused sick time is not paid at the end of employment. When appropriate, sick time benefits are coordinated with New York State Disability (NYSD) benefits, or workers compensation benefits for which you qualify, to provide a benefit of up to 100% of base salary, until benefits are exhausted. See Appendix A for details and processes.

Medical Leave of Absence:

You may request medical (including pregnancy) leaves of absence if you expect to be absent for more than five (5) consecutive workdays as a result of an illness, injury, or disability (including pregnancy). You must submit a written request for medical leave to the Secretary of the Church as far in advance of your anticipated leave date as practicable. If your absence is due to an emergency, you or a member of your immediate family must inform the Secretary as soon as is practicable; this should be followed up with a written leave request, normally submitted within three (3) days of the beginning of your leave. All medical leave requests must be accompanied by appropriate medical certification from your physician, indicating the condition necessitating your leave request and your projected date of return to work.

If your leave request is granted, you are required to provide the OCA Central Administration (through the Secretary) with additional physician's statements attesting to your continued disability and inability to work at least once every four (4) weeks or more frequently if requested. The Central Administration will grant you a leave of absence for up to twelve (12) weeks annually. Before being permitted to return from medical leave, you are required to present the Central Administration (through the Secretary) with a note from your physician indicating that you are capable of returning to work and performing the essential functions of your position, with or without reasonable accommodation.

Unless applicable federal, state or local law requires otherwise, reinstatement cannot be guaranteed to any employee returning from medical leave. Employees are notified by the Secretary about any such right to reinstatement before their leave begins. The Church endeavors, however, to place employees returning from leave in their former position or in a comparable position, subject to budgetary restrictions, the Church's need to fill vacancies, and the ability of the Church to find qualified temporary replacements. Please consult with the Secretary for further details.

Vacation Time Accrual:

Vacation time accrues on a calendar year basis, with pro-rata accrual, as necessary during the first year of employment, as follows:

Full-Time Employees with 3 years or less service: 10 days per year.

Full-Time Employees with 3-10 years service: 15 days per year.

Full-Time Employees with more than ten years service: 20 days per year.

Part-Time Regular employees accrue vacation time as above, but proportionate to their hours of work.

Vacation Time Use and Carryover: You should use their vacation time in order to achieve an appropriate balance of work and leisure and so should plan full usage of accrued time. You should plan vacation time in advance and must request it personally for approval by your supervisor in writing, using the Chancery Vacation Request Form. Vacation time in excess of 3 days should be requested at least 30 days in advance. Usage in half- and whole-day increments is permitted. In the event that planned vacation time cannot be approved, carryover of up to 10 days per year is permitted.

NOTE: The term "service" as used above includes all full- and part-time service in the employment of the Orthodox Church in America and in jurisdictions in communion with the OCA.

Other Time Off

Bereavement Time: In the event of a death in your immediate family, you may use up to 3 days bereavement time (time off with pay) to deal with the immediate tasks associated with the loss. This entitlement pertains to all employees, regardless of employment category. "Immediate Family" includes spouses, parents, grandparents, siblings, **and domestic partners.**

Jury Duty: You are entitled to time off during any period when required to provide jury service. During this time, you are paid the difference between the jury service fees received and the normal rate of pay, for up to 10 days' pay. You provide to your supervisor proof of jury service fees received and proof of the requirement to provide jury service.

Military Leave: The OCA provides job protection for employees who are absent for military duty, in accordance with the Uniformed Services Employment and Reemployment Rights Act (USERRA).

Weather Closures: When adverse weather requires closure of the Chancery, Full-Time and Part-Time Regular employees regularly scheduled to work during the closure period are granted time off with pay. Chancery management will notify you annually of the means by which they may learn of such closures.

Leave of Absence: Chancery supervisors may approve short leaves of absence (without pay) for reasons not covered above. Absences in excess of 10 workdays will be approved in advance by the Metropolitan.

10. Job Descriptions

All employees of the OCA will have written descriptions of their assigned duties. These job descriptions are adequate if they describe each duty of the job that requires 25% or more of the employee's time or that demands a significantly different skill from the other duties. Job descriptions will be recertified as adequate annually by the supervisor's initials/signature and date. You will be provided a copy of your job description.

11. Performance Evaluation

Performance evaluation is a continuous informal process carried out by employees, supervisors, co-workers, and others with whom the employee interacts. Formal evaluations occur annually and serve in part as a basis for determining pay increases.

During the first 90 days of employment you will be subject to close scrutiny, as an extension of the hiring process, to assure your ability to perform satisfactorily in the position for which you were hired.

All Full-Time and Part-Time Regular employees have written performance standards established and reviewed with their supervisors annually. You are encouraged to develop your own quantitative and qualitative goals each year; management is the final authority on their acceptability.

Formal Performance Evaluation occurs in December of each year and consists of assessing achievement of agreed-upon performance goals. The supervisor, after consultation with you, assigns a rating of "Met," "Did Not Meet," or "Exceeded" for each goal and assigns an overall rating of 1 (Exceeded Most Goals); 2 (Exceeded Some Goals, Met All Others), 3 (Met All Critical Goals), or 4 (Failed One or More Critical Goals). An annual rating of 4 may constitute the basis for termination of employment. Subject to budget constraints, ratings of 1 and 2, normally merit upward pay adjustments, at the supervisor's discretion.

12. Filling Jobs and Promotions

Filling Jobs

All recruitment for vacant paid positions within the OCA will be done in an open and competitive manner.

The Church complies with the Immigration Reform and Control Act of 1986; only individuals legally entitled to work in the United States may be hired and employed in Church business. Church managers will obtain and examine documentation to verify identity and affirm work entitlement of all job appointees.

Employees will be asked to complete an I-9 Employment Eligibility Verification form, a post-employment information form, and other documents necessary to complete their employment processing, including forms required by the Treasurer. Contract workers will complete and sign a contract agreement.

Promotions

Management retains the discretion to assign more responsible work and to select employees for promotion to higher-level positions. Where more than one employee is qualified for the higher-level assignment, supervisors will select the employee to be promoted based on objective job-related criteria and business necessity.

13. Training and Conferences

Subject to budgetary restrictions, you may be provided training to enhance your current performance or acquire new job-related skills. You may also be assigned to attend conferences to represent the OCA in your area of specialty. Such assigned training and conference attendance is work time. Travel for training and conferences is work time for Non-Exempt employees. All training, conference and related travel costs must be approved in advance by your supervisor and the Treasurer of the Church.

14. Employee Records

The Central Administration will maintain records for each employee, including official information relating to the employee's hiring, job descriptions, performance reviews, pay adjustments, records of counseling and discipline, and other relevant information. It is your responsibility to assure that your personal information (address, phone number, marital status, number of dependents, email address, etc.) is accurate. You may review your files at any time that is convenient to you and your supervisor. The supervisor or a senior employee will be present during the file review. You may request a copy of any document with your signature on it. You may also place documents in your files that you believe clarify your views of your work record or in response to performance reviews.

15. Employee Complaints

1. Except for the areas described under 2. below, you should present any areas of job dissatisfaction orally or in writing to your immediate supervisor, using the Employee Complaint Form. The supervisor should take all reasonable steps in a timely manner to resolve the problem. If the problem is not or cannot be resolved by the immediate supervisor, you may next raise the issue in writing to the Metropolitan, who is the final authority in resolving OCA employee complaints and grievances. You should be specific and detailed in outlining your complaint, and supervisors should endeavor to seek mutually agreeable solutions.

2. In accordance with the OCA's Best Practices Principles and Policies for Financial Accountability, any employee who has a complaint pertaining to violations of the Ethics or Conflict of Interest policies of the Church may present the complaint at any time to the Chairman of the Metropolitan Council Ethics Committee.

16. Safe and Healthy Workplace Rules

You are encouraged to use accrued sick leave when necessary and to avoid reporting to work when spread of colds, infection, or other illness could result.

Smoking in the Chancery building is prohibited.

You are prohibited from reporting to work or working while using illegal or unauthorized drugs.

The Church maintains a policy of non-discrimination and reasonable accommodation toward those recovering from substance abuse, including alcohol abuse, and for those with a medical history of treatment for substance abuse conditions. The Church offers assistance through appropriate leaves of absence, referrals to rehabilitation, and other measures consistent with state and local law, as well as Orthodox Christian principles.

Chancery managers endeavor to provide a safe, injury-free work environment.

17. Travel and Entertainment Expenses

Entertainment expenses on behalf of the Church shall be reasonable and proper and have the purpose of establishing, enhancing, or preserving harmonious and constructive church life. In addition, IRS standards require that all expenditures have original receipts and be clearly and correctly described. Any unusual items or amounts must be fully explained.

All travel for which you expect reimbursement must be approved in advance by your supervisor. The Treasurer also is responsible for approving travel requests in advance and for approving all expenses requested for reimbursement by Church employees.

Travel Arrangements

If you travel for the Church, you must utilize the most economical method of arranging travel airfare, lodging and rental cars.

Transportation

If you are authorized to use your personal vehicle for Church business you will be reimbursed at the standard IRS rate. While on business, you will be reimbursed for items such as turnpike and bridge tolls and parking fees, if you present receipts.

Car Rentals

You must decline all insurance coverage. The Church provides coverage through its automobile liability insurance policy; additional coverage is not necessary. A copy of the car rental agreement must be included with the paid receipt for reimbursement. You should return rental cars with a full tank of gas.

Cash Travel Advances

Travel advances are available if you do extensive travel over a short amount of time and require cash for airfare and lodging.

Air Travel

All airline tickets must be purchased using the most economical flights available.

Unless prior written approval is obtained from the supervisor and the Treasurer, all employees should travel coach class. Employees upgrading their reservations to business class will pay the differential between the travel agency's lowest fare offered and the upgraded fare or use their personal frequent flyer miles.

Frequent Flier Programs: Benefits earned from these programs during business travel accrue to the traveler. These are considered an additional employee benefit and are used at the employee's discretion for upgrades or personal travel.

Travel Insurance: Travel insurance is a personal expense and will NOT be reimbursed.

Lodging

Employees should select moderately priced lodging convenient to their destination. Accommodations should be safe and comfortable.

Employees are responsible for the cancellation of hotel accommodations that are guaranteed. The Church will not reimburse no-show charges that result from the failure to cancel a guaranteed reservation.

Laundry

Laundry is not reimbursable, except when business travel takes you away from home for over five days and then only for the amount substantiated by receipts.

Meals

Reimbursement for personal meals will be allowed for the actual expense within reasonable limits, up to \$50 per employee per day. Tips should be included in the meal expense, and should not exceed 15%. Original receipts and/or personal charge receipts must be attached to the expense report. When entertaining, both the employees' meals and the guest's meals will be reported as an "Entertainment Expense." When 2 or more employees are dining together they may chose separate tickets or the senior person will report the expense.

Entertainment

Entertainment expenditures, e.g., for church relations and potential hires, are reimbursable to the extent that they are moderate, reasonable, and fully documented. The supervisor and Treasurer will approve all anticipated entertainment expenses in advance. Original receipts with the charge receipt must be attached to the Expense Report Form. The senior employee present will report the expense.

Telephone

Employees who utilize their personal telephones for business calls will be reimbursed provided they submit proper documentation. The original detailed phone bill must be submitted for reimbursement, and the Church will only pay current charges for the invoiced month. **At its discretion, management may issue Church cell phones to employees with a recurring work-related need for that service.**

Incidental expenses

Incidental expenses include fees and tips to porters, baggage carriers, bellhops, hotel housekeepers, etc., and are reimbursable for reasonable amounts. Expenses must be itemized and properly identified on the report.

Non-reimbursable Expenses

Certain expenses are not reimbursable. These include but are not limited to the following:

Unauthorized travel or entertainment
Airline club annual fees

Amounts incurred in excess of these guidelines
Charge for the use of hotel facilities such as saunas
Annual fees for use of personal credit cards
Fees and/or penalties for late payments on credit cards
Loss of personal property
Personal grooming items
Fines for traffic or parking violations
Purchase of clothing
No-show hotel bills
Cleaning & pressing for trips of less than 5-day duration

Expense Report Processing

All travel expenses must be itemized and supported by receipts. Items not supported by receipts, will not be reimbursed. Employees will not be reimbursed without an approved expense report. Employees are responsible for submitting expense reports on a timely basis, and must do so within 45 days of the expense. The Church will reimburse expenses within 14 days.

18. Technology and Resources

Chancery technology resources are the property of the Church and may only be used for approved purposes. Users are permitted access to the technology resources to assist them in the performance of their jobs. Occasional, limited, appropriate personal use of technology resources is permitted when the use does not: (1) interfere with the employee's work performance; (2) interfere with any others' work performance; (3) unduly impact the operation of the technology resources; or (4) violate any other provision of this Policy or any other policy, guideline, or standard of the Church. **The employee should review and be familiar with the Record Retention Policy in Appendix B. All questions will be referred to the Secretary of the OCA.**

No Expectation of Privacy and Ownership Rights

The Church retains the right, with or without cause or notice to you, to access or monitor your business computer information, including e-mail and Internet usage. You should have no expectation of privacy of any kind related to your use of the Church's technology resources or any computer information.

Ownership of information

All of the computer information and the technology resources are the sole and exclusive property of the Church. Any files or e-mail stored on the technology resources are the property of the Church. Data files, information, email messages, application software and any other electronic storage of information may not be copied to or stored on non-Church owned technology resources for any reasons without the express written permission of the Church.

Prohibited Activities

Inappropriate or Unlawful Material

Material or information that is fraudulent, harassing, embarrassing, sexually explicit, profane, obscene, intimidating, defamatory, or otherwise unlawful or inappropriate, including any comments that would offend someone on the basis of race, gender, veteran status, marital status, color, religion, creed, ancestry, national origin, age, sexual orientation, physical and mental disability, or other protected status, shall not be sent by e-mail or other form of electronic communication (e.g., bulletin board systems, newsgroups, chat groups), viewed on or downloaded from the Internet or other online service, or displayed on or stored in the Church's technology resources. Employees encountering or receiving such material should immediately report the incident to their supervisor.

Prohibited Activities

You may not use the Church's technology resources for personal financial gain, or to solicit others for activities unrelated to Church business, or in connection with political campaigns or lobbying.

Protection of Church Software and Data

You may not upload or transmit via e-mail any software licensed to or data owned by the Church without the express written permission of the Secretary. You may not copy any church information in either hard copy form or electronic means and remove that information unless within the written scope of your duties.

Misuse of Software

Without prior written authorization, you may not:

Copy Church software or data for use on your home computers;

Intentionally violate software copyright laws by using, duplicating and/or distributing software products beyond the scope of its licensure;

Provide copies of Church software to any independent contractors or consultants of the Church or to any third person;
Install software (including screen savers and games) on any Church workstations or servers;
Download any software from the Internet or other online service to any workstations or servers;
Modify, revise, transform, recast or adapt any software from standard configurations.

Copyright Management Information

You may not alter copyrighted works in such a way as to change, obscure, or remove information relating to the copyright owner, copyright notice information, the author of the work, the terms and conditions of use of the work, or identifying numbers or symbols referring to the foregoing information or links to such information.

Use of Email

You should make each of your electronic communications truthful, succinct and accurate. You should use the same care in drafting e-mail and other electronic documents as you would for any other written communication.

Forwarding E-mail: You should use good judgment in forwarding e-mail to any other person or entity. E-mail containing confidential information, sensitive information, or attorney-client communications may never be forwarded without the permission of the sender. All messages written by others should be forwarded “as-is” and with no changes, except to indicate clearly any editing of the original message (e.g., by using brackets [] or other characters to indicate changes to the text).

Attorney-Client Communications: All communications to and from legal counsel seeking, giving, or discussing legal advice, strategy, or policy should include the following warning header on each page of the message: “ATTORNEY – CLIENT COMMUNICATION - PRIVILEGED”

Confidential Communications

All internal and external communications containing confidential information must comply with Church policy for the treatment of confidential information.

Responsibility for Passwords

You are responsible for safeguarding your passwords for access to the technology resources. Individual passwords should not be printed, stored on-line, or given to others. You are responsible for all transactions made using your passwords. No employee may access the computer system using another's password or account without prior written authorization from management. You should log off on password-protect their systems when leaving your workstations temporarily.

Security

Computer Security

Each employee is responsible for ensuring that his or her use of outside computers and networks, e.g., the Internet, will not compromise the security of the technology resources of the Church. This duty includes taking reasonable precautions to prevent intruders from accessing the Church's network without authorization and to prevent the introduction and spread of viruses.

19. Employee Corrective Counseling and Discipline

1. As a member of the Central Administration of the Church, you are expected to accept certain responsibilities, adhere to acceptable principles in matters of personal conduct, and exhibit a high degree of personal integrity at all times. This not only involves sincere respect for the rights and feelings of others but also demands that both in your business and in your personal life you refrain from any behavior that might be harmful to you, their coworkers, and/or the Church, or that might be viewed unfavorably by Church members or by the public at large.

Whether you are on or off duty, your conduct reflects on the Church. You are consequently encouraged to observe the highest standards of professionalism at all times.

Types of behavior and conduct that the Church considers inappropriate and which could lead to disciplinary action up to and including termination of employment without prior warning, at the sole discretion of the Church, include, but are not limited to, the following:

- Falsifying employment or other Church records.
- Violating the nondiscrimination and/or sexual harassment prevention policies.
- Establishing a pattern of excessive absenteeism or tardiness.
- Engaging in excessive, unnecessary, or unauthorized use of Church supplies, telephone, or equipment particularly for personal purposes.
- Reporting to work intoxicated or under the influence of non-prescribed drugs.
- Fighting or using obscene, abusive, or threatening language or gestures.
- Stealing property from coworkers, vendors, or Church members.
- Possessing weapons, firearms, or explosives on the premises or while on Church business.
- Disregarding safety or security regulations or engaging in any act that might endanger the safety or lives of others.
- Engaging in insubordination.
- Failing to maintain the confidentiality of Church information.
- Unsatisfactory job performance.
- Interfering with another employee's job performance.
- Repeated failure to notify the manager of intended absence.
- Willfully disregarding Church policies or procedures.
- Failing to report to work without excuse or approval of management for two or more days.
- Accessing confidential Church data stored on PC's, networks, servers, or mainframe system for the purpose of accessing data, files, programs, e-mail, etc. without authorization.
- Conviction on a felony charge.
- Threatening, intimidating, coercing, or abusing staff, visitors, or others.
- Immoral or indecent conduct.
- Physical assault on any person anywhere on facility premises.
- Work performance not up to established standards (e.g., inefficiency, misuse of facility time).
- Smoking in unauthorized areas.
- Soliciting or distributing non-work-related materials in unauthorized areas.
- Use of demeaning, vulgar or abusive language.
- Failure to observe instructions.

If your performance, work habits, overall attitude, conduct, or demeanor becomes unsatisfactory in the judgment of the Church, based on violations either of the above or of any other policies, rules, or regulations, you will be subject to disciplinary action, up to and including termination.

2. Corrective counseling may be initiated when management believes that a performance problem can and will be resolved through adequate counseling. The Church, however expressly reserves the right to discharge "at will." Even if corrective counseling is implemented, employment may be terminated at

the discretion of management. Management, in its sole discretion, may warn, reassign, suspend, or discharge any employee “at will,” whichever it chooses and at any time.

The Corrective Counseling Process consists of “4 Steps”:

- a. An oral warning if performance is not satisfactory.
- b. A first written warning if performance has not improved.
- c. A final written warning if performance has not improved, with expected standards and timeline.
- d. Termination.

Appendix A

New York State Disability Benefits

See <http://ww3.nysif.com/DisabilityBenefits.aspx>

New York State Disability (NYSD)

For regular full-time and part-time employees, statutory sick pay (sick pay required by New York State) begins with the eighth calendar day of absence. If an employee is disabled by an off-the-job illness or injury, NYSD benefits through the State Insurance Fund provides temporary cash benefits to eligible wage earners. Disabilities arising from pregnancies may also be covered.

NYSD pays 50% of the employee's average weekly wages to a maximum of \$170.00 a week for 26 weeks, counted from the first day of disability (which is usually the eighth day from when the employee stopped working). The amount paid is based on average weekly wage during the last 8 weeks of employment. No more than \$170 can be paid per week, regardless of earnings. NYSD does not include any medical benefits. NYSD benefits are payable for any non-work related injury or illness beginning with the eighth consecutive day (1 waiting week) of disability. Benefits are paid directly to the employee by the Church's insurance company. Checks are usually mailed every two weeks. The checks should start 4 to 6 weeks after filing the application.

To claim benefits, an application needs to be filed. The white form, DB-450, is used if the employee became sick or disabled. The application must be filed within 30 days from the last day worked. The 26 weeks counts from the last day worked. The employee completes the Claimant's Statement. The employee's physician is to complete the Doctor's Statement.

Appendix B

Record Storage, Retention and Disposal Policy for the Chancery of the Orthodox Church in America

1. Introduction

An organization's records policies should ensure that necessary records and documents are adequately protected and maintained, and ensure that records that are no longer needed or are of no value are discarded at the proper time. The purpose of this policy is to ensure the proper storage, retention and disposal of both the physical and the electronic records of the Chancery of the Orthodox Church in America (OCA), all of which are the property of the OCA. In addition, this policy is intended to aid Chancery staff in understanding their obligations particularly as regards retention of electronic documents and their secure disposal.

Both this policy and the activities undertaken in conformance with it are the responsibility of the Secretary of the OCA, to whom all questions related to this policy should be directed. The Secretary is charged with implementing processes and procedures to ensure that this policy is followed. The Archivist of the Orthodox Church in America reports directly to the Secretary as per the adopted organizational chart of the Orthodox Church in America.

2. Scope

This policy covers all aspects of Chancery operations; it applies to all physical records generated in the course of the Chancery's operation, including both original documents and reproductions. It also applies to electronic documents, including but not limited to emails, Web files, text files, sound and movie files, PDF documents, and other formatted files (e.g., Microsoft Office documents and spreadsheets).

Separate policies cover the historical contents of the OCA Archives and the records of the Pension Board that relate to individuals covered under the pension plan. However, **operational records** related to the Archives and the Pension Board, such as personnel records, expense reports, contracts, and minutes of meetings, are covered under this policy. Copies of the policies for specialized holdings of the Archives and the Pension Board are available from the respective offices.

The records of the Chancery of the OCA can be divided into a number of areas:

- A. The working or operational files consist of all the documents involved in the administration of the Church. These can include but are not limited to various meetings' minutes, documents, personnel records, memoranda, and notes. They also include all records of the Metropolitan, the Holy Synod, All-American Councils, the Metropolitan Council, officers and offices, boards, departments, commissions, programs and institutions that fall under the supervision or oversight of the OCA.
- B. The financial records of the Church produced by the Office of the Treasurer include all documents, transactions, account records and reports generated for the financial operations of the Church.

- C. The personal files and emails for each employee of the Chancery comprise all files or emails that are on Chancery computers or personal computers linked to the Chancery network, that utilize Chancery email accounts, or that relate to Chancery work.
- D. The Archives of the OCA contain working archives, consisting of old documents and personal files relating to the operation of the Chancery, all of which are subject to this record-retention policy. The historical section of the Archives (personal papers, historical documents, photos, etc.) is covered by the Archives' separate retention policy.

3. Policy

The Record Retention Schedule below is approved as the initial maintenance, retention and disposal schedule for physical records and the retention and disposal of electronic documents. The Secretary of the OCA is authorized to make modifications to the Record Retention Schedule from time to time to ensure that it is in compliance with local, state and federal laws and includes the appropriate document and record categories. The Secretary therefore is expected to monitor local, state and federal laws affecting record retention; review the record retention and disposal program annually; and monitor compliance with this policy.

In the event that the OCA is served with any subpoena or request for documents, any disposal of documents is to be suspended until such time as the Secretary, with the advice of legal counsel, determines otherwise. If any Chancery employee becomes aware of a governmental investigation or audit or the commencement of any litigation against or concerning the OCA, such employee shall inform the Secretary immediately. The Secretary is to take whatever steps are necessary to inform all staff promptly of any suspension in the disposal of documents.

This Policy applies to all physical records generated in the course of the Chancery's operation, including both original documents and reproductions. It also applies to the electronic documents described above.

This Policy was approved by the Metropolitan Council on _____.

4. Record Retention Schedule

The Record Retention Schedule is organized as follows:

SECTION TOPIC

- A. Accounting and Finance
- B. Contracts
- C. Corporate Records
- D. Electronic Documents
- E. Payroll Documents
- F. Personnel Records
- G. Property Records
- H. Tax Records
- I. Contribution Records

Comment: The list of possible records suggests the potential breadth of items for which policies should be established. The Chancery may not need all of these categories, but will reexamine this once a year to determine which ones are relevant.

The following are some common retention periods. These apply to both physical and electronic documents. If no physical copy of an electronic document is retained, the means to “read” the electronic document must also be retained.

A. ACCOUNTING AND FINANCE

<u>Record Type</u>	<u>Retention Period</u>
Accounts Payable & Accounts Receivable ledgers and schedules	7 years
Annual Audit Reports and Financial Statements	Permanent
Annual Audit Records, including work papers and other documents that relate to the audit	7 years after completion of audit
Bank Statements and Canceled Checks	7 years
Credit card numbers	Full credit card numbers should not be retained any longer than immediate business needs and merchant account agreements dictate.
Employee Expense Reports	7 years
General Ledgers	Permanent
Notes Receivable ledgers and schedules	7 years after paid in full
Investment Records	7 years after sale of investment

B. CONTRACTS

<u>Record Type</u>	<u>Retention Period</u>
Contracts and Related Correspondence (including any proposal that resulted in the contract and all other supportive documentation)	7 years after expiration or termination

C. CORPORATE RECORDS

<u>Record Type</u>	<u>Retention Period</u>
Corporate Records (minute books, signed minutes of the Board and all committees, corporate seals, articles of incorporation, bylaws, annual corporate reports)	Permanent

D. ELECTRONIC DOCUMENTS

1. **Electronic Mail:** Not all email needs to be retained, depending on the subject matter.

- All e-mail is to be backed up—from internal or external sources—is to be examined for deletion after 12 months by the owner. Those of significant governing, legal or historical matters will be retained due to the judgment of the retainer.
- Staff will strive to keep all but an insignificant minority of their e-mail related to business issues. They will clear spam and other “clutter” on a weekly basis.
- They will run a *CCleaner* or related and approved program weekly to clear the hard drive or extraneous material;. They will run a *Command Anti-Malware* or related and approved program monthly to remove malicious software and viruses. They will ensure that these programs are up to date at all times. They are all provided for free by our Information Technology provider.
- The Orthodox Church in America will archive e-mail for on the off-site server after the staff has deleted it. It will be permanently deleted if it has not be accessed in five years.
- All Chancery business-related email should be downloaded to a service center or user directory on the server. This non-server stored material will need to be uploaded and backed-up on the OCA server every month.
- Staff will not store or transfer OCA-related e-mail on non-work-related computers except as necessary or appropriate for Chancery’s purposes.
- Staff will take care not to send confidential/proprietary Orthodox Church in America information to outside sources.
- Any e-mail staff deems vital to the performance of their job should be copied to the staff’s H: drive folder, and printed and stored in the employee’s workspace.
- All documents, communications, including emails and other forms of information not critical to the operations and governance of Orthodox Church in America will be disposed of after their intended use has been satisfied.

Examples: Internal staff communications, Meeting related communications, Appointments, Draft copies, Agendas, Routine announcements (someone is out of the office today), Business -Related Instant Messaging.

- Documents, communications, including emails and other forms of information not associated with the operations and governance of the Orthodox Church in America will be considered Personal and should not be stored or maintained in files, on storage devices or in storage facilities of the Orthodox Church in America. Instead they are to be discarded immediately.

Examples: Communications with family members or acquaintances unrelated to Orthodox Church in America business. Communications with staff such as “Where do you want to go to lunch”, Junk/Spam, Personal Instant Messaging.

- To ensure the integrity of business critical information and to reduce the risk of data loss associated with a catastrophic event (i.e. fire, theft, natural disaster), the Orthodox Church in America will electronically back-up all necessary data files on a weekly basis and deposit the duplicate files in a secure, off-site storage facility. Additionally, a nightly back-up file will be prepared with appropriate security measures (password protected and physical security) and stored off-site each night.
- All employees are required to have their passwords for their computer login and the email programs that are related to Orthodox Church in America business be changed once a year as a minimum. Employees should strive to have random passwords of at least eight letter including numbers and characters and be non-repeatable on the different logins.
- Upon termination, all material is the property of the Orthodox Church in America and is subject to examination. Employees will be locked out of the computer if there is sufficient cause for such action as determined by the Officers or legal counsel. All electronic information relating to the operation and governance of the Orthodox Church in America is the property of the Orthodox Church in America.
- Old electronic media files will need to be periodically transferred to new media types as they become available. This will be determined during periodic reviews.

Examples: An audio file on a cassette tape needs to be transferred to a digital file for protection. Digital files on a CD or DVD need to be transferred to a digital back-up system in a proper format. Videos need to be moved from videotapes to digital storage formats.

2. Electronic Documents: including Microsoft Office Suite, Mac and PDF files. Retention depends on the subject matter.

3. Web Page Files: Internet Cookies

- All workstations: Internet Explorer should be scheduled to delete Internet cookies once per month.

In certain cases a document will be maintained in both paper and electronic form. In such cases the official document will be the electronic document.

E. PAYROLL DOCUMENTS

<u>Record Type</u>	<u>Retention Period</u>
Employee Deduction Authorizations	4 years after termination
Payroll Deductions	Termination + 7 years
W-2 and W-4 Forms	Termination + 7 years
Garnishments, Assignments, Attachments	Termination + 7 years
Payroll Registers (gross and net)	7 years
Time Cards/Sheets	2 years

<u>Record Type</u>	<u>Retention Period</u>
Unclaimed Wage Records	6 years

F. PERSONNEL RECORDS

<u>Record Type</u>	<u>Retention Period</u>
Commissions/Bonuses/Incentives/Awards	7 years
Clergy Files	1 month after release from the OCA, deposition or death of a cleric. They will be held there indefinitely.
EEO- I /EEO-2 - Employer Information Reports	2 years after superseded or filing (whichever is longer)
Employee Earnings Records	Separation + 7 years
Employee Handbooks	1 copy kept permanently
Employee Personnel Records (including individual attendance records, application forms, job or status change records, performance evaluations, termination papers, withholding information, garnishments, test results, training and qualification records)	6 years after separation
Employment Contracts – Individual	7 years after separation
Employment Records - Correspondence with Employment Agencies and Advertisements for Job Openings	3 years from date of hiring decision
Employment Records - All Non-Hired Applicants (including all applications and resumes - whether solicited or unsolicited, results of post-offer, pre-employment physicals, results of background investigations, if any, related correspondence)	2-4 years (4 years if file contains any correspondence which might be construed as an offer)
Job Descriptions	3 years after superseded
Personnel Count Records	3 years
Forms I-9	3 years after hiring, or 1 year after separation if later

G. PROPERTY RECORDS

<u>Record Type</u>	<u>Retention Period</u>
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Correspondence, Property Deeds, Assessments, Licenses, Rights of Way	Permanent
Property Insurance Policies	Permanent

H. TAX RECORDS

<u>Record Type</u>	<u>Retention Period</u>
Tax-Exemption Documents and Related Correspondence	Permanent
IRS Rulings	Permanent
Excise Tax Records	7 years
Payroll Tax Records	7 years
Tax Bills, Receipts, Statements	7 years
Tax Returns - Income, Franchise, Property	Permanent
Tax Workpaper Packages - Originals	7 years
Sales/Use Tax Records	7 years
Annual Information Returns - Federal and State	Permanent
IRS or other Government Audit Records	Permanent

I. CONTRIBUTION RECORDS

<u>Record Type</u>	<u>Retention Period</u>
Records of Contributions	7 years
Documents evidencing terms, conditions or restrictions on gifts	7 years after funds are expended

HUMAN RESOURCES MANUAL RECEIPT ACKNOWLEDGEMENT

I understand that this Manual contains employment and benefits information only and is in no way to be interpreted as a contract between the OCA Chancery and me. I also understand that no supervisor or management employee has any authority to make any statements to the contrary. I further recognize that the Chancery reserves the right to modify or delete any of the policies contained therein and to add additional policies without notice at any time.

In a similar respect, I am free to voluntarily resign at any time and the Chancery may terminate or change the terms and conditions of my employment at any time, for any reason, with or without cause, notice or liability.

This Manual supersedes all prior manuals, handbooks, etc. previously issued by the OCA Chancery.

Employee's Name (please print).

Employee's Signature

Date: _____

This receipt will be filed in your personnel file.