

**Vincentian Life: Council**

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INTRODUCTION

The National Council of the United States, Society of St. Vincent de Paul is pleased to provide you with this *“Vincentian Life: Council”* Manual. We are deeply indebted to Terry Wilson of the Phoenix Diocesan Council, who as Western Region Chair originally developed a document titled “*How to Run a Council*.” It was the basis of a workshop presented at the 2004 National Assembly in Phoenix, AZ. The workshop contents have been modified (generalized), where appropriate, to reflect the different circumstances that exist throughout the country. This is a living document, waiting to be used.

**THE GOAL**

The National Council’s goal is to provide Council leaders with information on how most Councils are established and organized, and on the various ways that Council responsibilities are structured.

When Councils are considered, we must look at the variety of possibilities:

1. Some are Diocesan Councils that have control over the corporate Diocesan structure within the Diocese.
2. Some are Diocesan Councils that have only little control over the Society within the Diocese.
3. Some are District Councils with no Diocesan Council that have control over the corporate structure of the Conferences within its area of coverage.
4. Some are District Councils with no Diocesan Council that have only little control over the Society within its area of coverage.
5. Some Councils within the above structures have no special works of any kind.
6. Some Councils within the above structures have stores and/or special works that they coordinate.
7. Some Councils have good working relationships with their Bishop and some do not.
8. Many Councils within the various above structures also have Chief Executive Officer/Executive Directors and other staff, both paid and unpaid.

The above possibilities are NOT all inclusive. As you can see, we have a lot of environments, circumstances and situations that we encounter when relating to Councils.

Information for this document was drawn from many successfully functioning Councils serving a wide variety of communities -- affluent and poor, urban and rural, large and small. The counsel provided here is time-tested and reliable, but some Councils may still have to modify the suggestions to meet unique needs in their community, to match the resources available to them, or to fit the Vincentians who make up their SVdP community.

**THIS DOCUMENT - GUIDELINES, NOT RULES**

Within the Society of St. Vincent de Paul there exists the Rule, Bylaws and Resolutions of the National Council constituting the formal regulations of the Society which must be adhered to by all Vincentians. With a few exceptions, this document contains guidelines*,* not rules. Guidelines are flexible. They are meant to be adaptable to Council income, geographic considerations, and, most of all, to the uniqueness of the subsidiary SVdP entities. A few suggestions are strongly made, reflecting years of experience. Those items that are consistent with the Rule, are clearly emphasized.

**ADDITIONAL INFORMATION**

Please go to the National Council website ([www.svdpusa.org](http://www.svdpusa.org)) – click on SVDP Members along the top of the home page, this will take you to the membership section of the National Council website. Here you will find an enormous amount of information that will help you to grow in your membership as well as help you to better understand the many, varied aspects of the Society. Take time to peruse these documents.

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**ACKNOWLEDGEMENTS**

This document is a result of the efforts of a number Vincentians. This document is based on an original *How to Run a Council* workshop that was developed by Terry Wilson. With his consent we have created this booklet to reflect the varied characteristics of Vincentians throughout the United States. I would also like to thank the following Vincentians for their efforts in the final compilation of this document: Irene Frechette, Althea Graham, Ralph Middlecamp, John Miscik, and Marvin Ropert. Their edits, insights and comments were invaluable in completing this document.

Michael S. Syslo

Editor

PURPOSE OF THIS DOCUMENT

**RESOURCES AVAILABLE**

The Society of St. Vincent de Paul has produced a number of specific resources that will aid Council Presidents and Council members in the operations of their Councils. When we speak of Councils, unless particularly specified, we are referring to both District and Diocesan Councils. Each of those resources offers important information from different perspectives. Each of the resources addresses the distinctions between District Councils and Diocesan Councils.

For purposes of the Society, Archdiocesan Councils are essentially the same as Diocesan Councils. Within this document, the term “Board” is to mean a formal Board of Directors. It does NOT refer to a Conference or Council’s slate of officers which is often referred to as its Board.

Those resources (developed and available) are:

1. **The Rule**: Parts I and III address Councils from a general standpoint.
2. **Manual**: There is a section devoted specifically to Councils.
3. **Bylaws**: There are six sets of nationally approved bylaws for Councils. Each Council is expected to have a set of bylaws that corresponds to one of these approved documents. The nationally approved bylaws have the same force as the Rule.
4. **Council President**: This manual gives great insight into the role of a Council President and his/her relationship with the Council’s subsidiaries.
5. **Governance: Council and Board**: This book explains all of the major governance considerations (legal and operational) that come into play when operating a Council.
6. **Governance for Councils and Boards (DVD)**: This DVD presents a workshop addressing all of the important governance issues that Council leadership should be aware of.
7. **What is Expected of a Diocesan Council**:This document takes the self-evaluation documents for Diocesan Councils and shows the basis in the Rule and other documents for expectations of operating a Council.
8. **What is Expected of a District Council**:This document takes the self-evaluation documents for District Councils and shows the basis in the Rule and other documents for expectations of operating a Council.
9. **Vincentian Pathway Toolbox**: This feature on the National Council website ([www.svdpusa.org](http://www.svdpusa.org)) offers many resources related to the various roles Vincentians have in their Councils and Conferences.
10. **Governance-in-a-Box**: This feature on the National Council website ([www.svdpusa.org](http://www.svdpusa.org)) offers access to hundreds of resources that aid Conference and Council leadership in their roles in the Society.
11. **E-Gazette**: This weekly e-newsletter presents specific articles related to Council and Conference operations as well as a regular column of Questions and Answers.
12. **National Stores Manual**: There are about 400 thrift stores operated by Councils and Conferences throughout the country. The National Stores Committee published this document to help SVdP leadership operate those stores as appropriate within the Society.
13. **Invitation to Serve**: This is a program designed to help recruit new members to the Society. It lays out everything necessary to run a successful recruiting campaign.
14. **Invitation for Renewal**: Twice each year, the National Council holds a four day leadership retreat. Council and Conference leadership from throughout the country are invited to attend.
15. **National Vice Presidents for the Regions**: Each of the eight regions of the United States is represented by a National Vice President. This person is a tremendous resource for assisting Council leadership.
16. **Regional and National Meetings**: Each Region holds at least one meeting each year and the National Council holds two. At these meetings, Council leadership from throughout the country gather, discuss matters, and vote on issues. Council leaders are great resources for each other.
17. **National Council Office**: The National Council employs a staff of people at the National Council Office located in the St. Louis area. This is a staff of professionals who can assist Council Leadership in a number of areas.

This is NOT an all-inclusive list. There are many resources besides those specifically listed above. There are also more resources being developed regularly by the various National Committees: Formation, Governance, Extension, Voice of the Poor, and others.

**TRADITION ALSO**

The following statement must also be kept in mind. It comes from Part II of the Rule.

7.4 Interpretation of the Rule.

Any matter that is not specifically governed by any Parts of the Rule and Statutes shall be governed by Tradition and, in the final instance, by the decision issued by the Board of the Council General.

Not every situation you can think of is covered directly in the Rule or any of the other documents. The Society is a living organization and the dynamics of a worldwide organization, in 150 countries, with nearly one million members come into play daily.

**SO WHY THIS DOCUMENT?**

With all that said, one may ask, “Why do we need another document? What is so special about this one?” This document comes from real life situations and solutions. The answers can be found in the above documents with research and interpretation. The principles presented in this document are more than answers to questions; they are answers to real life situations that have been encountered in more than one Council and the solutions usually required a change in thinking as well as operations.

**The principles presented are the essence of what has been observed over a five year period in many Councils. They were selected because the conditions they resolved resulted in extra effort and expense that could have been avoided. Those circumstances, large and small, are all distractions to our real purposes and are offered to stimulate thought and action in your own Council where appropriate. This operational information was learned from over 100 Council and Conference visits and 15 meetings with Bishops in that five year period.**

A goal of Council operations is to have the “business” part of SVdP work operate so well that we spend the maximum time possible in pursuit of our missions of spiritual growth, fellowship and support of each Vincentian’s spiritual journey and service to Christ’s poor.

When speaking of an action body, Council in this document means either the Conference Presidents in a District Council or the District Presidents in a Diocesan Council.

# CONFERENCES

This document is about Councils; yet, the starting point of this document is Conferences. Why is that? As you will see below, Councils don’t exist without Conferences and the Council’s primary role is to support the Conferences.

**CONFERENCE PARTICIPATION IN THE COUNCIL**

This is an important principle to keep in mind: *Conferences that do not want to participate with the Council have not been convinced they receive anything of value from the Council and its activities.* Councils should never be formed simply for the sake of forming a Council. Councils have a particular purpose and the Conferences must understand what that is.

In the Rule that was in effect prior to 2003, there was a statement that was a clear definition of the purpose of any Council. This statement was in Part II of the Rule, Article 15:

Councils are responsible for animating and coordinating the work of SVdP units within their respective jurisdictions.

* They serve the Conferences. All Councils are first and foremost at the service of the Conferences with a view to furthering charitable activities. Because every Council gathers information about human needs and services from a variety of sources – the community at large, as well as the Conferences – it keeps Conferences in touch with changing social problems and new programs for helping people.
* … each year, each Council obtains and compiles a consolidated annual report of all the Conferences and Councils attached to it. The Council’s report is then forwarded with any comments to the next higher Council for the preparation of the annual report of the (National) Council of the United States.
* Councils encourage initiatives and strive to bring about the establishment of Conferences, Councils and new works, and the revival of dormant or defunct Conferences.
* A Council reviews and evaluates applications for aggregation and institution that are submitted by its affiliated SVdP groups. If approved at District and Diocesan Council levels, the application is forwarded to the National Council for transmittal to the Council General (International).
* Councils organize, to the fullest possible extent, training and formation sessions for members and potential members on spiritual themes, the Vincentian vocation, and problems of social action and justice.
* To coordinate Vincentian work, Councils keep in regular contact with their Conferences and Councils and inform them of the activities of the Society.
* The Council represents its constituent units in contacts with religious and public authorities.
* Each Council determines the expected contribution (solidarity) from attached Conferences and Councils in order to meet its necessary expenses and assist needy Conference and Council groupings attached to it.
* Special works of the Society conducted by the Councils must rely on the Conferences for support, personnel and funds.

In the current Rule, these responsibilities have not changed. They are also spelled out but not in so compact a form.

The fact of the matter is that all Conferences should be aware of what the Council is doing for them. Conferences should be receiving benefits from the Council that clearly provide value to them. It is the responsibility of the Council to ensure that Conferences understand this clearly. Ultimately, it is the Conference members themselves who make up the Councils and who make the decisions in support of the Conferences.

**STRONG CONFERENCES**

Strong Conferences make a strong Council!! It is the Council’s responsibility to assist and guide Conferences in fulfilling the mission of the Society. The best way to do this is to ensure that Conference leadership and members understand what the Society is all about, what the role of the Conference is and what is expected of members.

When Conferences get into trouble (begin to decline or get into some other difficulty), it is far better to be proactive rather than reactive. It is recommended that each Council form a Conference Resources and Concerns Committee to:

1. Promote understanding and compliance with the Rule, Bylaws and Manual;
2. Develop resources that will help Conferences to understand and fulfill their roles in the Society;
3. Provide training materials for Conference leadership;
4. Monitor Conference activity and act to assist Conferences who are in trouble;
5. Promote and assist in establishing new Conferences;
6. Assist in revitalizing existing Conferences, where needed; and
7. Mediate Conference concerns where needed.

A well-formed Conference Resources and Concerns Committee can monitor Conference activities and offer many aids to make a Conference more effective.

**MONITOR SPECIAL CONDITIONS**

The following special conditions should be monitored regularly and addressed as necessary.

1. Conference President’s term of office is limited to two consecutive three-year terms. After the two terms, the President must be out of office for at least three years before being elected once again. Technically, as soon as the six years expires, the President is no longer in office and the Conference operates under the leadership of the first Vice President until the election of a new President. In the case of violation of this rule, the Council must ensure that an election is held to replace the outgoing President as soon as possible.
2. Each Conference is to have at least four officers: President, Vice President, Secretary and Treasurer. Each office must be held by a separate person. No one person may hold multiple officer positions. In addition, Statute 12 of Part III of the Rule indicates that a President must not appoint his/her spouse or other closely related individual to an officer position.
3. Service area comes into conflict often within the Society. The District Council should ensure that Conferences provide service only to those people living within the boundaries established for the Conference. These boundaries should be established as a formal agreement between the Conferences in the Council. In some cases, the boundaries will simply be the parish boundaries. In other cases the boundaries may be more extensive, as long as they are agreed upon by the Council. This way, people seeking service cannot simply go from Conference to Conference seeking help. The Conference covering the area where that person or family lives is the one that makes the decision as to help or not help.

**VOICE/VOTE IN THE COUNCIL**

Conferences should have a voice in every major decision*. No Voice, no Vote, no Vincentian will be at the meeting or activity.* It is important that every Conference is represented at the District Council and that the Conference President (or his/her designated representative) is there to speak for them.

Most Council bylaws have a clause that will remove a Conference President from Council membership/voice/vote if the President misses a certain number of meetings. This removal is a tragedy for the Council, the Conference and the people we serve.

**UP-TO-DATE**

Conferences should be aware of all conditions and circumstances both local and global that will impact them or the Council. Conferences should be especially aware of any major situation that threatens the well-being of the Council. Therefore, it is an obligation of the Council to keep the Conferences well-informed and in a timely manner.

The Council should strive to develop a fabric of communication. One that goes up and down the normal channels but also goes sideways from Conference to Conference and from Vincentian to Vincentian. A strong fabric of communication will strengthen the Council and avoid the problems of it relying on a few people to make it run. If those few leave the Council for any reason it can take weeks or months to learn all that needs to be known on how the Council operates. A fabric of communications creates an informal communications network that helps keep the members informed.

**HELP IN COUNCIL EFFORTS**

Conferences should be involved in a regular and frequent basis in the operation of the Council. This can be accomplished by involving them as Council Members, as volunteers, as committee members, on special projects, on fund raising, in special works, in general membership meetings and in every other way that may be appropriate.

**FORMATION/TRAINING**

The Council should provide formation and training to all members of the Council especially new Vincentians. The National Formation and Spirituality Committee has developed formation/training programs that are available across the country. The National website ([www.svdpusa.org](http://www.svdpusa.org)) has many documents, power points, etc. available that should be used to form and train Vincentians.

By a resolution of the National Council, all new members of the Society have to attend an Ozanam Orientation within their first year as a member. Also, any member, who is elected to or appointed to be an officer at any level in the Society, must have attended an Ozanam Orientation or must attend one within the first year as an officer. It is highly recommended that all members of the Society attend the Ozanam Orientation at least once. Attending the Ozanam Orientation every three to four years as a refresher is recommended for all members.

This places a burden on the Council. The Council must provide the Ozanam Orientation formation program within the Council area as often as is necessary to fulfill the requirements for training prescribed by the National Council. If the District Council lacks the resources to provide the Ozanam Orientation on an as needed basis, it should seek assistance from the next higher Council to provide this training.

**CONFERENCE/COUNCIL VISITATION**

Conference visitation by a District Council (District Council visitation by a Diocesan Council) is an extremely important responsibility of the Council. The Officers and Chief Executive Officer/Executive Director should each attend one Conference (Council in case of Diocesan Council) meeting each month to facilitate communications and solidarity with them. That means that five meetings a month could be attended if the President, Vice President, Secretary, Treasurer and Chief Executive Officer/Executive Director each participate. In many District Councils, this would mean that each Conference is visited at least twice a year. For Diocesan Councils, coverage depends on the frequency of District meetings. A staff person should come along on some of the visits to explain what that department or special work does and how they can assist the Conference/Council.

**YOUTH INVOLVEMENT**

A planned program for youth involvement is very important. Many aids are available for recruitment, involvement and understanding how we can utilize one of our greatest assets. There are so many aids now available, such as brochures, outlines of how to start a youth conference, power point recruitment and many more. There are Regional Youth chairs you can contact that are eager to offer ideas and assistance. With no intent to overuse an old cliché, “youth are our future.”

**DIVERSITY**

The United States is a melting pot of race, creed, language, and culture. It is important that our Conferences reflect the diversity of our local community within its membership. Councils should emphasize awareness of community demographics and assist Conferences to build their membership based on who comprises their community. Councils should also strive to develop diverse leadership both within the Conferences and Councils themselves.

# COUNCIL STRUCTURE

**COUNCIL/BOARD STRUCTURES**

Council and Board structure should be as recommended in Society Bylaws. Generally speaking, the following structures are typical within the Society. This allows for a wide variety of possibilities.

1. Diocesan Councils that have control over the corporate structure within the Diocese
2. District Councils within a Diocesan Council structure where the Diocesan Council has strong control
3. Diocesan Councils that have only little control over the Society within the Diocese
4. District Councils within a Diocesan Council structure where the Diocesan Council has little control
5. District Councils with no Diocesan Council that have control over the corporate structure of the Conferences within its area of coverage
6. District Councils with no Diocesan Council that have only little control over the Society with its area of coverage
7. Councils within the above structures have no formal Board of Directors
8. Councils within the above structures have an integrated Board of Directors
9. Councils within the above structures have a separate Board of Directors
10. Councils within the above structures have no special works of any kind
11. Councils within the above structures have stores and/or special works that they coordinate
12. Some Councils have good working relationships with their Bishop and some do not
13. Many Councils within the various above structures also have Chief Executive Officer/Executive Directors and other staff, both paid and unpaid.

**COUNCIL/BOARD MEMBER TRAINING**

Council and Board members need training on their responsibilities and personal liabilities on an annual basis. It is recommended that Council leadership check with an attorney in their state to be sure their Council meets state legal requirements. Better yet, they should seek a local attorney to address the Council leadership/Board on its legal responsibilities. Council/ Board leadership changes annually, so this type of training should be scheduled annually. It is good to have regular reminders of fiduciary responsibilities.

Insurance issues should be included as an annual review and training as well. Many who are in Council/Board leadership are not familiar with these issues; however, they are important and need to be understood by leadership.

**COUNCIL/BOARD – CHIEF EXECUTIVE OFFICER/EXECUTIVE DIRECTOR RELATIONSHIP**

When a Council has a Chief Executive Officer/Executive Director or other paid staff, the Council/Board sets the policy and the paid professional employees carry out the day to day work. The Council/Board decides what is to be done, the Chief Executive Officer/Executive Director decides how and by whom it is to be done. The Council does not make management decisions. The Council/Board makes policy decisions that define results expected and parameters that cannot be violated. They then match the performance of the Chief Executive Officer/Executive Director to the results the Council/ Board expected. For more information related to Council/Board – staff relationships, read “Governance: Council and Board” published by the National Council.

The Council/Board has *final* responsibility for hiring and oversight of a professional manager usually known as Chief Executive Officer/Executive Director. No one person, President, Executive Committee or small group should manage the Chief Executive Officer/Executive Director; although the Council President normally is the spokesperson on behalf of the Council/Board.

1. Only one person (typically the President) acts as a communication conduit to the Council.
2. The spokesperson should not give any significant policy directives to the Chief Executive Officer/Executive Director. That should be done by the Council/Board.
3. The Chief Executive Officer/Executive Director should be selected for her/his ability *to manage the business* of the Society with our Vincentian missions and principles in mind.

**DISTRICT COUNCIL SIZE**

When the number of Conferences in a District Council exceeds 10 or 12 a new District Council should be formed. The recommendation in the Rule is that no District Council should have more than twelve Conferences.

1. A District Council requires three Conferences before it can be instituted. The international standard is five Conferences; but the Council General International approved the U.S. to have three as the minimum.
2. When Councils become too big, the Conferences lose their voice and stop participating.
3. Once you pass the magic point in time to establish another District Council it becomes increasingly more difficult because of problems of splitting assets, special works and leadership.

As indicated in #3, problems of splitting assets, special works and leadership may be difficult as the Council grows past the recommended maximum. This holds true in a number of areas in the country where the number of Conferences in the District Council are in the 20s, 30s, and more. This is something that should be looked at early in the Council growth process.

**COMMITTEE STRUCTURE**

Committee structure should mirror the National Council committee structure. Additional committees can be formed. The committees below are critical to Council success. Every Council should have a:

1. Governance Committee
2. Voice of the Poor Committee
3. Formation/Spirituality Committee
4. Extension Committee
5. Finance Committee

The above are not the only possibilities. Committees are advisory and a resource to help the Council/Board and/or management that doesn’t have time or expertise to research operational ideas.

When there is a difference of opinion between staff and Vincentians, the Vincentian’s access to a decision is to the Council/Board through a Council Liaison and the staff’s access to the Council/Board is through the Chief Executive Officer/Executive Director. The Council/Board makes all final decisions in case of conflict.

It is preferable that the Committee Chair is not a Board member. This increases Vincentian participation. It is recommended that no Vincentian should be a member of multiple committees. If a group of Vincentians are all on a number of committees together it creates a “Board” behind the Board as they can control the committee’s recommendations to the Board.

**TAX EXEMPTION**

Each Diocesan Council should have its own 501(c)(3) Tax ID number (EIN) and file a 990 Tax Return form annually as required. The National Council recommends that this tax-exemption should cover all subsidiary District Councils and Conferences (however, there are a number of possible corporate structures where this would not work well). Where there is no Diocesan Council, the District Council(s) should do this. The owner of the Tax ID number must file an annual 990 which includes the data from all of the subsidiaries that use that Tax ID.

The Society requires that all funds be separate from the Church and priests and deacons cannot be signers on Vincentian accounts. Because of this, Councils and Conferences are NOT to use the Diocese’s (or Parish’s) Tax ID number. Using their number would require turning over control of funds and operations to the Diocese/Parish.

**DOING BUSINESS AS …**

It is important for the Council/Board to understand the considerations that come into play when a Council allows its constituent Councils and Conferences to use its Tax ID (EIN). This creates a legal relationship between the Council and its constituents. It establishes what is known as a “doing business as” relationship. For example, the Council is doing business as “xxx Conference.” This relationship results in at least the following conditions:

1. The Council becomes fully responsible for the finances and operations of its subsidiary.
2. If anything improper is done by the subsidiary, the Council, as the legal entity, accepts the responsibility and will suffer any of the consequences that come into play.
3. The subsidiary must provide to the Council a complete accounting of its finances and activity. This ensures the Council can submit a proper annual report to the Society as well as an accurate 990 to IRS.
4. The advantage to the subsidiary is that it does not have to submit its own 990 to IRS.
5. The subsidiary cannot start any special programs or apply for grants without the approval/consent of the Council.
6. The Council must ensure that all current and new leadership at Council and subsidiary levels must be informed of this relationship.
7. The Council should also provide liability insurance coverage to its subsidiaries.
8. The annual audit of the Council should include its subsidiaries.

We are not able to provide a complete treatise on this legal relationship. There may be more issues to be considered.

**COUNCIL BYLAWS**

Every Council and Conference is expected to have a set of bylaws. Bylaws should be up to date, meet state law and be within the guideline Rule of the Society**.** When the new Rule was established in 2003-05, the structure of the Society that was in the old Rule was removed and placed in bylaws. Therefore, the nationally approved structure of the Society is defined in seven documents published by the National Council. Those documents are model bylaws representing various approved structures for Councils and Conferences.

# OFFICERS

**SERVANT LEADERSHIP**

Officers are servant leaders and should strive to put the good of the Society, Councils, Conferences, Vincentians, poor and benefactors above their own. True servant leadership is a sacrifice given to God for the blessing of being able to help in service to his poor. What greater role model than Jesus. “And he that will be first among you shall be your servant. Even as the son of man has not come to be ministered unto, but to minister, and to give his life as redemption for many.” (Matthew 20: 27-28)

**TRAINING**

Officers should seek out knowledge of responsibilities from training resources and guidance from the Society. The National Council has developed many resources for helping officers to understand their roles better. These resources can be found on the National Council website ([www.svdpusa.org](http://www.svdpusa.org)) under various categories: Council and Conference Documents, Vincentian Pathway Toolbox, Governance-in-a-Box, Best Practices, and many more. Training programs such as the Ozanam Orientation, Servant Leadership Workshop, and the Governance for Councils and Board DVD have also been developed.

**EXPERIENCE/LIMITATIONS**

Officers need to recognize their limitations of knowledge and experience. Unless they have similar leadership and business background, it is difficult to step into the position that is controlled by complex issues in all areas.

1. Our leaders are chosen because they are wonderful spiritual Vincentians willing to take on the responsibility of being a Council President.
2. Some of them have not had knowledge, training or experience to operate the complex business side of our Society.
3. They do the best they can.
4. One new Council President said, “I don’t know anything about a budget for a business. I haven’t even made a written budget for my own family.”
5. He recognized his weakness and asked for help.

*The real problems are: we don’t know that we don’t know and we ask for help too late.* Help is available. The National Council has sponsored a mentoring program for Council Presidents and Chief Executive Officer/Executive Directors. Contact the National Council office or check the National Council website for information about this.

**SEEK EXPERT ADVICE**

With the recognition of limitations, experts in the required fields of knowledge should be sought. Some of the areas are budgeting, taxes, EEOC, hiring, labor laws, accounting, insurance, legal matters of all kinds, personnel policies, pay scales and many others. There are willing helpers in every community. Make the effort to seek them out.

**NO SURPRISES (TRANSPARENCY)**

Good Vincentian leaders try very hard to build consensus before acting on significant issues. A cardinal rule of all business and even in life is, NO SURPRISES. Tell the facts as early as possible to those involved before the crisis decision time arrives.

**INVOLVE EVERYONE**

No Lone Rangers allowed. An election should not turn over the management of the entire Council to the new President. The President doesn’t know everything and the President doesn’t do everything. The President must keep all of the members involved. This is NOT a personal ministry. Over the years, many Conferences and Councils have failed, many have folded, and many members have been lost because of the effects of a Lone Ranger.

**NO ABSENTEE PRESIDENTS**

If you accept the position of responsibility, you owe it to the Council and the Society to be actively involved locally and at required meetings in the Region and at the National level. If you don’t want the entire responsibility don’t just accept a couple of areas that you like. The President is expected to be present and involved throughout his/her term. This also means NO Snowbirds.

**SUCCESSION PLANNING**

One of our primary responsibilities of leaders of a Council is to leave the Council in as good or better condition when our term is up as it was when we became the leader. There is much more work to be done long after we are gone. We must do our share to be sure our Council is there to do it. This also includes the President making every effort to nurture future leaders in the Council. There is no automatic succession in the Society, so this means that the concepts of leadership should be regularly promoted.

**SPECIAL CONDITIONS**

In the chapter on Conferences, mention was made of two special concerns: President’s term of office and inappropriate appointment of officers. Both of these conditions come into play at the Council level as well. The Council is not only to monitor this at the Conference level but within itself as well.

# PAID STAFF

**HIRING A CHIEF EXECUTIVE OFFICER/EXECUTIVE DIRECTOR**

The Chief Executive Officer/Executive Director is hired by and reports directly to the Council/Board. Where there is a Board of Directors, the hiring of the Chief Executive Officer/Executive Director should be confirmed by the Council. The Council President serves as the communication link between the Council/Board and the Chief Executive Officer/Executive Director. It is important to remember that, although the Chief Executive Officer/Executive Director reports to the Council/Board, the Chief Executive Officer/Executive Director does not have multiple supervisors. The Chief Executive Officer/Executive Director receives direction from one person, the Council President.

**SUPERVISION**

The Chief Executive Officer/Executive Director is the only employee who directly reports to the Council/Board. All direction and correction of the other employees is accomplished through the Chief Executive Officer/Executive Director. If the results are not satisfactory to the Council/Board, correction is made at the Chief Executive Officer/Executive Director level. There should be no direction by a well-meaning Council/Board member to a member of the staff. Because they are on the Council/Board does not give them the authority to manage staff. All direction to staff comes from the Chief Executive Officer/Executive Director or his/her designated representative.

In the case that a Council has paid staff but does not have a Chief Executive Officer/Executive Director, then supervision of paid staff falls to the Council President who effectively becomes the President/CEO. This places a heavy responsibility on a person who is a volunteer.

**PERSONNEL MANUAL**

Once a Council has any paid staff, it is important to create and maintain an up-to-date Personnel Manual. All employment practices such as hiring, managing, grievance procedures, terminations, etc. are clearly written in a Personnel Manual. Job descriptions and pay scales by position should also be included. The Personnel manual must meet all national, state, and local laws. It should have a process defined for all phases of employee relations.

**TERMINATION**

So often in nonprofits, termination of an employee for any reason results in a demand for money. It is believed that nonprofits fear bad publicity and will pay if there is a threat to go public. Learn how to terminate properly.

Have regular, documented performance reviews. Terminate only for failure to perform to job standards after required opportunities to improve performance, or for violation of corporate policy or law. Always terminate in accordance with the personnel manual.

**WAGES/WORKING CONDITIONS**

The Council strives to meet its moral obligation of a fair wage and good working conditions. With the cost of employee’s wages, workers compensation, health insurance, etc., it is very difficult to offer as much as we would like. There is a movement throughout the country to evaluate and increase wages where necessary. Minimum wage is under scrutiny. This affects all SVdP operations where paid staff exists.

Survival of the Council is the bottom line. If a special work’s costs or employee costs in general won’t result in money to be used for the support of our missions, then fix it now or stop doing it. A number of Councils have gotten into financial trouble because they did not take action on this appropriately or in a timely manner. Thrift stores and Special works are effectively business operations and should be treated as such by leadership.

# OPERATIONS

**PROCESS**

All business should be done by process - not reaction to individual situations. Council/Board policies and management procedures form the processes. Once formed, the process should not be violated except for very serious reasons. Processes must be in writing. They can be either Council/Board policy or operational procedures.

**MEETING AGENDA**

All Council/Board agenda items are designated as either action items or information. A process is to be developed so all Council/Board members have all information on action Items well before the Council/Board meeting so all votes are based on informed opinions. There should be no action taken on any motion not fully disclosed. The only exception in Roberts Rules is a “motion to suspend the rules.” This motion only applies to the issue at hand and must be passed by a two-thirds vote. Then that matter can be brought up and acted upon. A typical time that this should be used is in the case of a serious time problem on a critical issue.

**ELECTION – COUNCIL PRESIDENT**

All elections are held in conformance with bylaws. The Nationally Approved Bylaws have the same authority as the Rule. As a result of the process that occurred when the National Council approved Part III of the Rule and the Nationally Approved Bylaws at the National Assembly in Chicago in 2005, every Council and Conference is expected to adopt a set of bylaws corresponding to the Nationally Approved Bylaws.

All Council elections should begin at the Conference member level. All ballots are secret. Ballots for this election are usually counted by the Spiritual Advisor and one other disinterested person. It is suggested that only the winner is announced, not how close or unanimous the vote may have been. Revealing the actual vote only creates problems no matter how close or wide the vote is.

Conference Presidents are expected to vote the way their members instructed. If a significant development occurs changing the situation, such as the withdrawal of one or more candidates, the Conference President should use his/her best judgment of how the Conference would vote and then cast the ballot. If the election is put off to another time, the Conference members should be given an opportunity to express their wishes in another secret ballot.

**MANAGEMENT**

The Council, Council President and Board are responsible for oversight of the management of the Council. However, if the Council has a Chief Executive Officer/Executive Director, the Council, Council President and Board are NOT responsible for the actual day to day management. The Chief Executive Officer/Executive Director is responsible for the business of the Council.

Typically, a Council will not hire a Chief Executive Officer/Executive Director unless it operated one or more stores or Special Works. The business activities of the Council are handled by the Chief Executive Officer/Executive Director. The Council, President and Board are responsible for the Vincentian work of the Council.

An issue with an individual, the clergy, or a Vincentian issue with the Council or a Conference is normally handled by the appropriate members of the Council/ Board. In many parts of the country, the Chief Executive Officer/Executive Director aids the Council/Board with some of those issues. However, the following principle should be kept in mind: The primary role of paid staff in the Society is to AID Vincentians in the work they must do; it is NOT to do their work for them.

**OBLIGATING THE COUNCIL**

The Council/Board is the only entity that can authorize an obligation to be placed on the Council. This authority may be delegated by the Council/Board in certain cases to specific persons. No new ministries or significant additional services are undertaken without Council approval. Obtaining a grant for a special work or service that will obligate the Council to continue even if the grant is not received in the following year is unacceptable planning. The cost of a ministry is not only the space or start-up cost; it is the continuing expense to operate year after year.

In most cases, the structure of the Society is such that the Council is incorporated, has its Tax ID (EIN), is insured and is the SVdP legal entity in its area of coverage. It provides legal authority and coverage to the Conferences, stores and special works that are its subsidiaries. Therefore, it is important that all Conferences, stores and special works submit their plans for grant requests and other new activities to the Council/Board for approval. Since the Council is the legal entity, the grant or new activity becomes the responsibility of the Council.

**PLANNING**

Planning, both long and short range should be a continuing process and examined in depth at least once a year. Times for regular annual planning meetings, usually before budget time, should be established and adhered to.

**CROSSING INTO ANOTHER COUNCIL’S AREA**

In 1979, the National Council passed a resolution that essentially stated that no Council or Conference can cross into the boundaries of another Council or Conference with the intent to set up operations of some work or do fundraising without their permission. This resolution was re-enforced by Resolution 104, passed by the National Council on April 12, 2013. For example, this prevents Council A from establishing a store or special work within the Council B boundaries without Council B granting them permission. The same holds true for targeted fundraising.

# FINANCES

**FULL DISCLOSURE (TRANSPARENCY)**

Council finances should be fully disclosed to all members of the Council on a regular basis. They can be disseminated to all Vincentians through Council members or a regular mailing. The frequency depends somewhat on the extent of the Council’s financial activities, but no less than once a quarter. As with Council action items financial reports should be furnished to Council/Board members well before the Council/Board meeting.

There should be some basic training for all Council/Board members on how to read and understand a Balance Sheet and a Profit and Loss Statement. This needs to be given periodically as new Council/Board members begin their term.

**AUDITS**

If the Council has stores and/or special works, a full audit by a CPA or accounting firm should be accomplished annually. There are three levels of audits: Compilation, Review and Full Audit. Select the one appropriate to the size and complexity of your council. Those smaller Councils that have no stores or special works may plan and execute an informal audit. In any case, a Council audit should be performed annually.

A copy of the audit report should be given to each Council/Board member and discussed at the Council/Board meeting. Results of the audit should be made known to all subsidiary Councils and Conferences. Pay particular attention to any changes suggested to operations or record keeping that are in the report. The Council is accountable to its subsidiaries and upper Councils for the results of the audit. Statements on the audit of impropriety must be addressed before the next audit.

**BUDGETS**

A budget should be developed each year. The Council financial report should show how closely the operation is tracking with the budget each month. Any significant variance that develops should be dealt with in an established “process” manner. If the need for correction persists, action is required by the Chief Executive Officer/Executive Director, Board or Council. Expenses can be fairly well predicted. It is the income that is uncertain. Don’t fall into the trap of balancing the budget by simply increasing the expected income.

The budget should be formally approved by the Council. It should be treated as a governance document that the Chief Executive Officer/Executive Director and staff must operate within. However, staff should have the latitude to make decisions within the limits of the budget without exceeding those limits.

**INSURANCE – CONSIDERATIONS**

Adequate insurance coverages and limits should be maintained. It should include Directors and Officers Liability, Employee Practices, and Sexual Abuse coverage to protect the Council in addition to the normal coverages of Property, Liability, Vehicle, and etc. The Liability Insurance should include coverage for all members and volunteers. Annual evaluations should be made of all insurance policies.

An annual update of values should be done on all property insurance. Experts in appraisal, construction, banking or insurance can be called upon to assist. The cost of insurance is extremely low in comparison to an uninsured or underinsured claim. Determine the cost to replace/rebuild with outside contractors, not the market value of the property.

In most cases of Council operations, limits of $1,000,000 would be considered *inadequate*. Establish limits with the advice of experts.

**FUNDRAISING**

Fundraising, as a general rule, is a long term project. There may be various short term fundraising projects that are planned but they should be part of a large effort. Develop a fundraising plan and work the plan over a long period of time. Adjust the plan as needed but the most important aspect is to make it a day to day process at all times. Don’t rely on a few resources; continue to search out new avenues to finance our work. The old tried and true may have been discovered by many other nonprofits resulting in less income than in the past.

**RESERVE FUNDS**

Establish a reserve fund if the Council has works that require payroll, bank payments or any other ongoing expenses. Decide how long a period of operation you would need to fund in case of loss of the normal source of funding or some operational disaster. This gives you time to adjust operations in case of unexpected losses in any year.

The Manual suggests 50% of annual budget (a six-month reserve). This may be too much depending on ongoing commitments and time to shut down various works if a critical situation arises. If financial results are negative, take corrective action as soon as possible to avoid invading the reserve fund.

Conferences and Councils with no extended obligations need little or no reserves. The money belongs to God’s poor. We are stewards of those funds.

**SOLIDARITY**

The Rule permits Councils at each level to assess its subsidiaries a solidarity contribution to help offset its cost of operations. This starts at the Council General International (CGI) and goes to each level beneath: National Council, Diocesan Council, District Council and Conference. This is an obligation that each subsidiary must fulfill.

CGI assesses an annual solidarity contribution from National Councils. The National Council assesses an annual contribution from its Diocesan Councils, District Councils and Conferences. Diocesan Councils can assess periodic contributions from its District Councils and Conferences. District Councils can assess periodic contributions from its Conferences.

The National Council makes its assessment in October of each year (the beginning of the fiscal year). It assesses to Councils and Isolated Conferences in each diocese. The Councils are expected to make the solidarity contribution. They are then expected, if they choose, to collect the appropriate portion of the contribution from their subsidiary Councils, Conferences, stores and special works.

STORES AND SPECIAL WORKS

**NO STANDALONE STORES OR SPECIAL WORKS**

One essential principle must be kept in mind. No store or other special work can exist as a standalone entity within the Society. Every store and/or special work must be owned and operated by a Council or Conference. A Council or Conference, for specific reasons, may set up a store or special work with its own Tax ID and tax exemption; however, the entity must still be clearly designated through all of its organizing documents as a subsidiary of the Council or Conference that established it. The store’s or special work’s information must also be included in the annual report of the Council or Conference that owns and operates it. It is directly contrary to the Rule to establish a special work as a standalone organization using the Society’s resources to do so. This would be the equivalent to giving SVdP funds to an outside organization, a direct conflict with the Rule.

**COMMITTEES**

All stores and special works committees report to the Council or Board. The committee is advisory and a resource of time and talent, not managerial. Staff of the stores and special works are given their responsibilities by the Council through its President or by the Council through an Chief Executive Officer/ Executive Director.

**PURPOSE**

All stores and special works exist for the furtherance of our core missions - not for building a business within the Society. Saving profits to open another bigger, better store or special work is not Vincentian work if little or none of the income goes to the poor. One store in the Western Region was saving all of its profit for several years to open a bigger store. No money was going to the poor. The SVdP mission must be kept in mind and movement toward it at all times.

**BY VINCENTIANS**

All stores and special works are controlled and operated for our missions by Vincentians. All stores and special works have the element of Vincentian person-to-person service to God’s poor. We do not hire staff or an outside group or business to exclusively service those in need. The Council, *not the staff*, makes the overall policy decisions to establish stores and special works. The Council may delegate some of the day to day work to the staff through the President or the Chief Executive Officer/Executive Director. If there are no Vincentians directly involved in the operation of the stores or special works, it should be reexamined to determine if it truly meets our Vincentian Rule.

# RELATIONSHIP WITH CLERGY

**OUR RIGHT TO EXIST**

The Society’s right to exist as a Catholic lay association is set out in Canon Law. However, we cannot do so without permission. We are allowed as a Catholic lay organization to serve within the diocese at the pleasure of and with the support of the Bishop. The Bishop has the right and authority to invite us to operate in his diocese as well as the right and authority to tell us to close up shop and leave. This holds true at the parish level as well. A Conference operates in the parish with the permission of the Pastor.

It is extremely important to the Society that Council and Conference Presidents maintain an excellent relationship with the Bishop and Pastors in the Diocese. More so, it is the responsibility of the President to ensure that the relationship is a good one.

**REGULAR REPORTING**

The Bishop should be furnished with a full report of our activities, our results and our goals at least annually in a personal visit by the Council President. It should include ALL of our service by Conferences and Councils that exist within the Diocese. It should also include our National Consolidated Annual Report so the Bishop can assess our total impact and compare his Diocese to the rest of the dioceses in the country.

As with the Bishop, the Pastor of a parish where a Conference exists should be furnished with a summary report of our activities and results at least annually in a personal visit by the Conference President. Quarterly, would be better if the Pastor has time.

The Parishioners who support our work should have at least an annual report of how their money was used. This can be done in the parish bulletin or some similar method.

**SPECIAL SITUATIONS**

The Bishop and/or Pastor should be informed immediately of any incident that occurs that could result in significant harmful conflict or publicity. The Bishop and/or Pastor should never be placed in the role of having to clean up our mess. The Society should be proactive (after consulting with the Bishop and/or Pastor where appropriate) in dealing with any situation that comes up. Bishops and Pastors expect the Society to operate on its own, only keeping them informed where necessary.

Resolve all differences with the Clergy no matter how small as soon as possible in a spirit of cooperation and common goal.

# RESPONSIBILITIES TO SOCIETY

At the beginning of this document, mention was made of two other specific documents that are available on the Society’s website: “What is Expected of a Diocesan Council” and “What is Expected of a District Council.” Both of those documents clearly explain what a Council should be doing. Below are a few key reminders. As part of the Society of St. Vincent de Paul, the Council will:

* + accept and strive to achieve our stated missions.
	+ operate within the Rule, Manual, Nationally Approved Bylaws, and Resolutions of the Society.
	+ report annually on a timely basis on its activities and results.
	+ take part in the larger Society by attendance at meetings and participating in Regional or National Committees when asked to do so.
	+ share all “best practices,” processes or procedures with other Councils whenever possible.
	+ actively promote training and formation of its members.
	+ develop a program of extending our work to those parishes within our Diocese that have no Conference.
	+ *do everything possible to strengthen the spiritual life of its members.*

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