



Giving
Hope
Today

THE SALVATION ARMY

CANADA AND BERMUDA TERRITORY

MEMORANDUM OF UNDERSTANDING

for the

NATIONAL ADVISORY BOARD

July 15, 2014

Issued by Authority of the Territorial Commander

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INTRODUCTION

The Salvation Army, an evangelical branch of the Christian Church, is an international movement that provides spiritual and humanitarian help to people without discrimination. Founded in 1865 in London, England, the Army has grown from a small band of dedicated enthusiasts to a vast multiracial, multilingual movement in 126 countries.

In Canada and Bermuda, The Salvation Army is comprised of more than 1,700 commissioned officers (ministers), 7,300 employees and tens of thousands of volunteers who daily render dedicated *heart to God and hand to man* service in their respective communities. Last year, The Salvation Army assisted 1.8 million persons in Canada with food, clothing, shelter and other forms of practical assistance.

The Army has not come to its present position by the efforts of Salvationists alone. Since its inception, members of the public have generously supported the Army with their time and money. One strength of the movement is this vast *Army behind the Army*—citizens from many walks of life who interpret community needs, explain the Army's program to the community and support the Army's efforts to render effective service. Many of these people are members of advisory boards—the first of which was formed in Montreal in 1936.

Today, such boards operate in principal communities across Canada and Bermuda as part of a worldwide partnership of board and auxiliary organizations that assist and support the Army in providing needed service.

Advisory Board members and Salvationists know that Army statistics are but a record of individual acts of kindness. The services of the international Salvation Army include community churches, correctional and justice services, homes for the aged, overseas development projects, child sponsorships, children's homes and daycare programs, treatment and rehabilitation centres for people battling addictions, hospitals and clinics, schools for the blind and physically challenged, community and family services, shelters for battered women and those experiencing homelessness.

The late Peter Drucker was struck by the organizational effectiveness and efficiency of The Salvation Army. "No one even comes close to it with respect to clarity of mission, ability to innovate, measurable results, dedication and putting money to maximum use."

Mission Statement

The Salvation Army exists to share the love of Jesus Christ, meet human needs and be a transforming influence in the communities of our world.

1. Name

- 1.1 The name of the organization shall be “THE SALVATION ARMY NATIONAL ADVISORY BOARD” hereinafter referred to as “the Board.”

2. Purpose

- 2.1 The purpose of the Board is to advise and assist the Territorial Commander of The Salvation Army on issues that have a significant impact on its territory-wide operations. Such issues will include the Army’s national strategy and development program, as well as its business practices and systems. The Board will also focus, among other things, on helping the Army:
- a) Improve its operational efficiency and effectiveness related particularly to the provision of community and social services to the public, and to the maximization of the value of assets to fund or support the delivery of such services.
 - b) Ensure it benchmarks and uses best practices in its services provided to the wider community, and is accountable and transparent to the public.
 - c) Improve its case for support to governments and corporations to make it compelling and competitive.
- 2.2 The Salvation Army has a proven track record as a social service provider in Canada for over 125 years. Much of its success is rooted in its history and the dedication of its officer and employee work force. The Board recognizes The Salvation Army’s deep history and culture of helping the vulnerable and marginalized in society based on its Christian principles.

3. Legal Responsibility

- 3.1 The Board has no legal or governance responsibility. It is not empowered with executive or administrative authority. The Salvation Army has established separate legal entities that are charged with the responsibility of administering all property, business and other temporal affairs of The Salvation Army. All assets of The Salvation Army in Canada and Bermuda are vested in The Governing Council of The Salvation Army in Canada and The Salvation Army Corporation of Bermuda.

4. Function

- 4.1 The function of the Board is advisory.

4.2 The relationship between the Board and The Salvation Army's administration is based on transparency, mutual respect of expertise and a commitment to overall collaboration based upon a common set of values; a shared understanding of deliverables from any initiatives undertaken; and shared accountability for outcomes for all initiatives.

4.2.1 Board member commitments:

- a) Regular attendance at Board meetings;
- b) Participation in task teams as requested; and
- c) Confidentiality with regard to information that is sensitive to the organization and its operations.

4.2.2 Salvation Army administration commitments:

- a) Full disclosure of Salvation Army operations and business practices (financial details, policies and procedures);
- b) Meeting agendas and supporting documentation forwarded well in advance of meetings;
- c) Respect of and best efforts to work with the recommendations of the Board;
- d) Timely responses and follow-up to Board recommendations. Responses will include full rationale for decisions and the course of action to be undertaken.

5. Membership

5.1 Membership on the Board, in addition to the Chair and Vice-Chair(s), shall not exceed 24 experienced leaders who demonstrate good judgment and success. It is desirable that a broad cross-section of professions and skills be represented on the Board, such as:

- a) Accounting
- b) Advertising and marketing
- c) Broadcasting and communications
- d) Business management
- e) Commerce and finance
- f) Education
- g) Public affairs
- h) Human resource management
- i) Information technology
- j) Law
- k) Public relations
- l) Real estate

- 5.2 In recognition of the advisory nature of the Board, due consideration shall be given in the selection of its members based on the following criteria:
- a) Expertise in areas that can be of service to both The Salvation Army and any committee structure of the Board in achieving the objectives of the Army;
 - b) Stature of Board members, recognizing the need for individuals who have a national perspective.
- 5.3 Prospective members may be recommended by any member of the Board. All prospective members shall be vetted by the Nominating Committee and recommended to the Territorial Commander for appointment. In addition to members recommended by the Board, the Territorial Commander shall have the right to appoint any person of his/her choosing as a member of the Board.
- 5.4 Salvation Army membership on the Board shall include:
- a) Territorial Commander
 - b) Chief Secretary
 - c) Liaison Officer
 - d) Secretary for Business Administration
 - e) Secretary for Communications
 - f) Secretary for Personnel
 - g) Secretary for Program
 - h) Representative divisional leader

6. Term of Membership

- 6.1 The term of membership shall be for a period of three years from the date of the first meeting attended.
- 6.2 A member shall be eligible to serve up to two additional three-year terms.
- 6.3 In order to accommodate a balanced transition of new members annually, for start-up purposes only, one-third of the non-officer members shall serve for a three-year term, one-third for a four-year term and one-third for a five-year term after which their successors shall all serve for three-year terms in compliance with articles 6.1 and 6.2.
- 6.4 In that Salvation Army cabinet officers hold membership on the Board by virtue of their position, they shall not be subject to the conditions set forth in articles 6.1 and 6.2.
- 6.5 After the expiry of a member's second additional term, a member cannot be considered for re-appointment for at least one year.

7. Resignation

- 7.1 A member may resign from the Board by giving written notice to the Board Chair.

8. Termination of Membership

- 8.1 In the unlikely event a revocation of membership may become necessary, such may be enacted by the Territorial Commander or by an affirmative vote of two-thirds of the Board.

9. Quorum

- 9.1 One-third of the members, in addition to the Territorial Commander or the Chief Secretary, shall be deemed sufficient to constitute a quorum for the transaction of business. Members participating via teleconference will have their attendance counted as part of a quorum.

10. Officers of the Board

- 10.1 The officers of the Board shall be the:

- a) Chair
- b) Vice-Chair(s) (2) (optional)
- c) Secretary for Communications

- 10.2 Excluding the arrangement for start-up purposes set forth in article 6.3, the Chair and Vice-Chair(s) of the Board shall be appointed by the Territorial Commander to serve for a three-year period.

- 10.3 Since the Chair and Vice-Chair(s) are appointed positions, the appointment and term remains at the Territorial Commander's discretion.

11. Duties of the Officers

11.1 Chair

The Chair shall preside at all meetings of the Board and shall be an ex-officio member of all committees.

11.2 Vice-Chair

A Vice-Chair shall perform the duties of the Chair in the Chair's absence.

11.3 **Liaison Officer**

The Liaison Officer appointed by the Chief Secretary shall:

- a) Give notice of all meetings of the Board;
- b) Prepare and circulate minutes of Board meetings to all members;
- c) Maintain a permanent record of all meetings of the Board;
- d) Maintain the membership list;
- e) Perform other duties as may be prescribed by the Board.

12. **Meetings**

- 12.1 The Board shall meet at least three times per year on such date, time and place as may be fixed by the Board. At least two of the meetings will be held in Toronto.
- 12.2 The officers of the Board (see 11.1) may meet and/or communicate via conference call as often as required.

13. **Conflict of Interest**

- 13.1 For the purposes of this conflict of interest provision, “related party” shall mean:
 - a) A member of the Board or his/her spouse, child or parent; or
 - b) Any corporation, partnership or other organization of which a member of the Board or his/her spouse, child or parent is an employee, partner, officer director or majority shareholder.
- 13.2 If any Board member or related party proposes to enter into a business relationship with The Salvation Army, then:
 - a) Where The Salvation Army deems appropriate, such business shall be on the basis of tender;
 - b) The Board member shall declare to the Board, in advance, his/her interest in the arrangement;
 - c) The Board member absents himself/herself during any discussion relative to such a business arrangement.

14. **Evaluation**

- 14.1 The Territorial Commander, in consultation with the Board, shall review its mandate and assess its effectiveness every two years to ensure it is both focused and relevant.

15. Committees

- 15.1 The Board may establish standing committees to deal with recurring issues. The following committees have been established to date: Executive Committee and Nominating Committee. Other committees may be established as needed, with the approval of the Territorial Commander.
- 15.2 Non-Board members will be eligible to serve on committees. Appointments shall be recommended by the Nominating Committee through the Board and approved by the Territorial Commander.
- 15.3 Committees shall meet at the call of the Committee Chair as needed.
- 15.4 Minutes of meetings of all committees shall be posted to the workgroup for all Board members for information, as appropriate.

16. Nominating Committee

- 16.1 The purpose of the Nominating Committee shall be to develop recommendations for Board membership.
- 16.2 A Vice-Chair of the Board shall serve as Chair of the Nominating Committee.
- 16.3 Other members of the Nominating Committee shall be:
 - a) Chair of the Board
 - b) Secretary for Communications
 - c) One officer member of the Board
 - d) One volunteer member of the Board

17. Executive Committee

- 17.1 The purpose of the Executive Committee shall be to develop the work plan of the Board, including the agenda for future meetings.
- 17.2 The Chair of the Board shall serve as Chair of the Executive Committee.
- 17.3 Other members of the Executive Committee shall be:
 - a) Territorial Commander
 - b) Chief Secretary
 - c) Vice-Chair
 - d) Secretary for Communications
 - e) Liaison Officer (by invitation)

18. Task Teams

- 18.1 Task teams shall be formed by the Board to undertake special assignments to study issues in-depth and make recommendations that can be presented to the Territorial Commander for consideration.
- 18.2 Task teams may be formed in response to a request from the Territorial Commander, or with the Territorial Commander's approval.
- 18.3 Task teams shall have clear terms of reference established outlining the scope of the assignment to be undertaken. Such terms of reference shall be approved by the Territorial Commander.
- 18.4 In addition to members of the Board, non-Board members, both volunteers and staff, may be appointed as members of a task team.
- 18.5 Task team reports, once endorsed by the Board, shall be forwarded to the Territorial Commander for consideration, in consultation with the Territorial Management Board.
- 18.6 The Territorial Commander will arrange for a timely and formal response to all task team reports.

19. Agenda

- 19.1 The Board's agenda shall be established by the Executive Committee.
- 19.2 The Territorial Commander will consult with his/her senior staff on a regular basis to assist in identifying concerning issues where the Board may be able to provide advice. The Territorial Commander will bring these issues to the attention of the Chair and the Executive Committee in order to determine whether, how and when the Board may be able to advise. Such issues may lead to a request for staff to make a presentation to the Board and/or the establishment of a task team.
- 19.3 In addition to issues suggested by the Territorial Commander, the Board may make suggestions to the Territorial Commander regarding issues where the Board feels it can be of assistance to the Army. The Territorial Commander will give consideration to all such suggestions in consultation with the Territorial Management Board.