

CEC Standing Orders – First round of consultations (GB)	
<p>CEC GB</p> <p>CEC Draft Standing Orders</p> <p>Comments</p>	<p>Legal Team</p> <p>CEC Draft Standing Orders</p> <p>Response</p>
<p>Petr Kratochvíl: § 1 (1) and § 2 (1) repeat verbatim the same sentence about the convening of the Board at least twice a year. I propose delete it in § 2.</p>	<p>We have now made a new proposal to avoid repeating this.</p>
<p>Anne Burghardt: § 2 Convening of the Governing Board: should it be indicated explicitly that in case of need, Governing Board meetings may also be conducted electronically (in particular if there is a need to meet more often than twice a year).</p>	<p>Belgian law requires A.I.S.B.L. (international non-profit associations) to give very precise descriptions of the decision making processes of their governing bodies on the level of the statutes (CEC Constitution). KOAN law firm proposed to foresee a provision on electronically conducted Governing Board meetings last year, but the legal team felt at that point that it would exceed our competence to integrate such a proposal, as our mandate was limited to bringing the Constitution in line with the decisions taking at Budapest and with Belgian legislation for associations. This issue had not been brought up either in the General Assembly of Budapest, nor at the Leuven meeting. Therefore it could not be integrated in the revision conducted for the 2018 General Assembly in Novi Sad.</p> <p>We also believe that it would be difficult to introduce it via Standing Orders, as there is no provision in the Constitution at the moment.</p> <p>As Belgium is about to change its law on associations once more in the course of the next year, the 2023 General Assembly of CEC will have to make some adaptations anyway. It could then be added. However, this is not merely a legal question, but also a political one.</p> <p>Currently, the business of the Governing Board is, between its meetings, conducted by the Presidency. If an electronic way of decision making were to be introduced, it would first have to be clarified, in which cases the Presidents should still continue in this role, and in which they would need to put the decision to the Governing Board. Also, ecumenical decision making often requires lengthy and at times very personal interchanges, that are far</p>

	<p>less easily substituted by digital forms of deliberation. It should be discussed, if the two to three Governing Board meetings per year do not suffice to take all relevant decisions, with the option of extraordinary meetings in cases of need. If it is wished that an electronic form should be added, it should be clarified in which cases and under which circumstances. With a more detailed vision of how this could be introduced, steps could then be taken to integrate it into CEC's legal framework.</p> <p>However, this does not exclude the possibility of online consultations like the one we are just doing about the Standing Orders. Deliberations can be started this way. Only the actual decision taking cannot easily be done electronically.</p>
<p>Petr Kratochvíl: § 2 (2) says that “the President shall ‘<i>call special meetings of the Governing Board, if necessary</i>’ (Art. 9 I CONST). Such meeting shall follow the convening procedures in paragraph (1)”. However, paragraph (1) also states that if he the President is unable or unwilling, the meeting can be convened by other persons. It is not better, then, to directly say that “A special meeting can be convened, following the procedure described in paragraph (1)”.</p>	<p>”The President shall ‘<i>call special meetings of the Governing Board, if necessary</i>’ is a reference to the Const. Art. 9 (1). By saying that ”Such meeting shall follow the convening procedures in paragraph (1)”, it is clear that if the President is unable or unwilling to call a special meeting, it shall be convened by a Vice-President or other persons. We believe it is not necessary to specify this.</p>
<p>Bishop Nick Baines: 2 (3) : “The meetings should normally take place on weekdays, but <i>may also take place on Saturdays</i>.” I am not sure if it is just the English, but “if possible” sounds like we should make every effort to do them on Saturdays. So, this is not clear.</p>	<p>This was included in the Standing Orders at the beginning of the last term of the Governing Board. The rationale was that members of the Governing Board who are not employed by their church, but take on the responsibility on a voluntary basis, should not have to spend more of their vacation time than necessary for attending meetings of the Governing Board. We agree that the language is not clear enough, so we have proposed a new formulation: ”The meetings should, if possible, include the Saturday.” It is correct that the meaning is that the GB should make every effort to do them on Saturdays.</p>
<p>Petr Kratochvíl: 2 (3) If the invitation (which will also specify the time of the meeting) is sent only seven days before the meeting, this may complicate the logistical aspects (more expensive air tickets which can be bought only when the time of the meeting is known).</p>	<p>The seven-day requirement is part of the Constitution and can therefore not be changed. It must be understood as a minimum-requirement. The preceding paragraph, 2 (2) specifies that the GB should normally decide on a meeting plan specifying the date(s), place and expected durations at least three months before. This makes it possible to avoid any complications of the logistical aspects of the meeting.</p>
<p>Aleksandra Pistalo: 3 (1). “The request must be acceded to if it has the support of at least</p>	<p>A member of the Governing Board would write an email to all the member of the Governing Board requesting the President to put item(s) on the agenda</p>

<p>three (3) members of the Governing Board.” How exactly will this work in practice? When would the support be given? And why support of at least 3 members?</p>	<p>and asking for secondment from the other members of the GB. If 2 other members second the request, the President or the person convening the GB must put it on the agenda. We clarify that it has to be three persons altogether. Why 3? Because you have to have a number. The number should not be too low or too high. One member alone should not be able to put items on the agenda if he or she has no support from the others. At the same time, if at least 3 members want to put an item on the agenda, the majority of the members should not be able to stop them from discussing the agenda item, even though the majority can vote against the proposal.</p>
<p>Aleksandra Pistalo: 3 (3) Instead of “must” in current version SO, now we have “shall normally contain”. Does this mean that some of the items are not so important or necessary? If so, which one? I found all of them important and, if I may say from my experience, very useful for the meetings and the work of the GB.</p>	<p>“Shall” and “must” has the same legal force, but “normally” ensures some flexibility, without signalling that some of the items are not so important or necessary. They are important and should be part of GB meetings, but it should be possible to make exceptions. For instance, the GB meeting just prior to the General Assembly would not necessarily need to receive the report of the Treasurer, if a meeting of the GB four months prior has finalised the proposals to the GA.</p>
<p>Petr Kratochvíl: 4 (1) The previous version stipulated that “more than half of the number of the members of the Governing Board or their elected proxies is present”. The proposal changes that to “<i>at least half of the members of the Governing Board, with a minimum of seven (7)</i>”. I don’t understand why to complicate the simple provision of the previous Orders with the number of seven?</p>	<p>The quote “<i>at least half of the members of the Governing Board, with a minimum of seven (7)</i>” is from the Constitution Art. 8 (13), and can therefore not be changed. The reason why there is a minimum of 7, is the fact that the GA can chose to elect a GB consisting of a minimum of 10 members (Const. Art. 8 (1)). In such a case, it was considered that 5 members was too few people to make up a quorum for the GB. As the current GB is 20 members, at least half will be 10. It is therefore a fallback provision, that does not apply for the current term of office.</p>
<p>Anne Burghardt: § 5 (2) which is not in itself an amendment: according to my impression, the proxies (at least Tuomo Mäkela who was elected to be my proxy) haven’t been included in the mailings to the Governing Board. It would be good if the mailing list included them as well.</p>	<p>We refer this comment to the Secretary of the Governing Board.</p>
<p>Petr Kratochvíl: 6 (1) There are two new bodies compared with the previous order. While this probably makes sense, an accompanying explanatory note why this change was introduced would be beneficial if we want to make a qualified decision.</p>	<p>The two bodies referred to, the Assembly Planning Committee and the Assembly Nominations Panel, are not actually new. Currently, they are covered in Article 5 Organisation of the General Assembly of the Standing Orders. As they too are bodies of the Governing Board, we thought it would be better to group them together in the same paragraph in the revised version.</p>

<p>Bishop Nick Baines: 6 (4) : Is there a rationale for reserving two places for the Orthodox Member Churches?</p>	<p>Yes, there is a rationale. At the Budapest Assembly, the Orthodox Churches made a point that, as national Churches and majority Churches in at least one country, they represent a vast number of Christians each, without however being many in number. Protestant Churches, on the contrary, tend to split and form new churches all the time, so the same number of Christians is represented by far more individual churches. Therefore, Orthodox Churches are a minority within CEC in terms of Churches, but not in terms of the people they represent. The Budapest Assembly therefore followed their request to integrate a quota for Orthodox representation. The Const. Art. 8 (1) makes it clear that the Governing Board shall consist of at least 25 percent members from Orthodox Churches (Eastern and Oriental). While this quota technically only applies to the Governing Board, it was concluded at the in Budapest Assembly that this should be applied accordingly to other bodies in accordance with the Standing Orders. In a committee of 5 members, 'at least 25 percent' equals 2 members.</p>
<p>Petr Kratochvíl: 6 (4) Speaking about the Nominations Committee, the article says that “at least two (2) of the members shall come from Orthodox Member Churches”, but does not mention any other denominational families. While this may be a sensitive issue, I do not understand why other families are not discussed here too.</p>	<p>See the previous response. In addition, please note that Standing Orders § 18 now (7) proposed new (8) makes it clear that ”the Governing Board shall ensure a reasonable geographical and confessional balance...” This also applies to the bodies of the Governing Board.</p>
<p>Anne Burghardt: § 6 (7): What is the rationale behind the proposal “<i>The Assembly Planning Committee shall consist of a member of the Governing Board as <u>Chair</u></i>”, i.e. why does the Chair need to be a member of the Governing Board (it surely makes sense if one of the Governing Board members was part of the Assembly Planning Committee but it seems too restrictive to prescribe that the person necessarily needs to be a Chair)?</p>	<p>The APC has an important role in implementing the Governing Boards directions concerning the General Assembly. There must be, therefore, a permanent and close exchange between it and the Governing Board. As the Chair of the APC conducts its business between the meetings, he or she has a crucial role in ensuring smooth operations during the entire preparation period, requiring close contact with the Presidency, which, in turn, conducts the business of the Governing Board between its meetings. While it would theoretically be possible to task a non-GB-member with this, it is not advisable and would not only require that the person would be briefed about all prior discussions within the Governing Board leading up to his or her appointment, but also require that person to take part in all GB meetings during the preparation period, which would – among other difficulties – incur additional costs. Also, during the preparation period, a lot of issues discussed within the Governing Board somehow relate to the Assembly, so that it would</p>

	<p>not be feasible to just invite him or her to a single agenda item “General Assembly”. Furthermore, while the Governing Board appoints the other members of the APC, they do not necessarily need to be Governing Board members themselves, as it might be wished for to include a variety of competences not represented on the current Board. Summing up, choosing the Chair of the APC from the ranks of the GB-members is the best possible way of ensuring the preparations are done in line with the GB’s decisions and general wishes.</p>
<p>Aleksandra Pistalo: 6 (10) ”The Governing Board can appint non-Governing Board members to serv on its bodies, with the exception of the bodies mentioned in paragraph 2, 3 and 5.” I would appreciate here an explanatory note to this point. In which situation would this be used and for what purpose?</p>	<p>There was a mistake in the reference here. This provision should have referred to paragraph 3 (Presidency), 4 (Nominations Committee) and 6 (Personnel Committee). Generally, the Governing Board might want to appoint other people than members of the Governing Board in order to bring expert advise into the committees and bodies. For instance, some outside financial expertise might be good to have in the Budget Committee, expertise with planning assemblies might be good to have in the General Assembly Planning Committee, etc.</p>
<p>Bishop Nick Baines: 9 (1) b) : Is ‘Europe’ understood geographically or politically?</p>	<p>This is part of the CEC Constitution and cannot be changed. ‘Europe’ is not defined in the Constitution, and should probably not be defined in other legal texts either, as some of the possible definitions might be ambiguous. In general, it should be understood that ‘Europe’ at least covers the geographical area of the Council of Europe. It will be up to the Governing Board to interpret it according to its own standards for every individual applications. For example, a church applying from Belarus would probably make sense to admit, even though it is not part of the Council of Europe.</p>
<p>Bishop Nick Baines: 9 (1) c) : Is it possible to be a church that does not have legal personality in its own country?</p>	<p>Yes. The United Methodist Church – Nordic & Baltic Area, one of our Member Churches, is, for instance, a de facto association without legal personality. Also, Turkey still refuses to grant legal personality to the Ecumenical Patriarchate at its see.</p>
<p>Bishop Nick Baines: 9 (5) : What constitutes “persistently and seriously fails to comply with its obligations as a Member”? Does this include non-payment of financial subscriptions?</p>	<p>’Persistently and seriously fails to comply with its obligations as a Member’ is a term in the Const. Art. 4 (4). This does indeed include non-payment of financial subscriptions. The Const. Art. 4 contains detailed provisions for the procedures of suspending membership rights and even the possibility of exclusion (Art. 4 (5)). In the end, it is always primarily a political decision to make or not to make use of the provision.</p>

<p>Anne Burghardt: § 11 <i>“Preparation of the General Assembly”</i>: Board shall in particular appoint an Assembly Coordinator, either from the existing staff, as a temporary position on the staff, or as a volunteer: having been part of the Assembly preparation process at the Lutheran World Federation, I’m not sure if it is a good idea to open a possibility of a voluntary coordination for such an important event.</p>	<p>We have deleted the possibility of such a voluntary contribution.</p>
<p>Bishop Nick Baines: 11 Do the Standing Orders need to make reference to communication with those nominated to chair working groups at the Assembly? In 2018 this made the work significantly more difficult and meant that the Assembly did not get the best out of its people or working groups.</p>	<p>We have formulated a new provision in 11 (6) to ensure that there are better communication with those who are asked to chair the committees of the General Assembly. It is a bit difficult to be too concrete, though, as it is the Governing Board’s Nominations Panel who makes a proposal to the General Assembly’s Nominations Committee, who then makes their proposal to the General Assembly. Both the General Assembly’s Nominations Committee and the General Assembly itself can chose not to propose or appoint the persons who have been asked to chair the committees. The proposed new provision does underline the importance of briefing the committees.</p>
<p>Bishop Nick Baines: 13 (1) : Could it say “Normally once a month, but not less than six times a year”?</p>	<p>There are different answers in the consultation from GB members and from staff. We would therefore suggest to go with Bishop Nick’s proposal of “Normally once a month, but not less than six times a year”.</p>
<p>Petr Kratochvíl: 13 (1) I am in favour of monthly meetings of the Collegium, in line with the practice of other similar organizations, as for an effective administration, a monthly meetings seems to be a minimum.</p>	
<p>Bishop Nick Baines: 14 (3) : I am not sure what a “natural” person is!</p>	<p>In law, ”person” is a wide concept, and legal texts need to specify if they apply to either ”natural persons” (individual human beings) or to ”legal persons” (corporations, associations, churches etc.) or to both. This is common legal usage and also reflected in the CEC Constitution and other legal texts of the Conference.</p>
<p>Petr Kratochvíl: § 15, 16, and 17 These are entirely new paragraphs of appointing and dismissing the General Secretary and the Staff of the Secretariat. I wonder why these have been introduced. Is there any reason for this, perhaps in the experience with the previous working of the Secretariat? Again, an</p>	<p>§ 15 elaborates what is regulated in the Constitution Art. 11 (4), clarifying the responsibility of the Governing Board in these matters. Regarding § 16 and 17, the Const. Art. 11 (2) says that the GS shall have the powers of ”hiring and dismissing the staff of the Secretariat, according to the procedure laid down in the Standing Orders of the Conference”. This is a new provision. Therefore we need to lay down procedures for this in the Standing</p>

explanatory note would be really useful here.	Orders.
Bishop Nick Baines: 15 (1) : Is it legal in Belgium to dismiss someone immediately without need for justification? And, if legal, is it moral?	Under Belgian law (like in most other European countries) positions of management have a special status, i.e. are exempt from ordinary labour law. They are usually not based on an employment contract, but rather on a so called "Service Agreement". Such a service agreement can be for a limited time and foresee special provisions for dismissal, including the one used. The formulation you refer to was written by the Belgian Law Firm KOAN and is part of the CEC Constitution. It is legal in Belgium. It says that the GB will not legally have to justify its decision, but the GB can justify its decision if it would like to.
Bishop Nick Baines: 16 (2) c. : Should this specify "after consultation with the Chair of the Personnel Committee and within the agreed budget"?	We assume that the General Secretary would not exceed the approved budget. That being said, your proposal is a good clarification. We propose to use the term "approved budget" rather than "agreed budget", as the "approved budget" is a term used in the CEC Constitution.
Bishop Nick Baines: 17 (1) : 1. I am not sure what constitutes a "conductive cooperation". How would this be defined in a court of law or an employment tribunal? 2. Further to this, should this Standing Order specify how many members of the Governing Board should sit as an "internal appeal tribunal" – or does it really mean the entire Board?	1. "Conductive cooperation" is a translation from the French "le lien de confiance" or the German "gesehliche Zusammenarbeit", which are indeed technical terms of labour law. If this is no longer the case, Belgian law speaks of "une rupture du lien de confiance", which occurs when there is no longer a basis for trustful cooperation. It usually requires gross misconduct on the side of the employee and gives legal justification for a termination of a labour contract. In case of a process in front of a labour tribunal, judges have a catalogue of criteria which determine "conductive cooperation" or the lack thereof. 2. It does really mean the entire Board. It was part of the decision on the Constitution of the Budapest Assembly. At a previous time, we received the question of whether this was possible under Belgian law, due to the number of members. We therefore consulted the KOAN Law Firm, who confirmed that it is indeed possible.
Bishop Nick Baines: 18 (3) : Should it say "permanent working groups will <i>normally</i> be the most appropriate instrument"? And "For other purposes, ad hoc groups <i>maybe</i> set up"?	Yes, that is better. We have followed your proposal.
Petr Kratochvíl: 18 (5) I don't see why this has to be done exclusively following a	We have deleted the words "on the proposal of the Collegium".

proposal of the Collegium. I suggest either deleting the words “on the proposal of the Collegium” or replacing it with “The decision by the Governing Board can be preceded by a proposal of the Collegium”.	
Petr Kratochvíl: 18 (7) I have no idea what “a reasonable cultural balance” is and I am sure this is not a legal term. Perhaps we should delete it entirely?	This was part of the previous provision as well, but we agree it is a term that is not very easy to define. We propose to delete “cultural” and insert “minority and majority churches” to try to cover some of what might have been the intention of the term “cultural balance”.
Bishop Nick Baines: 19 (1) : The Conference cannot “make a Christian voice be heard in Europe”, but it can “enable a Christian voice to be heard in Europe”.	The expression to “make your voice heard” is a common way of referring to In Brussels, the expression to “make your voice heard” is a common way of referring to advocacy work vis-à-vis the EU. In more general terms, we know it an idiom meaning that someone expresses their “feelings, opinions, etc. in a way that makes people notice and consider them”. In light of this, we would suggest to keep it as it is, unless there is a linguistic reason that we are not aware of and did not understand well in your comment.
Bishop Nick Baines: 19 (4) : The “way of publication” should be “the means/medium of communication”.	Yes, that is better. We have followed your proposal.
Bishop Nick Baines: 19 (5) : “freely spread and elaborate on strategic decisions already taken...” might better be termed “freely explicate, expand and elaborate”. “Generally, he or she shall have a wide margin of appreciation on how to perform these tasks best, including giving impulses himself” reads very strangely. Can I suggest: “Normally, he or she shall have broad discretion in judging how this might best be done, including where it is appropriate or expedient to take the initiative.”	Yes, that is better. We have followed your proposal.
Bishop Nick Baines: 19 (7) : “enhance the public reception <i>and understanding</i> of this work”?	Yes, that is better. We have followed your proposal.
Bishop Nick Baines: 20 : Does reference need to be made to obligations (not least financial) being clear in such partnership agreements?	Yes, we have made a small change to clarify that details of the financial obligations, if any, must be included.
Anne Burghardt:	The four official languages of the Conference are regulated in detail in the

<p>§ 21: just a question of clarification: is there a special reason why the four official languages of the Governing Board are not anymore mentioned in Special Provisions?</p>	<p>Const. Art. 16. We have now included something about the languages of the GB as well.</p>
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