

Diocesan Building Commission By-Laws

These by-laws enacted and promulgated by Most Reverend Robert J. McManus, Bishop of Worcester (“Bishop”) shall govern the operation of the Diocesan Building Commission (“DBC”) and the process for the proposal, review, approval and oversight of projects for the construction, renovation, repair and restoration of diocesan and parish properties and the maintenance thereof.

1. Diocesan Building Commission

The DBC is an advisory group of volunteer pastors and professionals who assist and advise the Bishop, Pastors, Department Heads and Diocesan Facilities Director in regard to diocesan and parish properties.

2. Responsibilities

The DBC shall:

- a) serve as a resource for the Bishop, Pastors, Department Heads and Diocesan Facilities Director to provide competent, technical advice for the safe, efficient and effective use and preservation of diocesan and parish properties,
- b) review and make recommendations to the Bishop on proposals for the construction, renovation, repair, and restoration of diocesan and parish properties,
- c) review and make recommendations to the Bishop and Diocesan Facilities Director on efforts for the ongoing oversight, maintenance and preservation of diocesan and parish properties,
- d) make, on its own initiative, recommendations to the Bishop with regards to diocesan and parish properties, and
- e) provide such other advice and recommendations on matters put to it by the Bishop.

3. Members

The DBC should consist of not fewer than seven, nor more than nine, members. To the extent possible, the composition of the DBC should include professionals with competence in architecture, construction, structural engineering, mechanical engineering and the requirements of building codes and other laws and regulations applicable to the construction and operation of real property. In addition to any ex-officio members, at least two members of the DBC should be pastors known for their expertise and experience in property maintenance or construction. One member of the Diocesan Finance Committee shall serve on the Diocesan Building Commission. The Vicar General of the diocese shall serve as an ex-officio member of the DBC. The Director of the Diocesan Office for Divine Worship shall also serve as an ex-officio member of the DBC. All other members shall be appointed by the Bishop. The Diocesan Facilities Director shall serve as a non-voting staff member to the DBC. Alternative members may be appointed by the Bishop for the review of a particular proposal for which a DBC member may have to recuse himself because of a conflict of interest. Such alternative member should reflect the area of competence

of the recused member. The Bishop shall each September name a Chairman who shall preside at DBC meetings.

4. Term

Members of the DBC should serve for terms of 3 years which term(s) may be renewed by the Bishop.

5. Conflict of Interest

Members of the DBC should comply with the Conflict of Interest Policy of the Diocese from time to time in effect. A DBC member may not participate in the review, voting or recommendation of the DBC for any proposal for which that member, or a relative or business associate of that member, or the firm with which he or his relative or business associate is affiliated, is retained by the diocese or a parish to provide professional advice or services. However, members with such conflicts may appear before the DBC to present such proposals for which they have been retained to provide professional advice or services but they must depart the meeting after the presentation and before and DBC deliberation. Pastors on the DBC may not participate in the review, voting, or recommendation by the DBC for any proposal involving his parish but may appear before the DBC to present proposals for which they have been retained to provide professional advice or services but they must depart the meeting after the presentation and before and DBC deliberation. When any member recuses himself, he should give a seven day advance notice to the Diocesan Facilities Director. The Bishop shall endeavor to appoint an alternate member to the DBC to provide the area of competence represented by the recused member.

6. Meetings

The DBC shall meet, as needed, monthly from September to June on the first Tuesday at the Chancery at 10 am and/or at such other times as circumstances may require. Notice of meetings or changes in the date, time or place of a meeting shall be given by the Vicar General or his designee by mail or email or, in the case of special meetings, by mail, email or telephone.

7. Action by the DBC

Meetings of the DBC shall require a quorum which shall consist of a majority of the voting members then on the DBC. Action of the DBC shall require a majority of those present at a meeting. Meeting presence may include those present by telephone conference call or other similar live electronic and interactive audio presence.

8. Minutes

Minutes of the meetings of the DBC shall be taken by the person designated by the Chairman of the DBC and shall be distributed to the members for review and approval at, or before, the next meeting. The portion of the draft minutes dealing with a parish that made an appearance at the DBC's previous meeting shall also be sent to the pastor of that parish for comment. The portion of the approved minutes shall also be sent to that pastor. The minutes shall be maintained by the

Chancellor of the Diocese with copies with the Diocesan Facilities Director and the Vicar General.

9. Process for the Review of Proposals

a) Jurisdiction. These by-laws govern all projects for the construction, renovation, repair and restoration of parish and diocesan properties whose costs (construction costs, soft costs and contingencies) equal or exceed \$10,000 (“Proposals”). Proposals may not be segmented or divided into parts or over time to avoid this threshold. Even if a Proposal exceeds \$10,000, the Diocesan Facilities Director may determine that a meeting with the DBC is not necessary if, in his opinion, the matter is straight forward and his review alone will be sufficient for a recommendation to the Bishop for approval of the Proposal. Projects whose costs are less than \$10,000 may be handled at the parish or departmental level without review by the Diocesan Facilities Director or the DBC.

b) Process. All Proposals must follow and document progression through the following steps:

- i. local (parish or departmental) preliminary review and recommendation;
- ii. Bishop’s conceptual approval;
- iii. DBC review and recommendation
- iv. Bishop’s formal approval or denial
- v. Review and signing of Construction Documents/Confirmation of Proper Insurance/Permits
- vi. Construction & Budget Monitoring, Review/Approval of Contractor Payment Requisitions and Change Orders
- vii. Post Construction Review of Project/Budget and Contractor Performance (the applicability of this review will depend upon the discretion of the Bishop/DBC based upon the size, complexity, or circumstances of the project. The Pastor or Department Head can also request this review.

c) Local. A pastor¹ working with his staff, Finance Council and Parish Council determines the need, support and financial resources for the Proposal and develops preliminary plans, budgets and payment plans for it. This determination shall consider the state of parish finances, other needs of the parish and its buildings and grounds, possibilities for collaboration with neighboring parish and the prospects for Pastoral Planning that may impact upon the future of the parish. Depending upon the size and complexity of the Proposal, appropriate professionals, e.g. architects, engineers, lawyers and contractors may be necessary to develop preliminary plans. The determination of the need as well as the plans, budget and payment plan must be published in the parish bulletin, discussed with the Parish Council and the Parish Finance Council. Depending upon the size and complexity of the Proposal, a parish meeting might be held before

the Parish Finance Council's consideration which must be done at an open and advertised meeting.

d) Bishop's Conceptual Approval. Once the local review and approval has been completed, the Pastor must meet with the Bishop, or his designee, to discuss the Proposal and request his conceptual approval to proceed with review by the DBC.

e) DBC Review and Recommendation. Once the Bishop has given his conceptual approval of the Proposal, the Pastor shall contact the Diocesan Facilities Director to discuss the Proposal and to begin the process of providing more detailed plans, budgets and the selection of contractors for the Director's review and/or that of the DBC. Depending on the project's complexity, the DBC may review a project and make interim recommendations a number of times as specifications, plans, or budgets are refined over time. As to the principles governing the selection of contractors and construction methods, see Section 9 (j) below. The details and levels of the plans for review will be determined by the Diocesan Facilities Director in accordance with the size, nature and complexity of the Proposal. When those plans and budgets are prepared, the Pastor shall submit them to the Diocesan Facilities Director along with the information on the DBC's Proposal Application Form and a meeting shall be scheduled at which the Pastor, parish representatives, contractors and, as appropriate, consultants should appear. The DBC shall allow the pastor and his representatives to make their presentation of the Proposal after which the DBC may pose questions, offer insights and make suggestions about the Proposal. After the presentation, the DBC will discuss the Proposal among itself and make its recommendation to the Bishop. If follow-up is needed before the DBC is ready to make its recommendation, the DBC's consideration can be continued to the next meeting of the DBC when the information is available at which time the DBC will vote on a recommendation to the Bishop, or the DBC can make a recommendation to the Bishop conditioned on appropriate follow up by the Pastor and his representatives with the Diocesan Facilities Director. In its recommendation to the Bishop, the DBC may vote to recommend, not recommend or recommend with conditions. The recommendation of the DBC shall be communicated to the pastor by the Vicar General or his designee.

f) Bishop's Formal Approval. After receipt and review of the DBC's final recommendation, the Bishop will approve (including conditions he may deem appropriate) or deny the Proposal. He will communicate his decision to the Pastor, DBC and Diocesan Facilities Director in writing. If the Proposal involves a request for a loan from the Diocesan Expansion Fund ("DEF"), the Bishop's decision will await the recommendation of the DEF.

g) Review and signing of Construction Documents/Confirmation of Proper Insurance/Permits. If the Bishop approves the Proposal, the Pastor shall work with the Diocesan Facilities Director and, if appropriate, the Diocesan attorney, in the drafting, review and approval of Construction Documents and of acceptable insurance certificates, permit documentation, and, if applicable, any performance bond. All contracts of \$10,000 or more must be signed by the Bishop.

h) Construction & Budget Monitoring, Review/Approval of Contractor Payment Requisitions. After the signing of Construction Documents and receipt of insurance certificates, the Diocesan Facilities Director shall work with the pastor or the pastor's professional representatives and

contractors to monitor construction and budgeting for the project and review and approve contractor payment requisitions. The Diocesan Facilities Director shall update the DBC at its meetings on the progress of the project. The Diocesan Facilities Director must be consulted with regard to any changes in the project or its budget and to release any holdbacks or performance bonds or waiver of liens.

i) Post Construction Review of Project/Budget and Contractor Performance. Upon completion of the project, the DBC shall, at the Bishop's or its discretion or at the Pastor/Department Head's request, review the project, budget and contractor/professional performance with the pastor in order to update the Diocesan list of approved contractors and professionals and to provide a record of useful experience to other pastors.

j) Principles Governing the Selection of Contractors/Professionals and Construction Methods. The following principles shall govern the selection of Contractors/Professionals and Construction methods.

- i. While the Diocese maintains a list of approved contractors, architects, engineers and other professionals, pastors may select qualified professions not presently on the Diocesan list.
- ii. The qualification of contractors, architects, engineers and other professionals is determined by the Diocesan Facilities Director based upon their resume, references, licenses and insurance. The Diocesan Facilities Director's denial of the qualification may be appealed to the DBC and if the denial is upheld, to the Bishop.
- iii. The Diocesan Facilities Director may suggest names of contractors, architects, engineers and other professionals but the pastor is free to include or not include those suggestions in his bidding/selection along with qualified contractors identified by the pastor.
- iv. The ultimate choice among qualified contractors, architects, engineers and professionals will be the pastor's decision with the Bishop's approval. If the pastor elects to proceed with one who is not the low bidder he shall justify his reasons in writing to the Bishop.
- v. The pastor can recommend for the Bishop's approval whether the project is undertaken through: competitive bids, Construction Management, or a Design Build Contract
- vi. All contracts for construction and professional services of \$10,000 or more must be solicited through at least three competitive bids. Such bids must be sealed and submitted to the Vicar General who will open them, together with the pastor or Department Head for the proposal if so requested.

10. Emergencies

Notwithstanding the above, if, in the opinion of the Bishop, Vicar General, or Diocesan Facilities Director, an emergency situation with regard to a Diocesan or parish building requires immediate attention, the Diocesan Facilities Director in communication with the Bishop may take all appropriate steps to address the emergency.

11. Description of Terms

a) Competitive Bids - the traditional process for awarding contracts through which a request for proposals (RFP) is developed, sent to interested contractors and based upon review of the received bids, a contract is awarded. On simple projects the RFP is developed by the parish in conjunction with the Diocesan Facilities Director. On more complex projects involving construction or renovations, the process begins with the selection of an architect who works for the parish and guides it through the Design Process, including estimates of construction costs, (see below) to the RFP and the selection of a contractor. The Architect oversees the construction process and certifies completed work for payments.

b) Construction Management - a process that might be considered for larger construction and renovation projects and also for projects with very tight financial and/or time constraints. In construction management a contractor, as well as an architect are retained by the parish during the Design Process. The construction manager provides technical and cost advice at an earlier stage and throughout construction and may or may not be the same contractor who actually does the project. If the Construction Manager and the Contractor are the same, a guaranteed maximum price for the project may be able to be identified in the Design Process as opposed to waiting until the awarding of Bids in the competitive Bidding process outlined above. In Construction Management the Architect represents the parish and oversees the construction process and payment.

c) Design - Build - a process for larger construction and renovation projects where a single firm does both the design and construction which processes overlap. This method is often used for the furnishing and installation of utility work (plumbing, HVAC, fire protection and electrical). It can be used for portions of projects in competitive bid or construction management scenarios. In theory the collaboration of designers, the contractor and subs before the design is complete saves time and money. There is usually a fixed price for design services and construction costs. There is no independent architect overseeing the construction and payment process.

d) Emergency - a situation which, in the opinion of the Diocesan Facilities Director or the Bishop, requires immediate action to eliminate a threat to human life or property, such that the requirements of these by-laws need not be followed in whole or in part (as determined by the Diocesan Facilities Director or the Bishop). If the Diocesan Facilities Director, the Bishop or Vicar General cannot be reached, and the pastor determines there is an imminent threat to human health or substantial threat to property, the pastor may act without regard to the provisions of these by-laws that would hinder him from immediately acting to stabilize the situation.

e) Design Process – the steps through which a project progresses from an initial concept to detailed construction documents (preliminary design, schematic design, design development to contract documents which form the basis of an RFP).

¹Also read Department Head, *mutatis mutandis*