

MINUTES
UNITED CHURCH OF CHRIST BOARD
OCTOBER 25-27, 2019
CROWNE PLAZA HOTEL
CLEVELAND, OHIO

Members Present: Yvette Wynn, Chair, Cameron Barr, Vice-Chair, Faufau Alaelua, Kearstin Bailey, Traci Blackmon, Brian Bodager, Emma Brewer-Wallin, Charles Buck, Carlyne Call, Rachel Chapman, Eleanore Chong, Michael Cich-Jones, John Dorhauer, Shernell Edney-Stilley, Derrick Elliott, Thaddaeus Elliott, Gabriela Everett, John Folk, Julia Gaughan, Darrell Goodwin, Kevin Graham, Carla Gregg-Kearns, Tim Hachfeld, Richard Harter, Eric Jackson, Penny Lowes, Yesenia Menendez-Sanchez, Gloria-Ann Muraki, David Nelson, Shari Prestemon, Michael Readinger, Inez Reid, Franz Rigert, Bob Sandman, D'Angelo Smith, Kylie Steever, Paul S. Tch , Karen Georgia Thompson, John Vertigan, Harriet Ward, Diane Weible, Marsha Williams, Bill Worley, Jeanette Zaragoza De Leon, Lewis Zeidner

Members Excused: Deborah Blood, Hannah Cranbury, Alice Hunt, James Maki

Member Absent: Dennis Coy

Non-Director Committee Members Present with Special Expertise: Lawrence Bashe

Staff Present and Others Present making presentations to the Board of Directors: Cindy Bailie, Wayne Cherry, Donyale Copeland, Cynthia Gaffney, Nick Katzakis, Heather Kimmel, Cheryl Williams

Guest of the United Church of Christ Board: Quanita Roberson

FRIDAY, OCTOBER 25, 2019

FIRST BUSINESS SESSION

APPROVAL OF AGENDA

It was VOTED:
UCCB-19-10-01 to approve the Agenda.

APPROVAL OF CONSENT AGENDA

It was VOTED:

- UCCB-19-10-02** to approve Consent Agenda Items UCCB-19-10-02a-g which includes the following items of business:
- UCCB-19-10-02a:** grant voice without vote to the following staff and others making presentation to the Board of Directors: Wayne Cherry, Donyale Copeland, Cynthia Gaffney, Nick Katzakis, Heather Kimmel, Cheryl Williams
- UCCB-19-10-02b:** grant voice without vote to Non-Director Committee Members with Special Expertise: Lawrence Bashe
- UCCB-19-10-02c:** to adopt the Finance and Budget Committee’s recommendation that the United Church of Christ Board approve that the Clergy Housing Allowance under Section 107 of the Internal Revenue Code and the regulations promulgated thereunder (“Section 107”) during calendar year 2020 for each ordained minister in good standing with his or her respective denomination and any other “Minister of the gospel” within the meaning of Section 107, who is in the employ of a Covenanted Ministry of the United Church of Christ), shall be a sum equal to such employee’s good faith estimate of the amount which will be excludible under Section 107 with respect to the providing of a home by such employee for such year; however, unless and until such employee shall provide in writing the estimate described above, the amount of said Clergy Housing Allowance for such employee shall be a sum equal to one third of such employee’s gross salary compensation.
- UCCB-19-10-02d:** to adopt the Governance Committee’s recommendation that the United Church of Christ Board elects Libby Tigner as Chair of the Credentials Committee of the General Synod of the United Church of Christ for a term of two years, concluding with the current biennium and Libby Tigner’s term as a member of the Credentials Committee.
- UCCB-19-10-02e:** to adopt the Governance Committee’s recommendation that the United Church of Christ Board adopts the distribution for conference delegates to the Thirty-third General Synod, totaling 679.
- UCCB-19-10-02f:** to adopt the Governance Committee’s recommendation that the United Church of Christ Board adopts the recommended amendments to the United Church of Christ Board Standing Rule #8.

UCCB-19-10-02g: to receive the reports from the following task forces and committees: Church Building & Loan Fund Ad Hoc Committee, Council of Conference Ministers Task Force, Financial Health in Ministry Task Force, Personnel Committee, Southern Conference Task Force and the UCCB Evaluation Committee.

APPROVAL OF MINUTES OF THE JUNE 2019 UCCB MEETING

It was VOTED:

UCCB-19-10-03 to approve the minutes of the June 2019 UCCB Meeting.

APPROVAL OF MINUTES OF THE 32ND GENERAL SYNOD

It was VOTED:

UCCB-19-10-04 to approve the minutes of the 32nd General Synod.

The United Church of Church of Christ Board participated in a retreat facilitated by Quanita Roberson.

SATURDAY, OCTOBER 26, 2019

SECOND BUSINESS SESSION

Opening Remarks by Yvette Wynn, Chair and Cameron Barr, Vice-Chair

Yvette Wynn, Chair and Cameron Barr, Vice-Chair extended a welcome to new and returning Board members.

Report of General Minister and President

Conversation with John Dorhauer on reshaping the landscape of the UCC.

Local Church Resource Link provided during presentation:

<http://wstandardbd4661.directoryup.com/>

GOVERNANCE COMMITTEE REPORT

By Carla Gregg-Kearns

The Governance Committee recommends that the United Church of Christ Board, acting as General Synod ad interim, to elect Faufau Alaelua, as nominated by the General Synod Nominating Committee, to the 2025 class of the United Church of Christ Board.

It was VOTED:

UCCB-19-10-05 Acting as General Synod ad interim, to elect Faufau Alaelua, as nominated by the General Synod Nominating Committee, to the 2025 class of the United Church of Christ Board.

AUDIT COMMITTEE REPORT

By Inez Reid

Oral report regarding conflict of interest report, audit, and combined financial report.

FINANCE & BUDGET COMMITTEE REPORT

By Cameron Barr

The Finance and Budget Committee recommends that the United Church of Christ Board approve the National Basic Support allocation base of \$5,126,202 for 2020 and the funding to the Office of the General Minister & President, the Covenanted Ministries and the Pension Boards allocation as follows: Office of the General Minister and President (OGMP) \$3,345,621 or 65.25%, Justice and Witness Ministries (JWM) \$863,511 or 16.85%, Local Church Ministries (LCM) \$186,000 or 3.63%, Wider Church Ministries (WCM) \$435,000 or 8.49% and The Pension Board \$296,080 or 5.78%.

It was VOTED:

UCCB-19-10-06 The United Church of Christ Board approves the National Basic Support allocation base of \$5,126,202 for 2020 and the funding to the Office of the General Minister & President, the Covenanted Ministries and the Pension Boards allocation as follows: Office of the General Minister and President (OGMP) \$3,345,621 or 65.25%, Justice and Witness Ministries (JWM) \$863,511 or 16.85%, Local Church Ministries (LCM) \$186,000 or 3.63%, Wider Church Ministries (WCM) \$435,000 or 8.49% and The Pension Board \$296,080 or 5.78%.

The Finance and Budget Committee recommends that the United Church of Christ Board approves the proposed 2020 Combined Unrestricted Funds Budget with a total of \$19,278,894 in Revenues and \$19,278,894 in Expenses for the Office of the General Minister and President (OGMP), Justice and Witness Ministries (JWM), Local Church Ministries (LCM), and Wider Church Ministries (WCM).

It was VOTED:

UCCB-19-10-07 The United Church of Christ Board approves the proposed 2020 Combined Unrestricted Funds Budget with a total of \$19,278,894 in Revenues and \$19,278,894 in Expenses for the Office of the General

Minister and President (OGMP) , Justice and Witness Ministries (JWM),
Local Church Ministries (LCM), and Wider Church Ministries (WCM).

The Finance and Budget Committee recommends that the United Church of Christ Board authorizes the United Church Board for Ministerial Assistance, the charitable arm of the Pension Boards-United Church of Christ, to provide supplementation of small annuities, effective February 1, 2020 based on an income level of \$33,700 with three-fourths of that amount, \$25,275, as the level applicable in determining supplementation for a deceased member's surviving spouse/partner.

It was VOTED:

UCCB-19-10-08 The United Church of Christ Board authorizes the United Church Board for Ministerial Assistance, the charitable arm of the Pension Boards-United Church of Christ to provide supplementation of small annuities, effective February 1, 2020 based on an income level of \$33,700 with three-fourths of that amount, \$25,275, as the level applicable in determining supplementation for a deceased member's surviving spouse/partner.

GENERAL SYNOD PROGRAM & PLANNING REPORT

By Penny Lowes

Oral report regarding 2021 General Synod in Kansas City, MO.

EXECUTIVE COMMITTEE REPORT

By Yvette Wynn

The Executive Committee recommends that the United Church of Christ Board approve the resolution permitting the General Minister & President to delegate authority to enter into contracts.

It was VOTED:

UCCB-19-10-09 The United Church of Christ Board approves the resolution permitting the General Minister & President to delegate authority to enter into contracts.

Text of Resolution:

Whereas, pursuant to United Church of Christ Bylaws paragraph 217(d), the General Minister & President oversees the administration of the National Setting offices; and

Whereas, pursuant to the United Church of Christ Bylaws paragraph 217(d), the General Minister & President may from time to time delegate administrative responsibilities as the needs of the Church and good judgment dictate; and

Whereas, the General Minister & President, as President of the United Church of Christ Board corporation and of the Covenanted Ministries, is empowered under the Bylaws of the United Church of Christ Board corporation and the Covenanted Ministries¹ to sign all deeds, mortgages, bonds, agreements, notes, and other instruments requiring the President's signature; and

Whereas, the United Church of Christ Board as the board of directors for the United Church of Christ Board corporation and the Covenanted Ministries, is empowered to assign other such powers and duties to the President from time to time²; and

Whereas, the efficient administration of the National Setting occasionally requires the General Minister & President to delegate signing authority to additional individuals for contracts, agreements, and purchases entered into by the United Church of Christ Board and the Covenanted Ministries in the ordinary course of business; and

Whereas the delegation of such authority is expressly contemplated by the United Church of Christ Bylaws;

Therefore, be it resolved that the United Church of Christ Board, acting on behalf of the United Church of Christ Board and the Covenanted Ministries, assigns to the President the power to delegate signing authority for contracts, agreements, and purchases entered into by the United Church of Christ Board and the Covenanted Ministries to National Setting employees, pursuant to a written grant of authority by the President to such employee, consistent with the needs of the Church and good judgment.

n1: United Church of Christ Board corporation Bylaws Art. III(B)(3); Justice & Witness Ministries (a Covenanted Ministry of the United Church of Christ) Art. III(C)(2); Local Church Ministries (a Covenanted Ministry of the United Church of Christ) Bylaws Art. III(C)(2); Wider Church Ministries (a Covenanted Ministry of the United Church of Christ) Bylaws Art. III(C)(2).

n2: *Id.*

COUNCIL OF CONFERENCE MINISTERS UPDATE
By Shari Prestemon and Diane Weible

Oral report regarding orientation for new Conference Ministers and November meeting.
Link to video provided during the update: <https://youtu.be/yuLeSFzi-cg>

DISABILITIES MINISTRIES UPDATE

By Rachel Chapman

Oral report regarding UCCDM resources.

Q&A WITH COUNCIL FOR HEALTH AND HUMAN SERVICES MINISTRIES (CHHSM), THE PENSION BOARDS- UNITED CHURCH OF CHRIST, INC. (PENSION BOARDS) AND UNITED CHURCH FUNDS, INC. (UCF)

By Michael Readinger, Brian Bodager and Charles Buck

Oral reports regarding future challenges for CHHSM, Pension Boards, and UCF.

THIRD BUSINESS SESSION

GOVERNANCE COMMITTEE REPORT

By Carla Gregg-Kearns

The Governance Committee recommends approving the following people eligible for election to the Board of Trustees of The Pension Boards – United Church of Christ, Inc. when vacancies occur: Kenneth Makuakane, Charmaine Penn Johnson, and Scott G. Young.

It was VOTED:

UCCB-19-10-10 To approve the following people eligible for election to the Board of Trustees of The Pension Boards – United Church of Christ, Inc. when vacancies occur: Kenneth Makuakane, Charmaine Penn Johnson, and Scott G. Young.

The Governance Committee recommends electing the following people (new members) to the Office of Communication, Inc. Board, each for a term of three years commencing on the date of election and ending upon the election of a successor at the October 2022 meeting of the UCC Board: Lawrence T. Richardson and Jessie Palatucci.

It was VOTED:

UCCB-19-10-11 To elect the following people (new members) to the Office of Communication, Inc. Board, each for a term of three years commencing on the date of election and ending upon the election of a successor at the October 2022 meeting of the UCC Board: Lawrence T. Richardson and Jessie Palatucci.

The Governance Committee recommends designating the Special Committee on Development as

a Standing Committee of the United Church of Christ Board, and to authorize the Secretary of the United Church of Christ Board to amend the United Church of Christ Board Standing Rules to reflect this designation.

It was VOTED:

UCCB-19-10-12 To designate the Special Committee on Development as a Standing Committee of the United Church of Christ Board, and to authorize the Secretary of the United Church of Christ Board to amend the United Church of Christ Board Standing Rules to reflect this designation.

The Governance Committee recommends releasing or continue to hold as confidential the following Executive Session Minutes:

March 8 and 9, 2018 Executive Session Minutes—Hotel:

Release the minutes and hold the attachment confidential per the terms of agreement with a third party.

March 8, 2018 Executive Session Minutes—Legal:

Hold the minutes confidential and review in the future due to ongoing legal matters.

March 8, 2018 Executive Committee Executive Session Minutes:

Hold confidential permanently due to personnel issues.

June 2018 Special Meeting Executive Session Minutes:

Release the minutes.

October 19, 2018 2nd and 3rd Business Session Executive Session Minutes:

Hold confidential permanently due to personnel issues.

October 20, 2018 4th Business Session Executive Session Minutes:

Release the minutes.

October 20, 2018 5th Business Session Executive Session Minutes:

Hold confidential permanently per the terms of agreement with a third party.

It was VOTED:

UCCB-19-10-13 To release or continue to hold as confidential the following Executive Session Minutes as indicated below:

March 8 and 9, 2018 Executive Session Minutes—Hotel:

Release the minutes and hold the attachment confidential per the terms of agreement with a third party.

March 8, 2018 Executive Session Minutes—Legal:

Hold the minutes confidential and review in the future due to ongoing legal matters.

March 8, 2018 Executive Committee Executive Session Minutes:

Hold confidential permanently due to personnel issues.

June 2018 Special Meeting Executive Session Minutes:

Release the minutes.

October 19, 2018 2nd and 3rd Business Session Executive Session Minutes:

Hold confidential permanently due to personnel issues.

October 20, 2018 4th Business Session Executive Session Minutes:

Release the minutes.

October 20, 2018 5th Business Session Executive Session Minutes:

Hold confidential permanently per the terms of agreement with a third party.

EXECUTIVE SESSION: LITIGATION UPDATE AND EXECUTIVE SESSION MINUTE APPROVAL

It was VOTED:

UCCB-19-10-14 to move into Executive session.

EXECUTIVE SESSION

(See separate minutes)

A motion was made that the Board of Directors of the United Church of Christ return to Regular Session.

It was VOTED:

UCCB-19-10-15 to return to Regular session.

It was VOTED:

UCCB-19-10-16 to approve the Executive Session Minutes from June 20, 2019

**GENERATIVE CONVERSATION:
FUTURE UNITED CHURCH OF CHRIST BOARD MEETINGS**

The Board engaged in generative discussion of the form and shape of United Church of Christ Board meetings in the future, led by Yvette Wynn, Chair of the Board.

**GENERATIVE CONVERSATION:
EFFECTIVE ENGAGEMENT WITH ASSOCIATE GENERAL MINISTERS, COUNCIL FOR HEALTH AND HUMAN SERVICES MINISTRIES, THE PENSION BOARDS- UNITED CHURCH OF CHRIST, INC., AND UNITED CHURCH FUNDS, INC.**

The Board engaged in generative discussion regarding effective engagement of the Board with the Associate General Ministers, CHHSM, Pension Boards, and UCF.

FOURTH BUSINESS SESSION

INVESTMENT & ENDOWMENT COMMITTEE REPORT

By David Nelson

The Investment and Endowment Committee recommends approving the draw rate of 4.75% on the unrestricted investment portfolio of the based on the average balance of the preceding 20 quarters.

It was VOTED:

UCCB-19-10-17 To approve the draw rate of 4.75% on the unrestricted investment portfolio of the based on the average balance of the preceding 20 quarters.

GENERATIVE CONVERSATION: STRATEGIC PLANNING

The Board engaged in generative discussion of the Strategic Vision Report and strategic planning.

SUNDAY, OCTOBER 27, 2019

FIFTH BUSINESS SESSION

MINISTRY COMMITTEE REPORT

By Rachel Chapman on behalf of Emma Brewer-Wallin

The Governance Committee and the Ministry Committee recommend forming a joint subcommittee to hold conversations with stakeholders regarding the issues raised in Resolution 8 about the Exhibit Hall.

It was VOTED:

UCCB-19-10-18 To approve the Governance Committee and the Ministry Committee forming a joint subcommittee to hold conversations with stakeholders regarding the issues raised in Resolution 8 about the Exhibit Hall.

DEVELOPMENT COMMITTEE REPORT

By Michael Cich-Jones

Oral report relating to creating new giving avenues with storytelling.

MARKETING COMMITTEE REPORT

By Michael Cich-Jones

Oral report relating to collaboration with the Development Committee; update on UCC Everywhere.

It was VOTED:
UCCB-19-10-19 to move into Executive session.

EXECUTIVE SESSION

(See separate minutes)

A motion was made that the Board of Directors of the United Church of Christ return to Regular Session.

It was VOTED:
UCCB-19-10-20 to return to Regular session.

GMP EVALUATION COMMITTEE REPORT

By Cameron Barr

It was VOTED:
UCCB-19-10-21 to approve a \$20,000 increase in compensation for the General Minister and President and request that the Personnel Committee bring an executive compensation policy for review at the spring UCCB meeting.

EVALUATION OF MEETING

By Dick Harter

Meeting evaluation questionnaire in email. Electronic response requested by Wed., October 30, 2019.

Next meeting of the United Church of Christ Board is scheduled for March 26-28, 2020.

MOTION FOR ADJOURNMENT

It was VOTED:
UCCB-19-10-22 To adjourn.

Respectfully submitted,



Heather E. Kimmel
Secretary to the Board and General Counsel