

DATE: June 8, 2015

FROM: Elizabeth Walker, Chairperson, Governance Committee

RE: UCC Constitution and Bylaws Review Process and Overview of Proposed Revisions

UCC Constitution and Bylaws Review Process

The proposed amendments were developed through a process of collaborative decision making.

The Secretary's Working Group, comprised of Mr. Geoffrey Brace, Mr. Don Clark, Mr. Lee Foley, Ms. Heather Kimmel, Ms. Denise Shimell and Ms. Elizabeth Walker met for a full day that was followed by several conference calls reviewing the Constitution and Bylaws line by line with an understanding of concerns brought to the working group from various sources including, but not limited to, the Collegium, the Executive Committee of the UCCB, our Local Church Ministries staff, and General Synod planners to develop the proposed revisions to the documents defining our governance structure. The results reflect a variety of concerns. There was discussion, debate, collaboration and prayerful discernment in the process.

The Governance Committee met on February 28, 2015 to review and modify the proposed changes. Persons with particular knowledge and interest in the changes were invited to participate in the meeting. The Honorable Brian Holeman participated in the entire meeting of the Governance Committee and brought great insights in discussions concerning the proposed changes to the leadership structure in the national setting and the recommendations relating to General Synod. The Rev. Holly MillerShank, Minister and Team Leader for MESA reviewed those changes that have an impact on authorized ministry and the search and call process. The Rev. Geoffrey Black also participated in the Committee work and provided assistance and insight into relationships within our church and the role of the governance structure in supporting those relationships.

The UCC Board received the proposed revisions and provided feedback and comments to members of the Governance Committee which met again on March 19, 2015 to make further revisions to the proposed amendments. The proposed amendments were then presented to the UCCB on March 20, 2015 and the Board voted for some additional minor changes to the proposed amendments. There was a lengthy discussion regarding the substance of the changes as well as the process through which the proposed amendments were prepared. While there was some concern regarding the process, there was close to unanimity regarding the changes proposed under Section A below. There proposed changes discussed in B below were modified by the board and the modifications were approved by a large majority of the Board.

Overview of Proposed Revisions

The types of changes are set forth in the following general categories:

- A. Recommended Changes based on the reconfiguration of our National Setting with the creation of the United Board and the impact of recent reorganization undertaken in our national offices as well as updates and clarifications of intent to reflect current meaning and process.

1. Clarification/Correction/Removal of Redundancy
2. Changes and Standardizations Needed Based on our New Governance Structure and Consolidation of Functions in the National Setting
3. Proposed Changes to the Leadership Structure in the National Setting
4. Proposed Changes to the UCCB Organization and Processes

B. Proposed Change in the manner in which the unrestricted endowment draw rate is set by the UCCB.

The above categories are further broken down as follows:

- A. Recommended Changes based on the reconfiguration of our National Setting with the creation of the United Board and the impact of recent reorganization undertaken in our national offices as well as updates and clarifications of intent to reflect current meaning and process. (Gray highlighted areas)
1. Clarification/Correction/Removal of Redundancy
 - a. Renumbering of paragraphs and removal of cross-references to specific paragraph numbers.
 - b. Standardization of capitalization of names and de-capitalization of terms.
 - c. Clarification of intent – changes in language to more clearly reflect the intent and practice. For example, changing “placement” to “ecclesiastical call.”
 - d. Clarification of when a position is appointed versus elected.
 - e. Removal of redundancy, places where something is unnecessarily mentioned twice, or for example where Holy Communion and the Lord’s Supper are both used, one is eliminated.
 2. Proposed Changes to Reflect Standard Practice
 - a. Standards relating to Local Church Ministries i.e. Ordained Ministerial Standing, Privilege of Call, status of Approved for Ordination Pending Call, Call Agreements, and Standing.
 - b. Changes in language concerning the definition of Local Churches and how they are received into membership in the UCC.
 - c. Changes based on the creation of the UCCB and consolidation and merger of functions within the National Setting.
 - d. Changes based on external changes or changes in our Affiliated Ministries, i.e. “The Open and Affirming Coalition of the United Church of Christ” name change/clarification.
 3. Proposed Changes in the Leadership Structure in the National Setting
 - a. Change from the Collegium structure to an accountability system wherein the President and General Minister is the leader in the National Setting accountable to the United Church of Christ Board (Board) and the other Called Officers in the National Setting are accountable to the President and General Minister.

- b. Elimination of exclusive designated positions for the three Covenanted Ministers to permit the President and General Minister together with the Board, to designate responsibilities for those positions to Officer(s) of the Church. Thereby flexibility will be provided as to the number of Officers without compromise to any specific Covenanted Ministry and further integration of the work of the Church in the National Setting.
- 4. Proposed Changes in the Board Organization and Process
 - a. Elimination of designated ministry teams based on the specified Covenant Ministries to permit working ministry teams related to the mission and ministry of the National Setting as is determined is most beneficial to the Board's responsibilities.
 - b. Expanding the size and composition of the Executive Committee to include the chairpersons of the standing committees.

Basis of the Proposed Recommendation

To the extent these changes are not self-explanatory, the changes in the leadership structure are reflected in the position description for General Minister and President. The changes in the Board organization process are discussed above and, are explained further in the attached FAQ.

- B. Proposed changes in the manner in which unrestricted endowment fund draw rate is determined. (No highlight, red-lined only)

Basis of the Proposed Recommendation

Consistent with the vision and mission of the UCC the UCCB is charged with the responsibility of strategic planning and policymaking, guided by policies set by the General Synod, all legal functions, and oversight of the financial and strategic planning for the Covenanted Ministries in fulfilling their mission and ministry. The Constitution and By-Laws of UCC and its Covenanted Ministries requires that the UCCB sitting as the Board of Directors of the Covenanted Ministry approve the use, expenditure or disposal of its legacies and other property. The limitations set forth in the By-Laws regarding the UCCB's ability to set the endowment draw rate directly interfere with the UCCB's ability to consider unrestricting endowment draw rate in the context of the entire strategic planning and policymaking for the UCC and its Covenanted Ministries. As a result of this limitation, the Board is limited in its options in both strategic planning and policymaking and is instead forced to look at either extreme reductions in programs and/or liquidation of assets to meet current and future budget constraints.