

**Minutes of the Governance Committee
of the United Church of Christ Board of Directors**

A Conference Call

1:00 PM EDT. Monday, October 7, 2013

The meeting was called to order by Committee Chair, Ms. Elizabeth Walker presiding, the time being 2:04 PM EDT, Monday, October 7, 2013.

Committee members present: Ms. Pat Barnes-McConnell, Mr. Geoff Brace, Mr. Mike Denton, Ms. M. Linda Jaramillo, Mr. Kevin Peterson, Ms. Carol Shipley, and Ms. Walker.

Staff members present: Mr. Donald C. Clark, Mr. Lee Foley, Ms. Heather Kimmel, Mr. Michael Schuenemeyer, and Ms. Denise Shimell.

Mr. Foley informed the committee members that Board Chair, Mr. Bernard Wilson, would be joining the meeting as he had with the other committees that had met by conference call.

Mr. Foley informed Ms. Walker that she had a quorum.

Ms. Walker welcomed the committee members and staff and thanked Mr. Wilson for being on the call.

Ms. Walker asked for consent to grant voice without vote to staff members present on the call.

IT WAS VOTED

13-10-GOV-01 to grant voice without vote to Mr. Clark, Mr. Foley, Ms. Kimmel, Mr. Schuenemeyer and Ms. Shimell.

Ms. Walker called for review of the appointment of Mr. Mark Parthemer, Mr. Edward P Bedrosian and Ms. Yvette-Michelle Wynn as non-director members to the Investment and Endowment Committee.

IT WAS VOTED

13-10-GOV-02 to recommend the election of Mr. Edward R. Bedrosian, as a non-Director member of the Investment and Endowment Committee of the United Church of Christ Board with voice and vote on the Committee for a term of two years, concluding with the current biennium. (Assigned to the Consent Agenda)

**IT WAS VOTED
13-10-GOV-03**

to recommend the election of Mr. Mark R. Parthemer, as a non-Director member of the Investment and Endowment Committee of the United Church of Christ Board with voice and vote on the Committee for a term of two years, concluding with the current biennium. (Assigned to the Consent Agenda)

**IT WAS VOTED
13-10-GOV-04**

to recommend the election of Ms. Yvette-Michelle Wynn, as a non-Director member of the Investment and Endowment Committee of the United Church of Christ Board with voice and vote on the Committee for a term of two years, concluding with the current biennium. (Assigned to the Consent Agenda)

Ms. Walker called for review of the appointment of Ms. Angela Myer as Chair to the Thirtieth General Synod Nominating Committee.

Mr. Foley noted that Ms. Myer's name is incorrectly spelled on the document provided to the committee and that the correction will be made.

**IT WAS VOTED
13-10-GOV-05**

to recommend the election of Ms. Angela Myer, as Chair of the Nominating Committee of the General Synod of the United Church of Christ for a term of two years, concluding with the current biennium and her term as a member of the Nominating Committee.

Mr. Foley reviewed the Conference Delegate Distribution Schedule for the Thirtieth General Synod with the committee, answering questions related to the determination of the total number of delegates. The total number of delegates (currently 677) is set by the Bylaws of the United Church of Christ.

**IT WAS VOTED
13-10-GOV-06**

to recommend the adoption of the following distribution for Conference Delegates to the Thirtieth General Synod, totaling 677.

<u>Conference</u>	<u>Members</u>				<u>Delegates</u>
California-N/Nevada	015,474	÷	1,480	=	10.46
California-S/Nevada	017,627	÷	1,480	=	11.91
Calvin Synod	002,360	÷	1,480	=	01.59
Central Atlantic	026,395	÷	1,480	=	17.83
Central Pacific	006,810	÷	1,480	=	04.60
Connecticut	073,989	÷	1,480	=	49.99

Florida	023,266	÷	1,480	=	15.72	16
Hawaii	015,583	÷	1,480	=	10.53	11
Illinois	075,163	÷	1,480	=	50.79	50
Illinois-South	021,602	÷	1,480	=	14.60	15
Indiana-Kentucky	026,728	÷	1,480	=	18.06	18
Iowa	030,913	÷	1,480	=	20.89	21
Kansas-Oklahoma	009,220	÷	1,480	=	06.23	06
Maine	018,423	÷	1,480	=	12.45	12
Massachusetts	068,239	÷	1,480	=	46.11	46
Michigan	029,546	÷	1,480	=	19.96	20
Minnesota	028,007	÷	1,480	=	18.92	19
Missouri-Mid-South	030,905	÷	1,480	=	20.88	21
Montana-No. Wyo.	004,416	÷	1,480	=	02.98	03
Nebraska	015,508	÷	1,480	=	10.48	10
New Hampshire	020,498	÷	1,480	=	13.85	14
New York	035,351	÷	1,480	=	23.89	24
Northern Plains	004,922	÷	1,480	=	03.33	03
Ohio	094,155	÷	1,480	=	63.62	64
Pacific Northwest	008,947	÷	1,480	=	06.05	06
Penn Central	040,975	÷	1,480	=	27.69	28
Penn Northeast	038,045	÷	1,480	=	25.71	26
Pennsylvania SE	044,820	÷	1,480	=	30.28	30
Penn West	013,798	÷	1,480	=	09.32	09
Rhode Island	006,208	÷	1,480	=	04.19	04
Rocky Mountain	013,567	÷	1,480	=	09.17	09
South Central	015,364	÷	1,480	=	10.38	10
South Dakota	009,807	÷	1,480	=	06.63	07
Southeast	011,432	÷	1,480	=	07.72	08
Southern	030,534	÷	1,480	=	20.63	21
Southwest	007,629	÷	1,480	=	05.15	05
Vermont	012,896	÷	1,480	=	08.71	09
Wisconsin	049,784	÷	1,480	=	33.64	<u>34</u>
						677

Ms. Walker called for review of Ms. Deborah Blood as Chair to the Credentials Committee of the Thirtieth General Synod.

IT WAS VOTED

13-10-GOV-07

to recommend the election of Deborah Blood as Chair of the Thirtieth General Synod Credentials Committee.

Ms. Walker called for review of the Amendments to the Articles and Bylaws of the Corporation UCAN, Inc. and asked Mr. Schuenemeyer to provide background information to the committee.

Mr. Schuenemeyer stated that UCAN, Inc. originated in WCM in 2008. UCAN stands for United Church Aids Network. In anticipation of single governance and the United Church of Christ Board of Directors, UCAN has amended its bylaws to relate to the new structure and to expand the pool of expertise.

Mr. Peterson asked if moving forward there was anticipation of additional groups that would require bylaw changes. Ms. Jaramillo said yes, and Ms. Kimmel offered up such groups as the Common Services Corporation, Hotel Venture, etc. Mr. Peterson asked Ms. Kimmel if she had concerns as to how this will affect the operation of the Board. Ms. Kimmel was confident in saying no, she did not have concerns.

IT WAS VOTED

13-10-GOV-08

to recommend the Amendments to the Articles and Bylaws of the Corporation UCAN, Inc.

Ms. Walker called for the review of the Adoption of an Additional Rule, Regarding Confidentiality, to the Standing Rules of the United Church of Christ Board of Directors. Ms. Walker asked Ms. Kimmel to speak to this.

Ms. Kimmel spoke to “confidentiality” when matters are designated as such. Mr. Clark added that all board meetings are open to the public, with the exception of when the board votes to go in to Executive Session. When asked where the proposal regarding confidentiality was coming from, Mr. Clark notified the committee that a board member recently made the request. He also stated that a proposal regarding media access to all board meetings is on the horizon. It was stated that it is nice to know this proposal is coming, but the committee would wait to address that until it is better defined. It was stated that the more personal the item, the more confidentiality that is required.

Mr. Denton asked if it would be helpful to have UCC e-mail addresses for the board members. Mr. Clark stated that this presents issues such as, are they password protected and who has access. These are logistical questions that he does not have the answers to at this time. Mr. Clark stated that as we move to a non-representative board (rather than a representative board), rather than the use of individual board member UCC addresses, the use of one generic e-mail address for the Board may be a good idea and option to look into.

Ms. Walker pointed out that the matter of confidentiality is not just related to the limited private information of board members but also about subject matters discussed by the Board.

It was pointed out that someone would be on top of the flow of information if using a single e-mail address for the full Board.

There is currently a website open to the public that contains the documents coming before the Board of Directors. This is part of the transparency of the Board.

Ms. Walker stated that as the Board faces budget shortfalls, currently in development but not for publication, the Board needs to be aware that people's livelihoods are involved. When things are marked "confidential", they should be.

Ms. Walker asked for a motion from the committee to send the Rule Regarding Confidentiality to the full board to be accepted. The motion was moved and seconded.

IT WAS VOTED

13-10-GOV-09 to recommend the adoption of a Standing Rule governing confidentiality.

Mr. Foley walked the committee through the changes to the Standing Rules of the United Church of Christ Board of Directors as provided to the membership (UCCB-13-10-GOV-09a). Rule 39 requires that they be reviewed every biennium.

Mr. Foley advised the Committee that Mr. James Moos will have the option to re-self-nominate as the Executive Minister to Wider Church Ministries, come the next few months. Mr. Bernard Wilson, Chair to the United Church of Christ Board of Directors, will select the re-nomination committee in the near future.

Mr. Foley reiterated to the Committee that all actions taken are recommendations to be presented to the full Board of Directors.

The Governance Committee is to meet in person on Thursday, October 10th. This will be a good time to put faces with voices.

Ms. Walker declared the meeting adjourned at 2:43 PM Eastern Time.