

**Minutes of the Governance Committee
of the United Church of Christ Board of Directors**
Cleveland, Ohio
1:30 PM EDT Thursday, October 10, 2013

The meeting was called to order by Committee Chair, Ms. Elizabeth Walker presiding, the time being 1:34 PM EDT, Thursday, October 10, 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. Lee Foley, Ms. Heather Kimmel and Ms. Denise Shimell.

Time was dedicated to self-introductions of both board members and staff, allowing everyone to put faces with voices from Monday's (Oct. 7, 2013) conference call.

Ms. Barnes-McConnell lifted up a prayer for the committee.

Ms. Walker stated that this committee is charged with providing structure for the board, the General Synod and the Church. Ms. Walker called upon Ms. Kimmel to provide some additional information.

Ms. Kimmel noted that the following three items will come before this committee in the future: Conflict of Interest, Media Access Policy and a Whistle Blower Policy.

Ms. Walker asked the committee to think about standards to present to the full Board of Directors for which confidentiality applies.

Mr. Brace talked about provisions for an Executive Session and how it came to be. He gave three reasons for which the Board would call an Executive Session (something that could potentially lead to litigation, personnel issues or discussions relating to real estate). When asked where that standard came from, it was noted that complete transparency could disclose potential litigation or personnel issues, thus the need for an Executive Session, protecting the interests of the organization.

Ms. Walker discussed guidelines as to when a confidentiality request is appropriate, and when and with whom the board is empowered to share information. The Chair of the Board of Directors has been empowered with that responsibility.

Mr. Foley noted that issues coming from the Covenanted Ministries regarding governing issues would be considered through this committee and then be sent to the full Board of Directors for

action, a seamless process allowing the Governance Committee to recommend to all three Covenanted Ministry Boards.

Ms. Jaramillo noted that currently appointments are made through the Board of Directors' Chair, Mr. Bernard Wilson, and asked if they should go through this committee.

Mr. Brace stated that the Standing Rules state that the Board of Directors' Chair is responsible for making those appointments.

Mr. Denton requested additional information regarding the Privilege piece. Ms. Kimmel stated that when a document has the identifying note "Attorney/Client Privilege", members are not to share that information. Mr. Denton asked if this, too, could be noted in the meetings, and Ms. Kimmel thought this might be a good idea moving forward.

Ms. Shipley asked if the procedure for future conference call meetings will remain the same. Mr. Foley confirmed that they would, trying to limit conference calls to no more than one hour. Both Ms. Shipley and Mr. Brace agreed that a 3:00 PM Eastern Time would work much better for them and the remainder of the committee agreed to that time change.

Ms. Walker adjourned the meeting, the time being 2:10 PM EDT.

Respectfully submitted,

Denise M. Shimell
October 14, 2013