

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

**A Conference Call
Friday, February 21, 2014**

The Chair, Ms. Elizabeth Walker, presiding, declared a quorum and called the meeting to order, the time being 4:11 PM EST, Friday, February 21, 2014.

Members present: Ms. Pat Barnes-McConnell, Mr. Geoffrey Brace, Ms. M. Linda Jaramillo, Ms. Carol Shipley and Ms. Walker. Members, Mr. Kevin Peterson and Mike Denton, were excused. Staff members Mr. Lee Foley and Ms. Heather Kimmel were present.

Ms. Walker led the membership and staff in a prayer, asking for God's healing for staff members Ms. Jan Gomoll and Ms. Denise Shimell.

Ms. Walker requested and received a motion and a second, and;

It was VOTED
14-03-GOV-01 to approve the proposed agenda.

Ms. Walker requested and received a motion and a second, and;

It was VOTED
14-03-GOV-02 to approve the Minutes of the October 10, 2013 meeting of the Committee.

Ms. Walker requested and received a motion and a second, and;

It was VOTED
14-03-GOV-03 to grant voice without vote to staff members Mr. Foley and Ms. Kimmel.

Ms. Walker asked the Committee to consider an amendment to the Bylaws of the corporation UCAN and noted it was an omitted amendment from an overall revision to the Bylaws in October 2013.

Ms. Walker requested and received a motion and a second, and;

It was VOTED
14-03-GOV-04 to recommend to the Board of Directors an amendment to the Bylaws of the United Church of Christ HIV and AIDS Network (UCAN) to read;
Article IV, I. Board of Directors-Ex Officio, with vote, members of the Board of Directors shall include the Executive Minister of WCM ~~and the Chairperson of the Board of Directors of WCM.~~

Ms. Walker asked Mr. Foley to provide an overview of the proposed amendments to the Standing Rules for the Thirtieth General Synod. Mr. Foley explained the Rules are revised every two years, to make dates and deadlines conform to the current biennium and to assist in the administration of Synod. He said the proposed amendments come from a panel of people charged with the administration of Synod business; David Anderson, Chief of Staff-Committee Process Team, Sue Artt, Assistant Moderator, Don Clark, General Counsel, Lee Foley, General Synod Administrator, Brian Holeman, Moderator, Denise Page Hood, Parliamentarian, Kathy Houston, Chief Financial Officer, Heather Kimmel, Associate General Counsel, Corey Larson, Agenda Coordinator, Denise Shimell, Associate for Governance and General Synod Administration, Valerie Smith, Associate Synod Administrator and Floor Parliamentarian Libby Tigner. He said Ms. Jaramillo also provided major input into the proposed revisions regarding the submission of Pronouncements and Resolutions.

In addition to the changes to the sections dealing with the submission of Pronouncements and Resolutions, Mr. Foley explained there were substantial changes recommended to the sections dealing with floor nominations for various offices.

He took the committee through each of the substantive changes as the membership asked questions and commented on some of the proposals. Ms. Jaramillo presented the changes to those sections dealing with the submission of Pronouncements and Resolutions, explaining the Justice and Witness Ministries, the Ministry most often charged with the implementation of Resolutions, had recently independently made several recommendations regarding the Synod Resolution Process and those recommendations had been written into the Standing Rules, as amendments.

Those recommendations and the other staff recommendations were accepted by the Committee. Only a staff recommendation to lengthen the time between the submission of like-intended Resolutions beyond the current two-Synod moratorium was rejected by the Committee.

Ms. Walker requested and received a motion and a second, and;

It was VOTED

14-03-GOV-05

to recommend to the Board of Directors the adoption of the Standing Rules to the Thirtieth General Synod, as adopted by the Governance Committee (designated UCCB-14-03-GOV-04a).

Ms. Walker asked the Committee to consider the nomination of Mr. Joel E. Stauch; that he be placed in a pool of potential candidates and be made eligible for election to the Board of Trustees of The Pension Boards. Ms. Barnes-McConnell asked how members of the Board of Trustees were selected and it was explained it is a two-step process; that individuals are first made eligible for election, as was the matter of Mr. Stauch before them, and then when a vacancy occurs on the Board of Trustees a new member is selected from the pool of those eligible, based on diversity and skill-set needs. Ms. Barnes-McConnell said she wasn't sure she found anything wrong with that process, but was not entirely comfortable, either. She asked that Pensions Boards President and Chief Executive Officer, Mr. Michael Downs be invited to the March meeting of the

Committee to further explain the process and how individuals not selected by The Pensions Boards might be considered.

Ms. Walker requested and received a motion and a second, and;

It was VOTED

14-03-GOV-06 to table the nomination of Mr. Joel E. Stauch for eligibility for election to the Board of Trustees of The Pension Boards.

There being no further business to come before the Committee Ms. Walker lead the membership and staff in a closing prayer and then requested and received a motion and a second, and;

It was VOTED

14-03-GOV-07 to adjourn the meeting of the Governance Committee of the United Church of Christ Board of Directors, the time being 5:21 PM, EST, Friday, March 21, 2014.

Respectfully submitted;
Lee Foley

March 24, 2014

