

MEETING MINUTES

UNITED CHURCH OF CHRIST BOARD

March 1-3, 2024

Crowne Plaza Cleveland at Playhouse Square
Cleveland, Ohio

The United Church of Christ Board is the Board of Directors of the United Church of Christ Board Corporation, Justice and Witness Ministries (a Covenanted Ministry of the United Church of Christ), Local Church Ministries (a Covenanted Ministry of the United Church of Christ), and Wider Church Ministries (a Covenanted Ministry of the United Church of Christ). Each meeting of the United Church of Christ Board is a meeting of each of these corporations.

Members Present:

David Ackerman, Jean Avison, Kearstin Bailey, Joyce Bathke, Judith Booker, Deborah Dee Brayton, Liz Brunton, Charles Buck, Cynthia Butts, Molly Carlson, Lorraine Ceniceros, Elly Chong, Jasmine Coleman Quinerly (Vice-Chair), Tyler Connoley, Tom Croner, Daniel Doty, Mark Dutell, Derrick Elliott, Gabrielle Fields, Julia Gaughan (Chair), Jimmy Gibbs, Darrell Goodwin, Eric Jackson, Cean James, Tracy Keene, Marcia Keesee, Janese Murray, A.T. Ortiz, Andrew Ponder Williams, Shari Prestemon, Michael Readinger, Lawrence Richardson, Gregory Sato, Rushan Sinnaduray, D'Angelo Smith, Kylie Steever, Karen Georgia Thompson, Elizabeth Walker, Kate West, Kim Wood, Jeanette Zaragoza De Leon

Members Not Present:

Joan Bell-Haynes, Brian Bodager, Sana Delcorazon, Courtney Dobbins, Jamar Doyle, Shernell Edney Stilley, Richard Hom, Careina Williams

Staff present:

Josh Baird, Donyale Copeland, Andy DeBraber, Cynthia Gaffney, Charles Jefferson, Heather Kimmel, Velda Love, Tami Marinella

Guests present:

John Linzey, Pension Boards, Paul Ramsey, Pension Boards, Walter Reyes, Pension Boards

FIRST BUSINESS SESSION

Roll Call and Declaration of a Quorum

Heather Kimmel, Secretary of the United Church of Christ Board, declared a quorum.

Welcome By Chair, Julia Gaughan

Julia Gaughan opened the meeting with a welcome to all and wanted everyone to pause into the beauty and spirit of this space.

Welcome by General Minister and President, Karen Georgia Thompson

Karen Georgia Thompson gave thanks for the work with the Council of Conference Ministers. Karen Georgia Thompson provided an introduction for Shari Prestemon, Acting Associate General Minister and Co-Executive of Global Ministries, Andy DeBraber as Director of Philanthropy and Josh Baird as Chief of Staff of the National Ministries.

Approval of Agenda

It was VOTED:

UCCB-24-03-01 To approve the Agenda.

MOVED: Cean James

SECONDED: Eric Jackson

MOTION CARRIED

Supporting document: UCCB-24-03-01 Agenda 02.28.2024

Consent Agenda Approval

It was VOTED:

UCCB-24-03-02 To approve the Consent Agenda.

UCCB-24-03-02a: to grant voice without vote to the following staff, guests and others making presentation to the UCCB: Josh Baird, Donyale Copeland, Andy DeBraber, Cynthia Gaffney, Tracy Howe, Charles Jefferson, Heather Kimmel, Alisa Lewis, Velda Love, Tami Marinella

UCCB-24-03-02b: to adopt the FINAL Group Exemption Compliance Report as set forth in Supporting Document UCCB-24-02-GOV-03 FINAL Group Exemption Compliance Report.

Supporting document: UCCB-24-02-GOV-03 Final Group Exemption Compliance Report

UCCB-24-03-02c: to elect the following individual to the UCC Media Justice Ministry Board of Directors, for a term of three years: Ms. Sara Fitzgerald.

UCCB-24-03-02d: to elect the following individual to the UCC Media Justice Ministry Board of Directors, for a term of three years: Mr. Brian Lapis.

UCCB 24-03-02e: to elect the following individual to the UCC Media Justice Ministry Board of Directors, for a term of three years: Ms. Marti Weston.

UCCB-24-03-02f: to elect the following individual to the UCC Media Justice Ministry Board of Directors, for a term of three years: Mr. Earl Williams.

Supporting document: UCCB-24-01-GOV-06 UCC OC Inc. Board of Directors bios

*Supporting document: UCCB-24-01-GOV-07 UCC OC Inc. demographics form
1.16.2024*

UCCB-24-03-02g: to elect Rev. Mary W. Nelson to the United Church Funds Board of Directors for a term of six years.

Supporting document: UCCB-24-01-GOV-08 Rev. Mary W. Nelson Resume

Supporting document: UCCB-24-01-GOV-09 UCF demographics form 1.22.2024

UCCB-24-03-02h: to approve the election of Michael J. Readinger to the Local Church Ministries Church Building & Loan Fund Board of Directors for a term of three years.

Supporting document: UCCB-24-01-GOV-10 Readinger Resume 2023

Supporting document: UCCB-24-01-GOV-11 Readinger Bio 1.22.2024

Supporting document: UCCB-24-01-GOV-12 CBLF demographics form

UCCB-24-03-02i: to receive the minutes and written reports from the following Committees and Task Forces:

Audit Committee

Supporting document: UCCB-24-03-AUDIT-01 Report

Common Global Ministries Committee

Supporting document: UCCB-24-02-CGM-01 Minutes 02.23.2024

Development Committee

Supporting document: UCCB-24-02-Development-02 Minutes

Supporting document: UCCB -24-02-Development-03 Staff Report

GMP Evaluation and Compensation Committee

Supporting document: UCCB-24-03-GMP Eval-01 Report 02.12.2024

Investment & Endowment Committee

Supporting document: UCCB-24-03-I&E-01 Report

MOVED: Joyce Bathke

SECONDED: Jean Avison

MOTION CARRIED

Abstention: Michael Readinger

Supporting document: UCCB-24-03-02a-i Consent Agenda 02.28.2023

October 2023 Board Meeting Minutes Approval

**It was VOTED:
UCCB-24-03-03**

To approve the minutes of the October 22, 2023 meeting of the United Church of Christ Board

MOVED: Jimmy Gibbs

SECONDED: Deborah Dee Brayton

MOTION CARRIED

Abstentions: Tracy Keene, Shari Prestemon, Rushan Sinnaduray, Kylie Steever

Supporting document: UCCB-24-03-03 Draft UCCB Meeting Minutes 10.22.2023

Racial Justice Training provided by Velda Love

Supporting document: UCCB-24-03-04 Racial Justice Workshop 2024

Supporting document: UCCB-24-03-05 On Love

Supporting document: UCCB-24-03-06 How to Find Healing

Discussion: Associate General Ministers Search Committees; Bylaws Amendments by Julia Gaughan

Associate General Ministers Search Committees

Search committees are needed to select two AGM candidates to be elected at General Synod 35. The members of two search committees will be appointed soon. The chairs of the committees have been appointed: Joyce Bathke – Chair Love of Neighbor; Jasmine Coleman Quinerly - Chair for Love of Church. One Conference Minister, Karen Georgia Thompson and five additional people will serve on each of the committees. The search process typically begins the fall prior to General Synod but Julia is looking for summer.

Bylaws Amendments

A commitment was made last summer at General Synod to have additional conversations regarding the Bylaw amendments on the General Synod term from two years to three years. A task force will be created to evaluate and propose what a different term might look like. It is complicated because it impacts the term of other boards, leadership development and the Nominating Committee work. Hannah Cranberry will chair the task force. This topic will receive more discussion in the future in which the UCCB will provide the task force with substantive direction. This matter will be up for vote before General Synod 35.

Supporting document: 10.26.2022_GS_UCC_Bylaws_Amendments

Supporting document: UCCB-22-10-GOV-09 Memo_Proposed_Bylaws_10.12.2022

Discussion: Unified Governance (AGM/CBLF) by Karen Georgia Thompson

When the UCC was entering the process of unified governance, it came changes to the Bylaws and to the Constitution. The changes created a disconnect between the Common Global Ministries Board and CBLF with this Board. CBLF came out of Local Church Ministries. Changes need to be made to create a better connection between CBLF and UCCB. We will be looking at the bylaws and will have conversations with Patrick Duggan. The work we are doing will have to come back before this Board.

The history of unified governance was detailed to provide perspective of the work that remains. With the changes made in 2017, the General Minister and President was given authority over the work and supervision of the Associate General Ministers. Currently, Associate General Ministers are called by the General Synod even though they are supervised by the GMP. The next step in unified governance would be for General Synod to recognize that no governance reasons exist to elect Associate General Ministers.

A request to Heather Kimmel and Karen Georgia Thompson was made for an outline of the journey of unified governance to present which would include a definition of terms. A timeline is needed to develop a clear understanding of the goal of unified governance and to be able to right-size it for the needs of the church. We want to close out the unified governance process and be a church living into a unified model.

SECOND BUSINESS SESSION

Racial Justice Training provided by Velda Love

**General Minister and President Report
by Karen Georgia Thompson**

Karen Georgia Thompson provided a PowerPoint presentation and a comprehensive report which are attached to these minutes as Exhibit A and Exhibit B.

Supporting document: UCCB-03-24-07-GMP PowerPoint

Supporting document: UCCB 24-03-07 GMP Written Report

Pension Boards representatives, John Linzey, Paul Ramsey and Walter Reyes provided information during lunch on the status of the credit union.

THIRD BUSINESS SESSION

**Acting Associate General Minister Report
by Shari Prestemon**

Shari Prestemon provided comprehensive reports which are attached to these minutes as Exhibit C and Exhibit D.

Supporting document: UCCB-24-03-08 Love of Neighbor Spring 2024 Report

Supporting document: UCCB-24-03-12 Love of Neighbor Prestemon 030224

Discussion: Officer and Committee reports

The policy is to have the reports loaded into BoardEffect at least a week prior to the meeting. When the reports are downloaded closer to the meeting, it is difficult to form good questions in the moment. Committees should have their meetings more than one week in advance of the board meeting. All board members should make a commitment to read all the reports before they arrive.

It was VOTED:

UCCB-24-03-04 To call the question.

MOTION: Darrell Goodwin

SECONDED: Cean James

MOTION CARRIED

It was VOTED:

UCCB-24-03-05 To receive elected officer reports and committee reports in writing at least one week in advance of when the UCCB gathers.

MOTION: Lorainne Cenicerros

SECONDED: Beth Walker

MOTION CARRIED

COMMITTEE REPORTS

**Governance Committee
by David Ackerman**

David Ackerman spoke to the members on behalf of Chair, Shernell Edney Stilley. David spoke of the items on the Consent Agenda: Group Exemption report, the elections to the Boards of OC, Inc., UCF and the CBLF recommendation.

Amendments to the General Synod Standing Rules were in the section on Formal Motions and Resolutions. It was rewritten to be in a more chronological order, to clarify responsibilities, and to codify current practices. The document notes the places where more substantive changes were

made. The change to Rule 4 came about because bringing a challenge to the composition of a delegation 30 days in advance is not possible, as many delegations are not set by 30 days in advance of General Synod.

It was VOTED:

UCCB-24-03-06

To adopt the amendments to the General Synod Standing Rules as set forth on supporting document UCCB-24-01-GOV-03-DRAFT Standing Rules Thirty-Fifth General Synod 2.27.2024

MOTION CARRIED

Supporting document: UCCB-24-01-GOV-03 Draft Standing Rules 35th GS 2.27.2024

Janese Murray provided an update on the Group Exemption Compliance Resolution process. Several organizations are still missing documents. The Governance Committee sent a letter to the COREM ministry groups to let them know the importance of the situation. The Committee has also been in dialogue with Dick Hom, UCCB member and COREM Co-Moderator.

The Governance Committee will work on amendments to the group exemption resolution to provide a timeline to respond or request help or they are subject to elimination of status. A meeting/training will be offered in the spring to COREM members on the group exemption requirements. The Committee will bring the resolution amendments to the UCCB. It will be effective this July, which begins the compliance cycle for 2024-2025.

Supporting document: 24-01-GOV-05 COREM Group Exemption Ltr 1.11.2024

**Ministry Committee
by Elly Chong**

The Committee met and received the Manual on Local Church. The Committee will be discerning whether to bring changes to the Constitution and Bylaws to the Board because of the adoption on the Manual on the Local Church. The final draft is out to readers and the Committee is waiting for feedback. Input is welcome on how to resource it.

**Marketing Committee
by Kearstin Bailey**

The Marketing Committee Met in mid-February with the purpose to acclimate folks and talk of the role of the committee. Marketing strategies are being written as we begin to be intention in marketing. Non-committee members are welcome to attend the meetings.

**Finance and Budget Committee
by Mark Dutell**

The Committee met in February. Deborah Dee Brayton is now Vice Chair. The Committee spent time with Tami to learn how to read financial reports. The budget was 21.5 million while revenue was 20.9 million. We did not receive as much revenue as anticipated. The actual

expense was 19.4 million. A number of staff positions were not filled, and the resources were reallocated. There is a reduction in OCWM. JWM has less endowed funds. JWM tends to run close to or over budget.

Supporting document: UCCB-24-02-FB-03 Preliminary and Unaudited report

**General Synod Program and Planning Committee
by Rushan Sinnaduray**

The Committee met in February. The members looked at the post-General Synod survey and from the results, people wanted to have more opportunities to connect and have less business. The Committee is working on the theme and will be beginning discussion on fee schedule.

It was VOTED:

UCC-24-03-07 To move into Executive Session

MOTION: Darrell Goodwin

SECONDED: Deborah Dee Brayton

MOTION CARRIED

Executive Session (separate minutes)

It was VOTED:

UCCB-24-03-08 To return to Regular Session

MOTION: Andrew Ponder Williams

SECONDED: Jasmine Coleman Quinerly

MOTION CARRIED

It was VOTED:

UCCB-24-03-09 To approve the Executive Session minutes of October 2023.

MOTION: Eric Jackson

SECONDED: Molly Carlson

MOTION CARRIED

Abstentions: Mark Dutell, Tracy Keene, Shari Prestemon, Rushan Sinnaduray, Kylie Steever

FOURTH BUSINESS SESSION

Q&A from Affiliated/Assoc Ministries

United Church Funds by Charles Buck

Charles Buck provided a comprehensive update on the United Church Funds.

Supporting document: UCCB-24-03-10 UCF March 2024 Update

Supporting document: UCCB-24-03-11 UCF_AR2023_Final

Pension Boards-UCC, Inc by John Linzey

John. Linzey provided additional information on the Pension Boards Credit Union and provided his email address JLINZEY@GUFCU.ORG. Addition contact information will be loaded into BoardEffect.

CHHSM Report

Supporting document: UCCB-24-03-09 CHHSM Report March 2024

Discussion: Consensus Decision-Making by Julia Gaughan

The point of consensus making is making a decision and everyone consents to move forward. It does not necessarily mean that everyone agrees. We can continue to develop a skill set around conversation and comfort. As a Board, we are building covenants and making connections. A Google document was created to capture the covenant building of the Board. This document will be loaded into BoardEffect.

Adjourn