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2 Date: September 2008
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4 To: The Executive Council;
5 The Boards of Directors of the Covenanted Ministries: Justice & Witness
6 Ministries (JWM), Local Church Ministries (LCM), Office of General
7 Ministries (OGM), and, Wider Church Ministries (WCM); and,
8 The Council of Conference Ministers (CCM) of the United Church of Christ
9
10 From: The Governance Follow-Up Team II (GFT II)
11
12 Re: Recommendations to be considered during the Fall 2008 Board and Executive
13 Council meetings
14

15
16 Blessings, grace and peace to you from our God the Creator, the Holy Spirit our Counselor,
17 and Jesus Christ our teacher, healer, and head of the Church.
18

19 This document represents the most current version of a proposed model for a single board
20 structure for the governance of the national setting of the United Church of Christ (UCC).
21 This single board structure proposes that together, all of the members of the United Church
22 Board will govern the ongoing corporations which are currently known as Justice and
23 Witness Ministries, Local Church Ministries, and Wider Church Ministries.
24

25 We commend to readers the preamble that follows this letter for the rationale and vision that
26 has grounded our work, including historical, theological, and ecclesiological reflection.
27 While this proposal represents an innovation in how the national setting of the church is
28 governed, consultation with respected history, theology and polity teachers of the church, and
29 with many others with significant national leadership experience, confirms our belief that
30 what is being proposed is consistent with our covenantal commitments expressed in Article
31 III of the Constitution.
32

33 The effectiveness of the board structure to support the expression of our theological heritage
34 in new, collaborative, and imaginative ways for the twenty first century is strengthened by
35 this proposal. It also envisions opportunities for expanded influence and engagement in the
36 mission and program life of the UCC at conference and local church settings, as well as
37 General Synod, in covenant with one another and the national setting.
38

39 Our work as the Governance Follow-Up Team (GFT II) formally started by the action of the
40 Executive Council in April, 2008 in which the team was asked to respond to the emerging
41 consensus for single governance with attention to:

- 42 1. “the concerns raised in the document entitled ‘the Urgent Call’ . . .
- 43 2. consider concerns raised about the size of the proposed United Church Board,
- 44 3. explore the role, function and authority of the Executive Committee . . .
- 45 4. take seriously the additional questions and concerns that have been raised by the
46 Covenanted Ministry Boards,

47 5. and . . . bring, if possible, a new proposal to the meetings of the Boards and the
48 Executive Council in the fall of 2008.”

Hearing the concerns of all groups and upon careful discussion, including our own Sacred Conversations on race and the many forms of oppression toward which the Church works to redeem and heal in God’s reign, the Collegium and the leaders of Executive Council and COREM all agree that healing and reconciliation work must continue and commit to that ongoing work. *The GFT II recommends that the Executive Council create a plan and process for this important work.*

49
50 We believe good and effective governance will support this healing work and the ministries
51 which seek God’s reign and flourishing well being in the world and throughout creation.
52

53 Stewardship in the ministries of Christ is enormously important. The costs for the work of
54 the Governance Follow-Up Team (I and II) through the present date, along with transition
55 work and legal fees, is estimated to total approximately \$325,000 of which approximately
56 \$219,000 has already been expended. The savings anticipated for the single board are
57 \$250,000 each year, and we propose these savings contribute to additional opportunities to
58 expand engagement across settings in the first two years of the new structure. These
59 opportunities are envisioned in the final appendix of this proposal.
60

61 This proposal builds upon earlier work including the report presented by the 2000
62 Restructure Evaluation Oversight Committee of the Executive Council. A number of valued
63 resources along with intensive deliberation, prayer, and courageous expression of difference
64 and solidarity have contributed to our collective work. These include the minority reports
65 contained within the proposal document with concerns about appropriate checks and
66 balances and the presence of two instead of three person from established racial ethnic
67 groups (United Black Christians [UBC]; Ministers for Racial, Social, and Economic Justice
68 [MRSEJ]; Pacific Islander and Asian American Ministries [PAAM]; Council for American
69 Indian Ministry [CAIM]; and Council for Hispanic Ministries [CHM]).
70

71 The GFT II in its majority reflection responded to these concerns in the proposal that follows
72 by making a provision for three at-large representatives that may be added to the United
73 Church Board to represent the fullness of diversity of the church, and an affirmation of the
74 persons of color who bring leadership to the United Church of Christ from conference
75 settings as well as groups. We understand that the direct accountability of the United Church
76 Board to General Synod adds a significant check and balance to the system.
77

78 Regarding our faithfulness to multi-cultural and multiracial representation, the GFT affirmed
79 a commitment to the original proposal that calls for those 68 persons elected through the
80 General Synod nominating process that 50% shall be people of color, 50% shall be women,
81 and 20% shall be under the age of 30. The proposal affirms that each of the five racial
82 ethnic ministries as named above shall nominate two persons as their representatives; which
83 will leave 25 additional positions to be filled by persons of color from conferences and other
84 groups.
85

86 The GFT II acknowledges the extraordinary commitment and ministry of the Historically
87 Underrepresented Groups (HUGS) organizations. The GFT II had considerable discussion
88 regarding the leadership of those who are part of the underrepresented constituencies in the
89 local and conference settings of the church, who may not be affiliated with the official HUGS
90 organizations. Therefore, HUGS **and** Conferences are encouraged to continue to lift up the
91 gifts of those from historically underrepresented groups by supporting their participation in
92 local, association, conference and national boards and other ministries. These voices in the
93 United Church Board are particularly crucial to the future of the church.

94
95 In addition to the minority reports contained within the body of the proposal, the resources to
96 which the Governance Follow-Up Team turned to discern and make recommendations that
97 follow include, but are not limited to:

- 98
99 • The July 28, 2008 letter from the Council of Conference Ministers signed by twenty-
100 seven conference ministers, that urged deep attention to principles of good
101 governance and areas needing clarification, specifically covenantal trust, perceived
102 concern about possible consolidation of power, the possibility of a diminished role of
103 the Historically Underrepresented Groups (HUGS), and conference representation.
- 104 • The June 23, 2008 “Result of the HUGS Meeting” majority memo requesting
105 attention to healing and reconciliation work around racism and institutional racism.
- 106 • The Minority HUGS Report of June 16-18, 2008 by Rev. Bob Molsberry
- 107 • Review and discussion of the HUGS 32 Concerns by the GFT II at its July 30-August
108 1 meeting and “A Sacred Conversation on Covenants and Structure” (with literature
109 review and study) by the GFT II and its HUGS representatives at its meeting of
110 September 5-7, 2008.
- 111 • Review and Discussion of correspondence to the GFT I from Pacific Islander and
112 Asian American constituencies, United Black Christians (UBC), Messrs. Humphries
113 and Manz concerns; and later correspondence to the GFT II from The Council for
114 Youth and Young Adult Ministries (CYYAM), Ministers for Racial MRSEJ and Rev.
115 Steve Camp.
- 116 • Review and Discussion of Letters from ten Conference Boards of Directors, all
117 affirming single governance save one, and many engaging creative reflection on ways
118 to expand opportunities to share program and mission.
- 119 • A core value of the national setting of the denomination to consciously and
120 intentionally include in decision-making bodies persons from historically under-
121 represented groups
- 122 • The desire to clarify, to affirm, and to educate around Governance as distinct from
123 Management functions in organizational life, affirm the leadership of our elected
124 officers, and educate around the important and distinctive roles of board, officers,
125 management and staff in ways that do not polarize as “staff” or “board” driven.
- 126 • The desire to clarify Governance as distinct from Mission, understanding that leading
127 edge, robust good governance functions to provide leadership for policy setting and
128 strategic direction. Good governance listens to and empowers increased engagement
129 in the mission of the church in more expressions than we could name, expressing and
130 living out the direction of the church in a great variety of ways and contexts, regions
131 and communities.

- 132 • The mission and ministry of the Church, including *A Mission Framework for the*
- 133 *General Synod Committee on Restructure: Mission as Missio Dei*, a report for the
- 134 Committee on Structure requested by the Executive Council of the UCC in 1992
- 135 • The history of the UCC and its predecessor bodies as expressions of the particular
- 136 vocation and ethos God has called us to embody in various times and contexts
- 137 • The desire to strengthen relationships and connections between local congregations
- 138 and national and global settings of the Church
- 139 • The desire to strengthen communication and accountability between the General
- 140 Synod and other institutional structures/entities in the denomination
- 141 • Financial Health and Implementation Report, 2003
- 142 • Final Report of the Restructure Evaluation Oversight Committee to the Executive
- 143 Council of the UCC, 2004
- 144 • The Campbell & Company *Development Assessment* report for the Executive Council
- 145 of the UCC, October 2006, that addresses issues related to unified planning,
- 146 programming and fundraising
- 147 • Reports of the Collegium of Officers to the Executive Council
- 148 • Actions taken and concerns identified by the Executive Council and the boards of
- 149 directors of Justice and Witness Ministries (JWM), Local Church Ministries (LCM),
- 150 the Office of General Ministries (OGM), and Wider Church Ministries (WCM)
- 151 • Concerns identified from conversations with the Historically Underrepresented
- 152 Groups (HUGS)
 - 153 ➤ Note: *As affirmed in various actions of General Synods, the United Church of*
 - 154 *Christ seeks to be a “united and uniting church,” “a multi-racial, multi-*
 - 155 *cultural church,” “an open and affirming church,” “a church witnessing to*
 - 156 *peace with justice,” and “a church accessible to all.” Seeking this new*
 - 157 *reality, General Synod acknowledges a variety of “Historically*
 - 158 *Underrepresented Groups,” currently including United Black Christians*
 - 159 *(UBC), Ministers for Racial, Social and Economic Justice (MRSEJ), the*
 - 160 *Council for Hispanic Ministries (CHM), Pacific Islander and Asian American*
 - 161 *Ministries, (PAAM) the Council for American Indian Ministry (CAIM), the*
 - 162 *Council for Racial and Ethnic Ministries (COREM), the Council for Youth*
 - 163 *and Young Adult Ministries (CYAM), the UCC Disabilities Ministries*
 - 164 *(UCCDM), and the United Church of Christ Coalition for Lesbian, Gay,*
 - 165 *Bisexual and Transgender Concerns (Coalition).*
- 166 • An appendix to this document provides an overview of the good governance
- 167 principles, relational and role-based, that guide this proposal; and expanded
- 168 opportunities for engagement and authorization in the mission and ministry of the
- 169 United Church of Christ.

171 As a Team we would like to thank all of you, the members of the Boards of Directors of the

172 Covenanted Ministries, Executive Council, Conferences, Historically Underrepresented

173 Groups (HUGS) and many others who shared their concerns and ideas to guide the revisions

174 and the creation of this current version of the proposed model for restructure of the national

175 setting of the UCC. Our Team listened to, valued, reflected on, took seriously and addressed

176 concerns and ideas brought forward. It was our deepest intention to respect, acknowledge

177 and incorporate into this revision the concerns that were of importance to our rich and

178 diverse UCC community. We believe that the Holy Spirit has honored our prayers by
 179 accompanying and utilizing us as catalysts of God's ongoing work among us. We believe in
 180 the integrity and strength of this proposal, and commend it to you for your prayerful and
 181 thoughtful reading. So many of the questions that have been identified have responses in
 182 these pages we give this document to you for study with the guiding wisdom of the Holy
 183 Spirit.
 184

185 Enclosed you will find the following sections to this report:

	<u>Page #</u>
187 1) Preamble	6-11
188 2) History of the Governance Follow-Up Team	11-14
189 3) National Setting UCC Restructure Proposed Model: Narrative	15-29
190 4) Minority Reports	29-30
191 5) Timeline	31-33
192 6) Actions Requested	34
193 7) Appendices:	
194 Opportunities for Expanded Participation	35-36
195 Good Governance	36
196 8) Proposed Model: Diagram	separate PDF file
197 9) Proposed Model: Organizational Chart	separate PDF file

199 We trust that God will continue to bless us in the United Church of Christ and in this
 200 extraordinary process of helping us to learn, grow and change that we might be faithful
 201 stewards of God's call upon our common lives. It is indeed a transformative time of church
 202 and society that finds the work of justice, the work of local church, and compassion and
 203 justice for the whole world coming together in ways that increasingly intersect and impact
 204 one another in ways that the young and young at heart together wish to steward with
 205 intercultural care in Christ's inspiring imagination, and so we turn to principles good
 206 governance and expansive authorization of vision and mission to support Christ's church.
 207

208 With Grace and Peace ,
 209 The Governance Follow-Up Team II

- | | |
|---|---|
| 211 Jim Antal, Council of Conference Ministers* | 225 Martha Mendoza, JWM* |
| 212 Phyllis Baum, OGM | 226 Bob Molsberry, UCC Disabilities Ministries |
| 213 Deborah Blood, WCM | 227 Kevin Peterson, CYYAM |
| 214 Carol Brown, UBC | 228 Rich Pleva, Council of Conference Ministers |
| 215 Elizabeth Clement, OGM | 229 Phil Porter, Coalition for LGBT Concerns |
| 216 Barbara Kershner Daniel, Pension Boards | 230 Cally Rogers-Witte, Collegium |
| 217 Sylvia Ferrell-Jones, UCF | 231 Curtis Rueter, WCM |
| 218 Yvette Flunder, JWM | 232 Steve Sterner, Collegium |
| 219 Ronald Fujiyoshi, PAAM | 233 John Thomas, Collegium |
| 220 Jean Golden, LCM | 234 Esther Rendon Thompson, CHM |
| 221 Edith Guffey, Collegium | 235 Libby Tigner, Executive Council |
| 222 Brian Holeman, Executive Council | 236 Hattie Walker, CAIM |
| 223 Linda Jaramillo, Collegium | 237 Carol Williams, LCM |
| 224 William Land, MRSEJ | |

*Unable to participate in both meetings

238
 239
 240 Resource Persons: Don Clark, Nationwide Special Counsel; Ann Kiernozek and Kathy Houston, Treasurers;
 241 Harold Massey, Organizational Consultant; Kimberly Whitney, Assistant to the Collegium

Preamble

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At the request of the Executive Council, the reconstituted Governance Follow-up Team, or GFT II, prepared the following proposed governance plan for a common board, a single United Church Board (working title) accountable to the General Synod. Within the United Church Board (UCB) will be Ministry Teams for Justice and Witness, Local Church, and Wider Church. Decisions will be made by the full board, commonly.

This proposal took into consideration the concerns voiced in April 2008, as well as the input of conference ministers, ten conference boards of directors, wide consultation with respected leaders of the United Church of Christ including the minority reports of the Historically Under-Represented Groups (HUGS). Special thanks are expressed to the Executive Council for funding the HUGS meeting in Minneapolis, Minnesota that resulted in the presence of additional GFT members chosen by the HUGS. The feedback provided was vital to the process and led to the proposed Bylaw provision allowing the proposed United Church Board (UCB) to add up to three (3) additional board members for each biennium in the event that the UCB is not sufficiently representative of the full diversity of the church; a provision for up to three (3) at-large Executive Committee members to ensure appropriate levels of diversity and expertise, as well as the stipulation that at least one member of the Executive Committee shall be a young adult at the time of election. Other revisions, including strengthening the fiduciary safeguards around draw rates and historic legacies, have been made and are displayed in a “red letter” edition so that the response to concerns is clear and faithful.

The process for crafting this proposal began with considering the areas of consensus reached at the Joint Boards in April, 2008, and then worked toward addressing the concerns raised.

The principal areas of concern included (with reference to related sections of the proposal):

- The number of board members of the proposed UCB (see rationale and basic premise, pages 15-17)
- The number and assurance of diversity of members of the Executive Committee of the proposed UCB (pages 21-22)
- The role of the General Minister and President (pages 26-27)
- The future roles and working relationships of the present Executive Ministers (page 27)
- The cost of the plan and projected cost savings (see accompanying cover letter)
- Diversity and representation in Board membership (see also the Executive Committee section, pages 21-22; and the discussion of additional General Synod delegates on page 16)

279 •Continuing and expanding dialogue on institutional and personal healing from
280 wounds of institutional racism and experiences of marginalization, exclusion, or
281 silencing (see accompanying letter regarding the Sacred Conversations of the GFT II
282 and request for additional processes that extend beyond the charge of GFT II, and are
283 urged by the GFT II)

284 •Relationship between the WCM and the Christian Church (Disciples of Christ) with
285 regard to Global Ministry (see Additional Items of Intent, page 28)

286 •Faithfulness to historic mandates related to legacies and the intent of donors (see
287 pages 23-24, and Additional Items of Intent, page 28)

288 •General Synod Representation and Diversity (see pages 16-17)

289 •Expanded Entry Points for larger involvement and authorization to influence the
290 missional life of the UCC (see pages 35-36)

291 •Checks and Balances/Points of Accountability (see page 27)

292 •Timeline, Transition, and Recommended Actions (pages 31-33)

293 •The resulting proposal is the convergence of many models and recommends a
294 method for us to work together as one common board to share common vision,
295 common resources, common challenges, and a common faith-filled future with
296 principles of good governance (Strategic Vision and Guidance, Monitoring and
297 Oversight, Resource Development and Acquisition; see also Appendix page 36):

298 Our decisions were reached by consensus and mutual covenant even in the absence of
299 unanimity. We listened deeply and communicated with respectful dialogue, to make the best
300 recommendations possible for the governance work of the national setting of our church, to
301 best support collaborative work across settings and with constituency groups and ministry
302 opportunities yet to be realized in the imagination of our still speaking God.

303 The national setting of the United Church of Christ, in continuity with its many honored
304 historical predecessor instrumentalities, agencies, and societies, carries out four essential
305 functions for, with, and on behalf of our Local Churches, Conferences, and Associations.

306

307 1. The national setting is a sign of unity, convening biennially as the General Synod,
308 and proclaiming a unifying vision for the whole United Church of Christ -- a vision
309 informed by our Statement of Faith, the Preamble to the Constitution, and the ever
310 present voice of the Still speaking God. This vision is summarized in God's call to the
311 United Church of Christ to be a "united and uniting church," "a multi-racial, multi-
312 cultural church," "an open and affirming church," "a church witnessing to peace with
313 justice," and "a church accessible to all."

314

- 315 2. The national setting nurtures relationships within and beyond the United Church of
316 Christ, including relationships among United Church of Christ ministries and
317 institutions in all settings, and with ecumenical, interfaith, and global partners.
318
- 319 3. The national setting equips and strengthens vital and faithful ministries of Local
320 Churches, leaders, and other settings of the church.
321
- 322 4. The national setting, in partnership with all other settings, demonstrates God's
323 transforming love and justice around the world through social justice advocacy and
324 public witness, and by sharing life and resources through critical presence with God's
325 people and creation at the point of deepest need.
326

327 These four roles have been shaped by a rich historical legacy reaching back far beyond the
328 fifty years of the United Church of Christ and have been embodied in varied ways in
329 structures that have sought to be the faithful stewards of that legacy. Our Reformation
330 heritage reminds us that we are "reformed, yet ever reforming." As a result, our past shapes
331 and educates us, but does not finalize who and what we are becoming to a Still-Speaking
332 God.
333

334 The current national structures of the United Church of Christ have evolved over many years.
335 The earliest ecclesiastical structures, founded long before there were anything like today's
336 denominations, were founded in the 17th century to provide oversight to the ordained
337 ministry, give doctrinal order to the church, and offer some means for congregations to relate
338 to each other. By the early 19th century these ecclesiastical bodies were joined by mission
339 societies, organized apart from the ecclesial structures by individuals in response to particular
340 passions, callings, or needs. The American Board of Commissioners for Foreign Mission,
341 the American Home Mission Society, and the American Missionary Association are
342 prominent examples. Some of these societies began as ecumenical ventures and were not
343 under the control of any ecclesiastical bodies. Indeed, in many cases ecclesiastical control
344 was resisted in order to allow the mission societies more freedom to pursue their particular
345 vision. Over time, as each of our predecessor denominations evolved, the patterns of
346 relationship between the ecclesial structures and the mission societies also evolved -- a
347 process of development and change that continues to this day. Slowly, the separation
348 between the mission societies and ecclesial structures (like the General Synod or the General
349 Council) began to diminish.
350

351 When the United Church of Christ was established, a General Synod was created which
352 "recognized" some of the former mission societies, allowing them to retain considerable
353 independence, and "established" other instruments of mission more directly accountable to
354 the Synod. These "recognized and established instrumentalities" carried out mission in
355 response to their historical mandates or to contemporary mandates given by the General
356 Synod, and were supported by a combination of historical endowments, annual
357 apportionments from Our Church's Wider Mission, and individual gifts. They were
358 governed by boards of directors, each having differing relationships to the General Synod
359 and the Executive Council ranging from direct to very limited accountability.
360

361 The restructure of 2000 represented a further evolution of the relationship of the
362 ecclesiastical bodies and the mission societies, creating four autonomous “Covenanted
363 Ministries” related to the General Synod, the Executive Council, and each other, but retaining
364 legal autonomy as separately incorporated bodies. The Pension Boards and the United
365 Church Foundation retained a special relationship to the General Synod. Other bodies created
366 over the years to serve particular ecclesial or missional needs each have their own distinctive
367 relationship to the General Synod or other ecclesial bodies. These include the Council for
368 Health and Human Service Ministries, the Cornerstone Fund, the United Church of Christ
369 Insurance Board, etc.

370

371 The background theological documents for the 2000 restructure, including the *Missio Dei*
372 paper, were already calling into question the continued separation of church and mission
373 structures, arguing that mission belongs to God, not to mission societies or ecclesial
374 structures in isolation, and that the whole church is called to participate together in God’s
375 mission. The 2000 restructure consolidated some of the national instrumentalities into four
376 Covenanted Ministries. It also attempted to honor both the conviction that mission belongs to
377 God and is the calling of the whole church, while retaining some separation between the
378 church (the General Synod and its Executive Council) and the current expressions or
379 instruments of the original mission societies now known as our Covenanted, Associated, and
380 Affiliated Ministries. By seeking to integrate our national structures while maintaining the
381 historical separation in some form, we were left with a kind of “hybrid” represented by
382 autonomous covenanted ministries with all the ambiguity about relationship and
383 accountability such a phrase suggests. *The current proposal is, in large part, an effort to*
384 *address the inherent governance challenges such a hybrid presents, as well as the*
385 *stewardship of resources required to sustain a large and complex governance structure at a*
386 *time when relatively scarce dollars need to be supporting mission. Additionally the current*
387 *proposal will facilitate the work of the national setting in supporting and strengthening the*
388 *whole of mission and ministry in the local church. More foundationally, it poses the question*
389 *of whether it is time, theologically and historically, to fully integrate the ecclesial and*
390 *missional structures under one United Church Board accountable to the General Synod.*

391

392 Autonomy and covenant are cherished principles in the United Church of Christ. In the
393 context of covenant, autonomy is not “freedom from” but rather “freedom for.” In the *United*
394 *Church of Christ Constitution and Bylaws* the principle of autonomy is most clearly and fully
395 articulated in relation to Local Churches, though each of the “settings” – Local Church,
396 Association, Conference, and National – relate to each other in a manner that is both
397 covenantal and autonomous. At its heart, autonomy is a responsibility rather than a privilege.
398 Affirming that “Jesus Christ is the sole Head of the Church,” the United Church of Christ
399 subordinates every other authority to Christ and grants to no one person or one setting of the
400 church a privileged authority in relation to Christ or a privileged access to Christ.

401

402 Covenant embodies and honors the United Church of Christ’s conviction that all members
403 and all settings of the Church are called by God into a relationship with God, and therefore
404 with one another, which depends upon God’s grace and which confers both identity and
405 purpose upon the covenant partners. All “walk together” in a journey toward faithfulness,
406 often without knowing exactly what the outcome will be. Covenant assumes the autonomy of

407 each partner to commit one's self to the relationship and the journey. Covenant requires that
408 each be responsible to the others and for the self. It assumes that all partners regard
409 themselves and one another in their wholeness and integrity as bestowed upon them by God.

410
411 Autonomy has been described as “the non-transferable responsibility of the church, in each
412 of its settings, to discern, in consultation with all other settings, God's will and way for its
413 time and place.” This suggests that we honor autonomy not so much through the protection
414 of corporate and historical prerogatives, but through the most effective exercise of our
415 responsibilities as a setting of the church to discern God's will and way for our time and
416 place. *This governance proposal does recommend a significant change in governance at the
417 national setting. It will honor the intentions of donors across the decades, fulfilling our moral
418 and legal responsibilities as fiduciaries of these historic endowments. It will continue our
419 historic commitment to prophetic justice ministries and education, to being a global mission
420 church and to proclaiming the Good News of Jesus Christ through ministries of evangelism,
421 church development, and communication. It will allow freedom for the United Church Board
422 to change over time in response to new occasions and new duties. It will encourage further
423 programmatic collaboration and creativity unhindered by more static governance
424 arrangements.*

425
426 To accomplish this, the negotiated arrangements by which we have previously tried to
427 covenantally relate our current autonomous corporate bodies (the Covenanted Ministries and
428 the Executive Council) in the national setting to one another call for a deeper covenantal
429 relationship. This national governance model will evolve into a single United Church Board
430 accountable to the General Synod. This relationship will, thereby, integrate within and under
431 the General Synod the responsibility for discerning God's will and way as an autonomous
432 setting of the church in covenantal relationship to Local Churches, Associations, and
433 Conferences and representative of the rich diversity that is our church. In so doing, the
434 historical pattern separating ecclesial and missional structures, maintained, albeit in a
435 significantly altered way by the current Covenanted Ministries and Executive Council, will
436 be largely replaced by a common governance location of discernment and decision-making.
437 We believe this will be more appropriate for current financial realities, more nimble in
438 addressing and claiming ever changing mission opportunities, and more capable of altering
439 its own internal life to deal with rapid change within and beyond the church. The reality that
440 our current autonomous corporate bodies still legally exist but have each agreed to consider
441 restructure as a single common board is a significant and courageous step in our covenantal
442 life together. This step further speaks to the prophetic spirit of our forebears and our
443 willingness to respond to the call to go boldly together into our bright future.

444
445 While this proposal deals exclusively with recommended changes to the governance of the
446 national setting of the church, it is clear that restructure of governance is not an end in itself.
447 Only as the national setting is able to carry out its four essential roles effectively and
448 creatively in relation to Local Churches, Conferences, and Associations will any governance
449 model be deemed faithful. While we believe a change in governance is crucial, we are also
450 clear that it must be accompanied by sustained programmatic efforts to encourage vital,
451 faithful, effective, and prophetic ministries in each setting. Members of our Local Churches
452 may not have deep interest in these governance questions. But they do expect the national

453 setting to be marked by faithfulness, courage, excellence, relevance, and responsiveness.
454 These expectations must be the horizon against which all our governance discussions take
455 place.

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457

458

A Brief History of the Governance Follow-Up Team United Church of Christ

459

460

461 The current structure of the national setting of the United Church of Christ took effect in **July**
462 **2000**, following years of work by structural committees authorized by the Executive Council
463 and the General Synod, a series of votes by those bodies and the governing bodies of the
464 several Instrumentalities of the church, and ratification of constitutional changes by the
465 Conferences of the United Church of Christ.

466

467 A stated expectation within the restructure actions was that the new structure would be
468 evaluated a few years into its life. This was undertaken in **2003** by a Restructure Evaluation
469 Oversight Committee of the Executive Council. Its report, based on wide-ranging interviews
470 and surveys throughout the church, was presented to the Executive Council in **October 2004**.
471 Among the concerns it identified were the difficulty of engaging in strategic planning across
472 the Covenanted Ministries, the ambiguity about relationships among – and lines of
473 accountability between – the Executive Council and the Covenanted Ministry boards, and the
474 need for clarity and strengthening of the distinctive role of the General Minister and
475 President.

476

477 In **April 2006**, during a joint meeting of the Covenanted Ministry boards in Hartford,
478 Connecticut, and at the Executive Council meeting immediately thereafter, the Collegium of
479 Officers presented a report calling attention to those same concerns and others. Adding
480 urgency was news in early 2006 of a sharp drop in National Basic Support dollars in 2005,
481 raising questions about the future sustainability of governance, management and program
482 structures in their current size and configuration. The Collegium sought and received
483 authorization from the Executive Council to “proceed in ways consistent with the missional
484 commitment of the restructure process, to develop recommendations for a significant
485 streamlining and/or reshaping of management and governance structures for the national
486 setting in order to enhance capacity for strategic decision making, improve effectiveness, and
487 achieve cost savings. This includes, but may not be limited to: a) The size, number and role
488 of Covenanted Ministry Boards and the Executive Council; b) The size and design of the
489 Collegium of Officers; c) The design of national work and staffing levels; d) The role of the
490 General Minister and President.”

491

492 In **October 2006**, after weeks of intensive work, the Collegium completed that assignment
493 by presenting a report addressed to the Executive Council and the Covenanted Ministry
494 boards. Among its recommendations was that the United Church of Christ “bring the current
495 responsibilities and authority of the Boards of the four Covenanted Ministries and the
496 Executive Council into a single “Governing Body.” It also recommended a smaller,
497 streamlined management and program structure and the continuance of a collegial model of
498 leadership with a smaller Collegium. The report suggested a timeline anticipating the need in

499 January 2007 for a “meeting of a ‘conference committee’ of Executive Council and Board
500 leadership to reconcile comments, concerns and recommendations” that would likely emerge
501 from their separate fall 2006 meetings.

502

503 The need for such a “conference committee” turned out to be even greater than anticipated in
504 view of the divergent actions taken in **October and November 2006** by the Executive
505 Council and the four Covenanted Ministry Boards. The Collegium decided in November
506 2006 to expand a January 2007 meeting into a larger “Conversation on Structure.” In
507 addition to the Collegium and the chair- and vice-chairpersons of the Covenanted Ministry
508 Boards and of the Executive Council, each of those governing bodies was invited to bring
509 three additional Board members. The Affiliated and Associated Ministries and the Council of
510 Conference Ministers were invited to send representatives as well. A consultant, Dr. Harold
511 Massey, facilitated the meeting, and National Special Counsel Donald Clark was invited to
512 attend as a resource person.

513

514 This “Conversation on Structure” was held on **January 5 & 6, 2007**, in the Meeting House
515 Room at the Church House in Cleveland. (Its results are summarized on Page 2 of the
516 Collegium’s March 2007 Status Report.) The participants agreed that the work of the meeting
517 should be continued by a smaller group and entrusted its appointment to the Collegium, the
518 chairs of the Boards and of the Executive Council, and a Conference Minister. This was done
519 by conference call on **January 8, 2007**, with the agreement that the members of the follow-
520 up team would be asked to make themselves available until the completion of the team’s
521 work – possibly as late as 2008 or even 2009. The team would consist of the Collegium, two
522 representatives from each Covenanted Ministry Board, two representatives from the
523 Executive Council, two representatives of the Council of Conference Ministers, one
524 representative each from the Associated and Affiliated Ministries, and such other “additional
525 members” as would be needed to ensure representation of historically underrepresented
526 groups. These “additional members,” though coming from among the membership of the
527 governing bodies, were appointed by the Collegium to serve in an “at large” fashion. Again,
528 Dr. Harold Massey facilitated the meeting and National Special Counsel Donald Clark was
529 invited to attend as a resource person.

530

531 The resulting group, now known as the Governance Follow-Up Team (GFT), met on
532 **February 5 & 6, 2007**, in the New York/Philadelphia Room at the Radisson Hotel at
533 Gateway in Cleveland. Results and recommendations of that meeting were delivered to the
534 Executive Council and the Covenanted Ministry boards in a **March 2007** Status Report from
535 the Collegium of Officers.

536

537 In **March 2007** the Executive Council formally authorized the Governance Follow-Up Team
538 to continue its work. This was affirmed in actions taken by each of the Covenanted Ministry
539 boards in **March and April 2007**. The Collegium, at its meeting of April 25-26, 2007,
540 identified another “additional” or “at large” member for the purposes of diversity.

541

542 In **May 2007** the Governance Follow-Up Team met at the Radisson Hotel at Gateway in
543 Cleveland, including two new members who had been elected by their boards. After
544 examination and analysis of all the concerns expressed by the Executive Council and the

545 Covenanted Ministry boards, various concepts were presented, discussed and analyzed. A
546 total of seven possible re-structure concepts were discussed. The primary focus of the
547 gathering culminated in a digest and summing up of elements that could address the concerns
548 expressed by the Executive Council and the Covenanted Ministry boards. A subcommittee
549 composed of five members (Jim Antal, Peter Barbosa, Diane Christopherson, Paul Lance,
550 and Hattie Walker) was selected and charged to draft one or more governance structural
551 models for the national setting of the United Church of Christ out of the seven possible
552 models presented. The outcome of this drafting was to be brought to the September 2007
553 meeting of the entire Team for discussion.

554

555 In **August 2007** the subcommittee met in Framingham, MA, to develop one or more of the
556 proposed models. The subcommittee's first joint action was to pray for God's Spirit to infuse,
557 lead and guide their individual and collective intuitive promptings, thoughts, words and
558 decisions in the course of its collaborative, creative work. After considerable deliberation, its
559 second joint action was to decide that they would attempt to spend their limited time together
560 drafting one governance structural model that, as much as possible, addressed the varied
561 interests, concerns and values of people in multiple settings of the denomination, rather than
562 developing several of the previously described models. As a result of this meeting a model
563 was developed and presented to the entire Governance Follow-Up Team via email two weeks
564 prior to the scheduled **September 2007** meeting.

565

566 In **September 2007** the Governance Follow-Up Team met in Cleveland to discuss, modify
567 and determine if the proposed model answered the concerns expressed by the Executive
568 Council and the four Boards of Directors of the Covenanted Ministries. After much reflection
569 and consideration, the proposed model was modified to accommodate strongly-held
570 concerns. It was decided to share the proposal with the Executive Council and the Boards of
571 Directors of the Covenanted Ministries during their respective fall 2007 meetings to explore
572 if further conversation and action were desired.

573 In **November 2007**, following the discussions that took place during the fall meetings of the
574 Executive Council and four Boards of Directors of the Covenanted Ministries, the
575 Governance Follow-Up Team met by conference call to discuss all the concerns raised
576 during these meetings. After a lengthy discussion about addressing the concerns regarding
577 the perception of a diminished role of people of color, it was decided that the proposal would
578 be "tested broadly" with the many and varied constituencies of the United Church of Christ.
579 The proposal would also be scrutinized by a panel of polity teachers and would again be
580 reviewed Church attorneys.

581

582 Between **November 2007** and **January 2008** one Collegium member and one representative
583 from the Governance Follow-Up Team were paired to engage in telephone conference calls
584 with leaders from the Historically Underrepresented Groups (HUGS), among other
585 constituencies of the Church. Each of the HUGS was allowed to select their respective
586 leaders to participate in the conversation. Feedback was collected, including ideas, concerns
587 and/or support statements along with written reports.

588

589 In addition, a group of polity teachers met in August of 2006 and **January 2008**. Dr. Harold
590 Massey, the GFT facilitator, spoke with a number of elders and long-term pioneers within the

591 UCC to document their personal opinions, ideas and concerns regarding the proposed
592 governance model.

593
594 Between **February 1-3, 2008**, almost exactly one year to the day after their first formal
595 meeting as the “Governance Follow-Up Team,” the group met again in Cleveland to
596 collectively report, evaluate, reflect upon and address all the various concerns and comments
597 raised by the Executive Council and the Boards of Directors of the Covenanted Ministries
598 during their fall 2007 meetings, as well as all the collected comments from the series of
599 meetings and conversations that took place between November 2007 and January 2008. The
600 Team committed itself to value and respond to all raised concerns; therefore all comments
601 and concerns were discussed. As a result, a significant number of modifications and additions
602 were made to the then current draft of the governance model. Written assignments were
603 divided among the entire team and this draft is the outcome of this work.

604
605 **In April 2008** the Joint Boards and Executive Council experienced an emerging consensus
606 about the importance of a single board structure for the leadership of the national setting.
607 Questions remained about the size and composition of the proposed new board. Broad
608 testing of the single governance model and conversations continued throughout the spring
609 and summer of 2008 among conference ministers, conference boards, and the HUGS.

610
611 **On May 1, 2008** the chair of Executive Council corresponded with leadership of the Boards,
612 Executive Council, and the Council for Conference Ministers, requesting appointments of
613 two members from each by June 1, noting that the United Church Foundation and Pension
614 Boards each had one representative, along with the HUGS. These were likewise requested
615 and meeting dates for the reconstituted GFT were provided. The Historically
616 Underrepresented Groups had requested by action of the Executive Council to name their
617 own representative through internal processes, likely coming from their special meeting in
618 **June, 2008**. The GFT II began its work after the HUGS special meeting and report.

619
620 The GFT II met twice with significant committee and teleconference work between these
621 meetings of **July 30th through August 1, 2008** and **Sept 5 through Sept 7, 2008**. Some
622 continuity from the original Team, and new members, constituted the team. The GFT II
623 worked with consensus building and openness to share dissenting opinions and find common
624 ground. Love of the church and vision for its future were guiding values, along with
625 diversity and good governance as well as expanded opportunities for participation in General
626 Synod and other expressions of the United Church of Christ in ministry and mission. The
627 proposal which emerged and that follows in this report, builds with enormous respect on the
628 work of each and every member of the GFT in its journey of the past several years, including
629 the prior groundwork that initially led to the creation of the GFT. The leadership of our
630 process facilitator, Dr. Harold Massey, along with the vision of our Collegium of Officers
631 and the time, skills, and wisdom of each member of GFT II, is likewise appreciated. Special
632 thanks are due the Executive Council for providing the opportunity for the HUGS groups to
633 meet to inform the process, and the guidance provided to the reconstituted GFT for its work
634 creating this proposal which follows:

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Governance Follow-Up Team Proposed National Governance Model: Narrative

Rationale for the Single Board Model

The primary rationale for the developed model is the necessity for more accountability, cooperation, and communication between Ministry Teams of Local Church, Justice and Witness, and Wider Church - as well as improving the resourcing and financial stewardship of the national setting of the UCC. We believe the proposed model takes into account the expressed concerns by the Boards of the Covenanted Ministries, Executive Council, Conferences, United Church Foundation, Pension Boards, Historically Underrepresented Groups.

A key consideration in our work was a discussion of good governance and the role of governing boards. High-performing boards are self-aware and committed to continuous improvement, and operate with integrity, transparency, and strong communication both within and without its body. A useful way to think of the board's governance responsibility is in terms of *leadership*. The board's decision making job can only be performed with excellence if the board engages in "generative" governance – using deep inquiry to examine root causes, values, options and new ideas.

The board operates in partnership with staff leadership, but is mindful that management of the organization is the staff's role. The responsibilities of a governing board are threefold – 1) providing strategic vision and guidance for the organization; 2) monitoring and oversight; and 3) resource development and acquisition.

A well developed and well run United Church Board will leave other duties and objectives to its officers and staff, enabling the board to spend its time focused on its key, institutional responsibilities and values that include in ministry and mission a generative support of the richness of leadership of people of color in conferences and from conference settings.

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Basic Premise of the Model

The primary elements that serve as basis for this model are described as follows:

- A governing body named the **United Church Board** (*working title*) will be created. The United Church Board of 85-88 members will serve all of the functions of the current Executive Council and will incorporate all of the functions of the Office of General Ministries. In addition, all of the members of the United Church Board will *also govern the corporations* which include:
 - **Ministry Team for** Local Church
 - **Ministry Team for** Justice and Witness
 - **Ministry Team for** Wider Church

654 The impact of this revised governance is that one group of people will have the responsibility
655 to develop policy and have oversight of all aspects of the national setting; all officers of the
656 church will report to one common Board.

657

- 658 • While the role of the General Synod will remain essentially the same in this
659 proposal, **the relationship of the General Synod to the UCB will be more direct**
660 **than the current relationship of the General Synod to the separately**
661 **incorporated boards of the Covenanted Ministries.**

662

663 Currently, the entity with the responsibility for oversight of the **work of the whole** is
664 the General Synod and the Executive Council. Given our current structure this is a
665 charge to oversee separately incorporated bodies, boards entrusted with the fiduciary
666 responsibility of the individual ministries with different people on each board
667 primarily focused on the work of the particular ministry on whose board they serve.
668 The current structure renders the Executive Council unable to fulfill its constitutional
669 charge.

670

671 The proposed changes mean that the UCB is the only board and while LCM, JWM,
672 and WCM will continue as separate corporations, the membership of the three
673 corporations and the UCB will be the same. **General Synod will have a different,**
674 **more integrative access to each of the Ministry Teams; in some sense a layer**
675 **between the General Synod and the Ministry Teams will be removed and the**
676 **UCB will have both authority and structural access to oversee the work of the**
677 **whole.**

678

- 679 • **Delegates will be added to the General Synod in order to address the reduction**
680 **of HUGS participants caused by moving from four Boards and the Executive**
681 **Council to one United Church Board.** In our current structure 30 people from each
682 of the Boards and the members of the Executive Council all serve as General Synod
683 delegates. From this group there is a significant presence of members of
684 representatives of the five racial ethnic groups. Moving to one UCB will have the
685 effect of reducing the presence of these groups at Synod. Therefore we propose
686 adding 32 new delegates, four from each of the HUGS groups (CAIM, CHM,
687 Coalition, CYYAM, Disabilities Ministries, MRSEJ, PAAM, and UBC) who would
688 serve as General Synod delegates, and who would sit with the conference delegation
689 from which they come. All members of the UCB would serve as General Synod
690 delegates as well. In addition, in order to provide new and innovative opportunities to
691 engage members of the United Church of Christ in General Synod, 30 delegates will
692 be chosen each biennium in a process yet to be determined as special delegates. For
693 example, one Synod might welcome 30 delegates who are new church pastors; a
694 next Synod might welcome 30 delegates who are seminarians, and so on. In spite of
695 these additions, General Synod will still be somewhat smaller and the percentage of
696 delegates representing conferences will be increased over the current percentage in
697 relation to those representing national boards.

698

699

700 Within the United Church Board:

- 701 • There will be ministry teams that are consistent with **the programmatic work** of our
702 current covenanted ministries (local church, justice and witness, and wider church).
703 Each of these **ministry teams** will have the responsibility for oversight and monitoring
704 of the programmatic functions of these areas and will be standing committees of the
705 United Church Board.

706

707 As a result of the creation of the United Church Board:

- 708 • The incorporated body of the Executive Council will be merged into the United
709 Church Board. This new body will be elected by the General Synod and represent the
710 General Synod ad interim.
- 711 • The incorporated body of the Office of General Ministries (OGM) will be merged
712 into the United Church Board. Its functions will be incorporated into the standing
713 committees of the new United Church Board.
- 714 • The Associate General Minister position will be eliminated as an elected position of
715 the General Synod, and many of its duties will be accomplished by a Chief
716 Administrative Officer (CAO) selected by and reporting directly to the General
717 Minister and President.
- 718 • The General Minister and President, as well as the three Executive Ministers (Justice
719 & Witness, Local Church, and Wider Church), will each be accountable to the
720 General Synod through the United Church Board.
- 721 • A Collegium of peers will continue to be the model by which the Officers of the
722 Church function. This new Collegium will be comprised of four Officers of the
723 Church: the Executive Ministers for Local Church, Justice & Witness, and Wider
724 Church, and the General Minister and President (GMP).

725

726 **Why the changes to the Office of General Ministries (OGM)?**

727

728 The current structure of the UCC includes OGM as a separate Covenanted Ministry. While
729 the majority of the functions of OGM directly relate to the overall settings of the other three
730 Covenanted Ministries of the Church (LCM, JWM, WCM), the current structure contributes
731 to the perception of OGM as a separate ministry. As a consequence, some OGM initiatives
732 have struggled to come to fruition, while they are intended to serve the whole Church. This
733 new model proposes the merger of OGM into the United Church Board. This allows for an
734 equal and intentional “ownership” of all current OGM functions and responsibilities within
735 the national setting.

736

737 Since the Associate General Minister serves as the executive of OGM, it follows that this
738 position will be eliminated as a member of the Collegium. The critical roles that this position
739 currently serves will be accomplished by a Chief Administrative Officer (CAO) selected by
740 and reporting directly to the General Minister and President (GMP). This change also assures
741 that the CAO has singular skills required for the position rather than dual identities as an
742 Officer of the Church and a CAO. This change will also strengthen the role of the GMP,
743 which is a consistent concern expressed in many preceding evaluations of the national
744 governance structure.

745

746 An Office of the General Minister and President (OGMP) will be established, but not as a
747 separate corporation. This office may include, but not be limited to, the various staff
748 positions currently lodged in the OGM Corporation. These staff will be supervised by the
749 CAO and will be guided by some of the governance standing committees of the United
750 Church Board (see below under “Standing Committees of the United Church Board”).
751

752 **The United Church Board (*working title*)**

753
754 All members of the United Church Board will be elected by General Synod (GS). The United
755 Church Board will consist of a total of **eighty-five to eighty-eight (85-88)** members. Sixty-
756 eight (68) of the board members will go through the “standard” nomination process (similar
757 to the nomination process of our current model) in which each group being represented
758 submits three (3) nominations to the GS Nominating Committee for selection and vote by
759 GS. Seventeen (17) additional members will be nominated by virtue of their respective
760 positions. **The GS Nominating Committee is to address with great intentionality the fullness
761 of racial ethnic diversity possible across communities of color in meeting the 50% diversity
762 requirement.**
763

764 The 68 positions **with provision for up to three (3) additional members** following the standard
765 nomination process shall be as follows:
766

- 767 • Thirty-eight (38) members, one representing each UCC conference
- 768 • Ten (10) members, two (2) from each of the following groups: 1) Council for
769 American Indian Ministry, 2) Council for Hispanic Ministries, 3) Ministers for
770 Racial, Social and Economic Justice, 4) Pacific Islander and Asian American
771 Ministries, and, 5) United Black Christians
- 772 • Nine (9) at-large youth and/or young adult members (2-year term; eligible for
773 reelection)
- 774 • Three (3) members from the UCC Disabilities Ministries
- 775 • Two (2) members from the Council for Youth and Young Adult Ministries - CYYAM
776 (2-year term; eligible for reelection)
- 777 • Two (2) representatives from the UCC Coalition for LGBT Concerns
- 778 • One (1) representative from the Council for Racial and Ethnic Ministries
- 779 • One (1) representative from the Council for Theological Education
- 780 • One (1) representative from the Council for Higher Education
- 781 • One (1) representative from the Historical Council
- 782 • **Up to three (3) at-large representatives may be added by UCB decision each
783 biennium in order to ensure that the diversity of the church from the HUGS and
784 conference entry points of leadership are appropriately represented on the UCB.
785 These persons will serve a two year term.**
786

The GFT II tried to balance many values in determining size. The Committee of the Whole at the Joint meetings had proposed a Board as large as 160. The OGM Board action clearly stated its unwillingness to accept a Board that large. Members of HUGS groups desired, in some cases, three rather than two representatives on the United Church Board (UCB). Some conferences felt that if HUGS representation was larger, conference delegates should increase. Principles of good governance increasingly suggest a small board and there were some members of the GFT II who proposed a board of 70 with conferences and HUGS each represented by one individual. Some racial and ethnic constituencies pointed out that within their group there is significant diversity not easily represented by only two representatives. After careful consideration of all these concerns, the GFT II is recommending a UCB no larger than 88 members. Eighty-five (85) would be identified in the Bylaws. However, recognizing the need to ensure appropriate diversity each biennium, there will be a Bylaw provision that will allow the UCB at the beginning of each biennium to review its membership, determine if necessary diversity is present and, if not, add up to three additional members for that biennium.

787

788 In reference to the nominations for these positions, HUGS will make their own nominations.
789 The conference positions will be nominated by conferences. In the case of the nine (9) at-
790 large youth and/or young adult positions, the invitation to submit names will come from
791 those conferences and HUGS that have vacancies that particular year. CYYAM will be
792 invited to submit nominations for every term for these nine (9) At-large youth and/or young
793 adult positions.

794

795 [Note: In the case where HUGS have submitted names for vacant positions that particular
796 biennium and one of them was a youth not selected for their group's vacancies, those names
797 may be considered for an at-large position.]

798

799 Addressing a consistent concern for diversity, the composition of these 68 positions will
800 closely follow the guidelines modeled by the current JWM Corporation Bylaws, including
801 the following distribution:

802

- 803 • Fifty percent or more ($\geq 50\%$) shall be persons of color
- 804 • Fifty percent or more ($\geq 50\%$) shall be women.
- 805 • One-third of the members will be ordained ministers or persons with ordained
806 ministerial partner standing
- 807 • One-third laywomen, and one-third laymen
- 808 • Twenty percent of the members are to be under 30 years of age at the time elected.
809 When possible, under-30 representation shall include both (a) youth, persons of high
810 school age, and, (b) young adults, persons graduated from high school or over 19
811 years of age.

812

813 In addition to the 68 members who will go through the standard nomination process
814 described above, the following seventeen (17) positions will be nominated and elected by
815 virtue of their respective positions, with consideration of the above-noted diversity
816 guidelines:

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- Six (6) Conference Ministers, each from one of the UCC regions (2-year term, renewable for up to six years)
- One (1) representative from the United Church Foundation, Inc.
- One (1) representative from The Pension Boards
- One (1) representative from the Council of Health and Human Services (CHHSM)
- The Moderator and the two Assistant Moderators of General Synod (3) (2-year term)
- One (1) representative chosen by the Christian Church (Disciples of Christ)
- The Executive Ministers, one each for Local Church, Justice & Witness, Wider Church (3)
- The General Minister and President of the UCC (1)

The terms of office of the members of the United Church Board, elected through the standard nominating process unless otherwise designated, shall be for six years. Terms shall commence at the close of the General Synod at which members are elected and qualified and shall terminate at the close of the General Synod in which their successors are elected and qualified. Members shall be divided into three classes. No elected member who has served at least half of a full term shall be elected again until at least two years have elapsed. Terms for Council for Youth and Young Adult Ministries as well as the 9 At-large Youth & Young Adult members shall be two years, with eligibility for re-election twice more for a total of six (6) years maximum. A person elected from a Conference shall resign when moving to another Conference.

The United Church Board will be incorporated and carry on the work of its predecessor bodies: the Executive Council of General Synod and the Office of General Ministries. The members of the United Church Board will also serve as the Boards of Directors of the three continuing Corporations: Justice & Witness, Local Church, and Wider Church. The United Church Board will serve as General Synod ad interim. It will reflect in its membership the commitment of the UCC to be an inclusive church, and will relate covenantally to our Seminaries and Colleges, Associated and Affiliated Ministries, Conferences, Associations, and Local Churches.

The planning and work of the United Church Board will be guided and use as a foundation the following primary principles:

The United Church Board– in furtherance of God’s mission, rooted in the gospel of Jesus Christ, honoring our Statement of Faith and the Preamble to the Constitution, faithful to the Constitution and Bylaws, and in consultation and collaboration with national, global, local churches, Conferences, and ecumenical partners – will

Proclaim a unifying vision for the whole United Church of Christ. This vision for the present and the future will be informed by the UCC’s historic faith, values, and ethos, and by the Stillspeaking God’s call to be a 21st century church.

862 Nurture relationships within and beyond the United Church of Christ. These
863 include relationships among UCC ministries and institutions in all settings,
864 and with ecumenical, interfaith, and global partners.

865
866 Equip and strengthen vital and faithful ministries of Local Churches, leaders,
867 and other settings.

868
869 Demonstrate God's transforming love and justice around the world through
870 social justice advocacy, public witness, and sharing life and resources through
871 critical presence with God's people and creation at the point of deepest need.
872
873

874 **Committees of the United Church Board**

875 876 **A. Ministry Teams for Local Church, Justice & Witness, and Wider Church**

877
878 The United Church Board will be divided into three Ministry Teams: Local Church , Justice
879 & Witness, and Wider Church. Members of the United Church Board will be elected by the
880 GS and after their election; the United Church Board itself will divide its entire membership
881 into three working groups, each representing one Ministry Team. **The selection into a**
882 **particular team will take into account the particular individual's experience, expertise,**
883 **personal passion and spiritual calling.** In addition, issues related to diversity and equal
884 representation will be taken into account when assigning members of the United Church
885 Board into each of the three Ministry Teams. Each Ministry Team will honor the diversity of
886 commitments of the United Church of Christ and work in covenant with one another.
887 Individuals selected to Wider Church will also need to consider the role that Wider Church
888 representatives may need to perform by serving simultaneously as members of the Common
889 Global Ministries Board (CGMB), the UCC's mission partnership with the Christian Church
890 (Disciples of Christ).

891
892 Each of the three Covenanted Ministry Teams will elect its own Chair and Vice-Chair.
893 **Reflecting the church's value for diversity, at least one of these two positions for each of**
894 **the groups will be a person of color.** This also assures diversity at the level of the Executive
895 Committee of the United Church Board (see description below).
896
897

898 **B. The Executive Committee of the United Church Board (*working title*)**

899
900 The Executive Committee will consist of the following 16 -19 positions, **at least one of**
901 **whom shall be a young adult at the time of election:**

- 902 • The Chair and Vice-Chair of the United Church Board who will be elected by the
903 United Church Board itself from among its members (2)
- 904 • The Chair and Vice-Chair of each of the three Ministry **Teams** who will be elected by
905 each Ministry **Team** itself from among its members (6)
- 906 • The three Executive Ministers, one each for Local Church, Justice and Witness,
907 Wider Church (3)

- 908 • The General Minister and President (1)
- 909 • Representatives of the United Church Foundation and Pension Boards (2)
- 910 • One of the six Conference Ministers serving on the United Church Board (1)
- 911 • **The Chair or Vice-Chair of the Finance and Budget Committee**
- 912 • **Up to three (3) At-Large members may be added to ensure appropriate levels of**
- 913 **expertise and diversity**

914

915 The Executive Committee shall have the responsibility to ensure that visioning and strategic
 916 planning be done on behalf of the national setting of the church.

- 917 • The Executive Committee will lead the United Church Board in developing and
- 918 articulating comprehensive and integrated strategies and goals for the national setting.
- 919 • It will facilitate the Board’s identification of concerns and ideas related to
- 920 communications, identity, fundraising, fund development, strategic planning,
- 921 evangelism, and other critical issues for the life of the whole Church.

922

923 To fulfill its responsibilities, the planning and work of the Executive Committee shall be
 924 guided by the following primary principles:

- 925 • Rooted in the Gospel of Jesus Christ;
- 926 • Honoring our Statement of Faith and the Preamble to the Constitution;
- 927 • Faithful to the Constitution and Bylaws;
- 928 • In consultation and collaboration with national, global, local churches, Conferences,
- 929 historically underrepresented groups, and ecumenical partners.

930

931 The decision-making power and authority of the Executive Committee of the United Church
 932 Board will be governed by the standing rules of the United Church Board.

933

934

935 **C. The Finance and Budget Committee**

936

937 The Finance and Budget Committee shall consist of the following 12 people:

- 938 • The Chair or the Vice Chair of the United Church Board (1)
- 939 • Two (2) representatives from each of the Covenanted Ministry Groups (6 total) [these
- 940 will be selected by each of the three groups individually]
- 941 • The Board member representing the Pension Boards (1)
- 942 • The three (3) Executive Ministers, one each for Justice & Witness, Local Church,
- 943 Wider Church (3)
- 944 • The General Minister and President (1)
- 945 • The Chief Financial Officer (CFO) of the United Church of Christ shall meet with the
- 946 committee and have voice without vote

947

948 The duties and responsibilities of the Finance and Budget Committee will include:

- 949 1) Review the annual available resources and be responsible for financial planning.
- 950 2) Review the proposed Annual Budget recommended by the Collegium in consultation
- 951 with the CFO and other key staff and mission partners such as Common Global Ministries.

952 The proposed budget may be modified to better advance the goals of the strategic plan
953 developed by the full board.

954 3) Recommend the Annual Budget to the full Board.

955 4) Receive and review regular financial reports.

956 To fulfill these duties, it is anticipated that the Finance and Budget Committee will require a
957 lengthy working session(s) prior to the meeting of the United Church Board.

958

959 **D. Other Standing Committees of the United Church Board**

960

961 In addition to the proposed standing committees listed **above and below**, the United Church
962 Board shall create other committees as needed. These committees will be filled as much as
963 possible with equal representation from each of the Ministry Teams. It will be at the
964 discretion of the United Church Board to combine, add or remove committees (unless
965 otherwise noted) based on the emerging issues of the Ministry Teams and the national church
966 setting as a whole. Some of these committees will work closely with the CAO and various
967 staff and teams of the newly-formed OGMP.

968

969 In response to concerns expressed about financial oversight, we offer the following detailed
970 description of two of the standing committees that directly relate to financial matters:

971

972 *The Investment and Endowment Committee:*

973

974 The Investment and Endowment Committee will consist of the following people:

- 975 • Two (2) representatives from each of the Ministry **Teams** (6 total) [these will be
976 selected by each of the three groups individually]
- 977 • The three (3) Executive Ministers, one each for Local Church, Wider Church, Justice
978 & Witness (3)
- 979 • The General Minister and President (1)
- 980 • The Board representative from the UC Foundation with voice without vote
- 981 • **Up to 3 non-board members (who must be UCC members) with particular investment**
982 **expertise may be added to this committee, by vote of the full UCB, with voice and**
983 **vote**
- 984 • The CFO of the United Church Board shall be a member with voice without vote
- 985 • An investment manager designated by the United Church Board on recommendation
986 by the Investment and Endowment committee shall meet with the committee and
987 have voice without vote.

988

989 The Investment and Endowment committee will be responsible for assuring:

- 990 1. Assure that the legacy/historic restrictions on the use of restricted funds and the
991 intended use restrictions of the unrestricted funds of each of the historic ministries are
992 monitored, accounted for, maintained and reported out to the United Church Board.

993

994 The duties and responsibilities delegated to the Investment and Endowment Committee by
995 the United Church Board include:

- 996 1. Recommend to the United Church Board investment policies including investment
997 screens that reflect the commitment of the UCC to Corporate Social Responsibility.

- 998 2. Manage the investment of the endowed funds and other assets including real property
999 in accordance with investment policies approved by the United Church Board.
1000 3. Monitor and report on the management of invested funds to the United Church Board.
1001 4. Recommend to the United Church Board the annual draw rate on invested funds that
1002 may be used to carry out the mission entrusted to the Covenanted Ministries.
1003 **Recommendation as to the annual draw rate and as to the allocation of the annual**
1004 **dollar amounts resulting from the application of the annual draw rate to each of the**
1005 **restricted endowment funds and to each of the historic donor intended uses of each of**
1006 **the unrestricted endowment funds referred to in part 5 below shall not be modified by**
1007 **the United Church Board except upon two affirmative votes, each of not less than**
1008 **eighty five (85%) percent of the members present of the full Board at one or more**
1009 **meetings of the full Board with not less than twelve (12) hours between the two**
1010 **affirmative votes in order to ensure adequate discernment by the full Board. This**
1011 **policy will be memorialized in the Bylaws of the United Church of Christ.**
1012 5. To review, monitor and recommend to the United Church Board the allocation of the
1013 annual dollar amounts resulting from the application of the spending rate to each of
1014 the restricted endowment funds and to each of the historic donor intended uses of
1015 each of the unrestricted endowment funds.
1016 6. **To monitor and oversee the allocation of both restricted and unrestricted funds to**
1017 **ensure that they will be allocated based on donor intent, whenever that can be**
1018 **determined and to provide the full Board an overview of all funds in order to**
1019 **encourage the most effective collaborative and holistic use of those funds to meet the**
1020 **missional needs of the church. This understanding is to be memorialized in the**
1021 **Bylaws of the United Church of Christ.**
1022 7. Provide Board representation to the Investment Committee of the United Church
1023 Foundation.
1024

1025 *Audit Committee:*

1026 The Audit Committee will consist of the following people:

1027 Members of the Board with audit expertise representing each Covenanted Ministry Group.

1028 Non-board members may be co-opted, if necessary, in order to achieve the required
1029 expertise, but may never be more in number than the Board members on the committee.
1030

1031 The duties and responsibilities of the Audit Committee will include:

- 1032 1) Select the audit firm to perform the annual financial audit.
1033 2) Receive and review the audit report from the auditors and report to the Board.
1034

1035 Additional proposed standing committees of the United Church Board include:

- 1036 • Development
- 1037 • Community Life
- 1038 • Nominating
- 1039 • Personnel
- 1040 • Covenantal Relations
- 1041 • General Synod Planning
- 1042 • Common Services
- 1043 • Organizational Life.

1044
1045
1046

Transition of Current Entities to New Model Entities

CURRENT ENTITY	NEW MODEL ENTITY
LCM, JWM and WCM separate corporations	Will continue as ongoing corporations
Current separate Boards of Directors for LCM, JWM and WCM	<ul style="list-style-type: none"> ✓ Program functions will be dealt with by the Ministry Teams ✓ Administrative issues will be dealt with by specific committees of the United Church Board ✓ Authorization, decisions, and actions will be voted by the United Church Board as a whole
OGM corporation	Merged into the United Church Board
OGM corporation responsibilities	Included within the United Church Board and a newly formed Office of the General Minister and President (OGMP)
Associate General Minister	<ul style="list-style-type: none"> ✓ Eliminated as an elected position ✓ Duties to be served by a Chief Administrative Officer (CAO), selected by and reporting directly to the General Minister & President
Executive Council corporation	United Church Board
Executive Council GS ad interim responsibilities	United Church Board
Executive Council GS additional responsibilities	United Church Board and its committees
Common Services Corporation	Could be maintained

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Role of the General Minister and President & Continuing a Collegial Model

Continuing a Collegium of Officers

This proposal calls for the continuation of the Collegium model of leadership in the new governance structure. Leadership, management, and oversight of the national ministries of the church will be shared by the Collegium of Officers, consisting of a General Minister and President and three Executive Ministers who will oversee the work of each covenanted ministry group. A Chief Administrative Officer (CAO) will serve in a similar capacity as the current Associate General Minister. The CAO will be a senior staff person in the Office of

1061 the General Minister and President, selected by and reporting directly to the General Minister
1062 and President.

1063
1064 The four Officers of the Church will be elected by the General Synod and be accountable to
1065 the General Synod through the United Church Board. They will function as a team of peers
1066 that model collegiality, coordination, collaboration, open communication, transparency, and
1067 mutual support. They will reflect the commitment of the UCC to be an inclusive and diverse
1068 church.

1069

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1073 **The Role of the General Minister and President**

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1075 Spiritual Leader of the Church:

1076 The General Minister and President is the spiritual leader and pastor of the church, charged
1077 with the care and nurture of the spiritual life of the church.

1078

1079 Theological Interpreter:

1080 The General Minister and President **is the principal leader in interpreting the theological**
1081 **perspectives** of the United Church of Christ. In consultation with the Collegium, the GMP
1082 will develop the foundation of UCC theological values as guided by the General Synod.

1083

1084 The General Minister and President is the chief representative of the UCC in the public
1085 square and at ecumenical, interdenominational and interfaith tables.

1086

1087 Convener:

1088 The General Minister and President is responsible for guiding the development of visioning
1089 and planning that will enable the United Church of Christ to be more effective in carrying out
1090 God's mission.

1091

1092 The General Minister and President will convene and preside at the meetings of the
1093 Collegium. He/she has particular responsibility for coordinated communication, fund raising
1094 and planning in collaboration with the Executive Ministers.

1095

1096 Chief Executive Office/Administrator:

1097 The General Minister and President is the Chief Executive Officer of the General Synod and
1098 is its principal spokesperson. The General Minister and President serves as the president of
1099 the corporations (United Church Board, JWM, WCM, LCM).

1100

1101 The General Minister and President oversees the administration of the national setting offices
1102 and is responsible for selecting a Chief Administrative Officer (CAO) and Chief Financial
1103 Officer (CFO) in consultation with the Collegium. Both the CAO and the CFO report directly
1104 to the General Minister and President, who is accountable to the United Church Board. The
1105 CAO will assume many of the functions of the current Associate General Minister. The CFO

1106 will oversee the financial functions of the ministries including supervision of the financial
1107 staff. The CFO will serve as Treasurer of all corporations.
1108

1109 The General Minister and President serves as an ex-officio member with voice and vote in all
1110 meetings of the Associated Ministries and as a member with voice but not vote in all
1111 meetings of the Affiliated Ministries. He/she shall have voice, but not vote in the meetings of
1112 all Commissions, Councils, and Committees of the United Church of Christ.
1113

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The Role of the Executive Ministers

1116

1117 The Executive Ministers will oversee the program of each Ministry (Justice & Witness, Local
1118 Church, Wider Church). Responsibilities include program development and implementation
1119 and managing the budget and personnel. With the General Minister and President, they will
1120 be involved in the overall functions of the national setting including visioning and planning,
1121 as well as communications, budget, personnel and implementation of policies.
1122

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1124

Checks and Balances / Points of Accountability

1125

1126 One of the primary places of “check-and-balances” for this model has been built within the
1127 structure of the model by virtue of broad representation, the continued existence of Ministry
1128 **Teams**, and setting working modes of operation where individual Ministry **Team** meetings in
1129 conjunction with plenary meetings that include all-church programs. **Consultation with**
1130 **General Synod is required prior to a vote to dissolve any of the current corporations.**

1131

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1134

The model was designed to significantly increase the lines of communications among all
ministries of the church and to improve the way in which the whole church works as a single
united entity. **The General Synod now is directly related to the United Church Board and is a
key place of accountability for the United Church Board.**

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One of the clear elements described in previous analytical reports of the current structure
included the breakdown of relationship and lines of accountability between the Executive
Council and the Covenanted Ministry Boards. The described structure of the proposed United
Church Board ensures that all Ministry Teams work together and in covenant taking care of
the programmatic elements while attending to the needs of the whole Church. The model will
provide a foundation of operation that allows for a holistic function of the national setting of
the Church.

1144

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1146

The duality in the role of the members of the Collegium is eliminated. In the proposed model,
each of the four members of the Collegium will be accountable to the one single United
Church Board.

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1151

In addition, the role of the General Minister and President is also strengthened by having the
CFO and CAO positions report directly to him/her and by his/her role as president of the
corporation of the United Church Board.

1152 **Additional Items of Intent**

- 1153 • The GFT II recommends that the Executive Council create a plan and process for the
1154 important work of anti-racism and healing.
- 1155 • The proposed model includes affirmation of the Common Global Ministries Board
1156 (CGMB), a partnership of the UCC with the Christian Church (Disciples of Christ).
1157 The UCC will continue to provide an equal number of representatives to the CGMB
1158 as the Christian Church (this number is currently 20). Because of the unique
1159 covenantal commitments embodied by CGMB, the additional level of care that must
1160 be given to nurturing the partnership, and CGMB’s requirement for additional Board
1161 meetings beyond the United Church Board of Directors, the proposed model includes
1162 flexibility for WCM representatives to 1) serve as the CGMB representatives; 2) elect
1163 representatives from the broader church to the CGMB; or 3) some combination of 1
1164 and 2, depending on a particular individual’s availability to serve.
- 1165 • We anticipate no wholesale national staff resignations will be required nor the need to
1166 reapply for currently held positions. In a new board, however, visioning, strategizing
1167 and prioritizing may increase, decrease or shift program emphases.
- 1168 • Historical financial legacies will be protected. Unrestricted funds will be allocated
1169 based upon donor intent, whenever that can be determined.
- 1170 • Draw rate will be determined by full Board of the UCB upon the recommendation of
1171 the Finance and Investment Committee. The concerns to be balanced are 1)
1172 protection from group/emotional decision-making; 2) appropriate fiscal restraint; and
1173 3) need for flexibility to move relatively quickly in order to claim new and urgent
1174 mission opportunities.
- 1175 • In the event the United Church Board alters or removes the designation from any
1176 “Board Designated” unrestricted funds, donor intent will continue to determine any
1177 future allocation or designation.
- 1178 • The United Church Board will determine the exact structure and frequency of its
1179 meetings. It is expected, however, that both the Executive Committee and the Finance
1180 and Budget Committee will meet at least one day in advance of the entire 85-member
1181 United Church Board to complete preliminary work to be presented in plenary
1182 sessions.
- 1183 • It is proposed that while the entire 85-88 member United Church Board is meeting
1184 together, it will be in one of three possible formats: the entire group in plenary as the
1185 United Church Board, the members divided into the three Ministry Teams (Justice
1186 and Witness, Local Church, Wider Church), or the members divided into various
1187 standing committees.
- 1188 • Attention will be given to continuity of membership, bringing forward some number
1189 of the current Covenanted Ministry Boards (JWM, LCM, WCM) into the United
1190 Church Board to ensure continuity of knowledge, skills and experience.
- 1191 • When Covenanted Ministry Groups meet, the role of the chair, meeting management,
1192 and minute taking are procedural decisions that will need to be addressed.

1197 **Future Structure Evaluation**

1198 In accordance with the Stillspeaking God’s call to be a 21st century church, we recognize the
1199 need for regular and intentional self-assessment and evaluation. We recommend that
1200 attention be given to creating a culture of ongoing evaluation within the United Church
1201 Board so that openness to change is not only expected, but fully embraced. Concepts and
1202 ways of doing business need to be constantly evaluated and when it is determined that
1203 previously tried concepts no longer work or have simply outlived their usefulness, change
1204 may be seen as a matter of course, rather than a threat to an entrenched system. Even in the
1205 context of a spirit of ongoing evaluation, we recommend that an intentional evaluation of the
1206 structure be incorporated and implemented no later than four (4) years after the new structure
1207 has been in effect. While there are not clear predictions that indicate what areas might need
1208 attention, we encourage a continued look at the role of the General Minister and President,
1209 the Collegium, the relationship of the United Church Board to the General Synod and an
1210 overall assessment of the ability of the national setting to do strategic planning that better
1211 supports the whole Church to proclaim the gospel message of the Stillspeaking God.

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1213

1214 **Minority Reports**

1215

1216 **NOTE ON PROCESS:** The GFT II agreed that members would have the opportunity to
1217 offer a minority report to the GFT II Proposal, commenting on elements of the proposal over
1218 which they or the group they represent have concern or objection. It was agreed that these
1219 reports would be included in the Proposal itself when sent to the Boards and Executive
1220 Council. Minority reports were received from Carol Brown on behalf of UBC, and Ronald
1221 Fujiyoshi on behalf of PAAM. Following submission of these reports, MRSEJ, CHM, and
1222 PAAM asked that their organization be added as signatories to the UBC minority report.

1223
1224

1225 **Pacific Islander and Asian American Ministries (PAAM)**

1226 September 16, 2008

1227

1228 PAAM participated in GFT2 because we love our Church. As many of us come from a long
1229 tradition of the United Church of Christ, especially its Congregational roots, we are not
1230 convinced that a single governance body is good for our church. It became clear that there
1231 are no checks and balances for a single governance structure. Since the interpretation of the
1232 task of GFT2 was to work on a single governance structure, the major issue became one of
1233 representation—whether two or three HUGS would sit on the Executive Council. Who is
1234 going to insure that the missional focus will be maintained—whether it be in the areas of
1235 “justice and witness,” “local church,” or “wider church”? For example, the Justice and
1236 Witness Ministries board passed a resolution asking that the planning committee of the 50th
1237 Anniversary of the United Church of Christ place the theme of the Year of Jubilee as a
1238 central focus of the general synod. This was largely ignored for the sake of a “celebrative”
1239 general synod. Once the task of the GFT2 was decided to work on proposing a single
1240 governance model, besides the issue of whether two or three HUGS representatives would sit
1241 on the Executive Council, the only remaining issues of importance were: 1) What is the role

1242 of and who would be seated with vote at General Synod? and 2) How would the total church
1243 participate in missional structures of the church, and what would these structures look like?
1244 The present structural change is too important in the history of the United Church of Christ
1245 for PAAM to agree with the present proposal.

1246
1247 Sincerely,
1248 Ronald Fujiyoshi, PAAM representative to GFT II

1249
1250
1251

1252 **United Black Christians (UBC) with Minister for Racial, Social, and Economic Justice**
1253 **(MRSEJ) - September 12, 2008**

1254
1255 It is essential to the integrity of the Governance Follow-Up Team that the
1256 representation of COREM groups and historically underrepresented populations find place
1257 and honor on the United Church Board. Conversations in the United Church of Christ over
1258 many years, particularly at the national setting, call the church to conversations and decision
1259 making that includes all voices.

1260 The presence of constituency groups and COREM is a clear result of self
1261 determination grown and nurtured by the constituency groups and should be valued as the
1262 primary voice for those groups and ministries. To say, suggest or even hint that constituency
1263 groups and COREM don't matter in the official conversations that happen nationally or that
1264 they are somehow not representative of the groups that bear their name is an insult and an
1265 affront. Through difficult and costly struggles, these groups have earned the right to speak
1266 for and on behalf of their constituencies. To filter and diminish the voice these groups bring,
1267 suggest that the culture of the United Church of Christ undervalues the constituency groups
1268 the UCC helped to bring into being and are now willing to jettison them, in part or wholly, in
1269 favor of persons or emerging groups that are more palatable to the dominate view.

1270 The COREM and historically underrepresented groups have earned a seat at all
1271 ministry team tables. Their voices represent their communities. This right should be
1272 respected.

1273 United Black Christians of the United Church of Christ cannot support a governance
1274 proposal that does not include 3 representatives on the United Church Board, i.e., one for
1275 each ministry team.

1276
1277 Carol A. Brown, UBC National President and representative to GFT II
1278 Ronald Fujiyoshi, PAAM representative to GFT II
1279 William Land, MRSEJ Representative to the GFT II
1280 C. Alicia Nebot, President, CHM

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Possible Timeline for Implementation

In considering a timeline for possible implementation of the proposed restructure of the governing boards, careful attention must be given to the constitution and bylaws that state how such changes can be made. Constitutional changes must be ratified by two-thirds of conferences and can be effective only after that ratification, bylaw changes can be effective immediately after voting has taken place. Both constitution and bylaw changes can be determined to be in effect at a date specified assuming that any constitutional requirements have been satisfied by the date specified.

Of particular interest is paragraph 60 of the constitution with the heading “Powers of Covenanted Ministries.” That section states that any changes to the powers of covenanted ministries, (including changing the articles of incorporation of the ministries that vests the General Synod the power to elect not fewer than 55 and no more than 58 members to their boards) can be changed only after consultation with the Collegium, the Executive Council and after presentation to two regular meetings with the General Synod. In short, this means that the corporation documents of JWM, WCM and LCM, where the number of board members is detailed, can be changed only after this “two Synod rule.”

This paragraph was added to the bylaws because each Covenanted Ministry has the power to add board members not elected by the General Synod. During discussions on the restructure in 2000, there was concern that Covenanted Ministries, all of whom would be separate corporations, might change their articles of incorporation(s) and make it possible to add board members that had not been elected by the General Synod. It was suggested that these “non-Synod related members” might have less appreciation for the actions and requests of the General Synod and somehow the separately incorporated boards would become completely autonomous bodies, not only legally but also in actions. Consequently, “a safeguard” was added that was seen as a way to slow such a process down and require the Covenanted Ministry boards to discuss any such proposals with the General Synod over a 4 year period. In reading this today and watching how the relationship of the Covenanted Ministries and the Boards of Directors has evolved, what seemed as a “safeguard” may now seem more like a clause added out of a position of mistrust, and might be a lesson to be considered for the future.

Given this reality, even if there was some desire to adopt Constitution and Bylaw changes in 2009 and implement the proposed new structure in 2010, it could not happen that fast due to the “two Synod rule” about the articles of incorporation. That is why there has always been the proposal that this be a two-step process, adopting the constitutional changes in 2009, having the proposed bylaws ready, but not actually adopting them, until the 2011 Synod. This gives the General Synod in 2009 the opportunity to see what the bylaws might look like, ask questions and raise concerns, and then adopt them in 2011. Only after the 2011 Synod has met can the Boards of the Covenanted Ministries change their articles of incorporation to facilitate the changes proposed. Below is a possible timeline for consideration:

1334 October/November 2008 Approval of the model and authorization to proceed
1335
1336
1337
1338 Nov-February 2008 Draft proposed constitutional changes and proposed
1339 bylaw changes; bylaw changes for information only
1340 will not be voted in 2009. Also, draft changes to
1341 Articles of Incorporation of each of the Covenanted
1342 Ministries to share with the General Synod. It is not so
1343 much the actual language that needs to be ready, but the
1344 intent of the change to the articles of incorporation must
1345 be clear.
1346
1347
1348 March 2009 Present proposed constitutional Changes to Boards for
1349 approval; bylaws for information; assure that the
1350 relevant articles of incorporations are identified. .
1351
1352 April 2009 Post proposed constitutional changes for churches
1353 and Synod delegates as required (60 days in
1354 advance of Synod). Proposed bylaw changes may b
1355 Posted but will be for information only, not to be voted
1356 until 2011
1357
1358 June 2009 At the 2009 Synod,
1359 • The proposed model is presented and discussed
1360 (ie. first consideration by Synod);
1361 Including changes that will be required to
1362 the articles of incorporation of the
1363 Covenanted Ministries.
1364
1365 • Discuss and vote on constitutional
1366 changes...include language that states such
1367 changes are to become effective September or
1368 October 2011 following General Synod
1369 2011. 2011 would be the second
1370 presentation to the General Synod of the
1371 concept/changes to bylaws, etc.
1372 • Note that bylaws are provided for information,
1373 but not for action at the 2009 Synod (note
1374 paragraph 60 (d) of the constitution
1375
1376 After the General Synod:
1377
1378 The Executive Council will name a Governance
1379 Transition Team that would

1380		1) recommend a nominating process for
1381		constituting the United Church Board,
1382		2) prepare other enabling actions and
1383		processes necessary between 2009 and 2011,
1384		and
1385		3) oversee the ratification process in the
1386		Conferences of Constitutional amendments.
1387		
1388		
1389	July 2009-July 2010	Votes by conferences on constitutional changes
1390		with the following note:
1391		Ratified changes go into effect ONLY after a second
1392		conversation at the 2011 Synod and approval of the
1393		proposed bylaw changes at the 2001 Synod.
1394		
1395		
1396	March 2010	Present final proposed bylaw changes to boards and
1397		Executive Council for feedback
1398		
1399	Spring 2011	Proposed bylaw changes approved by Boards and
1400		Executive Council and posted for Churches and Synod
1401		delegates, (60 days in advance of Synod)
1402		
1403	Note:	By the end of June, all of the Conferences will have had
1404		the opportunity to act on the proposed constitutional
1405		changes, so it will be clear if the proposed changes have
1406		been ratified by the required two-thirds of conferences.
1407		
1408	June 2011	Assuming ratification has taken place, the General
1409		Synod hears the plan once again, with attention to the
1410		required changes in the articles of incorporation of the
1411		Covenanted Ministries. (2nd consultation) Bylaw
1412		changes are then presented and voted at the 2011
1413		Synod.
1414		
1415	June 2011	Boards meet following Synod to take action on the
1416		changes to their articles of incorporation
1417		
1418	Sept/October 2011	New Governance becomes effective
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1420		
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1425		

1426 **GFT II Requested EC and Board Actions**

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1429 **For Executive Council and Boards of CM's**

1430

1431 The _____

1432

1433 1) Affirms the Proposal of the Governance Follow-Up Team as a sufficient basis for the
1434 restructure of the national setting;

1435 2) Reports the following recommendations, if any, supported by a majority vote, for
1436 possible modification of the Proposal; and

1437 3) Authorizes its chair and vice-chair to meet with their counterparts to reconcile, if
1438 possible, any differences in the actions of all four Boards and the Executive Council
1439 as a basis for the preparation of proposed Constitution and Bylaw amendments for
1440 consideration at the 2009 Spring meetings.

1441

1442

1443 **Additional action for the Executive Council**

1444

1445 The Executive Council authorizes the continuance of the Governance Follow-Up Team II
1446 through June, 2009 and asks it to

1447

1448 1) Prepare proposed Constitution and Bylaw amendments for consideration by the
1449 Boards and the Executive Council in March, 2009;

1450 2) Communicate the proposed changes broadly throughout the Church; and

1451 Facilitate church-wide conversation about the proposed structural changes in order to prepare
1452 the church for deliberation and decision at General Synod in June 2009.

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1461 **APPENDICES**

1462 **I. Opportunities For Participation in Decision Making and Planning for Mission**

1463
1464 The theological grounding of the 2000 restructure held highly the principle that the Mission
1465 of God (“Missio Dei”) belongs to the whole church. The desire in any structure is for the
1466 broadest participation possible in the discernment and living out of the *Missio Dei*. Although
1467 a single governance model reduces the number of those participating in governance, it
1468 requires an expansion of the existing opportunities for the whole church to participate in the
1469 discernment of mission.

1470
1471 There are numerous current and historical experiences from which to draw on as we increase
1472 the opportunities for real participation and decision making across the church. In many ways
1473 the resolution process of General Synod is just such an opportunity. It could be expanded to
1474 include input of mission and program in a broader sense.

1475
1476 If a single governance model is adopted in 2011, we would commit in the first several years
1477 to expanding the use of existing opportunities to build on the broader decision making and
1478 participation opportunities as suggested in the list that follows.. In succeeding years we are
1479 convinced that there could be additional creative opportunities to increase the participation of
1480 persons from across the church in ministry and mission of the national settings of the church
1481 in ways that are even more meaningful than serving on a governing board.

1482
1483 Events like WCM’s MissionWorks would be an opportunity to not just hear about
1484 WCM’s work, it would also be an opportunity for participants to provide input on the
1485 shape of that work going forward. And the focus of WCM’s current Ministries and
1486 Mission Interpreters program, like JWM’s Justice Advocates, could be enlarged to
1487 include participation in suggesting new programs and giving feedback on past
1488 emphases.

1489
1490 Ecumenical Advocacy days would include opportunities for input from participants
1491 on issues for future consideration. There could also be increased financing of travel
1492 scholarships to add more UCC participants in this significant national opportunity for
1493 education and lobbying in Washington each year.

1494
1495 The Leaders in Koinonia (LinK) events would include additional opportunities for
1496 participant input on the mission of the church. The purpose of the LinK program,
1497 funded by the Thomas E. Dipko Scholarship Fund for Clergy and Lay Leadership
1498 Development, is to strengthen relationships between the ministries of local churches
1499 and conferences, clergy and lay leaders and the national settings of the United Church
1500 of Christ.

1501
1502 The new proposal to add 30 at large delegates to General Synod in addition to the
1503 additional 32 for HUGS groups might provide the opportunity in 2013 to bring
1504 additional clergy in the 20-30 age group to Synod.

1505

1506 In Congregational Vitality workshops participants would be encouraged to shape the
1507 resources and programs they need to make church vitality a reality in their settings.
1508

1509 These are just a few examples. There are many places where this interaction is already
1510 occurring. More will be added.
1511

1512 **II. Good Governance**

1513
1514 High-performing boards are self-aware and committed to continuous improvement, and
1515 operate with integrity, transparency, and strong communication both within and without its
1516 body. A useful way to think of the board's governance responsibility is in terms of
1517 *leadership*. The board's decision making job can only be performed with excellence if the
1518 board engages in "generative" governance – using deep inquiry to examine root causes,
1519 values, options and new ideas.
1520

1521 The board operates in partnership with staff leadership, but is mindful that management of
1522 the organization is the staff's role. The responsibilities of a governing board are threefold –
1523 providing strategic vision and guidance for the organization; monitoring and oversight; and
1524 resource development and acquisition. A well developed and well run organization will
1525 leave other duties and objectives to its staff, enabling the board to spend its time focused on
1526 its key, institutional responsibilities.

- 1527 • Strategic Vision and Guidance – The governing board must set the strategic
1528 direction for the organization and advance its mission and vision.
- 1529 • Monitoring and Oversight – The fiduciary role of the board involves approval and
1530 review of the executives' key goals and oversight of financial matters and risk
1531 management, ensuring adherence to all legal, ethical and regulatory requirements.
- 1532 • Resource Development and Acquisition – The board must make certain that the
1533 organization has the resources it needs to accomplish its work.

1534 By focusing on these three responsibilities and leaving managerial tasks to the staff and other
1535 volunteers, the institutional board can accomplish the governance work for which it is best
1536 suited.
1537

1538 Throughout the non-profit sector, there is substantial movement toward smaller boards. This
1539 helps with the stated need for organizations to be flexible and nimble, and contributes
1540 strongly to proper board functioning. The larger the board, the more members defer to
1541 someone else to take on responsibility, and the more difficult it is for all board members to
1542 meaningfully engage in meetings.
1543

1544 Board composition should take account of the primary needs (e.g. legal skills, financial
1545 management expertise, inspired leadership potential, ability to think strategically about the
1546 whole organization, fund raising skill) and other forms of diversity valuable to the
1547 organization (e.g. gender, location, tenure, race/ethnicity). These two dynamics should be in
1548 balance in determining board composition. Thus, the institution is able to utilize the benefits
1549 of its full diversity of talents while fulfilling its key governance responsibility, for which
1550 boards of religious organizations do well to include models of spiritual discernment for
1551 decision-making.