

MEETING MINUTES
UNITED CHURCH OF CHRIST BOARD

October 20-22, 2023

Crowne Plaza Cleveland at Playhouse Square

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

Members Present:

David Ackerman, Jean Avison, Kearstin Bailey, Joyce Bathke, Brian Bodager, Judith Booker, Deborah Dee Brayton, Charles Buck, Cynthia Butts, Molly Carlson, Lorraine Cenicerros, Elly Chong, Jasmine Coleman Quinerly (Vice-Chair), Tyler Connoley, Tom Croner, Sana Delcorazon, Courtney Dobbins, Daniel Doty, Mark Dutell, Shernell Edney Stilley, Derrick Elliott, Julia Gaughan (Chair), Jimmy Gibbs, Darrell Goodwin, Dick Hom, Eric Jackson, Cean James, Marcia Keesee, Janese Murray, A.T. Ortiz, Michael Readinger, Lawrence Richardson, Bethany Ruhl, Gregory Sato, D'Angelo Smith, Karen Georgia Thompson, Elizabeth Walker, Katharine West, Andrew Williams, Careina Williams, Kim Wood, Jeanette Zaragoza De Leon

Members Not Present:

Joan Bell-Haynes, Traci Blackmon, Jamar Doyle, Tracy Keene, Rushan Sinnaduray, Kylie Steever

Staff and others present:

Josh Baird, Liz Brunton, Donyale Copeland, Gabrielle Fields, Cynthia Gaffney, Charles Jefferson, Heather Kimmel, Peter Makari, Tami Marinella, Kent Siladi

Friday, October 20, 2023

FIRST BUSINESS SESSION

Welcome by Chair, Julia Gaughan.

Opening Worship provided by Shernell Edney Stilley.

United Church of Christ Board Team Building.

SECOND BUSINESS SESSION

Prayer provided by Jimmy Gibbs.

Roll Call and Declaration of a Quorum Declaration

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

Approval of Agenda

**It was VOTED:
UCCB-23-10-01**

To approve the Agenda.

MOTION: Molly Carlson

SECOND: Elly Chong

MOTION CARRIED

Supporting document: UCCB-23-10-01 Agenda

**First Governance Committee Report
By Shernell Edney Stilley**

**It was VOTED:
UCCB-23-10-02**

To elect Gabrielle Fields to fill an unexpired term in the class of 2028.

MOTION CARRIED

Supporting document: UCCB-23-10-GOV-13 Gabrielle Fields bio

**It was VOTED:
UCCB-23-10-03**

To elect Elizabeth Brunton to fill an unexpired term in the class of 2025.

MOTION CARRIED

Supporting document: UCCB-23-10-GOV-14 Elizabeth Brunton bio

Consent Agenda Approval

**It was VOTED:
UCCB-23-10-04**

To approve the Consent Agenda.

MOTION: Jimmy Gibbs

SECOND: Gabrielle Fields

MOTION CARRIED

Supporting document: UCCB-23-10-02 Consent Agenda

Discussion:

A member requested further information about the Executive Session minutes item from the Consent Agenda. Heather Kimmel provided the requested information. The item remained on the Consent Agenda.

September 18, 2023 Special Meeting Minutes Approval

**It was VOTED:
UCCB-23-10-05**

To approve the minutes of the United Church of Christ Board Special Meeting held on September 18, 2023.

MOTION: Joyce Bathke

SECOND: Kim Wood

MOTION CARRIED

Abstain:

Andrew Ponder Williams, Tyler Connoley

*Supporting document: UCCB-23-10-03-Special Meeting Minutes
09.18.2023*

General Synod Minutes Approval

**It was VOTED:
UCCB-23-10-06**

To approve the minutes of the Thirty-Fourth General Synod.

MOTION: Eric Jackson

SECOND: Liz Brunton

MOTION CARRIED

Abstain:

Mike Readinger, Deborah Dee Brayton, A.T. Ortiz, Greg Sato

*Supporting document: UCCB-23-10-04 Thirty-Fourth General Synod
minutes*

General Minister & President Welcome

By Karen Georgia Thompson

Karen Georgia welcomed the Board and noted the priority of understanding the UCC as a united and uniting church, and to work to accommodate the diversities in the church.

Introduction of Committee chairs

By Julia Gaughan

Serving on committee is essential to the work that we do.

Audit Committee – Beth Walker

Common Global Ministries Committee – Joyce Bathke

Development Committee – Lawrence Richardson

Executive Committee – Julia Gaughan

Finance & Budget Committee Mark Dutell

General Synod Programming and Planning Committee – Rushan Sinnaduray

General Minister and President Compensation & Evaluation Committee – Julia Gaughan

Governance Committee – Shernell Edney Stilley

Subcommittee on Disposition – Gabrielle Fields

Investment & Endowment Committee - Careina Williams

Marketing Committee - Kearstin Bailey

Ministry Committee - Elly Chong

UCCB Chair & VC Nominating Committee – Tracy Keene

All Committee meetings are open to all Board members. You will not have a vote but you can attend.

**Chair Remarks
By Julia Gaughan**

Julia Gaughan opened her comments by stating that we can come together to make the world a better place. She invited the Board members to show up, be who you are, use your voice, and know we want to hear you.

THIRD BUSINESS SESSION

Karen Georgia opened the session with prayer.

DEI Training and an introduction to Consensus Decision-Making was a combined exercise facilitated by Julia Gaughan. DEI training is an on-going requirement written in the Standing Rules.

**Board Giving Presentation
By Kent Siladi**

Kent Siladi, Director of Philanthropy, spoke with the UCCB about giving and encouraging 100% director participation.

Adjourn for the day.

Saturday, October 21, 2023

FOURTH BUSINESS SESSION

We will build on our relationships and have additional DEI training with Velda Love when she returns from sabbatical. We are meant to live into our anti-racism commitments.

Opening Devotional provided by Shernell Edney Stilley.

**GMP Report
By Karen Georgia Thompson**

Karen Georgia Thompson gave thanks to the Board and to all who attended her installation service. She provided her vision for Unified Governance, the One Staff, One Budget, and One Mission Model, and thoughts on Big Tent Living. See attached PowerPoint presentation.

FIFTH BUSINESS SESSION

COMMITTEE REPORTS

**Marketing Committee Report
By Kearstin Bailey**

The Committee will meet once each quarter to discuss how to market the UCC and the way we show up as a denomination. We will also discuss how our digital communications work and audit the digital resources.

**Investment & Endowment Committee Report
By Careina Williams**

The approved draw is a 3.3% increase from 2022. From 2015-2022 we were drawing \$7.5-8 million and this year we are drawing \$11 million. We are also working on the governance and roles of the various parties and updating benchmarking. Portfolio allocation has been conservative. We are trying to re-examine the portfolio allocation to gain more returns. We are building DEI into the investment policy. Our goal is to have the policy done by the end of the year. We are going to have 4 meetings a year with a focus on performance. Right now, the endowment is at \$314.5 million, a 3% increase for the 2nd quarter and 6.3% increase since inception. We want to be sustainable into the future.

We are going to work with 3rd parties to be able to compare data with historical data. The draw amount from the committee is not in a percentage because it cannot be done accurately.

It was VOTED:

UCCB-23-10-07

To approve a total amount of \$11,340,176 for 2024 consisting of administrative fees and draw on investments.

MOTION CARRIED

Abstain:

Kim Wood, Jeanette Zaragoza

Discussion:

The amount of \$11,340,176 is a combination of the approved draw and admin fee. The amount had previously been in the form of a percentage.

In 2015 the draw dropped to 4.75% calculated on the unrestricted balance of the endowment, \$7.6 million to \$8 million. In 2023 we approved \$11 million, a 45% increase over the prior year. We cannot stay at this level. The endowment will be impacted.

The Board last year for the first time approved an administrative fee on the endowments. Rather than take the draw on the unrestricted funds, we would also take an admin fee across the funds to reduce the amount needed on the draw. The action was taken due to the added staff in the Philanthropy Team, the decrease in OCWM, and the increase in health and dental insurance. The staff were to be funded by the resources drawn on the administrative fee. The goals set for philanthropy are impacting the operational budget. The needs we have and the commitment to the Philanthropy Team take three years to show up. We will still need to determine if the Philanthropy Team is earning a return on investment.

OCWM has consistently dropped. The request last year was to cover some of the drop. There was also a 10% increase in health insurance and 8% in dental.

**Finance & Budget Committee Report
By Mark Dutell**

The Committee met on October 3 and a balanced \$22 million budget was submitted for review. Karen Georgia gave an overview to the committee. The budget represented a change of \$643,000; 1% cost of living adjustment; staff travel requests at the 2022 level. There is an increase in health insurance and an increase in dental insurance.

It was VOTED:

UCCB-23-10-08

To approve the proposed 2024 Combined Operating Budget with total Revenues and Expense of \$22,216,487, which includes the Office of the General Minister and President (OGMP), Justice and Witness Ministries (JWM), Local Church Ministries (LCM), and Wider Church Ministries (WCM)

MOTION CARRIED

A unified budget will be coming to the Board in 2025, instead of the five budgets currently presented.

Supporting document: UCCB 23-10-FB-04 UCCB Combined Budget

The Committee reviewed the National Basic Support Allocation. The moneys are allocated to OGMP, JWM, LCM, WCM, PB and GS infrastructure. The allocations basically are the same as last year. The money is already budgeted – this is the allocation of the central costs.

It was VOTED:

UCCB-23-10-09

To approve the National Basic Support allocation base of \$3,800,000 for 2024 and the funding to the Office of the General Minister & President, the Covenanted Ministries and the Pension Boards allocation as follows: Office of the General Minister and President (OGMP) \$633,454 or 16.7%, Justice and Witness Ministries (JWM) \$826,310 or 21.7%, Local Church Ministries (LCM) \$950,000 or 25.0%, Wider Church Ministries (WCM) \$950,000 or 25.0% , The Pension Board \$216,546 or 5.7% and historical grants and General Synod infrastructure \$223,690 or 5.9%.

MOTION CARRIED

Supporting document: UCCB-23-10-FB-05 NBS 2024 Allocation

SIXTH BUSINESS SESSION

Transitional Executive for WCM and Co-Executive Report

By Peter Makari

Peter Makari spoke of the work being done by Wider Church Ministries and Common Global Ministries. See the detailed report attached.

Common Global Ministries Committee Report

By Joyce Bathke

Common Global Ministries Committee is a new committee in the UCCB Standing Rules The main goal of the committee is to establish the direct line of communication between UCCB and Common Global Ministries. The Committee has fifteen members: 8 are on the UCCB and 7 members are UCC At Large. The chair of the CGM Committee is co-chair of Common Global Ministries Board.

On October 2nd we had a brief orientation as a new committee, an update on the transition process, and an overview of the budget. We will meet on November 10th in Indianapolis and on November 11th and 12th the Common Global Ministries Board will have its Board meeting.

Second Governance Committee Report

By Shernell Edney Stilley

Shernell introduced the committee members. She spoke of the Governance Committee votes on the Consent Agenda and introduced the work regarding the amendments to the UCC Bylaws.

Amendments to UCCB Articles of Incorporation

It was VOTED:

UCCB-23-10-10 To recommend the UCCB adopt the attached amendments to the existing articles of incorporation of United Church of Christ Board corporation; and to further authorize and direct the officers of the United Church of Christ Board corporation to prepare or cause to be prepared an appropriate certificate of amendment, to execute such certificate as required, and cause the same to be filed in the office of the Ohio Secretary of State and to take such further action, execute and deliver such other documents, and obtain all other such governmental approvals, as may be necessary or appropriate to carry out the purposes of this resolution.

MOTION CARRIED

Supporting document: UCCB-23-10-GOV-03 1.25.2023 Proposed UCCB Articles Amendments

Amendments to UCCB Bylaws

It was VOTED:

UCCB-23-10-11 To recommend the UCCB adopt the attached amendments to the existing bylaws of the United Church of Christ Board corporation; and to further authorize the officers of the United Church of Christ Board corporation to take all actions necessary or appropriate to carry out the purposes of this resolution.

MOTION CARRIED

Supporting document: UCCB-23-10-GOV-04 1.25.2023 Proposed UCCB Bylaws Amendments

Correcting Group Exemption Records to include UCCRC, Inc. dba Havenwood Heritage Heights

Havenwood Heritage Heights said in 2013 that they were independently exempt, but they were not. A mistake was made at the time and now we are correcting it by allowing them to come back into the group exemption.

It was VOTED:

UCCB-23-10-12 To reinstate United Church of Christ Retirement Community, Inc. d/b/a Havenwood Heritage Heights (HHH), a member of the Council for Health and Human Service Ministries and a partner of the New Hampshire Conference, as a member of the UCC federal group tax ruling to correct an error.

MOTION CARRIED

Supporting document: UCCB-23-10-GOV-05 UCCRC, Inc. IRS Compliance Documents

Supporting document: UCCB-23-10-GOV-06 Final_Resolution_Group Exemption

Supporting document: UCCB-23-10-GOV-07 Yearbook Listing Policy

Q&A with Financial Ministries

United Church Funds by Charles Buck

The primary mission of United Church Funds is to support the mission of UCC. It is our goal to do responsible investing. We are leveraging assets with engagement with the funds. There is a divestment from fossil fuels fund. Managers are becoming more diversified. Currently over 60% of managers are diverse.

Supporting document UCCB-23-10-UCF-01 Report to UCCB 20October2023

Pension Boards – UCC Inc. by Brian Bodager

Brian Bodager spoke to the board of Pension Boards. There are twenty individuals on the Board, half are clergy and half have finance, insurance, and investing expertise. The Governance Committee for Board accepts applications and vets them and send them to the UCCB Governance Committee for addition to the pool. The Board has term limits. Three members will be coming off the Board and they are currently looking for folks to sit on the Board.

Generations United Credit Union has plans to open in January. Pension Boards provides supplementation for small annuities. In 2024 it will supplement each clergy annuitant to receive \$43,000 per year. Funding for this program comes from OCWM monies and special mission offerings (Christmas Fund, Special Mission appeal; Christmas in July).

Ministers Vitality Initiative was created for purposes of paying off student loan debt. Generations Resources specializes in lending for clergy.

We have been speaking with our Puerto Rican partners. There is a \$3 million + shortfall in their program. We are working with them to close the gap.

The healthcare program is generally impacted by the market. It is self-insured. Every year since 2015 the program has been supplemented with millions of dollars from our reserves. The retiree program was handed over to a fully insured provider.

**Development Committee Report
By Lawrence Richardson**

The Development Committee is pleased to work alongside the Philanthropy Team of the church. The Philanthropy Team has added five members to their team. Planned giving will be a focus in 2024. There is a collaboration of efforts between Center for Faith and Giving (Disciples) and PB planned giving efforts.

Supporting document UCCB-23-09-DEV-01 Agenda

Supporting document: UCCB-23-09-DEV-02 Minutes

Supporting document: UCCB-23-10-DEV-01 Report

**Ministry Committee Report
By Elly Chong**

Elly Chong introduced the committee members. On October 9th they met with Elizabeth Dilley (staff) to continue the work on the Manual on Church. Sharon McArthur's point of view will be represented by Elizabeth Dilley. A resolution from General Synod was affirmed (prudential resolution) and sent to the Committee for work. The Manual will start to be rolled out at the beginning of the year. There is a draft Church Code in the Manual.

It was VOTED:

UCCB-23-10-13 To move into Executive Session

MOTION: Daniel Doty

SECOND: Mike Readinger

MOTION CARRIED

Executive Session (separate minutes)

It was VOTED:

UCCB-23-10-14 To return to Open Session

MOTION: D'Angelo Smith

SECOND: Tyler Connoley

MOTION CARRIED

Adjourn for the day.

Sunday, October 22, 2023

SEVENTH BUSINESS SESSION

The session opened with Worship.

**Audit Committee Report
By Beth Walker**

The Audit Committee members were introduced. The Committee met on September 29th with the Auditors. The Committee reviewed the audit and report that it is a clean audit. The financial management is well served by the team that we have. Our endowments went down by 50M dollars.

It was VOTED:

UCCB-23-10-15 To receive the combined financial report of the UCCB and certain affiliated entities dated 12/31/2022.

MOTION CARRIED

Supporting document: UCCB-23-09-AU-03

Supporting document: UCCB-23-09-AU-04

Supporting document: UCCB-23-09-AU-05

Discussion:

The Committee reported that it went into executive session with the outside auditor and without staff. In that session, the outside auditor was very positive.

A brief update was provided on the WCM reserve account that was in question in 2022 and members were told a written update would follow.

**General Synod Program and Planning Committee: GS de-brief
By Karen Georgia Thompson**

Karen Georgia acknowledged the GSP&P Committee. The Board members commented on what worked at General Synod and what we can do better.

Highlights of what worked include: Committee work on the resolutions; use of technology – being able to vote from outside of the hall; work in worship – building the church in an affirming way and celebrating diversity; theological reflections; Speak Out!; speakers.

Highlights of what can be done better: space needed does not need to be a convention hall; space should not be shared space; downtown spaces are expensive; tight scheduling which forced making choices; lack of non-English worship; few youth activities.

Two thousand General Synod surveys were sent out. Only 600 replies were received.

Update from CCM

By Kim Wood

The Council of Conference Ministers represents six different regions. Each region selects a Conference Minister to come to the UCCB. The Council meets quarterly. There will be a relationship building retreat in Tucson in January. There are several transitions taking place: Lee Albertson completed his role at the end of September and Diane Weible will work as the interim. The Council is working with the Philanthropy Team through General Synod to build strong partnerships.

Vice-Chair Remarks

By Jasmine Coleman Quinerly

The installation of Karen Georgia represents change. Be intentional when you return to your home – share with your congregations, community, Conference, and associations. Find three congregations you have not been to and share what you have learned. You will change their story – they will have the experience of the UCCB and the new GMP and a way to understand the vision of the future.

Jeanette Zaragoza closed the meeting with song and worship.

Adjourn