

**Meeting Minutes**

**UNITED CHURCH OF CHRIST BOARD**

**October 18-19, 2024**

**Westin Cleveland Downtown**

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

**Members Present:**

David Ackerman, Jean Avison, Kearstin Bailey, Joyce Bathke, Judith Booker, Deborah Dee Brayton, Liz Brunton, Cynthia (Cynta) Butts, Elly Chong, Jasmine Coleman Quinerly (Vice-Chair), Tyler Connoley, Tom Croner, Sana Delcorazon, Courtney Dobbins, Daniel Doty, Jamar Doyle, Mark Dutell, Shernell Edney Stilley, Derrick Elliott, Julia Gaughan (Chair), Jimmy Gibbs, Darrell Goodwin, Sheila Harvey, Richard Hom, Cean James, Tracy Keene, Marcia Keesee, A.T. Ortiz, Andrew Ponder Williams, Shari Prestemon, Michael Readinger, Lawrence Richardson, Rushan Sinnaduray, D'Angelo Smith, Karen Georgia Thompson, Elizabeth Walker, Kate West, Jeanette Zaragoza De Leon

**Members Not Present:**

Joan Bell-Haynes, Brian Bodager, Charles Buck, Lorraine Cenicerros, Lillian Daniel, Eric Jackson, Janese Murray, Gregory Sato, Kylie Steever, Careina Williams, Kim Wood

**Staff present:**

Josh Baird, Donyale Chapman, Bentley deBardelaben-Phillips, Cynthia Gaffney, Heather Kimmel, Alisa Lewis, Tami Marinella

**Guests present:**

Caroline Corrigan O'Hare, Pension Boards; Paul Ramsey, Pension Boards; Noah Tabor, UCF

**Friday, October 18, 2024**

**FIRST BUSINESS SESSION**

Welcome by Chair, Julia Gaughan.

**Roll Call and Declaration of a Quorum**

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

**Agenda Approval**

**It was VOTED:**

**UCCB-24-10-01** To approve the Agenda.

*Approved December 16 2024*

**MOTION:** Jimmy Gibbs  
**SECOND:** Mike Readinger

Discussion: none

Electronic vote: **MOTION CARRIED**

*Supporting Documentation: UCCB-24-10-01 Agenda 10.16.24*

**Consent Agenda Approval**

**It was VOTED:**

**UCCB-24-10-02** To approve the Consent Agenda.

**MOTION:** Liz Brunton  
**SECOND:** Kearstin Bailey

Discussion: none

Electronic vote: **MOTION CARRIED**

*Supporting Document: UCCB-24-10-02 Consent Agenda*

**UCCB-24-10-02a:** to grant voice without vote to the following staff, guests and others making presentation to the UCCB: Josh Baird, Donyale Chapman, Caroline Corrigan O’Hare, Bentley deBardelaben-Phillips, Cynthia Gaffney, Heather Kimmel, Alisa Lewis, Tami Marinella, Paul Ramsey, Noah Tabor

**UCCB-24-10-02b:** to adopt the recommendation of the Finance and Budget Committee to authorize the United Church Board for Ministerial Assistance, the philanthropic arm of the Pension Boards-United Church of Christ to provide supplementation of small annuities, effective January 1, 2025 based on an income levels in the memo provided by the Pension Boards.

*Supporting document: UCCB-24-09-FB-07 PBUCC Supplementation of Small Annuity*

**UCCB-24-10-02c:** to adopt the recommendation of the Finance and Budget Committee to approve that the Clergy Housing Allowance under Section 107 of the Internal Revenue Code and the regulations promulgated thereunder (“Section 107”) during calendar year 2025 for each ordained minister in good standing with his or her respective denomination and any other “Minister of the gospel” within the meaning of Section 107, who is in the employ of a Covenanted Ministry of the United Church of Christ), shall be a sum equal to such employee’s good faith estimate of the amount which will be excludible under Section 107 with respect to the providing of a home by such employee for such year; however, unless and until such employee shall provide in writing the estimate described above, the amount of said Clergy Housing Allowance for such employee shall be a sum equal to one third of such employee’s gross salary compensation.

*Approved December 16 2024*

**UCCB-24-10-02d:** to adopt the recommendation of the Governance Committee to hold UCCB October 21, 2022 Executive Session minutes in confidence in perpetuity due to audit discussion, personnel discussion, and legal strategy.

**UCCB-24-10-02e:** to adopt the recommendation of the Governance Committee to hold UCCB March 3-5, 2023 Executive Session minutes in confidence in perpetuity due to legal strategy, personnel discussion.

**UCCB-24-10-02f:** to adopt the recommendation of the Governance Committee to hold UCCB June 12, 2023 Executive Session minutes in confidence in perpetuity due to discussion of issue with wider church partner.

**UCCB-24-10-02g** to adopt the recommendation of the Governance Committee to hold UCCB October 20-22, 2023 Executive Session minutes in confidence in perpetuity due to litigation discussion.

**UCCB-24-10-02h:** to adopt the Governance Committee's recommendation that the United Church of Christ Board adopts the Interim Group Exemption Compliance Report as set forth in Supporting Document UCCB-24-10-GOV-07 FINAL Group Exemption Compliance Report 10.11.2024.

*Supporting document: UCCB-24-10-GOV-07 FINAL Group Exemption Compliance Report 10.11.2024*

**UCCB-24-10-02i:** to adopt the recommendation of the Governance Committee that the UCCB elect Rev. Dr. Brian Murray to the General Synod Nominating Committee to fill an unexpired term in the Class of 2025.

*Supporting document: UCCB-24-10-GOV-05 Rev. Dr. Brian Murray bio*

**UCCB-24-10-02j:** to adopt the recommendation of the Governance Committee that the UCCB elect Rev. Dr. Christopher Ponnuraj to the General Synod Nominating Committee to fill an unexpired term in the Class of 2025.

*Supporting Document: UCCB-24-10-GOV-05a Rev. Dr. Christopher Ponnuraj bio*

**UCCB-24-10-02k:** to adopt the recommendation of the Governance Committee that the UCCB elect the following individual to the UCC OC Inc. (aka UCC Media Justice Ministry) Board of Directors, for a term of three years: Rev. Donna Schaper.

*Supporting document: UCCB-24-09-GOV-03 UCC OC Inc. Donna Schaper bio*

*Supporting document UCCB-24-09-GOV-04 UCC OC Inc. Demographic form 09.04.2024*

**UCCB-24-10-02l:** to adopt the recommendation of the Governance Committee that the UCCB elect the following individual to the UCF Board of Directors, Class of 2029: Cathe Evans Williams.

*Supporting document: UCCB-24-09-GOV-06 Cathe Evans Williams Bio*

*Approved December 16 2024*

*Supporting document: UCCB-24-09-GOV-08 UCF Demographic form*

**UCCB-24-10-02m:** to adopt the recommendation of the Governance Committee that the UCCB elect the following individual to the UCF Board of Directors, Class of 2027: Frank Sims

*Supporting document: UCCB-24-09-GOV-07 Frank Sims Bio*

**UCCB-24-10-02n:** to receive the minutes and written reports from the following Committees and Task Forces:

Development Committee

*Supporting document: UCCB-24-10-DEV-01 Report*

Common Global Ministries Committee

*Supporting document: UCCB-24-10-CGMC-01 Report*

Marketing Committee

*Supporting document: UCCB-24-10-MarCom-01 Report 09.11.2024*

**Special Meeting Minutes Approval**

**It was VOTED:**

**UCCB-24-10-03** To approve the United Church of Christ Special Board Meeting Minutes of July 31, 2024.

**MOTION:** Joyce Bathke

**SECOND:** Cynta Butts

Discussion: Date of minutes to be corrected in BoardEffect Agenda heading.

Electronic vote: **MOTION CARRIED**

*Abstain: Tyler Connoley, Courtney Dobbins, Jamar Doyle, Darrell Goodwin, Marcia Keesee*

*Supporting Document: UCCB-24-10-03 Draft Special Meeting Minutes 7.31.2024*

**Opening Worship** provided by Deborah Dee Brayton, Jimmy Gibbs, Cynta Butts, and Shernell Edney Stilley.

**Reading of the Covenant**

*Approved December 16 2024*

### **Chair/Vice Chair Remarks**

By Julia Gaughan and Jasmine Coleman Quinerly

Julia Gaughan: By next spring the Board will be working on the nominations for AGM positions and for future Board leadership. The Nominating Committee will be searching for the next Vice Chair. By General Synod we will have folks ready to be elected.

In this meeting we will be discussing amendments to the director term Bylaws and potential updates to the UCCB Standing Rules.

Jasmine Coleman Quinerly: There is much to consider as we go forth. Bless the space between us and we are ready to proceed into the future.

### **Report of General Minister and President**

By Karen Georgia Thompson

Karen Georgia Thompson gave thanks to the Board. She began with a reflection on the external and internal operations of the position of General Minister and President. She provided her vision for Unified Governance, the One Staff, One Budget, One Mission Model, Programmatic Priorities: Leadership Development; Spiritual Formation; Reshaping the Narrative; Strengthening the Church; Decolonization; Climate Action all with the focus on Just World for All.

*Supporting document: UCCB- GMP Report-October 2024*

*Supporting document: UCCB-24-10 GMP PP Presentation*

## **SECOND BUSINESS SESSION**

### **COMMITTEE REPORTS**

#### **Audit Committee Report**

By Beth Walker, Chair

Beth introduced the committee members. The Audit Committee met the auditors and approved the audit. The committee will be looking at a consolidated One Church statement. We are following good accounting practices and it was an easy audit.

*Supporting document: UCCB-24-09-AU-03 Draft Audit Report*

*Supporting document: UCCB-24-09-AU-04 TCWG Draft*

*Supporting document: UCCB-24-09-AU-05 RSM Financial Overview*

#### **It was VOTED:**

**UCCB-24-10-04**

To receive the Combined Financial Report of The United Church of Christ Board and Certain Affiliated Entities dated December 31, 2023.

Discussion: none

*Approved December 16 2024*

Electronic vote: **MOTION CARRIED**

### **THIRD BUSINESS SESSION**

#### **Investment and Endowment Committee Report**

By Mike Readinger

Mike introduced the members and staff of the committee. The committee met on October 3, 2024 to discuss the recommended draw. The members voted unanimously to approve a total amount of \$10,800,000 for 2025 consisting of administrative fees and draw on investment. The draw is based on average balances of the proceeding 20 quarters based on all of the funds available. The actual draw is from the unrestricted funds.

*Support Documentation: UCCB-24-10-IE-04 2025 Draw Projection*

**It was VOTED:**

**UCCB-24-10-05** To approve a total amount of \$10,800,000 for 2025 consisting of administrative fees and draw on investments.

Discussion: The administrative fee is the amount to cover the expenses of fund management. The calculation comes from two different funds, namely, restricted and unrestricted funds. The amount of the draw is in a dollar amount rather than a percentage. The draw does not come out of the corpus – it is out of the interest.

Electronic vote: **MOTION CARRIED**

*Abstain: Jeanette Zaragoza De Leon*

#### **Finance and Budget Committee Report**

By Mark Dutell

Mark introduced the committee members. The committee has three items to come before the Board. There has been good performance in investments. Expenses have come down over the past year. An increase in revenue of 2% is estimated in the upcoming year. The budget is balanced without a dramatic change in draw. National Setting staff will see the cost of living allowance increased by 3.4%. Healthcare and dental costs have increased.

*Supporting document: UCCB-24-09-FB-04 Operating Income Statement & Balance Sheet*

*Supporting document: UCCB 24-09-FB-05 Combined Budget*

**It was VOTED:**

**UCCB-24-10-06** To approve the proposed 2025 Combined Operating budget with total Revenue of \$22,661,785, and expense of \$22,656,429.

Discussion: \$1.2 M in revenue came in the settlement of a lawsuit.

Electronic vote: **MOTION CARRIED**

*Approved December 16 2024*

**It was VOTED:  
UCCB-24-10-07**

To approve the National Basic Support allocation base of \$3,800,000 for 2025 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%.

*Supporting Document: UCCB-24-09-FB-06 2025 NBS Allocation*

Discussion: Programmatic work has moved beyond the silos of the corporate entities. There has been a shift of the programs in the corporations. There is streamlining to eliminate redundancies. Basic support is still in the corporations but spent by the programming which is not siloed. The corporate entities, for legal reasons, will remain.

Electronic vote: **MOTION CARRIED**

## **FOURTH BUSINESS SESSION**

### **Ministry Committee Report**

By D'Angelo Smith

In 2019 a resolution was passed which called for the creation of a Manual on Local Church and recommend changes to the UCC Constitution. The Manual on Local Church has been created. The website is robust in the educational levels to bring us into covenant with each other. The committee took what was in the manual and applied it to the UCC Constitution to make proposed amendments. The proposed amendments will be reviewed by the Governance Committee before they come to the Board. When the proposed amendments are presented to General Synod still needs to be determined.

*Supporting document: UCCB-24-10-MIN-01 Presentation Report*

*Supporting document: UCCB-24-10-MIN-02 Proposed Changes UCC Constitution  
09.30.24*

**Discussion:** The Manual on Local Church is still in draft form. The committee is hoping to have it finalized by December. The document has been released to the Conferences and Associations and we are hearing good feedback. The question is whether we live into the Manual on Local Church before making constitutional changes and presenting them to General Synod.

The Ministry Committee offered the following Motion:

To affirm the work of the Manual on Local Church working group, give a presentation at General Synod 35 to inform the church that the Manual is complete, and note that the possibility that Constitution changes may be forthcoming.

*Approved December 16 2024*

**It was VOTED:**

**UCCB-24-10-08** To lay on the table the vote on how we are presenting the Manual on Local Church.

**MOTION:** Beth Walker

**SECOND:** Jean Avison

**MOTION CARRIED**

The vote of affirmation will take place tomorrow.

**It was VOTED:**

**UCCB-24-10-09** To move into Executive Session.

**MOTION:** Mike Readinger

**SECOND:** Kate West

**MOTION CARRIED**

EXECUTIVE SESSION (*see separate minutes*)

**It was VOTED:**

**UCCB-24-10-10** To return to Regular Session.

**MOTION:** Dan Doty

**SECOND:** Kate West

**MOTION CARRIED**

**It was VOTED:**

**UCCB-24-10-11** To approve the increase the GMP's base compensation from \$217,517 to \$288,275 to align with the current market and the UCCB policies regarding executive compensation.

**MOTION CARRIED**

*Abstain: Jeanette Zaragoza De Leon*

**Adjourn for the day**

**Saturday, October 19, 2024**

### **FIFTH BUSINESS SESSION**

Opening Devotional was provided by David Ackerman and Daniel Doty.

**Reading of the Covenant**

**General Synod Program and Planning Committee Report**

By Rushan Sinnaduray

*Approved December 16 2024*

General Synod is nine months away. The theme and logo are being used. November 1<sup>st</sup> is the deadline for the resolutions. The committee will meet again after that deadline. The site is live.

### **Ministry Committee Report**

By D'Angelo Smith

**It was VOTED:**

**UCCB-24-10-12** To take the Motion made by the Ministry Committee off the table.

**MOTION:** Jeanette Zaragoza De Leon

**SECOND:** Lawrence Richardson

**MOTION CARRIED**

Discussion: The reports that go to General Synod on the status of previous resolutions would be the place for the presentation of the Manual on Local Church. It is up to the Ministry Committee how they want to present it. There is no other mechanism other than in the resolution report. Having a workshop is outside of this motion.

**It was VOTED:**

**UCCB-24-10-13** To affirm the work of the Manual on Local Church working group, give a presentation at General Synod 35 to inform the church that the Manual is complete, and note that the possibility that Constitution changes may be forthcoming.

Electronic vote: **MOTION CARRIED**

### **Governance Committee Report**

By Shernell Edney Stilley

Shernell Edney Stilley introduced committee members and highlighted the items on the Consent Agenda.

#### **UCC Bylaws**

The Governance Committee reviewed the Memo on Director Terms and the Bylaws changes moving the UCCB director terms from a three-year term to a two-year term. This fulfills the commitment made at General Synod to look at the length of the terms.

*Supporting Document: UCCB-24-09-GOV-10 8.8.2024 UCC Draft Bylaws*

*Supporting Document: UCCB-24-09-GOV-13 Memo Director Term Amendments*

**It was VOTED:**

**UCCB-24-10-14** To recommend to the General Synod for its approval amendments to the UCC Bylaws as shown on Supporting Document: UCCB-24-09-GOV-10 8.8.2024 UCC Draft Bylaws.

*Approved December 16 2024*

Discussion: The changing of the General Synod terms changed the directors' terms. Two terms of General Synod is currently 6 years. The review was promised at General Synod 34. The chart at the end of the Bylaws shows the changes in the terms. There needs to be transitional classes to accommodate the change in term. The affected classes start in 2028. Everything transitions after that. To allow for those who will have a shorter term, six members can come back in for another shorter term.

Electronic vote: **MOTION CARRIED**

### **CBLF Code of Regulations Amendments**

Highlighted changes in the Bylaws for CBLF

*Supporting Document: UCCB-24-10-GOV-03 6.17.2024 CBLF Memo Proposed Amendments*

*Supporting Document: UCCB-24-10-GOV-04 5.29.2024 CBLF Code of Regulations Proposed Amendments*

Discussion: The changes come because of further equity and unified governance. The Executive Director is a staff position and is removed in the Bylaws because of best governance practices. President and the Chair of the Board are the same person. These amendments are approved by CBLF. CBLF is fully aligned with National Ministries.

**It was VOTED:**

**UCCB-24-10-15** To approve the bylaws amendments for Local Church Ministries Church Building and Loan Fund, as shown on Supporting Document UCCB-24-10-GOV-04 5.29.2024 CBLF Code of Regulations Proposed Amendments.

Electronic vote: **MOTION CARRIED**

### **ARC Bylaws Amendments**

These amendments keep the ARC Bylaws consistent with CBLF. This is supported by CBLF and ARC.

*Supporting Document: UCCB-24-10-GOV-05 5.29.2024 Amistad Redevelopment Corporation Proposed Amendments*

**It was VOTED:**

**UCCB-24-10-16** To approve the bylaws amendments for Amistad Redevelopment Corporation, as shown on Supporting Document UCCB-24-10-GOV-05 5.29.2024 Amistad Redevelopment Corporation Proposed Amendments.

Discussion: CBLF is part of the National Ministries and is covered by the contract signing policy. Every contract is reviewed by General Counsel. The General Minister and President signs contracts already reviewed by General Counsel.

*Approved December 16 2024*

Electronic vote: **MOTION CARRIED**

**SIXTH BUSINESS SESSION**

**Conversation on the UCCB Standing Rules**

By Julia Gaughan

Julia invited a conversation on how future boards would be supported and the work of committees and what was being done in each of them and how to reach those who want to serve on a committee and not on the Board. A task force will be formed to review and suggest revisions to the Standing rules in light of proposed and upcoming changes to the UCC bylaws. Groups were invited to talk about leadership development and the decision-making process. Notes from each group were received by Julia.

*Supporting document: 7.31.2024 UCCB Standing Rules Revised with cover*

**SEVENTH BUSINESS SESSION**

**Love of Church Transitional Executive Report**

By Bentley deBardelaben-Phillips

Justice ministries are housed in Love of Church. See the supporting document for details.

*Supporting document: 24-10-01 LOC Transitional Executive Report*

**Love of Neighbor Acting AGM Report**

By Shari Prestemon

Love of Neighbor encompasses Global Hope (Disaster/Hurricane Relief; organize volunteer-based response supporting partners there); Gender & Sexual Justice Team; United Nations Team; Washington DC, Global Ministries in partnership with the Disciples of Christ. See supporting document for details.

*Supporting document: UCCB-24-10-01 LON Acting AGM Written Report*

**EIGHTH BUSINESS SESSION**

**AGM Search Committee Reports**

**Love of Church**

By Jasmine Coleman Quinerly

The search committee met twice and have developed interview questions. The search should be finished by March UCCB meeting. The committee will look at the applications in the third meeting.

*Supporting document: UCCB-24-10-LocAGMSearch-01 Report*

**Love of Neighbor**

By Joyce Bathke

*Approved December 16 2024*

The search committee first met in Sept to review search process. They met again on October 10<sup>th</sup> and each committee member was asked to submit two interview questions. The application process will close at the end of November. The committee is planning on meeting again on Nov. 15<sup>th</sup>. The bylaws have not been changed concerning this position – the Bylaw changed would take place at GS35. The job responsibilities and reporting would not change. The nominees will come forward at General Synod for election.

*Supporting document: UCCB-24-10-LONAGMSearch-01 Report*

**Associated and Affiliated Ministries presentation and Q&A**

**Council for Health and Human Services**

By Jamar Doyle

Jamar Doyle provided a comprehensive report of CHHSM. See supporting document. A call was made for organizations to join CHHSM.

**United Church Funds**

By Noah Tabor

Noah Tabor, General Counsel, United Church Funds, provided a comprehensive report on United Church Funds. The Fund manages 1.2B dollars. New logo. Violate anti-trust laws letter from Jim Jordan Judiciary Committee. Response in supporting document. UCF Podcast Responsible Investing

**Pension Boards**

By Caroline Corrigan O’Hare and Paul Ramsey

Caroline Corrigan O’Hare and Paul Ramsey provided a comprehensive report on Pension Boards. Focusing on legacy giving and Together for Tomorrow (T4T) See supporting document.

**Update from Council of Conference Ministers**

By David Ackerman

David Ackerman provided the update for the Council of Conference Ministers on behalf of Franz Rigert, Chair. The Council continues to meet in person in retreat. They will meet here in the spring of 2025. Council meetings are held quarterly and with General Minister and President. The Council will be meeting in November regarding the formation of Keystone Conference.

**It was VOTED:**

**UCCB-24-10-17** To move into Executive Session.

**MOTION:** Mike Readinger

**SECOND:** Kate West

**MOTION CARRIED**

*Approved December 16 2024*

**EXECUTIVE SESSION** (*separate minutes*)

**It was VOTED:**

**UCCB-24-10-18**

To return to Regular Session.

**MOTION:** Daniel Doty

**SECOND:** Tracy Keene

**MOTION CARRIED**

**It was VOTED:**

**UCCB-24-10-19**

To approve the Executive Session Minutes dated July 31, 2024.

**MOTION:** Kearstin Bailey

**SECOND:** Jasmine Coleman Quinerly

**MOTION CARRIED**

**Closing worship with Jeanette Zaragoza De Leon**

**Adjourn**