

**Actions of the Board of Directors
August 2018 – February 2019
Connecticut Conference United Church of Christ
Missionary Society of Connecticut
Trustees of the Fund for Ministers**

August 30, 2018

Schedule:

Upon motion and second it was

VOTED 2018-08D-05: *Upon recommendation of the Executive Committee the Board of Directors approve the following revision to the meeting schedules for 2018:*

Executive Committee meeting scheduled for November 6th, be moved to October 16th & the Board of Directors Meeting scheduled for November 15th be rescheduled to November 1, 2018.

Executive Committee

Upon motion and second it was

VOTED 2018-08D-06: *The Board of Directors appoints the following members to serve on the Executive Committee for 2018/2019: The Rev. Mark Abernethy; The Rev. Bridget Fidler; Mr. David Lincicome; The Rev. Kari Nicewander; Mr. Calvin Price; The Rev. Fredd Ward*

CTUCC Spring Business Meeting proposal

Upon motion and second it was

VOTED 2018-08D-09: *The Board of Directors approved a Special Meeting of the CT Conference, to be held on May 18, 2019.*

2019 Primer

Upon motion and second it was

VOTED 2018-08D-10: *The Board of Directors approved the adoption of the proposed 2019 Primer.*

Revision of the MSC organizational documents

Upon motion and second it was, with one abstention,

VOTED 2018-08D-11: *The Board of Directors approves the Amended and Restated Certificate of Incorporation and adopts the Bylaws as presented and attached to the minutes of this meeting.*

Meeting of the Members Missionary Society of Connecticut

Upon motion and second it was

VOTED 2018-08D-12: *The Board of Directors voted to suspend the meeting of the Connecticut Conference UCC, Missionary Society of Connecticut, and Trustees of the Fund for Ministers until reconvened by the Chair.*

Revision of the MSC organizational documents

Upon motion and second it was, with one abstention,

VOTED 2018-08D-13: *The Members of MSC approve the Amended and Restated Certificate of Incorporation and adopts the Bylaws as presented and attached to the minutes of this meeting.*

September 28, 2018
Special email vote by the CT Conference Board of Directors

Upon unanimous vote by email by all CT Conference Board of Directors, it was

VOTED 2018-09D-01: *Upon recommendation of the Board of Directors of the “Together, As One” Conference, The Board of Directors of the Connecticut Conference approves: “The Board of Directors establishes the following procedures related to the Due Diligence Review described in the Covenant and Affiliation Agreement, Section 1:*

a. The Executive Committee of each of the historic conferences (CT, MA and RI) will be responsible for reviewing due diligence materials presented by each of the historic conferences, and for making a recommendation to its Board regarding whether to move forward with the creation of a new conference.

b. The Executive Committees may delegate elements of the review process to other Board entities (for example, Finance Committees) as appropriate.

c. The Executive Committees will serve as a resource for their Chief Financial Officers in determining how to respond to particular due diligence questions or recommendations.”

October 10,2018
Special email vote by the CT Conference Board of Directors

Upon unanimous vote by email by all CT Conference Board of Directors, it was

VOTED 2018-10D-01: *The Board of Directors approves the TAI Confidentiality Agreement as presented and agrees to be bound thereby.*

November 1, 2018

2018 Financial Reports

Upon motion and second it was

VOTED 2018-11D-03: *The preliminary financial report of the Missionary Society of Connecticut for the period ended September 30, 2018 is received and placed on file.*

Upon motion and second it was

VOTED 2018-11D-03: *The preliminary financial report of the Silver Lake Conference Center for the period ended September 30, 2018 is received and placed on file.*

Upon motion and second it was

VOTED 2018-11D-03: *The preliminary financial report of the Trustee of the Fund for Ministers for the period ended September 30, 2018 is received and placed on file.*

2018 Audit

Upon motion and second it was

VOTED 2018-11D-04: *The Board of Directors of the Missionary Society of Connecticut and the Trustees of the Fund for Ministers authorizes a full audit for 2018. In addition, a Compilation is authorized for the Consolidated Trust Fund.*

Receipt of Staff Loans Report

Upon motion and second it was

VOTED 2018-11D-05: *The Board of Directors receives the Annual Report on Staff Loans from Debby Dionne, Director of Accounting.*

Tax Sheltered Payments

Upon motion and second it was

VOTED 2018-11D-06: *The Board of Directors adopts the following policy of the Missionary Society of Connecticut regarding Tax Sheltered payments on behalf of staff members is renewed for 2019 as follows: The Director of Accounting is empowered and instructed to make payments deducted from cash salary to annuity or parsonage equity or other tax sheltered funds on behalf of employees who request it, provided that the Director of Accounting and Conference Minister are convinced that the programs thus supported are legal and proper.*

Staff Housing Allowance

Upon motion and second it was

VOTED 2018-11D-07: *The Board of Directors authorizes the Director of Accounting to designate as housing that part of the cash compensation budgeted for each qualifying staff member that said staff member declares in a written statement to be his/her expected housing expense in 2019, provided that such statement is submitted to the Director of Accounting no later than December 31, 2018 and that the Director of Accounting determines that said housing allowance is not an amount which would cause the annuity dues or tax shelter to be taxable.*

Nominations

Election of Unified Fitness Review Committee Members

Upon motion and second it was

VOTED 2018-11D-08: *The Board of Directors approves the following At-Large members of the Unified Fitness Review Committee for an additional term of 3 years each, through 12/31/2021:*

The Rev. Dean Ahlberg—Clergy, First Church, Redding

The Rev. Mia Douglas—Clergy, Asylum Hill, Hartford

TA1

Upon motion and second it was

VOTED 2018-11D-09: *The Board of Directors of the “Together, As One” Conference recommends to the Boards of Directors of the Connecticut, Massachusetts and Rhode Island Conferences: “The Board of Directors agrees to accept, as part of the Due Diligence Review described in the Covenant and Affiliation Agreement, Section 1, a Special Procedures Review of the accounts of the Rhode Island Conference in place of a full audit of those accounts.”*

2019 Special Meeting of the CT Conference Rules

Upon motion and second it was

VOTED 2018-11D-10: *At the recommendation of the Executive Committee, the Board of Directors approves the Rules of Procedure for the Special Meeting of the CT Conference.*

Business items

Upon motion and second it was

VOTED 2018-11D-12: *The Board of Directors adopted the Recommended Guidelines for a Conference Minister Fitness Review*

TA1

Upon motion and second it was

VOTED 2018-11D-13: *The Board of Directors approves a Motion to be presented to General Synod 32, 2019, United Church of Christ in the form presented.*

TA1 Due Diligence Process

Upon motion and second it was

VOTED 2018-11D-14: *The Board of Directors approves an Addendum to the "Together, As One" Covenant Agreement extending the dates for completion of due diligence and exercise of an option to withdraw in the form presented.*

2019 MSC Budget Proposal

Upon motion and second it was

VOTED 2018-11D-15: *Upon recommendation of the Executive Committee the Board of Directors adopts the 2019 Proposed Budget for the Missionary Society of CT.*

Finance & Budget Reports

2019 TFM Budget Proposal

Upon motion and second it was

VOTED 2018-11D-16: *Upon recommendation of the Executive Committee the Board of Directors adopts the 2019 Proposed Budget for the Trustees of the Fund for Ministers.*

December 6, 2018

TA1 Update

Upon motion and second it was

VOTED 2018-12D-04: *The Board of Directors approves a Motion to be presented to General Synod 32, 2019, United Church of Christ in the form presented*

Upon motion and second it was

VOTED 2018-12D-05: *The Board of Directors approves revised bylaws of the "Together, As One" Conference in the form presented.*

Extension to the Covenant and Affiliation Agreement

Upon motion and second it was

VOTED 2018-12D-06: *The Board of Directors approves an Addendum to the "Together, As One" Covenant Agreement extending the dates for completion of due diligence and exercise of an option to withdraw in the form presented.*

Scholarship Committee proposal

Upon motion and second it was

VOTED 2018-12D-07: *Open MID Scholarship criteria to also include 1) MID's on a multiple path to ordination e.g. schools of ministry; 2) allow scholarship funds to be distributed to MID's enrolled in an accredited CPE program.*

Pension Board

Upon motion and second it was

VOTED 2018-12D-08: *The Board of Directors supports forming a task force team to explore the Pension Boards Generations of Service (GOS) Capital Campaign. The Board will receive the preliminary report from this task force team and deliberate on it at our next meeting, or later if necessary.*

February 28, 2019

Consent Agenda

Upon motion and second it was

VOTED 2019-02D-03: *To move the consent agenda item, Pension Boards, Generations of Service (GOS) Capital Campaign, to the agenda for discussion.*

COLA

Upon motion and second it was

VOTED 2019-02D-04: *Upon recommendation of the Executive Committee the Board of Directors approves a 2.5% COLA increase for Conference Staff, retroactive to January 1, 2019.*

TA1 Due Diligence

Upon motion and second it was unanimously

VOTED 2019-02D-06: *To affirm satisfaction with the results of the due diligence inspection and intent to proceed in accordance with the Covenant and Affiliation Agreement pursuant to which a regional Conference corporation will be formed and the Covenant affiliation will be realized.*

Pension Boards, Generations of Service (GOS) Capital Campaign

Upon motion and second, with one abstention,

VOTED 2019-02D-07: *Upon review & recommendation by the Committee who was appointed to deliberate on participation in the Generations of Service (GOS) Capital Campaign in partnership with the United Church Board for Ministerial Assistance (UCBMA), the Executive Committee recommends that the Board of Directors approve a \$75,000 gift to the campaign*

Living Waters Award nominations:

Upon motion and second,

VOTED 2019-02D-08: *The Board of Directors nominated Steve Lane, First Church of Christ in Mansfield, Congregational for the Living Waters Award 2019, to be presented at the Special Meeting of the CT Conference.*

April 25, 2019

Ministry Team

Upon motion and second it was

VOTED 2019-04D-03: *The Board of Directors accepts the Open and Affirming Ministry Team, the Environmental Ministry Team, Disabilities Ministry Team, and Public Education Advocacy Team applications to become Ministry Teams of the Connecticut Conference. It is the understanding that the Board reviews all ministry teams annually.*

SLCC Directors

Upon motion and second it was

VOTED 2019-04D-04: *The Board of Directors approves the Silver Lake Conference Center Chair and Members: Brian Lapis (Chair), Erick Olsen, Cindy Cayer, Lara Edmondson, John Boardeaux, Jonathan Russell, Heather Ziac, Herb Knight, Chontell Washington, Nancy True, Amber Bigley, Kristen Provost Switzer, Tom Polizzi.*

Financial

Upon motion and second it was

VOTED 2019-04D-06: *In anticipation of the dissolution of the Connecticut Conference following the formation of the new Together As One Conference, the Board directs staff to prepare amendments to the Missionary Society of Connecticut and Trustees of the Fund for Ministers organizational documents to address the membership, composition of Boards of Directors, and any other matters to maintain proper governance and control of the organizations by the current members of the Connecticut Conference.*

Upon motion and second, with one abstention, it was

VOTED 2019-04D-07: *NEW Proposed Actions:*

- *Transfer TFM undesignated unrestricted funds to the TFM Contingency Fund, bringing the total to \$152,711.*
- *Add the TFM Unrestricted Fund surplus of \$20,352 (or the audited amount, if different) to the Contingency Fund, bringing the total to \$173,063.*
- *Use \$75,000 of the Contingency Fund to make a gift to the Pension Boards' Capital Campaign, leaving a balance of \$98,063 in the contingency fund as we continue to discern the best use toward our Mission and Values.*
- *Add the Silver Lake Unrestricted Fund Surplus of \$57,605 to the Capital Surplus Fund.*
- *Divide the MSC Unrestricted Fund surplus of \$93,829 as follows:*
 - *\$3,000 to make a gift to the national UCC Strengthen the Church special offering;*
 - *\$10,000 to create the 125 Sherman Street Capital Fund; and*
 - *Add \$80,829 (or the balance of the audited unrestricted fund surplus, if different) to the Staff Fund and expand the designated purposes to include staff development and potential expenses associated with the transition to the Together As One Conference.*

Upon motion and second, it was

VOTED 2019-04D-08: *2019 The Board of Directors adopts the 2019 MSC Payment Schedule (Total Revenue = \$3,416,783) and the 2019 TFM Payment Schedule (Total Revenue = \$553,053) as presented and attached to the minutes of this meeting.*

Upon motion and second, it was

VOTED 2019-04D-09: *The Board of Directors approved transferring the balance of \$4.2 million in unrestricted assets functioning as endowment, from the Total Return Fund to the Eden Fund.*

September 26, 2019

MSC / TFM Bylaw changes

Upon motion and second, unanimously (11-0);

VOTED 2019-09D-04: *In contemplation of the formation of the Southern New England Conference of the United Church of Christ, Inc. (“SNE Conference”), to affirm and approve in all material respects the amended MSC bylaws attached to these minutes, contingent upon incorporation of the SNE Conference and effective as of January 1, 2020 or the date of incorporation, whichever is later.*

Upon motion and second, unanimously (11-0);

VOTED 2019-09D-05: *In contemplation of the formation of the Southern New England Conference of the United Church of Christ, Inc. (“SNE Conference”), to affirm and approve in all material respects the TFM bylaws attached to these minutes, contingent upon incorporation of the SNE Conference and effective as of January 1, 2020 or the date of incorporation, whichever is later.*

Upon motion and second, unanimously (11-0);

VOTED 2019-09D-06: *The Board of Directors recommends to the 2019 Annual Meeting: The Annual Meeting Adopts:*

- a. *The amended MSC bylaws as presented, and*
- b. *The TFM bylaws as presented*

Upon motion and second, unanimously (11-0);

VOTED 2019-09D-07: *In contemplation of the formation of the Southern New England Conference of the United Church of Christ, Inc. (“SNE Conference”) and the dissolution of the Connecticut Conference, to authorize the amendment and restatement of the MSC certificate of incorporation to harmonize the articles with the amendment of the MSC bylaws, responsibilities assumed by MSC as the successor to the Connecticut Conference, and the formation of the SNE Conference.*

Upon motion and second, unanimously (11-0);

VOTED 2019-09D-8: *In contemplation of the formation of the Southern New England Conference of the United Church of Christ, Inc. (“SNE Conference”) and the dissolution of the Connecticut Conference, to authorize the amendment and restatement of the TFM certificate of incorporation to harmonize the articles with the amendment of the TFM bylaws.*

Upon motion and second, unanimously (11-0);

VOTED 2019-09D-9: *The Board of Directors appoints Bridget Fidler, Max Grant, David Lincicome, Kari Nicewander, and Kent Siladi to an organizational documents review committee and authorizes them to approve changes to implement previous resolutions.*

Dissolution

Upon motion and second, unanimously (11-0);

VOTED 2019-09D-10: *The Board of Directors recommends to the 2019 Annual Meeting that it is deemed advisable and in the best interest of the Conference, taking into account the formation of the Southern New England Conference of the United Church of Christ, Inc. (the SNE Conference) and the affiliation of the Missionary Society of Connecticut, the Massachusetts Conference of the United Church of Christ and the Rhode Island Conference of the United Church of Christ with the SNE Conference, to dissolve.*

Upon motion and second, unanimously (11-0);

VOTED 2019-09D-11: *The Board of Directors recommends to the 2019 Annual Meeting that the Conference shall dissolve, contingent upon incorporation of the SNE Conference and as of effective 11:59 pm December 31, 2019 or the date of incorporation, whichever is later, and that the Missionary Society of Connecticut shall be the successor to any and all property, rights, functions and obligations of the Conference, whether currently existing or arising after the effective date of the dissolution.*

Nominations

Upon motion and second, (10-0, with one abstention);

VOTED 2019-09D-12: *The Board of Directors recommends to the 2019 Annual Meeting that The Rev. Kari Nicewander will serve on the Southern New England Conference Board of Directors.*
Covenant and Affiliation Agreement & corresponding Exhibits

SNEC Covenant and Affiliation Agreement

Upon motion and second, unanimously (11-0);

VOTED 2019-09D-13: *The Board of Directors approves the Southern New England Conference of the United Church of Christ Covenant and Affiliation Agreement as presented.*

Historic Conference Action Items needed

Exhibit A – Representations and Warranties

Upon motion and second, unanimously (11-0);

VOTED 2019-09D-14: *The Board of Directors approves the Representations and Warranties as presented.*

Exhibit B – Certificate of Votes

Upon motion and second, unanimously (11-0);

VOTED 2019-09D-15: *The Board of Directors approves in contemplation of the formation of the Southern New England Conference of the United Church of Christ, Inc. (“SNE Conference”), to affirm and approve in all material respects the Amended Bylaws attached hereto as Exhibit A, contingent upon incorporation of the SNE Conference and effective as of January 1, 2020 or the date of incorporation, whichever is later.*

Exhibit C, Bylaws and Articles of Organization

- a. C: SNEC Conference Bylaws
- b. C1: SNEC Articles of Organization
- c. C2: Continuation Sheet to Articles of Organization
- d. G: Churches that *are deemed to be included* in the designated Conferences

Upon motion and second, unanimously (11-0);

VOTED 2019-09D-16: *Upon review and approval of the SNEC Board of Directors, the Board of Directors recommends that the 2020 Annual Meeting approves revised bylaws for the Southern New England Conference of the United Church of Christ as presented.*

Exhibit D - Funding agreement

Upon motion and second, unanimously (11-0);

VOTED 2019-09D-17: *The Board of Directors approves the Southern New England Conference of the United Church of Christ Funding Agreement as presented.*

Exhibit F – Certificate of Votes

Upon motion and second, unanimously (11-0);

VOTED 2019-09D-18: *The Board of Directors approves the Certificate of Votes as presented.*

Upon motion and second, (10-0, with one abstention);

Behavioral Covenant and Rules of Procedure for the 2019 Annual Meeting

Upon motion and second, (10-0, with one abstention);

VOTED 2019-09D-19: *Upon approval of the Executive Committee the Board of Directors recommends that the 2019 Annual Meeting adopts the Behavioral Covenant and Rules of Procedure for the 2019 Annual Meeting as presented.*

Financials

Upon motion and second, unanimously (11-0);

VOTED 2019-09D-20: *The preliminary financial report of the Missionary Society of Connecticut for the period ended December 31, 2017 is received and placed on file.*

Upon motion and second, unanimously (11-0);

VOTED 2019-09D-20: *The preliminary financial report of the Trustee of the Fund for Ministers for the period ended December 31, 2017 is received and placed on file.*

Upon motion and second, unanimously (11-0);

VOTED 2019-09D-20: *The preliminary financial report of the Silver Lake Conference Center for the period ended December 31, 2017 is received and placed on file.*

Upon motion and second it was

VOTED 2019-09D-21: *Upon recommendation of the Executive Committee the Board of Directors of the Missionary Society of CT adopt the Audited statements for December 31, 2018 for the Missionary Society of CT and the Consolidated Trust Fund submitted by Whittlesey & Hadley, PC, Auditors.*

Upon motion and second it was

VOTED 2019-09D-21: *Upon recommendation of the Executive Committee the Board of Directors of the Trustees of the Fund for Ministers adopt the Audited statements for December 31, 2018 for the Trustees of the Fund for Ministers submitted by Whittlesey & Hadley, PC, Auditors.*