

Special Called - GB Meeting Minutes – approved 02/25/2016
16 February 2016

When: Tuesday, 16 February 2016

Time: 2:00 pm EST

Where: Virtual via Adobe Connect

Present: Rev. Dr. Nancy Wilson, Rev. Onetta Brooks, Sarah Jane Ramage, Rev. Dr. Robert Griffin, Rev. Clinton Crawshaw, Jack Hutter

Absent: Kareem Murphy, Raquel Benitez-Rojas

Meeting was moderated by Moderator Wilson

Check in/Prayer:

Nancy opened meeting with prayer

Minutes of 28 January 2018 GB meeting:

Current draft is not agreed due to Different recollections

Nancy proposed postponing voting on minutes to next week's meeting

S-J and Robert to look at meeting minutes to resolve and circulate minutes for approval at next week's meeting for approval

Need to be as transparent and accurate as possible

[NOTE: ALL MOTIONS REMAINED OPEN UNTIL ALL MEMBERS WERE ABLE TO CAST THEIR VOTES. FIVE PERSONS STARTED VIRTUAL MEETING; SIMPLE MAJORITY OF FOUR (4) NEEDED TO PASS]

Board Resignations:

Nancy is working with Karen to get her comments on reasons

Reaching out to Gail

[Motion #1 - to accept resignation of Gail Rissler and Rev. Karen Thompson as received in emails dated February 4, 2016](#)

Made by Onetta

Seconded by Clinton

Vote – Ayes by S-J, Clinton, Robert, Onetta

Email votes:

Yes – Kareem, Nancy

Abstain - Raquel

[With All votes included](#)

[6 Ayes, 1 abstain – MOTION PASSES.](#)

Steps Forward for Moderator Slate: Conversation led by SJ (see document emailed on 15 February 2016)

Special Called - GB Meeting Minutes – approved 02/25/2016

16 February 2016

Item 5 – document suggested a retired elder however Nancy explained that Dan Hotchkiss had been asked to participate in advising us

Robert stated that Dan has a good history with MCC and it would be beneficial to have an outside perspective

Don Eastman does not feel that he is independent in this matter and should not participate
OFLD will provide two or three names who could support Don.

S-J feels it needs to be two person job to create checks and balances

Aside on timetable

Onetta concerned with timeframe as MNC has events scheduled

Firm deadline will need to be established

There are three activities that impact MNC

Thirteen weeks of questions of the week posted each Monday

Webinar scheduled for March 2nd

Four town hall meetings scheduled in April

Nancy feels that this should be wrapped up in 2-3 weeks at most

Will probably need to push back webinar

Dan can start immediately

Will take 2 -3 days to find another person to participate

Nancy will provide 2 or 3 names to the GB

Aside re: conflicts of interest

Onetta commented there is a real or perceived conflict of interest regarding anything related to current slate – recused and not selected.

Robert was recused until slate came out or until January meeting.

It is still perceived as a conflict as relating to current slate

Robert confirmed that he has no expectation or intention of being considered for moderator now that the slate is public

Onetta asked moderator adjudicated how in our policy

Nancy said it is a conflict as it pertains to the slate (rejection, amendment, hold etc) and not a conflict if it pertains to resolving queries and process

S-J proposed addressing proposal in separate motions

Motion one – pause in election

Motion two – steps 2 thru 5

Return to item 5

Use Dan as board consultant plus one member recommended by OFLD judiciary pool

Retired elders and some members of judiciary pool seen as having conflict of interest

GB members present at meeting are content with Dan participating

Item 4 –

Special Called - GB Meeting Minutes – approved 02/25/2016

16 February 2016

Once answers drafted need 56 hours to respond is due to work conflicts, time zone differences, etc.

Further Notes – do as separate motion as it may be subject to the outcome of 5.

The GB shall reserve the right to place the current slate on further hold, reject it in whole or in part, or expand the slate up to the maximum number of 5 through a process of its own designation. The GB's actions shall reflect the declarations made per this document and the report from the review team.

Item 3 –

Onetta understands her responsibilities as it pertains to this section
“to the best of her abilities will share activities”

Item 2 –

Conflict of Interest

A concern was raised that requiring a statement; Puts candidates in a defensive position MNC would have to ask candidates to sign therefore, GB requests that MNC obtain from candidates a signed statement

Perception that the way MNC answered questions did not answer the concerns of some

Amend 2 – common MCC understanding of COI

Item 1 –

Ask MNC to move webinar to mid-March (before holy week)

Version 1 – as written, including a requirement to cease and desist from all campaigning by candidates

Version 2 – amended to remove three paragraphs. See final version of process

Motion #2 - made by S-J to accept Items 2, 3, 4, and 5 as amended

Seconded by Clinton

Voted Aye – S-J, Clinton, and Robert

Abstain – Onetta (due to conflict in respect of item 3)

Email votes:

Yes – Nancy

No - Kareem

Abstain - Raquel

With All votes included

4 Ayes; 1 Nay; 2 abstains – MOTION PASSES.

Motion #3 - to accept Item 1 as originally written

Voted No – S-J, Clinton, Robert, Onetta

Email votes:

Special Called - GB Meeting Minutes – approved 02/25/2016

16 February 2016

Yes – Nancy, Kareem

Abstain - Raquel

With All votes included

2 Ayes; 4 Nays; 1 abstain – MOTION DOES NOT PASS.

Motion #4 - made by S-J to accept Item 1 as amended

Seconded by Clinton

Voted Aye – S-J, Clinton, Robert

Voted No – Onetta

Email votes:

Yes – Nancy

No - Kareem

Abstain - Raquel

With All votes included

4 Ayes; 2 Nays; 1 abstain – MOTON PASSES.

Motion #5 - made by S-J to thank the MNC for their work

Seconded by Robert

Voted Aye – Robert, Clinton, S-J, Onetta

Email votes:

Yes – Nancy, Kareem

Abstain - Raquel

With All votes included

6 Ayes; 1 abstain – MOTION PASSES.

Further Notes section – tabled

The GB shall reserve the right to place the current slate on further hold, reject it in whole or in part, or expand the slate up to the maximum number of 5 through a process of its own designation. The GB's actions shall reflect the declarations made per this document and the report from the review team.

Voted to table – Onetta, Clinton, Robert, S-J

Virtual meeting Adjourned approximately @ 3:30 pm EST

Closing prayer by Nancy

VOTING CONTINUED VIA EMAIL UNTIL ALL VOTING MEMBERS CAST THEIR VOTE:

STATUS OF VOTE AS OF 2/17@ 8:20 AM PST - CLOSED

Minutes submitted by Secretary, Onetta Brooks

Special Called - GB Meeting Minutes – approved 02/25/2016

16 February 2016

ADDENDUM – STEPS FORWARD FOR THE MODERATOR SLATE PROPOSAL as approved 2/19/2016.

Steps Forward for Moderator Slate

1. Pause in Election/Campaign

- In addition to steps given by the MNC that were shared with the Governing Board (GB) on 9 February:
 - Moderator will review program duties performed by SLT members/Elders who are also on the current slate per the Conflict of Interest (COI) below and unfair advantage criteria. Any recusals should be noted in the disclosure statements referenced in Section 2.
- MCC will communicate to its members and stakeholders through available communications channels this pause in the election process, votes relevant to the decisions to pause the process, and a summary of next steps, including those contained in this document.

2. Conflict of Interest/Unfair Advantage Declarations from the Current Slate

- The MNC will request that Members of the current slate will compose a statement disclosing any way that they had a conflict of interest (as commonly understood in MCC) or unfair positional advantage as they discerned, sought to apply, and stood for nomination as Moderator.
 - Members of the current slate will declare any input ,beyond participation in the denomination wide survey, directly or indirectly, to the MNC or any of its emissaries, as it developed its selection, recruitment, and vetting process.
- The declarations may be made public by the MNC, including posting on its website and in other pertinent accessible areas.

3. Disclosure of Activities of the MNC Liaison

- The MNC Liaison will be invited to define the position as understood and compose and sign a statement summarising activities in the performance of those duties and a declaration that:
 - No information was withheld from the GB that was shared with or by the MNC
 - No advice or counsel regarding roles and responsibilities of the Moderator (in all capacities in which the position serves the denomination) was provided without first notifying and receiving input from the GB.
 - Outside of budget planning, no consultations were made with MCC staff in providing the MNC with materials, information, or framing (situational understanding) of the Office of Moderator.
- The statement will be shared with the entire GB. The GB may, by majority vote, make the statement publicly accessible.

Special Called - GB Meeting Minutes – approved 02/25/2016

16 February 2016

4. Concerns Expressed to the GB from MCC

Several persons, including two former members of the GB, wrote the board to express concerns about the Moderator search and nomination process. They and the concerns they raised need to be more adequately addressed. . The following steps are recommended:

- Every person who has written the GB with respect to the current slate and the selection process shall be invited to submit specific written questions to the review team (per item 5) for answer by GB, MNC and/or members of the slate (which ever is appropriate). Questions will be limited to the scope of candidacy and framed around the search/recruitment/application process deliberations of the GB or the MNC search process document.
- The review team will also look at:
 - The questions already posed and responses provided.
 - Timing of candidates decision to respond to a nomination and any relevant circumstances
- Responses should be provided to the review team within 56 hours.
- Responses to all questions will be included within the review report for publication. Those from the current slate shall be posted publicly by the MNC.

5. Review of Governing Board Actions

An independent consultant, along with onememberrecommended by OFLD shall review all actions and deliberations of the Governing Board, SLT, Council of Elders, and MNC. The team shall:

- Identify COIs
- Changes in policy (including whether they were done by vote, affirmation, or other circumstances)
- Whether the MNC charter is consistent with ufmcc bylaws
- Gaps in systems, communication, or policy

The team shall report its findings, including any assessment as to whether the Council of Elders, and GB as individuals or as groups, may have inappropriately affected the deliberations and work product of the MNC or had unfair positional advantage (e.g., access to organizational information that may not have been available to all applicants or finalists) over other applicants/nominees. The team will have access to all MCC materials relevant conducting its business, unless considered private or sensitive per MCC policy.

-END-