

CORPORATION BOARD OF DIRECTORS
NATIONAL ASSOCIATION of CONGREGATIONAL CHRISTIAN CHURCHES
Special Meeting April 6, 2020

1. Call to order and Roll Call: The special meeting of the Board of Directors of the National Association of Congregational Christian Churches was called to order by Chairwoman Rev. Dr. Cindy Bacon Hammer at 4:00 PM CDT/5:00 PM EDT by conference call.

Purpose of meeting: Special Meeting was called to discuss and develop solutions to needs around canceling the AM&C due to the Coronavirus (Covid 19) emergency; other concerns due to the shutdown of business; and review of and action on the Joint Task Team and Consolidation Task Team recommendations.

Secretary, Judy Campbell recorded the attendance.

BoD Members present Vice Moderator Rev. Dr. Cindy Bacon Hammer, Chairwoman; Moderator, Jim Waechter; Secretary, Judy Campbell; Treasurer, Jeff Dillon; Rev. Dr. Martin Hall; Claudia Kniefel; Jodee Lord; Rev. Dr. Ashley Cleere; Rev. Dr. Don Olsen

BoD Members Absent: None

Also present: Rev. Dr. Michael Chittum, Executive Director; Dan Drea, CFO; Marianne King, Editor, The Congregationalist; Debby Fulton, DODC

2. Opening Prayer: Jodee Lord offered an opening prayer.
3. Covid 19 Concerns:

Update on AMC, Motion and Vote: Rev. Dr. Michael Chittum brought the board up to date on the status of the meeting arrangements and expected costs to the NACCC. The hotel released the NACCC from its contract due to the uncertainties of the COVID-19 pandemic, and it is not holding the NA responsible for cancellation fees, which is a considerable cost savings. He then went through a list of questions which included "how do we transact the required annual business and do we refund registrations fees?" Jim Waechter will assemble a team to develop a strategy going forward for recommendation to the BoD.

2019/20 C 033 Motion by Claudia Kniefel that due to the Covid 19 pandemic, the NACCC cancel the face to face Annual Meeting and Conference and NAPF/HOPE Annual Meetings planned to be held in Maine and appoint a task team to explore ways to transact the business required. Motion seconded, discussed and adopted.

Other concerns relating to the Covid 19 pandemic: Michael Chittum and Dan Drea reviewed a government program during this time to assist small business and religious organizations. Through the Cares Act, the SBA is offering a loan to cover some of the cost continuing payroll. It is understood that, if all conditions are met, the loan will eventually be "forgiven".

2019/20 C 034 Motion by Rev. Dr. Don Olsen that the NACCC apply for the Cares Act SBA loan to cover some of the cost of payroll during the Covid 19 shutdown. Motion seconded, discussed and adopted.

4. Joint TT final recommendation – The board reviewed a motion passed by the Congregational Foundation to implement specific recommendations from the task team. Congregational Foundation Board of Governors motion attached to these minutes as page 4.

2019/20 C 035 Motion by Claudia Kniefel, that the Board of Directors approve the Joint Relationship Task Team recommendations as adopted by the Congregational Foundation on April 2, 2020 and work with the Foundation to implement. Motion seconded, discussed and adopted.

5. Final Action on Consolidation from vote taken June 2017:

Discussion of Endowment Consolidation Task Team Report Recommendation #1. List of proposed consolidations and transfers from the NACCC to the Foundation was reviewed.

2019/20 C 036 Motion by Jeff Dillon, the Board of Directors approve the Endowment Consolidation Task Team Final Recommendations of 12/10/2019, and move the listed permanent endowments from the NACCC to the Congregational Foundation effective April 1, 2020. Motion seconded, discussed and adopted. 6 yes, 2 no.

Approved list to be attached as page 3 to these minutes.

Discussion of recent action of the Congregational Foundation to transfer the Burton Fund to the NACCC.

2019/20 C 037 Motion by Jeff Dillon, the Board of Directors accept the transfer of the Burton Fund from the Congregational Foundation to the NACCC. Motion seconded, discussed and adopted.

6. The closing prayer was led by Judy Campbell
7. Next regular meeting of the BoD will be Monday, May 11, 2020 at 4:00 pm CDT/5:00 pm EDT.

Meeting adjourned at 6:10 pm EDT.

Judy Campbell
Secretary

Back up for Motion 2019/20 C 036

**National Association of Congregational Christian Churches
Congregational Foundation
Endowment Consolidation Task Team
Final Recommendations
12/10/19**

The Consolidation Task Team hereby submits its final recommendations to the Board of Directors of the NACCC.

The Task Team members currently are Rick Bauzenberger (Chair), Bob Smith (Secretary), Jeff Dillon, Dan Drea, Debby Fulton, Kevin Gromley, Doug Loux, and Jim Waechter, and non-voting member Michael Chittum.

Many of the recommendations are based on professional guidance regarding permanent or term endowments subject to Wisconsin Statute 112.11 Uniform Prudent Management of Institutional Funds (UPMIFA) and quasi endowments.

Recommendation #1: The task team recommends moving the following permanent endowments from the NACCC to the CF on 4/1/2020:

Huntington Park – Missionary Admin Endowment
Huntington Park – Oladele Endowment
Huntington Park – Honduras Mission
East Orange Endowment
General Operating Fund Endowment
Pilgrim Memorial Trust
Retired Ministers Fund Endowment (aka Hoerner Fund)
CFTS Endowment
Winthrop Fund (Endowment)
Morgan Park Endowment #1 (CFTS Scholarships)
Morgan Park Endowment # 2 (The Hurting Churches)
Morgan Park Endowment #3 (Assist in study of new churches)
Harry & Jeanette Butman Endowment
Messiah Endowment
McKendrick Endowment
21 st Century Pilgrim Club Promotion Endowment (Merge into The Hurting Churches Fund, upon expiration of the Attorney General 90 day waiting period).
Lenfesty Endowment (Merge with The Hurting Churches Fund upon expiration of the Attorney General 90 day waiting period).
Merge “NAPF Annual Meeting Scholarship Fund” & “HOPE Annual Meeting (Douma) Scholarship Fund” into a newly created “Annual Meeting Youth Scholarship Endowment”
Earle/Geist Endowment – consider merging into the CFTS Scholarship Endowment depending on results of conversation with Wendy Sue Kissa

Back up for motion 2019/20 C 035

Congregational Foundation Motion

April 2, 2020

Motion to Implement Relationship Task Team Recommendation:

Motion:

With gratitude for the work of the Joint Board of Governors-Board of Directors Relationship Task Team and the Consolidation Task Team, the Board of Governors commits to take necessary steps to fulfill the following recommendations during FY2021.

- The NACCC will have approval authority over changes to CF bylaws, CF resolutions that materially amend Foundation bylaws, and changes to CF Articles of Incorporation. These changes will require approval by the Board of Directors and subsequently ratified by the delegates at the Annual Meeting.
- Budget the administrative fees of the CF separately; the balance of the endowment fund draw flows to the NACCC, allocated per donors' wishes, with the NACCC making the determination of the use of these funds (administration versus operational) within the restrictions of donor wishes.
- The CF and NACCC should form separate Finance Committees. These committees should work closely together during the budgeting process.
- Revise the budget process of both organizations to reflect the role of the two Finance Committees.
- To the extent that CF operations are supported by NACCC staff and resources, the funding and treatment of these services should be memorialized in an Administrative Services Agreement between the two organizations.
- Review the composition of Boards, Committees, and task teams to minimize or eliminate cases of CF members with voting rights on NACCC entities and vice versa.

MSC Bartley / Davis