

2019 Annual Report
Board of Directors
Connecticut Conference of the United Church of Christ (CTUCC)
Missionary Society of Connecticut (MSC)
The Trustees of the Fund for Ministers (TFM)

Introduction

This report summarizes the activities and actions of the Boards of Directors. Other reports cover the operations of the Conference.

Governance Overview

The Connecticut Conference (CTUCC) is an ecclesial body of the United Church of Christ. The CTUCC has two financial arms: The Missionary Society of Connecticut (MSC), established in 1798, and The Trustees of the Fund for Ministers (TFM), established in 1867. MSC conducts Conference operations, owns and operates Silver Lake Conference Center, and is the trustee of the Consolidated Trust Funds (CTF). CTF is the vehicle for investing Conference assets and is also open to member churches. TFM is a collection of endowments supporting the general welfare of the Conference Ministry.

The CTUCC is an unincorporated membership organization. Its members are local church delegates, authorized clergy, and . MSC and TFM, like most churches, are non-stock membership corporations. The members are the Board of Directors of the CTUCC. The members also serve as the Board of Directors of MSC and TFM.

Formation of the Southern New England Conference

The most important activities and actions of the Boards in 2019 were related to the formation of the new Conference. This included meetings with the Boards of the Massachusetts and Rhode Island Conferences and the Board of the Southern New England Conference (SNEC). Key actions included:

- The completion of due diligence and review of findings;
- The review and approval of a constellation of documents to create the new Conference;
- Revision of the Bylaws and Certificates of Incorporation of MSC and TFM to harmonize with the creation of the new Conference.
- Dissolution of the CTUCC.

Where necessary, documents were presented to members for votes. All actions to create the Southern New England Conference were approved by members.

MSC is a party to the agreements creating the SNEC. TFM is not a party to the agreements.

New Bylaws and Amended and Restated Certificates of Incorporation

As the members and directors of MSC and TFM were the directors of the CTUCC, the dissolution of the CTUCC necessitated revisions to organizational documents. The members of the CTUCC, with minor changes, will now be the members of MSC and TFM. The members, along with other members of the SNEC in Massachusetts and Rhode Island, will elect the directors of the SNEC. SNEC directors that are members of churches formerly belonging to the CTUCC or clergy with standing in Associations formerly belonging to the CTUCC will serve as the directors of MSC and TFM.

There are special provisions in the TFM documents to safeguard the independence of TFM.

The revised MSC and TFM Bylaws were approved by the members prior to the dissolution of the CTUCC. The revisions to the Certificates of Incorporation were approved by the respective Boards of Directors prior to the implementation of the new Board structure.

The organizational documents are available on the SNEC website:

[link to MSC bylaws]
[link to TFM bylaws]
[link to MSC Certificate of Incorporation]
[link to TFM Certificate of Incorporation]

Financial Matters

It has been the practice of the MSC and TFM Boards to allocate all unrestricted funds operating surplus to Board-Designated Funds. In the event of an unrestricted funds operating deficit, a Board-Designated Fund is reduced by the amount of the deficit.

2018 operating results were addressed in April of 2019:

- The TFM unrestricted fund surplus of \$20,352 was allocated to the TFM Contingency Fund.
- TFM undesignated unrestricted assets of \$111,452, representing unrestricted fund operating surplus from earlier years not allocated to Board-Designated Funds, were also allocated to the TFM Contingency Fund.
- Silver Lake Conference Center unrestricted fund operating surplus of \$57,605 was added to the SLCC Capital Surplus Fund. These funds are available for capital improvements and to offset future unrestricted fund operating deficits.
- The MSC unrestricted fund surplus of \$93,829 was allocated 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
 - \$80,829 to the Staffing Fund.

The designated purposes of the MSC Staffing Fund were expanded to include staff development and potential expenses associated with the transition to the Southern New England Conference.

Also in 2019, the TFM Board approved a \$75,000 gift to the Pension Boards of the United Church of Christ's Generations of Service capital campaign, by reduction of the balance of the TFM Contingency Fund.

Also in 2019, the MSC Board approved a \$25,000 gift to the Greater Hartford Interfaith Action Alliance (GHIAA), by reduction of the balance of the Do The New Grant Program Board-Designated Fund.

2019 operating results were addressed in March of 2020:

- The TFM unrestricted fund surplus of \$24,728 was allocated to the TFM Contingency Fund.
- Silver Lake Conference Center unrestricted fund operating surplus of \$29,888 was added to the SLCC Capital Surplus Fund.
- MSC experienced an unrestricted fund operating deficit. The Staffing Fund was reduced by \$104,408 and the Program Fund reduced by \$9,095. Of this total amount of \$113,503, \$21,660 was utilized to offset deficits in other Board-Designated Funds (expenses exceeded fund balances) and \$91,843 was utilized to offset the operating deficit.

In response to the COVID-19 pandemic, the TFM Board increased the maximum emergency grant amount from \$1,000 to \$2,500 and transferred the entire balance of the Contingency Fund to the Emergency Fund.

With the formation of the Southern New England Conference, all unrestricted assets, including all Board-Designated Funds, except funds designated exclusively for capital improvements at Silver Lake Conference Center and the United Church Center (125 Sherman Street, Hartford) will be transferred to the new Conference.

Audited Financial Statements are available online:

[[link to MSC](#)]

[[link to CTF](#)]

[[link to TFM](#)]

Other Actions

A complete list of Board actions in 2019, including the specific resolutions related to the actions described above, is attached.

Actions of the Boards by Date of Board Meeting

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.*

December 5, 2019

Upon motion and second it was

VOTED 2019-12MT-01: *The MSC & TFM Board of Directors approves that the Executive Assistant to the Conference Minister is authorized to arrange the minutes of this meeting in an order, which will facilitate the orderly conduct of business and actions taken.*

Upon motion and second it was

VOTED 2019-12MT-02: *The MSC Board of Directors approves the minutes of its meeting of September 26, 2019 and accepts for reference the Executive Committee minutes of September 17, 2019.*

Upon motion and second it was

VOTED 2019-12MT-03: *The TFM Board of Directors approves the minutes of its meeting of September 26, 2019 and accepts for reference the Executive Committee minutes of September 17, 2019.*

2019 Audit

Upon motion and second it was

VOTED 2019-12MT-04: *The MSC & TFM Board of Directors authorizes a full audit for 2019. In addition, a Compilation is authorized for the Consolidated Trust Fund.*

Receipt of Staff Loans Report

Upon motion and second it was

VOTED 2019-12MT-05: *The MSC & TFM Board of Directors receives the Annual Report on Staff Loans from Finance and Budget.*

Elections of Officers:

Upon motion and second it was

VOTED 2019-12B-06: *The MSC & TFM Board of Directors approved the following Officer nominations: President: Kari Nicewander and Treasurer: Calvin Price.*

The Board decided to elect the Vice President & Secretary at a later date.

Upon motion and second it was

VOTED 2019-12MT-06: *The MSC & TFM Board of Directors approved to continue the Ministerial Aid, Audit and Investment Committees, and appoint all those currently serving to continue to serve on the Committees. It is the understanding that the Board reviews all Committees annually.*

Upon motion and second it was

VOTED 2019-12MT-07: *The MSC & TFM Board of Directors approved to release a Year End Annual Report in lieu of hosting an Annual Meeting.*

Upon motion and second it was

VOTED 2019-12MT-08: *The MSC Board of Directors approves releasing \$25,000, previously allocated from the 2017 MSC General Fund surplus to a Board Designated Fund called "Do the New grant program", in support of changing this designation to support the Greater Hartford Interfaith Action Alliance (GHIAA).*

Upon motion and second it was

VOTED 2019-12MT-09: *The MSC Board of Directors authorizes the transfer of all undesignated unrestricted assets and all Board-designated unrestricted assets to the SNEUCC, except:*

- *Unrestricted assets designated to function as endowment; and*
- *Board-designated funds for capital improvements at 125 Sherman St and the Silver Lake Conference Center "supplemental capital budget".*

Furthermore, the Board directs staff to communicate the purpose and history of each Board-designated fund to the SNEUCC.

Upon motion and second it was

VOTED 2019-12MT-10: *The MSC Board of Directors authorizes the transfer of all restricted cash balances to the SNEUCC, along with all donor instructions, to be distributed according to the donor instructions.*

The Administrative Services Agreement

Upon motion and second it was

VOTED 2019-12MT-11: *The MSC & TFM Board of Directors approved the proposed draft Administrative Services agreement and authorizes the President and Treasurer to approve changes or bring revisions to the Board for approval, according to their judgement.*

Upon motion and second it was

VOTED 2019-12MT-12: *The TFM Board of Directors adopts the 2020 Proposed Budget for the Trustees of the Fund for Ministers.*

Upon motion and second it was

VOTED 2019-12MT-13: *The preliminary financial report of the Missionary Society of Connecticut for the period ended October 31, 2019 is received and placed on file.*

Financial Reports

Upon motion and second it was

VOTED 2019-12MT-14: *The preliminary financial report of the Trustee of the Fund for Ministers for the period ended October 31, 2019 is received and placed on file.*

Upon motion and second it was

VOTED 2019-12MT-15: *The preliminary financial report of the Silver Lake Conference Center for the period ended October 31, 2019 is received and placed on file.*