

1 **Board of Trustees**

2 **Upper New York Annual Conference of the United Methodist Church**

3 **Meeting Minutes**

4 The meeting was called to order at 7:10 PM on August 27, 2010. The meeting was held on the third
5 floor of the University United Methodist Church in Syracuse, NY.

6 **Board Members Present**

7 Steve Butler

8 Debbie Byers

9 Tom Clemow

10 Brooke Conklin

11 Wendy Deichmann-Edwards

12 Essie Harding

13 John Jackson

14 Lee Mount

15 Robert Rood

16 Teresa Sivers

17 Tom Wolfe

18 **Board Members Excused**

19 Dean Flemming

20 **Others in Attendance**

21 Sherri Mackey – Conference Treasurer

22 Scott DelConte – Conference Chancellor

23 **Elections**

24 Conference Chancellor Scott DelConte conducted the election of officers

25 **President**

26 Steve Butler nominated Tom Clemow, seconded by Lee Mount. There being no other nominations, Tom
27 Clemow was elected by unanimous vote.

28 **Vice President**

29 Brooke Conklin nominated Debbie Byers, seconded by Bob Rood. There being no other nominations,
30 Debbie Byers was elected by unanimous vote.

31 **Secretary/Treasurer**

32 Tom Wolfe nominated Lee Mount, seconded by Tom Clemow. There being no other nominations, Lee
33 Mount was elected by unanimous vote.

34 **Needs Hopes Expectations**

1 Sherri and Scott shared their needs, hopes and expectations of the Conference Board of Trustees as
2 listed in the meeting agenda, attachment A.

3 A few important points of information:

4 We should be guided by the Plan of Union (see page 39) and the Conference Vision and Purpose.

5 All resources are held in trust for the denomination. We need to ask the question “Do our actions
6 further the goal of making disciples of Jesus Christ?”

7 We may meet and vote via teleconferencing as long as the meeting is duly called and all trustees have
8 the opportunity to meaningfully participate and debate. If a meeting is not duly called, there must be
9 unanimous consent.

10 Cathy Stengel is our cabinet link and will be invited to all meetings.

11 **Must Do/Should Do Lists**

12 Tom Clemow led a discussion of things we must do during this meeting and things we should do. See
13 attachment B.

14 The meeting was adjourned to the following morning.

15 **Day Two**

16 The meeting was resumed at 8 AM on August 28.

17 All previous attendees were present with the exception of Scott DelConte.

18 Tom Clemow opened the session with a devotion based on Romans. The story we’re living into is God’s
19 story.

20 **Minutes**

21 The minutes must include all motions with moved by, seconded by, the motion, the vote for against and
22 abstained and any needed rationale. The minutes will be e-mailed to all board members, and Sherri,
23 Bill, Cathy and Scott. Board members will have the opportunity to request any needed corrections on
24 line and then will be requested to approve the minutes on line. Approved minutes will be posted on the
25 Conference web site. Scott DelConte will provide input as to legal format and wording. We will not
26 include anything that legal counsel says in the minutes as that might invalidate attorney-client privilege.

27 **Official Spokesperson**

28 Bob Rood moved that the president or the president’s designee will be the official spokesperson of the
29 Board of Trustees. Approved by unanimous vote.

30 The President of the Board of Trustees will make an announcement of major decisions following each
31 meeting.

1 **Treasurer's Authority**

2 John Jackson moved, seconded by Tom Wolfe:

3 Be it resolved that the Board of Trustees of the Upper New York Annual conference of the United
4 Methodist Church hereby authorizes Sherri L. Mackey, the Conference Treasurer, to execute any and all
5 documents necessary to open, close and administer such bank accounts on behalf of the Conference as
6 may be necessary in the performance of her duties. Approved by unanimous vote.

7 And

8 John Jackson moved, seconded by Tom Wolfe:

9 Be it resolved that the Board of Trustees of the Upper New York Annual conference of the United
10 Methodist Church hereby authorizes Sherri L. Mackey, the Conference Treasurer, to open, close and
11 administer investment accounts on behalf of the Conference as directed by the Board of Trustees.
12 Approved by unanimous vote.

13 See Attachments C and D for stand alone motions.

14 **Conference and Episcopal Offices.**

15 Following a discussion of a proposal by the University United Methodist Church for conference and
16 Episcopal office space:

17 Steve Butler moved and Bob Rood seconded a motion that the trustees approve moving the Conference
18 and Episcopal offices to the University United Methodist Church.

19 Lee Mount moved and Bob Rood seconded an amendment to have the trustees counter the proposal
20 offered by the University United Methodist Church for accommodating the Conference and Episcopal
21 offices in that church such that the initial lease would be for 2 years with options for as many as three
22 one-year renewals. The amendment and the amended motion were both approved unanimously.

23 John Jackson moved and Brooke Conklin seconded a motion that Tom Clemow be authorized to present
24 the counter proposal to the University Church, negotiate the proposed changes and related alternatives,
25 and accept the results of such negotiation (subject to the development of mutually acceptable terms and
26 conditions), even if the University Church proposal does not change. This motion was approved
27 unanimously.

28 Once agreement has been reached, Sherri will make an announcement to the conference staff
29 concerning the new office location.

30 The proposed lease will be reviewed by the Conference Chancellor.

31 John Jackson moved, seconded by Bob Rood: All trustees will have the opportunity to approve the lease
32 before it is signed. Approved by unanimous vote.

33 Debbie Byers moved, seconded by Steve Butler: Lee Mount, Tom Wolfe, Dean Flemming and Sherri
34 Mackey are appointed to serve as a committee to develop a plan in conjunction with the University

1 United Methodist Church for making necessary modifications to the office space to be occupied once
2 agreement on a lease has been obtained.

3 Tom Clemow will arrange to fulfill our financial obligations to CB Richard Ellis for real estate search
4 assistance.

5 **Governance Teams**

6 Tom Clemow made appointments to Governance Teams as listed in Attachment E. The Governance
7 Teams will identify and study issues within their area of assignment and make recommendations for
8 policy action by the entire Board of Trustees.

9 **Conference Insurance Program**

10 After discussion of a request for exemption from the mandatory conference insurance program by
11 several churches, Tom Wolfe moved, seconded by John Jackson: The Board of Trustees reaffirms the
12 Plan of Union with regard to mandatory inclusion in the conference insurance program of all United
13 Methodist Churches without exception. Approved by unanimous vote.

14 Tom Clemow will respond to requests for exemption.

15 **Future Meeting Dates**

16 September and October
17 Governance Teams will meet via teleconference.

18 November 19/20
19 Friday: 3 – 5 Governance Team meetings; 5 – 7 Dinner; 7 – 9 Plenary.
20 Saturday: 8 – 12 Conclude plenary

21 **Adjournment**

22 There being no further business before the Board, Tom Clemow adjourned the meeting at 1:50 PM

23 **Approval**

24 These minutes were approved unanimously as of September 15, 2010.

25 

26 Lee Mount, Secretary

1 **Attachment A**

2 **UPPER NEW YORK ANNUAL CONFERENCE**
3 The United Methodist Church

4
5 **BOARD OF TRUSTEES**
6 AUGUST 27-28, 2010

7
8 UNIVERSITY UNITED METHODIST CHURCH
9 1085 EAST GENESEE ST.
10 SYRACUSE, NEW YORK

11
12 **PROPOSED AGENDA**

13 **FRIDAY, AUGUST 27TH**

14 6:45-7:00 - Gathering

15 7:00 - Call to Order
16 Introductions
17 Episcopal Welcome [either tonight or tomorrow morning]
18 Election of Officers: (Chancellor, Scott DelConte, Presiding)
19 President - _____
20 Vice-President - _____
21 Secretary - _____
22 Treasurer - _____
23

24 7:15 - Approval of the Proposed Agenda

25 7:20 - Viewpoints (Informal Remarks and Observations – References to material following)

26 **“What I/the UNAC Expect/Hope/Need from this Board of Trustees and This Meeting”**

27 from the Viewpoint of the Presiding Bishop (Marcus Matthews)
28 *Our Response*

29
30 From the Viewpoint of the Director of Connectional Ministries (Bill Gottschalk-
31 Fielding)
32 *Our Response*

33 from the Viewpoint of the Conference Chancellor (Scott DelConte)
34 *Our Response*

35
36 from the Viewpoint of the Conference Director of Administrative
37 Services/Treasurer – (Sherri L. Mackey)
38 *Our Response*

39
40 7:45 - **Overview of Critical Issue Areas (Prepared by Sherri Mackey)**

41 1. PROPERTY AND PROPERTY RELATED ISSUES OF THE CONFERENCE

- 1 • Establish trustee structure for effectively managing the issues around the properties
2 (Geographic organization with individual trustees empowered to act on behalf of trustees as
3 a whole?)
4 • Discontinued/Closed Churches and Abandoned Property issues
5 • Potential property sales needing care/resolutions? (Fosterville, LeFargeville)
6 • Merged/Merging Churches
7 • Other church based issues (e.g. Elmira Heights)
8
9 2. CONFERENCE OFFICE PROPERTY
10 • Discussion and decision regarding UUMC lease
11 • Trustee subgroup – Conference Offices
12 • Discussion and decisions regarding former conference office locations
13 • Signage at conference offices
14
15 3. EPISCOPAL RESIDENCES
16 • Baldwinsville location – current issue
17 • Sale of Albany Area Residence (Now Completed)
18
19 4. LOAN GUARANTEES BY THE CONFERENCE
20 • Review of existing guarantees and concerns
21
22 5. INSURANCES OF THE ANNUAL CONFERENCE
23 • Trustee subgroup – Insurance Team, should include Treasurer
24 • Review of status of transition to new policies and current components in place
25 • Sharing deductibles with churches? Policy?
26 • Workers’ Compensation update
27 • Discussion of Conference’s position on mandating churches to be part of the Group policies.
28
29 6. INVESTMENTS OF THE CONFERENCE IN THE CARE OF THE TRUSTEES
30 • Trustee subgroup – Investment Team , should include Treasurer
31 • Meeting Schedule
32 • Review of current investments and work to be done
33 • Undesignated funds
34 • Authorization of Treasurer to conduct necessary business of banking and investments
35 including account access.
36
37 7. TRUSTEE RELATIONSHIPS ACROSS THE CONFERENCE
38 • Discussion – former trustee groups (district, camps, etc.) existence and authority?
39
40 8. MISCELLANEOUS BUSINESS
41 • Expense reimbursement policy and forms
42 • Proposed 2011 budget for the Trustees
43 • 2010 Budget for Trustees
44 • Treasurer signed document (POA) for payroll services – seeking affirmation.
45
46 9. ADDITIONAL ITEMS OCCURRING TO US AT THIS TIME?

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8:00 - BREAK

8:15 - **Considering Priorities (Prepared by Scott DelConte)**

1. CAMPS
 - How do we achieve meaningful trustee oversight of finances and operations?
2. "INSURANCE MATTERS":
 - hard look and oversight of
 - (a) coverages
 - (b) claims/litigation and
 - (c) proactive risk management (i.e., safe sanctuaries policy, as required under Philadelphia Insurance policy)
3. EFFECTIVE AND EFFICIENT DISPOSITION OF ABANDONED/DISCONTINUED AND SURPLUS PRIORITIES, INCLUDING FORMER CONFERENCE CENTERS
4. NEW CONFERENCE CENTER DEVELOPMENT, INCLUDING "SATELLITE" FACILITIES FOR DISTRICT SUPERINTENDENTS
5. DEVELOPMENT OF COMPREHENSIVE INVESTMENT PLAN (INCLUDING LOAN PROGRAMS)
6. MANAGEMENT OF PLAN OF UNION OBJECTIVES AND COMPLETION OF PROPERTY/FINANCE TRANSFERS.

8:30 – Discussion of Our Priorities for This Meeting

- What we have heard?
- Early Certainties or Recommendations?
- Process Questions?

9:00 – Building Tomorrow’s Agenda

1. What should we do? } Newsprint Exercise
2. What must we do? }

SATURDAY, AUGUST 28TH

- 8:00 am - Gather and greet
- 8:15 - Devotional Time
- 8:30 - The Things We Must Do Today
- 10:30 - Break
- 12:00 - Lunch
- 12:30 - The Things We Should Do Today (or Schedule for Subsequent Meetings)

- 2:00 - September 11th Report
 - What?
 - Who?
 - How?

1

2 Meeting Dates:

3 ○ October 22 & 23 (with CT in morning)

- 1 **Attachment B**
- 2 **Must Do Tasks**
- 3 Banking and Investment resolutions
- 4 Short term office space
- 5 Insurance policy statement
- 6 Trustee Governance Teams
- 7 Meeting schedule
- 8 Guidance on minutes
- 9 Prioritize Should Do list
- 10 Start course of action re. Safe Sanctuaries
- 11 Prepare for 9/11 Adjourned Session
- 12 **Should Do Tasks**
- 13 Facilities planning, existing properties, what do we need, satellites, etc.
- 14 Process to engage D S's in property ID. Abandoned/Discontinued property
- 15 Protocol for online conference call meetings, Book of discipline related
- 16 Camping reporting
- 17 Possible joint meeting with the cabinet
- 18 Safe Sanctuaries Policy – (Insurance Governance Team)
- 19 Church (Bldg) location - (Property Governance Team)
- 20 Shared Ministry
- 21 Integrate critical questions relative to Trustee concerns
- 22 Communication with developing ministries
- 23 SM or TM issues
- 24 Local prep for cabinet around Trustee issues e.g. Trust Clause in Deeds – (Property Governance Team)
- 25 Local church trustee workshops

1 **Attachment C**

2 **UPPER NEW YORK ANNUAL CONFERENCE**

3 **OF THE UNITED METHODIST CHURCH**

4 **SECRETARY'S CERTIFICATE OF**

5 **RESOLUTION OF THE BOARD OF TRUSTEES**

6 **AUTHORIZATION REGARDING BANK ACCOUNTS**

7

8 I, Lee Mount, Secretary of the Upper New York Annual Conference of the United
9 Methodist Church ("the Conference"), a New York Religious Corporation, hereby certify that the
10 following is a true copy of a Resolution adopted by the Conference's Board of Trustees on
11 August 29, 2010:

12 **RESOLVED**, that the Board of Trustees hereby authorizes Sherri L. Mackey, the
13 Conference Treasurer, to execute any and all documents necessary to open, close and
14 administer bank accounts on behalf of the Conference as necessary in the performance of her
15 duties.

16 I further certify that there is no provision in the Certificate of Incorporation or The
17 Book of Discipline limiting the power of the Trustees to pass upon the foregoing matter, and that
18 the same is in conformity with the provisions of the Certificate of Incorporation and The Book of
19 Discipline.

20 I do further certify that the above matters have not been altered, amended,
21 repealed or rescinded.

22 **IN WITNESS WHEREOF**, I have executed this Certificate on the 29th day of
23 August, 2010.

24



25

Lee Mount, Secretary

1 Attachment D

2 **UPPER NEW YORK ANNUAL CONFERENCE**
3 **OF THE UNITED METHODIST CHURCH**

4
5 **SECRETARY'S CERTIFICATE OF**
6 **RESOLUTION OF THE BOARD OF TRUSTEES**
7 **AUTHORIZATION REGARDING INVESTMENT ACCOUNTS**

8 I, Lee Mount, Secretary of the Upper New York Annual Conference of the United
9 Methodist Church ("the Conference"), a New York Religious Corporation, hereby certify that the
10 following is a true copy of a Resolution adopted by the Conference's Board of Trustees on
11 August 29, 2010:

12 **RESOLVED**, that the Board of Trustees hereby authorizes Sherri L. Mackey, the
13 Conference Treasurer, to open, close and administer investment accounts on behalf of the
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17 the same is in conformity with the provisions of the Certificate of Incorporation and The Book of
18 Discipline.

19 I do further certify that the above matters have not been altered, amended,
20 repealed or rescinded.

21 **IN WITNESS WHEREOF**, I have executed this Certificate on the 29th day of
22 August, 2010.

23 

24 Lee Mount, Secretary

- 1 **Attachment E**
- 2 **Trustee Governance Teams**
- 3 **Property**
- 4 John Jackson, Convener
- 5 Steve Butler
- 6 Brooke Conklin
- 7 Wendy Deichmann-Edwards
- 8 Tom Wolfe
- 9 **Camps and Conferences**
- 10 Aldersgate – Dean Flemming
- 11 Asbury – Bob Rood
- 12 Casowasco – Tom Wolfe
- 13 Findlay – John Jackson
- 14 Skye Farm – Steve Butler
- 15 Sky Lake – Teresa Sivers
- 16 **Investments**
- 17 Debbie Byers, Convener
- 18 Lee Mount
- 19 Bob Rood
- 20 **Insurance**
- 21 Teresa Sivers
- 22 Essie Harding
- 23 Dean Flemming
- 24 **Plan of Union Implementation**
- 25 Tom Clemow
- 26 John Jackson
- 27 Bob Rood