



# Together, As One

## TA1



*Creating a New Conference  
of the United Church of Christ*

## **Frequently Asked Questions March 2018**

*In June 2017, the Annual Meetings of the Rhode Island, Massachusetts, and Connecticut Conferences of the United Church of Christ each voted to approve a resolution calling for the creation of a new Conference of the United Church of Christ in Southern New England. Since then, the TA1 Planning Team has been meeting monthly in response to this charge.*

*The following FAQs respond to some of the questions that Conference leadership has heard regarding this initiative and the actions that will come before the joint Annual Meeting of our three Conferences in June 2018.*

*If your questions are more about the timing or sequence of events, please look at the timeline which is a companion piece to these FAQs.*

[Questions 16, 17 and 26 are new since the March 2018 release of these FAQs]

### **1. When will this “new entity” or “the New Conference” get a name?**

We are using “TA1” or “Together as One” as a provisional name for the proposed new conference. However, the Boards of Directors believe the official new name should be determined collaboratively by members of the three conferences. The TA1 Planning Team will develop a process to invite participation from all interested members in deciding on a name for the new conference. This process will begin soon after the June 2018 Annual Meetings, assuming those bodies act to create the conference.

### **2. Are any of the other UCC conferences doing anything like this?**

The Iowa, Nebraska and South Dakota Conferences now have a single Conference Minister who reports to all three Conference Boards.

### **3. Why don’t these bylaws read like our current conference bylaws?**

These are bylaws for a new non-profit charitable corporation that is made up of the three UCC conferences of southern New England. The bylaws of the TA1 Corp. depend on the historical conference bylaws for actions to be taken by TA1 and its Voting Members. If, at some point in

the future, the historic conferences were to merge into TA1, the TA1 bylaws would probably be amended to contain material now found in the bylaws of the historic conferences.

**4. Help me understand who the “Voting Members” are of this new entity?**

The “Voting Members” of this new entity are the three UCC conferences of southern New England who act through their duly designated delegates and authorized ministers.

**5. Is there any change in how delegates are chosen or who serves as delegates?**

There is no change in how delegates are authorized or who serves as delegates. (That is covered in the bylaws of each of the historic conferences.)

**6. Can congregations from other denominations affiliate with us as “Associate Members?”**

YES! This is perhaps the most innovative part of this initiative, seeking to live out the very early vision of the UCC. What is required is that they must want to align with and act in common cause with our stated purpose – or as Brian McLaren would say in his new book *The Great Spiritual Migration*: that they recognize and affirm that their values are aligned with ours.

**7. Is this a merger?**

No. We are creating a new non-profit charitable corporation that is made up of the three UCC conferences of southern New England. Once the Attorneys General of CT, RI and MA allow it to go forward, and once the UCC General Synod ratifies it, in January 2020 the new entity will become operational as a “conference.” After that, the three “historic conferences” will continue to exist, but their function will be much more limited. They will, however, continue to oversee their endowments. Nothing we are proposing precludes us from - nor commits us to - a full merger at some later time.

**8. Why does this require approval of the Attorneys General of MA, CT and RI?**

The AGs are responsible to assure that the use and management of funds belonging to nonprofit charitable corporations be carried out according to the law. Because the AGs have jurisdiction over charitable endowments, it is prudent for us to engage their review at this time.

**9. Is it necessary to legally form the new corporation in Mass? Why not in CT or Delaware?**

The Governance Subcommittee of the TA1 Planning Team explored this with our attorney. Other cases similar to ours have shown that if the Massachusetts AG approves an application, it is likely that the AGs from CT and RI will also approve. Although incorporating in another state such as Delaware is possible, after consulting with our attorney the subcommittee agreed that using the state laws of one of the historic conferences, which may be more familiar to neighboring states, is preferable.

**10. Why is “Massachusetts” named so many times in the documents?**

Because Massachusetts is the state where the new entity will be incorporated. This has no impact on where any office will be located.

**11. Why do the bylaws specify that the Clerk must be from Massachusetts?**

Given that the new entity is to be incorporated in Massachusetts, there are certain functions of the Clerk role that must be carried out by a Massachusetts resident. The bylaws specify that it would be possible to elect a Clerk from outside of Massachusetts, and then designate a different person who lives in Massachusetts as ‘agent’ to carry out these state-specific duties. But, it seems simpler to elect a Clerk who is a resident of Massachusetts.

**12. Why do some of the committees named in Article IV of the bylaws have such unfamiliar names?**

These names represent the “best practice functions” of non-profit charitable Boards. For our purposes, while we will certainly undertake all these functions, we may utilize “go by” names that are more familiar to our churchy constituency.

**13. This seems to be moving so fast. Has the Planning Team been listening to the churches, pastors and people in the pews?**

The Planning Team has been intentional about seeking feedback since the process began. We have made use of surveys, Annual Meetings, Super Saturday gatherings, Association meetings, church meetings, Zoom meetings for delegates, and numerous focus groups in each Conference facilitated by a consultant.

**14. What’s the story with amending these bylaws?**

The core of the bylaws (Articles I, III, IV and XI) can only be amended at a meeting of the new conference by a vote of the delegates – and only if they are notified in advance of the proposed alterations. If the Board alters other parts of the bylaws, the Board must notify the delegates before the next meeting of the new conference.

**15. What will the conference delegations be voting on at the June 2018 Annual Meeting? Will we be able to make changes at that meeting?**

In late April 2018, the churches and authorized ministers of our three conferences will be provided with advanced materials, including all relevant documents and the wording of all votes. All three Annual Meetings need to pass identical votes in June 2018 in order for the process to move forward, so these documents will not be amendable at the Annual Meetings. However, suggestions for improvement will be welcome and utilized by the new Board in finalizing bylaws as authorized by the Annual Meetings, if the conferences vote to move forward.

**16. Are the 3 conferences on equal financial footing?**

The short answer is “no.” The TA1 Planning Team has worked with the Treasurers and the CFOs of our three Conferences to produce “A Comparative Picture of Our 2017 Ministry Expenses.” All delegates will receive this colorful 4 page graphics-rich comparison of our financial footing.

**17. Will restrictions on restricted gifts be continued?**

The short answer is “yes.” These restrictions constitute legal requirements and will continue to be honored. Once the TA1 becomes operational on January 1, 2020, the principle function of each of the ongoing Boards of each historic conference will be fiduciary as they oversee the endowments of their historic conference.

**18. What if – at our Joint Annual Meeting in June 2018 – only two of the conferences vote to move forward?**

The documents and votes that will be brought to the Joint Annual Meeting in June 2018 are written in a way that requires an affirmative vote from the delegates of all three Conference Annual Meetings.

**19. How will the officers and the Board of Directors of the new TA1 Board be nominated and how will they be elected?**

In order to assemble a slate of nominees who together have the desired competencies and diversities, the Boards of each Conference (in concert with their nominating committees) each identified a group of appropriate candidates. The three Board Chairs along with three other persons from the TA1 Planning Team (a group of 6) will then review this pool of candidates and identify a slate of TA1 Board Members and Officers who meet the requirements as set forth in the TA1 Bylaws. The group of 6 will then approach each person to confirm their willingness to serve. If any decline, the group of six will review those remaining in the pool and identify someone else whose nomination would complement the competencies and diversities desired for the TA1 Board. Once completed, the slate of nominees will be made available to the delegates to the Joint Annual Meeting. The TA1 Planning Team will present this slate for election by the Joint Annual Meeting.

**20. What happens to the TA1 Planning Team in June 2018 if this passes the joint Annual Meeting?**

We anticipate that sometime over the summer the TA1 Planning Team will meet with new TA1 Board for the TA1 Board’s initial meeting and to accomplish a “hand-off.” This will be the final gathering of the TA1 Planning Team. From here on out, the TA1 Board will continue to lead this process.

**21. If in June 2018 all three Conference Annual Meetings vote to move forward, is that it?**

The Covenant and Affiliation Agreement specifies a few more steps. In it, the Terms and Conditions #2 refer to a process of due diligence that each conference must complete following the June 2018 vote. The affirmative votes of the three Conference Annual Meetings in June

2018 can take effect only if the due diligence reports from each of the three conferences are accepted by the other two Conference Boards.

**22. If all three Conference Annual Meetings agree to this in June 2018, can the decision be undone at a later date?**

A conference may resign from this agreement up until the end of 2021. The conditions for resignation are spelled out in the Covenant and Affiliation Agreement.

**23. What's the impact on my Association if the Joint Annual Meeting of the three Conferences in June 2018 votes for this?**

We don't expect any impact. Having conferred with the General Counsel of the UCC, Heather Kimmel, this is what we understand. If the annual meetings of the three Conferences vote in June 2018 to create a new entity, then the three historic Conferences (MA, CT, RI) will bring to Synod in June of 2019 a resolution to change our boundaries (and name). This resolution would take effect on 1/1/2020. If Synod votes to affirm that resolution, then when the resolution takes effect (1/1/2020) the standing of the Associations automatically migrates from the historic Conference to the newly created TA1 Conference (or whatever it is called).

**24. Where will the new conference offices be located?**

As we said in the spring of 2017, we don't know yet. This will be one of many matters to be determined by a new Board of Directors. The votes we take in June 2018 have no effect on the location of conference offices.

**25. What impact will the vote to create a new conference at the June 2018 Joint Annual Meeting have on staffing?**

There will be no immediate effect. Just as they do now, the Boards of the CT Conference, MA Conference and RI Conference will each continue to oversee a Conference Minister who oversees other conference staff. Once the new conference becomes operational on January 1, 2020, the Conference Minister or Ministers will become accountable to the new Board of Directors, which will have overall responsibility for budget, policy and other matters affecting staffing. In February 2018 the lead staff of the three Conferences came together for a 24 hour retreat to learn more about one another, share our distinct cultures and identify common ground.

**26. Will budgetary support for \*\*\* insert my favorite ministry here \*\*\* be continued?**

As in the past, the conference Board, in consultation with the Conference Minister, is responsible to assure that the budget for any given year be in alignment with and expressive of the mission, purpose and vision of the conference. As we transition from three conference Boards to a single TA1 Board, the TA1 Board will assume that responsibility.

**27. What impact will the vote to create a new conference have on Annual Meeting delegates?**

May 24, 2018

In June 2019, we anticipate that the General Synod will recognize the new conference. In the fall of 2019, the first Annual Meeting of the new conference will assemble. As part of that meeting, the three historic conferences will also hold their distinct Annual Meetings. Church delegates will be delegates to both the Annual Meeting of the new conference and to the Annual Meeting of their historic conference.

**28. What else changes on January 1, 2020?**

On January 1, 2020, the new conference becomes operational. This is when the Conference Minister(s) begin to report to the Board of the new conference. From here on, contributions (from churches, individuals, etc) will be made to the new conference. All staff members will be paid as staff of the new conference.

**29. What can I do to engage this process?**

Take some time to read the documents that will be presented to Annual Meeting. You can also read the news articles (on our websites) that have tracked this process over the past few years. Encourage the leadership of your church to convene a conversation on the Vision, Mission and Purpose Statement using the discussion guidelines. Sign up for and attend one of the Zoom meetings that will be held in the weeks before Annual Meeting. And please pray for God's guidance and continuing discernment.