

Approved: May 11, 2012

MINUTES OF THE
BOARD OF DIRECTORS

PRESBYTERIAN CHURCH (U.S.A.)
A CORPORATION, AND ITS
CONSTITUENT CORPORATIONS

Louisville, Kentucky
February 17, 2012

As Recorded by the Staff of the
Office of the General Assembly
100 Witherspoon Street
Louisville, KY 40202

**Minutes of the
Board of Directors
Presbyterian Church (U.S.A.)
A Corporation, and Its Constituent Corporations
Louisville, Kentucky
February 17, 2012**

OPENING

The regular business meeting of the Board of Directors of the Presbyterian Church (U.S.A.), A Corporation, and Its Constituent Corporations, was convened at 8:47 a.m. on February 17, 2012, with prayer led by Michael Kruse in the Crystal Ballroom of the Brown Hotel in Louisville, Kentucky.

ROLL CALL

Loyda Aja, Associate Stated Clerk, Office of the General Assembly, called the roll by naming the absentees and reporting requests to be excused.

The Following Members of the General Assembly Council Present for All or Part of the Time Were: Elder Steve Aeschbacher, Elder Clarence Antioquia, Elder Molly Baskin, Elder Robert Brink, Elder Teresa Bryce, The Reverend Arthur Canada, Elder William Capel, Elder Nancy Caudel, The Reverend Clark Cowden, Elder Jean Demmler, The Reverend Melissa DeRosia, Elder Jan Dowlarn, The Reverend Susan J. Ezell, Elder Alan D. Ford, The Reverend Marilyn Gamm, The Reverend Roger Gench, The Reverend Jack Hodges, Elder LaVert W. Jones, The Reverend Rachel Mihee Kim-Kort, Elder Michael W. Kruse, Elder Jung Nam Lee, Elder Janet Martin, Elder Carolyn M. McLarnan, The Reverend Cruz Negron-Torres, The Reverend Reginald V. Parsons, Elder Cathryn C. Piekarski, Elder Kears Pollock, Elder Ethan R-C Powell, Elder Heath Rada, The Reverend Bruce Reyes-Chow, Elder Marianne Rhebergen, Elder Marta Rodriguez, Elder Noelle Royer, The Reverend Matthew Schramm, Elder Joyce A. Smith, Elder Glen Snider, Elder Charles Talley, and Elder Connie Tubb.

Ecumenical Advisory Member: Vicki Garber.

Corresponding: Elder Gloria Albrecht, The Reverend Deborah Block, The Reverend Stephen Hsieh, The Reverend Jay Hudson, Elder Leah Johnson, Elder Marc Lewis, The Reverend Gradye Parsons, Elder Belinda Rice, and Elder Linda B. Valentine.

The Following Deputy Executive Directors Present for All or Part of the Time Were: Elder Joey Bailey, The Reverend Roger Dermody, and Elder Karen L. Schmidt.

The Following Members of the General Assembly Council Staff (Offices of the Executive Director and the Executive Administrator) Present for All or Part of the Time Were: Susan Abraham (Ms.), Martha Clark (Ms.), Dana Dages (Ms.), Elder April Davenport, Debbie Gardiner (Ms.), Elder Courtney Hoekstra, Elder Michael Kirk, and Elder Vince Patton.

The Following Invited Participants, Guests, Observers, and Staff Present for All or Part of the Time Were: Terri Bate (Ms.), The Reverend Ed Brogan, The Reverend Molly Casteel, The Reverend Kerry Clements, Barry Creech (Mr.), The Reverend David Crittenden, The Reverend Katherine Cunningham, The Reverend Brian Ellison, The Reverend Hunter Farrell, Elder Nahida Gordon, Denise Hampton (Ms.), The Reverend Thomas Hay, The Reverend Lee Hinson-Hasty, The Reverend Eric Hoey, The Reverend Jill Hudson, The Reverend Rhashell Hunter, The Reverend Chris Iosso, Paula Kinkaid (Ms.), The Reverend Carmen Fowler LaBerge, The Reverend Joyce Lieberman, Elder Sara Lisherness, Elder Alma-jean Marion, Elder Sam Locke, The Reverend Sterling Morse, The Reverend Marcia Clark Myers, Dianna Ott (Ms.), Elder Dosie Powell, Lisa Robbins (Ms.), The Reverend Bill Somplatsky-Jarman, Leslie Scanlon (Ms.), Elder Jack Shelver, Melody Smith (Ms.), Becca Snipp (Ms.), Elder Kathy Trott, The Reverend Jerry Van Marter, and The Reverend Charles Wiley.

The Following Officers of the Corporation Were Present:

Linda Valentine	President
Michael Kruse	Chair
Carolyn McLarnan	Vice Chair
Joey B. Bailey	Executive Vice President/Chief Financial Officer
Karen L. Schmidt	Executive Vice President
Roger Dermody	Executive Vice President
Dorothy J. Smith	Vice President and Treasurer
Denise Hampton	Vice President and Controller
Martha Clark	Senior Vice President and Secretary
Michael K. Kirk	Vice President and Assistant Secretary
April Davenport	Vice President and Assistant Secretary
Timothy Quinn	Assistant Treasurer

Upon motion from the floor, the Board of Directors **VOTED** to excuse the following members from this meeting: Elder Cynthia Bolbach and The Reverend Aleida Jernigan.

QUORUM

A quorum was declared present for the transaction of business.

Designated Aja Secretary Pro-Tem

Upon motion from the floor, the Board of Directors **VOTED** to designate Loyda Aja as Secretary Pro-Tem during this meeting.

REPORT OF CORPORATE PROPERTY, LEGAL, AND FINANCE COMMITTEE

A report of recommended corporate actions taken by the Stewardship Committee, acting as the corporate Property, Legal, and Finance Committee, was presented by Michael Kruse, chair, and received by the Board.

The Board of Directors **VOTED** unanimously to approve the adoption of the following consent agenda items 1–4 (listed below) from the report of recommended corporate actions taken by the Corporate Property, Legal, and Finance Committee, as follows:

- Approve the September 23, 2011 Minutes of the Board of Directors of Presbyterian Church (U.S.A.), A Corporation and Its Constituent Corporations (distributed via GAMC website);
- **RESOLVED**, that the following positions be and hereby are granted the authority to bind the Presbyterian Church (U.S.A.), A Corporation in all contracts calling for the payment of Ten Thousand Dollars (\$10,000.00) or less;

Associate Director, Global Discipleship
Associate Director, Mission Effectiveness and Administration
Associate Director for Theology, Worship and Education
Co-director, Stony Point Center
Coordinator, Church Financial Campaign Service
Coordinator, Executive Office and Policy Communications
Coordinator, Middle Governing Bodies
Coordinator, Operations and Administration, World Mission
Coordinator, Research Services
Director, Compassion, Peace and Justice
Director, Creative Services
Director, Evangelism and Church Growth
Director, Funds Development Ministry

Director, Mission Communications
Director, Office of Vocation
Director, Racial Ethnic and Women's Ministries/PW
Director, Stewardship
Director, Theology, Worship, and Education
Director, World Mission
Director of Programs, Ghost Ranch, Santa Fe
Executive Associate, Office of the Executive Director
Manager, Relationship Development Operations
Project Manager, CFD Administration
Project Manager for Mission Program Administration
Publisher, Theology, Worship, and Education
Sr. Coordinator of Mission Resources

RESOLVED, that the following position be and hereby is granted the authority to bind the Presbyterian Church (U.S.A.), A Corporation in all contracts calling for the payment of Thirty Thousand Dollars (\$30,000.00) or less;

Executive Director, Ghost Ranch

- RESOLVED, that the attached housing allowance designations are ratified; AND further that 40 percent of the salary of every Teaching Elder on the exempt staff, regardless of when hired, is hereby designated for the current year unless otherwise specifically provided (via an express amount listed); AND further that these housing allowance designations are approved for 2012 and all future years unless otherwise provided by the Corporation; AND further that these be attached to the official copy of the minutes (maintained by the corporate secretary) with the designated dollar amounts (Attachment B); and
- Approve the attached Presbyterian Church (U.S.A.) Electronic Records Policy (Attachment C).

A copy of the report of the Corporate Property, Legal, and Finance Committee, is found in Attachment A.

ADJOURN

Following the above actions, the Board of Directors then **VOTED** unanimously to rise from the Board of Directors of the Presbyterian Church (U.S.A.), A Corporation, and Its Constituent Corporations, and reconvene as the General Assembly Mission Council.

There being no further business for consideration, the meeting of the Board of Directors of the Presbyterian Church (U.S.A.), A Corporation and Its Constituent Corporations, was adjourned at 8:54 a.m. with prayer offered by Michael Kruse.

Respectfully Submitted,

Loyda Aja
Secretary Pro Tem

Attachment A: Report of the Stewardship Committing, acting as the corporate Property, Legal, and Finance Committee
Attachment B: Changes To The May 2009 Church Loan Program Policies And Guidelines
Attachment C: Ghost Ranch Conference Center Governance Covenant

**Report F.001
Presbyterian Church (U.S.A.), A Corporation
General Assembly Mission Council
February 16, 2012**

The Corporate Property, Legal, and Finance Committee of Presbyterian Church (U.S.A.), A Corporation, met February 16, 2012 and reviewed and approved the following. These items are recommended to the Board of Directors of the Presbyterian Church (U.S.A.), A Corporation and Its Constituent Corporations for its review and adoption:

FOR CONSENT:

1. **Approve** the September 23, 2011 Minutes of the Board of Directors of Presbyterian Church(U.S.A.), A Corporation and Its Constituent Corporations (distributed via GAMC website)
2. **RESOLVED**, that the following positions be and hereby are granted the authority to bind the Presbyterian Church (U.S.A.), A Corporation in all contracts calling for the payment of Ten Thousand Dollars (\$10,000.00) or less.

**Associate Director, Global Discipleship
Associate Director, Mission Effectiveness and Administration
Associate Director for Theology, Worship and Education
Co-director, Stony Point Center
Coordinator, Church Financial Campaign Service
Coordinator, Executive Office and Policy Communications
Coordinator, Middle Governing Bodies
Coordinator, Operations and Administration, World Mission
Coordinator, Research Services
Director, Compassion, Peace and Justice
Director, Creative Services
Director, Evangelism and Church Growth
Director, Funds Development Ministry
Director, Mission Communications
Director, Office of Vocation
Director, Racial Ethnic and Women's Ministries/PW
Director, Stewardship
Director, Theology, Worship, and Education
Director, World Mission
Director of Programs, Ghost Ranch, Santa Fe
Executive Associate, Office of the Executive Director
Manager, Relationship Development Operations
Project Manager, CFD Administration
Project Manager for Mission Program Administration
Publisher, Theology, Worship, and Education
Sr. Coordinator of Mission Resources**

RESOLVED, that the following position be and hereby is granted the authority to bind the Presbyterian Church (U.S.A.), A Corporation in all contracts calling for the payment of Thirty Thousand Dollars (\$30,000.00) or less.

Executive Director, Ghost Ranch

3. **RESOLVED**, that the attached housing allowance designations are ratified; AND further that 40 percent of the salary of every Teaching Elder on the exempt staff, regardless of when hired, is hereby designated for the current year unless otherwise specifically provided (via an express amount listed); AND further that these housing allowance designations are approved for 2012 and all future years unless otherwise provided by the Corporation; AND further that these be attached to the official copy of the minutes (maintained by the corporate secretary) with the designated dollar amounts. (See Attachment B.)

4. **Approve** the attached Presbyterian Church (U.S.A.) Electronic Records Policy. (See Attachment C.)

Note regarding resolution 3 concerning housing allowance designations:

Due to security concerns surrounding mission personnel in certain areas of the world, the list of housing allowance designations (“List”) is not attached to the Corporate Report because the report is posted on the GAMC website. During the corporate meeting, the List will be displayed on the screen for review by the board. The Corporate Minutes will include the List as an attachment, hence the language as reflected above in the resolution. The official Minutes (printed version) will contain the List approved by the board. The version of the Minutes available on the website will include a redacted version of the List with those persons for whom there is a security concern being removed.

**ITEM F.103
 FOR ACTION**

<i>FOR GAMC EXECUTIVE DIRECTOR'S OFFICE USE ONLY</i>					
	A. Evangelism		D. Vocation	X	G. PC(USA), A Corporation
	B. Justice		E. Stewardship		H. Executive Committee
	C. Discipleship	X	F. Corporate Property, Legal, Finance		I. Audit
	P. Plenary				

Subject: 2012 Manse Allowance

Recommendation:

That the Stewardship Committee, acting as the Corporate Property, Legal, and Finance Committee, ratifies the attached housing allowance designations; AND further that this action by the Stewardship Committee be reported to the Corporate Board of Directors for its approval; AND further that 40 percent of the salary of every Teaching Elder on the exempt staff, regardless of when hired, is hereby designated for the current year unless otherwise specifically provided (via an express amount listed); AND further that these housing allowance designations are approved for 2012 and all future years unless otherwise provided by the Corporation; AND further that these be attached to the official copy of the minutes (maintained by the corporate secretary) with the designated dollar amounts.

RESOLUTION

RESOLVED, that the attached housing allowance designations are ratified; AND further that 40 percent of the salary of every Teaching Elder on the exempt staff, regardless of when hired, is hereby designated for the current year unless otherwise specifically provided (via an express amount listed); AND further that these housing allowance designations are approved for 2012 and all future years unless otherwise provided by the Corporation; AND further that these be attached to the official copy of the minutes (maintained by the corporate secretary) with the designated dollar amounts.

Background:

In compliance with IRS regulations the legal employer, Presbyterian Church (U.S.A.), A Corporation, must review all housing allowance designations and approve these in advance. Therefore, a designated officer has reviewed the following housing allowances for approval:

MINISTER EMPLOYEES AT PRESBYTERIAN CENTER & CONFERENCE CENTERS

<u>Employee</u>	<u>2012 Annual Manse</u>
Ashley, Sandawna G	38,000.00
Black, Andrew D.	28,300.00
Braaksma, Debra Ann	16,880.00
Cargal, Timothy B	31,500.00
Casteel, Molly N	24,150.00
Clements, Kerry S.	26,100.00
Crittenden, David D.	35,000.00
Dermody Jr, Roger A.	75,600.00
Ellis, Robert L.	28,750.00
Enders Odom, Emily J.	15,000.00
Ensign-George, Barry A.	23,930.00
Farrell, Bennett H.	17,200.00
Galvan-Valle, Marissa I.	10,380.00
Gambrell, David P.	12,468.00
Girgis, Raafat S.	33,600.00
Gnatuk, Wayne A.	9,852.00
Hay, Thomas D.	32,132.00
Heery, Patrick D.	13,364.00
Hinson-Hasty, Gerald L.	39,960.00
Hoey, Eric	35,000.00
Horton, Carl E	28,000.00
Hudson, Jill M.	20,000.00
Hunter, Rhashell D.	37,531.00
Iosso, Christian T.	15,500.00
Jones III, Ray Glenn	20,400.00
Kim, Sun B.	27,000.00
Koenig, William M.	21,300.00
Lawrence, Jeffrey C.	31,700.00
Lee, Unzu S.	15,300.00
Lieberman, Joyce E.	13,600.00
Loleng, David M	57,000.00
Lotspeich, Philip A	28,000.00
Lugo, Ana	20,400.00
Malave, Carlos L.	23,040.00
Morse, Sterling	13,900.00
Myers, Marcia C.	20,000.00
Nelson II, James Herbert	35,200.00
Niles-McCrary, Rose E.	18,000.00
Oliver, Lonnie J	30,200.00
Park, Kevin	27,000.00
Parker, Michael T.	22,600.00
Parsons, Gradye M.	30,000.00
Philbrick, Ann	25,000.00

Reeves, Kathy	14,400.00
Robinson Jr, John A.	38,588.00
Rodriguez, Hector L.	17,938.00
Russell, Karen S.	13,400.00
Sadongei, Martha D	17,000.00
Seebeck, Paul R	12,100.00
Smith, Alexa A.	20,075.00
Somplatsky-Jarman, William	30,580.00
Stricklen, Teresa D.	28,270.00
Suarez-Valera, Pastor A.	10,560.00
Uriarte, Mienda A.	33,400.00
Van Marter, Jerry	24,000.00
Wiley, Charles A.	17,400.00
Williams, Craig S.	49,000.00
Winbush, Robina M.	35,000.00
Young, Nancy K	18,000.00
Youngs, Sharon K.	20,000.00

MINISTER EMPLOYEES IN MISSION PERSONNEL POSITIONS

<u>Employee</u>	<u>2012 Annual Manse</u>
Adams, Mark S	11,449.00
Armstrong, Sara G.	11,530.00
Bae, Sook H.	5,960.00
Baker, Douglas R.	15,364.00
Ban, Ho	6,240.00
Beisswenger, Philip L	16,050.00
Bennett, Marta D.	12,443.00
Blane, Debra Ruth	16,200.00
Bryant, Sharon L.	12,000.00
Carriker, Charles T.	10,100.00
Chase, Deborah A.	5,127.00
Ellington, Dustin W.	3,700.00
Forbes, Derek M.	17,000.00
George Sr, Jacob	25,800.00
Griffin, Kathleen M.	6,000.00
Hansen, Richard P	19,100.00
Harcourt, Brenda S.	5,440.00
Haspels, John M.	3,000.00
Hector, Bridgette Nadine	10,600.00
Heikkila, Joshua David	24,000.00
Henken, Sarah Ann	4,900.00
Holman, Jo Ella W	7,065.00
Holslag, Jane F.	9,000.00
Horne, Edward H.	4,240.00
Kang, Joseph	8,400.00
Koball, Jed H.	5,400.00
Koll, Karla A.	3,703.00

Lim, Choon S.	6,000.00
McCall, John S.	7,700.00
Moore, William L.	18,400.00
Rice, Robert Brian	14,000.00
Searles, Douglas J.	16,130.00
Sepehri, Sadegh	8,004.00
Smith-Mather, Nancy M.	2,000.00
Smith-Mather, Shelvis S.	2,000.00
Tomeh, Nuhad D.	21,546.00
Vis, Joshua M.	17,500.00
Wakeman, Esther P.	7,200.00
Weber, Carolyn Belle	12,000.00
Wehmeyer, Donald A.	8,000.00
Weller, Michael S.	3,400.00
White, Kenneth R.	6,420.00
Wright, John Mark	14,700.00
Young, Rebecca B.	9,000.00

**ITEM F.104
 FOR ACTION**

<i>FOR GAMC EXECUTIVE DIRECTOR'S OFFICE USE ONLY</i>					
	A. Evangelism		D. Vocation	X	G. PC(USA), A Corporation
	B. Justice		E. Stewardship		H. Executive Committee
	C. Discipleship	X	F. Corporate Property, Legal, Finance		I. Audit
	P. Plenary				

Subject: Electronic Records Policy

Recommendation: That the Stewardship Committee, acting as the Corporate Property, Legal, and Finance Committee, recommend to the Board of Directors of Presbyterian Church (U.S.A.), A Corporation the attached Presbyterian Church (U.S.A.) Electronic Records Policy for its approval.

Background: Staff members of the Office of the General Assembly and the General Assembly Mission Council have worked for some time to investigate document retention policies and procedures. Such a process is important to protect the records of the denomination for historical purposes and to preserve records that might be needed for litigation and administrative actions. The attached Policy informs the employees of the OGA and the GAMC of their duties with respect to protection and preservation of records of all types, including electronic records. Guidelines with detailed procedures which will be used in training will be prepared and disseminated in 2012. The Policy was approved by the Office of the General Assembly on October 4, 2011, and by the Committee on the General Assembly on October 6, 2011.

Electronic Records Policy

The Stated Clerk of the PC(USA) A Corporation, in accordance with the Standing Rules, has designated records management responsibilities to the Department of History, the official archives of the denomination. Since 1988, the DOH has operated a formal records management program based in the Presbyterian Center, working with the Office of the General Assembly, other church agencies and all other levels of the denomination to create valid records retention schedules that ensure efficient filing, timely destruction, and cost-effective storage for all records of the denomination.

Records generated during an employee's tenure with the PC(USA) are the property of the Church and fall under the Ethics Policy of the Corporation with staff responsible for "safeguarding all physical, financial, informational, and other GAMC/OGA assets and records." (See Ethics Policy for Employees of the General Assembly Mission Council and the Office of the General Assembly of the Presbyterian Church U.S.A.) Each staff member of PC(USA) is responsible for the retention, maintenance, and disposition of records they create during the regular course of business. It is important to remember that the information contained in electronic records systems must be managed as resources and assets of the Church. All records, ***regardless of format***, must be retained until the legal, fiscal, and administrative retention periods have been met. This includes word processing files; electronic spreadsheets and databases; digital photographs, audio or video recordings; email and its attachments; web sites; and electronic publications such as newsletters, brochures, reports, and resources on CD, CD-ROM, and DVD.

Records crucial to documenting the institutional memory of the Church—showing the history and culture and how it operated; its programs and decision-making; and that provide evidence of its policies and procedures over time—should be identified. (Such records include publications, resources, committee minutes, official correspondence, audits, general ledgers, and grants awarded files to name a few record types.) In order to ensure long term preservation of those records created in electronic formats, the records must be: printed to paper, moved to your unit's server drive, or transferred to microfilm.

Information Technology does back up individual computers and unit servers on tapes, which are recycled at scheduled times. Backup tapes help restore a system in the event of a disaster and are not a permanent storage medium. The Department of History also discourages long term storage of electronic records on diskettes, CDs, DVDs or flash drives.

Staff is responsible for ensuring the integrity of their records or systems and that business conducted by electronic means is adequately documented. Electronic records shall be preserved without loss of vital information as long as required by the Church and by state and federal statutes. Under no circumstances will an employee destroy or delete any records either in electronic or hard copy format that have been placed under litigation hold or may reasonably be connected to anticipated litigation.

The Records Manager and DOH will assist departments in determining the administrative, legal, and historical value of all records. The length of retention for these records will be assessed

accordingly. A General Schedule governing retention for records found in most offices is available at <http://ctrnet.pcusa.org/OfficeoftheGeneralAssemblyAgencyInformation.htm>

The schedule lists the minimum amount of time records in both hard copy and electronic formats must be kept, and instructions are included for their disposition. Staff must refer to the schedule when destroying records either individually or during department-wide “purge days.” Retention schedules for records unique to departments are under development. All questions concerning the length of retention for records not included on the General Schedule should be referred to the Center’s Records Manager (X5410) or to the Department of History (refdesk@history.pcusa.org.)