

To Be APPROVED: April 2015

**MINUTES OF THE
BOARD OF DIRECTORS**

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

**Louisville, Kentucky
September 17-19, 2014**

**As Recorded by the Staff of the
Office of the Executive Director of the
Presbyterian Mission Agency
100 Witherspoon Street
Louisville, KY 40202**

**Minutes of the
BOARD OF DIRECTORS
PRESBYTERIAN CHURCH (U.S.A.),
A CORPORATION, AND ITS CONSTITUENT CORPORATIONS
September 19, 2014**

CONVENE	The regular business meeting of the Board of Directors of the Presbyterian Church (U.S.A.), A Corporation, and Its Constituent Corporations (collectively “corporation”), was convened at 9:02 a.m. on September 19, 2014, with prayer led by Marilyn Gamm in the in the Crystal Ballroom of the Brown Hotel in Louisville, Kentucky.
ROLL CALL	Susan Abraham, Office of the Executive Director, Presbyterian Mission Agency, called the roll by naming the absentees and reporting requests to be excused.
CORPORATE BOARD MEMBERS	The following members of the Board of the Corporation were present for all or part of the meeting: Ruling Elder Marsha Zell Anson, Andrew Barron, Ruling Elder Mary C. Baskin, The Reverend Mark Brainerd, The Reverend Gregory Chan, The Reverend Cecil Corbett, The Reverend James R. Ephraim, Jr., The Reverend David Ezekiel, The Reverend Marilyn Gamm, The Reverend Marci Glass, The Reverend Kenneth Godshall, The Reverend Chad Herring, Ruling Elder Jeffrey Joe, Ruling Elder Mary Jorgenson, Ruling Elder Regina Meester, Ruling Elder Susan Osoinach, The Reverend Neal Presa, The Reverend Marianne Rhebergen, The Reverend Alice Ridgill, Ruling Elder Noelle Royer, Ruling Elder Melinda Lawrence Sanders, The Reverend David Shinn, Ruling Elder Patsy Smith, Ruling Elder Josephene Stewart, The Reverend Wendy Tajima, Ruling Elder Kathy Terpstra, The Reverend Landon Whitsitt, and The Reverend Kevin Yoho.
ECUMENICAL ADVISORY MEMBERS	The Reverend James Fother, Jr. and The Reverend Vicki Garber
CORRESPONDING MEMBERS	The Reverend William J. Carl, Ruling Elder Christine Darden, The Reverend Jay Hudson, Ruling Elder Mark Jones, Marc Lewis, The Reverend Gradye Parsons, The Reverend Ray Roberts, and Ruling Elder Linda B. Valentine.
AT-LARGE MEMBERS	Ellen Cason, Raul Santiago-Rivera, and Kathy Trott
DEPUTY EXECUTIVE DIRECTORS AND SENIOR DIRECTORS	Roger Dermody, Earline Williams, Terri Bate, and Kathy Francis.

EXECUTIVE DIRECTOR'S OFFICE STAFF Susan Abraham, Shawn Ellison, Ruth Gardner, Debbie Gardiner, Denise Hayden, Courtney Hoekstra, Kathie Lyvers, Lisa Robbins, and Tim Stepp.

OTHER Invited Participants, Guests, Observers, and Staff Present for All of Part of the Time Were:
Simone Adams, Lydia Bailey-Brown, Rebekah Basinger, Sylvia Carter, Molly Casteel, Nancy Cavalcante, Deb Coe, Shontá Darling, Lindy Ebbs, Brian Ellison, Rob Fohr, Teresa Grant, Chip Hardwick, Thomas Hay, Eric Hoey, Rhashell Hunter, Chris Iosso, Ray Jones, Tamron Keith, Mark Koenig, Laurie Kraus, Sue Krummel, Mei-Hui Lai, Joyce Lieberman, Sam Locke, Ron Lundeen, Gary Luhr, Jerry Van Marter, Gary Metoxen, Rosemary McDonald, Jewel McRae, Sterling Morse, Emily Odom, Vince Patton, Maribel Pérez, Jim Rissler, Martha Ross-Mockaitis, Sterling Morse, Leslie Scanlon, Paul Seebeck, Alejandra Sherman, Valerie Small, Dennis Smith, Toni Carver Smith, Patsi R. Smith, Rebecca Snipp, Tonia Trice, and Don Wilson.

OFFICERS OF THE CORPORATION The Following Officers of the Corporation Were Present:

Marilyn S. Gamm	Chair
Josephene D. Stewart	Vice Chair
Linda B. Valentine	President
Earline Williams	Executive Vice-President, Chief Financial Officer
Roger Dermody	Executive Vice President
Martha E. Clark	Senior Vice President and Secretary
Barry Creech	Vice President
April L. Davenport	Vice President and Assistant Secretary
Denise Hampton	Vice President and Controller
Michael K. Kirk	Vice President and Assistant Secretary

OFFICERS EXCUSED Dorothy J. Smith Vice President and Treasurer

APPROVED EXCUSES Excuses were offered on behalf of the following persons and, upon motion from the floor, the Board **VOTED** to excuse the following members from the meeting:

- The Reverend Marvin Brangan
- The Reverend Harold Delhagen
- Ruling Elder Thomas Fleming, Jr.
- The Reverend Mihee Kim-Kort
- The Reverend Lindsay Harren-Lewis
- Ruling Elder Rafael Medina
- Ruling Elder Joseph Morrow
- Ruling Elder Kears Pollock

- Moderator of the General Assembly, Heath Rada
- The Reverend Nancy Ramsay
- Ruling Elder Melinda Lawrence Sanders
- Ruling Elder Corey Schlosser-Hall
- Ruling Elder Glen Snider

QUORUM

A quorum was declared present for the transaction of business.

SECRETARY PRO -TEM

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

REPORT OF PROPERTY, LEGAL, AND FINANCE COMMITTEE

A report of recommended corporate actions taken by the Property, Legal, and Finance Committee, was presented by Marilyn Gamm, chair, and received by the Board.

CONSENT AGENDA

The Board of Directors **VOTED** to approve the adoption of the following consent agenda items (1-5) from the report of recommended actions taken by the Property, Legal, and Finance Committee as follows:

APPROVAL OF APRIL 2014 MINUTES

1. **That** the corporate Property, Legal, and Finance Committee recommends to the Board of Directors of Presbyterian Church (U.S.A.), A Corporation approval of the attached Minutes of the Board of Directors of the Presbyterian Church (U.S.A.), A Corporation and its constituent corporations meeting of April 23-24, 2014. (**Appendix 1**)

ELECTION OF CORPORATE OFFICERS

2. **RESOLVED**, That the Board of Directors of the Corporation hereby elects Linda B. Valentine President of Presbyterian Church (U.S.A.), A Corporation and Its Constituent Corporations, effective June 19, 2014 (commencement of service as Executive Director of the Presbyterian Mission Agency), to serve for a period of four (4) years or until her death, resignation, removal, until a successor is elected or until her employment status with Presbyterian Church (U.S.A.), A Corporation is terminated; AND (**Appendix 2**)

FURTHER RESOLVED, That the Board of Directors of the Presbyterian Church (U.S.A.), A Corporation ("Corporation") hereby elects the listed officers of the Corporation and its Constituent Corporations effective immediately to serve for a period of one (1) year or until their death, resignation, removal, until a successor is elected or until their employment status with the Corporation is terminated:

Marilyn S. Gamm	Chair
Josephene D. Stewart	Vice Chair
Earline B. Williams	Executive Vice President/Chief Financial Officer

Martha E. Clark	Senior Vice President and Secretary
April L. Davenport	Vice President and Assistant Secretary
Denise Hampton	Vice President and Controller
Michael K. Kirk	Vice President and Assistant Secretary
Dorothy J. Smith	Vice President and Treasurer

HOUSING ALLOWANCE DESIGNATIONS

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 2014 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. (**Appendix 3**)

AUTHORIZATION FOR THE PRESBYTERIAN HISTORICAL SOCIETY

4. **RESOLVED**, that the Board of Directors of The Presbyterian Historical Society (the “Corporation”), hereby approves the Corporation borrowing in the amount of Seven Hundred Ninety Thousand and 00/100 Dollars (\$790,000.00) for capital improvements, for a 10-year term and a 10-year amortization at a 4.45% interest rate (subject to change based on length of time executing the closing documents) from the Presbyterian Church (U.S.A.) Investment and Loan Program, Inc. (“PILP”), to be disbursed in two disbursements of Three Hundred Thirty Thousand and 00/100 Dollars (\$330,000.00) to complete the air conditioning work and the replacement of the sidewalks and a second disbursement of Four Hundred Sixty Thousand and 00/100 Dollars (\$460,000.00) for other projects; and

FURTHER RESOLVED, that the Corporation, is authorized to secure with a first position Mortgage in favor of PILP on the real property located at 425 Lombard Street, Philadelphia, Pennsylvania in which the Corporation holds title; and

FURTHER RESOLVED, that this secured loan approval is subject to the following:

1. It is conditioned on approval prior to closing of this loan from the Committee on the Office of the General Assembly (“COGA”), the body which oversees PHS and the loan will be funded solely from investor funds; and
2. That PHS commence a capital campaign in January 2015 and secure at least Eight Hundred Seventy Five Thousand and 00/100 Dollars

(\$875,000.00) in pledges prior to drawing down the second disbursement from PILP; and

3. That PILP will look solely to PHS for payment and satisfaction of this loan; and

FURTHER RESOLVED, that the officers of the Corporation be and they hereby are authorized to take any and all necessary steps to close this loan, which includes the execution of any and all loan documentation.

THE HUBBARD PRESS

5. **RESOLVED**, that the Board of Directors of The Hubbard Press, approve amending the Articles of Incorporation of The Hubbard Press, an Ohio nonprofit corporation to expand its purpose (additions indicated in bold and underline):

Article III. The purposes for which the corporation is formed are to manufacture, print, publish, sell and distribute offering envelopes, pledge cards, forms for accounts, financial records, statements and other supplies for use by churches and congregations in connection with their efforts to raise money for their support and maintenance and for the benevolence, charitable, missionary and religious activities and objects of such churches and congregations, in the interest of the Presbyterian Church (U.S.A.), and in the promotion and systematic and proportionate giving for the extension of the Kingdom of God throughout the earth, **and to engage in any and all other lawful purposes or activities under relevant provisions of Ohio nonprofit corporation law**. The corporation may also provide its services to denominations with which the Presbyterian Church (U.S.A.) is in full communion (*Book of Order* G-5.02), denominations with which the Presbyterian Church (U.S.A.) General Assembly is in correspondence (*Book of Order* G-5.02), and the Roman Catholic Church. This is a corporation which does not contemplate pecuniary gain or profit, incidental or otherwise to its members.

ADJOURN

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

There being no further business for consideration, the meeting of the Board of Directors of the Presbyterian Church (U.S.A.), A Corporations and Its Constituent Corporations, was adjourned at 9:53 a.m. with prayer offered by Marilyn Gamm.

Respectfully Submitted,

Susan Abraham
Secretary Pro Tem

Appendices