

Subject: Re: Together article on bylaw changes

Date: Tuesday, May 16, 2023 at 5:45:37 AM Hawaii-Aleutian Standard Time

From: Heather Kimmel

To: Conference Minister

Hi Diane,

As you know I was in a meeting Wed-Fri of last week. I've now had a chance to review these changes. From a governance perspective, these amendments institutionalize micromanagement by the board of the Conference Minister and are fairly far outside what is considered best practices in nonprofit management.

#### Personnel Committee

The best practice is for the chief executive (CM) to have authority over all hiring and firing decisions for all employees of the Conference. These amendments add a number of people who must be consulted (including an outside HR professional, who will likely be surprised that so many people get to weigh in on an employment decision) on any employment actions. This will result in triangulation of board members by staff, gridlock when folks are unable to agree on a course of action, unnecessary knowledge of HR matters being spread through the Conference, and a CM who is unable to work with staff, because the minute the CM implements a policy that the staff person does not like, they will complain to the Personnel Committee, who is now their de facto boss. Also what is an exceptional case that should be referred to a Situational Support Consultation? That's an ecclesiastical oversight process, not meant to address employment matters or involve the COM in the employment matters of the Conference. That the Personnel Committee is going to "conduct quarterly meetings with the CM to discuss all RMC employees, ensure performance is meeting expectations and to collaborate on potential remedial actions" is extremely distrustful of leadership and a huge overreach on the part of the Board.

#### Appeal of CM's termination

The Board is charged with hiring and firing the chief executive. If the Board decides the CM has to go because their employment is no longer in the best interests of the Conference, they cannot abdicate that decision to the annual meeting. Those folks do not have fiduciary duties to the Conference. If the annual meeting decides the CM should not be terminated, the Board would be duty-bound to resign rather than continue in office with a person they know is not capable or qualified of handling the role. This may sound overly harsh but this is one of the worst provisions I've seen relating to employment in any set of bylaws.

#### Other issues

Policies relating to severance for ACM's should be in an employment manual and not the bylaws.

Overall, these changes make the CM's authority to supervise any staff, including CMs, meaningless. It's the Board's job to hire a chief executive that has management skills and to conduct a performance review on those skills, and to fire the CM and hire someone else if they don't like how that's going. This is just very extreme micromanagement, will hinder decision making, and may make it really difficult for RMC to find a new CM.

I'm attaching some resources from BoardSource, a nonprofit governance consultant, that describe some of these issues. Part of RMC's issues previously were that the CM's authority was not clear, or the CM tried to abdicate that authority.

I hope that folks will read them and consider best practices.

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