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# Report of the Review Team

**Phil Griffin and Dan Hotchkiss**

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## to the Governing Board of the Metropolitan Community Churches

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### **I. Introduction and summary**

As requested by the Governing Board of the Universal Fellowship of Metropolitan Community Churches, we conducted a review of the nominations process for the Moderator who is to be elected this July at the General Conference in Victoria, B.C. Some members of the Governing Board (GB) have raised serious concerns about the fairness of the process, and in the course of the ensuing conflict, three GB members have resigned.

Our review confirms some of the concerns that have been raised. Over many months, members of the GB and MNC have held differing assumptions about whether members of the Senior Leadership Team (SLT) were eligible to apply to be Moderator. When the names of Rev. Darlene Garner and Rev. Héctor Gutiérrez, director and associate director of the Office on Emerging Ministries, appeared on the slate of nominees, some felt this was a violation of the rules as they understood them.

A related issue arose early in the process, when the GB decided to appoint nonvoting Alternates to the MNC, in part because of a desire for greater international participation in the process. When it proved difficult to find willing applicants, the GB

directed Rev. Onetta Brooks, as liaison to the MNC, to seek assistance from the SLT. Onetta contacted Darlene, who provided the names from which the GB selected the two Alternates. Again, when Darlene and Héctor's names appeared as nominees, some suggested that they might have exercised an unfair influence.

A third concern arose when, after the MNC had shared the slate with the GB, but before the slate was announced publicly on January 27, 2016, information about the slate of nominees was leaked outside the GB. In response, the MNC accelerated its release date. In the turmoil that followed, three GB members resigned after a failed motion, a motion that was made but not completed, a special called meeting of the GB and tensions, which had simmered for some time, rose to the surface.

Several positive points also should be mentioned. The selection process for the voting members of the MNC was deliberate and well-documented, as was the MNC's own process for seeking input and evaluating candidates. Each step was explained to the GB, which approved each iteration of the MNC's plan unanimously or by strong majorities. We heard high praise for the integrity and thoroughness of the MNC itself, even from some of those who are critical of the slate. The MCC community responded energetically to the MNC's requests for input.

We see no evidence that the MNC strayed from its role as defined by the bylaws or from instructions given to it by the Governing Board. Despite persistent ambiguities about the eligibility of Elders and members of the SLT, we are not persuaded that the MNC acted from improper motives or responded to inappropriate influence.

Accordingly, we recommend that the Governing Board lift the "pause" it has quite properly declared and allow the election process to proceed. Charges of misconduct by individuals should be addressed individually in appropriate forums. Any facts that may reflect on nominees for Moderator should be disclosed fully, so that the General Conference can consider them as they decide whom to elect.

For the future, we will suggest some changes to the bylaws that we hope will help to prevent similar difficulties in future election years, and some changes to policies and practices that may help the GB to make decisions, process conflict, and share information better. These suggestions are addressed not to the current Governing Board, but to the one that will be elected in July.

The first priority at this critical moment is for the MCC and its leaders to focus on the future of the church. The election of a Moderator is an opportunity for conversation about competing visions of that future. We call on every leader in the MCC to call attention to the choices that must now be made if the MCC is to continue to fulfil its mission.

## **II. The Review Team's process**

On February 2, 2016, Nancy Wilson contacted Dan Hotchkiss, who has previously worked with the MCC Governing Board, about the possibility of a consultation, which was agreed to on February 24. On February 18, 2016, Nancy Wilson contacted Phil Griffin as a possible volunteer consultant to the review process, which was agreed to on the same day.

After conferring with one another, Dan and Phil interviewed:

- All current GB members: Rev. Nancy Wilson (Moderator), Raquel Benítez-Rojas, Rev. Onetta Brooks, Rev. Clinton Crawshaw, Kareem Murphy, and Sarah-Jane Ramage.
- Former GB members Rev. Robert Griffin and Gail Rissler. Jack Hutter of the MCC staff reached out to former GB member Rev. Karen Thompson in our behalf, but she has not responded according to Jack. Direct contact information for Karen was offered by another GB member, however our process for initiating all interviews was to have Jack make the contact.
- Rev. Don Eastman, who assisted the MNC in 2013-2014 as it began its work.
- Elisa Vega-Burns in her capacity as MNC chair.

We have also studied a great deal of documentary material, including:

- The MCC bylaws, minutes of the General Conference, and other materials on the MCC website.
- Governing Board policies and covenant.
- GB minutes from January 24, 2012 through February 16, 2016.
- Documents regarding the MNC process provided by Rev. Don Eastman, Elisa Vega-Burns, Rev. Onetta Brooks.
- Supplemental statements from Kareem Murphy and Gail Rissler.
- Messages sent to the GB in response to Nancy's pastoral letter of February 22, 2016, announcing the "pause" and review of the process, and forwarded to us by Onetta.
- Letters and questions sent to the GB related to the MNC slate.

Even with so much information, we know that we have not grasped every nuance of this complicated situation. Fortunately, our goal is not to trace all of the causes of the current conflict, much less to place responsibility for it. Instead, we hope to point to a few issues that need to be addressed so that the choice of the next Moderator can move on from the MNC and Governing Board to the General Conference, where a decision can be made.

### **III. Brief review of events**

On August 3, 2012, the Governing Board adopted an outline for the selection and work of the Moderator Nominating Committee (MNC). From this point onward, Rev. Robert Griffin generally recused himself from GB discussion and votes regarding the Moderator selection process. Rev. Tony Freeman also generally recused himself until he resigned from the GB to become Director of the Office of Church Life and Health.

Rev. Onetta Brooks, as chair of the Governance Committee and later as liaison, generally introduced and guided GB business related to the MNC.

The selection process for the MNC included wide publicity and outreach, managed by an ad hoc Selection Subcommittee of Onetta, Raquel Benítez-Roja, and one other member. The GB minutes for November 2012 say that Kareem Murphy had desired to be on the subcommittee, but no final roster of subcommittee members is noted in the minutes of that or subsequent meetings. The subcommittee worked through early 2013, receiving applications and interviewing candidates. Résumés were shared with non-recused Governors, who were invited to rank the candidates.

At a GB meeting April 25, 2013, Onetta presented a proposed Charter and timeline for the MNC. Among other things, the proposal called for the GB to “provide a consultant/liaison” to the MNC, who would be ineligible for consideration as a nominee, and who would not participate in discussions about potential nominees. The Charter and timeline were debated extensively and amended—notably by changing the term “consultant/liaison” to “liaison”—and approved unanimously by the GB. Robert and Tony abstained, though by agreement they were permitted to be present for the discussion because it was about “the Charter and timeline and not deliberation around scope and appointments...”

On September 3, 2013, after discussing the Selection Subcommittee’s report in executive session, the GB appointed Rev. Lea Brown, Rev. Kevin Downer, and Elisa Vega-Burns, chair, to the MNC by a vote of 5–1, with Kareem voting no. The Moderator suggested adding two nonvoting Alternates who are not from the U.S., and the GB agreed to this “by consensus.”

At the GB meeting on May 23, 2013, Onetta reported that the MNC had held its first meeting, and that as chair of the Governance Committee, she would continue serving as its primary liaison with the GB.

### **Appointment of the MNC Alternates**

On August 2, 2013, the GB decided to appoint a two-person MNC Support Team (sometimes called alternate or shadow MNC members), with emphasis on adding lay and non-U.S. voices to the mix. This process ran into struggles to identify willing candidates as calls for nominations produced few responses from candidates meeting the GB’s desired qualifications and criteria.

On February 20, 2014, Onetta asked permission, in behalf of the MNC, to seek help from the Office of Emerging Ministries to identify possible Alternates for the MNC. By a unanimous vote, the GB encouraged the MNC to consult with the entire Senior Leadership Team. The GB minutes record the discussion:

Kareem said that he would like to see the MNC tell us what they would like in candidates, stating his desire to support the[m] and not disrupt their team building work. He also recommended that we seek input from the full SLT and not just OEM, given that all offices have an international/global portfolio. Nancy said that they would all participate. Onetta said that she was not opposed to full SLT’s participating and that she expected OEM to coordinate that work, given its portfolio. (GB minutes, 2/20/2014)

Onetta reported to us that she contacted Darlene as director of the Office of Emerging Ministries, and received four suggested names from her. In view of the GB's express intent, it would have been better, we think, to have directed this request to Nancy as head of staff and to receive a clear assurance from her, for the minutes, that the full SLT had participated and approved the whole slate. This would have removed any appearance that Darlene and Héctor could have had final approval of the names presented. We see this as an error, in that Onetta left room for others to suppose that she did what she had wanted the GB to direct her to do, instead of providing clear confirmation that she did what they actually directed her to do.

Of the four candidates suggested by the SLT, three completed the application form two were recommended by the Selection Subcommittee (Onetta, Raquel, and Clinton Crawshaw), and the GB unanimously appointed Rev. Beulah Durrheim and Stuart Sutherland as alternates by an email vote on March 27, 2014, confirmed by the GB on April 24, 2014.

### **Eligibility of Elders and SLT members**

On February 22, 2014, the Moderator notified the GB via email that

I have confirmed that no current Elder will accept a nomination to be Moderator. On the SLT side I assume Tony has not changed his mind and may still consider it, but we have not talked recently. (GB minutes, 2/22/2014)

The GB seems to have taken Nancy's assurance to mean that no one needed to clarify whether Elders or SLT members would be eligible to run for Moderator, or whether they should voluntarily withdraw for ethical reasons. As a consequence, most GB members assumed the matter was settled, and no decision was officially recorded one way or the other.

More than a year later, the GB minutes for April 23, 2015 include a "Clarification" from Onetta: "Only ineligible persons for Moderator search process for GC2016 are the recently appointed 2015 Elder and the GB/MNC liaison. All retired and current Council of Elders members are eligible to apply if nominated and extended an invitation to apply by the MNC." Again, no GB action is noted relative to this comment. It appears that only three members of the GB were present for this discussion, Onetta, Carol and Clinton. The minutes indicate that Gail was both present and absent for the entire meeting. Gail reported to us that she was indeed not present. However, the statement was included in the minutes, which were approved by the full GB at a later meeting.

On August 28, 2015, Elisa Vega-Burns, chair of the MNC, presented a "Moderator Search Process Roadmap" at an in-person meeting of the GB. On page 7 of a 16-page slide deck is a list of groups from which the MNC planned to recruit potential nominees that includes "Past and current MCC Elders." No one seems to recall this having attracted notice at the time.

### **Releasing the slate**

The MNC process accelerated through 2014 and 2015, with surveys, a website, and occasional reports to the GB through Onetta. On January 11, 2016, the MNC reported,

through Onetta, that they had arrived at a slate, and on the following day, Onetta sent the slate itself to non-recused GB members. The GB met to discuss the slate on January 13, and then on January 14 the GB and MNC met to discuss the process and ask questions. All of these meetings took place by phone.

The MNC had planned initially to release its slate on January 28 (or possibly 31), 2016, but decided to postpone the announcement to February 4. Then, because the slate had been leaked, it made the announcement on January 27. On January 26, Kareem emailed a motion proposing to reject the slate, which received 4 votes in support, and 5 in opposition, all by email.

In a GB online meeting on January 28, discussion focused on the fact that two of the nominees were currently serving as Elders. The motion to reject the slate was voted on and again defeated by a vote of 5 to 4. Robert did not recuse himself from this vote, because he was no longer in contention for Moderator.

A two part motion was made by Gail Rissler on February 3, 2016 which (1) put the slate of nominees presented by the MNC on hold pending a review and (2) outlined the steps to be taken in a review and subsequent release of the outcomes of the review. This motion was not completed and there is no documentation of discussion on the motion. Point of order questions were raised which appear to have not been adjudicated.

On February 4, 2016, Gail Rissler and Rev. Karen Thompson resigned from the GB. Their resignations were accepted at a special meeting held by videoconference on February 16, 2016. Rev. Robert Griffin resigned at some time after the February 16 meeting. The stated reason(s) of the resignations was/were not part of the information reviewed.

Between February 16 and 25, the GB struggled to agree on a plan, and finally adopted a resolution titled “Steps Forward for Moderator Slate,” which calls for a “pause” in the moderator election process pending an independent review of the nominations process by a Review Team consisting of an independent consultant and an MCC member recommended by the Office of Formation and Leadership Development. This resolution appears to be drawn from similar language of the two part motion made on February 4th.

#### **IV. Key concerns and findings**

In our interviews and correspondence, we heard many concerns and complaints. Pre-existing tensions within the Governing Board seem to have come to a head during the Moderator nominating process. Differing visions of the future of the MCC played a role, and so did cultural and occupational differences as well as personality conflicts. True healing of such differences will take time.

We have been asked to address specific concerns that have been raised as possible reasons to interrupt or modify the process for electing the next moderator. These include possible conflicts of interest or unfair influence, violations of the MCC bylaws or leadership Code of Conduct, and gaps in systems, communications, or policy that may have contributed to the current difficulties.

We will list the principal concerns that have been raised, with our findings about each.

### **Was the selection process for voting MNC members flawed?**

No. The selection process for the MNC was carried out in conformity with the bylaws, and with a good-faith effort to assemble the best possible team for the purpose. The GB approved the result by a 5-1 vote. We see no reason to doubt the legitimacy of the process by which the MNC members were selected, and no one has suggested to us that this process was less than legitimate.

### **Was the selection process for MNC Alternates flawed?**

The selection of the nonvoting Alternates was less than perfect. Apparently it was difficult to find willing candidates who would accomplish the GB's goal of international diversity. More than six months after the GB's decision to appoint Alternates, Onetta asked permission to seek help from the Office of Emerging Ministries in finding volunteers for the position. At Kareem's urging, the GB directed her to seek help from the full SLT.

This process was awkward, in part because the difficulty of finding volunteers made it necessary to seek help from persons who—whether they were considering candidacy or not at the time—were not part of the closed circle of the nominations process, and who might otherwise have been kept at a distance simply because they were members of the SLT. Because of Nancy's previous assurance that no Elders or SLT members were considering a run for Moderator, GB members may not have been as sensitive to these concerns as they should have been.

On the other hand, the bylaws process for appointing members of the MNC (voting or nonvoting) is that they be chosen by the GB, and this was done. The GB agreed to seek names from the SLT, and unanimously elected the two Alternates. From our point of view, these facts largely insulate the MNC itself from any flaws in the selection process for the alternates.

### **Did the MNC err in nominating candidates who were Elders or members of the SLT?**

By default, everyone is eligible to be nominated as MCC Moderator. The bylaws do not set qualifications or limit eligibility for the position, and do not empower the Governing Board to set such limits. Nor is there any generally accepted principle preventing those who may have influence on a nominating process—including members of the nominating committee itself—from being nominated themselves. *Robert's Rules of Order* (11th edition, §46), for example, explicitly permits members of a nominating committee to become candidates.

The question, then, is whether certain individuals or groups made themselves ineligible because of their own voluntary choices, or because of GB actions.

Elders appointed in 2015 agreed, as a condition of that appointment, not to apply as Moderator. The MNC Charter adopted by the GB on April 25, 2013 states that the "consultant/liaison" to the MNC is ineligible, in effect making this a condition of her appointment as liaison. Neither the liaison nor a 2015 Elder was nominated, so these points are academic, and there is no dispute about the eligibility of the liaison and 2015 Elders.

For Elders who were already in place in 2015, the situation is more controversial. Nancy's assurance that none of them were in discernment seems to have relieved the GB

from any sense of responsibility to rule on their eligibility. The MNC Charter addresses only the eligibility of the liaison, members of the MNC, and their spouses and partners, creating a strong presumption that the GB had spoken its mind on the subject. On at least two occasions prior to September 15, the MNC informed the GB of its understanding that sitting Elders were eligible for nomination, and the GB did not act to correct this.

In addition, the bylaws do not explicitly give the GB the power to decide who is eligible to run for Moderator. While the GB certainly can require individuals to withdraw from consideration when they accept certain positions, such as liaison or MNC members, it can only do so explicitly and by formal action, not by tacit understandings or after-the-fact reasoning.

We conclude that the MNC was free to nominate whomever it thought best, including sitting Elders.

### **Did Elders or members of the SLT inappropriately influence the MNC's decision-making process?**

The paid and volunteer staff of the MCC, including Elders and other members of the SLT, participated in the MNC's fact-finding process along with everyone else. In addition, the MNC consulted with the Council of Elders more formally, early in the process, as directed by the Charter and timeline approved by the GB. The MNC also consulted with the staff regarding its search for Alternates who would satisfy the GB's wish to add diverse voices to their deliberations.

In our judgment, these narrowly defined consultations, mandated by the GB, do not rise even close to a level that would justify disqualifying candidates or questioning the propriety of the MNC's work.

The GB liaison consulted with the OEM (and possibly the rest of the SLT) for help recruiting the MNC Alternates. While this process was not perfect, we do not see evidence that members of the SLT had significant influence on the slate ultimately nominated. Specifically, Darlene and Héctor, acting for the SLT at the direction of the GB, presented four candidates for nonvoting Alternate positions on the MNC, from which the GB chose unanimously to elect two.

The question has been raised if this created inappropriate influence on the process since there had been no indication that these leaders were considering seeking nomination and in fact the information in hand was they were not considering nomination. There is no clear conflict here as there was no policy in place to require this disclosure or recusal, however, it does raise questions about transparency. We do not know whether either Darlene or Héctor was considering candidacy at the time—if so, they should certainly have recused themselves from acting for the staff in any matter related to the MNC. We believe, though, that this is a question best addressed by the nominees themselves in the course of the election process leading to the General Conference.

### **Did the GB Liaison to the MNC act within the authority given?**

The original draft charter to the MNC referred to this position as "Consultant/Liaison", however the final approved charter only stated "Liaison." There is a



distinct difference in definition between a "liaison" and "consultant." A liaison serves as a means of communication between two organizations or individuals while a consultant is defined as one who gives advice.

The challenge here is that the MNC Charter from the GB does not clearly define the expectations of the liaison role, and the minutes do not reflect a clear agreement as to the liaison's duties. Due to lack of definition and expressed authority, there is no clear violation of rule. This should be corrected going forward. The statement was made that "we did not know what we did not know," which sums up a great deal about this conflict and why issues could not be addressed earlier.

One important example of the problem with the liaison role occurred in September 4, 2014, when the MNC wrote a "position paper" stating, among other things, its understanding that sitting Elders were eligible to be nominated. This paper was shared with Onetta, Rev. Don Eastman, and Rev. Mona West in preparation for a meeting about the eligibility issue. Onetta responded that there was no need even for this small group to meet on this subject because of the Moderator's decision to require *newly appointed* Elders to refrain from applying. Had communication between the MNC and GB been more direct, the related issue of the eligibility of *continuing* Elders might well have been clarified.

There is a good deal here for the GB to consider in the future when it entrusts individuals to act for it, especially in plural roles, but nothing, in our judgement, that would undermine the legitimacy of the MNC's work overall.

### **Did members of the Governing Board violate the Code of Conduct?**

The GB's code of Conduct is found in its Policies, and the relevant part reads as follows:

Conflict of Interest. Governing Board members shall carry out their duties with undivided loyalty to the MCC General Conference, its mission and values. A conflict of interest exists whenever a Board member or a close relative of a Board member has interests or duties that interfere with the Board member's duty of loyalty. Conflicts of interest may be financial, moral, political, theological or otherwise described.

Conflicts of interest arise when a Board member:

Stands to gain or lose because of the Board's action... (Policy 2, section C)

The GB's understanding of this provision required GB members who were seeking nomination as Moderator (or even who were "in discernment" about this possibility) to recuse themselves from discussions and votes related to the MNC. The two GB members who were in discernment appear to have disclosed this fact promptly, and generally to have recused themselves from MNC-related conversations and votes. No one has suggested otherwise to us.

After the MNC revealed its slate of nominees to the members of the GB, information about the slate was "leaked" prior to its being made public. While these violations are important, we do not see how they create an impediment to moving ahead with the slate as presented by the MNC. Any breach of confidence by GB members can and should be addressed within the GB or other appropriate forums. While the disclosures added to the

sense of crisis and turmoil that has surrounded the release of the MNC's slate, they do not materially affect the election process.

## **V. Recommendations**

At this important moment in its history, the MCC needs to find a way to select a leader who will have the confidence of the whole church, and the support of a working majority. For that reason, it is important to look beyond the origins of current conflicts, and to look for ways to build trust in the leaders who will be chosen at the 2016 General Conference.

The bylaws lay out a clear process for electing the Moderator:

The Governing Board shall appoint a Moderator Nominating Committee of three (3) persons. The responsibility of the Moderator Nominating Committee is to actively solicit candidates for the position, review any and all applications, and select up to five (5) qualified candidates. The qualified candidates shall be presented by the Governing Board to the General Conference for election. (V.E.2.a.).

This process places great trust is placed in the Governing Board to choose the Moderator Nominating Committee, and in the MNC to choose the nominees. Under this bylaw, the General Conference *must* choose from the candidates presented.

This is a relatively new and untested process. The MCC was led for many years by its founder and moderator, Rev. Troy Perry. When Rev. Nancy Wilson was elected Moderator after Troy's retirement in 2005, her election was essentially uncontested. So it is not surprising that omissions and ambiguities would surface this year. Must the Governing Board present the candidates selected by the MNC, or can it "reject" them? Can the Governing Board establish qualifications for the Moderator position that are not in the bylaws, or say who is eligible to be nominated? Such questions require more explicit answers than the bylaws currently provide.

We believe that the MNC process has been carried out in accord with the bylaws, that the nominees on the slate are eligible to be elected, and that the mistakes made along the way have not been consequential enough to derail the process going forward.

At the same time, we are aware that some feel that their vision for the future of the MCC has been unfairly frustrated, and it seems to us that this is a predictable result of the way the MCC moderator-selection process has been structured. It is too late to change the rules now for 2016, but the MCC should learn from this experience and consider some bylaw changes for future elections.

### **Immediate steps**

**We recommend that the GB release its "pause" and allow the Moderator election process to proceed.** We have noted several important errors and missteps, and understand that some people are disappointed in the slate for reasons that may or may not prove persuasive to the General Conference. But we believe that the nominations process has

proceeded according to the bylaws and that it is time for the GB to hand the matter over to the General Conference.

**We strongly urge all members of the MCC leadership to support the elections process.** The MCC and its leaders need to adapt to enormous internal and external change, and this is not the time to get stuck fighting. Local pastors and lay leaders, as well as GB members, Elders and the senior leadership should encourage moving forward in a spirit of confidence, forgiveness, and reconciliation.

**We strongly urge disclosure that Darlene and Héctor, as members of the SLT, were involved in providing, at the request of the Governing Board, names of potential Alternate members of the MNC.** This request came after other efforts to find suitable candidates had failed, and the actual Alternates were chosen by the GB from among the names offered. It should further be disclosed: (1) that their involvement occurred after the Moderator had assured the GB that neither Darlene nor Héctor would accept nomination as Moderator, and (2) that there was no policy in place requiring Elders or SLT members to recuse themselves from participation in the MNC process if they were considering candidacy.

**We strongly urge nominee to refrain from campaign activities while conducting official visits to churches or other gatherings on behalf of or funded by the MCC between now and the General Conference.** This is to avoid any appearance that any nominee has an unfair advantage, and is of particular concern for Darlene and Héctor as members of the Senior Leadership Team.

**We strongly urge that the members of the MNC be assured that no findings of any acts of process violation have been found related to them or their process.** In fact, all indications are they have acted with the utmost integrity and fidelity to their charge. Many of the parties interviewed have supported this understanding, and our own impression is that the MNC has carried out its work with exceptional dedication and integrity.

### **Steps to be considered by the Governing Board after the 2016 General Conference**

We do not suggest attempting to change the bylaws in time to affect the current election. Any such attempt would necessarily be rushed and too much influenced by the particular alignments of the current moment. In general, once a conflict has begun, it makes sense to resolve it before trying to change the rules.

However, we think the experience of this first contested Moderator election suggests several refinements that are worthy of consideration well before 2022, when the next Moderator election will be held.

**The MCC should consider a bylaw amendment that allows nominations by petition for the Moderator position.** Under the current MCC bylaws, once the MNC has nominated its slate, and the General Conference *must* choose the moderator from that slate. This makes it almost inevitable that any dissatisfaction about the MNC and its process will be amplified when the slate is announced. An alternative route to nomination would provide a constructive channel for those disappointed in the MNC's slate that furthers the election process, rather than miring it in conflict among leaders.

**The bylaws need to state more clearly the Governing Board’s role in Moderator elections.** Does it have jurisdiction over the fairness of the MNC process? If so, then what remedies does it have if it finds the process unfair? Can it reject the MNC’s slate, or set criteria for the Moderator position beyond what is stated in the bylaws? The current bylaws are ambiguous on all these points. One option is to make the MNC more clearly a committee of the General Conference, accountable to it directly. Another is to redefine it as a Governing Board committee that must follow GB regulations about process but not outcomes. A third option (which we would not encourage) is to require the GB to accept or overturn the slate itself. Any option, clearly stated, would be better than the ambiguity that now exists.

**The GB should more clearly define how the GB and MNC will work together.** As we have stated, the unclarity of the liaison’s role has amplified some of the difficulties in this process. One option is to define more clearly whether the liaison role as a communications or advisor role. Another is to eliminate the role and have the MNC chair speak directly with the GB. A third is to appoint a GB member as MNC chair, in order to create an even closer linkage. This clarification will serve well to many GB processes with other processes as well.

**Clarify the use of virtual meetings and email voting in the Governing Board.** Especially with an international board, these protocols need to be clear so that no one is railroaded. We suggest the following broad principles:

- **Virtual meetings are allowed, but only when formally called with notice of the times for convening and adjournment.** All members deemed to be “present” for a virtual meeting must be able to hear each other simultaneously. A quorum must be present, by this definition, for business to be transacted.
- **Email voting is allowed, but only unanimous votes can take effect immediately.** Other email votes must be confirmed at an actual meeting—either virtual in person. For serious matters, a signed statement from each member eligible to vote should be obtained.

We know that the divisions in the current Governing Board are deep, and we do not imagine that a rule like this one would have prevented the conflict we are now experiencing. But sound rules can help conflict, once it exists, from getting worse. These rules, derived from the emerging experience of many corporate and nonprofit boards with virtual and email process, and have proved helpful.