

THE UNITED CHURCH OF CANADA**MEETING OF THE EXECUTIVE OF THE GENERAL COUNCIL
MINUTES****December 16, 2024**

The 44th Executive of the General Council of The United Church of Canada met online December 16, 2024. The Moderator, Carmen Lansdowne, presided.

Attendance

Voting Members: Mitchell Anderson, Michael Blair, Richard Bott, Katherine Brittain, Teresa Burnett-Cole, M Chorney, Samuel Vauvert Dansokho, Paul Douglas Walfall, Catherine Glover, Carmen Lansdowne, David Leyton-Brown, Kit Loewen, Jane McDonald,

Corresponding Members: Kimberly Roy,

Regrets: Thea Sheridan-Jonah, Leeann Shimoda (Corresponding)

Corresponding Staff: Jennifer Janzen-Ball, Lori-Ann Livingston, Cheryl-Ann Stadelbauer-Sampa

Guests: Heather Keachie

Monday, December 16, 2024**Welcome**

The Moderator welcomed those gathered for this meeting of the Executive.

Constituting the Meeting

The Moderator constituted the meeting in French and English.

"Au nom de Notre Seigneur, Jésus-Christ, seul chef souverain de l'Église, et par l'autorité qui m'a été conférée par le quarante-quatrième Conseil général, I hereby declare this meeting of the Executive of the General Council to be in session for the work that may properly be brought before it, to the glory of God."

Territory Acknowledgement

The Moderator invited Kit Loewen to share a territory acknowledgement from her context and invited those present to indicate in the chat the lands on which they were situated for this meeting.

Gathering Worship

The Moderator read an advent prayer from Walter Brueggeman's book *Awed to Heaven, Rooted in Prayer*.

Equity Reminders

The Moderator reminded the Executive of the Equity Aspirations for this meeting.

Equity Aspirations

Remember to...

1. Question biases
2. Challenge assumptions
3. Notice who's missing
4. Value all voices
5. Aim for equity
6. Live out our commitments

...as we strive to live out God's call

Pour cibler l'équité

Assurez-vous...

1. de déceler les préjugés
2. de remettre en question les idées préconçues
3. de prendre conscience des absents
4. d'accorder une valeur à toutes les voix
5. de viser l'équité
6. de mettre en pratique nos engagements

...lorsque nous incarnons l'appel de Dieu

GS 116 Procedural Motion

The Moderator asked the General Secretary to introduce the procedural motion. The General Secretary briefly outlined the motion.

Motion: Michael Blair/Kit Loewen

2024-12-16-158

The General Secretary proposes that the General Council Executive:

1. Set the bounds of this meeting as this virtual meeting room in Zoom and the telephone connections to it.
2. Adopt the agenda for this meeting as circulated, with any changes which may be necessary as the meeting evolves, to be made on the recommendation of the Business Committee.
3. Name as the Business Committee: the Moderator, General Secretary, Chair, Governance Committee, Senior Governance Support Lead and Administrative Assistant Governance Support.
4. Receive for Discussion & Decision
 1. GS 117 Increase in Operating Line of Credit
 2. GS 118 Authorization of Changes to the Governance Relationship Between The United Church Of Canada And The United Property Resource Corporation/Kindred Works
5. Name as corresponding members to this meeting:
Those named by the General Secretary to serve as resource persons to the General Council Executive.
6. Name as guest Heather Keachie as external legal counsel.

Carried

GS 117 Increase in Operating Line of credit.

The Moderator invited the General Secretary to introduce GS 117 Increase in Operating Line of Credit. He invited Harry Li, Executive Officer, Finance Unit, to give background to this motion before the Executive votes. The proposed line of credit is to ensure the necessary support for the captive insurance plan. It will not be drawn upon for operations.

Motion: Michael Blair/Jane McDonald**2024-12-16-159**

The General Secretary recommends

That the General Council Executive authorize an increase in the Line of Credit structure from \$11 million to not exceed \$13 million.

Carried**GS 118 Authorization of Changes to the Governance Relationship Between The United Church Of Canada And The United Property Resource Corporation/Kindred Works**

The Moderator invited the General Secretary to introduce GS 118 Authorization of Changes to the Governance Relationship Between The United Church Of Canada And The United Property Resource Corporation/Kindred Works. He gave some background information and then invited Harry Li to give a high-level summary of the proposal. The members of the Working group are; Mitchell Anderson (GCE), Treena Duncan (Regional Council), Cathy Rushton (Finance/Audit Committee), Michael Hillard (Bloor Street United), and Derek Hurst (Pension Fund) also Heather Keachie (external legal counsel), along with the General Secretary and the Executive Office, Finance Unit.

Let it be noted for the minutes that Mitchell Anderson has joined the meeting.

There were considerable questions and comments.

Let it be noted for the minutes that Jane McDonald has left the meeting.

Motion: Michael Blair/Wilson Gonese**2024-12-16-160**

The General Secretary recommends that the General Council Executive authorize:

A) The Management of The United Church of Canada's General Council Office, with support from the United Property Resource Corporation (UPRC) Working Group and UCC's solicitors, to negotiate with UPRC and Kindred Works Inc., to allow for the restructuring of the UCC's governance over Kindred Works Inc. and to release UCC from the guarantee to CMHC of the UPRC's debt, based on the following principles:

Corporate Control: There is sufficient control and oversight to allow UCC, as a shareholder, to work with other shareholders to ensure that UCC's financial and reputational interests and shareholder rights are protected. At the same time, it should provide adequate control for management shareholders to implement the business vision that all shareholders have agreed to or will agree to.

Financial Return: Financial returns for all shareholders must be distributed fairly, equitably, and transparently, considering both tangible and intangible resource contributions from all parties. The investment risk profile must align with UCC's acceptable standards, acknowledging the inherent differences between for-profit and charitable organizations, to ensure mutual benefit for all stakeholders.

Mission Return: All shareholders acknowledge that Kindred Works will maintain a triple bottom line approach and focus on addressing the housing crisis as a priority.

Charitable Compliance: The investment in Kindred Works must complement and advance UCC's charitable mission of providing affordable housing. In no circumstance should the investment jeopardize UCC's charitable compliance status.

B) the General Secretary and the Chief Financial Officer to execute all necessary documents to give effect to this resolution; and

C)

- i. the creation of a Kindred Works Investment Oversight Committee (the "Committee") that reports to the GCE. The Committee shall be tasked with liaising with Kindred Works and receiving regular and detailed reports from Kindred Works on the status of the investment and the progress of the development projects.**
- ii. The General Secretary to bring to the Executive for approval the terms of reference for the oversight committee and the potential composition and recruitment of the same.**

Carried

Let it be noted for the minutes that the membership of the committee could include expertise in real estate law, corporate finance, corporate governance, and United Church finance and structure.

Let it also be noted for the minutes that when affordable housing is mentioned under point A of GS 118 it is referring to affordable housing as outlined by the CMHC.

Closing Motion**Motion: David Leyton-Brown/Katherine Brittain****2024-12-16-161**

That the General Council Executive authorize its Sub-Executive to deal with the business placed before it by this meeting of the Executive and any emergent business that may arise prior to the next meeting of the General Council Executive.

Carried**Closing Prayer**

The Moderator expressed her thanks for making additional time on a Monday during the advent season. The former Moderator closed the meeting in prayer.

Moderator, Carmen Lansdowne

General Secretary, Michael Blair