

There was surprise in learning on Tuesday of this week (September 3) that four members of the United Thank Offering Board had resigned following a conference call meeting of some members of the Board to which not all members had been invited. Since then, senior Church leadership including President of the House of Deputies Gay Jennings, General Convention Executive Officer Canon Michael Barlowe, and chief Operating Officer Bishop Stacy Sauls have been reaching out to the Board through its new president, Barbara Shafer and to the Episcopal Church Women through its president, Nancy Crawford, to consult on the resignations and other matters of concern about the Board's functioning, at least under its previous leadership. Public statements have been initially avoided because it was believed they would be very helpful in mending broken relationships. However, the many factual misrepresentations that have been made by some or all of the four recently-resigned members of the Board have greatly complicated efforts to work constructively. It is now necessary to provide some additional information.

First, all members of the staff of the Domestic and Foreign Missionary Society have acted ethically, compassionately, and professionally and in collaboration with the President of the House of Deputies and a member of Executive Council on all matters related to UTO. There is not now, nor has there ever been, an attempt to "take over" the United Thank Offering or to sever its ties with the Episcopal Church Women.

Second, the United Thank Offering is a ministry of vital importance to the Presiding Bishop, to The Episcopal Church, and to the Anglican Communion. Much good has come of it over the 125 years the United Thank Offering has helped our Church focus on mission and the spiritual joy of thankful living.

Third, let there be no doubt whatsoever that misappropriation of any funds is not an issue. The attempt to make it one is completely misleading. 100% of the annual gifts of the people of the Church will continue to be used for making grants. Administrative expenses of the UTO and the UTO Board are paid for by the Domestic and Foreign Missionary Society (DFMS), the Church's corporate name, from three trust funds established for this purpose and given to DFMS to administer. None of these funds were ever entrusted to the UTO Board or the committee that preceded it. DFMS is charged with the fiduciary oversight of those funds for the benefit of the United Thank Offering, not its Board, and is legally obligated to use those funds for no other purpose. It has not, and it will not.

Fourth, it is necessary that certain obligations be fulfilled by the DFMS rather than the Board because the Board is not a corporation and cannot assume any legal responsibility or liability. That is borne entirely by DFMS, its officers, and its Board, the Executive Council. These obligations include personnel management and the fiduciary responsibilities for the appropriate use of trust funds, as already mentioned. New bylaws and a Memorandum of Understanding were being considered by the Board and DFMS to recognize and implement these legal responsibilities.

There is a context to the resignations. Last Saturday (August 31), Canon Barlowe received an email from Robin Sumners (recently resigned as the Communications Convener of the United Thank Offering Board). That email referred to a coming "campaign" to be launched with a document entitled "Barbarians at the Gate." Canon Barlowe forwarded that email to the Presiding Bishop, President Jennings, and Bishop Sauls. Those are attached (Attachment 1). It is not known to whom else the "Barbarians" document was distributed. What we are seeing play out is the campaign to which Robin Sumners referred. It provides very little accurate

information, casts unfounded suspicion, and makes unsupportable accusations, which readers would necessarily lack the information to assess critically, and has the potential to be extremely destructive in the life of the Church, with a particularly negative impact on the ministry of the United Thank Offering.

In response, the Presiding Bishop sent an email to the then-President of the Board, Barbi Tinder, asking for an explanation (Attachment 2). No response was ever received. At the same time, Bishop Sauls sent an email to Robin Sumners asking for an explanation. No explanation was offered, although a telephone conversation was requested. Bishop Sauls declined to have the telephone conversation because, as he stated, “I believe it would be best for me at this point to leave this to the Presiding Bishop as the route offering the most hope for a resolution.” (Attachment 3)

At the time the “Barbarians” document was received, Paul Nix (Legal Counsel to the Domestic and Foreign Missionary Society), Heather Melton (UTO Coordinator), Steve Hutchinson (Executive Council member and chair of its Standing Committee on Governance and Administration), Canon Barlowe, Bishop Sauls, President Jennings, and the Presiding Bishop were waiting for and expecting a response to drafts of proposed revisions of the UTO Board By-Laws and a draft of a Memorandum of Understanding. The drafts had been submitted to the designated members of the UTO Board as part of a process agreed to by the UTO Board at a meeting held on July 15 at the Church Center in New York, which the Presiding Bishop had called, and at a meeting of a drafting committee composed of four UTO representatives (Barbi Tinder, Robin Sumners, Georgie Whie, and Dena Lww), three members of the DFMS staff (Paul Nix, Heather Melton, and Bishop Sauls), and a member of the Executive Council (Steve Hutchinson) on August 1. As part of that agreed-upon process, Paul Nix submitted proposals

formulated by him in consultation with the DFMS members and Steve Hutchinson, to Robin Sumners and Barbi Tinder, as agreed by the drafting committee.

The drafts were sent at approximately noon on Thursday of last week (August 29). Within an hour Robin Sumners responded that she had received them and that she and Paul would be speaking further. Those emails are Attachment 4. Quite contrary to how the resigned board members are portraying events, Paul and Robin both clearly expressed their understanding, both in emails and in telephone conversations, that conversations were on-going exactly as anticipated. That is why leadership and staff we were all stunned to receive the “Barbarians” communication only 36 hours later.

A word about what led to the called meeting with the full board on July 15 would also be useful. That meeting was prompted by the receipt of a letter dated June 10 from Barbi Tinder to Sam McDonald, Deputy Chief Operating Officer and Director of Mission, complaining about the recently-completed hiring of Heather Melton as the United Thank Offering Coordinator.

(Attachment 5) The June 10 letter was surprising for several reasons. First, it appeared (accurately) to be written by a lawyer, and it took a notably adversarial posture. Second, it indicated a misunderstanding of the nature of the Board’s relationship to DFMS. Third, once again, it contained a number of false statements that could not be ignored. Sam McDonald responded to those misstatements on June 12 (Attachment 6).

The Presiding Bishop made the decision to bring everyone all together to begin some healthy dialogue. It was during this initial meeting on July 15 that the need for revising the UTO bylaws and for creating an initial Memorandum of Understanding was discussed and agreed to, and members of a drafting committee were appointed.

One possible way to proceed is to answer each and every false statement made by the former members of the board. While that is possible, it is not helpful to do that for several reasons. First, it is an endless task. With each new day, it seems, there is more inaccuracy circulated. Second, it allows a group of former board members with a perceived grievance to continue to set the agenda for the current board, which is trying to chart a path toward a constructive future. Interfering with them is distinctly unhelpful. It is a high priority of the Presiding Bishop, Bishop Sauls, and DFMS to support them in every way possible. A wedge of separation between UTO and DFMS should not be allowed, and there is no indication that the remaining board of UTO has such an agenda. The DFMS certainly does not.

Some of the concern of the Presiding Bishop is around encouraging healthy Board practices that are consistent with secular law, our canons, and the policies for DFMS established by the Executive Council. Personnel and fiduciary responsibilities have already been mentioned. Some other areas of concern are a “Confidentiality Agreement” (Attachment 7), which some members of the remaining Board have complained has been used in the past to stifle dissent and enforce certain positions. It is also the case that the Board has not felt restricted by the standard operating procedures of other committees and boards. There is also some shared concern that the Board’s expectations of attending at least 40 days of meetings each year makes service virtually impossible for many employed persons or those with other significant commitments. Finally, there is a particular concern of the Board’s unwillingness to include the members appointed to it by President Jennings and the Presiding Bishop, including the member who represents the Executive Council and two at-large members.

**Attachment 1:
Email Cover Letter and Attachment of “Barbarians at the Gate”**

From: Charles and Robin Sumners <rcw@prismnet.com>
Date: Fri, 30 Aug 2013 18:35:41 -0500
To: Connie Skidmore <cwskid@att.net>
Cc: Michael Barlowe <mbarlowe@episcopalchurch.org>
Subject: idea for uto story

here is draft of a story to be used as part of our campaign

Robin Woods Sumners

Go after a life of love as if your life depended upon it because it does!
(Eugene Peterson: The Message)

BARBARIANS AT THE GATES!

Proverbs 15:27

A greedy and grasping person destroys community; The Message

He who is greedy for unjust gain makes trouble for his household; Revised Standard Version

The United Thank Offering of the Women of the Episcopal Church is Fighting for its Life!

Every woman in the Episcopal Church, and indeed, *every* member of the Episcopal Church, needs to be alert to the goals of the Leadership of the Episcopal Church at the Church Center, 815 2nd Avenue—from the Presiding Bishop and the President of the House of Deputies to the Chief Operating Officer and the new Secretary of General Convention—this leadership team has decided to grab the millions of dollars in the trust funds and the Ingathering of The United Thank Offering (managed by the Women of the Episcopal Church) for use as they see fit.

This battle has been raging almost since the beginning of the nine year term of the first female Presiding Bishop of the Episcopal Church. The Church needs money; the Church has in its portfolio millions of dollars in trust funds given for the work of the Church; many of these funds are given for specific uses—so here begins a very interesting story.

*** The Study Committee and Kudos for UTO**

In 2007, the Chief Executive Officer newly hired by the New Presiding Bishop was charged with understanding the vast numbers of funds held in trust by The Episcopal Church, and the trust funds of The United Thank Offering came under scrutiny. A Task-Force was appointed to study the United Thank Offering and its position in The Episcopal Church. In 2009, the Executive Council of TEC appointed an AdHoc Committee (INC-055 AdHoc Committee) to replace the task force to do the following:

The charge of Executive Council to the Ad-Hoc Committee was “to undertake a serious and extensive study of the current and future of the United Thank Offering as to its roles, purposes, functions, operational procedures and vision for faithfulness to God’s mission in the 21st century. The Ad-Hoc Committee was to “begin this visioning exercise immediately and report to the 2012 General Convention with specific recommendations as to how the United Thank Offering can continue and expand its work in The Episcopal Church’s faithfulness to God’s mission...”

The impetus for this action was the study of all available funds for operating the various tasks of The Episcopal Church--TEC (The Domestic and Foreign Missionary Society—DFMS). At the time, it was clear to the Episcopal Church Women of the nation that the real reason for this Committee was to find a way to have control over the funds restricted for the use of the Women and the thank offering which they control. The original group appointed to this study group did not include a single member of ECW or of the UTO Board. At the 2009 Triennial Meeting of the Women of the Church, there was a spontaneous demonstration by the attending women that this was seen as a "money grab," and the women demanded, in resolutions to the House of Bishops and the House of Deputies, representation on this Committee. The Committee was expanded to include "writing groups" and UTO Board members were invited to be represented on each writing group. These groups and their membership were:

History and Story: Ian T. Douglas, John Tampa, and Lois Johnson-Rodney

Theology of Thankfulness: Marge Burke, Sarah Carver, Anne Gordon Curran

New Times and New Technology: Linda Hanick, Abigail Nelson, Barbie Tinder

Anglican Communion Matters: Prince Singh, Sandi McPhee, Lynn Headley

Organizational Structure and Relationships: Sarita Redd, Georgie White, Mark Harris

The INC-055 AdHoc Committee completed its work in August of 2011, with a report to be presented and approved by Executive Council (EC), and with new bylaws for the United Thank Offering Governing Body (which was changed from committee status to board status) developed by the Organizational and Relationships writing group, approved by EC as well. The final statements of the report presented to the General Convention contained these words:

"...the United Thank Offering “UTO” has a special place in ministry in that it provides what some might call the “bones” of ministry: providing structures, practical solutions and the “bricks and mortar” necessary to engage in what God is calling us to do in the world. We honor the gift that United Thank Offering affords the people of the church in that each coin offered to the work of carrying out God’s mission becomes a real thing capable of undertaking God’s call and helping ensure that we remain a servant church.

Therefore we seek to provide the United Thank Offering support, visibility, autonomy and connection.

We, as members of the Ad-Hoc committee are excited and encouraged by the possibilities ahead of the United Thank Offering. And we would be willing, should the United Thank Offering Board invite us, to walk along side in support of the United Thank Offering, seeking, as it has been for years, to expand the circle of thankfulness."

The Report includes many specific suggestions regarding how the United Thank Offering Board might move more purposefully into the demanding, changing, mobile world of the 21st Century. (The full INC-055 Adhoc Committee Report may be found at this link: <http://province1episcopalchurchwomen.files.wordpress.com/2012/06/inc-055-uto-report-2012.pdf>.) The 2012-2015 United Thank Offering Board has embraced the recommendations in this report and has successfully incorporated many of them into the first year of the Triennium, with the balance slated to be systematically implemented before the Triennium is over, so that the 2015-2018 Board inherits a body of work to help keep the organization moving forward into this challenging world.

***A Quarter of a Century of History of Faithful Service**

For 125 years (an upcoming anniversary), the Women of the Episcopal Church have faithfully raised more than a million dollars a year (*adjusted for dollar value at the time*) to provide grants to missions of the church, from small missions on Indian reservations in Dioceses of the Domestic Episcopal Church to refugee camps in war torn Africa. The original funds raised in the late 1800's through the early 1900's were used to enable women who wished to serve the mission field to do so, when the Church would not support women in mission work. The Women of the Church created the first pension fund to care for returning female missionaries who needed funds for living and funds for health care—as years of work in the mission field often resulted in damaged health. This was the beginning of the Church Pension Fund.

In 1889, the Women created the United Offering, which became the United Thank Offering of the Women of the Church. This offering is to this day, a profound example of the contemporary concept of "crowd funding." The United Thank Offering is rooted in the grass roots of Episcopal community. It is many, many people giving small amounts of money, but that money is given as a thank offering for the blessings of life. UTO is a daily discipline of thankfulness. Women, (and it is still primarily women for perhaps women's souls more readily understand the need for and the power of gratitude), have somewhere in their home or office, a "little blue box." When something happens in the course of the day, a thankful person, drops a coin into the box as a symbolic act of prayer for a blessing in life. These small offerings, given daily, quickly add up, and twice a year the funds are collected.

The funds are collected from tiny mountain churches tucked in hidden canyons, from clapboard church buildings on windswept plains, from small town churches with big chiming bells, and from massive city cathedrals with glowing stained glass windows. The funds are collected in communities of twenty or thirty faithful people and in communities of hundreds. The funds are faithfully collected by the women of the Episcopal Church, often known as the ECW—Episcopal Church Women. The Episcopal Church Women, sometimes known as the Women's Auxiliary, or as a Guild of some sort, or as the Women's Association, have been managing this offering for this whole 125 years. The women have done this work diligently, quietly and walking daily within the Episcopal Church to further the mission Christ called all to follow.

Each year the funds are given out in grants to many different Church Related organizations—to schools, mission hospitals, gardening projects, clean water projects, health care projects, arts programs for children—creative and innovative ideas for ways of meeting urgent needs all over

the world. Every penny given in the blue box offering is used for grants. To manage their administrative costs, the women created a trust fund, called the Memorial and Gift Trust Fund. Special contributions, and bequests to the work of the women, given in thanksgiving for the power of the work of the women, are kept in this Trust Fund and the interest each year is used to fund the work demands of the Board that manages the entire United Thank Offering Fund process.

The United Thank Offering Board has existed in some form or another since the beginning of the offering 125 years ago. Since 1970, the Board has been made up of members elected by the Episcopal Church Women organizations in each of the nine provinces of the Episcopal Church. While the Episcopal Church as a body has endured much chaos and drama during the last forty some years, with issues of theology and the faithfulness to Christ's message constantly challenged and contributing to a church almost at war with itself, the Women on the United Thank Offering Board have consistently, carefully, cooperatively and creatively gone about the work of supporting the mission arm of the Church. During this long history, the women of the church have faithfully managed the remarkable grass roots movement that is the United Thank Offering without a single issue of mismanagement, misappropriation, embezzlement, or other financial misstep. During this time, the United Thank Offering has been the recipient of millions of dollars of trust fund bequests, given to The Episcopal Church for the specific use of the Offering, restricted to this use, as created and managed by the Women of the Church. As steward of this movement and the funds related to it, the Women of the Church have been themselves remarkable.

***The Impact of New Regimes**

Now we enter into the 21st century—a brave new world—communication requires an embracing of new technologies and new ways of working. By now the total trust fund portfolio that has been accumulated by the United Thank Offering together tops \$14,500,000. These funds are designated for the work of the women of the church; the funds cannot be used for any other purpose. The stated intent of the giver of each of these funds is that the money will be used by the women for those things that the women deem appropriate at the time. In other words, these funds are *restricted* and therefore subject to their decisions. In addition, the annual Ingathering of the United Thank Offering for granting ranges from 1.5 mil to 3 mil each year. And this process happens rather quietly and without fanfare, while the women faithfully proceed with the work they have been given to do. (At this time in history, while the work is primarily done by the women, there are many men who volunteer assistance, and whose contribution is joyfully part of the picture.)

For a church body under stress, having the decision making rights over a large pot of money in the hands of a group of *lay* women is at best a challenge, at worst a situation to "make right," according to the current leadership of 815. It is clear from their behavior and statements that questions arise for them (a group of lawyer/clergy) about the competency of such a Board—it seems that they wonder how a group of women, going about their daily work and making sure there is food on the table, can possibly understand the needs of a hurting world? They appear to be saying that the church would be better served in its mission to the world if all the money were in the hands of church leadership, called by God, so that the "right" people make the decisions?

Of course all management should be paternalistic in nature from their point of view, for surely those at the top can make better decisions—after all, isn't this why the church has clergy and Bishops?

So in spite of an almost six year long study process, with a document developed that praises the work of the United Thank Offering Board and offers to it the support of the Church and the Executive Council and tells the Board to continue its faithful service of the Women of the Church—the leadership of the church that takes control immediately after the completion of this study, tosses the study to the wind and informs the United Thank Offering Board it is to be completely reorganized. The leadership at the church center at 815 Second Avenue has provided a draft of new bylaws for the United Thank Offering Board, although the current bylaws were approved by Executive Council less than two years ago.

***The United Thank Offering is Eviscerated!**

These newly drafted bylaws eviscerate the UTO Board as it is now constituted; the changes in function are sweeping and devastating to an organization that has faithfully and steadily served the Church for a quarter of a century! All responsibilities of the Board are proposed to be transferred to the authority of the Chief Operating Officer of The Episcopal Church, also referred to as DFMS (the Domestic and Foreign Missionary Society). All activity of the board is proposed to be handled by staff of the DFMS, under the supervision of the COO of the Church, fully paying these staff from trust funds restricted to the use of the United Thank Offering. The Board representatives will no longer be elected by the Episcopal Church Women, but will be elected by the Provinces and Synods of the Episcopal Church. Under these proposed bylaws, the United Thank Offering has no relationship to the Episcopal Church Women, and no relationship to the Triennial Meeting of the Women of the Church. All granting will be handled by the staff of 815, and all granting decisions will be made by Executive Council with some recommendations of the new UTO Board. Under these proposed documents, the current UTO Board will no longer exist.

All funds restricted to the use of the United Thank Offering will now be in the control of DFMS for decision making as DFMS has now, under the proposed bylaws, become the United Thank Offering. It has been stated by the leadership team at 815 that the "blue box" method of ingathering the United Thank Offering is no longer viable; that there needs to be a new method of collecting the money—through on-line giving, through pledges, through other fund raising mechanisms. The Theology of Thankfulness that has been the heart of the success of the United Thank Offering for this century and a quarter is outdated, according to these discussions, and the "real" leadership of the church—those "called" to serve can handle all this better. In this scenario, it is clear that the call to service as faithful, lay volunteers is inconsequential. The COO of the Episcopal Church has been heard to say in conversation, that the present United Thank Offering Board is "pain in his side." Therefore, he has determined to rid himself of this pain.

***A Call To Action**

Apparently, the actions of the leadership at 815 are legal. As the management team of the legal entity of the Episcopal Church, the leadership can decide to do whatever it chooses as long as Executive Council will approve the actions. As the United Thank Offering has never expressed a desire to become independent of the Episcopal Church, and has existed as an autonomous, yet subsidiary part of the Episcopal Church, it is now to be swept into a vortex of oblivion, so that the money faithfully raised and nurtured by the women of the church, will now become a budgetary line item for the Executive Council to manage under the guidance of the COO of the Church.

In spite of the fact that the INC-055 expressed the opinion that the United Thank Offering Board should continue as an "autonomous and interdependent board under the Executive Council," the powers that be at 815 have determined that the UTO Board should be stripped bare of any responsibility and become entirely subservient to the Episcopal Church, with providing only some consultative services to the Executive Council. This faithful group of dedicated women, representing thousands of women over the 125 years of service to the church they love, are now tossed aside as irrelevant to this church. Their historic legacy to the church they have served erased; their loyalty rewarded with dramatic steps toward oblivion.

What can each of us do? Perhaps nothing, as the lawyers will claim that everything they are doing is legal; and legal trumps all. But what about the moral question? What about faithful service to the Lord Jesus Christ, without controversy, without blemish, without claims to fame, and as loyal and faithful servants? Is this the crucifixion that all must undergo in order to serve the Lord with a greater understanding of suffering and loss? And are the leaders of the "National Church" the Herod's and Pilate's of our time?

Let the powers that be hear from you if you find these actions offensive; please contact them and tell them that this is not the behavior you expect from the clergy leadership of the Church of which the women have been the heart and daily example of servant leadership.

Email the following people if you want to save the United Thank Offering!

The Most Reverend Katherine Jefferts Schori:	kjefferts@episcopalchurch.org
The Right Reverend Stacy Sauls:	ssauls@episcopalchurch.org
The Reverend Gay Jennings:	gjennings@episcopalchurch.org
The Reverend Michael Barlowe:	mbarlowe@episcopalchurch.org

**Attachment 2:
Email From the Presiding Bishop
to Barbi Tinder, Former Board President**

Please note: The attachment referenced is "Barbarians at the Gate" found in Attachment 1.

From: Katharine Jefferts Schori <kjefferts@episcopalchurch.org>
Date: Sat, 31 Aug 2013 15:16:35 -0400
To: Barbi Tinder <president@utochange.org>
Subject: A campaign

Dear Barbi,

I am deeply troubled to have received the file which is attached. I would hope that it is a poorly considered attempt at humor. The misrepresentations are quite surprising, and lean toward the kind of that are frequent among those who have departed The Episcopal Church.

I would very much like to know what the purpose of this piece might be. I would also like to know if the board is aware of it or supports it.

I am also aware that just a couple of days ago Paul Nix forward the latest round of revisions of the bylaws and MOU to you, and I hope that the conversations and dialogue will continue.

I will be back in the office late Tuesday if you would like to discuss this by telephone.

A blessed Labor Day to you both.

**Attachment 3:
Email Conversation between Bishop Sauls and Robin Sumners, Former
Board Communications Convener**

On Aug 31, 2013, at 3:20 PM, <ssauls@episcopalchurch.org> wrote:

Dear Robin,

I admit to being shocked to receive the attached document. It seems contrary to the cooperative approach that had been promised and that I thought we had begun. The “Barbarians” document is replete with misrepresentations to say the least. Coming, as it does, two days after we provided draft documents for your comments in the hope of reaching some agreement that could be provided to the full board, I do not know what to think. I wonder if you might provide an explanation. In particular, I wonder if the drafts as well as the proposed “campaign” have been shared with the board.

I remain hopeful that a more productive approach might be found to strengthening the ministry of UTO for the good of church and pledge my best efforts to that end.

Thank you.

Faithfully,

+Stacy

The Rt. Rev. Stacy F. Sauls | CHIEF OPERATING OFFICER | Office of the Presiding Bishop |
The Episcopal Church | 212-922-5313
<BARBARIANS AT THE GATES--UTO.doc>

From: Charles and Robin Sumners [mailto:rcw@prismnet.com]

Sent: Saturday, August 31, 2013 4:54 PM

To: Stacy Sauls

Subject: Re: Campaign

Dear Bishop Sauls,

Would you like to talk? Perhaps a conversation between the two of us would be helpful to all. Talking is sometimes better than trying to communicate through email.

I can only speak for myself, but I can address those things that have been discussed by the majority of the board members in mutual conversations.

I would quote your final statement: "I remain hopeful that a more productive approach might be found to strengthening the ministry of UTO for the good of church and pledge my best efforts to that end." I will admit to a very deep discouragement and sense of despair regarding how things have progressed so far.

If talking appeals to you; I am available by phone this afternoon and tomorrow afternoon as well.

My cell phone, which is the best way to reach me, is: (719) 235-7516.

I appreciate your response to me. Thank you.

In His Service

Robin Sumners
Robin Woods Sumners

Go after a life of love as if your life depended upon it because it does!

(Eugene Peterson: The Message)

From: Stacy Sauls <ssauls@episcopalchurch.org>
Date: Sat, 31 Aug 2013 19:57:42 -0400
To: "rw@prismnet.com" <rw@prismnet.com>
Subject: RE: Campaign

Dear Robyn,

I do not see how the “Barbarians” piece could possibly have been intended in any way other than a destructive one eliminating any possibility of the UTO Board working as part of DFMS. What I see in what you have written is an attempt to harm others, including by promulgating numerous falsehoods, rather than work for the common good by working through differences. That is why I had hoped for some explanation that would convince me otherwise. Perhaps, for example, the piece was never intended for distribution. Perhaps reference to a “campaign” is not what it appears to be. Perhaps this does not represent the action of the Board but only a some members acting independently of the whole. Absent that, especially because this attack is so contrary to what I had understood you to have promised to do, I believe it would be best for me at this point to leave this to the Presiding Bishop as the route offering the most hope for a resolution.

I will continue to hope for a way forward. The Church needs a vibrant, healthy UTO, but it does not need what “Barbarians” appears to represent.

Faithfully,

+Stacy
The Rt. Rev. Stacy F. Sauls | CHIEF OPERATING OFFICER | Office of the Presiding Bishop |
The Episcopal Church | 212-922-5313

**Attachment 4:
Email Conversation between Paul Nix and Robin Sumners, Regarding the
Draft MOU and Bylaws**

On Aug 29, 2013, at 10:44 AM, <pnix@episcopalchurch.org> wrote:

Robin and Barbi,

Attached is our revisions to the MOU and Bylaws for the UTO Board's review. We have given this project significant time and thought and believe that these revisions best embrace the reality of the UTO Board being an integral and very important part of DFMS and a CCAB of The Episcopal Church. We also believe that these revisions will work to maximum the viability of the UTO Board for many years to come.

Per my conversation with Robin yesterday, we can convene upon my return to the office to discuss these revisions at a time suitable to all of us.

Thanks,

Paul Nix LEGAL COUNSEL Office of the Presiding Bishop | The Episcopal Church | 212-716-6173

From: communication@utochange.org [<mailto:communication@utochange.org>]

Sent: Thursday, August 29, 2013 1:02 PM

To: Paul Nix

Subject: Re: Draft MOU & Bylaws

Thank you; I am assuming we will talk soon

Robin

Robin Woods Sumners
Communications Convener
Province VI Representative
United Thank Offering Board
The Episcopal Church
communication@utochange.org

Go after a Life of Love as if your life depended upon it, because it does!

I Corinthians 14:1 The Message

**Attachment 5:
Letter from Barbi Tinder to Sam McDonald
Regarding the Hiring of the UTO Coordinator**

June 10, 2013

VIA E-MAIL (_President@utochange.org_) AND U.S. MAIL

Director of Missions The Episcopal Church Center 815 2nd Ave. New York, NY 10017

Re: Hiring of UTO Coordinator

Dear Sam,

I am writing on behalf of the United Thank Offering (“UTO”) Board of Directors regarding the Mission Department’s hiring of a new UTO Coordinator. The UTO Board is concerned about this hiring because the current board members were not consulted about the Job Description Form posted April 27, 2012. The Board is also concerned because it was not involved in the hiring of the new UTO Coordinator. The only participation was during the phone interview. The Board is committed to working closely with the Missions Department and will endeavor to include and incorporate the new UTO Coordinator in its operations as defined by the UTO’s bylaws and Policies and Procedures. However, the job description posted by the Missions Department raises a few issues the Board believes should be addressed at the outset of this transition.

April 27, 2012 UTO Coordinator Job Description

The “reporting relationships” section should state the UTO Coordinator shall be responsible to and report also to the UTO Board. This is a requirement under the UTO Bylaws. See Article IX, Section 3.

Item 2 of the “principal responsibilities” section refers to a “United Thank Offering Office.” The Board is not aware of the existence of such an office. The recent reconfiguration of space requires scheduling a shared office space. However, our bylaws require the UTO have an office at the principle location of the Domestic and Foreign Missionary Society. We would like to discuss establishing such an office. See Article IX, Section 2.

Item 3 of the “principal responsibilities” section makes reference to a “UTO Team.” The Board does not know what this term means. Could you please clarify the meaning of this term?

Item 7 of the “principal responsibilities” should be amended to clarify that in addition to attending UTO Board Meetings the Coordinator also provides support for the needs of the Board and its members. See Bylaws Article IX, Section 3.

Item 9 of the “principal responsibilities” section contains a listing of the Coordinator’s responsibilities as a member of the Board’s Grant Committee. Unfortunately, due to the Boards

implementation of an entirely electronic granting process many of the items listed are now outdated. For example number 10 on this list refers to a “GIFTS” database. This database is no longer in use. We will need to discuss how to revise this list to make it compliant with the new granting process.

Item 9 also states the Coordinator will accurately update and maintain the UTO website with the United Thank Offering Communication Committee Convener. The Board believes this item is incorrect and should be amended because administrative control of the UTO website is the responsibility of the UTO Board. The UTO web pages on the TEC website is to be maintained by the Coordinator in cooperation with the Communications Convener.

The “Other Functions and Responsibilities” section of the Job Description form states “Works as a collaborative member of the Global Partnership Team within the Mission Department and under the direction of the team leader.” Is this function performed as a representative of the UTO or as a representative of DFMS?

The UTO Coordinator position is defined as a full-time UTO position funded 50% by DFMS and 50% by UTO. This Job Description Form appears to indicate this position is also a DFMS position for the Missions Department. This was not the intent of the Board and this description should be amended to accurately reflect that the UTO Coordinator position is a full-time position in which the Coordinator will work 100% of the time for the benefit of UTO.

In the “Required” section there are a couple of references to grant management software and granting programs. These items will of course need to be modified to reflect the new granting process and UTO’s use of an Apple-based system to run its granting programs.

Items missing from the Job Description.

In addition to the items listed above the Job Description Form does not contain several important items from the UTO Bylaws.

Article IX, Section 4 of the bylaws states “The United Thank Offering Coordinator serves at the will of the United Thank Offering Board and the Officers of the Domestic and Foreign Missionary Society, subject to the personnel policies and procedures of the Domestic and Foreign Missionary Society and applicable state laws.” The job description should be amended to bring it into compliance with this section of the bylaws.

Article X, Section 4 of the bylaws states “All business of the United Thank Offering Board requires prior approval. No business is to be transacted on behalf of United Thank Offering without the knowledge of the United Thank Offering Board President and/or the United Thank Offering Board Executive Committee. Should a United Thank Offering Board Member deliberately disregard these rules and/or regulations of the United Thank Offering, legal action will be taken.” The job description does not address this section of the bylaws and the description should be amended to include a reference to this section of the bylaws.

Finally, there are a few job duties enumerated in the UTO Policies and Procedures Manual that are missing from the Job Description form. We have attached a copy of the applicable page of the Manual for your reference. The Job Description should be amended to include at least items

1 through 7 of this list.

Thank you for your attention to this matter. We look forward to working with you to resolve the issues set forth in this letter. Please feel free to contact me if you have any questions.

Sincerely,

Barbi Tinder United Thank Offering Board President

Applicable Sections of UTO Bylaws and Policies and Procedures enclosed.

**Attachment 6:
Response to Barbi Tinder's June 10 Letter**

June 12, 2013

Dear Barbi,

In all candor, I was stunned to receive your letter dated June 10, 2013. It differed so greatly from any conversation I have ever had with Sarita, the Board, or you that I honestly wondered if it had been written by someone else, with an agenda quite different from the cooperative and trusting relationship we had been building. Be that as it may, I have no choice but to assume it represents what is now the position of the Board.

I will not address each of your letter's points at this time, but I must add some additional information. It is not accurate that "the current board members were not consulted about the Job Description Form posted April 27, 2012." Indeed, the job description was provided to us by Sarita. We made some suggestions, which I sent to Sarita with the request that she share them with the Board. We were told she had done so. No comments, suggestions, or objections were received at the time or during the interview process from anyone, including those Board members who participated in the interviews and had a copy of the job description.

Nor were any comments, suggestions, or objections received at any of the three Board meetings I have attended or during the search process from the Board when I explained the search process and the necessary reporting structures under DFMS personnel policies.

I am also advised that the Bylaws only govern the workings of the Board and do not affect DFMS internal policies, including personnel policies. Indeed, the Bylaws themselves indicate that they are superseded by the policies of DFMS (Article VI, Section 10).

I have consulted with various members of senior management here, including Bishop Sauls who has in turn consulted with the Presiding Bishop. We share a common concern about this new turn in the relationship between DFMS and UTO, and what it may mean for the viability of the ministry of Heather Melton, who has accepted an offer of employment based on what we had

understood as your agreement to necessary reporting structures. We have similar concerns for Michelle Jobson. We are giving that some further thought. Your letter has left us in a very difficult position, and many of your proposals would be completely untenable for us.

All of us believe a meeting between management and the UTO Board's Executive Committee is urgently needed. I hope you and I might talk to arrange that at the earliest possible time.

Thank you very much. Faithfully,

Samuel A. McDonald Deputy COO and Director of Mission

Attachment 7:
United Thank Offering Board Member Agreement
& Oath of Confidentiality

UNITED THANK OFFERING BOARD



2012-2015 Member Agreement

The United Thank Offering Board consists of qualified volunteers entrusted to represent United Thank Offering, The Episcopal Church. The Board determines the mission, establishes governing policies, develops educational and inspirational materials, offers training, monitors finances and the program performance of United Thank Offering.

As a member of the United Thank Offering Board I will:

- Adhere to the documents of governance (*United Thank Offering Oath of Confidentiality, United Thank Offering Board Bylaws and United Thank Offering Board Policies and Procedures*).
- Follow the proper chain of command in all matters, being respectful of rules, regulations and procedures.
- Uphold the highest standards of conduct.
- Refrain from engaging in any conduct that offends the dignity and decorum of proceedings before the Board.
- Exercise due diligence; promote collaboration, cooperation and partnership.
- Be respectful of all rules and procedures.
- Protect and enhance the integrity of United Thank Offering;
- Maintain a professional level of social etiquette, common courtesy, integrity, respect, accountability, professionalism, responsibility and objectivity in all activities.

As a member of the United Thank Offering Board I will not:

- Discuss confidential proceedings of the Board outside the boardroom.
- Criticize fellow Board members or their opinions in or out of the boardroom.
- Exhibit disruptive, combative or unethical behavior at any time.
- Hold or participate in side bar conversations during board meetings. I do recognize it is rude, distracting and unprofessional.
- Interfere with the duties of the President or any other individual in authority with board or staff members.

Oath of Confidentiality

I, _____ the undersigned, will adhere to the 2012-2015 Member Agreement and hereby agree to conduct all business in regards to or on behalf of United Thank Offering in compliance with documents of governance professionally, respectfully, cooperatively, collaboratively promoting and protecting the integrity of the ministry of mission. I do understand disruptive, combative and unethical behavior will result in dismissal from the United Thank Offering Board.

I, _____ the undersigned, hereby agree not to divulge any information regarding the confidential matters of the United Thank Offering Board, as well as, any matters not being issued as public information or through written correspondence as a Board. All discussions, deliberations, records, and information generated or maintained in connection with United Thank Offering will not be disclose to any unauthorized person. Unauthorized persons, being any person who is not one (1) of the fifteen (15) voting members of the current 2012-2015 United Thank Offering Board. Understanding the importance of non disclosure and confidentiality, should I divulge

confidential information, I will be immediately dismissed from the United Thank Offering Board.

I, the undersigned, hereby declare that I have read, clearly understand and accept the contents of this United Thank Offering Board Member Agreement and Oath of Confidentiality therein; executed this _____ day of _____, two thousand and thirteen; that I have signed said document of my free will and accord.

Print Name: _____

Home Address: _____

City/State/Zip Code: _____

Province: _____ Diocese: _____

United Thank Offering Board Member's Signature

Witness (Continuing Review Committee Convener)

Witness (Secretary of the Board)