



3 Chevy Chase Circle
Chevy Chase, MD 20815

Vestry Meeting Minutes March 19, 2019

ATTENDANCE

A **CROSS** means that the individual was present. An empty box indicates absence.

✝	Rev. Ed Kelaher	✝	Dan Batlle – '19
✝	Rev. Nate Lee	✝	Susan Billington – '19
✝	Jonathan Stroebe – '19 <i>Senior Warden</i>	✝	Catherine Dunlop – '21
✝	Charle Fiegl – '21 <i>Junior Warden</i>		Thomas Espy – '20
✝	Cary Buckingham – '20 <i>Treasurer</i>	✝	Bill Gray – '19
✝	Stefan Awad – '20 <i>Assistant Treasurer</i>	✝	Cindy Wade – '21
✝	Rip Wilson – '21 <i>Clerk</i>	✝	BJ Buracker <i>Priest Assistant</i>
✝	Elizabeth Wrege – '20 <i>Assistant Clerk</i>	✝	Brit and Mark Frazier
		✝	Bill Garner, <i>Facilities Manager</i>

EXECUTIVE SUMMARY / ACTIONS AT A GLANCE

<ul style="list-style-type: none"> ✎ A quorum was present ✎ Introduction of new clergy member ✎ Review and approval of minutes ✎ Treasurer's report ✎ Kingdom Campaign update ✎ Preschool update ✎ Nominations committee report ✎ Senior Warden's report 	<ul style="list-style-type: none"> ✎ Junior Warden's report ✎ Rector's report ✎ Priest assistant's report ✎ Old and new business ✎ Adjournment
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DETAILS OF THE MEETING

Prayer for Wisdom, Guidance and Grace

Rev. Ed Kelaheer

A quorum being present, Father Ed+ called the meeting to order at approximately 7:05 PM, and Father BJ Buracker led the Vestry in an opening prayer.

Introduction of New Clergy Member

Rev. Ed Kelaheer

As the first item of business, Father Ed introduced to the Vestry Brit Bjurstrom Frazier as the newest member of the All Saints clergy team, as well as her husband Mark Frazier. Brit and Mark then gave an overview of their life stories and how they found God, each other, and ultimately, All Saints Church. Following an entertaining Q&A session, the Vestry wholeheartedly welcomed Brit and Mark to the Parish family and thanked the Lord for sending two such loving and faithful disciples of Christ to participate in the ministry and mission of the Parish.

Review and Approval of Minutes

Rip Wilson

Before reviewing the February minutes, Vestry Clerk Rip Wilson noted for the Vestry that pursuant to Article III, Section 11 of the Parish Bylaws, if a Vestry member has three absences during a Vestry year (*i.e.*, May - April), then such Vestry member is deemed to have automatically vacated his/her seat unless a majority of the Vestry agree that such member shall continue to serve. Rip then reviewed Vestry members attendance during the current Vestry year and noted that several Vestry members have had at least 3 absences. After discussion and upon motion duly made and seconded, the members of the Vestry unanimously:

RESOLVED: That given that Stefan Awad, Dan Batlle, Tom Espy, Bill Gray and Elizabeth Wrege have missed at least three Vestry meetings during the current Vestry year (2018-2019), the Vestry (in accordance with Article III, Section 11 of the Parish Bylaws) hereby reaffirms and agrees that such Vestry members shall continue to serve as members of the Vestry for the balance of their respective terms in office; and

RESOLVED, FURTHER: That any and all actions taken by the Vestry as set forth in the minutes of the Vestry for the current Vestry year (2018-2019) (collectively, the "Minutes") are hereby ratified, approved and confirmed in all respects; and

RESOLVED, FURTHER: That any and all actions heretofore taken by any Parish clergy or staff in reliance on the Vestry's actions as set forth in the Minutes are hereby ratified, approved and confirmed.

Rip then reviewed the minutes of the Vestry meeting held on February 19, 2019, a draft of which had been circulated in advance of this meeting. Father Ed noted that given that only six of the 12 Vestry members, along with Father Ed, were present at the February meeting, he would like the Vestry to ratify and affirm the actions taken at that meeting so that there would be no questions about whether a quorum was present. After discussion and upon motion duly made and seconded, the members of the Vestry unanimously:

RESOLVED: That the minutes of the Vestry meeting held on February 19, 2019 are hereby approved, with such changes and modifications as were discussed at this meeting and the Vestry directed that such minutes be placed on file with the Parish records of the other meetings of the Vestry; and

RESOLVED, FURTHER: That the Vestry hereby ratifies, approves and confirms in all respects the actions taken by the Vestry as set forth in the foregoing minutes.

Treasurer's Report

Cary Buckingham

Cary Buckingham then led the Vestry through the Treasurer's report.

As the first item of business, Cary asked Bill Garner, the Parish's facilities manager, to review the Building & Grounds, or B&G, committee recommendation to replace all the windows in the Oliver Street rectory. Bill related that he had received three bids for the work and after review of those bids the one recommended by the B&G committee based on combination of price, quality and timing totaled approximately \$37,500, which was more than the original bid approved by the Vestry via email. Bill circulated a copy of the new bid in advance of the meeting. The Vestry then discussed with Bill the reasons for the increased pricing and then entered into a general discussion about process for approval of B&G projects going forward. The Vestry discussed various options, including giving the Treasurer and Junior Warden authority to approve B&G projects on the Vestry's behalf so long as such projects were included within that year's approved budget. The Vestry recognized that the approval process for expenditures across all programs needs to be re-examined once the 2019 budget is approved. After discussion and upon motion duly made and seconded, the members of the Vestry unanimously:

RESOLVED: That the Parish is authorized to spend up to \$40,000, in the aggregate, to replace the windows in the Oliver Street rectory (the "Rectory Window Replacement Project"); and

RESOLVED, FURTHER: That the Parish's Junior Warden and Treasurer, acting together or individually, are hereby authorized to negotiate directly or indirectly through Bill Garner, the Parish's Facilities Manager, the price and other terms for the Rectory Window Replacement Project, and once such terms are finalized, such officers (or Parish staff designated by such officers) are hereby authorized to execute and deliver any and all agreements, documents and certificates and to take any and all actions which any of them may determine necessary, appropriate or desirable in connection with the foregoing resolution.

Cary then updated the Vestry on the status of the 2019 budget. Cary reviewed the budget with Smythe Kannapell, the Parish accountant, immediately before this meeting and will direct Smythe to circulate the draft budget to the Vestry via email. Cary explained the various analyses performed by Smythe particularly around the seasonality of both revenues and expenses over the past 5 years. She noted that the revenue trends were fairly consistent year-to-year, and the Parish normally runs a deficit from June to August and therefore has to plan accordingly to limit drawdowns under the Parish's line of credit. Total projected revenues for 2019 are approximately \$1.8 million from pledges and plate offerings, plus approximately \$300,000 from tuition at the All Saints Preschool. On the expense side, Cary stated that Smyth had spread the fixed costs across 12 months and program expenses were allocated based on the average over the past 3 years. Cary noted that the budget has the Parish ending the year with ~\$3,000 surplus, which is the first surplus budgeted in many years. The Vestry discussed the timing and methodology for approving the 2019 budget and recommended that the budget be approved at or before the April Vestry meeting.

Cary also noted that the part-time staff accountant hired assist Smythe is no longer employed by the Parish, and Father Ed explained that a replacement has already been hired. Father Ed reaffirmed that this new hire

will free Smythe from day-to-day requirements, so she can focus on updating the accounting systems and processes and other strategic efforts, including the Kingdom Campaign (KC). Like before, the costs for this position will be shared by the Parish and the KC as this person will also be responsible for day-to-day accounting activities for the KC.

Cary then related that the forecasts for the KC will be forthcoming shortly. Smythe has compiled a report on funds expended to date and projections for KC monies to be received for 2019 – 2022. Smythe hopes to distribute a summary of KC forecasts to the Vestry in the coming weeks. Cary then requested the Vestry to prioritize KC expenditures for 2019 based on the projections compiled by Smythe and input from the KC co-chairs.

At this time, Father Ed and the Fraziers left the meeting, and the Senior Warden took over as chair of the meeting. Bill Garner also left the meeting at this time.

As the final item under the Treasurer's report, Cary updated the Vestry of the status of the Parish's annual pledge to the Diocese of Washington. The Bishop had contacted Father Ed requesting that the Parish contribute ~\$105,000 for the current year based on the Parish's 2017 financial statements, which is more than the ~\$78,000 pledged last year. The Vestry then reviewed the history of Parish pledges to the diocese based on operating revenues and agreed that KC contributions and ASP tuition should not constitute operating revenues for purposes of this calculation. The Senior Warden noted that the Parish's arrangement with the diocese was to increase its pledges as a percentage of total Parish pledge revenues over time up to a maximum of 10%, with ~5% being the target for this year (vs ~4% last year). After discussion, the Vestry asked that the Treasurer and the Senior Warden review the diocese's request in light of the 2017 financial statements, strive to arrive at recommended pledge of ~5% of the Parish's reported 2017 pledge income, and then circulate the recommendation to the entire Vestry for approval via email.

Kingdom Campaign Update

Catherine Dunlop

As the next item of business, Catherine Dunlop, a member of the KC committee, provided an update on the KC. Catherine noted some recent issues around timely acknowledgement of gifts to the KC and highlighted that if we wanted to keep a culture of giving, then we need to do a better job of timely acknowledging gifts. Catherine is working with Smythe to develop a better internal system for notifying the KC committee when gifts have made.

Catherine then told the Vestry that a celebration event for the KC is in the planning stages for either May or early June. She also explained that pledge cards were distributed last week to parishioners who have not participated to date. The KC committee is also planning to send additional mailers to existing donors. She noted that one or more of the KC co-chairs will make a presentation on the KC status at the Parish annual meeting in May.

Finally, Catherine informed the Vestry that she had drafted a job description for the business development associate who would support the KC and shared it with the Parish administrator. She stressed the importance of this proposed position to manage both Annual Giving and KC to fulfill their promise, and asked that it be considered in the 2019 budget.

All Saints Preschool Update

Susan Billington

Susan Billington, the Vestry's liaison to All Saints Preschool (ASP), provided an update on the school's activities. Susan noted that the ASP board had approved amendments to the ASP's bylaws, a copy of which was circulated before this meeting. She reminded that Vestry that under the bylaw amendments, the ASP board will no longer have financial responsibility for school, and that the Parish will fully oversee and administer ASP's finances. As part of its review, the Vestry inquired about the indemnification provisions in the bylaws, and Rip Wilson agreed to investigate their application further. Vestry members also offered a few minor recommendations to tweak the language in the amendments. After discussion and upon motion duly made and seconded, the members of the Vestry unanimously:

RESOLVED: That the Vestry hereby approves the amendments to bylaws of All Saints Preschool, or ASP, in the form attached to these minutes as Exhibit A, with such changes and modifications as were discussed at this meeting (the "ASP Bylaws"); and

RESOLVED FURTHER: That Vestry hereby authorizes the Secretary (aka Vestry Clerk) to execute and deliver the ASP Bylaws and then directed that the executed ASP Bylaws be placed on file with the Parish and ASP records.

Nominations Committee Report

Jon Stroebel

Jon Stroebel, a member of the Nominations Committee to select candidates for election to the Vestry at the upcoming Parish annual meeting, updated the Vestry on the committee's actions. The committee has assembled a list of 20 potential candidates and is now looking to narrow the list to approximately seven candidates to stand for the four open Vestry positions. The outreach has commenced, and the committee expects to report their final selections as the next Vestry meeting in April.

Senior Warden's Report

Jonathan Stroebel

Jon Stroebel, Senior Warden, reported that Gary Wieder, the Parish's family pastor, has identified a couple to serve as youth ministers; however, the Vestry noted this hiring is dependent upon finalization of the 2019 budget and prioritization of the use of KC funds over the next several years.

Junior Warden's Report

Charles Fiegl

Charles Fiegl, Junior Warden, reviewed his report sent in advance of the meeting, including the projected spending on facilities' projects through 2025, as compiled by the B&G committee. He also reviewed the proposed budget for operating maintenance and repairs, or OMR, for 2019.

Rector's Report

Rev. Ed Kelaher

As Father Ed had left the meeting earlier with Brit and Mark Frazier, there was no Rector's report.

Priest Assistant's Report**B.J. Buracker**

Father BJ Buracker shared with the Vestry that he is excited to welcome Brit Frazier as a new member of the Parish clergy in August. Father BJ related that Brit and he have been reviewing how they will apportion their ministries within the Parish, and while there will necessarily be some overlap, they will have different areas of focus: BJ will be interested more in "Go" and Brit will concentrate more on "Grow."

Old Business / New Business**Rip Wilson**

The Vestry then reviewed the list of open action items listed in the February minutes.

Susan Billington noted that she will meet with the ASP director to start the process for obtaining bids for the refurbished playground, which is currently in the 2020 budget submitted by the B&G committee.

The members of the special committee to oversee the organ refurbishment project reported that the committee met before the meeting and expects to receive additional bids for this work within the next several weeks.

Jon Stroebel will speak with the KC co-chairs and present the Vestry's overall views regarding priorities for these funds in time for the April Vestry meeting.

The Vestry discussed timing for a final review of new Parish committee structure. Elizabeth Wrege and Cindy Wade agreed to provide a final recommendation for the Vestry's consideration at the April meeting. Given their work on designing the new Parish committee structure, Elizabeth and Cindy also agreed to take the lead on developing the new strategic plan for the Parish in the upcoming year.

Action Items**All**

The Vestry then reviewed the outstanding action items from the January minutes. Following is the current list of action items.

No.	Action Item	Lead	Date assigned	Target Date
New items				
1	Lead process for updating Parish strategic plan	E. Wrege, C. Wade	3/19/2019	2H2019
2	Obtain bids to refurbish ASP playground by 2020	S. Billington	3/19/2019	As soon as practicable
3	Review implications of indemnification provisions under ASP and Parish bylaws	R. Wilson	3/19/2019	As soon as practicable
4	Hire a development person for KC and Annual Giving campaigns	C. Dunlop	3/19/2019	As soon as practicable
	Agree on priorities for KC funds for 2019 and beyond	J. Stroebel	3/19/2019	April Vestry meeting
	Finalize 2019 pledge to Diocese of Washington	J. Stroebel, C. Buckingham	3/19/2019	As soon as practicable
Carry-over items				
5	Hire youth ministers when budget and spending priorities permit	E. Kelaher	3/19/2019	As soon as practicable
6	Complete review of "super" committee structure with goal of implementing in early 2019	E. Wrege, C. Wade	10/16/2018	April Vestry meeting
7	Mailing of written notice of the place, day and hour of 2019 Annual Parish Meeting, and the purposes for which the meeting is called (by no later than April 19, 2019)	E. Kelaher	1/15/2019	4/19/2019

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No.	Action Item	Lead	Date assigned	Target Date
8	Document B&G information from Bill Garner	E. Kelaher	1/15/2019	Mid-2019
9	Appointment of Committee of Tellers by Vestry for 2019 Annual Parish Meeting	E. Kelaher	2/19/2019	On or before April Vestry meeting
10	Review and approve 2019 Budget	C. Buckingham	2/19/2019	April Vestry meeting
11	Provide bids to refurbish organ for consideration and approval by Vestry	S. Awad, C. Wade	2/19/2019	As soon as practicable
12	Publication of Parish directory	E. Kelaher	2/19/2019	As soon as practicable

Adjournment and Prayer

Jon Stroebel

There being no further business to discuss, Stefan Awad led the Vestry in a closing prayer. The meeting adjourned at approximately 9:30 PM.

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EXHIBIT A

**Proposed Amendments of the By-Laws of All Saints Preschool
(as presented to Vestry in advance of the March 19, 2019 meeting)**

The proposed changes are underlined.

A brief summary of the purpose of each amendment is also included.

A final clean draft will be prepared if approved.

BY-LAWS OF
ALL SAINTS PRESCHOOL

Effective March __, 2019

ARTICLE I

Name and Location

- Section 1. The name of the school shall be All Saints Preschool, hereinafter referred to as the School.
- Section 2. The School shall be conducted in the parish educational facilities of All Saints Church, Chevy Chase Parish, Diocese of Washington located at 3 Chevy Chase Circle in Chevy Chase, Maryland 20815, hereinafter referred to as the Church.

ARTICLE II

Objectives

- Section 1. The School shall maintain and perpetuate the highest possible standards to provide a developmentally appropriate curriculum to the greatest number of children commensurate with the mission of the school and the resources available, bearing in mind the school's desire to foster character building and spiritual values.
- Section 2. The School shall operate a program of education designed to meet the expectations of its constituents and the needs of the community for pre-school education.
- Section 3. The School shall function as a ministry within the Church ~~Corporation~~, with current operating expenses borne by registration fees, capital fees, tuition fees, gifts, grants and donations.

ARTICLE III

Relationship between Church and School

- Section 1. *Identity.* The School shall function as an extension of the mission of the Church, subject to the consent of the Vestry of the Church. The School shall offer its program to students regardless of race, gender, color, religion or national or ethnic origin. The Rector of the Church is canonically entrusted to promote the spiritual life of the Church, and hence, of the School. The Rector helps parishioners appreciate how the ministry of the School relates to parish life and Christian nurture. The Rector and the Director of the School cooperate in articulating the School's identity as an Episcopal Church School.
- Section 2. *Responsibility.* Control and fiscal responsibility for School operations shall rest with the Rector, Wardens and Vestry of the Church, a parish in the Diocese of Washington and a non-profit religious institution located at 3 Chevy Chase Circle, Chevy Chase, Maryland.
- Section 3. *Delegation of Operational Authority.* The All Saints Vestry shall be fiscally and operationally responsible for the School, providing policy, organizational structure, and oversight of the School's business. The Advisory Board, in its wisdom and experience, shall provide academic, professional, and operational guidance to the School, while ensuring that the School operates in harmony with the Church, safeguarding both the original vision of the School and its future.

[The purpose of the proposed amendment is to bring the Vestry to the fullness of participation, knowledge, and interest in our Preschool and to eliminate a cumbersome two-step approval process for funding, approvals, action items, etc.]

- ~~Section 4. *Communication and Reports.* The Rector, Wardens and Vestry, in cooperation with the Board, shall have sufficient knowledge of the School's history, philosophy and operations to ensure that the Church and School share a common purpose and resources. To this end, the Board shall comply with the Vestry's requirements for adoption of the School's annual budget and comply with other Vestry requests for information.~~

[Article III, Section 4 shall be deleted as it adds nothing to what is already stated or implied elsewhere and merely provides excess wordiness.]

ARTICLE IV

School Advisory Board

Section 1. The purpose of All Saints Preschool Advisory Board (the Advisory Board) is to provide guidance, wisdom, and direction regarding the School's academic, scholastic, and developmental operations. Advisory Board members are chosen to be overseers of the School's academics and to hold its goals in sacred trust.

[The purpose of the amendment is to harmonize and clarify the Board's (now called the Advisory Board) role in light of the changes made in Article III, Section 3 above.]

Section 2. Membership on the Advisory Board shall consist of not fewer than 5 members and not more than 15 members as determined by the Advisory Board. The slate of Advisory Board nominees shall be selected by the Advisory Board with consultation from the Rector and be appointed to the Advisory Board upon Vestry approval.

a.) One person shall be the designated liaison to the Advisory Board from the Church Vestry and will be a non-voting member.

b.) The majority of the Advisory Board shall be parishioners.

c.) The Rector and Wardens shall serve as ex-officio, non-voting members of the Advisory Board.

[The purpose of the amendment is to eliminate the reference to "The Governance Committee" of the Board in light of the changes of officers in Article VI, Section 6 below and ending an additional cumbersome layer of procedure to what is intended to be simpler and more efficient.]

Section 3. The regular term of an Advisory Board member shall be for a period of three years. Advisory Board members may serve two consecutive terms. Following a second term, at least one year must pass before a former Advisory Board member may be appointed.

a.) The terms of the Advisory Board members shall be staggered.

b.) New Advisory Board Members and any Advisory Board Member filling an unexpired term, shall be nominated by the Advisory Board to the Vestry for the Vestry's election or appointment thereto.

[The purpose of the amendment is to be consistent by eliminating the reference to the "Governance Committee" and to streamline the process for new Advisory Board member and replacement Advisory Board member nominations.]

Section 4. No voting Advisory Board member may receive a salary from the School or the Advisory Board for services as a member. A Advisory Board member may be compensated for services other than as an Advisory Board member and may be reimbursed for travel, out-of-pocket expenses and other expenses incurred in conducting business for the School Advisory Board as may be properly authorized by the Advisory Board.

~~Section 5. The Governance Committee of the Board will present a slate of nominees for the Board. Upon the Board's approval, the slate of nominees will go to the Vestry for appointment.~~

[Section 5 shall be omitted in light of the provisions of Article IV, Section 3 above regarding nominations. Each of the following paragraphs is renumbered accordingly.]

Section 5. Conflicts of Interest. An Advisory Board member shall disclose to the Advisory Board any relationship with any person, corporation, or other entity with which the School proposes to enter into any contract or other transaction, which will or may result, directly or indirectly, in financial gain or advantage to the Advisory Board member by reason of such relationship. If the Advisory Board member shall fail to make this disclosure before the School enters into the contract or transaction, the Advisory Board may terminate the term of the Advisory Board member.

Section 6. Meetings of the Advisory Board and the operations of the Advisory Board shall be called and presided over by the School's Director. Upon the approval of the Vestry, the Advisory Board may elect from its membership a Secretary for the keeping of minutes and other records, and other officers that it deems necessary.

[The purpose of the amendment is to reform and simplify the Advisory Board's operations by placing Advisory Board meetings and operations under the Preschool Director, removing the need for a Chair and Vice Chair. The need for a separate Treasurer is also eliminated as the Vestry would be directly responsible for the fiscal operations of the Preschool, eliminating another layer of administration, as addressed in Article III, Section 3 above.]

Section 7. In keeping with the Canons of the Church and Diocese, the Rector is responsible for all employment hirings and terminations of the Parish. The Rector shall be responsible for selecting a Director of the School, using such searching, recruiting, and advisory input of the Vestry and Advisory Board as

might be helpful and proper. The Rector shall be responsible for the care, support and evaluation of the Director. Authority for the direction of school life, including staff and the administration of programs, shall be the responsibility of the Director, under the authority of the Rector.

[The purpose of the Amendment is to remove potentially confusing provisions about employee management and the Rector's role. The amendment brings us into conformity with Canons of the Diocese and the National Church, and with the Bylaws of the Parish.]

- Section 8. The Advisory Board may establish one or more committees, including a parent volunteer committee of such purpose as the Advisory Board may define, and/or recruit other individuals deemed warranted and appropriate by the Advisory Board, to assist the Advisory Board in fulfilling the objectives of the School. Any committee established by the Advisory Board shall be chaired by an Advisory Board member. The chair of any committee shall provide regular reports to the Advisory Board.

[The purpose of the amendment is to honor the consideration of further parent involvement as the Advisory Board may desire in its wisdom.]

ARTICLE V

Indemnification of Trustees and Officers

- Section 1. The School shall indemnify each person, along with their heirs and personal representatives, who is serving or has served as a trustee or as an officer of the Advisory Board, against all liabilities and personal expenses actually and reasonably paid or incurred in connection with the defense of any action, suit or proceeding resulting from or related to that service as a trustee or officer, to the extent that the Vestry or the School has effective insurance coverage for such liabilities and expenses, and only to the extent that the trustee or officer is not insured under any other policy of insurance covering such liability and expenses.

ARTICLE VI

Amendment and Adoption of By-Laws

- Section 1. These by-laws may be amended by a two-thirds vote of the Vestry and with the consent of the Rector.

[The purpose of the amendment is to once again eliminate a cumbersome two-step process of governance and to bring these Bylaws into conformity with the actual authority and roles of the Vestry and the Advisory Board.

ARTICLE VII

Dissolution

Section 1. In the event of dissolution of the School, all assets, after the payment of all debts, shall be transferred to a common Church fund.

Originally Approved: August 2008

Revised and Approved by Preschool Board: December 13, 2012

Ratified by the All Saints Church Vestry: January 15, 2013

Revised and Approved by Preschool Board: February __, 2019

Ratified by the All Saints Church Vestry, March __, 2019

Duly ratified by the Chevy Chase Parish, All Saints Church Vestry, March __, 2019.

Rip Wilson, Vestry Clerk