



3 Chevy Chase Circle
Chevy Chase, MD 20815

**Vestry Meeting Minutes
August 18, 2018**

ATTENDANCE

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

✝	Rev. Ed Kelaher		Dan Battle – '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>	✝	Todd Miller
✝	Elizabeth Wrege – '20 <i>Assistant Clerk</i>		

Half-day Vestry Off-Site Retreat

Agenda

- 9 - 9:30AM Todd Miller: History of All Saint's and Future Management Priorities and Challenges
- 9:30 - 10:00 AM Father Ed and Father Nate's vision for the 2019 vestry
- 10:15 - 10:30 AM Coffee Break
- 10:30 - 12 PM Vestry peer-to-peer discussion
- 12:00 – 1:00 PM Working lunch and identifying items for follow up
- 1:00 PM Dismissal

DETAILS OF THE MEETING

Prayer for Wisdom, Guidance and Grace

Rev. Ed Kelaher

A quorum being present, Father Ed+ called the meeting to order at approximately 9:10 AM, and led the Vestry in an opening prayer.

History of All Saint's and Future Management Priorities and Challenges

Todd Miller

Todd Miller was invited by the Vestry to provide his perspective regarding the Parish as an active parishioner for multiple decades. Todd led the discussion based on an outline provided to the Vestry, a copy of which is attached to these minutes as Exhibit A.

Todd reminded the Vestry that change within the Parish will inexorably happen, and therefore, we should embrace such change. That said, the Vestry should carefully consider the impact of any proposed changes on the various Parish constituents, particularly long-term parishioners. Accordingly, change should be thoughtfully communicated to all constituents. Based on his experience, Todd asked the Vestry to take its time in making decisions, and once made, the Vestry should live with them for a period of time.

The Vestry then discussed the points raised by Todd regarding his list of management priorities and challenges.

Rector's Perspective regarding the Vision for 2018/19 Vestry

Rev. Ed Kelaher

Building off Todd's viewpoints, Father Ed reviewed his priorities for the Vestry, including the need to develop the appropriate tactical and strategic structure within the Parish such that the operational side is not dependent on the Rector. He offered that further half-day Vestry retreats may be necessary to achieve this goal. Father Ed then discussed his priorities, many of which were outlined in "A Recent History of the Progress of the All Saints Church Vestry and What is Needed Next," which was previously circulated to the Vestry. He reminded the Vestry that the Parish's management structures and systems continue "to lag behind the velocity and voltage of our ministries, activities, pastoral needs [and] growth." While the Parish has made huge strides and has many ongoing improvements underway, Father Ed asked the Vestry to focus on our need for an orchestrated, focused, and comprehensive effort to sharpen and discipline the Parish's management across the board.

Fathers Ed and Nate then led a discussion about the life cycle of a parish. They conveyed that they had participated in discussions at a recent conference around Tony Morgan's thesis of "The Unstuck Church," which deals with breaking out of the normal the life cycle of a church. The Vestry reviewed and discussed the seven stages of a parish's life – Launch, Momentum Growth, Strategic Growth, Sustained Health, Maintenance, Preservation and Life Support. Father Ed noted that our Parish is likely in the Sustained Health phase after years of growth in the number of parishioners, as well as increased financial resources through the increased generous giving efforts and the ongoing capital campaigns. The current challenge for our Parish is to avoid unconsciously slipping into the complacent Maintenance phase. Accordingly, the ministry and Vestry must continually look to renew its vision, turn its focus outward, and clarify a simple discipleship path that removes unnecessary complexity.

Father Nate then supplemented the discussion about the Parish's life cycle with further updates regarding personnel changes within the Parish to improve the quality and efficiency of the Parish's core mission of nurturing and supporting God's ministry. He also outlined the potential for new breakthroughs in the Parish's ministries and missions now that the recent capital campaigns have provided more financial flexibility, such as hiring additional priests. Father Nate's request was that the Parish find ways to simplify its efforts, such that we do a few things very well, rather than many things "pretty well."

Vestry Discussion

All

Before further discussion, Elizabeth Wrege requested that the Vestry formerly decide whether the Vestry's goal for the 2018/19 year should be improving the Parish's management structures and systems. Following discussion, upon motion duly made and seconded, the members of the Vestry unanimously:

RESOLVED: That the principal theme of the 2018/19 Vestry is "Management," with the goal of improving the Parish's management systems and structures to better serve its ministries and missions.

The Vestry then used the following materials that had been distributed either before or at the meeting as the starting point for discussion:

- 2013 Strategic Plan for the Parish
- A review of ASC Committee structure, prepared by Rip Wilson (copy attached as Exhibit B)
- ASC Committee Structure Suggestion, prepared by Elizabeth Wrege (copy attached as Exhibit C)

After reviewing these materials, the Vestry discussed how to initiate potential management improvements, and it was agreed by the Vestry that improving and streamlining the operational committee structure would be the first place to start. Following discussion, the Vestry agreed to outline a super committee structure that would oversee the Parish's business functions. Vestry members considered that super committees:

- (1) should include at least one member of the Vestry so that there is a clear reporting line to the Vestry;
- (2) may be chaired by non-Vestry members so that continuity will continue as Vestry members terms expire;
- (3) should include, where appropriate, relevant subject matter experts within the Parish (*e.g.*, human resources and finance experts), as well as tap the network of former Vestry members;
- (4) should include, where appropriate, a Parish staff member as a liaison to the day-to-day management of the Parish's business affairs; and
- (5) could delegate tasks within the scope of their charters to subcommittees and/or task forces; however the relevant super committee would ultimately be responsible for overseeing and reporting all such delegated tasks.

The initial proposal for the super committees was as follows:

Committee	Proposed Vestry Member	Proposed Staff Liaison
Administrative and Governance	Jonathan Stroebel	Lois McDonald
Ministry and Mission	Bill Gray	a Parish priest TBD
Financial Management	Cary Buckingham	Smythe Kannapell
Facilities (Buildings & Grounds)	Charles Fiegl	Bill Garner

The Vestry agreed that each committee would need a new charter drafted to outline its membership and the powers delegated to it by the Vestry. Moreover, the Vestry recognized that current Bylaws of the Parish should be amended to reflect the final committee structure once the Vestry formally agrees, whereupon the amended Bylaws would be submitted to the full Parish for approval at the next annual meeting in May 2019.

Father Ed also noted to the Vestry that he has his own informal advisory board comprised of former members of the Vestry from whom he regularly seeks counsel and guidance. The Vestry then discussed Todd Miller’s suggestion to have permanent strategic planning committee to continue to build off of the changes in management structures and systems to be made this year and assure that they remain appropriate and effective for the Parish’s needs as it evolves over time.

Action Items	All
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Following this discussion, the Vestry agreed to the following action items:

- 1) Elizabeth Wrege to circulate a revised summary of the super committee structure proposal discussed at this meeting for further consideration by the Vestry.
- 2) Father Ed and the Parish staff to review the current list of over 100 ministries supported by the Parish and evaluate whether there was a way to consolidate them into a fewer number of larger, more impactful ministries.
- 3) Father Ed to provide the Vestry an organizational chart for the Parish staff, including an update on the recent 13 changes in staff members roles and responsibilities. [Post-meeting note: Father Ed circulated an email from Lois McDonald to the Parish staff outlining these 13 personnel changes.]
- 4) Todd Miller and Father Ed to provide a draft of the amended bylaws for consideration by the Vestry and then approval by the Parish at its next annual meeting.
- 5) Vestry to work with Father Ed to better understand the informal advisory boards used by Father Ed and how these informal advisers may impact the current’s Vestry “Management” mission.
- 6) Father Ed to provide the Vestry with a summary of the current Parish membership information and any polls of parishioners regarding professional and other skills to assist the Vestry in considering potential nominees for the new super committees.

There being no further business to discuss, Father Ed+ closed the meeting with a prayer at approximately 1:00 PM.

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Exhibit A

History of All Saint's and Future Management Priorities and Challenges (Todd Miller)

I have been asked to focus this morning on three areas:

- A history of All Saints since late 1975 when June and I first came here.
- The progression of All Saints since September 11, 2011 when the Ed became rector.
- Future management priorities and challenges.

All Saints- Late 1975 through September 10. 2011:

- Dr. Berger
- Stuart Irvin
- Philip Cato
- Carloyn Spigner
- AI Zadig
- Marsha Wilkinson
- Paul Zahl
- Bishop Salmon

All Saints - September 11 . 2011 through August 18. 2018

- The Kelaher years

Future Management Priorities and Challenges

- Change
- Ed
- Supplemental Oversight and Diocesan Relations
- Stewardship
- Building and Grounds
- Communications
- Pre-School
- Volunteers
- Coordination of Activities
- Personnel (or Human Resources) Committee
- Finance Committee and Accounting Matters
- Unanticipated Events

Exhibit B

Review of Existing Committee Structure (prepared by Rip Wilson)



Food for Thought: Review of Existing Committee Structure and more

DRAFT July 26, 2018, revised August 3 based on feedback
In preparation for Vestry Retreat on August 18, 2018

9/15/2018 DRAFT Review of ASC Committee Structure Revised 1



Summary of Ed's vision of management needs *(paraphrased from his memo to the Vestry about What's Needed Next)*

- **Financial management** needs to be strengthened and more transparent through:
 - Finance committee
 - Audit committee
 - Updated accounting systems and policies
- **Personnel** committee
 - Assist with hiring and resourcing expanding Parish activities
- Review and update **committee structure** so that the committees are accountable and productive working groups
- Parish growth – evaluate **church service schedule** to increase Parish participation on a weekly basis (*underway*)
- **Preschool** – improve the integration and transparency of the ASP into the Parish
- **Building & grounds** – continue to build on the momentum and plans of existing B&G committee as supported by Kingdom Campaign funds (*underway*)
- **Rectory purchases** to support growing staff and minimize costs – review as part of Kingdom Campaign and planned giving efforts
- New leadership for **an annual giving** to replace Jonathan and build on the momentum he's created over recent past

9/15/2018 DRAFT Review of ASC Committee Structure Revised 2

ASC 2013 Strategic Plan: Three areas of our church family life

High-level overview:-
paraphrased from 2013
Strategic Plan



ALL SAINTS CHURCH
Sharing Christ's Love

Worship	Administration	Ministry & Programs
<ul style="list-style-type: none"> Tradition of worship Worship schedule 	<ul style="list-style-type: none"> Stewardship/giving Finance Facilities Human Resources Communications & Public Relations 	<ul style="list-style-type: none"> Over 60 ministries Parish ministry, such as: <ul style="list-style-type: none"> Children & adult education Family outreach Pastoral care Local outreach Global outreach All Saints preschool Thrift shop

Threshold Question for Vestry: Should our principal focus be on "Administration" (i.e., Management)?

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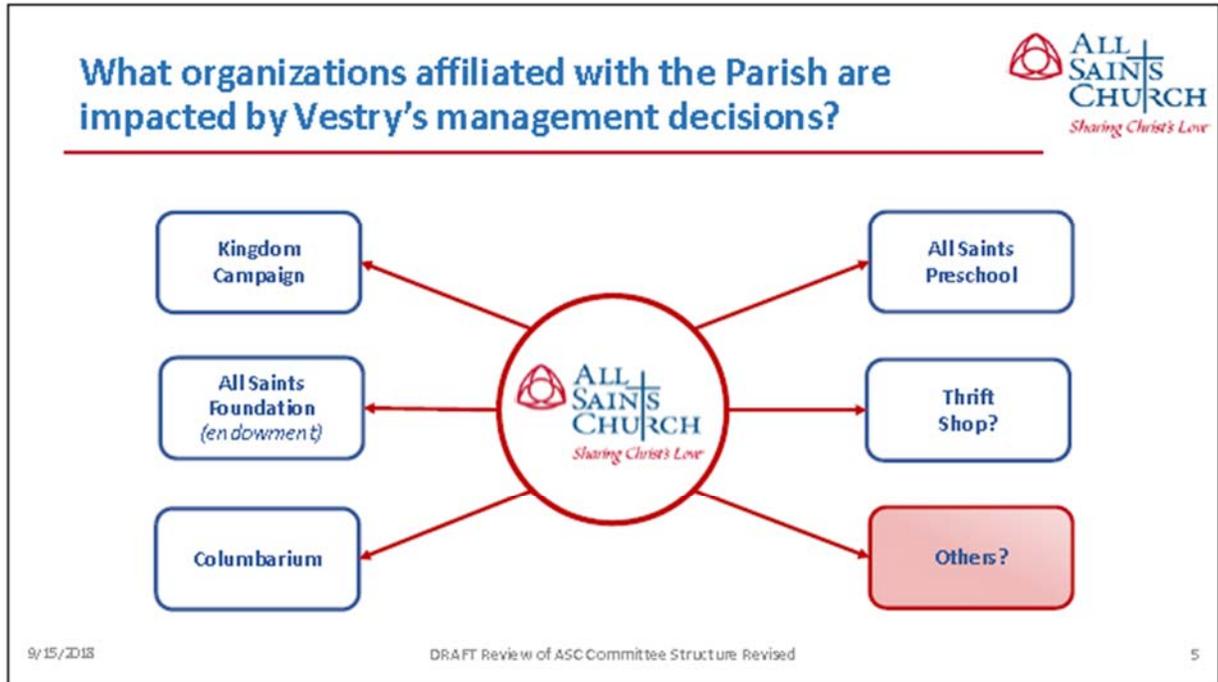
Vestry's prescribed roles and responsibilities



ALL SAINTS CHURCH
Sharing Christ's Love

- Powers and Duties of Vestry (Article III, Section 9 of Bylaws)**
 - 1) Adopt an annual Parish budget;
 - 2) Conduct the business affairs of the Parish;
 - 3) Manage the property of the Parish; and
 - 4) Take any actions deemed necessary or desirable in the conduct of the business affairs of the Parish as it may think most advantageous to the interest of the Parish. *(emphasis added)*
- Committees (Article IV of Bylaws)**
 - Committees have the authority of Vestry to extent provided by resolution of the Vestry, but shall not relieve the Vestry of any responsibility imposed by civil or canon law
 - Each committee shall include a minimum of two Vestry members and shall report to Vestry as directed by Vestry
 - Based on outcome of retreat, consider whether to amend this two-member requirement
 - Executive Committee = Rector, Senior Warden, Junior Warden, Secretary, Treasurer and *the Personnel Committee Chairperson(?)*, with such powers as Vestry confers to it
 - Determine whether there is a role for the Executive Committee

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Review of vestry committees and consultants



<p><u>Per 2017 Annual Parish Report</u></p> <ol style="list-style-type: none"> 1) All Saints Preschool Board (Members) – Allison Ottenbein, Chair 2) Audit Committee (3) – Don Dever, Chair 3) Building and Grounds (14) – Jr. Warden 4) Columbarium Committee (3) – Tom Parker, Chair 5) Foundation Board (3) – Todd Miller, Chair 6) Generous Giving Committee (3) – Jonathan Stroebe, Chair 7) Human Resource Consultants (3) 8) Insurance Committee (2) 9) Kingdom Campaign Committee (many) 10) Security and Safety Task Force (5) – John Carlsrud, Chair 11) Strategic Planning Committee (3) – Stuart McFarland, Chair 12) Special Consultants (1) – HC consultant 	<p><u>Committees proposed in 2018 ASC Strategic Plan</u></p> <p><i>Administration/Membership recommendations</i></p> <ol style="list-style-type: none"> 1) Finance committee 2) Stewardship Committee (aka Generous Giving) 3) Facilities committee (aka Building and Grounds) 4) Human Resources Committee 5) Communications and Public Relations Committee <p><i>Ministry and Programs recommendations</i></p> <ol style="list-style-type: none"> 1) Ministry and Program Coordination Committee <p><i>Other committees mentioned in Bylaws, Vestry Briefing Book, or at Vestry meetings:</i></p> <ol style="list-style-type: none"> 1) Finance committee – Stuart McFarland, Chair (1) 2) Personnel Committee (1), reference to chair of this committee in Article IV Section 2 of the Bylaws 3) Governance Board (sub-committee of the ASC Preschool Board) 4) Endowment and Investment Fund Committee 5) Columbarium Committee 6) Others?
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Broad participation by the Parish:
46 separate individuals participate on 12+ committees, not including the many participants on the Kingdom Campaign committee.

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What do we want from each committee?



Possible suggestions:

- 1) Should we simplify the committee structure?
- 2) Develop or review/update the charter or Bylaws for each committee (outlining roles and responsibilities)
- 3) Vestry member representation on the committees – Bylaws require a minimum of two – should we amend this requirement?
- 4) Regular reporting to vestry from each committee (what's the form and frequency?)
- 5) Opportunity to present/ask questions of committees during one or more vestry meetings per year
- 6) Should members of each committee be appointed (or re-appointed) by Vestry annually (or some other periodic basis)? What should be the process?
- 7) What role, if any, should the Executive Committee have?

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DRAFT Review of ASC Committee Structure Revised

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What does the “business” side of the Parish look like today?



- What is the current organization chart for ASC? What should it look like in one year's (or two year's) time?
- Is there a *de facto* “business manager” for the day-to-day operational activities? Should there be one?
- **Fellow Vestry members: What other info should we review in advance of the half-day retreat?**

Ed and/or Nate: Would it be possible to answer some or all of these questions in advance of the half-day retreat so that we have information to inform our discussions during the retreat?

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**One person's view:
Four principal business activities of the Parish**



Fundraising/Giving	Finance & Operations	Building & Grounds	Personnel
<ul style="list-style-type: none">Generous Giving (annual)Kingdom CampaignPlanned Giving (bequests)Foundation	<ul style="list-style-type: none">Budgeting & financial reportingPaying billsInsuranceRelated ministries, such as All Saints Preschool, Columbarium,FoundationAuditStrategic Planning	<ul style="list-style-type: none">Building & groundsSafety & Security Task Force	<ul style="list-style-type: none">HiringResourcing activitiesCompensation

Suggestions only – We can change the names of the committees to reflect responsibilities allocated to each committee

Turns out this structure is similar to the committee structure that proposed in 2013 Strategic Plan under "Administration," except that it does not have a separate Communications and Public Relations Committee

Streamline the committee structure from 12+ today to 4 "super" committees, and then delegate activities out to task forces and/or parishioners who are subject matter experts

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Discussion

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Exhibit C
ASC Committee Structure Suggestion (prepared by Elizabeth Wrege)

All Saints Church Committee Structure Suggestion

Vestry Retreat August 18, 2018

Considerations:

"Super" committees are chaired by a vestry member who can also serve as committee chair

Each committee's responsibilities are in line with the long-range vision of ASC

Each committee chair is liaison to a ASC staff position

Each vestry member will be assigned to at least one committee

Each committee will regularly report to their "super" committee

Each "super" committee will regularly report to the vestry

ADMINISTRATION/GOVERNANCE

Executive Committee

Nominating/Succession Planning Committee

Strategic/Long-Range Planning Committee

Personnel/Human Resources Committee

Communications / Public Relations

FINANCIAL MANAGEMENT

Finance and Accounting Committee

Audit Committee

Insurance Committee

Foundation Committee

Stewardship Committee

! Subcommittees:

* Generous Giving

* Kingdom Campaign

* Planned Giving

* Other

PRESCHOOL

School Governance Committee

School Finance Committee

School Operations Committee

School Festival Committee

School Gala Committee

FACILITIES

Building and Grounds Committee !Subcommittee

* Landscape Committee

Columbarium Committee

Security and Safety Committee