

**Vestry Meeting Minutes
April 23, 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> | ✝ | Jonathan Musser <i>Priest Assistant</i> |
| ✝ | Elizabeth Wrege – '20 <i>Assistant Clerk</i> | ✝ | Gary Weider <i>Family Pastor</i> |

EXECUTIVE SUMMARY / ACTIONS AT A GLANCE

| | |
|--|-----------------------------------|
| ✝ A quorum was present | ✝ Report of Nominations Committee |
| ✝ Review and approval of minutes | ✝ Senior Warden's report |
| ✝ Preschool report | ✝ Junior Warden's report |
| ✝ Report on revised Parish committee structure | ✝ Rector's report |
| ✝ Treasurer's report | ✝ Priest assistant's report |
| ✝ Parish annual meeting update | ✝ Old and new business |
| ✝ Kingdom Campaign update | ✝ Action Items |
| | ✝ Adjournment |

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 7:05 PM, and Family Pastor Gary Weider led the Vestry in an opening prayer. Gary then left the meeting.

As the first item of business, Father Ed expressed his joy with the slate of Vestry candidates to be presented to the Parish at May's annual meeting. Father Ed then recognized the four members of the Vestry who will be ending their service effective as of the annual meeting and noted their great contributions to the Parish.

Review and Approval of Minutes

Rip Wilson

Vestry Clerk, Rip Wilson, reviewed the minutes of the Vestry meeting held on March 19, 2019, a draft of which had been circulated in advance of this meeting. 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 March 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.

Preschool Report

Susan Billington

Susan Billington, the Vestry's liaison to All Saints Preschool (ASP), provided an update on the school's progress in obtaining bids for the refurbished playground, which is currently in the 2020 budget submitted by the Building & Grounds ("B&G") committee. Susan distributed to the Vestry a written summary regarding the status of the playground refurbishment project. Susan reported that the ASP director, Lisa Hollingsworth, has convened a Playground Committee consisting of parents, teachers, ASP Board members and friends of the school to shepherd this project. She noted that she was pleased to have on the persons on the committee with expertise in landscape design and permitting processes. Currently, Lisa is working with the committee to envision the new playground and secure bids for the work, including a bid from the same vendor that installed ASP's new "Tot Lot." While the playground project is currently included in the 2020 B&G budget, she explained that it would be ideal if the project could be completed in August 2019 during ASP's summer vacation.

Susan concluded by saying that God has richly blessed ASP with gifted and dedicated teachers and staff, as well as beautiful facilities; ASP's enrollment is increasing, and the future of the school is bright. Father Ed then thanked Susan for her leadership in making effective change during these past years to set the school up for greater success in the future.

Report on Revised Parish Committee Structure

Elizabeth Wrege & Cindy Wade

As the capstone for the Vestry's "Year of Management," Elizabeth Wrege and Cindy Wade led the Vestry through a review of the new governance and committee structure for the Vestry and Parish. Elizabeth distributed copies of the new governance structure for the Vestry to review (see Exhibit A attached to these minutes). Elizabeth and Cindy then reviewed the general governance structure, as divvyed up between the

business of the Parish overseen by the Vestry and the ministry of the Parish overseen by the Rector. Elizabeth noted that Cindy and she had worked with Parish staff to arrive at this proposal to streamline the management process and improve accountability. Elizabeth also reminded the Vestry that under the proposed amendment to the Parish Bylaws presented for approval at the upcoming Parish annual meeting, the Vestry will be empowered to designate regular and special committees going forward. After discussion, Father Ed and the Vestry thanked Elizabeth and Cindy for this important work and recommended that the proposed structure be presented to the new Vestry at its May meeting and then be implemented at that time.

Father Ed then thanked the Vestry for its work this year on improving the Parish's management structure and policies and noted that based on his experience at other parishes, he would propose that the theme for next year's Vestry would be "Nuture," *i.e.*, to consolidate the many advancements from the past few years to ensure they take hold before taking on a new mission. Father Ed also noted that he's working with the Parish staff to pull together a program and materials to train new Vestry members. The Vestry agreed that this was a good idea. Father Ed finished by thanking the Vestry for its "can do" spirit this year, and cited Cindy Wade as a recent example for her efforts in leading security committee and making important progress on this front.

Treasurer's Report**Cary Buckingham**

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

As the first item of business, Cary distributed to the Vestry a copy of the first quarter income statement for 2019 and 2018 and then reviewed the year-to-year differences, which the Vestry discussed. Cary then reviewed the 2019 budget, which had been previously circulated to the Vestry via email. As part of the discussion, the Vestry requested that in subsequent years, the budget materials submitted to the Vestry should include an executive summary with a narrative around the major assumptions and any material changes from prior years' actual expenditures. After further discussion and upon motion duly made and seconded, the members of the Vestry unanimously:

RESOLVED: That the Vestry hereby approves the 2019 budget for the Parish in the form presented to the Vestry prior to this meeting.

In connection with the review of the 2019 budget, members of the Vestry inquired about why the Thrift Shop was not included therein, particularly given other Parish missions (such as the ASP) had been brought within the Parish management structure as part of the Vestry's management theme to improve transparency and accountability. Father Ed outlined the history of the Thrift Shop and its generous support of the group Women of All Saints, or WAS. Father Ed also noted that the Parish currently does not have access to the books, records and bank accounts of the Thrift Shop. The Vestry noted that while it appreciates the history and goodwill generated by the Thrift Shop, having the Thrift Shop operate outside of the Parish's purview was not consistent with best practices and should be rectified by bringing the Thrift Shop in line with the Parish's other missions. After further discussion and upon motion duly made and seconded, the members of the Vestry unanimously:

RESOLVED: That the All Saints Thrift Shop (the "Thrift Shop") is a part of the Parish's mission and therefore should be (A) subject to direct oversight and control by the Parish and (B) consolidated within the Parish's books and records; and

RESOLVED, FURTHER: All of the Thrift Shop's books, records and cash on hand shall be transferred to the Parish; and

RESOLVED, FURTHER: Any and all accounts with financial institutions (*e.g.*, checking, savings and credit card accounts) in the name of the Thrift Shop and/or its staff and related in any way to the business or mission of the Thrift Shop shall be transferred into the name of Parish, and if such transfer is not possible, then such accounts shall be closed and any funds therein transferred to the appropriate Parish account; and

RESOLVED, FURTHER: That the Vestry hereby adopts the form of any votes or resolutions necessary to open and maintain accounts with any financial institution engaged by the Parish or the Thrift Shop for purposes of the foregoing resolutions if (i) in the opinion of the Senior Warden, the Treasurer, any Assistant Treasurer or the Secretary executing the same, the adoption of such votes or resolutions is necessary or desirable, and (ii) the Secretary evidences such adoption by inserting in the minutes of the meetings of the Vestry copies of such votes or resolutions, which will thereupon be deemed to be adopted by the Vestry with the same force and effect as if presented at this meeting; and

RESOLVED, FURTHER: That the Vestry officers, Rector and Parish staff, each acting singly, are hereby authorized and directed to take any and all actions, and to execute any and all documents, agreements, certificates and instruments, as they deem necessary or desirable to carry out the purpose and intent of, and to consummate, any and all of the transactions contemplated by and of the foregoing resolutions.

The Vestry then requested that Father Ed inform both WAS and the members of the Thrift Shop of the Vestry's decision and the rationale therefor as part of the Vestry's charge to improve the Parish's management policies and systems with a goal of providing greater transparency and accountability.

The Vestry then inquired about the level of communication of the financials to be shared at the upcoming Parish annual meeting. After discussion, the Vestry agreed that the Treasurer and/or Assistant Treasurer, with the Parish accountant's assistance, should provide a brief summary of the 2018 financials at the annual meeting.

As the next item of business, the Vestry reviewed the annual pledge to the Diocese of Washington, which was approved by the Vestry via email in accordance with the direction from the March Vestry meeting. Cary reminded the Vestry that the Parish's prior year's contribution was 4% of normal operating income ("NOI") for 2016 totaling \$78,575, and that the Parish has committed to increase its pledge by one percent each year. Accordingly, Cary and Jon Stroebel, working with Smythe Kannapell and Stefan Awad, recommended, a pledge of 5% of 2017 NOI (the proper year to be used), resulting in a pledge of \$100,988 for this year. After further discussion and upon motion duly made and seconded, the members of the Vestry unanimously:

RESOLVED: That the Vestry hereby ratifies and approves this year's pledge to the Diocese of Washington of \$100,988, which represents 5% of the Parish's 2017 normal operating income; and

RESOLVED, FURTHER: That the Vestry officers, the Rector and Parish staff, each acting singly, are hereby authorized and directed to take any and all actions, and to execute any and all documents, agreements, certificates and instruments, as they deem necessary or desirable to carry out the purpose and intent of, and to consummate, any and all of the transactions contemplated by and of the foregoing resolution.

As the next item of business, Father Ed reviewed with the Vestry a proposed agenda for the Parish annual meeting to be held on May 19, 2019. Again, Father Ed expressed his joy in the six persons who have placed

their names before the Parish for election to the Vestry. The Vestry provided Father Ed with feedback and suggestions regarding the agenda for the annual meeting.

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 related that the KC committee is still working on organizing a celebration for the KC for either late May or early June. She also noted that timely acknowledgment of recent gifts now appears to be under control.

Report of Nominations Committee**Jon Stroebel**

Jon Stroebel reported on behalf of the Nominations Committee that a slate of six candidates was selected after much thought and prayer by the committee members for election to the Vestry. Jon noted that the committee reviewed a list of 20 potential candidates and narrowed the list to six candidates to stand for the four open Vestry positions: Julie Goodall Dever, Tony D'Emidio, Kathleen Dillon, Bryan Ingalls, Phoebe Miles, Edward Neufville III. The Vestry thanked the committee for its inspired work. After further discussion and upon motion duly made and seconded, the members of the Vestry unanimously:

RESOLVED: That the Vestry hereby ratifies and approves the Nominations Committee recommended slate of Parish members to stand for election to the Vestry at the Parish annual meeting on May 19, 2019: Julie Goodall Dever, Tony D'Emidio, Kathleen Dillon, Bryan Ingalls, Phoebe Miles, Edward Neufville III.

Senior Warden's Report**Jonathan Stroebel**

Jon Stroebel, Senior Warden, reported on the projected future cash flows for the KC, which he summarized in a handout distributed to the Vestry at the meeting. Jon first reviewed the expected timing of future cash receipts, including the assumptions around pledge yields. Jon then reviewed the current planned use of cash towards each of the KC's three pillars: Our Building (facilities), Kingdom Building (mission) and Future Building (endowment). The Vestry discussed the allocation amongst the three pillars and requested that at a future Vestry meeting, the co-chairs of the KC review with the Vestry the proposed allocation of future KC funds.

Following this discussion, Jon then asked the Vestry to consider the request by Gary Wieder, the Parish's family pastor, to hire youth minister(s) for the Parish, for which an allocation was included within the Kingdom Building mission in the cash flow projections. The Vestry discussed the importance of a youth program to our younger families as they grow, and issues that impact the current youth program, such as the loss of adolescents to other local churches with stronger young adult programs, defining the vision for the program and how to scale the program over time. The Vestry also discussed whether the use of KC funds in this manner was the best use of those funds and what might be alternative investments to fulfill the Kingdom Building mission. After more discussion and upon motion duly made and seconded, the members of the Vestry unanimously:

RESOLVED: That the Vestry hereby approves of the hiring of youth minister(s) in support of the Kingdom Building mission substantially on the terms set forth in the Kingdom Campaign cash flow projections distributed to the Vestry at this meeting; and

RESOLVED, FURTHER: That the Rector and Parish staff, each acting singly, are hereby authorized and directed to take any and all actions, and to execute any and all documents and agreements, as they deem necessary or desirable to carry out the purpose and intent of, and to consummate, any and all of the transactions contemplated by and of the foregoing resolution.

Junior Warden's Report

Charles Fiegl

Charles Fiegl, Junior Warden, offered a brief report on the new doors installed at the church's main entrance and the review of new security systems. Charles noted that once Bill Garner, the Parish facilities manager, completes his review of potential security systems, Bill will review with the options with Cindy Wade, as chair of the security committee.

Rector's Report

Rev. Ed Kelaher

Father Ed passed on his report since the substance thereof was included in earlier discussions during this meeting.

Priest Assistant's Report

Rev. Jonathan Musser

Father Jonathan shared with the Vestry sad news of the recent death of a friend, who was the founder of Jerusalem Peace Builders, in a plane crash and asked that the Vestry keep his friend and his family in our prayers.

Old Business / New Business

Rip Wilson

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

Susan Billington noted that she is meeting with the ASP director this week to review initial bids for the refurbished playground, which is currently in the 2020 budget submitted by the B&G committee.

Father Ed reported that Liz McReady will be returning to work for the Parish and will assume the KC development activities for a period of time, hopefully until a permanent person can be hired for this position.

The members of the special committee to oversee the organ refurbishment project reported that the committee is continuing to receive additional bids for this work, and once they are received, the committee will review all the bids and make a recommendation to the Vestry.

Action Items

All

Following is the current list of action items.

| No. | Action Item | Lead | Date assigned | Target Date |
|-----|---|----------------------|---------------|--------------------|
| | New items | | | |
| 1 | Adopt new Parish committee structure presented to the Vestry and implement the same with the new Vestry | E. Wrege, C. Wade | 4/23/2019 | May Vestry meeting |

| No. | Action Item | Lead | Date assigned | Target Date |
|-------------------------|---|------------------------------|---------------|------------------------|
| 2 | Agree on theme for the 2019-2020 Vestry year; Father Ed has proposed "Nurture" to consolidate the gains from the past few years | E. Kelaher, C. Buckingham | 4/23/2019 | May Vestry meeting |
| 3 | Update on the integration of the Thrift Shop within the Parish | E Kelaher | 04/23/19 | May Vestry meeting |
| 4 | Update on hiring of youth minister(s) | E. Kelaher | 04/23/19 | May Vestry meeting |
| Carry-over items | | | | |
| 5 | Lead process for updating Parish strategic plan | E. Wrege, C. Wade | 3/19/2019 | 2H2019 |
| 6 | Document B&G information from Bill Garner | E. Kelaher | 1/15/2019 | Mid-2019 |
| 7 | Provide bids to refurbish organ for consideration and approval by Vestry | S. Awad, C. Wade | 2/19/2019 | As soon as practicable |
| 8 | Review implications of indemnification provisions under ASP and Parish bylaws | R. Wilson | 3/19/2019 | As soon as practicable |

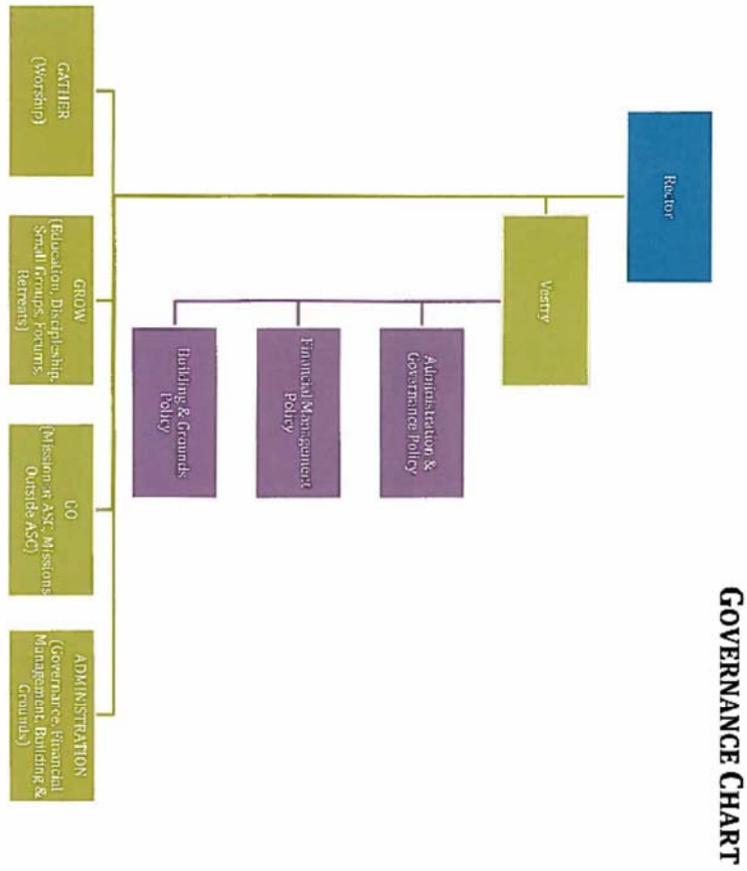
Adjournment and Prayer
Rev. Ed Kelaher

For the final time, Father Ed recognized the contributions of the four departing Vestry members (Jon Stroebel, Bill Gray, Susan Billington and Dan Batlle) and noted how each of them has blessed the Parish with the important and meaningful contributions.

There being no further business to discuss, Father Jonathan led the Vestry in a closing prayer. The meeting adjourned at approximately 9:15 PM.

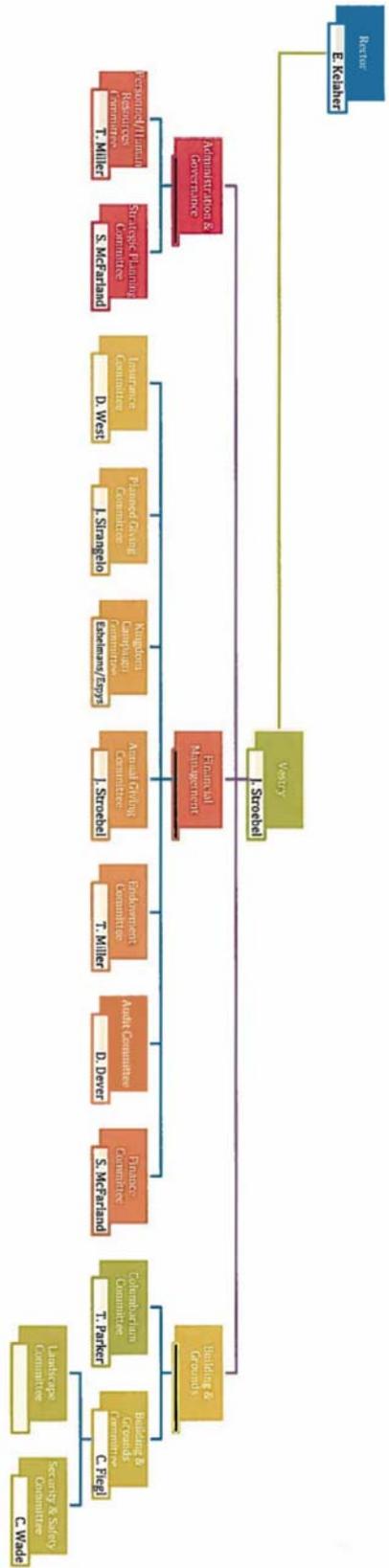
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EXHIBIT A
Updated Parish Committee Structure



March 20, 2019

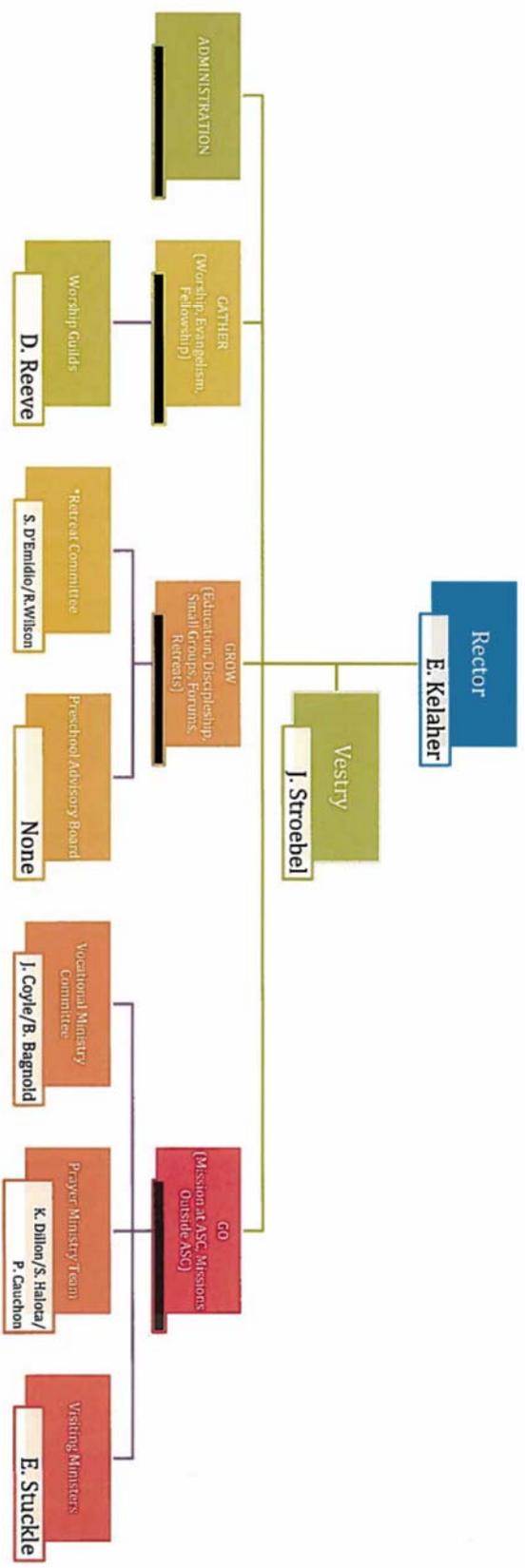
VESTRY COMMITTEES ORGANIZATIONAL CHART



*Inactive

March 20, 2019

MINISTRY COMMITTEE ORGANIZATIONAL CHART



*Inactive

March 20, 2019