St. Anne’s Episcopal Church

Draft Minutes- Vestry Meeting

8/15/2021

The meeting was held under the picnic shelter at Leinbach Park off Sally Kirk Rd.

Present: Julie Risher, Senior Warden; Debbie Walker, Junior Warden; Heather Morgan; Ray Leonard; Bob Campbell; Darryl Hammil; Jason Wilkinson; Nancy Young, Treasurer; Susan Gies Conley, Clerk; on Zoom: Grace Phillips

Absent: Eric Ekstrand

**Ginny opened with prayer**

Sharing Moment from Ginny. She discussed her vacation and her 5 day silent retreat at a Trappist Abbey. Only words were prayer, singing songs, or celebrating Eucharist and found it to be an exceptional and peaceful experience.

**Information/discussion/action**

**Approval of 6/20/21 Minutes Motion and Vote**

 **Julie moved, Ray seconded, the motion was approved by consensus.**

Adoption of a contract policy

 As prepared and submitted by Policy and Personnel Committee or

 As prepared and submitted by Ray Leonard

 Discussion: Julie described that the Policy and Personnel Committee works through email and distributes assignments based upon skill sets. Hoppy Elliot, who is an attorney, created the policy before us. In reviewing the alternative suggested by Ray, the two policies are unreconcilable. They differ in the involvement of the Vestry. It’s a philosophical difference and not something that we can resolve via email.

 Before the Vestry are two policies that have been circulated. Ginny says that she understands that we will approve one or the other. Julie affirmed the understanding.

 Bob had a question about the difference between Vestry involvement in each case. Julie pointed out on Bob’s copies (with permission to approach) the sections where the distinctions in question are located. It’s when the Vestry determines if the work is completed properly. She invited Ray to describe that section.

Ray emphasized that it’s about Vestry oversight of the contract policy. For example, the original proposal had a paragraph pertaining to “sole source.” Ray’s suggestion is to pull that into one. When he looked at the original proposal he was looking for language about what documenting what we are looking for before seeking bids. He rolled that into one place. Once there’s a proposal (RFP) you can find someone to do the work. You may get 50 responses, but if you’re only interested in one sole person you can still pick that person.

Ray also doesn’t think that we should exclude members of the parish from bidding and taking work as long as they are qualified to do the work. He understands that there have been issues with this topic before. He feels that any parishioner who does such work will be working under this policy.

For items less than $1,000, the Rector and Parish Administrator can take care of that. We can set the level in this policy. Bob pointed out that the levels for Vestry involvement of expenditures is the same in both versions of the policy. Bob likes that the sections are consolidated in Ray’s version.

The group agreed that the $1000 limit is acceptable to everyone. Darryl said that we may want to consider in the future an emergency clause for greater expenditures to avoid damage continuing because we couldn’t pass a vote on the expenditure.

Ray thinks either policy should have emergency clause. Darryl said we aren’t ready to consider that right now because we don’t have the language worked up. This is a living, breathing document that we can change as needed and ready. Julie said that if we didn’t have a lot of other things to consider in this meeting, we could discuss it in depth today. We may be able to discuss it at the September meeting. She would rather pass something now for our own guidance and protection. In Ginny’s experience our emergencies have not been over $1000 to date.

Motion and Vote

**The vote is for one policy or the other:**

 **Policy submitted by the Policy and Personnel Committee: Julie, Debbie, Heather, Jason, Grace**

 **Policy submitted by Ray: Ray, Darryl, Bob**

Ray was thanked for his thoughts and work on this issue. Ginny encouraged him not to withhold his input on the matter in the future.

Acceptance of FY 2020 Audit

 Julie expressed thanks to Michael Keith (Audit Committee Chair) for making it better organized than ever before. Grace was the Vestry designee on the Audit Comm. We don’t have a clean audit but the recommendations shouldn’t be hard to implement. Thanks also for Lori Mowen who is a perfect person to help with the audit as a former professional auditor.

 **Motion and Vote: Heather moved, Debbie seconded, the motion was passed by consensus.**

**The vestry then went into closed session. Nancy and Susan were part of the closed session; Ginny was not. When the Vestry returned to open session, Julie reported that the vestry was awarding a one-time bonus to the staff in the following amounts in recognition of the extraordinary efforts to which they have gone during this pandemic. $3k Ginny, $1500 each for Mark and David, $1000 for Lauren.**

**Ad hoc committee reports**

 Audit Compliance Committee report

 There were some deficiencies noted from the 2019 Audit reported in June. With meeting these items that puts us into compliance with everything except the administrative manual, and we aren’t even sure where that suggestion came from starting in the 2018 report. Ginny agrees that having an administrative manual would be a good idea. Mark will have been with us for 20 years next year, but some day he may want to make a change. Mark has made a list of what he does but we need some meat to back it up. Ginny will work with him on that, and we may need to take things off his plate while he focuses on the manual

Motion and vote: No vote is required; the vestry simply receives this report and the supplemental documents submitted by Nancy and Ginny.. Julie notes that she has added overseeing audit recommendations compliance to the Senior Warden’s job description to start into addressing the audit report sooner. Ray asked whether Item 7b (see Audit Compliance Committee report) has been satisfied. Nancy replied that the Finance Committee has developed a reminder for checks outstanding over 90 days. Finance is refining the policy and has developed appropriate forms. Compliance with some items has been delayed because of surgery, vacation, etc.

**Nominating Committee**

* Our extended nomination period is coming to a close. Unless others came through website we have 3 nominees. Donna Williams, Carmen Caruth and Stan Meiburg. Since we won’t have a regular parish meeting we may have to do what we did last year with appointments. Last year we conducted the vote at the Vestry meeting, when the Parish Meeting would have taken place. Ray asked if this can be accomplished by acclamation. Ginny said that the change to the bylaws is held up by not being able to hold the annual meeting to pass them. She reiterated the section of the current bylaws about how many nominees should stand for each vacancy, suggested and mandatory.
* Julie clarified: We have 3 nominees, and can we vote to appoint them at the Vestry meeting that may be held in place of the Annual Meeting. Bylaws Section 1D provides that we may leave the positions open or the Vestry may appoint people. Appointees’ terms will commence October 1.
* Ginny expresses her heartfelt thanks to the nominating Committee for getting 3 great candidates.

**Financial report mid-year**

Nancy notes a typo and some confusion on the balance sheet which she will rectify after the meeting. In July we had our greatest loss of $11k because of prepaid pledges and everything being under budget. We are still in good financial shape, even though it looks confusing on the balance sheet. $83k+ in unrestricted funds not counting in the new Common Trust General Reserve Fund, plus restricted funds as reported. She wants to start tracking over/under on each line item on the budget as our situation changes. She’s not sure if she feels more guilty or proud because other churches, larger and smaller, are scrambling far more than we are. We may have some expenses coming up but we have funds for that. She’s grateful that we have received generous funds from a range of sources and been good stewards of them. Darryl asked if the second round of PPP has run out, and Nancy said that it has. She and Mark decided to expend that as quickly as possible so it was used for compensation and benefits. We will get reports and submit for loan forgiveness. Last year we had to show that we spent two quarters below the revenue we expected to have. We might not have that this year because things have evened out, but we don’t know what that will mean.

Julie would like to recognize Nancy Young for her outstanding and stalwart service during her time as Treasurer and for still taking the Senior Warden’s phone calls during the pandemic. She didn’t know when she signed on to be treasurer that she’d be serving in a pandemic, with PPP loans and all the rest. (Applause!)

Nancy said “It’s been interesting. Sometimes it’s fun to do something you kind of know how to do but is somewhat out of your comfort zone.”

Annual meeting postponed; Sept 12 information meeting via zoom 4

Up until about a week ago, Ginny thought we’d be able to pull this off. We would have to have 68 people on site to elect Vestry and pass the bylaws. We had 33 people at 10am and 22 at the 8am today, but we can’t assume that all are voting members as required by canon. Think how many emails it took to get a Vestry meeting outside. She suggests that we do another Parish Meeting virtually, where we put out a provisional budget, share nominees/appointees, hear from outgoing Senior Warden, Junior Warden, Treasurer, and from Clergy. Jason thinks we could get to 68 if we push people to come, but it might not be wise given the Delta Variant. We would still be putting people and ourselves at risk. Ginny feels we should postpone to February or March when hopefully things will be better so we can get bylaws passed. We would do everything up to that point at the Parish Meeting via Zoom at a time that is not right after the service.

Julie wonders if we might capture the most people if we did a Zoom right after the end of the service with those who attended in person in the Parish Hall. Ginny would consider that but believes that 2 weeks after school opens we won’t be gathering in person. We can approach the two-path model, but plan for both and be ready for anything.

Julie says It’s the Vestry’s job to plan the Annual meeting. Since we can’t have one properly, we will have a Parish Meeting. Darryl says the breakout rooms were successful in the spring meeting. September 12 after church meet on Zoom, those present can stay in the worship space or spread out in the Parish Hall with screens. If we aren’t meeting in person on the 12th, it would be Nancy, Ginny, Julie, Debbie, Pam and Mary, and Darryl and Jason on tech who would be in the building.

On record: Motion to table annual meeting in favor of parish meeting moved by Julie, seconded by Heather, passed by consensus.

By-laws revisions

Tabled until we have better guidance from the Diocese about making changes in person and versions of

* Parish Meeting will be held on September 12
* Vestry meeting on September 19 including new Vestry members, who will be voted in during the meeting. Noon works better for those who are serving that morning. We will appoint Stan, Carmen, and Donna, discuss the experience from the Parish Meeting.

Ginny thanks Julie and Debbie for their exceptional service during this year. Especially Julie whose skill set enabled her to address some of the issues that were “out there” and now they are accomplished. She hopes they will take time to nourish their spirits, recoup, hang out with their spouses. Give themselves permission not to take anything else on and just be parishioners.

Julie said this Vestry has become like siblings. We may have our kerfuffles but we’ve kept our eyes on the prize and this is the best way for St. Anne’s to minister to the community and to each other. She couldn’t have asked for a better group to do this with. She’s learned a lot and has enjoyed (yes!) the experience. It’s been good for her personally and she’s enjoyed getting to know all of us better.

Ginny also thanks Bob and Heather for the gifts they have offered to the Vestry in tenacity and spirit to see things from a perspective she didn’t originally have. That is a gift. Bob’s and Heather’s fingerprints are all over this parish. She hopes that they too will take time to rest and be nourished, with worship in person or at home.

No further business. Ginny closed in prayer.

Adjourned at 1:44 pm